

Summit S Bank

Ref: SMBL/CSD/2022/03-24

Date: 21.03.2022

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

Subject: **Disclosure pursuant to Regulation 7 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (the "Takeover Regulations")**

Dear Sir,

In compliance with Regulation 7 of Takeover Regulations, please find enclosed a copy of Notice of Public Announcement of Offer (PAO) received by Summit Bank Limited (the "Bank") on 18.03.2022 from the Potential Acquirer, H.E Nasser Abdulla Hussain Lootah in compliance of Regulation(s) 7(4) and 17(3) of Takeover Regulations.

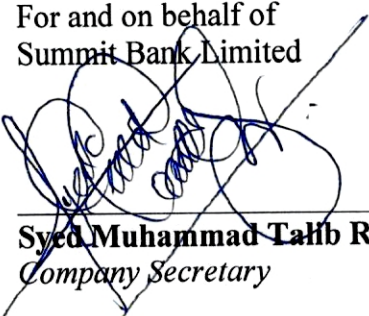
The disclosure of aforementioned PAO was made and the same had also been notified to the Board of Directors of the Bank.

You may please inform the TREC Holders of the Exchange accordingly.

Thanking you,

Yours truly,

For and on behalf of
Summit Bank Limited


Syed Muhammad Talib Raza
Company Secretary

Encl: As above

- i. *The Executive Director, Public Offering & Regulated Persons Department, Securities Market Division, Securities & Exchange Commission of Pakistan, NIC Building, 63, Jinnah Avenue, Blue Area, Islamabad.*
- ii. *The Director, Banking Policy and Regulations Department, State Bank of Pakistan, I.I. Chundrigar Road, Karachi.*

COMMITTED TO YOU

Summit Bank Limited
Company Secretary Division
Summit Tower | Head Office

Level -11, Plot No. G-2, Block - 2, Clifton, Karachi - Pakistan

Direct : +9221-32410851 & 32473205 Fax : +9221-32472193 Website: www.summitbank.com.pk. UAN: 021-1111 24365

March 18th, 2022

**General Manager,
Pakistan Stock Exchange,
Stock Exchange building,
Stock Exchange Road,
Karachi**

**Executive Director,
Public Offering and Regulated Persons Department,
Securities Market Division,
Security Exchange Commission of Pakistan,
NIC Building, Jinnah Avenue, Blue Area,
Islamabad**

**President,
Summit Bank Limited,
Head Office – Plot # G-2,
Block 2, Clifton
Karachi**

**Subject: SUBMISSION OF PROPOSED OFFER WITH RESPECT TO ACQUISITION OF UP TO 1,312,298,455
ORDINARY SHARES OF SUMMIT BANK LIMITED ("TARGET COMPANY")**

Dear Sir,

We, Topline Securities Limited have been appointed as the Manager to Offer by Mr. Nasser Abdulla Hussain Lootah (hereinafter referred to as the "Acquirer" or the "Client"), in accordance with the provisions of the Act and the Regulations.

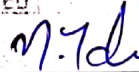
On behalf of the acquirer, we are pleased to submit the proposed Offer Letter along with necessary enclosures to acquire up to 1,312,298,455 ordinary shares of the Target Bank in accordance with the Securities Act, 2015 ("Securities Act") and Listed Companies (Substantial Acquisition of Voting Shares and Take-overs) Regulation, 2017. The same will be sent to all eligible shareholders of the Target Bank in accordance with the requirement of the Securities Act.

Please contact the undersigned for any other information that is required.

For and on behalf of the Manager to the Offer:



**Muhammad Raza Pirwani
Analyst – Corporate Finance & Advisory**



**Muhammad Taha Bin Moin
Senior Analyst – Corporate Finance & Advisory**

TOPLINE SECURITIES LIMITED

8th Floor, Horizon Tower, Plot 2/6, Block-3, Clifton, Karachi-Pakistan.
Tel: +92-21-35303330-32, Fax: +92-21-35303349 | www.topline.com.pk

SCHEDULE VII
[Ref Regulations 7 (4) and 17(3)]

**STANDARD DOCUMENT FOR PUBLIC ANNOUNCEMENT OF OFFER OR
COMPETITIVE BID**

Public announcement of offer to acquire 1,312,298,455 and control of Summit Bank Limited by His Excellency Nasser Abdulla Hussain Lootah under Securities Act, 2015 and Listed Companies (Substantial Acquisition of Voting Shares & Takeovers) Regulations, 2017.

PART A

Brief description of the acquisition:

His Excellency Nasser Abdulla Hussain Lootah (“**Acquirer**”) has offered to acquire at least 51% shareholding in Summit Bank Limited (“**SBL**” or “**Bank**”) through a combination of: (i) subscription of new shares issued by SBL by way other than rights offer at a discounted price to minority shareholders of SBL and the Acquirer; and (ii) acquisition of existing shares from the shareholders of SBL by way of a public offer (“**Tender Offer**”) in accordance with the Securities Act, 2015 and Listed Companies (Substantial Acquisition of Voting Shares & Takeovers) Regulations, 2017 (“**Takeover Laws**”) (“**Proposed Transaction**”).

For the purposes of the Proposed Transaction, the Acquirer and SBL have entered into a Share Subscription Agreement dated October 4, 2021 (“**SSA**”). Pursuant to the SSA, SBL shall issue, by way of without rights offer (“**Without Rights Offer**”), 5,976,095,618 ordinary shares (“**Total Subscription Shares**”) at a subscription price of Rs. 2.51 (“**Subscription Price**”) which shall be offered to the Acquirer and the minority shareholders of SBL in the following manner:

- (i) the minority shareholders of SBL shall be offered to subscribe to an aggregate of 896,414,343 (Eight Hundred Ninety-Six Million Four Hundred Fourteen Thousand Three Hundred Forty-Three) shares, to be allocated amongst them proportionately on the basis of their shareholding in SBL at the Subscription Price; and
- (ii) the Acquirer shall be offered to subscribe to the number of shares constituting the difference between the Total Subscription Shares and the subscription shares subscribed by the minority shareholders.

In addition to the subscription of shares by the Acquirer in terms of the SSA, the Acquirer shall purchase shares from SBL’s shareholders pursuant to the Tender Offer (for compliance with Takeover Laws) in the following manner:

Acquisition through	Number of shares	Percentage based on existing share capital of SBL as on the date of the Tender Offer	Price per share (highest price paid in case of SPA)
Share Purchase Agreement(s)	nil	Nil	nil
Public Offer	1,312,298,455		2.51

As per the Regulation 14 of the **Listed Companies (Substantial Acquisition of Voting Shares & Takeovers) Regulations, 2017**, the acquirer may acquire any number of shares through a Share Purchase Agreement but where the acquisition attracts the provisions of section 111 of the Act, the Acquirer shall make a public announcement of offer to acquire at least fifty (50) percent of the remaining voting shares of the target company.

The total outstanding shares as per the latest audited financial statements of the Bank, dated 31st December 2021, the paid-up capital of the Bank stood at PKR 26,3815,510,600 divided into 2,638,151,060 ordinary shares of PKR 10 per share, while His Excellency Nasser Abdullah Hussain Lootah holds 13,454,570 shares of the Bank. Therefore, the total remaining shares eligible for the purpose of this computation, stands at 2,624,696,490 and 50% of this is 1,312,348,245 shares.

PART B

The following information shall be disclosed:

1. THE ACQUIRER

1.1. If acquirer(s) is an individual

- (a) **Name(s) and address(es) of each individual along with the persons acting in concert –**

The Acquirer is a national of United Arab Emirates 2nd floor, Duja Tower, Sheikh Zayed Road, PO Box 1520, Dubai, UAE.

- (b) **Passport number(s) –**

K41L94726

- (c) **If there are more than one acquirer their relationship, if any –**

Not applicable

- (d) **Total number of voting shares of the target company already held by the acquirer, including any shares purchased through an agreement and relevant details of such agreement including the share price agreed**

The Acquirer owns 13,554,128 (0.51%) shares of the Bank. As stated in Part A above, the Acquirer shall also subscribe to the shares of the Bank in terms of the SSA and purchase shares pursuant to the Tender Offer.

