

July 14, 2022

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

The Executive Director
Public Offering & Regulated Persons Department
Securities & Market Division
Securities & Exchange Commission of Pakistan
NIC Building, Jinnah Avenue,

Subject: Publication of the Public Announcement of Intension by M/s New Future Consumer International General Trading LLC (the "Acquirer") to acquire more than 51% voting shares and control of ZIL Limited (The "Company") in the newspapers

Dear Sir,

Blue Area, Islamabad

This is in continuation of the Company's disclosure dated July 06, 2022 under Regulation 5 (1) of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 regarding the notice received by the Company 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 (the "Acquirer").

In this respect the Company seeks to notify that the Company has received notice of newspapers publication of the Public Announcement of Intention from the Manager to the offer, M/s Alpha Beta Core Solutions (Private) Limited. As per the notice annexed, the Public Announcement of Intention has been published in the Business Recorder and Nawa-i-Waqt by the Acquirer on July 13, 2022 in accordance with Regulation 6(5) of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulation, 2017.

Please find enclosed the notice received from the Manager to the Offer, M/s Alpha Beta Core Solutions (Private) Limited.

Thanking you,

For and on behalf of ZIL LIMITED

Muhammad Shahid
Company Secretary



Date: July 13, 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: Publication of the Public Announcement of Intention by New Future Consumer International General Trading LLC ("Acquirer") to acquire more than 51% shares and control of ZIL Limited in the newspapers

Dear Sir,

This is with reference to the Public Announcement of Intention to acquire more than 51% shares and control of ZIL Limited ("**Target Company**") by New Future Consumer International General Trading LLC ("**Acquirer**"). The Public Announcement of Intention has been published in Business Recorder and Nawa-i-Waqt today, on July 13, 2022 in accordance with Regulation 6 (5) of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017.

Please find enclosed a copy of the newspaper publications where Public Announcement of Intention has been published. You may contact the undersigned for any additional information or clarification.

For and on behalf of Alpha Beta Core Solutions Private Limited (Manager to the Offer)

Zeeshan Abid

Associate Corporate Finance

Enclosed: Copy of Adverts

# 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

(1), INFORMATION ABOUT THE ACQUIRER
(A). Name and address of Acquirer along with persons acting in concert, if any:
Name and address of Acquirer along with persons acting in concert, if any:
Name FITTURE CONSUMER INTERNATIONAL GENERAL TRADING L.L.C.
Office No. 12-1901; Dubair - First Trade Center, Dubai; UAE
(b), Name of the ultimate acquirer or the ultimate controlling shareholder.
Dr. Salomon Jacobus Van Rooglen, bearing Dubeth passport number BXCK16078
(c), Name and address of the Manager to the Offer of the Acquirer.
ALPHA BETA CORE SOLUTIONS (PRINTE); LIMITED
21-C, Street 01, Saba Commercial Lane, Phase V, DHA, Karachi, 7500, 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 I company.
(i) Names of substantial shareholders of the company:
Dr. Salomon Jacobus Van Rooljen
(ii) Names of substantial shareholders of the company:
Dr. Salomon Jacobus Van Rooljen
(iii) Date of incorporation:
21" October 2021 (Registration No. 1619637)
(iv), Jurisdiction of Incorporation:
V), Authorized and paid-up capital:
Authorized Capital: UAE Dirhams 100.000
Paid Up Capital: UAE Dirhams 100.000
(i) Detail of companies, where the intended Acquirer hold more than 30% voting shares.
(ii) Information about ultimate beneficial owner of the intended Acquirer.
In case of Individuals:

(i). Name Dr. Salomon Jacobus Van Rocijen (ii). Passport Number BXCK+16078 (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

(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.

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

	Description	Remarks
(1)	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
(111)	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 consumation 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.

