

**SUI NORTHERN GAS PIPELINES LIMITED**

Source: "BUSINESS RECORDER" Dated: May 28, 2008

**SUI NORTHERN GAS PIPELINES LTD.**

Gas House, 21-Kashmir Road, P. O. Box 56, Lahore 54000 (Pakistan)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at Hotel Avari, 87-Shahrah-e-Quaid-e-Azam, Lahore, at 10.30 A.M. on Monday, June 23, 2008 for the purpose of transacting the following business:

**ORDINARY BUSINESS**

- To confirm the minutes of the 44th Annual General Meeting held on October 30, 2007.
- To elect thirteen Directors (in addition to the Managing Director, who would deem to be a Director under section 200(2) of the Companies Ordinance 1984) as fixed by the Board of Directors, in their meeting held on April 29, 2008, in accordance with the provisions of Section 178 of the Companies Ordinance, 1984 for a term of three years commencing June 26, 2008 in place of the following retiring Directors, who are eligible for re-election.

The following are the retiring Directors:

- |                            |                         |                             |
|----------------------------|-------------------------|-----------------------------|
| 1. Mr. Altaf M. Saleem     | 6. Mr. Abdul Bari Khan  | 10. Mr. Arif Saeed          |
| 2. Mr. Muhammad Razi Abbas | 7. Mr. Tariq Iqbal Khan | 11. Mr. Saeed Ullah Shah    |
| 3. Syed Mohammad Asghar    | 8. Mian Raza Mansha     | 12. Mr. Amanullah Shaikh    |
| 4. Mr. Hussain Dawood      | 9. Mr. Qasim Rabbani    | 13. Mr. Azim Iqbal Siddiqui |
| 5. Mr. Shahzada Dawood     |                         |                             |

- To transact any ordinary business with the permission of the Chairman.

**SPECIAL BUSINESS**

To approve the amendment made by the Finance Act 2007 in Sections 158 (1) and 233 (1) of the Companies Ordinance, 1984, in the Articles of Association of the Company, to provide for the reduced time limit for holding the Annual General Meeting and for laying the balance-sheet and profit and loss account before the Company.

**RESOLVED:**

That in Article 46 of the Articles of Association of the Company, the word "six" be replaced with the word "three".

That the Managing Director of the Company be and is hereby authorized and empowered to do or cause to be done all acts, deeds and things that may be necessary to give effect to this resolution.

The share transfer books of the Company will remain closed from June 14, 2008 to June 23, 2008 (both days inclusive).

Lahore

Dated: May 28, 2008

By order of the Board  
(UZMA ADIL KHAN)

Company Secretary

**STATEMENT UNDER SECTION 160 OF THE COMPANIES ORDINANCE, 1984**

The Directors have recommended to the shareholders to pass a special resolution to approve the amendment in the Articles of Association of the Company to bring it in line with the changes made by the Finance Act 2007 in Sections 158(1) and 233(1) of the Companies Ordinance 1984.

**NOTES**

- A member entitled to attend may appoint another member as his / her proxy or may by power of Attorney authorize any other person as his / her agent to attend, speak and vote at the meeting. The Federal Government, a Provincial Government, a Corporation or a Company, as the case may be, being a member of the Company may appoint any of its officials or any other person to act as its representative and the person so authorized shall be entitled to the same powers, as if he were an individual shareholder.
- The instrument appointing a proxy shall:
  - be in writing; and
  - be signed by the appointer or his / her attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- The proxy must be signed across a Rupees five revenue stamp and it should be deposited in the office of the Company Secretary not less than 48 hours before the time of holding the meeting.
- Shareholders are requested to notify any change in address immediately quoting their folio number (s).
- CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan:

**A. For attending the meeting**

- 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.
- 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:**

- 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 requirements mentioned below.
  - The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
  - Attested copies of CNIC or the passport of the beneficial owners and of the proxy shall be furnished with the proxy form.
  - The proxy shall produce his / her original CNIC or original passport at the time of the meeting.
- In case of a 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.

The extract from the directives of the Securities & Exchange Commission of Pakistan dated March 28, 2002 as incorporated in the Listing Rules of the Stock Exchanges in regard to filing of consent by all persons proposed to be elected and / or nominated as Directors of the listed Companies and their qualification and eligibility to act in that capacity etc., are being sent to the shareholders along with this notice.

**Registered Office**

Gas House, 21-Kashmir Road,  
P. O. Box No. 56, Lahore 54000 (Pakistan).  
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E-Mail: info@sngpl.com.pk  
Website: www.sngpl.com.pk

**Shares Registrar**

Hameed Majeed Associates (Pvt) Ltd.,  
H. M. House, 7-Bank Square, Lahore.  
Ph: 92-42-7235081-82  
Fax: 92-42-7358817