

A Company set up under Section 42 of the Companies Act, 2017

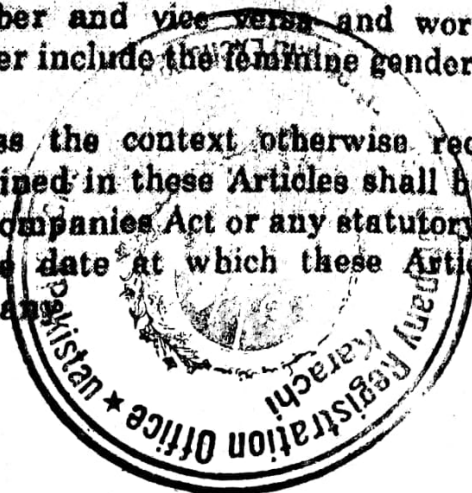
**ARTICLES OF ASSOCIATION
OF
PUBLIC PRIVATE PARTNERSHIP SUPPORT FACILITY
PRELIMINARY**

1. In these Articles, unless the context or the subject matter otherwise requires:

- (a) "Articles" means the articles of association of the Company.
- (b) "Board" means the Board of Directors of the Company.
- (c) "Chief Executive" means the Chief Executive of the Company.
- (d) "Commission" means the Securities and Exchange Commission of Pakistan.
- (e) "Companies Act" means the Companies Act, 2017 (XIX of 2017).
- (f) "Company" means Public Private Partnership Support Facility.
- (g) "Directors" mean the Directors for the time being of the Company.
- (h) "Independent Director" means an independent director as defined in the Public Sector Corporate Governance Rules and is approved by Asian Development Bank for appointment as an independent director of the Company;
- (i) "Member" means a person who is, for the time being, a member of the Company and whose name is entered in the Register.
- (j) "Memorandum" means the memorandum of association of the Company.
- (k) "Office" means the Registered Office for the time being of the Company.



- (l) "Person" includes an individual, company, corporation and body corporate.
- (m) "PPP Act" means the Sindh Public-Private Partnership Act, 2010 (Sindh Act V of 2010) as amended or replaced from time to time.
- (n) "Public-Private Partnership" shall have the same meaning as ascribed thereto in the PPP Act.
- (o) "Public Sector Corporate Governance Rules" means Public Sector Companies (Corporate Governance) Rules, 2013 as may be amended or replaced from time to time.
- (p) "Registrar" means the Registrar as defined in Companies Act.
- (q) "Register" means the Register of the members to be kept pursuant to Section 119 of the Companies Act.
- (r) "Seal" means the Common Seal of the Company.
- (s) "Secretary" means the Company Secretary of the Company.
- (t) "Year" used in the context of financial matters shall mean financial year of the Company.
- (u) Expressions referring to writing shall be construed as including references to typewriting, printing, lithography, photography and other modes of representing or reproducing words in visible form.
- (v) Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine gender.
- (w) Unless the context otherwise requires words or expressions contained in these Articles shall be of the same meaning as in the Companies Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.



CAPITAL

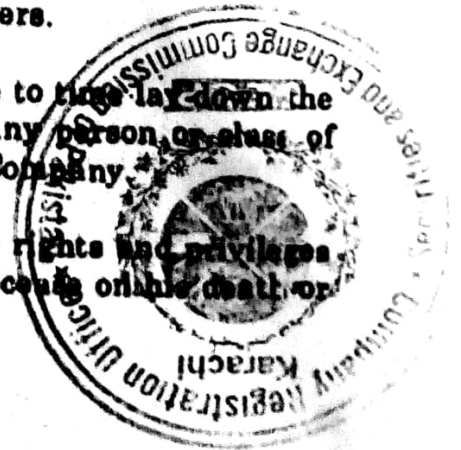
1. The Authorised capital of the Company is Rs. 550,000,000 (Rupees Five Hundred and Fifty Million only) divided into 55,000,000 shares of Rs. 10 each. The Company may in its general meeting increase, reduce, consolidate, divide and sub-divide, cancel, reorganize or otherwise vary the rights relating to shares in the said capital and divide shares in the capital for the time being in several classes in accordance with the provisions of the Companies Act.

BUSINESS

2. The business of the Company, its affairs and / or functions shall comprise of achieving objects given in the Memorandum and includes undertaking of all or any of the several objects, and any act, deed or thing done in pursuance thereof, ancillary and / or incidental thereto as expressed in, and authorized by the Memorandum of Association.
3. No business of the company shall be commenced unless the requirements of section 19 of the Companies Act are fulfilled and certificate of commencement of business in this regard is obtained. The minimum subscription for the purpose of commencement of business shall be Rs. 500,000,000/- (Rupees Five Hundred Million Only).

MEMBERSHIP

4. The number of members with which the Company proposes to be registered is three (3). Provided the minimum number of members shall not be, at any time, less than three (3). However, the Directors may, from time to time, whenever the Company or the business of the Company requires, increase the number of members.
5. The Company in general meeting may from time to time lay down the qualifications and conditions subject to which any person or class of persons shall be admitted to membership of the Company.
6. Except in case of the shareholding members, the rights and privileges of a member shall not be transferable and shall cease on his death or otherwise ceasing to be a member.

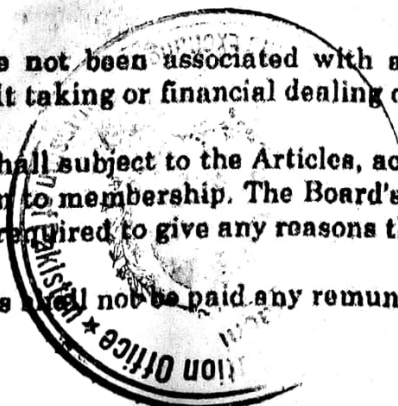


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7. The subscribers to the Memorandum and Articles of Company and such other persons as the Directors shall admit to membership, shall be members of the Company.
8. One person shall have the right to hold one membership. However, a member may hold as many shares as are allotted to or acquired by a member in accordance with the Articles of the Company and the Companies Act.

ADMISSION TO MEMBERSHIP

9. The subscribers to Memorandum and Articles of Company shall be admitted to membership of the Company and subsequently such person to whom shares are allotted or transferred and whose names appear in the register, shall be members of the Company.
10. The application for seeking membership of the Company shall be required to be seconded by an existing member. The Directors may invite any person to apply for membership of the Company whereupon the Board of Directors shall decide the matter of his admission as member or otherwise within three months of making of such application. No minor or lunatic shall be admitted as a member of the Company.
11. Every person, upon applying for admission to membership, shall submit to the Company an undertaking on stamp paper that:
 - (a) I have not been associated with any money laundering or terrorist financing activities and neither have approved receipt of neither have received such monies and likewise neither have approved disbursement of nor disbursed such monies in any manner for money laundering or terrorist financing purposes; and
 - (b) I have not been associated with any illegal banking business, deposit taking or financial dealing or any other illegal activities.
12. The Board shall subject to the Articles, accept or reject any application for admission to membership. The Board's decision shall be final and it shall not be required to give any reasons thereof.
13. The members shall not be paid any remuneration or dividend.



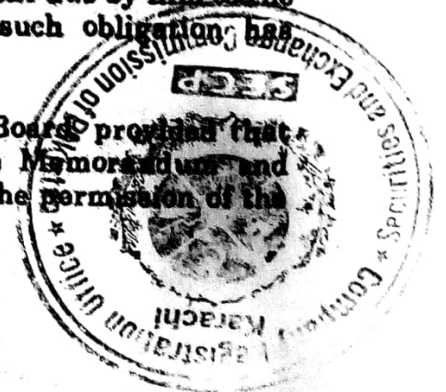
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CESSATION / EXPULSION FROM MEMBERSHIP

14. A member (other than a member holding shares) renders himself liable to expulsion or suspension by the Board if:
- (a) he refuses or neglects to give effect to any decision of the Board; or
 - (b) he infringes any of the regulations of the Articles; or
 - (c) he is declared by a court of competent jurisdiction to have committed a fraud, or to be bankrupt, or to be insane or otherwise incompetent; or
 - (d) he is held by the Board of Directors to have been guilty of any act discreditable to a member of the Company; or
 - (e) he is acting or is threatening to act in a manner prejudicial to the interest or functioning of the Company or any other institute, body corporate, society, association or institution in which the Company has an interest.
15. The Company in general meeting may, on an appeal of the aggrieved Member and after giving an opportunity of hearing, annul or modify the decision of the Board with regard to expulsion of the member by resolution supported by two-thirds majority. The person expelled shall be reinstated as a member from the date of the resolution of the general meeting annulling the decision of the Board.
16. Termination of membership of members (other than members holding shares) shall occur automatically:
- (a) in the event of the death of a member; and
 - (b) in the event a member fails to pay any amount due by him to the Company within three (3) months after such obligation has become due; and
 - (c) the member submits a resignation to the Board provided that any resignation by the subscribers to the Memorandum and Articles of Association, shall be subject to the permission of the Commission.

Issue of shares

SHARES



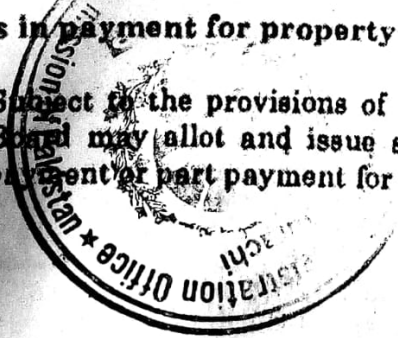
17. Subject to the provisions of the Companies Act, the shares shall be under the control of the Board who may allot or otherwise dispose of the same or any of them to such persons, on such terms and conditions, and at such time as the Board thinks fit, and at a premium or at par or (subject to the provisions of the Companies Act) at a discount, and for such consideration as the Board thinks fit.
18. The Board shall, as regards any allotment of shares, duly comply with such provisions of sections 19, 68 to 70 of the Companies Act as may be applicable.
19. Subject to Section 83 of the Companies Act, where at any time the Board decides to increase the issued capital of the Company by issuing any further shares, then subject to any direction to the contrary that may be given by the Company in General Meeting, such shares shall be offered to the members in proportion to the existing shares held by each member, and 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 receipt of information from the member to whom such notice is given that he declines to accept the shares offered, the Board may dispose of the same in such manner as it may consider most beneficial to the Company.

Fractional shares

20. If and whenever as a result of an issue of new shares or any consolidation or sub-division of shares any member becomes entitled to hold shares in fractions, the Board shall not be required to offer or issue such fractional shares and shall be entitled to sell whole shares at a reasonable price and pay and distribute to and amongst the members entitled to such fractional shares in due proportion the net proceeds of the sale thereof. For the purpose of giving effect to any such sale the Board may authorize any person to transfer the shares sold to the purchaser thereof, and the purchaser shall be registered as the holder of the shares comprised in such transfer but he shall not be entitled to see the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Shares in payment for property

21. Subject to the provisions of the Companies Act and the Articles, the Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or transferred, goods or



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delivery of a certificate for a share to one of several joint-holders shall be sufficient delivery to all.

Issue of new certificate in place of defaced lost or destroyed certificate

25. If any Certificate is worn-out, defaced or rendered useless, then upon production thereof to the Board, it may order the same to be cancelled and may issue a new Certificate in lieu thereof, and if any certificate is lost or destroyed, then on proof thereof, to the satisfaction of the Board and on such indemnity as the Board seems adequate being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. The new certificate may be issued on such terms and fee as may be prescribed by the Board including payment of expenses incurred by the Company in investigating title.

TRANSFER AND TRANSMISSION

Execution of transfer

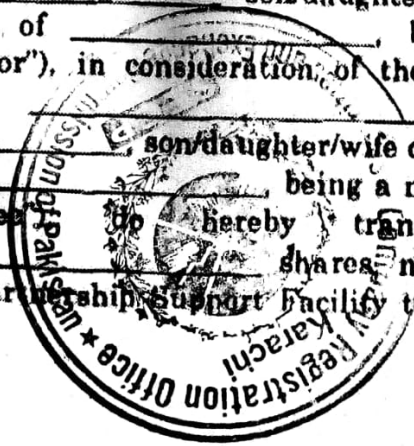
26. The instrument of transfer of any shares in the Company shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the Register of members in respect thereof. The Company shall keep a book to be called the "Register of Transfer" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

Transfer

27. The instrument of transfer of any share shall be in writing in the usual common form or in the form appearing in the next Article 28 or as near thereto as circumstances will admit.

Form of transfer

28. I, _____ son/daughter/wife of _____ resident of _____ being a _____ national ("Transferor"), in consideration of the sum of Rs. _____ (Rupees _____) paid to me by _____ son/daughter/wife of _____ resident of _____ being a national of _____ ("Transferee") do hereby transfer to the Transferee _____ shares numbered _____ in Public Private Partnership Support Facility to hold the same unto the said



machinery supplied, or for services rendered to the Company in the conduct of the business or affairs, and any shares which may be so allotted may be issued as fully paid up shares, and if so issued, shall be deemed to be fully paid up shares.

Evidence of membership

22. Any application for subscription signed by or on behalf of an applicant or subscriber for shares in the Company, followed by an allotment of any shares therein, shall, be an acceptance of shares within the meaning of the Articles, and every person who thus or otherwise accepts any shares and whose name is entered on the Register shall for the purpose of the Articles be a member.

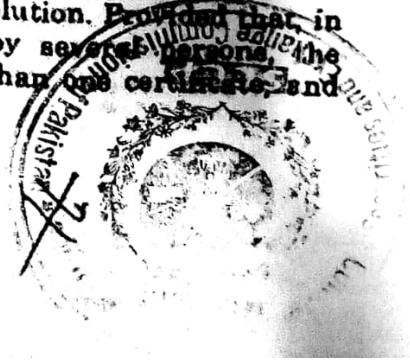
Trust not recognised

23. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any shares as the absolute owner thereof, and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by law required) be bound to recognise any trust or equity or benami, equitable, contingent or other claim to or interest in such shares, on the part of any other person whether or not it shall have express or implied notice thereof.

CERTIFICATES

Member's right to certificate

24. Every member holding shares in the capital of the Company shall be entitled without payment to one Certificate for all the shares registered in his name, or upon paying such fee as the Board may from time to time determine, to several Certificates, each for one or more shares. Every certificate of shares shall specify the number and denote the number of shares in respect of which it is issued, and the amount paid thereon, such certificate shall be issued under Seal, and shall bear the signature of one Director and shall be counter-signed by the Secretary or by a second Director, or by some other person appointed for that purpose by the Board. The Directors may by resolution determine, either generally or in any particular case, that the signature of any Director(s) may be affixed by some mechanical means in the mode and manner specified in such resolution. Provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and



Transferee, his (or her) executors, administrators and assigns subject to the several conditions on which I held the same immediately before the execution hereof.

I, the Transferee, do hereby agree to take the said share(s) subject to the conditions aforesaid.

In Witness Whereof we sign this form on _____ day of _____, 20____

Transferor

Transferee

Witnesses:-

1) _____

2) _____

When register may be closed

29. The Board shall have power on due notice (given in the manner prescribed under the Companies Act) to close the Register of Transfers for such period(s) of time not exceeding thirty days in any year.

Transmission of shares of deceased member:

30. In case of the death of a shareholder, the survivor, where the deceased was a joint holder, and (subject as hereinafter provided), where the deceased was a sole or only surviving holder, the executors or administrators of the deceased holding a Grant or Probate or Letters of Administration or the nominees of the deceased appointed under Section 79 of the Companies Act, or any person or persons mentioned in any Succession Certificate effective in Pakistan shall be the only persons recognised by the Company as having any title to the shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability, (whether sole or joint) in respect of any share solely or jointly held by him. In any case in which such a Grant of Probate or Letters of Administration or Succession Certificate to the estate of a deceased sole or only surviving holder has not been obtained or a nomination was not made by the



deceased as above mentioned, the Board may, but shall not be bound to, recognise the title of any person claiming to be entitled to the deceased holder's share on production by such claimant of any other evidence of title as the Board may deem sufficient, and upon the claimant furnishing such indemnity, if any as the Board may require.

Right of the survivor to be registered as a member or to transfer shares:

31. Any person becoming entitled to a share in consequence of the death or insolvency of a shareholder shall, upon such evidence being produced as may from time to time be required by the Board, have the right either to be registered as a shareholder in respect of the share or, instead of being registered himself, to make such transfer of the share as the deceased or insolvent person could have made, but the Board shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or insolvent person before the death or insolvency.

Right of survivor to receive dividends and other advantages:

32. A person becoming entitled to a share by reason of the death or insolvency of shareholder shall be entitled to the same dividends and other advantages to which he would be entitled if he was the registered holder of the share, except that he shall not before being registered as a shareholder in respect of the share, be entitled in respect of it to exercise any rights conferred by membership in relation to meetings of the Company.

Company not to be liable

33. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the person having or claiming any equitable right, title or interest to or in the same shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Board shall so think fit.

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ALTERATION OF CAPITAL

Power to increase authorised capital

34. Subject to compliance with the Companies Act, the Company may from time to time increase the authorised share capital by such sum to be divided into shares of such amount, as the resolution shall prescribe.

Conditions of issue

35. Except and so far as otherwise provided by the conditions of issue or by the Articles, any capital raised by the creation of new shares shall be considered part of the authorised capital and shall be subject to the provision herein contained with reference to transfer and transmission, voting and otherwise.

Power to reduce share capital

36. Subject to compliance with the Companies Act, the Company may reduce its share capital in any manner and subject to any incident, authorisation and consent required by law.

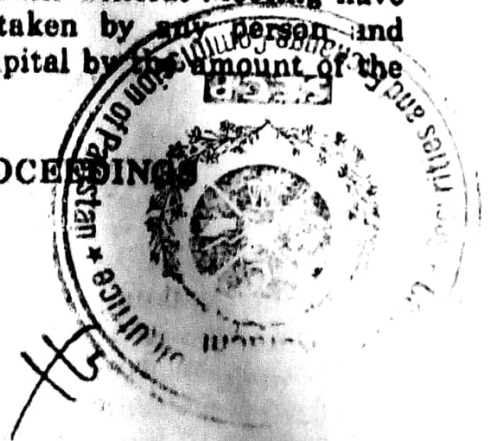
Power to sub-divide or consolidate shares

37. Subject to Section 85 of the Companies Act, the Company may in General Meeting by Special Resolution alter the conditions of its Memorandum as follows:
- (a) consolidate and divide all and any of its share capital into shares of larger amount than its existing shares.
 - (b) sub-divide shares or any of them into shares of smaller amounts than originally fixed by the memorandum, subject nevertheless to the provisions of the Companies Act in that behalf;

Power to cancel shares not taken

- (c) cancel shares, which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

GENERAL MEETINGS AND PROCEEDINGS



38. STATUTORY MEETING

Subject to section 131 of the Companies Act, the Company shall, within a period of one hundred and eighty (180) days, from the date at which the Company is entitled to commence business, or within nine months from the date of its incorporation, whichever is earlier, hold a general meeting of the members of the Company which shall be called "the statutory meeting". The statutory report of such meeting shall be forwarded to every member at least twenty one (21) days before the date on which the meeting is held, in the manner laid down under section 131 of the Companies Act.

