

**NOTICE OF EXTRAORDINARY
GENERAL MEETING
DECEMBER 17, 2025**



TRUST SECURITIES & BROKERAGE LIMITED

REGISTERED OFFICE

Suite No. 401, 4th Floor, Business & Finance Centre, I.I. Chundrigar Road, Karachi

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of the Members of Trust Securities & Brokerage Limited will be held on Wednesday, December 17, 2025 at 3:30 p.m. at Suite 401, 4th Floor, Business & Finance Centre, I.I. Chundrigar Road, Karachi, to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the last Annual General Meeting (AGM) held on October 27, 2025.

SPECIAL BUSINESS:

1. To consider and, if thought fit, pass, with or without modification, the following resolution as special resolution, in terms of Section 85 of the Companies Act, 2017, for the purposes of subdivision of the share capital of the Company:

"RESOLVED THAT, pursuant to Section 85(1)(c) of the Companies Act, 2017 and Article 4 of the Articles of Association of the Company, the existing capital of the Company, including authorized, issued, and paid-up capital, be and is hereby altered such that the face value of each ordinary share of the Company is changed from Rupees Ten (Rs. 10/-) to Rupee One (Re. 1/-), thereby subdividing each share into ten (10) ordinary shares of Re. 1/- each, with no change in the rights and privileges attached to the shares."

"FURTHER RESOLVED THAT the Authorized Capital of the Company be subdivided from 75,000,000 ordinary shares of Rs. 10/- each to 750,000,000 ordinary shares of Re. 1/- and issued/subscribed/paid-up Capital of the Company be subdivided from 30,000,000 ordinary shares of Rs. 10/- each to 300,000,000 ordinary shares of Re. 1/- each."

"FURTHER RESOLVED THAT the Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company be amended accordingly to reflect the above subdivision."

2. Approval for Formation of Wholly-Owned Information Technology (I.T.) Subsidiary

TSBL intends to expand by establishing and incorporating a wholly-owned subsidiary of Trust Securities & Brokerage Limited (TSBL), as a Private Limited Company. The subsidiary will undertake Information Technology (I.T.) and related services, including software development, system integration, data center/data warehouse, digital transformation and data analytics, thereby enhancing operational capacity and creating new revenue opportunities.

Approval of members is required through a Special Resolution under the Companies Act, 2017 for the formation of the wholly-owned subsidiary. The Board has recommended the proposal for the subsidiary.

"RESOLVED THAT the members of the Company hereby approve the establishment and incorporation of a wholly-owned subsidiary of Trust Securities & Brokerage Limited (TSBL), as a Private Limited Company to undertake Information Technology (I.T.) and related services, including software development, system integration, data center/data warehouse, digital transformation, data analytics, and other technology-driven solutions, in accordance with the Companies Act, 2017 and applicable SECP regulations."

"FURTHER RESOLVED THAT the Chief Executive Officer or the Company Secretary of the Company be and are hereby singly authorized and empowered to take all necessary steps to effectuate the aforementioned all Resolutions and to complete any or all necessary corporate and legal compliances and formalities to give effect to the above, including announcement of closure of Members' Registers; determination of effective date, issue/credit of new physical and electronic shares and all other regulatory requirements."

CORPORATE OFFICE:

Suite No. 401, 4th Floor,
Business & Finance Center,
I. I. Chundrigar Road Karachi.

UAN: (92-21) 111-000-875,

Web: www.tsbl.com.pk

KARACHI BRANCH 1:

Room No. 510, 5th Floor,
Business & Finance Center,
I. I. Chundrigar Road, Karachi.

Tel: (021)-38282880-89

Web: www.tsbl.com.pk

KARACHI BRANCH:

Room No. 807 & 808, 8th Floor,
PSX New Building & PSX Office
No. 725, 7th Floor, Main Building
Stock Exchange Road, Karachi.

Tel: (021)-38282900-915

Web: www.tsbl.com.pk

LAHORE BRANCH OFFICE 1:

2nd Floor, Associated House,
Building No. 1 & 2, 7,
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Lahore-54000, (Pakistan).

Tel: (92-42) 3637 3041-43

Fax: (92-42) 36373040

Web: www.tsbl.com.pk

LAHORE BRANCH OFFICE 2:

Room No. 607, 6th Floor, LSE Plaza,
19-Khayaban-e-Aiwan-e-Iqbal,
Lahore. (Pakistan)

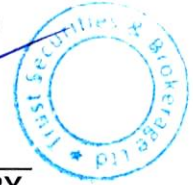
Tel: (92-42) 3637 3045, (92-42) 3630 0181
(92-42) 3630 0554, (92-42) 3637 4710

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3. To transact any other matter with the permission of chairperson.

