

ORIX Leasing Pakistan Limited

ORIX Building, Plot No.16, Sector No. 24,  
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February 18, 2016

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

Director (Enforcement)  
Securities & Exchange Commission  
of Pakistan  
NIC Building, Jinnah Avenue  
Blue Area, Islamabad.

Dear Sirs,


**Subject: DISCLOSURE OF MATERIAL INFORMATION**

This is to inform you that Board of Directors of ORIX Leasing Pakistan Limited have approved a Scheme of Amalgamation of Standard Chartered Leasing Limited (SCLL) with and into ORIX Leasing Pakistan Limited (OLP) by passing a resolution through circulation, subject to any changes and modifications as may be required by the shareholders of OLP and / or the SECP. The Scheme is recommended to the shareholders of OLP for approval in an Extraordinary General Meeting (EOGM). Following approval of the Scheme of Amalgamation by the shareholders of the Company and ORIX, the Scheme will be submitted to the SECP for sanction under Section 282L of the Companies Ordinance, 1984. Salient features of the Scheme are:

1. OLP shall pay amalgamation price of PKR 7.88 per share, subject to downward revision, to Standard Chartered Bank (Pakistan) Limited, the major shareholder of SCLL.
2. OLP shall pay an amalgamation price per share of PKR 9.85 to all other shareholders of SCLL (the "Minority Shareholders").
3. If a Minority Shareholder of SCLL does not wish to receive cash consideration ("Declining Minority Shareholders") they may elect to receive OLP's shares as consideration for their shares in SCLL. Declining Minority Shareholders of SCLL will receive 1 share of OLP for every six point four two (6.42) shares of SCLL held by the Declining Minority Shareholder.

As resolved by the Board, EOGM will be held on March 15, 2016, for which notice will be published / circulated in compliance with relevant / applicable regulations.

Yours Sincerely,  
For ORIX Leasing Pakistan Limited



Effat Assad  
Company Secretary