39. ANNUAL GENERAL MEETING:

A general meeting to be called annual general meeting, shall be held, in accordance with the provisions of Section 132, within sixteen (16) months from the date of incorporation of the Company and thereafter once at least in every calendar year within a period of one hundred and twenty days following the close of its financial year as may be determined by the Directors.

40. OTHER GENERAL MEETINGS:

All other meetings of the members of the Company other than an annual general meeting shall be called "Extraordinary General Meetings".

41. EXTRAORDINARY GENERAL MEETINGS:

The Directors may, whenever they think fit, call an Extraordinary General Meeting, and Extraordinary General Meetings shall also be called on such requisition(s), as is provided by Section 133 of the Companies Act.

42. NOTICE OF GENERAL MEETINGS:

Twenty-one (21) days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business, shall be given in the manner provided by the Companies Act for the general meetings, to such persons as are, under the Companies Act or the Articles of the Company, entitled to receive such notices from the Company but the accidental omission to give notice to or the

non-receipt of notice by any member shall not invalidate the proceedings at any general meeting.

43. SPECIAL BUSINESS:

All business that is transacted at an extra ordinary general meeting and that is transacted at an annual general meeting with the exception of the consideration of the financial statements and the reports of the director and auditors, the election of Directors, the appointment of and the fixing of remuneration of the auditors shall be deemed special business.

44. QUORUM:

No business shall be transacted at any general meeting unless a quorum of members representing not less than twenty-five percent (25%) of the total voting power of the total number of members of the Company, either of their own account or as proxies (in case of members holding shares) but being not less than three (3) members including at least one (1) member who is also an Independent Directors and at least one member who is also a Director nominated by the Government of Sindh is present personally or through video-link at that time when the meeting proceeds to business. Provided, however, after expiry of two months from the date of incorporation of the Company, the such quorum shall include at least two (2) members who are also Independent Directors.

45. EFFECT OF QUORUM NOT BEING PRESENT:

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved and 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 the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present in person or through video link, being not less than two, shall be a quorum.

46. CHAIRMAN OF MEETING:

The chairman of the Board of Directors, shall preside as chairman at every general meeting of the Company, but if he is not present within fifteen minutes after the time appointed for the meeting, or is unwilling to act as chairman, any of the Directors present may be



elected to be the chairman and if none of the Directors present is willing to act as chairman, the members present shall choose one of their number to be the chairman.

47. ADJOURNMENT:

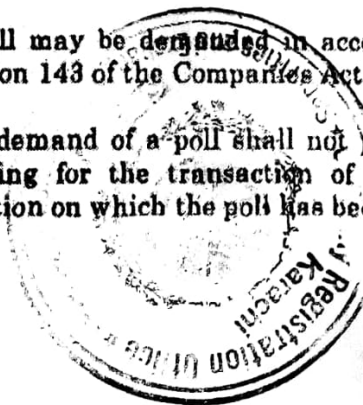
The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fifteen (15) days or more, notice of the adjourned meeting shall be given 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.

48. VOTING:

- (a) At any general meeting a resolution put to the vote to 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. Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meetings. The Chairman present at the taking of poll shall be the sole judge of the validity of every vote tendered at such poll.

49. DEMAND FOR POLL:

- (a) A poll may be demanded in accordance with the provisions of Section 143 of the Companies Act.
- (b) The demand of a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.



50. MANNER OF TAKING POLL:

If a poll is duly demanded, it shall be taken in accordance with the manner laid down in Section 145 of the Companies Act and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

51. TIME OF TAKING POLL:

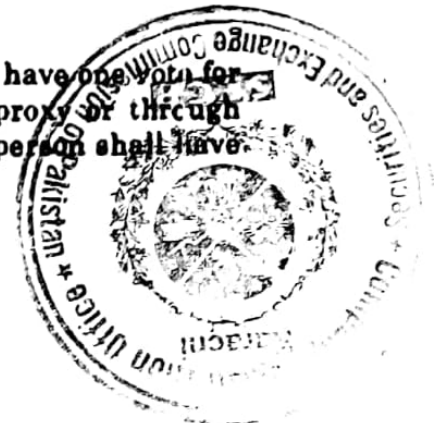
A poll demanded on the election of chairman or on a question of adjournment shall be taken at once.

52. CASTING VOTE:

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Board at a meeting, which is being chaired by such Chairman, at which the show of hands takes place or at which the poll takes place, shall have and exercise a second or casting vote. For avoidance of doubt, if any person is chairing a meeting in the absence of the Chairman of the Board, then such person shall not have a casting vote.

53. VOTES OF MEMBERS:

- (a) On a show of hands every member present in person, by video-link or, in case of shareholding members only, by proxy shall have one vote.
- (b) Votes may be given on any matter by the members either personally or through video-link or by means of postal ballot or by proxy provided that proxy shall be allowed in case of shareholding members only.
- (b) At any general meeting, the Company shall transact such businesses only through postal ballot as may be notified by the Commission.
- (c) Upon a poll every member holding shares shall have one vote for each share whether present in person or by proxy or through video-link and every other member present in person shall have one vote.



54. CORPORATE MEMBER'S REPRESENTATION

Any corporation or body corporate which is member of the Company may by resolution of its Directors or other governing body authorize such person as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company and the persons so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company, present in person. A corporation attending a meeting through such representative shall be deemed to be present at the meeting in person.

