

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

September 22, 2014

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

The Secretary  
Lahore Stock Exchange Limited  
19, Khayaban-e-Aiwan-e-Iqbal  
Lahore-54000

The Secretary  
Islamabad Stock Exchange Limited  
55-B, Jinnah Avenue, Blue Area  
Islamabad-44000

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

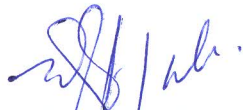
Dear Sirs,

**DISCLOSURE OF MATERIAL INFORMATION**

In terms of section 15D(1) of the Securities and Exchange Ordinance, 1969 and Clause (xx) of Regulation 35 of the Listing Regulations, we are enclosing herewith a Form disclosing information regarding non-binding Memorandum of Understanding entered between ORIX Leasing Pakistan Limited (OLPL) and Standard Chartered Bank (Pakistan) Limited (SCBPL) in relation to a prospective:

- (i) merger/amalgamation of Standard Chartered Leasing Limited ("SCLL") with and into OLPL or acquisition of SCBPL's stake in SCLL; and
- (ii) acquisition of SCBPL's stakes in Standard Chartered Services of Pakistan (Private) Limited and Standard Chartered Modaraba.

Yours Sincerely,  
**ORIX Leasing Pakistan Limited**



EFFAT ASSAD  
COMPANY SECRETARY

ORIX Leasing Pakistan Limited

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**DISCLOSURE FORM**  
**IN TERMS OF SECTION 15D OF THE SECURITIES AND EXCHANGE ORDINANCE,**  
**1969**

Name of Company: ORIX LEASING PAKISTAN LIMITED (OLPL)

Date of Report: SEPTEMBER 22, 2014

Name of Company as specified in its Memorandum: ORIX LEASING PAKISTAN LIMITED

Company's registered office: ISLAMIC CHAMBER OF COMMERCE BUILDING, GROUND FLOOR, ST - 2 A, BLOCK 9, KDA SCHEME NO. 5, CLIFTON, KARACHI

Contact information: 021 3514 4029 - 40

**Disclosure of inside information by listed company in terms of Section 15D(1) and material information under Regulation 35(xx) of the Listing Regulations of the Stock Exchange:**

OLPL has entered into a non-binding Memorandum of Understanding (MOU) with Standard Chartered Bank (Pakistan) Limited (SCBPL) with regard to (i) a prospective merger/amalgamation of Standard Chartered Leasing Limited (SCLL), (a subsidiary of SCBPL) with and into OLPL or acquisition of SCBPL's 86.45% equity stake in SCLL; (ii) acquisition of SCBPL's 100% stake in Standard Chartered Services of Pakistan (Private) Limited (SCSPL) and (iii) acquisition of SCBPL's 20% stake in Standard Chartered Modaraba (SCM). This stake is held 10% directly and 10% indirectly through SCSPL. There is no certainty that the MOU will result in a binding transaction. The transaction structure and implementation plan would be subject to: (a) due diligence of SCLL, SCSPL and SCM by OLPL which will commence shortly; (b) all necessary regulatory clearance for the approved structure; (c) execution of definitive transaction agreements; and (d) satisfaction of various conditions including regulatory and corporate approvals contained in the definitive transaction agreements. This is for your information and we will keep you updated of the progress in the above transaction.

Pursuant to the requirements of the Securities and Exchange Ordinance, 1969 (XVI I of 1969), 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  
ORIX LEASING PAKISTAN LIMITED



EFFAT ASSAD  
COMPANY SECRETARY