



NOTICE OF 63rd ANNUAL GENERAL MEETING

Notice is hereby given that 63rd Annual General Meeting of the members of MCB Bank Limited will be held at Islamabad Hotel (Holiday Inn), G-6, Civic Centre, Islamabad on **Thursday, March 31, 2011 at 3:00 PM** to transact the following business:

Ordinary Business:

1. To confirm the minutes of 62nd Annual General Meeting held on March 26, 2010.
2. To receive, consider and adopt the Annual Audited Financial Statements of MCB Bank Limited & consolidated accounts of MCB Bank Limited and its subsidiaries for the year ended December 31, 2010 together with the Directors' and Auditors' reports thereon.
3. To appoint auditors for the year ending December 31, 2011 till the conclusion of next Annual General Meeting and fix their remuneration. A notice has been received from a member to the appointment of M/s A.F. Ferguson & Company, Chartered Accountants, who have consented to act as auditors in place of M/s. KPMG Taseer Hadi & Co., Chartered Accountants, so as to comply with Clause (xli) of the Code of Corporate Governance as the present auditors have completed the period of five years.
4. To approve, as recommended by directors, payment of Final Cash Dividend @ 30 % *i.e.* PKR 3.0 per share for the financial year 2010 in addition to 85% (25% 1st, 30% 2nd & 3rd quarters) Interim Cash Dividends already paid.

Special Business:

5. To approve the issue of Bonus Shares in the ratio of 10 shares for every 100 shares held (*i.e.* 10%) as declared and recommended by the Board of Directors and if thought fit, pass the following Resolutions as Ordinary Resolutions;

"Resolved that a sum of RKR 760.215 million out of reserves of the Bank available for appropriation as at December 31, 2010, be capitalized and applied for issue of 76,021,497 Ordinary Shares of Rs.10/- each allotted as fully paid bonus shares to the members of the Company whose names appear on the register of members as at close of business on March 21, 2011 in the proportion of ten shares for every hundred shares held (*i.e.* 10%) and that such shares shall rank *pari passu* in every respect with the existing ordinary shares of the Bank."

"Further Resolved that the bonus shares so allotted shall not be entitled for final cash dividend for the year 2010."

"Further Resolved that fractional entitlement of the members shall be consolidated into whole shares and sold on the Karachi Stock Exchange and to pay the proceeds of sale when realized to any recognized charitable institution."

