

Shifa
International
Hospitals Ltd.**NOTICE OF EXTRAORDINARY
GENERAL MEETING**

Notice is hereby given that pursuant to the order of the Hon'ble Islamabad High Court dated February 26, 2026, in Companies Original No. 02 of 2026, an Extraordinary General Meeting (the "EOGM") of the members of Shifa International Hospitals Limited will be held on April 01, 2026 at 1100 hours at its registered office located at Pitras Bukhari Road, Sector H-8/4, Islamabad, to transact the following business:

Special Business:

- To consider, and, if thought fit, to pass, with or without modifications, the below mentioned resolutions for, inter alia, amalgamation of entire undertaking, including all assets, liabilities and obligations, of Shifa Medical Center Islamabad (Pvt.) Limited (the "SMCI or Petitioner No. 1") into Shifa International Hospitals Limited (the "SIHL or Petitioner No. 2") in terms of a Scheme of Amalgamation filed with the Hon'ble Islamabad High Court, prepared under the provisions of Sections 279 to 282 and 285(8) of the Companies Act, 2017, (the "Scheme") and approved by the Board of Directors of SIHL on October 25, 2025, as follows:

the Scheme envisages the following:

- the transfer to, and vesting of the entire undertaking of Petitioner No. 1 to Petitioner No. 2;
- in consideration for the transfer of the undertaking, Petitioner No. 2 will issue the shareholders of Petitioner No. 1, shares (other than the shares held by Petitioner No. 2 itself in Petitioner No. 1) in the ratio of 0.032 share of Petitioner No. 2 for every 1 share of Petitioner No. 1; and
- the dissolution, without winding up, of Petitioner No. 1 automatically on the sanction of the Scheme.

along with ancillary matters thereto, in accordance with the Scheme of Arrangement filed with the Hon'ble Islamabad High Court, Islamabad, as approved by the Board of Directors of the Petitioner No. 1.

The resolution to be passed by the requisite majority of members of SIHL under Section 279 to 283 and 285(8) of the Companies Act, 2017 (the "Companies Act") is as under:

"RESOLVED THAT the Scheme of Arrangement filed with the Hon'ble Islamabad High Court, Islamabad, prepared under the provisions of Section 279 to 283 and 285(8) of the Companies Act, as approved by the Board of Directors and circulated to the members of Shifa International Hospitals Limited (the "SIHL or Petitioner No. 2 or Company") for inter alia, amalgamation of entire undertaking, including all assets, liabilities and obligations, of Shifa Medical Center Islamabad (Pvt.) Limited (the "SMCI or Petitioner No. 1") into SIHL in terms of a Scheme of Amalgamation filed with the Hon'ble Islamabad High Court, prepared under the provisions of Sections 279 to 282 and 285(8) of the Companies Act, 2017, (the "Scheme") and approved by the Board of Directors of SIHL on October 25, 2025, as follows:

the Scheme envisages the following:

- the transfer to, and vesting of the entire undertaking of Petitioner No. 1 to Petitioner No. 2;
- in consideration for the transfer of the undertaking, Petitioner No. 2 will issue the shareholders of Petitioner No. 1, shares (other than the shares held by Petitioner No. 2 itself in Petitioner No. 1) in the ratio of 0.032 share of Petitioner No. 2 for every 1 share of Petitioner No. 1; and
- the dissolution, without winding up, of Petitioner No. 1 automatically on the sanction of the Scheme.

along with ancillary matters thereto, placed before the meeting for consideration and approval, be and hereby approved and adopted, along with any modifications, amendments required, or conditions imposed by the Hon'ble Islamabad High Court, Islamabad.

FURTHER RESOLVED THAT Dr. Zeeshan Bin Ishtiaque, Chief Executive Officer of the Company and/or any officer of the Company duly authorized by him in this regard be and are hereby singly authorized to complete any or all necessary corporate, legal and regulatory compliances and formalities to give effect to the above, including to sign execute, deliver, and issue, on behalf of the Company, all such notices, documents, forms, instruments and other papers of any nature whatsoever that may be required in connection with the above resolution(s), and to complete regulatory requirements, including the filing of required documents with the Hon'ble Islamabad High Court to effectuate the Scheme of Arrangement in accordance with Section 279 to 283 and 285 of the Companies Act.

As per the order of the Hon'ble Islamabad High Court, Mr. Uzair Shafie Esq., is appointed Chairman for the EOGM of SIHL. Copies of the (a) the statement under Section 134(3) of the Companies Act setting out the material facts; (b) Statement under Section 281 of the Companies Act, 2017; and (c) Scheme of Arrangement are being circulated to the members along with this notice of the EOGM.

By Order of the Board

Islamabad
March 10, 2026

Sd/-

MUHAMMAD NAEEM
Company Secretary**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 March 30, 2026:

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 March 30, 2026, 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 March 25, 2026 to April 01, 2026 (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, March 24, 2026 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.
- 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 March 29, 2026, 09:00 a.m. and shall close on March 31, 2026 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 uzair.shafie@live.com one day before the Extraordinary General Meeting i.e. on March 31, 2026, during working hours. The signature on the ballot paper should match with the signature on CNIC.

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.

viii) Prohibition on Grant of Gifts at the Meeting

The Securities and Exchange Commission of Pakistan (the "SECP"), through its Circular 2 of 2018, dated February 9, 2018 read with SRO 452(I) of 2025, has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens / coupons / lunches / takeaway packages) in any form or manner, to shareholders at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense, and companies failing to comply may face penalties.

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