

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 13th Annual General Meeting of **SAPPHIRE HOLDING LIMITED** will be held at 312, Cotton Exchange Building, I.I Chundrigar Road, Karachi on Thursday the 27th day of October 2022 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of last Annual General Meeting.
2. Consideration of the accounts, balance sheets and the reports of directors' and auditors'.
3. To appoint auditors for the year ending 30th June 2023 and fix their remuneration. The present Auditors M/s. Mushtaq & Co., Chartered Accountants retire and being eligible offer themselves for reappointment.
4. To elect directors of the company for a three-year term. The board of the directors has fixed the number of directors at seven. The term of the following seven directors will expire on October 27, 2025:

i. Mr. Shahid Abdullah	v. Mr. Shayan Abdullah
ii. Mr. Nadeem Abdullah	vi. Mr. Mohammad Yunus
iii. Mr. Amer Abdullah	vii. Mr. Mohammad Yamin
iv. Mr. Yousuf Abdullah	

SPECIAL BUSINESS

5. To approve by way of special resolution with or without modification the following resolutions in respect of related party transaction in terms of Section 208 of the Companies Act, 2017:
 - (i) **"RESOLVED THAT** the related Parties transactions conducted during the year as disclosed in the note 18 of the unconsolidated financial statements for the year ended June 30, 2022 be and are hereby ratified, approved and confirmed."
 - (ii) **"RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties on case to case basis during the financial year ending June 30, 2023."

"FURTHER RESOLVED that transactions approved by Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/ approval."

Any other Business

6. To transact any other business with the permission of the Chair.

(Attached to this Notice is a Statement of Material Facts covering the above- mentioned Special Business, as required under section 134(3) of the Companies Act, 2017).

By Order of the Board

Karachi.
28th September, 2022

MOHAMMAD TARIQ QURESHI
Secretary

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NOTES

1. Closure of share transfer books:

Share Transfer Books will remain closed and no transfer of shares will be accepted for registration from 21st October 2022 to 27th October 2022 (both days inclusive). Transfers received in order, by Hameed Majeed Associates (Private) Limited, 4th Floor, Karachi Chambers, Hasrat Mohani Road, Karachi up to 20th October 2022 will be entitled to attend and vote at the meeting.

2. A member entitled to attend and vote at this meeting is entitled to appoint another member as his/ her proxy to attend, speak and vote. An instrument of proxy applicable for the Meeting is being provided with the notice sent to the members. Further copies of the instrument may be obtained from the registered office of the Company during normal office hours. The proxy form can also be downloaded from the Company's website: www.sapphire.com.pk/shl

3. Duly completed instrument of proxy, and the other authority under which it is signed, thereof, must be lodged with the secretary of the company at the company's registered office 212, Cotton Exchange Building, I.I. Chundrigar Road, Karachi at least 48 hours before the time of the meeting.

4. Change in address: Any change of address of members should be immediately notified to the company's share registrars, Hameed Majeed Associates (Private) Limited, 4th Floor, Karachi Chambers, Hasrat Mohani Road, Karachi.

5. The CDC account holders will further have to follow the under-mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:

A. For attending the meeting:

i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original computerized national identity card (CNIC) or original passport at the time of attending the meeting.

ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

B. For appointing proxies:

i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form accordingly.

ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.

iii) Attested copies of CNIC or the passport.

iv) The proxy shall produce his/her original CNIC or original passport at the time of meeting.

v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted along with proxy form to the company.

6. Pursuant to Notification vide SRO. 787(1)/ 2014 of September 08, 2014, SECP has directed to facilitate the

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members of the Company receiving Annual Financial Statements and Notices through electronic mail system (e-mail). We are pleased to offer this facility to our members who desire to receive Annual Financial Statements and Notices of the Company through e-mail in future. In this respect members are hereby requested to convey their consent via e-mail on a standard request form which is available at the Company website i.e. www.sapphire.com.pk/shl. Please ensure that your e-mail has sufficient rights and space available to receive such e-mail which may be larger than 1 MB file in size. Further, it is the responsibility of the member to timely update the Shares Registrar of any change in the registered e-mail address.

7. An updated year wise list for unclaimed dividend/ shares of the Company is available on the Company's website www.sapphire.com.pk/shl. These are unclaimed dividend/ shares which have remained unclaimed or unpaid for a period of three years from the date these have become due and payable.

Claims can be lodged by shareholders on Claim Forms as are available on the Company's website. Claim Forms must be submitted to the Company's Shares Registrar for receipt of such dividend/shares.

8. In compliance with regulatory directives issued from time to time, members who have not yet submitted copy of their valid CNIC/ NTN are requested to submit the same to the Company, with members' folio number mentioned thereon for updating record.
9. Members can exercise their right to demand a poll subject to meeting requirements of section 143- 145 of the Companies Act 2017 and applicable clause of the Companies (Post Ballot) Regulations, 2018.
10. The Company shall provide video conference facility to its members for attending the Annual General Meeting at places other than the town in which general meeting is taking place, provided that if members, collectively holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 7 days prior to date of the meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city.

In this regard, please fill the following form and submit to registered address of the Company 7 days before holding of the Annual General Meeting:

"I/We, _____ of _____ being a member of Sapphire Holding Limited, holder of _____

Ordinary Shares as per registered folio # _____ hereby opt for video conference facility at

_____."

Signature of Member

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STATEMENT OF MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017

1. **Item Number 5(I) of the notice – Ratification and approval of the related party transactions**

The Company carries out transactions with its associates and related parties in accordance with its policies, applicable laws, regulations and with approval of board of directors of the company. However, during the year since majority of the Company's Directors are interested in certain transactions (by virtue of being the shareholder or common directorship), therefore due to absent of requisite quorum for approval in Board of Directors meeting, these transactions are being placed for the approval by shareholders in the Annual General Meeting.

All transactions, along with nature of relationship, with related parties to be ratified have been disclosed in the note 18 to the unconsolidated financial statements for the year ended June 30, 2022.

The company carries out transactions with its related parties on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business and periodically reviewed by the Board Audit Committee. Upon the recommendation of the Board Audit Committee, such transactions are placed before the board of directors for approval.

Transactions entered into with the related parties include dividends paid and received, investments made (in accordance with the approval of shareholders and board where applicable) and sharing of common expenses.

2. **Item Number 5(ii) of the notice - Authorization for the Board of Directors to approve the related party transactions during the year ending June 30, 2023**

The Company shall be conducting transactions with its related parties during the year ending June 30, 2023 on an arm's length basis as per the approved policy with respect to 'transactions with related parties' in the normal course of business. The majority of Directors are interested in these transactions due to their common directorship in the subsidiary / associated companies. In order to promote transparent business practices, the Board of Directors seeks authorization from the shareholders to approve transactions with the related parties from time-to-time on case-to-case basis for the year ending June 30, 2023 and such transactions shall be deemed to be approved by the Shareholders. The nature and scope of such related party transactions is explained above. These transactions shall be placed before the shareholders in the next AGM for their formal approval/ ratification.