

February 17, 2017

The Executive Director

Public Offering and Regulated Persons Department
Securities and Exchange Commission of Pakistan
National Insurance Corporation Building
63 Jinnah Avenue, Islamabad

The General Manager

Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road, Karachi

Mr. Mazhar Iqbal

Company Secretary
Linde Pakistan Limited
P. O. Box 4845, Dockyard Road
West Wharf, Karachi - 74000

Subject: Public Announcement of Intention to acquire 60.00% shares of Linde Pakistan Limited

Dear Sirs,

In accordance with the Securities Act, 2015 read together with the Listed Companies (Substantial Acquisition of Voting Shares and Take-Overs) Regulations 2008, we are pleased to submit a copy of the Public Announcement of Intention to acquire 15,023,232 ordinary shares of Linde Pakistan Limited (the "Target Company") representing 60.00% of the total issued share capital of the Target Company by Al-Karam Textile Mills (Private) Limited, Soorty Enterprises (Private) Limited, Hilton Pharma (Private) Limited and Adira Capital Holding (Private) Limited (under process of incorporation) (together hereinafter referred to as the "Acquirers"), subject to the grant of requisite regulatory approvals.


Arif Habib Limited has been appointed as the Manager to the Offer by the Acquirers.

We intend to publish the Public Announcement of Intention in one English and one Urdu language daily newspaper on February 22, 2016.

You may contact the undersigned for any additional information or clarification.

Yours truly,

For and on behalf of **Arif Habib Limited (Manager to the Offer)**



Shahid Ali Habib
Chief Executive Officer

**Public Announcement of Intention
to acquire 60% of voting shares of Linde Pakistan Limited
by (1) Al-Karam Textile Mills (Private) Limited; (2) Soorty Enterprises
(Private) Limited; (3) Hilton Pharma (Private) Limited; and (4) Adira
Capital Holding (Private) Limited (in process of incorporation) under the
Securities Act 2015 and
the Listed Companies (Substantial Acquisition of Voting Shares and
Take-Overs) Regulations, 2008**

(1) INFORMATION ABOUT THE ACQUIRER

(a) Name(s) and Address(s) of acquirer along with persons acting in concert, if any.

(1) **Al-Karam Textile Mills (Private) Limited**

- **Address:** Third Floor, Karachi Dock Labour Board Building, 58, West Wharf Road, Karachi

(2) **Soorty Enterprises (Private) Limited**

- **Address:** 26-A, SMCHS, Off Shahrah-e-Faisal, Karachi – 74400, Pakistan

(3) **Hilton Pharma (Private) Limited**

- **Address:** Progressive Plaza, Beaumont Road, Karachi - 755330

(4) **Adira Capital Holding (Private) Limited (in process of incorporation)**

- **Address (proposed):** Plot No. 46-C, Block 6, PECHS, off Shakra-e-Faisal Karachi

The acquisition may be undertaken by the Acquirers directly and/or through a special purpose company

(b) The Name(s) and Address(s) of financial advisors of the acquirer, if any.

Arif Habib Limited, Arif Habib Centre, 23 M.T. Khan Road, Karachi

(c) In case the acquirer is a company(s):

(i) Names of the chief executive and directors of the company(s); and

(1) Al-Karam Textile Mills (Private) Limited

- **Chief Executive:** Mr. Anwar Haji Karim
- **Directors:**
 - (a) Mr. Anwar Haji Karim
 - (b) Mr. Fawad Anwar
 - (c) Mr. Umer Haji Karim
 - (d) Mr. Yaqoob Haji Karim
 - (e) Mr. Sajid Haroon
 - (f) Mr. Afzal Umer
 - (g) Mr. Nauman Yaqoob

(2) Soorty Enterprises (Private) Limited

- **Chief Executive:** Mr. Shahid Rashid Soorty
- **Directors:**
 - (a) Mr. Abdul Rashid Soorty; and
 - (b) Mr. Shahid Rashid Soorty

