

**Offer Letter**

Dated: 14/07/2023

To: [Name of eligible shareholder]

**Subject: Purchase of shares of Hallmark Company Limited**

Dear Sir/Madam,

1. In pursuance of the public announcement of offer made by us and published in the Daily Business Recorder and Daily Nawa e Waqt on May 31<sup>st</sup>, 2023 this is to inform you that we intend to acquire control of the target company, namely Hallmark Company Limited. Therefore, we are making an offer to you for the acquisition of your ..... [number of shares] of the Hallmark Company Limited.
2. In pursuance of my obligations under the Securities Act, 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 you are hereby, being made an offer to sell your ..... [number of shares] of Hallmark Company Limited at Rs. 47.74 per share to Supernet Infrastructure Solutions Private Limited (the "Acquirer"). The public announcement of offer containing detailed information can be viewed at the website i.e. <http://superinfra.pk/> and [www.topline.com.pk](http://www.topline.com.pk)
3. The offer is valid until 1700 hours PST on Monday, July 24<sup>th</sup>, 2023. You may accept the offer between 0900 hours PST on Tuesday, July 18<sup>th</sup> to 1700 hours PST on Monday, July 24<sup>th</sup>, 2023 by tendering your shares to the manager to the offer in the following CDC Account.

**CDC Account Details:**

CDC Account Title: Manager to the Offer – Hallmark Company Limited

CDC Participant ID: 07419

CDC Account No: 28625

Transaction Reason Code:

- For Intra Account – A021

- For Inter Account – P015

4. All payments be payable in form of cash or through demand draft or pay order or cheque or any other banking instrument against shares accepted by the acquirer will be made within a period of not more than 10 days from date of closure of the acceptance period.
5. In case of any query regarding the public announcement of offer, you may contact the acquirer or the manager to the offer at the following address:

<b>Acquirer:</b>	<b>Manager to the Offer</b>
Supernet Infrastructure Solutions Private Limited	Topline Securities Limited
9 <sup>th</sup> Floor, Tower B, World Trade Center 10, Khayaban – e – Roomi, Block – 05, Clifton, Karachi	801, 8th Floor, Horizon Tower, Khayaban e Saadi, Block 3, Clifton, Karachi
Phone: +92 21 38330000 Ext. 2700, 2701 & 2702 : +92 21 38550000	Phone: +92 21 35303339 Ext. 151 Fax: +92 21 35303349
Email: <a href="mailto:waseem.ahmad@corporate.super.net.pk">waseem.ahmad@corporate.super.net.pk</a> : <a href="mailto:ghufran.shaheer@corporate.super.net.pk">ghufran.shaheer@corporate.super.net.pk</a> : <a href="mailto:farhan_saeed@corporate.super.net.pk">farhan_saeed@corporate.super.net.pk</a>	Email: <a href="mailto:cf@topline.com.pk">cf@topline.com.pk</a>

The Acquirer and its directors, accept all responsibility for the information contained in this offer letter.

For and on behalf of  
Supernet Infrastructure Solutions Private Limited



**Waseem Ahmad**

## ACCEPTANCE LETTER

The Manager to the Offer  
 Topline Securities Limited  
 8th Floor, Horizon Tower,  
 Plot # 2/6 Block-3, Clifton, Karachi  
 Tel: +9221-35303330

**Subject: Irrevocable Acceptance of Offer to Purchase Shares of Hallmark Company Limited (“HCL” or the “Company”)**

Dear Sir,

Reference is made to the Offer Letter dated 14/07/2023 (“Offer Letter”) received from Topline Securities Limited (“**Manager to the Offer**”) on behalf of Supernet Infrastructure Solutions (Pvt.) Limited (hereinafter referred to as the “**Acquirer**”) pursuant to the Public Announcement of Offer made by the Acquirer to purchase **92,890** ordinary shares (representing 18.578% of the total issued and paid up ordinary share capital of Hallmark Company Limited.)

I / we, the undersigned, do hereby communicate my / our Irrevocable Acceptance of the offer made by the Acquirer with respect to the sale to the Acquirer of the shares of HCL tendered below (“tendered shares”) at PKR 47.74 per ordinary share (the “Offer Price”) on the terms and conditions set out in the Offer Letter and the Securities Act, 2015 (the “**Act**”) and The Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (“**Takeover Regulations**”).

