

May 7th, 2025

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

Subject: Material Information Disclosure – Sanction of Scheme of Arrangement pertaining to Secure Logistics Group Limited and Trax Online (Private) Limited – Corporate Announcement # 8

Dear Sir,

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Clause 5.6.1 of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the following information:

Further to our communications / disclosures from time to time, including Corporate Announcement # 7 dated February 6th, 2025, and the resolution passed by the members of Secure Logistics Group Limited (“**SLGL**”) at the Extraordinary General Meeting held on March 28th, 2025 whereby the Scheme of Arrangement under Sections 279 to 283 and 285(8) of the Companies Act, 2017, between SLG, Trax Online (Private) Limited (“**Trax**”), and their respective members (the “**Scheme**”), was approved by the requisite majority of members of SLGL, we are please to convey the following update:

The Scheme pertaining to, *inter alia*, the vesting of Trax’s entire issued and paid up share capital into SLGL (i.e. making Trax a wholly owned subsidiary of SLGL), against the issuance of shares of SLGL to the shareholders of Trax, along with a corporate reorganization of the shareholding of SLGL and all ancillary matters thereto, has been sanctioned by the Honourable Islamabad High Court, vide shord Order dated May 5th, 2025 (a copy of which has been uploaded on the Court’s website on May 7th, 2025), passed in Companies Original No. 3 of 2025, with a modified ‘effective date’ as start of business on April 1st, 2025 (as requested by the companies). A detailed order shall be passed by the Honourable Court in due course.

A copy of the said Order, which has been uploaded on the website of the Islamabad High Court, is attached herewith.

In accordance with the Order passed by the Honourable Islamabad High Court, the companies shall commence implementation of the Scheme as per the terms thereof, including issuance of shares of SLGL to Trax’s shareholders and to Mr. Pervaiz Afzal Khan. We will keep the shareholders informed of significant developments as the matter progresses further.

The managements of the companies will also commence implementing the integration plans to swiftly and efficiently effectuate the arrangement and achieve the potential synergies, with Trax becoming a wholly owned subsidiary of SLGL. Consequently, through the envisaged structure, Trax shall be responsible for e-commerce and warehousing, BLs, inclusive of all respective sub-segments. Resultantly, SLGL and its group companies (including Trax) can be in a position to potentially become a leading 4 PL player, involved in *inter alia* the complimentary BLs of long-haul and medium-haul transportation, e-commerce (last mile) and warehousing. Furthermore, the group entities are expected to have a pro-forma owned commercial fleet of more than 300 commercial vehicles of different types, an offices network of seven main offices, 82 branch offices and 34 sales points, 4 ware houses along with a combined employee strength of approximately 2,200 excluding security guards. In addition, it will be the only logistic entity of its size with a substantial in-house IOT business and security services capability, both supporting the BLs falling under logistics, providing a unique opportunity to maximise the value for SLGL’s shareholders. In summary:

As part of the Merger SLGL will, *inter-alia*, offer:

- Company owned fleet
- Diversified cash flow stream through distinct, yet synergetic, business lines of logistics, asset tracking and security services
- Experienced team in all business lines mentioned above
- Country-wide foot print of all business lines
- TIR License – Regional Play

Similarly, Trax will, *inter-alia*, be contributing through:

- Two complimentary BLs (last-mile and warehousing) along with respective sub-segments and an established technology platform that is being expanded to include Fin Tech
- Country-wide reach of the e-commerce business
- An experienced operational and commercial team across the country

As a result of the above mentioned robust business case, during the period January to December, 2025, the entities (as reorganized pursuant to the Proposed Arrangement) expect the Net Income to increase by 60%, thus sustaining the EPS on fully deluted basis. SLGL, presented a detailed 5 years financial forecast during the Analyst Presentation held at PSX on March 24th, 2025.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Sincerely,



Faisal Atta
Company Secretary

Cc:
Director / HOD, Supervision and Enforcement Department
Securities and Exchange Commission of Pakistan

Enclosed: Copy of the aforementioned Order

ORDER SHEET
IN THE ISLAMABAD HIGH COURT, ISLAMABAD
(JUDICIAL DEPARTMENT)

Companies original no.3/2025

Secure Logistics Group Limited, and another
versus
Securities and Exchange Commission of Pakistan (SECP)

S. No. of order/proceedings	Date of order/Proceedings	Order with signature of Judge and that of parties or counsel where necessary.
4	05.05.2025	M/s Mikael Azmat Rahim and Aasim Shafi, advocates for the petitioner Syed Farhan Shah, SPP-SECP Hafiz Naeem, Senior Legal Advisor, CCP

With reference to the last order, learned counsel for SECP stated that the use of the word “approximately” led to SECP's concern noted at para 3 of the last order that, if the price of shares issued to *Mr. Pervez Afzal Khan* were to fall below par value, the concern would become relevant. The matter has since been clarified with the petitioner companies who have confirmed that the price of the said shares shall not fall below the par value. As for the second concern regarding ESOS, SECP’s counsel expresses satisfaction with the first sentence in para 3 of the last order dated 22.04.2025. Accordingly, there are no outstanding concerns of SECP on the proposed scheme of arrangement.

2 Learned counsel for CCP has produced an order dated 02.05.2025, whereby CCP has concluded that the scheme of arrangement does not create or strengthen a dominant position in the relevant market and was, therefore, authorized under section 31(1)(d)(i) of the Competition Act, 2010.

3 For the foregoing reasons, there appears no further impediment in sanctioning the proposed scheme of arrangement annexed to this petition. The scheme of arrangement is therefore sanctioned, with the change of its ‘effective date’ as recorded in para 6 of the last order dated 22.04.2025. The detailed order with the reasons for sanctioning the scheme shall follow in due course. However, vide this order, the implementation of the scheme of arrangement sanctioned hereby can commence forthwith.

4 **Disposed of** accordingly.

(Sardar Ejaz Ishaq Khan)
Judge

MERGER ANNOUNCEMENT

GREEN MEETS SPEED. APPROVED BY THE HIGH
COURT & ANNOUNCED ON THE PSX.



SLG TRAX
Secure Logistics Group Limited

SLG
Secure Logistics Group



TRAX