- (e) **Financial advisors of the acquirer, if any –**

A. F. FERGUSON & CO., Chartered Accountants. a member firm of the PwC network.

- (f) **Principal areas of business of the acquirer and relevant experience –**

The Acquirer is a successful businessman, having diversified business interests across travel, shipping, real estate, mineral water, logistics, cargo handling, information technology, interactive media, production and brand media communication. He is also the sponsor of numerous international brands and prestigious multinational companies including Brookfield Multiplex (Real Estate Development), Dubai Lagoon (Real Estate Development); Mediclinic; Wilhemsen Shipping Company (Shipping). The Lootah Family is also one of the founders and a major shareholder of the world's first Islamic bank, Dubai Islamic Bank (also one of the world's largest Islamic banks and one of the top ten banks of the United Arab Emirates).

- (g) **Details of any bank overdrafts or loans, or their similar indebtedness, mortgages, charges or other material contingent liabilities of the acquirer.**

DETAIL OF EXISTING LIMITS AND STATUS [IN PAKISTAN]:

Not applicable

DETAILS OF PERSONAL GUARANTEES [IN PAKISTAN]:

Not applicable

- (h) **Details if the acquirer is a director on the board of directors of any listed company(s).**

Not applicable.

- (i) **Details of any agreement or arrangement between the acquirer and the directors of the target company about any benefit which will be given to any director of the target company as compensation for loss of office or otherwise in connection with the acquisition.**

Nil.

2. DETAILS OF THE PUBLIC OFFER

- (a) **The names, dates and editions of the newspapers where the public announcement of intention was published.**

The public announcement of intention to acquire control of the Bank was published in Business Recorder and Roznama Islam newspapers on February 23, 2022.

- (b) **The number and percentage of shares proposed to be acquired by the acquirer(s) from the shareholders through agreement, if any, the offer price per share and the mode of payment of consideration for the shares to be acquired.**

The Acquirer holds 13,554,128 (0.51%) shares of the Bank. There is no agreement between the Acquirer and the shareholders of SBL for purchase of shares. However, as stated in Part A above, the Acquirer has entered into the SSA to subscribe for the shares of SBL. The Acquirer shall also purchase shares of SBL through the Tender Offer.

- (c) **Reasons for acquiring shares or control of the target company.**

To increase the Acquirer's shareholding in the Bank for the purposes of acquiring controlling interest in the Bank.

- (d) **Details regarding the future plan for the target company, including whether after acquisition of the target company would continue as a listed company or not.**

The capital injection by the Acquirer will be used in connection with the operational requirements of the Bank. The Bank will remain listed post acquisition.

- (e) **In case of conditional offer, specify the minimum level of acceptance i.e. number and percentage shares.**

The Tender Offer is conditional upon a minimum level of acceptance of 35% of the remaining voting shares outstanding as on the date of this public announcement of offer (as stated in Regulation 14(2) of the Listed Companies (Substantial Acquisition of Voting Shares & Takeovers) Regulations, 2017), that is, equivalent to 918,643,772.

- (f) **In case there is any agreement with the present management, promoters or existing shareholders of the target company, any overview of the important features of the agreement(s) including acquisition price per share, number and percentage of shares to be acquired under the agreement(s), name of the seller(s), date of agreement(s), manner of payment of consideration, additional important information, if any.**

Nil.

- (g) **Number of shares already held by the acquirer along with the date(s) of acquisition. Also state whether it was purchased through open market or acquired through a negotiated deal.**

The Acquirer holds 13,554,128 (0.51%) shares of the Bank.

- (h) **Minimum level of acceptance, if any.**

Please refer to response in 2(e) above.

3. OFFER PRICE AND FINANCIAL ARRANGEMENTS

3.1. Justification for the offer price

- (a) **Disclosure about the form of consideration for the shares to be acquired through the public offer.**

Bank transfer / cheque / cash

- (b) **Disclosure of the total amount of consideration to be paid for the shares to be tendered during the public offer (assuming full acceptances).**

The maximum number of shares through the tender offer are 1,312,298,455 shares at a tender offer price of PKR 2.51 per share. Hence, the cumulative tender offer value is PKR 3,293,994,094/-

- (c) **Whether the shares of the target company are frequently traded or infrequently traded in the light of criteria prescribed in regulation 13 of these regulations.**

Infrequently traded.

