

**NOTICE OF THE
EXTRAORDINARY GENERAL MEETING**

SFL Limited

IN THE HIGH COURT OF SINDH AT KARACHI

JCM NO. 49 OF 2022

SFL LIMITED & OTHERS ...PETITIONERS

AND IN THE MATTER OF THE SCHEME OF ARRANGEMENT BETWEEN SFL LTD,
RESOURCE CORPORATION (PVT.) LTD, CHANNEL HOLDINGS (PVT.) LTD,
ATMZ COMPANY (PVT.) LTD, SYNERGY HOLDINGS (PVT.) LTD,
SFL CORPORATION (PVT.) LTD, STM CORPORATION (PVT.) LTD,
GLORY (PVT.) LTD, GLITTER (PVT.) LTD, LAVENDER (PVT.) LTD,
ACRYLIC (PVT.) LTD, SAPPHIRE HOLDING LTD,
AND SALMAN ISMAIL (PVT.) LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that pursuant to the Order dated 05.12.2022 of the High Court of Sindh at Karachi passed in Judicial Companies Miscellaneous Petition No. 49 of 2022 an Extraordinary General Meeting of the shareholders of **SFL Limited** will be held on 27 December, 2022, at 10 AM, at 316- Cotton Exchange Building, I. I Chundrigar Road, Karachi; to consider and if thought fit, approve, adopt and agree to the Scheme of Arrangement proposed by the Board of Directors.

A copy of the Scheme, the Statement as required under S.134(3) of the Companies Act, 2017 setting out in detail the special business to be conducted in the Extraordinary General Meeting and the Statement under S..281 of the Companies Act, 2017, explaining the effects of the Scheme are being provided with the notice of the meeting sent to the shareholders. Further copies of such documents may be obtained upon application from the registered office of the company at 316- Cotton Exchange Building, I. I Chundrigar Road, Karachi, Pakistan, during working hours on a day prior to the meeting.

Mr. Abdul Sattar Arain has been appointed as the Chairman of the meeting and will report the results thereof to the Court.

Please note that the Scheme will be subject to the subsequent approval of the Honourable Court.

Karachi,
Dated: 05 December, 2022

Company Secretary

Notes:

1. A draft of the resolution proposed to be considered by the shareholders of the Company is being attached herewith as required by s.140(1) of the Companies Act, 2017.
2. A copy of the Scheme, the statement required under Section 134(3) of the Companies Act, 2017, and a statement of material facts explaining the effect of the Scheme are annexed herewith. Further copies of such annexures may be obtained by the members from the registered office of the Company at 316- Cotton Exchange Building, I. I. Chundrigar Road, Karachi, Pakistan, on application during normal office hours prior to the scheduled meeting.
3. Any member may appoint a proxy to attend, speak and vote on his behalf and a proxy so appointed shall have such rights as respect speaking and voting at the meeting as are available to the member himself. The instrument of proxy must be in the form annexed as Schedule 'A' to this notice. Instruments of proxy must be lodged with the company no later than forty-eight hours before the time of the meeting. The proxy need not be a member himself.

**DRAFT RESOLUTION TO BE PLACED BEFORE THE SHAREHOLDERS OF
SFL LIMITED AT THE EXTRAORDINARY GENERAL MEETING:**

Whereas it is proposed that by means of a Scheme of Arrangement (hereinafter referred to as the “Scheme”), the Demerging Undertaking (as defined in the Scheme) shall be carved out from SFL Limited (hereinafter referred to as “SFL Limited”) and SFL Corporation (Pvt.) Limited (hereinafter referred to as “SFL Corporation”) to the 11 (as further elaborated upon in the Scheme) Shareholders’ Companies (as defined in the Scheme) as outlined in the Scheme against the issuance of ordinary shares of that Shareholders’ Company to the requisite Shareholder and the cancellation of the existing shareholding in SFL Limited (as outlined in the Scheme).

