



**TRG PAKISTAN LTD.**  
3RD FLOOR, ARCADIA BUILDING,  
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October 1, 2012

✓ **The General Manager**  
The Karachi Stock  
Exchange (Guarantee) Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

**The Director Enforcement**  
Securities & Exchange Commission of Pakistan  
NIC Building,  
Jinnah Avenue,  
Blue Area,  
Islamabad

Dear Sir,

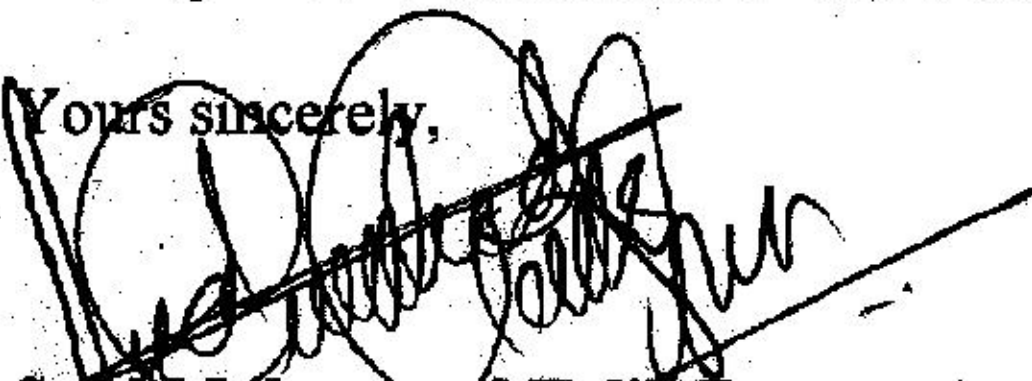
Subject: **Material Information**

In accordance with clause (xx) of the Listing Regulation No. 35 under Code of Corporate Governance 2012, we are pleased to convey the following information:

“In order to give effect to and implement the requirements of the Equity Subscription and Shareholders’ Agreement dated July 25, 2007, entered into by and among the Company, TRGIL, EMP, and other investors, the directors of the company in their meeting held on September 28, 2012 have authorized to issue a further 73,409,995 ordinary shares of Rs.10/- each, at par, other than by issue of right shares, to EMP – IDB Infrastructure Fund, L.P., a limited partnership established in the Kingdom of Bahrain (“EMP”), in exchange for EMP’s surrender and transfer to the Company of 12,397,074 ordinary shares held by EMP in the Company’s subsidiary undertaking, The Resource Group International Limited, a company incorporated and existing under the laws of Bermuda (“TRGIL”), subject to the approval of the Securities and Exchange Commission of Pakistan (the “SECP”) and all other regulatory approvals that may be necessary in this regard.

This transaction is neutral to TRG Pakistan shareholders as it simply transfers EMP – IDB Infrastructure Fund’s holding from TRG International to TRG Pakistan. The overall economic interest for all shareholders remains the same. At the conclusion of this transaction EMP will no longer hold any shares of TRG International and TRG Pakistan’s holding in TRG International will increase from about 60% to about 73%.”

Yours sincerely,

  
**Syed Muhammad Talib Raza**  
Company Secretary &  
VP Shareholder Relations