TABEERENERGY

To
The Registrar
Oil & Gas Regulatory Authority
54-B, Fazal-e-Haq Road,
Blue Area, Islamabad

Date: 15th November 2019

Ref: TEPL-OGRA/LTR-007 - Construction License

Subject:

Application: Grant of OGRA Construction License for Construction & Operation of LNG Terminal in Port Qasim

Dear Sir,

Tabeer Energy (Private) Limited ("TEPL"), a company incorporated and existing under the laws of Pakistan, is pleased to apply to the Oil and Gas Regulatory Authority (OGRA), for the grant of Construction License for the commencement of regulated activity of Construction and Operation of LNG Terminal.

Mitsubishi Corporation currently engages in the development of Pakistan's first fully integrated LNG terminal and to date has set up two wholly owned subsidiaries TEPL and Tabeer Energy Marketing (Private) Limited ("TEMPL"). Incorporated under the laws of Pakistan and having incorporation number 0115629, TEPL is responsible for providing terminal and LNG regasification services to TEMPL, the marketing wing and sister concern of the former.

In lieu of the aforementioned, TEPL submits before the Authority:

- The subject application cover letter for the grant of Construction License under Rule 4 of Oil and Gas Regulatory Authority (LNG) Rules, 2007 (thereafter referred to as LNG Rules, (2007))
- Duly completed Schedule-I of LNG Rules (2007) wherein License specifications are also mentioned. [Annexure A]
- Duly completed application documents as per the format prescribed in Rule 4(3) of LNG Rules (2007) along with accompanying information in Sub-Annexures 81 – B14. [Annexure 8]
- Technical Brief of Tabeer LNG Project, appended with detailed technical studies in Sub-Annexures C1 – C21 conducted by JGC Corporation, Japan. [Annexure C]
- In addition, Attachments no. A, B, and C along with their corresponding Sub-Annexures have been referenced on the checklist titled "OGRA Construction License Checklist" and enclosed herewith. [Annexure D]





TEPL is available to provide additional information/documents required by the Authority.

Sincerely,

Tabeer Energy (Private) Limited

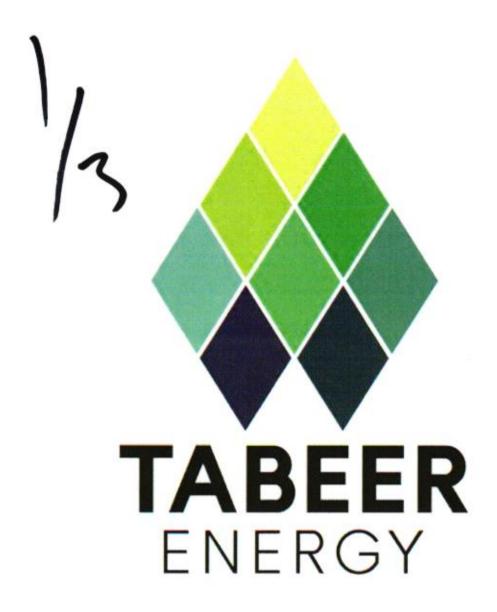
Kosuke Makino Chief Executive

Tabeer Energy (Private) Limited

Copied to for reference:

- Chairperson, OGRA
- Executive Director, LNG Dept, OGRA
- Member Finance, OGRA
- Member Oil, OGRA
- Sr. Executive Director, Gas Dept, OGRA





Tabeer Energy (Private) Limited Application for OGRA Construction License

Cover Letter & Checklist Annexure A: Schedule 1

Annexure B Sub-Annexures: B1 - B14

To The Registrar Oil & Gas Regulatory Authority 54-B, Fazal-e-Hag Road, Blue Area, Islamabad

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- 4. Technical Brief of Tabeer LNG Project, appended with detailed technical studies in Sub-Annexures C1 – C21 conducted by JGC Corporation, Japan. [Annexure C]

5. In addition, Attachments no. A, B, and C along with their corresponding Sub-Annexures have been referenced on the checklist titled "OGRA Construction License, Checklist" and enclosed herewith. [Annexure D]

Tabeer Energy (Pvt.) Limited

Floor# 14-A, The Harbour Front, Dolmen City, HC-3, Block-4, Scheme-5, Clifton, Karachi (75690), Sindh, Pakistan Tel: (92-21) 35294361-7 | www.tabeerenergy.com











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Tabeer Energy (Private) Limited

Kosuke Makino Chief Executive

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Copied to for reference:

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Tabeer Energy (Private) Limited

Schedule I

(Reference Rule 4(2))

Oil and Gas Regulatory Authority

APPLICATION FORM

Reference No:

Dated: 15th November 2019

CORPORATE INFORMATION

Sr. No.	Head Title	Response
1.	Name of the Company (Applicant)	Tabeer Energy (Private) Limited
2	Company's full address along with telephone, fax, e-mail, and web details:	Address: 14th Floor, The Harbour Front, HC-3, Dolmen City, Block-4, Scheme-5, Clifton, Karachi Telephone: +92213594361 Fax: +922135294380 E-mail: kinza.hanif@tabeerenergy.com Web details: www.tabeerenergy.com
3	Name, title and authorized signature of Company's Chief Executive	Name: Kosuke Makino Title: Chief Executive Signature:
4	Names and address of current Directors of the Company	Name: Kosuke Makino Passport No:TZ1127872 Nationality: Japanese Name: Kazauki Ikezawa Passport No: TR5539709 Nationality: Japanese
5	Names and addresses of any person or corporate body with a holding of more than one percent (1%) or more in the Applicant	Name: Diamond Gas International Japan Co.Ltd. Address: 3-1 Marunouchi 2-Chome, Chiyoda-ku Tokyo 100-8086,Japan

Applicant: Tabeer Energy Marketing (Private) Limited

LICENSE SPECIFICATIONS

Head Title	Response		
Regulated Activity for which a license is sought	Response 1. Regulated Activity for which a license is sought (please tick the appropriate activity(ies): (a) LNG Production Facility (Construction) (b) LNG Production Facility (Operation) (c) LNG Processing Facility (Construction) (d) LNG Processing Facility (Operation) (e) LNG Testing Facility (Construction) (f) LNG Testing Facility (Operation) (g) LNG Storage Facility (Construction) (h) LNG Storage Facility (Operation) (i) LNG Terminal (Construction) (j) LNG Terminal (Operation) (k) Transportation of LNG (l) Filling of LNG		
	(m) Marketing of LNG		
Notice of License and ind for (if	(n) Distributing of LNG		
exclusive, please provide detailed	Non-Exclusive		
Period for which the License is sought	30 years from the date of grant of subject license.		
Details of any license, held, applied for, or applied for and refused under the Rules, by the Applicant, or any of the interested parties, or any of their affiliated or related undertakings	OGRA Provisional License: Awarded to Tabeer Energy (Private) Limited on 17 th Aug 2018 OGRA Provisional License – Extension: Granted to Tabeer Energy (Private) Limited on 5 th November 2019 OGRA Sales License: Tabeer Energy Marketing (Private) Limited submitted application package to		
	Nature of License applied for (if exclusive, please provide detailed justifications) Period for which the License is sought Details of any license, held, applied for, or applied for and refused under the Rules, by the Applicant, or any of the interested parties, or any of their		





A035670

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

COMPANY REGISTRATION OFFICE, KARACHI

CERTIFICATE OF INCORPORATION

[Under section 16 of the Companies Act, 2017 (XIX of 2017)]

Corporate Universal Identification No. 0115629

I hereby certify that <u>TABEER ENERGY (PRIVATE) LIMITED</u> is this day incorporated under the Companies Act, 2017 (XIX of 2017) and that the company is <u>limited by shares.</u>

Given under my hand at Karachi this Twenty Fifth day of January, Two
Thousand and Eighteen.

Incorporation fee Rs. 130,500/=

(Kashif Mahmood) Additional Joint Registrar

VARACHI CENINA

TRUE COP



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN Company Registration Office KARACHI

ACKNOWLEDGEMENT OF FILING

[See-regulation-13 (1)]

No. ADR-I/0115629

Dated: 25.01.2018

In the matter of

TABEER ENERGY (PRIVATE) LIMITED

FLOOR # 14-A, THE HARBOUR FRONT, DOLMEN CITY,
HC-3, BLOCK-4, SCHEME-5, CLIFTON,
KARACHI

The receipt of the under mentioned document(s) filed, registered and recorded pursuant to the provisions of the Companies Act, 2017 (XIX of 2017), is hereby



Application for Company Incorporation
Memorandum of Association (Since Incorporation)
Articles of Association (Since Incorporation)

(Kashif Mahmood)
Additional Joint Registrar
4th Floor, SLIC Building No. 2,
Karachi

Fee. Rs. <u>1,000 /-</u> Process ID: 2630513



ANNEXURE-IV

COMPANIES (INCORPORATION) REGULATIONS, 2017 [See Regulation 6]

APPLICATION FOR COMPANY INCORPORATION

PART-I

			ART-1		
1.1 Name of the Company	TABEER ENERGY	(PRIVATE) LIMITE	D		
1.2 Fee Payment Details	1.2.1 Challan	No	E-2018-717301		
	1.2.2 Challan Amount (Rs.)				
	Fee Paid (Rs.)	500,00		
		PART-II			
Section - A - Company Informatio	en .				
2.1 Correspondence Address		E HARBOUR FROM KARACHI Sindh 75		LOCK-4, SCH	EME-5, CLIFTON, KARACHI
City	KARACHI	District	KARACHI SOUTH	Province	Sindh
Telephone Number	+92 21 35294361		Email Address	muhamma	ad ali@mitsubishicorp.com
Mobile Number	+92 300 8299265				
2.2 Registered office Address, if any	75600, PAKISTAN	KARACHI Sindh 75	500	LOCK-4, SCH	EME-5, CLIFTON, KARACHI
City	KARACHI	District	KARACHI SOUTH	Province	Sindh
Telephone Number	+92 21 35294361	-	Website (if any)		
Mobile Number	+92 300 8299265		Email Address	muhammi	at ali@mitsubishicorp.com
			- Commence of the Commence of		
Section - B - Capital Structure	Class / Ki	hd	Face Value No of S	Shares	Total Amount
2.4 Authorised Capital	Ordinary	Carried !	100 300000		30000000
2.5 Paid Up Capital	Ordinary	a di	100 300000		30000000
Section - C - Special Business Inf (Applicable in case of Banking company, Stock Brokerage busi security quards*) 2.6. Nature of business in case business requiring licence / per	Company, Non-bank iness, forex, real esta of specialized	The principal lin	aging agency, business of ne of business of the compar ng a jetty, pipelines with all r	providing the ny shall be to e nachinery and	e services of etablish and operate a -equipment and supporting
(please specify and also attach the relevant authority)		and processing	handling, re-gasification (who of Liquefied Natural Gas (LN other related liquids, gases a	G), Re-gasilina	
			To Husson T	5	COP HUSSA!
	13 NO	V 2019	A SUPERIOR OF THE SECOND	AVBUC	HI. PAXISTAT





Section - D - Company subscribers, proposed directors, proposed chief executive officer and nominee

2.7 State Number of directors fixed by subscribers:

[Please note that as per law a company must have minimum director as follows.]

		No. of proposed directors
Single Member Company	01	
Private Limited Company	02	2
Public Limited Company	03	

Name	Father/Husband Name	CNIC/Passport No	Incorporation/ Registration No	Nationality	Occupation	Residential/Re gistered office address	NTN	DESIGNATIO N	No of shares subscribed	Date of Appoint ment
Kota Yamada	S/O Akira Yamada	MU4549391		Japan	CEO and Representati ve Director	5-31-5-104 Yoyogi, Shibuya-ku, Tokyo, Japan 150-0053		Chief Executive		Since Incorpora tion.
Takashi Horie	S/O Kiyoshi Horis	TK2123244		Japan.	Director	3-10-4 Oyamadai, Setagaya-ku, Tokyo, Jepan 158-0088		Director		Since Incorpora tion.
Kota Yamada	S/O Akira Yamada	MU4549391		Japan	CEO and Representati ve Director	5-31-5-104 Yoyogi, Shibuya-ku, Tokyo, Japan 150-0053		Director And Subscriber	1	Since Incorpora tion.
Diamond Gas International Japan Co. Ltd., through its authorised	SIO Akira Yamada	MU4549391	0100-01- 183919	Japan	CEO and Representati ve Director	5-31-5-104 Yayogi, Shibuya-ku, Tokyo, Japan 150-0053		Subscriber (Company)	299999	Since Incorpore tion,

2.8	Details of	Nominee	(only	in case	of	single	member	company)
-----	------------	---------	-------	---------	----	--------	--------	----------

Name of Nomince	
CNIC of Nominee	









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Section - E - If the company intends to adopt tables contained in First Schedule to the Companies Act, 2017 (XIX of 2017) as its articles of association

✓ Table A- Part I (Articles of association of company limited by shares)

Table A- Part II (Articles of association of single member company limited by shares)

Section - F - The company limited by shares in case it has not adopted articles contained in First Schedule to the Act company limited by quarantee and unlimited company shall attached the articles of association.

