

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra Ordinary General Meeting ("EOGM") of Universal Network Systems Limited ("Company") will be held on Monday, July 10, 2023 at 03:30 p.m. at the registered office of the Company situated at Plot # 5, Bangalore Town, Near Awami Markaz, Shahrah-e-Faisal, Karachi Pakistan, and through video link facility to transact the following business:

ORDINARY BUSINESS:

- To elect seven (7) directors of the Company as fixed by the Board of Directors, in accordance with Section 159(1) of the Companies Act, 2017 for a term of three (3) year commencing from July 10, 2023. Names of the retiring directors who are eligible for re-election are given below:
 - Mr. Arif Elah
 - Mr. Mirza Qamar Beg
 - Mr. Danish Elahi
 - Mrs. Safina Danish Elahi
 - Mrs. Nadine Malik Almani
 - Mr. Asfandyar Farrukh
 - Mr. Ali Aamer Baxamoosa

SPECIAL BUSINESS:

- To consider and if deemed fit, approve by way of special resolution, to change the name of the Company from "Universal Network Systems Limited" to "Blue-Ex Limited", in accordance with Section 12 of the Companies Act, 2017, and in that connection to pass the following resolutions (with or without modification):

"RESOLVED THAT the name of the Company be changed from "Universal Network Systems Limited" to "Blue-Ex Limited".

FURTHER RESOLVED THAT the Memorandum of Association and Articles of Association of the Company be hereby amended, as required, to give effect to the aforementioned resolution and for this purpose to change the name of the Company wherever appearing in these documents from "Universal Network Systems Limited" to "Blue-Ex Limited".

FURTHER RESOLVED THAT Company Secretary and Chief Executive Officer of the Company, as authorized by the Board of Directors, be and are hereby jointly and/or severally authorized to prepare, finalize, execute and file all necessary documents, and take all necessary steps and to do all such acts, deeds and things for and on behalf of, and in the name of the Company, as may be necessary or required as they may think fit for or in connection with or incidental for the purposes of the abovementioned resolutions, as well as carry out any other act or step which may be ancillary and/or incidental to, and necessary to fully achieve the objects of the aforesaid resolutions, including without limitation, the submission of all necessary applications and documents, and obtaining all required approvals and permissions."

ANY OTHER BUSINESS

- To transact any other business with the permission of the Chairman.

Attached to this notice is the Statement of Material Facts covering the above mentioned Special Business, as required under Section 134(3) of the Companies Act, 2017 and the Statement of Material Facts under Section 166(3) of the Companies Act, 2017 are annexed with this Notice of EOGM sent to the shareholders.

By Order of the Board
Ahsan Iqbal
Company Secretary

Karachi, June 16, 2023

Notes:

- The Share Transfer Book of the Company will remain closed from Tuesday, July 04, 2023 to Monday, July 10, 2023 (both days inclusive).
- A member entitled to attend and vote at the meeting may appoint another person as his/her proxy to attend and vote on his/her behalf. In case of corporate entity, the Board of Directors Resolution/Power of Attorney, with specimen signature of the representative shall be submitted along with Proxy Form of the Company. Proxies, in order to be effective proxies, must be received at the registered office of the Company 48 hours before the time of holding of the meeting.
- Those members who have deposited their shares with the Central Depository Company of Pakistan Limited (CDC) are requested to bring their original CNIC, Account and Participation's Numbers. Such members will further have to follow the guidelines as laid down in the Securities and Exchange Commission of Pakistan's Circular No. 1 dated January 26, 2000.
- The members should quote their folio number in all correspondence with the Company and at the time of attending the meeting.
- Members are encouraged to attend the EOGM proceedings via video-conferencing facility, which shall be made available by the Company. All shareholders/members interested in attending the EOGM, through video-conferencing facility is required to send an email at ahsan.iqbal@blue-ex.com with his/her email address, name, folio number, CNIC number and number of shares held in his/her name with subject "Registration for UNSL's EOGM". A video link to join the EOGM will be shared with members whose emails are received at least 48 hours before the time of EOGM. Shareholders can also provide their comments and questions for the agenda items of the EOGM at the above mentioned email address.

6. Election of Directors

The term of office of the present Directors of the Company will expire on July 10, 2023. In terms of Section 159(1) of the Companies Act, 2017, the Directors have fixed the number of elected directors at seven (7) to be elected for the next term of three year. Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the day of the EOGM:

- His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No.
- Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 159(3) of the Companies Act, 2017 together with the consent to act as a director in Form 28 prescribed under the Companies Act, 2017.
- A detailed profile along with office address as required under SECP' SRO 1196 (I)/2019 dated October 3, 2019.
- The independent directors shall be elected as per requirements of Section 166 of the Companies Act, 2017. Any member intending to contest as independent director shall submit a declaration that he/she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017 and rules and regulations issued thereunder.
- An attested copy of Computerized National Identity Card (CNIC).
- A declaration that:
 - He/she is not serving as a director of more than seven listed companies.
 - He/she is not ineligible to become a Director of a listed company under Section 153 of the Companies Act, 2017 and any other applicable laws and regulations.
 - He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of Company and Pakistan Stock Exchange Limited Regulations.
- In accordance with the Companies (Postal Ballot) Regulation, 2018, ("the Regulations") the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all businesses classified as special business under the Companies Act, 2017, ("the Act") in the manner and subject to conditions contained in the Regulations.

