

January 31, 2017

Mr. Muhammad Ghufan
Deputy General Manager - Operations
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: Public Announcement of Intention to acquire up to 51% shares and control of Next Capital Limited by (i) Mr. Muhammad Najam Ali, (ii) Mrs. Hanna Khan, (iii) Mr. Nasir Mahmud Khan and (iv) Mr. Muhammad Zulqarnain Mahmood Khan

Dear Sir,

This is in accordance with section 96 and 131 of the Securities Act, 2015, Clause 5.19.13 (c) of the Rule Book of Pakistan Stock Exchange Limited, Section 15D of the Securities and Exchange Ordinance, 1969 and Regulation 5(1) of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2008

Reference to the captioned, the Company has received a copy of the Public Announcement of Intention from Invest and Finance Securities Limited, Manager to the Offer of Mr. Muhammad Najam Ali, Mrs. Hanna Khan, Mr. Nasir Mahmud Khan and Mr. Muhammad Zulqarnain Mahmood Khan to acquire up to 51% shares and control of Next Capital Limited.

Copies of the aforementioned intention and a disclosure form are also attached for your reference.

Regards,



Kashif Rafi
Chief Operating Officer

Encl: As above

DISCLOSURE FORM

Name of the Company	Next Capital Limited
Date of Report	January 31, 2017
Date of Earlier Event Reported	-
Exact Name of Company as specified in its Memorandum	Next Capital Limited
Registered Address of the Company	8th Floor, Horizon Towers, Plot #2/6 Block III Clifton, Karachi
Contact Information	Chief Executive Officer / Company Secretary PABX: 111 639 825 Direct: 021 3529 2624 Fax: 021 3529 2623

Disclosure of inside information by Listed Company

The Company has received a copy of the Public Announcement of Intention from Invest and Finance Securities Limited, Manager to the Offer of (i) Mr. Muhammad Najam Ali, (ii) Mrs. Hanna Khan, (iii) Mr. Nasir Mahmud Khan and (iv) Mr. Muhammad Zulqarnain Mahmood Khan to acquire up to 51% shares and control of Next Capital Limited (copy attached).

Signature

Pursuant to the requirement of the Securities Act, 2015, the Company has dully caused this form / statement to be signed on its behalf by the undersigned hereunto duly authorized.



Kashif Rafi
Chief Operating Officer

Encl: As above



INVEST & FINANCE SECURITIES LIMITED

TREC Holder: Pakistan Stock Exchange Limited
Corporate Member: Pakistan Mercantile Exchange Limited

January 26, 2017

Company Secretary
Next Capital Limited
8th Floor, Horizon Towers
Block III, Clifton
Karachi

Subject: Public Announcement of Intention to acquire up to 51% shares and control of Next Capital Limited by (i) Mr. Muhammad Najam Ali, (ii) Mrs. Hanna Khan, (iii) Mr. Nasir Mahmud Khan and (iv) Mr. Muhammad Zulqarnain Mahmood Khan

Dear Sir,

On behalf of our Clients, (i) Mr. Muhammad Najam Ali, (ii) Mrs. Hanna Khan, (iii) Mr. Nasir Mahmud Khan and (iv) Mr. Muhammad Zulqarnain Mahmood Khan (collectively herein referred to as "Acquirers" or the "Clients"), we Invest & Finance Securities Limited, hereby are pleased to submit Acquirers' Public Announcement of Intention to acquire up to 51% shares and control of Next Capital Limited.

Kindly note that Invest & Finance Securities Limited has been appointed as Manager to the Offer by the Acquirers.

Please contact the undersigned for any additional information or clarification.

