

PUBLIC NOTICE

SCHEME OF ARRANGEMENT FOR THE AMALGAMATION OF BYCO OIL PAKISTAN LIMITED AND BYCO TERMINALS PAKISTAN LIMITED WITH AND INTO BYCO PETROLEUM PAKISTAN LIMITED

NOTICE IS HEREBY GIVEN for purpose of obtaining sanction of the Scheme of Arrangement dated 23rd June, 2016 (the "Scheme of Arrangement"), pertaining to the merger, by way of amalgamation, of Byco Oil Pakistan Limited and Byco Terminals Pakistan Limited with and into Byco Petroleum Pakistan Limited (the "Company"), along with all ancillary matters thereto, pursuant to the order of the Honourable High Court of Sindh at Karachi dated 30th June 2016 passed in Civil Miscellaneous Application No. 278 of 2016, filed in Petition bearing J.C.M. No. 26 of 2016 (the "Order").

The purpose of this notice is:

- (i) to inform that pursuant to the Order, an Extraordinary General Meeting of the members of the Company will be held on Monday, 29th August 2016 at 9:30 a.m. at Beach Luxury Hotel, Karachi, to transact the following business:
 - a) **Ordinary Business**
To confirm the minutes of the Extraordinary General Meeting of the Company held on 26th July 2016.
 - b) **Special Business**
To consider and, if thought fit, adopt and agree to the Scheme of Arrangement by passing, with or without modification, the following resolution in accordance with the applicable laws:
"RESOLVED THAT the Scheme of Arrangement dated 23rd June 2016, for the merger, by way of amalgamation, of Byco Oil Pakistan Limited and Byco Terminals Pakistan Limited with and into Byco Petroleum Pakistan Limited, along with all ancillary matters thereto, placed before the meeting for consideration and approval, be and is hereby approved and adopted, along with any modifications/amendments required or conditions imposed by the High Court of Sindh at Karachi, subject to sanction by the Honorable High Court of Sindh at Karachi, in terms of the provisions of the Companies Ordinance, 1984."
 - c) **Any Other Business**
To transact any other business that may be placed before the meeting with the permission of the Chair.
- (ii) to inform that pursuant to the Order, a meeting of the secured creditors of the Company will be held on Friday, 26th August 2016 at 10:30 am at Beach Luxury Hotel, Karachi, to consider and, if thought fit, adopt and agree to the Scheme of Arrangement.

A copy of the Scheme of Arrangement may be obtained from the office of the Company Secretary situated at 10th Floor, Dolmen City, HC-3, Block-4, Marine Drive, Clifton, Karachi, free of cost, during normal office hours, prior to the above meetings, by the members, secured creditors and other persons determined as entitled to attend the meetings.

The Scheme of Arrangement will be subject to the subsequent approval of the Court.

By the Order of the Board

Majid Muqtadir
Company Secretary
BYCO OIL PAKISTAN LIMITED

Karachi: 5th August 2016

NOTES:

Book Closure

The register of members and the share transfer books of the Company will remain closed from Monday, 22nd August 2016 to Monday 29th August 2016 (both days inclusive).

Participation in the Extraordinary General Meeting

Only persons whose names appear in the register of members of the Company as on Friday, 19th August 2016, are entitled to attend and participate at the Meeting. A member entitled to attend may appoint another member as proxy to attend and participate on their behalf. Proxies must be received at the registered office of the Company not less than 48 hours before the time for holding the Meeting.

Guidelines for CDC Account Holders:

CDC account holders should comply with the following guidelines of the Securities and Exchange Commission of Pakistan (SECP):

A. For Attendance at the Meeting

- (a) Individuals should be account holder(s) or sub-account holder(s) and their registration details should be uploaded as per CDC regulations and they must establish their identity by presenting their original Computerized National Identity Card (CNIC) or passport at the time of the Meeting.
- (b) Corporate entities should at the time of the Meeting, unless provided earlier, produce a certified copy of a resolution of the Board of Directors, or a Power of Attorney bearing the specimen signature of the attorney.

B. For Appointing Proxies

- (a) Individuals should be account holder(s) or sub-account holder(s) whose registration details should be uploaded as per CDC regulations and their proxy forms must be submitted at the registered office of the Company not less than 48 hours before the time for holding the Meeting.
- (b) The proxy form must be attested by two persons whose names, address, and CNIC numbers must be mentioned therein.
- (c) Attested copies of the CNIC or passport of the beneficial owner and proxy must be furnished along with the form of proxy.
- (d) Proxies must produce their original CNIC or passport at the time of the Meeting.
- (e) Corporate entities should at the time of the Meeting, unless provided earlier, produce a certified copy of a resolution of the Board of Directors, or a Power of Attorney bearing the specimen signature of the attorney.

C. Change of Address

Members holding share certificates should notify any change in their registered address to the Company's Share Registrar, FAMCO Associates (Private) Limited, 8F, Block-6, P.E.C.H.S, Nursery next to Hotel Faran, Shahrah-e-Faisal, Karachi. Members holding shares in CDC/Participants accounts are also requested to update their addresses with the CDC or their Participants / Stock Brokers.

D. For Creditors

Creditors having provided their no objection certificate with respect to the proposed merger / amalgamation in terms of the Scheme of Arrangement may send their representative to submit a copy of the same in the meeting of the secured creditors. Authorized representatives of the secured creditors of the Company attending the meeting are required to produce a letter of authority/power of authority.

Statement under Section 160(1)(b) of the Companies Ordinance, 1984, concerning the Special Business

The statement pertaining to the material facts of the special business, including the nature and interests of the directors of the Company with respect to the Scheme of Arrangement, along with other ancillary information may be obtained upon request by any person entitled to attend the Extraordinary General Meeting of the Company from the office of the Company Secretary situated at 10th Floor, Dolmen City, HC-3, Block-4, Marine Drive, Clifton, Karachi, free of cost during normal office hours.

The aforesaid statement has been sent along with the notice of the Extraordinary General Meeting to the members.

Statement under Section 286 of the Companies Ordinance, 1984, concerning the Special Business

The statement setting forth the terms of the Scheme of Arrangement and explanation of its effects, including the interests of the directors of the Company and the effect of those interests and other ancillary information may be obtained upon request by any person entitled to attend the aforementioned meetings from the office of the company Secretary, free of cost, during normal office hours.

The aforesaid statement has been sent along with the notices of the Extraordinary General Meeting to the members of the Company, and has also been sent along with the notices of the meeting of the secured creditors to the secured creditors of the Company.

MOHSIN TAYEBALY & CO.

Corporate Legal Consultants | Barristers & Advocates

High Courts & Supreme Court

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