

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (EOGM) of Adamjee Insurance Company Limited (the "Company") will be held at Hotel Park Plaza, near Firdous Market, M.M. Alam Road, Lahore on Thursday, August 13 2015 at 11:00 a.m. to transact the following special business:

- To consider and if thought fit, to pass the following resolution as special resolution with or without modification(s), addition(s) or deletion(s):

RESOLVED THAT "approval of the members of Adamjee Insurance Company Limited (the "Company") be and is hereby accorded to make long term equity investment of up to Rs. 620.350 million by way of acquisition of 6,530,000 ordinary shares of Security General Insurance Company Limited at a maximum price of Rs. 95 per share as per terms and conditions disclosed to the members and subject to permission, if any required under the applicable law."

FURTHER RESOLVED THAT "the Chief Executive Officer and / or Chief Financial Officer / Company Secretary of the Company pursuant to the foregoing special resolution, for and on behalf of the Company, be and are hereby singly empowered and authorized to take all steps and actions necessary, incidental and ancillary for the acquisition of shares of Security General Insurance Company Limited including execution of any and all documents and share purchase agreement under the Company seal as may be necessary in this regard and to do all acts, matters, deeds and things as may be necessary or expedient for the purpose of giving effect to the spirit and intent of this special resolution for making investment as aforesaid, filing of all necessary documents and for finalization and implementation of the above resolution."

FURTHER RESOLVED THAT "subsequent to the above said equity investment, Chief Executive Officer and / or Chief Financial Officer / Company Secretary of the Company be and are hereby authorized singly to dispose of, through any mode, a part or all of equity investments made by the Company from time to time as and when deemed appropriate and necessary in the best interest of the Company."

A Statement under Section 160(1)(b) of Companies Ordinance, 1984 setting forth all material facts pertaining to the Special Business referred to above is annexed to this Notice being sent to the members of the Company.

July 13, 2015

By Order of the Board
Tameez-ul-Haque
Secretary

NOTES:

- 1) The share transfer books of the Company will remain closed from 07 August 2015 to 13 August 2015 (both days inclusive). Transfers received in order at the office of the company's Independent Share Registrar, M/s. Technology Trade (Private) Limited, Dagia House, 241-C, Block-2, P.E.C.H.S., Karachi by the close of business (5:00 PM) on Thursday, 06 August 2015 will be considered in time to be eligible to determine the entitlement of members for the purpose of attending and voting at the Extraordinary General Meeting. Members are requested to promptly notify any change in their addresses.
- 2) A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint another member as a proxy to attend and vote instead of him/her. A proxy must be a member of the Company. A corporation or a company being a member of the Company may appoint any of its officers as its proxy through a resolution of its board of directors.
- 3) The instrument appointing a proxy must be received at the Registered Office of the Company not less than 48 hours before the time appointed for the Meeting. A member shall not be entitled to appoint more than one proxy. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with Company, all such instruments of proxy shall be rendered invalid. In case of corporate entity the Board of Directors resolution / power of attorney with specimen signature of nominee shall be submitted with the above time limit.
- 4) Members who have deposited their shares in the Central Depository System of the Central Depository Company of Pakistan Limited will have to follow the under mentioned guidelines as laid down by Securities and Exchange Commission of Pakistan:

A. For Attending the Meeting

- a) In case of Individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport along with Participant ID number and the Account number at the time of attending the Meeting.
- b) In case of corporate entity, the Board's resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

B. For Appointing Proxies

- a) In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b) The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c) Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d) The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- e) In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

Adamjee Insurance Company Limited

Registered Office: 4th Floor, Tanveer Building, 27-C III, M.M. Alam Road, Gulberg-III, Lahore.

Website: www.adamjeeinsurance.com