



1 January 2010

LCA/001/2010

The General Manager,  
Karachi Stock Exchange (Guarantee) Ltd.,  
Stock Exchange Building,  
Karachi

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Dear Sir,

**THE SHARE PURCHASE AGREEMENT EXECUTED BETWEEN THE ROYAL BANK OF SCOTLAND GROUP PLC AND MCB BANK LIMITED HAS LAPSED**

We write with reference to our earlier Letter No. LCA/297/09 dated August 12, 2009, in which we informed you that a Share Purchase Agreement had been executed between, among others, The Royal Bank of Scotland Group plc (RBSG) and MCB Bank Limited (MCB) relating to the proposed acquisition by MCB of 99.37% of the shares of The Royal Bank of Scotland Limited (RBS Pakistan), (Transaction).

As we informed you, completion of the Share Purchase Agreement was subject to regulatory consents and satisfaction of applicable requirements including under the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Ordinance, 2002.

The Share Purchase Agreement provides that if the regulatory consents are not obtained and closing of the Transaction has not occurred on or by December 31, 2009 then the Share Purchase Agreement and the Transaction shall lapse.

We would like to inform you that the necessary regulatory consents were not obtained, and closing of the Transaction did not occur, by December 31, 2009 and accordingly the Share Purchase Agreement and the Transaction have now lapsed.

This is for your information.

Yours sincerely,

  
Mian Ejaz Ahmad

Company Secretary

Cc to:

1. The Managing Director, Lahore Stock Exchange, Lahore
2. The Managing Director, Islamabad Stock Exchange, Islamabad
3. Director, Banking Policy and Regulation Department, State Bank of Pakistan
4. Executive Director, Enforcement & Monitoring Division, Securities & Exchange Commission of Pakistan
5. The Registrar, Companies Registration Office, Securities & Exchange Commission of Pakistan, Lahore