



**The General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi.

01 December 2023

**Subject: Material Information**

Dear Sir,

Further to our disclosure of material information vide our letter dated November 24, 2023 and pursuant to the requirements of Sections 96 and 109 of the Securities Act, 2015 and clause 5.6.1(a) of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the following information:

Supernet Infrastructure Solutions (Private) Limited ("**SIS**") has transferred its entire shareholding of Hallmark Company Limited ("**Hallmark**") (i.e. 314,220 shares of PKR. 10/- each face value, constituting 62.84% of the issued and paid up capital of Hallmark) to Telecard Limited (the "**Company**"), its ultimate holding company, pursuant to the Share Purchase Agreement dated November 23, 2023.

A detailed Schedule – II disclosure under Section 109(2) of the Securities Act, 2015 read with Regulation 4(1) of the Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 by the Company is annexed herewith.

You may please inform the TRE Certificate Holders of the Exchange, accordingly.

Regards,  
For **Telecard Limited**

**Waseem Ahmad**  
Director / Company Secretary



Enclosure: As above

**Copy to:** **Executive Director / HOD**  
Offsite-II Department | Supervision Division  
Securities and Exchange Commission of Pakistan  
63, NIC Building, Jinnah Avenue, Blue Area  
Islamabad

TELECARD LIMITED

Corporate Office: World Trade Center, 10, Kh. Roomi, Block-5, Clifton, Karachi-75600  
PABX: (92-21) 38330000 UAN: 111-222-123 Fax: (92-21) 35867850  
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**SCHEDULE II**  
**Disclosure under section 109 (2) of the Act**

**[Regulation 4(1)]**

(i) **The Manager Director**  
Pakistan Stock Exchange  
Stock Exchange Building – Road  
Karachi.

**Date: 01 December 2023**

(ii) **The Chief Executive Officer**  
Hallmark Company Limited  
4<sup>th</sup> Floor Tower – B, World Trade Center  
Block – 5, Clifton, Karachi

(iii) **Securities and Exchange Commission of Pakistan**  
NIC Building, 63 Jinnah Avenue  
Blue Area, Islamabad

**Subject: Disclosure of exempted Transactions pursuant to section 109 of the Securities Act, 2015**

**Part-A**

1. It is reported pursuant to Section 109 of the Securities Act, 2015 read with regulation 4 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017, that we, **Telecard Limited** have acquired on 01 December 2023 **314,220** i.e. **62.84%** shares of **Hallmark Company Limited** at the rate of **PKR. 47.74/-** per share, through **Share Purchase Agreement dated 23 November 2023**. This transaction does not attract part IX of the Act (except reporting) in terms of section 109(1)(h)(iii) of the Act.
2. Before this acquisition we were holding **no shares i.e. 0%** shares of the Company. After abovementioned acquisition our total shareholding in the company is **314,220** shares, which represent **62.84%** of the total issued voting shares of the company.





### Part-B Particulars of the Acquirer

[This list is not intended to be exhaustive. The acquirer must disclose any information which is important to the shareholders of the company of which the shares have been acquired]

