

THE COMPANIES ORDINANCE 1984

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Company Limited by Shares

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Memorandum of Association

of

**PAKISTAN SERVICES LIMITED**

1. The name of the Company is PAKISTAN SERVICES LIMITED.
2. The registered office of the Company will be situated in the Islamabad Capital Territory, Pakistan.
3. The objects of the Company are the following:
  - (1) TO ERECT, complete and exploit a Hotel to be erected at Karachi and to be known as HOTEL KARACHI INTERCONTINENTAL in accordance with and upon the terms and conditions prescribed in two Agreements which have already been prepared and expressed to be made between the Company of the One Part and Intercontinental Hotels Corporation of the Other Part, copy whereof has for the purposes of identification been subscribed by Mr. N. J. D Williams, Solicitor of the Supreme Court of England.
  - (2) TO CARRY on the business of hotel, restaurant, café, tavern, beer-house, refreshment-room and lodging-house keepers, licensed victuallers, wine, beer, and spirit merchants, brewers, maltsters, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements generally, proprietors of motor and other vehicles, garage proprietors, levey-stable keepers, job-masters, farmers, dairymen, ice merchants, importers and brokers of foods, live and dead stocks, and local and foreign produce of all descriptions, hair-dressers, perfumers, chemists, proprietors of clubs, baths, dressing-rooms, laundries, reading, writing and newspaper rooms, libraries, grounds, and places of amusement, recreations, sport, entertainment, and instruction of all kinds, tobacco and cigar merchants, agents for railway, air lines, and shipping companies, and carriers, theatrical and opera-box office proprietors, entrepreneurs and general agents, and any other business which can be conveniently carried on in connection therewith.
  - (3) TO ENTER into arrangements and agreements with lodgers, guests, passengers, firms, companies or their representatives for providing board and lodging on daily, monthly or periodical terms and to fix rates for the accommodation of lodgers, guests, or passengers.
  - (4) TO DEAL in all kinds of goods or general merchandise and all other articles, allied with the hotel trade.
  - (5) TO UNDERTAKE and execute any contracts involving the supply or use of any food-stuffs, or drinks to any Clubs, parties, associations, festive groups, or individuals.
  - (6) TO CONSTRUCT and operate hotels, resorts, clubs, farm houses, apartments, plazas, multi-storeyed buildings, business offices, highways, bridges,

spillways, reservoirs, seaports, warehouses, factories, mills, industrial and commercial buildings, amusement parks, theme parks, water sports facilities, food courts, shopping malls, mix use projects, theatres, cinemas, swimming or bathing-pools, pontoons, baths, tennis, squash and badminton courts, and generally to make provisions for any athletic or health activities.

6(a) TO CARRY on the business of development of housing colonies / purchase and sale of plots, development of land by the Company or with joint venture with any other Company/ undertakings, signing of contracts of civil, mechanical and electrical works with the Government of Pakistan, Provincial Governments, Public and Local Authorities, Municipalities or otherwise, Semi-Government, Autonomous Corporations, Private / Public Companies or any private person.

6(b) TO CARRY on the business of construction of hotels, clubs, farm houses, apartments, plazas, multi-storeyed buildings, business offices, highways, airports, bridges, dams spillways, reservoirs, seaports, warehouses, factories, mills, works wharves railways, tramways, industrial and commercial building and to equip the same or any part thereof with all or any conveniences, drainage and sewerage facilities water supply electric and gas installations.

6(c) TO CARRY on the business of the development of land for residential and commercial projects and farm houses and other schemes both in urban and rural areas, planning and construction of commercial markets or multi-storeyed buildings including offices, shopping centres, both inside and outside Pakistan with the permission of concerned authorities and subject to compliance with all relevant laws/rules.

6(d) TO LAY out, develop, construct, build, erect, demolish, re-erect, alter, repair, model, re-model, improve, grade, curve, pave, macadamize, cement, maintain, levelling for paving works, devise, decorate, plan, to furnish labour, all kinds of materials to supervise, to act as valuers, appraisers, referees, assessors, carriers, to prepare estimates, designs, specifications, tender documents or models, to investigate into the condition of buildings and other structures or do any other work in connection with any building structure or scheme subject to permission from all concerned authorities and compliance with all relevant laws/rules.

6(e) TO ACQUIRE and take over any running business of developers and property of that business including lands, buildings, machinery, contracts, privileges, rights, license, concessions with or without modifications subject to permission from all concerned authorities and compliance with all relevant laws/rules.

6(f) TO CARRY on the business of estimation, drawing up, quality surveying, supervision and execution of construction works and installation and maintenance thereof.

6(g) TO CARRY on the business of construction, erection and maintenance with all its ancillary services for or in respect of bridges, roads, spillways, highways, reservoirs, seaports, water supply, apartments multi-storeyed flats, business offices, shops, markets, warehouses, industrial and commercial buildings and structure of all description and to equip the same or any part thereof with all or any conveniences, drainage and sewerage facilities, electric and gas installations and to deal with the same in any manner, whatsoever, subject to permission from all concerned authorities and compliance with all relevant laws/rules.

6(h) TO CARRY on business and profession of architects, professional engineers, surveyors, job contractors and manpower suppliers.

6(i) TO CARRY in Pakistan and outside Pakistan the businesses of generating, purchasing, importing, transforming, converting, distributing, supplying, exporting and dealing in all other forms of energy and products or services associated therewith and to perform all other acts which are necessary or incidental to the business of electricity generation, transmission, distribution and supply after fulfilling the Statutory requirements.

6(j) TO ESTABLISH, construct, equip, operate, use, manage and maintain solar power plants, wind power plants, thermal power plants and coal fired power plants, power grid station, transforming, switching, conversion, and transmission facilities, cables, overhead lines, sub-stations, switching stations, tunnels, cable bridges, link boxes, heat pumps, plant and equipment for combined heat and power schemes, offices, showrooms, depots, factories, workshops, plants, warehouses and other storage facilities after fulfilling the Statutory requirements.

(7) TO CARRY on the business of Proprietors and Managers of theatres, cinemas, picture houses, concert halls, revues, cabarets, pantomimes, spectacular pieces, promenade and other concerts and other musical and dramatic performances and entertainments.

(8) TO CARRY on the business of steam and general laundry and dry-cleaners.

(9) TO CARRY on the business of bakers, confectioners, pastry cooks and makers of sweetmeats.