Details of my/our shareholding in the Company is / are as under

1. Shareholder Details	1.1. Joint Registered Holders (if any)
Name: _____ (As shown on the share certificate/CDC account title )	1. Name: _____ (As shown on the share certificate/CDC account title)
Address: _____ _____ _____	2. Name: _____ (As shown on the share certificate/CDC account title)
Telephone #: _____	
Email: _____ CNIC/ NTN No. _____ (CNIC No. for individuals and NTN No. for corporates)	
UIN No. _____ (For Corporates only)	
2. Share Details	
a) No. of shares to be tendered	
b) Form of Shares (Please tick and fill the appropriate boxes)	

Physical Shares <input type="text"/>	Folio# <input type="text"/>	Certificate# <input type="text"/>
CDC <input type="text"/>	Participant ID – Sub Account # <input type="text"/>	Investor Account# <input type="text"/>
<b>Bank Account Details</b>		
Account Title Branch IBAN Number		
<b>3. Signatures</b>		
Signatures of Individuals or Director/Secretary along with company stamp for Companies		
1. _____ 2. _____ 3. _____		
<b>4. Required documents to be attached with Letter of Acceptance</b>		
a) For Individual Applicants		
1. An attested copy of Computerized National Identity Card		<input type="checkbox"/>
2. Original Share Certificate and verified Transfer Deeds (for physical shares only) (attached as Annexure-A)		<input type="checkbox"/>
3. Share splitting authorization letter (for physical shares only) (attached as Annexure-B)		<input type="checkbox"/>
4. Authority Letter to pick-up excess shares through a representative (for physical shares only) (attached as Annexure-C) (if a separate person is to be given authority)		<input type="checkbox"/>
5. Copy of CDC transfer slips (for CDC Shares only)		<input type="checkbox"/>
b) For Corporate Applicants		
1. Certified Memorandum and Articles of Association		<input type="checkbox"/>
2. A certified copy of Certificate of Incorporation		<input type="checkbox"/>
3. Certified copies of Computerized National Identity Card(s) of the signatories		<input type="checkbox"/>
4. Certified copy of Board Resolution authorizing persons to sell the shares with specimen signature of such authorized persons		<input type="checkbox"/>
5. Original Share Certificates and verified Transfer Deeds (for physical shares only) (attached as Annexure-A)		<input type="checkbox"/>
6. Share splitting authorization letter (for physical shares only) (attached as Annexure-B).		<input type="checkbox"/>
7. Authority Letter to pick-up excess shares through a representative (for physical shares only) (attached as Annexure-C) (if a separate person is to be given authority)		<input type="checkbox"/>
8. Copy of CDC Transfer Slips (for CDC shares only)		<input type="checkbox"/>
9. Copy of NTN Certificate		<input type="checkbox"/>
		<input type="checkbox"/>
		<input type="checkbox"/>

I/We confirm understand and acknowledge that if this Letter of Acceptance is furnished without the requisite documents, the same may be rejected by the Manager to the Offer as being incomplete and invalid.

**ANNEXURE A  
TRANSFER DEED**

**\*\*only to be filled by Shareholders submitting physical shares \*\***

Folio No. \_\_\_\_\_ Application No. \_\_\_\_\_ Certificate/s No. \_\_\_\_\_

**Form of Transfer of Shares  
(First Schedule to the Companies Act, 2017)**

**The Company Secretary**  
Hallmark Company Limited  
Karachi

I/We \_\_\_\_\_ s/d/w/o \_\_\_\_\_ r/o \_\_\_\_\_  
(hereinafter called "the transferor") in consideration of the sum of rupees \_\_\_\_\_ paid to me / us by  
\_\_\_\_\_ s/d/w/o  
\_\_\_\_\_ r/o \_\_\_\_\_ hereinafter called  
the transferee(s), do hereby transfer to the said transferee(s) \_\_\_\_\_ the  
\_\_\_\_\_ share (or shares) with distinctive numbers from \_\_\_\_\_ to  
\_\_\_\_\_ inclusive, in the \_\_\_\_\_ to hold unto the said transferee(s), his / her / their executor(s),  
administrator(s) and assigns, subject to the several conditions on which I / we held the same at the time of execution hereof, and I / we the said transferee(s), do hereby  
agree to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands this \_\_\_\_\_ day of \_\_\_\_\_

Signature \_\_\_\_\_  
Transferor (seller)  
Full Name \_\_\_\_\_  
Father's / Husband's Name \_\_\_\_\_  
CNIC no. \_\_\_\_\_

*Enclosed: Photocopy of CNIC*  
(in case of foreigner, Passport #) \_\_\_\_\_  
Nationality \_\_\_\_\_  
Occupation \_\_\_\_\_  
Residential Address \_\_\_\_\_

Cell No \_\_\_\_\_  
Landline \_\_\_\_\_  
Email Address- \_\_\_\_\_

Witness 1  
Signature \_\_\_\_\_ Dated \_\_\_\_\_  
Name: \_\_\_\_\_  
CNIC: \_\_\_\_\_

