

Soneri Bank

SBL/Secy/PSX/21/47
03 March 2021

Form - 4

Through PUCARS & hand delivery

The General Manager
Pakistan Stock Exchange Ltd.
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: **Notice of 29th Annual General Meeting prior to Publication**

Dear Sir,

In compliance of Regulation No.5.6.9 of the PSX Regulations, we are pleased to enclose herewith Notice (English & Urdu) of 29th Annual General Meeting scheduled to be held on Friday, 26 March 2021 at 10:30 am through video-link (Zoom). Additionally arrangements have also been made to attend the meeting in person at 1st Floor, 90-B/C, Liberty Market, Gulberg-III, Lahore.

We intend to publish this Notice in Business Recorder & Daily Nawa-e-Waqt (combined editions Karachi, Lahore and Islamabad) on 04 March 2021. Please circulate the same among the TRE Certificate Holders of the Exchange.

Yours Sincerely,




Muhammad Altaf Butt
Company Secretary

Encls: a.a.



Soneri Bank
Roshan Har Qadam

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that **Twenty Ninth (29th) Annual General Meeting ("AGM")** of Soneri Bank Limited will be held on Friday, 26 March 2021 at 10:30 a.m. through video-link (Zoom). Additionally, arrangements have also been made to attend the meeting in-person at 1st Floor, 90-B/C-II, Liberty Market, Gulberg III, Lahore, to transact the following business:

Ordinary Business

- To confirm the minutes of the last Annual General Meeting held on 26 March 2020.
- To receive, consider and adopt Annual Audited Accounts, together with the Directors' and Auditors' Reports thereon, for the year ended 31 December 2020.
- To approve and declare the final cash dividend of Rs.1.25/- per share (i.e.12.50%) for the financial year ended 31 December 2020, as recommended by the Board of Directors in its 183rd meeting held on 17 February 2021.
- To appoint Auditors of the Bank for the year ending 31 December 2021. At the conclusion of next Annual General Meeting and fix their remuneration. The retiring auditors, M/s. KPMG, Tazoor Hark & Company, Chartered Accountants, being eligible, have offered themselves for re-appointment.
- To transact such other ordinary business as may be placed before the meeting with the permission of the Chair.

BY ORDER OF THE BOARD

Muhammad Altaf Butt

Company Secretary

Lahore: 17 February 2021

NOTES:

- Share Transfer Books of Soneri Bank Limited ("the Bank") will remain closed from 19 March 2021 to 25 March 2021 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. THK Associates (Pvt.) Ltd., Plot No. 32-C, Jam Commercial Street 2, DHA Phase - 7, Karachi-75500, Pakistan, by the close of business on 18 March 2021, will be considered in time for the purpose of attending and voting in the AGM, as well as entitled to the payment of cash dividend.

2. For Attending the Meeting:

In view of the current situation of the Covid-19 pandemic and instructions issued by Securities and Exchange Commission of Pakistan ("SECP") and Pakistan Stock Exchange Limited ("PSX"), vide their Circular No. 5 dated 17 March 2020 and PSXN-372 dated 19 March 2020 respectively, the AGM will be primarily conducted virtually via video-link (Zoom) for the safety and well-being of participants of the meeting. In order to attend the meeting through video-link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card ("CNIC") both sides/Passport attested copy of board resolution/power of attorney (in case of corporate shareholders) through email at cs@soneribank.com by 24 March 2021.

Name of Shareholder	Folio/CDS A/c No.	CNIC No.	Cell No.	Email Address
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Post due verification of the information, the members who are registered with us shall be sent a video-link by the Bank, along with meeting material including last year's minutes of the meeting on their registered email address. The login facility will remain open from the start of the meeting till its proceedings are concluded. The shareholders who wish to send their comments/suggestions on the agenda of the AGM can email us at cs@soneribank.com. The Bank shall ensure that comments/suggestions of the shareholders will be read out at the meeting and the responses will be made part of the minutes of the meeting.

Further, while complying with the instructions of the SECP Circular No. 4 dated 15 February 2021, necessary arrangements have also been made to attend the meeting physically at 1st Floor, 90-B/C-II, Liberty Market, Gulberg III, Lahore. Complete Covid-19 related SOPs must be strictly followed.