(10) TO MAINTAIN and establish shops, arcades, and other facilities and to carry on all or any of the business of drapers, silk mercers, furreries haberdashers, hosiers, importers and wholesale and retail dealers of and in textile fabrics of all kinds, milliners, dress-makers, tailors, hatters, clothiers, outfitters, golvers, lace manufacturers, and wholesale and retail dealers of leather goods, household furniture, ironmongery, turnery and other house hold fittings and utensils, ornaments, jewellery, plated goods, stationery and fancy goods, dealers in provisions, drugs, chemicals, perfumery, soaps and other articles and commodities of personal and household use and consumption, or as required for adornment, recreation, and amusement, and generally of and in all manufactured goods, materials, provisions and produce.

(11) TO RECEIVE money, valuables, and goods and materials of all kinds on deposit for safe custody.

(12) TO CARRY on business as tourist agents and contractors and to facilitate and to provide for tourists and travelers or promote the provision of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, inquiry bureaus, baggage transport and otherwise.

(13) TO CARRY on business as transport agents, insurance agents, and bakers.

(14) TO PROVIDE halls and other suitable rooms, buildings, and places and to permit the same or any part thereof to be used on such terms as the Company may think fit, for any purpose, public or private and in particular for public meetings, exhibitions, concerts, lectures, dinners, theatrical performances and other entertainments.

(15) TO CARRY on the business of manufacturers, exporters, or importers generally.

(16) TO SEARCH for and purchase or otherwise acquire from any Government, State, or Authority any concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account.

(17) TO ACQUIRE and undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which the Company is authorized to carry on or possessed of property suitable for the purposes of this Company

(18) TO BUY, sell or deal in shares, stocks, debentures, securities, bonds, lands, buildings, and all kinds of property real and personal, and to build houses, flats, hotels, offices, guest-houses, shops, garages and quarters, and / or to repair, develop, improve, complete and maintain as required such buildings, etc., for the purpose of carrying on the business of the Company or as investment of the funds of the Company and for that purpose to develop and turn to account any land in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, maintaining, fitting up, and improving buildings and by painting, paving, draining, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangement of all kinds with builders, tenants and others.

(19) TO BUY, sell, convert, lease, let or hire, and deal in any or all the above, either for cash, barter, credit, or for immediate or future delivery or possession.

(20) TO APPOINT representatives or agents and constitute agencies of the Company in any part of the world.

(21) TO AMALGAMATE with any other company having objects altogether or in part similar to those of this Company, and to enter into partnership or any arrangement for sharing profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorized to carry on or directly or indirectly to benefit this Company.

(22) TO TAKE or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

(23) TO PROMOTE any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

(24) TO INVEST and deal with the funds of this Company not immediately required in Government or other securities or shares in joint stock companies of any kind or in any other manner as may be thought proper and to vary or deal in such investments.

(25) TO LEND money to any persons or companies and on such terms as may be deemed expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons or companies.

(26) TO DRAW, make accept, endorse, discount, execute, and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(27) TO UNDERTAKE and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise.

(28) TO SELL or dispose of the undertaking of the Company or and in particular for shares, debentures or securities, of any other company having objects altogether or in part similar to those of this Company, and to distribute the assets in specie.

(29) TO DO all or any of the above things as principals, agents, consignors, consignees, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.

(30) TO ACT as Managing Agents of other companies.

(31) TO PURCHASE or by any other means acquire and protect, prolong and renew, whether in Pakistan or elsewhere, any patent rights, inventions, licenses, trade marks, protections, and concessions which may appear likely to be advantageous or useful to the Company and turn to account and to manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(32) TO CARRY on any other business (industrial, agricultural, trading, manufacturing, constructional, commercial, or otherwise) which may seem to the Company capable of being conveniently carried on in connection with any of the objects herein contained or otherwise calculated directly or indirectly to render any of the Company's properties or rights for the time being profitable and also to acquire, promote, aid, foster, subsidize or acquire interests in any industry or undertaking in any country or countries whatsoever.

(33) TO PAY all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any underwriting or other commission, broker's fees and charges in connection therewith and to remunerate (by cash or other assets or by the allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture-stock or securities of this or any other company or in any other manner whether out of the Company's capital or profits or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the Company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company or for any other reason which the Company may think proper.

(34) TO BORROW or raise money or to receive money on deposit at interest or otherwise in such manner as the Company may think fit and in particular by the issue of debentures or debenture-stock perpetual or otherwise including debentures or debenture-stock convertible into shares of this or any other Company or perpetual annuities and as security for any such money so borrowed, raised, or received, to mortgage, pledge or charge the whole or any part

of the property, assets or revenue of the Company present or future including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.

(35) TO CREATE any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund, or any other Special Fund, whether for depreciation, or for repairing, improving, extending or maintaining any of the property of the Company, or for any other purpose conducive to the interests of the Company.

(36) TO PLACE, to reserve or to distribute as dividends or bonus amongst the members or otherwise to apply as the Company may, from time to time, think fit, any moneys received by way of premium or shares or debentures issued at premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends or from any other reserves.

(37) TO DISTRIBUTE any of the property of the Company amongst the members in specie or in kind.

(38) TO UNDERTAKE the payment of all rents and the performance of all covenants, conditions, and agreements, contained in and reserved by any lease that may be granted or assigned to, or be otherwise acquired by the Company, and to purchase the reversion and reversions or otherwise acquire the title to all or any part of the lease hold lands and buildings for the time being the property or in the possession of the Company.

(39) TO PROVIDE for the welfare of persons employed or formerly employed by the Company or any predecessors in business of the Company including Directors and ex-Directors and the families of such persons by grants of money or other aid by the creation of a provident or pension fund or otherwise as the Company shall think fit.

(40) TO SUBSCRIBE to or otherwise aid benevolent, charitable, national or other institutions, or objects of a public character, or which have any moral or other claims to support of aid by the Company by reason of locality of its operations or otherwise.

(41) TO DO all other things as may be thought incidental or conducive to the attainment of any of the above objects.

(42) TO DO all or any of the above things and such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them, in any part of the world, and as principals, agents, contractors, importers, exporters, trustees, or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others.

AND IT IS HEREBY DECLARED that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in Pakistan, or else where, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expresses in such paragraph be independent main objects and shall, in no wise, be limited or restricted by reference to or inference from the terms of other paragraphs or the name of the Company, and it is hereby further declared that the Company shall have power, by an Extraordinary Resolution passed in that behalf, to introduce and carry on any other kind of business not hereinbefore specially defined.

