



**JD Capital plc**  
HHF 303/304,  
Hal Far Industrial  
Estate, Birzebbuga BBG  
3000 Malta

**Date** 10<sup>th</sup> March 2021  
**Reference** 29/2021

## **COMPANY ANNOUNCEMENT**

### **EXTRAORDINARY GENERAL MEETING**

The following is a company announcement issued by JD Capital p.l.c. (C 82098) (hereinafter the “Company”) of HHY303Y, Hal Far Industrial Estate, Birzebbuga, issued in terms of the Rules of Prospects, the market regulated as a multi-lateral trading facility operated by the Malta Stock Exchange (“Prospects”):

#### ***QUOTE***

The Company announces that it will be holding an Extraordinary General Meeting on the 25<sup>th</sup> March 2021 to discuss and seek approval of the following resolutions:

- i. To increase the authorised share capital of the Company from two hundred, forty five thousand and one hundred Euro (€245,100) divided into two hundred, forty five thousand (245,000) ordinary shares having a nominal value of one Euro (€1.00) each and one hundred (100) Ordinary A shares having a nominal of one Euro (€1.00) each to seven million, five hundred and forty six thousand and seven hundred Euro (€7,546,700) divided into seven million, five hundred and forty three thousand, six hundred and twenty one (7,543,621) ordinary shares having a nominal value of one Euro (€1.00) each and three thousand and seventy nine (3,079) Ordinary A shares having a nominal value of one Euro (€1.00) each;
- ii. To capitalise part of the receivables due by the Company to its shareholders up to the total sum of seven million, three hundred and one thousand and six hundred (€7,301,600) Euro through the issue and allotment of seven million, two hundred and ninety eight thousand, six hundred and twenty one (7,298,621) ordinary shares in the capital of the Company having a nominal value of one Euro (€1.00) each and two thousand, nine hundred and seventy nine (2,979) Ordinary A shares in the capital of the Company having a nominal value of one Euro (€1.00) each, issued in favour of the shareholders of the Company, and therefore to resolve to increase the issued share capital of the Company from two hundred, forty five thousand and one hundred Euro (€245,100) divided into two hundred, forty five thousand (245,000) ordinary shares having a nominal value of one Euro (€1.00) each and one hundred (100) ordinary A shares having a nominal of one Euro (€1.00) each, to seven million, five hundred and forty six thousand and seven hundred Euro (€7,546,700) divided into seven million, five hundred and forty three thousand, six hundred and twenty one (7,543,621) ordinary shares having a nominal value of one Euro (€1.00) each and three thousand and seventy nine (3,079) Ordinary A shares having a nominal value of one Euro (€1.00) each;

- iii. Consideration, and if appropriate, approval of amendments, being made to the Company's Memorandum and Articles of Association of the Company, the cancellation of the current Memorandum and Articles of Association of the Company in their entirety and their substitution by an updated Memorandum and Articles of Association of the Company incorporating the aforementioned amendments, consisting in the following:
- a. Update the following clauses in the Memorandum of Association:
- Share capital;
  - Shareholders;
  - Directors and company secretary
- to reflect the various filings of forms made at the Malta Business Registry after the last Memorandum and Articles of Association filed at the Malta Business Registry;
- b. Update of Objects Clause - Clause 4(g) in the Memorandum of Association;
- c. Update of clause/s dealing with Class Rights - Clauses 7.2 in the Memorandum of Association; and re-numbering of clauses accordingly;
- d. Update of articles dealing with the Issue of Shares in the Articles of Association namely, Articles 10, 11, 17 and insertion of a new Article 18;
- e. Update of articles dealing with Ordinary and Extraordinary Resolutions in the Articles of Association: insertion of new Articles 54 and 55;
- f. Update of the articles dealing with General Meetings in the Articles of Association: insertion of new Article 60;
- g. Update of articles dealing with Directors in the Articles of Association: insertion of new Articles 87 and 88;
- h. Update of articles dealing with the Proceedings of Directors in the Articles of Association: Article 96;
- i. Update of articles dealing with Capitalisation of Profits in the Articles of Association: Article 143; and
- j. Introduction of Section with articles regulating Notice Provisions in the Articles of Association: Articles 144, 145, 146; and re-numbering of articles accordingly.
- iv. Consideration, and if appropriate, authorise the company secretary to submit an updated version of the Company's Memorandum and Articles of Association with the Malta Business Registry and to do all that is necessary to bring into effect Resolution i, ii, and iii.

**UNQUOTE**

By order of the board



**Dr. Jesmond Manicaro**  
Company Secretary