

Notice of Extra Ordinary General Meeting

Notice is hereby given to the Members that the Extra Ordinary General Meeting of **Hallmark Company Limited** will be held on Thursday, November 30, 2023 at 02:00 p.m. at **Hotel Crown Inn** located at Plot No. 171, Off 21, Sharah – e – Iraq, Saddar, Karachi to transact the following business:

ORDINARY BUSINESS

MINUTES OF 44th ANNUAL GENERAL MEETING:

1. To read and confirm the minutes of the 44th Annual General Meeting held on October 28, 2023.

SPECIAL BUSINESS

RETENTION OF CURRENT COMPANY NAME "HALLMARK COMPANY LIMITED":

2. To consider and if thought fit, to pass the following resolutions as a special resolution, with or without any modification(s), addition(s) or deletion(s):

"RESOLVED THAT the previously approved decision to change the Company's name from "Hallmark Company Limited" to "Supernet Technologies Limited", which was passed during the Board meeting held on 15 August 2023 is hereby rescinded."

"FURHTER RESOLVED THAT the Company shall continue to operate under its current name, "**Hallmark Company Limited**" and all relevant records and documents will be updated accordingly."

"FURHTER RESOLVED THAT Mr. Waseem Ahmad being Chief Executive Officer / Director or Mr. Muhammad Farhan Saeed being Company Secretary of the Company (the "**Authorized Persons**") be and are hereby authorized singly to do all acts, deeds and things, take any or all necessary actions to complete all legal and corporate formalities and file all requisite documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions, as well as carry out any other act or step which may be ancillary and / or incidental to do the above and necessary to fully achieve the object of the abovesaid resolutions with the Registrar and get approvals from Securities Exchange and Commission of Pakistan in order to effectuate and implement this resolution."

"FURHTER RESOLVED THAT all actions taken by the Authorized Persons on behalf of the Company in respect of the above matters are hereby confirmed and adopted by the Company in full."

ANY OTHER BUSINESS

3. To transact with the permission of the Chair any other business which may be transacted at an Extraordinary General Meeting.

The Statement of Material Fact as required under section 134(3) of the Companies Act, 2017 is being provided along with the Notice of the Extraordinary General Meeting being sent to the Shareholders.

By Order of the Board


Muhammad Farhan Saeed
Company Secretary

Karachi: November 07, 2023

Notes:

1. CLOSURE OF SHARE TRANSFER BOOKS

The Register of Members and the Share Transfer Books will be closed from November 24, 2023 to November 30, 2023 (both days inclusive). Transfers received in order at the office of the Company's Registrar namely **F.D. Registrar Services (Private) Limited**, located on, the 17th Floor, Trade Centre, I.I. Chundrigar Road, Karachi, by the close of business on November 23, 2023 will be considered in time to attend and vote at the meeting and for the entitlement of Dividend (if any).

2. ATTENDING AGM AND APPOINTMENT OF PROXY

A. A Member entitled to attend, speak and vote at the Extra Ordinary General Meeting is entitled to appoint another member as his/her proxy to attend, speak and vote on his/her behalf.

B. An instrument appointing proxy and the power of attorney or other authority under which it is signed or a notarized certified copy of the power or authority must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. Form of Proxy can be downloaded from Company's website: <https://hiclpk.com/announcements-and-forms/>

C. CDC Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

i) For Attending AGM

a) In case of individuals, the account holder or sub-account holder whose securities and their registration details are uploaded as per the Regulations, shall produce proof of his / her identity by showing their Computerized National Identity Card (CNIC) at the time of attending the meeting.

b) In case of a corporate entity, a Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

ii) For Appointing Proxy

- a) In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per CDC regulations shall submit the Proxy Form as per the above requirement.
- b) Attested copies of CNIC of the beneficial owners and the proxy shall be furnished with the Proxy Form. The proxy shall produce his original CNIC at the time of the meeting.

3. VIDEO CONFERENCE FACILITY

Video Conference Facility can be availed by members of the Company. In this regard, please submit to the registered office address of the Company, the following request 10 days before holding the Annual General Meeting.

"I/We, _____ of _____, being a member of Hallmark Company Limited, holder of _____ ordinary share(s) as per registered Folio / CDC Account No. _____ hereby opt for video conference facility at _____."

4. MANDATORY INFORMATION - (EMAIL, CNIC, IBAN AND ZAKAT DECLARATION)

A. In compliance with Section 119 of the Companies Act, 2017 and Regulation 19 Companies (General Provisions and Forms) Regulations, 2018 members are requested to immediately provide their mandatory information such as CNIC number, updated mailing address, email, contact mobile/telephone number and International Banking Account Number (IBAN) together with a copy of their CNIC to update our records and to avoid any non-compliance of the law. Otherwise, all dividends will be withheld in terms of Regulation 6 of the Companies (Distribution of Dividends) Regulations, 2017;

- For physical shares to M/s F.D. Registrar Services (Private) Limited
- For shares in CDS to CDC Investors A/c Services or respective participant

B. Members are requested to submit a declaration (CZ-50) as per Zakat & Ushr Ordinance 1980 for zakat exemption and advise a change in address if any.

