



HABIBMETRO



BUILDING TOGETHER
Habib Bank AG Zurich
SINCE 1967

HO/CS/13114/2018

March 7, 2018


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

Dear Sir,

TEXT OF NOTICE OF ANNUAL GENERAL MEETING

In accordance with the Clause 5.6.4.(b) of the Rule Book of Pakistan Stock Exchange. Please find enclosed herewith a text Notice of Annual General Meeting which would be published on March 8, 2018.

Yours truly,


for **Fuzail Abbas**

Company Secretary (Officiating)

Encl.

TEXT NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Sixth Annual General Meeting of the shareholders of Habib Metropolitan Bank Ltd. will be held at the Moosa D. Dessai Auditorium, Institute of Chartered Accountants of Pakistan, G-31/8, Chartered Accountants Avenue, Clifton, Karachi on Thursday, 29 March 2018 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 31 December 2017 together with the Directors' and Auditors' reports thereon.
2. To approve, as recommended by the Board of Directors, final dividend @ 30% (Rs.3.00 per share) in the form of cash for the year ended 31 December 2017.
3. To appoint Auditors for the financial year ending 31 December 2018 and fix their remuneration. The present Auditors, Messrs. KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS

4. To enhance remuneration payable to directors for attending Board and its sub-committees' meetings.
5. To approve remuneration paid to the directors during the year ended 31 December 2017.

A statement of material fact under section 134(3) of the Companies Act, 2017 relating to the aforesaid special business to be transacted at the said Annual General Meeting is being sent to the shareholders along with the notice.

ANY OTHER BUSINESS

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

By Order of the Board

FUZAIL ABBAS
Company Secretary (Officiating)

Karachi: February 16, 2018

NOTES:

1. 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. In order to be effective, proxies 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.
2. CDC account holders and sub-account holders are required to bring with them their original National Identity Card or passport along with the participants' ID numbers and their account numbers in order to facilitate identification. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee is also required.
3. Members are requested to notify the change of addresses, if any.
4. The share transfer book of the Bank will remain closed from 16 March 2018 to 29 March 2018 (both days inclusive).

Bank Account details for payment of Cash Dividend

In accordance with the Section 242 of the Companies Act, 2017, any cash dividend shall only be paid through electronic mode directly into the bank account designated by the entitled shareholder. Please provide the following information to the Bank's Share Registrar along with a copy of your valid CNIC:

Details of Shareholder	
Name of shareholder	
Folio / CDS Account No.	
CNIC No.	
Cell number of shareholder	
Landline number of shareholder, if any	
Email Address (Mandatory)	
Details of Bank Account	
Title of Bank Account	
International Bank Account Number (IBAN) "Mandatory"	PK _____ (24 digits)
Bank's name	
Branch Name	
Branch address	
It is stated that the above-mentioned information is correct and in case of any change therein, I/we will immediately intimate Participant/Share Registrar accordingly.	
_____ Signature of shareholder	

Mandatory Submission of CNIC:

Pursuant to the directives of the Securities & Exchange Commission of Pakistan (SECP), Dividend Warrants shall mandatorily bear the CNIC numbers of shareholders. Therefore, shareholders, having shares in physical form, are requested to submit a copy of their CNIC (if not already provided) to the Bank's Share Registrar without any delay.

Deduction of Withholding Tax from Dividend:

The Government of Pakistan through Finance Act, 2016 has made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

- (a) For filers of income tax returns: 15%
- (b) For non-filers of income tax returns: 20%

To enable the Bank to make tax deduction on the amount of cash dividend @ 15% instead of 20%, all members whose names are not entered in the Active Tax-Payers List (ATL) provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered into ATL at the earliest possible (as and when declared) otherwise tax on their cash dividend will be deducted @ 20%.

For Shareholders holding their shares jointly as per the clarification issued by the FBR withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them follows:

Folio / CDC Account No.	Total shares	Principal Shareholder		Joint Shareholder(s)	
		Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

In case of non-receipt, the shareholding will be divided among the joint-holders equally.

For any query/difficulty/information, the members may contact the Bank's Share Registrar and Share Transfer Agent, at the following address, phone/fax numbers or e-mail address:

Central Depository Company of Pakistan Limited
 CDC House, 99-B, Block-B, P.E.C.H.S., Main Shakra-e-Faisal, Karachi-74400
 Tel: 0800-23275, Fax No. (92-21) 34326053,
 Email: info@cdcpak.com, URL: www.cdcpakistan.com