Ref. No. 11.2/Sectt/C

Dated: May 19, 2015

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi - 74000, Pakistan

The General Manager
Islamabad Stock Exchange Limited
ISE Towers
55-B, Jinnah Avenue
Islamabad, Pakistan

The General Manager
Lahore Stock Exchange Limited
Lahore Stock Exchange Building
19, Khayaban-e-Aiwan-e-Iqbal
Lahore - 54000, Pakistan

Director/HOD (Enforcement Department)
Securities and Exchange Commission of Pakistan
NIC Building, Jinnah Avenue
Islamabad-44000
Pakistan

Dear Sirs,

Subject: **Disclosure of Execution of Share Purchase Agreements for Acquisition of 51% Voting and Non-Voting Shares of Noon Pakistan Limited**

We write further to our letter and disclosure form dated 28 April 2015.

Pursuant to Section 15D of the Securities and Exchange Ordinance, 1969 read with Clause (xx) of Regulation 35 of the Code of Corporate Governance, 2012 we write to disclose that on 18 May 2015, Fauji Fertilizer Bin Qasim Limited and Fauji Foundation executed share purchase agreements for the acquisition of 51% voting and non-voting shares of Noon Pakistan Limited for the aggregate consideration of PKR 639,809,280 (PKR Six Hundred Thirty Nine Million Eight Hundred Nine Thousand Two Hundred and Eighty), comprising the share purchase agreement for the acquisition of 51% voting shares entered into with Malik Adnan Hayat Noon and Mr. Salman Hayat Noon and the share purchase agreement for the acquisition of 51% non-voting shares entered into with Malik Adnan Hayat Noon, Mr. Salman Hayat Noon, BHF Bank (Switzerland) Limited, Noon Sugar Mills Limited and Noon Sugar Mills Employees' Provident Trust Fund. Fauji Fertilizer Bin Qasim Limited and Fauji Foundation also entered into a Shareholders' Agreement for Noon Pakistan Limited with Malik Adnan Hayat Noon and Mr. Salman Hayat Noon on the same date.

The disclosure mentioned above, in the format prescribed by the Securities and Exchange Commission of Pakistan through its statutory regulatory order (S.R.O 1432/(1)/2012) dated December 5, 2012 is enclosed herewith as the Schedule.

Yours faithfully,

Brig Muhammad Azam SI (M), (Retd)
Company Secretary

73-Harley Street, Rawalpindi-Pakistan.
Tel: 92 51 9272196-7, Fax: 92 51 9272198-9. www.ffbl.com

Fauji Fertilizer Bin Qasim Limited

SCHEDULE

Disclosure Form
In terms of Section 15D of the Securities and Exchange Ordinance, 1969

Islamabad
May 19, 2015

Name of the Company	Fauji Fertilizer Bin Qasim Limited
Date of Report	May 19, 2015
Contact Information	Brig Muhammad Azam SI (M), (Retd) Company Secretary Fauji Fertilizer Bin Qasim Limited 73 - Harley Street Rawalpindi Telephone: 92-51-9272189 Fax: 92-51-9272198 Email: secretary@ffbl.com

Please mark the appropriate box below:

☑ **Disclosure of inside information by listed company in terms of Section 15D(1).**

On 18 May 2015, Fauji Fertilizer Bin Qasim Limited and Fauji Foundation executed share purchase agreements for the acquisition of 51% voting and non-voting shares of Noon Pakistan Limited for the aggregate consideration of PKR 639,809,280 (PKR Six Hundred Thirty Nine Million Eight Hundred Nine Thousand Two Hundred and Eighty, comprising the share purchase agreement for the acquisition of 51% voting shares entered into with Malik Adnan Hayat Noon and Mr. Salman Hayat Noon and the share purchase agreement for the acquisition of 51% non-voting shares entered into with Malik Adnan Hayat Noon, Mr. Salman Hayat Noon, BHF Bank (Switzerland) Limited, Noon Sugar Mills Limited and Noon Sugar Mills Employees' Provident Trust Fund. Fauji Fertilizer Bin Qasim Limited and Fauji Foundation also entered into a Shareholders' Agreement for Noon Pakistan Limited with Malik Adnan Hayat Noon and Mr. Salman Hayat Noon on the same date.

☒ **Intimation of decision of the listed company to delay disclosure of inside information in terms of Section 15D(2).**

NIL

73-Harley Street, Rawalpindi-Pakistan.
Tel: 92 51 9272196-7, Fax: 92 51 9272198-9. www.ffbl.com

☒ **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 15D(3).**

NIL

☒ **Disclosure of transactions conducted by persons discharging managerial responsibilities within a listed company or persons closely associated with them in terms of Section 15D(5).**

NIL

SIGNATURE

In case of company pursuant to the requirements of the Securities and Exchange Ordinance, 1969, the company has duly caused this form/statement to be signed on its behalf by the undersigned hereunto duly authorized.

Yours faithfully,

Brig Muhammad Azam SI (M), (Retd)
Company Secretary

73-Harley Street, Rawalpindi-Pakistan.
Tel: 92 51 9272196-7, Fax: 92 51 9272198-9. www.ffbl.com