3. For Appointing Proxies:

A member of the Bank entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. Proxy, in order to be effective, must be received at our email cs@soneribank.com or at the Registered Office of the Bank located at 241-242, Upper Mall Scheme, Anand Road, Lahore, not less than 48 hours before the time of the meeting. Proxy form shall be duly signed and stamped and witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. Proxy form, both in English and Urdu language is being separately sent to the shareholders, along with Notice of AGM.

- Shareholders are requested to notify change in their addresses, if any, to our Share Registrar M/s. THK Associates (Pvt.) Ltd., Plot No. 32-C, Jam Commercial Street 2, DHA Phase - 7, Karachi-75500, Pakistan.

5. Unclaimed Dividend and Shares

Pursuant to Section 244 of the Act, any shares issued or dividends declared by the Bank, which remain unclaimed or unpaid for a period of three years from the date they became due and payable shall vest with the Federal Government after compliance of procedures prescribed under the Act. In this respect, we had already intimated the process and concerned shareholders were advised vide our letter dated 01 October 2017 to claim their unclaimed dividends/shares. Post submission of this Notice, every year shareholders have been continuously communicated requirements of Section 244 to claim their pending entitlements vide Notice of AGM, but only few shareholders have lodged their claims.

In order to further this process, a "Final Notice of Unclaimed Shares and Dividends to vest with the Federal Government" was published in the daily Business Recorder and The Nawal-Waqt on 01 February 2021 in their countrywide circulations. This Notice was also posted to the PSX for the information of all the stakeholders in addition to placement of the same on the website of the Bank.

Shareholders are again advised to approach the Bank's Share Registrar to claim their pending entitlements at the earliest, failing which the Bank shall proceed ahead in terms of requirement of Section 244(2) (a) & (b) of the Act. Statement of such unclaimed dividends/shares is available on the Bank's website, which may be accessed by clicking the following link: <https://www.soneribank.com/about-us/investor-relations/shareholders-information>

Notes relating to CNIC, Cancellation of Accounts via E-mail, E-Dividend, Deduction of Tax on Cash Dividend Income, Deposit of Physical Shares into CUC Account, Video-conference facility for attending AGM and placement of AGM notice on the Bank's website and proxy form both in English and Urdu languages have been sent to the Shareholders with the Notice of the AGM, in addition to placement of the same on the Bank's website www.soneribank.com



Soneri Bank
Roshan Har Qadam

اطلاع برائے سالانہ اجلاس عام

ذیل بات واضح کیا جا رہی ہے کہ **سونی بینک لمیٹڈ** ("سونی بینک") کی **29 ویں سالانہ اجلاس عام** ("AGM") 26 مارچ 2021ء کو 10:30 بجے (Zoom) کے ذریعے منعقد کی جائے گی۔ اس کے علاوہ، شرکت کرنے والے افراد کے لیے 1st Floor, 90-B/C-II, Liberty Market, Gulberg III, Lahore میں شرکت کرنے کے لیے بھی بندھن ہے۔

- 2020ء کے سالانہ کاروبار کی تصدیق کرنا۔
- 2020ء کے سالانہ کاروبار کی تصدیق کرنا اور 2020ء کے سالانہ کاروبار کی تصدیق کرنا۔
- 2020ء کے سالانہ کاروبار کی تصدیق کرنا اور 2020ء کے سالانہ کاروبار کی تصدیق کرنا۔
- 2021ء کے سالانہ کاروبار کی تصدیق کرنا اور 2021ء کے سالانہ کاروبار کی تصدیق کرنا۔
- 2021ء کے سالانہ کاروبار کی تصدیق کرنا اور 2021ء کے سالانہ کاروبار کی تصدیق کرنا۔

BY ORDER OF THE BOARD

Muhammad Altaf Butt

Company Secretary

Lahore: 17 February 2021

NOTES:

- Share Transfer Books of Soneri Bank Limited ("the Bank") will remain closed from 19 March 2021 to 25 March 2021 (both days inclusive). Transfers received in order at the office of our Share Registrar M/s. THK Associates (Pvt.) Ltd., Plot No. 32-C, Jam Commercial Street 2, DHA Phase - 7, Karachi-75500, Pakistan, by the close of business on 18 March 2021, will be considered in time for the purpose of attending and voting in the AGM, as well as entitled to the payment of cash dividend.

