

316, Cotton Exchange Building,  
I.I.Chundrigar Road, Karachi (Pakistan)  
UAN:92 021 111000100 Fax: 92 021 32416705  
E-mail: [contact@sapphiretextiles.com.pk](mailto:contact@sapphiretextiles.com.pk)

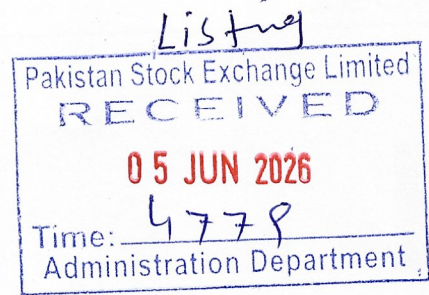


**Sapphire Fibres Limited**

1<sup>st</sup> floor Tricon Corporate Centre, 73-E  
Main Jail Road, Gulberg-II, Lahore (Pakistan)  
UAN: 92 042 111 000 100 Fax:92 042 35758783, 35713753

May 18, 2026

Mr. Wasim A. Sattar  
Assistant General Manager Listing  
Pakistan Stock Exchange Limited  
Stock Exchange Building,  
Karachi.



**Scheme of Arrangement for Amalgamation of Reliance Cotton Spinning Mills Limited with and into  
Sapphire Fibres Limited**

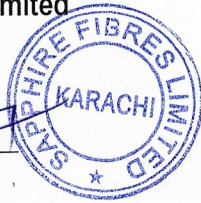
Dear Sir

This has reference to your letter No. PSX/C-608-59 dated January 12, 2026 regarding the captioned matter. In this respect, please find attached the following documents:

- 1) Certified true copy of Form-3 i.e. Return of Allotment regarding allotment of 4,199 353 ordinary shares of Rs.10/- each of Sapphire Fibres Limited (SFL) to the shareholders of Reliance Cotton Spinning Mills Limited (RCSML)
- 2) Auditors' certificate confirming the increase in paid up capital of SFL subsequent to merger
- 3) Revised Free- Float details of SFL subsequent to amalgamation

For and on behalf of  
**Sapphire Fibres Limited**

**Rameez Ghausi**  
Company Secretary



The Board of Directors,  
Sapphire Fibres Ltd.,  
2<sup>nd</sup> Floor,  
Tricon Corporate Tower,  
Jail Road,  
Lahore,

**AUDITORS' CERTIFICATE OF REVISED SHARE CAPITAL OF SAPPHIRE  
FIBRES LIMITED AFTER ISSUANCE OF SHARES AS PER SCHEME OF  
ARRANGEMENT APPROVED BY THE HONORABLE HIGH COURT OF SINDH**

Respected Madam and Dear Sirs,

**Scope of Certificate**

We, being the statutory auditors of Sapphire Fibres Limited (SFL) - the Issuer / the Transferee Company, have been requested to provide you with a certificate on the revised share capital of SFL after issuance of shares as per the Scheme of Arrangement for merger of Reliance Cotton Spinning Mills Limited (RCSML) with in / in SFL, as required under the Central Depository Company of Pakistan Limited (CDC) Regulations.

**Management Responsibility**

It is the management's responsibility to ensure compliance with all the provisions of the CDC Regulations and to provide all the underlying information as described in the scope above to the auditor certifying the same.

**Auditor's Responsibility**

Our responsibility is to certify the compliance of the requirements of the CDC Regulations in accordance with the "Guidelines for Issue of Certificates for Special Purpose by Practicing Chartered Accountant Firms" issued by the Institute of Chartered Accountants of Pakistan.

*SKZ*

**Certificate**

In Compliance with the CDC Procedures, we being the statutory auditors of SFL certify the following:

The SFL shareholding in RCSML (i.e. 153,618 as per the record of share registrar) has been cancelled.

No. of Shares of RCSML outstanding before merger	10,652,000
Less: Shares of RCSML held by SFL	(153,618)
<b>No. of Shares Outstanding of RCSML</b>	<b>10,498,382</b>
SWAP Ratio (No. of Shares of SFL against every One share of RCSML)	0.40
No. of shares of SFL to be issued to the shareholders of RCSML	4,199,353

The revised share capital of the SFL after issuance of shares to the shareholders of RCSML as per scheme of arrangement is as under:

Particular	Physical	CDC	Total
	No. of Shares		
Paid-up share capital before merger	14,228,370	6,443,505	20,671,875
Issuance of shares under the approved Scheme of Arrangement	2,877,386	1,321,967	4,199,353
Paid-up share capital after merger	17,105,756	7,765,472	24,871,228

- That all requirements as per section 282 of the Companies Act, 2017 have been ensured by the Company;
- That all requirements with regard to allotment of shares in the name of CDC, in respect of CDC shares, have been fulfilled by the Issuer;
- That no conditions have been imposed by the Honorable High Court of Sindh at Karachi with respect to issuance of shares under the Scheme of Arrangement; and
- That all the assets, rights, liabilities and obligations of RCSML have been amalgamated with, transferred to, and vested with in the Transferee Company i.e. SFL with effect from March 31, 2026 pursuant to the Scheme of Arrangement approved by the Honorable High Court of Sindh at Karachi by virtue of the Court order JCM No. 48 of 2025. The effect of transfer of all moveable and / or immoveable assets and liabilities and issuance of shares by the SFL to the shareholders of RCSML will be reflected in the subsequent financial statements of the SFL in due course.

*SK*

**Restriction on Use and Distribution**

This certificate is issued as requirement under the CDC Regulations and shall not be used or distributed for any other purpose. This certificate is restricted to the facts stated herein.

Yours truly,

*Shinewing Hameed Chaudhri & Co.*

SHINEWING HAMEED CHAUDHRI & CO.,  
CHARTERED ACCOUNTANTS