

FAUJI CEMENT COMPANY LIMITED

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

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Case No	: SECY/FCCL/2037/08	Date	: 18 Nov 2021

To: The Managing Director
Pakistan Stock Exchange Limited ("PSX")
Stock Exchange Building,
Stock Exchange Road. Karachi - 74000

Subject: Material Information Fauji Cement Company Limited ("FCCL")

In accordance with Section 96 and 131 of the Securities Act 2015 and Clause 5.6.1. of the Rule book of Pakistan Stock Exchange Limited ("PSX") we hereby convey the following:

1. The Board of Directors of FCCL ("**Board**") in their meeting held on 17th November 2021 at [15:30 at the registered office of FCCL] have approved a Scheme of Arrangement (the "**Scheme**") for the amalgamation of Askari Cement Limited with and into FCCL and its placement before the shareholders in the Extraordinary General Meeting of the Company as Special Business for their approval as per requirements of Companies Act 2017.
2. In accordance with the Scheme:
 - (a) the entire ACL undertaking together with all its properties, assets, rights, trademarks, patents, liabilities and obligations will be transferred to and will vest in FCCL;
 - (b) share swap ratio has been determined as 5:1(5 shares of FCCL for every 1 share held in ACL); and
 - (c) ACL will be dissolved without winding up.
3. The Scheme will be processed in accordance with Sections 279 to 282 and 285 of the Companies Act, 2017 for the sanction and appropriate facilitating orders of the Lahore High Court, Rawalpindi Bench.
4. Further announcements in this regard will be made in due course of time including the convening of an extraordinary general meeting to seek shareholder approval of the Scheme.



 Yours faithfully,
Brig Abid Hussain Bhatti, SI(M), (Retd)
Company Secretary