



Bank AL Habib Limited

25^{YEARS}
SILVER JUBILEE
1991-2016

November 7, 2016

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

Subject: **Notice of Extraordinary General Meeting of Bank AL Habib Limited
Under Regulation No. 5.6.4 (b) of Pakistan Stock Exchange Rule Book**

Dear Sir,

As required Under Regulation No. 5.6.4 (b) of Pakistan Stock Exchange Rule Book, we are enclosing herewith the copy of Notice of Extraordinary General Meeting of the Bank to be held on Tuesday, December 27, 2016 at 10:30 A.M. at our Registered Office, 126-C, Old Bahawalpur Road, Multan.

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

Regards,

Yours truly,

Mohammad Taqi Lakhani
Company Secretary

Encl. as above



Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Bank AL Habib Limited will be held at the Registered Office of the Bank located at 126-C, Old Bahawalpur Road, Multan, on Tuesday, December 27, 2016 at 10.30 a.m. to transact the following business:

Special Business:

1. To consider and, if thought fit, pass the following resolutions as Special Resolutions, with or without modification, to amend the Articles of Association of the Bank in order to enable the e-voting mechanism as prescribed in the Companies (E-Voting) Regulations, 2016 issued by the Securities and Exchange Commission of Pakistan (SECP).

"RESOLVED that, subject to obtaining the requisite approvals, the Articles of Association of the Bank be and are hereby amended by adding a new Article 90A, appearing after the existing Article 90, as follows:

90A The provisions and requirements for electronic voting by the members, as prescribed under the applicable laws and regulations from time to time, shall be deemed to be incorporated in these Articles, irrespective of the other provisions of these Articles and notwithstanding anything contradictory therein. Members may be allowed to appoint members as well as non-members as proxies for purposes of electronic voting to the extent permitted under the applicable laws and regulations.

Electronic
Voting

"FURTHER RESOLVED that the Company Secretary of the Bank be and is hereby authorized to take or cause to be taken any and all actions necessary and incidental for the purposes of altering the Articles of Association of the Bank, and make necessary filings and complete legal formalities as may be required to implement the aforesaid resolution."

2. To consider and approve the remuneration payable to Chairman of the Board.
3. To consider and approve the increase in remuneration payable to the Executive Director of the Bank.

Any Other Business:

4. To consider any other business of the Bank with the permission of the Chair.

For Item Nos.1 to 3, a statement under Section 160(1)(b) of the Companies Ordinance, 1984 is annexed.

By order of the Board

Karachi: November 08, 2016

MOHAMMAD TAQI LAKHANI
Company Secretary



Bank AL Habib

25 YEARS SILVER JUBILEE 1991-2016

Notes:

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy (except for a corporation) must be a member of the Bank. Proxy Form, in order to be effective, must be received at the Registered Office of the Bank located at 126-C, Old Bahawalpur Road, Multan, duly stamped and signed not less than 48 hours before the meeting.
2. The CDC account/sub account holders are requested to bring with them their Computerized National Identity Cards (CNICs)/Passport along with participant(s) ID Number and their account numbers at the time of attending the Extraordinary General Meeting in order to facilitate identification of the respective shareholders. The proxy shall also produce his/her original CNIC or Passport at the time of the meeting. In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall be submitted along with Proxy Form in the Bank.
3. The share transfer book of the Bank will remain closed from December 17, 2016 to December 27, 2016 (both days inclusive). Transfers received in order at the office of our Share Registrar, Central Depository Company of Pakistan Ltd, located at CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi – 74400, by the close of business on December 16, 2016 will be treated in time for the purpose of attending this Extraordinary General Meeting. Members are requested to promptly communicate any change in their address to our above mentioned Share Registrar.

4. Consent for video conference facility

For this Extraordinary General Meeting, under following conditions, Members can also avail video conference facility at Karachi.

If the Bank receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the Bank will arrange video conference facility in that city subject to availability of such facility in that city.

