



Asmaa Saleem Malik
Deputy General Manager – Listing Department
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi - 74000.

August 09, 2019

Respected Madam

Subject: Conversion of Preference Shares into Ordinary Shares

This is to bring to your attention that pursuant to conversion notice received from a Preference Shareholder and as permitted by the Articles of Association of the Company, WorldCall Telecom Limited (WTL) has converted 22,000 of its Preference Shares into 306.88 million Ordinary Shares. The Articles of Association requires the price to be used for conversion shall be 60% of the last 90 days' volume weighted average price of the Ordinary Shares of the Company, if the conversion is exercised after 4th anniversary from the issue of Preference Shares. Last 90 days' volume weighted average price was Rs. 1.99/- per share resulting in conversion price of Rs. 1.19/ per share after application of relevant discount on conversion of Preference Shares into Ordinary Shares, same is effected on December 07, 2018.

Further to this please find enclosed to this letter

- A Certificate from the statutory auditors (dated July 24, 2018) certifying the Paid up Capital before and after the **current** conversion;
- A Certificate from the statutory auditors (dated August 9, 2019) certifying the Paid Up Capital before and after **all conversions to date**;
- 2 Cheques in respect of Additional Listing Fee (under PSX Regulation No. 5.18.1) and Supervisory Fee of SECP (under PSX' Notice: PSX/N-4413) in favour of Pakistan Stock Exchange amounting to Rs. 2,823,363 and Rs. 306,887 respectively.

The Tax Challan and Return of Allotment for this instance of conversion shall be shared in due course. You are requested to update the paid up capital of the Company to 1,805,921,917 Ordinary Shares on the basis of auditor's certificates.

Please note that Form 3 (Return of Allotment) has been submitted with the SECP which is under process for clearance. The certified true copy of the same shall be shared with your good office as soon as the form is processed.

Thanking you.

Yours Sincerely
For WorldCall Telecom Limited

Mueen Tauqir
Company Secretary

Head Office:

Plot No.1566/124, Main Walton Road, Lahore Cantt.
Tel # (+92 42) 36671191-94,
Fax # (+92 42) 36671197
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July 24, 2018

Ref. No. A/C000473/17547/18

Company Secretary
Worldcall Telecom Limited
Plot # 1566/124, Main Walton Road
Lahore Cantt.

Dear Sir,

PRACTICING MEMBERS' CERTIFICATE ON "CONVERSION OF PREFERENCE SHARES AND DIVIDEND PAYABLE ON SUCH PREFERENCE SHARES TO ORDINARY SHARE CAPITAL" AS REQUIRED UNDER "PROCEDURES FOR PARTIAL CANCELLATION OF SECURITIES IN CDS DUE TO REDEMPTION OR CONVERSION"

We have been requested by the management of Worldcall Telecom Limited (the Company) to provide a certificate on number of ordinary shares to be issued on conversion of preference shares into ordinary shares (the Conversion) as required under "Procedures for Partial Cancellation of Securities in CDS due to Redemption or Conversion (the Procedures)".

Scope of Certificate

As per Annexure D of the Procedures, statutory auditor's certificate is required for onward submission to CDS on the Conversion. This certificate is issued to certify the calculation of number of shares that may be issued on the Conversion in compliance with the Articles of Association of the Company.

Management Responsibility

The responsibility for accurate Conversion; compliance with the Procedures, Articles of Association and regulatory formalities; compliance with other contractual requirements and obtaining relevant approvals is that of the management and those charged with governance.

Auditor's Responsibility

Our responsibility is to certify the position of paid-up capital, both before and after the issuance of ordinary shares upon the Conversion, and certify the number of ordinary shares to be issued on the Conversion. Our verification was limited to the procedures performed on the following documents / information as provided by the management:

1. Conversion notices for Class B Preference Shares issued by M/s Ferret Consulting – F.Z.C;
2. Review of the calculation of the Conversion as per clause 17-B of the Articles of Association;
3. CDC statement showing preference shares of the Company held by M/s Ferret Consulting – F.Z.C; and
4. Obtaining Management Representation regarding the Conversion and Regulatory Compliance.

Certificate

Based on the procedures performed in the preceding paragraph, we, the statutory auditors of the Company, hereby certify that:

- The Conversion of 22,000 Class B, non-voting, cumulative, convertible preference shares into ordinary shares of the Company to M/s Ferret Consulting – F.Z.C (the holder of preference shares) would amount to 306,887,260 ordinary shares of Rs. 10 each as per the Conversion formula defined in the Articles of Association of the Company; and
- The Company has complied with relevant regulatory requirements pursuant to the cancellation and Conversion.

Accordingly, the pre and post factual position of paid-up capital / total issue (No. of shares) due to conversion would be as follows:

Ordinary Shares:

	Ordinary Shares of Rupees 10 each
Paid-up capital (before conversion)	1,499,034,657
Add: Number of securities converted	306,887,260
Paid-up capital (after conversion)	1,805,921,917

Preference Shares:

	Preference Shares of USD 100 each [Class B]
Paid-up capital (before conversion)	127,400
Less: Number of securities converted	22,000
Paid-up capital (after conversion)	105,400

- It is pertinent to mention that the Company has the sole responsibility for compliance with the regulatory framework in connection with the allotment of shares.

Restriction on Use and Distribution

This certificate is issued in relation to "*Procedures for Partial Cancellation of Securities in CDS due to Redemption or Conversion*" and is not to be used or distributed for any other purpose or to be presented in any court of law. This certificate is restricted to the facts stated herein.

Yours truly,


Horwath Hussain Chaudhury & Co.
Chartered Accountants
Lahore