55. OBJECTION TO VOTE:

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 and tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

56. Proxy

- (a) Only a shareholding member can appoint a proxy to the extent of his shareholding.
- (b) Every proxy shall be appointed in writing under the hand of the appointer or by an agent duly authorised under a Power of Attorney or if such appointer is a company or corporation under the Common Seal of the company or corporation or the hand of its Attorney who may be the appointer. A proxy must be a member. A proxy shall have such rights as respects speaking and voting at a meeting as are available to a member personally present at the general meeting. A member shall not be entitled to appoint more than one proxy to attend any one general meeting. If any member appoints more than one proxy for any one general meeting and more than one instruments of proxy are deposited with the Company, all such instruments shall be rendered invalid.
- (c) No person shall act as proxy unless the instrument of his appointment and the power of attorney, if any, under which it is signed, shall be deposited at the Office at least forty-eight hours before the time for holding the general meeting at which he proposes to vote.

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- (d) An instrument appointing a proxy may be in the following form or a form as near thereto as may be.

"I _____ of _____ in the district of _____ being a member of Public Private Partnership Support Facility holding _____ shares hereby appoint _____ of _____ as my proxy to vote for me and only behalf at the (annual, extraordinary, as the case may be) general meeting of the Company to be held on the ____ day of ____ and at any adjournment thereof."

- (e) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of principal or revocation of the proxy or of any power of attorney under which such proxy was signed, provided that no intimation in writing of the death or revocation shall have been received at the office of the Company before the general meeting or the adjourned general meeting at which proxy is used.
- (f) On a show of hands or poll in a general meeting a shareholding member may vote either personally or by proxy.

MANAGEMENT AND ADMINISTRATION

57. There shall be, for the overall management of the Company's affairs, a Board of Directors, which will be elected from amongst the members.
58. One term of the Board of Directors would be for three years.
59. No person shall be appointed as a Director if he is ineligible to hold office of director of a Company under section 153 of the Companies Act.
60. No member / person shall hold more than one office in the Company, such as those of Chief Executive, Director or company secretary simultaneously.
61. The Directors shall be reimbursed the cost of traveling, boarding, lodging and other expenses properly incurred by them in or about the performance of their duties or business of the Company or attending any meeting of the Board, any of its committees or general meeting of the Company.



62. FIRST DIRECTORS:

The following subscribers to the Memorandum of Association shall be the first Directors of the Company, so however, that the number of Directors shall not in any case be less than that specified in section 154 of the Companies Act and that they shall hold office until the election of Directors in the first annual general meeting, subject to the provisions of Sections 154 and 157 of the Companies Act:

1. Syed Hassan Naqvi
2. Syed Kashif ul Hassan
3. Muhammad Waseem

63. NUMBER OF DIRECTORS:

(a) The number of Directors shall not be less than three (3) and not more than seven (7). Provided that within two months of the date of incorporation the minimum number of Directors shall be increased to five (5) out of which at least three (3) shall be Independent Directors and at least two Directors shall have been nominated by the Government of Sindh. The Directors of the Company shall, subject to section 154 of the Companies Act, fix the number of Directors of the Company not later than thirty five days before the convening of the general meeting at which Directors are to be elected, and the number so fixed shall not be changed except with the prior approval of a general meeting of the Company such that, at any time after expiry of two months from the date of incorporation, the minimum number of Directors shall not be less than five (5), before the election of the Directors and out of the number so fixed at least a majority shall always be Independent Directors. A retiring Director shall be eligible for re-election.

(b) ~~The Company may have Directors representing the professional or trade organization working in the sectors relating to the objects of the Company, civil society organizations, academia, regulatory authorities and development finance institutions. The Directors nominated by the Government of Sindh may also be appointed on ex-officio or nomination basis.~~

(c) The Company may have Directors nominated by any financial institution, a bank or consortium or a donor (hereinafter called institution) with the approval of the Board. Where such



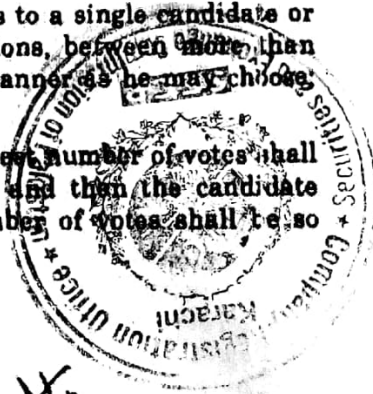
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institution requires appointment of its nominee as a Director under the terms of granting loans, redeemable capital, subscribing to the Company's debentures or debenture-stock, making bridge financing, or otherwise, giving donation such Director shall act as a Director at the pleasure of the institution appointing him. Such Director shall not be required to be a member of the Company, but shall have the same rights and privileges and be subject to the same responsibilities as other Directors of the Company. Institutions nominating a Director may require removal of such Director or upon resignation or death of such Director, shall have the right to nominate another person in his place. The term of such Directors shall be governed by Section 165 of the Companies Act.

- (d) Asian Development Bank may, from time to time, nominate by a notice in writing to the Company, any person to attend meetings of the Board or the members of the Company as an observer. Upon receipt of such nomination, the Company shall ensure that notices of all meetings of the Board and members of the Company are served upon such person at the same time as such notice is given to the Directors and/or members of the Company, as the case may be, and such notice shall be accompanied by all documents that are provided to the Directors and/or members of the Company.

64. PROCEDURE FOR ELECTION OF DIRECTORS:

- (i) The Directors of the Company shall be elected in accordance with provisions of sub sections (1) to (4) of section 159 of the Companies Act, in the following manner:
- (a) The Directors of the Company shall be elected by the members of the Company in general meeting;
 - (b) The Directors of the Company shall be elected on the basis of one member one vote;
 - (c) A member may give all his votes to a single candidate or divide them, not being in fractions, between ~~more~~ than one of the candidates in such manner as he may choose; and
 - (d) The 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.

- (ii) If the number of persons who offer themselves to be elected is not more than the number of Directors fixed by the Directors under sub-section (1) of section 159 of the Companies Act, all persons who offered themselves shall be deemed to have been elected as Directors.

65. CASUAL VACANCY AND ALTERNATE OR SUBSTITUTE DIRECTORS:

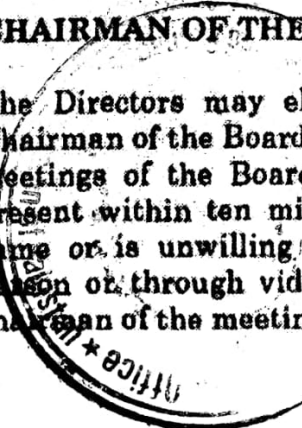
- (a) Any casual vacancy occurring among the Directors may be filled up by the Directors within thirty days of the vacancy and the person so appointed shall hold office for the remainder of the term of Director in whose place he is appointed.
- (b) An existing Director may, with the approval of the Board of Directors, appoint an alternate director to act for him during his absence from Pakistan of not less than three months. The alternate director so appointed shall *ipso facto* vacate office if and when the director appointing him returns to Pakistan.
- (c) A person shall be eligible for appointment against casual vacancy or to act as alternate director only if he is a member and is not already a Director of the Company.

66. REMOVAL OF DIRECTOR:

The Company may remove a Director through a resolution passed in a general meeting of members in accordance with Section 163 of the Companies Act, provided that, nothing contained in this Article shall apply to Directors, whose term is governed by Section 165 of the Companies Act.

67. CHAIRMAN OF THE BOARD:

The Directors may elect one of the Independent Directors as the Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board but, if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same or is unwilling to act as chairman, the Directors present in person or through video-link may choose one of their member to be chairman of the meeting.



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DUTIES AND POWERS OF THE BOARD

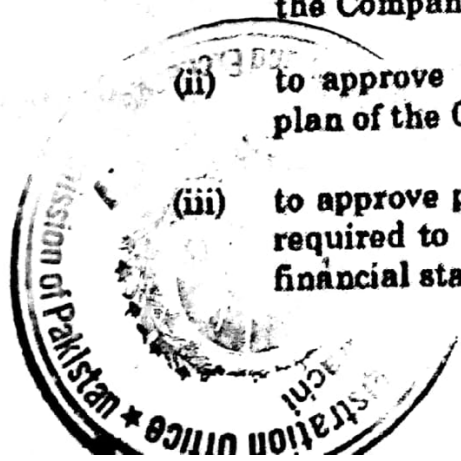
68. The Board shall oversee, conduct and manage all the business affairs of the Company, exercise all the powers, authorities and discretion of the Company, obtain or oppose the application by others for all concessions, grants, charters and legislative acts and authorization from any government or authority, enter into such contracts and do all such other things as may be necessary for carrying on the business of the Company, except only such of them as under the statutes and Articles are expressly directed to be exercised by general meetings and (without in any way prejudicing or limiting the extent of such general powers) shall have the following powers and duties:
- (a) to determine the business and related policies of the Company;
 - (b) to present to the general meeting of the Company any matters which the Directors feel are material to the Company, its objects or interests or affecting the interests of Members and make suitable recommendations regarding such matters;
 - (c) to regulate, the admission of Members subject to the Articles of the Company and any special resolution passed by the Members;
 - (d) to appoint, remove or suspend the legal advisors, bankers, advisors or officers on such terms and conditions as they shall think fit and as may be agreed upon;
 - (e) to appoint any qualified person as a first auditor(s) subject to provisions of the Companies Act;
 - (f) to determine the remuneration, terms and conditions and powers of the aforesaid appointees and from time to time, revoke such appointments and name another person of similar status to such office except for the auditor in which case the relevant provisions of the Companies Act shall be followed;
 - (g) to delegate, from time to time, to any such appointee all or any of the powers and authority of the Board and to reconstitute, restrict or vary such delegations;
 - (h) to agree upon and pay any expenses in connection with the Company's objects and undertakings and pay all the expenses incidental to the formation and regulation of the Company;



- (i) to constitute from time to time committee(s) from among themselves or co-opt other persons for the purpose and delegate to them such functions and powers as the Board may see fit to carry out the objects of the Company;
- (j) establishing reporting and control mechanisms, and calling for reports from and reviewing the reports submitted by the senior management team of the Company;
- (m) to institute, conduct, defend or abandon any legal proceedings by or against the company in consultation with the legal advisor and in pursuance thereof, to compound and/ or allow time for payment or satisfaction of any debt due and/ or any claim or demand by or against the company;
- (n) to determine terms of and the circumstances in which a law suit may be compromised and a claim or right in favor of the company may be released, extinguished or relinquished;
- (o) to refer any claims or demands or any other dispute by or against the company to arbitration and observe and perform the awards, in consultation with legal advisor; and
- (p) subject to the provisions of Section 183 of the Companies Act, the Directors may exercise all the powers of the Company to borrow and mortgage or charge or pledge its undertaking, property and assets (both present and future) or issue securities, whether outright security for any debt, liability or obligation of the Company.

69. Notwithstanding anything to the contrary in these Articles, the following powers shall not be delegated by the Board and shall only be exercised by the Board:

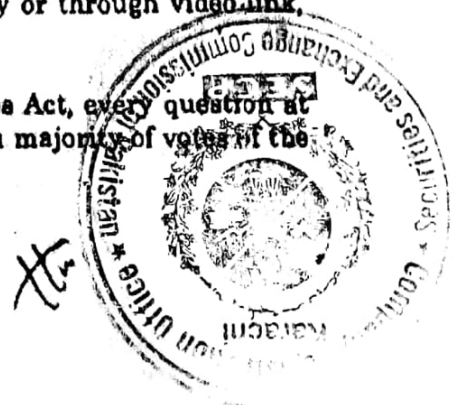
- (i) recommend Public-Private Partnership projects to the Policy Board (constituted under section 4 of the PPP Act) for their approval of the investment in or financing of such projects by the Company; □
- (ii) to approve the annual budget and the strategic and business plan of the Company;
- (iii) to approve periodic financial statements of the Company as are required to be circulated to the Members, including the annual financial statements;



- (iv) fix and revise the compensation of the Chief Executive of the Company;
- (v) approve standard operating procedures and manuals for operations, human resources (staffing and outsourcing), internal audit, and procurement, among others; and
- (vi) adopt standard operating procedures to govern the Company's operations.

