

**CLOVER PAKISTAN LIMITED**

The Secretary
Karachi Stock Exchange (Guarantee) Limited
Stock Exchange Building
Stock Exchange Road
Off: I. I. Chundrigar Road
Karachi

17 February 2012

The Secretary
Lahore Stock Exchange (Guarantee) Limited
19 Khayaban-e-Aiwan-e-Iqbal
Lahore 54000

*Binding Offer Received by the Company for the Purchase
certain assets associated with its Tang Business*

Dear Sir,

We refer to our letter of 11 November 2011 regarding the non-binding offer received by Clover Pakistan Limited ("Clover Pakistan") from Kraft Foods Pakistan Limited ("Kraft Foods Pakistan") to purchase certain assets of Clover Pakistan relating to the manufacture, marketing and sale of Tang including the manufacturing facilities, together with the intangibles of the business and inventory.

Kraft Foods Pakistan having completed its due diligence exercise has now made a binding offer to Clover Pakistan to purchase certain assets relating to Clover Pakistan's Tang business, together with the intangibles associated therewith (including termination of the Company user's rights and interests in the Tang brand, marketing and sale of products identical or similar to Tang for a period of two years from closing and the provision of a list of the Company's customers, selling trade outlets, suppliers and distributors over the last two years and subject to obtaining exemption from the Competition Commission of Pakistan an undertaking from the Company not to compete in the non-carbonated fruit flavoured powdered beverage business for a period of 2 years from the closing date) and the Company's inventory relating to the Tang business but excluding the receivables and liabilities relating to the Company's Tang business and has requested Clover Pakistan to provide certain transitional services to Kraft Foods Pakistan Limited for the distribution of the Tang product. The total price offered by Kraft Foods Pakistan Limited is the aggregate sum of Rs. 650 million plus the cost of the inventory. The Board of Directors of Clover Pakistan have, at their Board Meeting held earlier today, accepted Kraft Foods Pakistan's offer subject to the following:

- Approval being granted by the Members of the Company;
- Finalisation and execution of appropriate agreements, including without limitation, an asset purchase agreement and a transitional services agreement; and
- Obtaining necessary regulatory approvals.