4. The liability of the members is limited.

5. THE SHARE CAPITAL of the Company is Rs. 2,000,000,000/- divided into 200,000,000 shares of Rs. 10/- each.

6. The shares in the capital of the Company for the time being, whether original or increased, may be divided into several classes with any preferential, deferred, qualified or other special rights, privileges, conditions or descriptions attached thereto, whether in regard to the dividend, voting, return of capital, or otherwise with power also to decrease or increase the face value of the shares or sub-divide or amalgamate such shares.

7. If and when the capital of the Company is divided into shares of various classes, the rights of such class may be varied, modified, affected, and/or surrendered as provided by the Articles of Association of the Company.

WE THE UNDRESIGNED several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Names, Addresses and Description of Subscribers.	Number of shares taken by each Subscriber	Witness
M. L. DAYTON, Hotel Metropole, Karachi Executive Intercontinental Hotels Corporation.	- one -	S. H. ZAIDI Finlay House, Karachi. Pleader.
A. G. MIRZA, 37, Islamabad, Karachi, Company Secretary	- one -	
J. F. C. GALLAHER, Finlay House, Karachi, Solicitor.	- one -	
E. A. NOMANI, Finlay House, Karachi, Pleader.	- one -	
E. VAZ, Finlay House, Karachi, Service.	- one -	
RAFIUDDIN AHMED, Finlay House, Karachi, Advocate.	- one -	
NOOR MOHAMMED, Finlay House, Karachi, Pleader.	- one -	

DATED AT KARACHI THIS 6TH DAY OF DECEMBER, 1958.

THE COMPANIES ORDINANCE 1984

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**Company Limited by Shares**

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Articles of Association

of

**PAKISTAN SERVICES LIMITED**

PRELIMINARY

1. The regulations contained in Table ‘A’ of the First Schedule to the Companies Ordinance, 1984 shall not apply to this Company save as herein reproduced.
2. In these Articles, unless there be something in the subject or context inconsistent therewith.
  - (i) “The Ordinance” means the Companies Ordinance, 1984 as amended and now in force in Pakistan, and any amendment or re-enactment thereof for the time being in force.
  - (ii) “These Articles” means the Articles of Association as originally framed, or as from time to time altered by Special Resolution.
  - (iii) “The Register” means the Register of Members to be kept pursuant to Section 147 of the Ordinance.
  - (iv) “The Company” means PAKISTAN SERVICES LIMITED.
  - (v) “Member” shall have the meaning assigned thereto by Clause 21 of Sub-Section (1) of Section 2 of the Ordinance.
  - (vi) “The Registrar” means the Registrar of Joint Stock Companies, Karachi.
  - (vii) “Proxy” includes a proxy appointed under the Articles or any Attorney duly constituted under a power of Attorney.
  - (viii) “Person” Includes any person or corporation.
  - (ix) “Seal” means the Common Seal of the Company.
  - (x) “Director” mean the Director for the time being of the Company.
  - (xi) “Managing Director” means the Chief Executive of the Company for the time being.
  - (xii) “Secretary” means the Secretary of the Company for the time being and shall include a temporary or Assistant Secretary and any person appointed by the Directors to perform any of the duties of the Secretary.

The marginal notes are inserted for convenience only and shall not affect the construction of these Articles.



## CAPITAL

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| Capital                                  | 3. The Capital of the Company is Rs. 2,000,000,000/- divided into 200,000,000 shares of Rs. 10/- each. The minimum subscription upon which the Directors may proceed to allotment is Rs. 100,000/-   |
| Company's own shares not to be purchased | 4. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of the Company's shares. The Company shall not, except as authorized by the Ordinance, give any financial assistance for the purpose of or in connection with any purchase of shares in the Company. |
| Issue of shares                          | 5. No shares shall be offered to the public for subscription except upon the term that the amount payable on application shall be the full amount of the nominal amount of the share.  |
| Creation or issue of further shares      | 6. In the event of the creation or issue of shares with special rights attached thereto, such rights as between various classes of ordinary shares, if any, as to profits, votes and other benefits shall be strictly proportionate to the paid up value of shares.  |

## ALTERATION OF CAPITAL

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| Power to increase capital                     | 7. The Company in General Meeting may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.   |
| Allotment of new shares                       | 8. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall be offered to members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares to which the member is entitled, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the member to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner herein before provided. |
| Rights and liabilities attached to new shares | 9. All new shares shall be subject to the provisions of these Articles with reference to transfer, transmission and otherwise.   |

10. The Company may by Ordinary Resolution:
- a. Consolidate and divide all or any of its shares capital into shares of larger amount than its existing shares. Power to consolidate shares
  - b. Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its capital by the amount of the shares so cancelled; or Power to cancel shares
  - c. Sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Ordinance), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-divisions, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to un issued or new shares. Power to sub-divide shares
11. Subject to confirmation by the Court, the company may by Special Resolution reduce its share capital in any manner authorized by the Ordinance. Power to reduce capital

#### SHARES

12. Subject to the provision of the Ordinance and these Articles the shares shall be under the control of the Board who may allot or otherwise dispose of the same or any of them to such persons, on such terms and conditions, and at such times as the Company in General Meeting or the Directors think fit, either at the premium or at par and for such time and for such consideration as the Company in general meeting or the Directors think fit. Provided that upon the issue of any shares the Directors shall comply with the provisions of Section 86 of the Ordinance and as regards any allotment of shares, duly comply with such provisions of Sections 67 to 73 of the Ordinance as may be applicable. Shares at the disposal of the Directors
13. In addition to all other powers of paying commissions, the Company may exercise the powers of paying commissions conferred by the Ordinance. The rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Ordinance and shall not, save with the prior consent of the Corporate Law Authority, exceed the rate of 10 percent of the price at which the shares in respect of which the commission is paid are issued or a rate percent equivalent thereto. The company may also on any issue of shares pay such brokerage as may be lawful provided that such brokerage shall not exceed 2<sup>1/2</sup> percent on the shares, debentures, debenture stock or Term Finance Certificate save with the prior consent of the Corporate Law Authority. Power to pay commissions and brokerage
14. No person shall be recognized by the Company as holding any share upon any trust and the Company shall not be bound by or recognize any equitable, contingent, future or partial interest in any share, or any interesting any fractional part of a share or (except only as by these Articles otherwise provided or as by law required or under an order of court) any other right in respect of Exclusion of equities

any share, except an absolute right to the entirety thereof in the registered holder.

#### CERTIFICATES

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| Registration<br>of shares  | 15. Shares may be registered in the name of any limited company or other corporate body. Not more than four persons shall be registered as joint-holders of any share   |
| Issue of<br>Certificates   | 16. (a) Every persons whose name is entered as a member in the register of members shall be entitled without payment to receive within 90 days after allotment or (lodgment) of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares of any one class or, upon payment of such sum, not exceeding one rupee, for every certificate after the first as the Directors shall, from time to time, determine, to several certificates, each for one or more of his shares of any one class. Where a member transfers part only of the shares comprised in a certificate the old certificate shall be cancelled and a new certificate for the balance of such shares issued in lieu without charge. Every certificate shall be issued under the seal and bear the autographic signatures required by Article 86 hereof, and shall specify the shares or securities to which it relates and the amount paid up thereon. In the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefore, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.<br><br>(b) Every person whose name is entered as a member in the register of Shareholder shall be entitled to get his shares split into marketable lot as determined by the Karachi Stock Exchange form time to time. Share Certificates which are already smaller than marketable lot shall not be further split up. |
| Renewal of<br>certificates | 17. If any certificate be worn out or defaced, then upon production thereof to the Directors they may order the same to be cancelled, and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed then, upon proof thereof to the satisfaction of the Directors and on such indemnity as the Directors deem adequate being given, a new certificate in lieu thereof shall be given to the registered holder of the shares to which such lost or destroyed certificate shall relate on payment of such fee and out of pocket expenses of the Company in investigating evidence, as the Directors think fit.   |

#### TRANSFER OF SHARES

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| Form of<br>transfer | 18. All transfers of shares may be affected by transfer in writing in the usual common form under hand only. Whenever shares of different classes have been issued a separate instrument of transfer shall be required for each class of share unless the Directors resolve otherwise.  |
| Execution           | 19. The instrument of transfer of share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Each signature to such transfer shall be duly attested by the signature of one credible witness, who shall add his address and occupation.<br><br>20. The Directors may decline to recognize any instrument of transfer (subject to section 77 and 78 of the Ordinance) unless: |

- a. Such fee, not exceeding rupees two may be charged for each transfer and shall if required by the Directors be paid before the registration thereof, and
- Fee payable
- b. The instrument of transfer is deposited at the office or such other place as the Directors may appoint, accompanied by the certificate or certificates of the shares to which it relates, and such other evidence (if any) as the Directors may reasonably require to show the right of the transferor to make the transfer, and if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do.
- Deposit of transfer
21. The Directors may, on giving seven day's previous notice by advertisement in some newspaper circulating in the district in which the office is situated, close the transfer books and register of members during such time as the Directors think fit, not exceeding in the whole forty-five days in each year, and not exceeding thirty days at a time.
- Closing register
22. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other documents relating to or affecting the title to any shares, or for making any entry in the register affecting the title of any share, such fee, not exceeding two rupees, as the Directors may from time to time require or prescribe.
- Fee for registration of probate etc.
- TRANSMISSION OF SHARES**
23. In case of the death of a shareholder the survivor or survivors where the deceased was a joint holder; the executors, administrators, or heirs, provided there is no nominee(s), or nominee(s) appointed under Section 80 of the Ordinance, of the deceased where he was a sole or only surviving holder, shall be the only persons recognized by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.
- Transmission on death
24. The Company shall not be bound to recognize an executor or administrator unless he shall have obtained probate or letters of administration or other legal representation, as the case may be, valid and having effect in Karachi. Provided nevertheless that it shall be lawful for the Directors in their absolute discretion to dispense with the production of probate or letters of administration or such other legal representation upon such terms as to indemnity or otherwise as the Directors may decide.
- Duties of personal representatives prior to registration
25. Any person becoming entitled to a share in consequence of the death or insolvency of member may, subject as hereinafter provided, either be registered himself as holder of the share upon giving to the Company notice in the writing of such his desire, or transfer such share to some other person. All the limitations, restrictions and provisions of the Articles relating to the right to transfer and the registration of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the members had not occurred and the notice or transfer were a transfer executed by such member.
- Registration of executors and assignees of insolvents

- Rights of unregistered executors and trustees
26. Save as otherwise provided by or in accordance with these Articles, a person becoming entitled to a share in consequence of the death or insolvency of a member shall be entitled to receive and may give a discharge for all dividends, and other moneys payable in respect of the share, and shall be entitled to attend and vote at any General Meeting as if he was the registered holder of such share, provided that seventy-two hours at least before the time of holding the meeting or adjourned meeting at which he proposes to vote he shall satisfy the Directors as to his rights, or the Directors shall have previously admitted his right to vote at every meeting in respect thereof.

#### GENERAL MEETING

- General Meetings
27. A General Meeting shall be held once at least in every year at such time (within six months of the close of financial year of the Company and not more than fifteen months after the holding of the last preceding General Meeting) and place as may be determined by the Directors. The General meetings referred to in this Article shall be called Ordinary Meetings. All General Meetings other than Ordinary Meetings shall be called Extraordinary.
- Extra-ordinary Meetings
28. The Directors may whenever they think fit, and shall on requisition in accordance with the Ordinance proceed to convene an Extraordinary General Meeting.
- Notice of General Meeting
29. Not less than twenty-one days' notice to the members specifying the place, day and hour of meeting shall be published at least in one issue each of a daily newspaper in the English language and a daily newspaper in the Urdu language having circulation in the Province in which the Stock Exchange on which the Company is listed is situate and such notice shall also be sent by post or otherwise served as provided by Section 40 of the Ordinance. Such notice shall be accompanied by copies of draft resolution, other than routine or procedural resolutions which are proposed for consideration in the Meeting. Provided always that not less than twenty-one days' notice shall be given of a meeting to pass a Special Resolution specifying the intention to propose the Resolution as a Special Resolution but if all the members entitled to attend and vote at any such meeting so agree, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than twenty-one days' notice has been given. The accidental omission to give any such notice to or the non-receipt of notice by any of the Members shall not invalidate the proceedings at any such meeting.
- Omission or non-receipt of notice
30. All business shall be deemed special that is transacted at an Extraordinary Meeting and also all business that is transacted at an Ordinary Meeting, with the exception of sanctioning dividends, the reading, consideration and adoption of the accounts and balance sheet and the ordinary reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors, the appointment of Auditors and fixing of their remuneration, and the voting of extra remuneration, to the Directors under Article 54 hereof.
- Special business

