

PROCEDURE FOR E-VOTING AND POSTAL BALLOT

In continuation to the Notice of Extraordinary General Meeting (“EOGM”) of MetaTech Trading Limited formerly MetaTech Health Limited (“the Company”) published on July 11, 2023 and in accordance with the Companies (Postal Ballot) Regulation, 2018 (“the Regulations”), the right to vote through electronic voting facility (“e-voting”) and voting by Post (“Postal Ballot”) shall be provided to members of the Company for Special Business in the manner and subject to the conditions contained in the said Regulations.

As the Agenda Item No.1 and 2 of the forthcoming EOGM scheduled on July 31st 2023 at 11:30 a.m. circulated through Notice of EOGM are special businesses for which the facility of e-voting or Postal Ballot is arranged for the members through M/s. Digital Custodian Company Ltd, Balloter and E-Service Provider.

Through this communication, we hereby intimate Members the following procedure for exercising e-Voting or Postal Ballot options, alternatively.

Procedure for E-Voting:

- a) Details of e-voting facility will be shared through e-mail with those members of the Company who have their valid CNIC number, cell numbers and e-mail addresses available in the Register of Member of the Company by the close of business on July 24, 2023.
- b) The web address, login details and password will be communicated to members via email and the security codes will be communicated to members through SMS from the web portal of e-Voting Service Provider.
- c) Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d) Members shall cast their vote for Agenda Items No.1 and 2 online at any time from July 28, 2023, 09:00 a.m. to July 30, 2023 till 05:00 p.m.
- e) Once the vote on the special resolutions is casted by a Member, he/she shall not be allowed to change it subsequently.

Procedure for Voting through Postal Ballot:

- a) Members may alternatively opt for voting through postal ballot, which has been made available; (i) as attachment to this notification and (ii) on the Company’s website i.e. <https://meta-tech.com.pk/Investor-Relations.php>.
- b) For Agenda Items No. 1 and 2 the members shall ensure that the duly filled and signed ballot paper, along with a copy of legible Computerized National Identity Card (CNIC) and/or Board Resolution should reach the Chairman through post at the Company’s registered Office No. 508, 5th Floor, LSE Building, Aiwan-e-Iqbal , Lahore, one day before the date of EOGM i.e. July 29, 2023 during working hours.
- c) The members may also email the scanned copy of duly filled and signed ballot paper along with legible copy of CNIC and/or Board Resolution at usman.abbas@meta-tech.com.pk as per timeline given above.
- d) The signature on the Ballot Paper should match with signature on the CNIC.
- e) In case of foreign members and representatives of a body corporate, corporation and Federal Government, acceptability of other identification documents in lieu of CNIC should be approved by the Board of the Body Corporate/Company.
- f) Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot papers will be rejected.

Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

Muhammad Usman
Company Secretary

METATECH TRADING LIMITED
BALLOT PAPER FOR VOTING THROUGH POST

at Extraordinary General Meeting to be held on Monday, July 31, 2023, at 11:30 a.m., at the Registered Office of the Company, at LSE Plaza, 19-Khayaban-e-Aiwan-e-Iqbal, Lahore. Contact Details of the Chairman, at which the duly filled in ballot paper may be sent: - Business Address: Company Secretary, MetaTech Trading Limited, 508, 5th Floor, LSE Plaza, 19-Khayaban-e-Aiwan-e-Iqbal, Lahore.

Designated email address: www.meta-tech.com.pk/

Name of shareholder/joint shareholders	
Registered Address of shareholder(s)	
Number of shares held	
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 Resolution through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick () mark in the appropriate box below:

Sr. No.	Nature and Description of Special Business	No. of ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	<p>Agenda Item No. 1: To approve the Scheme of Compromises, Arrangement and Reconstruction for Amalgamation/Merger of METTECH TRADING LIMITED (and its members) with and into BIG BIRD FOODS LIMITED (and its members)</p> <p>In terms of provisions of Sections 279 to 283 and all other enabling provisions of the Companies Act, 2017, and, for this purpose, pass the resolutions, as special resolutions (as attached in the Statement of Information, accompanying Notice to the Members under Section 281(1)(a) / 134(3) of the Companies Act, 2017 as integral part of this approval including all resolutions therein), with or without modification(s), addition(s) or deletion(s), and to grant authorization (singly) to the Chief Executive Officer and Company Secretary of the Transferee Company i.e. Big Bird Foods Limited to undertake and implement all relevant steps/actions, required to be completed, as a consequence of the approval of the above special resolutions.”;</p> <p>“RESOLVED THAT as recommended by the, the draft scheme of compromises, arrangement and reconstruction for amalgamation/merger of Metatech Trading Limited (& its members) with Big Bird Foods Limited (& its members) along with the Statement of Information accompanying Notice to the Members in terms of the provisions of Sections 279 to 282 and all other enabling provisions of the Companies Act, 2017 be and is hereby approved.</p> <p>RESOLVED FURTHER THAT pursuant to the provisions of Section 279 to 283 of the Companies, Act, 2017 and other applicable provisions, if any, and subject to the approval of the Honorable Lahore High Court, the proposed merger of Metatech Trading Limited (‘Transferor Company’) with and into Big Bird</p>			

Foods Limited ('Transferee Company') along with the draft Scheme of Amalgamation/ Merger/ as placed before the Shareholders, be and are hereby approved.

RESOLVED FURTHER THAT approval be and is hereby accorded to implement the Scheme and accordingly application/petition shall be filed with the Securities and Exchange Commission of Pakistan, honorable Lahore High Court, Pakistan Stock Exchange Limited and any other competent authority(ies).

RESOLVED FURTHER THAT the approval of the shareholders, be and is hereby granted to the terms and conditions as set out in the draft Scheme of Amalgamation/ Merger, which includes, inter-alia, the following:

a) That all asset and liabilities including Income Tax and all other statutory liabilities of the Transferor Company will be transferred to and vest in the Transferee Company (as described in Schedule - 1 of the Scheme);

b) That all the employees of the Transferor Company, if any, in service on the date immediately preceding the date on which Scheme finally takes effect i.e. the Effective Date, shall become the employees of the Transferee Company (as described in Schedule - 4 of the Scheme) on such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Company on the said date;

c) That the Scheme of Amalgamation / Merger shall be effective from Effective Date, the provisions of the Scheme, so far as they relate to transfer and vesting of the business and undertaking(s) of the Transferor Company (as described in Schedule - 1 of the Scheme) into the Transferee Company, shall be applicable and come into operation from the Sanction Date or such other date as the Honorable Lahore High Court may approve;

d) That the Transferee Companies shall allot shares to the shareholders of the Transferor Company in accordance to the SWAP Ratio as per the Valuation Report given by the Abdul Khaliq, Chartered Accountants (or any other renowned practicing-chartered accounting firm), as tabled before the meeting and taken note of; and

e) That the listing status of the Metatech Trading Limited (META) with the Pakistan Stock Exchange Limited (PSX) and eligibility status (of META) with Central Depository Company of Pakistan Limited (CDC) along with all privileges, rights and liabilities of the Transferor Company with PSX and CDC shall be transferred in the names of the Transferee Company (as described in the Scheme).

f) Effective date of the Scheme is March 31, 2023 or any other date which is determined by the honorable Lahore High Court. However, this will not affect the SWAP ratio determined in the Scheme. Any difference, if any, will be adjusted either in goodwill or merger reserves, as the case may be. Moreover, actual transfer will be effectuated on sanctioned date, when the Scheme shall become the operative (as defined in Article - 3 of the Scheme). No further approval shall be required from the shareholders of the Company.

g) SWAP ratio will not be changed unless directed (and accepted by the Company) by the honorable Lahore High Court or the Securities and Exchange Commission of Pakistan, as the case may be. Any difference, if any, will be adjusted either in goodwill or merger reserves, as the case may be. No further approval shall be required from the shareholders of the Company.

