

# Summit S Bank

Ref: SMBL/CSD/2018/09-07

Date: 13.09.2018

Mr. Abdullah Rafiq  
Manager – Listing Department  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi



**Subject: Material Information**

Dear Sir,

We write with reference to PSX letter no PSX/C-1054-B-3955 dated September 03, 2018 on the captioned subject matter.

In this regard, please find attached a copy of the 'Scheme of Amalgamation' which was approved and recommended by the Board of Directors of Summit Bank Limited in their meeting held on August 03, 2018.

As regards to the revision in the proposed swap ratio from 4.17 to 8.37, we would like to apprise that this matter was considered, reviewed and deliberated by the board of directors in light of the updated financial positions of both the merging banks and it was considered appropriate to revise the swap ratio. The downward revision in swap ratio is also corroborated by the comparative change in the net asset value of both the banks since the previous review, whereby net asset value of Summit Bank has declined and net asset value of Sindh Bank has improved.

It is pertinent to mention that the revised swap ratio of 1:8.37 was duly approved by the shareholders representing 85.53% of the total shareholding of Summit Bank Limited in their extraordinary general meeting held on August 31, 2018.

Thanking you,

Yours truly,

For and on behalf of  
Summit Bank Limited

  
Syed Muhammad Talib Raza  
Company Secretary

**COMMITTED TO YOU**

Summit Bank Limited

Company Secretary

5-Business & Finance Centre,

2nd Mezzanine Floor, I. I. Chundrigar Road, Opp: State Bank of Pakistan, Karachi.

Phone: (021) 32410851 & 32473205 Fax: (021) 32472193 Website: www.summitbank.com.pk Toll Free No. 0800-24366

**NOTICE OF THE EXTRAORDINARY  
GENERAL MEETING OF THE  
SHAREHOLDERS OF  
SUMMIT BANK LIMITED**

**AND**

**SCHEME OF AMALGAMATION  
OF  
SUMMIT BANK LIMITED  
AND  
SINDH BANK LIMITED**

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF SUMMIT BANK LIMITED

NOTICE is hereby given that an Extraordinary General Meeting of the Shareholders (the "Shareholders") of Summit Bank Limited (the "Bank") will be held on August 31, 2018 at 11:00 a.m. at Kehkashan-II Hall, Serena Hotel, Islamabad to transact the following business:

### AGENDA

#### Ordinary Business:

1. To confirm the minutes of the Twelfth Annual General Meeting of the Bank held on April 26, 2018.

#### Special Business:

2. To consider and if thought fit, approve the Scheme of Amalgamation, recommended by the Board of Directors of the Bank on August 03, 2018 for the amalgamation of Summit Bank Limited with and into Sindh Bank Limited pursuant to Section 48 of the Banking Companies Ordinance, 1962 ("BCO") and pass the following special resolutions with or without modifications:

- a. RESOLVED THAT subject to all applicable regulatory approvals and compliances (including without limitation the approval of the State Bank of Pakistan ("SBP") and the permission of the Honourable Supreme Court of Pakistan), Summit Bank Limited be amalgamated with and into Sindh Bank Limited in accordance with the Scheme of Amalgamation to be sanctioned by SBP subject to any modifications as may be directed by SBP and/or requirements/conditions imposed by the Honourable Supreme Court of Pakistan.
- b. RESOLVED THAT the Scheme of Amalgamation under the provision of Section 48 of the BCO (as circulated to the members of Summit Bank Limited and placed in draft form before the shareholders) be and is hereby approved, adopted and agreed by a majority in number representing at least two thirds in value of the shareholders present personally or by way of proxy subject to any modifications as may be required by SBP;
- c. FURTHER RESOLVED THAT the Chief Executive and/or the Company Secretary be and are hereby jointly or severally authorized to (i) submit the Scheme of Amalgamation as approved by the shareholders to the SBP; (ii) take all necessary steps and to do or cause to be done all acts, deeds and things that may be necessary for effective implementation of the Scheme of Amalgamation; (iii) take all actions hereafter to be taken in respect of the proposed amalgamation including any changes in the Scheme of Amalgamation under the directives of SBP and/or the Honourable Supreme Court of Pakistan; (iv) to take such other steps, execute such other documents and make corporate filings as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above resolution.

(One copy each of the Scheme of Amalgamation and the Statement as required under section 134(3) of the Companies Act, 2017, setting out in detail the special business to be conducted in the Extra Ordinary General Meeting is being provided along with the notice of the meeting being sent to the shareholders.)

#### Other Business:

3. To transact any other business with the permission of the chair.

Place: Karachi  
Date: August 10, 2018

By order of the Board  
-sd-  
Syed Muhammad Talib Raza  
Company Secretary

**Notes:**

1. The share transfer books of the Bank will be closed from August 24, 2018 to August 31, 2018 (both days inclusive). Transfers received by our Shares Registrar's, M/s. THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi at the close of business i.e. August 20, 2018 shall be treated in time for the purpose of entitlement to attend the said EOGM.
2. A member entitled to attend and vote at this meeting may appoint another member as his / her proxy to attend and vote on his / her behalf. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially certified copy of the power of attorney must be valid and received at the office of the Share Registrar of the Bank, M/s. THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi duly stamped, signed and witnessed no later than 48 hours before the meeting.
3. Shareholders whose shares are deposited with Central Depository Company of Pakistan Limited (CDC) are requested to bring their computerized National Identity Card (CNIC) along with their CDC Account Number for verification. In case of corporate entity, the Board's resolution / power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting. For appointing proxies, in case of individuals, the account holder or sub-account holder 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 accordingly. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. The proxy shall produce his/her original CNIC or original passport at the time of the meeting. In case of corporate entity, the Board's resolution / power of attorney with specimen signatures shall be submitted along with proxy form to the Bank.
4. Members are requested to notify any change in their addresses immediately.
5. In accordance with SECP's directives, it is mandatory for all the shareholders to have their valid CNIC number recorded with the Bank. Members who have not yet submitted photocopies of their CNICs to the Registrar are requested once again to submit a valid attested copy of their CNICs with our Share Registrar M/s. THK Associates (Private) Limited.
6. In pursuance of the directions given by SECP vide SRO 787(1)/2014 dated 8 September 2014, shareholders who desire to receive Annual Financial Statements via email or by post in hard form in future instead of CD/DVD/USB are advised to provide formal consent along with a valid email address on a 'Standard Request Form' which is available on the Bank's Website <http://summitbank.com.pk/wp-content/uploads/2017/06/Standard-Request-Form.pdf> and follow the instructions provided therein.
7. In pursuant of SECP Circular 10 of 2014, if the Bank receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the Bank will arrange a video conference facility in that city subject to availability of such facility in that city. The Bank will intimate members regarding the video conference facility venue at least 5 days before the date of the EOGM along with the complete information needed to access the facility. Therefore, members can avail video conference facilities at Karachi or Lahore. If you would like to avail the video conferencing facility, as per above, then please send your consent at the registered address of the Bank 10 days before the EOGM in the following format:

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of Summit Bank Limited, holders of \_\_\_\_\_ Ordinary Share(s) as per Register Folio No. /CDC No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

(2)

\_\_\_\_\_  
Signature of Member

## STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement is annexed to the Notice of the Extraordinary General Meeting of the Bank to be held on August 31, 2018 at which certain special business items are to be transacted, and the purpose of this statement is to set out all material facts concerning such special business in terms of section 134(3) of the Companies Act, 2017.

### FOR AGENDA ITEM NO. 2

The shareholders of the Bank approved the Swap Ratio (1:4.17) and the Scheme of Amalgamation in their Extraordinary General Meeting held earlier on November 7, 2017 with a representation of 78.87% of the total shareholding of the Bank and accordingly the shareholders' approved Scheme of Amalgamation along with the supporting documents were submitted to SBP for their necessary approval under section 48 of the Banking Companies Ordinance, 1962.

The SBP in the course of the review of submitted amalgamation application required the clarification on certain of their observations which were appropriately responded by the management in order for the application to be processed. In light of the advice of the SBP, keeping in view the elapse of a considerable period of time since the last conducted due diligence exercise by both the banks and non-completion of the proposed merger by December 31, 2017, the amalgamating banks decided to proceed with afresh due-diligence exercise on the basis of their audited financial statements for the year ended December 31, 2017.

However, during such time, the Honourable Supreme Court of Pakistan took a Suo Moto notice of the amalgamation vide Suo Moto Case Number 07 of 2018. The Honourable Supreme Court of Pakistan during the hearing of this matter was accordingly informed that the amalgamating banks are in the process of conducting afresh due diligence exercise and the swap ratio would be determined accordingly and such after being acceptable to both the merging banks shall thenceforth be presented to the State Bank of Pakistan for their approval. The Honourable Supreme Court of Pakistan on May 12, 2018 passed the Order that in case of decision by both the entities that the merger should take place, both the banks are supposed to move applications for the resurrection of this matter and no merger proceedings shall be finalized without first there being an Order permitting to do so by the Honourable Supreme Court of Pakistan.

In light of the above Order of the Honourable Supreme Court of Pakistan the earlier conducted due diligences, agreed swap ratio and the related scheme of amalgamation duly approved by the shareholders of both the banks were all disregarded and not taken into consideration, resultantly the due diligence processes, from both the amalgamating banks, were reinitiated and fresh due diligence reviews were conducted on the basis of the audited financial statements of both the banks for the year ended December 31, 2017.

The Bank entered into a fresh discussions with Sindh Bank Limited in light of the due diligence conducted on the basis of the audited accounts for the year ended December 31, 2017 and renegotiated the terms of the proposed amalgamation as well as the revised swap ratio for amalgamation. The Board of Directors of the Bank in their meeting held on August 03, 2018 approved and recommended the amalgamation of Summit Bank Limited with and into Sindh Bank Limited.

As a consequence of this proposed amalgamation, 1 (one) ordinary share of Sindh Bank Limited is proposed to be issued for every 8.37 ordinary shares of Summit Bank Limited.

The amalgamation is intended to be implemented and effected through the draft Scheme of Amalgamation, copies of which are available to the members. Subject to obtaining of all necessary corporate and regulatory approvals which in specific includes the approval of the State Bank of Pakistan and the permission of the Honourable Supreme Court of Pakistan alongside the approval of the shareholders of both Summit Bank Limited and Sindh Bank Limited and the sanction of the Scheme of Amalgamation by the State Bank of Pakistan in accordance with section 48 of the Banking Companies Ordinance, 1962, the entire undertaking of the Bank, including properties, assets, receivables, rights, liabilities and obligations of the Bank, shall stand amalgamated and merged into Sindh Bank Limited, subsequent to which the Bank shall be dissolved without winding up.

The details of the Amalgamation along with ancillary matters thereto are prescribed in detail in the Scheme of Amalgamation, which is annexed to the Notice of Extraordinary General Meeting sent to the shareholders of the Bank.

As required under section 48 of the Banking Companies Ordinance, 1962, the Scheme of Amalgamation is required to be passed at the meeting of the shareholders of the Bank, by a majority representing not less than two-thirds in value of the shareholders of the Bank, present either in person or by proxy at the meeting.

All of the above proposed matters seeking approval of the shareholders through the special resolution have the recommendation / approval of the Board of Directors.

#### **Interest of Directors**

The directors of the Bank have no direct or indirect interest in the Special Resolution, except and to the extent of their shareholding in the Bank.

#### **Inspection of Documents**

The copies of the Memorandum and Articles of Association, Scheme of Amalgamation and the Statement under section 134(3) of the Companies Act, 2017 may be inspected / procured free of cost during the business hours on any working day from the registered office / head office of the Bank from the date of publication of the accompanying notice till the conclusion of the Extraordinary General Meeting.

**Summit S Bank**

Committed to you

[www.summitbank.com.pk](http://www.summitbank.com.pk), 021-1111-24365





## **SCHEME OF AMALGAMATION**

### **Scheme of Amalgamation of Summit Bank Limited and Sindh Bank Limited** (Under Section 48 of the Banking Companies Ordinance 1962 (LVII of 1962) of Pakistan)

**1. Name:**

This Scheme of Amalgamation may be called the "Summit Bank and Sindh Bank Scheme of Amalgamation" (the "Scheme").

**2. Definitions:**

In this Scheme:

- (a) "Effective Date" means closing of banking business in Karachi on September 30, 2018 or such other date as may be jointly requested by Summit Bank and Sindh Bank and approved by the State Bank.
- (b) "Intellectual Property" means all copyrights, trademarks, trade names, service marks, business names, database rights and all other intellectual property or similar proprietary rights of whatsoever nature whether registered or not which may now or in the future subsist anywhere in the world including the trade and business names and marks of Summit Bank and any other logo, format, style owned, used or wherein Summit Bank may have any direct or vested rights.
- (c) "Ordinance" means the Banking Companies Ordinance, 1962 (LVII of 1962) of Pakistan.
- (d) "Sindh Bank" means Sindh Bank Limited, a banking company incorporated under the laws of Pakistan having its registered office at 3rd Floor, Federation House, Abdullah Shah Ghazi Road, Clifton, Karachi, Pakistan
- (e) "Summit Bank" means Summit Bank Limited, a banking company incorporated under the laws of Pakistan having its registered office at Plot No. 9-C, F-6 Markaz Supermarket, Islamabad, Pakistan.
- (f) "State Bank" means the State Bank of Pakistan established under the State Bank of Pakistan Act, 1956.

