

Cnergyico Pk Limited



December 21, 2023
Reference No. CPL/COR/PSX/082

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: **Disclosure of Material Information**

Dear Sir,

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Clause 5.6.1(a) of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the following:

Further to the disclosure of material information made by Cnergyico PK Limited (the "Company") on October 2, 2023, this is to update that during the meeting of the Board of Directors of the Company held on December 21, 2023, the Board has approved the draft Scheme of Arrangement under Sections 279 to 283 and 285 of the Companies Act, 2017, to be entered into between the Company and its wholly owned subsidiaries i.e. (i) Bosciorco ORB 1 (Private) Limited ("ORB 1"); (ii) Bosciorco ORB 2 (Private) Limited ("ORB 2"); (iii) Bosciorco OMB 1 (Private) Limited ("OMB"); (iv) Bosciorco OSB 2 (Private) Limited ("OSB"); (v) Bosciorco CPB 1 (Private) Limited ("CPB"); and (vi) Cnergyico Isomerate PK (Private) Limited ("ISOM"), laid before the Board of Directors of the Company (the "Scheme"), pertaining to the proposed corporate reorganization / restructuring of the Company and its wholly owned subsidiaries, subject to completion and finalization of the Scheme, obtaining all necessary members', creditors' and regulatory approvals, and the sanction of the Scheme by the High Court of Sindh at Karachi, along with fulfilment of related legal formalities in accordance with applicable laws.

In terms of the Scheme, it is intended, *inter alia*, that certain business units / undertakings of the Company shall be segregated and demerged / carved out from the Company, which undertakings (including the respective assets, liabilities and obligations comprising thereof) shall be merged with and into, and stand vested in, ORB 1, ORB 2, OMB, OSB and CPB respectively. Furthermore, ISOM, being a wholly owned subsidiary of the Company shall be merged with and into ORB 2.

The Board observed that the main objective of the Scheme is to enhance the commercial structure and corporate governance of the undertakings and business units, ultimately achieving greater efficiencies for all entities involved, leading to increased equity and growth. Additionally, the Scheme will enable each company's management to focus on their respective segments/ business units, promoting better development and performance, and effectively implementing the intended arrangements. The Scheme is expected to result in the businesses being managed and carried out in a more effective and efficient manner, thus benefitting the members of the Company.

The Board has authorized the Company *inter alia* to finalize and execute the Scheme and file a petition before the High Court of Sindh at Karachi.

The Scheme will be circulated to the Exchange and the members in due course, subject to the directions / order of High Court and in accordance with applicable laws.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours faithfully,

Majid Muqtadir
Company Secretary

Copy to: Executive Director / HOD, Surveillance, Supervision and Enforcement Department
Securities & Exchange Commission of Pakistan
NIC Building, Jinnah Avenue, Blue Area, Islamabad