

01 December 2023

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

Subject: **Notice of Extraordinary General Meeting**

Dear Sir,

Please find enclosed herewith a copy of the Notice of Extraordinary General Meeting to be held on Friday, 22 December 2023 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,



Ahsan Khalil | Company Secretary

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary General Meeting of Avanceon Limited "the **Company**" will be held on Friday, 22 December 2023 at 10:00 A.M. at Nishat Hotel, Gate No. 7, Imperial Ball Room-A, Adjacent to Emporium Mall, Abdul Haq Road, Johar Town, Lahore, to transact the following business:

**A. ORDINARY BUSINESS**

1. To confirm the minutes of the 20th Annual General Meeting held on 29 May 2023.

**B. SPECIAL BUSINESS**

2. To consider and if deemed fit, to pass with or without modifications, additions or deletions, the following resolution of the Company, as recommended by the Board of Directors of the Company:

**RESOLVED** that, pursuant to clause (b) of subsection (3) of the section 183 and other applicable provisions of the Companies Act, 2017 and subject to the grant of all approvals and consents, as required under the applicable law, the company to dispose-off / transfer the entire 47,500,000/- (forty seven millions and five hundred thousand) ordinary shares of its wholly owned subsidiary company, Empiric AI (Private) Limited ("**EPL**"), constituting 100% of the issued and paid up capital of **EPL**, to Octopus Digital Limited ("**ODL**") listed subsidiary of the Company, in consideration of cost to the Company at Rs. 440,023,210/- (Rupees Four Hundred and Forty Million Twenty-Three Thousand Two Hundred Ten Only).

**FURTHER RESOLVED** that, this transaction to be settled by way of adjustments of short term/long term loan/liabilities due on such terms and conditions as specified under the EPL Business Transfer/Sale Agreement ("**Agreement**") dated 30 September 2023.

**FURTHER RESOLVED** that, Mr. Bakhtiar Hameed Wain (CEO) and/or Mr. Ahsan Khalil (CFO) 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.

3. To consider and if deemed fit, to pass with or without modification, addition or deletion, the following Resolution of the Company, as recommended by the Board of Directors of the Company:

**RESOLVED** that, pursuant to clause (b) of subsection (3) of the section 183 and other applicable provisions of the Companies Act, 2017 and subject to the grant of all approvals and consents, as required under law, the necessary approval to be taken from members of the Company on Sale/Transfer/Dispose of the entire shareholding of Octopus Digital Inc., Pennsylvania USA ("**ODI**") (formerly Engro Innovative, Inc.) a wholly owned subsidiary of Avanceon FZE, Dubai, UAE ("**AVN-FZE**") which is a wholly owned subsidiary of the Company to Octopus Digital FZ-LLC, Dubai, UAE ("**OD-FZ-LLC**"), a wholly owned subsidiary of the Octopus Digital Limited ("**OCTOPUS**"), a listed subsidiary of the Company, in consideration of USD 2,550,000 (\$ Two Million Five Hundred and Fifty Thousand Only).

**FURTHER RESOLVED** that, this transaction to be settled by way of adjustments of short term/long term loan/liabilities due within the group on such terms and conditions as specified under the ODI Business Transfer/Sale Agreement ("**Agreement**") dated 30 September 2023.

**FURTHER RESOLVED THAT** Mr. Bakhtiar Hameed Wain (CEO) and/or Mr. Ahsan Khalil (CFO) 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:**

4. To transact any other business with the permission of the Chair.

By Order of the Board

**Ahsan Khalil | Company Secretary**

**Lahore | Dated: 01 December 2023**

**WEBLINK FOR ONLINE MEETING VIA ZOOM:**

Members are encouraged to attend the EOGM through video conference facility managed by the Company, follow the below link:

[https://us06web.zoom.us/webinar/register/WN\\_uMUuAOfUSs-1OmsT-cxZxA#/registration](https://us06web.zoom.us/webinar/register/WN_uMUuAOfUSs-1OmsT-cxZxA#/registration)

Guidance as how-to login on Zoom to attend the EOGM link:

<http://www.avanceon.ae/investor-relations/>

**NOTES:**

1. The share transfer books of the Company will be closed and no transfer of shares will be accepted for registration from Friday, 15 December 2023 to Friday, 22 December 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., Shakra-e-Faisal, Karachi by the close of business hours on Thursday, 14 December 2023 will be treated to have been in time for the purposes of attend & vote at the meeting.
2. A member entitled to attend and vote at this Meeting 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.
3. 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., Shakra-e-Faisal, Karachi.