Procedure for E-Voting:

- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on July 03, 2023.
- The web address and login details will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being an e-voting service provider).
- Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- Members shall cast their vote online at any time from July 05, 2023, 09:00 a.m. and shall close on July 09, 2023 till 5:00 p.m. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot:

- The members shall ensure that duly filled and signed ballot paper (annexed to the notice) along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's registered address, or email at ahsan.iqbal@blue-ex.com one day before the EOGM on July 07, 2023, during working hours. The signature on the ballot paper shall match with the signature on CNIC.
- Pursuant to Companies (Postal Ballot) Regulations 2018 where the number of contestants is more than the number of directors to be elected, members will be allowed to exercise their right of vote through postal ballot that is voting by post or through E-voting, in accordance with the requirements and procedure contained in the aforesaid Regulations.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRAORDINARY GENERAL MEETING

This statement is being furnished in terms of the requirement under Section 134 (3) of the Companies Act, 2017, setting out material facts concerning the Special Business to be transacted at the EOGM of Universal Network Systems Limited (the "Company").

- To consider, approve and adopt the resolutions for changing the name of the Company from "Universal Network Systems Limited" to "Blue-Ex Limited".
- To consider, approve and adopt the resolution for altering and amending the Memorandum and the Articles of Association of the Company to reflect the change as mentioned above.

The decision to change the name of the Company from "Universal Network Systems Limited" to "Blue-Ex Limited" was taken primarily to align the Company's Brand Name with the name of Company that helps to garner more business outreach on the strength of the Blue-Ex brand.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Persons eligible under Section 153, meet the criteria under Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulation, 2018, may submit their nominations to be elected as independent directors. However, it is noteworthy to mention that independent directors shall be elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017. Their names shall be listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance.

Postal Ballot Paper (also available at website)

Ballot Paper for voting through Post for Special Business at the Extraordinary General Meeting to be held on Monday, July 10, 2023, at 03:30 p.m. at Plot # 5, Bangalore Town, Near Awami Markaz, Shahrah-e-Faisal, Karachi Pakistan. **Phone:** 021-111-BlueEX(258339) **Website:** www.blue-ex.com.

Folio/CDS Account No	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held and Folio Number	
CNIC Number (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below:

Nature and Description of resolutions	
1. To consider and if deemed fit, approve by way of special resolution, to change the name of the Company from "Universal Network Systems Limited" to "Blue-Ex Limited", in accordance with Section 12 of the Companies Act, 2017, and in that connection to pass the following resolutions (with or without modification): "RESOLVED THAT the name of the Company be changed from "Universal Network Systems Limited" to "Blue-Ex Limited". FURTHER RESOLVED THAT the Memorandum of Association and Articles of Association of the Company be hereby amended, as required, to give effect to the aforementioned resolution and for this purpose to change the name of the Company wherever appearing in these documents from "Universal Network Systems Limited" to "Blue-Ex Limited". FURTHER RESOLVED THAT Company Secretary and Chief Executive Officer of the Company, as authorized by the Board of Directors, be and are hereby jointly and/or severally authorized to prepare, finalize, execute and file all necessary documents, and take all necessary steps and to do all such acts, deeds and things for and on behalf of, and in the name of the Company, as may be necessary or required as they may think fit for or in connection with or incidental for the purposes of the abovementioned resolutions, as well as carry out any other act or step which may be ancillary and/or incidental to, and necessary to fully achieve the objects of the aforesaid resolutions, including without limitation, the submission of all necessary applications and documents, and obtaining all required approvals and permissions.	
No. of ordinary shares for which votes cast	
I/We assent to the Resolution (FOR)	
I/We dissent to the Resolution (AGAINST)	

- NOTES:**
- Duly filled ballot paper should be sent to the Chairman of Universal Network Systems Limited at registered office or e-mail at ahsan.iqbal@blue-ex.com.
 - Copy of CNIC should be enclosed with the postal ballot form.
 - Ballot paper should reach the Chairman within business hours by or before **Friday, July 07, 2023**. Any postal ballot received after this date, will not be considered for voting.
 - Signature on ballot paper should match with signature on CNIC.
 - Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.

Signature of shareholder(s) / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)

Place:

Date:

