

TPL Properties Limited
Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting (“EOGM”) of TPL Properties Limited (“Company”) will be held on Tuesday, March 22, 2022 at 03:00 p.m. through electronic mode, to transact the following business:

ORDINARY BUSINESS:

1. To approve the minutes of the Extraordinary General Meeting held on February 25, 2022.

“RESOLVED THAT the minutes of Extraordinary General Meeting of TPL Properties Limited held on February 25, 2022 at 03:00 p.m. be and are hereby approved.”

SPECIAL BUSINESS:

2. To consider and if thought fit to pass with or without modification(s), the following resolutions as ordinary resolutions in respect of the special business to sell three projects, including HKC (Private) Limited (One Hoshang), TPL Technology Zone Phase-1 (Private) Limited and National Management & Consultancy Services (Private) Limited (The Mangrove), of the Company to TPL REIT Fund I (a fund established under TPL REIT Management Company Limited to specifically pool the investment in respect of certain projects) in lieu of units to hold Strategic shareholding of at least 35% in the REIT Fund under clause (b) of sub-section (3) of section 183 of the Companies Act, 2017:

“RESOLVED THAT pursuant to Section 183 (3) (b) of the Companies Act 2017, the Company be and is hereby authorized to sell the projects, including HKC (Private) Limited, TPL Technology Zone Phase-1 (Private) Limited and National Management & Consultancy Services (Private) Limited, to TPL REIT Fund I in lieu of units to hold Strategic shareholding of at least 35% in the REIT Fund.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, deliver and perform such agreements, contracts, deeds and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government authorities, lenders, financial Institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect the above resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director or any other officer(s)/ authorized Representative(s) of the Company to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT that all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

ANY OTHER BUSINESSs

3. To transact any other business with the permission of the Chairman.

Statement of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the said Special Business:

Sale of the Projects to TPL REIT Fund I

The Company is desirous of selling its three projects, including HKC (Private) Limited (One Hoshang), TPL Technology Zone Phase-1 (Private) Limited and National Management & Consultancy Services (Private) Limited (The Mangrove), to TPL REIT Fund I in lieu of units to hold Strategic shareholding of at least 35% in the REIT Fund. The same has been approved/recommended by the Board of Directors of the Company in its meeting held on February 25, 2022.

The information required to be annexed to the Notice by Notification No. S. R. O. 423(I)/2018 dated April 03, 2018 is set out below:

| | | | |
|--|---|--|---|
| Name of the subsidiary | HKC (Private) Limited | TPL Technology Zone Phase-1 (Private) Limited | National Management & Consultancy Services (Private) Limited (The Mangrove) |
| Cost and book value of investment in subsidiary: | PKR 708,724,800 (As of December, 2021) | PKR 750,000,000 (As of December, 2021) | PKR 3,400,000,000 (As of December, 2021) |
| Total market value of subsidiary based on value of the shares of the subsidiary company: | PKR 1,733,832,300 (As of December, 2021) Valued by Grant Thornton Anjum Rahman based on Adjusted NAV Methodology | PKR 1,655,635,500 (As of December, 2021) Valued by Grant Thornton Anjum Rahman based on Adjusted NAV Methodology | PKR 6,799,710,000 (As of December, 2021) Valued by Grant Thornton Anjum Rahman based on Adjusted NAV Methodology |
| Net worth of subsidiary as per latest audited financial statements and subsequent interim financial statements, if available; | PKR 188,841,621 (As per Audited Financial Statements of June, 2021) PKR 187,557,005 (As per Unaudited Financial Statements of December, 2021) | PKR 684,527,018 (As per Audited Financial Statements of June, 2021) PKR 1,649,734,412 (As per Unaudited Financial Statements of December, 2021) | PKR 3,352,260,000 (As per Audited Financial Statements of June, 2021) PKR 6,799,160,000 (As per Unaudited Financial Statements of December, 2021) |
| Total consideration for disposal of investment in subsidiary, basis of determination of the consideration and its utilization | Total Consideration: PKR 725 mn (for 80% stake owned) The consideration has been determined at discount to the independent Valuation conducted by Grant Thornton Anjum Rahman based on Adjusted NAV Methodology The Company shall subscribe to the units in TPL REIT Fund I against the total consideration of PKR 725 mn | Total Consideration: PKR 1,625 mn (for 100% stake owned) The consideration has been determined in-line to the independent Valuation conducted by Grant Thornton Anjum Rahman based on Adjusted NAV Methodology The Company shall subscribe to the units in TPL REIT Fund I against the total consideration of PKR 1,625 mn | Total Consideration: PKR 6,800 mn (for 100% stake owned) The consideration has been determined in-line to the independent Valuation conducted by Grant Thornton Anjum Rahman based on Adjusted NAV Methodology The Company shall subscribe to the units in TPL REIT Fund I against the consideration of PKR 4,420 mn and cash of PKR 2,380 mn. The cash shall be utilized to pay off debt availed for acquisition of the SPV |
| Quantitative and qualitative benefits expected to accrue to the members. | 1. Realize gain of PKR 17 mn on sale | 1. Realize gain of PKR 875 mn on sale within one year of acquisition | 1. Realize gain of PKR 3,400 mn within three |