The statement of material facts, as required under section 134(3) of the Company's Act 2017 in respect of the special business to be considered at the meeting is being sent to the shareholders with this notice and is also available at the company's website www.tsbl.com.pk

By Order of the Board



Karachi, November 26, 2025

COMPANY SECRETARY

NOTES:

1. The Share Transfer Books of the Company will remain closed for the period from December 11, 2025 to December 17, 2025 (both days inclusive). Transfers received in order at the Office of Company's Share Registrar M/s. Hameed Majeed Associates (Pvt.) Limited, H.M. House, 7-Bank Square, Lahore ('Registrar') at the close of business on December 10, 2025 the last working day before the start of book closure date will be considered in time to attend and vote at the Meeting.
2. Any member who wants to attend the meeting via video link must send their particulars (Name, copy of CNIC, Folio number, cell number through email at eogm@tsbl.com.pk at least 48 hours before the time of meeting. After due verification of the said particulars a video link/user id & password will be sent through email for connecting the meeting.
3. A member of the Company entitled to attend and vote at this meeting, may appoint another person as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
4. CDC shareholders entitled to attend and vote at the meeting must bring his/her Participant ID and Account/Sub-Account number along with original CNIC or original passport to authenticate his/her identity. In case of Corporate entity, resolution of Board of Directors/Power of Attorney with specimen signature of the nominee shall be produced (unless provided earlier) at the time of the meeting.
5. For appointing the proxy; CDC shareholders shall submit the proxy form as per above requirements together with attested copy of CNIC or Passport of the beneficial owner and proxy. In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be submitted along with the proxy form to the Company.
 - The proxy form shall be witnessed by two witnesses with their names, addresses, and CNIC numbers. The proxy shall produce his/her original CNIC or original Passport at the time of meeting.
6. Members are requested to notify/submit the following information/documents, in case of book entry securities in CDS to their respective participants and in case of physical shares to the registrar of the Company by quoting their folio numbers and name of the Company at the above mentioned address, if not earlier notified/submitted:
 - Change in their addresses, if any.
 - Members, who have not yet submitted attested photocopy of their valid CNIC are requested to submit the same along with folio numbers at earliest, directly to the Company's Share Registrar M/s. Hameed Majeed Associates (Pvt.) Ltd.

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7. Furthermore, notice of EOGM, ballot paper alongwith proxy will also be available at the website of the Company: www.tsbl.com.pk at least twenty-one days before the date of meeting.

Members are hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 read with Sections 143-144 of the Companies Act, 2017 and SRO 2192(1)/2022 dated 5th December 2022, members will be allowed to exercise their right to vote for the special business in accordance with the conditions mentioned therein. Following options are being provided to members for voting:

i) E-Voting Procedure

- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on December 10, 2025.
- The web address, login details and password will be communicated to members via email. The security codes will be communicated to members through SMS and email from web portal of the e-voting service provider.
- Identity of the members intending to cast vote through E-Voting shall be authenticated through electronic signature or authentication for login.
- E-Voting lines will start from December 13, 2025 at 9:00 a.m. and shall close on December 16, 2025 at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

ii) Postal Ballot

- Members may alternatively opt for voting through postal ballot. Ballot Paper is also available for download from the website of the Company at www.tsbl.com.pk or use the same as annexed to this Notice and published in newspapers.
- The members shall ensure that duly filled and signed ballot paper, alongwith copy of Computerized National Identity Card (CNIC) should reach the Chairperson of the meeting through post at Suite No. 401, 4th Floor, Business & Finance Center, I.I. Chundrigar Road, Karachi (Attention to the Company Secretary) OR through the registered email address of shareholder at company.secretary@tsbl.com.pk with subject of 'Postal Ballot for EOGM 2025' by Tuesday, December 16, 2025 before 5:00 p.m. The signature on the ballot paper shall match with the signature on CNIC. A postal ballot received after this time / date shall not be considered for voting.