#### 3. If acquirer is a company etc.

|      |   |   |
|------|---|---|
| i.   | Name and registered address of the acquirer                                 | <b>Telecard Limited</b><br>Registered Office: 75 – East, Blue Area, Fazal – e – Haq Road, Islamabad.  |
| ii.  | CUIN or in the case of a foreign company its registration number.           | <b>I – 01041</b>  |
| iii. | Date of incorporation   | <b>29<sup>TH</sup> October 1992</b>   |
| iv.  | Jurisdiction of incorporation.  | <b>Islamabad, Pakistan</b>  |
| v.   | The authorized and issued share capital                                     | <b>Authorized Capital: PKR. 4,000,000,000/-</b><br><b>Issued Share Capital: PKR. 3,386,250,000/-</b>  |
| vi.  | Names and addresses of sponsors or persons having control over the acquirer | <b>The Board of Directors has complete control over acquirer.(Names mentioned below)</b>  |
| vii. | Names and addresses of board of directors of acquirer.                      | <ul style="list-style-type: none"> <li>• <b>Syed Muhammad Pervez Sadiq – Chairman</b><br/>Address: 7<sup>th</sup> Floor, Tower A, World Trade Center, Block 5, Clifton, Karachi.</li> <li>• <b>Syed Aamir Hussain – CEO / Director</b><br/>Address: 7<sup>th</sup> Floor, Tower A, World Trade Center, Block 5, Clifton, Karachi.</li> <li>• <b>Mr. Waseem Ahmad – Director</b><br/>Address: 7<sup>th</sup> Floor, Tower A, World Trade Center, Block 5, Clifton, Karachi.</li> <li>• <b>Syed Hashim Ali – Director</b><br/>Address: 7<sup>th</sup> Floor, Tower A, World Trade Center, Block 5, Clifton, Karachi.</li> <li>• <b>Mr. Asad Mujtaba Naqvi – Director</b><br/>Address: 7<sup>th</sup> Floor, Tower A, World Trade Center, Block 5, Clifton, Karachi.</li> <li>• <b>Ms. Fabzia Ahsen – Director</b><br/>Address: 7<sup>th</sup> Floor, Tower A, World Trade Center, Block 5, Clifton, Karachi.</li> </ul> |

### Part – C

#### Particulars of persons acting in concert (vide section 108(d) of the Act)

(i) In case of company, all details at Para 3.





## 1) Supernet Infrastructure Solutions (Private) Limited (“SIS”)

|      |  |  |
|------|--|--|
| i.   | Name and registered address of SIS                                 | <b>Supernet Infrastructure Solutions (Private) Limited</b><br>Registered Office: 9 <sup>th</sup> Floor, Tower – A, World Trade Center<br>10, Block – 05, Clifton, Karachi. |
| ii.  | CUIN or in the case of a foreign company its registration number.  | <b>0145479</b>   |
| iii. | Date of incorporation  | <b>13<sup>th</sup> January, 2020</b>   |
| iv.  | Jurisdiction of incorporation.                                     | <b>Karachi, Pakistan</b>   |
| v.   | The authorized and issued share capital                            | <b>Authorized Capital: PKR. 100,000,000/-</b><br><b>Issued Share Capital: PKR. 41,000,000/-</b>  |
| vi.  | Names and addresses of sponsors or persons having control over SIS | <b>Supernet Limited</b> (Holding Company of SIS)<br><br>Address: 75 – East, Blue Area, Fazal – e – Haq Road, Islamabad.  |
| vii. | Names and addresses of board of directors of SIS                   | <ul style="list-style-type: none"> <li>• <b>Mr. Jamal Nasir Khan – CEO / Director</b></li> <li>• <b>Syed Imran Haider Jaffery – Director</b></li> </ul>                    |

## 2) Supernet Limited (“SNL”)

|      |  |   |
|------|--|---|
| i.   | Name and registered address of SNL                                 | <b>Supernet Limited</b><br>Registered Office: 75 – East, Blue Area, Fazal – e – Haq Road, Islamabad.  |
| ii.  | CUIN or in the case of a foreign company its registration number.  | <b>I – 01656</b>  |
| iii. | Date of incorporation  | <b>14<sup>th</sup> March 1995</b>   |
| iv.  | Jurisdiction of incorporation.                                     | <b>Islamabad, Pakistan</b>  |
| v.   | The authorized and issued share capital                            | <b>Authorized Capital: PKR. 1,500,000,000/-</b><br><b>Paid – Up Capital: PKR. 1,234,444,550/-</b>   |
| vi.  | Names and addresses of sponsors or persons having control over SNL | <b>Telecard Limited</b> (Holding Company of SNL)<br><br>Address: 75 – East, Blue Area, Fazal – e – Haq Road, Islamabad.   |
| vii. | Names and addresses of board of directors of SNL                   | <ul style="list-style-type: none"> <li>• <b>Syed Aamir Hussain – Chairman</b><br/>Address: 7<sup>th</sup> Floor, Tower A, World Trade Center, Block 5, Clifton, Karachi.</li> <li>• <b>Mr. Jamal Nasir Khan – CEO / Director</b><br/>Address: 9<sup>th</sup> Floor, Tower B, World Trade Center, Block 5, Clifton, Karachi.</li> <li>• <b>Mr. Waseem Ahmad – Director</b><br/>Address: 7<sup>th</sup> Floor, Tower A, World Trade Center, Block 5, Clifton, Karachi.</li> <li>• <b>Syed Hashim Ali – Director</b><br/>Address: 7<sup>th</sup> Floor, Tower A, World Trade Center, Block 5, Clifton, Karachi.</li> <li>• <b>Mr. Asad Mujtaba Naqvi – Director</b></li> </ul> |



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|  |  |   |
|--|--|---|
|  |  | <p>Address: 7<sup>th</sup> Floor, Tower A, World Trade Center, Block 5, Clifton, Karachi.</p> <ul style="list-style-type: none"><li>• <b>Mr. Ahmer Qamar – Director</b><br/>Address: 9<sup>th</sup> Floor, Tower B, World Trade Center, Block 5, Clifton, Karachi</li><li>• <b>Ms. Naeen Ahmed – Director</b><br/>Address: 9<sup>th</sup> Floor, Tower B, World Trade Center, Block 5, Clifton, Karachi</li></ul> |
|--|--|---|

- (ii) Number of shares held by the person acting in concert: Prior to the acquisition reported in Part A above, **Supernet Infrastructure Solutions (Private) Limited** directly held **314,220 i.e. 62.84% shares** of Hallmark Company Limited (target company) and **Supernet Limited** directly held **nil (i.e. 0%)** shares of Hallmark Company Limited (target company).

#### Part-D

Detail, if the Acquirer / person acting in concert has representation on the board of directors of the target company

| S. No. | Name of Common Directors of Acquirer/Target Company/ Person Acting in Concert | Address  | CNIC No.        |
|--------|---|--|-----------------|
| 1.     | Syed Aamir Hussain  | 7 <sup>th</sup> Floor, Tower A, World Trade Center, Block – 5, Clifton, Karachi. | 42201-1836750-5 |
| 2.     | Mr. Waseem Ahmad  | 7 <sup>th</sup> Floor, Tower A, World Trade Center, Block – 5, Clifton, Karachi. | 42000-0564586-5 |
| 3.     | Syed Hashim Ali   | 7 <sup>th</sup> Floor, Tower A, World Trade Center, Block – 5, Clifton, Karachi. | 42201-3825075-1 |
| 4.     | Mr. Jamal Nasir Khan  | 9 <sup>th</sup> Floor, Tower B, World Trade Center, Block – 5, Clifton, Karachi. | 42101-1836572-3 |
| 5.     | Syed Imran Haider Jaffery   | 9 <sup>th</sup> Floor, Tower B, World Trade Center, Block – 5, Clifton, Karachi. | 42101-1780542-9 |
| 6.     | Mr. Asad Mujtaba Naqvi  | 7 <sup>th</sup> Floor, Tower A, World Trade Center, Block – 5, Clifton, Karachi. | 42000-8658870-1 |
| 7.     | Ms. Fabzia Ahsen  | 7 <sup>th</sup> Floor, Tower A, World Trade Center, Block – 5, Clifton, Karachi. | 42301-0786781-6 |

Signature

Designation **Director / Company Secretary**

Date: 01 December 2023

Website address of the acquirer in case of company: [www.telecard.com.pk](http://www.telecard.com.pk)



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