

Summit S Bank

Ref: SMBL/CSD/2017/10-16

FORM-4

Date: 17.10.2017

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

Subject: Notice of the Extra Ordinary General Meeting of Summit Bank Limited

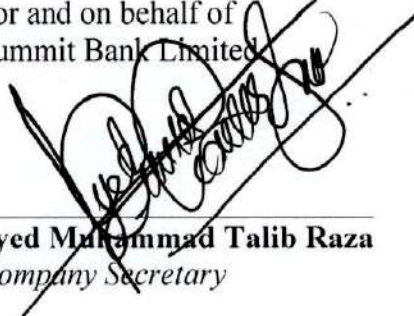
Dear Sir,

Enclosed please find a copy of the Notice of the Extra Ordinary General Meeting to be held on November 07, 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, October 17, 2017 edition.
- ii. Newspaper Clipping of 'Daily Dunya' Urdu, October 17, 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 EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF SUMMIT BANK LIMITED

NOTICE is hereby given that an Extraordinary General Meeting of the Shareholders (the "Shareholders") of Summit Bank Limited (the "Bank") will be held on November 07, 2017 at 11:00 a.m. at Faisalabad Boardroom, Serena Hotel, Islamabad to transact the following business:

AGENDA

Ordinary Business:

1. To confirm the minutes of the Extraordinary General Meeting held on October 19, 2017.

Special Business:

2. To consider and if thought fit, approve the Scheme of Amalgamation for the amalgamation of Summit Bank Limited with and into Sindh Bank Limited pursuant to Section 48 of the Banking Companies Ordinance, 1962 ("BCO") and pass the following special resolutions with or without modifications:
 - a. RESOLVED THAT subject to all applicable regulatory approvals, including approval of the State Bank of Pakistan ("SBP"), Summit Bank Limited be amalgamated with and into Sindh Bank Limited in accordance with the Scheme of Amalgamation to be sanctioned by SBP subject to any modifications as may be directed by SBP
 - b. RESOLVED THAT the Scheme of Amalgamation under the provision of Section 48 of the BCO (as circulated to the members of Summit Bank Limited and placed in draft form before the shareholders) be and is hereby approved, adopted and agreed by a majority in number representing at least two thirds in value of the shareholders present personally or by way of proxy subject to any modifications as may be required by SBP
 - c. FURTHER RESOLVED THAT the Chief Executive and/or the Company Secretary be and are hereby jointly or severally authorised to (i) submit the Scheme of Amalgamation as approved by the shareholders to the SBP; (ii) take all necessary steps and to do or cause to be done all acts, deeds and things that may be necessary for effective implementation of the Scheme of Amalgamation; (iii) take all actions hereafter to be taken in respect of the proposed amalgamation including any changes in the Scheme of Amalgamation under the directive of SBP; (iv) to take such other steps, execute such other documents and make corporate filings as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above resolution

(One copy each of the Scheme of Amalgamation and the Statement as required under section 134(3) of the Companies Act, 2017, setting out in detail the special business to be conducted in the Extra Ordinary General Meeting is being provided along with the notice of the meeting being sent to the shareholders.)

Other Business:

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

By the order of the Board

Place: Karachi

Syed Muhammad Talib Raza

Company Secretary

Date: October 17, 2017

Notes:

1. The share transfer books of the Bank will be closed from November 01, 2017 to November 07, 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. October 31, 2017 shall be treated in time for the purpose of entitlement to attend the said EOGM
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 computerised 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 to submit a valid attested copy of their CNICs with our Share Registrar M/s. Technology Trade (Pvt.) Ltd
6. In pursuance of the directions given by SECP vide SRO 787(1)/2014, dated September 08, 2014, shareholders who desire to receive Annual Financial Statements via email or by post in hard form in future instead of CD/DVD/USB are advised to provide formal consent along with a valid email address on a 'Standard Request Form' which is available on the Bank's Website <http://summitbank.com.pk/wp-content/uploads/2017/06/Standard-Request-Form.pdf> and follow the instructions provided therein
7. In pursuant of SECP Circular 10 of 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the company will arrange a video conference facility in that city subject to availability of such facility in that city. The company will intimate members regarding the video conference facility venue at least 5 days before the date of the EOGM along with the complete information needed to access the facility. Therefore, members can avail video conference facilities at Karachi or Lahore. If you would like to avail the video conferencing facility, as per above, then please send your consent at the registered address of the Company, 10 days before the EOGM in the following format:

I/We _____ of _____ being a member of Summit Bank Limited, holders of _____ Ordinary Share(s) as per Register Folio No./CDC No. _____ hereby opt for video conference facility at _____.

Signature of Member

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement is annexed to the Notice of the Extraordinary General Meeting of the Bank to be held on November 07, 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 134(3) of the Companies Act, 2017.

FOR AGENDA ITEM NO. 2

The Board of Directors of the Bank have, during their meeting held on August 04, 2017, approved and recommended the amalgamation of the Bank with and into Sindh Bank Limited under section 48 of the Banking Companies Ordinance, 1962 ('Amalgamation').

As a consequence of this proposed amalgamation, 1 (one) ordinary share of Sindh Bank Limited is proposed to be issued for every 4.17 ordinary shares of Summit Bank Limited.

The amalgamation is intended to be implemented and effected through the draft Scheme of Amalgamation, copies of which are available to the members. Subject to obtaining of all necessary corporate and regulatory approvals which in specific includes the approval of the State Bank of Pakistan alongside the approval of the shareholders of both Summit Bank Limited and Sindh Bank Limited, and the sanction of the Scheme of Amalgamation by the State Bank of Pakistan in accordance with section 48 of the Banking Companies Ordinance, 1962, the entire undertaking of the Bank, including properties, assets, receivables, rights, liabilities and obligations of the Bank, shall stand amalgamated and merged into Sindh Bank Limited, subsequent to which the Bank shall be dissolved without winding up.

The details of the Amalgamation along with ancillary matters thereto are prescribed in detail in the Scheme of Amalgamation, which is annexed to the Notice of Extraordinary General Meeting sent to the shareholders of the Bank.

As required under section 48 of the Banking Companies Ordinance, 1962, the Scheme of Amalgamation is required to be passed at the meeting of the shareholders of the Bank, by a majority representing not less than two-thirds in value of the shareholders of the Bank, present either in person or by proxy at the meeting.

All of the above proposed matters seeking approval of the shareholders through the special resolution have the recommendation/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 and to the extent of their shareholding in the Bank.

Inspection of Documents

The copies of the Memorandum and Articles of Association, Scheme of Amalgamation and the Statement under section 134(3) of the Companies Act, 2017 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 Extraordinary General Meeting.

Summit Bank

Committed to you

www.summitbank.com.pk, 0800-24365

Size = 37x4col