

August 2, 2019

**The Executive Director**

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

**Subject: Submission of Proposed Offer Letter with respect to the Public Announcement of Offer to acquire shares of Johnson & Phillips (Pakistan) Limited**

Dear Sir,

Reference is made to the Public Announcement of Offer to acquire 1,097,718 shares of Johnson & Phillips (Pakistan) Limited ("Target Company") made by Mr. Muhammad Anis Mianoor ("Acquirer") and published in the newspapers on July 31, 2019 under the Securities Act, 2015 (the "Act") and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (the "Regulations").

In accordance with regulation 24(4) of the Regulations, we, on behalf of the Acquirer, are pleased to submit a copy of the proposed Offer Letter along with necessary enclosures that will be sent to the shareholders of the Target Company under section 117 of the Act.

Sincerely,

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



Humaira Asad  
Senior Associate – Corporate Finance and Advisory  
Next Capital Limited

Encl: As above

CC to:

**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

## OFFER LETTER

Date: \_\_\_\_\_

To: [Name of the Eligible Shareholder]

[Address Block]

[Address Block]

[Address Block]

[Address Block]

**Subject: Offer for Purchase of Shares of Johnson & Phillips (Pakistan) Limited (“the Target Company” or “JOPP”)**

Dear Sir / Madam,

1. In pursuance of the public announcement of offer made by Mr. Muhammad Anis Mianoor (the “Acquirer”) and published in Business Recorder and Nawa-e-Waqt on July 31, 2019, this is to inform you that the Acquirer intends to acquire 1,097,718 voting ordinary shares of JOPP (comprising 20.14% of the paid-up capital). Therefore, we are making an offer to you for the acquisition of your [number of shares] ordinary shares of JOPP on the terms and subject to the conditions enclosed herewith.

The Acquirer has entered into a share purchase agreement dated February 14, 2019 (the “SPA”) with Etheridge Company Limited (the “Seller”) for the purchase of 2,719,536 Voting Ordinary Shares (49.90%) of the Target Company at a price of PKR 65/- per ordinary voting share.

2. Accordingly, in pursuance of Acquirer’s obligations under the Securities Act, 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017, you are hereby, being made an offer to sell your [number of shares] share(s) of **Johnson & Phillips (Pakistan) Limited** at **PKR 66.30/- per share** (the “Offer Price”) to Mr. Muhammad Anis Mianoor on the terms and conditions attached herewith. The public announcement of offer containing detailed information can be viewed at the website of Manager to the Offer i.e. [www.nextcapital.com.pk](http://www.nextcapital.com.pk)
3. The offer is valid until Monday, September 23, 2019. You may accept the offer between **Tuesday, September 17, 2019 to Monday, September 23, 2019 (“Acceptance Period”)**.
4. In case your shares are held in electronic form, you may accept the offer by tendering your shares to the CDC account of the Manager to the Offer (“Next Capital Limited”) during the Acceptance Period as per the following details and submit the CDC transfer slip along with duly filled and signed Acceptance Letter and required documents to the Manager to the Offer, whose contact details are provided below, latest by 5:00 pm on the last day of the Acceptance Period:

<b>CDC Account Title:</b>	Manager to the Public Offer – Johnson & Phillips (Pakistan) Limited
<b>CDC Participant ID:</b>	12484
<b>CDC Sub Account No:</b>	20297
<b>UIN:</b>	42201-2391741-3
<b>Transaction Reason Code:</b>	<ul style="list-style-type: none"><li>• For Intra Account: A021</li><li>• For Inter Account: P015</li></ul>

In case of physical shares, you may accept the offer by delivering the duly filled and signed Acceptance Letter (enclosed) along with physical shares, duly verified transfer deed(s) and other required documents by courier or by hand to the Manger to the Offer, whose contact details are provided below, latest by 5:00 pm on the last day of the Acceptance Period.

