



April 30th, 2014

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi – 7400, Pakistan

The General Manager
Lahore Stock Exchange Limited
Lahore Stock Exchange Building,
19, Khayaban-e-Aiwan-e-Iqbal,
P.O. Box: 1315,
Lahore – 54000, Pakistan

The Managing Director
Islamabad Stock Exchange Limited
ISE Towers,
55-B, Jinnah Avenue,
Islamabad, Pakistan

By Fax and Hand Delivery:

Fax No. 021-3241 0825 (KSE)

Fax No. 042-3636-8484 (LSE)

Fax No. 051-111-473-329 (ISE)

Total pages [7]

Re: **Material Information**

Dear Sir,

In accordance with Section 15D of the Securities & Exchange Ordinance, 1969 and Clause (xx) of the Listing Regulations No. 35 of the Code of Corporate Governance, we hereby convey the following information:

Lafarge Pakistan Cement Limited (“LPCL”) has received a copy of the Public Announcement of Intention issued by Vision Holdings Middle East Limited. A copy of the same is enclosed herewith as **Annexure A**.

A disclosure form as required under S.R.O. 143/(1)/2012 dated December 5, 2012 read with Section 15D of the Securities and Exchange Ordinance, 1969 is also enclosed as **Annexure B** hereto.

Yours truly,

Ms. Ayesha Khokhar
Company Secretary

Cc:
Chairman
Securities & Exchange Commission of Pakistan

LAFARGE PAKISTAN CEMENT Ltd.

Head Office: 18-B, Kaghan Road, F-8 Markaz, Islamabad - Pakistan.

UAN: +92-51-111 111 722, Fax: +92-51-281 7300

URL: www.lafargepakistan.com.pk



Annexure A

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30 April 2014

The Chairman
Securities and Exchange Commission of Pakistan
NIC Building
63 Jinnah Avenue
Islamabad

Subject : Public Announcement of Intention by Vision Holdings Middle East Limited for the acquisition of 75.86% ordinary shares of Lafarge Pakistan Cement Limited

Dear Sir,

As required under Regulation 6(2) of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations 2008, and in our capacity as Manager to the Offer, we are pleased to submit the 'Public Announcement of Intention' by Vision Holdings Middle East Limited to acquire the shares of Lafarge Pakistan Cement Limited, subject to the grant of requisite regulatory approvals.

We intend to publish the Public Announcement of Intention in English and Urdu newspapers on 6 May 2014, as required under section 9 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Ordinance 2002.

Please further note that a copy of the enclosed Public Announcement of Intention has also been submitted to the Karachi Stock Exchange, Lahore Stock Exchange, Islamabad Stock Exchange and Lafarge Pakistan Cement Limited.

Kindly contact either of the undersigned for any additional information or clarification.

Sincerely,

For and on behalf of
Manager to the Offer


Nadir Rahman
Chief Executive Officer


Asad Shafiq
Executive Director

Enclosed: As above.

c.c. to: The Managing Director
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi-74000

The Managing Director
Lahore Stock Exchange Limited
Lahore Stock Exchange Building,
19, Khayaban-e-Aiwan-e-Iqbal,
P.O. Box: 1315,
Lahore - 54000

Head Office - Karachi
5th Floor, Trade Centre,
11, Chaudhry Road,
Karachi - 74200,
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Islamabad Branch
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Lahore Branch
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Main Gateway, Lahore.

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Peshawar Cantonment, Peshawar.

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fax: +92 91 527 3683
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Faisalabad.

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fax: +92 41 254 1189
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url: www.kash.com

The logo for KASB SECURITIES, featuring a circular emblem with the letters 'KASB' inside, followed by the word 'SECURITIES' in a bold, sans-serif font.

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The Managing Director
Islamabad Stock Exchange Limited
ISE Towers,
55-B, Jinnah Avenue,
Islamabad

The Chief Executive Officer
Lafarge Pakistan Cement Limited
Plot 18-B,
Kaghan Road,
F-8 Markaz,
Islamabad

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**Public Announcement of Intention to
Acquire 75.86% Shares or Control of**

Lafarge Pakistan Cement Limited

By

Vision Holdings Middle East Limited

Under

**Listed Companies (Substantial Acquisition of
Voting shares and Takeovers) Ordinance, 2002**

1. Information about the Acquirer:

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

- i. Name : Vision Holdings Middle East Limited
- ii. Registered Office : P.O. Box 438, Palm Grove House, Road Town, Tortola,
British Virgin Islands

(b) The name(s) and Address(s) of the Financial Advisors of the Acquirer, if any.

