



04 July 2016

WTL/PSX-SECP/MI/07/2016

The General Manager

Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Executive Director

Securities Market Division
Securities and Exchange Commission of Pakistan
NIC Building, Jinnah Avenue, Blue Area,
Islamabad.

Subject: Disclosure under Regulation 5 of Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulation, 2008

Dear Sir(s),

In Continuation of our previous disclosure on the subject dated 24 June 2016, please find the attached Revised Public Announcement of Intention as received from Arif Habib Limited who is acting as Manager to Offer on behalf of Allied Supplies and Services (Pvt) Limited and Dunya Technologies Limited. In light of the above mentioned regulation, we would like to inform you that a Notice of revised Public Announcement of Intention under Regulation -6 of Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulation, 2008 has been received by us from Arif Habib Limited.

Manager to Offer after Consultation with Securities and Exchange Commission of Pakistan (SECP) has incorporated information with regard to Preference Shares in revised Public Announcement of Intention, same is also published in English and Urdu daily newspaper on 01 July 2016.

We are hereby attaching revised Public Announcement of Intention with regard to the captioned subject and related disclosure of material information under Regulation - 5 of Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulation, 2008.

Moreover, copies of the letter received along with revised Public Announcement of Intention have been enclosed herewith for your information.

Yours truly,

For and on behalf of **WorldCall Telecom Limited**

Muhammad Azhar Saeed, ACA
Officiating Company Secretary

Enclosed: As Above

Head Office:

67 A, C-III, Gulberg-III, Lahore.
Tel: (92 42) 35872633-38
Fax: (92 42) 35755231

June 30, 2016

Executive Director

Public Offering and Regulated Persons Department
Securities and Exchange Commission of Pakistan
National Insurance Corporation Building
Jinnah Avenue,
Islamabad.

Deputy Manager

Company Affairs
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Mr. Saud Mansoor Mohammed Al Mazrooei

✓ Company Secretary
WorldCall Telecom Limited
67-A, C/III, Gulberg-III
Lahore

Subject: Public Announcement of Intention to acquire 56.8% of the ordinary share capital of WorldCall Telecom Limited ("WTL") and 100% of the Convertible Preference Shares of WTL by Allied Supplies and Services (Private) Limited ("ASSPL") and Dunya Technologies (Private) Limited ("DTL") together hereinafter referred to as the ("Acquirers")

Dear Sir(s),

On behalf of Allied Supplies and Services (Private) Limited ("ASSPL") and Dunya Technologies (Private) Limited (together hereinafter referred to as the "**Acquirers**"), Arif Habib Limited as the Manager to the Offer, is pleased to submit a Public Announcement of Intention to acquire 488,839,429 Ordinary Shares of WTL ("**Target Company**") representing 56.8% the total issued and paid up share capital of WTL and 350,000 Convertible Preference Shares representing 100% of the Convertible Preference Shares issued by the WTL.

After due consultation with Commission, we have incorporated information in regards to Preference Shares. Herewith revised public announcement of intention is attached for your information and necessary action.

In addition, we would like to inform you that a copy of this announcement shall be published in one English and one Urdu daily newspaper on July 1, 2016.

Yours faithfully,

For and on behalf of **Arif Habib Limited**



Ahmed Rajani
Vice President
Investment Banking

Public announcement of intention to acquire 56.8% of the ordinary share capital and 100% of the Convertible Preference Shares of

WorldCall Telecom Limited

By

Allied Supplies and Services (Pvt) Limited

And

Dunya Technologies Limited

Under

Securities Act, 2015

1) Information about the acquirers

Acquirers:

(a) Name(s) and Address(s) of acquirer along with persons acting in concert, if any.

Name: Allied Supplies and Services (Pvt) Limited

Address: 19-A, Block E-2, Gulberg III, Lahore

Name: Dunya Technologies Limited

Address: Suite# 208, Canon Bldg, Dubai Internet City, P.O.Box 500558, Dubai, UAE

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

Arif Habib Limited, 2nd Floor, Arif Habib Centre, 23, M.T. Khan Road, Karachi.

(c) In case the acquirer is a company(s):

Allied Supplies and Services (Pvt) Limited

(i) Names of the chief executive and directors of the company(s):

Chief Executive: Mr. Abdullah Afzal

Directors of the Company:

1. Mr. Abdullah Afzal
2. Mrs. Afshan Sohail

(ii) Names of major shareholders of the company.

1. Mr. Abdullah Afzal
2. Mrs. Afshan Sohail

Dunya Technologies Ltd

(i) Names of the chief executive and directors of the company(s); and

Chief Executive/Secretary: Mr. Sohail Afzal

Directors of the Company: Mr. Sohail Afzal

(ii) Names of major shareholders of the company.

Mr. Sohail Afzal

2) Information about the target company

a) Name of the target company, its directors and major shareholders.

Name: WorldCall Telecom Limited (WTL)

Directors:

1. Mr. Mehdi Mohamed Jawad Abdullah Al-Abduwani (Chairman/Director)
2. Mr. Talal Said Marhoon Al Moamari (Vice Chairman/Director)
3. Mr. Samy Ahmed Abdul Qadir Al Ghassany (Director)
4. Mr. Aimen bin Ahmed Al-Hosni (Director)
5. Mr. Sohail Qadir (Director)
6. Dr. Syed Salman Ali Shah (Director)

7. Mr. Shahid Aziz Siddiqi (Director)
8. Mr. Babar Ali Syed (CEO)

Major Shareholders:

Omantel Telecommunications Company (SAOG)

b) Total number of issued shares of the company.

- i. Ordinary Shares (Voting): 860,571,513/of PKR 10 each
- ii. Convertible Preference Shares: 350,000 shares of USD 100 each

3) Number of shares already held by the acquirer(s), if any.

None

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

Allied Supplies and Services (Pvt) Limited intends to acquire 488,839,429 Ordinary Voting Shares from Omantel Telecommunications Company (SAOG) through agreement. This represents 56.8% of the ordinary share capital of the target. A public offer is intended to be made for half of the remaining ordinary shares of the target.

Dunya Technologies Ltd intends to acquire 350,000 Convertible Preference Shares (CPS) with a face value of US \$ 100 each through agreement. This represents 100% of the CPS issued by the target. The CPS are non-voting, cumulative and convertible preference shares entitled to a non-cash dividend of 5.9% per annum or the dividend declared to ordinary shareholders, whichever is higher. Furthermore, holders of the CPS have the option for conversion of any or all of the CPS (including any dividend shares) into Ordinary Voting Shares. The number of Ordinary Voting Shares to be allotted and issued as a result of conversion is determined by the ratio $(X = (P+Div)/(D))$, where X: means Number of Ordinary Shares to be issued; D: means the discounted share price; P: means the face value of US\$ 100/- multiplied by the no. of Preference Shares, converted to Pakistan Rupees at the State Bank of Pakistan US\$ settlement rate prevailing on the Conversion Date. The detailed terms and conditions applicable to the CPS are set forth in Note 33 of the Annual Report of the target for 2014 which is available on the web site of the target (www.worldcall.com.pk)