**3. Effective Date:**

This Scheme shall become operative on the date jointly notified to the State Bank by Summit Bank and Sindh Bank and approved by the State Bank pursuant to Section 48 of the Ordinance. The Scheme shall be deemed to have come into force on the Effective Date.

**4. Amalgamation:**

- (a) The entire undertaking of Summit Bank including all the property, assets and liabilities and all the rights and obligations of Summit Bank as at the Effective Date shall, without any further act, action or deed and notwithstanding the terms of any contract or other document or any rule of law, stand amalgamated with and vest in Sindh Bank, and as a consequence thereof Summit Bank shall stand amalgamated and vested with and into Sindh Bank.
- (b) Without prejudice to the generality of clause 4 (a) above, the undertaking of Summit Bank shall include (without limitation):
  - (i) all rights, benefits and powers (including those arising from or relating to any and all agreements, contracts, security and financing documents, guarantees, letters of credit, negotiable instruments, security interests (including without limitation mortgages, charges, promissory notes, liens, rights of combination or set-off, pledges, indemnities, hypothecations and other security for the payment or discharge of any liability executed by or in favour of Summit Bank and rights, benefits and

powers in respect of any leases, loans, advances, finances and/or other banking and credit facilities provided by Summit Bank), the right to rely on representations, rights of estoppels, powers, authorities, privileges, licenses, permits, authorizations, and other permissions whatsoever of Summit Bank subsisting as at the Effective Date;

- (ii) all properties and assets, movable or immovable of whatsoever nature and all deposits, cash balances, reserves, revenue balances, investments, statutory or other deposits with the State Bank and all title, rights or interest in or arising out of such property as may belong to or be in the possession (physical or constructive) of Summit Bank as at the Effective Date;
- (iii) all books of account and documents of Summit Bank as at the Effective Date; and
- (iv) all Intellectual Property, recorded debts, borrowings, liabilities, commitments and other obligations of Summit Bank as at the Effective Date.

5. **Consideration:**

In consideration for the amalgamation contemplated by the Scheme, every person who is a registered shareholder of Summit Bank shall be entitled to receive 01 (one) share of Sindh Bank for every 8.37 shares of Summit Bank held by such shareholder.

6. **Sindh Bank Obligations:**

As of and after the Effective Date, Sindh Bank shall undertake, pay, satisfy, discharge, perform and fulfill all the debts, liabilities, contracts, engagements, commitments and obligations whatsoever of Summit Bank recorded as at the Effective Date, and all agreements, contracts, deeds, bonds, powers of attorney, grants of legal representation, guarantees, letters of credit, negotiable instruments and other recorded instruments of whatever kind subsisting or having effect as at the Effective Date, to which Summit Bank is a party, shall have the same force and effect against Sindh Bank as they had against Summit Bank before the Effective Date, and may be enforced or acted upon as fully and effectually as if, instead of Summit Bank, Sindh Bank had been a party thereto or as if the same had been issued by or in favour of Sindh Bank.

7. **Employees:**

All employees of Summit Bank shall become the employees of Sindh Bank on their existing remuneration, for a period of one year from the 'Effective Date'. They will however be issued fresh appointment letters in accordance with the employment policies and schemes of Sindh Bank and their designations and assignments could be reviewed.

8. **Legal Proceedings:**

All tax assessments, suits, appeals and other legal proceedings (including arbitration proceedings) of whatsoever nature by or against Summit Bank and which shall be current or pending as at the Effective Date in or before any court, tribunal or other authority shall be continued prosecuted and enforced by or against Sindh Bank, and the same shall not abate, be discontinued or be in any way prejudicially affected by the provisions of this Scheme and any judgment, order or award obtained by or against Summit Bank and not fully satisfied before the Effective Date shall, to the extent enforceable, be enforceable by or against Sindh Bank and any rights of action enforceable by, or available to Summit Bank, shall become enforceable by or available to Sindh Bank.

9. **Banking and Branch Licenses:**

- 9.1 With effect from the Effective Date, the banking license issued by the State Bank to Summit Bank shall stand cancelled.
- 9.2 Further, on the Effective Date all the branches of Summit Bank shall become the branches of Sindh Bank and the branch licenses issued to Summit Bank shall be deemed to have been issued to Sindh Bank.

9.3 Sindh Bank may shift/merge/close such branches of Summit Bank as deemed necessary in terms of the branch licensing policy of the State Bank.

**10. Governing Law:**

This Scheme shall be governed by and be construed in accordance with the substantive and procedural laws of Pakistan.

**11. State Bank of Pakistan's Directions:**

For the purposes of giving effect to the objects of this Scheme and for removing any lacuna, doubt or ambiguity contained in the Scheme, the State Bank may issue directions, either generally or specially, to Sindh Bank and Summit Bank and such directions shall be final and binding.

**12. Headings:**

Section headings are not to be considered part of this Scheme, but are solely for convenience of reference, and shall not affect the meaning or interpretation of the Scheme or any of its provisions.

**13. Severability:**

If any provision of the Scheme is found to be unlawful and unenforceable by a competent court of law, then to the fullest extent possible all of the remaining provisions of the Scheme shall remain in full force and effect.

**In presence of the following witnesses:**

1. Signature: \_\_\_\_\_

Name: \_\_\_\_\_

CNIC No.: \_\_\_\_\_

\_\_\_\_\_  
**For and on behalf of  
SINDH BANK LIMITED**

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

CNIC No.: \_\_\_\_\_

2. Signature: \_\_\_\_\_

Name: \_\_\_\_\_

CNIC No.: \_\_\_\_\_

**In presence of the following witnesses:**

1. Signature: \_\_\_\_\_

Name: \_\_\_\_\_

CNIC No.: \_\_\_\_\_

\_\_\_\_\_  
**For and on behalf of  
SUMMIT BANK LIMITED**

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

CNIC No.: \_\_\_\_\_

2. Signature: \_\_\_\_\_

Name: \_\_\_\_\_

CNIC No.: \_\_\_\_\_

**The Company Secretary**  
**Summit Bank Limited**  
Head Office  
Level - 11, Plot No. G-2,  
Block 2, Clifton, Karachi.

**FORM OF PROXY**  
Extra Ordinary General Meeting

I/We \_\_\_\_\_ of \_\_\_\_\_ being a  
member(s) of Summit Bank Limited holding \_\_\_\_\_ ordinary shares as per  
CDC A/c. No \_\_\_\_\_ hereby appoint Mr./Mrs./Miss  
\_\_\_\_\_ of (full address)  
\_\_\_\_\_  
\_\_\_\_\_ or  
failing him/her, Mr./Mrs./Miss \_\_\_\_\_  
of (full address) \_\_\_\_\_ (being

a member of the Bank) as my / our Proxy to attend, act and vote for me/us and on my/our behalf at  
the Extra Ordinary General Meeting of the Bank to be held on August 31, 2018 and /or any adjourn-  
ment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

**Witnesses:**

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
CNIC No. : \_\_\_\_\_  
Signature : \_\_\_\_\_  
2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
CNIC No. : \_\_\_\_\_  
Signature : \_\_\_\_\_

Signature on  
Rs. 5/-  
Revenue Stamp

**NOTICE:**

- (i) A member entitled to attend and vote at the meeting may appoint another member as his / her proxy who shall have such rights as respects attending, speaking and voting at the meeting as are available to a member.
- (ii) The account holders, sub-account holders, proxy or nominee shall authenticate his/her identity by showing his/her original national identity card (NIC) or original passport and bring his/her folio number at the time of attending the meeting.
- (iii) In the case of corporate entity Board of Directors' resolution/power of attorney with specimen signature of the nominee shall also be produced (unless provided earlier) at the time of meeting.
- (iv) In order to be effective, the proxy forms must be received at the office of our registrar M/s. THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi not later than 48 hours before the meeting duly signed and stamped and witnessed by two persons with their names, addresses and NIC numbers mentioned on the form.
- (v) In the case of individuals attested copies of NIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (vi) In the case of proxy by a corporate entity, Board of Directors resolution/power of attorney with specimen signature and attested copies of the NIC or passport of the proxy shall be submitted along with proxy form.