5. All payments through pay order / crossed cheque against shares accepted by the Acquirer will be made within a period of not more than 10 days from date of closure of the Acceptance Period.
6. In case of any query regarding the public announcement of offer, you may contact the Acquirer or the Manager to the Offer at the following addresses:

<b>Manager to the Offer:</b> Next Capital Limited Corporate Finance and Advisory Team Address: 2 <sup>nd</sup> Floor, Imperial Court Building (New Block), Dr. Ziauddin Ahmed Road, Karachi Contact No: +92-332-3651678, +92-21-35222207, 111-639-825 Ext. 131 Email: <a href="mailto:cf@nextcapital.com.pk">cf@nextcapital.com.pk</a>	<b>Acquirer:</b> Name: Muhammad Anis Mianoor Address: D-126, Bawany Challi, S.I.T.E, Karachi Office: +92-300-8231864, +92-333-3451748 Mobile: +92-333-2146212 Email: <a href="mailto:anis@amsenterprise.pk">anis@amsenterprise.pk</a>
---	--

The Acquirer accepts all responsibility for the information contained in this Offer Letter.

Yours truly,

---

Muhammad Anis Mianoor

Enclosed:

- 1) Public Offer - Terms and Conditions and Procedures
- 2) Draft of Acceptance Letter
- 3) Annexure 1 to Acceptance Letter – Draft of Transfer Deed
- 4) Annexure 2 to Acceptance Letter – Share Splitting Authorization Letter
- 5) Annexure 3 to Acceptance Letter – Authority to pick-up excess shares

<b>Public Offer – Terms and Conditions and Procedures</b>	
<b>Target Company</b>	Johnson & Phillips (Pakistan) Limited (“the Target Company” or “JOPP”)
<b>Acquirer</b>	Mr. Muhammad Anis Mianoor
<b>Applicable Laws</b>	The Public Offer shall be governed by the provisions of Part IX of the Securities Act, 2015 (the “Act”) and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (“Takeover Regulations”)
<b>Offer Price</b>	PKR 66.30/- per share
<b>Total Number of Shares to be acquired under Public Offer</b>	Up to 1,097,718 shares representing 20.14% of the total issued share capital of JOPP
<b>Acceptance Period</b>	The Offer is valid until <b>Monday, September 23, 2019</b> . You may accept the Offer between <b>Tuesday, September 17, 2019</b> to 5:00 pm. on <b>Monday, September 23, 2019</b> (“Closing Date”). Acceptances received later than 5:00 pm. on Closing Date shall not be accepted and the acceptance period shall not be extended
<b>Procedure for accepting the Public Offer</b>	<ol style="list-style-type: none"> <li>1. The Public Offer will remain open for acceptance for seven days (starting from 9:00 A.M. PST on <b>Tuesday, September 17, 2019</b> to 5:00 P.M. PST on <b>Monday, September 23, 2019</b>). Acceptances received after working hours on Closing Date shall not be entertained and the Offer period shall not be extended.</li> <li>2. In order to accept the Public Offer, the shareholders are required to send the Letter of Acceptance (attached to this 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. <b>2<sup>nd</sup> Floor, Imperial Court Building (New Block), Dr. Ziauddin Ahmed Road, Karachi</b>, on or before 5:00 pm on <b>Monday, September 23, 2019</b>. Please ensure that the Acceptance Letter is duly filled and signed.</li> <li>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).</li> <li>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.</li> <li>5. Completed Letters of Acceptance once submitted cannot be revoked by shareholders selling in the Public Offer.</li> <li>6. CDC account holder shall follow the procedure set forth above, as applicable. Additionally, the CDC account holders must transfer these shares to the designated CDC Account of Manager to the Offer while physical shareholders must send their physical shares along with duly verified transfer deed(s) and all the requisite documents mentioned below.</li> </ol> <p><b><u>Information for shareholder holding shares in CDC:</u></b></p> <ol style="list-style-type: none"> <li><b>i. Shares Transfer from CDC Participant Account:</b> Investors maintaining CDC Sub Accounts with participants shall request the concerned participant to transfer shares to CDC account Participant ID: 12484 of the Manager (Next Capital Limited) by or before 5:00 p.m. on Monday, September 23, 2019. The participant should clearly mention the name of the account holder in the remarks column of the CDC shares transfer transaction.</li> <li><b>ii. Shares Transfer from CDC Investor Account:</b> Investor maintaining CDC Investor account shall deposit shares transfer slips to CDC Investor Account Services and send the Manager (Next Capital Limited) by or before 5:00 p.m. on Monday, September 23, 2019., 2019 a copy of the CDC investor account slip along with the Acceptance Form.</li> </ol> <p><b><u>Information for shareholders holding Physical Shares:</u></b></p> <ol style="list-style-type: none"> <li><b>i. Shareholders with physical share certificate(s) are requested to provide</b></li> </ol>

