

July 30, 2019

The Executive Director

Public Offering and Regulated Persons Department
Securities and Exchange Commission of Pakistan
NIC Building, Jinnah Avenue, Blue Area
Islamabad

✓ **Deputy General Manager**
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Chief Executive Officer

Johnson & Phillips (Pakistan) Limited
C - 10 South Avenue S.I.T.E. Karachi – 75700
P.O Box. 3603, Pakistan

Subject: Public Announcement of Offer to acquire 1,097,718 shares of Johnson & Phillips (Pakistan) Limited by Mr. Muhammad Anis Mianoor under the Securities Act, 2015 And the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017

Dear Sir,

On behalf of our Client, Mr. Muhammad Anis Mianoor (the "Acquirer"), we Next Capital Limited, hereby are pleased to submit Acquirer's Public Announcement of Offer (PAO) to acquire 1,097,718 shares (20.14% of paid-up capital) of Johnson & Phillips (Pakistan) Limited under the Securities Act, 2015 And the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (the "Regulations").

Please note that the public announcement of intention was made by the Acquirer on November 29, 2018 in Business Recorder and Nawa-e-Waqt and subsequently an extension was granted by the Securities and Exchange Commission of Pakistan (SECP) vide its letter no. SMD/TO/170/18 dated May 31, 2019 to make the public announcement of offer by August 26, 2019.

All the documents required under Schedule VIII of the Regulations are also being couriered to the SECP along with hard copy of this PAO today. Further, this PAO is planned to be published in Business Recorder and Nawa-e-Waqt on July 31, 2019.

Should you require any additional information or clarification, please contact the undersigned.

Sincerely,

For and on behalf of Manager to the Offer



Dr. Ali Akhtar Ali
Managing Director – Capital Markets
Next Capital Limited

Encl: As above

PUBLIC ANNOUNCEMENT OF OFFER TO ACQUIRE 20.14% SHARES (I.E. 1,097,718 SHARES) AND CONTROL OF JOHNSON & PHILLIPS (PAKISTAN) LIMITED BY MR. MUHAMMAD ANIS MIANOOR UNDER THE SECURITIES ACT, 2015 (THE "ACT") AND THE LISTED COMPANIES (SUBSTANTIAL ACQUISITION OF VOTING SHARES AND TAKEOVERS) REGULATIONS, 2017 (THE "REGULATIONS")

PART A

BRIEF DESCRIPTION OF THE ACQUISITION

Acquisition through	No. of Shares	Percentage	Price per share
Share Purchase Agreement	2,719,536	49.90%	65.00/-
Public Offer	1,097,718	20.14%	66.30/-

PART B

1. THE ACQUIRERS

1.1. Name, Address and CNIC number	Mr. Muhammad Anis Mianoor Address: House No. C-51, Dawood Cooperative Housing Society, Karachi CNIC: 42201-2391741-3
1.2. If there are more than one acquirer, their relationship	Not Applicable
1.3. Total number of voting shares of the Target Company already held by the Acquirer, including any shares purchased through an agreement and relevant details of such agreement including the share price agreed	The Acquirer currently holds 535,000 ordinary shares, constituting approximately 9.8% of the issued and paid up share capital of the Target Company. Moreover, the Acquirer shall, pursuant to the SPA dated February 14, 2019, acquire 2,719,536 Voting Ordinary Shares (49.90%) of the Target Company from Etheridge Company Limited, at a price of PKR 65/- per ordinary voting share.
1.4. Financial advisors of the Acquirer, if any	None.
1.5. Principal areas of business of the Acquirer and relevant experience	Mr. Anis Mianoor has rich experience of more than three decades in the textile related industry in Pakistan and in other countries. His vast repertoire in this field ranges from manufacturing to the trading of textiles and its related machinery which has helped him acquire deep insight and expertise into the trading of textile machinery and the manufacturing sector as well. He has been responsible for the upgradation of the technology for various Pakistani textile groups ranging from top corporate entities to independent manufacturers. He is known in the industry for rehabilitating sick industrial units abroad (from USA and Europe) by relocating them to local companies