- i. Name : Meezan Bank Limited
- ii. Registered Office : Meezan House, C-25 Estate Avenue, SITE, Karachi.
UAN: 021-111-331-331.
Fax: 021-3640-6049

(c) The name(s) and Address(s) of the Manager to the Offer of the Acquirer

- i. Name : KASB Securities Limited
- ii. Registered Office : 5th Floor, Trade Center, I. I. Chundrigar Road,
Karachi 74200, Pakistan
UAN: 021-111 222 000
Fax: 021-3263-0202

(d) (I) Names of the chief executive and directors of the Acquirer.

- i. Authorized Representative : Mr. William Gordon Rodgers
- ii. Directors : Silverstream Directors (No. 1) Limited (Corporate Director)
Silverstream Directors (No. 2) Limited (Corporate Director)

(e) (II) Names of major shareholders of the Acquirer.

- i. Name : Vision No. 1 Limited

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2. Information about the Target Company:**(a) Name of the Target Company, its directors and major shareholders**

- i. Name : Lafarge Pakistan Cement Limited
- ii. Directors : Major General (R) Rehmat Khan- Chairman
Mr. Amr Ali Reda – Chief Executive Officer
Mr. Shafqat Mahmood Malik
Mr. Fabrizio Angelo Olivares
Mr. Hugues Boissel Dombreval
Mr. Jeannine Saleh
Mr. Shahid Anwar (Nominee NIT)
- iii. Major Shareholders : Pakistan Cement Holding Limited (58.33%)
Camden Holding PTE Limited (19.53%)

(b) Total number of issued shares of the Target Company

- i. Issued Shares : 1,456,109,027 ordinary shares of PKR 10.00/- each

3. Number of Shares already held by the Acquirer, if any.

None

4. Number of shares along with the percentage Intended to be acquired by the Acquirer through Public Offer or Agreement

The Acquirer intends to acquire 1,104,581,427 ordinary shares (constituting 75.86% of the total issued and paid up share capital) of the Target Company through agreement, subject to the grant of the requisite regulatory approvals.

If the Acquirer proceeds to acquire these shares, the Acquirer will make a public announcement of offer to acquire further ordinary shares of the Target Company in accordance with the requirements of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Ordinance, 2002.

Karachi: Dated this 30th day of April 2014

For and on behalf of
Vision Holdings Middle East Limited


William Gordon Rodgers
Authorized Representative

Annexure B

**DISCLOSURE FORM
IN TERMS OF SECTION 15D OF THE
SECURITIES AND EXCHANGE ORDINANCE, 1969**

April 30th, 2014

Name of Company:	Lafarge Pakistan Cement Limited, 18-B, Kaghan Road, F-8 Markaz, Islamabad
Date of Report:	April 30 th , 2014
Contact Information	Ms. Ayesha Khokhar, Company Secretary, Lafarge Pakistan Cement Limited, 18-B, Kaghan Road, F-8 Markaz, Islamabad Tel Number: +92-51-111-111-722 Fax Number: +92-51-281-7300 Email Address: ayesha.khokhar@lafarge.com

Please mark the appropriate box below (see General Instruction A.1 below before filing the details)

Disclosure of inside information by listed company in terms of section 15D(1).

Public disclosure of inside information, which directly concerns the listed securities.

Lafarge Pakistan Cement Limited ("LPCL") has received a copy of the Public Announcement of Intention issued by Vision Holdings Middle East Limited.

Intimation of decision of the listed company to delay disclosure of inside information in terms of section 15(D(2)).

Disclosure to the Commission of the inside information when the listed company decides to delay the public disclosure of inside information.

LAFARGE PAKISTAN CEMENT Ltd.

Head Office: 18-B, Kaghan Road, F-8 Markaz, Islamabad - Pakistan.

UAN: +92-51-111 111 722, Fax: +92-51-281 7300

URL: www.lafargepakistan.com.pk

- [] **Disclosure of inside information by listed company where the listed company or person acting on its behalf discloses inside information to third party in terms of section 15(D(3)).**

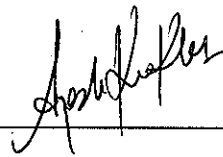
Disclosure to the public, whenever a listed company or a person acting on its behalf, discloses any inside information to any third party in the normal exercise of employment, profession or duties, complete and effective public disclosure of that information must be made simultaneously.

- [] **Disclosure of transactions conducted by Persons discharging managerial responsibilities within a listed company or persons closely associated with them in terms of section 15D(5).**

Disclosure to the Commission by persons discharging managerial responsibilities within a listed company and, where applicable, persons closely associated with them, of transactions conducted on their own account relating to the securities of such listed company.

SIGNATURES

In case of company pursuant to the requirements of the Securities Exchange Ordinance of 1969 (XVII of 1969), the company has duly caused this form / statement to be signed on its behalf by the undersigned hereunto duly authorized.



Ms. Ayesha Khokhar

Company Secretary

DATED: April 30th, 2014