

**HALLMARK
COMPANY LIMITED**

27 March 2024

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

Subject: DISCLOSURE OF MATERIAL INFORMATION

Dear Sir,

Further to the disclosure of material information vide our letters dated 20 December 2023 and 15 February 2024 and in accordance with Sections 96 and 131 of the Securities Act, 2015 and paragraph 5.6.1. (a) of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the following information:

Hallmark Company Limited ("**Company**") has acquired the 1st Tranche of shareholding of Telecard Limited ("**Telecard**") in Supernet Limited ("**Supernet**") (i.e. 62,956,672 shares constituting 51% of the issued and paid-up capital of Supernet), from Telecard in accordance with the terms of the Share Purchase Agreement dated 15 February 2024.

A disclosure form is attached herewith. PSX may please inform the Trading Right Entitlement Certificate Holders of PSX, accordingly.

A detailed Schedule – II disclosure, as required 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 also annexed herewith.

Regards,

Muhammad Farhan Saeed
Company Secretary

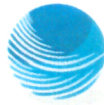


Enclosure: As above.

CC: **Director / HOD**
Surveillance, Supervision and Enforcement Department
Securities & Exchange Commission of Pakistan
NIC Building, Jinnah Avenue, Blue Area,
Islamabad.

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



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Annexure – ‘A’

DISCLOSURE FORM

IN TERMS OF SECTIONS 96 AND 131 OF THE SECURITIES ACT, 2015

| | |
|--|--|
| Name of Company: | Hallmark Company Limited |
| Date of Report: | 27 March 2024 |
| Contact Information: | Contact No.: (+92-21) 38553750 Email Address: hallmark@corporate.super.net.pk |
| Disclosure of inside information by the Company in terms of Securities Act, 2015 | Hallmark Company Limited (“ Company ”) has acquired the 1 st Tranche of shareholding of Telecard Limited (“ Telecard ”) in Supernet Limited (“ Supernet ”) (i.e. 62,956,672 shares constituting 51% of the issued and paid-up capital of Supernet), from Telecard in accordance with the terms of the Share Purchase Agreement dated 15 February 2024. |



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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: 27 March 2024

(ii) **The Chief Executive Officer
Supernet Limited**
75 – East, Blue Area, Fazal-e-Haq Road
Islamabad.

(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

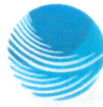
1. It is reported pursuant to Section 109 of the Securities Act, 2015 read with regulation 4 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017, that we, Hallmark Company Limited, have acquired on 27 March 2024, 62,956,672 (Sixty Two Million Nine Hundred Fifty-Six Thousand Six Hundred Seventy Two) i.e. 51% shares of Supernet Limited at the rate of PKR 13.06/- (Pak Rupees Thirteen and Six Paise) per share, pursuant to the Share Purchase Agreement dated 15 February 2024. 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 62,956,672 (Sixty-Two Million Nine Hundred Fifty-Six Thousand Six Hundred Seventy-Two) shares, which represents 51% of the total issued voting shares of the company.

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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]

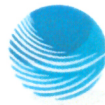
3. If acquirer is a company etc.

| | | |
|------|---|--|
| i. | Name and registered address of the acquirer | Hallmark Company Limited Registered Office: 4 th Floor, Tower B World Trade Centre, Block 5, Clifton Karachi. |
| ii. | CUIN or in the case of a foreign company its registration number. | 0009011 |
| iii. | Date of incorporation | 31ST October 1981 |
| iv. | Jurisdiction of incorporation. | Karachi, Sindh, Pakistan |
| v. | The authorized and issued share capital | Authorized Share Capital: PKR. 1,500,000,000/- Issued Share Capital: PKR. 5,000,000/- |
| vi. | Names and addresses of sponsors or persons having control over the acquirer | Telecard Limited Registered Office: 75 – East, Blue Area, Fazal-e-Haq Road, Islamabad. |
| | Names and addresses of board of directors of acquirer. | <ul style="list-style-type: none">• Syed Aamir Hussain Chairman / Non – Executive Director Address: 4th Floor, Tower B World Trade Centre, Block 5, Clifton Karachi.• Mr. Waseem Ahmad Chief Executive Officer / Executive Director Address: 4th Floor, Tower B World Trade Centre, Block 5, Clifton Karachi.• Mr. Jamal Nasir Khan Non – Executive Director Address: 4th Floor, Tower B World Trade Centre, Block 5, Clifton Karachi.• Mr. Imran Haider Jaffery Non – Executive Director Address: 4th Floor, Tower B World Trade Centre, Block 5, Clifton Karachi.• Mr. Asad Mujtaba Naqvi Independent Director Address: 4th Floor, Tower B World Trade Centre, Block 5, Clifton Karachi.• Ms. Naeen Ahmed Non – Executive Director Address: 4th Floor, Tower B World Trade Centre, Block 5, Clifton Karachi.• Ms. Fabzea Ahsen Independent Director Address: 4th Floor, Tower B World Trade Centre, Block 5, Clifton Karachi. |



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Part – C

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

(i) In case of a company, all details at para 3

1) Telecard Limited (“TCL”)

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

(ii) Number of shares held by the person acting in concert: Prior to the acquisition reported in Part A above, **Telecard Limited** directly held **100,216,722** i.e. **81.18% shares** of Supernet Limited.



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Part-D

Details, 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 th Floor, Tower A, World Trade Center, Block – 5, Clifton, Karachi. | 42201-1836750-5 |
| 2. | Mr. Waseem Ahmad | 7 th Floor, Tower A, World Trade Center, Block – 5, Clifton, Karachi. | 42000-0564586-5 |
| 3. | Mr. Jamal Nasir Khan | 9 th Floor, Tower B, World Trade Center, Block – 5, Clifton, Karachi. | 42101-1836572-3 |
| 4. | Mr. Asad Mujtaba Naqvi | 7 th Floor, Tower A, World Trade Center, Block – 5, Clifton, Karachi. | 42000-8658870-1 |
| 5. | Ms. Naeen Ahmed | 9 th Floor, Tower B, World Trade Center, Block – 5, Clifton, Karachi. | 42301-7063735-8 |

Signature

Designation: **Company Secretary**

Date: 27 March 2024



Website address of the acquirer in case of company: www.hiclpk.com

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