

## Notice of Annual General Meeting

Notice is hereby given that 68<sup>th</sup> Annual General Meeting of Habib Bank Limited will be held on Saturday, March 27, 2010 at 9.00 a.m. at the Auditorium, Ground Floor, Habib Bank Tower, Jinnah Avenue, Islamabad to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Accounts of the Bank for the year ended December 31, 2009, together with the Reports of the Directors and Auditors thereon, and pass the necessary Resolutions in this regard.
2. To consider the appointment of Auditors for the year 2010, and to fix their remuneration. The retiring Auditors Messrs. KPMG Taseer Hadi & Co., Chartered Accountants being eligible, offer themselves for re-appointment.
3. To approve payment of Cash Dividend of Rs. 6 per share i.e. 60% and Bonus Shares in proportion of 10 shares for every 100 shares held i.e. 10% to those Shareholders entitled at close of business on March 12, 2010.

### **Special Business:**

4. Pursuant to BPRD Circular No. 14 of 2009 dated 7, August 2009, to confirm the remuneration / fee to the Non-Executive Directors including the Chairman of Habib Bank Limited as earlier approved in the Annual General Meeting dated 28, March 2009 and the Board Meeting dated 21, August 2009 and to pass the following Resolution as an Ordinary Resolution with or without modification, addition or deletion:

Resolved that the Shareholders confirm the decision taken at the Annual General Meeting dated 28, March 2009 and the decision of the Board of Directors of Habib Bank Limited dated 21, August 2009 and approve the payment of remuneration / fee to the Non-Executive Directors including the Chairman of Habib Bank Limited in terms of the Resolutions passed at the aforesaid Meetings and further grant post facto approval of the amounts already paid.

A Statement of Material Fact under Section 160 (1) (b) of the Companies Ordinance 1984 relating to the aforesaid Special Business to be transacted at the said Annual General Meeting is appended below.

### **Any Other Business:**

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

By the Order of the Board

February 20, 2010  
Karachi

Nausheen Ahmad  
Company Secretary

**Notes:**

1. The Register of Members and the Share Transfer Books will be closed from March 13 to 27, 2010 (both days inclusive) for the purposes of the Annual General Meeting.
2. Only those persons whose names appear in the Register of Members of the Company as at March 12, 2010 are entitled to attend and participate in and vote at the Annual General Meeting.
3. A Member entitled to attend and vote at the Meeting may appoint another Member as per 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 authorized by the corporation. Proxies must be received at the Registered Office of the Company not less than 48 hours before the time of the holding of the Meeting.
4. Members are requested to notify immediately changes if any in their registered address to our Shares Registrar, M/s. THK Associates (Pvt) Limited, Ground Floor, State Life Building No.3, Dr. Ziauddin Ahmed Road, Karachi- 75530.
5. 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.

**A. For Attending the Meeting:**

- (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- (ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

**B. For Appointing Proxies:**

- (i) In case of individuals, the account holder or sub-account holder and /or the person whose securities are in group account and their registration details are uploaded as per the 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 CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (iv) The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- (v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

## **Statement of Material Fact**

### **Under Section 160 (1)(b) of the Companies Ordinance, 1984**

#### **In respect of Agenda item 4**

The State Bank of Pakistan vide BPRD Circular No. 14 of 2009 dated 7, August 2009 has amended its instructions issued earlier under BPRD Circular No. 03 dated 23, April 2007 and has allowed the Banks during a Calendar year to pay a reasonable and appropriate remuneration to the Non-Executive Directors including the Chairman as approved on a pre or post facto basis by the Shareholders of the Bank. The Shareholders of Habib Bank Limited had elected a Board of Directors for a period of 3 years (wef 27, March 2009) at its Annual General Meeting dated 28, March 2009 and had fixed the remuneration/ fee of the Non-Executive Directors including the Chairman at this Meeting. Pursuant to the new BPRD Circular, the Board of Directors in its meeting of 21, August 2009 restated the remuneration as was approved in earlier Shareholder Meetings without any change.

The said remuneration is again placed before the Shareholders for approval even though the same is in place through previous Resolutions of the Board and Shareholder Meetings. Details of the same will be available for inspection at the Annual General Meeting.

The Shareholders are therefore requested to pass the following Resolution as an Ordinary Resolution with or without modification, addition or deletion:

Resolved that the Shareholders confirm the decision taken at the Annual General Meeting dated 28, March 2009 and the decision of the Board of Directors of Habib Bank Limited dated 21, August 2009 and approve the payment of remuneration / fee to the Non-Executive Directors including the Chairman of Habib Bank Limited in terms of the Resolutions passed at the aforesaid Meetings and further grant post facto approval of the amounts already paid.

