

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 66th Annual General Meeting of Packages Limited will be held via Video Conferencing on Friday, April 30, 2021 at 10:30 a.m. to transact the following business:

In the light of Covid-19 situation and keeping in view the safety and well being of all, shareholders are requested to attend the meeting through video-conference facility managed by the Company as per the instructions given in the notes section below:

1. To confirm the Minutes of the Annual General Meeting of the Company held on May 29, 2020.
2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended December 31, 2020 together with the Chairman's Review Report and Directors and Auditors Reports thereon.
3. To consider and approve the payment of cash dividend for the year ended December 31, 2020 as recommended by the Board of Directors -
 - a) to the preference share/convertible stock holder (International Finance Corporation) at the rate of Rs. 22.206 (11.687%) per preference share/convertible stock of Rs. 190 proposed by the Board in terms of and as adjusted under the Subscription Agreement between Packages Limited and International Finance Corporation, totaling Rs.181,799,578; and
 - b) to the ordinary shareholders at the rate of Rs. 22.50 (225%) per ordinary share of Rs. 10.
4. To appoint Auditors for the year 2021 and to fix their remuneration. The current Auditors, M/s A.F. Ferguson & Co., Chartered Accountants have consented to be appointed as Auditors for the Financial Year 2021 and the Board of Directors has recommended their appointment.
5. To consider enhancement of Licensed/Leased area to 51.19 Acres from 76.15 Kanals to Packages Mall by amending License agreement between Packages and Mall.

By Order of the Board

Karachi
March 19, 2021

Arjumand Ahmed Shah
Company Secretary

Notes :

1. The Share Transfer Books of the Company will remain closed from April 17, 2021 to April 30, 2021 (both days inclusive). Transfers received in order at the office of the Company's Share Registrar, Messrs FAMCO ASSOCIATES (PVT.) LIMITED, 8-F, Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S., Shahrah-e-Faisal, Karachi-75400 by close of business on April 16, 2021 will be treated in time for determination of entitlement of shareholders to cash dividend and to attend and vote at the Meeting.
2. A Member entitled to attend and vote at the Meeting may appoint another person as his/her proxy to attend, vote and speak at the Meeting instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy and the power of attorney or other authority / board resolution under which it is signed or a notarially attested copy of power of attorney must be deposited at the Registered Office of the Company at 4th Floor, The Forum, Suite # 416-422, G-20, Block 9, Khayaban-e-Jami, Clifton, Karachi-75600 at least forty-eight (48) hours before the time appointed for the Meeting.

In accordance with the directives given by SECP the Company intends to convene this AGM via video conference facility while ensuring compliance with the quorum requirements and requests of the Members to consolidate their attendance and voting at the AGM through proxies. For this, Members are required to email their Name, Folio Number and Number of Shares held in their name with subject 'Registration for Packages' AGM at nisar.ahmed@packages.com.pk. Video-link and login credentials will be shared with only those Members whose emails, containing all the required particulars, are received at the given email address by or before 3:00 P.M. on April 23, 2021

3. Members are requested to submit copies of their CNICs and promptly notify any change in address by writing to the office of the Shares Registrar (for shares held in physical form) and to the CDC (for shares held in electronic form).
4. Under the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders.

In accordance with the SECP's notification S.R.O 421 (I)/2018 dated April 2, 2018, Shareholders are requested to provide their International Bank Account Number (IBAN) in order to receive dividend directly into their bank account, by filling the Electronic Mode Dividend Form available at Company's website (www.packages.com.pk) containing prescribed details and send it duly signed along with a copy of CNIC to the Registrar of the Company, Messrs FAMCO ASSOCIATES (PVT.) LIMITED, 8-F, Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S., Shahrah-e-Faisal, Karachi-75400, in case of physical shares. In case of book-entry securities, respective shareholders must get their respective records, including IBAN, updated as per the Electronic Mode Dividend Form with their Broker / Participant / CDC account services.

