



Ref: SMBL/CSD/2017/03-06

FORM-4

Date: 09.03.2017

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

Subject: Notice of 11th Annual General Meeting of Summit Bank Limited

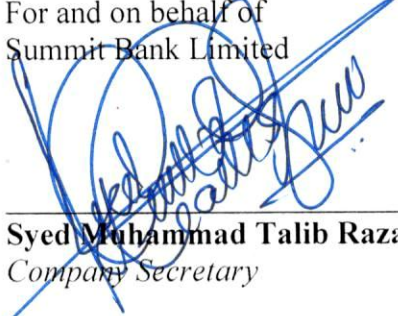
Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on March 30, 2017 for circulation amongst the TRE Certificate Holders of the Exchange.

Thanking you,

Yours truly,

For and on behalf of
Summit Bank Limited


Syed Muhammad Talib Raza
Company Secretary

Encl:

- i. Newspaper Clipping of 'Daily Business Recorder' English, March 09, 2017 edition.
- ii. Newspaper Clipping of 'Daily Dunya' Urdu, March 09, 2017 edition.

COMMITTED TO YOU

Summit Bank Limited

5-Business & Finance Centre,

2nd Mezzanine Floor, I. I. Chundrigar Road, Opp: State Bank of Pakistan, Karachi.

Phone: (021) 32410851 & 32473205 Fax: (021) 32472193 Website: www.summitbank.com.pk, Toll Free No. 0800-24365

NOTICE OF THE ELEVENTH (11th) ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SUMMIT BANK LIMITED

NOTICE is hereby given that the Eleventh (11th) Annual General Meeting of the Shareholders (the "Shareholders") of Summit Bank Limited (the "Bank") will be held on March 30, 2017 at 11:00 am at Serena Hotel, Islamabad to transact the following business:

AGENDA

Ordinary Business:

1. To confirm the minutes of the Tenth Annual General Meeting of the Bank held on March 30, 2016.
2. To receive, consider and adopt the audited financial statements of the Bank together with the Directors' and Auditors' Reports thereon for the year ended December 31, 2016.
3. To appoint the external auditors of the Bank for the year ending December 31, 2017 till the conclusion of the next Annual General Meeting and fix their remuneration thereof.

The present retiring auditors' M/s. Deloitte Yousuf Adil, Chartered Accountants being eligible have offered themselves for re-appointment.

Special Business:

4. To consider and if deemed fit, to pass the following resolutions as a 'Special Resolution' for alteration in the Articles of Association of the Bank, with or without modification, addition(s) or deletion(s), as recommended by the Board of Directors.

"RESOLVED THAT pursuant to Section 28 and other applicable provisions, if any, of the Companies Ordinance, 1984 or any other law(s), the Articles of Association of the Bank be and hereby amended by inserting new Articles 52A and 58A immediately after the existing Articles 52 and 58 to be read as under:

52-A A member may opt for E-voting in a general meeting of the Bank under the provisions of the Companies (E-voting) Regulations, 2016 or as amended from time to time. In the case of E-voting, both the members and non-members can be appointed as proxy. The instruction to appoint execution officer and option to e-vote through intermediary shall be required to be deposited with the Bank, at least ten (10) days before the holding of the general meeting at the Bank's registered office address or through designated email. The Bank will arrange E-voting if the Bank receives demand for poll from at least five (05) members or by any member or members having not less than one tenth (1/10) of the voting power.

58-A An instrument of proxy in relation to E-voting shall be in the following form:

I/We, _____ of _____ being a member of the _____, holder of _____ share(s) as per register Folio No. / CDC Account No. _____ hereby opt for E-voting through intermediary and hereby consent the appointment of execution officer _____ as proxy and will exercise E-voting as per The Companies (E-Voting) Regulations, 2016 and hereby demand for poll for resolutions.

My secured email address is _____, please send login details, password and electronic signature through email.

Signed in the presence of:

Signature of Witness

CNIC No.

Signature of Member

CNIC No.

Signature of Witness

CNIC No.

'FURTHER RESOLVED THAT the Chief Executive Officer or the Company Secretary of the Bank be and is hereby authorized to do all the acts, deed and things, take all steps and action necessary, ancillary and incidental for altering the Articles of Association of the Bank including filing of all requisite documents / statutory forms as may be required to be filed with the Registrar of Companies before the Securities and Exchange Commission of Pakistan and complying with all other requirements so as to effectuate the alterations in the Articles of Association and implementing the aforesaid resolution.

5. To consider and approve the transmission of annual audited financial statements, auditors' report, directors' report etc. collectively called as Annual Report of the Bank in soft form to the members through CD/DVD/USB/EMAIL instead of hard copy, as allowed by the Securities and Exchange Commission of Pakistan. The Bank, however, shall place on its website a 'Standard Request Form' to enable intimation to the Bank by those members who still require a hard copy of the Annual Report instead of through CD/DVD/USB/EMAIL and if deemed appropriate, accordingly pass the following resolutions as an Ordinary Resolution:

'RESOLVED THAT the transmission of annual audited financial statements, auditors' report, directors' report etc. collectively called as Annual Report of the Bank in soft form to the members at their registered addresses available with the Bank through CD/DVD/USB/EMAIL instead of hard copy, as notified by the Securities and Exchange Commission of Pakistan vide its SRO 470(1)/2016 dated May 31, 2016 be and is hereby approved.

'FURTHER RESOLVED THAT the Standard Request Form be may placed on the Bank's website for the requisition of Annual Report by those members who still require a hard copy instead of transmitting it through CD/DVD/USB/EMAIL.

FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to do all acts, deeds and things, take any or all necessary actions to complete the legal formalities and file all necessary documents as may be necessary or incidental for the purposes of implementing the aforesaid resolution.

Other Business:

6. To transact any other business with the permission of the chair.

By order of the Board

Place: Karachi

Date: March 9, 2017

Syed Muhammad Talib Raza
Company Secretary

Notes:

1. The share transfer books of the Bank will be closed from March 24, 2017 to March 30, 2017 (both days inclusive). Transfers received by our Shares Registrar's, M/s. Technology Trade (Pvt.) Ltd at Dagia House, 241-C, Block-2, P.E.C.H.S, Off. Shahrah-e-Quaideen, Karachi at the close of business i.e. March 22, 2017 shall be treated in time for the purpose of entitlement to attend the said AGM.
2. A member entitled to attend and vote at this meeting may appoint another member as his / her proxy to attend and vote on his / her behalf. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially certified copy of the power of attorney must be valid and received at the office of the Share Registrar of the Bank, M/s. Technology Trade (Pvt.) Ltd., Dagia House, 241-C, Block-2, P.E.C.H.S., Off. Shahrah-e-Quaideen, Karachi duly stamped, signed and witnessed no later than 48 hours before the meeting.
3. Shareholders whose shares are deposited with Central Depository Company of Pakistan Limited (CDC) are requested to bring their computerized National Identity Card (CNIC) along with their CDC Account Number for verification. In case of corporate entity, the Board's resolution / power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting. For appointing proxies, 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 CDC Regulations, shall submit the proxy form accordingly. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. The proxy shall produce his/her original CNIC or original passport at the time of the meeting. In case of corporate entity, the Board's resolution / power of attorney with specimen signatures shall be submitted along with proxy form to the company.
4. Members are requested to notify any change in their addresses immediately.
5. In accordance with SECP's directives, it is mandatory for all the shareholders to have their valid CNIC number recorded with the company. Members who have not yet submitted photocopies of their CNICs to the Registrar are requested once again submit a valid attested copy of their CNICs with our Share Registrar M/s. Technology Trade (Pvt.) Ltd.

STATEMENT UNDER SECTION 160(1) (B) OF THE COMPANIES ORDINANCE, 1984

This statement is annexed to the Notice of the Eleventh (11th) Annual General Meeting of the Bank to be held on March 30, 2017 at which certain special business items are to be transacted, and the purpose of this statement is to set out all material facts concerning such special business in terms of Section 160 (1) (B) of the Companies Ordinance, 1984.

For Agenda Item No. 4:

The Securities and Exchange Commission of Pakistan (SECP or the Commission) through SRO 43(1)/2016 dated January 22, 2016 has issued Companies (E-voting) Regulations, 2016 for voting through electronic means. These regulations are applicable to all general meetings of the listed companies for providing voting rights to members proxies through electronic means managed by authorized intermediaries.

In purview of the these regulations, the Bank is required to make necessary alteration in its Articles of Association in order to cover E-voting mechanism and allied matters and accordingly the insertion of new Articles 52 A and 58 A is being placed before the members of the Bank for their necessary consideration and approval.

For Agenda Item No. 5:

The Securities and Exchange Commission (SECP) through its SRO 787(1)/2014 dated September 08, 2014 had allowed the Companies to circulate the audited annual accounts, auditors' report and directors' report, collectively called as Annual Report along with the notice of annual general meeting to its members through email who opt for the same.

Now in continuation of the above, the SECP through its SRO 470(1)/2016 dated May 31, 2016 have further allowed the companies to circulate the Annual Report, effective from the financial years ending after June 30, 2016, to its members through CD/DVD/USB at their registered addresses subject to the compliance with the following conditions:

1. The consent of shareholders has to be obtained in the general meeting for transmission of the Annual Report in soft form through CD/DVD/USB instead of transmitting in hard copies.
2. The company, shall supply hard copies of the Annual Report to such shareholders, on demand, at their registered address, free of cost, within one week of such demand.
3. The company shall place on its website a 'Standard Request Form' for the members, to communicate their need of hard copies of Annual Report instead of sending the same through CD/DVD/USB/EMAIL.

In view of the above, the resolution is being placed before the members for their necessary consideration, review and approval.

All of the above proposed amendments / recommendations have the approval of the Board of Directors.

Interest of Directors

The directors of the Bank have no direct or indirect interest in the Special Resolution except to the extent of their shareholding in the Bank.

Inspection of Documents

The copies of the Memorandum and Articles of Association of the Bank and the Statement under Section 160 (1) (B) of the Companies Ordinance, 1984 may be inspected / procured during the business hours on any working day from the registered office of the Bank from the date of publication of the accompanying notice till the conclusion of the Annual General Meeting.

Summit Bank

Committed to you

www.summitbank.com.pk, 0800-24365