	<p>and thus aiding in the upgradation of technology and the overall industry. His expertise is in the trading of used machinery and complete manufacturing units and his operations are based out of Karachi, Pakistan.</p> <p>He is also actively engaged in the community welfare programs of his native community based in Karachi. Mr. Anis Mianoor is the sole proprietor of AMS Enterprises and he is a Bachelor of Commerce from University of Karachi.</p>
1.6. Details of any bank overdrafts or loans, or other similar indebtedness, mortgages, charges or other material contingent liabilities of the Acquirer	None
1.7. Details if the Acquirer is a director on the board of directors of any listed company (s)	None
1.8. Details of any agreement or arrangement between the Acquirer and the directors of the Target Company about any benefit which will be given to any director of the Target Company as compensation for loss of office or otherwise in connection with the acquisition	None

2. DETAILS OF THE PUBLIC OFFER

2.1. The names, dates and editions of the newspapers where the public announcement of intention was published	Business Recorder and Nawa - e - Waqt on November 29, 2018 in combined publications of Karachi, Lahore and Islamabad.
2.2. The number and percentage of shares proposed to be acquired by the Acquirer from the shareholders through agreement, if any, the offer price per share and the mode of payment of consideration for the shares to be acquired	In terms of the SPA dated February 14, 2019, the Acquirer shall acquire 2,719,536 Voting Ordinary Shares (49.90%) of the Target Company from Etheridge Company Limited, at a price of PKR 65/- per ordinary share against cash consideration.
2.3. Reasons for acquiring shares or control of the Target Company	The Acquirer intends to expand his business portfolio by acquiring majority shareholding in a listed entity. The Acquirer already holds 9.8% shareholding in the Target and now intends to gain control of it and make it a profitable entity, thereby creating value for shareholders.
2.4. Details regarding the future plan for the Target Company, including whether after acquisition the Target Company would continue as a listed company or not	The Target Company will continue as a listed company after its acquisition. Since the Target has been making significant losses for more than a decade, the Acquirer will assess the possibility of either revamping the existing business or changing the nature of business

to make it a profitable entity. In this regard, an extensive exercise to evaluate the economic viability of each option would be undertaken by the Acquirer after the acquisition. Any decision taken in this regard will be communicated to the shareholders.

2.5. In case of conditional offer, specify the minimum level of acceptance i.e. number and percentage of shares

Not Applicable

2.6. In case there is any agreement with the present management, promoters or existing shareholders of the Target Company, an overview of the important features of the agreement(s) including acquisition price per share, number and percentage of shares to be acquired under the agreement(s), name of the seller(s), complete addresses of sellers, names of parties to the agreement(s), date of agreement(s), manner of payment of consideration, additional important information, if any

In terms of the SPA dated February 14, 2019, the Acquirer shall acquire 2,719,536 ordinary shares (representing 49.90% of the total issued share capital) of the Target Company at PKR 65/- per share against cash consideration from the following shareholder (hereinafter may be referred to as the "Seller"):

Name of the Seller	Address of the Seller	No. of shares to be acquired under SPA
Etheridge Company Limited	Room 2103-04 Wing On Center, 111 Connaught Road Central, Hong Kong	2,719,536

The SPA contains representations and warranties and other terms that are customary for agreements of this nature.

2.7. Number of shares already held by the Acquirer along with the date(s) of acquisition

The Acquirer currently hold 535,000 ordinary shares, constituting approximately 9.82% of the issued and paid up share capital. These shares were acquired on 06/11/2018 through open market purchases.

2.8. Minimum level of acceptance, if any

None.

2.9. Manager to the Offer

Next Capital Limited
Plot 2/6, 8th Floor, Horizon Tower, Block III, Clifton, Karachi

3. OFFER PRICE AND FINANCIAL ARRANGEMENTS

3.1. Justification for the Offer Price

3.1.1. Form of consideration for the shares to be acquired through the Public Offer

Shares will be acquired against cash payment by means of Bank Draft / Pay Order / Cheque in PKR.