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Post due verification of the information, the members who are registered with us shall be sent a video-link by the Bank, along with meeting material including last year's minutes of the meeting on their registered email address. The login facility will remain open from the start of the meeting till its proceedings are concluded. The shareholders who wish to send their comments/suggestions on the agenda of the AGM can email us at cs@soneribank.com. The Bank shall ensure that comments/suggestions of the shareholders will be read out at the meeting and the responses will be made part of the minutes of the meeting.

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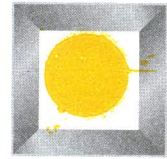
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Shareholders are again advised to approach the Bank's Share Registrar to claim their pending entitlements at the earliest, failing which the Bank shall proceed ahead in terms of requirement of Section 244(2) (a) & (b) of the Act. Statement of such unclaimed dividends/shares is available on the Bank's website, which may be accessed by clicking the following link: <https://www.soneribank.com/about-us/investor-relations/shareholders-information>

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Soneri Bank

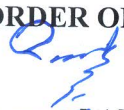
Notice of the Annual General Meeting

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- 4) To appoint Auditors of the Bank for the year ending 31 December 2021 till the conclusion of next Annual General Meeting and fix their remuneration. The retiring auditors, M/s. KPMG Taseer Hadi & Company, Chartered Accountants, being eligible, have offered themselves for re-appointment.
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BY ORDER OF THE BOARD


Muhammad Altaf Butt
Company Secretary



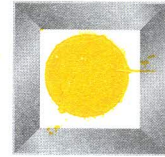
Lahore: 17 February 2021

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Soneri Bank

meeting. In order to attend the meeting through video-link, members and their proxies are requested to register themselves by providing the following information along with a valid copy of Computerised National Identity Card ("CNIC") both sides/Passport, attested copy of board resolution/power of attorney (in case of corporate shareholders) through email at cs@soneribank.com by 24 March 2021.

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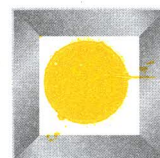
5. CNIC/NTN Number on Electronic Dividend (Mandatory)

As per S.R.O.831(1)/2012 dated 05 July 2012 issued by SECP, the electronic Dividend should also bear the CNIC number of the registered shareholder.

As per Regulation No.6 of S.R.O. 1145(1)/2017 dated 06 November 2017, the Bank shall be constrained to withhold the payment of dividend to the shareholders, in case of non-availability of identification number (CNIC or NTN) of the shareholder or the authorised person.

Accordingly, the shareholders, who have not yet submitted a copy of their valid CNIC or NTN, are once again requested to immediately submit the same to the Share Registrar.





Soneri Bank

6. Transmission of Audited Financial Statements & Notice Of Annual General Meeting Through E-Mail and CD/DVD

SECP through its Notification No.S.R.O.787(1)2014 dated 08 September 2014, has allowed companies to circulate their annual balance sheet and profit & loss account, auditor's report and directors' report etc. ("Audited Financial Statements") along with Notice of AGM ("Notice") to their shareholders through email. The shareholders who wish to receive Annual Audited Financial Statements and Notice of AGM through email are requested to fill the consent form given in the link mentioned below and return it to our Share Registrar.

<https://www.soneribank.com/about-us/investor-relations/shareholders-information/>

In terms of SECP S.R.O. No. 470(I)/ 2016 dated 31 May 2016 and its subsequent approval in the 25th AGM of the Bank held on 28 March 2017, the Annual Report is being transmitted to shareholders through CD/DVD instead of sending in book form/hard copy. However, the Bank will provide one hard copy free of cost to the requesting shareholder at their registered address within one week of the request.

7. Deduction of Tax on Cash Dividend Income

The shareholders are hereby informed that pursuant to amendments in Section 150 of the Income Tax Ordinance, 2001 through Finance Act, 2020, Income Tax will be deducted at source @15% for person appearing in Active Tax Payer List ("ATL") and @30% for person not appearing in ATL [determined as per ATL available on Federal Board of Revenue's ("FBR") website] from the dividend amount, if any.

In case of joint account, each holder is to be treated individually as either a filer or non-filer, and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing as follows, to our Share Registrar. In case no such notification is received by us, equal deduction of tax will be made where proportionate holding is not available with us.

