



July 06, 2022

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

The Director,
Securities Market Division,
Securities & Exchange Commission of Pakistan,
NIC Building, 63, Jinnah Avenue, Blue Area,
Islamabad.

Subject: **Disclosure under Takeover Regulations**

Dear Sir,

It is hereby informed that M/s. ZIL Limited (the "Target Company") has received a notice of public announcement of intentions from M/s. Alpha Beta Core Solutions (Private) Limited (as the manager to the offer) on behalf of M/s. New Future Consumer International General Trading LLC to acquire more than 51% voting shares and control of the Target Company, beyond the thresholds prescribed under Section 111 of the Securities Act, 2015. This intention has been notified to the board of directors of the Target Company on July 06, 2022.

The Pakistan Stock Exchange is requested to make the above information immediately available to the shareholders of the Target Company under Regulation 5(1), by placing it on the notice board and through notification on automated information system and make an announcement on the house of the Exchange.

Thanking you,

Sincerely
For and on behalf of ZIL Limited

A handwritten signature in blue ink, appearing to read 'Shahid', is written over a light blue circular stamp.

Muhammad Shahid
Company Secretary

Encl.: As above

Date: July 6, 2022

General Manager

Pakistan Stock Exchange
Stock Exchange Building
Stock Exchange Road
Karachi, Pakistan

Executive Director

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

Chief Executive Officer

ZIL Limited
Ground Floor, Bahria Complex III,
M.T Khan Road,
Karachi, Pakistan

Subject: Public Announcement of Intention to acquire more than 51% shares and control of ZIL Limited under Securities Act, 2015 (the "Act") and Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (the "Regulations")

Dear Sir,

We, Alpha Beta Core Solutions (Private) Limited have been appointed as the Manager to the Offer by **New Future Consumer International General Trading LLC ("Acquirer")**, in accordance with the provision of the Securities Act, 2015 and Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017.

On behalf of the Acquirer, we would like to submit a Public Announcement of Intention ("PAI") to acquire more than 51% shares and control of ZIL Limited ("Target").

The PAI is intended to be published in one (1) English and one (1) Urdu newspaper within two (2) days in accordance with the Regulations and the Act.

Best Regards,



Zeeshan Abid

Associate Corporate Finance
Alpha Beta Core Solutions Private Limited

Enclosed: Copy of PAI

Alpha Beta Core Solutions (Private) Limited

Corporate Office
21-C, Street 01, Saba Commercial Lane
Phase V, DHA
Karachi 75500 | Pakistan
Email: info@alphabeta-core.com | Website: www.alphabeta-core.com

Registered Office
3rd Floor, Star Chambers, 12.C, Ittehad Commercial Lane
Phase VI | DHA
Karachi 75500 | Pakistan

PUBLIC ANNOUNCEMENT OF INTENTION TO ACQUIRE MORE THAN 51% SHAREHOLDING AND CONTROL OF

ZIL LIMITED

BY

**(1) NEW FUTURE CONSUMER INTERNATIONAL GENERAL TRADING L.L.C, Office No. 12-1901,
Dubai - First Trade Center, Dubai, UAE**

UNDER SECURITIES ACT 2015

PART A

Brief description of the intended acquisition

| Intended acquisition through | Number of shares | Percentage |
|-------------------------------------|---------------------------------------|---|
| Agreement(s) | Not determinable at this stage | More than Fifty-one percent (51%) |
| Public offer | Not determinable at this stage | To be determined in accordance with the Regulations after execution of the Share Purchase Agreement. |

PART B

(1) Information about the Acquirer

- (a) Name and address of Acquirer along with persons acting in concert, if any:**

NEW FUTURE CONSUMER INTERNATIONAL GENERAL TRADING L.L.C
Office No. 12-1901, Dubai - First Trade Center, Dubai, UAE

- (b) Name of the ultimate acquirer or the ultimate controlling shareholder.**
Dr. Salomon Jacobus Van Rooijen, bearing Dutch passport number BXCK16078

- (c) Name and address of the Manager to the Offer of the Acquirer.**

ALPHA BETA CORE SOLUTIONS (PRIVATE) LIMITED
21-C, Street 01, Saba Commercial Lane, Phase V, DHA, Karachi, 75500, Pakistan

- (d) Principal areas of business of the Acquirer and relevant experience.**

The acquirer is a company incorporated under the laws of United Arab Emirates. Some of the areas of business include portfolio investments within the Fast Moving Consumer Goods sectors internationally.