	<p>the physical share certificate(s) along with duly verified transferred deed(s).</p> <p>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. <a href="http://www.nextcapital.com.pk">www.nextcapital.com.pk</a></p>
<b>Type of Shares</b>	<p>The Public Offer is valid for all shareholders whether they are holding physical shares in form of share certificate or book-entry securities in the Central Depository System of the Central Depository Company of Pakistan Limited ("CDC")</p>
<b>Key Notes</b>	<ol style="list-style-type: none"> <li>1. In the event, the number of shares in acceptance of this Offer exceed 1,097,718 shares, the Acquirer 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 provided that the minimum number of shares acquired by a single shareholder shall be 500 shares or, if the holding of a shareholder is less than 500 shares, the entire holding of that shareholder will be accepted, and the excess surrendered shares for each shareholder shall be returned / re-transferred (as the case may be) to the relevant shareholder</li> <li>2. 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</li> <li>3. The Public Offer and the obligation of the Acquirer to accept the shareholders' tender of their shares and payment of the Offer Price is subject to the following conditions: <ul style="list-style-type: none"> <li>• The Securities and Exchange Commission of Pakistan or any other regulatory body having no objections to any of the provisions of the Public Offer;</li> <li>• The Letter of Acceptance being duly completed and signed along with the required documents and submitted to the Manager on or before the Closing Date;</li> <li>• The tendered shares being verified by the Target Company; and</li> <li>• The Acquirer not withdrawing the Public Offer in accordance with the provisions of the Takeover Regulations.</li> </ul> </li> <li>4. For physical shares, excess shares will need to be collected in person (or by an authorized representative) from the Manager to the Offer's address specified below during 9 am to 5pm. If shareholders want the shares to be couriered, at their risk, please mark as such on the Acceptance Letter</li> <li>5. Four (4) months after close of the Public Offer, excess shares which have not been collected or couriered, will be delivered to the Company Secretary of JOPP</li> <li>6. Payment for the shares acquired shall be made through the Manager to the Offer in favor of the shareholders and dispatched to the shareholders' address set out in the Acceptance Letter through a courier company. No interest, mark-up surcharge or other increment for any cause or reason shall be payable on the aggregate for the shares purchased by the Acquirer from any shareholder</li> </ol>

	<p>7. 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 offer letter as legal, tax or financial advice and should consult with their own advisors as to the matters described in this offer letter</p> <p>8. The above form of Offer Letter is based on the format of Offer Letter provided in Schedule-I of the Takeover Regulations. Suitable and necessary additional information has been inserted for the facilitation and convenience of the shareholders regarding background of transaction and the procedure for acceptance</p>
--	--

## Required Documents

The Letter of Acceptance must be accompanied by the following documents:

### **For Individual Applicants:**

- An attested copy of Computerized National Identity Card ("CNIC")
- Original share certificates (for physical shareholders only)
- Duly executed and verified transfer deeds (for physical shareholders only)
- Duly completed and signed authorization to split share(s) certificate letter (for physical shareholders only)
- Copy of CDC transfer slip submitted with CDC investor account services (for CDC shareholders only)

### **For Corporate Applicants:**

- 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 the signatories
- Certified copy of board resolution authorizing persons to sell the shares with specimen signatures of such authorized persons
- Original share certificates (for physical shareholders only)
- Duly executed and verified transfer deeds (for physical shareholders only)
- Duly completed and signed authorization to split share(s) certificate letter (for physical shareholders only)
- Copy of CDC transfer slip submitted with CDC investor account services (for CDC shareholders only)

*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.*

### **Firm Financial Arrangements**

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. These arrangements include a Bank Guarantee for the amount of PKR 72,778,703/- (Pak Rupees Seventy Two Million Seven Hundred Seventy Eight Thousand Seven Hundred and Three Only) from the Acquirer to the Manager to pay for such shares as are tendered to the Manager in accordance with the terms of this Public Offer.

