

The Avanceon Building 19 km Main Multan Road Lahore 54660 Pakistan

08 May 2023

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

Subject: Notice of Annual General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on 29 May 2023 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

Ahsan Khalil | Company Secretary



AVANCEON LIMITED
NOTICE OF 20<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of Avanceon Limited "Company" will be held on Monday, 29 May 2023 at 03:30 P.M. at Nishat Hotel, Gate No. 7, Imperial Ball Room - B, Adjacent to Emporium Mall, Abdul Haq Road, Johar Town, Lahore, to transact the following business:

## **ORDINARY BUSINESS**

- DINARY BUSINESS
  To confirm the minutes of the 19<sup>th</sup> Annual General Meeting held on 29 April 2022.
  To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the
  Company for the year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon

and Chairman's Review Report.
As required under section 223(7) of the Companies Act 2017, Financial Statements of the Combeen uploaded on the website of the Company which can be downloaded from the following link: https://www.avanceon.ae/investor-information/

- To appoint Auditors of the Company and fix their remuneration. The Members are hereby notified that the Board Audit Committee and the Board of Directors have recommended the name of M/s BDO Ebrahim & Co. Chartered Accountants for re-appointment as auditors of the Company for the year ending 31 December 2023. To consider and approve, as recommended by the Board of Directors, the issue of bonus shares @ 15% and
- To consider and approve, as recommended by the Board of Directors, the issue of bonus shares @ 15% and pass the following resolution;
  "RESOLVED that Ordinary Shares of Rs. 10/- each to be issued as Bonus Shares and that the said shares be allotted as fully paid Ordinary Shares to the Members of the Company whose names appear on the Register of Members as at the close of the business on Friday, 19 May 2023 in the proportion of 15 Bonus Share for every 100 Shares held, that is at the rate of 15%.

  These Bonus Shares shall rank pari passu as regards dividend and in all other respects with the existing Ordinary Shares of the Company.

  FURTHER RESOLVED that fractional entitlements of the members shall be consolidated into whole shares and sold in the stock market and the sale proceeds shall be donated to a charitable institution.

  To elect 07 (Seven) directors of the Company for the term of three years commencing from 29 May 2023 in accordance with the provision of section 159 of the Companies Act, 2017 and Memorandum and Articles of Association. The names of retiring Directors are as under:

  1. Mr. Khalid Hameed Wain

  2. Mr. Bakhtiar Hameed Wain

  3. Mr. Amir Waheed Wain

  7. Ms. Hanan Darwish

- - - Mr. Amir Waheed Wain Mr. Mr. Tanveer Karamat
- **SPECIAL BUSINESS**
- To consider and approve, in pursuant of S.R.O. 389 (I)/2023 dated 21 March 2023 the circulation of annual balance sheet and profit and loss account, auditor's report and directors report, etc. ("annual audited financial statements") to the members through QR enabled code and weblink and passed the following uer an uance sheet financial state resolu

## resolution; "RESOLVED that in pursuant of S.R.O. 389 (I)/2023 dated 21 March 2023 and Under Section 223(6) of The Companies Act, 2017, annual balance sheet and profit and loss account, auditor's report and directors report, etc ("Annual Audited Financial Statements") shall be circulated to the members of the company

report, etc ("Annual Audited Financial Statements") shall be circulated to the members of the company through QR enabled code and weblink.

To consider and if deemed fit, to pass the following resolutions as special resolutions, with or without any modifications, related to "Avanceon Limited Employee Stock Option Scheme 2022" (the ESOS 2022);

RESOLVED that, under The Companies (Further Issue of Shares) Regulations, 2020, the grant of options equal to or exceeding (1%) one percent of the issued or paid-up capital of the company at the time of grant of options, within one year, to identified employees be and is hereby approved."

FURTHER RESOLVED that, under The Companies (Further Issue of Shares) Regulations, 2020 the grant of options to any employee of the Company and/or its subsidiary Company(les), be and is hereby approved."

FURTHER RESOLVED that, Chief Executive Officer and/or Company Secretary of the company jointly and/or severally, to execute any document(s) and to take all actions necessary to give effect to the proposed resolution.

To consider and if deemed fit, to pass the following resolutions as special resolutions.

- To consider and if deemed fit, to pass the following resolutions as special resolutions, with or without any modifications, the Company be and is hereby authorized that under Clause v(a) and Clause viii of Regulation No. 7(1) of the Companies (Further Issue of Shares) Regulations, 2020, the following amendment are being made in the Employees Stock Option Scheme 2022:
- RESOLVED that, Clause 1.1, Interpretation of Eligible Employee is hereby amended and read as follows "Eligible Employee: Means:

  a) A full-time regular employee who is on the payroll of the company and/or its subsidiary company(ies) as an employee, (and who is admitted in the scheme by the Board).
  b) the Chief Executive officer of the company, an Executive Director who is on the payroll of the
  - FURTHER RESOLVED that, Clause 7.1 of Employees Stock Option Scheme 2022 is hereby amended and read as follows: "The grant of option to eligible identified employees in any one year equal to or over 1% of the paid-up
  - capital of the company (as increase from time to time excluding outstanding conversions) shall require a separate resolution of the shareholders of the company. It is also clarified that the committee, in its discretion may grant options to Eligible Employees including

It is also clarified that the committee, in its discretion may grant options to Eligible Employees including those presently in employment of the Company and/or its subsidiary Company(ies) and those who join in the future. Whether further options are to be granted to any such employee who has already been granted Options in any one year will also be in the discretion of the committee."

To consider and approve, pursuant of section 183 of the Companies Act, 2017 and subject to the grant of all approvals and consents, as required under law, Octopus Digital Inc. Pennsylvania USA (formerly Engro Innovative, Inc.), is a "Special Purpose Vehicle company" (SPV) (Invest company), a wholly owned subsidiary of Avanceon FZE Dubai UAE, which is in ultimate turn is the wholly owned subsidiary of Avanceon Limited Pakistan, which holds 25.0656% of the Limited Partnership Percentage Interest (the "Partnership Interest"), in, Avanceon LP, a Pennsylvania USA limited Partnership (the "Company"), and holds 25.0656% Percentage Interest in GP (the "GP Interest,"), hereby withdraw from the "Company and GP", sells, transfers and assigns to the Company, all right, title and interest in and to the Partnership Interest In consideration of; In consideration of One Million Five Hundred Thousand Dollars (\$1,500,000) to Octopus Digital Inc.

- (formerly Engro Innovative, Inc.), is a "Special Purpose Vehicle company" (SPV) and,
  The transfer of rights of trademark and/or service mark/brand "AVANCEON" to the holding
  company "Avanceon FZE Dubai UAE", in the territories forming part of the world other than United States, Canada or Mexico ("North America"). FURTHER RESOLVED THAT Mr. Bakhtiar Hameed Wain (CEO) and/or Mr. Saeed Ullah Khan Niazi (CFO) and/or Mr. Ahsan Khalil (Company Secretary) be and are hereby authorized to do all acts, deeds and things, to execute such agreements, documents and papers and make any applications, including but not limited to any applications, notices, disclosures required to be filed with the Securities and Exchange Commission of Pakistan, Pakistan Stock Exchange Limited and any other regulatory authorities, and undertake all such steps for the purposes of withdrawal, sell, transfer, dispose-off as the aforesaid officer(s) of the Company.

  C. ANY OTHER BUSINESS:

  10. To transact any other business with the permission of the Chair.
- By Order of the Board

WEBLINK FOR ONLINE MEETING VIA ZOOM: Members are encouraged to attend the AGM through video conference facility managed by the Company, follow the below link:

https://us02web.zoom.us/webinar/register/WN\_lulqSqSzRsCxRd\_4Y9yNbw

Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address

Lahore | Dated: 08 May 2023

madnan@avanceon.ae. Guidance as how-to login on Zoom to attend the AGM link: http://www.avanceon.ae/investor-relations/

shall be submitted along with proxy form to the company.

