

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the **Extra Ordinary General Meeting (EOGM)** of the Shareholders of Pakistan Mortgage Refinance Company Limited (PMRC) will be held on Monday, September 21, 2020 at 11:00 AM at PMRC Office situated at 6th Floor Bahria Complex 1 MT Khan Road Karachi to transact the following business. The person(s) entitled, and having valid proxy on behalf of the shareholders may also attend EOGM, by joining below Zoom meeting (video) link.

Join Zoom Meeting: <https://zoom.us/j/99576012440>

Meeting ID: 995 7601 2440

Comments (if any) of the persons entitled to attend and vote at EOGM may also be submitted to the Company Secretary through email, at naved.hanif@pmrc.com.pk in order to make them part of the minutes of the said meeting.

Ordinary Business:

1. To confirm the minutes of the 5th Annual General Meeting of the Company held on March 30, 2020.

Extra Ordinary Business:

2. To consider and, if thought fit, to pass, with or without modifications, following special resolutions to amend the Articles of Association of the Company and to adopt a new set of Articles of Association of the Company in terms of the Shareholders agreement dated July 2, 2020 between the Company, existing shareholders and International Finance Corporation.

***"RESOLVED** that as and by way of Special Resolution in respect of amendments in Articles of Association of the Company as annexed to this resolution, the Articles of Association of the Company, be and is hereby altered".*

***"FURTHER RESOLVED** that the Chief Executive Officer and the Company Secretary of the Company, Singly, be and are hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolution, as well as carry out any other act or step which may be ancillary and/or incidental to do the above and necessary to fully achieve the object of the aforesaid resolution."*

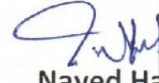


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3. Any other business with the permission of the Chair.

Karachi: August 31, 2020

By Order of the Board



Naved Hanif
Company Secretary

Statement of Material Facts under Section 134 (3) of the Companies Act, 2017

Item No. 2 of the Notice

Amendment in the Articles of Association and Adoption of New Set of Articles of Association

In terms of the Shareholders agreement dated July 2, 2020 between the Company, existing shareholders and International Finance Corporation and because of the enactment of the new Companies Act, 2017 and requirements of other Applicable Laws, changes have been necessitated in the Articles of Association of the Company.

A draft of the amended Articles of Association identifying the changes proposed in these documents, bearing the initials of the Company Secretary for the purpose of identification, is enclosed herewith. A copy of the Articles of Association of the Company as on date and also indicating the proposed amendments is available for inspection at the registered office of the Company from 9.00 a.m. to 5.00 p.m. on any working day, upto the last working day before the date appointed for the Extra Ordinary General Meeting.



1. Any member of the Company entitled to attend and vote at the General Meeting may appoint another person as his / her proxy to exercise all or any of his / her rights to attend, speak and vote at the meeting.
2. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
3. Proxies must be received at the Registered Office of the Company, 6th Floor Bahria Complex 1 MT Khan Road Karachi, not later than 48 hours before the time of holding the meeting.
4. The beneficial owner of the shares of the Company in the Central Depository System of the CDC or his / her proxy entitled to attend and vote at this meeting, shall produce his / her original CNIC or passport to prove his / her identity.
5. In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature of the nominee shall be submitted with the form of proxy to the Company, and the same shall be produced in original at the time of the meeting to authenticate the identity.
6. Shareholders are requested to immediately notify the Company of change in their addresses, if any.
7. Proxy form is attached with this notice.



PAKISTAN MORTGAGE REFINANCE COMPANY LIMITED

FORM OF PROXY

I / We, _____ S/o _____ resident of _____ being a member of Pakistan Mortgage Refinance Company Limited and holding _____ shares, as per Register Folio No./ participant's ID/CDC sub-account No. _____ hereby appoint _____ Folio No. / Participant's ID/CDC sub-account No. _____ or failing him / her _____, as my / our proxy to vote and act for me / us on my/our behalf at the Extra Ordinary General Meeting of the Pakistan Mortgage Refinance Company Limited to be held on **Monday, September 21, 2020 at 11:00 AM** and at any adjournment thereof.

Signed _____ day of September 2020 _____

Witness:

1. _____

2. _____

Notes:

1. A member entitled to attend and vote at a meeting is entitled to appoint another member as a proxy to attend speak and vote for him/her.
2. An instrument of proxy applicable for the meeting is being provided with the notice sent to members. Further copies of the instrument of proxy, if required may be obtained from the Registered office of the Company during normal office hours.
3. An instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarized copy of such Power of Attorney must be valid and deposited at the Registered office of the Company not less than 48 hours before the time of the Meeting.
4. In case of proxy for an individual beneficial owner of CDC, attested copies of beneficial owner's NIC or passport, Account and Participant's ID numbers must be deposited along with the Form of Proxy. In case of proxy for corporate members, he/she should bring the usual documents required of such purpose.
5. Shareholders are requested to notify change in their address, if any.

