

**Shifa**  
International  
Hospitals Ltd.

# NOTICE FOR EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of the shareholders of Shifa International Hospitals Limited (the "Company") will be held at the registered office (C-0 Auditorium) of the Company at Sector H-8/4, Islamabad on Thursday, June 05, 2025 at 1100 hours to transact the following business:

## ORDINARY BUSINESS

1. To confirm the minutes of the 38th Annual General Meeting of the Company held on October 28, 2024.

## SPECIAL BUSINESS

2. To consider and, if deemed fit, approve with or without modification, the following special resolution by the shareholders:

**"RESOLVED** that, the Company intends to purchase 105,814,336 (One Hundred and Five Million, Eight Hundred, Fourteen Thousand and Three Hundred and Thirty Six) ordinary shares of having face value of PKR 10/- (Pak Rupees Ten only) per share held in Shifa Medical Center Islamabad (Private) Limited ("SMCI") from all the other existing shareholders (the "**Minority Shareholders**") of SMCI (the "**SMCI Shares**") for an aggregate amount of approximately Pakistan Rupees 1.666 billion, thereby making SMCI a wholly owned subsidiary of the Company (the "**Transaction**").

**FURTHER RESOLVED** that, the Company confirms, authorizes and approves negotiating the terms of the purchase from the Minority Shareholders.

**FURTHER RESOLVED** that, in relation to the Transaction, the Company be and is hereby authorized and approved:

- a. to execute a share sale and purchase agreement between the Company and the Minority Shareholders of SMCI;
- b. to execute share transfer deeds between the Company and the respective Minority Shareholders;
- c. to accept the share certificates of SMCI from the Minority Shareholders of SMCI;
- d. to issue a notice to the Pakistan Stock Exchange and the Securities and Exchange Commission of Pakistan (SECP) in terms of Section 5.6.1 of the Pakistan Stock Exchange Rule Book with respect to the Transaction; and
- e. to make relevant filings and submissions with, or procure consents from, the Pakistan Stock Exchange, Securities and Exchange Commission of Pakistan (SECP), State Bank of Pakistan (if required) and any other regulatory bodies, in accordance with the applicable law.

**FURTHER RESOLVED** that, Dr. Zeeshan Bin Ishtiaque, Chief Executive Officer, (the "Authorized Person") and/or any officer of the Company duly authorized by him in this regard, is hereby authorized to do, or authorize all such acts, matters and things as may be necessary for carrying out and giving full effect to these resolutions together with the execution of any other agreements, instruments, communications, certificates, notices, acknowledgements or other documents required or to be made or delivered by the Company under any of the resolutions listed above or in relation therewith or as deemed necessary or desirable by the Authorised Person to give full effect to these resolutions.

**FURTHER RESOLVED** that, the Authorised Person and/or any officer of the Company duly authorized by him be and is hereby authorised and empowered to:

- a. Make all necessary statutory filings and apply for all consents, if any, registrations and authorisations required to be obtained under applicable laws for the Transaction, and correspond, appear before, issue letters to, arrange and attend meetings with, on behalf of the Company, any entity, authority or body (including, but not limited to, the PSX, SECP, and State Bank of Pakistan) for obtaining consents, approvals, letters, acknowledgements, waivers, documents, recommendations, etc. as the Authorised Person may deem necessary or desirable;
- b. approach any advisor(s) or advisory firm(s) (including but not limited to insurance advisors, technical advisors and financial advisors) and discuss, negotiate, finalise and execute appointment letters, consultancy agreements and/or any other documents / instruments as the Authorised Person may deem necessary or desirable;
- c. affix the Company's common seal to any agreement, documents or instruments in relation to these resolutions required to be executed under the common seal;
- d. further delegate and authorise any officer of the Company or any other individual to: (i) execute any agreement, documents or instruments in relation to these resolutions on behalf of the Company; or (ii) file any agreement, documents or instruments in relation to these resolutions with any other regulatory body or competent authority as may be required pursuant to any agreement, documents or instruments in relation to these resolutions, to give full force and effect to these resolutions; and
- e. do / cause to be done any and all acts as may from time to time be required by any authority, or as the Authorised Person deems necessary or desirable, to give full force and effect to these resolutions.

**FURTHER RESOLVED** that, the acts of the Authorized Person and/or any officer of the Company duly authorized by him, in negotiating and preparing for execution and delivery of any of the agreement, documents or instruments in relation to these resolutions be and are hereby adopted, ratified, confirmed and approved and shall be construed as acts and deeds undertaken and done by the Company and the Company shall accordingly be bound by the same.

**FURTHER RESOLVED** that, each of the aforesaid resolutions shall remain in full force and effect for a period of eighteen (18) months from the passing thereof or until it is revoked or amended by another similarly passed resolution, whichever is earlier.

**FURTHER RESOLVED** that, the Authorized Person and/or any officer of the Company duly authorized by him in this regard, is hereby authorized to provide a certified copy of these resolutions to all relevant parties including the shareholders of the Company."