In the absence of a member's valid bank account details and/or IBAN, the Company will be constrained to withhold the payment of dividend to such members till provision of prescribed details.

Section 72 of the Companies Act, 2017 requires all listed companies to replace the shares held in physical form with the shares to be issued in Book-Entry Form within four (4) years from the date of the promulgation of the Act. All shareholders holding shares in physical form are therefore requested to convert their shares in the Book-Entry Form in order to comply with the provision of the Companies Act, 2017.

5. Shareholders, who for any reason, could not claim their dividend are advised to contact our Shares Registrar, Messrs FAMCO ASSOCIATES (PVT.) LIMITED, 8-F, Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S., Shahrah-e-Faisal, Karachi-75400, to collect/inquire about their unclaimed dividend, if any.

Please note that in compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all dividends unclaimed for a period of three years from the date due and payable shall be deposited with the Federal Government.

6. As per Finance Act, 2020 different rates are prescribed for deduction of withholding tax under section 150 of the Income Tax Ordinance, 2001 on the amount of dividend paid by companies. These rates are as under:
 - (a) For persons appearing in Active Tax Payer List (ATL): 15%
 - (b) For persons not appearing in Active Tax Payer List (ATL): 30%

Shareholders are advised to make sure that their names (and/or the name of their joint holders) are appearing in latest Active Taxpayers List (ATL) provided on the website of FBR, otherwise they (and/or joint holders) shall be treated as non-filers and tax on their cash dividend income will be deducted at the rate of 30% instead of 15%.

7. In order to enable the Company to follow the directives of the regulators to determine shareholding proportion in case of Joint account, all shareholders who hold shares with Joint shareholders, are requested to provide shareholding proportions of Principal shareholder and

Joint Holder(s) in respect of shares held by them to our Share Registrar, in writing, as follows:

Folio / CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
		Name and CNIC #	Shareholding Proportion (%)	Name and CNIC #	Shareholding Proportion (%)

NOTE: In the event of non-receipt of the information by April 16, 2021, each shareholder will be assumed to have equal proportion of shares and the tax will be deducted accordingly.

For any query/problem/information, the investors may contact the Company and/or the Share Registrar at the following phone numbers or email addresses:-

Contact persons:

Mr. Sifat Ahmad Khan
Tel. # 92 21 35831618 / 35831664 / 35833011
Email: sifat.ahmad@packages.com.pk

Mr. Ovais Khan
Tel. # 92 21 34380101-2
Email: ceo@famco.com.pk

8. The Individual Members who have not yet submitted photocopy of their valid Computerized National Identity Card (CNIC) to the Company / Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar, Messrs FAMCO ASSOCIATES (PVT.) LIMITED, 8-F, Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S., Shahrah-e-Faisal, Karachi-75400. The Corporate Entities are requested to provide their National Tax Number (NTN). Please give Folio Number with the copy of CNIC / NTN details. Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779(I)/2011 dated August 18, 2011, SRO 831(I)/2012 dated July 5, 2012, SRO 19(I)/2014 dated January 10, 2014 and SRO 275(I)/2016 dated March 31, 2016 which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members.

In case of non-receipt of the copy of a valid CNIC, the Company would be unable to comply with aforementioned directives of SECP and therefore will be constrained under Section 243(2)(a) of the Companies Act, 2017 to withhold dispatch of dividend warrants of such shareholders.

Attention of corporate entities / legal persons is also invited towards SECP Circular Nos. 16 and 20 of 2018. Respective shareholders (corporate entities / legal persons) are advised to provide the information pertaining to ultimate beneficial owners and / or other information as prescribed in the subject SECP Circulars to the Share Registrar of the Company.

9. Section 473 of the Companies Act, 2017 requires that after a date notified by the Commission, the information, notices and accounts or any other document to be provided by the company to its members under this Act, shall only be provided electronically on the email address provided by the members. Members are therefore requested to update their respective records pertaining to email address with their Broker/Participant/CDC account services. Physical shareholders are required to provide their email addresses to the Share Registrar of the Company.

10. Shareholders are advised to ensure that they have provided their Passport/NTN/CNIC/Tax Exemption Certificates (for tax exemption, where applicable) and valid Zakat Declaration under Zakat & Ushr Ordinance, 1980 (for Zakat Exemption) to their respective Participant/CDC Investor Account Services/Company's Share Registrar.

11. Members can exercise their right to demand a poll subject to meeting requirements of Section 143 - 145 of Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018.
12. The audited financial statements of the Company for the year ended December 31, 2020 have been made available on the Company's website (www.packages.com.pk) in addition to annual and quarterly financial statements for the prior years.
13. The Form of Proxy in English and Urdu is attached in the Annual Report and should be witnessed by two persons whose names, addresses and CNIC Numbers should be mentioned on the Forms. The Form of Proxy is also available on the Company's website (www.packages.com.pk).

Packages Limited

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

This statement is being furnished in terms of the requirement under Section 134(3) of the Companies Act, 2017, setting out material facts concerning the Special Business to be transacted at the Annual General Meeting of Packages Limited (the "**Company**") to be held on 30th April, 2021 at 10:30 A.M via Video Conferencing.

Item No. 5 of Agenda: License/Lease of Company's land measuring 51.19 Acres equivalent to 409.52 Kanals [of which 76.15 Kanals already licensed] including the utility service area, access roads and parking situated at Mouza Amer Sidhu, Lahore (the "**Project Land**") to Packages Real Estate (Private) Limited ("**PREPL**")

The Board of Directors had earlier approved License/ Lease of 76.15 Kanals of land for the establishment of a real estate development project under the name and style "Packages Mall" (the "**Mall**") pursuant to Board Resolutions dated 25 February 2015 as approved by the Shareholders dated 16 April 2015

PREPL has requested to enhance the Licensed/ Leased area to 51.19 Acres to pursue further development projects in line with the expansion objectives of the Company.

In the Board meeting of the Company held on March 19, 2021, the Directors resolved to further license and/or lease the Project Land to PREPL, subject to all necessary corporate and regulatory approvals. Approval of the shareholders is being sought under Section 196 (3) (a) of the Companies Act.

Particulars of the Project Land are as follows:

Description	:	Land measuring 51.19 Acres including the utility service area, access roads and parking, situated at Mouza Amer Sidhu, Lahore
Cost as at December 31, 2020	:	Rs. 647.42 million
Book value as at December 31, 2020	:	Rs. 647.42 million
Current market/ fair price value as at December 31, 2020	:	Rs. 14,333.20 million
Proposed Rent/Fee	:	2% of license/ rental income excluding taxes per annum commencing from the date of commercial operations of the respective projects

The aforementioned transaction would allow the Company to continue to focus on its main business activities while at the same time diversifying its business exposure through its subsidiary. The Company is expected to benefit from the revenue generated from the rent / fee for the Project Land as well as dividend income from its shareholding in PREPL.

For the purposes of the above, it is proposed to consider and if thought fit, pass the following Special Resolution, with or without modification:-

RESOLVED that the Board of Directors are hereby authorized under Section 134 (3) of the Companies Act, 2017 to approve enhancement of Licensed/Leased area to 51.19 Acres from 76.15 Kanals including the utility service area, access roads and parking, situated at Mouza Amer Sidhu, Lahore (the “**Project Land**”) to Packages Real Estate (Private) Limited (“**PREPL**”), on the following terms:

- (i) PREPL shall have the right to develop, construct and own the Real Estate Projects on the Project Land, and to further sub-license and/or sub-lease the shops, retail outlets, offices, apartments, condominiums and other commercial spaces in the Project to the proposed tenants/licensees;
- (ii) The Project shall be transferred to the Company on the final expiry of the license and/or lease of the Project Land if not renewed at a value determined by an independent valuator/s.
- (iii) PREPL shall pay a fee/rent of 2% as a percentage of its license/ rental income excluding taxes per annum commencing from the date of commercial operations of the Project.