PART-III

3.1 Declarant's Name Mr Kota Yamada Authorized Intermediary Designation J a person named in the articles as Director of the proposed company I do hearby solemnly and sincerely declars that: a) I have been authorized as declarant by the subscribers; b) all the requirements of the Companies Act, 2017, and the regulations made there under in respect of matters precedent to the registration of the said Company and incidental thereto have been compiled with c) I make this solemn declaration conscientiously believing the same to be true.

3.5 Registration No of authorized

3.4 Declarant Signature

intermediary, if applicable

Declaration under section 16

3 E Date

22/01/2018





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MEMORANDUM OF ASSOCIATION OF

"TABEER ENERGY (PRIVATE) LIMITED

- 1. The name of the company is Tabeer Energy (Private) Limited.
- 2. The registered office of the Company will be situated in the Province of Sindh.
- 3. The principal line of business of the company shall be:
 - (i) The principal line of business of the company shall be to establish and operate a terminal including a jetty, pipelines with all machinery and equipment and supporting facilities for the handling, re-gasification (whether land or ship based), storage, treatment and processing of Liquefied Natural Gas (LNG), Re-gasified Liquefied Natural Gas (RLNG) and all other related liquids, gases and any other liquid products and any activities or services relating or ancillary thereto and/or in furtherance thereof, including the design, financing, construction, maintenance, and management of such projects, to provide product receipt, re-gasification, storage and throughput services for the storage and delivery of LNG, LPG and chemical and petroleum products, gases, vegetable oils and any other liquid products and to promote the smooth function for the processing and marketing of any kind of energy product or energy molecules in Pakistan and to undertake, in its field of competence, any activity which may contribute to the sustainable development of any kind of energy supply in the country
 - (ii) Except for the businesses mentioned in sub-clause (iii), hereunder, the company shall engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.

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(iii) Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Mutual Fund, Leasing, Investment Company, Investment Advisor, Real Estate Investment Trust inanagement company, Housing Finance Company, Venture Capital Company, Discounting Services, Microfinance or Microcredit business), Insurance Business, Modaraba management company, Stock Brokerage business, forex, real estate business, managing agency, business of providing the services of security guards or any other business restricted under any law for the time being in force or as may be specified by the Commission.

(iv) It is hereby undertaken that the Company shall not:



- (a) engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation;
- (b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business;
- (c) engage in any of the permissible business unless the requisite approval, permission, consent or licence is obtained from competent authority as may be required under any law for the time being in force.
- 4. The liability of members is limited.
- 5. The share capital of the Company is PKR 30,000,000/- (Pakistani Rupees Thirty Million Only divided into 300,000 (Three Hundred Thousand) ordinary shares of PKR 100/- (Pakistani Rupees One Hundred Only) each with the power to increase and reduce the capital and to divide the shares in the capital, for the time being, into several classes.



Page 2 of 3

Sirous of being formed into a company, in pursuance of this es is the capital of the company as set opposite our respective Signatures Vine Thousand Number of shares taken (Two Hundred Hundred and subscriber (in figures and words) Ninety-Nine) and Ninety-Thousand) and Nine by each 299,999 Hundred (Three 300,000 (One) Limited 3-1 Marunouchi 2-chome, Chiyoda-ku, principal office 5-31-5-104 Yoyogi, Shibuya-ku, Tokyo. 5-31-5-104 Yoyogi, Shibuya-ku, Tokyo. Usual residential address in full or address for a subscriber other than natural person the registered/ Japan, 150-0053 Japan, 150-0053 Tokyo, Japan Company by Shares Total number of shares taken (in figures and words) Representative Director Representative Director CEO and CEO and Private memorandum of association, and we respectively agree to take the pump Occupation ies) with any Nationality Nationality We, the several persons whose names and addresses are subs former Japanese Japanese Japan-Akira Yamada Akira Yarnada Name in full Husband's Father's/ K/Z Reg. No. 0100-01-183919 NIC No. (in Passport No) foreigner, case of MU4549391 MU4549391 Diamond Gas representative, Kota Yamada Japan Co. Ltd. Kota Yamada present & International Name and former) in sumame Through its full (in Letters) Block authorised

empany Registra

Certified to be true Copy Much L

Dated the 22" day of January, 2018

Page 3 of 3

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THE COMPANIES ACT, 2017 (XIX of 2017) (COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

"TABEER ENERGY (PRIVATE) LIMITED"

PRELIMINARY

- 1. (1) In these Regulations:
 - (a) "section" means section of the Act;
 - (b) "the Act" means the Companies Act, 2017; and
 - (c) "the seal" means the common seal or official seal of the company as the case may be.
 - (2) Unless the context otherwise requires, words or expressions contained in these regulations shall have the same meaning as in this Act; and words importing the singular shall include the plural, and vice versa, and words importing the masculine gender shall include feminine, and words importing persons shall include bodies corporate.

BUSINESS

The directors shall have regard to the restrictions on the commencement of business imposed by section 19 if, and so far as, those restrictions are binding upon the company.

SHARES

3. In case of shares in the physical form, every person whose name is entered as a member in the register of members shall, without payment, be entitled to receive, within thirty days after allotment or within fifteen days of the application for registration of transfer, a certificate under the seal specifying the share or shares held by him and the amount paid up thereon:

Provided that if the shares are in book entry form or in case of conversion of physical shares and other transferable securities into book-entry form, the company shall, within ten days after an application is made for the registration of the transfer of any shares or other securities to a central depository, register such transfer in the name of the central depository.

- 4. The company shall not be bound to issue more than one certificate in respect of a share or shares in the physical form, held jointly by several persons and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.
- If a share certificate in physical form is defaced, lost or destroyed, it may be renewed on
 payment of such fee, if any, not exceeding one hundred rupees, and on such terms, if any, as to
 evidence and indemnity and payment of expenses incurred by the company in investigating title
 as the directors think fit.
- Except to the extent and in the manner allowed by section 86, no part of the funds of the company shall be employed in the purchase of, or in loans upon the security of, the company's shares.

TRANSFER AND TRANSMISSION OF SHARES

7. The instrument of transfer of any share in physical form in the company shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Shares in physical form in the company shall be transferred in the following form, or in environment of the directors shall approve: -

Form for Transfer of Shares

(First Schedule to the Companies Act, 2017)

transfereethe share (or shares) w inclusive, in Tabeer Energy (Privi- executors, administrators and assigns, subject to	ith distinctive numbers from to the said transferee, his othe several conditions on which I held the same at transferee, do hereby agree to take the said share (or
As witness our hands this day of	, 20
Signature	Signature Transferee Full Name, Father's / Husband's Name CNIC Number (in case of foreigner, Passport Number) Nationality



Occupation and usual Residential Address Cell number	Landline number, if any Email address
Witness 1:	Witness 2:
Signaturedate	Signaturedate

Bank Account Details of Transferee for Payment of Cash Dividend

(Mandatory in case of a listed company or optional for any other company)

It is requested that all my cash dividend amounts declared by the company, may becredited into the following bank account:

Tile of Bank Account	
Bank Account Number	
Bank's Name	
Branch Name and Address	a vincom.
	ned information is correct and that I will intimate the chauses in to the company and the concerned Share Registrar as soon as
- 1	A Company of the Comp
Signature of the Transferee(s)	

- 9. (1) Subject to the restrictions contained in regulation 10 and 11, the directors shall not refuse to transfer any share unless the transfer deed is defective or invalid. The directors may also suspend the registration of transfers during the ten days immediately preceding a general meeting or prior to the determination of entitlement or rights of the shareholders by giving seven days' previous notice in the manner provided in the Act. The directors may, in case of shares in physical form, decline to recognise any instrument of transfer unless—
- (a) a fee not exceeding fifty rupees as may be determined by the directors is paid to the TRUE COPY company in respect thereof; and
 - b) the duly stamped instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.

(2) If the directors refuse to register a transfer of shares, they shall within fifteen days after the date on which the transfer deed was lodged with the company send to the transferee and the transferor notice of the refusal indicating the defect or invalidity to the transferee, who shall, after removal of such defect or invalidity be entitled to re-lodge the transfer deed with the company.

Provided that the company shall, where the transferee is a central depository the refusal shall be conveyed within five days from the date on which the instrument of transfer was lodged with it notify the defect or invalidity to the transferee who shall, after the removal of such defect or invalidity, be entitled to re-lodge the transfer deed with the company.

TRANSMISSION OF SHARES

- 10. The executors, administrators, heirs, or nominees, as the case may be, of a deceased sole holder of a share shall be the only persons recognised by the company to deal with the share in accordance with the law. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the executors or administrators of the deceased survivor, shall be the only persons recognised by the company to deal with the share in accordance with the law.
- 11. The shares or other securities of a deceased member shall be transferred on application duly supported by succession certificate or by lawful award, as the case may be, in favour of the successors to the extent of their interests and their names shall be entered to the sequence of members.
- 12. A person may on acquiring interest in a company as member, represented by charge, table time after acquisition of such interest deposit with the company a nomination conferring on a person, being the relatives of the member, namely, a spouse, father, mother, wither, sintered and son or daughter, the right to protect the interest of the legal heirs in the shares of the deceased in the event of his death, as a trustee and to facilitate the transfer of shares to the legal heirs of the deceased subject to succession to be determined under the Islamic law of inheritance and in case of non-Muslim members, as per their respective law.
- 13. The person nominated under regulation 12 shall, after the death of the member, be deemed as a member of company till the shares are transferred to the legal heirs and if the deceased was a director of the company, not being a listed company, the nominee shall also act as director of the company to protect the interest of the legal heirs.
- 14. A person to be deemed as a member under regulation 11, 12 and 13 to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share and exercise any right conferred by membership in relation to meetings of the company.



Page 4 of 16



ALTERATION OF CAPITAL

- 15. The company may, by special resolution-
 - (a) increase its authorised capital by such amount as it thinks expedient;
 - (b) consolidate and divide the whole or any part of its share capital into shares of larger amount than its existing shares;
 - (c) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum;
 - (d) cancel shares which, at the date of the passing of the resolution of that behalf wave not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the share so cancelled.
- 16. Subject to the provisions of the Act, all new shares shall at the first install be offered to such persons as at the date of the offer are entitled to such issue in proportion, at nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by letter of offer specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will deem to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of the same in such manner as they think most beneficial to the company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this regulation.
- 17. The new shares shall be subject to the same provisions with reference to transfer, transmission and otherwise as the shares in the original share capital.
- 18. The company may, by special resolution-
 - (a) consolidate and divide its share capital into shares of larger amount than its existing shares;
 - (b) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum of association, subject, nevertheless, to the provisions of section 85;
 - taken or agreed to be taken by any person.
- 19. The company may, by special resolution, reduce its share capital in any manner and with, and subject to confirmation by the Court and any incident authorised and consent required, by law.

Page 5 of 16

GENERAL MEETINGS

- The statutory general meeting of the company shall be held within the period required by section 131.
- 21. A general meeting, to be called annual general meeting, shall be held, in accordance with the provisions of section 132, within sixteen months from the date of incorporation of the company and thereafter once at least in every year within a period of one hundred and twenty days following the close of its financial year.
- 22. All general meetings of a company other than the statutory meeting or an annual general meeting mentioned in sections 131 and 132 respectively shall be called extraordinary general meetings.
- 23. The directors may, whenever they think fit, call an extraordinary general meeting, and extraordinary general meetings shall also be called on such requisition, or in default, may be called by such requisitionists, as provided by section 133. If at any time there are not within Pakistan sufficient directors capable of acting to form a quorum, any director of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be called by the directors.
- 24. The company may provide video-link 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 in case of listed companies if the members holding ten percent of the toral pand up capital or such other percentage of the paid-up capital as may be specified, are resident in any other city, the company shall provide the facility of video-link to such members for attending annual general meeting of the company, if so required by such members in the tothe company at least seven days before the date of the meeting.

NOTICE AND PROCEEDINGS OF GENERAL MEETINGS

- 25. Twenty-one days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business, shall be given in manner provided by the Act for the general meeting, to such persons as are, under the Act or the regulations of the company, entitled to receive such notice from the company; but the accidental omission to give notice to, or the non-receipt of notice by, any member shall not invalidate the proceedings at any general meeting.
- 26. All the business transacted at a general meeting shall be deemed special other than the business stated in sub-section (2) of section 134 namely; the consideration of financial statements and the reports of the board and auditors, the declaration of any dividend, the election and appointment of directors in place of those retiring, and the appointment of the auditors and fixing of their remuneration.



