

December 24, 2021

Executive Director

Public Offering & Regulated Persons Department
Securities Market Division
Securities & Exchange Commission of Pakistan
NIC Building, Jinnah Avenue,
Blue Area, Islamabad

Subject: Public Announcement of Offer to acquire 35.15% shares of Hum Network Limited by Mr. Duraid Qureshi (the "Acquirer")

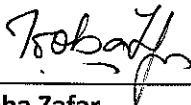
Dear Sir,

This is with reference to the Public Announcement of Intention made by Mr. Duraid Qureshi (the "Acquirer") to acquire up to 332,146,260 ordinary shares of Hum Network Limited (the "Target Company") representing 35.15% of the total issued paid up capital of the Target Company on October 25, 2021. The Public Announcement of Intention was subsequently published in Business Recorder (English) and Nawa-i-Waqt (Urdu) on October 26, 2021.

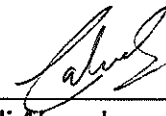
On behalf of the Acquirer, we, Arif Habib Limited, Manager to the Offer, are pleased to submit Public Announcement of Offer to acquire up to 332,146,260 ordinary shares of Hum Network Limited, representing 35.15% of the total issued paid up capital of the Target Company.

The hard copy of the offer document along with all relevant documents required under Section 7(5) of the Regulations has been couriered to your kind office and shall reach by tomorrow. The enclosed Public Announcement of Offer shall be published in one English and one Urdu language daily newspaper on December 28, 2021.

For and on behalf of **Arif Habib Limited (Manager to the Offer)**



Tooba Zafar
Associate, Investment Banking



Ali Ahmed
Sr. Associate, Investment Banking

CC to:

General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
I. I. Chundrigar Road Karachi

The Chief Executive
Hum Network Limited
Plot No. 10/11, Hassan Ali Street,
Off. I.I Chundrigar Road,
Karachi

**PUBLIC ANNOUNCEMENT OF OFFER TO PURCHASE ORDINARY SHARES OF
HUM NETWORK LIMITED**

THIS IS A PUBLIC OFFER BY MR. DURAIQ QURESHI, (HEREINAFTER REFERRED TO AS THE "ACQUIRER ") TO ACQUIRE UP TO 332,146,260 ORDINARY SHARES OF HUM NETWORK LIMITED ("TARGET COMPANY") COMPRISING 35.15% OF THE ISSUED ORDINARY SHARE CAPITAL OF TARGET COMPANY AT AN OFFER PRICE OF PAK RUPEES 7.0/- PER ORDINARY SHARE PURSUANT TO THE SECURITIES ACT, 2015 (THE "ACT") AND THE LISTED COMPANIES (SUBSTANTIAL ACQUISITION OF VOTING SHARES AND TAKEOVERS) REGULATIONS, 2017 (THE "REGULATIONS").

The Acquirer along with persons acting in concert, already holds 280,707,480 ordinary shares representing 29.70% of the total issued share capital of the Target Company. Pursuant to Section 111(a) of the Securities Act, 2015 (the "Act"), the Acquirer is offering to purchase the voting shares, having a par value of PKR 1/- each at an offer price of PKR 7.0/- each ("Public Offer").

DISCLAIMER

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DOCUMENT OF PUBLIC OFFER WITH THE SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY THE COMMISSION. THIS DOCUMENT HAS BEEN SUBMITTED TO THE COMMISSION FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE LAW/REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF HUM NETWORK LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DOCUMENT. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DOCUMENT. THE MANAGER TO THE OFFER, ARIF HABIB LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. FOR THIS PURPOSE, THE MANAGER TO THE OFFER HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED DECEMBER 24, 2021 TO THE COMMISSION IN ACCORDANCE WITH THE PART IX OF THE SECURITIES ACT, 2015 (THE "ACT")

Part A

Brief Description of the Acquisition

Acquisition through	Number of shares	Percentage	Price per Share
SPA	N/A	N/A	N/A
Public Offer	332,146,260	35.15%	PKR 7.0/-

Part B

1. THE ACQUIRER

Name and Registered Address	Mr. Duraid Qureshi Address: House # A-11, Mohammad Ali Bograh Road, Bath Island Clifton Karachi
Date and Jurisdiction of incorporation / Computerized National Identity Card Number	42301-6558491-3
The authorized and issued share capital	N/A
If there is more than one Acquirer, their relationship	N/A

<p>Total number of voting shares of the Target Company already held by the Acquirer and the persons acting in concert, including any shares purchased through an agreement and relevant details of any such agreement including the share price agreed</p>	<p>Held by the Acquirer The Acquirer holds 229,622,000 ordinary shares (i.e. 24.30%) shares of the Target Company at present</p> <p>Persons acting in concert with Acquirer</p> <table border="1" data-bbox="735 349 1374 495"> <thead> <tr> <th>Name</th> <th>Shares held</th> <th>%age</th> </tr> </thead> <tbody> <tr> <td>Mr. Shunaid Qureshi</td> <td>50,865,620</td> <td>5.38%</td> </tr> <tr> <td>Ms. Sultana Siddiqui</td> <td>219,860</td> <td>0.02%</td> </tr> <tr> <td>Total</td> <td>51,085,480</td> <td>5.40%</td> </tr> </tbody> </table>	Name	Shares held	%age	Mr. Shunaid Qureshi	50,865,620	5.38%	Ms. Sultana Siddiqui	219,860	0.02%	Total	51,085,480	5.40%
Name	Shares held	%age											
Mr. Shunaid Qureshi	50,865,620	5.38%											
Ms. Sultana Siddiqui	219,860	0.02%											
Total	51,085,480	5.40%											
<p>The number of shares issued since the end of the last financial year of the company</p>	<p>N/A</p>												
<p>Details of any re-organization of the Acquirer during the two financial years preceding the Public Announcement of Offer</p>	<p>N/A</p>												
<p>Details of any bank overdrafts or loans, or other similar indebtedness, mortgages, charges or other material contingent liabilities of the Acquirer and subsidiaries if any, and if there are no such liabilities a statement to that effect</p>	<p>The Acquirer has a mortgage facility from Standard Chartered Bank in UAE, with an outstanding amount of AED 14,366,930. The tenure of the mortgage is 25 years and is secured against Acquirer's property. The mortgage facility will mature in November 2040</p> <p>However, the Acquirer does not have any bank overdrafts, loans, mortgages, charges or other material contingent liabilities, in Pakistan</p>												
<p>Manager to the Offer</p>	<p>Arif Habib Limited 2nd floor, Arif Habib Centre, MT Khan Road, Karachi, Pakistan. Tel: (021) 111 245 111, Fax: (021) 32416072</p>												
<p>Brief history and major areas of operations of the Acquirer</p>	<p>Mr. Duraid Qureshi is currently the CEO and the co-founder of Hum Network Limited which was founded in 2004</p>												
<p>Names and addresses of sponsors or persons having control over the Acquirer</p>	<p>N/A</p>												
<p>Names and addresses of board of directors of Acquirer</p>	<p>N/A</p>												
<p>Brief audited financial details of the Acquirer for a period of at least last five years including income, expenditure, profit before depreciation, interest and tax, depreciation, profit before and after tax, provision for tax, dividends, earnings per share, return on net worth and book value per share:</p>	<p>N/A</p>												
<p>Details of any agreement or arrangement between the Acquirer and the directors of the Target Company about any benefit which will be given to any director of the Target Company as compensation for loss of office or otherwise in connection with the transaction</p>	<p>No such agreements have been entered into and no such agreements are contemplated/proposed to be entered into</p>												
<p>Details of every material contract entered into not more than two years before the date of the Public Announcement of Offer, not being a contract entered into in the ordinary course of business</p>	<p>There has been no such contracts</p>												

carried on or intended to be carried on by the company	
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2. DETAILS OF THE PUBLIC OFFER

Names, dates and editions of newspapers where the Public Announcement of Intention was published	The Public Announcement of Intention to acquire 332,146,260 (35.15%) ordinary shares was published on October 26, 2021 in Business Recorder & Nawa-e-Waqt newspapers
The number and percentage of shares proposed to be acquired by the Acquirer from the shareholders through agreement, if any, the offer price per share and the mode of payment of consideration for the shares to be acquired	The Acquirer has not entered into any such agreement with the shareholders of the Target
Reasons for acquiring shares or control of the Target Company	The Acquirer, along with persons acting in concert, currently holds 29.7% shares of the Target while the Acquirer is also the CEO of the Target. The Acquirer intends to increase his shareholding in Target
Details regarding the future plan for the Target Company, including whether after the transaction, the Target Company would continue as a listed company or not	The Target Company shall continue as a listed company after proposed acquisition and will continue its business operations in the normal manner
In case of any conditional offer, the minimum level of acceptance (number and percentage of shares)	The Public Offer is not conditional on a minimum level of acceptance
In case there is any agreement with the present management, promoters or existing shareholders of the Target Company, an overview of the important features of the agreement(s) including acquisition price per share, number and percentage of shares to be acquired under the agreement(s), name of the seller(s), complete addresses of sellers, names of parties to the agreement(s), date of agreement(s), manner of payment of consideration, additional important information, if any	There is no such agreement in place
Number of shares already held by the Acquirer along with the date(s) of acquisition. Also state whether it was purchased through open market or acquired through a negotiated deal	The Acquirer currently holds 24.30% (229,622,000 ordinary shares) shareholding in the Target Company The Acquirer purchased the shares at the time of issuance of the shares by the Target and later from open market and negotiated deal as well
Minimum level of acceptance, if any	No minimum level is fixed

3. OFFER PRICE AND FINANCIAL ARRANGEMENTS

3.1 Justification for the offer price

Number of shares to be acquired through the Public Offer	Up to 332,146,260 (35.15%) ordinary shares of the Target Company
Form of consideration for the shares to be acquired through the Public Offer	Shares will be acquired against cash payment by means of bank draft / pay order / cheque in Pak Rupees
Total amount of consideration to be paid for the shares to be tendered during the Public Offer	Up to PKR 2,325,023,820/- payable to the shareholders for purchase of 35.15% shareholding
Whether the shares of the Target Company are frequently traded or infrequently traded in the light of criteria prescribed in Regulation 13 of these Regulations	The shares of the Target Company are frequently traded on Pakistan Stock Exchange in the context of the criteria prescribed in Regulation 13 of the Regulations
Justification for the offer price for the shares of the Target Company, in the light of criteria contained in Regulation 13 of these Regulations	<p>In relation to the offer price to be offered to the public under Regulation 13, since the shares of the Target Company are frequently traded, the criteria for determining the price of shares to be offered to the public is the highest amongst prices stated under Regulation 13(1). These prices are:</p> <ol style="list-style-type: none">1. The negotiated weighted average price under the SPA for acquisition of voting shares of the Target Company: Not applicable because no such agreement has been entered into2. The highest price paid by the Acquirer for acquiring voting shares of the Target Company during six months prior to the date of Public Announcement of Offer: Not applicable because no shares have been purchased3. The weighted average share price of the Target Company as quoted on the securities exchange during the last six months preceding the date of Public Announcement of Offer: PKR 6.94/-4. The weighted average share price of the Target Company as quoted on the securities exchange during four weeks preceding the date of Public Announcement of Intention: PKR 6.10/-5. Price per share calculated on the basis of net assets valued, not earlier than six months before the date of such valuation, by a valuer whose name appears on the list of SBP approved list of valuers: PKR 4.87/- per ordinary share based on the Net Assets Value Certificate, dated November 04, 2021, issued by EY Ford Rhodes, Chartered Accountants. The Net Asset Value Certificate is based on the audited financial accounts for the period ended June 30, 2021 and valuation reports by Tristar International Consultant (Pvt.) Ltd. and Akbani & Javed Associates <p>The Public Offer is being made at PKR 7.0/- per ordinary share which is PKR 0.06/- higher than the prescribed minimum price as provided above</p>

3.2 Financial arrangements

Disclosure about the security arrangement made in pursuance of Section 123 of the Act and Regulation 15 of the Regulations	The Acquirer has provided to the Manager to the Offer, as per clause 15(1)(a) and 15(1)(d) of the Regulations, cash deposited in an escrow account with a commercial bank with a minimum rating of A and margin trading system eligible shares with thirty (30) percent haircut based on their current market value
Disclosure about the adequate and firm financial resources to fulfill the obligations under the Public Offer	The Acquirer have made adequate financial arrangements for fulfillment of their obligations under the Public Offer to the satisfaction of the Manager to the Offer
A statement by the Manager to the Offer that the manager to the offer is satisfied about the ability of the Acquirer to implement the Public Offer in accordance with the requirements of the Act and these Regulations	Arif Habib Limited, appointed as the Manager to the Offer, confirms that the Acquirer is sufficiently capable of implementing the Public Offer in accordance with the requirements of the Act and the Regulations

4. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

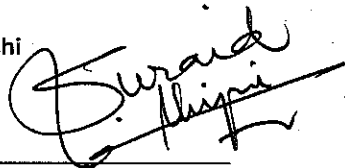
Detailed procedure for acceptance of offer by shareholder of the Target Company	<ol style="list-style-type: none">1. In order to accept the Public Offer, the shareholders are required to send the letter of acceptance (attached to the Offer Letter), duly completed and signed, along with the requisite documents (as set out below) to the Manager to the Offer at its registered address i.e. 2nd Floor, Arif Habib Centre, 23, M.T. Khan Road, Karachi, on or before 5:00 pm on February 20, 2022. Please ensure that while the letter of acceptance, all the required information is provided, including the number of shares to be tendered2. In the event that the letter of acceptance and the requisite documents are delivered within the stipulated time, the Manager to the Offer will issue confirmation of the receipt of documents (Provisional Receipt)3. 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 Offer4. Completed acceptance forms once submitted cannot be revoked by shareholders selling in the Public Offer5. Copies of the acceptance form shall also be available at the offices of Arif Habib Limited (address provided below) or on the website : http://arifhabibltd.com/6. The Public Offer will remain open for acceptance for seven days starting 0900 PST on Monday, February 14, 2022 to 1700 hours on Sunday, February 20, 2022 (Closing Date). Acceptances received after working hours on closing date shall not be entertained and the Offer period shall not be extended
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CDC Shares	<p>CDC account holders shall follow the procedure set forth above, as applicable. Additionally, the CDC account holders must transfer these shares to the CDC account of the Manager to the Offer in accordance with the following details and to provide the CDC transfer slip to the Manager to the Offer, with respect to transfer of shares:</p> <p>CDC Account Details: CDC Account Title: Manager to the Offer-Hum Network limited CDC Participant ID: 06452 CDC Account No: 103573 Transaction Reason Code: UIN # 4230165584913 For Intra Account: P015 – Transfer owing to Acquisition of Listed Shares For Inter Account: A015 – Transfer owing to Acquisition of Listed Shares</p>
Physical Shares	<p>Shareholders with physical share certificate(s) are required to provide the physical share certificate(s) along with duly verified transfer deed(s)</p>
<p>Acceptance by the Acquirers: The acceptance by the Acquirer of the shares tendered by the selling shareholders and payment of the offer price is subject to the following conditions:</p> <ul style="list-style-type: none"> - The Securities and Exchange Commission of Pakistan or any other competent authority having no objections to any of the provisions of the Public Offer - The payment for shares does not contravene any section of the Foreign Exchange Regulation Act, 1947 and the Foreign Exchange Manual of the State Bank of Pakistan - The letter of acceptance being duly completed and signed along with the required documents and submitted to the Manager to the Offer on or before the closing date - The tendered shares being verified by the Target Company - The Acquirer not withdrawing the Public Offer in accordance with the provisions of the Act <p>Payment of the offer price: Upon receipt of duly filled acceptance form along with the requisite documents, the Manager to the Offer will send written acceptance of the tender along with bank draft / pay order / cheque in favor of the shareholder as payment for such shares to the selling shareholder within 10 (ten) days of the closing date. No interest, mark-up, surcharge or other increment will be payable for any cause or reason on the aggregate price for the shares purchased by the Acquirer from any selling shareholder for any cause or reason</p>	
<p>REQUIRED DOCUMENTS</p> <p>The Letter of Acceptance must be accompanied by the following documents: Letter of acceptance furnished by the shareholder(s) without the requisite documents may be rejected by the manager as being incomplete and invalid.</p> <p>For Individual Applicants: An attested copy of Computerized National Identity Card, original shares certificates and duly executed transfer deeds along with the duly completed and signed authorization to split share(s) certificates letter for (physical shares only), Copy of CDC transferred slip submitted with CDC investor account services (for CDC share only).</p> <p>For Corporate Applicants: Memorandum and Articles of Association, a certified copy of certificate of incorporation (and for public companies, certificate of commencement of business), certified copies of Computerized National Identity Card of signatories, a certified copy of board resolution authorizing persons to sell the shares with specimen signatures of such authorized persons, original share certificates and duly executed transfer deeds along with the duly completed and signed authorization to split share certificate(s) letter (for physical shares only), Copy of CDC transfer slips submitted with CDC investor account services (for CDC shares only)</p>	