**The statement of material facts under section 134(3) of the Companies Act, 2017 and information required under Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 is annexed with this notice.**

By Order of the Board

Sd/-

**MUHAMMAD NAEEM**  
Company Secretary

**Islamabad**  
**May 14, 2025**

## NOTES

### i) Participation in the EOGM via physical presence or through video-conferencing:

The shareholders intending to participate in the meeting via video link are hereby requested to share following information at muhammad.naeem@shifa.com.pk at the earliest but not later than 48 hours before the time of EOGM i.e. before 11:00 a.m. on June 03, 2025:

| Name of Shareholder | CNIC No. | Folio No. / CDC Account No. | Mobile No.* | Email Address* |
|---------------------|----------|-----------------------------|-------------|----------------|
|                     |          |                             |             |                |

\*Shareholders are requested to provide their active mobile number and email address to ensure timely communication.

Members who are registered on or before June 03, 2025, after the necessary verification, will be provided a Zoom video-link by the Company via return email. The login facility will remain open from 1055 hours till the end of the meeting.

### ii) Closure of Share Transfer Books:

The share transfer books of the Company will remain closed from May 29, 2025 to June 05, 2025 (both days inclusive). No transfer will be accepted for registration during this period. Transfers received in order at the share registrar's office of the Company i.e. M/s Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore, by the close of business on Tuesday, May 28, 2025 will be considered as being in time for the purpose to attend and vote at the meeting.

### iii) Appointment of Proxy:

A member entitled to attend and vote at this meeting is entitled to appoint another member as his/her proxy to attend and vote for him/her. Proxies in order to be effective must be received at the registered office of the Company at Sector H-8/4, Islamabad, not less than 48 hours before the time of holding the meeting. Proxy form is attached with the notice.

CDC Account holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

#### Guidelines for Central Depository Company of Pakistan ("CDC") Investor Account Holders:

##### For appointing proxies

- a) In case of individuals, the account holders or sub account holders whose registration details are uploaded as per regulations, shall submit the proxy form as per the above requirements. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the proxy form. Copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- b) In case of corporate entities, the Board of Directors' resolution / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted (unless it has not been provided earlier) along with proxy form to the Company.

### iv) Procedure for Voting for Special Agenda Items

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments, members will be allowed to exercise their right to vote for special business in the EOGM in accordance with the condition mentioned in the aforesaid regulations. The Company shall provide its members with the following options for voting:

#### a. E-Voting Procedure

- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have valid cell numbers/ e-mail addresses available in the register of members of the Company within due course.
- The web address, login details, will be communicated to members via email from the web portal of M/s Corplink (Private) Limited (being the e-voting service provider).
- Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- E-Voting facility will start from June 02, 2025, 09:00 a.m. and shall close on June 04, 2025 at 5:00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

#### b. Postal Ballot

The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, Shifa International Hospitals Limited, Sector H-8/4, Islamabad or email at chairman@shifa.com.pk one day before the Extraordinary General Meeting i.e. on June 04, 2025, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

#### c. Appointment of Scrutinizer

In accordance with Regulation 11 of the Companies (Postal Ballot) Regulations, 2018, the Board of the Company has appointed M/s BDO Ebrahim & Co. (Chartered Accountants), a QCR rated audit firm, to act as the scrutinizer of the Company for the special business to be transacted in the meeting and to undertake other responsibilities as defined under Regulation 11.

#### v) Change of Address:

Members are requested to notify any change in their registered addresses immediately.

#### vi) Video Conference Facility

In accordance with Section 132(2) of the Companies Act, 2017 if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 7 days prior to the date of Extraordinary General Meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

To avail this facility please submit such request to the Company Secretary at:

Shifa International Hospitals Limited, Sector H-8/4, Islamabad

#### vii) Statutory Code of Conduct at EOGM

Section 215 of the Companies Act, 2017 and Regulation 55 of the Companies Regulations 2024, state the Code of Conduct of Shareholders, as follows:

Shareholders are not permitted to exert influence or approach the management directly for decisions which may lead to creation of hurdles in the smooth functioning of management. The law states that Shareholders shall not bring material that may cause threat to participants or premises where the EOGM is being held, confine themselves to the agenda items covered in the notice of EOGM and shall not conduct themselves in a manner to disclose any political affiliation or offend religious susceptibility of other members. Additionally, the Company is not permitted to distribute gifts in any form to its shareholders in its meetings as per Section 185 of Companies Act, 2017.

#### viii) Gifts at the Meeting

As per SRO 452(I)/2025 no gifts will be distributed at the meeting.

#### ix) Deposit of Physical Shares into Central Depository:

Pursuant to Section 72 of the Companies Act, 2017 and directive issued by SECP vide its letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four years from the commencement of the Act i.e. May 30, 2017.

In view of the aforesaid requirement, the shareholders having physical shares are requested to open their CDC sub-account with any of the brokers or investors account directly with CDC to convert their physical shares into book entry form as soon as possible.

For any query/information, the shareholders may contact the Company and/or the Share Registrar at the following addresses/contact numbers:

**Company's Registered Office**  
M/s Shifa International Hospitals Limited  
Sector H-8/4, Islamabad.  
Ph. No. +92-51-8464227

**Share Registrar's Office**  
M/s Corplink (Pvt.) Limited  
Wings Arcade, 1-K, Commercial, Model Town, Lahore.  
Ph. No. +92-42-35916714