**FOR ATTENDING THE SHAREHOLDERS' MEETING**

1. 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 registration/attending the meeting.
2. 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.
3. 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.

**FOR APPOINTING PROXIES:**

1. 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.

2. 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.
4. The proxy shall provide his/her CNIC or passport at the time of online registration/attending the meeting.
5. In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature shall be submitted along with proxy form to the company.

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

This Statement is annexed to the Notice of the Extraordinary General Meeting of Avanceon Limited to be held on Friday, 22 December 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;

**ITEM 2 & 3 OF AGENDA**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Relevant Information</b>
1	Name of the subsidiary	<p><b>Agenda Item # 2</b> Empiric AI (Private) Limited</p> <p><b>Agenda Item # 3</b> Octopus Digital Inc., Pennsylvania USA</p>
2	Cost and book value of investment in subsidiary	<p><b>Agenda Item # 2</b> Cost and book value of investment: PKR 440,023,210/-</p> <p><b>Agenda Item # 3</b> Cost and book value of investment: USD 2,372,500/- (in the books of Avanceon FZE, wholly owned subsidiary of Avanceon Limited)</p>
3	Total market value of subsidiary based on value of the shares of the subsidiary company: <ol style="list-style-type: none"> <li>a) In case of listed subsidiary company: quoted price of shares of subsidiary on day of decision of the board for disposal;</li> <li>b) In case of non-listed subsidiary: value determined by a registered valuer, who is eligible to carry out such valuation along with name of the valuer.</li> </ol>	<p><b>Agenda Item # 2 &amp; 3</b> Not applicable.</p> <p><b>Agenda Item # 2</b> PKR 440,023,210/- Valuer: Iqbal Yasir and Co. Chartered Accountants</p> <p><b>Agenda Item # 3</b> USD 2,550,000/- Valuer: Iqbal Yasir and Co. Chartered Accountants</p>
4	Net worth of subsidiary as per latest audited financial statements and subsequent interim financial statements, if	<p><b>Agenda Item # 2</b> PKR (32,711,803)/- As of December 31, 2022 (Audited)</p>

	available	<p>PKR 269,500,546/- As of September 30, 2023 (Unaudited)</p> <p><b>Agenda Item # 3</b> USD 5,393,709/- As of December 31, 2022 (Audited)</p> <p>USD (37,758)/- As of September 30, 2023 (Unaudited)</p>
5	Total consideration for disposal of investment in subsidiary, basis of determination of the consideration and its utilization	<p><b>Agenda Item # 2</b> PKR 440,023,210/- at cost.</p> <p>To be settled by way of adjustments of short term/long term loan/liabilities due on such terms and conditions as specified under the EPL Business Transfer/Sale Agreement dated 30 September 2023.</p> <p><b>Agenda Item # 3</b> USD 2,550,000/- valued at NPV (Net Present Value) of tax benefit of accumulated losses.</p> <p>To be settled by way of adjustments of short term/long term loan/liabilities due within the group on such terms and conditions as specified under the ODI Business Transfer/Sale Agreement dated 30 September 2023.</p>
6	Quantitative and qualitative benefits expected to accrue to the members.	<p><b>Agenda Item # 2</b> The optimization of costs due to synergy and effective utilization of Octopus Digital Limited resources has already turned the company into profits.</p> <p>This disposal will make Empiric AI (Private) Limited part of Octopus Digital Limited as earlier envisaged completing the corporate alignment.</p> <p><b>Agenda Item # 3</b> This sale / transfer is in line with the objective of starting Octopus Digital Limited business in USA. It would also help the company utilize the tax benefit of the accumulated loss as tax benefits in future.</p>

Pursuant to requirements of Section 134(3) of the Companies Act 2017 and SECP SRO 423(I)/2018, the documents referred including this Agenda(s) and resolution(s) are available at the registered office of the Company and can be inspected during office hours.