

THE KARACHI STOCK EXCHANGE (GUARANTEE) LIMITED

KSE/N-1430

NOTICE

March 10, 2011

HABIB METROPOLITAN BANK LIMITED

Source: "BUSINESS RECORDER" Dated: March 09, 2011

**Habib Metropolitan Bank**

(Subsidiary of Habib Bank AG Zurich)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Nineteenth Annual General Meeting of the shareholders of Habib Metropolitan Bank Ltd will be held at the Moosa D, Desai ICAP Auditorium, Institute of Chartered Accountants of Pakistan, G-31/B, Chartered Accountants Avenue, Clifton, Karachi on Wednesday, March 30, 2011 at 9.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Accounts, standalone as well as consolidated, of the Bank for the year ended December 31, 2010 together with the Directors' and Auditors' reports thereon.
2. To approve, as recommended by the Board of Directors, dividend @ 20 % in the form of bonus shares, in the event of any member holding fractional shares, the Directors are authorized to consolidate such fractional entitlement and sell in the stock market and to pay the proceeds of sale when realized to a charitable trust.
3. To elect 8 (eight) Directors as fixed by the Board.
4. To appoint Auditors for the financial year ending December 31, 2011 and fix their remuneration. The present Auditors, Messrs. KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS:

5. To authorize Board of Directors to provide Chairman with appropriate office premises and support staff for carrying out his duties in his capacity as the Chairman of the Bank pursuant to BPRD Circular No 14 of 2009 dated August 7, 2009.

A statement under Section 160 of the Companies Ordinance, 1984 pertaining to Special Business is being sent to the shareholders alongwith the notice.

ANY OTHER BUSINESS:

6. To consider any other business with the permission of the Chair.

By Order of the Board

MUHAMMAD IMRAN

Company Secretary

Karachi; March 1, 2011

NOTES:

1. The number of directors to be elected pursuant to Section 178(1) of the Companies Ordinance, 1984, has been fixed at 8 (eight). The following being eligible have offered themselves for re-election:
Mr. Kasim Parakh, Mr. Muhammad H. Habib, Mr. Fleza S. Habib, Mr. Bashir Ali Mohammad, Mr. Ronald V. Emerson, Mr. Wazir Ali Khoja and Mr. Mohamedali R. Habib.
2. Any member desirous to contest the election of Directors shall file the following with the Company Secretary of the Bank at its Registered Office, Spencer's Building, I.I. Chundriger Road, Karachi, not later than fourteen days before the day of the above said meeting:
 - a) His/her intention to offer himself/herself for the election in terms of Section 178(3) of the Companies Ordinance, 1984 together with a consent in Form 28;
 - b) Declarations under clauses (ii) to (v) of the code of Corporate Governance;
 - c) Fit & Proper Test, Affidavit and a completed questionnaire as required in terms of BPRD Circular No. 4 of April 23, 2007.
3. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend the meeting and vote for him/her. Proxy form is enclosed with the Annual report. A proxy must be a member of the Bank. Proxies, in order to be effective, must be received at the Registered Office of the Bank, duly stamped, signed and witnessed, not less than 48 (forty eight) hours before the meeting.
4. CDC account holders and sub-account holders are required to bring with them their National Identity Card along with the participants ID numbers and their account numbers in order to facilitate identification.
5. Members are requested to notify the change of addresses, if any.
6. The share transfer book of the bank will remain closed from March 29, 2011 to April 8, 2011 (both days inclusive).