NOTICE OF SEPARATE EXTRAORDINARY GENERAL MEETINGS OF CERTIFICATE HOLDERS OF ABAMCO STOCK MARKET FUND (ASMF), ABAMCO CAPITAL FUND (ACF) AND ABAMCO GROWTH FUND (AGF)

That an application has been made to the Securities and Exchange Commission of Pakistan (SECP) seeking "no objection" to the Scheme of Arrangement for Amalgamation of ASMF, ACF and AGF ("the Scheme") and that separate extraordinary general meetings of the certificate holders of ASMF, ACF and AGF (collectively "the Merging Funds") are being called, to consider and if thought fit approve, adopt and agree to the Scheme.

Accordingly, NOTICE is hereby given that separate extraordinary general meetings of the certificate holders of the Merging Funds will be held on Thursday, February 2, 2006 at Beach Luxury Hotel, Karachi to pass the following resolution with or without modification:

RESOLVED THAT "the Scheme of Arrangement for Amalgamation of ASMF, ACF and AGF considered by this meeting and initialed by the Chief Executive of the Investment Adviser for purpose of identification, be and is hereby approved, adopted and agreed with or without modification."

The Scheme provides for the merger and re-organization of the Merging Funds and their takeover by UTP – Growth Fund ("UTP – GF") as a close end trust under the provisions of the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 ("the Rules").

The Scheme is required to be approved by a majority of not less than three-forth of the votes of the Certificate Holders of each of the Merging Funds, present in person or through proxy at the separately convened extraordinary general meetings for the respective merging Funds. Each Certificate Holder shall have one vote for each Certificate held by him.

The Scheme and the trust deed of UTP – GF has been posted on the official website of ABAMCO Limited ("the Investment Advisor") at www.abamco.com. Hard copies are available for inspection at the registered office of the Investment Advisor.

Modification of the Scheme is also proposed in the event that the Certificate Holders of one of the Merging Funds do not approve the Scheme in accordance with the terms of the Scheme. The Merging Funds or any two of them whose Certificate Holders approve the Scheme by a majority of not less than three-forth of such Certificate Holders of each Fund as above, will be dissolved on the date on which the Certificate of UTP-GF are allotted to the Holders of the Certificates of the pertinent Merging Funds in the ratio determined on the basis mentioned in the Scheme.

Karachi, January 4, 2006

By Order of the Board

Suleman Lalani
Company Secretary

Notes:

1. Certificate Transfer Book maintained by the Investment Advisor will remain closed for all the Merging Funds from January 26, 2006 to February 2, 2006 (both days inclusive).

2. All Certificate Holders are entitled to attend and vote at the respective Meetings.

3. A Certificate Holder entitled to attend and vote at the Meeting is entitled to appoint another Certificate Holder as proxy to attend, speak and vote for him/her.

4. In case of joint holders, the Holder named first in the Register of Certificate Holders maintained by the Investment Advisor will be entitled to vote at the said Meeting.

5. Certificate Holders and their proxies, if any, are requested to bring along with them their Computerized National Identity Cards (CNIC), which must be produced before the commencement of the meeting. In case the signatures of the Certificate Holders attending the meeting do not tally with the signatures recorded with the Investment Advisor, they will not be eligible to attend and vote at the said Meeting. For this purpose, the Certificate Holders or their proxies, as the case may be, must assemble at least 30 (thirty) minutes prior to the time scheduled for the meeting.

6. An instrument of proxy applicable for the meeting (in which the Certificate Holder can direct the proxy how he/she wishes him/her to vote) is being provided with the notice sent to the Certificate Holders. Further copies of the Instrument of proxy may be obtained from the share department of ABAMCO Limited during normal office hours.

7. In case, the signatures of the Certificate Holders on the Proxy Forms do not match with the signatures recorded with the Investment Advisor, the proxy will not be eligible to attend and vote at the said meeting. A proxy must be a Certificate Holder of the Pertinent Merging Fund.

8. An instrument of proxy and power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney to be valid, be deposited with the Share Department of the Investment Advisor not later than 48 hours before the scheduled time of the Meeting.

9. Any individual Beneficial Owner of the Certificates registered as Book entry Securities with CDC, entitled to attend and vote at the Meeting must bring his/her original CNIC or Passport and Participant's ID numbers to prove his/her identity, and in case of proxy, must enclose an attested copy of his/her CNIC or Passport. Representative of corporate Certificate Holders should bring the usual documents required for such purpose.

10. Certificate Holders are requested to notify immediately changes, if any, in their registered addresses, to the Share Department of the Investment Advisor situated at Technology Trade (Pvt) Limited, 241-C, Block 2, P.E.C.H.S., Karachi.

Meeting Schedule

ABAMCO Stock Market Fund	10:00 AM
ABAMCO Capital Fund	10:30 AM
ABAMCO Growth Fund	11:00 AM