

# Notice of Extraordinary General Meeting

Notice is hereby given to the Members that the Extraordinary General Meeting of **Hallmark Company Limited** will be held on Monday 15<sup>th</sup> January 2024 at 02:30 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 EXTRAORDINARY GENERAL MEETING:

1. To read and confirm the minutes of the Extraordinary General Meeting held on November 30, 2023.

### ELECTION OF DIRECTORS:

2. To elect Seven (07) Directors of the Company, as fixed by the Board of Directors pursuant to Section 159 (1) of the Companies Act, 2017 for a period of three years. All seven (07) retiring Directors have filed intention to offer themselves for re-election. The names of the retiring Directors are as follows:

- |                           |                           |                          |
|---------------------------|---------------------------|--------------------------|
| 1. Mr. Syed Aamir Hussain | 2. Mr. Waseem Ahmad       | 3. Mr. Jamal Nasir Khan  |
| 4. Mr. Syed Hashim Ali    | 5. Mr. Asad Mujtaba Naqvi | 6. Mr. Syed Imran Haider |
| 7. Ms. Fabzia Ahsen       |                           |                          |

## SPECIAL BUSINESS

### ACQUISITION OF MAJORITY SHAREHOLDING OF SUPERNET LIMITED:

3. To consider, and if deemed fit, to pass with or without modification, a special resolution in terms of Section 199 and Section 208 of the Companies Act, 2017 to approve and authorize the Company to make an equity investment in its associated company, Supernet Limited, by acquiring up to 100,216,722 shares constituting 81.18% of the issued and paid up share capital of Supernet Limited, from Telecard Limited, for an amount equivalent to the sum of PKR. 1,308,830,390/- (Pak Rupees One Billion Three Hundred Eight Million Eight Hundred Thirty Thousand Three Hundred Ninety).

**“RESOLVED THAT** pursuant to Section 199 and Section 208 of the Companies Act, 2017, the Company is hereby authorized to make equity investment in its associated company, Supernet Limited, by acquiring up to 100,216,722 shares constituting 81.18% of the issued and paid up share capital of Supernet Limited from Telecard Limited, for an amount up to the sum of PKR. 1,308,830,390/- (Pak Rupees One Billion Three Hundred Eight Million Eight Hundred Thirty Thousand Three Hundred Ninety).

**“FURHTER RESOLVED THAT** as permitted in Regulation 6 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations 2017, the members specifically authorize the validity of the abovementioned equity investments to extend beyond 12 months and remain valid for a period of up to 18 months.”

**“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 singly authorized to take any and all actions as may be required from time to time for the purposes of the above resolutions, to complete all necessary legal and corporate formalities with regard to the above resolution and to do all such acts, deeds and things as may be deemed necessary or expedient for concluding the said matters.”

**"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."

#### **INCREASE IN AUTHORIZED CAPITAL FROM PKR. 1.25 Billion to 1.5 Billion:**

4. 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 authorized share capital of the Company be and is hereby increased from PKR 1,250,000,000/- (Pak Rupees One Billion Two Hundred and Fifty Million) divided into 125,000,000 (One Hundred and Twenty-Five Million) Ordinary shares of PKR 10/- (Pak Rupees Ten) each to PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred and Fifty Million) Ordinary shares of PKR 10/- (Pak Rupees Ten) each."

**"FURTHER RESOLVED THAT** the following amendments be made in the Memorandum and Articles of Association of the Company to reflect the increase in the authorized share capital:

Clause V of the Memorandum of Association of the Company be and is hereby amended to read as follows:

"V. *The authorized share capital of the Company is PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred and Twenty-Five Million) Ordinary shares of PKR 10/- (Pak Rupees Ten) each. The Company shall have the powers to increase, reduce or reorganize the capital of the Company and divide shares in the capital for the time being into several classes in accordance with the Companies Ordinance, 1984.*"

Article 5 of the Articles of Association of the Company be and is hereby amended to read as follows:

"5. *The authorized share capital of the Company is PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred and Fifty Million) Ordinary shares of PKR 10/- (Pak Rupees Ten) each.*"

**"FURTHER RESOLVED THAT** Mr. Waseem Ahmad being Chief Executive Officer / Director or Mr. Muhammad Farhan Saeed being Company Secretary of the Company be and are hereby authorized singly to do all acts, deed and things, take any or all necessary actions to complete all legal and corporate formalities and file all requisite documents with the Registrar and get approvals from Securities Exchange and Commission of Pakistan in order to effectuate and implement this resolution.