(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. Farial Al-Mehdi, Charperson / Non Executive

Mubashir Hasan Ansari (Executive Director & Chief Executive Officer)

Saad Amanulah Khan (Independent & Non-Executive Director)

Syed Hasanin Ali (Non-Executive Director)

Mir Muhammad Ali (Independent & Non-Executive Director)

Muhammad Salman H. Chawalla (Independent & Non-Executive Director)

Ansan Rashid (Non-Executive Director)

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

Shareholder	Shares Held	%
Feriel Ali Mehdi	3,047,455	49.77%
Syed Muhammad Zeyd Ali	1,322,417	21.60%
CDC - Trustee National Investment (Unit) Trust	356,987	5.83%

(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 in the year 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 public announcement of intention PKR 98.9 s at July 5, 2022.

nance of the company for the last five years, including profit / loss after tax, earning

(PKR in Millions, except EPS and Pay-outs)	30-Dec-21	30-Dec-20	30-Dec-19	30-Dec-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%

For and on behalf of

Manager to the Offer Alpha Beta Core Solutions (Private) Limited

New Future Consumer international G Dr. Salomon Jacobus Van Roojijen Chief Executive Officer Dated: July 6, 2022

#### 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**

	پارٹ A		نصيل	يصول كأفضر
Intended acquisition through	Number of shares		Percentage	
Agreement(s)	Not determinable at this stage	More t	than Fifty-one pero	ent (51%)
Public offer	Not determinable at this stage		termined in accorda ons after execution Purchase Agreeme	of the Sha
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		المرادان والمحاد		
		زوائد نركيام		
		والروال والمكان		
			(iii) شمولیت کا تاریخ	
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	ھڙي)		كانى كامورت ش	
	هارش)		(i) عمولیت کی تاریخ	
		روفيار (قال)		
114	(U)		(iii) مِلْنَاهِ الْمَاعَاتُومِ	
يخر بولدرك بإل تحرول اوركبابا 1000	ا کا تصیدات همی اصول کننده یا حقی کنز دل کرنے دائے۔ معتقب میں	اور باروال منجال	(iv) بإكتان كاعما	
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	Description		Ramar	64

	Description	Remarks
(1)	Which the acquirer owns or over which it has control or direction	Not applicable
(11)	Which is owned or controlled or directed by any person acting in concert with the acquirer(s)	Not applicable
(111)	In respect of which the acquirer or any person acting in concert with him has received an invex-cable 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 warmints or other conventible securities.	Not applicable

ل مهرُونا سے مقوف موہ پیکش بائی قبل اجمال مرباے کہ آواسے غیرسے مازی پوسے عمل اضافے سے حقق ) () حصر کیا کہ جاری کے معاب میں کورہ () حاص اور () ان مہر کہا ہے جاری کہ اور انسان کی میس کی عشوری تک لين دين كالحيل عشره طب پارٹ C

(2)-- ناركيك تميني كے حفاق معلومات (a) - ئاركت كۈنىكانام ئىكىدار كىزداددا يېڭىز بىلنىد كىدالدىنالدانىڭ تودادىدا شەھرىلىيلىدى الركب كلى كانام

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تار<sup>ا</sup>ك كين كـانزيكزز مِثرِ مَن اصْدَى (الجَرِيَّةِ وَالرَيْمُ (الرَيْمُ (الدِينِ الجَرِيَّةِ الْمِيرِ)

\$\tau \delta \land \delta \delta \land \delta \delta \land \delta \lan ميد صنين في ( جان الجريكية وازيكز ) الدسلمان الكاميان ( آزاداد فيرا يجر بكيادا زيمز )

استيداشد(جن الجريكية الزيكز) نارك كالحاءم ثيز بولارز كما أوثيزز كاقعاداورادا شدور اليضدي

Shareholder Shares Held % Feriel Ali Mehdi 49.77% nmad Zeyd Ali 1.322.417 356,987 5.83%

(b) — كى جارى كردا قيئز ز كيال اقصاد

10 ياكتانىء بالى شيرك ماب سـ 6,122,600 مول شيرز (c) — الاقلاقية كالت فرست مازى كادر تأور ويكاش كاليت

ومثيلباتي

ر سوليستن (4)— الإدارات ميل ميل الميل (5) 11-17 كان كل الميل الميل كان الميل الميل

30-Dec-21 30-Dec-20 30-Dec-19 30-Dec-18 31-Dec-17 (PKR in Millions, except EPS and Pay-outs) 2,261,064 1,267,303 1,216,369 1,108,537 870,654 956,775 606,288 611,094 567,467 351,917 Total Assets Total Equity 455,977 222,479 195,034 104,075 103,013 Non-Current Liabilities 2,737,550 2,443,461 2,423,185 1,894,705 1,599,376 (291,594) 13,261 65,742 27,933 16,876 Profit after Tax 10.74 4.56 2.17 2.76 EP8

eries 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. Salemon Jacobus Van Roeijien Chief Executive Officer Dated: July 6, 2022

0% 12.5% 35% 15% 12.5%