- (e) In case the Acquirer is a fund / company.**

(i) Names of the Chief Executive and Directors of the company:
Dr. Salomon Jacobus Van Rooijen

(ii) Names of substantial shareholders of the company:
Dr. Salomon Jacobus Van Rooijen

(iii) **Date of incorporation:**
21st October 2021 (Registration No. 1619637)

(iv) **Jurisdiction of Incorporation:**
Dubai, UAE

(v) **Authorized and paid-up capital:**

| | |
|---------------------|---------------------|
| Authorized Capital: | UAE Dirhams 100,000 |
| Paid Up Capital: | UAE Dirhams 100,000 |

(f) **Detail of companies, where the intended Acquirer hold more than 30% voting shares.**

Not applicable.

(g) **Information about ultimate beneficial owner of the intended Acquirer.**

In case of Individuals:

(i) **Name**

Dr. Salomon Jacobus Van Rooijen

(ii) **Passport Number**

BXCK16078

(iii) **Nationality**

Dutch

(iv) **Address:**

Office No. 12-1901, First Trade Centre, Dubai, United Arab Emirates.

In case of Company:

Not Applicable

(i) **Date of incorporation**

Not Applicable

(ii) **Jurisdiction of Incorporation**

Not Applicable

(iii) **Authorized and paid-up capital**

Not Applicable

(iv) **Details of companies located in and outside Pakistan, where the ultimate acquirer or the ultimate controlling shareholder held control and/or more than 30% voting shares.**

Not applicable

(h) **Details of any existing holding of voting rights in the target company:**

| | Description | Remarks |
|-------|---|----------------|
| (i) | Which the acquirer owns or over which it has control or direction | Not applicable |
| (ii) | Which is owned or controlled or directed by any person acting in concert with the acquirer(s) | Not applicable |
| (iii) | In respect of which the acquirer or any person acting in concert with him has received an irrevocable commitment to accept the takeover offer; and in respect of which the acquirer or any person acting in concert with him holds an option to purchase or warrants or other convertible securities. | Not applicable |

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

The consummation of the transaction is subject to (i) execution of the share purchase agreement and (ii) receipt of all regulatory and corporate approvals including but not limited to approval from the Competition Commission of Pakistan.

PART C

(2) **Information about the Target Company**

(a) **Name of the target company, its directors and major shareholders along with number of shares and percentage of paid-up capital.**

Name of Target Company

ZIL Limited

Directors of Target Company

- Mrs. Ferial Ali-Mehdi, Chairperson / Non Executive
- Mubashir Hasan Ansari (Executive Director & Chief Executive Officer)
- Saad Amanullah Khan (Independent & Non-Executive Director)
- Syed Hasnain Ali (Non-Executive Director)
- Mir Muhammad Ali (Independent & Non-Executive Director)
- Muhammad Salman H. Chawala (Independent & Non-Executive Director)

Major Shareholders of the Target Company along with number of Shares and Percentage of Paid-up Capital

| Categories of Shareholder | Shares Held | % |
|--------------------------------------|--------------------|----------|
| CEO, Directors, Sponsors & Relatives | 3,069,517 | 50.13% |
| General Public | 2,661,013 | 43.46% |
| Financial Institutions | 392,070 | 6.40% |

(b) **Total number of issued shares of the company**

6,122,600 ordinary shares of PKR 10 each.

(c) **Date of listing and offer price at the time of initial public offering**

The target company was listed on February 25, 1987. The offer price at the time of IPO is not available.

(d) Opening price at securities exchange at time of listing

Not available.

(e) Share price quoted on the securities exchange one day before the public announcement of intention

PKR 115.7 per share.

(f) The weighted average share price as quoted on the securities exchange during four weeks preceding the date of public announcement of intention

PKR 98.9 as at July 5, 2022.

(g) Financial position / performance of the company for the last five years, including profit / loss after tax, earning per share, pay-outs –

| (PKR in Millions, except EPS and Pay-outs) | 30-Jun-21 | 30-Jun-20 | 30-Jun-19 | 30-Jun-18 | 31-Dec-17 |
|--|-----------|-----------|-----------|-----------|-----------|
| Total Assets | 2,261,064 | 1,267,303 | 1,216,369 | 1,108,537 | 870,654 |
| Total Equity | 956,775 | 606,288 | 611,094 | 567,467 | 351,917 |
| Non-Current Liabilities | 455,977 | 222,479 | 195,034 | 104,075 | 103,013 |
| Revenue | 2,737,550 | 2,443,461 | 2,423,185 | 1,894,705 | 1,599,376 |
| Profit after Tax | (291,594) | 13,261 | 65,742 | 27,933 | 16,876 |
| EPS | (47.63) | 2.17 | 10.74 | 4.56 | 2.76 |
| Pay-outs | 0% | 12.5% | 35% | 15% | 12.5% |

Source: Pakistan Stock Exchange/Company financials

Any queries regarding this announcement can be addressed to:

Manager to the Offer

Alpha Beta Core Solutions (Private) Limited

For and on behalf of New Future Consumer International General Trading L.L.C



Dr. Salomon Jacobus Van Rooijen
Chief Executive Officer



Dated: July 6, 2022