



HABIB BANK

حیب بینک

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

March 03, 2017

Dear Sir,

Notice of 75th Annual General Meeting

We enclose the Notice of 75th Annual General Meeting of Habib Bank Limited which will be published in Business Recorder and Daily Jang on March 6, 2017 for circulation amongst the TRE Certificate Holders of the Exchange. The Annual General Meeting will be held on March 30, 2017 at Islamabad.

Yours faithfully,

Nausheen Ahmad
Company Secretary

cc:

The Commissioner Enforcement & Monitoring Division, Securities & Exchange
Commission of Pakistan, NIC Building Jinnah Avenue, Islamabad



Notice of Annual General Meeting

Notice is hereby given that the 75th Annual General Meeting of Habib Bank Limited will be held on Thursday, March 30, 2017 at 9.00 a.m. at Serena Hotel, Islamabad, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Accounts (consolidated and unconsolidated) of the Bank for the year ended December 31, 2016, together with the Reports of the Directors and Auditors thereon.
2. To appoint Auditors for a term ending at the conclusion of the next Annual General Meeting at a fee of Rs. 24.143 million. In addition any Federal or Provincial taxes and reimbursements of out of pocket expenses will be paid at actuals. The retiring Auditors, A.F. Ferguson & Company, Chartered Accountants, being eligible, have offered themselves for reappointment.
3. To approve payment of a Final Cash Dividend of Rs. 3.50 per share, i.e. 35%, as recommended by the Directors, to those who are Shareholders as at close of business on March 21, 2017, which Final Cash Dividend is in addition to the 105% Interim Cash Dividend (i.e. Rs. 10.50 per share) already paid.

Special Resolution

4. To consider and, if thought fit, approve a reduction in the authorised capital of the Bank from Rs. 30 billion to Rs. 29 billion i.e. a reduction of 3.33% by cancellation of 100 million ordinary shares of Rs. 10 each and, accordingly, to amend Article V of the Memorandum of Association, and pass the following Special Resolution with or without modification:

Resolved that the authorised capital of the Bank be and is hereby reduced to Rs. 29 billion by cancellation of 100 million ordinary shares of Rs. 10 each, and that Article V of the Memorandum of Association of the Bank be and is hereby amended to read as follows:

"The Authorised Capital of the Bank is Rs. 29 billion divided into 2.9 billion ordinary shares of Rs. 10 each."

The aforesaid amendment shall be implemented once all regulatory approvals are in place.

The information as required under section 160(1)(b) of the Companies Ordinance, 1984, setting out in detail the special business to be conducted in the Annual General Meeting is being provided along with the Notice of the Annual General Meeting being sent to the Shareholders.

Any Other Business

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

By the Order of the Board

March 6, 2017
Karachi

Nausheen Ahmad
Company Secretary

Notes:

1. Copies of the minutes of the Annual General Meeting dated March 29, 2016 are available for inspection by Members as required under section 173 of the Companies Ordinance, 1984.
 2. An update as required under Regulations 4 and 8 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012, is included as part of the Annual Report 2016.
 3. The Register of Members and the Share Transfer Books will be closed from March 22, 2017 to March 30, 2017 (both days inclusive) for the purpose of the Annual General Meeting.
 4. Only those persons whose names appear in the Register of Members of the Bank as at March 21, 2017 are entitled to attend and vote at the Annual General Meeting.
 5. A Member entitled to attend and vote at the Annual General Meeting may appoint another Member as his/her proxy to attend and vote for him/her provided that a corporation may appoint as its proxy a person who is not a Member but is duly authorised by the corporation. Proxies must be received at the Registered Office of the Bank not less than 48 hours before the time of the holding of the Annual General Meeting.
 6. Members are requested to notify immediately any changes in their registered address to our Share Registrar, M/s. Central Depository Company of Pakistan Limited, CDC House 99-B, Block 'B', Sindh Muslim Cooperative Housing Society (S.M.C.H.S), Main Shakra-e-Faisal, Karachi - 74400.
 7. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.
 8. Pursuant to Section 150 of the Income Tax Ordinance, 2001 and Finance Act, 2016 withholding tax on dividend income will be deducted for "Filer" and "Non-Filer" shareholders at 12.5% and 20% respectively. According to the Federal Board of Revenue (FBR), withholding tax in case of joint accounts will be determined separately based on the "Filer/Non-Filer" status of the principal shareholder as well as the status of the jointholder(s) based on their shareholding proportions. Members that hold shares with joint shareholders are requested to provide the shareholding proportions of the principal shareholder and the joint holder(s) in respect of shares held by them to our Share Registrar, Central Depository Company of Pakistan Limited in writing. In case the required information is not provided to our Registrar it will be assumed that the shares are held in equal proportion by the principal shareholder and the joint holder(s).
- A. Requirements for Attending the Annual General Meeting:**
- (i) In the case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall authenticate his/her identity by showing his/her original Computerised National Identity Card (CNIC) or original passport at the time of attending the Annual General Meeting.
 - (ii) In the case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the Annual General Meeting (unless it has been provided earlier).
- B. Requirements for Appointing Proxies:**
- (i) In the case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall submit the proxy form as per the above requirement.
 - (ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - (iii) Attested copies of the 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 original passport at the time of the Annual General Meeting.
 - (v) In the case of a corporate entity, the Board of Directors' resolution/power of attorney with the specimen signature of the nominee shall be submitted (unless it has been provided earlier) to the Bank along with the proxy form.