### **Enquiries**

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

The Manager to the Offer

Next Capital Limited

Corporate Finance and Advisory Team

Address: 2<sup>nd</sup> Floor, Imperial Court Building (New Block), Dr. Ziauddin Ahmed Road, Karachi

Contact No: +92-332-3651678, +92-21-35222207, 111-639-825 Ext. 131

Email: [cf@nextcapital.com.pk](mailto:cf@nextcapital.com.pk)

## ACCEPTANCE LETTER

### The Manager to the Offer

#### Next Capital Limited

Corporate Finance and Advisory Team

2nd Floor, Imperial Court Building (New Block), Dr. Ziauddin Ahmed Road, Karachi

Phone: +9221 35222207, 111 639 825 Ext. 131

Email: [cf@nextcapital.com.pk](mailto:cf@nextcapital.com.pk)

Subject: **Irrevocable Acceptance of Offer to Purchase Shares of Johnson & Phillips (Pakistan) Limited**

Dear Sir / Madam,

I / We, the undersigned, refer to the letter dated Friday, September 13, 2019 ("Offer Letter") received from Next Capital Limited ("Manager to the Offer" or "Manager") on behalf of Mr. Muhammad Anis Mianoor ("Acquirer") pursuant to the Public Announcement of Offer made by the Acquirer to purchase 1,097,718 shares of **Johnson & Phillips (Pakistan) Limited ("JOPP")** (representing 20.14% of the total issued and paid up share capital of JOPP) at **PKR 66.30/- per share** (the "Offer Price").

I / We, the undersigned, do hereby communicate my/our Irrevocable Acceptance of the offer made by the Acquirer with respect to the sale to the Acquirer of the shares of JOPP tendered below ("Tendered Shares") at Offer Price on the terms and conditions set out in the Offer Letter and the Securities Act, 2015 ("Act") and the Listed Companies (Substantial Acquisitions and Takeovers) Regulations, 2017 ("Regulations").

Details of my/our shareholding in JOPP is/are as under:

1. Shareholder Details		1.1. Joint Registered Holders (if any)	
Name: _____ (as shown on the share certificate / CDC account title)		1. Name: _____ (as shown on the share certificate / CDC account title)	
Address: _____ _____ _____		2. Name: _____ (as shown on the share certificate / CDC account title)	
Telephone No.: _____			
Email: _____			
CNIC/NTN No. _____			
UIN: _____			
2. Share Details			
a) No. of shares to be tendered			
b) Form of shares (Please tick and fill the appropriate boxes)			
Physical Shares <input type="checkbox"/>	Folio No. <input type="text"/>	Certificate No.	<input type="text"/>
CDC <input type="checkbox"/>	Participant ID – Sub Account No.	<input type="text"/>	
	Investor Account No.	<input type="text"/>	

### 3. Signatures

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

*Signature of individuals or Director / Secretary along with company stamp for companies*

### 4. Required Documents to be attached with Letter of Acceptance

#### a) For Individual Applicants:

- |   |                          |
|---|--------------------------|
| 1. An attested copy of Computerized National Identity Card ("CNIC")   | <input type="checkbox"/> |
| 2. Original share certificates (for physical shareholders only)   | <input type="checkbox"/> |
| 3. Duly executed and verified transfer deeds (for physical shareholders only)                                     | <input type="checkbox"/> |
| 4. Duly completed and signed authorization to split share(s) certificate letter* (for physical shareholders only) | <input type="checkbox"/> |
| 5. Copy of CDC transfer slip submitted with CDC investor account services (for CDC shareholders only)             | <input type="checkbox"/> |

