

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF SUMMIT BANK LIMITED

NOTICE is hereby given that an Extraordinary General Meeting (the "EOGM") of the Shareholders (the "Shareholders") of Summit Bank Limited (the "Bank") will be held on March 30, 2019 at 11:00 a.m. at Serena Hotel, Islamabad to transact the following business:

AGENDA

Ordinary Business:

1. To confirm the minutes of the last Extraordinary General Meeting of the Bank held on August 31, 2018.
2. To elect 07 (seven) directors in accordance with the provision of section 159 of the Companies Act, 2017 for a term of three years commencing from April 01, 2019.

The number of directors to be elected pursuant to section 159(1) of the Companies Act, 2017 has been fixed at 07 (seven) by the Board of Directors.

The following directors of the Bank will cease to hold office upon the election of new directors:

- I. Mr. Nasser Abdulla Hussain Lootah
- II. Mr. Husain Lawai
- III. Mr. Asadullah Khawaja
- IV. Mr. Md. Ataur Rahman Prodhan
- V. Mr. Ahsan Raza Durrani
- VI. Mr. Shehryar Faruque
- VII. Mr. Mohammad Faisal Shaikha

Other Business:

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

Place: Karachi

By Order of the Board

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Dated: March 8, 2019

Syed Muhammad Talib Raza
Company Secretary

NOTES:

1. The share transfer books of the Bank will be closed from March 22, 2019 to March 30, 2019 (both days inclusive). Transfers received by our Shares Registrar, M/s. THK Associates (Private) Limited, 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi at the close of business i.e. March 21, 2019 shall be treated in time for the purpose of entitlement to attend the said EOGM.
2. A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend, speak and vote on his / her behalf. A corporation being a member may appoint as its proxy any of its official or any other person whether a member of the Bank or otherwise.
3. Members may exercise their right to vote through Postal Ballot as per the provisions of the Companies (Postal Ballot) Regulations, 2018.
4. 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 with the Share Registrar of the Bank, M/s. THK Associates (Pvt.) Limited not less than 48 hours before the time of the meeting.

5. Those shareholders whose shares are deposited with Central Depository Company of Pakistan Limited (CDC) are requested to bring their original Computerized National Identity Card (CNIC) along with the participant ID number and their account / sub-account numbers in CDC to facilitate identification at the time of EOGM. In case of proxy, attested copies of proxy CNIC or passport, Account and Participant I.D. numbers must be deposited along with the Form of Proxy with our Share Registrar. In case of proxy for corporate members, 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 to the Share Registrar).
6. Shareholders having physical scrip of shares are requested to promptly notify change in their postal address and / or email address if any, to our Share Registrar, in writing, whereas CDC accounts holders are requested to contact their CDC Participant / CDC Account Services.
7. In accordance with SECP's directives, it is mandatory for all the shareholders to have their valid CNIC number recorded with the Bank. 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 CNIC.

Video Conference Facility for Attending General Meetings

8. In accordance with the Section 134(1)(b) of the Companies Act, 2017 and SECP's Circular No. 10 of 2014 dated May 21, 2014 (the Circular), members holding in aggregate 10% or more shareholding in the paid-up capital of the Bank residing in a city, may avail video conference facility to attend the meeting.

Requirements and procedures for availing video conference facility as stipulated in the Circular are detailed here as under:

The member should provide their consent as per the following format and submit to the registered address of the Bank 10 days before holding of general meeting.

Consent Form for Video Conference Facility

I/We _____ of _____
 _____ being a member of Summit Bank Limited, holder of
 _____ ordinary shares as per Register Folio / CDC Account No
 _____ hereby opt for video
 conference facility at _____ (geographical location).

 Signature of Member

If the Bank 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 date of the meeting, the Bank will arrange video conference facility in that city subject to availability of such facility in that city. The Bank will intimate members regarding venue of video conference facility at least 5 days before the date of EOGM along with complete information necessary to enable them to access such facility.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 CONCERNING THE ELECTION OF DIRECTORS

This statement sets out the material facts pertaining to the election of directors to be elected at the Extraordinary General Meeting of Summit Bank Limited ("the Bank") to be held on March 30, 2019.

1. The board of directors in their meeting held on February 18, 2019 have fixed the number of directors to be elected as seven (07) for the term of three years commencing from April 01, 2019.

2. Any person / member whether majority shareholder or a minority shareholder, who seeks to contest the election to the office of director (the “Candidate”), whether he is a retiring director or otherwise, is requested to file with the Bank at its registered office, not later than fourteen days before the date of the meeting at which elections are to be held, the following documents:
- a. Notice of his / her intention to offer himself / herself for election as director in terms of Section 159(3) of the Companies Act, 2017. The Candidate should also confirm that:
 - He / she is not ineligible to become a director of the Bank under any applicable laws and regulations (including the Companies Act, 2017 and SBP's Prudential Regulations)
 - Neither he / she nor his / her spouse is engaged in the business of brokerage or is a sponsor director or officer of a corporate brokerage house.
 - He / she is not serving as a director in more than five listed companies' simultaneously, provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.
 - b. Consent to Act as director on Form-28 required under Section 167 of the Companies Act, 2017.
 - c. A detailed profile of the Candidate including his office address (the same will be placed on Bank's website as per requirements of SECP notification S.R.O. 634(1)/2014 dated 10th July, 2014).
 - d. Proforma - Fit & Proper Test, Affidavit on Non-Judicial Stamp Paper of Rs.50/- and duly completed Questionnaire for accessing 'Fit & Proper Test' attached to the BPRD Circular No. 4 dated 23rd April, 2007, BPRD Circular No. 5 dated March 12, 2015 and BPRD Circular No. 9 dated October 18, 2018, issued by State Bank of Pakistan (“SBP”).
 - e. National Tax Number (NTN), attested copy of CNIC / Passport, degrees / certificates etc. (Please note that the Bank reserves the right to obtain confirmation / verification of degree certificates / documents etc. in compliance with law and regulations. The candidates are required to provide written authorization(s) to their concerned educational institution(s) to provide required verification(s) directly to the Bank in order to assist the Bank in this regard).
 - f. An updated Curriculum Vitae of the Candidate covering the details of employment history and directorships held during last ten years.
 - g. Details of family members i.e. spouse, lineal ascendants and descendants and siblings including step-father, step-mother, step-son, step-daughter, step-brother or step-sister, if any showing their name, relationship and CNIC No. details.
 - h. Attested copy of Income Tax Clearance Certificate.
3. In terms of the SBPs BPRD Circular No. 4 dated 23rd April, 2007 and Prudential Regulations prior clearance in writing from SBP is required for appointments of directors. The Candidates are requested to read the same and other relevant provisions relating to the appointment / election of directors, as mentioned in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2017 and ensure compliance with the same in both letter and spirit.
4. Independent directors will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down under the BPRD Circular No. 15 of 2016 dated 28th December, 2016 issued by SBP as well as the criteria laid down under Section 166(2) of the Act.

Summit Bank
Committed to you

www.summitbank.com.pk, 021-1111-24365