

Bank AL Habib Limited

March 03, 2020

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

Dear Sir,

Notice of Annual General Meeting of Bank Al Habib Limited Under Regulation No. 5.6.4 (b) of Pakistan Stock Exchange Rule Book

As required under regulation 5.6.4 (b) of Pakistan Stock Exchange Rule Book, enclosed is the copy of Notice of Annual General Meeting of the Bank to be held on Wednesday, March 25, 2020 at 10:30 a.m. at our Registered Office of the Bank located at 126-C, Old Bahawalpur Road, Multan.

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

Regards,

Yours truly,

Mohammad Taqi Lakhani

Company Secretary

Encl: as above



Notice of Annual General Meeting

Notice is hereby given that the Twenty-ninth Annual General Meeting of Bank AL Habib Limited will be held at the Registered Office of the Bank located at 126-C, Old Bahawalpur Road, Multan, on Wednesday, March 25, 2020 at 10:30 a.m. to transact the following business:

- 1. To receive and adopt the Audited Annual Accounts and Consolidated Accounts of the Bank for the year ended December 31, 2019 together with the Reports of Chairman, Directors and Auditors.
- 2. To consider and approve payment of cash dividend @ 35%, i.e., Rs. 3.50 per share of Rs. 10/- each for the year ended December 31, 2019 as recommended by the Board of Directors.
- 3. To appoint auditors for the year 2020 and to fix their remuneration. EY Ford Rhodes, Chartered Accountants, being eligible, offer themselves for re-appointment.
- 4. To consider any other business of the Bank with the permission of the Chair.

Special Business

- 5. To consider and approve acquisition of remaining 70% of the issued and paid-up share capital of Habib Asset Management Limited ("HAML") (in addition to our existing 30% shareholding) from its existing shareholders at a price of Rs. 7.25 per share, amounting to Rs. 152,250,000 to become Bank's wholly owned subsidiary, and to inject additional equity amounting up to Rs. 450,000,000 into HAML in order for HAML to meet the minimum capital requirements prescribed by the Securities & Exchange Commission of Pakistan and to further support the business operations of HAML.
- 6. To consider and approve "Policy and Procedure for Fixing Remuneration of Directors" for attending Board Meeting and Sub-Committee Meeting of the Board.
- 7. To consider and approve amendment in Article No. 106 of Articles of Association of the Bank related to "Remuneration of Directors".
- 8. To consider and approve the remuneration payable to the Executive Director of the Bank.

For Item Nos. 5, 6, 7 & 8 a statement under Section 134(3) of the Companies Act, 2017 is annexed.

By order of the Board

Karachi: March 4, 2020

MOHAMMAD TAQI LAKHANI

Company Secretary

Notes:

- The share transfer book of the Bank will remain closed from March 16, 2020 to March 25, 2020 (both days inclusive). Transfers received in order at the office of our Share Registrar, CDC Share Registrar Services Limited, located at CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi 74400, by the close of business on March 13, 2020 will be treated in time for payment of cash dividend (subject to approval of the members). Members are requested to promptly communicate any change in their addresses to our above-mentioned Share Registrar.
- 2. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend, speak and vote on his / her behalf. A proxy (except for a corporation) must be a member of the Bank. Proxy form, in order to be effective, must be received at the Registered Office of the Bank located at 126-C, Old Bahawalpur Road, Multan, duly stamped and signed not less than 48 hours before the time of the meeting.

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3. The CDC account/sub account holders are requested to bring with them their original Computerized National Identity Cards (CNICs) / Passport along with participant(s) ID Number and their account numbers at the time of attending the Annual General Meeting in order to facilitate identification of the respective shareholders. The proxy shall also produce his/her original CNIC or Passport at the time of the meeting. In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall be submitted along with Proxy Form in the Bank.

4. Payment of Cash Dividend through Electronic Mode

Under the provision of Section 242 of Companies Act, 2017 and Companies (Distribution of Dividends) Regulations, 2017, it is mandatory for a listed company to pay cash dividend to their shareholders only through electronic mode directly into the bank account designated by the entitled shareholders instead of issuing physical dividend warrants.

In order to receive cash dividend directly into the designated bank account, members are requested to fill and sign the "E-Dividend Bank Mandate Form" available on the Bank's website link, https://www.bankalhabib.com/downloads/E-Dividend-Bank-Mandate-Form.pdf, and send to the relevant Participants / Investor Account Services of the CDC/Share Registrar of the Bank (as the case may be) latest by March 13, 2020 along with a copy of their valid CNICs. The aforesaid form is also available in the Annual Report of the Bank.

In case of non-receipt or incorrect International Bank Account Number (IBAN) with other related details or non-availability of valid CNICs, the Bank will withhold cash dividend of such members.

5. The Government of Pakistan through Finance Act, 2019 has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of cash dividend paid by the companies/banks. These tax rates are as follows:

(a) For filers of income tax returns 15% (b) For non-filers of income tax returns 30%

To enable the Bank to make tax deduction on the amount of cash dividend @ 15% instead of 30% all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date of payment of cash dividend i.e., March 25, 2020; otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

According to FBR, withholding tax will be determined separately on 'Filer'Non-Filer' status of principal shareholder as well as joint-shareholder(s) based on their shareholding proportions, in case of joint accounts. Members that hold shares with joint-shareholder(s) are requested to provide shareholding proportions of principal shareholder and joint-shareholder(s) in respect of shares held by them to the Bank's Share Registrar in writing in the following format.

			Principal Shareholder		Joint-Sl	nareholder(s)
Bank Name	Folio/CDC Account No.	Total Shares	Name and CNIC	Shareholding Proportion (No. of Shares)	Name and CNIC	Shareholding Proportion (No. of Shares)

In case the required information is not provided to our Share Registrar latest by March 13, 2020, it will be assumed that the shares are equally held by them.

In case of corporate entity, withholding tax exemption from dividend income shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar latest by March 13, 2020.



As per instructions of Securities & Exchange Commission of Pakistan (SECP) and Central Depository Company of Pakistan (CDC) circular No. 6 of 2018, the shareholders are hereby informed that the CDC has developed Centralized Cash Dividend Register (CCDR) on eServices Web Portal which contains details of cash dividend such as either paid or unpaid, withheld by the Bank, total amount of cash dividend, tax and zakat deductions and net amount credited into designated bank account of shareholders. The shareholders are requested to register themselves to CDC's eServices Portal link, https://eservices.cdcaccess.com.pk to obtain the aforesaid information.

6. Audited Financial Statements through e-mail

SECP through its Notification SRO 787(I)/2014 dated September 8, 2014 has allowed the circulation of Audited Financial Statements along with Notice of Annual General Meeting to the members through e-mail. Soft copies of Annual Report 2019 including Audited Financial Statements and Notice of Annual General Meeting are being e-mailed to the members who have provided their e-mail addresses for the said purpose. Other members of the Bank who wish to receive soft copy of Annual Report are requested to send their e-mail addresses to our Share Registrar through consent form. The said consent form for electronic transmission can be downloaded from the Bank's website link, https://www.bankalhabib.com/reports Audited Financial Statements and reports are being placed on the aforesaid link.

Members are also requested to intimate change (if any) in their registered e-mail addresses to our Share Registrar for the above-mentioned purpose.

7. Consent for video-link facility

For this Annual General Meeting, under following conditions, Members can also avail video-link facility at Karachi.

If the Bank receives consent from members holding at least 10% shareholding residing at a geographical location, to participate in the meeting through video-link facility at least 7 days prior to the date of meeting, the Bank will arrange video-link facility in that city. The Bank shall arrange the aforesaid facility for such members prior to the date of the meeting to participate through video-link facility, and will intimate them regarding venue before the date of general meeting.

In this regard, members who wish to participate through video-link facility at Karachi should send a duly signed request as per the following format to the registered address of the Bank at least 7 days before the date of general meeting.

I/We,	_ of _	being a member of
Bank AL Habib Limited, holder of _		ordinary share(s) as per register Folio
No./ CDC Sub-Account No.:		hereby opt for video - link facility at Karachi.
		Signature of Member



Statement under Section 134(3) of the Companies Act, 2017

The statement is annexed to the Notice of the 29th Annual General Meeting of Bank AL Habib Limited at which certain special businesses are to be transacted. The purpose of this statement is to set forth the material facts concerning such special businesses.

Item No. 5 of the Agenda

Information Required Under Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 are Provided Below:

SR No.	DESCRIPTION	INFORMATION REQUIR	ED						
(a)	Disclosures for all types of inv	Disclosures for all types of investments							
(A)	Regarding Associated Compar	ny or Associated Undertal	king:						
(i)	Name of the associated company or associated undertaking	Habib Asset Managemen	t Limited (HAMI	_)					
(ii)	Basis of relationship	Associated Company by of the Bank in HAML.	virtue of 30% sh	areholding					
(iii)	Earnings / (Loss) per share for the last three years	Loss per share: June 30, 2019: June 30, 2018: June 30, 2017:	(2.01) (1.89) (0.94)						
(iv)	Break-up value per share, based on latest audited financial statements	June 30, 2019	6.24						
(v)	Financial position, including main items of statement of financial position and profit		June 30, 2019 Audited	June 30, 2018 Audited					
	and loss account on the basis		Rs. in	Million					
	of its latest financial statements	Assets Under Management Equity Total Assets Investment In Funds Cash & Bank Balance Total Revenue Operating Expenses Loss Before Taxation Loss After Taxation Loss Per Share (Rs.) Break Up Value (Rs.)	3,354.67 187.15 194.76 111.10 68.64 45.21 87.42 42.22 60.17 2.01 6.24	4,408.58 247.32 256.33 196.04 17.80 20.44 73.40 52.96 56.73 1.89 8.25					



SR No		DESCRIPTION	INFORMATION REQUIRED
(vi)		In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information namely:	N/A
	(I)	Description of the project and its history since conceptualization	N/A
	(II)	Starting date and expected date of completion of work	N/A
	(III)	Time by which such project shall become commercially operational	N/A
	(IV)	Expected time by which the project shall start paying return on investment	N/A
	(V)	Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts	N/A
(B)		General disclosures:	
(i)		Maximum amount of investment to be made	Rs. 602,250,000/- (Rupees Six Hundred Two Million and Two Hundred & Fifty Thousand only)
			Rs. 152,250,000/- (Rupees One Hundred Fifty Two Million and Two Hundred & Fifty Thousand only) shall be made by way of purchase of shares and up to Rs. 450,000,000/- (Rupees Four Hundred and Fifty Million only) shall be made by way of injection of additional equity through subscription of Right Shares.
(ii)		Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment	After acquiring controlling stake, desired synergies of two institutions will give HAML (wholly owned subsidiary) a positive turnaround and enhance its profitability. There is a natural synergy between the two institutions, Asset Management Company (AMC) products will suit rate sensitive customers of the Bank. Thus, rates sensitive customers, who would



SR No.		DESCRIPTION	INFORMATION REQUIRED		
			have gone to other AMCs, can in the products of the Bank ow The future of banking is a management, and by offerin products of AMC, Bank wi strengthen kinship with its cus The investment in HAML is it within a period of 24 months.	on AMC. ssociated with wealth ag suitable investment lill be able to further tomers.	
(iii)		Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds	Through internal sources		
	(1)	Justification for investment through borrowings	N/A		
	(II)	Detail of collateral, guarantees provided and assets pledged for obtaining such funds	N/A		
	(III)	Cost benefit analysis	N/A		
agreements(associated associated		agreements(s), if any with associated company or associated undertaking with regards to the proposed	The Bank has entered into Agreement with the remaining in order to acquire the 21,4 Million) ordinary shares held be a price of Rs. 7.25/- (Ruper Twenty Five only) per shalfs2,250,000/- (Rupees One Million and Two Hundred & Fit	shareholders of HAML 000,000 (Twenty One by the shareholders, for es Seven and Paisas are, aggregating Rs. e Hundred Fifty Two	
			Subsequent to the abovemer Bank shall execute and enter in and agreements with HAML injection of additional equity the shares in the amount of up (Rupees Four Hundred and Figure 1997).	nto relevant documents for the purposes of chrough subscription of to Rs. 450,000,000/-	
(v)		Direct or indirect interest of directors, sponsors, majority shareholders and their	Abbas D. Habib & Family	3,000,000 Million shares in HAML	
		relatives, if any, in the associated company or associated undertaking or the	Qumail R. Habib & Family	2,499,998 Million shares in HAML	
		transaction under consideration	Murtaza H. Habib & Family	3,699,999 Million shares in HAML	



SR No.	DESCRIPTION	INFORMATION REQUIRED
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information /justification for any impairment or write offs	Please refer to A (ii) and A (v) above
(vii)	Any other important details necessary for the members to understanding the transaction	N/A
(b)	In case of equity investment, under clause (a) above	following disclosures in addition to those provided
(i)	Maximum price at which securities will be acquired	Rs. 7.25/- per share for purchase of shares
		Rs. 10/- per share for subscription of shares
(ii)	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	A valuation exercise was conducted by KPMG Taseer Hadi, Chartered Accountants and the purchase price that has been negotiated is within the fair value range provided by them.
(iii)	Maximum number of securities to be acquired	21,000,000/- (Twenty One Million) ordinary shares of Rs. 10/- (Rupees Ten) each constituting 70% of the issued and paid up capital of HAML. Bank shall subscribe up to 45,000,000 (Forty Five Million) additional ordinary shares of Rs. 10/- (Rupees Ten) each by way of injection of additional equity in HAML.
(iv)	Number of securities and percentage thereof held before and after the proposed investment	Before: 30% (thirty percent) of the paid-up capital of HAML constituting 9,000,000/- (Nine Million) ordinary shares of Rs. 10/- (Rupees Ten) each. After: 100% (one hundred percent) of the paid-up capital of HAML constituting 30,000,000/- (Thirty Million) ordinary shares of Rs. 10/- (Rupees Ten) each pre injection of additional equity and up to 75,000,000 (Seventy Five Million) ordinary shares of Rs. 10/- (Rupees Ten) each post injection of additional equity.



SR No.	DESCRIPTION	INFORMATION REQUIRED
(v)	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities	N/A
(vi)	Fair value determined in terms of sub-regulation (1) of regulation 5 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 for investment in unlisted securities	A valuation exercise was conducted by KPMG Taseer Hadi, Chartered Accountants, who have suggested a fair value of between Rs. 6.84/- and Rs. 7.44/- per share.

Except to the extent as mentioned in B(v) above and to the extent of their respective shareholding in the Bank, the Board of Directors of the Bank have no direct or indirect interest in the Special Business.

Therefore, for the purpose of the above, the Board of Directors has recommended that the members may consider and, if deemed fit, pass with or without modification, the following resolutions as Special Resolutions as required under Section 199 of the Companies Act, 2017 for the purposes of authorizing further investment by the Bank in HAML.

"RESOLVED that subject to obtaining all necessary regulatory approvals and fulfilment of all legal formalities, the Bank be and is hereby authorized, in accordance with Section 199 of the Companies Act, 2017, to acquire the remaining 70% (seventy percent) of the issued and paid up share capital of HAML, comprising 21,000,000 (Twenty One Million) ordinary shares of Rs. 10/- (Rupees Ten Only) each, for an aggregate price of Rs. 152,250,000/- (Rupees One Hundred Fifty Two Million and Two Hundred & Fifty Thousand only) and as a consequence of which, HAML will become a wholly owned subsidiary of the Bank. ("Proposed Acquisition").

"FURTHER RESOLVED that subject to completion of the **Proposed Acquisition** and subject to obtaining all necessary regulatory approvals, the Bank is further authorized to inject additional equity amounting up to Rs. 450,000,000/- (Rupees Four Hundred and Fifty Million only) into HAML in order for HAML to meet the minimum capital requirements prescribed by the Securities and Exchange Commission of Pakistan and to further support the business operations of HAML.

"FURTHER RESOLVED that the Chief Executive Officer or the Company Secretary or the Chief Financial Officer of the Bank, (the "Authorized Persons"), acting jointly (any two), be and are hereby authorized and empowered to take all necessary steps and actions and are further authorized to seek necessary regulatory consents and to sign, execute, and deliver all necessary documents, agreements, and letters on behalf of the Bank along with ancillary documents thereto or provide any such documentation for and on behalf and in the name of the Bank as may be necessary or required or as they or any of them may think fit for or in connection with or incidental for the purposes of carrying out the proposed resolutions.

"RESOLVED FURTHER that all actions taken by the Authorized Persons acting jointly (any two) on behalf of the Bank in respect of the above matters are hereby confirmed, ratified and adopted by the Bank in full."

Item No. 6 of the Agenda

The following policy has been formulated by Human Resource & Remuneration Committee (HR&RC) of the Board, and subsequently recommended by the Board in its meeting held on January 29, 2020 to the shareholders of the Bank for its approval.



"Policy & Procedure for Fixing Remuneration of Directors"

"Introduction:

Listed Companies (Code of Corporate Governance) Regulations, 2019 issued by Securities and Exchange Commission of Pakistan (SECP) requires that every company shall have a formal policy and transparent procedure for fixing the remuneration packages of individual Directors & for attending meetings of the Board and its Committees.

Additionally, State Bank of Pakistan (SBP) vide its BPRD Circular No. 3 of 2019 also requires to formulate a comprehensive and transparent remuneration policy for the Chairman and other Directors, and the said policy shall be approved by the shareholders of the Bank on pre or post facto basis in the Annual General Meeting.

Furthermore, the process adopted for determination of Director's remuneration shall comply with the provisions of the SBP's Prudential Regulations, Companies Act 2017, Code of Corporate Governance Regulations, and the Bank's Articles of Association.

Fixation of Directors' Remuneration:

Remuneration payable to Non-Executive Directors for attending Board and Committee meetings, a full time Director and the Chairman of the Board who performs extra services, shall be governed under this policy. This policy has been formulated by Human Resource & Remuneration Committee (HR&RC) of the Board, and recommended by the Board to shareholders of the Bank for approval in the Annual General Meeting.

The remuneration of Non-Executive Directors for attending Board and Committee meetings shall be decided by the Board within the maximum limit as specified by the SBP from time to time.

The Chairman of the Board is also entitled to have 20% additional remuneration fee of the remuneration set for him for attending Board and its Committee meeting considering the Chairman's vast knowledge, experience, insight, sense of judgement and market contacts. The Chairman of the Board shall also monitor the performance of the Bank's management and implementation of the Business Plan of the Bank on behalf of the Board.

A full time Director shall receive such remuneration as the members (shareholders) may fix.

The Chairman of the Board (in case of individual Directors) and Independent Directors with the help of other Directors (in case of Chairman of the Board) shall decide regarding reconsideration in remuneration of underperforming Director/Chairman if the overall performance of the Director/Chairman consistently remains in "Needs Improvement" category for the two consecutive years as per Annual Performance Evaluation of the Board members.

Director's Accountability:

Directors are accountable for all their conduct as per their duties and responsibilities defined in SBP Prudential Regulations, Companies Act, 2017 and Articles of Association of the Bank.

Traveling, Board & Lodging Expenses:

Business class Air Traveling, Board & Lodging and all allied expenses (at actual) for attending Board/Committees/General meetings will be borne by the Bank.

Review and Amendments:

This policy will be reviewed by the Board of Directors at least once a year and, if any, revision/amendment recommended by the Board will be forwarded to the shareholders for approval in the Annual General Meeting."



For the purpose of the above, the Board of Directors in its meeting held on January 29, 2020, has recommended that the members may consider and, if deemed fit, pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that the "Policy and Procedure for Fixing Remuneration of Directors", formulated by Human Resource & Remuneration Committee of the Board, be and is hereby approved."

Item No. 7 of the Agenda

Article No. 106: Remuneration of Directors

Existing Version	Proposed Version
Remuneration payable to Directors for attending Board Meeting and Sub-Committee Meeting of the Board shall not exceed Rs. 150,000 and a Director who performs extra services or a full time Director shall receive such remuneration (whether by way of salary, commission, participation in profits, allowances, perquisites, etc., or partly in one way and partly in another) as the members may fix, subject to the Federal Government, Finance Division Notification SRO No. 572 (i) 82 dated 16 June 1982 or any modification in that behalf for the time being in force. The Directors may also pay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of Directors or committee of Directors or which he may otherwise incur in or about the business of the Company.	Remuneration payable to Non-Executive Directors, a full time Director and the Chairman of the Board who performs extra services shall be governed by "Policy & Procedure for Fixing Remuneration of Directors" approved by the shareholders.

For the purpose of the above, the Board of Directors in its meeting held on January 29, 2020, has recommended that the members may consider and, if deemed fit, pass with or without modification, the following resolutions as Special Resolutions, to amend the Articles of Association of the Bank.

"RESOLVED that subject to obtaining the requisite approvals, the Article No. 106 of Articles of Association of the Bank be and is hereby amended as follows:

106 Remuneration payable to Non-Executive Directors, a full time Director and the Chairman of the Board who performs extra services shall be governed by "Policy and Procedure for Fixing Remuneration of Directors" approved by the shareholders.

"FURTHER RESOLVED that the Company Secretary of the Bank be and is hereby authorized to take or cause to be taken any and all actions necessary and incidental for the purposes of altering the Articles of Association of the Bank, and make necessary filings and complete legal formalities as may be required to implement the aforesaid resolution."

Item No. 8 of the Agenda

As recommended by the Board of Directors in their meeting held on January 29, 2020, it is intended to propose the following resolution to be passed as an Ordinary Resolution:

"RESOLVED that the remuneration of Mr. Qumail R. Habib, Executive Director shall not exceed Rs. 3,025,000/- per month exclusive of perquisites, benefits and other allowances to which he is entitled under the terms of his employment."



Bank AL Habib Limited

Notice of Annual General Meeting

Notice is hereby given that the Twenty-ninth Annual General Meeting of Bank AL Habib Limited will be held at the Registered Office of the Bank located at 126-C, Old Bahawalpur Road, Multan, on Wednesday, March 25, 2020 at 10:30 a.m. to transact the following business:

- 1. To receive and adopt the Audited Annual Accounts and Consolidated Accounts of the Bank for the year ended December 31, 2019 together with the Reports of Chairman, Directors and Auditors.
- 2. To consider and approve payment of cash dividend @35%, i.e., Rs.3.50 per share of Rs.10/- each for the year ended December 31, 2019 as recommended by the Board of Directors.
- 3. To appoint auditors for the year 2020 and to fix their remuneration. EY Ford Rhodes, Chartered Accountants, being eligible, offer themselves for re-appointment.
- 4. To consider any other business of the Bank with the permission of the Chair.

Special Business

- 5. To consider and approve acquisition of remaining 70% of the issued and paid-up share capital of Habib Asset Management Limited ("**HAML**") (in addition to our existing 30% shareholding) from its existing shareholders at a price of Rs.7.25 per share, amounting to Rs.152,250,000 to become Bank's wholly owned subsidiary, and to inject additional equity amounting up to Rs.450,000,000 into HAML in order for HAML to meet the minimum capital requirements prescribed by the Securities & Exchange Commission of Pakistan and to further support the business operations of HAML.
- 6. To consider and approve "Policy and Procedure for Fixing Remuneration of Directors" for attending Board Meeting and Sub-Committee Meeting of the Board.
- 7. To consider and approve amendment in Article No.106 of Articles of Association of the Bank related to "Remuneration of Directors".
- 8. To consider and approve the remuneration payable to the Executive Director of the Bank.