8. All corporate members are requested to provide list of ultimate beneficial shareholding having 10% and above controls in their organization.
9. For any query/information, members may contact the Company at email: info@tsbl.com.pk and/or the Share Registrar of the Company at above mentioned address. Members may also visit website of the Company: www.tsbl.com.pk for notices/information.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This Statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of the Company scheduled for Wednesday, December 17, 2025:

The Board of Directors of Trust Securities & Brokerage Limited ('the Company') has proposed the subdivision of the Company's shares to enhance market liquidity, improve investor accessibility, and broaden the shareholder base. It is proposed that the face value of each ordinary share be changed from Rupees Ten (Rs.10/-) to Rupee One (Re.1/-), thereby increasing the number of shares tenfold without altering the total paid-up / authorized capital. Following the subdivision, the subscribed and paid-up capital of the Company, currently comprising 30,000,000 ordinary shares of Rs. 10/- each, will be restructured into 300,000,000 ordinary shares of Re.1/- each. The company will announce a book closure date, falling after the shareholders' approval of special resolutions at the EOGM.

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Entitled shareholders will receive ten (10) ordinary shares of Re. 1/- each for every one (1) ordinary share of Rs.10/- held, upon completion of the necessary regulatory formalities. The newly issued shares shall rank paripassu with the existing shares, with no change in the rights and privileges attached thereto.

The proposed subdivision necessitate amendments to Clause V of the Memorandum of Association and Article 4 of the Articles of Association to reflect the revised number and face value of the shares in the authorized capital. A comparison of the existing and proposed clauses is as follows:

MEMORANDUM OF ASSOCIATION	
Existing Clause V	Proposed Clause V
The Authorized Capital of the Company is Rs. 750,000,000 (Rupees Seven Hundred Fifty Million Only) divided into 75,000,000 (Seventy Five Million Only) Ordinary Shares of Rs.10 each with powers to increase, reduce, sub-divide, consolidate or organize its Capital and to divide the shares in the Capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017.	The Authorized Capital of the Company is Rs. 750,000,000 (Rupees Seven Hundred Fifty Million Only) divided into 750,000,000 (Seven Hundred Fifty Million Only) ordinary shares of Re.1/- each with powers to increase, reduce, sub-divide, consolidate or organize its Capital and to divide the shares in the Capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017.
ARTICLES OF ASSOCIATION	
Existing Clause 4	Proposed Clause 4
The Authorized Capital of the Company is Rs. 750,000,000 (Rupees Seven Hundred Fifty Million Only) divided into 75,000,000 (Seventy Five Million Only) Ordinary Shares of Rs. 10 each with powers to increase, reduce, sub-divide, consolidate or organize its Capital and to divide the shares in the Capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017.	The Authorized Capital of the Company is Rs. 750,000,000 (Rupees Seven Hundred Fifty Million Only) divided into 750,000,000 (Seven Hundred Fifty Million Only) Ordinary Shares of Re.1 each with powers to increase, reduce, sub-divide, consolidate or organize its Capital and to divide the shares in the Capital for the time being into several classes in accordance with the provisions of the Companies Act, 2017.

Approval for Formation of Wholly-Owned Information Technology (I.T.) Subsidiary.

TSBL intends to expand by establishing and incorporating a wholly-owned subsidiary of Trust Securities & Brokerage Limited (TSBL), as a Private Limited Company. The subsidiary will undertake Information Technology (I.T.) and related services, including software development, system integration, data center/data warehouse, digital transformation and data analytics, thereby enhancing operational capacity and creating new revenue opportunities.

Approval of members is required through a Special Resolution under the Companies Act, 2017 for the formation of the wholly-owned subsidiary. The Board has recommended the proposal for the subsidiary.

The Board recommends the above for shareholders' approval as a Special Resolution in accordance with Section 85(1) (c) of the Companies Act, 2017 and confirms that the proposed alterations comply with the applicable laws and regulatory framework. The directors have no personal interest in the proposed resolution, except to the extent of their shareholding in the Company.

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FORM OF PROXY

EXTRAORDINARY GENERAL MEETING

I/We _____ of _____ being member of **TRUST SECURITIES & BROKERAGE LIMITED**, holder of _____ Ordinary Shares as per Registered Folio/CDC Participant I.D. No. _____ holding Computerized National Identity Card (CNIC) / Passport No. _____ hereby appoint Mr./Mrs./Miss. _____ of _____ or failing him/her hereby appoint Mr./Mrs./Miss. _____ of _____ who is also a member of the **TRUST SECURITIES & BROKERAGE LIMITED** vide Registered Folio/CDC Participant I.D. No. _____ as my proxy to vote for me and on my behalf at the Extraordinary General Meeting of the Shareholders of **TRUST SECURITIES & BROKERAGE LIMITED** to be held on **December 17, 2025 at 3:30 p.m** at the Registered Office of the Company situated at Suit No. 401, 4th Floor, Business & Finance Centre, I.I. Chundrigar Road, Karachi and any adjournment thereof or any ballot to be taken in consequence thereof.

