



Meezan Bank
The Premier Islamic Bank

May 20, 2014

CS/HSBC-01/057/2014

✓ **The General Manager**
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Dear Sir,

Assalam-o-Alaikum

Subject: Proposed Amalgamation of HSBC Bank Middle East Limited (HSBC-Pakistan Branch Business) with & into Meezan Bank Limited

The notice is being given in accordance with the Section 15D (1) of the Securities and Exchange Commission Ordinance, 1969 and Listing Regulation No 35 of Karachi Stock Exchange Limited.

This is in continuation to our letter No. CS/HSBC-01/0051/2014 dated May 09, 2014 on the above subject.

We confirm that State Bank of Pakistan vide letter No. BPRD(R&P-02)/625-105/2014/7923 dated May 20, 2014 (copy enclosed) has granted in-principle approval to proceed with completing the required formalities, including getting the shareholders approval, for the proposed amalgamation of HSBC-Pakistan Branch Business with and into Meezan Bank Limited, subject to compliance with applicable laws, rules and Shariah Standards.

The in-principle approval to proceed with completing the amalgamation formalities may not be construed as Final approval for the proposed merger of HSBC-Pakistan Branch Business with & into Meezan Bank Limited. The merger under Section 48 of Banking Companies Ordinance, 1962 will be considered separately keeping in view compliance of the amalgamation entities with applicable laws, rules, and regulations and on merits. The SBP at the time of Final Approval may also impose any condition as deemed appropriate.

You may please inform the members of the Exchange accordingly.

Yours truly,

Tasnimul Haq Farooqui
Company Secretary

Encls.

The Director
Enforcement Division
Securities & Exchange Commission of Pakistan
NIC Building,
Jinnah Avenue,
Islamabad.

Note: Disclosure Form in terms of section 15D of the Securities and Exchange Ordinance, 1969 is also enclosed



STATE BANK OF PAKISTAN
BANKING POLICY & REGULATIONS DEPARTMENT
KARACHI

No. BPRD(R&P-02)/625-105/2014/7923

May 20, 2014

The President

Meezan Bank Limited (MBL)

Karachi.

Dear Sir,

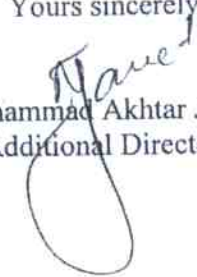
**Proposed Amalgamation of HSBC Bank Middle East Limited (HSBC
-Branch Business) with & into Meezan Bank Ltd.**

This is with reference to your letter No. MBKL/DCEO/20 dated May 14, 2014 on the captioned subject.

2. In this regard, State Bank of Pakistan (SBP) is pleased to grant you in-principle approval to proceed with completing the required formalities, including getting shareholder(s) approval, for the proposed amalgamation of HSBC-Branch Business with and into MBL, subject to compliance with applicable laws, rules and Shariah Standards. Presently, the Conversion Plan to convert the conventional portfolio of HSBC into Islamic mode is being reviewed by Islamic Banking Department (IBD), SBP. You are advised to coordinate with IBD for getting the required clearance while completing other formalities for the subject amalgamation before approaching SBP under Section 48 of Banking Companies Ordinance (BCO) 1962 for sanctioning of the scheme of amalgamation.

3. It is clarified that the in-principle approval to proceed with completing the amalgamation formalities should not be construed as Final Approval for the proposed merger of HSBC-Branch Business with & into MBL. The request for merger under Section 48 of BCO 1962 will be considered separately keeping in view compliance of the amalgamating entities with applicable laws, rules, regulations and on merit. SBP at the time of Final Approval may also impose any condition as deemed appropriate. MBL is advised to develop a plan for complying with any violation(s) especially of capital requirements resulting on account of the proposed merger.

Yours sincerely,


(Muhammad Akhtar Javed)
Additional Director

**DISCLOSURE FORM
IN TERMS OF SECTION 15D OF THE SECURITIES AND EXCHANGE
ORDINANCE, 1969**

Karachi, the **May 20, 2014**

Name of the Company **Meezan Bank Limited**

Date of Report (date of earliest event reported if applicable) **May 20, 2014**

Meezan Bank Limited

(Exact name of the company as specified in its Memorandum or person as appearing on the CNIC)

Meezan House C-25, Estate Avenue, SITE, Karachi.

(Address in case of companies address of registered office)

Contact Information **Mr. Irfan Siddiqui, President & CEO, Meezan Bank Limited**
Mr. Tasnimul Haq Farooqui, Company Secretary, Meezan Bank Limited,
Meezan House C-25, Estate Avenue, SITE Karachi.

(Former name or former address, if changed since last report)

Please mark the appropriate box below.

Disclosure of inside information by listed company in terms of section 15D (1).

Public disclosure of inside information, which directly concerns the listed securities.

We confirm that State Bank of Pakistan vide letter No. BPRD(R&P-02)/625-105/2014/7923 dated May 20, 2014 (copy enclosed) has granted in-principle approval to proceed with completing the required formalities, including getting the shareholders approval, for the proposed amalgamation of HSBC-Pakistan Branch Business with and into Meezan Bank Limited, subject to compliance with applicable laws, rules and Shariah Standards.

The in-principle approval to proceed with completing the amalgamation formalities may not be construed as Final approval for the proposed merger of HSBC-Pakistan Branch Business with & into Meezan Bank Limited. The merger under Section 48 of Banking Companies Ordinance, 1962 will be considered separately keeping in view compliance of the amalgamation entities with applicable laws, rules, and regulations and on merits. The SBP at the time of Final Approval may also impose any condition as deemed appropriate.

Intimation of decision of the listed company to delay disclosure of inside information in terms of section 15D (2).

Disclosure to the Commission of the inside information when the listed company decides to delay the public disclosure of the inside information.

-----N/A-----



[] Disclosure of inside information by listed company where the listed company or person acting on its behalf discloses inside information to third party in terms of section 15D (3).

Disclosure to the Public, whenever a listed company or a person acting on its behalf, discloses any inside information to any third partying the normal exercise of employment, profession or duties, complete and effective public disclosure of that information must ne made simultaneously.

-----N/A-----

[] Disclosure of transaction conducted by persons discharging managerial responsibilities within a listed company or person closely associated with them in terms of section 15D (5).

Disclosure to the Commission by persons discharging managerial responsibilities within a listed company and, where applicable, persons closely associated with them of transaction conducted on their own account relating to the securities of such listed company.

-----N/A-----

SIGNATURES

In case of company, pursuant to the requirement of the Securities Exchange Ordinance of 1969 (XVII of 1969), the company has duly caused this form/statement to be signed/on its behalf by the undersigned hereto duly authorized.

For Meezan Bank Limited,

DATE: **May 20, 2014**



Tasnimul Haq Farooqui
Company Secretary