For Item Nos. 5,6,7 & 8, a statement under Section 134(3) of the Companies Act, 2017 relating to the aforesaid Special Business to be transacted at the said Annual General Meeting is being sent to all shareholders.

By Order of the Board

Mohammad Taqi Lakhani Company Secretary

Karachi: March 4, 2020

Notes:

- 1. The share transfer book of the Bank will remain closed from March 16, 2020 to March 25, 2020 (both days inclusive). Transfers received in order at the office of our Share Registrar, CDC Share Registrar Services Limited, located at CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400, by the close of business on March 13, 2020 will be treated in time for payment of cash dividend (subject to approval of the members). Members are requested to promptly communicate any change in their addresses to our above-mentioned Share Registrar.
- 2. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy (except for a corporation) must be a member of the Bank. Proxy form, in order to be effective, must be received at the Registered Office of the Bank located at 126-C, Old Bahawalpur Road, Multan, duly stamped and signed not less than 48 hours before the time of the meeting.
- 3. The CDC account/sub account holders are requested to bring with them their original Computerized National Identity Cards (CNICs)/Passport along with participant(s) ID Number and their account numbers at the time of attending the Annual General Meeting in order to facilitate identification of the respective shareholders. The proxy shall also produce his/her original CNIC or Passport at the time of the meeting. In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall be submitted along with Proxy Form in the Bank.

4. Payment of Cash Dividend through Electronic Mode

Under the provision of Section 242 of Companies Act, 2017 and Companies (Distribution of Dividends) Regulations, 2017, it is mandatory for a listed company to pay cash dividend to their shareholders only through electronic mode directly into the bank account designated by the entitled shareholders instead of issuing physical dividend warrants.

In order to receive cash dividend directly into the designated bank account, members are requested to fill and sign the "E-Dividend Bank Mandate Form" available on the Bank's website link, https://www.bankalhabib.com/downloads/E-Dividend-Bank-Mandate-Form.pdf, and send to the relevant Participants/Investor Account Services of the CDC/Share Registrar of the Bank (as the case may be) latest by March 13, 2020 along with a copy of their valid CNICs. The aforesaid form is also available in the Annual Report of the Bank.

In case of non-receipt or incorrect International Bank Account Number (IBAN) with other related details or

non-availability of valid CNICs, the Bank will withhold cash dividend of such members.

5. The Government of Pakistan through Finance Act, 2019 has made certain amendments in Section 150 of the

- Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of cash dividend paid by the companies/banks. These tax rates are as follows:

 (a) For filers of income tax returns

 15%
 - (b) For non-filers of income tax returns 30%

To enable the Bank to make tax deduction on the amount of cash dividend @ 15% instead of 30% all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date of payment of cash dividend i.e., March 25, 2020; otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

According to FBR, withholding tax will be determined separately on 'Filer/Non-Filer' status of principal

shareholder as well as joint-shareholder(s) based on their shareholding proportions, in case of joint accounts. Members that hold shares with joint-shareholder(s) are requested to provide shareholding proportions of principal shareholder and joint-shareholder(s) in respect of shares held by them to the Bank's Share Registrar in writing in the following format.

Principal Shareholder

Joint-Shareholder(s)

Bank Name	Folio / CDC Account No.	Total Shares	Name and CNIC	Shareholding Proportion (No. of Shares)	Name and CNIC	Shareholding Proportion (No. of Shares)
In case the i	required informa	ation is n	ot provided to	our Share Registrar	latest by Marc	h 13, 2020, it will be

assumed that the shares are equally held by them.

In case of corporate entity, withholding tax exemption from dividend income shall only be allowed if copy

of valid tax exemption certificate is made available to our Share Registrar latest by March 13, 2020. As per instructions of Securities & Exchange Commission of Pakistan (SECP) and Central Depository Company

of Pakistan (CDC) Circular No.6 of 2018, the shareholders are hereby informed that the CDC has developed Centralized Cash Dividend Register (CCDR) on eServices Web Portal which contains details of cash dividend such as either paid or unpaid, withheld by the Bank, total amount of cash dividend, tax and Zakat deductions and net amount credited into designated bank account of shareholders. The shareholders are requested to register themselves to CDC's eServices Portal link, https://eservices.cdcaccess.com.pk to obtain the aforesaid information.

6. Audited Financial Statements through e-mail

SECP through its Notification SRO 787(I)/2014 dated September 8, 2014 has allowed the circulation of Audited

Financial Statements along with Notice of Annual General Meeting to the members through e-mail. Soft copies of Annual Report 2019 including Audited Financial Statements and Notice of Annual General Meeting are being e-mailed to the members who have provided their e-mail addresses for the said purpose. Other members of the Bank who wish to receive soft copy of Annual Report are requested to send their e-mail addresses to our Share Registrar through consent form. The said consent form for electronic transmission can be downloaded from the Bank's website link, https://www.bankalhabib.com/reports. Audited Financial Statements and reports are being placed on the aforesaid link.

Members are also requested to intimate change (if any) in their registered e-mail addresses to our Share

Registrar for the above-mentioned purpose.

7. Consent for video-link facility

For this Annual General Meeting, under following conditions, Members can also avail video-link facility at

Karachi.

If the Bank receives consent from members holding at least 10% shareholding residing at a geographical

location, to participate in the meeting through video-link facility at least 7 days prior to the date of meeting, the Bank will arrange video-link facility in that city. The Bank shall arrange the aforesaid facility for such members prior to the date of the meeting to participate through video-link facility, and will intimate them regarding venue before the date of general meeting.

