



Ref: SMBL/CSD/2022/02-06

Date: 22.02.2022

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

Subject: **Disclosure pursuant to Regulation 5 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (the "Takeover Regulations")**

Dear Sir,

In compliance with Regulation 5 of the Takeover Regulations, please find enclosed a copy of Notice of Public Announcement of Intention (PAI) received by Summit Bank Limited (the "Bank") on 21.02.2022 from the Potential Acquirer under Regulation 6(3) of Takeover Regulations preceded by withdrawal of previously issued PAI dated 20.05.2021 that had lapsed due to expiry of time, copies of both the notices are enclosed herewith.

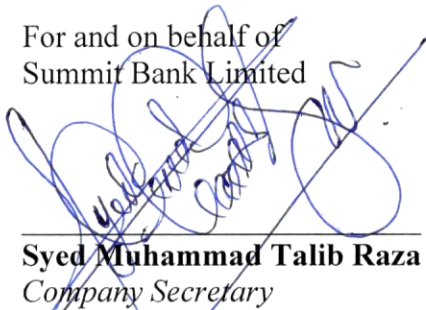
The disclosure of aforementioned fresh PAI was made and the intention had also been notified to the Board of Directors of the Bank.

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

c.c:

- 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

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



21<sup>st</sup> February 2022

**Executive Director**

Market Supervision & Risk Department  
Securities Market Division  
Securities & Exchange Commission of Pakistan  
NIC Building, Jinnah Avenue, Blue Area  
Islamabad

**Deputy General Manager**

Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

**Company Secretary**

Summit Bank Limited  
Plot # 9-C, F-6 Markaz,  
Supermarket  
Islamabad

**Subject: PUBLIC ANNOUNCEMENT OF INTENTION TO ACQUIRE MORE THAN 51% VOTING SHARES AND CONTROL OF SUMMIT BANK LIMITED BY MR. NASSER ABDULLA HUSSAIN LOOTAH UNDER THE SECURITIES ACT 2015 AND THE LISTED COMPANIES (SUBSTANTIAL ACQUISITION OF VOTING SHARES AND TAKEOVERS) REGULATIONS 2017.**

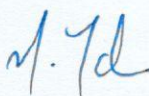
Dear Sir,

We, Topline Securities Limited, have been appointed as the Manager to the Offer by Mr. Nasser Abdulla Hussain Lootah (hereinafter referred to as the "Acquirer"), in accordance with the provisions of the Securities Act 2015 and The Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017.

On behalf of Mr. Lootah, we are pleased to submit a Public Announcement of Intention to Acquire at least 51% of the issued and paid up capital of the Summit Bank Limited (the "Target") along with the management control.

In accordance with the above captioned Act and Regulation, the Public Announcement of Intention is intended to be published in One English and One Urdu newspaper within the regulatory timeline. Copies of both published advertisements will be submitted to your office accordingly.

In case of any queries or any other information, please contact the undersigned.



**Taha Moin**

Analyst – Corporate Finance & Advisory



Nasser Abdulla H. Lootah

ناصر عبدالله حسين لوتاه

**Public Announcement of Intention  
to acquire more than 51% voting shares and control of Summit Bank Limited  
by Mr. Nasser Abdulla Hussain Lootah  
under the Securities Act 2015 and the Listed Companies  
(Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017**

**Admonishment:** Please note that this Public Announcement of Intention to acquire voting shares/control of Summit Bank Limited is subject to obtaining the requisite regulatory approvals including clearance of fit and proper criteria from State Bank of Pakistan; the Securities and Exchange Commission of Pakistan and Competition Commission of Pakistan. The Public Announcement of Intention may be withdrawn, if the requisite approvals are not granted by the concerned regulatory authority(ies).

**Part A**

**Brief description of the Intended acquisition –**

The intended acquisition by the Acquirer is through a proposed subscription of new ordinary shares in Summit Bank Limited (the “Bank”) by way of fresh equity injection. Post subscription, the Acquirer intends to acquire more than 51% shareholding and control in the Bank. The Acquirer already owns 0.51% shares in the Bank. The remaining shares shall be acquired through a combination of subscription of new shares in the Bank and acquisition of existing shares from the minority shareholders by way of a public tender offer. The Acquirer has already executed with the Bank a Share Subscription Agreement dated October 4, 2021.

Intended acquisition through	Number of Shares	Percentage
Subscription Agreement(s)	Not determinable at this stage	More than 51% shareholding in the Bank through Subscription and Public Offer
Public Offer	Not determinable at this stage	Not determinable at this stage

**Part B**

**1. INFORMATION ABOUT THE ACQUIRER**

هاتف: ٠٤ - ٣٧١ ٦١٠٠، فاكس: ٠٤ - ٢٢٣ ٢٣٤٨، ص.ب.: ١٥٢٠، دبي، الامارات العربية المتحدة  
Tel: 04 371 6100, Fax: 04 223 2348, P.O. Box: 1520, Dubai, United Arab Emirates  
Email: info@nalg.ae www.nalg.ae



*Nasser Abdulla H. Lootah*

ناصر عبدالله حسين لوتاه

a) Name(s) and Address(s) of acquirer along persons acting in concert, if any.

Mr. Nasser Abdulla Hussain Lootah, bearing passport number K41L94726, a national of the United Arab Emirates and located at 2<sup>nd</sup> floor, Duja Tower, Sheikh Zayed Road, PO Box 1520, Dubai, UAE

*The acquisition shall be undertaken by the Acquirer directly or through a consortium led by the Acquirer.*

b) Name(s) of the ultimate acquirer or the ultimate controlling shareholder.

N/A

c) Name(s) and address(s) of manager to the offer of the acquirer.

Topline Securities Limited

Address: 8<sup>th</sup> Floor, Horizon Towers, Plot 2/6, Clifton Block 3, Karachi

Telephone: +92 21 35303339-40

d) Principal areas of business of the acquirer and relevant experience

His Excellency Mr. Nasser Abdulla Hussain Lootah 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. Furthermore, Mr. Lootah 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 were also the founding sponsors of the Dubai Islamic Bank, where the family is a major shareholder.

e) In case the acquirer is a fund/company(s):

i. Names of the chief executive and directors of the company(s);

N/A

ii. Names of substantial shareholders of the company;

N/A

iii. Date of incorporation

N/A

iv. Jurisdiction of incorporation

N/A

هاتف: ٣٧١ ٦١٠٠ - ٠٤، فاكس: ٢٢٣ ٢٣٤٨ - ٠٤، ص.ب.: ١٥٢٠، دبي، الامارات العربية المتحدة

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Nasser Abdulla H. Lootah

ناصر عبدالله حسين لوتاه

v. Authorized and paid up capital

N/A

f) Detail of companies, where the intended acquirer(s) hold more than thirty percent voting shares:

Name of Company	Registration No.	Nature (listed/unlisted/Private)	Nature of Business	Jurisdiction of Incorporation	Description held control /more than thirty % shares or both
Global Haly Developments Limited	0052389	Unlisted Public	Real Estate Development	Pakistan	94.99%
Lootah Energy (Private) Limited	0097895	Private	Wind Power Energy	Pakistan	80.00%

g) Information about ultimate beneficial owner of the intended acquirer(s):

The acquisition shall be undertaken by the Acquirer directly in his personal capacity.

h) Details of any existing holding of voting rights in the target company

Mr. Nasser Abdulla Hussain Lootah holds 13,554,128 shares or 0.51% of the paid up capital of the Bank.

(i) Which the acquirer owns or over which it has control or direction;

The Acquirer personally owns 0.51% of the Bank's shareholding and therefore does not control the Bank nor does it have any power to give any direction. It is also be clarified that the Acquirer does not have any beneficial interest in Suroor Investments Limited (being the majority shareholder of the Bank) and the relevant authorities have been advised of the same as well.

(ii) Which is owned or controlled or directed by any person acting in concert with the of acquirer;

None.

(iii) In respect of which the acquirer or any person acting in concert with him has received an irrevocable commitment to accept the takeover offer; and in respect of which the acquirer or any person acting in concert with him holds an option to purchase or warrants or other convertible securities.

None.



Nasser Abdulla H. Lootah

ناصر عبدالله حسين لوتاه

replaced with Companies Act 2017). Later on July 07<sup>th</sup>, 2006, the State Bank of Pakistan sanctioned a "Scheme of Amalgamation" under section 48 of the Banking Companies Ordinance 1962 through which the Pakistan operations of the Rupali Bank Limited were amalgamated with the Atif Habib Bank on 04<sup>th</sup> August 2006.

On 31<sup>st</sup> March 2010, 59.41% of shares of Arif Habib Bank Limited were transferred to Suroor Investments Limited, a Mauritius based investment firm, by Arif Habib Securities Limited and on 18<sup>th</sup> of August 2010, Arif Habib Bank Limited was rebranded as "Summit Bank Limited".

The Bank<sup>1</sup> was listed on 24<sup>th</sup> December 2007, and trading of shares began on 11<sup>th</sup> February 2008. The initial offer price was PKR 11/- per share.

<sup>1</sup> Data has been used for Arif Habib Bank Limited here since that was the original listing and offer to public

**d) Opening price at securities exchange at the time of listing**

The opening price at the time of listing was PKR 38.9/- per share.<sup>2</sup>

Under the earlier Public offering Regulations, Company's whose shares were offered to general public through an Initial Public Offering started trading as "Provisionally Listed" until the entire process of formal listing was completed. Shares of such Company's were traded publicly until such time that formal listing took place. The price of PKR 38.9 was at the time of provisional listing whereas upon formal listing on 11<sup>th</sup> February 2008, AHBL shares opened at a price of PKR 29.20 per share.

**e) Share price quoted on the securities exchange one day before the public announcement of intention.**

The share price of the Bank at the close of market hours on 18<sup>th</sup> February 2022 was PKR 2.60/- per share.

**f) The weighted average share price as quoted on the securities exchange during four weeks preceding the date of public announcement of intention.**

Weighted average share price of the Bank during four weeks preceding the date of public announcement of intention was PKR 2.66/- per share.



Nasser Abdulla H. Lootah

ناصر عبدالله حسين لوتاه

- i) All conditions (including normal conditions relating to acceptance, listing and increase of capital) to which the public offer or the posting of its subject.

The consummation of the Transaction shall be subject to satisfaction of the conditions set out in the Share Subscription Agreement executed between the Acquirer and the Bank on October 4, 2021.

### Part C

## 2. INFORMATION ABOUT THE TARGET COMPANY

- a) Name of the target company, its directors or major shareholders along with number of shares and percentages of paid-up capital.

- Name:  
Summit Bank Limited
- Names of Directors (as stated on the Bank's website):
  - Mr. Waseem Mehdi Syed, Chairman & Independent Director
  - Mr. Jawad Majid Khan, President & CEO
  - Mr. Aziz Morris, Executive Director
  - Ms. Fauzia Hasnain, Independent Director
  - Mr. Wajahat Ahmed Baqai, Non-Executive Director
  - Mr. Zafar Iqbal Siddiqi, Non-Executive Director

▪ Major Shareholders:

The major shareholders of the Bank as per the Annual Report of 2020 (available on the Bank's website) are as under:

- Suroor Investments Limited (holding 1,761,412,119 Ordinary shares representing 66.77% of the issued share capital of the Company)
- Rupali Bank Limited (holding 32,777,450 Ordinary shares representing 1.24% of the issued share capital of the Company)

- b) **Total number of issued shares of the company,**

As per the latest publicly available audited accounts for the financial year ended December 31<sup>st</sup>, 2020 (available on the Bank's website), the Bank has an Authorised share capital of 9,000,000,000 Ordinary Shares of PKR 10/- and the paid-up capital is PKR 26,381,510,600 divided into 2,638,151,060 ordinary shares of PKR 10/- each.

- c) **Date of listing and offer price at the time of initial public offering.**

Initially named Arif Habib Rupali Bank Limited, subsequently changed to Arif Habib Bank Limited, was incorporated as a public limited company under the Companies Ordinance 1984 (now repealed and

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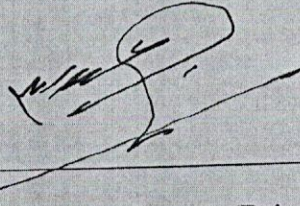
Nasser Abdulla H. Lootah

ناصر عبدالله حسين لوتاه

- g) Financial position/performance of the company for the last five years, including profit/loss after tax, earning per share, payouts.

As per the Bank's website, the latest available audited financial statements are for the Year Ended December 31<sup>st</sup>, 2020. The information given below is based on public available information regarding the financial position of the Bank.

PKR in millions	2020	2019	2018	2017	2016	2015	2014	2013
Markup Earned	5,114	5,909	8,452	10,645	10,627	10,705	9,827	9,178
Profit after Tax	(6,984)	(9,451)	(8,751)	(1,940)	(2,174)	217	229	(1,828)
Earning/share	(2.63)	(3.58)	(3.32)	(0.86)	(1.00)	0.15	0.16	(1.52)
Total Assets	107,657	105,876	114,628	233,533	216,447	189,534	149,591	126,255
Total Equity	(11,188)	(5,598)	2,753	10,241	12,672	11,958	12,362	3,389



Mr. Nasser Abdulla Hussain Lootah (Being the Acquirer)

\*



21<sup>st</sup> February 2022

**Executive Director**

Market Supervision & Risk Department  
Securities Market Division  
Securities & Exchange Commission of Pakistan  
NIC Building, Jinnah Avenue, Blue Area  
Islamabad

**Deputy General Manager**

Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

✓ **Company Secretary**

Summit Bank Limited  
Plot # 9-C, F-6 Markaz,  
Supermarket  
Islamabad

**Subject:** Withdrawal of Public Announcement of Intention to acquire at least 51% share capital of Summit Bank Limited by His Excellency Nasser Abdulla Hussain Lootah under the Securities Act, 2015 and Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017

Dear Sir,

This is with reference to the Public Announcement of Intention ("PAI") made on behalf of our client, His Excellency Nasser Abdulla Hussain Lootah ("Acquirer") dated 20<sup>th</sup> May 2021 to directly acquire at least 51% shareholding of Summit Bank Limited ("Target") subject to regulatory and other approvals ("Transaction").

We, Topline Securities Limited, in our capacity as the Manager to the Offer, would like to intimate that the time period for making the public announcement of offer lapsed on 18<sup>th</sup> February 2022 ("Expiry Date") since the Parties are still in the process of satisfying certain conditions precedent set out in the Share Subscription Agreement (executed between the Acquirer and the Target on October 4, 2021) ("SSA").

In the premise, and pursuant to Regulation 21 (1)(e) of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 read with the Securities Act, 2015, we hereby give notice that as of the Expiry Date, the PAI stands withdrawn. The Acquirer continues to be fully committed to consummating the Transaction subject to the satisfaction of the conditions set out in the SSA. The fresh Public Announcement of Intention (PAI) shall be notified through the Pakistan Stock Exchange Limited and shall also be published in the same newspapers in accordance with the prescribed formalities.

This process of withdrawal and re-issuance of the PAI is being undertaken to ensure compliance with the law. You may contact the undersigned for any additional information or clarification.

Yours faithfully,



**Taha Moin**

Analyst – Corporate Finance & Advisory

PAI  
2021



**Omar Salah Ahmed**

Head – 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