



Alfalah GHP Investment Management Limited **Proxy Voting Policy and Procedures**

Introduction

Alfalah GHP Investment Management Limited ("the Company") in its role as the Management Company of the Collective Investment Schemes ("the Schemes") under its management has an obligation to act in the best interests of the Schemes. This responsibility includes exercising the voting rights attached to equity securities held by the Schemes. This policy document sets out the policy and procedures regarding the exercise of proxy voting rights.

Authority and Responsibility

The Investment Committee of the company is responsible for the oversight and implementation of this policy.

Voting Procedures

The Board of Directors of the Company hereby delegates the responsibility for voting proxies relating to the securities held by the Schemes to the Investment Committee, and directs him to vote such proxies consistent with the duties and procedures set forth below.

Proxy Proposal Evaluation

The Investment Committee will have the discretion in deciding whether or not to take part in the proxy voting and evaluation of the Proxy Proposal.

Where the Investment Committee decides to take part in the proxy voting, it is the policy of the Company to exercise such voting rights of the Schemes in accordance with the best interests of the Unit Holders.

Fiduciary Duty

The right to vote a proxy with respect to securities held by the Schemes is an asset of the Scheme. The Investment Committee to which the authority to vote on behalf of the Schemes is delegated, acts as a fiduciary of the Schemes and must vote proxies in a manner consistent with the best interest of the Schemes and their Unit Holders. In discharging this fiduciary duty, the Investment Committee must avoid conflicts of interest and must vote in a manner consistent with guidelines set out in this policy.

Conflicts of Interest

The Company recognizes that there is a potential conflict of interest when we vote a proxy solicited by an issuer with whom we have any material business or personal relationship that may affect how we vote on the issuer's proxy. We believe that oversight by the Investment Committee ensures that proxies are voted with only the Unit Holders' best interests in mind.



Proxy Voting Guidelines

Corporate Governance

Issuers' proxies most frequently contain proposals to elect corporate directors, to appoint external auditors and set their compensation, to adopt or amend management compensation plans, and to amend the capitalization of the company. These guidelines summarize the corporate governance principles which the Schemes will generally support through the exercise of votes on these issues. However these guidelines are not mandatory and the Investment Committee is the final authority to decide on any matter in the best interest of the Unit Holders of the Schemes

Election of the Board of Directors

The Company supports resolutions that promote the effectiveness of boards in acting in the best interests of shareholders of the investee company. We will generally vote in favor of the election of directors for boards having a majority of independent directors and an independent chair, where the chairs of all board committees and at least a majority of committee members are independent.

Appointment of Auditors and Auditor Compensation

Where all members of an issuer's audit committee are independent; the Company will generally vote on proposals regarding the appointment of auditors and the approval of the recommended auditor compensation.

Management Compensation

The goal of the Company is to support compensation arrangements that are tied to long-term corporate performance and shareholder value. Arrangements that are considered to be overly generous or excessively dilutive to other shareholders will not be supported.

Changes in Capitalization

The Company recognizes the need for management of an issuer to have flexibility in the issue of shares to meet changing financial conditions. Changes in capitalization will generally be supported where a reasonable need for the change is demonstrated; however, changes resulting in excessive dilution of existing shareholder value will not be voted.

Other Issues

Other issues, including those business issues specific to the issuer or those raised by shareholders of the issuer, are addressed on a case-by-case basis with a focus on the potential impact of the vote on shareholder value.



Alfalah GHP Investment Management Limited
Standard Operating Procedure of Proxy Voting Policy

Record Keeping

Record of actual exercise of votes in the meeting i.e. for/against/abstain on the investee company's proposals will be maintained by the Compliance Department of the Company.

A proxy register will be maintained where complete record of all proxies granted will be kept. At minimum, following records will be maintained in relation to proxy voting:

- a. Name of investee
- b. Name of major beneficial owner(s)
- c. Number of Shares holding in CIS
- d. Voting date
- e. Voting results

DISCLOSURES

The Company shall disclose in the annual report of CIS the cases where the Company on behalf of CIS did not participate in shareholders' meetings. Further, the Company shall include in the annual report of the CIS a statement that the proxy voting policy of the CIS is available on the website of the Company and detailed information regarding actual proxies voted by the Company in respect of the CIS is also available without charge, upon request, to all unit holders.

The Company in the annual report of CIS shall also disclose the summary of actual votes during the year in the prescribed manner:

Details	Resolution	For	Against	Abstain*
Number				
Percentages (%)				

*Reason for abstaining shall be disclosed