



شفا انٹرنیشنل ہسپتال اسلام آباد

Shifa International Hospitals Ltd.

Sector : H-8/4, Islamabad - Pakistan

Tel : 051-8463000

Fax : 051-4863182

NOTICE OF 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 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



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

- 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

STATEMENT OF MATERIAL FACTS
AS REQUIRED UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 AND
INFORMATION REQUIRED UNDER COMPANIES (INVESTMENT IN ASSOCIATED
COMPANIES OR ASSOCIATED UNDERTAKINGS) REGULATIONS, 2017

AGENDA ITEM NO. 2 – INFORMATION RELATED TO PURCHASE OF SHARES OF ASSOCIATED COMPANY, SHIFA MEDICAL CENTER ISLAMABAD (PVT.) LIMITED.

Sr. #	Description	Information Required
(i)	Name of the associated company or associated undertaking	Shifa Medical Center Islamabad (Private) Limited - (SMCI)
(ii)	Basis of relationship	56.17% owned subsidiary
(iii)	Earnings/ (loss) per share in Rupee(s) for the last three years	In Re. 2024 – (0.04) 2023 – (0.04) 2022 – (0.03)
(iv)	Break-up value per share, based on latest audited financial statements	Rs. 12.90/-
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	Included below*
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely:	
	(I) description of the project and its history since conceptualization	SMCI was incorporated in Pakistan on February 28, 2019 to establish, run, control, manage and operate facilities providing ambulatory services including day care surgeries, diagnostic centers, clinics, laboratories, operation theaters, dental clinics, healthcare centers and provide all healthcare and surgical related facilities of different diseases, inpatient and outpatient services and treatment of viral, bacterial and chronic diseases and all other related services thereof, subject to applicable permission from relevant authorities
	(II) starting date and expected date of completion of work;	Construction works commenced on September 27, 2021. Following the completion of the share acquisition

		transaction, Company will initiate the merger process and undertake all necessary formalities. Upon finalization of the merger and its official reflection in the SECP records, it is contemplated that the Company will require additional funding to continue/complete the construction work. As these milestones progress, we will be in a better position to provide a more accurate timeline for the completion of this business unit of SIHL
	(III) time by which such project shall become commercially operational	As outlined above, following the share purchase transaction, SMCI will be merged into SIHL. Upon the completion of all requisite steps leading up to completion of construction, Company will be in a better position to provide a projected date for the commencement of commercial operations. Company remain committed to keeping all stakeholders regularly informed of progress on the aforementioned steps
	(IV) expected time by which the project shall start paying return on investment; and	Following the merger and completion of all requisite steps leading up to completion of construction it will become commercially operational and will operate as a business unit under SIHL. After operationalization it is expected to start generating returns on investment after three years
	(V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;	Currently SIHL hold 56.17% share capital in SMCI and seeks to purchase remaining 43.83% from ILH and other minor shareholders in SMCI for approximately of Rs 1.666 billion
	General Disclosures	
(i)	Maximum amount of investment to be made	Approximately Rs. 1.666 billion, (excluding applicable stamp duty)
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	By acquiring the shares SMCI will become a 100% owned subsidiary of the Company. Subsequently SMCI will be merged in SIHL as soon as practically possible resulted into benefits like operational efficiency, simplified group structure, reduction in administrative and

		compliance costs, improved financial leverage and tax benefit.
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-	Available Funds and Internally Generated Funds.
	(I) justification for investment through borrowings;	N/A
	(II) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and	N/A
	(III) cost benefit analysis;	N/A
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment	SIHL will sign share purchase agreements and execute share transfer deeds with all the relevant minority shareholders of the Subsidiary. However, no direct bilateral agreement with subsidiary is contemplated
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	<p>Following will have interest:-</p> <ol style="list-style-type: none"> The Company has equity interest and nomination of directors on the Board of Shifa Medical Center Islamabad (Pvt.) Limited. Dr. Habib Ur Rahman, Dr. Manzoor H. Qazi and Dr. Samea Kauser Ahmad are also nominee directors of the Company in Shifa Medical Center Islamabad (Pvt.) Limited <p>Besides above, directors, sponsors, majority shareholders and their relatives are not interested in this business except as shareholders of the Company.</p>
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	<p>Currently SIHL hold 56.17% share capital in SMCI.</p> <p>Based on the investment by all the shareholder of SMCI including SIHL the following have been achieved:</p> <ul style="list-style-type: none"> - Land Acquired - Design Prepared - All relevant approvals taken - Grey Structure completed with partial firefighting, electrical, HVAC and block masonry work etc.

(vii)	Any other important details necessary for the members to understand the transaction;	Payment to main minority shareholder will be made in a deferred manner and in order to secure the seller security in the form of share pledge agreement (SNHF share held by SIHL) will need to be given.
Additional Disclosures		
(i)	Maximum price at which securities will be acquired;	Rs. 15.74 per share
(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	N/A
(iii)	Maximum number of securities to be acquired	105,814,336
(iv)	Number of securities and percentage thereof held before and after the proposed investment	Before: 56.17% After: 100%, If shares of all minority shareholder of SMCI are successfully acquired
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities;	N/A
(vi)	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities.	Rs. 15.74 Per share

***(v) Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements**

As of 31.03.2025

Statement of Financial Position	<u>Rupees</u>
Non Current Assets	2,939,401,484
Current Assets	137,959,599
Share Capital & Reserves	3,068,884,046
Non Current Liabilities	-
Current Liabilities	8,477,037

Profit & Loss Account	
Other Income	2,414,049
Operating Cost	(47,483,019)
(Loss) / Profit Before Tax	(45,068,970)
Provision for Taxation	(458,518)
(Loss) / Profit After Tax	(45,527,488)

The directors have approved the recommendations of the due diligence report and the due diligence report shall be made available for inspection in the Extraordinary General Meeting of the Company scheduled to be held on June 05, 2025 as required under Regulation 3(3) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017.