FORM-4

September 27, 2016

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: **Notice of 12th Annual General Meeting**

Dear Sir,

Enclosed please find a copy of the Notice of the 12th Annual General Meeting to be held on **20th October, 2016** for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

Mohsin Naeem
Company Secretary

Encl: As above

HUM NETWORK LIMITED

Karachi Office
Building No. 10/11, Hassan Ali Street,
Off I.I. Chundrigar Road Karachi-74000.
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www.humnetwork.tv

NOTICE OF THE
12TH ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of HUM Network Limited will be held on **Thursday, October 20, 2016 at 4:00 p.m at Auditorium Hall, Institute of Chartered Accountants of Pakistan, Clifton , Karachi** to transact the following businesses: -

ORDINARY BUSINESS:

1- To confirm the minutes of the **11th** Annual General Meeting held on October 28, 2015.

2- To receive, consider and adopt Annual Audited Financial Statements of the Company together with the Directors' and Auditors' reports thereon for the year ended June 30, 2016 together with the Audited Consolidated Financial Statements of the Company and the Auditors' Report thereon for the year ended June 30, 2016.

3- To appoint Auditors' of the Company for the financial year ending June 30, 2017 and to fix their remuneration. The Board of Directors, on the recommendation of Audit Committee of the Company, has proposed the name of retiring auditors M/s. EY Ford Rhodes, Chartered Accountants, for their appointment as external auditors for the year ending June 30, 2017.

SPECIAL BUSINESS:

4- To consider and, if deem fit, to pass with or without any amendment/ modification following resolution as ordinary resolution:

__RESOLVED__ that dissemination of annual audited accounts to the shareholders in soft form i.e. through CD/DVD/USB as notified by Securities Exchange Commission of Pakistan vide its SRO No. 470(I)/2016 dated May 31, 2016, be and is hereby approved.

5- To consider and if thought fit, pass with or without modification, the following resolutions as special resolutions for the alterations and additions to be made in the Articles of Association of the Company:

"__RESOLVED__ that addition of following clauses in the Articles of Association of Hum Network Limited is hereby approved to incorporate the amendments required under Companies (E-voting) Regulations, 2016.

94A (i) Members may exercise voting rights at General Meetings through electronic means, if the Company receives the requisite demand for poll in accordance with the Companies (E-voting) Regulations, 2016 and any amendments made from time to time, hereinafter referred to as E-Voting. The Company shall provide E-voting facility in accordance with the mandatory requirements prescribed under said Regulations and amendments made to them from time to

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time by the Securities and Exchange Commission of Pakistan, irrespective of anything contained in any other provisions of these Articles and anything contradictory therein.

(ii) *Notwithstanding anything contained in these Articles, in case of E-Voting both members and non-members can be appointed as proxy and the instrument appointing shall be deposited, in writing, with the Company in the form and within such timelines as prescribed by the Commission from time to time.*

RESOLVED FURTHER THAT *Chief Executive or Secretary of the Company be and are hereby authorized to do or cause to be done any and all acts, deeds and things that may necessary or expedient to complete any or all corporate and legal formalities to give effect to the above resolution."*

ANY OTHER BUSINESS

6- To transact any other business with the permission of the chair.

Statement of material facts in respect of agenda items under special business, as required under section 160 (1) (b) of the Companies Ordinance, 1984 is being sent to the members alongwith the notice.

By Order of the Board

Mohsin Naeem
Company Secretary

Dated: **September 27, 2016**
Place: **Karachi**

Notes:

1. Book Closure:
   The Share Transfer Books of the Company will remain closed from October 14, 2016 to October 20, 2016 (both days inclusive). Transfer received in order by our Share Registrar, CDC Pakistan Limited, CDC House, 99 -B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi -74400 at the close of business on October 13, 2016 will be considered in time for attending the meeting.

2. Appointment of Proxies and Attending AGM:
   i) A member eligible to attend and vote at the Meeting may appoint another member as his/her proxy to attend, and vote instead of him/her.

   ii) A blank instrument of proxy applicable for the meeting is being provided with the notice sent to members. Further copies of the instrument of proxy may be obtained from the registered office of the Company during normal office hours.

   iii) A duly completed instrument of proxy and the power of attorney or other authority (if any), under which it is signed or a notarized certified copy of such power or authority must, to be valid, be deposited at the registered office not less than 48 hours before the time of the meeting. Attested copies of valid CNIC or the passport of the member and the Proxy shall be furnished with the Proxy Form.

   iv) In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with specimen signature shall be submitted with proxy form.

   v) The owners of the physical shares and the shares registered in the name of Central Depository Company of Pakistan Ltd. (CDC) and / or their proxies are required to produce their original Computerized National Identity Card (CNIC) or Passport (in case of foreign nationals) for identification purpose at the time of attending the meeting.

3. Change in Members Addresses:
   Members are requested to notify any changes in their addresses immediately to the Share Registrar M/s. Central Depository Company of Pakistan Limited.

4. Submission of Copies of Valid CNICs:
   Members, who have not yet submitted attested photocopy of their valid CNIC are requested to send the same, along with folio number, at the earliest, directly to the Company's Share Registrar.

5. Availability of Financial Statements and Reports on the Website:
   The Annual Report of the Company for the year ended June 30, 2016 has been placed on the Company's website at the below link:
   http://www.humnetwork.tv/Annual_Financial_Reports.html

6. Transmission of Annual Financial Statements in electronic mode

In terms of SRO No 787(I)/2014 dated September 8, 2014, shareholders can opt to obtain annual balance sheet and profit and loss account, auditor's report and directors report etc. alongwith the notice of Annual General Meeting through email. For this purpose, shareholder may send us their written consent along with a valid email.

Further, SECP has notified through SRO No 470(I)/2016 dated May 31, 2016, in continuation of SRO No 787(I)/2014 dated September 8, 2014, whereby subject to the approval of shareholders' in the general meeting listed companies have been allowed to disseminate Annual Audited Accounts to the shareholders in soft form i.e. through CD/DVD/USB instead of transmitting the said accounts in hard copies. Accordingly, subject to the approval of Agenda Item No. 4 in the Annual General Meeting, shareholders may send written consent in case they need hard copies of any or all future annual audited accounts instead of receiving the same through CD/DVD/USB.

For the convenience of shareholders, a Standard Request Form shall be made available at our website -www.humnetwork.tv - **either to opt receiving of future annual reports through email or in hard copies or otherwise request for any hard copy of any accounts if and when needed**. The scanned copy of the duly filled & signed form may be emailed to the Company Secretary at mohsin.naeem@hum.tv or the same can be submitted through post/courier to Company's Share Registrar - Central Depository Company of Pakistan Limited, CDC House, Block B, SMCHS, Main Shahrah-e-Faisal, Karachi - 74400.

STATEMENT OF MATERIAL FACTS UNDER SECTION 160 (1) (b) OF THE COMPANIES ORDINANCE, 1984

This Statement sets out the material facts concerning the Special Business to be transacted at the 12th Annual General Meeting is annexed with the Notice being sent to the Members.

Agenda Item No. 4
Dissemination of Annual Audited Accounts through CD/DVD/USB

The Securities and Exchange Commission of Pakistan (SECP) has issued SRO No. 470(I)/2016 dated May 31, 2016 which has allowed companies to circulate its Annual Audited Accounts (i.e. the annual balance sheet and profit and loss account, auditor's report and director's report) to its members through CD/DVD/USB at their registered addresses instead of transmitting them in hard copies, subject to approval obtained from shareholders in General Meeting. Accordingly, approval is hereby sought from shareholders to comply with the requirements of said SRO vide an ordinary resolution.

Subject to the approval of resolution in the AGM, the company will circulate its annual accounts in future through CD/DVD/USB. However, the shareholders will have the right to request hard copies free of cost at their registered addresses after submitting the Standard Request Form which shall be made available on Company website. While shareholders who wish to receive hard copies for all future annual audited accounts shall also require to give their preference in writing.

Furthermore, in terms of SRO 787(I)/2014 dated September 08, 2014, the company will continue to provide Annual Audited Accounts through email to those shareholders who shall opt this mode. Any changes to such arrangements should be communicated to the company on standard request form.

The directors have no direct or indirect interest in this agenda.

AGENDA ITEM NO. 5
Amendments in the Articles of Association

In accordance with the Companies (E-Voting) Regulations, 2016 issued by SECP, certain amendments are necessitated in the Articles of Association of the Company. The Board has accordingly proposed addition of Article 94A in Articles of Association of the Company to be approved as special resolution.

The existing and amended Articles of Association have been placed at the Registered Office of the Company for inspection by the members during business hours.

The Directors of the Company have no direct or indirect interest in the proposed agenda except to extent of their shareholding in the Company.

Dated: **September 27, 2016**
Place: **Karachi**

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