3.1.2. Total amount of consideration to be paid for the shares to be tendered through the Public Offer (assuming full acceptances)

PKR 72,778,703/- (Pak Rupees Seventy Two Million Seven Hundred Seventy Eight Thousand Seven Hundred and Three Only).

3.1.3. Whether the shares of the Target Company are

The shares of the Target Company are not frequently traded on Pakistan Stock Exchange

frequently traded or infrequently traded in the light of criteria contained in Regulation 13 of the Regulations	Limited.
3.1.4. Justification for the offer price for the shares of the Target Company, in the light of criteria contained in Regulation 13 of the Regulations	<p>Since the shares of the Target Company fall into the category of not frequently traded as per the Regulations, the price to be offered to public should be the highest amongst the following prices:</p> <ol style="list-style-type: none"> 1. The negotiated weighted average price under the SPA dated February 14, 2019 for acquisition of ordinary voting shares of the Target Company: PKR 65.00/- per share 2. The highest price paid by the Acquirer or persons acting in concert with the Acquirer for acquiring the voting ordinary shares of the Target Company during six months prior to the date of public announcement of offer: Not Applicable 3. The price per share arrived on the basis of net assets value carried out by a Chartered Accountant Firm based on the audited financial data not older than six months before the date of public announcement of offer: PKR 66.30/- per share (the auditors of the Target Company have provided a certificate for break-up value per share as of January 31, 2019 for this purpose). <p>The highest price amongst the above is PKR 66.30/- per share at which the shares are being offered to the general public through this Public Offer.</p>

3.2. Financial Arrangements

3.2.1. Disclosure about the security arrangement made in pursuance of Section 123 of the Securities Act, 2015.	The Acquirer has deposited to the Manager to the Offer, as per clause 15(1)(c) of the Regulations, a bank guarantee of Habib Metropolitan Bank Limited equivalent to the full amount of Public Offer.
3.2.2. Disclosure about the adequate and firm financial resources to fulfill the obligations under the Public Offer.	<p>The Acquirer has made adequate financial arrangements for fulfillment of its obligations under the Public Offer to the satisfaction of the Manager to the Offer.</p> <p>If the Acquirer fails to pay in response to the Public Offer as required under the Act and the Regulations, the Manager to the Offer can demand from Habib Metropolitan Bank Limited against the bank guarantee no. HMB/LG/1/23/35011/1500000/19, the amount required to make payment to the shareholders who will tender their shares in response to the Public Offer.</p>
3.2.3. A statement by the Manager to the Offer that the	Next Capital Limited, being the Manager to the Offer is satisfied about the ability of the

Manager to the Offer is satisfied about the ability of the Acquirer to implement the Public Offer in accordance with the requirements of the Act and the Regulations

Acquirers to implement the Public Offer in accordance with the requirements of the Act and the Regulations. Moreover, Next Capital Limited has also issued a due diligence certificate in this regard.

4. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

4.1. Detailed procedure for acceptance of offer by shareholder of the Target Company

1. Offer Letters will be sent to all the shareholders (except the persons who are party to SPA) whose names will appear on the register of members on the Book Closure dates to be announced by the Target Company to determine the eligibility of the persons to receive the Offer Letter.
2. In order to accept the Public Offer, the shareholders are required to send the Letter of Acceptance (attached to the Offer Letter), duly completed and signed, along with the requisite documents (as set out below) to the Manager to the Offer at its registered address i.e. 2nd Floor, Imperial Court Building (New Block), Dr. Ziauddin Ahmed Road, Civil Lines Mujahid Colony, Karachi on or before 5:00 pm on Monday, September 23, 2019 ("Closing Date"). Please ensure that the Acceptance Letter is duly filled and signed.
3. In the event that the Letter of Acceptance and the requisite information are delivered within the stipulated time, the Manager to the Offer will issue confirmation of the receipt of documents (Provisional Receipt).
4. Receipt by the Manager to the Offer by the Closing Date of the duly completed and signed Letter of Acceptance along with the required documents will constitute acceptance of the Public Offer.
5. Completed Letters of Acceptance once submitted cannot be revoked by shareholders selling in the Public Offer.
6. The Public Offer will remain open for acceptance for seven days (starting from 9:00 A.M. PST on Tuesday, September 17, 2019 to 5:00 P.M. PST on Monday, September 23, 2019). Acceptances received after working hours on Closing Date shall not be entertained and the Offer period shall not be extended.
7. Copies of the Letter of Acceptance shall also be available at the registered office of Next Capital Limited (address provided above) or on its website i.e. www.nextcapital.com.pk