IT IS THEREFORE RESOLVED, that subject to the approval of the High Court (or any other official forum as may be necessary), and the general body of the shareholders, the draft Scheme under Sections 279-283 of the Companies Act, 2017, between SFL Limited, SFL Corporation, Resource Corporation (Pvt.) Ltd, Glitter (Pvt.) Ltd, Channel Holdings (Pvt.) Ltd, Glory (Pvt.) Ltd, ATMZ Company (Pvt.) Ltd, Lavender (Pvt.) Ltd, Synergy Holdings (Pvt.) Ltd, Acrylic (Pvt.) Ltd, Sapphire Holding Limited, STM Corporation (Pvt.) Ltd., and Salman Ismail (Pvt.) Ltd. has been considered by the Board of Directors and is hereby approved, adopted and agreed.

IT IS THEREFORE RESOLVEIN THE HIGH COURT OF SINDH AT KARACHI
JCM NO. 49 OF 2022

SFL LIMITED & OTHERS ...PETITIONERS

AND IN THE MATTER OF THE SCHEME OF ARRANGEMENT BETWEEN SFL LTD, RESOURCE CORPORATION (PVT.) LTD, CHANNEL HOLDINGS (PVT.) LTD, ATMZ COMPANY (PVT.) LTD, SYNERGY HOLDINGS (PVT.) LTD, SFL CORPORATION (PVT.) LTD, STM CORPORATION (PVT.) LTD, GLORY (PVT.) LTD, GLITTER (PVT.) LTD, LAVENDER (PVT.) LTD, ACRYLIC (PVT.) LTD, SAPPHIRE HOLDING LTD, AND SALMAN ISMAIL (PVT.) LIMITED.

STATEMENT UNDER S.134(3) OF THE COMPANIES ACT, 2017 TO BE ISSUED TO MEMBERS OF SFL LTD, RESOURCE CORPORATION (PVT.) LTD, CHANNEL HOLDINGS (PVT.) LTD, ATMZ COMPANY (PVT.) LTD, SYNERGY HOLDINGS (PVT.) LTD, SFL CORPORATION (PVT.) LTD, STM CORPORATION (PVT.) LTD, GLORY (PVT.) LTD, GLITTER (PVT.) LTD, LAVENDER (PVT.) LTD, ACRYLIC (PVT.) LTD, SAPPHIRE HOLDING LTD, AND SALMAN ISMAIL (PVT.) LIMITED

1. Judicial Miscellaneous Petition No. 49 of 2022 has been filed in the Hon'ble High Court of Sindh at Karachi under ss.279-283 of the Companies Act, 2017 for sanction of (and for other orders) in respect of the Scheme of Arrangement (hereinafter referred to as the "Scheme") between SFL Limited, Resource Corporation (Pvt) Ltd, Channel Holdings (Pvt) Ltd, ATMZ Company (Pvt) Ltd, Synergy Holdings (Pvt) Ltd, SFL Corporation (Pvt) Ltd, STM Corporation (Pvt) Ltd, Glory (Pvt.) Ltd., Glitter (Pvt.) Ltd., Lavender (Pvt.) Ltd., Acrylic (Pvt.) Ltd., Sapphire Holding Ltd., and Salman Ismail (Pvt.) Ltd., (hereinafter collectively referred to as the "Petitioners"). In that proceeding, the Hon'ble Court has, through order dated 05.12.2022 directed the convening of separate meetings of the members of each of the companies for seeking their agreement to the Scheme.
2. That the Board of Directors of Petitioner Nos.1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, and 13 have considered various options, ways and means available to improve their business with the ultimate aim of maximising shareholder returns. They have accordingly formulated the Scheme annexed herewith. The demerging undertaking (as defined briefly herein below, and in more detail in the Scheme), will be carved out from Petitioner Nos. 1 and 2 and will be allocated to the Shareholders' Companies (as defined in the scheme) in proportion to the proportionate shareholding in SFL Limited held by the Shareholders (as defined in the Scheme) against the issuance of ordinary shares of that Shareholder's Company and the cancellation of the existing shareholding in the issued share capital of SFL Limited of the Shareholders. In consideration for the transfer of the Demerging Undertaking to each of the Shareholders' Companies they shall issue and allot ordinary shares as per the par value of their shares to their respective shareholders in the manner and proportion as defined in the Scheme. The shares shall be issued as per the following tables:

TABLES

Channel Holdings (Pvt.) Ltd

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Nadeem Abdullah	259,498	33.3340%	33,334
Nabeel Abdullah	259,490	33.3330%	33,333
Umer Abdullah	259,490	33.3330%	33,333
Total	778,478	100.0000%	100,000

ATMZ Company (Pvt.) Ltd

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Amer Abdullah	199,658	24.9997%	25,000
Ali Abdullah	199,660	25.0001%	25,000
Tayyab Abdullah	199,660	25.0001%	25,000
Mustafa Abdullah	199,660	25.0001%	25,000
Total	798,638	100.0000%	100,000

Synergy Holding (Pvt.) Ltd

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Yousuf Abdullah	262,049	35.5004%	35,500
Salman Abdullah	238,054	32.2498%	32,250
Ismael Abdullah	238,054	32.2498%	32,250
Total	738,157	100.0000%	100,000

Resource Corporation (Pvt.) Limited

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Shahid Abdullah	259,498	33.3340%	33,334
Shayan Abdullah	259,490	33.3330%	33,333
Hassan Abdullah	259,490	33.3330%	33,333
Total	778,478	100.0000%	100,000

STM Corporation (Pvt.) Ltd.

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Sapphire Holding Limited	72,336	100%	100,000
Total	72,336	100.0000%	100,000

Glory (Pvt.) Ltd

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Nadeem Abdullah	20,160	33.3334%	33,334
Nabeel Abdullah	20,160	33.3333%	33,333
Umer Abdullah	20,160	33.3333%	33,333
Total	60,480	100.0000%	100,000

Glitter (Pvt.) Ltd

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Shahid Abdullah	20,160	33.3334%	33,334
Shayan Abdullah	20,160	33.3333%	33,333
Hassan Abdullah	20,160	33.3333%	33,333
Total	60,480	100.0000%	100,000

Lavender (Pvt.) Ltd

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Amer Abdullah	20,160	25.0000%	25,000
Ali Abdullah	20,160	25.0000%	25,000
Tayyab Abdullah	20,160	25.0000%	25,000
Mustafa Abdullah	20,160	25.0000%	25,000
Total	80,640	100.0000%	100,000

Acrylic (Pvt.) Limited

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Yousuf Abdullah	20,160	33.3334%	33,334
Salman Abdullah	20,160	33.3333%	33,333
Ismael Abdullah	20,160	33.3333%	33,333
Total	60,480	100.0000%	100,000

3. In light of the aforesaid, the Scheme has been prepared. The respective Boards of the Petitioners have approved the Scheme and resolved to commence with the process to effect the Scheme and to take all such steps as are necessary in this regard and for submission of the Scheme to the Hon'ble High Court pursuant to ss.279-283 of the Companies Act, 2017. A copy of the Scheme is attached herewith and the same may also be inspected by the members of the Company during business hours at the registered office of the Company.
4. Under s.279(2) of the Companies Act, 2017 a majority in number representing three-fourths of the members of the companies present in the meeting should agree to the Scheme in order for the same to be sanctioned by the Hon'ble High Court. Hence, pursuant to the order dated 05.12.2022 passed in the aforesaid Judicial Miscellaneous Petition, an Extraordinary General Meeting of the shareholders of the Company will be held at 27.12.2022, Karachi, Pakistan to consider and if thought fit, approve, adopt and agree to the Scheme.
5. No director of the company has any interest, whether directly or indirectly, except to the extent of their shareholding held by them in the Thirteen Petitioner Companies and their employment within the said companies. The Directors are also interested to the extent of remuneration and benefits as per the policy of the Company.

Karachi
December 5, 2022

CHIEF FINANCIAL OFFICER

**IN THE HIGH COURT OF SINDH AT KARACHI
JCM NO. 49 OF 2022**

**SFL LIMITED & OTHERS
...PETITIONERS**

**AND IN THE MATTER OF THE SCHEME OF ARRANGEMENT BETWEEN SFL LTD,
RESOURCE CORPORATION (PVT.) LTD, CHANNEL HOLDINGS (PVT.) LTD,
ATMZ COMPANY (PVT.) LTD, SYNERGY HOLDINGS (PVT.) LTD, SFL CORPORATION (PVT.) LTD,
STM CORPORATION (PVT.) LTD, GLORY (PVT.) LTD, GLITTER (PVT.) LTD, LAVENDER (PVT.) LTD,
ACRYLIC (PVT.) LTD, SAPPHIRE HOLDING LTD, AND SALMAN ISMAIL (PVT.) LIMITED.**

