

IN THE COURT OF FIRST INSTANCE
OF THE ASTANA INTERNATIONAL FINANCIAL CENTRE

11 May 2021

CASE No: AIFC-C/CFI/2021/0003

(1) BIZONE KAZAKHSTAN LTD
(2) TRANSTECHNOOIL-A LLP

Claimants

JUDGMENT

Justice of the Court:

Justice Sir Stephen Richards

ORDER

The Court approves under section 124 of the AIFC Companies Regulations the arrangement for amalgamation of the Second Claimant with the First Claimant in accordance with resolutions dated 25 March 2021.

JUDGMENT

1. By an application filed at the Court on 29 April 2021 and clarified by email dated 6 May 2021, the Claimants seek an order under section 124 of the AIFC Companies Regulations approving a proposed arrangement for the amalgamation of the Second Claimant with the First Claimant.
2. The First Claimant, BiZone Kazakhstan Ltd, is a private company incorporated in the Astana International Financial Centre.
3. The sole shareholder of the First Claimant is BiZone LLC, a private company incorporated under the laws of the Russian Federation.
4. The Second Claimant, TransTechnoOil-A LLP, is a limited liability partnership registered under the laws of the Republic of Kazakhstan. The First Claimant is the sole participant in the Second Claimant.
5. The proposed arrangement is one under which the Second Claimant transfers to the First Claimant, and the First Claimant accepts, “all the property, financial and other rights and liabilities of the Partnership subject to all [its] creditors and debtors, including all the liabilities litigated by Partnership and/or third parties ...”, so that the First Claimant becomes the legal successor to the Second Claimant, whilst the Second Claimant will be wound up. The arrangement has been agreed to by BiZone LLC as sole shareholder in the First Claimant, by a resolution dated 25 March 2021. It has also been agreed to by the First Claimant as sole participant in the Second Claimant, by a separate resolution dated 25 March 2021.
6. Section 124 applies if, *inter alia*, an arrangement is proposed between a Company and its Shareholders or a class of its Shareholders. The First Claimant is a “Company” within the meaning of the section, and the proposed arrangement involves BiZone LLC as its sole Shareholder. Although section 124(2) empowers the Court to order that a meeting of the Shareholders be held, no such order is sought or required in the present case, since the sole Shareholder has already approved the proposed arrangement. Section 124(3) empowers the Court to sanction an arrangement if a majority in number representing three-quarters of the voting rights of the Shareholders present and voting at a meeting agree to the arrangement. That threshold has plainly been met.
7. There is no evident reason for objection to the proposed arrangement. There are no other Shareholders whose interests would otherwise need to be taken into account. The Second Claimant is stated to have no creditors but notice of the proposal has been published and the proposed arrangement involves transfer of the Second Claimant’s liabilities to the First Claimant in any event.

8. In the circumstances, I am satisfied that the Court should exercise its power under section 124(3) to make an order approving the arrangement.

By the Court,