5. E-DIVIDEND MANDATE

As per Section 242 of the Companies Act, 2017, in the case of a Public listed company, any dividend payable in cash shall only be remitted through electronic mode directly into the bank account designated by the entitled shareholders.

Therefore, through this notice, all shareholders are requested to update their bank account No. (IBAN) and details in the Central Depository System through respective participants. In case of physical shares, to provide bank account details to our Share Registrar, F.D. Registrar Services (Pvt.) Limited. Please ensure an early update of your particulars to avoid any inconvenience.

6. ELECTRONIC VOTING AND VOTING THROUGH POSTAL BALLOT ON SPECIAL BUSINESS

The members are hereby notified that pursuant to Section 143-145 of the Companies Act, 2017 and Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan ("SECP"), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of Hallmark Company Limited (the "Company") will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Extra Ordinary General Meeting to be held on Thursday November 30, 2023 at 02:00 p.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, the ballot paper is annexed to this notice and the same is also available on the Company's website at <https://hiclpk.com/announcements-and-forms/> for download.

Procedure for E – Voting:

- a) 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 November 23, 2023.
- b) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal through the e-voting service provider.
- c) Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- d) E-Voting lines will start from November 27, 2023 at 09:00 a.m. and shall close on November 29, 2023 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot:

- a) The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Company Secretary through post on the Company's registered address 4th Floor, Tower B, World Trade Center, Khayaban-e-Roomi, Block-5, Clifton, Karachi South, Sindh 75600 or email at hallmark@corporate.super.net.pk one day before the Extra Ordinary General Meeting on November 30, 2023, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

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

This statement is being furnished in terms of the requirement under Section 134 (3) of the Companies Act, 2017, setting out material facts concerning the Special Business to be transacted at the Extra Ordinary General Meeting of Hallmark Company Limited ("Company") which will be held on Thursday, November 30, 2023 at 02:00 P.M.

Material Facts pertaining to Item: Special Business Agenda Item 2 – Retention of Current Company Name "Hallmark Company Limited"

The Board of Directors of Hallmark Company Limited in its meeting held on 15 August 2023 proposed the change of name of the Company from 'Hallmark Company Limited' to 'Supernet Technologies Limited' and the shareholders passed a special resolution, approving the same, in the Extra Ordinary General Meeting held on 27 September 2023.

However, after further evaluation and scrutinizing all relevant factors, it has been assessed that the retention of current name i.e. 'Hallmark Company Limited' is in the best interest of the Company and its stakeholders.

None of the Directors of the Company have any direct or indirect interest in this special business



POSTAL BALLOT PAPER

or voting through post for the Special Business at the Extra Ordinary General Meeting to be held on Thursday November 30, 2023 at 02:00 p.m. at **Hotel Crown Inn** located at Plot No. 171, Off 21, Sharah – e – Iraq, Saddar, Karachi

Phone: +92-21-38553750 **Email Address:** hallmark@corporate.super.net.pk **Website:** www.hiclpk.com

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 of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution on Agenda Item No. 02: Retention of Current Company Name "Hallmark Company Limited"

"RESOLVED THAT the previously approved decision to change the company's "Supernet Technologies Limited", which was passed during the Board of Directors meeting held on 15 August 2023, and subsequently approved by the company's shareholders in extra ordinary general meeting dated 27 September 2023, is hereby rescinded."

"FURTHER RESOLVED THAT the Company shall continue to operate under its current name, "Hallmark Company Limited" and all relevant records and documents will be updated accordingly."

"FURTHER RESOLVED THAT Mr. Waseem Ahmad being Chief Executive Officer / Director or Mr. Muhammad Farhan Saeed being Company Secretary of the Company (the **"Authorized Persons"**) be and are hereby authorized singly to do all acts, deeds and things, take any or all necessary actions to complete all legal and corporate formalities and file all requisite documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions, as well as carry out any other act or step which may be ancillary and / or incidental to do the above and necessary to fully achieve the object of the abovesaid resolutions with the Registrar and get approvals from Securities Exchange and Commission of Pakistan in order to effectuate and implement this resolution."

"FURTHER RESOLVED THAT all actions taken by the Authorized Persons on behalf of the Company in respect of the above matters are hereby confirmed and adopted by the Company in full."

Instructions For Poll

- Please indicate your vote by ticking (√) the relevant box.
 - In case if both the boxes are marked as (√), you poll shall be treated as **"Rejected"**.
- I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (√) mark in the appropriate box below;

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
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Resolution For Agenda Item No. 2

- Dully filled ballot paper should be sent to the Company Secretary of Hallmark Company Limited at 4th Floor, Tower B, World Trade Center, Khayaban-e-Roomi, Block-5, Clifton, Karachi South, Sindh 75600 or e-mail at hallmark@corporate.super.net.pk.
- Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Ballot paper should reach the Chairman within business hours by or before **Wednesday, November 29, 2023**. Any postal Ballot received after this date, will not be considered for voting.
- Signature on ballot paper should match with signature on CNIC/ Passport. (In case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
- 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.
- Ballot Paper form has also been placed on the website of the Company at: www.hiclpk.com. Members may download the Ballot paper from the website or use an original/photocopy published in newspapers.

Date

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)