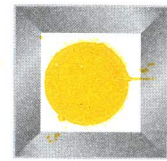
Bank Name	Folio/CDS A/c No.	Total Shares	Principal Shareholder		Joint Shareholder	
			Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

The CNIC number/NTN details are now mandatory and are required for checking the tax status as per the ATL issued by FBR from time to time.

8. Payment of Cash Dividend through Electronic Mode (Mandatory)

In terms of Section 242 of the Act and Companies (Distribution of Dividends) Regulations, 2017, every listed company is required to pay dividend, if any, to their shareholders compulsorily through electronic mode directly crediting the same in their bank account.

In this respect, the Bank has previously communicated this requirement to the shareholders individually along with newspaper publications requesting to provide



Soneri Bank

the International Bank Account Number ("IBAN"); however response from very few shareholders was received.

Shareholders are again requested to update their record. In this connection, CDC shareholders may submit their IBAN details to their investor account services or their brokers where shares are placed electronically. In case of physical holding, the shareholders are requested to submit their bank mandate details to the Bank's Share Registrar. For providing the Bank Mandate details to CDC/Share Registrar, the requisite form may be downloaded from the Bank's website, direct link of which is:

https://www.soneribank.com/wp-content/uploads/2020/03/Mandate_Form.pdf

9. Unclaimed Dividend and Shares

Pursuant to Section 244 of the Act, any shares issued or dividends declared by the Bank, which remain unclaimed or unpaid for a period of three years from the date they became due and payable shall rest with the Federal Government after compliance of procedures prescribed under the Act. In this respect, we had already initiated the process and concerned shareholders were advised vide our letter dated 04 October 2017 to claim their unclaimed dividends/shares. Post submission of this notice, every year shareholders have been continuously communicated requirements of Section 244 to claim their pending entitlements vide Notice of AGM, but only few shareholders have lodged their claims.

In order to further this process, a "Final Notice of Unclaimed Shares and Dividends to vest with the Federal Government" was published in the daily Business Recorder and the Nawa-i-Waqt on 01 February 2021 in their country wide circulations. This notice was also posted to the PSX for the information of all the stakeholders in addition to placement of the same on the website of the Bank.

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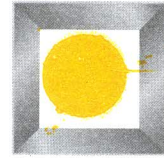
<https://www.soneribank.com/about-us/investor-relations/shareholders-information/>

10. Deposit of Physical Shares into CDC Account

The shareholders having shares in physical form are advised to open CDC sub-account with any of the brokers or Investor Account directly with the CDC, to place their shares in scrip-less form, this will facilitate them in many ways, including safe custody and sale of shares at any time they want, as the trading of physical shares is not permitted as per existing regulations of PSX.

Further, Section 72 of the Act states that after the commencement of this Act from a date notified by the Commission, a company having share capital, shall have shares in book-entry form only. Every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the





Soneri Bank

date notified by the Commission, within a period not exceeding four years from the commencement of this Act.

11. **Video Conference Facility for Attending Annual General Meeting**

The members who wish to attend AGM via video conference, may send their consent on the below format to the Bank at its registered office address.

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 seven (7) days prior to date of the meeting, the Bank will arrange video conference facility in that city subject to availability of such facility in that city.

The Bank will intimate members regarding venue of video-link facility at least five (5) days before the date of the AGM along with complete information necessary to enable them to access such facility.

Consent Form for Video Conference Facility

"I/We -----of-----, being a member of Soneri Bank Limited, holder of -----Ordinary shares as per registered Folio/CDC Account No.-----hereby opt for video conference facility at ---
------(geographical location).

Signature of Member

12. **Requirement of Companies (Postal Ballot) Regulations, 2018**

Pursuant to Companies (Postal Ballot) Regulations, 2018, for any other agenda item subject to the requirements of Section 143 and 144 of the Act, members present in person, through video-link or by proxy, and having not less than one-tenth of the total voting power can also demand a poll and exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with requirements and procedure contained in the aforesaid regulations.

13. **Placement of AGM Notice on the Bank's website**

Notice of 29th AGM has also been made available on the Bank's website www.soneribank.com, in addition to its dispatch to the shareholders through CD/DVDs, as well as publication in the newspapers and by PSX through companies announcements.

Inspection of Documents:

The copies of the latest annual audited financial statements, Memorandum & Articles of Association and other documents / information have been kept at the registered office of the Bank, which may be inspected on any working day during business hours till the date of 29th AGM.

