

STATEMENT 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 Extra-Ordinary General Meeting of the Company scheduled for Wednesday, 19th March 2025:

Share Subdivision and Capital Restructuring

The Board of Directors of Arif Habib Corporation Limited (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 421,696,747 ordinary shares of Rs. 10/- each, will be restructured into 4,216,967,470 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. 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 pari passu with the existing shares, with no change in the rights and privileges attached thereto.

The proposed subdivision necessitates amendments to Clause V of the Memorandum of Association and Article 7 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
Share Capital The capital of the Company is Rs. 10,000,000,000/- (Rupees Ten Billion Only) divided into 1,000,000,000 (One Billion) ordinary shares of Rs. 10/- each with powers to increase, reduce or reorganize the capital and to divide the shares in the capital for the time being into several classes.	Share Capital The capital of the Company is Rs. 10,000,000,000/- (Rupees Ten Billion Only) divided into 10,000,000,000 (Ten Billion) ordinary shares of Re. 1/- each with powers to increase, reduce or reorganize the capital and to divide the shares in the capital for the time being into several classes.
Articles of Association	
Existing Article 7	Proposed Article 7
Share Capital The share capital of the Company is Rs. 10,000,000,000/- (Rupees Ten Billion Only) divided into 1,000,000,000 (One Billion) ordinary shares of Rs. 10/- each. The Company shall have powers to increase or reduce the capital of Company and to divide	Share Capital The share capital of the Company is Rs. 10,000,000,000/- (Rupees Ten Billion Only) divided into 10,000,000,000 (Ten Billion) ordinary shares of Re. 1/- each. The Company shall have powers to increase or reduce the capital of Company and to divide

shares in the capital for the time being into several classes. The rights as between various classes of ordinary shares, if any, as to profits, votes, and other benefits shall be strictly proportionate to the paid-up value of shares.	shares in the capital for the time being into several classes. The rights as between various classes of ordinary shares, if any, as to profits, votes, and other benefits shall be strictly proportionate to the paid-up value of shares.
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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.