In this regard, members who wish to participate through video-link facility at Karachi should send a duly signed request as per the following format to the registered address of the Bank at least 7 days before the date of general meeting.

I/We,	of	being a member of Bank AL Habib Limited,
holder of	ordinary s	hare(s) as per register Folio No./CDC Sub-Account
No.:	hereby opt for video-link fa	acility at Karachi.
		Signature of Member





بینک الحبیب لمیطر اطلاع برائے سالانہ اجلاسِ عام

بذریعه بلزامطلع کیا جاتا ہے کہ بینک الحبیب کمیٹڈ کا اُنٹیبوال سالانہ اجلاسِ عام بروز بدھ ۲۵ مارچ ۲۰۲۰ جسے ۱۰:۳ بیج بینک کے رجسڑ ڈ آفس واقع ۱۲۱ ہی، اولڈ بہاو کپورروڈ ملتان میں مندرجہ ذیل امورکی انجام دی کمیلیے منعقد کمیا جائے گا:

- ا۔ الادسبر ۲۰۱۹ وختم ہونے والے سال کے لئے آڈٹ شدہ سالانہ حسابات اور بینک کے بیجا کئے گئے حسابات مع چیئر مین، ڈائر یکٹر زاورآ ڈیٹرز کی رپورٹس کی وصولی اورمنظوری۔
- ۔ ۱۔ بورڈ آف ڈائز یکٹرز کی سفارش کے مطابق ۳۱ دسمبر ۲۰۱۹ء کو تتم ہونے والے سال کے لئے بشرح ۳۵ فیصد یعتی /۱۰روپے مالیت کے ثبیئر پرو۵ عمر سروپ فی شیئر نقد منافع منقسمہ کی ادائیگی یزغور و دخوش اور منظوری۔
 - س۔ سال ۲۰۲۰ء کیلئے آڈیٹرز کالقرراوران کےمعاوضے کاتعین۔ای وائی فورڈ رہوڈ ز، چارٹرڈا کاؤٹٹیٹس نے اہل ہونے کی بناء پرخودکود وبارہ تقرری کے لئے پیش کیا ہے۔
 - ۳۔ صدراجلاس کی اجازت کے بینک کی کسی دیگر کارروائی برغور وخوض۔

خصوصى امور

- ۵۔ حبیب ایسیٹ مینجمنٹ کمیٹر (''انگا سے ایم ایل'') کے باقی ماندہ ۷ فیصد جاری کردہ اورادا شدہ شیئر کیٹل کے حصول (ہماری موجودہ سوجودہ سینٹر ہولڈرنٹ کی موجودہ شیئر کیٹر (''انگا سے اورا تھا ہے۔ اورا تھا ہے۔ کہ سیئر ہولڈرز نے ۲۵ء کرد پیلی ادارہ بنایا جا سے اورا تھا ہے۔ ایم ایل میں استعمال کرنا تا کہ ایک کا سال کرنا تا کہ ایک کا سیال کرنا تا کہ ایک کا سیال کی میٹر کردہ کم از کم سرمائے کی شرط پر پورا اُتر سے اور ایک استان کی جانب سے مقرر کردہ کم از کم سرمائے کی شرط پر پورا اُتر سکے اور ایک ایک کاروباری آپریشنز کومزید سیبورٹ حاصل ہو سکے۔
 - ۲۔ بورڈ کے اجلاسوں اوراس کی سب ممیٹی کے اجلاسوں میں شرکت کیلیے'' ڈائر یکٹرز کے معاوضے کے قعین کی غرض سے یالیسی اور طریقیہ کار'' برغوروخوض اور منظوری۔
 - 2_ ''ڈائر کیٹرز کےمعاوضے''ے متعلق بینک کے آرٹیکلز آ ف ایسوی ایشن کے آرٹیکل نمبر ۲ امیں ترمیم پرغور وخوض اور منظوری۔
 - ۸۔ پینک کے ایگزیکٹوڈ ائر بکٹر کودیئے جانے والے معاوضے پرغور وخوض اوراس کی منظوری۔

کھینیز ایکٹے ۲۰۱۷ء کی شق ۱۳۳۷ (۳) کے تحت مذکورہ سالاندا جلاسِ عام میں انجام دیئے جانے والے درج بالاخصوصی امور سے متعلق آئٹم نمبر ۲۰۵۵ء کاور ۸ کے لئے ایک اسٹیمٹنٹ تمام شیئر ہولڈرز کوارسال کیا جار ہاہے۔

