



ARIF HABIB CORPORATION LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (EOGM) of the Shareholders of Arif Habib Corporation Limited (the Company) will be held on Monday, 22nd September 2025 at 4:30 p.m. at PSX Auditorium, Stock Exchange Building, Stock Exchange Road, Karachi as well as through Electronic means / Video link facility to transact the following business:

ORDINARY BUSINESS

- 1) To confirm minutes of the Extra-Ordinary General Meeting held on 19th March 2025.
- 2) To elect directors of the Company in accordance with the provisions of Section 159 of the Companies Act 2017 for a term of three years commencing from 22nd September 2025. The number of the directors to be elected has been fixed at eight by the Board of Directors. Names of the present eight directors retiring and eligible to file nominations are as under:

1. Mr. Asadullah Khawaja	2. Mr. Arif Habib
3. Khawaja Najamuddin Roomi	4. Mr. Nasim Beg
5. Mr. Abdus Samad	6. Mr. Muhammad Kashif
7. Mr. Muhammad Ejaz	8. Ms. Zeba Bakhtiar

ANY OTHER BUSINESS

- 3) To consider any other business with the permission of the Chair.
- The present directors are interested to the extent that they are eligible for re-election as Directors of the Company. A Statement under Section 166(3) of the Companies Act 2017 pertaining to the material facts is being sent to the shareholders along with this notice.

Karachi: 30th August 2025

By order of the Board
Manzoor Raza
Company Secretary

Notes:

1. Share transfer books of the Company will remain closed from 15th September 2025 to 22nd September 2025 (both days inclusive). Transfers received in order at the office of our registrar: CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahrah-e-Faisal, Karachi [AHCL’s Share Registrar (CDCSRSL)], by the close of business on Friday, 12th September 2025 will be treated in time for the determination of entitlement of shareholders to attend and vote at the meeting.
2. A member entitled to attend and vote at the meeting may appoint another member as his / her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member.
3. Procedure including the guidelines as laid down in Circular No. I- Reference No. 3(5-A) Misc/ARO/LES/96 dated 26th January 2000 issued by Securities & Exchange Commission of Pakistan:
- (i) Members, proxies or nominees shall authenticate their identity by showing their original national identity card or original passport and bring their folio numbers at the time of attending the meeting.
 - (ii) In the case of corporate entity, Board of Directors’ resolution/power of attorney and attested copy of the CNIC or passport of the nominee shall also be produced (unless provided earlier) at the time of meeting.
 - (iii) In order to be effective, the proxy forms must be received at the office of AHCL’s Share Registrar (CDCSRSL) not later than 48 hours before the meeting, duly signed and stamped and witnessed by two persons with their names, address, CNIC numbers and signatures.
 - (iv) In the case of individuals, attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - (v) In the case of proxy by a corporate entity, Board of Directors resolution/power of attorney and attested copy of the CNIC or passport of the proxy shall be submitted along with proxy form.
4. **Online Participation in EOGM:**

In order to maximize the member’s participation, the Company is convening this EOGM via video link in addition to holding physical meeting with shareholders. Accordingly, those members and participants who desire online participation in the EOGM are requested to register themselves by sending an email along with following particulars and valid copy of both sides of their CNIC at corporate.affairs@arifhabibcorp.com with subject of ‘Registration for AHCL EOGM 2025 - EoD’ not less than 48 hours before the time of the meeting:

Name of Shareholder	CNIC No.	Folio No. / CDC Account No.	Cell No.	Email Address

Video Link to join the EOGM will be shared with only those Members whose emails, containing all the required and correct particulars, are received at corporate.affairs@arifhabibcorp.com. The Shareholders can also provide their comments and questions for the agenda items of the EOGM on this email address and WhatsApp Number 0311-2706624.

5. **Provision of Video Link Facility :**

If the Company receives a demand (at least 7 days before the date of meeting) from shareholder(s) holding an aggregate 10% or more shareholding residing in any other city, to participate in the meeting through video link, the Company will arrange video link facility in that city.

Shareholders, who wish to participate through video-link facility, are requested to fill in Video Link Facility Form available at Company's website and send a duly signed copy to the Registered Address of the Company. It may be noted that no person other than the member or proxy holder can attend the meeting through video link facility.