PROCEEDINGS AT GENERAL MEETINGS

31. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Ten members present representing not less than 25% of the total voting power in person or by proxy shall form a quorum for all purpose. Quorum
32. If within half an hour form the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present within fifteen minutes form the time appointed for holding the meeting, the members present being not less than two shall be quorum. Quorum not present
33. The Chairman of the board of Directors, or if he be not present a Deputy Chairman shall preside as Chairman at every General Meeting of the Company. If at any meeting neither the Chairman nor Deputy Chairman be present within fifteen minutes after the time appointed for holding the meeting or be unwilling to act as Chairman, the members present shall choose some Director or , if no Director be present or if all the Directors present decline to take the chair, some member present to be Chairman. Election of Chairman
34. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which the adjournment took place. When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as soon as practicable, but in other respects as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Adjournments  
  
Notice of adjournments
35. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman (being a person entitled to vote) or by at least five members or by a member or members holding or represented by proxy and entitled to vote in respect of one tenth part of the capital represented at the meeting. The demand for a poll may with the consent of the Chairman of the meeting be withdrawn. A declaration by the Chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. Demand of poll
36. if any votes shall be counted which ought not to have been counted, or might have been rejected the error shall not vitiate the result of voting unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the resolution. Votes counted in error

- How poll to be taken
37. If a poll be duly demanded, it shall be taken at such time (subject to Article 35 hereof) and in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may (and if so requested shall) appoint scrutineers and may adjourn the meeting to some other place and time fixed by him for the purpose of declaring the result of the poll.
- Time for taking poll
38. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time and place as the Chairman directs, not being more than 14 days from the date of the meeting. No notice need to be given of poll not taken immediately.
- Continuance of business after demand for poll
39. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

#### VOTES OF MEMBERS

- Voting rights
40. Subject and without prejudice to any class of shares for the time being forming part of the capital of the Company, on a show of hands every person present and entitled to vote shall have one vote, and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.
- Voting rights of joint holders
41. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- Voting rights of lunatic members
42. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis, or other person in the nature of a committee, or curator bonis appointed by such court, and such committee, curator bonis, other person may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the office or at such other place as the Directors may appoint not less than seventy-two hours before the time for holding the meeting.
- Objections
43. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any objection made under the provisions of this Article shall be referred to the Chairman of the meeting whose decision shall be final and conclusive
- Votes on poll
44. On a poll votes may be given either personally or by proxy. A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

45. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or of his appointer is a corporation either under the common seal or under the hand of an officer or attorney so authorised. Members not resident in Pakistan may appoint and revoke proxies by telegram. No person shall be appointed as proxy who is not a member of the Company qualified to vote except that a corporation being a member may appoint a person who is not a member.

Execution of proxies

46. Any corporation holding shares conferring the right to vote may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company, or at any meeting of the holders of any class of shares of the company, and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it had been an individual member of the Company.

Representative of corporations holding shares

47. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the office or such other place as the Directors may appoint, not later than seventy-two hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote in default thereof the instrument of proxy may at the discretion of the Directors be treated as invalid. The proxy shall be deemed to include the right to demand or join in demanding a poll, and generally to act at the meeting for the member giving the proxy.

Deposit of proxies

48. An instrument of proxy may be in the following form or in any other form which the Directors shall approve:

PAKISTN SERVICES LIMITED "I.....  
of.....being a  
member of the above-named Company, hereby appoint.....  
..... of .....failing  
him.....  
of  
.....  
.....as my proxy to  
attend, vote and act for me, and on my behalf, at the Ordinary (Or Extra-Ordinary, as the  
case may be) General Meeting of the Company, to be held on the .....  
day of .....19....., and at any  
adjournment thereof.

"Dated this.....day of .....19....."

\_\_\_\_\_  
Specimen Signature of Proxy

\_\_\_\_\_  
Specimen Signature of Alternated Proxy

\_\_\_\_\_  
Signature of the Shareholder



Intervening death or insanity of principal not or revoke proxy

49. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### DIRECTORS

- Number of Directors
50. The number of Directors shall not be less than seven (7), or, unless and until otherwise determined by the Company in General Meeting, more than ten (10). Such number to be fixed from time to time by the Directors. Such number shall not include a Director appointed by a Creditor of the Company, if such creditor has the right in law to appoint Directors on the Board of companies to whom it has extended credit.
- Qualification
51. Save as provided in Section 187 of the Companies Ordinance, 1984 or in this Article, no person shall be appointed as Director unless he/she is a Member of the Company and holds 500 shares. For purposes of this Article, a Director shall hold the qualification shares in his/her own name except in the case of a Director representing Members holding requisite number of shares.
- Remuneration of Directors
52. The remuneration of a Director for attending each meeting of the Board shall be Rs. 15,000/-. The Company in General Meeting may also vote extra remuneration to the Board or any member of the Board for any longer or shorter period.
- Traveling expenses
53. The Directors may repay to any Director all such reasonable expenses as he may incur in attending meetings of the Board, or of Committees of the Board, or General Meetings, or which he may otherwise incur in or about the business of the Company.
- Extra remuneration
54. A Director who serves on any committee, or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.
- Power of Directors to hold offices of profit with Company
55. Subject to the provisions of the Ordinance, a Director may hold any other office or, placed of profit under the Company (other than that of Auditor) and he or any firm of which he is a member may act in professional capacity for the Company in conjunction with his office of Director on such terms as to tenure of office, remuneration and otherwise as the Directors may from time to time determine.

56. A Director may be or become a Director or other officer of, or otherwise interested in, any Company promoted by the Company or in which the Company may be interested as share holder or otherwise, and unless otherwise agreed shall not be accountable for any remuneration or other benefits received by him as a Director or officer of, or by virtue of his interest in, such other Company.

Holding of concurrent office

57. Subject to the provisions of the Ordinance, no Director or intending Director shall be disqualified by his office from contracting with the Company not shall any contract or arrangement entered into by or on behalf of the company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Directors holding that office, or of the fiduciary relation thereby established, provided that he nature of his interest in such contract or proposed contract or arrangement be declared at the meeting of the Directors at which the question is first taken into consideration if his interest then exists, or in any other case at the next meeting of the Directors held after he became so interested. No Director shall vote as a Director in respect of any contract or arrangement in which he shall be interested, but this prohibition shall not apply to any contract of indemnity against loss which he may suffer by reason of becoming a surety for the Company.

