

H.O/2016/2672

May 30, 2016

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

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

Dear Sirs,

MATERIAL INFORMATION

In terms of section 15D(1) of the Securities and Exchange Ordinance, 1969 and Clause (xx) of the Code of Corporate Governance, we are enclosing herewith a Form disclosing information regarding issuance of sanction of Scheme of Amalgamation of Standard Chartered Leasing Limited (SCLL) with and into ORIX Leasing Pakistan Limited (ORIX).

Yours Sincerely,
Standard Chartered Leasing Limited



**MAHMOOD GHAFOOR
COMPANY SECRETARY**

Encl.: As above

DISCLOSURE FORM
INTERMS OF SECTIONS 96 AND 131 OF THE SECURITIES ACT, 2015

Name of Company: **Standard Chartered Leasing Limited (SCLL)**

Date of Report: **May 30, 2016**

Name of Company as specified in its Memorandum: **Standard Chartered Leasing Limited**

Company's registered office: **1st Floor, Plot No. SC-7, Street-17, Sector-15, Korangi Industrial Area, Korangi, Karachi**

Contact information: **Tel: (021) 3818333, Fax: (021) 35114210**

Disclosure of inside information by listed company:

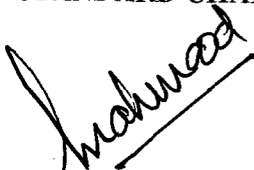
On March 15, 2016, the respective members of Standard Chartered Leasing Limited (**the Company**) and Orix Leasing Pakistan Limited (**ORIX**) approved the Scheme of Amalgamation for the merger of the Company with and into ORIX (**Scheme**) in accordance with Section 282L of the Companies Ordinance, 1984 (**Section 282L**). On March 18, 2016, the Company and ORIX submitted the Scheme to the Securities and Exchange Commission of Pakistan (**SECP**) for its sanction in terms of Section 282L.

The SECP has sanctioned the Scheme by its order dated May 27, 2016 and according to such sanction order, the Scheme shall be effective from May 27, 2016. In terms of the Scheme, consideration has to be paid to the shareholders of the Company by ORIX as follows:

- (a) minority shareholders of the Company shall be paid consideration either by way of: (i) issuance of 1 ordinary share of ORIX for every 6.42 ordinary shares of the Company; or (ii) payment of cash of PKR 9.85 per ordinary share of the Company; and
- (b) majority shareholder of the Company (Standard Chartered Bank) shall be paid cash consideration of PKR 7.88 per ordinary share of the Company, provided such price is subject to downward adjustment based on net asset value determination.

Pursuant to the requirements of the Securities Act, 2015, the Company has duly caused this form/statement to be signed/ on its behalf by the undersigned hereunto duly authorized.

For and on behalf of
STANDARD CHARTERED LEASING LIMITED



MAHMOOD GHAFOOR
COMPANY SECRETARY