The Bank will intimate members regarding venue of video conference facility 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

In this regard, members who wish to participate through video conference facility at Karachi should send a duly signed request as per following format to the registered address of the Bank at least 10 days before the date of general meeting.

| |
|---|
| <p>I/We, _____ of _____ being a member of</p> <p>Bank AL Habib LIMITED, holder of _____ ordinary share(s) as per register Folio</p> <p>No./ CDC Sub-Account No.: _____ hereby opt for video conference facility at Karachi.</p> <p style="text-align: right;">_____ Signature of Member</p> |
|---|



Statement Under Section 160(1)(b) of the Companies Ordinance, 1984

The statement is annexed to the Notice of the Extraordinary General Meeting of Bank AL Habib Limited at which certain special business is to be transacted. The purpose of this statement is to set forth the material facts concerning such special business:

Item No. 1 of the Agenda

The shareholders' approval is being sought to amend the Articles of Association of the Bank in order to give effect to the requirements of Companies (E-Voting) Regulations, 2016, issued by SECP, thereby facilitating voting through electronic means for the shareholders of the Bank. As recommended by the Board of Directors in the meeting held on October 20, 2016, it is intended to propose the resolutions stated in the notice to be passed as Special Resolutions in order to effectuate the above.

Item No. 2 of the Agenda

Considering the extra services required to be performed by Mr. Abbas D. Habib upon his election as Chairman of the Board of Directors and as recommended by the Board in the meeting held on October 20, 2016, it is intended to propose the following resolution to be passed as an Ordinary Resolution:

"RESOLVED that remuneration of Mr. Abbas D. Habib, Chairman of the Board of Directors, shall be Rs. 25,000,000/- per annum together with three bank-maintained cars, security guard services, payment of utility bills, club and entertainment bills, and travelling bills.

"FURTHER RESOLVED that Mr. Abbas D. Habib may also be provided adequate and appropriate office, staff, and administrative support as may be required to enable him to perform the extra services as assigned to him by the Board of Directors."

Item No. 3 of the Agenda

Considering the extra services required to be performed by Mr. Qumail R. Habib, Executive Director, and as recommended by the Board of Directors in their meeting held on October 20, 2016, it is further intended to propose the following resolution to be passed as an Ordinary Resolution:

"RESOLVED that the remuneration of Mr. Qumail R. Habib, Executive Director, shall be enhanced to Rs. 2,000,000/- per month exclusive of perquisites, benefits and other allowances to which he is entitled under the terms of his employment."



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“**RESOLVED** that, subject to obtaining the requisite approvals, the Articles of Association of the Bank be and are hereby amended by adding a new Article 90A, appearing after the existing Article 90, as follows:

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“**FURTHER RESOLVED** that the Company Secretary of the Bank be and is hereby authorized to take or cause to be taken any and all actions necessary and incidental for the purposes of altering the Articles of Association of the Bank, and make necessary filings and complete legal formalities as may be required to implement the aforesaid resolution.”

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Any Other Business:

4. To consider any other business of the Bank with the permission of the Chair.

For Item Nos. 1 to 3, a statement under Section 160(1)(b) of the Companies Ordinance, 1984 relating to the aforesaid Special Business to be transacted at the said General Meeting is being sent to all shareholders.

By Order of the Board

Mohammad Taqi Lakhani
Company Secretary

Karachi: November 8, 2016

Notes:

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy (except for a corporation) must be a member of the Bank. Proxy Form, in order to be effective, must be received at the Registered Office of the Bank located at 126-C, Old Bahawalpur Road, Multan, duly stamped and signed not less than 48 hours before the meeting.
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In this regard, members who wish to participate through video conference facility at Karachi should send a duly signed request as per following format to the registered address of the Bank at least 10 days before the date of general meeting.

I/We, _____ of _____ being a member of Bank AL Habib Limited, holder of _____ ordinary share(s) as per register Folio No./CDC Sub-Account No.: _____ hereby opt for video conference facility at Karachi.