Director may contract with the Company

MANAGING DIRECTOR

58. (a) The Directors of the Company shall appoint a Managing Director as Chief Executive of the Company under Section 198 and 199 of the Ordinance, but such appointment shall not be for a period exceeding three years form the date of appointment.

On the expiry of his term of office under Section 198 and 199 the Managing Director shall be eligible for re-appointment.

Appointment of Managing Director

The Managing Director retiring under Section 198 and 199 shall continue to perform his functions until his successor is appointed unless non-appointment of his successor is due to any fault on his part or his office is expressly terminated.

(b) The terms and condition of appointment of a Managing Director shall be determined by the Directors of the Company.

The managing Director shall, if he is not already a Director of the Company, be deemed to be its Directors and be entitled to all the rights and privileges, and subject to all the liabilities, of that office.

Terms and Condition

No person who is ineligible to become a Director of a Company under Section 187 shall be appointed or continue as the Managing Director.

(c) The Directors of a Company by resolution passed not less than three fourths of the total number of Directors for the time being, or the Company by a Special Resolution, may remove a Managing Director before the expiration of his term of office notwithstanding anything contained in these Articles or in any agreement between the Company and such Managing Director.

Removal of Managing Director

Remuneration  
of Managing  
Director

59. (a) The remuneration of a Managing Director shall from time to time be fixed by the Directors.

Power and  
duties of  
Managing  
Director

(b) The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the power exercisable under these present by the Directors as they may think fit and may confer such powers for such time and to be exercised or such objects and purposes, and upon such terms and conditions and with such restriction as they think expedient, and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

Vacation of  
office of  
Director

60. The office of Director shall be vacated in any of the following events, namely:-

- (a) If he resigns his office by giving written notice to the Company;
- (b) If he be adjudged insolvent or a receiving order be made against him or he makes any arrangement or composition with his creditors;
- (c) If he be found a lunatic or became of an unsound mind;
- (d) If he absents himself from three consecutive meetings of the Directors or from all meetings of the Directors for a continuous period of three months, whichever is the longer, without leave of absence from the Directors;
- (e) If he becomes ineligible to be appointed as Director on any or more of the grounds enumerated in Section 187 of the Ordinance;
- (f) If he or any firm of which he is a partner, or any private company of which he is a Director, accept a loan or guarantee from the Company in contravention or Section 195 of the Ordinance;
- (g) If, without the sanction of the Company in General Meeting, he or any firm of which he is a partner or any private Company of which he is a Director accept or hold any office of profit under the Company other than that of a Managing Director, Managing Agent, Manager, Legal or Technical Advisor or Banker;
- (h) If without the consent of the Directors, he or any firm of which he is a partner or any partner of such firm or a private company of which he is a member or a Director enter into any contract with the Company for the sale, purchase or supply of goods or materials;
- (i) If he be removed by resolution of the Company in General Meeting pursuant to Articles 65 hereof.

61. The number of Directors as determined under Article 50 shall be elected to office by the Members in General Meeting in the following manner, namely:

A Member shall have such number of votes as is equal to the product of the number of voting shares held by him and the number of Directors to be elected:

A Member may give all his votes to a single candidate or divide them between more than one of the candidates in such manner as he may choose.

Election of  
Directors

A candidate who gets the highest number of votes shall be declared elected as Director and then the candidate who gets the next highest number of votes shall be so declared and so on until the total number of Directors to be elected has been so elected.

62. A Director shall hold office for a period of not more than three (3) years, unless he ceases to be a Director earlier under these Articles. A retiring Director shall be eligible for re-election. An election of Director in the manner prescribed in the preceding Article shall be held once in every 3 years.

Term of office

63. The Directors retiring upon the completion of their term in office shall continue to perform their function until their successors are elected.

Filing vacated  
office

64. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for appointment as a Director at any General Meeting, unless not less than seven nor more than twenty-one clear days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected.

Notice of  
intention to  
appoint Director

65. (a) The Company may by Resolution remove any Director before the expiration of his period of office (but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company), or reduce the number of Directors provided that any resolution to that effect shall not be deemed to have been passed if the number of votes cast against such resolutions is equal to or exceeds the number of votes that would have been necessary for the election of a Director at the immediately preceding election of Directors held in accordance with the Article 61 above.

Removal of  
Directors

(b) The Company may by a like resolution appoint another person in place of the Director removed under this Article. The person so appointed shall hold office until the next following election of Directors, and shall then be eligible for re-election.

- Filing up casual vacancy
66. The Directors shall have power to fill a casual vacancy occurring among the Directors, and the person so appointed shall hold office for the remainder of the term of the Director in whose place he is appointed.

#### ALTERNATE DIRECTORS

- Provisions for appointing and removal of alternate Directors
67. Any Director who is about to leave or is absent from Pakistan may at any time appoint any person approved by the Board to be an alternate Director of the Company during his absence from Pakistan, provided that such absence shall not be for a period of less than three months, and may at any time remove any alternate Director so appointed by him from office. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these Articles with regard to Directors.
- Powers of alternate Directors
68. An alternate Director (subject to his giving to the Company an address within Pakistan at which notice may be served upon him) shall be entitled to receive notice of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointer as a Director in the absence of such appointer. An alternate Director shall ipso facto cease to be an alternate Director when his appointer returns to Pakistan or if his appointer ceases to be a Director for any reason except retirement by rotation and immediate re- election.