#### **ANY OTHER BUSINESS**

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

(Attached to this Notice is a Statement of Material Facts covering the above-mentioned special business, as required under Section 166(3) and 134(3) of the Companies Act, 2017 and the information and disclosures as required under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, the Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018 and clause A (3), (4) & (9) of SRO 423(I)/2018 dated April 03, 2018)

By Order of the Board



**Muhammad Farhan Saeed**  
Company Secretary

## Notes:

### 1. CLOSURE OF SHARE TRANSFER BOOKS

The Register of Members and the Share Transfer Books will be closed from 9<sup>th</sup> January 2024 to 15<sup>th</sup> January 2024 (**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 8<sup>th</sup> January 2024 will be considered in time to attend and vote at the meeting and for the entitlement of dividend (if any).

### 2. ATTENDING EOGM AND APPOINTMENT OF PROXY

- A. A Member entitled to attend, speak and vote at the Extraordinary 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 ("SECP").

#### i) For Attending AGM/EOGM

- a) In case of individuals, the account holder or sub-account holder whose securities and their registration details are uploaded as per the CDC 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 the 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 the date of the Extraordinary 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. ELECTION OF DIRECTORS

Any person who seeks to contest election to the office of Director shall, whether he is a retiring director or otherwise, file with the Company at its Registered Office, Hallmark Company Limited, 4<sup>th</sup> Floor, Tower B, World Trade Center, Khayaban – E – Roomi, Block 05, Clifton, Karachi, not later than fourteen days before the date of the meeting, the following documents:

- i. Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Act, together with the consent to act as a director in Form 28 prescribed under the Companies Act, 2017;
- ii. A detailed profile along with office address as required under SECP's SRO 634 (I)/2014 dated 10 July 2014;
- iii. A director must be a member of the Company at the time of filing of his/her consent for contesting the election of directors except a person representing a member, which is not a natural person.
- iv. A declaration confirming that:
  - He/she is aware of his/her duties and powers under the relevant laws, Memorandum and Articles of Association of the Company and listing regulations of the Pakistan Stock Exchange Limited;
  - He/she is not ineligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019, and any other applicable law, rules and regulations.

## 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 SECP, SECP has directed all listed companies to provide the members with the right to vote through electronic voting facility and by postal ballot, on all matters classified as special business.

Accordingly, members of the Company will be allowed to exercise their right to vote through electronic voting facility for the special business and Election of Directors if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of section 159 of the Act in the forthcoming Extraordinary General Meeting to be held on Monday 15 January 2024 at 02:30 p.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

The voting facility through Postal Ballot will be provided for special business and election of Director if the poll is demanded in accordance with Section the 143 and 144 of the Companies Act, 2017 and the Ballot Paper will be disseminated in accordance with the Regulation No. 08 of Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022

### 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 8<sup>th</sup> January 2024.
- b) The web address and 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 12<sup>th</sup> January 2024 at 09:00 a.m. and shall close on 14<sup>th</sup> January 2023 at 5:00 p.m. Members can cast their votes at 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.

## **STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) AND 134 (3) OF THE COMPANIES ACT, 2017**

This statement is being furnished in terms of the requirement under Section 166(3) and 134 (3) of the Companies Act, 2017 ("Companies Act"), setting out material facts (including as required pursuant to Section 199 and 208 of the Companies Act) concerning the Special Business to be transacted at the Extraordinary General Meeting of Hallmark Company Limited ("Company") which will be held at Monday 15 January 2024 at 02:30 p.m. at **Hotel Crown Inn** located at Plot No. 171, Off 21, Sharah – e – Iraq, Saddar, Karachi.

### **Material Facts pertaining to Agenda Item 2 – Election of Directors**

Section 166(3) of the Companies Act, 2017 (the Act) requires that a statement of material facts be annexed to the notice of the general meeting called for the purpose of election of Directors which shall indicate the justification for choosing independent directors.

