



May, 5<sup>th</sup>, 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 [ 6 ]**

Re: **Material Information**

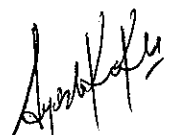
Dear Sir,

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 D.G Khan 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,

  
\_\_\_\_\_  
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

May 2, 2014

Mr. Tahir Mahmood  
Chairman  
Securities & Exchange Commission of Pakistan  
NIC Building, 63, Jinnah Avenue,  
Islamabad

Subject: Public Announcement of Intention to acquire 75.86% Shares and Control of Lafarge Pakistan Cement Limited by D. Khan Cement Company Limited as required under "Listed Companies (Substantial Acquisitions of Voting Shares and take – over) Ordinance, 2002' read with Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2008'

Dear Sir,

On behalf of our client, D. G Khan Cement Company Limited, we Next Capital Limited, hereby are pleased to submit D. G. Khan Cement Company Limited public Announcement of Intention to acquire 75.86 percent shares and control in Lafarge Pakistan Cement Limited.

Kindly note that Next Capital Limited has been appointed as the Manager to the Offer by D. G. Khan Cement Company Limited.

A copy of this announcement is also being sent to the Karachi Stock Exchange, Lahore Stock Exchange & Islamabad Stock Exchange and Lafarge Pakistan Cement Limited and will be published in the newspapers as required by statute.

Please contact the undersigned for any additional information or clarification.

Sincerely,



Sana Quadri  
Company Secretary  
Next Capital Limited

Encl: As above

CC: 1) Company Secretary Lafarge Pakistan Cement Limited ✓  
2) Karachi Stock Exchange  
3) Lahore Stock Exchange  
4) Islamabad Stock Exchange



**PUBLIC ANNOUNCEMENT OF INTENTION TO ACQUIRE APPROXIMATELY  
75.86% SHARES OF  
Lafarge Pakistan Cement Limited  
BY  
D. G. Khan Cement Company Limited  
UNDER  
LISTED COMPANIES (SUBSTANTIAL ACQUISITIONS OF VOTING SHARES AND  
TAKE-OVERS) ORDINANCE, 2002**

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**1) Information about the acquirer**

**a. Name(s) and Address(s) of Acquirer along with persons acting in concert**

- i. Name: D. G. Khan Cement Company Limited
- ii. Registered Office: Nishat House, 53-A, Lawrence Road, Lahore

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

- i. Name: Next Capital Limited
- ii. Principal Office: 8<sup>th</sup> Floor, Horizon Tower, Plot # 2/6, Block III,  
Clifton, Karachi

**c. Names of the chief executive and directors of the acquirer**

- i. Chief Executive: Mian Raza Mansha
- ii. Directors:
- Mrs. Naz Mansha - Chairperson
- Mian Raza Mansha
- Mr. Khalid Niaz Khawaja
- Mr. Khalid Qadeer Qureshi
- Mr. Farid Noor Ali Fazal
- Mr. Shahzad Ahmad Malik
- Ms. Nabiha Shahnawaz Cheema

**d. Names of Major Shareholders of the acquirer**

Nishat Group (represented by various individuals and group companies).

**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:

Maj. Gen. (Retd) Rehmat Khan - Chairman

Mr. Amr Ali Reda - CEO

Mr. Shafqat Mahmood Malik

Mr. Fabrizio Angelo Olivares

Mr. Hugues Boissel Dombreval

Ms. Jeannine Saleh

Mr. Shahid Anwar - Nominee NIT

iii. Major Shareholders:

- Pakistan Cement Holding Limited (56.33%)

- Camden Holding PTE Limited (19.53%)

**b. Total Number of issued shares**

1,456,109,027 Shares of Rs. 10/- each.

**3) Number of shares already held by the acquirer**

NONE

**4) Number of shares along with the percentage intended to be acquired by the acquirer through public offer or agreement**

The acquirer, intend to acquire approximately 1,104,581,427 shares (75.86%) of the target company through agreement, which would indirectly held by SOFIMO SAS a fully-held direct subsidiary of Lafarge SA and holding company for the main subsidiaries of the Lafarge Group. If the acquirer proceeds to acquire these shares, the acquirer will make a public announcement of Offer to acquire shares in accordance with the requirements of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Ordinance, 2002.



Sana Quadri

CFO & Company Secretary

Next Capital Limited



Annexure B

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

May, 5<sup>th</sup>, 2014

Name of Company:	Lafarge Pakistan Cement Limited, 18-B, Kaghan Road, F-8 Markaz, Islamabad
Date of Report:	May, 5 <sup>th</sup> , 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: <a href="mailto:ayesha.khokhar@lafarge.com">ayesha.khokhar@lafarge.com</a>

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 D.G Khan 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.

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](http://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: May, 5<sup>th</sup>, 2014