#### PROCEEDINGS OF DIRECTORS

- Board Meetings
69. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Notice of meetings of the Directors shall be sent by registered in writing, by cable or a telex to all Directors whether in Pakistan or not but non receipt of such notice by Directors absent from Pakistan, shall not invalidate the proceedings at such meeting or meetings.
- Quorum
70. The quorum necessary for the transaction of business of the Directors shall be four. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercised by Directors.
- Continuing Directors to act
71. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles the continuing Directors or Director may act for purpose of filing up the vacancies or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

72. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the same, the Directors may choose one of their number to be Chairman of the meeting. The office of the Chairman may be filled up on any vacancy by the Directors. Questions arising at any meeting shall be decided by a majority of votes and in case of any equality of votes the Chairman shall have a second or casting vote. Chairman
73. A resolution in writing, signed by the majority of Directors for the time being in Pakistan (not being less than the requisite quorum of the Board) shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Resolution may be contained in one document or in several documents in like form, each signed by one or more of the Directors. Effects or e-mail message (the signed original whereof shall be sent in due course by mail or courier to the Company for its record) sent by a Director shall be deemed to be a document signed by him/her for the purpose of this article and such resolution shall be effected as soon as the text of the resolution signed by majority of the Directors has been faxed to or e- mail received by the Company. Resolution in writing
74. The Directors may delegate any of their powers to committees consisting of such number of members of their body as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors. Power to appoint committees
75. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article. Proceedings at committee meetings
76. All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified or had vacate office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote. Validity of acts notwithstanding defective appointment

#### POWERS OF DIRECTORS

77. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Ordinance or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to provisions of the Ordinance and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article. General power of Directors to manage Company's business
78. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Company make such Organisation of subsidiary companies

arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidizing any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company or any other company in which the Company may be interested and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, and any Directors of this Company may retain any remuneration so payable to them.

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|---|--|
| Power to establish local boards etc       | 79. The Directors may establish any local boards or agencies for managing any of the affairs of the Company, either in Pakistan or elsewhere, and may appoint any person to be members of such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorize the member of any local board, or any of them, to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. |
| Power to appoint Attorneys                | 80. The Directors may from time to time and at any time by power of attorney under the seal appoint any Company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorised any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.   |
| Power to keep foreign registers           | 81. The Company may exercise the powers conferred by the Ordinance with regard to keeping branch registers of members in the United Kingdom or in any other part of the world which hereafter may be so authorised and such powers shall be vested in the Directors.   |
| Power to borrow                           | 82. (a) The Board may, by means of a resolution passed at the meeting of Directors from time to time at its discretion raise or borrow and secure the payment of any sum or sums of money for the purpose of the Company.  |
| Conditions on which money may be borrowed | (b) The Board may raise or secure the repayment or payment of any sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the creation of any mortgage or charge on the undertaking or the whole or any part of the property present for future or by the issue of bonds, perpetual or redeemable, Term Finance Certificates, debentures or debenture-stock of the Company charged upon all or any part of the property of the Company both present and future.  |

(c) Debentures, debenture-stock, Term Finance Certificates, bonds and Securities may

other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. be assignable

(d) Subject to the provisions of the Ordinance, any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise. Issue at discount

83. (a) The Directors may admit any member of the staff including any Managing Director or other salaried Director who is in the whole-time employment of the Company or of any of its subsidiary or associated companies, notwithstanding that he is a Director, to participate in any staff pension and life assurance scheme of the Company. Establishment and maintenance of pension scheme

(b) The Directors may, at their discretion, fix and pay pensions or allowances to any retired member of the staff, including any Managing Director or other retired salaried Director who shall have been in the whole-time employment of the Company or of any of its subsidiary or associated Companies for a period of at least five years, and to any dependents of any such member of the staff after his death. Power to pay retiring allowances

84. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time determine by resolution. Signature of cheques and bills

SECRETARY

85. A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them, but without prejudice of any claim he may have for damages for breach of any contract of service between him and the Company. Appointment and removal

THE SEAL

86. The Directors shall provide for the safe custody of the seal which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose, and in favour of any purchaser or person bona fide dealing with the Company. Such signature shall be conclusive evidence of the fact that the seal has been properly affixed. Authority for affixing seal

AUTHENTICATION OF DOCUMENTS



87. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts there from as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by Directors as aforesaid.
- Power to authenticate documents
88. A document purporting to be copy of a resolution of the Directors or any extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.
- Certified copies of resolution of the Directors

#### DIVIDENDS

89. The Company may by Ordinary Resolution declare dividends, but no dividend shall be payable except out of the profits of the Company, or in excess of the amount recommended by the Directors, but the Company may declare a smaller dividend.
- Payment of dividends
90. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay the fixed preferential dividends on any class of shares carrying a fixed preferential dividends expressed to be payable on fixed dates on the half-yearly or other dates (if any ) prescribed for the payment thereof by the terms of issue of the shares, and subject thereto, may also from time to time pay to the holders of any other class of shares, interim dividends thereon of such amounts and on such dates as they think fit.
- Payment of preference and interim dividends
91. Subject to the provisions of the Ordinance, where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses, as the case may be, shall at the discretion of the Directors, be credited or debited wholly or in part to revenue accounts, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly, Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest when paid may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.
- Profit earned before acquisition of a business

92. No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company. Dividends not to bear interest

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| 93. The dividend shall be paid within the time period prescribed by the Ordinance.  | Payment of Dividend  |
| 94. The Directors may retain any dividend or other moneys payable or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.   | Retention of dividends on shares subject to lien   |
| 95. The Directors may retain the dividends payable on shares in respect of which any person is, under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person under those provisions is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.  | Retention of dividends on shares pending transmission  |
| 96. All dividends unclaimed for one year after having been declared may be invested or otherwise used by the Directors for the benefit of the Company, but the investment or payment of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. Any dividend unclaimed after a period of six years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company.  | Unclaimed dividends  |
| 97. The Company may, upon the recommendation of the Directors, by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid-up shares or debentures of any Company or in any one or more of such ways; and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of which specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may deem expedient to the Directors.  | Payment of dividends in specie   |
| 98. Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the members or person entitled thereto, or, if several persons are registered as joint holders of the share or are entitled thereto in consequence of the death or insolvency of the holder, to any one of such persons or to such persons and such address as such persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder, or joint holders, or person, or persons entitled to the share in consequence of the death or insolvency of the holder, may direct, and payment of the cheque, if purporting to be endorsed, shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby. | Dividends payable by cheque  |
| Dividends due to joint holders  | 99. If several persons are registered as joint holders of any share, or are entitled to a share in consequence of the death or insolvency of the |

holder, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

#### RESERVES

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| Power to carry profit to reserves      | 100. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper, which, at the discretion of the Directors, shall be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied, and pending such application, may either be employed in the business of the Company or be invested. The Directors may divide the reserves in to such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits which they may think it not prudent to divide. |
| Application of reserve                 |   |
| Division of reserve into special funds |   |
| Power to carry forward profits         |   |

#### CAPITALISATION OF PROFITS AND RESERVES

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| Power to capitalise profits                        | 101. The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise any sum standing to the credit of any of the Company's reserve accounts (including any share premium accounts and any capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the members in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends, and to apply such sum on their behalf, either in or towards in paying up in full or in part either at par or at such premium as the Resolution may provide, for any un issued shares, Term Finance Certificates or debentures of the Company. Such shares or debentures to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other. |
| Implementation of resolution to capitalise profits | 102. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the sum resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures (if any), and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit in the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.   |

## MINUTES

103. The Directors shall cause minutes to be made in books to be provided for the purpose:

Minutes

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of Directors and of any committee of Directors; and
- (c) of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors. And every Director present at any meeting of Director or Committee of Directors shall sign his name in book to be kept for that purpose.

