

NOTICE OF THE EXTRAORDINARY GENERAL MEETINGS OF KASB FINANCE (PRIVATE) LIMITED & SIGMA CORPORATION LIMITED

NOTICE IS HEREBY GIVEN for the purpose of calling extraordinary general meetings of KASB Finance (Private) Limited ("**KASB**") & Sigma Corporation Limited ("**Sigma**") for obtaining sanction of the Scheme of Arrangement for amalgamation dated 24.12.2012 (the "**Scheme of Arrangement**") of KASB and Sigma.

The purpose of this notice is:

- (i) to inform that pursuant to the Order dated 3.6.2012 of the Islamabad High Court, Islamabad, passed in Civil Miscellaneous Application No. 1 of 2012 in Petition CO No. 13/2012, an Extraordinary General Meeting of the members of KASB will be held at **90-91 Razia Sharif Plaza, Blue Area, Jinnah Avenue, Islamabad on 22 July 2013 at 11.00 AM**, to consider and, if thought fit, adopt and agree to the Scheme of Arrangement for the amalgamation KASB and its members with and into Sigma and its members;
- (ii) to inform that pursuant to the Order dated 3.6.2012 of the Islamabad High Court, Islamabad, passed in Civil Miscellaneous Application No. 1 of 2012 in Petition CO No. 13/2012, an Extraordinary General Meeting of the members of Sigma will be held at **90-91 Razia Sharif Plaza, Blue Area, Jinnah Avenue, Islamabad on 22 July 2013 at 11.00 AM**, to consider and, if thought fit, adopt and agree to the Scheme of Arrangement for the amalgamation KASB and its members with and into Sigma and its members;

A copy of the Scheme of Arrangement for the amalgamation and a Statement under Section 286(i) of the Companies Ordinance, 1984 ("**Statement**") may be obtained from the office of KASB and Sigma at 90-91 Razia Shariff Plaza, Blue Area, Islamabad during normal office hours on application prior to the meetings by the members, creditors and other persons determined as entitled to attend the meeting.

As per the Order of the Hon'ble Islamabad High Court, Islamabad dated 3.6.2013 the Joint Registrar, CRO, SECP at Islamabad will act as chairman of the meetings of the members of KASB and Sigma respectively and will report the results thereof to the Court.

The Scheme of arrangement will be subject to the subsequent approval of the Court.

**By order of the Board,
KASB Finance (Private) Limited
Sigma Corporation Limited**

Chief Executive

Karachi: June 29, 2013

Notes:

Notes:

A. General

- 1. The share transfer books of KASB and Sigma will remain closed from July 16, 2013 to July 22, 2013 (both days inclusive). Transfers received at KASB at 90-91 Razia Shariff Plaza, Blue Area, Islamabad, the Registered office KASB by the close of the business on July 15, 2013 will be treated in time.
- 2. Transfers received by the share registrars of Sigma, M/s. THK Associates (Private) Limited, at ground floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi, by the close of the business on July 15, 2013 will be treated in time.
- 3. The recent annual/quarterly accounts, Memorandum and Articles of Association and other related information of KASB and Sigma as the case may be may be inspected during the business hours on any working day at the Registered Office of KASB and Sigma as the case may be from the date of publication of this notice till the conclusion of the General Meeting.
- 4. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for him/her. If a member appoints more than one proxy, and more than one instrument of proxy is deposited by a member, all such instruments of proxy shall be rendered invalid.
- 5. Proxy must be received at the registered office of KASB and to the Share Registrar of Sigma not later than 48 hours before the time of the meeting. The form of proxy submitted must be witnessed by two persons whose names, addresses and Computerized National Identity Card (CNIC) numbers must be mentioned on the form, along with the attested copies of CNIC or the passport of the beneficial owner and the proxy.
- 6. In case of proxy by a corporate entity, Board of Directors' resolution/power of attorney shall also be submitted along with the form.

7. Beneficial owners of the shares registered in the name of Central Depository Company of Pakistan Limited and/or their proxies are required to produce their original CNIC or Passport for identification purpose at the time of attending the meeting.
8. Members are requested to promptly notify any change in their address to the office of our registrar.

Statement under Section 160(1) (b) of the Companies Ordinance, 1984 concerning the Special Business

Subject to the sanction of the Islamabad High Court, Islamabad under the Scheme of Arrangement for Amalgamation, KASB will be merged/amalgamated with and into Sigma by transfer to and vesting in Sigma the whole of undertakings and businesses of KASB together with all the properties, assets, rights, liabilities, quotas and obligations of every kind and description as subsisting on 26.9.2012.

The merger/amalgamation of KASB with and into Sigma shall be effective by way of a Scheme of Arrangement for Amalgamation in accordance with the provisions of Sections 284 to 288 of the Companies Ordinance, 1984 and on the basis of the valuation calculated by KPMG Taseer Hadi & Co., Chartered Accountants, pursuant to their report dated 6.12.2012 and the swap ratio as recommended by the Board of Directors of Sigma. For the purposes of the merger/amalgamation, 557,760,996 shares of SIGMA shall be issued to the share holders of KASB against 672,001,200 shares of KASB.

The Scheme of Arrangement for Amalgamation is available for inspection to any person entitled to attend the Extra Ordinary General Meeting at the office of the Company Secretary of KASB and Sigma as the case may be free of cost during normal office hours. Copies of the Scheme of Arrangement for Amalgamation can also be obtained upon request by any person entitled to attend the Extra Ordinary General Meeting from the office of the Company Secretary of KASB and Sigma as the case may be situated at 6th Floor, Trade Centre, I.I.Chundrigar Road, Karachi.

The directors of KASB and Sigma as holders of shares in those companies are interested in terms of the Scheme to such extent. The effect of the Scheme on the interests of these directors does not differ from its effect on the like interests of other members.

In view of the above, the Board of Directors of Sigma have approved and recommended the merger/amalgamation of KASB with and into Sigma and the swap ratio on the basis of which the shares of the Sigma will be issued to the shareholders of KASB.

Statement under Section 286 of the Companies Ordinance, 1984 concerning the Special Business

The statement setting forth the terms of Scheme of Arrangement for Amalgamation and explanation of its effect including the interests of the directors of Sigma and the effect of those interests and other ancillary information may be obtained upon request by any person entitled to attend the Extra Ordinary General Meeting from the office of the Company Secretary of KASB and Sigma as the case may be situated at 90-91 Razia Shariff Plaza, Blue Area, Islamabad free of cost during normal office hours.

The aforesaid statement has also been sent along with the notice of the Extra Ordinary General Meeting to the members of KASB and Sigma.

Sigma Corporation Ltd.
Form of Proxy

I, Sophie Liu, a member(s) of SIGMA Corporation Ltd., appoint _____ of _____ whom falling _____ of _____ as my proxy to vote and act for me and on my behalf of the Extraordinary General Meeting of the Company to be held on 22nd day of July 2013 and at every adjournment thereof.

Dated _____ day of _____ 20_____

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Signature

Shareholder Folio No.

Address:.....
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Witness No. 1:

Witness No. 2: