

FAUJI CEMENT COMPANY LIMITED

Fauji Towers, Block-III, 68 Tipu Road, Chaklala, Rawalpindi, Pakistan

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E-mail : secretaryoffice@fccl.com.pk Exchange : 051-9280081-83
Website : <http://www.fccl.com.pk> : 5763321-24
Case No : SECY/FCCL/2037/39 Date : 04 Nov 2025

To: **The General Manager**
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road, Karachi

Subject: **Addendum to the Public Announcement of Intention to Acquire Shares and Joint Control of Attock Cement Pakistan Limited by Fauji Cement Company Limited and Kot Addu Power Company Limited under the Securities Act, 2015 and Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017**

1. In continuation of our earlier Material Information dated 03 November 2025 and in accordance with the Sections 96 and 131 of the Act and Clause 5.6.1 of the Pakistan Stock Exchange Rule Book, we would like to inform you that Integrated Equities Limited (IEL), being the Manager to Offer (MTO) have submitted the Addendum to the Public Announcement of Intention (PAI) to acquire majority Shares together with Joint Control of Attock Cement Pakistan Limited (Target), on behalf of Kot Addu Power Company Limited (KAPCO) and Fauji Cement Company Limited (FCCL) (replacing Fauji Foundation (FF)) (together referred to as Acquirers) under the relevant provision of the Act and the Regulations. The copy of the PAI is attached for your information and record.

2. The PAI is intended to be published in one English and one Urdu newspaper within two working days in accordance with the Regulations and the Act.

Yours faithfully,

For and on behalf of Fauji Cement Company Limited



Brig Kashif Naveed Abbasi, SI (M), Retd
Company Secretary

Enclosed: Public Announcement of Intention
Copy to: The Director/HOD
Offsite – II Department
Listed Companies Department, Supervision Division
Securities and Exchange Commission of Pakistan
63 – NIC Building, Jinnah Avenue, Blue Area,
Islamabad.



Stock Brokers at PSX
Investment Advisors
Financial Consultants
M&A, IPO, REITs Advisors

The Chief Executive Officer
Attock Cement Pakistan Limited
D-70, Block-4, Kehkashan-5, Clifton
Karachi

04 November 2025

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

Executive Director/HOD
Public Offering and Regulated Persons Department
Securities Market Division
Securities & Exchange Commission of Pakistan
NIC Building, 63-Jinnah Avenue,
Islamabad

Addendum to the Public Announcement of Intention
to Acquire Shares and Joint Control of Attock Cement Pakistan Limited
by Fauji Cement Company Limited and Kot Addu Power Company Limited
under the Securities Act, 2015 and Listed Companies (Substantial Acquisition of
Voting Shares and Takeovers) Regulations, 2017

Dear Sirs,

This is with reference to the Public Announcement of Intention to acquire up to acquire majority shares together with Joint Control of Attock Cement Pakistan Limited ("**Target Company**"), on behalf of Kot Addu Power Company Limited (**KAPCO**) and Fauji Foundation (together referred to as "**Acquirers**") published in the daily "The Nation" (English) and "Nawa-i- Waqt" (Urdu) on 04 June 2025.

We, Integrated Equities Limited ("**Manager to the Offer**") would like to inform, vide this Addendum to the Public Announcement of Intention, that Fauji Cement Company Limited will replace Fauji Foundation as Acquirer for acquisition of up to 84.06% shares and joint control of, the Target Company with KAPCO.

In this regard and in accordance with the provisions of the Securities Act 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017, we hereby submit the Addendum to the Public Announcement of Intention on behalf of Fauji Cement Company Limited and KAPCO for acquisition of up to up to 84.06% shares and joint control of, the Target Company.

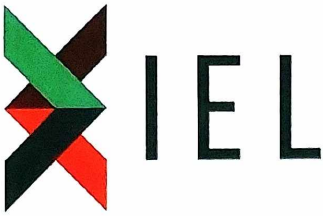
The Addendum is expected to be published in the daily "The Nation" (English) and "Nawa-i-Waqt" (Urdu) newspapers on 06 November 2025 and cuttings of the newspapers shall be provided to PSX.

