

GTECH/Corp-EOGM/PSX/02

April 25, 2022

The General Manager

Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Addendum II Regarding Notice of Extraordinary General Meeting of G3 Technologies Limited to be held on May 07, 2022.

Dear Sir,

In continuation of our letter No. GTECH/Corp-EOGM/PSX dated April 15, 2022 and letter No. GTECH/Corp-EOGM/PSX/01 dated April 18, 2022, the Board of Directors of the Company (G3 Technologies Limited) has received the notice of further agenda items (Addendum II) under section 140(2) of the Companies Act, 2017 for consideration in the Extra Ordinary General Meeting of the Company to be held on Saturday May 07, 2022. The copy of notice is attached and also being dispatched to the shareholders of the Company.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

For and on behalf of
G3 Technologies Limited



FARZAND ALI
Company Secretary

Encl: - As Above

CC: Executive Director / HOD, Offsite-II Department, Supervision Division
Securities & Exchange Commission of Pakistan, Islamabad.

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Ghani Global Group

G3 TECHNOLOGIES LIMITED

ADDENDUM-II OF EXTRA ORDINARY GENERAL MEETING

(To be held on Saturday May 07, 2022)

Further Agenda Items Under Section 140 of the Companies Act 2017

Dear Shareholders

The following further agenda items will be considered in Extra Ordinary General Meeting to be held on May 07, 2022

Agenda Item No. 3: Increase/Alteration in Authorized Share Capital

In order to cater for future increase in paid up capital, the Board of Directors have proposed to enhance the authorized share capital of the Company and have proposed to issue Class B Shares to the existing shareholders either by way of right, bonus or otherwise. In the light of the same for future potential issuance of shares of different class, the Company seeks to increase its authorized share capital from Rs.2,500 million to Rs.3,000 million and accordingly make the necessary amendments to Memorandum and Articles of Association of the Company.

The following resolution is proposed to be passed as special resolution, with or without modifications and accordingly alteration in the Memorandum and Articles of Association of the Company:

RESOLVED THAT authorized share capital of G3 Technologies Limited (the Company) be and is hereby increased from Rs. 2,500,000,000/- divided into 250,000,000 ordinary shares of Rs. 10 each to Rs. 3,000,000,000/- divided into 250,000,000 (Two Hundred and Fifty Million) Ordinary Shares of Rs. 10/- each and 50,000,000 (Fifty Million) Class B Shares of Rs. 10/- each.

FURTHER RESOLVED THAT the Company be and is hereby authorized to amend and alter the Memorandum of Association and Articles of Association of the Company to give effect of increase in authorized share capital of the Company from Rs.2,500,000,000/- divided into 250,000,000 ordinary shares of Rs. 10 each to Rs. 3,000,000,000 (Rupees Three Thousand Million Only) divided into 250,000,000 (Two Hundred and Fifty Million) Ordinary Shares of Rs. 10/- each and 50,000,000 (Fifty Million) Class B Shares of Rs. 10/- each.

FURTHER RESOLVED THAT the Chief Executive Officer and/or Company Secretary of the Company be and is hereby singly empowered and authorized to take all steps and actions necessary, incidental and ancillary as may be required in this regard and to do all acts, matters, and things as may be necessary or expedient for the purpose of increase in authorized share capital and amendment/ alteration in Memorandum and Articles of Association of the Company.

Agenda Item No. 4: Alteration/amendment in Articles of Association of the Company

In order to implement the Financial Restructuring, certain amendments, alteration and additions in Articles of Associations of the Company are recommended by the Board of Directors for approvals from shareholders of the Company.

The following resolutions are proposed to be passed as special resolution, with or without modifications and accordingly change the articles of association of the Company:

RESOLVED THAT approval of the shareholders of G3 Technologies Limited (the Company) be and is hereby granted to insert additional clause 18.A and clause 18.B in the Articles of Association of the Company as follows:

18.A - POWER TO ISSUE SHARES WITH DIFFERENT RIGHTS AND PRIVILEGES

Subject to the Applicable Law and, in particular, Section 58 of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020, any Share in the Company may be issued with different rights, restrictions and privileges, including but not limited to, the following as may be approved by the Company by the Special Resolution;

- (a) different voting rights; voting rights disproportionate to the paid-up value of Shares held; voting rights for specific purpose only; or no voting rights at all;
- (b) different rights for entitlement of Dividend, right Shares or bonus Shares or entitlement to receive the notices and to attend the General Meetings;
- (c) different rights for participation in surplus assets in case of liquidation; or no participation at all;
- (d) rights and privileges for an indefinite period, for a limited specific period or for such period or periods as may from time to time be determined by the Company;
- (e) different manner and mode of redemption, including redemption in accordance with the provisions of these Articles including but not limited to, by way of conversion into Shares with such rights and privileges as determined by the Company;
- (f) Shares with various rights be issued on terms and conditions that may be determined by the Board of Directors subject to the approval of shareholders in the General Meeting through Special Resolution and with the prior approval of the Commission. Rights, privileges, terms and conditions regarding dividend, zero dividend, tracking or non-tracking, stepped or otherwise, voting rights, cumulative, non-cumulative, participation, non-participation, conversion, non-conversion, redemption, non-redemption etc. will be defined in offering documents and will be considered as integral part of this Article-8 (as a sub-article);
- (g) Issuance of variant classes will be identified through distinctive class names;
- (h) Rights, privileges and obligations defined in article nos. 20 to 42 will only be applicable to the existing ordinary shareholders and variant rights, privileges and obligations of the shareholders of other classes will be construed according to their offering documents;
- (i) In the event of any conflict or inconsistency between the provisions of this Article 18 A and any other Articles, the Article 18 A shall prevail.

