

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 **12 December 2024** at **02:00 p.m.**, at **Hotel Crown Inn** located at **Plot No. 171, off 21, Shahrah-e-Iraq, Saddar, Karachi** to transact the following business:

ORDINARY BUSINESS:

MINUTES OF THE 45th ANNUAL GENERAL MEETING:

1. To read and confirm the minutes of the 45th Annual General Meeting held on October 28, 2024

SPECIAL BUSINESS:

CHANGE OF THE NAME OF THE COMPANY:

2. To consider and approve the change of the name of the Company from Hallmark Company Limited to Supernet Technologies Limited

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 subject to the approval of the Securities and Exchange Commission of Pakistan under Section 12 of the Companies Act, 2017, the name of the Company be changed from **"Hallmark Company Limited"** to **"Supernet Technologies Limited"** and consequently the name be changed in the Memorandum and Articles of Association of the Company and all other formalities be completed in respect thereof."

"FURTHER RESOLVED THAT the amendments in the Memorandum and Articles of Association of the Company for the change of the name of the Company be made as set out below:

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

The name of the Company is 'Supernet Technologies Limited'.

Article 2 (a) of the Articles of Association be and is hereby amended to read as follows:

"The Company" means Supernet Technologies Limited.

"FURTHER RESOLVED THAT all references to "Hallmark Company Limited" be subsequently removed from the Memorandum and Articles of Association of the Company and replaced by references to "Supernet Technologies Limited".

"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 singly authorized to take any and all actions as may be required from time to time for the purposes of the above resolution, 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 formalities required under the applicable laws, rules, regulations, etc., may be fulfilled for the purposes of the change of the name of the Company."

ANY OTHER BUSINESS

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

By Order of the Board

Muhammad Farhan Saeed
Company Secretary

At Karachi: 20 November 2024

Notes:

1. CLOSURE OF SHARE TRANSFER BOOKS

The Register of Members and the Share Transfer Books will be closed from 06 December 2024 to 12 December 2024 (both days inclusive). Transfers received in order at the office of the Company's Registrar namely **F.D. Registrar Services (Private) Limited**, located at 17th Floor, Trade Centre, I.I. Chundrigar Road, Karachi, by the close of business on 05 December 2024 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 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 undermentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

i) For Attending EOGM

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/her 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 Extraordinary General Meeting.

"I/We, _____ of _____, being a Member(s) of Hallmark Company Limited, holder(s) 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 participants

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, shareholders are requested 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

Extraordinary General Meeting to be held on 12 December 2024 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://hidpk.com/announcements-and-forms/> for download.

Procedure for E-Voting:

- a) Details of the e-voting facility will be shared through an email with those Members of the Company who have their valid CNIC numbers, cell numbers, and email addresses available in the register of Members of the Company by the close of business on 05 December 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 09 December 2024 at 09:00 a.m., and shall close on 11 December 2024 at 05:00 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.

Procedure for Voting through Postal Ballot:

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 Extraordinary General Meeting on 11 December 2024, during working hours. The signature on the ballot paper shall match with the signature on the 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 Extraordinary General Meeting of Hallmark Company Limited ("Company") which will be held on 12 December 2024 at 02:00 p.m.

Material Facts Pertaining to Item: Special Business – Agenda Item No. 2 Change of the Name of the Company:

The proposed name change from 'Hallmark Company Limited' to 'Supernet Technologies Limited' follows Hallmark's acquisition of a 51% stake in Supernet Limited, positioning it as the Holding Company of Supernet Limited and its Group Companies. This rebranding aims to align the Company's identity with its newly strengthened association with the Supernet Group, reflecting its commitment to consolidating and enhancing the brand's market presence under a unified name.

The change of the name of the Company has been approved by the Board of Directors of the Company in their resolution dated 19 November 2024.

For this purpose, the Company seeks approval from its shareholders to pass the special resolutions provided in Agenda Item No. 2 of the Notice with respect to the change of Company's name.

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

**MATERIAL FACTS TO BE DISCLOSED AS REQUIRED BY CLAUSE A (1) OF SRO 423(I)/2018
DATED APRIL 03, 2018 REGARDING CHANGE OF NAME BY A COMPANY**

S. No.	Facts to be disclosed	Facts
1.	Reasons and effects of the change of the name by the Company	Hallmark Company Limited has become the holding company of Supernet Limited and its subsidiaries ("Supernet Group"). The term "Supernet" represents the brand identity of our group, and the proposed rebranding to "Supernet Technologies Limited" aligns with the current group structure, emphasizing its role as the holding entity for the Supernet Group, and supports alignment with our principal line of business.
2.	Proposed new name of the Company	Supernet Technologies Limited
3.	Confirmation that the proposed name is not incommensurate with the principal line of business of the Company;	The proposed name is not incommensurate with the principal line of business of the Company.
4.	If the change of the name is due to diversification of main business activities or entering a new geography, etc., the same shall be disclosed.	As stated above

**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**

COMPARATIVE STATEMENT OF THE CHANGES IN THE MEMORANDUM OF ASSOCIATION	
Existing Clause of the Memorandum of Association	Clause of the Memorandum of Association After Alterations
Clause I: <i>The name of the Company is [Hallmark Company Limited].</i>	Clause I: <i>The name of the Company is 'Supernet Technologies Limited'.</i>
<ul style="list-style-type: none"> The reason for the change and alteration in the Memorandum of Association of the Company is to give effect to the change of the name of the Company for the reasons cited in the above disclosure pursuant to clause A (1) of SRO 423(I)/2018 dated April 03, 2018. The Board of the Company confirms 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 (4) OF SRO 423(I)/2018
DATED APRIL 03, 2018 REGARDING ALTERATION OF ARTICLES OF ASSOCIATION**

COMPARATIVE STATEMENT OF THE CHANGES IN THE ARTICLES OF ASSOCIATION	
Existing Article of the Articles of Association	Article of the Articles of Association After Alterations
<p>Article 2(a):</p> <p><i>“The Company” means [Hallmark Company Limited].</i></p>	<p>Article 2(a):</p> <p><i>“The Company” means ‘Supernet Technologies Limited’.</i></p>
<ul style="list-style-type: none"> • The reason for the change and alteration in the Articles of Association of the Company is to give effect to the change of the name of the Company for the reasons cited in the above disclosure pursuant to clause A (1) of SRO 423(I)/2018 dated April 03, 2018. • The Board of the Company confirms that the proposed alterations are in line with the applicable provisions of the law and regulatory framework. 	



HALLMARK
COMPANY LIMITED

POSTAL BALLOT PAPER

or voting through post for the Special Business at the Extraordinary General Meeting to be held on 12 December 2024 at 02:00 p.m.,
at **Hotel Crown Inn** located at Plot No. 171, off 21, Shahrāh-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 a corporate body, 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: Change of the Name of the Company:

"RESOLVED THAT subject to the approval of the Securities and Exchange Commission of Pakistan under Section 12 of the Companies Act, 2017, the name of the Company be changed from "**Hallmark Company Limited**" to "**Supernet Technologies Limited**" and consequently the name be changed in the Memorandum and Articles of Association of the Company and all other formalities be completed in respect thereof."

"FURTHER RESOLVED THAT the amendments in the Memorandum and Articles of Association of the Company for the change of the name of the Company be made as set out below:

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"FURTHER RESOLVED THAT all references to "Hallmark Company Limited" be subsequently removed from the Memorandum and Articles of Association of the Company and replaced by references to "Supernet Technologies Limited."

"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 singly authorized to take any and all actions as may be required from time to time for the purposes of the above resolution, 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 formalities required under the applicable laws, rules, regulations, etc., may be fulfilled for the purposes of change of the name of the Company.

Instructions for Poll

- Please indicate your vote by ticking (✓) the relevant box.
- In case both the boxes are marked with a tick (✓), your 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 a tick (✓) in the appropriate box below.

Resolution	I/We assent to the Resolution (FOR).	I/We dissent from the Resolution (AGAINST).
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Resolution for Agenda Item No. 2		
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- Duly 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 email 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 11 December 2024. 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 and overwritten poll papers will be rejected.
- In case of a representative of a corporate body, 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, & in accordance with Section 138 or 139 of the Companies Act, 2017 as applicable. In the case of a foreign corporate body, 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/photocopied ballot paper published in newspapers.

Date: _____

Signature of the Shareholder/Proxy Holder/Authorized Signatory

(In case of a corporate entity, please affix company stamp.)