TEM 9 OF AGENDA
r.No. Particulars

1 Detail of assets to be sold, leased or

Acquisition date of the asset

amount

Quantitative and qualitative benefits expected to accrue to the members

registered office of the Company and can be inspected during office he

of shall include

The share transfer books of the Company will be closed and no transfer of shares will be accepted for registration from Monday, 22 May 2023 to Monday, 29 May 2023 (both days inclusive). Transfer received in order at our Registrar, M/S FAMCO Associates (Private) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahra-e-Faisal, Karachi by the close of business hours on Friday, 19 May 2023 will be treated to have been in time for the purposes of entitlement of bonus shares to the transferees and to attend & vote

FOR APPOINTING PROXIES:

**ITEM 7 OF AGENDA** 

disposed

Revalued

following:

Company(ies).

(i)

NOTES:

Ahsan Khalil | Company Secretary

FOR ATTENDING THE SHAREHOLDERS' MEETING

at the meeting.

A member entitled to attend and vote at this Meeting shall be entitled to appoint another person, as his/her A member entitled to attend and vote a trins wheeling shall be entitled to appoint another person, as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have such rights, as respects attending, speaking, and voting at the Meeting as are available to a member. Proxies in order to be effective, must be received by the Company not less than 48 hours before the meeting. A proxy need not be a member of the company.

Members are required to timely notify any change in their address to Company's Shares Registrar, M/S FAMCO Associates (Private) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahra-e-Faisal, Karachii.

- 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 up-loaded as per the Regulations, shall authenticate his/her identity by his/her Computerized National Identity Card (CNIC) or passport at the time of online identity by his/her Computerized registration/attending the meeting. The shareholders registered on CDC are also requested to provide their particulars ID numbers and account numbers in CDS at the time of online registration/attending the meeting.

  In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be provided at the time of online registration/attending the meeting
- POINTING PROXIES:
  In case of individual, 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 duly completed and stamped proxy form accordingly.

  The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form 3. Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with

the proxy form.

The proxy shall provide his/her CNIC or passport at the time of online registration/attending the meeting.

In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature

- STATEMENT(S) UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 AND DISCLOSURES UNDER SRO 423(I)/2018 ISSUED BY THE SECP AND DATED 03 APRIL 2018

  This Statement is annexed to the Notice of the 20<sup>th</sup> Annual General Meeting of Avanceon Limited to be held on Monday, 29 May 2023 at which certain Special Business is to be transacted. The purpose of this Statement is to set forth the material facts concerning such special business; TITEM 6 OF AGENDA

  Considering the optimum use of advancements in technology and in order to fulfil the Company's corporate social responsibility to the environment and sustainability, Members approval is sought for the circulation of the Annual Report (including annual audited financial statements and other reports contained therein) to the Members of the Company through QR enabled code and weblink in accordance with S.R.O. 389(I)/2023 dated March 21, 2023.

  ITEM 7 OF AGENDA
  - A separate special resolution is being passed as required under Regulation No. 7(1) v(a) of the Companies (Further Issue of Shares) Regulations, 2020, for the grant of option to eligible identified employees of the Company and/or its subsidiary Company(ies) under Employees Stock Option Scheme 2022 of the company. **ITEM 8 OF AGENDA** Interpretation and clause 7.1 "Grant of Options" of the Employees Stock Option Scheme ed to include employees of the Company, its holding Company and/or its subsidiary se 1.1, Int amended

Relevant Information

Percentage

Not Applicable revaluation (if applicable) USD 5,435,113 (the book value consist of investment which is executed by the holding company Avanceon (v) FZE, Dubai, UAE.
USD 1,500,000/- (US Dollars One Million and Five Hundred (vi) Approximate current market

Interest,") 01 February 2007

USD 5,435,113 (net realizable cost)

a) 25.0656% of the Limited Partnership Percentag Interest (the "Partnership Interest"), in, Avanceon LP, Pennsylvania USA limited Partnership. Description/Name of asset 25.0656% Percentage Interest in GP (the "GP

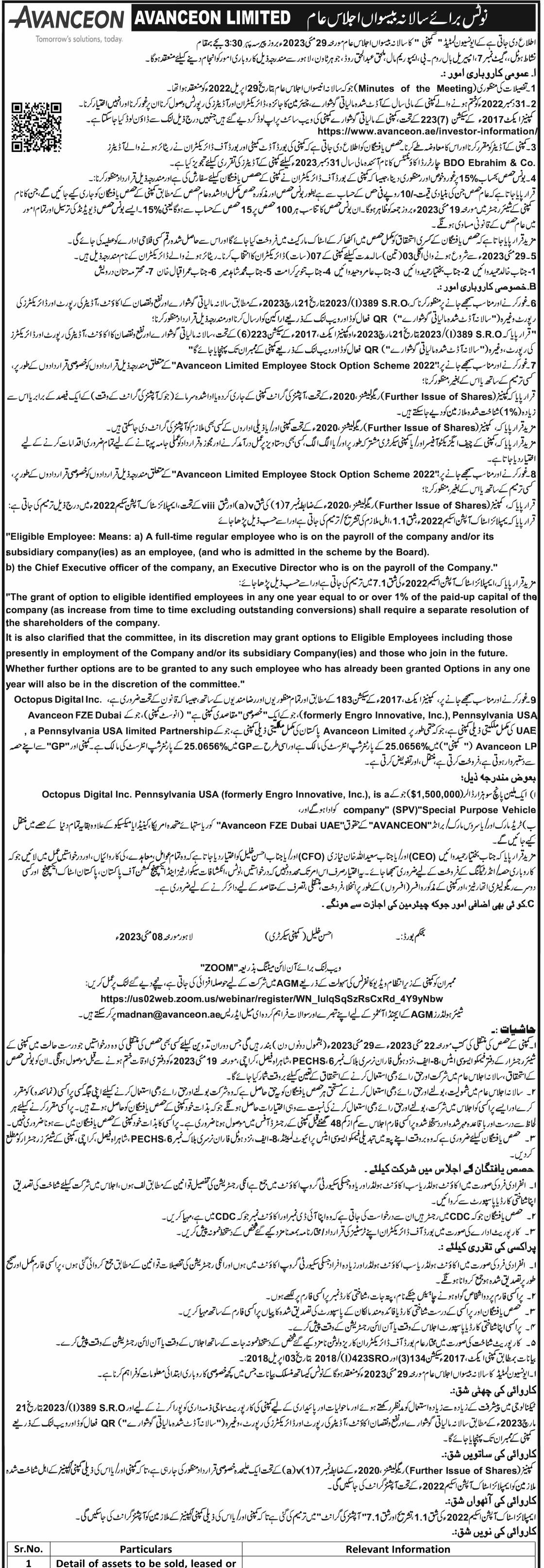
date

Thousand Only).
The consideration received consist of two things; price/fair value (vii) Digital a) USD 1,500,000/- cash to Octopus Digital Inc. Pennsylvania USA (formerly Engro Innovative, Inc.), is a "Special Purpose Vehicle company" (SPV). In case of sale, if the expected sale price is lower than book value or fair b) The transfer of rights of trademark and/or service mark/brand "AVANCEON" to the holding company Avanceon FZE, Dubai, UAE, in the territories forming part of the world **other than** United States, Canada or Mexico ("North America") which is valued approximately **USD** value, then the reasons thereof 16m Withdrawal of 25.0656% interest in both "Avanceon LP" and "Avanceon GP" under an agreement and transfer of The proposed manner of disposal of the said assets the consideration. In case the company has identified a buyer, who is a related party the fact shall be disclosed in the 3 Not Applicable statement of material facts
Purpose of the sale, lea
disposal of assets along . lease 4 following details: Utilization of the Expansion in United States under the name and style of Octopus Digital Inc. for the digital drive.