*\*attached as annexure below*

#### b) For Corporate Applicants:

- |  |                          |
|--|--------------------------|
| 1. Memorandum and Articles of Association  | <input type="checkbox"/> |
| 2. Certified copy of certificate of incorporation (and for public companies, certificate of commencement of business)            | <input type="checkbox"/> |
| 3. Certified copies of CNICs of signatories  | <input type="checkbox"/> |
| 4. Certified copy of board resolution authorizing persons to sell the shares with specimen signatures of such authorized persons | <input type="checkbox"/> |
| 5. Original share certificates (for physical shareholders only)  | <input type="checkbox"/> |
| 6. Duly executed and verified transfer deeds (for physical shareholders only)  | <input type="checkbox"/> |
| 7. Duly completed and signed authorization to split share(s) certificate letter* (for physical shareholders only)                | <input type="checkbox"/> |
| 8. Copy of CDC transfer slip submitted with CDC investor account services (for CDC shareholders only)                            | <input type="checkbox"/> |

***I/We confirm understand and acknowledge that if this Letter of Acceptance is furnished without the requisite documents, the same may be rejected by the Manager to the Offer as being incomplete and invalid.***

**ANNEXURE 1**  
**TRANSFER DEED**

*\*\* only to be filled by Shareholders submitting physical shares\*\**

Folio No. \_\_\_\_\_ Application No. \_\_\_\_\_ Certificate/s No. \_\_\_\_\_

**Form for Transfer of Shares**  
**(First Schedule to the Companies Act, 2017)**

The \_\_\_\_\_  
I/We \_\_\_\_\_ s/d/w/o \_\_\_\_\_  
r/o \_\_\_\_\_ (hereinafter called "the transferor") in consideration  
of the sum of rupees \_\_\_\_\_ paid to me/us  
by \_\_\_\_\_ s/d/w/o \_\_\_\_\_  
r/o \_\_\_\_\_ (hereinafter called the transferee(s)), do hereby transfer  
to the said transferee(s) \_\_\_\_\_  
the \_\_\_\_\_ share (or shares) with distinctive numbers from  
\_\_\_\_\_ to \_\_\_\_\_ inclusive, in the \_\_\_\_\_, to hold  
unto the said transferee, his/her/their executor(s), administrator(s) and assigns, subject to the several conditions on  
which I/we held the same at the time of the execution hereof, and I/we, the said transferee, do hereby agree to  
take the said share (or shares) subject to the conditions aforesaid.

As witness our hands this \_\_\_\_\_ day of \_\_\_\_\_

Signature \_\_\_\_\_  
Transferor (seller) Transferee (buyer)  
Full Name \_\_\_\_\_  
Father's / Husband's Name \_\_\_\_\_  
CNIC no. \_\_\_\_\_  
*Enclosed: Photocopy of CNIC*  
(in case of foreigner, Passport #) \_\_\_\_\_  
Nationality \_\_\_\_\_  
Occupation \_\_\_\_\_  
Residential Address \_\_\_\_\_  
\_\_\_\_\_  
Cell No \_\_\_\_\_  
Landline \_\_\_\_\_  
Email Address- \_\_\_\_\_  
Witness 1 Witness 2  
Signature \_\_\_\_\_ Dated \_\_\_\_\_  
Name: \_\_\_\_\_  
CNIC: \_\_\_\_\_  
*Enclosed: Photocopy of CNIC*  
Full Address: \_\_\_\_\_  
\_\_\_\_\_

Signature \_\_\_\_\_  
Full Name \_\_\_\_\_  
Father's / Husband's Name \_\_\_\_\_  
CNIC no. \_\_\_\_\_  
*Enclosed: Photocopy of CNIC*  
(in case of foreigner, Passport #) \_\_\_\_\_  
Nationality \_\_\_\_\_  
Occupation \_\_\_\_\_  
Residential Address \_\_\_\_\_  
\_\_\_\_\_  
Cell No \_\_\_\_\_  
Landline \_\_\_\_\_  
Email Address \_\_\_\_\_  
Signature \_\_\_\_\_ Dated \_\_\_\_\_  
Name: \_\_\_\_\_  
CNIC: \_\_\_\_\_  
*Enclosed: Photocopy of CNIC*  
Full Address: \_\_\_\_\_  
\_\_\_\_\_

**Bank Account Details of Transferee for Payment of Cash Dividend**

(Mandatory in case of a listed company or optional for any other company)

It is requested that all my cash dividend amounts declared by the company, may be credited into the following bank account:

International Bank Account Number (IBAN) - Mandatory	PK
Bank Account Number	
Bank's Name	
Branch Name and Address	

It is stated that the above-mentioned information is correct and that I will intimate the changes in the above-mentioned information to the company and the concerned Share Registrar as soon as these occur.

