

8 July 2019

AVN/PSX/080719

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

Subject: Material Information

Dear Sir,

In accordance with Section 96 and 131 of the Securities Act, 2015 and Clause 5.6.1(a) of PSX Regulations, we hereby convey the following information:

The Board of Directors of the Avanceon Limited (the "Company") has passed the below resolution in their meeting held on 8 July 2019:

The Board **UNANIMOUSLY RESOLVED THAT** the Resolution No.001/05/19 passed at the meeting of Board of Directors held on 23 May 2019 for Demerger of After Market Support (AMS) segment with and into Octopus Digital (Pvt.) Limited be and is hereby rescinded and below resolution of Sell / Transfer of After Market Support (AMS) Segment from Avanceon Limited to Octopus Digital (Pvt) Ltd (Formerly Avanceon Digital (Pvt) Ltd) replaces the rescinded resolution.

RESOLVED THAT pursuant to Section 183 of the Companies Act, 2017 and subject to the grant of all approvals and consents, as required under law, the Company do hereby sell, dispose of or transfer its after- market engineering and technical services related business segment / undertaking (constituted approximately 26% of total revenue of the company as per last audited financial statements for the year ended 31 December 2018) to its wholly owned subsidiary company M/S Octopus Digital (Pvt) Ltd (Formerly Avanceon Digital (Pvt) Ltd) ("the subsidiary") against the issue of shares by the subsidiary in favor of the company on such terms and conditions as specified under the Sale Agreement entered into with the subsidiary.

FURTHER RESOLVED THAT Mr. Saeed Ullah Khan Niazi (the company CFO) and/or Mr. Ahsan Khalil (the 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 sell, dispose of or transfer of the business segment / undertaking to the subsidiary as the aforesaid officer of the Company may be deemed fit in connection with the formalities of disposal of the business segment / undertaking

FURTHER RESOLVED THAT a legal counsel M/S SMC Law Associates be appointed to draft the sales agreement

FURTHER RESOLVED THAT two independent valuer's M/S "IQBAL YASIR & Co" & "Mudassar Ehtasham & Co" be appointed to determine value of the business segment/ undertaking indented to be disposed off

A disclosure form as required under S.R.O. 143(I)/2012 dated December 5, 2012 read with section 131 of Securities Act, 2015 is also enclosed as "**Annexure-A**"

Sincerely,



Ahsan Khalil | Company Secretary

The Commissioner
Securities Market Division,
Securities and Exchange Commission of Pakistan
NIC Building, Jinnah Avenue, Islamabad.

ANNEXURE-A

DISCLOSURE FORM

IN TERM OF SRO 143(I)/ 2012, SEC 96 AND 131 OF THE SECURITIES ACT, 2015

Name of Company	AVANCEON LIMITED
Date of Report	8-JULY-19
Name of Company as specified in its Memorandum	AVANCEON LIMITED
Address	Avanceon Limited 19-Km Main Multan Road, Lahore.
Contact Information	Mr. Ahsan Khalil Company Secretary Telephone No. (042) 111-940-940 Email: akhalil@avanceon.ae

DISCLOSURE OF INSIDE INFORMATION BY LISTED COMPANY

The Board **UNANIMOUSLY RESOLVED THAT** the Resolution No.001/05/19 passed at the meeting of Board of Directors held on 23 May 2019 for Demerger of After Market Support (AMS) segment with and into Octopus Digital (Pvt.) Limited be and is hereby rescinded and below resolution of Sell / Transfer of After Market Support (AMS) Segment from Avanceon Limited to Octopus Digital (Pvt) Ltd (Formerly Avanceon Digital (Pvt) Ltd) replaces the rescinded resolution.

RESOLVED THAT pursuant to Section 183 of the Companies Act, 2017 and subject to the grant of all approvals and consents, as required under law, the Company do hereby sell, dispose of or transfer its after- market engineering and technical services related business segment / undertaking (constituted approximately 26% of total revenue of the company as per last audited financial statements for the year ended 31 December 2018) to its wholly owned subsidiary company M/S Octopus Digital (Pvt) Ltd (Formerly Avanceon Digital (Pvt) Ltd) ("the subsidiary") against the issue of shares by the subsidiary in favor of the company on such terms and conditions as specified under the Sale Agreement entered into with the subsidiary.

FURTHER RESOLVED THAT Mr. Saeed Ullah Khan Niazi (the company CFO) and/or Mr. Ahsan Khalil (the 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 sell, dispose of or transfer of the business segment / undertaking to the subsidiary as the aforesaid officer of the Company may be deemed fit in connection with the formalities of disposal of the business segment / undertaking

FURTHER RESOLVED THAT a legal counsel M/S SMC Law Associates be appointed to draft the sales agreement

FURTHER RESOLVED THAT two independent valuer's M/S "IQBAL YASIR & Co" & "Mudassar Ehtasham & Co" be appointed to determine value of the business segment/undertaking indented to be disposed of.

SIGNATURE

Pursuant to the requirement of the Securities Act 2015, the company has duly caused this form/ statement to be signed on its behalf by the undersigned hereunto duly authorized.



Ahsan Khalil | Company Secretary