Sincerely,

For and on behalf of Manager to the Offer

Muzammil Aslam
Chief Executive Officer
Encl: As above

Registered Office: Office No. 904, 9th Floor, Emerald Tower, Plot No. G-19, Block-5, Clifton, Karachi, Pakistan.
Tel: (+92 21) 35141100-04; Fax: (+92 21) 35141109

Lahore Branch: Room No. 319, 3rd Floor, Siddiq Trade Centre, 72 Main Boulevard, Gulberg, Lahore, Pakistan.
Tel: (+92 42) 35787732-6; Fax: (+92 42) 35787737

www.investfinance.com.pk

**PUBLIC ANNOUNCEMENT OF INTENTION TO ACQUIRE UP TO 51% SHARES AND
CONTROL OF
NEXT CAPITAL LIMITED**

BY

**(I) MR. MUHAMMAD NAJAM ALI, (II) MRS. HANNA KHAN, (III) MR. NASIR MAHMUD
KHAN AND (IV) MR. MUHAMMAD ZULQARNAIN MAHMOOD KHAN**

UNDER

**THE SECURITIES ACT, 2015 AND THE LISTED COMPANIES (SUBSTANTIAL
ACQUISITION OF VOTING SHARES AND TAKEOVERS) REGULATIONS, 2008**

1) INFORMATION ABOUT THE ACQUIRERS

a. *Names and Addresses of Acquirers along with person(s) acting in concert:*

Acquirers	Address
Mr. Muhammad Najam Ali	House No. 74, Street No. 22, Off Khayaban-e-Badban, Phase V, D.H.A, Karachi
Mrs. Hanna Khan	House No. 74, Street No. 22, Off Khayaban-e-Badban, Phase V, D.H.A, Karachi
Mr. Nasir Mahmud Khan	2-A, Race View Road, Lahore
Mr. Muhammad Zulqarnain Mahmood Khan	2-A, Race View Road, Lahore

b. *Name(s) and Address(s) of financial advisor(s) of the Acquirers, if any:* None

2) INFORMATION ABOUT THE TARGET COMPANY

a. *Name of the target company, its Directors and major shareholders:*

Name of the Target Company: Next Capital Limited

Directors:

Name	Designation
Mr. Tariq Waseem Ghazi	Chairman
Mr. Muhammad Najam Ali	Chief Executive Officer
Mrs. Hanna Khan	Non-Executive Director
Mr. Muhammad Zulqarnain Mahmood Khan	Non-Executive Director
Mr. Muhammad Zubair Ellahi	Non-Executive Director
Mr. Hasan Shahnawaz	Independent Director
Mr. Umer Habib	Executive Director

Major Shareholders: Following shareholders cumulatively hold 12,947,000 shares, representing approximately 64.74% of the paid-up capital of the Company as of December 31, 2016:

- Mr. Muhammad Najam Ali
- Mr. Arif Habib
- Ms. Farah Naz Mirza
- MCB Bank Limited – Treasury
- Maple Leaf Cement Factory Limited

b. *Total number of issued shares of the Company:* 20,000,000 Ordinary Shares

3) NUMBER OF SHARES ALREADY HELD BY THE ACQUIRERS

Acquirers	No. of Shares	Percentage of Shareholding
Mr. Muhammad Najam Ali	5,497,000	27.49%
Mrs. Hanna Khan	489,250	2.45%
Mr. Nasir Mahmud Khan	-	-
Mr. Muhammad Zulqarnain Mahmood Khan	1,000	0.01%
Total	5,987,250	29.94%

4) NUMBER OF SHARES ALONG WITH THE PERCENTAGE INTENDED TO BE ACQUIRED BY THE ACQUIRERS THROUGH PUBLIC OFFER OR AGREEMENT

The Acquirers intend to acquire additional shares and increase their shareholding up to 51% of the paid up capital of the Company through one or more agreement(s) and / or open market purchases and / or public offer.

If the Acquirers proceed with the acquisition, they will subsequently make a public offer in accordance with the requirements of the Securities Act, 2015 read with the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2008

Any questions regarding this announcement can be directed to:



Manager to the Offer

Invest and Finance Securities Limited

Office No. 904, 9th Floor, Emerald Tower

Plot No. G-19, Block 5, Clifton, Karachi

Ph: (+92 21) 35141100-04

Fax: (+92 21) 35141109

Email: companysecretary@investfinance.com.pk