حسب الحکم بورڈ **محمر تقی لا کھانی** حمینی سیکریٹری

کراچی: ۴ مارچ ۲۰۲۰ء

أميد

- ۔ بینک کی شیئر ٹرانسفر ئیک ۱۲ مارچ ۲۰۲۰ء تا ۲۵ مارچ ۲۰۲۰ء (بشمول ہر دویوم) بندر ہے گی۔وہ ٹرانسفرز جو ہمارے شیئر رجیٹر ارکے دفتر سی ڈی سی شیئر رجیٹر ارسرومز کمیٹیڈ،واقع سی ڈی سی اوکوس کی ایکٹر ہواقع سی ڈی سی کی جو جا کیں گے وہ نقذ منظم ہوں کے ایکٹر ایکٹر ایکٹر کی منظوری سے مشروط) کی ادائیگی کے لئے بروقت تصور کیے جا کیں گے۔ممیران سے گزارش ہے کہ اپنے پیٹے میں کسی بھی تبدیلی سے ہمارے نہ کورہ بالاشیئر رجیٹر ارکوفی القورآگاہ کریں۔
- ۔ ہرممبر جے اجلاسِ بٰذا میں شرکت کرنے اور ووٹ دینے کاحق حاصل ہے وہ اپنی جگہ شرکت کرنے ، بولنے اور ووٹ دینے کے لئے ایک پراکسی مقرر کرسکتا/ سکتی ہے۔ پراکسی کیلئے (ماسوائے کارپوریشن کے) بینک کاممبر ہونا لازمی ہے۔موثر انعمل ہونے کے لئے پراکسی فارم ہا قاعدہ اسٹیمپ شدہ اور دستخط شدہ اجلاس سے کم از کم ۴۸ گھٹے کی لاز ما بینک کے رجٹرڈ آفس واقع ۲۶۱۔ سی،اولڈ بہاد کپورروڈ،ملتان میں موصول ہوجائے۔
- س۔ سی ڈی سی کے اکاؤٹ کسب اکاؤٹ ہولڈرز سے درخواست ہے کہ وہ سالا نہ اجلاس عام میں شرکت کرتے وقت اپنے اصل کمپیوٹرائزڈ تو می شاختی کارڈ (سی این آئی سیز)/ پاسپورٹ مع پائیسپنٹس آئی ڈی نمبراوراپنے اکاؤٹ نمبرزہمراہ لائیں تاکہ متعلقہ شیئر ہولڈرز کی شناخت میں سہولت رہے۔ پراکسی کوجھی اپنااصل قومی شاختی کارڈیا پاسپورٹ اجلاس کے وقت دکھانا ہوگا۔ کارپوریٹ ادارہ ہونے کی صورت میں بحثیث ممبر (رکن)، پورڈ آف ڈائز مکٹرز کی منظور شدہ قرار داول پاورآف اٹارنی بمع نمونہ دستھ ہمراہ پراکسی فارم بینک میں بھت کرانے ہوں گے۔

٣- نقدمنا فع منقسمه كي بذريعه اليكثرونك طريقة كارادائيكي

کمپنیزا کیٹ ۱۰۱۷ کی دفعہ ۲۴۲ اورکمپنیز (ڈسٹر بیوٹن آف ڈیویڈیڈ) ریگولیشنز ۱۰۱۷ کے تحت اسٹر کمپنی کیلئے ضروری ہے کہ وہ اپنے شیئر ہولڈرز کونفذ منافع منقسمہ صرف بذریعہ الکیٹر ونک طریقۂ کارکے تحت شیئر ہولڈرز کی جانب سے نامزدکردہ بینک اکاؤنٹ میں اداکریں بجائے اس کے فزیکل ڈیویڈیڈ وارٹٹس جاری کئے جائیں۔

نقد منافع منقسمہ کو براہِ راست نامزد کردہ بینک اکاؤنٹ میں وصول کرنے کی غرض سے ممبران سے درخواست کی جاتی ہے کہ وہ بینک کی ویب سائٹ کے لئک https://www.bankalhabib.com/downloads/E-Dividend-Bank-Mandate-Form.pdf پردستیاب''ای۔ڈیویڈنڈ بینک مینڈیٹ فارم'' پُر کریں اور اس پردستخط کرنے کے بعد بینک کے متعلقہ پارٹیسپیٹس/س ڈی سی کے انولیٹر اکاؤنٹ سروسز یا بینک کے شیئر رجسڑ ار (فزیکل شیئر ہولڈنگ ہونے کی صورت میں) کو سمارج-۲۰۲۰ء سے پہلے سے کارآ مدی این آئی تی کی کا پی کے ساتھ ارسال کردیں۔ زیکورہ ہالا فارم بینک کی سالانے رپورٹ میں بھی دستیاب ہے۔

انٹر پیشل مینک اکاؤنٹ نمبر (آئی بی اےاین) کی عدم وصولی یا غلط نمبر موصول ہونے اور دیگر متعلقہ تفصیلات یا کارآ مدس این آئی سیز کی عدم دستیا بی کی صورت میں بینک ایسے ممبران کا نقد منافع منقسمہ روک لے گا۔ ۔

- ،۔ حکومت پاکتان نے فنانس ایکٹ ۲۰۱۹ء کے ذریعے انگر ٹیکس آرڈیننس ۲۰۰۱ء کی شق ۵۰ میں چندتر امیم کی ہیں جس کے ذریعے کمپنیز/ بیکوں کی جانب سے ادا کئے جانے والے منافع منقسمہ کی رقم پر ودہولڈنگ ٹیکس کی کٹوتی کے لئے مختلف ریٹس مقرر کیے گئے ہیں ریٹس مندرجہ ذیل ہیں:
 - (اے) انگم کیس ریٹرزکے فائلرزکیلئے 18 فیصد (بی) انگرنگس ریٹرزکے نان ۔ فائلرزکیلئے ۳۰ فیصد
 - رب) رب کرفته دوا فعر منطقه کی قریر معوفه می سازیر هرافه دیگیم کی کان قریر سلط

بینک کونفذ منافع مقسمہ کی رقم پر ۳۰ فیصد کے بجائے ۱۵ فیصد طیس کی کو تی کے سلسلے میں وہ تمام شیئر ہولڈرز جن کے نام الیف بی آر کی ویب سائٹ پر فراہم کردہ ایکٹوٹیکس پیئرزلسٹ (اے ٹی ایل) میں موجود نہیں میں ، باوجوداس کے کہوہ فاکر زمین انہیں ہدایت دی جاتی ہے کہ وہ نفذ منافع مقسمہ کی ادائیگی کی تاریخ لیتی کا مارچ ۲۰۲۰ء سے پہلے اے ٹی ایل میں اپنے ناموں کی موجود گی کوٹیٹی بنائیں بصورتِ دیگران کے نقد منافع مقسمہ پر ٹیکس کی کوٹی ۱۵ فیصد کے بجائے ۳۰ فیصد کی جائے گیا۔