- (d) **Justification for the offer price for the shares of the target company, in the light of criteria contained in regulation 13 of these regulations.**

Since the shares of the Bank are **not frequently** traded, the tender offer price of PKR 2.51 is based on the Subscription Price agreed between the Acquirer and the Bank in the SSA and is consistent with Regulation 13 of Listed Companies (Substantial Acquisition of Voting Shares & Takeovers) Regulations, 2017.

3.2. Financial arrangements

(a) **Disclosure about the security arrangement made in pursuance of Section 123 of the Act.**

The Acquirer has provided to the Manager to the Offer two (2) irrevocable bank guarantees drawn on Dubai Islamic Bank (Pakistan) Limited and Askari Bank Limited, bearing Guarantee # 009GTEN220760002 of PKR 2,000,000,000/- and Guarantee # LG 1015IGT2200746PK of PKR 1,500,000,000/- respectively as per Regulation 15(c) of the Regulations.

(b) **Disclosure about the adequate and firm financial resources to fulfill the obligations under the public offer.**

The Acquirer has made adequate financial arrangements for fulfillment of its obligations under the public offer to the satisfaction of the Manager to the Offer.

(c) **A statement by the manager to the offer that the manager to the offer is satisfied about the ability of the acquirer to implement the public offer in accordance with the requirements of the Act and these regulations.**

Topline Securities Limited, Manager to the Offer is satisfied that the Acquirer is financially capable of implementing the public offer in accordance with the requirements of the Securities Act, 2015 and Listed Companies (Substantial Acquisition of Voting Shares & Takeovers) Regulations, 2017 and has taken appropriate measures to ensure that payments to the current shareholders are fully settled.

4. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

(a) Detailed procedure for acceptance of offer by shareholder of the Bank is as follows

- (1) In order to accept the Public Offer, the shareholders are required to send the letter of acceptance (attached to the Offer Letter), duly completed and signed, along with the requisite documents (as set out below) to the Manager to the Offer at its registered address i.e. 8th Floor, Horizon Towers, Plot 2/6, Clifton Block 3, Karachi, Karachi, on or before 5:00 pm on 16th of May, 2022. Please ensure that while the letter of acceptance, all the required information is provided, including the number of shares to be tendered.
- (2) In the event that the letter of acceptance and the requisite documents are delivered within the stipulated time, the Manager to the Offer will issue confirmation of the receipt of documents (Provisional Receipt).
- (3) Receipt by the Manager to the Offer by the closing date of the duly completed and signed letter of acceptance along with the required documents will constitute acceptance of the Public Offer.
- (4) Completed acceptance forms, once submitted, cannot be revoked by shareholders selling in the Public Offer.
- (5) Copies of the acceptance form shall also be available at the offices of Topline Securities Limited (address provided below) or on the website: <https://www.topline.com.pk/>.

- (b) **Details of the CDC account in which shares are required to be tendered by eligible shareholders on acceptance during the acceptance period.** CDC account holders shall follow the procedure set forth above, as applicable. Additionally, the CDC account holders must transfer these shares to the CDC account of the Manager to the Offer in accordance with the following details and to provide the CDC transfer slip to the Manager to the Offer, with respect to transfer of shares:

CDC Account Details: CDC Account Title: Manager to the Offer – Summit Bank Limited

CDC Participant ID: 07419

CDC Account No: 26538

Transaction Reason Code: UIN # NAHLK41L94726AE

- For Intra Account - A021

- For Inter Account - P015

Shareholders with physical share certificate(s) are required to provide the physical share certificate(s) along with duly verified transfer deed(s).

Acceptance by the Acquirer: The acceptance by the Acquirer of the shares tendered by the selling shareholders and payment of the offer price is subject to the following conditions:

- The Securities and Exchange Commission of Pakistan or any other competent authority having no objections to any of the provisions of the Public Offer.
- The payment for shares does not contravene any section of the Foreign Exchange Regulation Act, 1947 and the Foreign Exchange Manual of the State Bank of Pakistan.
- The letter of acceptance being duly completed and signed along with the required documents and submitted to the Manager to the Offer on or before the closing date.
- The tendered shares being verified by the target company.
- The Acquirer not withdrawing the Public Offer in accordance with the provisions of the Act.

