


JOHNSON & PHILLIPS (PAKISTAN) LTD.

G-10, South Avenue, S.I.T.E.,
P.O. Box-8608, Karachi-75700, Pakistan.
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ISO 9001 : 2000 Company

January 11, 2010

Mr. Mohammad Ghufan
Deputy General Manager
Karachi Stock Exchange (Guarantee) Ltd.
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Re: Merger of Johnson & Phillips Industries (Pakistan) Ltd., Johnson & Phillips EMO (Pakistan) Pvt. Ltd. & Elmetec Pvt. Ltd. with and into Johnson & Phillips (Pakistan) Ltd.

Dear Sir,

We refer to your letter no. KSE/C-99-12687 dated: 07-12-2009 on the above subject.

As desired, we enclose the following documents / information:

1. Copy of Resolution dated: 18-11-2009 passed by the Board of Directors of the Company.
2. Draft scheme of amalgamation / merger is presently under review by the legal and financial consultants of the Company and has therefore not yet been finalized. The same will be submitted upon finalization.
3. Report of valuation summary of swap computation is as under:
 - A summary of the valuations determined under different approaches to valuation, the resultant, swap ratio and number of shares to be issued on the basis of these valuations is summarized as follows:

Swap Computation

	J&P (post J&P/JPIPL/JPEPL amalgamation) (PKR '000)	EPL (PKR '000)	J&P (post J&P/JPIPL/JPEPL amalgamation) (per share)	EPL (per share)	Share Swap Ratios	Number of shares to be issued by J&P.
Discounted Cash Flow Valuation - High	28.512	159.919	5.5	266.5	51.0:1	30,567,703
Discounted Cash Flow Valuation - Low	20.838	143.598	3.8	239.3	62.6:1	37,556,810
Adjusted Net Tangible Assets	122.163	274.289	22.4	457.1	20.4:1	12,236,685
Book Values based on Audited Financial Statements	112.230	308.602	20.6	514.3	25.0:1	14,986,030

- The above share swap ratios are based on the assumption that the amalgamation of Johnson & Phillips (Pakistan) Ltd. with Johnson & Pakistan Industries (Pakistan) Ltd. and Johnson & Phillips EMO Pakistan (Pvt.) Ltd. would be carried out at nominal value and J&P would assume 100% of the net liabilities of both these entities. Accordingly, J&P would not issue any shares to the shareholders of JPIPL or JPEPL.

Please acknowledge receipt.

Thanking you.

Yours Faithfully,
For Johnson & Phillips (Pakistan) Ltd.

CM 11/11/2010
Zahir Ahmed Khan
Company Secretary



CC: Mr. Zahid Ebrahim - Advocate & Corporate Counsel. For