CDC Account No.

Revenue Stamp
of Rs. 5/-

Signed this _____ day of _____ 2025

SIGNATURE
(As registered with the Company)

WITNESSES

1. Signature _____

2. Signature _____

Name _____

Name _____

Address _____

Address _____

CNIC No. _____

CNIC No. _____

NOTES:

1. This Proxy Form, duly completed and signed, must be received of the Registered Office of the Company, not less than 48 hours before the time of holding the meeting. A proxy must be a member of the Company.
2. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
3. Attested copies of CNIC of the appointer and the proxy-holder shall be furnished with the Proxy Form.
4. The Proxy-holder shall produce his/her original CNIC at the time of the meeting.
5. In case of corporation entity, the Board of Directors' resolution / Power of Attorney with specimen signature shall be submitted along with Proxy Form.

BALLOT PAPER

Ballot Paper for voting through post for the Special Businesses at the Extraordinary General Meeting to be held on Wednesday, December 17, 2025 at 3:30 p.m. at Suite No. 401, 4th Floor, Business & Finance Centre, I.I. Chundrigar Road, Karachi.

Contact Details of the Chairperson at which the duly filled in ballot paper may be sent:
 The Chairperson, Trust Securities & Brokerage Limited, Suite No. 401, 4th Floor, Business & Finance Centre, I.I. Chundrigar Road, Karachi. Attention of the Company Secretary.
 E-mail address: company.secretary@tsbl.com.pk Phone: +92-21-111-000-875
 Website: www.tsbl.com.pk

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	

Additional information and enclosures (In case of representative of body corporate, corporation and Federal Government).

Name and CNIC of Authorized Signatory	
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I/we hereby exercise my/our vote in respect of the following Special Resolution through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below: (In case if both the boxes are marked as (✓), your poll shall be treated as "Rejected").

Sr. No.	Agenda/Description of Special Resolutions	I / We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
1.	<p>"RESOLVED THAT, pursuant to Section 85(1)(c) of the Companies Act, 2017 and Article 4 of the Articles of Association of the Company, the existing capital of the Company, including authorized, issued, and paid-up capital, be and is hereby altered such that the face value of each ordinary share of the Company is changed from Rupees Ten (Rs. 10/-) to Rupee One (Re. 1/-), thereby subdividing each share into ten (10) ordinary shares of Re. 1/- each, with no change in the rights and privileges attached to the shares."</p> <p>"FURTHER RESOLVED THAT the Authorized Capital of the Company be subdivided from 75,000,000 ordinary shares of Rs. 10/- each to 750,000,000 ordinary shares of Re. 1/- and issued/ subscribed/paid-up Capital of the Company be subdivided from 30,000,000 ordinary shares of Rs. 10/- each to 300,000,000 ordinary shares of Re. 1/- each."</p>		

2.	<p>“FURTHER RESOLVED THAT the Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company be amended accordingly to reflect the above subdivision.”</p> <p>“RESOLVED THAT the members of the Company hereby approve the establishment and incorporation of a wholly-owned subsidiary of Trust Securities & Brokerage Limited (TSBL), as a Private Limited Company to undertake Information Technology (I.T.) and related services, including software development, system integration, data center/data warehouse, digital transformation, data analytics, and other technology-driven solutions, in accordance with the Companies Act, 2017 and applicable SECP regulations.”</p> <p>“FURTHER RESOLVED THAT the Chief Executive Officer or the Company Secretary of the Company be and are hereby singly authorized and empowered to take all necessary steps to effectuate the aforementioned all resolutions and to complete any or all necessary corporate and legal compliances and formalities to give effect to the above, including announcement of closure of Members’ Registers, determination of effective date, issue/credit of new physical and electronic shares and all other regulatory requirements”.</p>		
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1. Duly filled ballot paper should be sent to the Chairperson of Trust Securities & Brokerage Limited at Suite No. 4th Floor, Business & Finance Centre, I.I. Chundrigar Road, Karachi. Attention of the Company Secretary or e-mail at company.secretary@tsbl.com.pk
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairperson within business hours by or before Tuesday, December 16, 2025. Any postal Ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
7. Ballot Paper form has also been placed on the website of the Company at: www.tsbl.com.pk Members may download the Ballot paper from the website.

**Shareholder / Proxy holder Signature/
Authorized Signatory**

(In case of corporate entity, please affix company stamp)