



LINDE PAKISTAN LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

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Notice is hereby given that the Extraordinary General Meeting of **LINDE PAKISTAN LIMITED (Company)** will be held on Friday, the 16th day of February 2018 at 9:30 a.m. at the Company's Registered Office, West Wharf, Dockyard Road, Karachi to transact the following Special Business:

1. To consider and if thought fit to approve change of the name of the Company to Pakistan Oxygen Limited, and for this purpose to pass the following resolution as a Special Resolution:

***RESOLVED** as and by way of Special Resolution **THAT** subject to the approval of the Registrar of Companies signified in writing the name of the Company be changed from "Linde Pakistan Limited" to "Pakistan Oxygen Limited" and that all necessary procedures and approvals prescribed by law be complied with and secured with a view to making the said change of name complete and effective*

***RESOLVED FURTHER** as and by way of Special Resolution **THAT** upon the change of name being approved by the Registrar of Companies, the Memorandum and Articles of Association of the Company be altered by substituting for the name "Linde Pakistan Limited" the name "Pakistan Oxygen Limited" wherever appearing in the said Memorandum and Articles of Association.*

2. To consider and if thought fit to make certain amendments in the Articles of Association of the Company and for this purpose to pass the following resolution as a Special Resolution:

***RESOLVED** as and by way of a Special Resolution **THAT** the Articles of Association of the Company be altered by:*

- (i) *omitting the existing Article 73 and its marginal note and not renumbering the remaining Articles of Association;*
- (ii) *omitting the word "or" appearing at the end of sub-article (d) and sub-articles (e) and (f) from the existing Article 93.*

A statement as required by Section 134(3) of the Companies Act, 2017 in respect of the special business to be considered at the Extraordinary General Meeting is annexed with the Notice of Meeting.

By Order of the Board

MAZHAR IQBAL
Company Secretary

Karachi: 07 January 2018

NOTES:

1. Transport will be provided to members of the company from the parking area of Pakistan Stock Exchange Limited, near Tower and departure will be at 8:45 a.m. sharp on 16 February 2018.
2. The Share Transfer Books of the Company will be closed from 10 February to 16 February 2018 (both days inclusive).
3. A member entitled to attend, speak and vote at the Extraordinary General Meeting may appoint a proxy to attend and vote on his/her behalf and a proxy so appointed shall have the same rights in respect of speaking and voting at the meeting as are available to a Member. Proxies in order to be effective must be received at the Registered Office of the Company not later than 48 hours before the time of the meeting. The proxy must be a member of the Company, except that a Corporation being a member of the Company may appoint as its proxy one of the officers or some other person though not a member of the Company.
4. Members are requested to immediately notify any change in their address or bank mandate as registered to the Company's Share Registrar, Central Depository Company of Pakistan Limited, Shares Registrar Department, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400.
5. CDC Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular 1, dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan:

A. For Attending the Meeting:

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For Appointing Proxies:

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

Consent for the Facility of Video-link

If Members holding ten (10) percent of the total paid up capital of the Company reside in a city, such Members, may demand the Company to provide them the facility of video-link for attending the Meeting.

If you wish to take benefit of this facility, please fill the form appearing below and submit it to the Company at its registered address at least ten (10) days prior to the date of the meeting.

Consent for Video Conference Facility
<p>I/We/Messrs., _____ of _____, being a member of Linde Pakistan Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account No. _____, hereby opt for video link facility at _____.</p> <p style="text-align: right; margin-right: 20%;"> _____ Signature of the Member(s) <i>(Please affix company stamp in case of corporate entity)</i> </p>

The Company will intimate to the members the venue of video-link facility at least five (5) days before the date of the Extraordinary General Meeting along with all information necessary to enable them to access the facility.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of the Company.

Change of Company Name:

Following the acquisition of 60% of the shares of the Company by a consortium consisting of Adira Capital Holdings (Private) Limited, Al-Karam Textile Mills (Private) Limited, Soorty Enterprises (Private) Limited, Hilton Pharma (Private) Limited, Mr. Fawad Anwar and Mr. Siraj Dadabhoj (**the consortium**) through a private deal with The BOC Group Limited (**BOC Group**) under a Share Purchase Agreement dated May 30, 2017 and a Public Tender Offer, made in

accordance with the Securities Act, 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017, the Company is now majority owned by the consortium. Before the said purchase, the Company was majority owned by The BOC Group, a subsidiary of Linde AG of Germany. Therefore, the word “Linde” formed a part of the Company’s current name.

Following the change in ownership of the Company, it is desirable to change the name of the Company from “Linde Pakistan Limited” to “Pakistan Oxygen Limited” in order to reflect the fact that the Company is no longer affiliated with or an indirect subsidiary of Linde A.G., its ultimate parent. The Registrar of Companies has issued name availability confirmation in respect of “Pakistan Oxygen Limited”. Accordingly, after the Special Resolution set out in the Notice of Extraordinary General Meeting is passed, the Company will submit an application to the Companies Registrar for approval of the change of name of the Company to Pakistan Oxygen Limited.

The new name of the Company will become effective after the Registrar of Companies has passed an order approving the same and has issued a new Certificate of Incorporation of the Company containing the new name of the Company.

The resolution required for the above purpose is set forth at item No. 1 in the notice convening the Extraordinary General Meeting and that resolution will be proposed and passed as and by way of a Special Resolution.

None of the Directors in any manner, shape or form are concerned or interested in the special business to be conducted at the Extraordinary General Meeting, except to the extent of their being [or part of] nominees of the consortium.

Amendments to the Articles of Association of the Company

The Board of Directors of the Company have determined that the provision relating to the share qualification of directors will in the long run hinder the appointment of independent directors and hence it would be appropriate to remove Article 73 from the Company’s Articles of Association. Accordingly, the Board of Directors have recommended that Article 73 dealing with the share qualification of directors appearing in the Company’s Articles of Association be omitted and any references to Article 73 and share qualification of directors appearing in the Company’s Articles of Association also be omitted.

A copy of the amended set of Articles of Association is available at the registered office of the Company.

The resolution required for the above purpose is set forth at item No. 2 in the notice convening the Extraordinary General Meeting and that resolution will be proposed and passed as and by way of a Special Resolution.

None of the Directors in any manner, shape or form, are concerned or interested in the special business to be conducted at the Extraordinary General Meeting, except to the extent of their being [or part of] nominees of the consortium.