- 27. No business shall be transacted at any general meeting unless a quorum of members is present at that time when the meeting proceeds to business. The quorum of the general meeting shall be-
 - (a) in the case of a public listed company, not less than ten members present personally, or through video-link who represent not less than twenty-five percent of the total voting power, either of their own account or as proxies;
 - (b) in the case of any other company having share capital, two members present personally, or through video-link who represent not less than twenty-five percent of the total voting power, either of their own account or as proxies.
- 28. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time repainted for the meeting, the members present, being not less than two, shall be a quorum?
- 29. The chairman of the board of directors, if any, shall preside as chairman at ever genteral meeting of the company, but if there is no such chairman, or if at any meeting be a not present within fifteen minutes after the time appointed for the meeting, or is downling as act, as chairman, any one of the directors' present may be elected to be chairman and if none of the directors is present, or willing to act as chairman, the members present shall eleose one of their number to be chairman.
- 30. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fifteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
 - show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded. Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
 - (2) At any general meeting, the company shall transact such businesses as may be notified by the Commission, only through postal ballot.
- 32. A poll may be demanded only in accordance with the provisions of section 143.

- 33. If a poll is duly demanded, it shall be taken in accordance with the manner laid down in sections 144 and 145 and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 34. A poll demanded on the election of chairman or on a question of adjournment shall be taken at once.
- 35. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall have and exercise a second or casting vote.
- 36. Except for the businesses specified under sub-section (2) of section 134 to be conducted in the annual general meeting, the members of a private company or a public unlisted company (having not more than fifty members), may pass a resolution (ordinary or special) by circulation signed by all the members for the time being entitled to receive notice of a meeting. The resolution by circulation shall be deemed to be passed on the date of signing by the last of the signatory member to such resolution.

VOTES OF MEMBERS

- 37. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote except for election of directors in which case the provisions of section 159 shall apply. On a poll every member shall have voting rights as laid down in section 134.
- 38. 38. In case of joint-holders, the vote of the senior who tenders a vote, whether in person or by proxy or through video-link shall be accepted to the exclusion of the votes of the other joint-holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- 39. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on show of hands or on a poll or through video link, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- 40. On a poll votes may be given either personally or through video-link, by proxy or through postal ballot:

Provided that nobody corporate shall vote by proxy as long as a resolution of its directors in accordance with the provisions of section 138 is in force.

41. (1) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing.

Page 8 of 16



- (2) The instrument appointing a proxy and the power-of-attorney or other authority (if any) under which it is signed, or a certified copy of power of authority, shall be deposited at the registered office of the company not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
- 42. An instrument appointing a proxy may be in the following form, or a form as near thereto as may be:

INSTRUMENT OF PROXY

any Registrolle,

Tabeer Energy (Private) Limited

43. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

- 44. The following subscribers of the memorandum of association shall be the first directors of the company, so, however, that the number of directors shall not in any case be less than that specified in section 154 and they shall hold office until the election of directors in the first annual general meeting:
- TRUE COPY Mr. Takashi Horie

The remuneration of the directors shall from time to time be determined by the company in general meeting subject to the provisions of the Act.

46 Save as provided in section 153, no person shall be appointed as a director unless he is a member of the company.

POWERS AND DUTIES OF DIRECTORS

- 47. The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not by the Act or any statutory modification thereof for the time being in force, or by these regulations, required to be exercised by the company in general meeting, subject nevertheless to the provisions of the Act or to any of these regulations, and such regulations being not inconsistent with the aforcsaid provisions, as may be prescribed by the company in general meeting but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
- 48. The trevors shall appoint a chief executive in accordance with the provisions of sections
- 9. The amount for the time being remaining undischarged of moneys borrowed or raised by the director for the purposes of the company (otherwise than by the issue of share capital) shall not at my time, without the sanction of the company in general meeting, exceed the issued share capital of the company.
- 50. The directors shall duly comply with the provisions of the Act, or any statutory modification thereof for the time being in force, and in particular with the provisions in regard to the registration of the particulars of mortgages, charges and pledge affecting the property of the company or created by it, to the keeping of a register of the directors, and to the sending to the registrar of an annual list of members, and a summary of particulars relating thereto and notice of any consolidation or increase of share capital, or sub-division of shares, and copies of special resolutions and a copy of the register of directors and notifications of any changes therein.

MINUTE BOOKS

- The directors shall cause records to be kept and minutes to be made in book or books with regard to-
 - (a) all resolutions and proceedings of general meeting(s) and the meeting(s) of directors and Committee(s) of directors, and every member present at any general meeting and every director present at any meeting of directors or Committee of directors shall put his signature in a book to be kept for that purpose;
 - (b) recording the names of the persons present at each meeting of the directors and of any committee of the directors, and the general meeting; and
 - (c) all orders made by the directors and Committee(s) of directors:

Provided that all records related to proceedings through video-link shall be maintained in accordance with the relevant regulations specified by the Commission which shall be

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appropriately rendered into writing as part of the minute books according to the said regulations.

THE SEAL

52. The directors shall provide for the safe custody of the seal and the seal shall not be affixed to any instrument except by the authority of a resolution of the board of directors or by a committee of directors authorized in that behalf by the directors and in the presence of at least two directors and of the secretary or such other person as the directors may appoint for the purpose; and those two directors and secretary or other person as afterestic shall sign every instrument to which the seal of the company is so affixed in their presence of the secretary or other person as afterestic shall sign every instrument to which the seal of the company is so affixed in their presence of the secretary or other person as afterestic shall sign every instrument to which the seal of the company is so affixed in their presence of the secretary or other person as afterestic shall sign every instrument to which the seal of the company is so affixed in their presence.

DISQUALIFICATION OF DIRECTORS

53. No person shall become the director of a company if he suffers from any left the disabilities of disqualifications mentioned in section 153 or disqualified or debarred from he daing such office under any of the provisions of the Act as the case may be and, if already a director, shall cease to hold such office from the date he so becomes disqualified or disabled:

Provided, however, that no director shall vacate his office by reason only of his being a member of any company which has entered into contracts with, or done any work for, the company of which he is director, but such director shall not vote in respect of any such contractor work, and if he does so vote, his vote shall not be counted.

PROCEEDINGS OF DIRECTORS

- 54. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. A director may, and the secretary on the requisition of a director shall, at any time, summon a meeting of directors. Notice sent to a director through email whether such director is in Pakistan or outside Pakistan shall be a valid notice.
- 55. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same or is unwilling to act as chairman, the directors present may choose one of their number to be chairman of the meeting.
- 56. At least one-third (1/3rd) of the total number of directors or two (2) directors whichever is higher, for the time being of the company, present personally or through video-link, shall constitute a quorum.
- 57. Save as otherwise expressly provided in the Act, every question at meetings of the board shall be determined by a majority of votes of the directors present in person or through video-pink each director having one vote. In case of an equality of votes or tie, the chairman shall have a casting vote in addition to his original vote as a director.



- The directors may delegate any of their powers not required to be exercised in their meeting in the committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any restrictions that may be imposed on them by the directors.
- 59. (1) A committee may elect a chairman of its meetings; but, if no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same or is unwilling to act as chairman, the members present may choose one of their number to be chairman of the meeting.
 - (2) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. In case of an equality of votes, the chairman shall have and exercise a second or casting vote.
- 60. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
- 61. A copy of the draft minutes of meeting of the board of directors shall be furnished to every director within seven working days of the date of meeting.
- 62. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

FILLING OF VACANCIES

- 63. At the first annual general meeting of the company, all the directors shall stand retired from office, and directors shall be elected in their place in accordance with section 159 for a term of three years.
- 64. A returing director shall be eligible for re-election.
- 65. The directors shall comply with the provisions of sections 154 to 159 and sections 161, 162 and 167 relating to the election of directors and matters ancillary thereto.
- 66. Any casual vacancy occurring on the board of directors may be filled up by the directors, but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is chosen was last elected as director.
- 67. The company may remove a director but only in accordance with the provisions of the Act



DIVIDENDS AND RESERVE

- 68. The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the directors.
- 69. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.
- 70. Any dividend may be paid by a company either in cash or in kind only out of its profits. The payment of dividend in kind shall only be in the shape of shares of listed company held by the distributing company.
- Dividend shall not be paid out of unrealized gain on investment property credited to profit and loss account.
- 72. Subject to the rights of persons (if any) entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares.
- 73. (1) The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which small, at discretion of the directors, be applicable for meeting contingencies, or for equalizated dividends, or for any other purpose to which the profits of the company may the property applied, and pending such application may, at the like discretion, either be employed in the business of company or be invested in such investments (other than shares of the company as the directors may, subject to the provisions of the Act, from time to time think fit.
 - (2) The directors may carry forward any profits which they may think prudent not to distribute, without setting them aside as a reserve.
- 74. If several persons are registered as joint-holders of any share, any one of them may give effectual receipt for any dividend payable on the share.
- 75. (1) Notice of any dividend that may have been declared shall be given in manner hereinafter mentioned to the persons entitled to share therein but, in the case of a public company, the company may give such notice by advertisement in a newspaper circulating in the Province in which the registered office of the company is situate.
 - (2) Any dividend declared by the company shall be paid to its registered shareholders or to their order. The dividend payable in cash may be paid by cheque or warrant or in any electronic mode to the shareholders entitled to the payment of the dividend, as per their direction.
 - (3) In case of a listed company, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders.

70. The dividend shall be paid within the period laid down under the Act.





ACCOUNTS

- 77. The directors shall cause to be kept proper books of account as required under section 220.
- 78. The books of account shall be kept at the registered office of the company or at such other place as the directors shall think fit and shall be open to inspection by the directors during business hours.
- 79. The directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books or papers of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account and book or papers of the company except as conferred by law or authorised by the directors or by the company in general meeting.
- 80. The directors shall, as required by sections 223 and 226, cause to be prepared and to be laid before the company in general meeting the financial statements duly audited and reports as are referred to in those sections.
- 81. The financial statements and other reports referred to in regulation 80 shall be made out in every year and laid before the company in the annual general meeting in accordance with sections 132 and 223.
- 82. A copy of the financial statements and reports of directors and auditors shall, at least twenty-one days preceding the meeting, be sent to the persons entitled to receive notices of general meetings in the manner in which notices are to be given hereunder.
- 83. The directors shall in all respect comply with the provisions of sections 220 to 227.
- 84. Auditors shall be appointed and their duties regulated in accordance with sections 246 to 249.

NOTICES

- 85. (1) A notice may be given by the company to any member to his registered address or if he has no registered address in Pakistan to the address, if any, supplied by him to the company for the giving of notices to him against an acknowledgement or by post or courier service or through electronic means or in any other manner as may be specified by the Commission.
 - (2) Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the letter will be delivered in the ordinary course of post.
- 86. A notice may be given by the company to the joint-holders of a share by giving the notice to the joint-holder named first in the register in respect of the share.
 TRUE COPY





- 87. A notice may be given by the company to the person entitled to a share in consequence of the death or insolvency of a member in the manner provided under regulating 85 addressed to them by name, or by the title or representatives of the deceased, or assigners of the insulvent, or by any like description, at the address, supplied for the purpose by the person claiming to be so entitled.
- 88. Notice of every general meeting shall be given in the manner hereinbefore authorised to (a) every member of the company and also to (b) every person entitled to a share in consequence of the death or insolvency of a member, who but for his death or insolvency would be entitled to receive notice of the meeting, and (c) to the auditors of the company for the time being and every person who is entitled to receive notice of general meetings.

