

FAYSAL BANK LIMITED

Source: "BUSINESS RECORDER"

Dated: March 05, 2009

**FAYSAL BANK LIMITED****NOTICE OF THE 14TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 14th Annual General Meeting of Faysal Bank Limited will be held on Friday, 27th March 2009 at 9:00 a.m. at Jinnah Auditorium, Institute of Bankers of Pakistan, Moulvi Tamizuddin Khan Road, Karachi, to transact the following business:

ORDINARY BUSINESS:

1. To confirm minutes of the Extra-Ordinary General Meeting held on 28th April 2008.
2. To receive and adopt Annual Audited Accounts (Stand-alone and consolidated), Statement of Compliance with Code of Corporate Governance of FBL for the year ended 31st December 2008 together with the Directors' and Auditors' Reports thereon.
3. To consider and approve as recommended by the Board of Directors to issue Bonus Shares in proportion of 15 shares for every 100 shares held i.e. 15% for the year ended 31st December 2008.
4. To appoint External Auditors to hold office till the conclusion of the next Annual General Meeting of the Bank for the ensuing financial year 2009 at a mutually agreed remuneration. (The present Auditors, KPMG Taseer Hadi & Co., Chartered Accountants being eligible offer themselves for re-appointment).

SPECIAL BUSINESS:

5. To approve disposal of fractional shares created out of the issuance of bonus shares by the Bank for the year 2008 by passing the following resolution with or without amendments:
"Resolved that in the event of any member holding fraction of a Share, the Company Secretary be and is hereby authorized to consolidate such Fractional entitlement and sale in the stock market and the proceeds of sale (less expenses) when realized, be donated to a Charitable Trust "Waqf Faisal".
6. To approve increase in Authorized Capital of the Bank and in this regard amend the Memorandum & Articles of Association by passing the following resolutions as special resolutions with or without amendments:

RESOLVED that

- a) The authorized share capital of the Bank be and is hereby increased from Rs. 8,000,000,000/- (Rupees Six Billion Only) to Rs. 12,000,000,000/- (Rupees Twelve Billion Only) divided into 1,200,000,000 Ordinary Shares of Rs. 10/- each.
- b) Clause V of the Memorandum of Association of the Bank be substituted by the following:
"The capital of the Bank is Rs. 12,000,000,000/- (Rupees Twelve Billion only) divided into 1,200,000,000 ordinary shares of Rs. 10/- each."
- c) The Article V (a) of the Memorandum of Association of the Bank be substituted by the following:
"The capital of the Bank is Rs. 12,000,000,000/- (Rupees Twelve Billion only) divided into 1,200,000,000 ordinary shares of Rs. 10/- each."
- d) The Company Secretary of the Bank be and is hereby authorized to sign and execute documents and forms required to be filed at the State Bank of Pakistan and Securities and Exchange Commission of Pakistan and take all other corporate formalities, steps/measures to bring into effect the aforementioned amendments".
7. To transact any other Business with the permission of the Chairman.

By the order of the Board

Raza Mohsin Qizilbash

Acting Company Secretary & Head Legal

Karachi: 24th February 2009

NOTES:

1. The Share Transfer Books of the Bank shall remain closed from 20th March 2009 to 27th March 2009 (both days inclusive). Transfer received at the Registrar and Share Transfer Agent of the Bank, by the close of business on 19th March 2009 will be treated in time for the purpose of the entitlement of bonus shares.
2. A member entitled to attend and vote at the above Annual General Meeting is entitled to appoint another member as a proxy to attend and vote on his/her behalf, save that a corporation being a member may appoint as its proxy or officer of such corporation whether a member of the company or not. This instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of the power or authority shall be deposited at the office of M/s. Noble Computer Services (Pvt.) Limited, 2nd Floor, Sohni Center, BS 5 & 6, Main Karimabad, Block-4, Federal B. Area, Karachi-75950, the Registrar and Share Transfer Agent of the bank not later than 48 hours before the time of holding the meeting, and must be duly stamped, signed and witnessed.
3. The CDC Account Holders and Sub-account Holders, whose registration details are available in the Share Book Details Reports shall be required to produce their respective original Computerized National Identity Card (CNIC) or original passport at the time of attending the Annual General Meeting to facilitate identification. Such Account Holders and Sub-Account Holders should also bring/know their respective participation I.D. No. and the CDC Account No. In case of proxy, he/she must enclose an attested copy of his/her CNIC or passport. Representative(s) of corporate member(s) should bring usual documents required for such purpose.
4. Members are required to timely notify any change in their address to Bank's Registrar/Share Transfer Agent M/s. Noble Computer Services (Pvt.) Limited, 2nd Floor, Sohni Center, BS 5 & 6, Main Karimabad, Block-4, Federal B. Area, Karachi-75950.

Statement of Material Facts under Section 160(1)(b) of the Companies Ordinance 1984 relating to said Special Business has been dispatched to shareholders along with Annual Report 2008.