



HALLMARK COMPANY LIMITED

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice ("**Notice**") is hereby given that the Extra Ordinary General Meeting ("**EOGM**") of Hallmark Company Limited (the "**Company**") will be held on 27 September 2023 at 11:00 A.M at the registered office of the Company to transact the following business:

ORDINARY BUSINESS

1. To read and confirm the minutes of the Annual General Meeting of held on 28 November 2022.

SPECIAL BUSINESS

2. To consider and approve the change of 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 name of the Company, be made as set out below:

Clause 1 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".



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"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 name of the Company."

3. To consider and approve the increase in Authorized Share Capital of the Company from PKR 10 Million to PKR 1.25 Billion.

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 10,000,000/- (Pak Rupees Ten Million) divided into 1,000,000 (One Million) Ordinary shares of PKR 10/- (Pak Rupees Ten) each to 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).

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 1,250,000,000/- (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."

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 1,250,000,000/- (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."

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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, 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.

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.

(Attached to this Notice is a Statement of Material Facts covering the above-mentioned special business as required under Section 134(3) of the Companies Act, 2017 and clause A (1), (3), (4) & (9) of SRO 423(I)/2018 dated April 03, 2018).

ANY OTHER BUSINESS

4. To discuss any other business with the permission of the Chair.



By Order of the Board

Muhammad Farhan Saeed
Company Secretary

Dated: 05 September 2023 at Karachi

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Notes:

- i. The Share Transfer Book of the Company will remain closed from 21 September 2023 to 27 September 2023 (both days inclusive). Transfers received in order at the office of F.D Registrar Services (Private) Limited 17th Floor, Saima Trade Tower A, I.I. Chundrigarh Road, Karachi by the close of business on 20 September 2023 will be treated as being in time for purpose to attend the vote at meeting.
- ii. A member of the Company entitled to attend and vote at the Meeting may appoint a proxy to attend, and vote on his/her behalf. Proxies in order to be effective must be received at the registered office of the Company not later than 48 hours before the time of the meeting. No account shall be taken of any day that is not a working day. A member shall not be entitled to appoint more than one proxy. (Proxy form available on website)
- iii. The Company shall provide video conference facility to its members for attending the Extra Ordinary General Meeting at places other than the town in which the general meeting is taking place after considering the geographical dispersal of its members; provided that if members collectively holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city. The Company will intimate its members regarding venue of video link facility at least 05 days before the date of Extra Ordinary General Meeting along with complete information necessary to enable members to access the facility. In this regard please fill the following form and submit to the registered address of the Company, 10 days before the Extra Ordinary General Meeting: -

"I/We, _____ of _____ being a member of Telecard Limited holder of _____ Ordinary Share(s) as per Register Folio No./ CDC Account No. _____ hereby opt for video conference facility at (Please insert name of the City).

Signature of member"

iv. For identification, CDC account holders should present the participant's CNIC and CDC Account Number and in case of proxy must enclose an attested copy of his/her CNIC. The representative of corporate bodies should bring attested copy of Board of Directors Resolution / Power of Attorney and/or all such documents as are required under Circular No. 1 dated 26 January 2000 issued by Securities and Exchange Commission of Pakistan for the purpose.



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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 at Registered office located at Karachi, on Wednesday, 27 September 2023 at 11 AM.

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

The Company has recently been acquired by Supernet Infrastructure Solutions (Private) Limited, a wholly owned subsidiary of Supernet Limited and, as a result of such acquisition, became part of the Supernet Group. Therefore, the Board of Directors of the Company have recommended re-branding and changing the name of the Company from "Hallmark Company Limited" to "Supernet Technologies Limited" to reflect its association with the Supernet Group.

The change of name of the Company has been approved by the Board of Directors of the Company in their meeting held on 15 August 2023.

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

The directors of the Company have no personal interest in the resolutions pertaining to Item No.2 except in their capacity as shareholders of the Company to the extent of their respective shareholding.

Material Facts pertaining to Item: Special Business – Agenda Item No. 3 Increase in Authorized Capital:

Presently, the Company has an authorized share capital of PKR. 10 Million (Pak Rupees Ten Million only), which is required to be increased up to PKR. 1.25 Billion (One Billion Two Hundred and Fifty 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 1.25 Billion (One Billion Two Hundred and Fifty Million only) divided into 125,000,000 (One Hundred and Twenty-Five 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 05 September 2023.

The directors of the Company have no personal interest in the resolutions pertaining to Item No.3 except in their capacity as shareholders of the Company to the extent of their respective shareholding.

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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 change of name by the company	The Company has undergone through a change of control and management and is now a part of the Supernet Group.
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 change of name is due to diversification of main business activities or entering a new geography etc. 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 V: <i>"The Capital of the Company is Rs.10,000,000 (Rupees Ten million) divided into 1,000,000 ordinary shares of Rs.10 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>	Clause I: <i>"The name of the Company is Supernet Technologies Limited"</i> Clause V: <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>
• 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. The Board of the Company confirm that the proposed alterations are in line with the applicable provisions of the law and regulatory framework.	

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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

<u>COMPARATIVE STATEMENT OF THE CHANGES IN THE ARTICLES OF ASSOCIATION</u>	
Existing Article of the Articles of Association	Article of the Articles of Association after alterations
Article 2(a): "The name of the Company is Hallmark Company Limited "	Article 2(a): "The name of the Company is Supernet Technologies Limited "
Article 5: "The authorized Capital of the Company shall be Rs. 10,000,000/- divided into 1,000,000 shares of Rs. 10 each."	Article 5: "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 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.	



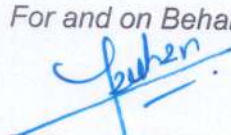
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MATERIAL FACTS TO BE DISCLOSED AS REQUIRED BY CLAUSE A (9) OFSRO 423(I)/2018 DATED APRIL 03, 2018 REGARDING ALTERATION IN AUTHORIZED SHARE CAPITAL

<u>S. No.</u>	<u>Facts to be disclosed</u>	<u>Facts</u>
1.	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..
2.	Existing authorized share capital	The existing authorized share capital of the Company is PKR. 10,000,000/- (Pak Rupees Ten Million) divided into 1,000,000 (One million) ordinary shares of PKR. 10/- each.
3.	Amount with which authorized share capital is proposed to be increased	The authorized share capital of the Company is being increased by PKR. 1,240,000,000/- (Pak Rupees One Billion Two Hundred and Forty Million) divided into 124,000,000 (One hundred and twenty-four million) ordinary shares of PKR. 10/- each. Thereafter, the authorized share capital of the Company shall be 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

For and on Behalf of Hallmark Company Limited


Muhammad Farhan Saeed
Company Secretary



Dated: 05 September 2023 at Karachi

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