SUI NORTHERN GAS PIPELINES LIMITED
GAS HOUSE, 21-KASHMIR ROAD, P.O. BOX 56, LAHORE (PAKISTAN)

CA/PSX/ ***Thru: PUCARS / Courier*** February 12, 2016

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

AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

Dear Sir:

We wish to inform that the Board of Directors of the Company has proposed certain amendments in the Articles of Association of the Company to be placed before the shareholders at the Annual General Meeting (AGM) to be held on March 08, 2016. The proposed changes / amendments are enclosed for ready reference.

In accordance with PSX Rule No. 5.9.2 of the Pakistan Stock Exchange Limited, you are requested to kindly accord your prior clearance enabling us to place the same before the shareholders foe their approval.

Thanks and regards.

Yours sincerely,
SUI NORTHERN GAS PIPELINES LIMITED

(WAJIHA ANWAR)
Company Secretary
Tele: 042-99201044
Fax: 042-99201369

Encl: As above.

SUI NORTHERN GAS PIPELINES LIMITED

PROPOSED CERTAIN AMENDMENTS IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

"Resolved that Articles No. 52, 69, 73, 85 and 112 of the Articles of Association of the Company be and is hereby amended to be read as follows:

52. Ten (10) members present in person representing not less than twenty five percent (25%) of the total voting power, either of their own account or as proxies, shall be a quorum for a general meeting. Furthermore, the Company may provide video conference facility to its members for attending general meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members, provided that if members, collectively holding ten percent (10%) or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least ten (10) days prior to date of meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city.

69. A person can be appointed as proxy and shall be qualified to vote even if he/she is not a member. Moreover, a corporation or a company being a member of the Company may by a resolution of the Directors authorise any of its officials or any other person to act as its representative at any meeting of the Company. Subject to the provisions of these Articles an agent duly authorised under a power of attorney shall be entitled to be present and vote on behalf of his appointer notwithstanding that such agent may not be a member of the Company. A member may exercise his vote at a meeting by electronic means in the manner provided in the Ordinance or Rules or Regulations made thereunder.

73. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:

SUI NORTHERN GAS PIPELINES LIMITED

Option 1

Appointing other person as Proxy

I/We____
Of ____ being a
member of Sui Northern Gas Pipelines Limited and holder of

____

(number of shares)

Ordinary Shares as per Registered Folio No. ___________________________________
hereby appoint Mr. ___________________________________of ______________ or
failing whom Mr. ____________________________________of _________________
as my/our proxy to vote for me/us and on my/our behalf at the (annual, extraordinary general meeting, as the case may be) of the Company to be held on
______________________and at any adjournment thereof. Signed under my / our
this_____________________________ day of __________, 20____

Option 2
E-voting as per The Companies (E-voting) Regulations, 2016

I/We, ________________________ of ____________________, being a member of Sui Northern Gas Pipelines Limited, holder of __________________ Ordinary Share(s) as per Register Folio No. _______ hereby opt for e-voting through intermediary and hereby consent the appointment of execution officer ________________________________ as proxy and will exercise e-voting as per the Companies (E-voting) Regulations, 2016 and hereby demand for poll for resolutions.

My secured email address is ________________________, please send login details, password and electronic signature through email.

____
Signature should agree
with the specimen signature
registered with the Company

Signed in the presence of:

__________________ __________________
Signature of Witness Signature of Witness

85. The remuneration to be paid to the Directors for attending the Board or Committee Meetings, shall be Rs.100,000/- per meeting. The Directors attending the Board or Committee Meetings shall be entitled to business class/ club class return airfare from the venue of the meeting to his/ her usual place of residence in Pakistan. The Directors attending the Board or Committee Meetings shall also be entitled to boarding, lodging and transportation in case meeting is held in a city other than his/ her usual place of residence.

Provided that the regularly paid Chief Executive Officer/ Managing Director and Executive Directors shall not be paid any remuneration for attending the Board or Committee Meetings of the Company.

112. A resolution passed without any meeting of Directors or of a Committee of Directors appointed under Article 110 and evidenced in writing under the hands of majority of the Directors or members of the Committee for the time being in Pakistan, as the case may be, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee called and held in accordance with the provisions of these Articles: Provided that in case one-third (1/3rd) of the total number of directors of the Company require that any resolution under circular resolution must be decided at a board meeting in person, the Chairman shall put the resolution to be decided at a meeting of the Board.

Resolved further 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 these resolutions."