



SE-100(5F)2018/14

March 02, 2018

The General Manager

Pakistan Stock Exchange Limited

Stock Exchange Building

Stock Exchange Road

Karachi

Dear Sir,

**SUBJECT: TEXT OF ADVERTISEMENT -
NOTICE OF 70TH ANNUAL GENERAL MEETING**

Dear Sir,

We are enclosing herewith text of an advertisement on "Notice of 70th Annual General Meeting" of the Bank. This advertisement will be published in the newspapers i.e. the Daily "Jang" and the Daily "Business Recorder" having circulation throughout Pakistan (both in English and Urdu Languages) to be published on March 05, 2018. Subsequent to the publication of the advertisement, the newspaper clippings will be submitted in due course of time.

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

Yours truly,

A handwritten signature in blue ink, appearing to read 'F. A. Mirza', is written over a light blue circular stamp.

Fida Ali Mirza
Company Secretary

Encl: **As above**

MCB Bank Limited

Registered Office: MCB Building, 15-Main Gulberg, Lahore - Pakistan, UAN: +92-42-111-000-111, Website: www.mcb.com.pk
Company Secretary Office: 6th Floor, MCB Building, 15-Main Gulberg, Lahore - Pakistan. Ph: +92-42-36041621 Fax: +92-42-35776616



NOTICE OF 70TH ANNUAL GENERAL MEETING

Notice is hereby given that 70th Annual General Meeting of **MCB Bank Limited** ("the Bank") will be held on **Tuesday, March 27, 2018 at 11:00 AM (PST)** at Grand Ball Room-D, The Nishat Hotel, Trade and Finance Center Block, Near Expo Center, Abdul Haq Road, Johar Town, Lahore to transact the following business:

1. To receive, consider and adopt the Annual Audited Separate and Consolidated Financial Statements of the Bank together with the Directors' and Auditors' reports thereon and Chairman's Review for the year ended December 31, 2017.
2. To appoint auditors of the Bank and fix their remuneration. The Audit Committee and the Board of Directors have recommended the name of retiring auditors M/s KPMG Taseer Hadi & Company, Chartered Accountants, for appointment as auditors of the Bank.
3. To approve, as recommended by the Board of Directors, payment of Final Cash Dividend @ 40% i.e., PKR 4.00 per share in addition to 120% (40% each for 1st, 2nd and 3rd quarter) Interim Cash Dividends already declared and paid, total PKR 16.00 per share (i.e., 160%) for the year ended December 31, 2017.
4. To elect twelve (12) Directors of the Bank as fixed by its Board of Directors under Section 159(1) of the Companies Act, 2017 for a period of next three (3) years commencing from March 27, 2018. The following are names of retiring directors who are eligible for re-election:
 - i. Mian Mohammad Mansha.
 - ii. Mr. S. M. Muneer.
 - iii. Mr. Muhammad Tariq Rafi.
 - iv. Mr. Shahzad Saleem.
 - v. Mian Umer Mansha.
 - vi. Mrs. Iqraa Hassan Mansha.
 - vii. Mr. Samir Iqbal Saigol.
 - viii. Mr. Ahmad Alman Aslam.
 - ix. Mr. Muhammad Ali Zeb.
 - x. Mr. Mohd Suhail Amar Suresh bin Abdullah.
 - xi. Mr. Irfan Ahmed Hashmi.
 - xii. Mr. Nor Hizam bin Hashim.

By Order of the Board,
-Sd-

March 05, 2018
Lahore.

FIDA ALI MIRZA
Company Secretary

Statement under Section 166(3) of the Companies Act, 2017 pertaining to election of the Board of Directors is annexed to the Notice of Annual General Meeting circulated to the Members.

Notes:

1. The Shares Transfer Books of MCB Bank Limited ("the Bank") will remain closed from **March 20, 2018 to March 27, 2018** (both days inclusive). Transfers received at the Bank's Share Registrar and Transfer Agent's Office at the below mentioned address, at the close of business hours on **March 19, 2018** will be treated as being in time for the purpose of entitlement of Final Cash Dividend and also to attend, speak and vote at the 70th Annual General Meeting ("Meeting" or "AGM") of the Bank.
2. A member entitled to attend and vote at AGM is entitled to appoint another member as a proxy to attend and vote on his/her behalf. A corporate entity, being a member, may appoint as its proxy any of its official or any other person whether a member of the Bank or not.
3. The instrument appointing a proxy and in case of corporate entity, the power of attorney or resolution of the board of directors or other authority (if any) under which it is signed, a notarized/certified copy of the same in order to be effective must be deposited at the Share Registrar and Transfer Agent Office of the Bank not less than 48 hours before the time for holding the Meeting, and must be duly stamped, signed and witnessed.
4. Members are requested to immediately notify the change, if any, in their registered addresses to the Share Registrar and Transfer Agent of the Bank.
5. Central Depository Company of Pakistan ("CDC") Accountholders will further have to follow the under mentioned guidelines as laid down by Circular No. 01, dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan:

For Attending the Meeting:

- i. In case of individuals, the accountholder or sub-accountholder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original Computerized National Identity Card ("CNIC") or original passport at the time of attending the Meeting.
- ii. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

For Appointing of Proxies:

- i. In case of individuals, the accountholder or sub-accountholder and/or the person whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
 - ii. The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - iii. Attested copy of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iv. The proxy shall produce his/her original CNIC or passport at the time of the meeting.
 - v. In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature shall be submitted along with proxy form of the Bank.
6. A Proxy Form, both in English and Urdu language, is being separately sent to the members, along with Notice of AGM. Pursuant to the provisions of the Act, the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Bank to provide the facility of video-link for participating in AGM. The demand for video-link facility shall be received by the Company Secretary at the Registered Office of the Bank located at MCB Building, 15-Main Gulberg, Jail Road, Lahore, at least 07 days prior to the date of AGM on the Standard Request Form which is available on the Bank's website.
 7. Copies of the Notice of AGM, the latest annual audited/quarterly financial statements and the Memorandum and Articles of Association of the Bank have been kept at the Registered Office of the Bank which can be obtained and/or inspected during the business hours on any working day from the date of publication of this Notice till the conclusion of the AGM by the members and other persons entitled to attend the Meeting. Notice of 70th AGM and the latest annual audited/quarterly financial statements have also been placed on website of the Bank: www.mcb.com.pk

J. Mirza
2/3/2018.