STATEMENT UNDER SECTION 281 OF THE COMPANIES ACT, 2017

Judicial Companies Miscellaneous Petition No. 49 of 2022 has been filed in the Hon'ble High Court of Sindh at Karachi under ss.279-283 of the Companies Act, 2017 for sanction of (and for other orders) in respect of the Scheme of Arrangement (hereinafter referred to as the "Scheme") between SFL Limited, SFL Corporation, Resource Corporation (Pvt.) Ltd, Glitter (Pvt.) Ltd, Channel Holdings (Pvt.) Ltd, Glory (Pvt.) Ltd, ATMZ Company (Pvt.) Ltd, Lavender (Pvt.) Ltd, Synergy Holdings (Pvt.) Ltd, Acrylic (Pvt.) Ltd, Sapphire Holding Limited, STM Corporation (Pvt.) Ltd., and Salman Ismail (Pvt.) Ltd., (hereinafter collectively referred to as the "Petitioners") and their respective members. In that proceeding, the Hon'ble Court has, through order dated 05.12.2022 directed the convening of separate meetings of the members of each of the Petitioners for seeking their agreement to the Scheme.

The accompanying notice convenes the meeting of shareholders of the Petitioners as directed by the Hon'ble High Court. It is intended to pass the following proposed resolution at the respective Extraordinary General Meetings:

"Whereas it is proposed that by means of a Scheme of Arrangement (hereinafter referred to as the "Scheme"), the Demerging Undertaking (as defined in the Scheme) shall be carved out from SFL Limited (hereinafter referred to as "SFL Limited") and SFL Corporation (Pvt.) Limited (hereinafter referred to as "SFL Corporation") to the 11 (as further elaborated upon in the Scheme) Shareholders' Companies (as defined in the Scheme) as outlined in the Scheme against the issuance of ordinary shares of that Shareholders' Company to the requisite Shareholder and the cancellation of the existing shareholding in SFL Limited (as outlined in the Scheme)."

IT IS THEREFORE RESOLVED:

“That subject to the approval of the High Court (or any other official forum as may be necessary), and the general body of the shareholders, the draft Scheme under Sections 279-283 of the Companies Act, 2017, between SFL Limited, SFL Corporation, Resource Corporation (Pvt.) Ltd, Glitter (Pvt.) Ltd, Channel Holdings (Pvt.) Ltd, Glory (Pvt.) Ltd, ATMZ Company (Pvt.) Ltd, Lavender (Pvt.) Ltd, Synergy Holdings (Pvt.) Ltd, Acrylic (Pvt.) Ltd, Sapphire Holding Limited, STM Corporation (Pvt.) Ltd., and Salman Ismail (Pvt.) Ltd. has been considered by the Board of Directors and is hereby approved, adopted and agreed.”

The sanctioning of the Scheme and the making of other appropriate orders in connection therewith will be considered by the Hon'ble High Court only after the Scheme is agreed to by the requisite statutory majority at each of the meetings duly convened for this purpose under the order of the Court, by the members of SFL Limited, SFL Corporation, Resource Corporation (Pvt.) Ltd, Glitter (Pvt.) Ltd, Channel Holdings (Pvt.) Ltd, Glory (Pvt.) Ltd, ATMZ Company (Pvt.) Ltd, Lavender (Pvt.) Ltd, Synergy Holdings (Pvt.) Ltd, Acrylic (Pvt.) Ltd, Sapphire Holding Limited, STM Corporation (Pvt.) Ltd., and Salman Ismail (Pvt.) Ltd.

