

NOTICE OF 16th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 16th Annual General Meeting of Avanceon Limited ("AVN") will be held at Fairways Hall Country Golf Club Sector C Bahria Town Lahore, on Thursday, 25 April, 2019 at 3.00 P.M. to transact the following business:

A. ORDINARY BUSINESS

1. To confirm the minutes of the 15th Annual General Meeting held on 24th April, 2018.
2. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended December 31, 2018 together with the Directors' and Auditors' Reports thereon and Chairman's Review Report.
3. To appoint Auditors of the Company and fix their remuneration. The Members are hereby notified that the Audit Committee and the Board of Directors have recommended the name of retiring auditors M/s EY Ford Rhodes, Chartered Accountants for appointment as auditors of the Company

B. SPECIAL BUSINESS

4. To consider, and if thought fit, to approve as recommended by the Directors, the issue of bonus shares @ 40% and pass the following resolution;
"RESOLVED that Ordinary Shares of Rs. 10/- each 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 17 April 2019 in the proportion of 40 Bonus Share for every 100 Shares held, that is at the rate of 40%, as a result of this action a sum of Rs. 545,295,000 (Rupees Five Hundred Forty-Five Million, Two Hundred and Ninety-Five Thousand only) out of the free reserves of the Company be capitalized and applied towards the issue of bonus shares.

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.

5. RESOLVED that the Authorized Capital of the Company be increased from Rs. 2,000,000,000 (Rupees Two Billion only) divided into 200,000,000 (Two Hundred Million) of the nominal value of Rs.10.00 (Rupees Ten each) ordinary shares to Rs. 2,500,000,000 (Rupees Two Billion, Five Hundred Million Billion only) divided into 250,000,000 (Two Hundred and Fifty Million) of the nominal value of Rs.10.00 (Rupees Ten each) ordinary shares. and that

(a) Clause V of the Memorandum of Association of the Company be and is hereby amended to read as follows:

"V. The authorized share capital of the Company is Rs. 2,500,000,000 (Rupees Two Billion Five Hundred Million) divided into 250,000,000 (Two Hundred Fifty Million) shares of the nominal value of Rs.10.00 (Rupees Ten each) with the power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with the provisions of the Companies Act 2017.

(b) Article 5 of the Articles of Association of the Company be and is hereby amended to read as follows:

"5. The authorized share capital of the Company is Rs. 2,500,000,000 (Rupees Two Billion Five Hundred Million) divided into 250,000,000 (Two Hundred Fifty Million) ordinary shares of Rs. 10/- each with power to increase, consolidate, sub-divide, cancel, reduce or otherwise reorganize the share capital of the Company subject to the provisions of Section 85 and 89 of the Companies Act 2017.

Any Other Business:

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

By Order of the Board Lahore Dated: 04 April, 2019

Ahsan Khalil | Company Secretary

N.B

Closure of Share transfer books for Bonus Entitlement

(1) The share transfer books of the Company will be closed and no transfer of shares will be accepted for registration from Thursday 18 April 2019 to Thursday 25 April 2019 (both days inclusive). Transfer received in order at the office of our Registrar, Ms. FAMCO Associates 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi by the close of business (5.00 p.m.) on Wednesday 17 April 2019 will be treated to have been in time for the purposes of entitlement of bonus shares to the transferees and to 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, Ms. FAMCO Associates 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi.

ADDITIONAL NOTES:

CDC Account Holders will further have to follow the under mentioned guidelines as laid down in circular #1 dated 26 Jan 2000, issued by SECP.

FOR ATTENDING THE SHAREHOLDERS' MEETING

I. 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 identity by showing his original National Identity Card (NIC) or original passport at the time of attending the meeting.

II. The shareholders registered on CDC are also requested to bring their particular ID numbers and account numbers in CDS.

III. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting

FOR APPOINTING PROXIES:

I. 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.

II. The proxy form shall be witnessed by the two persons whose names, addresses and NIC numbers shall be mentioned on the form.

III. Attested copies of valid NIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

IV. The proxy shall produce his/ her original NIC or original passport at the time of the meeting.

V. 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.

CIRCULATION OF NOTICE OF MEETINGS AND ANNUAL FINANCIAL STATEMENTS

Pursuant to SRO 787 (1)/2014 Dated 08 Sep 2014 the SECP and Sec 223(6) of Companies Act 2017, circulation of Audited Financial Statements and the Notice of Annual General Meeting has been allowed to be circulated in electronic format through email. We are pleased to offer this facility to our members who desire to receive annual financial statements and notices through email in future. In this respect members are hereby requested to convey their consent via email on a standard request form which is available on company's website www.avanceon.ae. Please ensure that your email has sufficient rights and space available to receive such email which may be larger than 2 MB file in size. Further it is the responsibility of the member to timely update the share registrar of any change in the registered email address. Annual audited financial statement of the company for the year ended 31 Dec 2018 have been made available on the company's website www.avanceon.ae

CONSENT FOR VIDEO CONFERENCE FACILITY

In accordance with Sec 132(2) of the Companies Act 2017, Members can also avail video conference facility, if the company receives consent at least 07 days prior to the date of the meeting from members holding in aggregate 10% or more shareholding and residing in Karachi to participate in the meeting through video conference.

Please fill the following form and submit to the registered office of the company 07 days before the holding of the annual general meeting:

I/We _____ of _____, being members of Avanceon Limited and holder of _____ ordinary shares as per registered folio no/CDC A/C No _____ hereby opt for video conference facility.

For any query/information, members may contact our Share Registrar Ms. FAMCO Associates 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi.

STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT 2017.

This Statement is annexed to the Notice of the 16th Annual General Meeting of Avanceon Limited to be held on Thursday 25 April 2019 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 4 OF AGENDA

The Directors of the Company are of the view that the Company's profitability, financial position and its reserves justify the issuance of Bonus Shares in the proportion of 40 share for every 100 shares held, that is at the rate of 40%, to those Shareholders whose names appear in the Register of Members at the close of Business on Wednesday 17 April 2019. as a result of this action a sum of Rs. 545,295,000 (Rupees Five Hundred Forty-Five Million, Two Hundred and Ninety-Five Thousand only) out of the free reserves of the Company be capitalized and applied towards the issue of bonus shares.

Pursuant to rule 4 (v) of the Companies (Further Issue of Shares) Regulations 2018, a Certificate of free reserves has been issued by the Auditors.

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

The Directors of the company are interested in the business to the extent of their shareholding in the company.

ITEM 5 OF THE AGENDA

The Board of Directors' in their meeting held on 28 Mar 2019 approved the increase in authorized share capital of the company to Rs. 2,500,000,000 (Rupees Two Billion, Five Hundred Million Billion only) divided into 250,000,000 (Two Hundred and Fifty Million) of the nominal value of Rs.10.00 (Rupees Ten each) ordinary shares from Rs. 2,000,000,000 (Rupees Two Billion only) divided into 200,000,000 (Two Hundred Million) of the nominal value of Rs.10.00 (Rupees Ten each) ordinary shares. The current increase in authorized capital is approved to anticipate any increase in issue of shares as the total authorized capital of the company is 68% issued, paid-up and subscribed. After the issue of bonus shares of 40% this will increase to 95%. The Directors of the Company have no personal interest in the increase of Authorized Share Capital whether directly or indirectly except to the extent of the shareholding held by them in the Company.