



**HALLMARK
COMPANY LIMITED**

20 December 2023

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Karachi

**Subject: Certified True Copy of Board Resolution Passed by Circulation dated 19
December 2023**

Dear Sir,

In accordance with clause 5.6.9(b) of the Pakistan Stock Exchange Rule Book, we are pleased to submit certified true copy of the Board Resolutions passed by the Board of Directors of Hallmark Company Limited on 19 December 2023.

Regards,

Muhammad Farhan Saeed
Company Secretary



Enclosure: As above.

HALLMARK COMPANY LIMITED

Registered Office: 4th Floor, Tower B, World Trade Center, Khayaban-e-Roomi, Block – 5, Clifton, Karachi, Sindh 75600

Phone: +92-21-38553750 www.hiclpk.com



Extract of Resolution by Circulation No. 08
Acquisition of majority shareholding of Supernet Limited subject to the shareholders' approval pursuant to Section 208 and 199 of the Companies Act, 2017

WHEREAS as part of the ongoing group reorganization, Hallmark Company Limited (the "Company") intends to acquire up to 81.18% of the issued and paid-up share capital of Supernet Limited ("Supernet") held by Telecard Limited ("Telecard"), thereafter, Supernet shall become the direct subsidiary of the Company and indirect subsidiary of Telecard ("Proposed Transaction").

AND WHEREAS the Company and Telecard are related parties, and the Proposed Transaction shall constitute a related party transaction for the purposes of Section 208 of the Companies Act, 2017 ("**Companies Act**"). Accordingly, the information in Annexure 'A' attached hereto is provided to the Board of Directors (the "**Board**"), in compliance with the requirements of the Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018.

AND WHEREAS the Proposed Transaction involves the investment by the Company in an associated company. Accordingly, the approval of the Company's shareholders is required pursuant to the provisions of Section 199 of the Companies Act.

AND WHEREAS majority of the directors of the Company have an interest in the Proposed Transaction. As such, in accordance with the provisions of Section 207 and 208 of the Companies Act, the Board is unable to vote on or take a decision in respect of the Proposed Transaction.

AND WHEREAS notwithstanding the interest of the directors of the Company as mentioned above, for the purposes of ensuring compliance with the requirements of 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 has conducted necessary due diligence for the Proposed Transaction.

The directors are therefore requested to convene a meeting of the shareholders in accordance with the provisions of Section 133 of the Companies Act and are accordingly requested to pass the following resolutions:

"RESOLVED THAT a meeting of the shareholders of the Company be convened in accordance with and for the purposes of Section 208 and Section 199 of the Companies Act, to obtain the approval of the shareholders of the Company for the Proposed Transaction, by way of a special resolution, and that all necessary notices and documents be prepared and sent to all shareholders of the Company in accordance with the Companies Act and other applicable laws."

"FURTHER RESOLVED THAT Mr. Waseem Ahmad being Chief Executive Officer or Mr. Muhammad Farhan Saeed being Company Secretary of the Company, be and are hereby singly authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary 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 aforesaid resolutions."

Certified by

Muhammad Farhan Saeed
Company Secretary



Dated: 19 December 2023

HALLMARK COMPANY LIMITED

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ANNEXURE A

INFORMATION PERTAINING TO THE RELATED PARTY TRANSACTION

S. No.	Description	Information Required																		
(a)	Name of related party:	Telecard Limited																		
(b)	Names of the interested or concerned persons or directors:	<ol style="list-style-type: none"> 1. Syed Aamir Hussain (Director) 2. Mr. Waseem Ahmad (Director) 3. Syed Hashim Ali (Director) 4. Mr. Asad Mujtaba Naqvi (Director) 5. Ms. Fabzia Ahsen (Director) 																		
(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: auto; margin-right: auto;"> <thead> <tr> <th>Sr. No.</th> <th>Name of Director</th> <th>No. of Shares in Telecard</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>	Sr. No.	Name of Director	No. of Shares in Telecard	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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(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.																		