(3) Hilton Pharma (Private) Limited

- **Chief Executive:** Mr. Shahbaz Yasin Malik
- **Directors:**
 - (a) Mr. Shahbaz Yasin Malik;
 - (b) Mr. Shahid Malik

(4) Adira Capital Holding (Private) Limited *(in process of incorporation)*

- **Chief Executive:** To be appointed after incorporation of the company.
- **Directors (proposed):**
 - (a) Mr. Waqar A. Malik,
 - (b) Mr. Atif R. Bokhari;
 - (c) Mr. Siraj Dadabhoy; and
 - (d) Mr. Fawad Anwar

(ii) Names of major shareholders of the company.

(1) Al-Karam Textile Mills (Private) Limited

- Mr. Anwar Haji Karim;
- Mr. Fawad Anwar;
- Mr. Umer Karim;
- Mr. Afzal Umer;
- Mr. Yaqoob Karim;
- Mr. Noman Yaqoob;
- Mr. Shahid Haroon; and
- Mr. Salik Sajid

(2) Soorty Enterprises (Private) Limited

- Mr. Abdul Rashid Soorty; and
- Mr. Shahid Rashid Soorty

(3) Hilton Pharma (Private) Limited

- Mr. Shahid Yasin Malik; and
- Mr. Shahbaz Yasin Malik

(4) Adira Capital Holding (Private) Limited *(in process of incorporation)*

- Mr. Siraj Dadabhoy;
- Al-Karam Textile Mills Limited;
- Mr. Waqar Ahmed Malik; and
- Mr. Atif R. Bokhari

(2) INFORMATION ABOUT THE TARGET COMPANY

(a) Name of the target company, its directors and major shareholders.

▪ Name: Linde Pakistan Limited

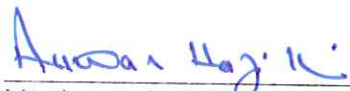
▪ Names of Directors:

- (a) Mr. Munnawar Hamid;
- (b) Mr. Muhammad Ashraf Bawany;
- (c) Mr. Humayun Bashir;
- (d) Mr. Shahid Hafiz Kardar;
- (e) Mr. Andrew James Cook;
- (f) Mr. Ganapathy Subramanian NarayanaSwamy;
- (g) Mr. Muhammad Samiullah Siddiqui; and
- (h) Ms. Jahanara Sajjad Ahmad

- **Major Shareholders:** The BOC Group Limited, UK and its 4 nominee shareholders (holding 15,023,232 ordinary shares representing 60% of the issued share capital of Linde Pakistan Limited)
- (b) Total number of issued shares of the company.
25,038,720 ordinary shares of Rs. 10 each
- (3) NUMBER OF SHARES ALREADY HELD BY THE ACQUIRER, IF ANY.
NIL
- (4) NUMBER OF SHARES ALONG WITH THE PERCENTAGE INTENDED TO BE ACQUIRED BY THE ACQUIRER THROUGH PUBLIC OFFER OR AGREEMENT.

15,023,232 of the Ordinary Shares of the Target Company (representing approximately 60% of the total issued and paid up share capital the Target Company) through agreement. In case of a successful bid and execution of definitive agreements the Acquirer, intends to acquire the aforesaid shares and the Acquirer shall make a Public Offer to the shareholders of the Target Company in accordance with the Securities Act 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2008.

For and on behalf of
Al-Karam Textile Mills (Private) Limited



Mr. Anwar Haji Karim
Chief Executive Officer


For and on behalf of
Soorty Enterprises (Private) Limited



Mr. Shahid Rashid Soorty
Chief Executive

For and on behalf of

Hilton Pharma (Private) Limited



Mr. Shahbaz Yasin Malik
Chief Executive Officer

For and on behalf of

Adira Capital Holding (Private) Limited



Mr. Waqar A. Malik

Sponsor of Adira Capital Holding (Private) Limited