RESOLVED FURTHER THAT pursuant to the provision of Section 279 to 283 of the Companies, Act, 2017 and other applicable provisions, necessary joint/ separate application(s), petition(s) and may be moved by the Chief Executive Officer or the Company Secretary singly (of transferee Company) before the Honorable Lahore High Court, for seeking its directions as to convening, holding and conducting of any meeting(s) of the shareholders and creditors (if any) or dispensation thereof, as the case may be, including for the appointment of Chairman, issuance and dispatch of notices and placement of advertisements and for seeking any other directions as the Honorable Lahore High Court may deem fit and proper and for seeking the approval of the proposed amalgamation/ merger and the proposed Scheme of Amalgamation / Merger.”

RESOLVED FURTHER THAT approval be and is hereby given to the Board of Directors to amend the swap ratio, if advised or directed by the Securities and Exchange Commission of Pakistan or honorable Lahore High Court, as the case may be, for the issuance of shares to the shareholders of the shareholders of the Metatech Trading Limited.

RESOLVED FURTHER THAT the shareholders, be and hereby authorize singly the Chief Executive or the Company Secretary of the Transferee Company, to undertake and implement all relevant steps/ actions, required to be completed, as a consequence of the approval of the above special resolutions.

RESOLVED FURTHER THAT the Chief Executive Officer or the Company Secretary of the transferee Company, be and are hereby singly authorized to submit the certified true copies of the resolutions passed by the shareholders of the Company to the Honorable Lahore High Court, the Registrar of Companies, the Securities and Exchange Commission of Pakistan, Pakistan Stock Exchange Limited and such other competent authorities, if necessary.

RESOLVED FURTHER THAT the Chief Executive Officer, or the Company Secretary of the transferee Company, be and are hereby singly authorized:

- a) To sign, submit or present necessary applications, petitions, supplementary applications/petitions, summons, deeds, documents, instruments, rejoinders, replies, and to swear affidavits or execute bonds for the above-mentioned amalgamation/ merger;
- b) To engage any counsel(s)/advocate(s)/consultant(s) to file the application(s) and petition(s) before the Honorable Lahore High Court, and to do other needful tasks;
- c) To appear [in person or through representative(s)] before the Honorable Lahore High Court; the Offices of the Registrar of the Companies; the Securities and Exchange Commission of Pakistan; Pakistan Stock Exchange Limited and/or before any other authority or person in connection with the aforesaid amalgamation/merger; and
- d) To do any other act, deed or thing which may be ancillary or incidental to the above-mentioned matter or which may otherwise be required for the aforesaid purpose.”

2.	<p>Agenda Item No. 2: Resolutions with or without modification proposed by the Shareholder under section 140 of the Companies Act, 2017.</p> <p>"Resolved that the sponsors of the Transferor Company (i.e. Big Bird Foods Limited), be and are hereby required to furnish an undertaking to the effect that the proceeds from any and all future fund-raising, either through the disposal of shares in order to create the required free-float of the shares of Big Bird Foods Limited or any subsequent right shares issuance, upon the listing of the Transferor Company on PSX, as envisaged in the Scheme, shall principally be used to maximize shareholder value, driving business expansion and addressing the working capital shortfall, besides optimizing the Company's revenues, earnings and profits, thus enhancing the Company's ability to repay lenders thereby enhancing the value of the securities collateralized with the lenders."</p> <p>RESOLVED FURTHER THAT simultaneous to the listing of Big Bird Foods Limited, the shares of the sponsors of the Transferor Company, to the extent of 50% of the total equity capital of the Transferor company, shall be placed in a blocked account with CDC.</p> <p>RESOLVED FURTHER THAT all financial institutions having their credit exposure to Big Bird Foods Limited (Transferor Company), may be required to also give their unequivocal no objection to the above arrangements proposed via the afore-mentioned resolutions, while deeming the listing of Company as being beneficial for all stakeholders of the (Transferor) Company."</p>			
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Signature of shareholder(s)

Place:

Date: