



PAKISTAN STOCK EXCHANGE LIMITED

(formerly: Karachi Stock Exchange Limited)

PSX/N-4350

NOTICE

August 02, 2016

Reproduced hereunder letter received from **ORIX LEASING PAKISTAN LIMITED**, for information of all TREC Holders of the Pakistan Stock Exchange.

(Copy of the same is also available on our Website www.psx.com.pk).



ORIX Leasing Pakistan Limited
ORIX Building, Plot No.16, Sector No. 24,
Korangi Industrial Area, Karachi-74900.
Tel: (021) 3514 4029-40 UAN: 111 24 24 24
Fax: (021) 3514 4108, 3514 4020, 3514 4112

CORP/L/0085/16

July 29, 2016

Mr. Muhammad Ghufraan
Deputy General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building, Stock Exchange Road, Karachi

Dear Sir,

AMALGAMATION OF STANDARD CHARTERED LEASING LIMITED WITH AND INTO ORIX LEASING PAKISTAN LIMITED

We hereby inform you that the Standard Chartered Leasing Limited (SCLL) has been amalgamated with and into ORIX Leasing Pakistan Limited (OLPL) with effect from May 27, 2016 in accordance with the Scheme of Amalgamation ("Scheme") sanctioned by the Securities and Exchange Commission of Pakistan vide its order dated May 27, 2016.

In pursuance of the Scheme; the shareholders of SCLL excluding those shareholders who had opted for issuance of OLPL shares against their holding in SCLL, were issued payment warrants and the later were allotted OLPL shares against their holding in SCLL on June 30, 2016. Consequently, the CDS eligibility of ordinary shares of SCLL was revoked and securities of SCLL were delisted by Central Depository Company of Pakistan Limited (CDCPL) with effect from start of day on July 01, 2016 (CDCPL's confirmation enclosed) and the share capital of SCLL was merged with and into OLPL as on June 30, 2016.

A notice was also served for shareholders of SCLL to Pakistan Stock Exchange (copy enclosed) on June 30, 2016, stating that the shareholders of SCLL have been allotted OLPL shares and/or issued payment warrants as consideration for their holding in SCLL. A certificate issued by statutory auditors of OLPL for confirmation of increase in paid-up share capital of OLPL is also enclosed herewith.

Yours truly,

Effat Assad
Company Secretary

115

Encl: As above

**CENTRAL DEPOSITORY COMPANY
OF PAKISTAN LIMITED**

Head Office

CDC House, 99-B, Block 'B'
S.M.C.H.S. Main Shahra-e-Faisal
Karachi - 74400. Pakistan.
Tel: (92-21) 111-111-500
Fax: (92-21) 34326034
URL: www.cdcPakistan.com
Email: info@cdcpak.com



July 1, 2016

CA/OPS-MERG-16/01

Ms. Effat Assad

Company Secretary

ORIX Leasing Pakistan Limited

Islamic Chamber of Commerce Building

ST-2/A, KDA Scheme No.5,

Block-9 Clifton, Karachi.

Dear Madam,

Issuance of Securities by Orix Leasing Pakistan Limited "OLPL"

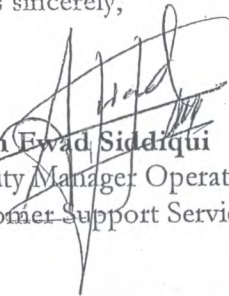
We refer to your confirmation letter regarding captioned subject. This is to confirm you that 29,489 shares of **Orix Leasing Pakistan Limited** have been credited into respective accounts and /or sub-accounts and / or Investors accounts in exchange of shares of "**Standard Chartered Leasing Limited**" in accordance with Merger Entitlement List of "**Standard Chartered Leasing Limited**" as of **June 13, 2016**.

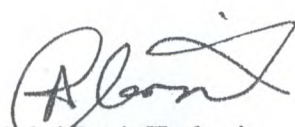
The security "**Standard Chartered Leasing Limited**" has been delisted from the Central Depository System w.e.f. **July 01, 2016**.

Revised Paid-up Capital of your Company "**Orix Leasing Pakistan Limited**" in CDS is now 82,082,794 shares. In case of any discrepancy, kindly let us know.

Should you require any further explanation, please do not hesitate to contact us.

Yours sincerely,


Azam Ewad Siddiqui
Deputy Manager Operations &
Customer Support Services


Abdul Basit Kothari
Senior Manager Operations &
Customer Support Services

C.C. Mr. Shabbir Abid Shaikhali
Chief Operating Officer
THK Associates (Pvt.) Limited
2nd Floor, State Life Building No. 3,
Dr. Ziauddin Ahmed Road,
Karachi.

2/5

NOTICE

To: - The Chief Executive Officer, Orix Leasing Pakistan Limited

CC: - Executive Director (PRDD-SMD), Securities and Exchange Commission of Pakistan
- Director/HOD (LCID -SMD), Securities and Exchange Commission of Pakistan
- Managing Director, Pakistan Stock Exchange Limited
- The Chief Regulatory Officer, Pakistan Stock Exchange Limited,
- The Chief Executive Officer, National Clearing Company of Pakistan Limited
- CDS Elements – Account Holders/ Participants/ Eligible Pledgees
- Relevant Investor Account Holders
- CDC Website

From: Badiuddin Akber
Chief Compliance & Risk Officer

Ref no.: CDC/LCR/184/2016

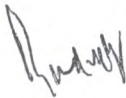
Date: July 04, 2016

Subject: NOTICE OF REVOCATION OF CDS ELIGIBILITY OF ORDINARY SHARES STANDARD CHARTERED LEASING LIMITED

Further to our notice no. CDC/LCR/159/2016 dated June 10, 2016.

This is to notify that CDS Eligibility of Ordinary Shares of Standard Chartered Leasing Limited ("SCLL") has been revoked pursuant to Regulation 8C.1 of the CDC Regulations with effect from Start of Day on **July 01, 2016**, the date on which securities of Orix Leasing Pakistan Limited have been allotted/ credited to the shareholders of SCLL, in accordance with the Scheme of Amalgamation as approved by the Securities & Exchange Commission of Pakistan vide order dated May 27, 2016.

Regards,



NOTE: Participant/Account Holders/Eligible Pledgees are advised to check their respective Holdings if Ordinary Shares of Orix Leasing Pakistan Limited credited in lieu of Shares of SCLL therein are in accordance with the said Scheme of Amalgamation.

3/5



A.F. FERGUSON & CO.

The Chief Executive
ORIX Leasing Pakistan Limited
Islamic Chamber of Commerce Building
Ground Floor, St -2/A
Block 9, KDA Scheme No.5, Clifton
Karachi

June 30, 2016

ASR 2545

Dear Sir

CERTIFICATE ON REVISED PAID UP NUMBER OF SHARES AFTER AMALGAMATION OF ORIX LEASING PAKISTAN LIMITED WITH STANDARD CHARTERED LEASING LIMITED AND CERTAIN OTHER REQUIREMENTS

We have been requested to provide you with a certificate on the annexed statement with respect to the position of the revised paid-up capital (number of shares) of ORIX Leasing Pakistan Limited (OLP) after amalgamation of Standard Chartered Leasing Limited (SCLL) with & into OLP as required by the Central Depository Company of Pakistan Limited's (CDC) procedures for merger and other directives issued by the CDC.

Scope of Certificate

- To confirm the revised total number of shares of OLP after amalgamation of SCLL with and into OLP;
- To confirm OLP has deposited amount to be paid to the minority shareholders of SCLL who have opted for the cash option;
- To confirm that the consideration for the acquisition of SCLL has been paid to Standard Chartered Bank Pakistan Limited (SCBPL) – majority shareholder as per the clause 2.3 of the Agreement of Amalgamation; and
- To confirm that the allotment of shares in name of CDC has been made by the THK Associates (Pvt) Limited.

Management Responsibility

It is the responsibility of the management to provide the statement of revised number of shares after amalgamation, statement showing the minority shareholders who opted for cash options and the statement of payment made to Standard Chartered Bank Pakistan Limited (SCBPL) in compliance with the procedures for merger and other directives/ requirements issued by the CDC.

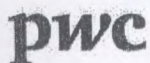
Auditors' Responsibility

Our responsibility is to certify the requirements under the CDC's procedures for merger and other directives/ requirements issued by the CDC in accordance with the 'Guidelines for Issue of Certificates for Special Purposes by Chartered Accountant Firms' issued by the Institute of Chartered Accountants of Pakistan. Our verification was limited to the procedures as mentioned below:

- a) Traced the total number of ordinary shares of OLP from the audited financial statements of OLP as at June 30, 2015.
- b) Traced the total number of ordinary shares of SCLL from the unaudited financial statements of SCLL as at May 26, 2016.
- c) Checked the completeness of total number of SCLL's shares from the listing of CDC shareholders as at June 13, 2016 and from the listing of non CDC shareholders as at June 13, 2016 provided by Hamid Majeed Associated (Private) Limited (registrar of SCLL).

AFFG

A. F. FERGUSON & CO., Chartered Accountants, a member firm of the PwC network
State Life Building No. 1-C, I.I. Chundrigar Road, P.O. Box 4716, Karachi-74000, Pakistan
Tel: +92 (21) 32426682-6/32426711-5; Fax: +92 (21) 32415007/32427938/32424740; <www.pwc.com/pk>



A.F. FERGUSON & CO.

Letter ASR 2545
dated June 30, 2016

- d) Checked from the listing of CDC Shareholders / listing of non-CDC shareholders as at June 13, 2016 that the minority shareholders who opted for consideration other than cash i.e. 1 ordinary share of OLP for every 6.42 ordinary shares of SCLL are 29,864 shares.
- e) Checked from the listing of CDC Shareholders / listing of non-CDC shareholders as at June 13, 2016 that the minority shareholders who opted for consideration in cash i.e. Rs. 9.85 per share of SCL are 2883 (in numbers) against whom OLP has transferred a sum of Rs 128,685,164 in a separate bank account maintained with SCBPL.
- f) Checked from the RTGS request forwarded to Allied Bank Limited that OLP has paid an amount of Rs. 618,948,174 to SCBPL on May 31, 2016 in settlement of acquisition SCLL.
- g) Verified from member register provided by THK Associated (Private) Limited that 29,489 shares have been allotted in the name of CDC in the member register as at June 27, 2016.

We would like to highlight that we have not verified entitlements of the shareholders who qualifies for OLP shares or cash consideration under the scheme.

Certificate

Based on the procedures mentioned above, we confirm / certify that:

- the revised total number of shares of the OLP after the issue of 29,864 shares will stand to 82,082,794 shares
- 2883 numbers of minority shareholders holding 13,064,473 number of shares have opted for cash option;
- an amount of Rs 128,685,164 pertaining to minority shareholders who have opted for cash option has been deposited into a separate bank account;
- OLP has paid consideration of Rs 618,948,174 to (SCBPL – majority shareholder) for the acquisition of SCLL; and
- The shares of OLP have been allotted in the name of CDC in the members register by THK Associates (Pvt) Limited

Restriction on use, distribution and other matters

This certificate is issued in relation to the requirements issued by the CDC and is not to be used or distributed for any other purpose. This certificate is restricted to the facts stated herein and the annexed statement.

We confirm that we are the statutory auditors of the Company as at June 30, 2016.

Yours truly

Afferguson & Co

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5/5