Integrated Equities Limited

Head Office : 30 Cricketers Colony, 3rd Floor, NETSOL Avenue, Ghazi Interchange Ring Road Lahore. T 92 42 3574 1714 -15 E info@iel.net.pk www.iel.net.pk
Branch Office : Room No. 134, 3rd Floor, Stock Exchange Main Building, Karachi. T 92 21 3240 0881- 82 PSX TREC No. 293



AnyScanner



Stock Brokers at PSX
Investment Advisors
Financial Consultants
M&A, IPO, REITs Advisors

Please find enclosed a copy of the Addendum to the Public Announcement of Intention. You may contact the undersigned for any additional information or clarification.

For and on behalf of Integrated Equities Limited (Manager to the Offer)

Yours faithfully,

For Integrated Equities Limited
(Manager to the Offer)

Muhammad Iqbal Hussain

Enclosed: Addendum to the Public Announcement of Intention
Copy to: All Concerned

Integrated Equities Limited

Head Office : 30 Cricketers Colony, 3rd Floor, NETSOL Avenue, Ghazi Interchange Ring Road Lahore. T 92 42 3574 1714 -15 E info@iel.net.pk www.iel.net.pk
Branch Office : Room No. 134, 3rd Floor, Stock Exchange Main Building, Karachi. T 92 21 3240 0881- 82 **PSX TREC No. 293**



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Fauji Cement Company Limited



Kot Addu Power Company Ltd.

**ADDENDUM TO THE PUBLIC ANNOUNCEMENT OF INTENTION
TO ACQUIRE SHARES AND JOINT CONTROL OF
ATTOCK CEMENT PAKISTAN LIMITED (THE “TARGET COMPANY”)**

**BY
FAUJI CEMENT COMPANY LIMITED (“FFCL”)
AND
KOT ADDU POWER COMPANY LIMITED (“KAPCO”)
 (“ACQUIRERS”)**

**UNDER
THE SECURITIES ACT, 2015**

This Addendum covers changes to the Public Announcement of Intention issued by Kot Addu Power Company Limited and Fauji Foundation on 03 June 2025 to acquire 84.06% shareholding and joint control of the Target Company. Due to a change in one of the acquirers, Fauji Foundation to Fauji Cement Company Limited, we are reproducing the changes to the original Public Announcement of Intention below. All other details including details of the Target Company remain unchanged.

Admonishment: Please note that the public announcement of intention to acquire voting shares/control of the “Attock Cement Pakistan Limited” is subject to obtaining the requisite regulatory approvals where required. The public announcement of intention may be withdrawn, if the requisite approvals are not granted by the concerned regulatory authority(ies).

PART A

BRIEF DESCRIPTION OF THE INTENDED ACQUISITION

Kot Addu Power Company Limited and Fauji Cement Company Limited (together referred to as “**Acquirers**”) intend to acquire 84.06% shareholding and joint control of the Target Company. The Public Offer, if at all shall be made in accordance with the Listed Companies (Substantial Acquisition of Voting Shares and Takeover) Regulations, 2017 (the “**Regulations**”)



Fauji Cement Company Limited



Kot Addu Power Company Ltd.

Intended Acquisition through	Acquirers	No. of Shares	Percentage
Share Purchase Agreement (SPA)	1. Fauji Cement Company Limited	57,763,175 ordinary shares of the Target Company	42.03% of the paid-up share capital of the Target Company
	2. Kot Addu Power Company Limited	57,763,174 ordinary shares of the Target Company	42.03% of the paid-up share capital of the Target Company
Public Offer	1. Fauji Cement Company Limited	Not determinable at this stage	To be determined in accordance with the Regulations and after finalization of due diligence and Agreement(s)
	2. Kot Addu Power Company Limited	Not determinable at this stage	To be determined in accordance with the Regulations and after finalization of due diligence and Agreement(s)

PART B

1) INFORMATION ABOUT THE ACQUIRER(S)

a. Names and Addresses of Acquirer(s) along with person(s) acting in concert, if any:

Name of Acquirer 1	Fauji Cement Company Limited
Address	Fauji Tower Block III, 68 Tipu Road, Chaklala, Rawalpindi
Name of Acquirer 2	Kot Addu Power Company Limited
Address	Office no. 309, 3 rd Floor, Evacuee Trust Complex, Agha Khan Road, F-5/1, Islamabad, Pakistan

b. Name(s) of the ultimate acquirer or the ultimate controlling shareholder:

Fauji Cement Company Limited	Fauji Cement Company Limited is a listed company on the Pakistan Stock Exchange. 61.65% of its shares are held by Fauji Foundation (FF), being the largest shareholder of the Company. FF was established as a charitable trust in 1954 under the Charitable Endowments Act, 1890. For further details on FF, please visit https://www.fauji.org.pk/
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Fauji Cement Company Limited



Kot Addu Power Company Ltd.

Kot Addu Power Company Limited	KAPCO is a public listed company incorporated under the laws of the Islamic Republic of Pakistan. WAPDA a statutory corporation owns 40.25% shareholding of KAPCO. KAPCO has around 60,544 Shareholders (as of 31 May 2025) which include banks, DFIs, NBFIs insurance companies, mutual funds and the general public. The major shareholders include: - WAPDA 40.25% - MCB Bank Limited 9.43% - KAPCO Employees Empowerment Trust 5.48% - United Bank Limited 5.00% KAPCO's Board of Directors has three independent directors and five non-executive directors (WAPDA representation on the Board of Directors being three Directors including Chairman Board of Directors). WAPDA is a statutory corporation created by the Pakistan Water and Power Development Authority Act, 1958 and is controlled by the Federal Government of the Islamic Republic of Pakistan.
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c. Name and address of manager to the offer of the acquirer:

Name of Manager to the Offer	Integrated Equities Limited (IEL)
Address	30 Cricketers Colony, IEL Tower, NETSOL Avenue, Ghazi Interchange, Ring Road, Lahore

d. Principal areas of business of the Acquirer and relevant experience:

Fauji Cement Company Limited	The principal activity of the Company is manufacturing and sale of different types of cement and tile bond.
Kot Addu Power Company Limited	The Company was listed on April 18, 2005 on Pakistan Stock Exchange Limited. The principal activities of the Company are to own, operate and maintain a multi-fuel fired power station with fifteen generating units with a nameplate capacity of 1,600 MW in Kot Addu, District Muzaffargarh, Punjab, Pakistan and to sell the electricity produced therefrom to a single customer, Pakistan Water and Power Development Authority (WAPDA) under a Power Purchase Agreement (PPA) which was initially for a period of 25 years. WAPDA irrevocably transferred all of its rights, obligations and liabilities under the PPA to Central Power Purchasing Agency Guarantee Limited (CPPA-G) (Power Purchaser) thereunder via Novation Agreement which became effective on May 21, 2021 after approval from the relevant authorities. The PPA was extended by 16 months from June 26, 2021 as part of the settlement of a liquidated damages dispute.



Fauji Cement Company Limited



Kot Addu Power Company Ltd.

	pursuant to the terms of Master Agreement and the Third Amendment to the PPA, which expired on October 24, 2022. The National Electric Power Regulatory Authority (“NEPRA”) approved a Provisional Tariff (application for Final Tariff Determination is still pending) for 500 MW (Block I and Block II) under Rule 4(7) of NEPRA Tariff (Standards and Procedure) Rules, 1998, through its tariff determination dated April 9, 2025. Thereafter, NEPRA vide letter dated May 19, 2025 addressed to the Central Power Purchasing Agency (Guarantee) Limited (CPPA-G) (and <u>inter alia</u> copied to the Company) granted approval of the Tri-Partite Power Purchase Agreement (TPPA) between the CPPA-G, the Company and National Grid Company of Pakistan Limited along with the schedules. The directions of NEPRA as stipulated in its letter dated May 19, 2025 are to be complied with for signing of the TPPA, which, <u>inter alia</u>, include the conduct of Initial Capacity Test (ICT) and the Heat Rate Test (HRT) for bench marking efficacy and an Independent Engineer is to evaluate and determine Simple Cycle Efficiency/Heat Rate numbers which are to be submitted before NEPRA along with ICT and HRT Reports and thereafter the TPPA will become effective for operations of the Power Plant. The TPPA is in process of signing off by the parties. The Company has its Power Complex at Kot Addu (Muzaffargarh), a corporate office located in Lahore and registered office located in Islamabad.
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e. In case the acquirer is a fund/company:

Fauji Cement Company Limited:

i) Name of Managing Director and chief executive	Mr. Qamar Haris Manzoor
ii) Names of the Directors of the company	Lt. Gen Anwar Ali Hyder, HI (M), Retd Chairman Maj. Gen Tariq Qaddus, HI (M), Retd Director Mr. Khushid Zafar Qureshi Director Syed Bakhtiyar Kazmi Director Mr. Mohammad Majid Munir Director Syed Muhammad Irfan Aqueel Independent Director Ms Maleeha Humayun Bangash Independent Director Ms Saira Nasir Independent Director/Female Director
iii) Names of substantial shareholders of the company	Fauji Foundation holding 61.65% shares of FCCL
iv) Date of incorporation	November 23, 1992
v) Jurisdiction of incorporation	Pakistan



Fauji Cement Company Limited



Kot Addu Power Company Ltd.

vi) Authorized and paid-up capital	Authorized Capital: 5,000,000,000 ordinary shares of Rs 10 each Paid up Capital: 2,452,847,220 ordinary shares of Rs. 10 each
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Kot Addu Power Company Limited:

vii) Name of the Chief Executive of the Company	Mr. Shahab Qader Khan
viii) Names of the Directors of the company	Lt. General (Retd) Muhammad Saeed (Chairman) Mr. Shahab Qader Khan (Chief Executive) Mr. Aqeel Ahmed Nasir Mr. Hafiz Mohammad Yousaf Mr. Saad Iqbal Mr. Naveed Asghar Chaudhry Ms. Mahwish Humayun Khan Mr. Khawaja Khalil Shah Mr. Muhammad Arfan
ix) Names of substantial shareholders of the company	- WAPDA: 40.25% - MCB Bank Limited: 9.43% - KAPCO Employees Empowerment Trust: 5.48% - United Bank Limited: 5.00%
x) Date of incorporation	25 April 1996
xi) Jurisdiction of incorporation	The Registered Office is located in Islamabad, Pakistan
xii) Authorized and paid-up capital	Authorized Capital: PKR 36,000,000,000 divided into 3,600,000,000 ordinary shares of PKR 10/- each Paid up Capital: PKR 8,802,532,280 divided into 880,253,228 ordinary shares of PKR 10/- each

For further information on KAPCO, please visit www.kapco.com.pk

f. Detail of companies, where the intended acquirer holds more than thirty percent voting shares:

Fauji Cement Company Limited: Nil

For further details please visit website: <https://www.fccl.com.pk/>.

Kot Addu Power Company Limited: Nil

g. Information about ultimate beneficial owner of the intended acquirer(s):

(i) Name(s) of the natural person(s), CNIC/Passport Number, Nationality and address of each person:



Fauji Cement Company Limited



Kot Addu Power Company Ltd.

Fauji Cement Company Limited	Fauji Cement Company Limited is a listed company on the Pakistan Stock Exchange. 61.65% of its shares are held by Fauji Foundation (FF), being the largest shareholder of the Company. FF was established as a charitable trust in 1954 under the Charitable Endowments Act, 1890. It does not have any ultimate beneficial owner. For further details on FF, please visit https://www.fauji.org.pk/
Kot Addu Power Company Limited	There is no Ultimate Beneficial Owner of KAPCO under section 123A of the Companies Act, 2017. Please also refer to Para 1(b) above for pattern of shareholding. For further detail on the pattern of shareholding of KAPCO as of 30 June 2025, please visit KAPCO's website www.kapco.com.pk under the head "Investor Information"

(ii) Detail of companies located in and outside Pakistan, where the ultimate acquirer or the ultimate controlling shareholder held control and or more than thirty percent voting shares:

Fauji Cement Company Limited is a listed company on the Pakistan Stock Exchange. 61.65% of its shares are held by Fauji Foundation (FF), being the largest shareholder (ultimate Acquirer) of the Company. FF was established as a charitable trust in 1954 under the Charitable Endowments Act, 1890. FF holds following shareholding in companies:

Name of Company	Registration No.	Nature (listed / unlisted / private)	Nature of business	Jurisdiction of incorporation	Description held control / more than thirty % shares or both
Fauji Fertilizer Company Ltd.	0006241	Listed	Fertilizer	Islamabad	44.35%
Fauji Cement Company Ltd	0028972	Listed	Cement	Islamabad	61.65%
Mari Petroleum Company Ltd.	0012471	Listed	Petroleum	Islamabad	40%
Fauji Kabirwala Power Company Ltd.	0033051	Public Unlisted	Power	Islamabad	57.82%
Fauji Oil Terminal and Distribution Company Ltd.	0041853	Public Unlisted	Oil Terminal	Karachi	51.84%
Foundation Power Company Daharki Ltd.	0004945	Public Unlisted	Power	Islamabad	100%
Fauji Akbar Portia Marine Terminal Ltd.	0052255	Public Unlisted	Marine Terminal	Karachi	50.31%
Fauji Meat Ltd.	0085037	Public Unlisted	Meat Processing	Islamabad	100%
Foundation Solar Energy Limited	0089959	Public Unlisted	Solar EPC	Islamabad	37.50%
Fongrow (Pvt.) Ltd.	0212713	Private	Agriculture	Islamabad	100%



Fauji Cement Company Limited



Kot Addu Power Company Ltd.

For further details on FF and its group companies, please visit <https://www.fauji.org.pk/>

Kot Addu Power Company Limited:

Please refer to Para 1(b) above for pattern of shareholding. For further detail on the pattern of shareholding of KAPCO as of 30 June 2025, please visit KAPCO's website www.kapco.com.pk under the head "Investor Information"

h. Detail of any existing holding of voting rights in the target company:

(i) which the acquirer owns or over which they have control or direction:	N/A
(ii) which is owned or controlled or directed by any person acting in concert with the acquirer(s):	N/A
(iii) In respect of which the acquirer(s) or any person acting in concert with them has received an irrevocable commitment to accept the takeover offer; and in respect of which the acquirer(s) or any person acting in concert with them holds an option to purchase or warrants or other convertible securities:	N/A

i. All conditions (including normal conditions relating to acceptance, listing and increase of capital) to which the public offer or posting of it is subject:

The consummation of the acquisition shall be subject to, inter alia, finalization of acquisition terms, due diligence, execution of appropriate agreement(s) and receipt of all regulatory and corporate approvals, where required. The minimum level of acceptance, i.e. number and percentage shares, to which the offer is subject, if any, will be specified in the public offer.

All queries and correspondence relating to this Addendum to the Public Announcement of Intention may be addressed to the manager to offer at the following address:

Integrated Equities Limited (Manager to Offer)

Mr. Muhammad Iqbal Hussain

30 Cricketers Colony, IEL Tower, NETSOL Avenue, Ghazi Interchange, Ring Road, Lahore

Contact: +92-42-3574 1714-15, Cell No. 0345 0091 263

Email: iqbal.hussain@iel.net.pk, Website: www.iel.net.pk

Signature: _____

For and on behalf of Fauji Cement Company Limited

Name: Qamar Haris Manzoor

Designation: Chief Executive Officer/MD

Date: 04 November 2025

Stamp



Signature: _____

For and on behalf of Kot Addu Power Company Limited

Name: Shahab Qader Khan

Designation: Chief Executive

Date: 04 November 2025

Stamp