The term of office of the present Directors of the Company has expired on November 26, 2023. In terms of Section 159(1) of the Companies Act, 2017 (the "Act"), the directors have fixed the number of elected Directors at Seven (07) to be elected in the EOGM for a period of three years.

The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company.

Independent directors will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria as laid down under Section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and his/her name is included in the data bank of independent directors maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by Securities and Exchange Commission of Pakistan. Further, their selection will be made due to their respective competencies, skill, knowledge and experience.

Additional documents are to be submitted by the candidates intending to contest election of directors as independent director:

- a)** Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019; and
- b)** Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

### **Material Facts pertaining to Item: Special Business Agenda Item 3 – Acquisition of majority shareholding of Supernet Limited**

The Company seeks approval from its shareholders to pass the Special Resolutions provided in item No. 3 of the Notice allowing acquisition of up to 100,216,722 shares constituting 81.18% of the issued and paid up capital of Supernet Limited, an associated company of the Company, from Telecard Limited for an amount equivalent to the sum of up to PKR. 1,308,830,390/- (Pak Rupees One Billion Three Hundred Eight Million Eight Hundred Thirty Thousand Three Hundred Ninety) (the "Proposed Transaction").

As the Proposed Transaction constitutes a related party transaction and as majority of the Board of Directors of the Company have an interest in the Proposed Transaction, the Proposed Transaction is required to be approved by the shareholders of the Company in accordance with Section 207 and 208 of the Companies Act. Accordingly, the Board of Directors vide resolution by circulation passed on 19 December 2023 have passed directions for convening of such shareholders meeting.

Furthermore, for the purposes of compliance with Section 199 of the Companies Act read with Regulation 3(3) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, the Board of Directors of the Company have in any case carried out necessary due diligence for the Proposed Transaction.

Accordingly, in compliance with the relevant provisions of the Companies Act and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, the requisite information/disclosure about the Proposed Transaction is as under:

S. No.	Description	Information Required																						
<b>(a)</b>	<b>Disclosures for all types of investments</b>																							
<b>(A)</b>	<b>Regarding associated company or associated undertaking:</b>																							
(i)	name of associated company or associated undertaking	Supernet Limited																						
(ii)	basis of relationship	Associated Company (Subsidiary of Holding Company)																						
(iii)	earnings per share for the last three years	<b>2023</b> PKR. 0.41/-	<b>2022</b> PKR. 1.52/- (Restated)	<b>2021</b> PKR.1.82/- (Restated)																				
(iv)	break-up value per share, based on latest audited financial statements	PKR. 13.06/- per share (as of 30 June 2023)																						
(v)	financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	Financial Position as of and for the year ended 30 June, 2023. Main items of Balance Sheet: <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th style="text-align: center;"><b><u>Name of Item</u></b></th> <th style="text-align: center;"><b><u>Amount in PKR</u></b></th> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td style="text-align: right;">3,262.425 million</td> </tr> <tr> <td>Non-current Assets</td> <td style="text-align: right;">487.999 million</td> </tr> <tr> <td>Current Assets</td> <td style="text-align: right;">2,774.426 million</td> </tr> <tr> <td>Net Assets</td> <td style="text-align: right;">1,612.668 million</td> </tr> <tr> <td>Current Liabilities</td> <td style="text-align: right;">1,639.503 million</td> </tr> </tbody> </table> Main items of Profit and Loss Account: <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th style="text-align: center;"><b><u>Name of Item</u></b></th> <th style="text-align: center;"><b><u>Amount in PKR</u></b></th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td style="text-align: right;">3,427.923 million</td> </tr> <tr> <td>Profit before taxation</td> <td style="text-align: right;">133.090 million</td> </tr> <tr> <td>Profit after taxation</td> <td style="text-align: right;">50.803 million</td> </tr> </tbody> </table>			<b><u>Name of Item</u></b>	<b><u>Amount in PKR</u></b>	Total Assets	3,262.425 million	Non-current Assets	487.999 million	Current Assets	2,774.426 million	Net Assets	1,612.668 million	Current Liabilities	1,639.503 million	<b><u>Name of Item</u></b>	<b><u>Amount in PKR</u></b>	Revenue	3,427.923 million	Profit before taxation	133.090 million	Profit after taxation	50.803 million
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(vi)	in case of investment in relation to a project of associated company or associated undertaking that has not commenced operations	N/A																						
<b>(B)</b>	<b>General Disclosures:</b>																							
(i)	maximum amount of investment to be made	PKR. 1,308,830,390/- (Pak Rupees One Billion Three Hundred Eight Million Eight Hundred Thirty Thousand Three Hundred Ninety)																						

(ii)	purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	<b>Purpose</b>	The purpose of acquisition is to achieve internal group restructuring in order to add value to the group companies.
		<b>Benefit</b>	As above
		<b>Period</b>	The equity investment by the Company in Supernet Limited is a long term investment.
(iii)	<p>sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:</p> <p>(I) justification for investment through borrowings;</p> <p>(II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(III) cost benefit analysis.</p>	<p>The Company will undertake a rights issue for raising investment funds and will issue right shares to its members, strictly in proportion to their respective shareholding.</p> <p style="text-align: right;">N/A</p> <p style="text-align: right;">N/A</p> <p style="text-align: right;">N/A</p>	
(iv)	salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	<p>A Share Purchase Agreement will be executed by and between the Company and Telecard Limited pursuant to which the Company shall acquire up to 100,216,722 shares, constituting 81.18% of the issued and paid up share capital of Supernet Limited, from Telecard Limited against a consideration of up to PKR. 1,308,830,390/- (Pak Rupees One Billion Three Hundred Eight Million Eight Hundred Thirty Thousand Three Hundred Ninety).</p>	
(v)	direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	<p>Hallmark Company Limited and Supernet Limited are under common directorship of following Directors:</p> <ul style="list-style-type: none"> <li>• Mr. Syed Aamir Hussain</li> <li>• Mr. Waseem Ahmad</li> <li>• Mr. Syed Hashim Ali</li> <li>• Mr. Asad Mujtaba Naqvi</li> <li>• Mr. Jamal Nasir Khan</li> </ul> <p>Hallmark Company Limited and Telecard Limited are under common directorship of following Directors:</p> <ul style="list-style-type: none"> <li>• Mr. Syed Aamir Hussain</li> <li>• Mr. Waseem Ahmad</li> <li>• Mr. Syed Hashim Ali</li> <li>• Mr. Asad Mujtaba Naqvi</li> <li>• Ms. Fabzia Ahsen</li> </ul>	



(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs	Not applicable.		
(vii)	any other important details necessary for the members to understand the transaction	None		
<b>(b)</b>	<b>In case of equity investment, following disclosures in addition to those provided under clause (a) above:</b>			
(i)	maximum price at which securities will be acquired	PKR. 13.06/- per share.		
(ii)	in case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	Not Applicable as the maximum purchase price at which the shares will be acquired (as specified above) is lower than the market value of Supernet Limited's shares.		
(iii)	maximum number of securities to be acquired	100,216,722 ordinary shares		
(iv)	number of securities and percentage thereof held before and after the proposed investment	<b><u>Before and after proposed investment</u></b>	<b><u>Before and after proposed investment</u></b>	<b><u>Before and after proposed investment</u></b>
		Before	Nil	Nil
		After	Up to 100,216,722	Up to 81.18%
(v)	current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities;	Current market price: PKR. 12.80/- per share Approx. Twelve weeks weighted market price: PKR. 12.145/- per share		
(vi)	fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	Not applicable		



Further, in compliance with the relevant provisions of the Companies Act and the Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018 the requisite information/disclosure about the Proposed Transaction is as under:

