

**THE KARACHI STOCK EXCHANGE (GUARANTEE) LIMITED**

KSE/N-590

**NOTICE**

February 09, 2011

**UNITED DISTRIBUTORS PAKISTAN LIMITED**

Source: "BUSINESS RECORDER" Dated: February 09, 2011



**United  
Distributors  
Pakistan  
Limited**

**Addendum to the notice of  
extra-ordinary general meeting to be  
held on Monday, February 14, 2011 at  
03:30 p.m. at the Institute of Chartered  
Accountants of Pakistan**

At the end of first para of Special Business, the following  
words are to be added:

"as Special Resolution under section 208 of the  
Companies Ordinance, 1984."

By order of the Board

Karachi  
February 9, 2011

Muhammad Tariq  
Company Secretary

**Statement of Material Facts under section 180(1)(b)  
of the Companies Ordinance, 1984 regarding the  
Special Business**

Details required as per S.F.O 555 (I) / 2000 dated  
December 2000 of SEOP to the extent applicable  
as follows:-

**Name of Investee Company or associated undertaking**  
Unique Investment (Private) Limited (UIPL)

**Nature, amount & extent of investment**

Swapping of equity investment i.e. acquiring 8,366,308  
ordinary shares of UIPL in exchange of 1,388,368  
ordinary shares of Searle Pakistan Limited (SPL) held  
by the company.

**Average market price of the shares intended to be  
purchased during preceding six months in case of  
listed companies**

Being a private limited company not applicable.

**Break-up value of shares intended to be purchased  
on the basis of published financial statements**

Not applicable as the investee company is newly  
incorporated private limited company.

**Price at which shares will be purchased**

8,366,308 ordinary shares of UIPL are being acquired at  
Rs. 10/- in exchange of 1,388,368 ordinary shares of SPL  
at six months average market rate of Rs. 60.26 per share.

**Earning per share of Investee Company in last  
three years**

Not applicable as the investee company is newly  
incorporated private limited company.

**Source of funds from where shares will be purchased**

Not applicable, since 8,366,308 ordinary shares of  
UIPL are being acquired by way of exchange of  
1,388,368 ordinary shares of SPL held by the company.

**Period for which investment will be made**

Long term investment.

**Purpose of investment**

To acquire 8,366,308 ordinary shares of UIPL by way  
of exchange of 1,388,368 ordinary shares of SPL held  
by the company.

**Benefits likely to accrue to the company and the  
shareholders from the proposed investment**

This will be as part of the Sponsors' long term plan to  
avail the tax benefits associated with group formation  
and to improve operational efficiency by virtue of  
focused management, which in turn will lead to better  
returns to shareholders. Further more it will allow the  
opportunity to raise capital at each organizational level  
(holding company & subsidiary level) to finance the  
overall growth of the Group.

**Interest of directors and their relatives in the  
investee company**

The Directors of United Distributors Pakistan Limited  
have no other interest in the special business and / or  
the resolutions, whether directly or indirectly, except  
to the extent of their shareholding in the Company.