No major effect on the capacity of the group as the group proceeds received (a) from the transaction (b) Effect on operational capacity of the plan to relaunch / re-initiate the digital drive under the company, if any plan to relaunch / re-initiate the digital drive under the name and style of Octopus Digital Inc.

a. One Million Five Hundred Thousand Dollars (\$1,500,000) to Octopus Digital Inc. Pennsylvania USA (formerly Engro Innovative, Inc.), is a "Special Purpose Vehicle company" (SPV).and, (c)

b. The transfer of rights of trademark and/or service mark/brand "AVANCEON" to the holding company "Avanceon FZE Dubai UAE", in the territories forming part of the world other than United States, Canada or Mexico ("North America"). Pursuant to requirements of Section 134(3) of the Companies Act 2017, the documents referred including this Agenda(s) and resolution(s) are available at the



of shall include

Description/Name of asset

Acquisition date of the asset

revaluation (if applicable)

amount

and

current

In case of sale, if the expected sale

price is lower than book value or fair

The proposed manner of disposal of

In case the company has identified a

buyer, who is a related party the

fact shall be disclosed in the

Purpose of the sale, lease or

disposal of assets along with

Utilization of the proceeds received

Effect on operational capacity of the

Quantitative and qualitative benefits

expected to accrue to the members

statement of material facts

value, then the reasons thereof

date

of

market

a) 25.0656% of the Limited Partnership Percentage

Interest (the "Partnership Interest"), in, Avanceon LP, a

b) 25.0656% Percentage Interest in GP (the "GP

USD 5,435,113 (the book value consist of investment

which is executed by the holding company Avanceon

USD 1,500,000/- (US Dollars One Million and Five Hundred

a) USD 1,500,000/- cash to Octopus Digital Inc.

Pennsylvania USA (formerly Engro Innovative, Inc.), is a

b) The transfer of rights of trademark and/or service

mark/brand "AVANCEON" to the holding company

Avanceon FZE, Dubai, UAE, in the territories forming part

of the world other than United States, Canada or Mexico

("North America") which is valued approximately USD

Withdrawal of 25.0656% interest in both "Avanceon LP"

and "Avanceon GP" under an agreement and transfer of

Expansion in United States under the name and style of

No major effect on the capacity of the group as the group

plan to relaunch / re-initiate the digital drive under the

(\$1,500,000) to Octopus Digital Inc. Pennsylvania USA

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b. The transfer of rights of trademark and/or service

mark/brand "AVANCEON" to the holding company

"Avanceon FZE Dubai UAE", in the territories forming part

of the world other than United States, Canada or Mexico

One Million Five Hundred Thousand Dollars

Octopus Digital Inc. for the digital drive.

name and style of Octopus Digital Inc.

۲ \_ کمپنیزا یک 2017ء کی شق(3) 134 کے تحت تمام دستاویزات بمشول ایجنڈ ااور قر ار داد کمپنی کے رجسٹر ڈ آفس میں دفتری اوقات میں جانچ کے لیے موجود ہیں۔

Vehicle company" (SPV).and,

("North America").

The consideration received consist of two things;

"Special Purpose Vehicle company" (SPV).

Pennsylvania USA limited Partnership.

USD 5,435,113 (net realizable cost)

Interest,")

01 February 2007

Not Applicable

FZE, Dubai, UAE.

Thousand Only).

16m.

the consideration.

Not Applicable

disposed

following:

Cost

Revalued

**Book value** 

Approximate

price/fair value

the said assets

following details:

company, if any

from the transaction

(i)

(ii)

(iii)

(iv)

(v)

(vi)

(vii)

2

3

4

(a)

(b)

(c)