<b>S. No.</b>	<b>Description</b>	<b>Information Required</b>																		
(a)	Name of related party:	Telecard Limited																		
(b)	Names of the interested or concerned persons or directors:	<ol style="list-style-type: none"> <li>1. Syed Aamir Hussain (Director)</li> <li>2. Mr. Waseem Ahmad (Director)</li> <li>3. Syed Hashim Ali (Director)</li> <li>4. Mr. Asad Mujtaba Naqvi (Director)</li> <li>5. Ms. Fabzia Ahsen (Director)</li> </ol>																		
(c)	Nature of relationship, interest or concern along with complete information of financial or other interest or concern of directors, managers or key managerial personnel in the related party:	<p>The abovementioned directors are also shareholders in Telecard Limited with the following shareholding:</p> <table border="1" style="margin-left: 40px;"> <thead> <tr> <th><b>Sr. No.</b></th> <th><b>Name of Director</b></th> <th><b>No. of Shares in Telecard</b></th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Syed Aamir Hussain</td> <td>27,439 shares</td> </tr> <tr> <td>2.</td> <td>Mr. Waseem Ahmad</td> <td>564 shares</td> </tr> <tr> <td>3.</td> <td>Syed Hashim Ali</td> <td>14,539 shares</td> </tr> <tr> <td>4.</td> <td>Mr. Asad Mujtaba Naqvi</td> <td>537 shares</td> </tr> <tr> <td>5.</td> <td>Ms. Fabzia Ahsen</td> <td>537 shares</td> </tr> </tbody> </table>	<b>Sr. No.</b>	<b>Name of Director</b>	<b>No. of Shares in Telecard</b>	1.	Syed Aamir Hussain	27,439 shares	2.	Mr. Waseem Ahmad	564 shares	3.	Syed Hashim Ali	14,539 shares	4.	Mr. Asad Mujtaba Naqvi	537 shares	5.	Ms. Fabzia Ahsen	537 shares
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5.	Ms. Fabzia Ahsen	537 shares																		
(d)	Detail, description, terms and conditions of transaction:	The details and terms and conditions of the transaction will be set forth in the Share Purchase Agreement which will be finalized after obtaining shareholders' approval. However, up to 100,216,722 shares i.e. 81.18% of the issued and paid up share capital of Supernet Limited will be acquired and transferred to Hallmark Company Limited by Telecard Limited against a consideration of up to PKR. 1,308,830,390/- (Pak Rupees One Billion Three Hundred Eight Million Eight Hundred Thirty Thousand Three Hundred Ninety) in either one or multiple phases.																		
(e)	Amount of transactions:	Up to PKR. 1,308,830,390/- (Pak Rupees One Billion Three Hundred Eight Million Eight Hundred Thirty Thousand Three Hundred Ninety)																		
(f)	Timeframe or duration of the transaction or contracts or arrangements:	The Share Purchase Agreement will continue to remain in effect until the acquisition is completed. It is anticipated that the transaction will conclude within 18 months, subject to receipt of all necessary corporate and regulatory approvals.																		
(g)	Pricing policy:	The shares of Supernet Limited will be acquired at PKR 13.06/- per share i.e. the break-up value per share, based on the latest audited financial statements. (i.e. 30 June 2023)																		
(h)	Recommendations of the audit committee, where applicable:	The Board Audit Committee has recommended the aforesaid transaction to the Board.																		
(i)	Any other relevant and material information that is necessary for the Board to make a well-informed decision regarding the approval of the related party transactions	The rationale of acquisition is to achieve internal group restructuring in order to add value to the group companies.																		

**Material Facts pertaining to Item: Special Business Agenda Item 3 Increase in Authorized Capital from PKR 1.25 Billion to PKR. 1.5 Billion:**

Presently, the Company has an authorized share capital of PKR. 1.25 Billion (Pak Rupees One Billion Two Hundred and Fifty Million only), which is required to be increased up to PKR. 1.5 Billion (One Billion Five Hundred Million only) so as to allow for any further issue of shares to the shareholders of the Company in the future by way of one or more rights issue offerings. The Board of Directors has therefore recommended increasing the authorized share capital of the Company to 1.5 Billion (One Billion Five Hundred Million only) divided into 150,000,000 (One Hundred and Fifty Million) ordinary shares of PKR. 10/- each. For this purpose, the Company seeks approval from its shareholders to pass the special resolutions provided in item No. 3 of the Notice with respect to the increase in authorized share capital of the Company.

The increase in authorized share capital of the Company has been approved by the Board of Directors of the Company through Board Resolution through circulation dated 19 December 2023.

**MATERIAL FACTS TO BE DISCLOSED AS REQUIRED BY CLAUSE A (3) OF SRO 423(I)/2018 DATED APRIL 03, 2018 REGARDING ALTERATION OF MEMORANDUM - OTHER**

<b>COMPARATIVE STATEMENT OF THE CHANGES IN THE MEMORANDUM OF ASSOCIATION</b>	
<b>Existing Clause of the Memorandum of Association</b>	<b>Clause of the Memorandum of Association after alterations</b>
<p>Clause V:</p> <p><i>"The authorized share capital of the Company is PKR 1,250,000,000/- (Pak Rupees One Billion Two Hundred and Fifty Million) divided into 125,000,000 (One Hundred and Twenty-Five Million) Ordinary shares of PKR 10/- (Pak Rupees Ten) each. The Company shall have the powers to increase, reduce or reorganize the capital of the Company and divide shares in the capital for the time being into several classes in accordance with the Companies Ordinance, 1984."</i></p>	<p>Clause V:</p> <p><i>"The authorized share capital of the Company is PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred and Fifty Million) Ordinary shares of PKR 10/- (Pak Rupees Ten) each. The Company shall have the powers to increase, reduce or reorganize the capital of the Company and divide shares in the capital for the time being into several classes in accordance with the Companies Ordinance, 1984."</i></p>
<ul style="list-style-type: none"> <li>• The reason for the change and alteration in the Memorandum Of Association of the Company is so as to allow for any further issue of shares to the shareholders of the Company in the future by way of one or more rights issue offerings.</li> <li>• The Board of the Company confirm that the proposed alterations are in line with the applicable provisions of the law and regulatory framework.</li> </ul>	

**MATERIAL FACTS TO BE DISCLOSED AS REQUIRED BY CLAUSE A (4) OFSRO 423(I)/2018 DATED APRIL 03, 2018 REGARDING ALTERATION OF ARTICLES OF ASSOCIATION**

<b>COMPARATIVE STATEMENT OF THE CHANGES IN THE ARTICLES OF ASSOCIATION</b>	
<b>Existing Article of the Articles of Association</b>	<b>Article of the Articles of Association after alterations</b>
<p>Article 5:</p> <p><i>"The authorized share capital of the Company is PKR 1,250,000,000/- (Pak Rupees One Billion Two Hundred and Fifty Million) divided into 125,000,000 (One Hundred and Twenty-Five Million) ordinary shares of PKR 10/- (Pak Rupees Ten) each."</i></p>	<p>Article 5:</p> <p><i>"The authorized share capital of the Company is PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred and Fifty Million) ordinary shares of PKR 10/- (Pak Rupees Ten) each."</i></p>

- The reason for the change and alteration in the Articles of Association of the Company is so as to allow for any further issue of shares to the shareholders of the Company in the future by way of one or more rights issue offerings.
- The Board of the Company confirm that the proposed alterations are in line with the applicable provisions of the law and regulatory framework.

**MATERIAL FACTS TO BE DISCLOSED AS REQUIRED BY CLAUSE A (9) OFSRO 423(I)/2018 DATED APRIL 03, 2018 REGARDING ALTERATION IN AUTHORIZED SHARE CAPITAL**

<b><u>S. No.</u></b>	<b><u>Facts to be disclosed</u></b>	<b><u>Facts</u></b>
<b>1.</b>	Reasons for alteration in authorized share capital;	To allow for any further issue of shares to the shareholders of the Company in the future by way of one or more rights issue offerings.
<b>2.</b>	Existing authorized share capital	The existing authorized share capital of the Company is PKR 1,250,000,000/- (Pak Rupees One Billion Two Hundred and Fifty Million) divided into 125,000,000 (One Hundred and Twenty-Five Million) ordinary shares of PKR 10/- (Pak Rupees Ten) each.
<b>3.</b>	Amount with which authorized share capital is proposed to be increased	The authorized share capital of the Company is being increased by PKR. 250,000,000/- (Pak Rupees Two Hundred and Fifty Million) divided into 25,000,000 (Twenty-Five Million) ordinary shares of PKR. 10/- each.  Thereafter, the authorized share capital of the Company shall be PKR 1,500,000,000/- (Pak Rupees One Billion Five Hundred Million) divided into 150,000,000 (One Hundred and Fifty Million) ordinary shares of PKR 10/- (Pak Rupees Ten) each.