

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 4059, 3514 4046

Date: 27th December 2017

THE GENERAL MANAGER

Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road
Karachi, Pakistan.

Cc: DIRECTOR /HOD

Surveillance, Supervision and Enforcement Department
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue
Blue Area, Islamabad

Dear Sir,

SUBJECT: EXTRAORDINARY GENERAL MEETING

Please be informed that Extraordinary General Meeting (EOGM) of ORIX Leasing Pakistan Limited to be held on Thursday, January 18, 2018 at 09:30 a.m. at the Company's Head Office, Plot No. 16, Sector 24, Korangi Industrial Area, Karachi.

The notice of EOGM will be published in tomorrow's newspapers (Dated 28th December 2017) i.e. in Business Recorder and Nawa-i-Waqt (Karachi, Lahore and Islamabad).

Truly,



DR. FAKHARA RIZWAN
Company Secretary



ORIX Leasing Pakistan Limited

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that pursuant to the decision of the Board of Directors of ORIX Leasing Pakistan Limited (OLP/ the "Company"), an Extraordinary General Meeting of the shareholders of the Company will be held on Thursday, January 18, 2018 at 9:30 a.m. at the Company's Head Office, Plot No. 16, Sector 24, Korangi Industrial Area, Karachi, Pakistan, to transact the following business:

SPECIAL BUSINESS

To consider and, if thought fit, pass, with or without modification, the following special resolution, under sections 183(3) of the Companies Act 2017, with respect to the Company's investment in 30,392,901 shares of Oman ORIX Leasing SAOG (OOLC), Oman. OOLC is being merged with and into National Finance Company SAOG (NFC), Oman. In the proposed scheme of merger, the shareholders of OOLC have been given the option to either accept shares in NFC at a swap ratio based on respective book values of the two companies as per audited financial statements as at December 31, 2017 or receive a cash payment equivalent to 1.2 times book value per shares of OOLC as at December 31, 2017. The merger is subject to approval of regulatory authorities in Oman without which the merger may not take place.

The Board of Director hereby recommends that ORIX Leasing Pakistan Limited (OLP) accepts the cash offer of 1.2 times the book value per share of OOLC as at December 31, 2017 in respect of the 30,392,901 shares held by OLP in OOLC.

"Resolved that pursuant to section 183 (3) of the Companies Act 2017, ORIX Leasing Pakistan Limited ("the Company") be and is hereby authorized to accept the option received from National Finance Company SAOG (NFC) as part of the merger of Oman ORIX Leasing SAOG (OOLC) with and into NFC to receive a cash payment equivalent to 1.2 times book value per shares of OOLC as at December 31, 2017 in respect of the 30,392,901 shares (Shares) held by the Company in OOLC and that the Company be and is hereby authorized to dispose of the Shares subject to completion of all formalities and approval of Securities and Exchange Commission of Pakistan and other relevant regulatory authorities."

"Further resolved that the Chief Executive, Chief Financial Officer and Company Secretary of the Company be and are hereby authorized to jointly (any two) to sign and execute such documents and do all acts, deeds, things, as may be required in this respect from time to time."

Statement under section 134(3) of the Companies Act, 2017 setting forth all material facts concerning the special business to be considered in the meeting is attached.

Karachi: December 28, 2017

BY ORDER OF THE BOARD

DR. FAKHARA RIZWAN

Company Secretary

NOTES

- The Register of Members of the Company shall remain closed from January 12, 2018 to January 18, 2018 (both days inclusive). Transfers received in order at our registrars, Messrs. THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S Karachi, 75400, Pakistan at the close of business on January 11, 2018, will be treated in time for the purpose of attending the meeting.
- A Member entitled to attend and vote at the Extraordinary General Meeting of Members is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy needs to be a Member of the Company.
- The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a certified copy of the power of attorney, duly notarized must be deposited at the registered office of the Company at least 48 hours before the time of the meeting. A form of proxy is enclosed. Shareholders are requested to notify any change of address immediately.
- CDC account holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. FOR ATTENDING THE MEETING

- In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original CNIC or original passport at the time of attending the meeting.
- In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature of the nominees shall be produced (unless it has been provided earlier) at the time of the meeting.

B. FOR APPOINTING PROXIES

- In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form accordingly.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her original CNIC or original passport at the time of meeting.
- In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF SPECIAL BUSINESS

This statement sets out the material facts concerning the Special Business to be transacted at the Extraordinary General Meeting of the Company to be held on Thursday, January 18, 2018 at 9:30 a.m. at the Company's Head Office, Plot No. 16, Sector 24, Korangi Industrial Area, Karachi, Pakistan.

SPECIAL BUSINESS ITEM (1) OF THE AGENDA

- ORIX Leasing Pakistan Limited (OLP/ the Company) recommends that the Company accepts the option received from National Finance Company SAOG (NFC) as part of the merger of Oman ORIX Leasing SAOG (OOLC) with and into NFC to receive a cash payment equivalent to 1.2 times book value per shares of OOLC as at December 31, 2017 in respect of the 30,392,901 shares held by the Company in OOLC.

Details of the transaction are as follows:

Detail of Assets:	
Name of Associated Undertaking	Oman ORIX Leasing Company SAOG (OOLC)
Assets description	ORIX Leasing Pakistan Limited (OLP) holds 30,392,901 shares in Oman ORIX Leasing Company SAOG (OOLC), Oman
Cost of Asset	Rupees: 265 million
Revalued amount (if available)	As at September 30, 2017 Rupees 1,298 million which includes an unrealized exchange gain of Rs. 285 million.
Book value	As at September 30, 2017 Rupees 1,298 million which includes an unrealized exchange gain of Rs. 285 million.
Approximate current market price/fair value - September 30, 2017	-Rupees 1,436 million as per OOLC share price on Muscat Securities Market. -Rupees 1,525 million if OLP avails the cash offer from NFC. -Rupees 1,150 million as per NFC share price on Muscat Securities Market if OLP avails swap offer.
Proposed manner of disposal of the assets	As part of the Merger of OOLC with and into NFC, shareholders of OOLC are being given the option to either; - Receive shares in NFC based on the book value per share of OOLC and the book value per share of NFC in accordance with each company's audited financial statements as at 31 December 2017 (approximately 1:1). OR - A cash consideration per share equal to 1.2 multiplied by the book value per share as at 31 December 2017. The Company's Board of Directors recommend that the Company avails the cash offer.
Reasons for the sale or disposal of assets	Merger of Oman ORIX Leasing Company SAOG (OOLC), Oman with and into National Finance Company SAOG (NFC). After Merger OOLC will no longer exist. OLP has two choices; to accept NFC's cash offer or accept shares in NFC in exchange for the Company's shares in OOLC. Acceptance of the cash offer is recommended. If the Company avails the share swap offer from NFC, the consequent dilution in OLP's shareholding percentage in the merged entity will result in OLP not being in a position to exercise significant influence over the merged entity.
Expected benefits	The amount to be received by OLP is contingent on the future book value of OOLC as at December 31, 2017. Barring any unforeseen future circumstances which may affect OOLC's final book value per share as at December 31, 2017, OLP estimates a profit after tax of approximately Rs. 400 million on the transaction.
Interest of directors and their relatives	None of the Directors or their relatives has any interest, whether directly or indirectly, except to the extent of their shareholding in the Company.

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سعودی شہزادہ ماجد کے
 اہل حق میں، قاتل کا ضروری کارروائیاں ایسا انجام دینے کے ذریعہ زور و دستاویزات کی بنیادی اور دھمکا کا اکیلا پیچیدہ تجربہ کیے 'خفیہ' کا نقل و پیرا اور کئی
 نئی نئی کو مشترکہ (کوئی) (د) علوم و دہانہ ہے۔
 کئی ایک گزٹ کرے 2017ء کے 134 (3) کے تحت اہل حق میں، ایسا دہانہ کے پیچیدہ سے مخصوص امور سے متعلق حق میں کی بنیادی کو شمار و دستاویز ہے۔

خبره و طمأن

نوٹ:-

1۔ مکمل کے مجراں کاربٹر 12 جنوری 2018، 18 جنوری 2018، (دو دنوں میں) شامل کیے گئے ہیں۔ ہمارے ریفرل میسرز ای ٹی کے ایس سی میں (ہماری جگہ) پر فرسٹ فور
40۔ س۔ ک۔ کے ایس سی میں لائی گیٹنگ کرپٹی 75400۔ پاکستان کا 11 جنوری 2018، کو اتمام کار تک موصول ہونے والی معلومات اس میں شرکت کیلئے درج
کے ہوئے۔

کت

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(۱) انفرادی صورت میں اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور / یا جس کی سنگھار شیئر گروپ اکاؤنٹ میں ہوں گا، ان کی جسریشن تفصیلات فراہم کے مطابق اپ لوڈ ایہوں کی اور کرو کہ نظام میں سب سے پہلے کر ان کی معلومات۔

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۱ اور نیز یزید گج پاکستان لیجنڈ (ادوایی بی / کھیل) - سٹارٹ کرتی ہے کہ ارن ٹیلف کی اور ادوانن اور نکس لوگ ہمیں اسے ادوی (ادوایی بی) کے انتظام پر کھینچ نکالنا
کھیلنا ہمیں اسے ادوی (ارن ٹیلف بی) کی جانب سے ادوایی بی میں کھینچی 30, 392, 901 شیئرز کے ضمن میں 31 دسمبر 2017 کو ادوایی بی کے شیئرز کی بک دلیوے
1.2 گھنٹے سہاویہ رقم کی ادائیگی کی پیشکش کر لے۔

نیز انزیکشن کی تفصیلات حسب ذیل ہیں:

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شیریں و بارہ
