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# Notice of Annual General Meeting

Notice is hereby given that 66th Annual General Meeting of Habib Bank Limited will be held on Friday, March 28, 2008 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 the Minutes of the 65th Annual General Meeting and the Extra-ordinary General Meeting held on March 10, 2007 and December 26, 2007 respectively.
2. To receive, consider and adopt the Audited Accounts of the Bank for the year ended December 31, 2007, together with the Reports of the Directors and Auditors thereon, and pass the necessary Resolutions in this regard.
3. To consider the appointment of Auditors for the year 2008, and to fix their remuneration. The retiring Auditors Messrs. KPMG Taseer Hadi & Co., Chartered Accountants being eligible, offer themselves for re-appointment.
4. To approve payment of Cash Dividend of 40% (Rs. 4 per share) and 10% Bonus Shares to those Shareholders entitled at close of business on March 13, 2008.

## Special Business:

5. To approve as required under Section 208 of the Companies Ordinance, 1984 investment in HBL Asset Management Ltd.
6. To accord approval for placing the Quarterly Accounts of the Bank on the Bank's website, subject to approval from Securities & Exchange Commission of Pakistan (SECP) and compliance of conditions of SECP's Circular No. 19 of 2004 dated April 14, 2004.
7. To approve the remuneration of Non Executive Directors as required by SBP BPRD Circular No. 3 dated April 23, 2007.

## Any Other Business:

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

By the order of the Board

March 6, 2008  
Islamabad

Nausheen Ahmad  
Company Secretary

## Notes:

1. The statement under section 160 (1) (b) of the Companies Ordinance, 1984 setting forth all material facts concerning the special business to be transacted at the meeting is annexed.
2. The Register of Members and the Share Transfer Books will be closed from March 14 to 28, 2008 (both days inclusive) for the purposes of the Annual General Meeting.

## Notice of Annual General Meeting

3. Only those persons whose name appear in the Register of Members of the Company as at March 13, 2008 are entitled to attend and participate in and vote at the Annual General Meeting.
4. 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.
5. 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.
6. 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 Facts Under Section 160 (1) (b) of the Companies Ordinance, 1984

#### 1. In respect of Agenda item 5

HBL Asset Management Ltd, a wholly owned subsidiary of Habib Bank Ltd. was incorporated on 17th February, 2006 and was licensed for investment advisory and asset management services on 3rd April, 2006. The Asset Management Company has funds under management of Rs. 8.57 billion as on 31st December, 2007 and has launched a number of funds which are providing competitive returns i.e. HBL Income Fund, HBL Stock Fund and HBL Multi Asset Fund. The Asset Management Company will add to these in the future in various product categories. Based on independent analyst reports the HBL Stock Fund was among the top 3 performing funds in its category during the month of January. The HBL Multi Asset Fund, recently launched was adjudged the second best performing fund in its category for the same period. Through the Asset Management Company, the Bank has an opportunity to invest in different product classes and is able to offer its customers diversified avenues of investment also.

The Shareholders of Habib Bank Ltd. are requested for approval to invest upto Rs. 1.50 billion categorized as seed capital in the various funds of HBL Asset Management Ltd. as per the following Resolution with or without modification as required under Section 208 of the Companies Ordinance, 1984 i.e.

"RESOLVED that in addition to the amount of Rs. 750 million (seven hundred and fifty million) already invested, Habib Bank Limited be and is hereby authorised to invest as seed capital upto Rs. 1.50 billion (Rupees one billion five hundred million) in various funds managed by HBL Asset Management Ltd. in such amounts and as per such terms as approved by the Board of Directors of Habib Bank Ltd. from time to time".

#### 2. In respect of Agenda item 6

In order to avoid unnecessary cost and to provide timely and immediate information to the Bank's local and international Shareholders, the approval of the Shareholders is requested to place the Bank's Quarterly Accounts on the Bank's website 'www.hbl.com' rather than sending these by post. In this respect the Shareholders are requested to pass the following resolution:

"RESOLVED that the Bank be and is hereby authorised to place its Quarterly Accounts on the Bank's website rather than sending the same to the Shareholders by post after complying with the requirements of SECP's Circular No 19 dated April 14, 2004"

#### 3. In respect of Agenda item 7

Pursuant to Regulation G-1 of the Prudential Regulations, Banks may pay a reasonable and appropriate remuneration for attending Board or Committee Meetings to its non executive Directors. In this connection, the Bank had a survey conducted by a third party Auditor of remuneration being paid to non-executive directors by comparable institutions locally. The recommendation proposed to be implemented is Director's Fee of Rs 200,000 per Board Meeting attended and Rs 100,000 per Committee Meeting attended. The Bank would also bear the non executive Director's expenses for attending each Board and Committee Meeting or any travel undertaken in connection with Bank work or in lieu of this would pay per diem as per the Bank's policy. Shareholders are therefore requested to pass the following resolution:

"RESOLVED that Directors Fee of Rs 200,000 per Board Meeting attended and Rs 100,000 per Committee Meeting attended be and is hereby authorised for payment to the non executive directors of the Bank for attending Meetings of the Bank as aforesaid"

## Notice of Annual General Meeting

# Admission Slip

The Annual General Meeting of Habib Bank Limited will be held on Friday, 28 March, 2008 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.

## Notice of Annual General Meeting

# 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 28, 2008 and at any adjournment thereof.

As witness my / our hand / seal this \_\_\_\_\_ day of \_\_\_\_\_ 2008  
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, 4th 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 also 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.