4.2. Details of the CDC account in which shares are required to be tendered by eligible shareholders on acceptance

CDC account holder shall follow the procedure set forth above, as applicable. Additionally, the CDC account holders must transfer their shares to the designated CDC Account of

<p>during the acceptance period</p>	<p>Manager to the Offer mentioned below:</p> <p>CDC Account Title: Manager to the Public Offer – Johnson & Phillips (Pak.) Ltd. CDC Participant ID: 12484 CDC Account No.: 20297 Transaction Reason Code:</p> <ul style="list-style-type: none"> • For Intra Account – A021 • For Inter Account – P015 <p>CDC Account Holders shall provide CDC transfer slip to the Manager to the Offer, with respect to transfer of shares.</p>
-------------------------------------	---

<p>4.3. Required Documents</p>	<p>The Letter of Acceptance must be accompanied by the following documents:</p> <p>For Individual Applicants:</p> <ul style="list-style-type: none"> • An attested copy of CNIC (for all shareholders) • Copy of CDC transfer slip submitted with CDC investor account services (for CDC shareholders only) • Original share certificates (for physical shareholders only) • Duly executed transfer deeds (for physical shareholders only) • Duly completed and signed authorization to split share(s) certificate letter (for physical shareholders only) <p>For Corporate Applicants:</p> <ul style="list-style-type: none"> • Memorandum and Articles of Association • Certified copy of certificate of incorporation (and for public companies, certificate of commencement of business) • Certified copies of CNICs of signatories • Certified copy of board resolution authorizing persons to sell the shares with specimen signatures of such authorized persons • Copy of CDC transfer slip submitted with CDC investor account services (for CDC shareholders only) • Original share certificates (for physical shareholders only) • Duly executed transfer deeds (for physical shareholders only) • Duly completed and signed authorization to split share(s) certificate letter (for
---------------------------------------	--

	<p>physical shareholders only)</p> <p><i>Letter of Acceptance furnished by the shareholder(s) without the requisite documents may be rejected by the Manager to the Offer as being incomplete and invalid.</i></p>
<p>4.4. Acceptance by the Acquirers</p>	<p>Shares successfully tendered in the manner described above will be acquired by the Acquirer free from all liens, charges and encumbrances and with all rights attaching to and / or deriving from them, including the right to receive all dividends, any other distributions declared, made or paid and / or any entitlement to subscribe for or receive any securities resolved by the Target Company to be issued to the members of the Target Company pro rata to their holdings of shares or otherwise.</p> <p>In the event, the number of shares offered for sale by the shareholders are more than the shares offered to be acquired by the Acquirer, the Acquirers shall, in consultation with the Manager to the Offer, accept the public offer or offers received from the shareholders on a proportional basis as prescribed by clause 112(2) of the Act and the excess surrendered shares for each shareholder shall be returned / re-transferred (as the case may be) to the relevant shareholder.</p> <p>The acceptance by the Acquirers of the shares tendered by the selling shareholders and payment of the offer price is subject to the following conditions:</p> <ul style="list-style-type: none"> • The Securities and Exchange Commission of Pakistan or any other competent authority having no objections to any of the provisions of the Public Offer. • The payment for shares does not contravene any section of the Foreign Exchange Regulation Act, 1947 and the Foreign Exchange Manual of the State Bank of Pakistan. • The Letter of Acceptance being duly completed and signed along with the required documents and submitted to the Manager to the Offer on or before the Closing Date. • The tendered shares being verified by the Target Company. • The Acquirer not withdrawing the Public Offer in accordance with the provisions of the Act.
<p>4.5. Payment of the Offer Price</p>	<p>Upon receipt of dully filled Letter of Acceptance along with the requisite documents, the Manager to the Offer will send written acceptances of the tender along with the Pakistani Rupee crossed cheque or pay order in favor of the shareholder as payment for such shares</p>

to the selling shareholder within ten (10) days of the Closing Date. No interest, mark-up, surcharge or other increment will be payable for any cause or reason on the aggregate price for the shares purchased by the Acquirer from any selling shareholder.

