



02 May, 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 [8]

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 *Kohat Cement Company 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,

Sehar Husain
General Counsel

Cc:
Chairman
Securities & Exchange Commission of Pakistan



Annexure A



Through Fax & Courier

May 2, 2014

**The Securities & Exchange Commission of Pakistan,
Securities Market Division,
National Insurance Corporation Building,
Jinnah Avenue,
Islamabad.
Fax No. 051 920 4915**

**The General Manager,
Karachi Stock Exchange Limited,
Stock Exchange Building, Stock Exchange Road,
Karachi.
Fax No. 021 111 573 329**

**The Secretary,
Lahore Stock Exchange Ltd.,
19-Khyaban-e-Aiwan-e-Iqbal,
Lahore.
Fax No. 042 3 636 8485**

**The Secretary,
Islamabad Stock Exchange Ltd.,
ISE Towers,
55-B Jinnah Avenue,
Islamabad.
Fax No. 051 111 473 329**

**The Company Secretary,
Lafarge Pakistan Cement Limited,
18-B, Kaghan Road,
F-8 Markaz,
Islamabad.
Fax No. 051 281 7300**

Dear Sir(s)/Madam(s),

**Public Announcement of Intention to Acquire 75.86% Shares and
Control of Lafarge Pakistan Cement Limited**

Reference to the Listed Companies (Substantial Acquisitions of Voting Shares and Take-overs) Ordinance, 2002 and the Listed Companies (Substantial Acquisitions of Voting Shares and Take-overs) Regulations, 2008; we are pleased to submit herewith Public Announcement of Intention

Kohat Cement Company Limited
37-P Gulberg II, Lahore
Tel: 042 11 111 5225
Fax: 042 3 587 4990
Email: cfo@kohatcement.com

Elixir Securities (Pvt.) Limited
8th Floor, The Dawood Center,
MT Khan Road, Karachi
Tel: +92 (021) 111-354-947
Fax: +92 (021) 35694696
Email: babur.rais@elixirsec.com



to Acquire 1,104,581,427 ordinary shares of Rs. 10 each of Lafarge Pakistan Cement Limited (Lafarge Pakistan) constituting 75.86% of the total issued and paid up share capital of the Lafarge Pakistan.

The Public Announcement of Intention shall be published in English and Urdu language Daily newspapers on May 7, 2014 in accordance with the requirements of aforesaid Take-over Laws.

Thanking you.

Yours truly,

Alzaz Sheikh
Chief Executive

Through
Manager to the Offer

Babur Rais
Head - Corporate Finance
Elixir Securities (Pvt.) Ltd.

Encl: As above

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Public Announcement of Intention to Acquire 75.86% Shares and Control of

Lafarge Pakistan Cement Limited

By

Kohat Cement Company Limited

Under

Listed Companies (Substantial Acquisitions of Voting Shares and Take-overs) Ordinance, 2002

1) Information about the Acquirer	
a) Name and Address of Acquirer along with persons acting in concert, if any	Kohat Cement Company Limited 37P Gulberg II, Lahore. [The acquisition may be undertaken jointly with other Investors either directly or through a special purpose holding company post-due diligence and finalization of acquisition structure based on the advice, if any, of the advisors to the transaction]
b) The Name and Address of financial advisors of the Acquirer, if any	Standard Chartered Bank (Pakistan) Limited, Tufail Road, Lahore.
c) In case the Acquirer is a company: (i) Names of the Chief Executive and Directors of the Company; and	Chief Executive Mr. Aizaz Mansoor Sheikh Directors Mr. Aizaz Mansoor Sheikh Mr. Nadeem Atta Sheikh Mrs. Hijab Tariq Mrs. Hafsa Nadeem Mrs. Amlnah Aizaz Sheikh Mr. Muhammad Atta Tanseer Sheikh Mr. Muhammad Rehman Sheikh
(ii) Names of major shareholders of the Company	ANS Capital (Pvt.) Ltd. [owns and controls 55% paid up capital of the Company]
2) Information about the Target Company	
a) Name of the Target Company, its Directors and major shareholders	Name of Target Company Lafarge Pakistan Cement Limited

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	<p>Directors Maj. Gen. (R) Rehmat Khan - Chairman Mr. Amr Ali Reda - Chief Executive Officer Mr. Shafqat Mahmood Malik Mr. Fabrizio Angelo Olivares Mr. Hugues Boissel Dombrevail Ms. Jeannine Saleh Mr. Shahid Anwar (Nominee NIT)</p> <p>Major Shareholders Pakistan Cement Holding Limited; and Camden Holding PTE Limited, holding 56.33% and 19.53% shares respectively of total issued and paid up capital of the Target Company. Both these entities are the 100% owned subsidiaries of Lafarge SA.</p>
b) Total number of issued shares of the Company	1,456,109,027 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.	The Acquirer intends to acquire 1,104,581,427 ordinary shares of Rs. 10 each of the Target Company constituting 75.86% of the total issued and paid up share capital of the Target Company through a Share Purchase Agreement (SPA) and in case of successful Bid shall further acquire such number of shares from General Public through a Public Offer in accordance with the provisions of Listed Companies (Substantial Acquisitions of Voting Shares and Take-overs) Ordinance, 2002.

Alzaz Mansoor Sheikh
Chief Executive
Kohat Cement Company Limited

Babur Rais
Head Corporate Finance
Elixir Securities (Pvt.) Limited
Manager to the Offer

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

02 May, 2014

Name of Company:	Lafarge Pakistan Cement Limited, 18-B, Kaghan Road, F-8 Markaz, Islamabad
Date of Report:	02 May, 2014
Contact Information	<p>Ms. Sehar Husain, General Counsel, Lafarge Pakistan Cement Limited, 18-B, Kaghan Road, F-8 Markaz, Islamabad</p> <p>Tel Number: +92-51-111-111-722 Fax Number: +92-51-281-7300 Email Address: sehar.husain@lafarge.com</p>

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 Kohat Cement Company 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.



- [] **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.

Sehar Husain
General Counsel

DATED: 02 May, 2014