



www.dawoodhercules.com

May 17, 2024

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

**SUBJECT: PROVISION OF MATERIAL INFORMATION**

Dear Sir,

In continuation to our letter dated May 6, 2024, and 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 material information mentioned in the Disclosure Form enclosed herewith.

You may please inform the Trading Right Entitlement Certificate Holders of PSX, accordingly.

Yours sincerely,

For and on behalf of  
Dawood Hercules Corporation Limited

  
Imran Chagani  
Company Secretary



Encl: as above

Copy to:  
Executive Director / HOD, Offsite-II Department  
Supervision Division  
Securities and Exchange Commission of Pakistan  
63, NIC Building, Jinnah Avenue  
Blue Area  
Islamabad

Dawood Hercules Corporation Limited

Dawood Centre, M.T Khan Road, Karachi-75530, Pakistan | Tel: +92 21 35686001 | Fax: +92 21 35644147 | info@dawoodhercules.com



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**DISCLOSURE FORM**  
(Securities Act, 2015)

May 17, 2024

Name of the Company	Dawood Hercules Corporation Limited
Date of Report (Date of earliest event reported if applicable)	May 17, 2024
Exact Name of the Company as specified in its Memorandum	Dawood Hercules Corporation Limited
Registered address of the Company	Dawood Centre, M.T. Khan Road, Karachi
Contact Information	Imran Chagani Company Secretary Tel: 021-35686001 Fax: 021-35633970
Disclosure of inside information by the Company in terms of Securities Act, 2015	<p>The Board of Dawood Hercules Corporation Limited (DH Corp) in its meeting held on May 17, 2024 has approved a Scheme of Arrangement, whereunder:</p> <ol style="list-style-type: none"><li>1) 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 Corporation Limited ("<b>Engro Corp</b>") shall vest into a new company, DH Partners Limited ("<b>DHPL</b>") against which DHPL shall issue shares in its share capital to the existing shareholders of DH Corp ("<b>DH Existing Shareholders</b>") in the same proportion in which they hold shares in DH Corp.</li><li>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 "<b>Transferred Shareholders</b>") 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</li><li>3) Given the resulting ownership structure, Engro Corp shall become a wholly owned subsidiary of DH Corp which shall be renamed as 'Engro Holdings Limited'.</li></ol>

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	<p>The Proposed Restructuring is subject to corporate and regulatory approvals and sanction of the Scheme by the Honorable Islamabad High Court.</p> <p>In case of any further material developments in this regard, the Company shall keep the Exchange informed accordingly.</p>
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For and on behalf of  
Dawood Hercules Corporation Limited

Imran Chagani  
Company Secretary



Dated: May 17, 2024