

Our Reference: SEC/D.7/04/18

January 8, 2018

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi – 7400, Pakistan
Fax No. 021-3241 0825 (KSE)

Dear Sirs,

Re: <u>Disclosure of Material Information</u>

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Clauses 5.6.1(a) and 5.19.13(c) of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the following material information, contained in the disclosure form enclosed as **Annexure A** and Form-21 hereto.

Yours truly,

Company Secretary

Mazhar Idbal

Cc:

The Commissioner
Company Law Division
Securities & Exchange Commission of Pakistan
NIC Building, Jinnah Avenue, Blue Area
Islamabad, Pakistan

Phone : +92 32313361-9 (9 Lines) Fax : +92 32312968, 32311809 http://www.linde.com, www.linde.pk



Annexure A

DISCLOSURE FORM IN TERMS OF SECTIONS 96 AND 131 OF THE SECURITIES ACT, 2015

January 8, 2018

Name of Company:	Linde Pakistan Limited	
Date of Report:	January 8, 2018	
Name of Company as specified in its Memorandum:	Linde Pakistan Limited	
Company's registered office:	P. O. Box 4845, Dockyard Road, West Wharf, Karachi – 74000, Pakistan	
Contact Information	Mazhar Iqbal Company Secretary Tel Number: 021 32313361 Fax Number: 021 32311809 Email Address: mazhar iqbal@linde.com	

Disclosure of inside information by listed company.

Public disclosure of inside information, which directly concerns the listed securities.

Please find attached the Form-21 for reporting Change of Management. This is also in continuation of our various earlier announcements to the Pakistan Stock Exchange (PSX) in connection with divestment of the entire 60% shareholding of The BOC Group Limited ("Linde") in Linde Pakistan Limited (the "Company"). Linde's shareholding in the Company has been acquired by (i) Adira Capital Holdings (Private) Limited; (ii) Hilton Pharma (Private) Limited; (iii) Soorty Enterprises (Private) Limited; (iv) Al-Karam Textile Mills (Private) Limited (v) Mr. Siraj Dadabhoy; and (vi) Mr. Fawad Anwar (the "Purchasers"). Upon completion of the transaction in line with applicable laws and in concurrence with the Share Purchase Agreement (SPA) signed by and between Linde and the Purchasers, the entire ownership of Linde in the Company stands transferred to the Purchasers effective January 7, 2018 (after trading hours). As a result, the Linde nominee directors have stepped down effective January 7, 2018 and new directors have been appointed by the Board of the Company as set out in the enclosed Form-21. In addition to the 60% shares acquired by the Purchasers from Linde, an additional 20% shares have also been acquired by the Purchasers against the Public Offer dated October 13, 2017.

In addition to Linde nominee Directors, two independent Directors and NIT nominee Director have also resigned from the Board effective January 7, 2018. Two New Independent Directors have been appointed by the Board in place of these Directors. Enclosed form 21 covers the details as required.

Linde Pakistan Limited West Wharf, Dockyard Road, P.O Box 4845,

Karachi-74000, Pakistan. Phone: +92 32313361-9 (9 Lines) Fax: +92 32312968, 32311809 http://www.linde.com, www.linde.pk



SIGNATURES

In case of company pursuant to the requirements of the Securities Act, 2015, the company has duly caused this form / statement to be signed on its behalf by the undersigned hereunto duly authorized.

> Mazhar Iqbal Company Secretary

Dated: January 8, 2018

http://www.linde.com, www.linde.pk



FORM-21

08 January 2018

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

Subject: Change Of Management

Dear Sir

We have to inform you that following the divestment of 60% shares of The BOC Group Limited (the "Holding Company") in Linde Pakistan Limited (the "Company") to (i) Adira Capital Holdings (Private) Limited; (ii) Hilton Pharma (Private) Limited; (iii) Soorty Enterprises (Private) Limited; (iv) Al-Karam Textile Mills (Private) Limited (v) Mr. Siraj Dadabhoy; and (vi) Mr. Fawad Anwar (the "Purchasers") and an additional 20% shares of the Company which have been acquired by the Purchasers against the Public Offer dated October 13, 2017, the following Director(s) have resigned from the Board of Directors with effect from 07 January 2018 due to a change of management/shareholder of the Company.

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Mr Munnawar Hamid – OBE Mr Muhammad Ashraf Bawany Mr Humayun Bashir Mr Shahid Hafiz Kardar Mr Andrew James Cook Mr Ganapathy NarayanaSwamy Mr Mhuammad Samiullah Siddiqui

Ms Jahanara Sajjad Ahmad

Designation

Director & Chairman
Director & Chief Executive Officer
Independent Director
Independent Director
Director
Director

Executive Director & CFO

Director

In place of the above outgoing Directors, the under-mentioned have joined the Board with effect from 07 January 2018.

Names

Mr. Wagar Ahmed Malik

Mr. Fawad Anwar

Designation

Director & Chairman

Director

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Mr. Atif Riaz Bokhari	Director
Mr. Siraj Dadabhoy	Director
Mr. Shahid Mehmood Umerani	Director
Mr. Sheikh Muhammad Abdullah	Director
Mr. Feroz Rizvi	Independent Director
Mr. Muhammad Zindah Moin Mohajir	Independent Director
Mr. Syed Hasan Ali Bukhari	Director

The New Board of the company now consists of the following:

Names	Designation
Mr. Waqar Ahmed Malik	Director & Chairman
Mr. Fawad Anwar	Director
Mr. Atif Riaz Bokhari	Director
Mr. Siraj Dadabhoy	Director
Mr. Shahid Mehmood Umerani	Director
Mr. Sheikh Muhammad Abdullah	Director
Mr. Feroz Rizvi	Independent Director
Mr. Muhammad Zindah Moin Mohajir	Independent Director
Mr. Syed Hasan Ali Bukhari	Director
Mr. Zubair Ahmad	Chief Executive Officer

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

Yours Sincerely

Company Secretary