*Enclosed: Photocopy of CNIC*  
Full Address: \_\_\_\_\_

Signature \_\_\_\_\_  
Transferee (buyer)  
Full Name \_\_\_\_\_  
Father's / Husband's Name \_\_\_\_\_  
CNIC no. \_\_\_\_\_

*Enclosed: Photocopy of CNIC*  
(in case of foreigner, Passport #) \_\_\_\_\_  
Nationality \_\_\_\_\_  
Occupation \_\_\_\_\_  
Residential Address \_\_\_\_\_

Cell No \_\_\_\_\_  
Landline \_\_\_\_\_  
Email Address \_\_\_\_\_

Witness 2  
Signature \_\_\_\_\_ Dated \_\_\_\_\_  
Name: \_\_\_\_\_  
CNIC: \_\_\_\_\_

*Enclosed: Photocopy of CNIC*  
Full Address: \_\_\_\_\_

Bank Account Details of Transferee for Payment of Cash Dividend (Mandatory in case of a listed company or optional for any other company) It is requested that all my cash dividend amounts declared by the company, may be credited into the following bank account:

Transferee Details	
International Bank Account Number (IBAN) - Mandatory	PK
Bank's Name	
Branch Name and Address	

It is stated that the above mentioned information is correct and that I will intimate the changes in the above mentioned information to the Company and the concerned Share Registrar as soon as these occur.

\_\_\_\_\_  
**Signature of Transferee(s)**

**“Annexure B”**

*Share splitting Authorization Letter*

**\*\*Only to be filled by shareholders submitting physical shares\*\***

Date: \_\_\_\_\_

The Manager to the Offer  
Topline Securities Limited  
8th Floor, Horizon Tower,  
Plot # 2/6 Block-3, Clifton, Karachi  
Tel: +9221-35303330

**Subject: Public Offer Authorization to split Shares Certificate(s)**

Dear Sir,

Pursuant to my irrevocable acceptance, with respect to the Public Offer by Supernet Infrastructure Solutions (Pvt.) Limited (hereinafter referred to as the “**Acquirer**”) to purchase ordinary shares of Hallmark Company Limited (“**HCL**” or the “**Company**”), submitted to Topline Securities Limited (“**TSL**”) as the Manager to the Offer, please find enclosed herewith \_\_\_\_\_ shares of HCL in physical form. If the Public Offer is oversubscribed, I/we authorize you to split the share certificates pro-rata in the denominations determined by Topline Securities Limited.

**Share Certificate Number to be Split** \_\_\_\_\_<sup>1</sup>

**Total Shares to be allocated to Acquirers** \_\_\_\_\_

**Total Shares to be returned to me/us** \_\_\_\_\_

**Name (s):** \_\_\_\_\_

**Signature(s):** \_\_\_\_\_

**Folio #:** \_\_\_\_\_

*Enclosed: Original Share Certificate(s)  
Verified Transfer Deed(s)*

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<sup>1</sup> Blanks will be filled by TSL

**“Annexure C”**

Authority Letter for pick-up of excess shares

**\*\*Only to be filled by shareholders submitting physical shares\*\***

Date: \_\_\_\_\_

The Manager to the Offer  
Topline Securities Limited  
8th Floor, Horizon Tower,  
Plot # 2/6 Block-3, Clifton, Karachi  
Tel: +9221-35303330

**Subject: Authorization to pick-up excess physical shares**

Dear Sir,

This is with reference to the \_\_\_\_\_ physical ordinary shares of Hallmark Company Limited (“**HCL**” or the “**Company**”) submitted by me / us to Topline Securities Limited (as the Manager to the Offer) pursuant to the Public Offer by Supernet Infrastructure Solutions (Pvt.) Limited (*hereinafter referred to as the “**Acquirer**”*), to purchase the shares of Hallmark Company Limited.)

I, \_\_\_\_\_, holding CNIC No. \_\_\_\_\_, (OR [*insert name of company*], duly incorporated under the laws of Pakistan and having its registered office at \_\_\_\_\_) hereby authorize \_\_\_\_\_, holding CNIC No. \_\_\_\_\_, to pick up on my / our behalf, from Topline Securities Limited, 8th Floor, Horizon Tower, Plot # 2/6 Block-3, Clifton, Karachi, any left-over physical shares of HCL that were not purchased by the Acquirer under the Public Offer and continue to be owned by me / us.

**Name (s):** \_\_\_\_\_

**Signature(s):** \_\_\_\_\_

*Enclosed:* Copy of CNIC of Shareholder  
Copy of Board Resolution / Power of Attorney in favor of assignee, if shareholder is a body corporate  
Copy of CNIC of Assignee