

May 31, 2023

The General Manager  
Pakistan Stock Exchange Ltd.,  
Stock Exchange Building,  
KARACHI-74000.

**RE: ADDENDUM TO THE NOTICE OF EOGM 2023**

Dear Sir;

Kindly refer to the notice dated May 30, 2023 of the Extraordinary General Meeting to be held by our Company.

In this respect enclose herewith an addendum to the above-referred notice which is self-explanatory.

Thanking you,

Yours faithfully,  
For INTERNATIONAL INDUSTRIES LTD.,



**M. IRFAN BHATTI**  
Company Secretary &  
Head of Legal Affairs

### **ADDENDUM TO THE NOTICE OF EOGM**

This is to inform you that the following addition should be read as part of the Notice of Extraordinary General Meeting dated May 30, 2023 for the Extraordinary General Meeting of the Members of International Industries Limited to be held on Tuesday, June 20, 2023 at 11:00 a.m. at the Beach Luxury Hotel, Off. M.T. Khan Road, Karachi to transact the following business.

#### **SPECIAL BUSINESS:**

3. To consider and if thought fit, to amend the Articles of Association of the Company and for this purpose to pass the following resolution as a Special Resolution:

**RESOLVED** as and by way of Special Resolution **THAT** the Articles of Association of the Company be and are hereby amended by substituting for the existing Article 131, the following new article:

#### **Power to Capitalize**

131. The Company may upon the recommendation and approval of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would be entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited

By Order of the Board

M. Irfan Bhatti

Company Secretary & Head of Legal Affairs

Karachi: May 30, 2023





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

-----  
This is to inform you that the following addition should be read as part of the statement under section 134(3) of the Companies Act 2017 enclosed with the Notice of Extraordinary General Meeting dated May 30, 2023.

**Agenda Item No. 3 – Amendments to the Company's Articles of Association**

The Board of Directors has recommended that Article 131 of the Company's Articles of Association be altered to bring it in line with the issuance of the Companies (Further Issue of Shares) Regulations 2020.

For this purpose, it is proposed that the resolution set out in the Addendum to the Notice convening the Extraordinary General Meeting of the Company be passed as a Special Resolution.

The Board confirms that the proposed alteration is in line with the applicable provisions of the law and regulatory framework to the best of their knowledge and belief.

The existing and proposed altered provision of the Company's Articles of Association is set out below:

<b>Existing Article 131</b>	<b>Proposed Amendment to Article 131</b>
131. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would be entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited	131. The Company <del>in General Meeting</del> may upon the recommendation <b>and approval</b> of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would be entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited