



HABIBMETRO



Habib Bank AG Zurich
SINCE 1967

HO/CS/13309/2019

March 6, 2019

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

Dear Sir,

NOTICE OF ANNUAL GENERAL MEETING PRIOR TO PUBLICATION

In accordance with the Clause 5.6.4.(b) of the Rule Book of Pakistan Stock Exchange. Please find enclosed herewith notices of Annual General Meeting (English and Urdu) to be held on March 28, 2019 for circulations amongst TRE Certificate Holders of the Exchange.

We intend to publish these notices in newspapers i.e. Daily Business Recorder and Daily Jang (Karachi, Lahore and Islamabad) on March 7, 2019.

Yours truly,


Muhammad Nadeem
Manager – Corporate Affairs


Ather Ali Khan
Company Secretary

Encl.



HABIB METROPOLITAN BANK LTD.
(Subsidiary of Habib Bank AG Zurich)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh Annual General Meeting of the shareholders of Habib Metropolitan Bank Limited will be held at the Jinnah Auditorium, The Institute of Bankers Pakistan, Moula Tamizuddin Khan (M.T. Khan) Road, Karachi-74200 on Thursday, 28 March 2019 at 9:15 a.m. to transact the following ordinary business:

1. To receive, consider and adopt the Audited Accounts, standalone as well as consolidated, of the Bank for the year ended 31 December 2018 together with the Directors' and Auditors' reports thereon.
2. To approve, as recommended by the Board of Directors, final dividend @20% (Rs. 2.00 per share) in the form of cash for the year ended 31 December 2018.
3. To appoint Auditors for the financial year ending 31 December 2019 and fix their remuneration. The present Auditors, Messrs. KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, offer themselves for re-appointment.

By order of the Board

ATHER ALI KHAN
Company Secretary

Karachi: 7 March 2019

NOTES:

1. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend the meeting and vote for him/her. Proxy form is enclosed with the Annual report. A proxy must be a member of the Bank. In order to be effective, proxies must be received at the Registered Office of the Bank, duly stamped, signed and witnessed, not less than 48 (forty-eight) hours before the meeting.
2. CDC account holders and sub-account holders are required to bring with them their original National Identity Card or Passport along with the Participants ID Numbers and their account numbers in order to facilitate identification. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee is also required.
3. Members are requested to notify the change of addresses, if any.
4. The share transfer book of the Bank will remain closed from March 15, 2019 to March 28, 2019 (both days inclusive).

Bank Account Details for Payment of Cash Dividend

In accordance with the Section 242 of the Companies Act, 2017, any cash dividend shall only be paid through electronic mode directly into the bank account designated by the entitled shareholder. Please provide the following information to the Bank's Share Registrar along with a copy of your valid CNIC, if not already provided:

Details of Shareholder	
Name of shareholder	
Folio/CDS Account No.	
CNIC No.	
Cell number of shareholder	
Landline number of shareholder, if any	
Email Address (Mandatory)	
Details of Bank Account	
Title of Bank Account	
International Bank Account Number (IBAN) "Mandatory"	PK _____ (24 digits)
Bank's name	
Branch Name	
Branch address	
It is stated that the above-mentioned information is correct and in case of any change therein, I / we will immediately intimate Participant/Share Registrar accordingly.	
Signature of shareholder	

Mandatory Submission of CNIC

Pursuant to the directives of the Securities & Exchange Commission of Pakistan (SECP), Dividend Warrants shall mandatorily bear the CNIC numbers of shareholders. Therefore, shareholders, having shares in physical form, are requested to submit a copy of their CNIC (if not already provided) to the Bank's Share Registrar without any delay.

Deduction of Withholding Tax from Dividend

The Government of Pakistan through Finance Act, 2016 has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

- (a) For filers of income tax returns: 15%
- (b) For non-filers of income tax returns: 20%

To enable the Bank to make tax deduction on the amount of cash dividend @ 15% instead of 20%, all members whose names are not entered in the Active Tax-Payers List (ATL) provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered into ATL at the earliest possible (as and when declared) otherwise tax on their cash dividend will be deducted @ 20%.

For Shareholders holding their shares jointly as per the clarification issued by the FBR, withholding tax will be determined separately on "Filer / Non-Filer" status of Principal shareholder as well as joint-holder(s) based on their shareholding proportions. Therefore, all shareholders who hold shares jointly are required to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them as follows:

Folio/CDC Account No.	Total Shares	Principal Shareholder		Joint Shareholder(s)	
		Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

In case of non-receipt, the shareholding will be divided among the joint-holders equally.

Shareholders who could not collect their dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their undivided dividend or shares, if any.

For any query/difficulty/information, members may contact the Bank's Share Registrar and Share Transfer Agent, at the following address, phone/fax numbers or email address:

Central Depository Company of Pakistan Limited

CDC House, 99-B, Block-B, P.E.C.H.S., Main Shahrah-e-Faisal, Karachi-74400, Tel: 0800-23275, Fax No. (92-21) 34526063
Email: info@cdcpc.com, URL: www.cdcpc.com

Availability of Annual Audited Accounts

The audited accounts of the Bank for the year ended December 31, 2018 have been made available on the Bank's website (www.habibmetro.com). In addition the annual and quarterly accounts for the prior years are also available.

Further, in accordance with SRO # 470(I)/2016 dated May 31, 2016, the Members of Habib Metropolitan Bank Limited in AGM held on March 30, 2017 had accorded their consent for transmission of annual reports including annual audited accounts and other information contained therein of the Bank through CD/DVD/USB instead of transmitting the same in hard copies. The members who wish to receive hard copies of the aforesaid documents may send their request to the Company Secretary/Share Registrar. The standard request form is available on the Bank's website (<http://www.habibmetro.com/wp-content/uploads/2018/12/Request%20form%20for%20Annual%20Reports.pdf>). The Bank will provide the aforesaid documents to the shareholders on demand, free of cost, within one week of such demand.

The Members who are interested in receiving the annual reports and notice of annual general meeting electronically through email in future are requested to send their email addresses on the consent form placed on the Bank's website.

Video Conference Facility

In terms of the Companies Act, 2017, members residing in a city holding at least 10% of the total paid-up share capital may demand the facility of video-link for participating in the annual general meeting. The request for video-link facility shall be received by the Share Registrar at the address given herein above at least 7 days prior to the date of the meeting on the Standard Form available on the website of the Bank.

Conversion of Physical Shares into Book-entry Form

The Shareholders having physical shareholding are advised to open CDC sub-account with any of the Stock Brokers or Investor Account Services with CDC to place their physical shares into book-entry form. This will facilitate them in number of ways including safe custody and easy sale of shares at the time of need, as the trading of physical shares is not permitted under existing regulations of the Pakistan Stock Exchange Limited. Further, Section 72 of the Companies Act, 2017 states that 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 date notified by the Commission, within a period not exceeding four years from the commencement of this Act.