Signature of Member



بینک الحیب لمیٹڈ

25 YEARS SILVER JUBILEE 1991-2016

اطلاع برائے غیر معمولی اجلاس عام

بذریعہ ہذا مطلع کیا جاتا ہے کہ بینک الحیب لمیٹڈ کا غیر معمولی اجلاس عام بروز منگل ۲۷ دسمبر ۲۰۱۶ء صبح ۱۰:۳۰ بجے بینک کے رجسٹرڈ آفس واقع ۱۲۶ سی، اولڈ بہاولپور روڈ، ملتان میں مندرجہ ذیل امور کی انجام دہی کیلئے منعقد کیا جائے گا:

خصوصی امور:

- ۱۔ سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (ایس ای سی پی) کی جانب سے جاری کردہ کمپنیز (ای۔ وونگ) ریگولیشنز ۲۰۱۶ میں مقررہ کردہ ای۔ وونگ منگزم پر عمل درآمد کے سلسلے میں بینک کے آرٹیکلز آف ایسوسی ایشن میں ترمیم کی غرض سے درج ذیل قراردادوں پر بطور خصوصی قرارداد غور و خوض اور اگر مناسب سمجھا جائے تو اس کی ترمیم یا بلاتریم منظور کی:

90A The provisions and requirements for electronic voting by the members, as prescribed under the applicable laws and regulations from time to time, shall be deemed to be incorporated in these Articles, irrespective of the other provisions of these Articles and notwithstanding anything contradictory therein. Members may be allowed to appoint members as well as non-members as proxies for purposes of electronic voting to the extent permitted under the applicable laws and regulations.

”مزید قرار پایا کہ بینک کے کمپنی سیکریٹری کو اختیار دیا جائے اور ذریعہ ہذا دیا جاتا ہے کہ بینک کے آرٹیکلز آف ایسوسی ایشن میں ترمیم کرنے کے مقاصد کے لئے کوئی ایک یا وہ تمام ضروری یا اتفاقی اقدامات کو بروئے کار لائیں اور وہ تمام ضروری دستاویزات داخل کریں اور قانونی کارروائیوں کو تکمیل دیں جو مذکورہ بالا قرارداد پر عمل درآمد کے سلسلے میں درکار ہوں۔“

۲۔ بورڈ کے چیئرمین کو ادا کیے جانے والے معاوضے پر غور و خوض اور اس کی منظوری۔

۳۔ بینک کے ایگزیکٹو ڈائریکٹرز کو ادا کیے جانے والے معاوضے میں اضافے پر غور و خوض اور اس کی منظوری۔

کوئی دیگر امور:

۴۔ صدر اجلاس کی اجازت سے بینک کی کسی دیگر کارروائی پر غور و خوض۔

کمپنیز آرڈیننس ۱۹۸۳ کی سشن (ب) (۱) ۱۶۰ کے تحت مذکورہ اجلاس عام میں انجام دیئے جانے والے درج بالا خصوصی امور سے متعلق آئٹم نمبر ۳ تا ۴ کیلئے ایک اسٹیٹمنٹ تمام شیئرز ہولڈرز کو ارسال کیا جا رہا ہے۔

حسب الحکم بورڈ

محمد تقی لاکھانی

کمپنی سیکریٹری

کراچی: ۸ نومبر ۲۰۱۶ء

نوٹ:

۱۔ ہر ممبر جسے اجلاس ہذا میں شرکت کرنے اور ووٹ دینے کا حق حاصل ہے وہ اپنی جگہ شرکت کرنے اور ووٹ دینے کیلئے ایک پراسی مقرر کر سکتا/سکتی ہے۔ پراسی کیلئے (ماسوائے کارپوریشن کے) بینک کا ممبر ہونا لازمی ہے۔ موثر العمل ہونے کیلئے پراسی کا فارم باقاعدہ اسٹیپ شدہ اور دستخط شدہ اجلاس سے کم از کم ۲۸ گھنٹے قبل لازماً بینک کے رجسٹرڈ آفس واقع ۱۲۶ سی، اولڈ بہاولپور روڈ، ملتان میں موصول ہو جائے۔