\_\_\_\_\_  
**Signature of Transferee(s)**

## ANNEXURE 2

### SHARE SPLITTING AUTHORIZATION LETTER

**\*\* only to be filled by Shareholders submitting physical shares\*\***

Date: \_\_\_\_\_

The Manager to the Offer  
Next Capital Limited  
2nd Floor, Imperial Court Building (New Block)  
Dr. Ziauddin Ahmed Road, Karachi

Subject: **Authorization to Split and Conversion of Share Certificate(s)**

Dear Sirs,

Pursuant to my irrevocable acceptance, with respect to the Public Offer made by Mr. Muhammad Anis Mianoor ("Acquirer") to purchase shares of **Johnson & Phillips (Pakistan) Limited**, submitted to Next Capital Limited as the Manager to the Offer, please find enclosed \_\_\_\_\_ shares of **Johnson & Phillips (Pakistan) Limited** in physical form. If the Public Offer is over-subscribed, I / we authorize you to split the share certificates in the following denominations:

To be filled out by Next Capital Limited (Manager to the Offer):

Number of Share Certificates	Quantity (Shares)

Total Shares to be allocated to Acquirer \_\_\_\_\_

Total Shares to be returned to me/us \_\_\_\_\_

I / we hereby authorize Next Capital Limited to undertake and file any and all necessary documentation to initiate physical share conversion into electronic book entry securities for the shares accepted by the Acquirer.

Name(s): \_\_\_\_\_

Signature(s): \_\_\_\_\_

Folio No.: \_\_\_\_\_

*Enclosed:*

Original Share Certificate(s)  
Verified Transfer Deed(s)

### ANNEXURE 3

#### AUTHORITY LETTER FOR COLLECTION OF EXCESS SHARES

*\*\* only to be filled by Shareholders submitting physical shares\*\**

Date: \_\_\_\_\_

The Manager to the Offer  
Next Capital Limited  
2nd Floor, Imperial Court Building (New Block)  
Dr. Ziauddin Ahmed Road, Karachi

Subject: **Authorization to collect excess physical shares**

Dear Sir / Madam,

This is with reference to the \_\_\_\_\_ physical shares of **Johnson & Phillips (Pakistan) Limited ("JOPP")** submitted by me / us to Next Capital Limited (as the Manager to the Offer) pursuant to the Public Offer made by Mr. Muhammad Anis Mianoor ("Acquirer") to purchase the shares of JOPP.

I / We, \_\_\_\_\_, holding CNIC No. \_\_\_\_\_ (OR [insert name of the company], duly incorporated under the laws of Pakistan and having its registered office at \_\_\_\_\_) hereby authorize \_\_\_\_\_, holding CNIC No. \_\_\_\_\_, to pick-up on my/our behalf from Next Capital Limited, 2<sup>nd</sup> Floor, Imperial Court Building (New Block), Dr. Ziauddin Ahmed Road, Karachi, any left-over physical shares of JOPP that were not purchased by the Acquirers under the Public Offer and continue to be owned by me / us.

Regards,

Name (s): \_\_\_\_\_

Signature (s): \_\_\_\_\_

CNIC: \_\_\_\_\_

Enclosed:

1. Copy of CNIC of Shareholder
2. Copy of Board Resolution / Power of Attorney in favor of assignee, if shareholder is a body corporate
3. Copy of CNIC of Assignee

**Next Capital Limited**

**Provisional Receipt**  
**Public Offer to acquire shares of Johnson & Phillips (Pakistan) Limited**

**Receipt No:** \_\_\_\_\_

**Date of Receipt:** \_\_\_\_\_

Provisional acknowledgement of receipt of Public Offer Acceptance form and supporting documents from

\_\_\_\_\_ holding CNIC No. \_\_\_\_\_

**Type of Shares Tendered:**

☐

CDC Shares

☐

Physical Shares

Quantity of Shares: \_\_\_\_\_

Signature and Stamp of Manager to the Public Offer