WINDING UP

- 89. (1) In the case of members' voluntary winding up, with the sanction of a special resolution of the company, and, in the case of creditors' voluntary winding up, of a meeting of the creditors, the liquidator shall exercise any of the powers given by sub-section (1) of section 337 of the Act to a liquidator in a winding up by the Court including inter-alia divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they consist of property of the same kind or not.
 - (2) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
 - (3) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

90. Every officer or agent for the time being of the company may be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, arising out of his dealings in relation to the affairs of the company, except those brought by the company against him, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 492 in which relief is granted to him by the Court.



of shares y each (in d words)	299,999 Two Hundred and Ninety-Nine Thousand and Nine Hundred and Ninety-Nine))e)	000 fundred sand)
Number of shares taken by each subscriber (ir figures and words)	299,999 (Two Hundred and Ninety-Nine Thousand and Nine Hundred and Nine Hundred and Ninety-Nine)		(One)	300,000 (Three Hundred Thousand)
Usual residential address in full or Number of shares the registered/ principal office taken by each address for a subscriber other than subscriber (in natural person	Private Limited 3-1 Manunouchi 2-chome, Chiyoda- Company by ku, Tokyo, Japan Shares	and 5-31-5-104 Yoyogi, Shibuya-ku, e Tokyo, Japan, 150-0053	and 5-31-5-104 Yoyogi, Shibuya-ku, e Tokyo, Japan, 150-0053	d words)
Occupation	Private Limited Company by Shares	CEO and Representative Director	CEO and Representative Director	Total number of shares taken (in figures and words)
Nationality (ies) with any former Nationality	Japan-	Japanese	Japanese	er of shares take
Father's/ Husband's Name in full	N/A	Akira Yamada	Akira Yamada	Total numb
IIC No. (in ase of oreigner, assport No)	Gas Reg. No. 0100-	its MU4549391	MU4549391	
Name and surrame N (present & former) at in full (in Block for Letters)	Diamond Gas International Japan Co. Ltd.	Through its authorised representative, Kota Yamada	Kota Yamada	

eathe several persons whose names and addresses are subscribed below, are desirous of being formed into a company, in pursuance In articles of association, and we respectively agree to take the number of shares in the capital of the company as set opposite our

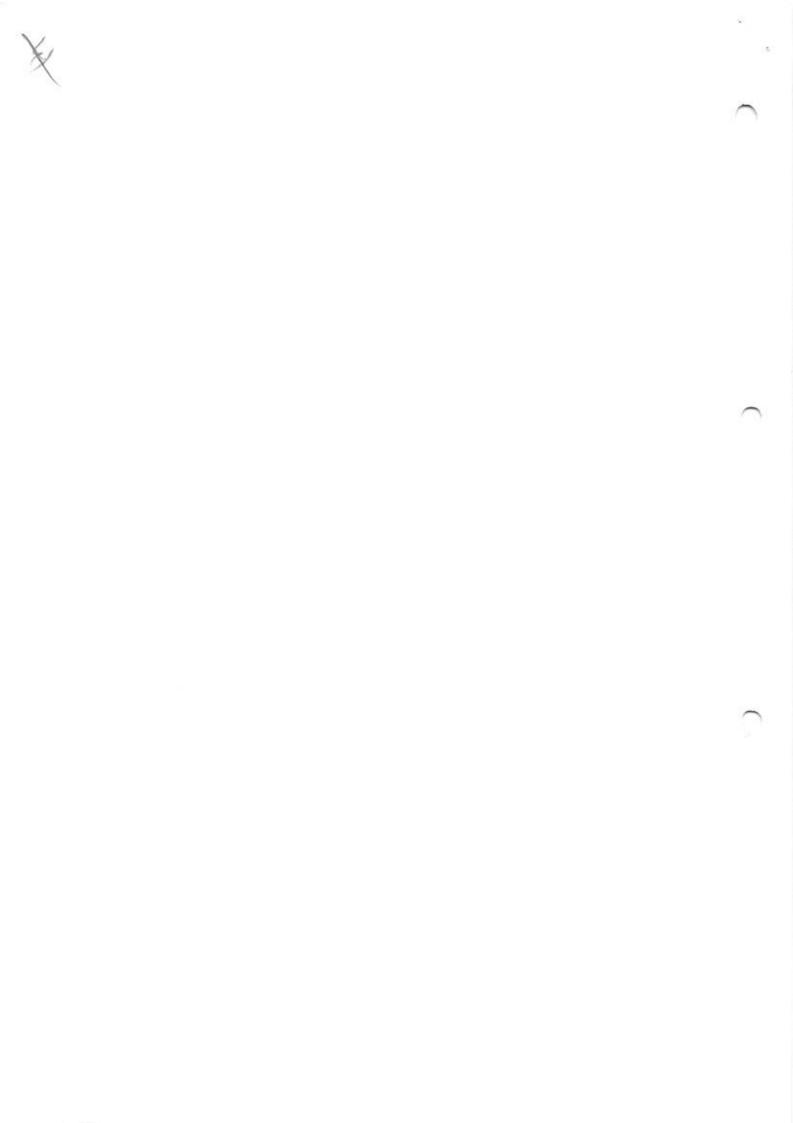
espective names.

Dated the 22nd day of January, 2018

Certified to be true Copy



PARACHI-PARISTAL





Form A THE COMPANIES ACT, 2017 HE COMPANIES (GENERAL PROVISIONS AND FORMS) REGULATIONS, 2018 (Section 130(1) and Regulation 4) ANNUAL RETURN OF COMPANY HAVING SHARE CAPITAL

(Please complete in typescript or in b	AND THE RESERVE OF THE PARTY OF	PART	
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1.1 CUIN (Registration Number)	0115629		
1.2 Name of the Company	TABLER ENERGY (PRIV	/ATE) LIMITED	
1.3 Fee payment details		019-925779 1,3.2. Amount	1000.0
1.4 Form A made upto	22/11/2018		
1.5 Date of AGM	22/11/2018 PA	ART - II	
ection A	100		
2.1 Registered Office Address		RBOUR FRONT, DOLMEN GITY IARACHI 75600, PAKISTAN KAR	
2.2 Email Address	muhammad ali@mitsubis	shicorp.com	an Hoppin
2.3 Office Tel. No.	0092-21-35294361-7		Harry Roperton
2.4 Office Fax No.			
2.5 Principle line of business	-FUEL AND ENERGY - A	ALLIED (OTHER)	
2.8 Mobile No. of Authorized officer (Chief Executive) Director/ Company Secretary/ Chief Financial Officer)	0092-301-8561965		
2.7 Authorized Share Capital			Commission
Classes and kinds of Shares	No. of Shares	Amount	Face Value
Ordinary Shares		45,000,000,00	
.8 Paid up Share Capital			
Classes and kinds of Shares	No. of Shares	Amount	Face Value
Ordinary Sharee		45,000,000.00	
142			
(.9 Particulars of the holding /eub Name of Company Diemond Gas international Japan Co.		Holding/Subsidiary	% Shares Held
2.10 Chief Executive			
iame	Kosuke Makino		
ddress	1 Mukogaoka, Bunkyo-k	u, Tokyo 113-0023, Japan.	
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	mail	18 32 3
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Section-B

8#	Name of Director	Residential Address	Nationality	NIC (Passport No. if foreigner)	Date of appointment or election
1	Tetsuya Nishigaki	2-10-36-303 Myoden, ichikawa-shi, Chiba 272-0111, Japan.	Japan	TS0522098	22/11/2018
2	Kosuke Makino	1 Mukogaoka, Bunkyo-ku, Tokyo 113- 0023, Japan.	Japan	TZ1127872	22/11/2018



		the second secon	-
St Follow	Name	Address	_

5#	Follow	Name	Address	Nationality	No of shares held/Debenture	NIC No(Passport if foreigner)
Mem	bers		•	-		
		Diamond Gas International Japan Co.	3-1 Marunouchi 2-chome, Chiyoda-ku, Tokyc	Japan	449999	Reg. No. 0100-01-183919
2		Tetsuya Nishigaki	2-10-36-303 Myoden, Ichikawa-shi, Chiba 27:	Japan	01	TS0522098
ebe	nture Ho	olders	Julian Comment	Karachi		
	T		1/3		[6]\	



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2.18 Transfer of shares (debentures) since last Form A was made

S#	Name of Transferor	Name of Transferee	No of Shares Transferred	Date of Registration of transfer
Membe	rs			***************************************
1	Kota Yamada	Tetsuya Nishigaki	01	22/11/2018
Debent	ure Holders			

PART-3

I do hereby solemnly, and sincerely declare that the information provided in the form is:

- (i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and (ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

3.2 Name of Authorized Officer with designation/ Authorized Intermedian	Kosuke Makino	Chief Executive	
3.3 Signatures	Electronically signed by Kosuke Makino		
3.4 Registration No of Authorized Intermediary, if applicable	3/		
		Day Month Year	
3.5 Date		15/01/2019	
1/3 4			











1 3 NOV 2019

Tabeer Energy (Private) Limited

Financial Statements
For the year ended June 30, 2019





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INDEPENDENT AUDITOR'S REPORT

To the members of Tabeer Energy (Private) Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the annexed financial statements of **Tabeer Energy (Private) Limited** (the Company), which comprise the statement of financial position as at June 30, 2019, and the statement of profit or loss, the statement of other comprehensive income, the statement of changes in equity, the statement of cash flows for the year ended June 30, 2019, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and we state that we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of the audit.

In our opinion and to the best of our information and according to the explanations given to us, the statement of financial position, the statement of profit or loss, the statement of other comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes forming part thereof conform with the accounting and reporting standards as applicable in Pakistan and give the information required by the Companies Act, 2017 (XIX of 2017), in the manner so required and respectively give a true and fair view of the state of the Company's affairs as at June 30, 2019 and of the losses, its comprehensive income, the changes in equity and its cash flows for the year then ended

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Pakistan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) as adopted by the Institute of Chartered Accountants of Pakistan together with the ethical requirements that are relevant to our audit of the financial statements in Pakistan, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

IRU Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the information include directors report, which we have not been provided to the date. Other information does not include the financial statements and our auditor's report thereon.

Our opinion to the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above, in doing so, consider whether the other information is materially

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inconsistent with the financial statements or our knowledge obtain in the audit, or otherwise appears to be materially misstated.

We have not received above information therefore, could not report in this regard

Responsibilities of the Management and Board of Directors for the Financial Statements

The management is responsible for the preparation and fair presentation of the financial statements in accordance with the accounting and reporting standards as applicable in Pakistan and the requirements of Companies Act, 2017 (XIX of 2017) and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs as applicable in Pakistan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs as applicable in Pakistan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to
 fraud or error, design and perform audit procedures responsive to those risks, and obtain audit
 evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not
 detecting a material misstatement resulting from fraud is higher than for one resulting from error,
 as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override
 of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures
 that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the
 effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting
 and, based on the audit evidence obtained, whether a material uncertainty exists related to events
 or conditions that may cast significant doubt on the Company's ability to continue as a going
 concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate,



Member of

Delortte Touche Tohmatsu Limited

Deloitte

Delortte Yousuf Adii

to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the
disclosures, and whether the financial statements represent the underlying transactions and events
in a manner that achieves fair presentation.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

Based on our audit, we further report that in our opinion:

- a) proper books of account have been kept by the Company as required by the Companies Act, 2017 (XIX of 2017);
- b) the statement of financial position, the statement of profit or loss, the statement of other comprehensive income, the statement of changes in equity and the statement of cash flows together with the notes thereon have been drawn up in conformity with the Companies Act, 2017 (XIX of 2017) and are in agreement with the books of account and returns;
- expenditure incurred during the period were for the purpose of the Company's business; and
- d) no zakat was deductible at source under the Zakat and Usher Ordinance, 1980 (XVIII of 1980)

The engagement partner on the audit resulting in this independent auditor's report is Hana Sadiq

Relotte Young Adul Chartered Accountants

Date: October 31, 2019

Place: Karachi

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Member of Delortte Touche Tohmatsu Lim TABEER ENERGY (PRIVATE) LIMITED STATEMENT OF PROFIT OR LOSS FOR THE YEAR ENDED JUNE 30, 2019

For the ended Jun 30,

For the period from to June 30. 2018

Expenses

Administrative and general expenses

(53,521,746)

(329,849)

Return on savings deposits

26,301

Loss before taxation

(53,521,746)

(303,548)

.

Taxation

Loss after taxation

(53,521,746)

(303,548)

The annexed notes from 1 to 13 form an integral part of these financial state

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CHIEF EXECUTIVE OFFICER

DIRECTOR

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TABEER ENERGY (PRIVATE) LIMITED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED JUNE 30, 2019

For the year ended June 30, For the period from anuary 25, 2018 to June 30, 2018

Morte

Rupees

Loss after taxation

Other Comprehensive Income

Total Comprehensive loss for the year

(53,521,746)

(303,546)

(53,521,746)

(303,548)

The annexed notes from 1 to 13 form an integral part of these financial statements.

2

CHIEF EXECUTIVE OFFICER

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DIRECTOR



TABEER ENERGY (PRIVATE) LIMITED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED JUNE 30, 2019

		For the year ended June 30, 2019	For the period from January 25, 2016 to June 30, 2018
	Note	Ru	Dees
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before taxation		(53,521,746)	
Changes in working capital		(53,321,746)	(303,548)
Decrease in mark-up receivable		26.301	(26,301)
Increase in advance for license			(5.000,000)
increase in Trade and other payables		18,099,162	327,784
Net cash used in operating activities	A .	(35,396,283)	(5,002,085)
CASH FLOWS FROM INVESTING ACTIVITIES			
Addition in capital work in progress		(24,747,000)	1.0
Net cash used in investing activities		(24,747,000)	
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceed from issuance of share capital		95,000,000	30,000,000
Net cash generated from financing activity	c	95,000,000	30,000,000
Net Increase in cash and cash equivalents	A+B+C	34,856,717	24,997,935
cash and cash equivalents at the beginning of period		24,997,935	
ash and cash equivalents at the end of period	5	59,854,652	24,997,935

The annexed notes from 1 to 13 form an integral part of these financial statements.

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CHIEF EXECUTIVE OFFICER

DIRECTOR

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TABEER ENERGY (PRIVATE) LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED JUNE 30, 2019

	Issued, subscribed and paid up capital	Accumulated Losses	Total equity
		Rupees	
Salance at January 25, 2018			
.oss for the period	*	(303,548)	(303,548)
saue of shares during the period	30,000.000		30,000,000
Balance at June 30, 2018	30,000,000	(303,548)	29,898,452
Loss for the year ended June 30, 2019		(53,521,746)	(53,521,748)
leaus of shares during the year	95,000,000		98,000,000
Balance at June 30, 2019	125,000,000	(53,825,294)	71,174,706

The annexed notes from 1 to 13 form an integral part of these financial statements.

CHIEF EXECUTIVE OFFICER

707年

DIRECTOR





TABLE TO PRIVATE LIMITED NOTES TO THE TEAR ENCED JUNE 30, 2019

STATUS AND NATURE OF BUSINESS

1.1 Tabeer Energy (Private) Limited ("the Company") was incorporated in Pakistan on January 25, 2018 under Section 16 of the Companies Act, 2017 (XIX of 2017) as a private limited Company, limited by shares, dated January 25, 2018. The principal line of business of the Company is to establish and operate a terminal including a jetty pipelines with all machinery and equipment and supporting facilities for the handling regasification, storage, treatment and processing of Liquified Natural Gas (LNG), Re-gasified Liquified Natural Gas (RLNG) and all other related liquid, gas products.

The registered office of the Company is situated at 14 A Floor. The Harbour Front, HC-3, Dolmen City, Block 4, Scheme 5, Clifton, Karachi.

1.2 The share capital injection of the Company amounting Rs. 125 million, is made by issuance of 1.250,000 ordinary shares each of Rs. 100, fully paid in cash. Diamorid Gas International Japan Co. Limited holds. 1.249,999 shares of the Company and director of the Company, holds one share of the Company.

The Company has also obtained provisional license from Oil and Gas Regulatory Authority (OGRA) for the commencement of its business operations.

2 STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

2.1 Statement of compliance

These financial statements have been prepared in accordance with the accounting and reporting standards as applicable in Pakistan. The accounting and reporting standards applicable in Pakistan comprise of

International Financial Reporting Standards (IFRS) for Small and Medium-sized Entities (IFRS for SMEs) issued by the International Accounting Standards Board (IASB) as notified under the Companies Act, 2017, and

Provisions of and directives issued under the Companies Act, 2017.

Where provision of and directives issued under the Companies Act, 2017 differ from the IFRS, the provision of and directives issued under the Companies Act, 2017 have been followed.

2.2 Basis of preparation

These financial statements have been prepared under the historical cost convention. The financial statements have been prepared using accrual basis of accounting.

The statement of profit or loss, statement of cash flows and statement of changes in equity for the period ended June 30, 2018 does not represent a full year's operation therefore the comparatives are not entirely comparable.

2.3 Functional and presentation currency

These financial statements are presented in Pakistan Rupees, which is the Company's functional and presentation currency

2.4 Use of estimates and judgements

The preparation of financial statements in conformity with approved accounting standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses.

The estimates and associated assumptions are based on historical experience, industry trends, legal and technical pronouncements and various other factors that are believed to be reasonable under the circumstances, the result of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised.

The



3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently during the year presented in these financial statements.

3.1 Accounting convention

These financial statements has been prepared under historical cost convention. The financial statements have been prepared using an accrual basis of accounting except for statement of cash flows which is prepared using cash basis.

3.2 Intangible

Intangible assets are stated at cost less accumulated amortisation and impairment losses if any. Major renewals and improvements are capitalised and the assets so replaced, if any, are retired intangible assets are amortised using the straight-line balance method over their estimated useful lives.

3.3 Capital work-in-progress

Capital work-in-progress are stated at cost less any identified impairment loss and consists of expenditure incurred, advances made and other costs directly attributable to operating fixed assets in the course of their construction and installation. Cost also includes applicable borrowing costs. Transfers are made to relevant operating fixed assets category as and when assets are available for use intended by the management.

3.4 Trade and other payables

Trade and other payables are stated at cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Company.

3.5 Provisions

A provision is recognised in the statement of financial position when the Company has legal or contractual obligation as a result of past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. However, provisions are reviewed at each reporting date to reflect and adjusted to reflect the current best estimate.

3.5 Taxation

Provision for current taxation is based on taxable income at the current rates of taxation, after taking into account the available tax credits and repates.

3.7 Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at cost. For the purpose of statement of cash flows, cash and cash equivalents comprise of cash in hand and cash at bank.

3.8 Financial instruments

Financial instruments carried on the statement of financial position include loans, advances and other receivables, cash and bank balances and creditors, accrued and other liabilities.

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are offset when the Company has a legally enforceable right to offset and it intends to settle either on a net basis or to realize the asset and settle the liability simultaneously.

3.9 Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

3.10 Share Capital

Ordinary shares are classified as equity and recognised at their face value. Discount on issue of shares is separately reported in statement of changes in equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax from the proceeds.

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3.11 Revenue recognic in

The Company has not generated revenues during the year as the operations have not yet started

Return on savings deposit is accounted on a time proportionate basis using effective interest rate

3.12 Operating Expenses

All those expenses which are incurred solely to accomplish the objects of the Company are classified as "Operating expenses" in these financial statements

3.13 Foreign currency translation

Transactions in foreign currencies are translated into Pakistani rupees at the exchange rates prevailing on the date of transaction. Monetary assets and liabilities in foreign currencies are translated into Pakistani rupees at the rates of exchange ruling at the reporting date. Exchange gains and losses are taken to the statement of profit and loss.

			June 30, 2019	June 30. 2018
4	CAPITAL WORK IN PROGRESS	Note	Rup	005
	Environmental and Social Impact Assessment	4.1	24,747,000	
	OGRA License	42	5,000,000	
			29,747,000	

- 4.1 This cost relates to Environmental and Social Impact Assessment (ESIA) studies conducted in respect of the project.
- 4.2 This represents the payment to Oil and Gas Regulatory Authority (OGRA) for obtaining the provisional license. On August 17, 2018 the OGRA has issued the provisional license for the purposes of facilitating for filing of a formal request to undertake the regulated activities and to facilitate the import of LNG into Pakistan through Integrated LNG Project, which will be valid for a maximum period of 12 months from the date of its issuance. The LNG license has indefinite life and is therefore not being amortised.

5 BANK BALANCES

The bank balances as at June 30, 2019 and June 30, 2018 are maintained in current accounts.

6 ISSUED, SUBSCRIBED AND PAID-UP CAPITAL

	2019	2018			June 30, 2019	June 30, 2018
	(Number of	Shares)	A shadad Share Carles	Note	Rupees	
	1,250,000	300,000	Authorised Share Capital Ordinary shares of Rs. 100/- each	6.1	125,000,000	30,000,000
6.1	2019	2018			June 30, 2019	June 30, 2018
	(Number of	Shares)				es
	300,000	2	As at beginning of the year/pe	nod	30,000,000	
	950,000	300,000	Shares issued during the year/p	eriod	95,000,000	30,000,000
	1,250,000	300,000	As at June 30, 2019		125,000,000	30,000,000
7	TRADE AND OTHE	R PAYABLES				
	Payable to Mitsubisi	N Corporation 1	Tokyo TRIII-	7.1	14,497,701	
	Service Fee Payable Payable to Mitsubish		Carachi	CHO.	3,048,541	242,481
	Auditors' remuneration		NASIR	Second I	555,704 172,800	55,000
	Miscellaneous Payar	ble	137	TA	152,200	30,303
KA			100	1	18,426,946	327,784



- 7.1 a revents the salares and other periods, its but a worker of the arms.
- This represents JPV 2 000 480 (2018 JPV 221 000) paying to Mitsubiatis Corporation, Japan against cursultancy 7.2 services as at June 30, 2019.
- This represents the house related expenses of Chief Executive Officer (CEO) which are paid by Mesubishi Corporation 7.3
- This includes charges against the services provided by Pinnacle with respect to website development and renewal of 7.4

For the year ended June 30 2019

For the period from January 25, 2018. to June 30

CONTINGENCIES AND COMMITMENTS

Note

2018

Rupees

8 1 CONTINGENCIES

There were no contingencies as at June 30, 2019 and June 30, 2018.

8 2 COMMITMENTS

Commitments for environmental studies by EMC

821

For the

During the last period the Company signed a Consulting Services Agreement (the Agreement), dated February 19, 2018. 8.2.1 with EMC Pakistan (Pvt.) Limited ("the Consultant), which states that the Company requires a compiled Environmental and Social impact Assessment (the "ESIA) report for the establishment of the regasification unit facility adjacent to Port Gasim in Pakistan (the "Facility"), and requests the Consultant to provide the Company with consulting services in relation to preparing the ESIA report and obtaining required approval from the relevant government and/or authorities in Pakistan. In full consideration of the services provided by the Consultant, the Company shall pay to the Consultant an amount of Rs. 7,500,000 based on the milestone payment described in Clause 2.3 of the Agreement.

Further, a variation order was issued in favor of the Consultant regarding the additional scope of work under the Agreement of ESIA study. It was acknowledged by both parties in the Agreement that the date of issuance of this variation order will be the first date of start of assignment and it will become part of the main Agreement. The total cost amounting Rs. 27,000,000 was agreed as per the details listed in Table-1 of the variation order. Furthermore, it was agreed in the variation order that 70% payment of the additional cost, amounting Rs. 19,157,040, listed in aforementioned table will be paid to the Consultant by the Company on the issuance of this variation order and the remaining 30% on receiving Sindh Environmental Protection Agency's (SEPA) No Objection Certificate (NOC).

ADMINISTRATIVE AND GENERAL EXPENSES 9

Salary and benefits RUE Legal and professional Travelling charges Service fee Fee and subscription Auditors' remuneration Bank charges Printing and stationary Exchange loss Miscellaneous expense

	year ended June 30, 2019	January 25, 2018 to June 30, 2018
Note	Ru	pees
	33,375,389	9
	11,103,000	
	5,520,811	
9.1	2,806,060	240,705
	377,680	
92	172,800	55,000
	4,008	2,064
	3,168	
	0	1,777
	158,830	30,303
	53,521,746	329,849

For the

This represents the reinforcement of central fee annualing of the Minchight operation against the year anders form 30, 2019 (2016) (6) of the agents consumerly services. 9.1

			For the year ended June 30, 2019	perced from perced from cercinery 25, 2018. To some XI 2018.
9.2	Auditors' remuneration	Note	Rup	0000
	Statutory audit Certification fee		100,000	50 000
	Out of pocket expenses Sales tax		10,000	1 00d 4 000
			172,800	55 000
10	TRANSACTIONS AND DAY AND DAY			

TRANSACTIONS AND BALANCES WITH RELATED PARTIES

The related parties comprises of related group companies and directors of the Company. Amounts due to related parties are shown under trade and other payables (refer note 7). All related party transactions are entered into as per agreed. terms. Significant transactions and balances with related parties are as follows.

		year ended June 30, 2019	period from January 25, 2018 to June 30, 2018
TRANSACTIONS	Relationship	Rupees	
MITSUBISHI CORPORATION, JAPAN	Parent		
Reimbursement of Service Fee Salaries and Other Benefits of CEO		2,806,060 14,497,701	240,705
DIAMOND GAS INTERNATIONAL JAPAN COM	PANY LIMITED Parent		
Capital Injection		95,000,000	30,000,000
MITSUBISHI CORPORATION, KARACHI	Associate		
House related expenses of CEO		555,704	
BALANCES			
MITSUBISHI CORPORATION, JAPAN	Parent		
Service Fee Payable Salaries and Other Benefits of CEO		3,048,541 14,497,701	242,481
MITSUBISHI CORPORATION, KARACHI	Associate		
House related expenses of CEO		555,704	

Key management personnel 10.1

10.1.1 Following remuneration was paid to Chief Executive Officer (CEO) of the Company



For the year ended June 30,

For the period from January 25, 2018 to June 30. 2018

For the

For the

---Rupees-

24,348,539 9,026,850 33,375,389

Chief Executive Officer: Salaries and other benefits Bonus Total

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744

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11 NUMBER OF EMPLOYEES

There is only one employee who is Chief Executive Officer (CEO) (2018: 9) at the end of the year

DATE OF AUTHORISATION FOR ISSUE

These financial statements were authorised for issue on 3 0 OCT 2019 by the Board of Directors of the Company.

13 GENERAL

Figures have been rounded off to the nearest Rupee.

CHIEF EXECUTIVE OFFICER

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DIRECTOR

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TABEER ENERGY (PRIVATE) LIMITED (the "Company")

MINUTES OF THE RESOLUTION PASSED AT A MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY

A meeting of the Board of Directors of the Company was duly convened at Floor 14-A, Harbour Front Building, Clifton Block 4, Karachi at 10:00 hours on 7th November 2019 via video conference. The following are the minutes of the said meeting of the Board of Directors:

The Chief Executive, Kosuke Makino, informed the Board that the Company that:

1. In order to carry out regulated activity of construction and operation of LNG Terminal at Port Qasim, Karachi, Tabeer Energy (Private) Limited intends to apply for Construction License from the Oil and Gas Regulatory Authority (OGRA) of Pakistan.

The requirements for the said license application submission were reviewed and discussed extensively by the Board of Directors of the Company and after careful consideration the following resolutions were passed:

RESOLVED THAT Tabeer Energy (Private) Limited will apply for acquiring Construction License from the Oil and Gas Regulatory Authority (OGRA) of Pakistan.

RESOLVED THAT the Board further resolves that Mr. Yasir Mukhtar will be the focal person in Islamabad to liaise with the Authority, and communicate any additional information and/or submission on behalf of TEPL.

2. There being no other business the meeting closed with a vote of thanks to the Chairman/Company Secretary.

Kosuke Makino Chairman

Kazuaki Ikezawa Director

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Diamond Gas International Japan Co., Ltd

Date: January 16th, 2018

Declaration

I, Kota Yamada, hereby declare that the attached documents are the original copies of Articles of Incorporation of Diamond Gas International Japan Co., Ltd., and the true translation prepared by a professional translator who was competent to translate from Japanese to English and is, to the best of my knowledge and belief, a true description of the original documents.



KOTA YAMADA

Chief Executive Officer and Representative Director

Diamond Gas International Japan Co., Ltd.

S. NACR MUSSAIN
Advocate & Holary Fubit
YARACHI. PARISTAN

Articles of Incorporation

Original copy kept by the Company



Diamond Gas International Japan Co., Ltd.



Articles of Incorporation

Chapter I

General Provisions

Article 1 (Trade Name)

The name of the Company shall be "Diamond Gas International Japan Kabushiki Kaisha" and be expressed in English as "Diamond Gas International Japan Co., Ltd."

Article 2 (Purpose)

The purpose of the Company shall be to conduct the following businesses.

 To invest in, provide a loan, guarantee the liabilities of, and manage a legal entity that operates the business of managing a liquefied natural gas receiving terminal; and
 To perform any and all activities incidental to those in the preceding item.

Article 3 (Location of Head Office)

The head office of the Company shall be located in Chiyoda-ku, Tokyo.

Article 4 (Organs)

The Company shall have the General Shareholders' Meeting and Directors.

Article 5 (Method of Public Notices)

Public notices of the Company shall be placed in the official gazette.

Chapter II Shares

Article 6 (Total Number of Shares Authorized to Be Issued)

The total number of the Company's shares authorized to be issued shall be 12,000,000 shares.

Article 7 (Restrictions on Transfer of Shares)

In order to acquire the shares of the Company by means of a transfer, the relevant shareholder or acquirer shall obtain approval at a General Meeting of Shareholders.

Article 8 (Handling of Shares)



64

Matters related to handling and handling charges of shares of the Company shall be set forth through discussion between Directors and in accordance with laws and regulations or these Articles of Incorporation.

Chapter III General Meeting of Shareholders

Article 9 (Convocation)

An Ordinary General Meeting of Shareholders of the Company shall be convened within three months from the last day of each business year, and an Extraordinary General Meeting of Shareholders may be convened whenever necessary.

Article 10 (Record Date for a General Meeting of Shareholders)

The record date for voting rights exercised at an Ordinary General Meeting of Shareholders of the Company shall be March 31 each year.

Article 11 (Convener and Chairperson)

(1) The President and Representative Director shall convene and chair an Ordinary General Meeting of Shareholders.

(2) When the President and Representative Director suffers an accident or there is no President and Representative Director, another Director shall act as chairperson in accordance with the order determined in advance through discussion between Directors.

Article 12 (Method of Adopting Resolutions)

- (1) Except as otherwise provided for in laws and regulations or these Articles of Incorporation, resolutions of a General Meeting of Shareholders shall require the presence of shareholders whose voting rights in total account for the majority of the voting rights of shareholders that are entitled to vote and the approval of shareholders whose voting rights account for the majority of the voting rights of such shareholders in attendance.
- (2) Resolutions under Article 309, Paragraph 2 of the Companies Act shall require the presence of shareholders whose voting rights in total account for the majority of the voting rights of shareholders that are entitled to vote and the approval of shareholders whose voting rights account for two-thirds or more of the voting rights of such shareholders in attendance.



Article 13 (Exercise of Voting Rights by Proxy)

- (1) A shareholder may exercise his/her voting rights by a proxy, who must be another shareholder of the Company with exercisable voting rights.
- (2) In this case, the shareholder or the proxy shall submit a document proving the right of representation to the Company at each relevant General Meeting of Shareholders.

Article 14 (Minutes of General Meetings of Shareholders)

- (1) Minutes shall be prepared in relation to the proceedings at General Meetings of Shareholders. The minutes shall state the outline of proceedings of General Meetings of Shareholders and results thereof, as well as any other matters prescribed in laws and regulations, and be affixed with the name and seal of a Director who is responsible for preparing the minutes.
- (2) The minutes shall be kept at the head office for a period of 10 years, and shareholders and creditors may request to view or copy the minutes at any time during business hours of the Company.

Chapter IV Directors

Article 15 (Number of Directors)

The Company shall have at least two Directors.

Article 16 (Method of Election of Directors)

- (1) Directors shall be elected at a General Meeting of Shareholders.
- (2) A resolution for election of Directors at a General Meeting of Shareholders shall require the presence of shareholders representing the majority of the voting rights of shareholders who are entitled to vote and the approval of the majority of the voting rights of such shareholders in attendance.
- (3) The election of Directors shall not be made by cumulative voting.

Article 17 (Term of Office of Directors)

- (1) The term of office of Directors shall expire at the closing of the Ordinary General Meeting of Shareholders for the last business year that ends within two years after their election.
- (2) The term of office of a Director elected due to an increase in the number of Directors or to replace a Director who resigns before the expiry of his/her term shall be equivalent

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to the remaining term of office of the other Directors in office.

Article 18 (Representative Director and Directors with Specific Titles)

- (1) When the Company has two Directors or more, it shall select one Representative Director, who shall be decided by mutual election of Directors.
- (2) The Representative Director shall be the President and execute the business operations of the Company.

Article 19 (Decision on Execution of Business Operations)

A decision on execution of the business operations of the Company shall require the approval of the majority of Directors.

Article 20 (Remuneration, etc. for Directors)

Remuneration, etc. (as defined in Article 361 of the Companies Act) for Directors shall be determined by a resolution at a General Meeting of Shareholders.

Chapter V

Accounts

Article 21 (Business Year)

The business year of the Company shall be from April 1 of each year to March 31 of the following year.

Article 22 (Expiration of Dividends)

- (1) When cash dividends are not received after a full three-year period has passed since the date of the commencement of payment, the Company shall be exempt from such payment obligation.
- (2) No interest shall accrue on unpaid dividends.

Chapter VI Supplementary Provisions

Article 23 (Value of Property to Be Contributed at the Time of Establishment)

The value of property to be contributed at the time of establishment of the Company shall be the amount of 100,000 yen and the amount to be paid per share shall be 10,000 yen.



Article 24 (Amount to Be Paid in at the Time of Establishment and Amount of Stated Capital)

The amount to be paid in at the time of establishment of the Company shall be 100,000 yen, all of which shall be appropriated to the stated capital.

Article 25 (First Business Year)

The first business year of the Company shall be from the date of establishment of the Company to March 31, 2018.

Article 26 (Location of Head Office at the Time of Establishment)

The head office at the time of the Company shall be located at 2-3-1 Marunouchi,
Chiyoda·ku, Tokyo.

Article 27 (Officers at the Time of Establishment)

Directors at the time of establishment of the Company shall be as follows:

Director at the time of establishment: Kota Yamada; and Director at the time of establishment: Takashi Horie.

Article 28 (Representative Director at the Time of Establishment [President and Representative Director at the Time of Establishment])

The Representative Director at the time of establishment (President and Representative Director at the time of establishment) of the Company shall be as follows:

Representative Director at the time of establishment (President and Representative Director at the time of establishment): Kota Yamada.

Article 29 (Name, Address, Number of Shares Allocated and Amount Paid in with Respect to the Promotor)

The name and address of the promotor, the number of shares to be allocated to it, and the amount to be paid in by it shall be as follows:

2·3·1 Marunouchi, Chiyoda·ku, Tokyo Promotor: Mitsubishi Corporation Common stock: 10 shares; 100,000 yen

Article 30 (Compliance with Laws and Regulations)



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Any matter not provided for in these Articles of Incorporation shall be resolved in accordance with the Companies Act and other laws and regulations.

In order to establish Diamond Gas International Japan Co., Ltd., these Articles of Incorporation shall be prepared based on the above provisions and be affixed with the name and seal of the promotor in the space below.

May 19, 2017 Diamond Gas International Japan Co., Ltd.

Promotor: Mitsubishi Corporation

Eiichi Tanabe, President and Representative Director (Seal)





Registration Certificate No. 014 of 2017

Ayumi Sato, acting as agent of Eiichi Tanabe, President and Representative Director of Mitsubishi Corporation, which is the promotor as set forth in the Articles of Incorporation enclosed herewith stated, before me, that she personally confirmed the affixation by the promotor of its name and seal.

Therefore, I hereby certify that the facts stated above are true and correct.

May 24, 2017, in the notary office I work at

3-3-1 Marunouchi, Chiyoda-ku, Tokyo

Affiliated with the Tokyo Legal Affairs Bureau

Notary public: Keiichi Hirabayashi (Seal)





定

款

會社原本



ダイアモンド・ガス・インターナショナル・ジャパン株式会社



定款

第1章総則

第1条(商号)

当会社は、ダイアモンド・ガス・インターナショナル・ジャバン株式会社と称し、英文では、 Diamond Gas International Japan Co., Ltd.と表示する。

第2条(目的)

当会社は、次の事業を営むことを目的とする。

- (1)液化天然ガス受入基地の運営事業を営む法人に対する投資、融資及び債務の保証並びに 経営
- (2)前号に付帯関連する一切の業務

第3条(本店の所在地)

当会社は、本店を東京都千代田区に置く。

第4条(機関)

当会社は、株主総会及び取締役を置く。

第5条(公告の方法)

当会社の公告は、官報に掲載する方法により行う。

第2章 株 式

第6条(発行可能株式総数)

当会社の発行可能株式総数は、1,200 万株とする。

第7条(株式の譲渡制限)

当会社の株式の譲渡による取得については、株主又は取得者は株主総会の承認を受けなければならない。



第8条(株式の取扱い)

当会社の株式に関する取扱い及び手数料は、法令又は本定款のほか、取締役の協議において定める。

第3章 株主総会

第9条(招集)

当会社の定時株主総会は、毎事業年度の末日から3か月以内にこれを招集し、臨時株主総会は、必要あるときに随時これを招集する。

第10条(定時株主総会の基準日)

当会社の定時株主総会の議決権の基準日は、毎年3月31日とする。

第11条(招集権者及び議長)

- (1)株主総会は、代表取締役社長がこれを招集し、議長となる。
- (2)代表取締役社長に事故があるとき又は欠員のときは、取締役の協議においてあらかじめ 定めた順序により他の取締役がこれに代わる。

第12条(決議の方法)

- (1)株主総会の決議は、法令又は本定款に別段の定めがある場合を除き、議決権を行使することができる株主の議決権の過半数を有する株主が出席し、その議決権の過半数をもって行う。
- (2)会社法第309条第2項に定める決議は、議決権を行使することができる株主の議決権 の過半数を有する株主が出席し、その議決権の3分の2以上をもって行う。

第13条(議決権の代理行使)

- (1)株主は、当会社の議決権を有する他の株主1名を代理人として、その議決権を行使することができる。
- (2)株主又は代理人は、株主総会ごとに代理権を証明する書面を当会社に提出しなければならない。

第14条(株主総会の議事録)

(1)株主総会の議事については、議事録を作成する。議事録には議事の経過の要領及び その結果並びにその他法令に定める事項について記載し、議事録の作成に責任を負う取 締役が記名押印する。 (2)議事録は 10 年間本店に備え置き、株主及び債権者は、当会社の営業時間内においていっても議事録の閲覧又は謄写を請求することができる。

第4章 取締役

第15条(員数)

当会社の取締役は、2名以上とする。

第16条(取締役の選任)

- (1) 取締役は、株主総会において選任する。
- (2) 取締役の選任決議は、議決権を行使することができる株主の議決権の過半数を有する株主が出席し、その議決権の過半数をもって行う。
- (3)取締役の選任決議は、累積投票によらない。

第17条(取締役の任期)

- (1)取締役の任期は、選任後2年以内に終了する事業年度のうち最終のものに関する定時 株主総会の終結の時までとする。
- (2) 増員又は補欠として選任された取締役の任期は、他の在任取締役の任期の満了する時までとする。

第18条(代表取締役及び役付取締役)

- (1) 取締役が2名以上ある場合は、そのうち1名を代表取締役とし、取締役の互選によってこれを定める。
- (2)代表取締役は社長とし、会社の業務を執行する。

第19条(業務執行の決定)

当会社の業務は、取締役の過半数をもって決定する。

第20条(取締役の報酬等)

取締役の報酬等(会社法第361条に定める報酬等をいう。)は、株主総会の決議によって定める



第5章 計 算

第21条(事業年度)

当会社の事業年度は、毎年4月1日から翌年3月31日までの1年とする。

第22条(配当金の除斥期間)

- (1) 配当財産が金銭である場合は、その支払開始の日から満3年を経過してもなお受領されないときは、当会社はその支払の義務を免れる。
- (2) 未払の配当金には利息はつけない。

第6章 附 則

第23条(設立に際して出資される財産の価額)

当会社の設立に際して出資される財産の価額は、金 100,000 円とし、1株の払込金額は、金 10,000 円とする。

第24条(設立に際して払い込むべき金額及び資本金の額) 当会社の設立に際して払い込むべき金額は、金100,000円とし、その全額を資本金とする。

第25条(最初の事業年度)

当会社の最初の事業年度は、当会社成立の日から平成30年3月31日までとする。

第26条(設立時本店の所在場所)

当会社の設立時の本店は、東京都千代田区丸の内二丁目3番1号に置く。

第27条(設立時の役員)

当会社の設立時取締役は、次のとおりとする。

設立時取締役

山田甲太

設立時取締役

堀江崇之

第28条(設立時代表取締役(設立時代表取締役社長))

当会社の設立時代表取締役(設立時代表取締役社長)は、次のとおりとする。

設立時代表取締役(設立時代表取締役社長)

山田甲太



第29条(発起人の名称、住所、割当てを受ける株式数及びその払込金額) 発起人の名称、住所、発起人が割当てを受ける株式数及び払込金額は、次のとおりである。

東京都千代田区丸の内二丁目3番1号

三菱商事株式会社 発起人

普通株式 10 株 金 100,000 円

第30条(法令の準拠)

本定數に定めのない事項は、すべて会社法その他の法令に従う。

以上、ダイアモンド・ガス・インターナショナル・ジャパン株式会社の設立のため、本定款を作成し、 発起人が次に記名押印する。

平成 29年 5月 19日 ダイアモンド・ガス・インターナショナル・ジャパン株式会社

> 発起人 三菱商事株式会社

> > 代表取締役 田邊栄



ች 火火火火火火火 (፩) 火火火火火火火 (፩) 火火火火火火火 (፩) 火火火火火火 (億) 火火火火火火火 (ጫ) 火火火火火火火火 (률) 平成29年登簿第014号 同級の定款における発起人三菱簡事株式会社代表取締役田邊栄一の代理人佐藤亜由美は、当職の面前において、本人が発起人の記名押印を自認していると陳述した。よって、これを認証する。
平成29年5月24日、本職役場において東京都千代田区丸の内三丁目3番1号東京法務局所属公証人 同綴の定款における発起人三菱商事株式会社代表取締

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NOTARIAL CERTIFICATE

This is to certify that KOTA YAMADA, who is Chief Executive Officer and Representative Director of Diamond Gas International Japan Co., Ltd., affixed his signature in my very presence to the attached document.

Dated this 16th day of January, 2018.



Morio Kubota

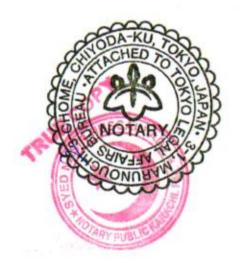
M. Inluta

NOTARY

3-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo, Japan

ATTACHED TO

TOKYO LEGAL AFFAIRS BUREAU





平成30年登簿第 0051

証

認

ダイアモンド・ガス・インターナショナル・ジャパン株式会社代表取締役山田甲太は、当職の面前で、添付書面に自ら署名した。以下余白

EMBASSY OF PAKISTAN, TOKYO

NO. CS-241/1 dt. Jan. 18.2018
The sent & argusture of the
Ministry of Foreign Affairs
(Consular and Augmaion Policy Division) are
attested herewith and not its

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日、本公証人役場において (Lot atte

contents.

東京都千代田区丸の内三丁目3番1号 東京法務局所属

公 証 人

1 月 16

証 人 Notary



MORIO KUBOTA

総公証 Nº 107434 号

よって、これを認証する。

平成30年

証

明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、 真実のものであることを証明する。

平成30年 1 月 16 日

東京法務局長

秋山 仁美

CERTIFICATE

This is to certify that the signature affixed above has been provided by Notary, duly authorized by the Tokyo Legal Affairs Bureau and that the Official Seal appearing on the same is genuine.

Date Jan 16 2018

Hitomi AKIYAMA

Director of the Tokyo Legal Affairs Bureau

For legalization by the foreign consul in Japan, this is to certify that the Seal affixed hereto is genuine.

Date Jan.16.2018

T. TANAKA

Tokyo, Toshie TANAKA

Official Ministry of Foreign Affairs (Consular Service Division)





Date: January 16th, 2018

Declaration

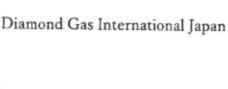
I, Kota Yamada, hereby declare that the attached documents are the original copies of Certificate of Total Historical Records of Diamond Gas International Japan Co., Ltd., and the true translation prepared by a professional translator who was competent to translate from Japanese to English and is, to the best of my professional knowledge and belief, a true description of the original document.



KOTA YAMADA

Chief Executive Officer and Representative Director

Diamond Gas International Japan Co., Ltd.





Certificate of Total Historical Records

Diamond Gas International Japan Co., Ltd. 2-3-1 Marunouchi, Chiyoda-ku, Tokyo

Corporate Registration No:	0100-01-183919				
Corporate Name	Diamond Gas International Japan Co., Ltd.				
Principal Place of Business	2-3-1 Marunouchi, Chiyoda-ku, Tokyo				
Method of Public Notice	Public notices of the Company shall be placed in the official gazette.				
Date of Establishment of the Company	May 29, 2017				
Purpose	(1) To invest in, provide a loan, guarantee the liabilities of, and manage a legal entity that operates the business of managing a liquefied natural gas receiving terminal (2) To perform any and all activities incidental to those in the preceding item				
Total Number of Shares Authorized to Be Issued	12,000,000 shares				
Total Number of Issued and Outstanding Shares;	Total number of issued and outstand	ling shares: 10 shares			
Number of Issued and Outstanding Shares	Total number of issued and outstanding shares: 10,010 shares	December 21, 2017 Changed			
by Type	outstanding shares. 10,010 shares	December 27, 2017 Registered			
Capital	100,000 yen				
	50,100,000yen December 21, 2017 Chan				
	December 27, 2017 Registered				
Provision concerning Restriction on Transfer of Shares	In order to acquire the shares of the Company by means of a transfer, the relevant shareholder or acquirer shall obtain approval at a General Meeting of Shareholders.				
Matters related to	Director: Kota Yamada	TRUE			

Reference No. A 068619 *Underlined portions represent deleted items.







Directors	Director: Takashi Horie
	5-31-5 Yoyogi, Shibuya-ku, Tokyo
	Representative Director: Kota Yamada
Matters related to	Establishment of the Company
Registered Records	Registered on May 29, 2017

I hereby certify that the above represents all the particulars that are/were recorded and not closed in the register.

January 4, 2018

Kazunari Otaki (Seal) Registrar Tokyo Legal Affairs Bureau





Reference No. $A\,068619$ *Underlined portions represent deleted items.*





履歷事項全部証明書

東京都千代田区丸の内二丁目3番1号 ダイアモンド・ガス・インターナショナル・ジャパン株式会社

会社法人等番号	0100-01-183919
商号	ダイアモンド・ガス・インターナショナル・ジ ヤパン株式会社
本店	東京都千代田区丸の内二丁目3番1号
公告をする方法	官報に掲載する方法により行う。
会社成立の年月日	平成29年5月29日
自的	(1) 液化天然ガス受入基地の運営事業を営む法人に対する投資、融資及び債 務の保証並びに経営 (2) 前号に付帯関連する一切の業務
発行可能株式総数	1200万株
発行済株式の総数 並びに種類及び数	発行済株式の総数 1 0 株
	発行済株式の総数 平成29年12月21日変更 1万10株 平成29年12月27日登記
資本金の額	金10万円 CO NA
	金5010万円 平成29年12月21日変更 平成29年12月27日登記
株式の譲渡制限に 関する規定	当会社の株式の譲渡による取得については、株主又は取得者は株主総会の承認 を受けなければならない。
役員に関する事項	収締役 山田甲太
	取締役 堀 江 崇 之
	東京都渋谷区代々木五丁目31番5 代表取締役 山田甲太

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東京都千代田区丸の内二丁目3番1号 ダイアモンド・ガス・インターナショナル・ジャパン株式会社

登記記録に関する事項

設立.

平成29年 5月29日登記



これは登記簿に記録されている閉鎖されていない事項の全部であることを証明した書面である。

平成30年 1月 4日 有法務局

東京法務局 登記官

大 滝 和



NOTARIAL CERTIFICATE

This is to certify that KOTA YAMADA, who is Chief Executive Officer and Representative Director of Diamond Gas International Japan Co., Ltd., affixed his signature in my very presence to the attached document.

Dated this 16th day of January, 2018.



Morio Kubota

M. Dulut

NOTARY

3-1, Marunouchi 3-chome,
Chiyoda-ku, Tokyo, Japan
ATTACHED TO
TOKYO LEGAL AFFAIRS BUREAU





0050 平成30年登簿第

認

証

ダイアモンド・ガス・インターナショナル・ジャパン株式会社代表取 締役山田甲太は、当職の面前で、添付書面に自ら署名した。以下余白

EMBASSY OF PAKISTAN, TOKYO

NO. CS-241/1 dt. Jan. 18. 2018 The seal & signature of the Ministry of Foreign Affairs (Consular and Aligertian Policy Division) are

よって、これを認証する。

平成30年 1 月 16 日、本公証人役場において attested herewith and not its

東京都千代田区丸の内三丁目3番1号

東京法務

Notary

MORIO KUBOTA

総公証 Nº 107433 号

証

明

上記署名は、東京法務局所属公証人の署名に相違ないるのであり、かつ、その押印は、 真実のものであることを証明する。

平成30年 1 月 16

秋山 仁美



CERTIFICATE

This is to certify that the signature affixed above has been provided by Notary, duly authorized by the Tokyo Legal Affairs Bureau and that the Official Seal appearing on the same is genuine.

Jan.16.2018 Date

Hitomi AKIYAMA

Director of the Tokyo Legal Affairs Bureau

For legalization by the foreign consul in Japan, this is to certify that the Seal affixed hereto is genuine.

> Jan.16.2018 Date

ate & Notary Publ ARACHI-PAXISTAN

M. ABUBAKAR SIDDIQUE Comprehend Counsellor Tokyo

Toshie TANAKA

Official Ministry of Foreign Affairs (Consular Service Division)

Tokyo,

Certificate of Total Historical Records

Diamond Gas International Japan Co., Ltd.

2-3-1 Marunouchi, Chiyoda-ku, Tokyo

Corporate Registration No:	0100-01-183919			
Corporate Name	Diamond Gas International Japan Co., Ltd.			
Principal Place of Business	2-3-1, Marunouchi, Chiyoda-ku, Tokyo			
Method of Public Notice	Public notices of the Company shall be place	ced in the official gazette.		
Date of Establishment of the Company	May 29, 2017			
Purpose	(1) To invest in, provide a loan, guarant legal entity that operates the business of receiving terminal (2) To perform any and all activities incitiem	managing a liquefied natural gas		
Total Number of Shares Authorized to Be Issued	12,000,000 shares			
Total Number of Issued and Outstanding Shares; Number of Issued and	Total number of issued and outstanding sha	ares: 10 shares		
Outstanding Shares by	Total number of issued and outstanding	December 21, 2017 Changed		
Type	shares: 10,010 shares	December 27, 2017 Registered		
	Total number of issued and outstanding	June 27, 2018 Changed		
	shares: 25,010 shares	July 4, 2018 Registered		
Capital	100,000 yen	20		
	50,100,000 yen	December 21, 2017 Changed		
		December 27, 2017 Registered		
	125,000,000 yen	June 27, 2018 Changed		
		July 4, 2018 Registered		
Provision concerning Restriction on Transfer of Shares	In order to acquire the shares of the Co relevant shareholder or acquirer shall obta Shareholders.	The state of the s		

Reference No. A814318 *Underlined portions represent deleted items.*



Matters related to Directors	Director: Kota Yamada	November 1, 2018 Resigned	
		November 8, 2018 Registered	
1	Director: Takashi Horie		
	Director: Tetsuya Nishigaki	November 1, 2018 Appointed	
		November 8, 2018 Registered	
	Chief Executive Officer: Kota Yamada	March 27, 2018 Changed	
	5-31-5, Yoyogi, Shibuya-ku, Tokyo, Japan	May 11, 2018 Registered	
	Chief Executive Officer: Kota Yamada 2-22-26, Uehara, Shibuya-ku, Tokyo, Japan	November 1, 2018 Resigned	
		November 8, 2018 Registered	
	Chief Executive Officer: Tetsuya Nishigaki	November 1, 2018 Appointed	
	2-10-36, Myoden, Ichikawa-shi, Chiba, Japan	November 8, 2018 Registered	
Matters related to Registered Records	Establishment of the Company Registered on May 29, 2017		

I hereby certify that the above represents all the particulars that are/were recorded and not closed in the register.