18.B – ISSUANCE of CLASS B SHARES

Subject to the Applicable Law and, in particular, Section 58 of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020, the Company may issue “Class B Shares” as approved by shareholders of the Company by passing the Special Resolution with the following rights, privileges, terms and conditions;

		Class B Shares under Section 58 of the Companies Act, 2017
1	Name of Security	G3 Technologies Limited – Class B Share
2	Security Type	Class B Shares under Section 58 of the Companies Act, 2017
3	Participation in Surplus Assets in case of Liquidation	No Participation
4	Dividend/Profit is Cumulative or Non-Cumulative	No Cumulative
5	Redemption	No Applicable
6	Conversion into Ordinary Shares of the Company	Convertible into Ordinary Shares of the Company
7	Conversion Rate	Conversion Rate as decided by the Board of Directors at any time after the issuance subject to provisions of section 82 of the Companies Act, 2017
8	Call Option in Cash to the Company	Not Applicable
9	Put Option in Cash to the Shareholder	Not Applicable
10	Par Value	Rs. 10.00 / per share
11	Issue Price.	Up to Rs. 50.00 / per share (including Premium of Rs. 40/-) as decided by the Board of Directors at the time of Issuance
12	Issuance by way of	Issuance to the existing ordinary shareholders of the Company either by way of Right, Bonus or otherwise
13	Tenor	Perpetual unless Converted in full
14	Instrument Rating	Not Required
15	Security / Charge	Not Applicable
16	Voting Rights	Non-Voting
17	Dividend/Profit Rate	As decided by the Board of Directors in their meeting without any priority on existing Ordinary Shares of the Company
18	Base Rate	Not Applicable
19	Right to Bonus	No right over Bonus Issue (in the form of Ordinary Shares) but having right over Bonus Class B Shares as decided by the Board of Directors
20	Any Other Right(s)	No right over Right Issue unless Right Issue is made in the form of Class B Shares
21	Listing	To be Listed at Pakistan Stock Exchange Limited (PSX)

22	Shari'ah Compliance	Not Applicable
23	Issue Size	Up to Rs. 2,500,000,000 (including premium)
24	Issue Size	Up to Rs. 50,000,000 share
25	Ranking/Priority	Automatic Conversion into Ordinary Shares in case of liquidation of the Company at the ratio of 10.00 Class B Shares into ONE Ordinary Share of the Company
26	Triggering Event	Not Applicable
27	Trustee	Not Applicable

RESOLVED FURTHER THAT the Class B Shares shall be under the control of the Board of Directors who may allot, forfeit, surrender, rectify or otherwise dispose of the same to such persons, firms, corporation or corporations on such terms and conditions and at any such time as may be thought fit, subject to and in accordance with the provisions of the Companies Act, 2017.”

RESOLVED FURTHER THAT each of Chief Executive and Company Secretary be and are hereby singly authorized to give effect to the above resolutions and take all necessary steps as required under law or otherwise and to amend, alter the aforementioned resolutions as expedient and required and to sign and execute any petitions, applications, documents, letters of authorities etc. for and on behalf of the Company in relation to the foregoing and to further sub-delegate any or all of his powers hereunder and to appoint agents and attorneys of the Company in respect hereof, and without prejudice to the generality of the foregoing, to approach as he may deem fit government authorities, SECP, and/or other concerned persons, authorities and officers and to take such action as he may consider necessary or expedient with a view to obtaining their consent for the issuance of the Class B Shares and for facilitating the eventual issue of all sanctions, approvals, and permissions that may be required in connection with the Class B Shares and in that connection to do all such acts, deeds and things as they may deem necessary, including without limitation the following:

- (a) negotiate the terms of, execute and deliver applications, petitions, agreements, contracts, undertakings or other documents and do all acts, things and deeds as may be required or expedient for the proposed issue of Class B Shares.
- (b) sign, verify and present, and appoint advocates in connection with the applications and petitions aforesaid and all other applications, petitions, affidavits, statements and other papers and documents relating to obtaining approval of the SECP, or any other authority to the aforesaid approval of Class B Shares, including without limitation, review applications and appeals.”

By Order of the Board



Farzand Ali

Company Secretary

Place: Lahore

Dated: April 25, 2022