5. STATEMENTS BY THE ACQUIRERS

Applicable Law	The Public Offer shall be governed by the provisions of Part IX of the Securities Act, 2015 and the 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
Statement by the Acquirer for assuming responsibility for the information contained in this document.	The Acquirer assume responsibility for the information contained in this document
A statement by the Acquirer to the fact that Acquirer(s) including persons in concert, if any, will be severally and jointly responsible for ensuring compliance with the Act and the Regulations.	The Acquirer confirms that they will be responsible for ensuring compliance with the Securities Act, 2015 and the Regulations
A statement by the Acquirer that the Public Offer is being made to all shareholders who have voting shares of the Target Company and (except the persons acting in concert with the Acquirer) whose names appear in the register of shareholders as on the date of book closure.	The Acquirer confirms that this Public Offer is being made to all shareholders who have voting ordinary shares of the Target Company (except the persons acting in concert) and whose names appears in the register of shareholders as on the date of book closure
Disclosure as to whether relevant provisions of the Act and the Regulations have been complied with	The Acquirer confirm that all relevant provisions of the Act and the Regulations have been complied with
A statement that all statutory approvals for the Public Offer have been obtained	The Acquirer confirm that all statutory requirements for the Public Offer as required under the Act and the Regulations have been complied with
A statement to the fact that if any director(s) of the Acquirer is also director(s) on the board of Directors of the Target Company	As the Acquirer is an individual, this is not applicable However, the Acquirer in his individual capacity is the CEO of the Target Company and the individuals acting in concert are also Directors on the Board of the Target Company
A statement by the Acquirer as to whether or not any voting shares acquired in pursuance to the Public Offer shall be transferred to another person and if that is the case the names of such person shall be disclosed	The Acquirer confirms that the voting shares acquired in pursuance to the Public Offer are not intended to be transferred to any other person
<p>ENQUIRIES ALL QUERIES AND CORRESPONDENCE RELATING TO THE OFFER SHOULD BE ADDRESSED TO THE MANAGER TO THE OFFER AT THE ADDRESS PROVIDED ABOVE. The foregoing information and copies of the acceptance letter shall also be available at website of Arif Habib Limited, the address of which is http://arifhabibltd.com/</p>	

Mr. Duraid Qureshi



Signature: _____

Date: December 24, 2021