Payment of the offer price: Upon receipt of duly filled acceptance form along with the requisite documents, the Manager to the Offer will send written acceptance of the tender along with bank draft / pay order in favor of the shareholder as payment for such shares to the selling shareholder within 10 (ten) days of the closing date. No interest, mark-up, surcharge or other increment will be payable for any cause or reason on the aggregate price for the shares purchased by the Acquirer from any selling shareholder for any cause or reason.

REQUIRED DOCUMENTS

The Letter of Acceptance must be accompanied by the following documents: Letter of acceptance furnished by the shareholder(s) without the requisite documents may be rejected by the manager as being incomplete and invalid. For Individual Applicants: An attested copy of Computerized National Identity Card, original shares certificates and duly executed transfer deeds along with the duly completed and signed authorization to split share(s) certificates letter for (physical shares only), Copy of CDC transferred slip submitted with CDC investor account services (for CDC share only). For Corporate Applicants: Memorandum and Articles of Association, a certified copy of certificate of incorporation (and for public companies, certificate of commencement of business), certified copies of Computerized National Identity Card of signatories, a certified copy of board resolution authorizing persons to sell the shares with specimen

signatures of such authorized persons, original share certificates and duly executed transfer deeds along with the duly completed and signed authorization to split share certificate(s) letter (for physical shares only), Copy of CDC transfer slips submitted with CDC investor account services (for CDC shares only).

5. STATEMENTS BY THE ACQUIRER

- (a) **Statement by the acquirer for assuming responsibility for the information contained in the document.**

The Acquirer assumes responsibility for the information contained in this document.

- (b) **A statement by the acquirer to the effect that each of the acquirers including persons in concert, if any, will be severally and jointly responsible for ensuring compliance with the Act and the regulations.**

The Acquirer confirms that he will be responsible for ensuring compliance with Securities Act, 2015 and the Listed Companies (Substantial Acquisition of Voting Shares & Takeovers) Regulations, 2017.

- (c) **A statement by the acquirer that the public offer is being made to all the shareholders who have voting shares of the target company and (except the persons acting in concert with acquirers) whose names appear in the register of shareholders as on the date of book closure.**

The Acquirer confirms that this public offer is being made to all shareholders who have voting shares of the Bank and (except the persons acting in concert with acquirers) whose names appear in the register of shareholders as on the date of book closure in accordance with the requirements of the Act and the Listed Companies (Substantial Acquisition of Voting Shares & Takeovers) Regulations, 2017.

- (d) **A statement by the acquirer that all statutory approvals for the public offer have been obtained.**

The Acquirer states that all statutory approvals for the public offer as required under the Act and the Listed Companies (Substantial Acquisition of Voting Shares & Takeovers) Regulations, 2017 have been obtained.

- (e) **Disclosure as to whether relevant provisions of the Act and the regulations have been complied with.**

The Acquirer confirms that all relevant provisions of the Securities Act, 2015 and the Listed Companies (Substantial Acquisition of Voting Shares & Takeovers) Regulations, 2017 have been complied with.

- (f) **A statement to the fact if any director(s) of the acquirer is also a director on the board of directors of target company.**

Acquirer confirms that he is not a director on the board of directors of the Bank.

- (g) **A statement by the acquirer as to whether or not any voting shares acquired in pursuance to the public offer shall be transferred to another person and if that is the case the names of such persons shall be disclosed.**

The Acquirer confirms that the voting shares acquired in pursuance to the public offer are not intended at this stage to be transferred to any other person except as may be transferred to the nominees of the Acquirers to be directors of the Bank.

6. DISCLAIMER CLAUSE

The following disclaimer clause shall be given on the first page:

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DOCUMENT OF PUBLIC OFFER WITH THE SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY THE COMMISSION. THIS DOCUMENT HAS BEEN SUBMITTED TO THE COMMISSION FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE LAW/REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF SUMMIT BANK LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER(S) OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DOCUMENT. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT THE ACQUIRER(S) IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DOCUMENT. THE MANAGER TO THE OFFER TOPLINE SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER(S) DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. FOR THIS PURPOSE, THE MANAGER TO THE OFFER HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 17th March 2022 TO THE COMMISSION IN ACCORDANCE WITH THE SECURITIES ACT, 2015”.



Signature

With name Designation and stamp

Date: ...March 18, 2022.....

Place: ...Karachi.....

Note:

This document shall be signed by the acquirer(s).