

March 06, 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 69.12% Additional Shares and Control of TPL Direct Insurance Limited by TPL Trakker Limited**

Dear Sir,

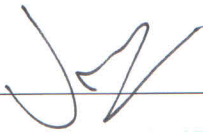
On behalf of our client, TPL Trakker Limited (the "Acquirer"), we Next Capital Limited, hereby are pleased to submit Acquirer's Public Announcement of Intention to acquire 69.12% additional shares and control in TPL Direct Insurance Limited.

Kindly note that Next Capital Limited has been appointed as the Manager to the Offer by the Acquirer.

Please contact the undersigned for any additional information or clarification.

Sincerely,

**For and on behalf of Manager to the Offer**



Umer Habib, Head of Investment Banking & Advisory

Encl: As above

**PUBLIC ANNOUNCEMENT OF INTENTION TO ACQUIRE UP TO 69.12% ADDITIONAL SHARES  
AND CONTROL OF TPL DIRECT INSURANCE LIMITED**

By

TPL TRAKKER LIMITED

Under

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

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**1) Information about the Acquirer**

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

**Name:** TPL Trakker Limited

**Registered Address:** 12<sup>th</sup> Floor, Centrepont, Off Shaheed-e-Millat Expressway, Near KPT Interchange Flyover, Karachi

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

None

**(c) Names of the Chief Executive and Directors, and Major Shareholders of the Acquirer:**

**(i) Chief Executive and Directors:**

**Chief Executive:** Ali Jameel

**Directors:** Jameel Yusuf  
Zafar Naqvi  
Bilal Alibhai  
Muhammad Shafi  
Saad Nissar  
Mark Rousseau  
Nadeem Elahi

**(ii) Major Shareholders:**

TPL Holdings (Private) Limited

**2) Information about the Target Company**

**(a) Name of the Target Company, its Directors and Major Shareholders**

**(i) Name of Target Company**

TPL Direct Insurance Limited

**(ii) Directors**

Saad Nissar (Chief Executive)  
Jameel Yusuf  
Ali Jameel  
Charles Robert Platt  
Bilal Bin Zafar  
Waqar Ahmad Malik  
Syed Nadir Shah

**(iii) Major Shareholders**

Name	Percentage (Approximately)
Greenoaks Global Holdings	69.12%
TPL Trakker Limited	24.39%

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

75,515,899 Ordinary Shares

**3) Number of shares already held by the Acquirer, if any:**

18,419,000 Ordinary Shares, constituting approximately 24.39% of the issued and paid up share capital.

**4) Number of Shares along with the percentage intended to be acquired by the Acquirer through Public Offer or Agreement**

Up to 52,196,397 Ordinary Shares of the Target Company, which constitutes approximately 69.12% of the issued shares of the Target Company through share purchase agreement(s), along with further acquisition of such number of shares from the General Public through a Public Offer as may be required in accordance with the provisions of the Securities Act, 2015 and 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



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