



**PAKISTAN INTERNATIONAL CONTAINER TERMINAL LIMITED  
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary General Meeting of the members of Pakistan International Container Terminal Limited (the “Company”) will be held on Saturday, February 24, 2024 at 10:00 a.m., at Regent Plaza, Main Shahrah-e-Faisal, Karachi, to transact the following business:

1. To elect seven Directors of the Company for a period of three years commencing immediately after the conclusion of this meeting. The number of Directors to be elected has been fixed by the Board of Directors as seven in accordance with the provisions of Section 159 (1) of the Companies Act, 2017 (“the Act”).

The names of retiring Directors are as follows:

1. Mr. Hans-Ole Madsen
2. Mr. Arnie Dizon Tablante
3. Mr. Bilal Shahid
4. Mr. Gordon Alan P. Joseph
5. Mr. Jacob Christian Gulmann
6. Ms. Lirene Coloquio Mora-Suarez
7. Mr. Rune Rasmussen

2. To transact any other business with the permission of the Chair.

By Order of the Board

Ahmed Bharamchari  
Acting Company Secretary  
Karachi: February 2, 2024

**NOTES**

**Closure of Share Transfer Books**

The Share Transfer Books of the Company will remain closed from February 17, 2024 to February 24, 2024 (both days inclusive) when no transfer of shares will be accepted for registration. Transfers in good order, received at the office of Company’s Share Registrar, “M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block ‘B’, SMCHS, Main Shakra-e-Faisal, Karachi – 74400” by the close of business on February 16, 2024 will be treated in time for ascertaining the entitlement of transferees for the purpose of attending and vote at the Extraordinary General Meeting.

**Participation in the Extra Ordinary General Meeting**

A Member entitled to attend, speak and vote at the above meeting is entitled to appoint another person as his/her proxy to attend, speak and vote instead of him/her and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the above meeting as are available to the Member.

CDC Account Holders will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

Duly completed, signed and stamped instrument of proxy (as enclosed) and the other authority under which it is signed, or a notarised certified copy thereof, in order to be valid, must be lodged with the Company Secretary at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. In calculating the aforesaid period of 48 hours no account shall be taken of any part of the day that is not a working day. The proxy need not be a Member of the Company.

**A. For Attending the Meeting**

In case of individuals, the account holder or sub-account holder, shall authenticate his / her identity by showing his / her valid original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

In case of a corporate entity / trust, the Board of Directors’ / Trustees’ resolution / power of attorney with specimen signature of the representative / nominee shall be produced at the time of the meeting.



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The members registered on CDC are also requested to bring their particulars, I.D. numbers and account numbers in CDS.

**B. For Appointing Proxies**

In case of individuals, the account holder or sub-account holder, shall submit the duly completed and stamped proxy form accordingly.

The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. The proxy shall produce his / her original CNIC or original passport at the time of the meeting and copy of CNIC of Member of whom he/she holds Proxy. Attested copies of valid CNIC or the passport of the beneficial owners / members and the proxy shall be furnished with the proxy form.

In case of a corporate entity / trust, the Board of Directors' / Trustees' resolution / power of attorney with specimen signature of the representative / nominee shall be submitted along with proxy form to the Company.

**C. Postal Ballot**

In accordance with the Companies (Postal Ballot) Regulations, 2018, Members will be allowed to exercise their right of vote through postal ballot i.e by ballot paper and e-voting, in accordance with the requirements and procedure contained in the aforesaid regulations, in case the number of contestants is more than the number of directors fixed under sub -section (1) of section 159 of the Act.

**Election of Directors**

As resolved by the Board through a resolution dated January 16, 2024 that the number of directors to be elected shall be seven, hence, in compliance with the provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, election of directors will be held within the following categories;

S.No.	Categories	Number of Vacancies
1.	Female Director	1
2.	Independent Directors	2
3.	Other Directors	4

Any member who seeks to contest an election to the office of Directors, whether he is a retiring director or otherwise, shall file with the Company at its registered office not later than 14 days before the date of the above said meeting:

- Notice of his/her intention to offer himself / herself for election as a Director in terms of section 159(3) of the Companies Act, 2017 along with any document evidencing his membership in the company on the day of commencement of book closure.
- Consent to act as Director on Form-28, duly completed and signed by the candidate, as required under Section 167(1) of the Companies Act, 2017.
- Detailed profile along with office address for placement on the Company's website seven (07) days prior to the date of election in terms of S.R.O 1196(1)/2019 of October 3, 2019.
- Signed declaration to the effect that he/ she is aware of the duties and powers of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rule Book of the Pakistan Stock Exchange and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws and regulations.
- Signed declaration to the effect that he/ she is compliant with the requirements and eligibility criteria as set out in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019 to be appointed as a Director / Independent Director of the listed company.
- In case of person contesting as independent director, he / she shall also submit a declaration that he / she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and rules and regulations issued thereunder.
- Attested copy of valid CNIC/Passport and NTN.



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**Video Conference Facility**

- Members can also avail video conference facility for attending the Extraordinary General Meeting in a city other than in which Extraordinary General Meeting is being held. In this regard, please fill the following and submit to registered address of the Company ten (10) days before holding of the Extraordinary general meeting. If the Company receives demand from members holding in aggregate 10% or more of the total paid up capital residing in a city, to participate in the meeting through video conference at least ten (10) days before holding of the Extraordinary general meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.
- “I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of Pakistan International Container Terminal Limited, holder of \_\_\_\_\_ ordinary share(s) as per register Folio No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_
- The Company will intimate members regarding venue of video conference facility at least 5 days before the date of Extraordinary general meeting along with complete information necessary to enable them to access such facility.
- For any query / problem / information, the investors may contact the Company and / or the Share Registrar at the following phone numbers and email addresses:

<p><b>PICT Investor Relations Department</b> Pakistan International Container Terminal Limited Plot No. 25/1-A, Street no. 5, Muslimabad, Jamshed Town, Karachi – Pakistan +92-213-7442366 <a href="mailto:investor-relations@pict.com.pk">investor-relations@pict.com.pk</a></p>	<p><b>PICT Shares Registrar</b> CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S Main Shahrah e Faisal, Karachi +92-21 111-111-500 <a href="mailto:info@cdcsrsl.com">info@cdcsrsl.com</a></p>
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**Change of address**

Any change of address of Members should be immediately notified to the Company’s share registrar M/S CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahrah e Faisal, Karachi.

**Conversion of Shares in Book-Entry Form**

Members holding shares in physical form may convert their shares from physical form to book-entry form. Members can contact the Company or Share Registrar for assistance in this regard. Shareholders are also requested to follow the procedure as contained in CDC Act, 1997 for the purpose

Shareholders are requested to provide any relevant information/documents to (i) respective Central Depository System (CDS) Participants and (ii) in case of physical securities to the Company / Share Registrar.

**Statement of Material Facts under Section 166 (3) of the Act regarding Independent Director**

The Company is required to have Independent Directors on its Board in accordance with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019. The company will ensure that the independent directors to be elected will meet the criteria set out for independence under section 166 of the Companies Act, 2017 and the regulations issued thereunder, and their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance.

The present Directors of the Company have no interest in the above business except being eligible for re-election as Director of the Company.

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