

DUE DILIGENCE CERTIFICATE

Sub: Public offer to acquire 3,632,750 shares (16.05%) of Shell Gas LPG (Pakistan) Limited at an offer price of Rs. 32.9115 per share by OPI Gas (Pvt) Limited (the "acquirer")

1. The (acquirer) vide letter dated March 18, 2010 has appointed us, as manager of the offer, in terms of section 7(1) of the Listed Companies (Substantial Acquisition of Voting Shares and Take-over) Ordinance 2002 (the Ordinance).
2. The public announcement for the captioned offer in terms of section 5 or 6 of the ordinance will be made on August 17, 2010

In this regard, we the manager to the offer, have examined various relevant documents and confirm the following.

The acquirer is able to implement the offer.

The acquirer has created security on 29 July 2010 in accordance with section 19 of the Ordinance and the Regulations framed thereunder.

The acquirer has authorized us to realize the value of security in terms of the Ordinance and the Regulations.

Firm financial arrangements are in place to fulfill the obligation of the acquirer under the public offer.

Contents of the public announcement of offer as well as the offer letter are correct, fair and adequate and are based on reliable sources.

We also confirm that-

We are a Member of the Karachi Stock Exchange (Guarantee) Limited in terms of Section 7(1) of the ordinance;

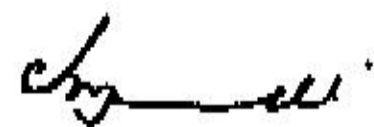
We are not an associate, or group of the acquirer or the target company;

The Public Announcement and the draft offer letter forwarded to the Commission are in conformity with the Ordinance and Regulations.

The disclosures made in the public announcement of offer and in the offer letter are true, fair and adequate to enable the investors to make a well informed decision.

As a manager to the offer, it shall be our duty to ensure compliance with the Ordinance, Regulations and any other laws or Regulations as may be applicable, in this regard.

No material information which is necessary for the shareholders of the target company to make an informed decision has been concealed or withheld in the public announcement of offer or the offer letter



Najam Ali
Chief Executive Officer

On Behalf of:

Next Capital Limited (Manager to the Offer)

Date: 12 August 2010

Place: Karachi, Pakistan