The Non-Executive members of the Board are interested in the payment of fees/ remuneration and remaining members of the Board have no interest in the matter.

## **Addendum to the Statement of Material Fact Under Section 160 (1) (b) of the Companies Ordinance 1984**

### In respect of Agenda Item 4

Whereas the Bank had sent notice of Annual General Meeting to the Shareholders dated February 20, 2010 which contained Agenda item 4 pertaining to remuneration/fee of the Non Executive Directors including the Chairman of Habib Bank Limited in accordance with State Bank of Pakistan BPRD Circular No.14 of 2009 dated August 7, 2009.

Whereas the Statement of Material Fact relating to the said agenda item stated inter alia, that details of the said remuneration would be available for inspection at the Annual General Meeting. Pursuant to SECP letter dated March 10, 2010, the Bank is issuing an Addendum to the aforesaid providing particulars of the remuneration of Non Executive Directors including the Chairman of the Bank for the remainder of their term, as follows:

(1) Board fee of Rs 200,000 per Board meeting attended and Rs. 100,000 per Committee meeting attended. In addition, travel costs and per diem will be applicable for the Non Executive Directors including the Chairman as per Bank policy.

(2) The Non Executive Directors will be entitled to travel and per diem for travel within and outside the country for bank related work/purposes will be as per Bank's travel policy approved by the Board.

(3) The Chairman of the Bank will also be entitled to receive/avail fully maintained bank cars, appropriate security for self and family; health insurance for self and family, life insurance/endowment coverage, medical coverage for self and family in Pakistan and/or abroad; utilities and house maintenance; house rent allowance as per prevailing market rates;

(4) Travel and all related expenses, entertainment expenses including club subscriptions for the Chairman of the Board of HBL will be as per the Bank's approved policy.

(5) The Chairman will also be provided with appropriate office premises by the Bank and support staff for carrying out his duties in his capacity as the Chairman of the Bank.

(6) For Board meetings and /or Board Committee meetings held outside Pakistan the Non Executive Directors including the Chairman will be entitled to travel expenses for self and spouse plus hotel expenses, meals, incidentals either on actuals or alternatively will receive per diem of \$1,500 per day.

(7) Directors liability insurance for all Directors as determined by the Board.

The Shareholders are further informed that the aforesaid particulars will be attached to the Shareholder's resolution proposed to be passed at the Annual General Meeting of Habib Bank Limited to be held on Saturday March 27, 2010 at 9 am in Islamabad.

By Order of the Board

March 15, 2010

Company Secretary

# Admission Slip

The Annual General Meeting of Habib Bank Limited will be held on Saturday, 27 March 2010 at 9.00 a. m. at the Auditorium, Ground Floor, Habib Bank Tower, Jinnah Avenue, Islamabad.

Kindly bring this slip duly signed by you for attending the Meeting.

Company Secretary

Name \_\_\_\_\_

Shareholder No. \_\_\_\_\_

\_\_\_\_\_  
Signature

**Note:**

- i) The signature of the shareholder must tally with the specimen signature on the Company's record.
- ii) Shareholders are requested to hand over duly completed admission slips at the counter before entering the meeting premises.

**CDC Account Holders / Proxies / Corporate Entities:**

- a) The CDC Account Holder / Proxy shall authenticate his identity by showing his / her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- b) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of the Meeting (unless it has been provided earlier).

**This Admission Slip is Not Transferable.**

# Form of Proxy

I/We \_\_\_\_\_

of \_\_\_\_\_

being member(s) of Habib Bank Limited holding \_\_\_\_\_

ordinary shares hereby appoint \_\_\_\_\_

of \_\_\_\_\_ or failing him/her \_\_\_\_\_

of \_\_\_\_\_ who is / are also member(s) of Habib Bank Limited as my / our proxy in my / our absence to attend and vote for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on March 27, 2010 and at any adjournment thereof.

As witness my / our hand / seal this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Signed by the said \_\_\_\_\_

In the presence of 1. \_\_\_\_\_

2. \_\_\_\_\_

Folio / CDC Account No.

Signature on  
Revenue Stamp of  
Appropriate Value

This signature should agree  
with the specimen  
registered with the  
Company.

## Important:

1. This Proxy Form, duly completed and signed, must be received at the Registered Office of the Company, 4<sup>th</sup> Floor, Habib Bank Tower, Jinnah Avenue, Islamabad, not less than 48 hours before the time of holding the meeting.
2. No person shall act as proxy unless he himself is a member of the Company, except that a corporation may appoint a person who is not a member.
3. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.

## For CDC Account Holders / Corporate Entities:

In addition to the above the following requirements have to be met:

- i) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- ii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iii) The proxy shall produce his original CNIC or original passport at the time of the meeting.
- iv) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.