OBJECTIVE OF THE SCHEME

1. The carving out of the Demerging Undertaking (as defined hereinabove) from Petitioner Nos. 1 and 2 and will be allocated to the Shareholders' Companies (as defined in the scheme) in proportion to the proportionate shareholding in SFL Limited held by the Shareholders (as defined in the Scheme) against the issuance of ordinary shares of that Shareholder's Company and the cancellation of the existing shareholding in the issued share capital of SFL Limited of the Shareholders. In consideration for the transfer of the Demerging Undertaking to each of the Shareholders' Companies they shall issue and allot ordinary shares as per the par value of their shares to their respective shareholders in the manner and proportion as defined in the Scheme.
2. The issued and paid up share capital of SFL Limited in relation to this Scheme is held primarily by the Shahid Family, Nadeem Family, Amer Family, Yousuf Family, SFL Corporation (Pvt.) Ltd., STM Corporation (Pvt.) Ltd., Sapphire Holding Limited (the aforementioned terms are defined in the Scheme), and a tiny proportion is held by other members.
3. The Demerging Undertaking of SFL Limited i.e. the assets of SFL Limited which are being carved out from SFL Limited under this scheme are outlined under Annexure 'A' to the Scheme and the Demerging Undertaking of SFL Corporation (Pvt.) Ltd., are outlined under Annexure 'B' to the Scheme.
4. The intent of this Scheme is to (after identifying the Free Assets – those assets which are not to be utilized to pay the respective companies' liabilities) carve out an amount of the Free Assets and to transfer the same into the respective Shareholders' Companies (as defined in the Scheme).
5. The Scheme also intends on cancelling the shares from the issued share capital of SFL Limited held by the Subject Shareholders (as defined in the Scheme) and proportionate shares held by SFL Corporation (in the manner outlined in the Scheme).
6. The Scheme also intends on issuance of shares by Shareholders' Companies (except Sapphire Holding Limited) against the transfer and vesting of the proportionate Demerging Undertaking.

APPROVAL AND SANCTION OF THE SCHEME

That the said Scheme has been approved by the Board of Directors of each of the companies, who in turn have authorised their respective officers to initiate the instant proceedings so as to obtain the sanction of this Hon'ble Court to put the Scheme into effect. As a result, Judicial Companies Miscellaneous 49 of 2022 has been filed seeking sanction of the Hon'ble High Court of Sindh at Karachi for the aforesaid Scheme. It is a prerequisite for such sanction that the statutory majority of the members of each of the Petitioners should indicate their approval of the Scheme. As such, through order dated 05.12.2022 meetings have been convened by the Hon'ble Court to assess whether the Scheme is acceptable to all concerned parties.

INTEREST OF THE CREDITORS

In the case of SFL Limited, SFL Corporation, Resource Corporation (Pvt.) Ltd, Glitter (Pvt.) Ltd, Channel Holdings (Pvt.) Ltd, Glory (Pvt.) Ltd, ATMZ Company (Pvt.) Ltd, Lavender (Pvt.) Ltd, Synergy Holdings (Pvt.) Ltd, Acrylic (Pvt.) Ltd, Sapphire Holding Limited, STM Corporation (Pvt.) Ltd., and Salman Ismail (Pvt.) Ltd, the same have only nominal debts and no secured or trade creditors whatsoever.

ISSUANCE AND ALLOTMENT OF SHARES

That in consideration for the transfer of the Demerging Undertaking to each of the Shareholders' Companies they shall issue and allot ordinary shares as per the par value of their shares to their respective shareholders in the manner and proportion as defined in the Scheme. The shares shall be issued as outlined below:

In consideration of the transfer of the relevant portion of the Demerging Undertaking into RESOURCE CORPORATION (Pvt.) Ltd. the same shall issue 100,000 ordinary shares to the Shahid Family in the manner delineated in the Table hereinbelow;

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Shahid Abdullah	259,498	33.3340%	33,334
Shayan Abdullah	259,490	33.3330%	33,333
Hassan Abdullah	259,490	33.3330%	33,333
Total	778,478	100.0000%	100,000

In consideration of the transfer of the relevant portion of the Demerging Undertaking into GLITTER (Pvt) Ltd., the same shall issue 100,000 ordinary shares to the Shahid Family in the manner delineated in the Table hereinbelow;

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Shahid Abdullah	20,160	33.3334%	33,334
Shayan Abdullah	20,160	33.3333%	33,333
Hassan Abdullah	20,160	33.3333%	33,333
Total	60,480	100.0000%	100,000

In consideration of the transfer of the relevant portion of the Demerging Undertaking into CHANNEL HOLDINGS (Pvt.) Ltd. the same shall issue 100,000 ordinary shares to the Nadeem Family in the manner delineated in the Table hereinbelow;

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Nadeem Abdullah	259,498	33.3340%	33,334
Nabeel Abdullah	259,490	33.3330%	33,333
Umer Abdullah	259,490	33.3330%	33,333
Total	778,478	100.0000%	100,000

In consideration of the transfer of the relevant portion of the Demerging Undertaking into GLORY (Pvt.) Ltd. the same shall issue 100,000 ordinary shares to the Nadeem Family in the manner delineated in the Table hereinbelow:

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Nadeem Abdullah	20,160	33.3334%	33,334
Nabeel Abdullah	20,160	33.3333%	33,333
Umer Abdullah	20,160	33.3333%	33,333
Total	60,480	100.0000%	100,000

In consideration of the transfer of the relevant portion of the Demerging Undertaking into ATMZ COMPANY (Pvt.) Ltd. the same shall issue 100,000 ordinary shares to the Amer Family in the manner delineated in the Table hereinbelow;

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Amer Abdullah	199,658	24.9997%	25,000
Ali Abdullah	199,660	25.0001%	25,000
Tayyab Abdullah	199,660	25.0001%	25,000
Mustafa Abdullah	199,660	25.0001%	25,000
Total	798,638	100.0000%	100,000

In consideration of the transfer of the relevant portion of the Demerging Undertaking into LAVENDER (Pvt.) Ltd. the same shall issue 100,000 ordinary shares to the Amer Family in the manner delineated in the Table hereinbelow;

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Amer Abdullah	20,160	25.0000%	25,000
Ali Abdullah	20,160	25.0000%	25,000
Tayyab Abdullah	20,160	25.0000%	25,000
Mustafa Abdullah	20,160	25.0000%	25,000
Total	80,640	100.0000%	100,000

In consideration of the transfer of the relevant portion of the Demerging Undertaking into SYNERGY HOLDINGS (Pvt.) Ltd. the same shall issue 100,000 ordinary shares to the Yousuf Family in the manner delineated in the Table hereinbelow;

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Yousuf Abdullah	262,049	35.5004%	35,500
Salman Abdullah	238,054	32.2498%	32,250
Ismael Abdullah	238,054	32.2498%	32,250
Total	738,157	100.0000%	100,000

In consideration of the transfer of the relevant portion of the Demerging Undertaking into ACRYLIC (Pvt.) Ltd. the same shall issue 100,000 ordinary shares to the Yousuf Family in the manner delineated in the Table hereinbelow;

Ordinary Shareholders	Present Shareholding		Shares to be issued under the Scheme
	Number of shares held	Proportionate shareholding	
Yousuf Abdullah	20,160	33.3334%	33,334
Salman Abdullah	20,160	33.3333%	33,333
Ismael Abdullah	20,160	33.3333%	33,333
Total	60,480	100.0000%	100,000

In consideration of the transfer of the relevant portion of the Demerging Undertaking into STM Corporation (PVT.) Ltd. the same shall issue 100,000 ordinary shares to Sapphire Holding Limited.

LIABILITIES, OBLIGATION AND LEGAL PROCEEDINGS

The transfer of assets as per the Scheme will include all the liabilities, encumbrances and obligations relating to the assets howsoever arising, and after the Scheme is sanctioned, the transferee of the Assets will discharge all such outstanding liabilities and will perform all such outstanding obligations in due course as if they were originally its own liabilities and obligations.

It has been prayed in the Petition submitted in Court that an order be passed directing that the transferee of assets shall, without any further act, deed, matter or thing, be deemed to have created all such liens charges, mortgages, pledges, hypothecation, assignments by way of security, security interests, claims and other encumbrances of whatever nature over the transferred assets.

Any and all legal proceedings in relation to the assets and pending against the transferor will be treated as legal proceedings by or against the transferee and the transferor shall have no further liability in this regard.

ADVANTAGES OF THE SCHEME

That the Board of Directors of each of the companies have considered various options, ways and means available to improve their business with the ultimate aim of maximising shareholder returns. They have accordingly formulated that the Demerging Undertaking should be carved out and allocated in the form elaborated upon in the Scheme. The Scheme is expected to result in an increase in operational effectiveness and management and efficiency.

DIRECTORS AND MANAGEMENT

The Board of Directors of SFL Limited is composed of the following individuals:

Mr. Mohammad Abdullah;

Mr. Shahid Abdullah;

Mr. Nadeem Abdullah;

Mr. Amer Abdullah;
Mr. Yousuf Abdullah ;
Mr. Mohammad Yamin; and
Mr. Abdul Sattar.

The Board of Directors of SFL Corporation (Pvt.) Ltd., is composed of the following individuals:
Mr. Sheikh Khalil Ur Rehman; and
Mr. Shakeel Ahmed.

The Board of Directors of Channel Holdings (Pvt.) Ltd., is composed of the following individuals:
Mr. Nadeem Abdullah;
Mr. Nabeel Abdullah; and
Mr. Umer Abdullah.

The Board of Directors of ATMZ Company (Pvt.) Ltd., is composed of the following individuals:
Mr. Amer Abdullah;
Mr. Ali Abdullah;
Mr. Tayyab Abdullah; and
Mr. Mustafa Abdullah.

The Board of Directors of Synergy Holdings (Pvt.) Ltd., is composed of the following individuals:
Mr. Yousuf Abdullah;
Mr. Salman Abdullah; and
Mr. Ismael Abdullah.

The Board of Directors of Resource Corporation (Pvt.) Ltd., is composed of the following individuals:
Mr. Shahid Abdullah;
Mr. Shayan Abdullah; and
Mr. Hassan Abdullah.

The Board of Directors of STM Corporation (Pvt.) Ltd., is composed of the following individuals:
Mr. Ahsan Ahmed; and
Mr. Chaudhry Nazeer Ahmed.

The Board of Directors of Glory (Pvt.) Ltd., is composed of the following individuals:
Mr. Nadeem Abdullah;
Mr. Nabeel Abdullah; and
Mr. Umer Abdullah.

The Board of Directors of Glitter (Pvt.) Ltd., is composed of the following individuals:
Mr. Shahid Abdullah;
Mr. Shayan Abdullah; and
Mr. Hassan Abdullah.

The Board of Directors of Lavender (Pvt.) Ltd., is composed of the following individuals:
Mr. Amer Abdullah;
Mr. Ali Abdullah;
Mr. Tayyab Abdullah; and
Mr. Mustafa Abdullah.

The Board of Directors of Acrylic (Pvt.) Ltd., is composed of the following individuals:
Mr. Yousuf Abdullah;
Mr. Salman Abdullah; and
Mr. Ismael Abdullah

The Board of Directors of Sapphire Holding Limited is composed of the following individuals:
Mr. Shayan Abdullah;
Mr. Amer Abdullah;

Mr. Shahid Abdullah;
Mr. Nadeem Abdullah;
Mr. Yousuf Abdullah;
Mr. Mohammad Yamin; and
Mr. Mohammad Younus.

The Board of Directors of Salman Ismail (Pvt.) Ltd., is composed of the following individuals:

Mr. Yousuf Abdullah; and
Mr. Ismael Abdullah

INTEREST OF DIRECTORS

No director of SFL Limited, SFL Corporation, Resource Corporation (Pvt.) Ltd, Glitter (Pvt.) Ltd, Channel Holdings (Pvt.) Ltd, Glory (Pvt.) Ltd, ATMZ Company (Pvt.) Ltd, Lavender (Pvt.) Ltd, Synergy Holdings (Pvt.) Ltd, Acrylic (Pvt.) Ltd, Sapphire Holding Limited, STM Corporation (Pvt.) Ltd., and Salman Ismail (Pvt.) Ltd has any interest, whether directly or indirectly except to the extent of the shareholding held by them and their employment in the said companies. The Directors are also interested to the extent of remuneration, and benefits as per the policy of the companies named. The effect of the Scheme on the interest of these Directors does not differ from its effect on the like interest of other members. The shareholding of the directors has already been disclosed in the tables above.

DIRECTORS AFTER THE SCHEME IS SANCTIONED

The Directors of SFL Limited, SFL Corporation, Resource Corporation (Pvt.) Ltd, Glitter (Pvt.) Ltd, Channel Holdings (Pvt.) Ltd, Glory (Pvt.) Ltd, ATMZ Company (Pvt.) Ltd, Lavender (Pvt.) Ltd, Synergy Holdings (Pvt.) Ltd, Acrylic (Pvt.) Ltd, Sapphire Holding Limited, STM Corporation (Pvt.) Ltd., and Salman Ismail (Pvt.) Ltd shall continue as Directors of these companies after the sanctioning of the Scheme.

DOCUMENTS FOR INSPECTION

The relevant documents in relation to the Scheme i.e. copies of Memorandum and Articles of Association, latest balance sheets, the Scheme of Arrangement and the Statement of Information under s.281 of the Companies Act, 2017, may be inspected at the registered office of the Companies during the usual business hours on any working day till the date scheduled for the meeting in which the resolution for approving the Scheme will be adopted.

SOME OF THE PRAYERS MADE IN THE PETITION FILED IN THE HIGH COURT

“an order under s. 279(2) of the Companies Act, 2017, sanctioning the Scheme as set forth in Annexure ‘N’ to this Petition, so as to make the Scheme binding on the Petitioners and their respective members and creditors;
an order under s.282(3)(a) of the Companies Act 2017 transferring to and vesting in the Petitioners, the whole of the ‘Demerging Undertaking’ as explained in the Scheme;

an order under 282(3)(b) of the Companies Act directing the Petitioners No. 3, 4, 5, 6, 7, 8, 9, 10, and 11 to allot the ordinary shares of par value of each of the Shareholders’ Companies as per Article 10 of the Scheme to each of its shareholders in the manner and proportion as defined in the Scheme.

an order under s.282(3)(c) of the Companies Act directing that any and all legal proceedings pending by or against the Petitioner No. 1 and 2 with the respect to the Demerging Undertaking (if any), as of the Effective Date (as defined in the Scheme), continue by or against the Petitioner No. 3, 4, 5, 6, 7, 8, 9, 10, and 11.”

PROXY FORM

SFL LIMITED

The Chief Financial Officer,
SFL Limited

I/We _____ of _____ being a shareholder of **SFL Limited**, HEREBY APPOINT _____ of _____ or failing him/her _____, as my/our proxy in my/our absence to act for me/us and vote for me/us on my/our behalf at the Extraordinary General Meeting of shareholders of the said Company convened pursuant to the Order dated 05th December, 2022 of the High Court of Sindh at Karachi in Judicial Companies Miscellaneous Petition No. **49** of 2022 and to be held at 27th December, 2022, at 10 AM, at 316- Cotton Exchange Building, I. I Chundrigar Road, Karachi, Pakistan or at any adjournment thereof), for the purpose of considering and if thought fit, approving, adopting and agreeing to the Scheme of Arrangement among SFL Limited, SFL Corporation, Resource Corporation (Pvt.) Ltd, Glitter (Pvt.) Ltd, Channel Holdings (Pvt.) Ltd, Glory (Pvt.) Ltd, ATMZ Company (Pvt.) Ltd, Lavender (Pvt.) Ltd, Synergy Holdings (Pvt.) Ltd, Acrylic (Pvt.) Ltd, Sapphire Holding Limited, STM Corporation (Pvt.) Ltd., and Salman Ismail (Pvt.) Ltd. and referred to in the Notice convening the said.

As witness my/our hand/seal on this _____ day of _____, 2022.

Signature: _____

IMPORTANT:

The proxy form, duly completed and signed, must be received at the registered office of the Company or at the office of the Registrars of the Company, not less than forty-eight hours before the time of holding the meeting

Shareholders and proxies must submit either a photocopy of their NADRA CNIC or their passport along with the instrument of proxy to the Company.

Any member may appoint a proxy to attend, speak and vote on his behalf and a proxy so appointed shall have such rights as respect speaking and voting at the meeting as are available to the member himself. The instrument of proxy must be in the form annexed as Schedule 'A' to this notice. Instruments of proxy must be lodged with the company no later than forty-eight hours before the time of the meeting. The proxy need not be a member himself.