۲۔ سی ڈی سی کے اکاؤنٹ/سب اکاؤنٹ ہولڈرز سے درخواست ہے کہ وہ غیر معمولی اجلاس عام میں شرکت کرتے وقت اپنے کمپیوٹرائزڈ قومی شناختی کارڈ (سی این آئی سی)/ پاسپورٹ مع پائٹنٹس آئی ڈی نمبر اور اپنے اکاؤنٹ نمبر ذمہ دار لائیں تاکہ متعلقہ شیئرز ہولڈرز کی شناخت میں سہولت رہے۔ پراسی کو بھی اپنا اصل قومی شناختی کارڈ یا پاسپورٹ اجلاس کے وقت دکھانا ہوگا۔ کارپوریٹ ادارہ ہونے کی صورت میں بحیثیت ممبر (رکن)، بورڈ آف ڈائریکٹرز کی منظور شدہ قرارداد/ پادار آف انٹرنی بیج نمونہ دستخط ہمراہ پراسی فارم بینک میں جمع کرانے ہوں گے۔

۳۔ بینک کی شیئرز ٹرانسفریک سے ۱۷ دسمبر ۲۰۱۶ء تا ۲۷ دسمبر ۲۰۱۶ء (شمول ہر دو یوم) بند رہے گی۔ وہ ٹرانسفرز جو ہمارے شیئرز رجسٹرار کے دفتر میں ۱۷ دسمبر کو یا ڈائریکٹری کمپنی آف پاکستان لمیٹڈ، واقع سی ڈی سی ہاؤس، 99-B، بلاک B، ایس ایم سی ایچ ایس، مین شاہراہ میل، کراچی-74400 میں ۱۶ دسمبر ۲۰۱۶ء کو کاروباری اوقات کے اختتام تک موصول ہونے والے ٹرانسفرز غیر معمولی اجلاس ہذا میں شرکت کے مقصد کیلئے بروقت تصور کیے جائیں گے۔ ممبران سے گزارش ہے کہ اپنے پتے میں کسی بھی تبدیلی سے ہمارے مذکورہ بالا شیئرز رجسٹرار کو فوری طور پر مطلع کریں۔

۴۔ وڈیو کانفرنس سہولت کیلئے رضامندی

اس غیر معمولی اجلاس عام کیلئے درج ذیل شرائط کے تحت ممبران کراچی میں وڈیو کانفرنس کی سہولت بھی حاصل کر سکتے ہیں۔ اگر بینک کو ایک جغرافیائی حدود میں مقیم ۰ فیصد یا اس سے زائد شیئرز ہولڈنگ کے حامل ممبران کی جانب سے وڈیو کانفرنس کے ذریعے اجلاس میں شرکت کے سلسلے میں اجلاس کی تاریخ سے کم از کم ۱۰ روز قبل رضامندی کا فارم موصول ہوا تو بینک اس شہر میں وڈیو کانفرنس کا انتظام کرے گا جو اس شہر میں ایسی سہولت کی دستیابی سے شرط ہے۔

بینک اجلاس عام کی تاریخ سے ۵ روز قبل وڈیو کانفرنس کی سہولت کے مقام بشمول اس سہولت تک رسائی کیلئے تمام ضروری معلومات سے ممبران کو آگاہ کرے گا تاکہ وہ اس سہولت سے فائدہ اٹھا سکیں۔

اس سلسلے میں وہ ممبران جو کراچی میں وڈیو کانفرنس کی سہولت کے ذریعے شرکت کے خواہشمند ہوں وہ درج ذیل فارمیٹ کے مطابق باقاعدہ دستخط شدہ درخواست اجلاس کی تاریخ سے کم از کم ۱۰ دن قبل بینک کے رجسٹرڈ پتے پر ارسال کر دیں۔

میں/ہم _____ سکند _____ بحیثیت بینک الحیب لمیٹڈ کے
ایک ممبر/ممبران _____ عمومی شیئر/ (شیئرز) بر مطابق رجسٹرڈ فولیو نمبر/ سی ڈی سی ڈیلی اکاؤنٹ
نمبر _____ بذریعہ ہذا کراچی میں وڈیو کانفرنس کی سہولت کے لئے خواہشمند ہوں/ہمیں۔

ممبر کے دستخط