اینب بی آر کے احکامات کے مطابق جوائنٹ اکا وَنٹس کے نعمن میں ود ہولڈنگ ٹیکس کا تعین پرنیل شیئر ہولڈ راور جوائنٹ شیئر ہولڈنگ کی شیئر ہولڈنگ کی شرح کے مطابق جدا گانیطور پرکیا جائے گا۔ وہ ممبران جن کے شیئر ہولڈرز کے ساتھ میں ان سے درخواست ہے کہ وہ پرنیل شیئر ہولڈراور جوائنٹ شیئر ہولڈرز کے شیئرز کا تناسب مینک کے شیئر رجٹر ارکومندرجہ ذیل فارمیٹ میں ارسال کریں۔

جوائٹ شیئر ہولڈر(ہولڈرز)		ن شيئر ہولڈر				
شیئر ہولڈنگ کا تناسب (شیئرز کی تعداد)	نام اور سی این آئی سی نمبر	شیئر ہولڈنگ کا تناسب (شیئر زکی تعداد)	نام اور سی این آئی سی نمبر	مجموع شيئرز	فوليو/سى ڈى ايس ا كاؤنٹ نمبر	بيئكانام

کار پوریٹ ادار سے کی صورت میں منافع منقسمہ کی آمدنی سے ود ہولڈنگ ٹیکس سے استثنی صرف اس صورت میں دیا جائے گا اگر ٹیکس سے استثنی کے سرٹیفکیٹ کی کارآ مد کا پی ۱۳ مار چ ۲۰۱۰ء تک ہمارے شیئر رجمٹرار کولاز ما فراہم کر دی جائے۔ کے طریب پر پیچھنے کمیشن سے میں مدد اس میں میں میں میں میں میں میں میں میں سے سے کانے میں سے میں تشریب میں میں

سکیورٹیزا بیڈ ایجیجنج کمیشن آف پاکستان (ایس ای می پی) کی ہدایات اور سینٹرل ڈپازٹری کمپنی آف پاکستان (سی ڈی می) کے سرکلرنمبر ۲ بابت ۲۰۱۸ کے مطابق شیئر ہولڈرز کو بذرائید ایک ڈی می ایک ستان (سی ڈی می) کے سرکلرنمبر ۲ بابت ۲۰۱۸ کے مطابق شیئر ہولڈرز کو بذرائی ہولڈرز کے دی میں نقد منافع منقسمہ کی تحقیق ڈپیس اورز کو ڈکی کو ٹی اورشیئر ہولڈرز کے نامز دکر دہ بینک اکا ؤنٹ میں بہتح کرائی گئ حیوع رقم شامل میں شیئر ہولڈرز سے درخواست ہے کہ می ڈی می کے ای سروسز پورٹل لنگ https://eservices.cdcaccess.com.pk سے خدکورہ بالامعلومات کے حصول کے لئے خودکواس لنگ پر دبھر کرائیں۔

۲- آ دُف شده مالياتی حسابات بذر بعدای میل

الیں ای می پی نے بذریعہ اپنے نوٹینکیشن SRO 787(1)/2014 مور خد ۸ متمبر ۲۰۱۳ و ڈٹ شدہ مالیاتی حسابات کو سالانہ اجلاسِ عام کے نوٹس کے ہمراہ ممبران کو بذریعہ ای میس اس کرنے کی اجازت دی ہے۔ سالانہ رپورٹ 194 میں افٹ کا پیال بشمول آڈٹ شدہ مالیاتی حسابات اور سالانہ اجلاسِ عام کے نوٹس ممبران کو نہ کورہ بالا مقاصد کیلئے ان کی جانب سے فراہم کردہ ای میل ایڈریسز پر ارسال کی جارہی ہیں۔ بینک کے دیگر ممبران جوسالانہ رپورٹ کی سافٹ کا پی وصول کرنے کے خواہ شمندہ ہواں ، ان سے درخواست ہے کہ وہ اپنے ای میل ایڈریسز بذریعہ رضامندی فارم ہمارے شیئر رجنر ارکوارسال کردیں۔ الیکٹرا تک ٹرائسمیشن کے لئے رضامندی کا یہ فارم بینک کی و یب سائٹ لئک ہمبران سے بدونواست بھی کی جاتی ہمبیا کئے جارہے ہیں۔ ممبران سے یہ درخواست بھی کی جاتی ہے کہ درخواست بھی کی جاتی ہمبیا کے حالت میں ہمارے شیئر رجنر ارکونہ کورہ بالامقصد کیلئے آگاہ کریں۔

2- وڈیولنک سہولت کیلئے رضا مندی

اس سالا نہ اجلاسِ عام کے لئے درج ذیل شرا کط کے تحت ممیران کراچی میں وڈ یولنک کی سہوات بھی حاصل کر سکتے ہیں۔ اگر بینک کوا پک جغرافیا کی حدود میں مقیم کم از کم • افیصد شیئر ہولڈنگ کے حامل ممبران کی جانب سے وڈ یولنگ کے ذریعے اجلاس میں شرکت کے سلسلے میں اجلاس کی تاریخ سے کم از کم

ے روز قبل رضامندی کا فارم موصول ہوا تو بینک اس شہر میں وڈیولنک کا انتظام کرے گا اوران کوا جلاسِ عام کی تاریخ نے قبل مقام کے بارے میں آ گاہ کر دیاجائے گا۔ اس سلسلے میں وہ ممبران جو کراچی میں وڈیولنک کی سہولت کے ذریعے شرکت کے خواہشند ہوں وہ درج ذیل فارمیٹ کے مطابق با قاعدہ دستخط شدہ درخواست اجلاس کی تاریخ سے کم از کم کے دن قبل بینک کے دجشر ڈائیرریس پرارسال کر دیں۔

عمومی شیئر/ (شیئرز)	بحثیت بینک الحبیب کمیٹڑ کے ایک ممبر حامل	ں/ہم سکنیہ	طر ••
/بین_	بذر بعیہ بذا کرا چی میں وڈیولنک کی سہولت کے لئے خواہشمند ہوا	طابق رجىٹرڈ فولیونمبر/س ڈی س ذیلی ا کاؤنٹ نمبر	۲.

ممبر کے دستخط