



May 17, 2024

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

Subject: Disclosure of Material Information

Dear Sir / Madam,

In continuation to our letter dated May 06, 2024 and in accordance with Sections 96 and 131 of the Securities Act, 2015 and Clauses 5.6.1 of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the material information mentioned in the Disclosure Form enclosed herewith.

You are requested to disseminate this information to the TREC Holders of the Exchange.

For and on behalf of
Engro Corporation Limited

A handwritten signature in blue ink, appearing to read "Yasir Khan", with a horizontal line underneath.

Mohammad Yasir Khan
Company Secretary

Copied:
Director / HOD, Listed Companies Department, Supervision Division
Securities & Exchange Commission of Pakistan, NIC Building, 63 Jinnah Avenue
Blue Area, Islamabad

**Disclosure Form
 (Securities Act, 2015)**

Name of Company:	Engro Corporation Limited
Date of Report:	May 17, 2024
Name of Company as specified in its Memorandum:	Engro Corporation Limited
Company's Registered Office:	8 th Floor, The Harbor Front Building, HC # 3, Marine Drive, Block 4, Clifton, Karachi
Contact Information:	Mohammad Yasir Khan Company Secretary +92 (21) 35295913

Disclosure of Inside Information by the Company:

The Board of Engro Corporation Limited (“**Engro Corp**”) in its meeting held on May 17, 2024 has approved a Scheme of Arrangement, whereunder:

- 1) DH Corporation Limited (“**DH Corp**”) shall be demerged into two legal entities whereby all its assets, liabilities and obligations other than its investment in the shares of Engro Corp shall vest into a New Company, DH Partners Limited (the “**DHPL**”) against which DHPL shall issue shares in its share capital to the existing shareholders of DH Corp (“**DH Existing Shareholders**”) in the same proportion in which they hold shares in DH Corp;
- 2) Subsequent to the above, as part of the Scheme of Arrangement, the shares held by all shareholders of Engro Corp (other than DH Corp) in the issued share capital of Engro Corp (the “**Transferred Shareholders**”) shall vest with and into DH Corp, in exchange whereof the Transferred Shareholders shall be issued 2.24407865 shares of DH Corp against each share held of Engro Corp in accordance with formula set out in the Scheme of Arrangement (the swap ratio may be varied based on actual shareholding of Engro Corp and DH Corp on the date of issuance of such shares and the formula in accordance with the terms of Scheme of Arrangement) such that the Transferred Shareholders shall hold their present proportionate shareholding in Engro Corp indirectly through DH Corp; and
- 3) Given the resulting ownership structure, Engro Corp shall become a wholly owned subsidiary of DH Corp and DH Corp shall be renamed as ‘Engro Holdings Limited’.

The Proposed Restructuring is subject to corporate and regulatory approvals and sanction of the Scheme by the Honorable Islamabad High Court.

In case of any further material developments in this regard, the Company shall keep the Exchange informed accordingly.

For and on behalf of
Engro Corporation Limited



Mohammad Yasir Khan
 Company Secretary

DATED: May 17, 2024