

19 May, 2015

The General Manager  
Karachi Stock Exchange Limited  
Stock Exchange Building Stock Exchange Road, Karachi.

Fax Nos. 021-3241 0825  
021-3241 5136

The General Manager  
Lahore Stock Exchange Limited  
19, Khayaban-e-Aiwan-e-Iqbal, Lahore-54000

Fax No. 042-111-441-441

The General Manager  
Islamabad Stock Exchange Limited  
ISE Towers, 55-B, Jinnah Avenue, Islamabad.

Fax No. 051-111-573-329

Director / HOD (Enforcement Department)  
Securities and Exchange Commission of Pakistan  
National Insurance Corporation Building, Jinnah Avenue, Islamabad.

**Disclosure of Execution of Share Purchase Agreements for Acquisition  
of 51% Voting and Non-Voting shares of Noon Pakistan Limited**

Dear Sirs,

Pursuant to section 15D of the Securities and Exchange Ordinance, 1969 read with clause (xx) of Regulation 35 of the Code of Corporate Governance, 2012 Fauji Fertilizer Bin Qasim Limited (FFBL) has reported to the stock exchanges / Securities and Exchange Commission of Pakistan on 19<sup>th</sup> May, 2015 that on 18<sup>th</sup> May, 2015, FFBL and Fauji Foundation executed share purchase agreements for the acquisition of 51% voting and non-voting shares of Noon Pakistan Limited (NPL) for the aggregate consideration of PKR 639,809,280 (PKR Six Hundred Thirty Nine Million Eight Hundred Nine Thousand Two Hundred and Eighty), comprising the share purchase agreement for the acquisition of 51% voting shares entered into with Malik Adnan Hayat Noon and Mr. Salman Hayat Noon and the share purchase agreement for the acquisition of 51% non-voting shares entered into with Malik Adnan Hayat Noon, Mr. Salman Hayat Noon, BHF Bank (Switzerland) Limited, Noon Sugar Mills Limited and Noon Sugar Mills Employees' Provident Trust Fund. FFBL and Fauji Foundation also entered into a Shareholders' Agreement for NPL with Malik Adnan Hayat Noon and Mr. Salman Hayat Noon on the same date.

By way of abundant caution, we may also circulate this information to the public. Disclosure in the format prescribed by the Securities and Exchange Commission of Pakistan through SRO 143/ (1)/2012 dated 5 December 2012, is also enclosed herewith as the Schedule.

Yours Sincerely,



SYED ANWAR ALI  
Company Secretary

Encl: As above.

## SCHEDULE

### Disclosure Form

In terms of Section 15D of the Securities and Exchange Ordinance 1969

19 May, 2015

Name of the Company Noon Pakistan Limited  
Date of Report 19 May, 2015  
Contact Information Syed Anwar Ali  
Company Secretary  
Noon Pakistan Limited  
66 Garden Block, New Garden Town, Lahore.  
Telephone: 92-42-35831462-63 Fax: 92-42-35831462  
Email: noonshr@brain.net.pk

Please mark the appropriate box below:

Disclosure of inside information by listed company in terms of Section 15D(1)

Pursuant to section 15D of the Securities and Exchange Ordinance, 1969 read with clause (xx) of Regulation 35 of the Code of Corporate Governance, 2012 Fauji Fertilizer Bin Qasim Limited (FFBL) has reported to the stock exchanges / Securities and Exchange Commission of Pakistan on 19<sup>th</sup> May, 2015 that on 18<sup>th</sup> May, 2015, FFBL and Fauji Foundation executed share purchase agreements for the acquisition of 51% voting and non-voting shares of Noon Pakistan Limited (NPL) for the aggregate consideration of PKR 639,809,280 (PKR Six Hundred Thirty Nine Million Eight Hundred Nine Thousand Two Hundred and Eighty), comprising the share purchase agreement for the acquisition of 51% voting shares entered into with Malik Adnan Hayat Noon and Mr. Salman Hayat Noon and the share purchase agreement for the acquisition of 51% non-voting shares entered into with Malik Adnan Hayat Noon, Mr. Salman Hayat Noon, BHF Bank (Switzerland) Limited, Noon Sugar Mills Limited and Noon Sugar Mills Employees' Provident Trust Fund. FFBL and Fauji Foundation also entered into a Shareholders' Agreement for NPL with Malik Adnan Hayat Noon and Mr. Salman Hayat Noon on the same date.

This information has already been disclosed by FFBL by its letter dated 19 May, 2015 to the SECP, all the Stock Exchanges and CEO of Noon Pakistan Limited and Noon Pakistan Limited is only disclosing this out of abundant caution.

Intimation decision of the listed company to delay disclosure of inside information in terms of Section 15D (2)

NIL

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 15D (3)

NIL

Disclosure of Transaction conducted by persons discharging managerial responsibilities within a listed company or persons closely associated with them in terms of Section 15D (5)

NIL

### SIGNATURE

In case of company, pursuant to the requirements of the Securities and Exchange Commission Ordinance 1969, the company has duly caused this form/ statement to be signed on its behalf by the undersigned hereunto duly authorized.