PROCEEDINGS OF THE BOARD

70. (i) The Board may meet together for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit. The Board shall meet at least once in each quarter of every year, subject thereto meetings of the Board shall be held at such time as the Directors shall think fit. All meetings of the Board shall be held at the registered office of the Company or at such other place as the Board shall from time to time determine. The meetings of the Board shall be called by the chairman or his own accord or at the request of the Chief Executive (or any two (2) Directors) by giving at least seven (7) days notice to the members of the Board.
- (ii) Subject to any rules framed under any regulation, circular or directive issued pursuant to the Companies Act and any modification thereof from time to time, the Directors or members of a committee may hold a meeting through tele/video conferencing requirement of requisite quorum and other legal formalities relating to holding of such meetings must be observed strictly. Such meeting shall be treated to have been held in a place where the largest group of participants is present and in case there is no largest group then at a place where the Chairman of the meeting is present.
71. At least one-third ($1/3^{\text{rd}}$) of the total number of Directors (but not less than three at least one of whom is an Independent Director and one of whom is a Director nominated by the Government of Sindh) for the time being of the Company, present personally or through video link, shall constitute a quorum.
72. Except as otherwise provided in the Companies Act, every question at meetings of the Board shall be determined by a majority of votes of the



Directors present in person or through video-link, each Director having one vote. In case of an equality of votes or tie, the Chairman of the Board, at a meeting, which is being chaired by such Chairman, shall have a casting vote in addition to his original vote as a Director. For avoidance of doubt, if any person is chairing a meeting in the absence of the Chairman of the Board, then such person shall not have a casting vote.

73. Minutes of the proceedings of every meeting of the Board and a record of attendance of the Directors thereat shall be recorded by the Secretary in a book or books kept for that purpose. These shall be signed by the chairman of the meeting.

74. **RESOLUTION THROUGH CIRCULATION**

A resolution in writing signed by all Directors or affirmed by them in writing shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

75. **CHIEF EXECUTIVE:**

The Directors may appoint a person to be the Chief Executive of the Company and vest in him such powers and functions as they deem fit in relation to the management and administration of the affairs of the Company subject to their general supervision and control. The Chief Executive, if not already a Director, shall be deemed to be a Director of the Company and be entitled to all the rights and privileges and subject to all the liabilities of that office.

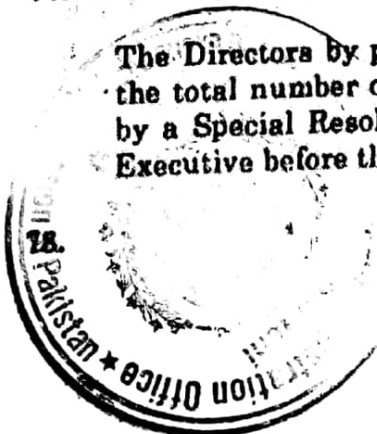
76. **QUALIFICATION OF THE CHIEF EXECUTIVE:**

No person who is not eligible to become a director of the Company under section 153 of the Companies Act, shall be appointed or continue as the Chief Executive of the Company.

77. **REMOVAL OF CHIEF EXECUTIVE:**

The Directors by passing resolution by not less than three-fourths of the total number of Directors for the time being or the Company may by a Special Resolution passed in a general meeting remove a Chief Executive before the expiry of his term in office.

MINUTE BOOKS:



The Directors shall cause minutes to be kept and duly entered in a book or books provided for the purpose of:

- (a) all resolutions and proceedings of general meeting(s) and the meeting(s) of Directors and committee(s) of Directors, and every member present at any general meeting and every director present at any meeting of Directors or Committee of Directors shall put his signature in a book to be kept for that purpose;
- (b) recording the names of the persons present at each meeting of the Directors and of any committee of the Directors, and the general meeting; and
- (c) all orders made by the Directors and Committee(s) of Directors.

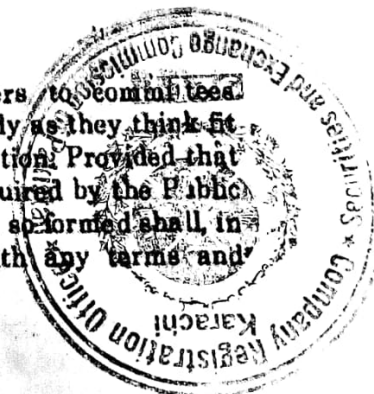
Provided that all records related to proceedings through video-link shall be maintained in accordance with the relevant regulations specified by the Commission which shall be appropriately recorded into writing and made part of the minute books according to the said regulations.

SECRETARY

- 79. The Secretary shall be appointed (or removed) by the Chairman of the Company with the approval of the Board on such terms as may be deemed appropriate by the Board
- 80. The Secretary shall be responsible for all secretarial functions and shall ensure compliance with respect to requirements of the Companies Act concerning the meetings and record of proceedings of the Board, committees and the general meeting of members, review the applications for admission to membership and the recommendations accompanying the same to ensure that they are in the form prescribed, ensure that all notices required by these Articles or under the Companies Act are duly sent and that all returns required under the Companies Act are duly filed with concerned Company Registration Office.

81. COMMITTEES:

The Directors may delegate any of their powers to committees consisting of such members or members of their body as they think fit and they may from time to time revoke such delegation. Provided that such committees will only be formed as may be required by the Public Sector Corporate Governance Rules. Any committee so formed shall, in the exercise of the powers delegated, comply with any terms and



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conditions that may from time to time be imposed on it by the Directors.

82. CHAIRMAN OF COMMITTEE MEETINGS:

A committee may elect a chairman of its meetings, but, if no such chairman is elected, or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the same or is unwilling to act as chairman, the members present may choose one of them to be the chairman of the meeting.

83. PROCEEDINGS OF COMMITTEE MEMBERS:

A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. In case of an equality of votes, the chairman shall have and exercise a second or casting vote.

84. VALIDITY OF DIRECTORS' ACTS:

All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

85. THE SEAL:

The Directors shall provide for the safe custody of the seal, which shall not be affixed to any instrument except by the authority of a resolution of the Board or by a committee of Directors authorized in that behalf by the Directors, and two Directors or one Director and the Secretary of the Company shall sign every instrument to which the seal shall be affixed.

FINANCES

86. The funds of the Company shall be applied towards its objects and in defraying the related expenses, and shall be subject to the general control and direction of the Board.

87. No person, except persons duly authorized by the Board and acting within the limits of the authority as conferred, shall have authority to

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sign any cheque or to enter into any contract so as thereby to impose any liability on the Company or to pledge the assets of the Company.