| | | | |
|--|---|---|---|
| | <ol style="list-style-type: none"> 2. Outstanding loan and accrued markup shall be repaid in cash 3. Earn developer margin 4. Dividend Income and Capital Gain against the REIT Units Subscribed 5. New business lines for the Company including REIT Management & Development Advisory | <ol style="list-style-type: none"> 2. Outstanding loan shall be repaid in cash 3. Earn developer margin and property management fee on the project 4. Dividend Income and Capital Gain against the REIT Units Subscribed 5. New business lines for the Company including REIT Management & Development Advisory | <ol style="list-style-type: none"> to six months of acquisition 2. Partial Cash to be received to pay off debt and reduce interest cost 3. Earn developer margin and property management fee on the project 4. Dividend Income and Capital Gain against the REIT Units Subscribed 5. New business lines for the Company including REIT Management & Development Advisory |
|--|---|---|---|

By Order of the Board

Danish Qazi
Company Secretary

Karachi, March 01, 2022

Notes:

1. Reason for holding EOGM through electronic mode i.e. Coronavirus Contingency Planning:

In view of the threat of pandemic outbreak and to protect the wellbeing of shareholders, the Company requests its members to attend and participate in the general meeting through video link facility only to avoid large gathering at one place.

Therefore, to attend and participate in the EOGM through video link facility, members are requested to register their particulars (Name, Folio/CDS Account Number, CNIC Number and Cell Phone Number) with the Company Secretary by emailing to company.secretary@tplholdings.com at least 24 hours before the time of EOGM.

The members can also provide comments/suggestions for the proposed agenda items of the Extraordinary General Meeting by emailing the same to company.secretary@tplholdings.com.

2. Closure of Share Transfer Books:

The Share Transfer Book of the Company will remain closed from March 21, 2022 to March 22, 2022 (both days inclusive). Share Transfers received at M/s THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500. Pakistan by the close of business hours (5:00 PM) on March 18, 2022, will be treated as being in time for the purpose of above entitlement to the transferees.

3. Participation in the Meeting:

All members of the Company are entitled to attend the meeting and vote there at through Proxy. A proxy duly appointed shall have such rights as respect to the speaking and voting at the meeting as are available to a member. Duly filled and signed Proxy Form must be received at the Registrar of the Company M/s THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500. Pakistan, not less than 48 hours before the Meeting.

4. For Attending the Meeting:

- i. In case of individual, the Account holder and/or Sub-account holder whose registration details are uploaded as per the CDC regulations, shall authenticate his/her identity by providing copy of his/her valid CNIC or passport along with other particulars (Name, Folio/CDS Account Number, Cell Phone Number) via email to aforementioned ID and in case of proxy must enclose copy of his/her CNIC or passport.
- ii. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be provided via email to aforementioned ID.

5. Change of Address:

Members are requested to immediately notify the change, if any, in their registered address to the Share Registrar M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500. Pakistan.