6. **E-Voting / Voting by Postal Ballot :**

If the number of persons who offer themselves for elections exceeds the number of directors fixed under sub-section (1) of section 159 of the Companies Act, 2017, then, in accordance with the Companies (Postal Ballot) Regulations, 2018:

- i- the Company shall provide its members with options of e-voting and / or voting by postal ballot. Shareholders who wish to participate through e-voting, are advised to ensure that their updated particulars including Name, CNIC, E-mail address, Mobile number and Address are immediately available with their respective Participant / CDC Investor Account Services / AHCL’s Share Registrar (CDCSRSL).
- ii- M/s. UHY Hassan Naeem & Co. Chartered Accountants, (a QCR rated audit firm), appointed as Scrutinizer for the election of directors, shall perform its responsibilities accordingly. Details of their qualification & experience are mentioned on their website (www.uhy-hnco.com/).

IMPORTANT:

7. **Contesting Election of Directors :**

Any person (including a retiring Director) who seeks to contest election of directors shall file with the Company at its registered office, Arif Habib Centre, 23, M. T. Khan Road, Karachi, not later than 14 days before the said meeting his / her intention to offer himself / herself for the election of the directors in terms of Section 159(3) of the Companies Act, 2017 together with:

- (i) Notice of his / her intention to stand for election, along with duly completed and signed on Appendix to Form-9 under the Companies Regulations, 2024 giving his / her consent to act as Director of the Company if elected (under Section 167(1) of the Companies Act, 2017), and certify that he / she is not ineligible to become a Director under any applicable laws, Rules and Regulations; and that he / she confirms to hold the qualification shares in accordance with the Articles of Association of the Company.
- (ii) Details about offices and directorships held in other companies, body corporates, firms, or other legal entities; and a detailed profile along with office address to be placed on the Company’s website seven days prior to the date of election in term of SECP’s SRO 1196(I)/2019 of 3rd October 2019.
- (iii) Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out in the Companies Act, 2017 and rules and regulations issued thereunder, to act as the director (or independent director, if applicable) of a listed company.
- (iv) Attested copy of valid CNIC and NTN.
- (v) Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019.
- (vi) Undertaking on non-judicial stamp paper that he / she meet the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

8. **Prohibition on Distribution of Gifts and Shareholder Conduct :**

In compliance with Section 185 of the Companies Act, 2017 and S.R.O. 452(I)/2025 issued by SECP, shareholders are hereby informed that no gifts, in any form, shall be distributed at or in connection with the general meeting. Shareholders are also advised to observe decorum and meeting etiquette as prescribed in SECP’s Guidelines for Professional Conduct in General Meetings.

9. **Provision of Information by Shareholders :**

To comply with various statutory requirements, and to avoid any non-compliance of law or any inconvenience in future, all shareholders are hereby advised to coordinate / update their records with their respective Participant / CDC Investor Account Services / AHCL’s Share Registrar (CDCSRSL) in connection with following :

- Submission of copies of their valid / updated CNIC / NTN Certificate / Zakat Declaration (Exemption) Form / Tax Exemption Certificate
- Provision of relevant details including valid bank account details/IBAN in order to enable the Company to pay unclaimed/future cash dividends, if any
- In case of a Joint account, provision of shareholding proportions between Principal shareholder and Joint Holder(s)
- Convert their physical shares into scrip less form, which will also facilitate the shareholders having physical shares in many ways, including safe custody, efficient trading and convenience in other corporate actions.
- Provision of mandatory registration details in terms of Section 119 of the Companies Act, 2017 and Regulation 47 of the Companies Regulations, 2024, including mobile number / landline number and email address (if available).
- Promptly notify any change in mailing address, email address and mobile number by writing to the office of AHCL’s Share Registrar (CDCSRSL).

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT 2017

Section 166 of the Companies Act 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Being a listed company, Arif Habib Corporation is required to have at least two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the Company shall ensure that at least two independents are elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act 2017.

After the contestants file their notice / intention to stand for elections, the Company shall apply following criteria for choosing the appointee for appointment as independent director:

- Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
- Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed.
- The company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

Registered and Corporate Office:

Arif Habib Centre, 23, M.T. Khan Road, Karachi, Pakistan.

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