ACCOUNTS

88. BOOKS OF ACCOUNT:

The Directors shall cause to be kept proper books of account as required under Section 220 of the Companies Act so that such books of account shall be kept at the registered office or at such other place as the Directors think fit as provided in the said section 220 and shall be open to inspection by the Directors during business hours.

89. INSPECTION BY MEMBERS:

The Directors shall from time to time determine the time and places for inspection of the accounts and books of the Company by the members not being Directors, and no member (not being a Director) shall have any right to inspect any account and book or papers of the Company except as conferred by law or authorized by the Directors or by the Company in general meeting.

90. ANNUAL ACCOUNTS:

The Directors shall as required by section 223 of the Companies Act cause to be prepared and to be laid before the Company in an annual general meeting such Financial Statements duly audited and reports of the auditors and Directors as are required under the Companies Act.

91. COPY OF ACCOUNTS TO BE SENT TO MEMBERS:

A copy of financial statement along with the reports of Directors and Auditors of the Company shall, at least twenty-one (21) days before the holding of the general meeting, be sent to all the members and the persons entitled to receive notices of general meetings, in the manner in which notices are to be given as provided in section 55 of the Companies Act.

92. AUDIT:

Auditors shall be appointed and their duties regulated in accordance with Sections 246 and 249 of the Companies Act.



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93. NOTICE TO MEMBERS:

Notice shall be given by the Company to members and auditors of the Company and other persons entitled to receive notice in accordance with section 55 of the Companies Act

94. INDEMNITY:

Every officer or agent for the time being of the Company may be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, arising out of his dealings in relation to the affairs of the Company.

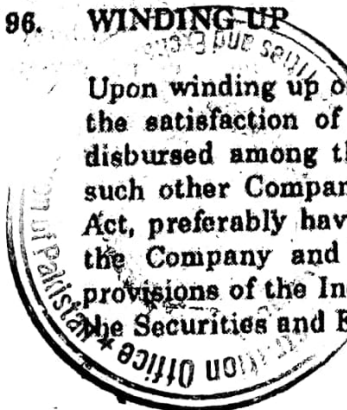
Provided that in case of any proceedings brought by the Company against any such officer or agent he shall be so indemnified only in respect of proceedings in which a judgment is given in his favour or in which he is acquitted, or in connection with any application under section 492 in which relief is granted to him by the Court.

95. CONFIDENTIALITY

Every Director, secretary, auditor, trustee, member of a committee, officer, servant, agent, accountant, or other person employed in the business of the Company shall observe strict secrecy representing all transactions of the Company, and the state of account with individuals and in matters relating thereto and shall not reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or the Company in general meeting or by a court of law, and except so far as may be necessary in order to comply with any of the provisions herein contained.

96. WINDING UP

Upon winding up or dissolution, any surplus, assets or property, after the satisfaction of all debts and liabilities shall not be paid to or disbursed among the members, but shall be given or transferred to such other Company established under section 42 of the Companies Act, preferably having objects similar to or identical to the objects of the Company and with the approval required under the relevant provisions of the Income Tax Ordinance 2001 and under intimation to the Securities and Exchange Commission of Pakistan.



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97. With regard to winding up, the Company shall comply with the relevant provisions of the Companies Act and the conditions of license granted under section 42 of the Companies Act or any directions contained in a revocation order passed by the Commission under the said section 42.

98. SUPPLEMENTARY PROVISIONS RELATING TO TAX:

The Company shall abide by and adhere to the following rules:

- (i) The Company shall get its annual accounts audited from a firm of Chartered Accountants.
- (ii) The Company shall, in the event of its dissolution, after meeting all liabilities, transfer all its assets to an Institution, fund, trust, society or organization, which is an approved non-profit organization, and intimation of such transfer will be given to Commissioner, Federal Board of Revenue, within ninety days of the dissolution.
- (iii) The Company shall utilize its money, property or income or any part thereof, solely for promoting its objects.
- (iv) The Company shall not pay or transfer any portion of its money, property or income, directly by way of dividend, bonus or profit, to any of its members(s) or the relative or relatives of member or members
- (v) The Company shall maintain its banks accounts with a scheduled bank or in a post office or national saving organization, National Bank of Pakistan or national commercialized banks.
- (vi) The Company shall regularly maintain its books of accounts in accordance with generally accepted accounting principles and permit their inspection to the interested members of the public, without any hindrance, at all reasonable times.
- (vii) Without prejudice to the powers conferred on the Commission, under section 42 of the Companies Act, the association shall not change its memorandum and articles of association, without approval of Commissioner, Income Tax, if it has been approved by him as a non-profit organization.



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(viii) The Company shall restrict the surpluses or monies validly set apart, excluding restricted funds, up to twenty five percent (25%) of the total income of the year. Provided that such surpluses or monies set apart are invested in Government Securities, a collective investment scheme authorized or registered under the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003, mutual funds, a real estate investment trust approved and authorized under Real Estate Investment Trust Regulations, 2008 or scheduled banks.



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We, the several, persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of these Articles of Association:-

S. No.	Name and surname (present & former) in full (in Block Letters)	NIC No. (in case of foreigner, Passport No)	Father's/ Husband's Name in full	Nationality (as) with any former Nationality	Occupation	Usual residential address as in full or the registered/principal office address for a subscriber other than natural person	Number of shares taken by each subscriber	Signature
1	Government of Sindh Through SYED HASSAN NAQVI	42201-6465157-9	Syed Ali Naqvi	Pakistani	Secretary Finance, Govt of Sindh	Government of Sindh, Karachi A-7, Federal G.O.R. Bath Island, Karachi	1	
2	SYED KASHIF UL HASSAN SHAH	4230122953217	Abdul Latif Sher Shah	Pakistani	Investment Banker	45/1, Street 21, Khayaban e Mujahid, Phase V, Defence Officers Housing Authority, Karachi	1	
3	Planning and Development Board, Government of Sindh Through MR. MUHAMMAD WASEEM	4230108515457	Muhammad Rasheed	Pakistani	Chairman Planning and Development Board	Planning and Development Board Government of Sindh, Karachi 120/2, Street 31, Khayaban e Rahat, Phase VI, Defence Officers Housing Authority, Karachi.	1	
Total Shares							3	

Dated the 7 day of NOV, 2017

Witness to above signatures

Signature	
Full Name (in Block Letters)	
Father's/ Husband's name	
Nationality	
Occupation	
CNIC NO	
Full Address	

