The Bank of Khyber

CUSTODIAN OF RICH VALUES

FORM – 4

BOK/HO/BOD/2020

March 06, 2020

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

Subject: **Notice of Annual General Meeting**

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on **Friday, March 27, 2020,** for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

Zahid Sahibzada
Company Secretary

Head Office: 34-The Mall, State Life Building, Peshawar Cantt. 25000 Khyber Pakhtunkhwa Islamic Republic of Pakistan.
UAN: +92-91-111 95 95 95
Fax: +92-91-5278146
www.bok.com.pk

NOTICE OF TWENTY NINTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Shareholders of The Bank of Khyber will be held on Friday, March 27, 2020 at 10:00 a.m. at Pearl Continental Hotel, Peshawar Cantt. to transact the following business:

Ordinary Business

1. To confirm the minutes of the Twenty Eight Annual General Meeting (AGM) held on March 27, 2019.
2. To receive, consider and adopt the Audited Accounts of the Bank for the year ended December 31, 2019, together with the Directors' and Auditors' Reports thereon.
3. To appoint auditors for the year ending December 31, 2020 and fix their remuneration. Bank's auditors Messrs. EY Ford Rhodes, Chartered Accountants, retired and being eligible, offer themselves for re-appointment.
4. To consider, and if thought fit, approve as recommended by the Board of Directors, final cash dividend for the year 2019 @ Rupees 0.50 per share i.e. 5% to the shareholders of the Bank.

Special Business

5. To approve transmission of annual audited financial statements, auditor's report and directors' report etc. (Annual Audited Accounts) along with notice of general meeting to the shareholders of The Bank of Khyber through CD/DVD/USB at their registered addresses as allowed by the Securities and Exchange Commission of Pakistan (SECP) and if thought fit, to pass the following resolution as ordinary resolution:

   "**RESOLVED THAT** transmission of annual audited financial statements, auditor's report and directors' report etc. (Annual Audited Accounts) along with notice of general meeting to the shareholders of The Bank of Khyber through CD/DVD/USB at their registered addresses in soft form i.e. CD/DVD/USB as notified by SECP vide its SRO No. 470(I)2016 dated May 31, 2016 be and is hereby approved."

A statement of Material Facts under Section 134 (3) of the Companies Act, 2017 relating to said Special Business is given hereunder.

Other Business

6. Any other business with the permission of the Chair.

By Order of the Board

Zahid Sahibzada
Company Secretary

Peshawar: March 6, 2020

Notes:

(i) Share Transfer Books of the Bank will remain closed from Saturday**,** March 21, 2020 to Friday, March 27, 2020 (both days inclusive) to determine the names of members entitled to receive the final Cash Dividend and attend and vote in the meeting.

Transfers received in order at the office of our Share Registrar, M/s. THK Associates (Pvt) Limited, located at 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi – 75400 by the close of business on Friday, March 20, 2020 will be treated in time for the said purpose.

(ii) All members are entitled to attend and vote at the meeting.

(iii) A member entitled to attend and vote at the Meeting, is entitled to appoint another member as a proxy to attend, speak and vote for him/her.

(iv) An instrument of proxy applicable for the meeting is being provided with the notice sent to members. Further copies of the instrument of proxy, if required, may be obtained from the Registered Office of the Bank during normal office hours.

(v) An instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarized copy of such Power of Attorney must be valid and deposited at the Registered Office of the Bank not less than 48 hours before the time of the meeting.

(vi) In case of Proxy for an individual beneficial owner of CDC, attested copies of beneficial owner's NIC or passport, Account and Participant's I.D. numbers must be deposited along with the Form of Proxy. In case of Proxy for corporate members, he/she should bring the usual documents required for such purpose.

(vii) Members are requested to promptly communicate any change in their addresses to our above-mentioned Share Registrar.

(viii) Form of Proxy, if required, should be signed on Rs.5/- Revenue Stamp.

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

Item No. 5

The SECP through SRO 470(I)2016 dated May 31, 2016 has allowed companies to circulate the annual balance sheet and profit and loss account, auditor's report and directors' report etc. (annual audited accounts) along with notice of general meeting to its shareholders in electronic form through CD/DVD/USB at their registered addresses. This would result in timely delivery of Annual Audited Accounts to the shareholders. The Bank has placed a standard request form on its website i.e. www.bok.com.pk containing postal and email addresses of Company Secretary / Share Registrar, so that shareholders may request a hard copy, which will be dispatched to the requesting shareholders at their registered addresses, free of cost within one week of the request.