November 12, 2018

Registrar Kazunari Otaki (Seal) Tokyo Legal Affairs Bureau





履歷事項全部証明書

東京都千代田区丸の内二丁目3番1号 ダイアモンド・ガス・インターナショナル・ジャパン株式会社

会社法人等番号	0100-01-183919	
商号	ダイアモンド・ガス・インターナ ヤパン株式会社	ショナル・ジ
本 店	東京都千代田区丸の内二丁目3番	1号
公告をする方法	官報に掲載する方法により行う。	
会社成立の年月日	平成29年5月29日	
目的	(1) 液化天然ガス受入基地の運 務の保証並びに経営 (2) 前号に付帯関連する一切の	営事業を営む法人に対する投資、融資及び債 業務
発行可能株式総数	1200万株	
	発行済株式の総数 10株	
	発行済株式の総数 1万10株	平成29年12月21日変更 平成29年12月27日登記
	発行済株式の総数 2万5010株	平成30年 6月27日変更 平成30年 7月 4日登記
資本金の額	金10万円	3
A	金5010万円	平成29年12月21日変更
		平成29年12月27日登記
	金1億2510万円	平成30年 6月27日変更
		平成30年 7月 4日登記
株式の譲渡制限に 関する規定	当会社の株式の譲渡による取得につ を受けなければならない。	いては、株主又は取得者は株主総会の承認

東京都千代田区丸の内二丁目3番1号 ダイアモンド・ガス・インターナショナル・ジャパン株式会社

役員に関する事項	取締役 山田甲太	
		平成30年11月 1日辞任
		平成30年11月 8日登記
17/2	取締役 堀 江 崇 之	
	取締役 西垣 徹 也	平成30年11月 1日就任
111		平成30年11月 8日登記
	東京都渋谷区代々木五丁目31番5 代表取締役 山田甲太	
	東京都渋谷区上原二丁目22番26号 代表取締役 山田甲太	平成30年 3月27日住所 移転
		平成30年 5月11日登記
		平成30年11月 1日辞日
		平成30年11月 8日登記
	千葉県市川市妙典二丁目10番36	平成30年11月 1日就任
	代表取締役 西垣 徹 也	平成30年11月 8日登記
登記記録に関する事項	設立	平成29年 5月29日登記





これは登記簿に記録されている閉鎖されていない事項の全部であることを証明 した書面である。

平成30年11月12日

東京法務局 登記官

大 滝 和



Financial Report

(Second Fiscal Term)

From April 1, 2018 To March 31, 2019

Diamond Gas International Japan Co., Ltd.

2-3-1 Marunouchi, Chiyoda-ku, Tokyo





Balance Sheet Second Fiscal Term (as of March 31, 2019)

(Unit: JPY)

			(Onic. or
Item	Amount	Item	Amount
(Assets)		(Liabilities)	
Current assets	713,272,606	Current liabilities	106,644,817
Cash and deposits	564,773,676	Accounts payable	97,067,017
Advances paid	93,651,431	Accrued expenses	5,271,100
Accounts receivable	54,847,499	Income taxes payable	4,306,700
		Total liabilities	106,644,817
Non-current assets	57,024,190	(Net assets)	
Investments and other assets	57,024,190	Shareholders' equity Capital stock	663,651,979 425,100,000
Shares of subsidiaries and associates	57,024,190	Capital surplus	425,000,000
		Legal capital surplus	425,000,000
		Retained earnings	- 186,448,021
		Other retained earnings	- 186,448,021
		Retained earnings brought forward	- 186,448,021
		Total net assets	663,651,979
Total assets	770,296,796	Total liabilities and net assets	770,296,796



Second Fiscal Term (from April 1, 2018 to March 31, 2019)

(Unit: JPY)

Item	Amount	
Selling, general and administrative expenses		
Software expense	47,000	
Stationary and printing fee	223	
Business consignment fee	213,356,619	
Taxes and dues	21,753,849	
Bank charges	182,900	235,340,591
Operating profit		- 235,340,591
Non-operating income		
Interest income		787
Non-operating expenses		
Foreign exchange loss		63,356
Ordinary profit		- 235,403,160
Profit before income tax		- 235,403,160
Income tax - current		- 54,557,380
Profit		*18 0,845,780

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Statement of Changes in Equity Second Fiscal Term (from April 1, 2018 to March 31, 2019)

(Unit: JPY)

	Shareholders' equity						
		Capital surplus Retained		earnings			
	Capital stock	Lanai nanital	Total cantal	otal capital surplus Retained earnings brought forward	Total retained earnings	Total capital stock	Total net assets
Opening balance	50,100,000	50,000,000	50,000,000	-,5,602,241	-,5,602,241	94,497,759	94,497,759
Changes of items during period							
issuance of new shares	375,000,000	375,000,000	375,000,000	-		750,000,000	750,000,000
Profit	12	- 2		- 180,845,780	- 180,845,780	+180,845,780	- 180,845,780
Total changes of items during period	375,000,000	375,000,000	375,000,000	- 180,845,780	- 180,845,780	569,154,220	569,154,220
Closing balance	425,100,000	425,000,000	425,000,000	- 186,448,021	- 186,448,021	663,651,979	663,651,979





決 算 報 告 書

(第 2 期)

自 2018年4月1日 至 2019年3月31日



ダイアモンド・ガス・インターナショナル・ジャパン株式会社 東京都千代田区丸の内二丁目3番1号



貸借対照表 第2期 (2019年3月31日現在)

(単位:円)

科日	金額	科目	金額
(資産の部)		(負債の部)	
流動資産	713, 272, 606	流動負債	106, 644, 817
現金及び預金	564, 773, 676	未払金	97, 067, 017
立替金	5, 757, 143	未払費用	5, 271, 100
前渡金	87, 894, 288	未払法人税等	4, 306, 700
未収入金	54, 847, 499	負債合計	106, 644, 817
固定資産	57, 024, 190	(純資産の部)	
投資その他の資産	57, 024, 190	株主資本	663, 651, 979
関係会社株式	57, 024, 190	資本金	425, 100, 000
		資本剰余金	425,000,000
		資本準備金	425,000,000
		利益剰余金	△186, 448, 021
		その他利益剰余金	△186, 448, 021
		繰越利益剰余金	△186, 448, 021
		純資産合計	663, 651, 979
資産合計	770, 296, 796	負債・純資産合計	770, 296, 796



損益計算書

第2期(自 2018年4月1日 至 2019年3月31日)

(単位:円)

科目	金割	金額	
営業費用			
システム運営維持費	47,000		
書信費	223		
業務委託費	213, 356, 619		
租税公課	21, 753, 849		
銀行手数料	182, 900	235, 340, 591	
営業	利益	△235, 340, 591	
営業外収益			
受取利息		787	
営業外費用			
為替差損		63, 356	
経常	利益	△235, 403, 160	
税引前当期純	利益	△235, 403, 160	
法人税、住民税及び事	業税	△54, 557, 380	
当期純	利益	△180, 845, 780	





株主資本等変動計算書

第2期 (自 2018年4月1日 至 2019年3月31日)

(單位:円)

	株主資本							
		資本馴染金		利益剩余金			新音座合計	
	音本金	音本金	音本全	W-MAAAN	その他利益剰余金	利益剥命金合計	株主資本合計	deliberation of the
		資本推進金	資本剩余金合計	操越利益剩余金	AT PENDAGE DE D			
当期省機高	50, 100, 000	50, 900, 000	50, 000, 000	△5,602,241	△5, 802, 241	94, 497, 759	94, 497, 759	
事業年度中の変動額								
新株の発行	375, 000, 000	375, 000, 000	375, 000, 000			750, 000, 900	750, 000, 000	
当版纯利益	-	-		△180,845,780	△180, 845, 780	△180,845,780	△180, 845, 780	
事業年度中の変動額合計	375, 000, 000	375, 000, 000	375, 000, 000	△180, 845, 780	△180, 845, 780	569, 154, 220	569, 154, 220	
当期去找高	425, 100, 000	425, 000, 000	425, 000, 000	△186, 448, 021	△186, 448, 021	663, 651, 979	663, 651, 979	





Diamond Gas International Japan Co., Ltd.

Date: May 25, 2018

Declaration

I, Kota Yamada, hereby declare that the attached Financial Statement is the original copy of the Financial Statement of Diamond Gas International Japan Co., Ltd., and the translation prepared by a professional translator, who was competent to translate from Japanese to English and is, to the best of my professional knowledge and belief, a true description of the original document.

As the company was incorporated on May 29, 2017, the prepared Financial

Statement will only be for the fiscal year of 2017.

KOTA YAMADA

Chief Executive Office and Representative Director

Diamond Gas International Japan Con Ltd.





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Financial Report

(First Fiscal Term)

From May 29, 2017 To March 31, 2018

Diamond Gas International Japan Co., Ltd. 2-3-1 Marunouchi, Chiyoda-ku, Tokyo



Balance Sheet First Fiscal Term (as of March 31, 2018)

Item	Amount	Item	Amount	
(Assets)		(Liabilities)		
Current assets	62,941,421	Current liabilities	2,563,029	
Cash and deposits	55,413,144	Accounts payable	2,005,205	
Advances paid	5,767,911	Accrued expenses	316,224	
Accounts receivable	1,760,366	Income taxes payable	241,60	
Non-current assets	34,119,367	Total liabilities	2,563,029	
Investments and	34,119,367	(Net assets)		
other assets				
Shares of	34,119,367	Shareholders' equity	94,497,759	
subsidiaries and				
associates				
		Capital stock	50,100,000	
		Capital surplus	50,000,000	
		Legal capital surplus	50,000,000	
		Retained earnings	- 5,602,241	
		Other retained earnings	- 5,602,241	
		Retained earnings brought forward	- 5,602,241	
		Total net assets	94,497,759	
Total assets	97,060,788	Total liabilities and net assets	97,060,788	



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Statement of Income First Fiscal Term (from May 29, 2017 to March 31, 2018)

		(5.111.)5.1.		
Item	Amount			
Selling, general and administrative expenses		5,880,194		
Operating profit		- 5,880,194		
Non-operating income				
Interest income		160		
Non-operating expenses				
Organization expenses	1,207,769			
Foreign exchange losses	33,180	1,240,949		
Ordinary profit		- 7,120,983		
Profit before income taxes		- 7,120,983		
Income taxes-current		- 1,518,742		
Profit		- 5,602,241		





Detailed Statement of Selling, General and Administrative Expenses First Fiscal Term (from May 29, 2017 to March 31, 2018)

Item	Amount	Remarks	
Transportation expenses	1,584		
Business consignment fee	3,500,115		
Taxes and dues	885,998		
Compensations for certified tax accountants	290,000		
Compensations	1,153,897		
Commission fee	48,600		
Total	5,880,194		





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Statement of Changes in Equity First Fiscal Term (from May 29, 2017 to March 31, 2018)

	Shareholders' equity									
	Capital stock	Capital surplus		surplus	Retained earnings					
							Other retained earnings		Total capital	Total net assets
		Legal Total capital surplus	Retained earnings brought forward	Total retained earnings	stock					
Opening balance as at May 29	-	PE 15			-	18	7.			
Changes of items during period										
Issuance of new shares	50,100,000	50,000,000	50,000,000	±0		100,100,000	100,100,000			
Profit	-		-	- 5,602,241	- 5,602,241	- 5,602,241	- 5,602,241			
Total changes of items during period	50,100,000	50,000,000	50,000,000	- 5,602,241	- 5,602,241	94,497,759	94,497,756			
Closing balance as at March 31	50,100,000	50,000,000	50,000,000	-5,602,241	- 5,602,241	94,497,759	94 497 756			



