



**HALLMARK
COMPANY LIMITED**

Hallmark Company Limited
Suite # 1001, Uni Centre,
10th Floor, I.I. Chundrigar Road,
Karachi, Pakistan.
Off: 021-32414419
021-37011105
Fax: 021-32416288
Email:hallmark@bizcorei.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of **Hallmark Company Limited** will be held on, Saturday, May11, 2019 at 10:30 A.M. at Office # 1005, Uni Centre, 10th Floor, I.I. Chundrigar Road, Karachi to transact the following business:

ORDINARY BUSINESS

1. To elect 07 (Seven) Directors of the Company as fixed by the Board of Directors in their meeting held on April 4, 2019, in accordance with the Section 159(1) of the Companies Act, 2017 for a term of three years commencing from Friday, April 30, 2019. The following are retiring Directors:
 - Mr. Naveed Hamid
 - Mr. Muhammad Farrukh Bashir
 - Mr. Saad Aftab Shamsi
 - Mr. Haris A. Shamsi
 - Mr. Ahtesham Ashraf
 - Mr. S. Muhammad Imran
 - Mr. Zubair Ahmed Khan

All the retiring directors are eligible and consented for reappointment except for Mr. Haris Aftab Shamsi, due to his other professional requirements, has not consented for reappointment. Mr. Abdul Rahim and Mrs. Mehnaz Manzoor, as members of the Company, have communicated their interest to contest in the election.

2. To transact any other business with the permission of the Chairman.

By Order of the Board

Company Secretary

Karachi: April 19, 2019

NOTES:

1. In accordance with the provisions of section 159(1) of the Companies Act, 2017, the number of Directors to be elected has been fixed at 07 (Seven).
2. Any member who seeks to contest the election of Directors, should file with the Company at its registered office not later than 14 (Fourteen) days before the day of the meeting, a notice of his/her intention to offer himself/herself for election as a Director in terms of Section 159(3) of the Companies Act, 2017, along with and comply with the relevant provisions of the listing regulations of Pakistan Stock Exchange.
3. The share transfer book of the Company will remain closed from May 04, 2019 to May 11, 2019 (both days inclusive) for determining the voting rights. Transfers received at M/s. F.D. Registrar Services (SMC-Private) Limited, Office 1705, Saima Trade Tower-A, I.I. Chundrigar Road, Karachi-74000, being the independent Share Registrar of the Company, by the close of business on May 03, 2019, will be treated as in time, to attend the meeting.
4. As Shares of the Company have been inducted in the CDS, therefore, the CDC members are requested to bring with them, their CINC along with Participant's ID numbers and their account numbers at the time of attending the meeting, in order to facilitate identification of the respective members.
5. In case of corporate entity, the 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.
6. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote. Votes may be given either personally or by proxy or by attorney, and in case of a corporation by a representative duly authorized.
7. The instrument of proxy, as per form attached, duly executed should be deposited at the Registrar's Office of the Company at least 48 hours before the time of the meeting.
8. The Shareholders are requested to notify the Company, if there is any change in their addresses, immediately.
9. The individual members who have not yet submitted photocopy of their CNIC/ NTN to the Company/ Share Registrar, are once again reminded to submit the same at the earliest, mentioning the Company name and Folio Number, at our share Registrar's address. The corporate entities are requested to provide their National Tax Number (NTN), and Folio Number with copy of CNIC/ NTN details of the Nominee.
10. Reference is also made to the SECP SRO No. 831(1)/2012 dated July 02, 2012, which mandates that the Dividend Warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. The Members are also requested to kindly provide name of bank and the IBAN (International Bank Account Number), to transfer the dividend online, when announced, and to update the Company's record.
11. The PSX has transferred name of the Company to the normal counter of PSX, and trading shall be commenced, once registration of reasonable share is done with the CDC for book entry, thus all the members are requested to complete the CDC registration process.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Independent Directors shall be elected through election process of Directors, in terms of Section 159 of the Companies Act, 2017, as they shall meet the criteria prescribed under Section 166(2) of the Companies Act, 2017.

The present retiring directors are eligible and consented to be reappointed as Independent Directors of the Company.

PROFILE OF CANDIDATES AND APPOINTMENT OF FEMALE DIRECTOR

Mr. Abdul Rahim

Mr. Abdul Rahim has completed his graduation from Pakistan and having over 32 years of experience in the field of insurance. He has been mainly engaged in the works related to surveys and claims assessment and settlement. He also has expertise in the basic computer programming languages. He had been associated with renowned organizations, like Islamic Arab Insurance Company and Trade Union Insurance & Reinsurance, of Saudi Arabia.

Mrs. Mehnaz Manzoor

Due to the requirement of presence of atleast one female director in the Board of Directors, Mrs. Mehnaz Manzoor, being the Member of the Company, has been suggested as a female Director. She has completed her graduation and has experience of 5 years of a private service, and now she is housewife.

By Order of the Board



COMPANY SECRETARY

Karachi: April 19, 2019

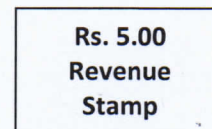
HALLMARK COMPANY LIMITED

Regd. Office: Office # 1001, 10th Floor, Uni Centre, I.I Chundrigar Road, Karachi, Pakistan.
Tel: 021-32414419, 021-37011105 Fax: 021-32416288

Form of Proxy

I/We _____ of _____
_____ being member(s) of **HALLMARK COMPANY LIMITED** and
holder of _____ Ordinary Shares as per Share Register Folio/ CDC Account No. _____
_____ holding CNIC/ Passport No. _____ hereby, appoint
_____ Folio/ CDC Account No. _____ CNIC/ Passport No.
_____ who is also a member of the Company as my/ our proxy to attend
and vote for me/us and on my/ our behalf at the _____ Extraordinary General Meeting of the
Company to be held on Saturday, May 11, 2019 at 10:30 AM and at any adjournment thereof.

Signed this _____ day of _____, 2019.



Witnesses:

Signature: _____
Name: _____
Address: _____
CNIC/ Passport No. _____

Signature: _____
Name: _____
Address: _____
CNIC/ Passport No. _____

IMPORTANT

1. This form of proxy, duly completed and signed, must be deposited at the Company's Registered Office not later than 48 hours before meeting.
2. This form should be signed by the Members or by his/ her attorney duly authorized in writing. If the member is a Corporation, its common seal should be affixed to the instrument.
3. A member entitled to attend and vote at the meeting may appoint any other member as his/ her proxy to attend and vote on his/ her behalf except that a corporation may appoint a person who is not a member.

For CDC Account Holders/ Corporate Entities

In addition to the above, following requirements have to be met:

1. The proxy form shall be witnessed by two persons whose names, address and CNIC/ Passport No. shall be mentioned on the form.
2. Attested copies of CNIC/ Passport of the beneficial owner and the proxy shall be furnished with the proxy form.
3. The proxy shall produce his/ her original CNIC/ Passport at the time of the meeting.
4. In case of corporate entity, the Board of Directors' resolution/ power of attorney with specimen signature shall be submitted (unless it has been provided earlier) alongwith proxy form of the Company.