And any such minutes of any meeting of the Directors or of any such committee or of the Company, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall (without prejudice Article 35) be prima facie evidence of the matter stated in such minutes.

## ACCOUNTS

104. The Directors shall cause proper books of account to be kept with respect to the matters set out in section 230 of the Ordinance.

Directors to keep proper accounts

105. The books of account shall be kept at the office, or at such other places as the Directors think fit, and shall always be open to the inspection of the Directors during business hours. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of members, and no member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by the Company in General Meeting.

Inspection of books

106. The Directors shall not be bound, unless expressly instructed so to do by a Resolution of the Company in General Meeting to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any member.

Lists of Company's investments not to be published

107. At every Annual General Meeting, the Directors shall lay before the Company a Balance Sheet and Profit and Loss Account made up to a date not earlier than the date of the Meeting by more than six months, subject to the right of the Corporate Law Authority to extend the period for any special reason by a period not exceeding three months under the provisions of section 233 of the Ordinance.

Submission of balance sheet and profit and loss account

- Signature of balance sheet
108. Subject to the section 241 of the Ordinance, every such balance sheet as aforesaid shall be signed on behalf of the Board by two of the Directors, and every such balance sheet of the Company shall have attached to it a report of the Directors as to the state of the Company's affairs and the amount (if any) which they recommend to be paid by way of dividend to the members, and the amount (if any) which they have carried or propose to carry to the reserve fund, general reserve or reserve account shown specifically on the balance sheet or to be shown specifically on a subsequent balance sheet. The balance sheet of the Company shall also have attached to it the Auditor's report.
- Copies of Balance Sheet, Profit and Loss Account and report to be sent to members
109. A copy of the report, accompanied by the balance sheet (including every document required by law to be annexed thereto) and profit and loss account shall, at least twenty one days prior to be the Ordinary Meeting, be delivered or sent by post to the registered address of every member.
- Appointment of Auditors
110. The Company shall at each Ordinary Meeting, appoint as provided by the Ordinance, an Auditor or Auditors to hold office until the next ensuing Ordinary Meeting. The Auditor's report shall be read before the Company in General Meeting and shall be open to inspection by any member.
- Directors not to be Auditors
111. No Director or other officer of the Company, nor any person who is a partner of or in the employment of an officer of the Company, nor any corporation, nor any person who is indebted to the Company, shall be capable of being appointed Auditor of the Company.

#### NOTICES

- How served
112. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or (if he has no registered address in Pakistan) to the address, if any, within Pakistan supplied by him to the Company for the giving of notices to him.
- When service deemed to be effected
113. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.
- Notice on members having no registered address in Pakistan
114. A member may give to the Company from time to time an address in Pakistan for the service of notices. If a member has no registered address in Pakistan and has not supplied to the Company an address within Pakistan for the giving of notices to him, a notice forwarded to him by registered air mail to his address outside Pakistan shall be deemed to be duly given to him on the day on which such notice would be delivered in the ordinary course of post.
- How joint holders of shares may be served
115. All notices directed to be given to the members shall with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the registered of members, and any notice so given shall be sufficient notice to all the holders of such shares.

116. A notice may be given by the Company to the persons entitled to any share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter address to them by name or by the title of representatives of the deceased, or assignee of the insolvent, or by any like description, at the address (if any) in Pakistan supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving notice in any manner in which the same might have been given if the death or insolvency has not occurred. Notices in case of death or insolvency
117. Notice of every General Meeting shall be given in same manner hereinbefore authorised (a) to every member of the Company except those members who (having no registered address within Pakistan) have not supplied to the Company an address within Pakistan for the giving of notices to them, (b) to every person entitled to a share in consequence of the death or insolvency of a member, who, but for his death or insolvency, would be entitled to receive notice of the meeting, and (c) to the auditor or auditors of the Company. Persons entitled to notice of General Meetings

#### SECRECY

118. Every Director, Auditor, Trustee, member of a committee, officer, servant, agent, accountant, or other person employed in the business of the Company shall, if so required by the Directors before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with the customers, and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when by a code of law and except so far as may be necessary in order to comply with any of the provisions in these articles contained.
119. No member or other person (not being a Director of the Company) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Directors for the time being or subject to the provisions of Article 105 to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate.

#### WINDING UP

120. If the Company shall be wound up (whether the liquidation is altogether voluntary, under supervision or by the Court) the Liquidators may, with the authority of a special Resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the members or different classes of members. The Liquidators may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of Rules for division of assets in liquidation

which there is a liability.

#### INDEMNITY

121. Save and except so far as the provisions of this Article shall be avoided by any provisions of the Ordinance, the Directors, Auditors, Secretary and other officers for the time being of the Company and the Trustees (if any) for the time being acting in relating to any of the affairs of the Company, and their respective executors, or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts except such (if any) as they shall incur or sustain through their own willful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects or the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto except the same shall happen by or through their own willful neglect or default respectively.

Indemnity of  
Directors and  
officers

Names, Addresses and Description of Subscribers.	Number of shares taken by each subscriber	Witness
M. L. DAYTON, Hotel Metropole, Karachi Executive Intercontinental Hotels Corporation. A. G. MIRZA, 37 Islamabad, Karachi, Company Secretary J. F. C.GALLAHER, Finlay House, Karachi, Solicitor.  E. A. NOMANI, Finlay House, Karachi, Pleader.  E.VAZ, Finlay House, Karachi, Service.  RAFIUDDIN AHMED, Finlay House, Karachi, Advocate. NOOR MOHAMMED, Finlay House, Karachi, Pleader.	- one -  - one -  - one -  - one -  - one -  - one -	          S. H. ZAIDI Finlay House, Karachi. Pleader.

DATED AT KARACHI THIS 6TH DAY OF DECEMBER, 1958.