

Ref. No. 33.1/Sectt/C

September 20, 2024

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

Subject: **Disclosure of Material Information**

Dear Sir,

1. In accordance with Sections 96 and 131 of the Securities Act, 2015 and Clause 5.6.1 of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the following information: -

“In continuation of the disclosure / notice on July 19, 2024 by Fauji Fertilizer Bin Qasim Limited (the “Company”) pertaining to the in-principle approval to evaluate the potential amalgamation of the Company with and into Fauji Fertilizer Company Limited (“FFCL”), the Board of Directors of the Company, at its meeting held on September 20, 2024, approved the merger of the Company with and into FFCL, along with the draft Scheme of Arrangement under Sections 279 to 283 and 285(8) of the Companies Act, 2017, to be entered into between the Company and FFCL (the “Scheme”) for the purposes of the same, subject to finalization thereof, obtaining all necessary shareholders’, secured creditors’ and regulatory approvals, and the sanction of the Scheme by the Honorable Lahore High Court, Rawalpindi Bench, along with fulfilment of related legal formalities, and further subject to any changes or modifications thereto as may be required or prescribed, or such amendments as may be considered necessary, without materially affecting the substance thereof.

In terms of the Scheme it is intended, inter alia, that the entire undertaking of the Company (including its assets, liabilities, privileges, obligations, rights and business) shall be merged, by way of amalgamation, with and into FFCL, and all the shares of the Company shall be cancelled, in consideration for which an aggregate of approximately 150.87 Million ordinary shares of FFCL shall be allotted and issued to the shareholders of the Company (excluding to FFCL itself, as a shareholder of the Company), based on a swap ratio of 1 (one) ordinary share of FFCL for approximately 4.29 ordinary shares of the Company held by such shareholders of the Company. As a consequence of the merger, the Company shall stand dissolved without winding up and delisted from the PSX.



FFBL
Fauji Fertilizer Bin Qasim Limited

The Scheme will be circulated to the PSX and the shareholders in due course subject to the directions/ order of the Honorable Lahore High Court, Rawalpindi Bench, and in accordance with the applicable law.”

2. You may please inform the TREC holders accordingly.

Brig (Retd) Khurram Shahzada, SI(M)
Company Secretary

cc: Director / HOD
Surveillance, Supervision and Enforcement Department
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue Blue Area, Islamabad



Disclosure Form

In terms of Section 96 and 131 of the Securities Act, 2015

Name of the Company Fauji Fertilizer Bin Qasim Limited
Date of Report 20 Sep 2024
Contact Information Brig Khurram Shahzada, SI(M), (Retd)
Company Secretary
Telephone: 051-8763325 Fax: 051- 8763304 - 5
Email: secretary@ffbl.com

Please mark the appropriate box below:

Disclosure of inside information by listed company in terms of Section 96.

“In continuation of the disclosure / notice on July 19, 2024 by Fauji Fertilizer Bin Qasim Limited (the “Company”) pertaining to the in-principle approval to evaluate the potential amalgamation of the Company with and into Fauji Fertilizer Company Limited (“FFCL”), the Board of Directors of the Company, at its meeting held on September 20, 2024, approved the merger of the Company with and into FFCL, along with the draft Scheme of Arrangement under Sections 279 to 283 and 285(8) of the Companies Act, 2017, to be entered into between the Company and FFCL (the “Scheme”) for the purposes of the same, subject to finalization thereof, obtaining all necessary shareholders’, secured creditors’ and regulatory approvals, and the sanction of the Scheme by the Honorable Lahore High Court, Rawalpindi Bench, along with fulfilment of related legal formalities, and further subject to any changes or modifications thereto as may be required or prescribed, or such amendments as may be considered necessary, without materially affecting the substance thereof.

In terms of the Scheme it is intended, inter alia, that the entire undertaking of the Company (including its assets, liabilities, privileges, obligations, rights and business) shall be merged, by way of amalgamation, with and into FFCL, and all the shares of the Company shall be cancelled, in consideration for which an aggregate of approximately 150.87 Million ordinary shares of FFCL shall be allotted and issued to the shareholders of the Company (excluding to FFCL itself, as a shareholder of the Company), based on a swap ratio of 1 (one) ordinary share of FFCL for approximately 4.29 ordinary shares of the Company held by such shareholders of the Company.. As a consequence of the merger, the Company shall stand dissolved without winding up and delisted from the PSX.

The Scheme will be circulated to the PSX and the shareholders in due course subject to the directions/ order of the Honorable Lahore High Court, Rawalpindi Bench, and in accordance with the applicable law.”



FFBL

Fauji Fertilizer Bin Qasim Limited

- Intimation of decision of the listed company to delay disclosure of inside information in terms of Section 96(4).

NIL

- Disclosure of inside information by listed company where the listed company or person acting on its behalf discloses inside information to third party in terms of Section 131.

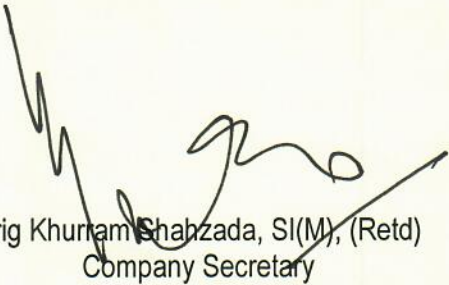
NIL

- Disclosure of transactions conducted by persons discharging managerial responsibilities within a listed company or persons closely associated with them.

NIL

SIGNATURE

In case of company, the company has duly caused this form/statement to be signed on its behalf by the undersigned hereunto duly authorized.


Brig Khuram Shahzada, SI(M), (Retd)
Company Secretary