5. STATEMENTS BY THE ACQUIRERS

5.1. Applicable Law	The Public Offer shall be governed by the provisions of Part IX of the Securities Act, 2015 and Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017. Shareholders should not construe the content of this document as legal, tax or financial advice and should consult their own advisors as to the matters described in this Offer.
5.2. Statement by the Acquirer for assuming responsibility for the information contained in this document	Mr. Muhammad Anis Mianoor (the "Acquirer") assumes responsibility for the information contained in this document.
5.3. A statement by the Acquirer to the effect that Acquirer including persons in concert, if any, will be severally and jointly responsible for ensuring compliance with the Act and the Regulations	The Acquirer assumes responsibility for ensuring compliance with the Act and the Regulations.
5.4. A statement by the Acquirer that the Public Offer is being made to all the shareholders who have voting shares of the Target Company and (except the persons acting in concert with Acquirer) whose names appear in the register of shareholders as on the date of book closure	The Acquirer confirms that this Public Offer is being made to all the shareholders who have voting shares of the Target Company (except the Seller i.e. persons who are party to SPA) and whose names appear in the register of shareholders as on the date of book closure to be announced for this purpose.
5.5. A statement by the acquirer that all statutory approvals for the Public Offer have been obtained	The Acquirer confirms that all statutory approvals for the Public Offer as required under the Act and the Regulations have been obtained.
5.6. Disclosure as to whether relevant provisions of the Act and the Regulations have been complied with.	The Acquirer confirms that all relevant provisions of the Act and the Regulations have been complied with.
5.7. A statement to the fact if any director(s) of the Acquirer is also a director on the board of directors of Target Company	Not Applicable
5.8. A statement by the Acquirer as to whether or not any voting shares acquired in pursuance to the Public Offer shall be transferred to another person and if that is the case the names of such persons shall be disclosed	The Acquirer confirms that currently he does not have any intention of transferring the shares acquired in pursuance to the Public Offer to another person.

The foregoing information and copies of the Letter of Acceptance shall also be available at www.nextcapital.com.pk

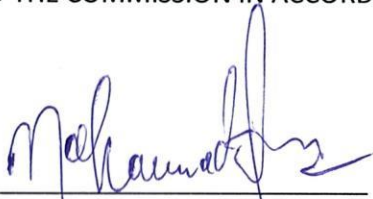
6. ENQUIRIES

All queries and correspondence relating to this Public Offer should be addressed to the Manager to the Offer at the following address:

Next Capital Limited
Corporate Finance and Advisory Team
2nd Floor, Imperial Court Building (New Block), Dr. Ziauddin Ahmed Road, Karachi
Contact: +92-332-3651678, +92-21-35222207, 111-639-825 Ext. 131
Email: cf@nextcapital.com.pk

7. DISCLAIMER

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DOCUMENT OF PUBLIC OFFER WITH THE SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY THE COMMISSION. THIS DOCUMENT HAS BEEN SUBMITTED TO THE COMMISSION FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE LAW/REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF JOHNSON & PHILLIPS (PAKISTAN) LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES / CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DOCUMENT. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DOCUMENT. THE MANAGER TO THE OFFER, NEXT CAPITAL LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES HIS RESPONSIBILITY ADEQUATELY. FOR THIS PURPOSE, THE MANAGER TO THE OFFER HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JULY 29, 2019 TO THE COMMISSION IN ACCORDANCE WITH PART IX OF THE SECURITIES ACT, 2015”.



Muhammad Anis Mianoor
CNIC: 42201-2391741-3