ARIF HABIB LIMITED

July 02, 2016

Executive Director
Public Offering and Regulated Persons Department
Securities and Exchange Commission of Pakistan
National Insurance Corporation Building
Jinnah Avenue,
Islamabad.

Deputy Manager
Company Affairs
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Mr. Saud Mansoor Mohammed Al Mazrooei
Company Secretary
WorldCall Telecom Limited
67-A, C/III, Gulberg-III
Lahore

Subject: Public Announcement of Intention to acquire 56.8% of the ordinary share capital of WorldCall Telecom Limited ("WTL") and 100% of the Convertible Preference Shares of WTL by Allied Supplies and Services (Private) Limited ("ASSPL") and Dunya Technologies (Private) Limited ("DTL") together hereinafter referred to as the ("Acquirers")

Dear Sir(s),

This is with reference to our letter dated June 30, 2016 on the aforementioned subject.

In this context, we are pleased to inform that Public Announcement of Intention was published in The News (English) and Dunya News (Urdu) on July 01, 2016 in accordance with Listed Companies (Substantial Acquisition of Voting Shares and Take-overs) Regulations 2008 read with Securities Act, 2015.

Copies of Public Announcement, published in both in **The News** and **Dunya News** are enclosed with this letter.

This is for your information and record.

Best Regards,

For and on behalf of **Arif Habib Limited**

Ahmed

Ahmed Rajani
Vice President
Investment Banking

Corporate Office: Arif Habib Centre, 23 M.T. Khan Road, Karachi - 74000
UAN: +92 21 111 245 111 | Fax: +92 21 3242 9653, 3241 6072
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TREC Holder of the Pakistan Stock Exchange Ltd.

pleted by August 2018.

The Parliamentary Committee on CPEC directed the Ministry of Planning & Development to prepare a projection of requirement for electricity for Gwadar and Balochistan as a whole. The Committee was all praise for FWO that has already delivered the 110 km of the Khuzdar-Bassima highway. It recognised that FWO worked against heavy odds including difficult terrain of Balochistan as well as security situation in certain parts.

The meeting concluded with

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to grant total remission to female prisoners aged 60 or above and have undergone at least one-third of their sentence except those involved in culpable homicide and terrorist acts.

The president was advised to grant special remission of one year to female prisoners who have been accompanying children and are imprisoned for crimes other than culpable homicide and terrorist acts.

The prime minister advised grant of total remission to juvenile convicts under 18 years of age, who have served one-third of their substantive sentence except those involved in culpable homicide, terrorist acts, Zina, robbery, dacoity and kidnapping. —APP

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of pedestrian bridges and started procurement activities of raw material to complete the project well on time.

Some senior officials of HMC also met DG and other concerned officials at PDA who were given assurance that contract would be awarded to them. They were also provided draft Memorandum of Understanding (MoU) for signing from both sides.

The rates quoted by HMC were conveyed to other parties to give them an opportunity to

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THE NEWS
JULY 01, 2016

Public announcement of intention to acquire 56.8% of the ordinary share capital and 100% of the Convertible Preference Shares of WorldCall Telecom Limited
By
Allied Supplies and Services (Pvt) Limited
And
Dunya Technologies Limited
Under
Securities Act, 2015

1) Information about the acquirers

ACQUIRERS:

(a) Name(s) and Address(s) of acquirer along with persons acting in concert, if any.
ALLIED SUPPLIES AND SERVICES (PVT) LIMITED - 19-A, Block E-2, Gulberg III, Lahore.
DUNYA TECHNOLOGIES LIMITED - Suite# 208, Canon Bldg, Dubai Internet City, P.O.Box 500558, Dubai, UAE.

(b) The Name(s) and Address(s) of financial advisors of the acquirer, if any.
ARIF HABIB LIMITED - 2nd Floor, Arif Habib Centre, 23, M.T. Khan Road, Karachi. +92-21-111245111

(c) In case the acquirer is a company(s):

Allied Supplies and Services (Pvt) Limited
(i) Names of the chief executive and directors of the company(s):
Chief Executive: Mr. Abdullah Afzal
Directors of the Company:
1. **Mr. Abdullah Afzal**
2. **Mrs. Afshan Sohail**

(ii) Names of major shareholders of the company.
1. **Mr. Abdullah Afzal**
2. **Mrs. Afshan Sohail**

Dunya Technologies Ltd.
(i) Names of the chief executive and directors of the company(s); and
Chief Executive/Secretary: Mr. Sohail Afzal
Directors of the Company: Mr. Sohail Afzal
(ii) Names of major shareholders of the company.
Mr. Sohail Afzal

2) Information about the target company

a) Name of the target company, its directors and major shareholders.
Name: WorldCall Telecom Limited (WTL)
Directors:
1. **Mr. Mehdi Mohamed Jawad Abdullah Al-Abduwani (Chairman/Director)**
2. **Mr. Talal Said Marhoon Al Moamari (Vice Chairman/Director)**
3. **Mr. Samy Ahmed Abdul Qadir Al Ghassany (Director)**
4. **Mr. Aimen bin Ahmed Al-Hosni (Director)**
5. **Mr. Sohail Qadir (Director)**
6. **Dr. Syed Salman Ali Shah (Director)**
7. **Mr. Shahid Aziz Siddiqi (Director)**
8. **Mr. Babar Ali Syed (CEO)**

Major Shareholders:
Omantel Telecommunications Company (SAOG)

b) Total number of issued shares of the company.
i. Ordinary Shares (Voting): 860,571,513/of PKR 10 each
ii. Convertible Preference Shares: 350,000 shares of USD 100 each

3) Number of shares already held by the acquirer(s), if any.

NONE

4) Number of shares along with the percentage intended to be acquired by the acquirer(s) through public offer or agreement.

Allied Supplies and Services (Pvt) Limited intends to acquire 488,839,429 Ordinary Voting Shares from Omantel Telecommunications Company (SAOG) through agreement. This represents 56.8% of the ordinary share capital of the target. A public offer is intended to be made for half of the remaining ordinary shares of the target.
Dunya Technologies Ltd intends to acquire 350,000 Convertible Preference Shares (CPS) with a face value of US $ 100 each through agreement. This represents 100% of the CPS issued by the target. The CPS are non-voting, cumulative and convertible preference shares entitled to a non-cash dividend of 5.9% per annum or the dividend declared to ordinary shareholders, whichever is higher. Furthermore, holders of the CPS have the option for conversion of any or all of the CPS (including any dividend shares) into Ordinary Voting Shares. The number of Ordinary Voting Shares to be allotted and issued as a result of conversion is determined by the ratio (X = (P+Div)/(D), where X: means Number of Ordinary Shares to be issued; D: means the discounted share price; P: means the face value of US$ 100/- multiplied by the no. of Preference Shares, converted to Pakistan Rupees at the State Bank of Pakistan US$ settlement rate prevailing on the Conversion Date.The detailed terms and conditions applicable to the CPS are set forth in Note 33 of the Annual Report of the target for 2014 which is available on the web site of the target (www.worldcall.com.pk)

DUNYA NEWS
JULY 01, 2016

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Under
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2. Mrs. Afshan Sohail

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5. Mr. Sohail Qadir (Director)
6. Dr. Syed Salman Ali Shah (Director)
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