SYED ANWAR ALI  
Company Secretary  
Noon Pakistan Limited

# FFBL

Fauji Fertilizer Bin Qasim Limited

Ref. No. 11.2/Sectt/C

Dated: May 19, 2015

**The General Manager**  
**Karachi Stock Exchange Limited**  
Stock Exchange Building  
Stock Exchange Road  
Karachi - 74000, Pakistan

**The General Manager**  
**Islamabad Stock Exchange Limited**  
ISE Towers  
55-B, Jinnah Avenue  
Islamabad, Pakistan

**The General Manager**  
**Lahore Stock Exchange Limited**  
Lahore Stock Exchange Building  
19, Khayaban-e-Aiwan-e-Iqbal  
Lahore - 54000, Pakistan

**Director/HOD (Enforcement Department)**  
**Securities and Exchange Commission of Pakistan**  
NIC Building, Jinnah Avenue  
Islamabad-44000  
Pakistan

Dear Sirs,

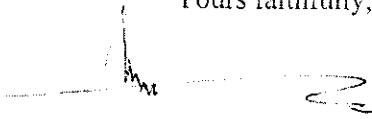
**Subject: Disclosure of Execution of Share Purchase Agreements for Acquisition of 51% Voting and Non-Voting Shares of Noon Pakistan Limited**

We write further to our letter and disclosure form dated 28 April 2015.

Pursuant to Section 15D of the Securities and Exchange Ordinance, 1969 read with Clause (xx) of Regulation 35 of the Code of Corporate Governance, 2012 we write to disclose that on 18 May 2015, Fauji Fertilizer Bin Qasim Limited and Fauji Foundation executed share purchase agreements for the acquisition of 51% voting and non-voting shares of Noon Pakistan Limited for the aggregate consideration of PKR 639,809,280 (PKR Six Hundred Thirty Nine Million Eight Hundred Nine Thousand Two Hundred and Eighty), comprising the share purchase agreement for the acquisition of 51% voting shares entered into with Malik Adnan Hayat Noon and Mr. Salman Hayat Noon and the share purchase agreement for the acquisition of 51% non-voting shares entered into with Malik Adnan Hayat Noon, Mr. Salman Hayat Noon, BHF Bank (Switzerland) Limited, Noon Sugar Mills Limited and Noon Sugar Mills Employees' Provident Trust Fund. Fauji Fertilizer Bin Qasim Limited and Fauji Foundation also entered into a Shareholders' Agreement for Noon Pakistan Limited with Malik Adnan Hayat Noon and Mr. Salman Hayat Noon on the same date.

The disclosure mentioned above, in the format prescribed by the Securities and Exchange Commission of Pakistan through its statutory regulatory order (S.R.O 1432/(1)/2012) dated December 5, 2012 is enclosed herewith as the Schedule.

Yours faithfully,

  
**Brig Muhammad Azam SI (M), (Retd)**  
Company Secretary

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73-Harley Street, Rawalpindi-Pakistan.  
Tel: 92 51 9272196-7, Fax: 92 51 9272198-9. www.ffbl.com

# FFBL

Fauji Fertilizer Bin Qasim Limited

SCHEDULE

**Disclosure Form**  
**In terms of Section 15D of the Securities and Exchange Ordinance, 1969**

Islamabad  
May 19, 2015

Name of the Company      Fauji Fertilizer Bin Qasim Limited

Date of Report              May 19, 2015

Contact Information        Brig Muhammad Azam SI (M), (Retd)  
Company Secretary  
Fauji Fertilizer Bin Qasim Limited  
73 - Harley Street  
Rawalpindi

Telephone: 92-51-9272189  
Fax: 92-51-9272198  
Email: secretary@ffbl.com

Please mark the appropriate box below:

**Disclosure of inside information by listed company in terms of Section 15D(1).**

On 18 May 2015, Fauji Fertilizer Bin Qasim Limited and Fauji Foundation executed share purchase agreements for the acquisition of 51% voting and non-voting shares of Noon Pakistan Limited for the aggregate consideration of PKR 639,809,280 (PKR Six Hundred Thirty Nine Million Eight Hundred Nine Thousand Two Hundred and Eighty), comprising the share purchase agreement for the acquisition of 51% voting shares entered into with Malik Adnan Hayat Noon and Mr. Salman Hayat Noon and the share purchase agreement for the acquisition of 51% non-voting shares entered into with Malik Adnan Hayat Noon, Mr. Salman Hayat Noon, BHF Bank (Switzerland) Limited, Noon Sugar Mills Limited and Noon Sugar Mills Employees' Provident Trust Fund. Fauji Fertilizer Bin Qasim Limited and Fauji Foundation also entered into a Shareholders' Agreement for Noon Pakistan Limited with Malik Adnan Hayat Noon and Mr. Salman Hayat Noon on the same date.

**Intimation of decision of the listed company to delay disclosure of inside information in terms of Section 15D(2).**

NIL

# FFBL

Fauji Fertilizer Bin Qasim Limited

- 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 15D(3).

NIL


- 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).

NIL

## SIGNATURE

In case of company pursuant to the requirements of the Securities and Exchange Ordinance, 1969, the company has duly caused this form/statement to be signed on its behalf by the undersigned hereunto duly authorized.

Yours faithfully,

  
Brig Muhammad Azam SI (M) (Retd)  
Company Secretary