



Meezan Bank
The Premier Islamic Bank

September 22, 2014

CS/HSBC-04/102/2014

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

Dear Sir,

Assalam-o-Alaikum

Subject: Disclosure of Material Information

ORDER UNDER SECTION 48 OF THE BANKING COMPANIES ORDINANCE, 1962

This 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.

We confirm that State Bank of Pakistan vide order dated September 22, 2014 has sanctioned the Scheme of Amalgamation of the HSBC Bank Middle East Limited-Pakistan Branches (HBME Branch Business) with and into Meezan Bank Limited (MBL). The Scheme will be effective within 60 days hereof and if 60th day happens to be a Sunday or public holiday then on the working day proceeding that day. A certified true copy of the SBP's order is enclosed for your information and record.

You may please inform the members of the Exchange accordingly.

Yours truly,


Tasnimul Haq Farooqui
Company Secretary

Encl.

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

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

Karachi, the **September 22, 2014**

Name of the Company **Meezan Bank Limited**

Date of Report (date of earliest event reported if applicable) **September 22, 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 order dated September 22, 2014 has sanctioned the Scheme of Amalgamation of the HSBC Bank Middle East Limited-Pakistan Branches (HBME Branch Business) with and into Meezan Bank Limited (MBL). The Scheme will be effective within 60 days hereof and if 60th day happens to be a Sunday or public holiday then on the working day proceeding that day.

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,

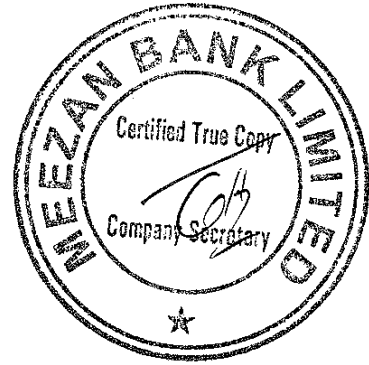
DATE: September 22, 2014



Tasnimul Haq Farooqui
Company Secretary



**STATE BANK OF PAKISTAN
I.I. CHUNDRIGAR ROAD
KARACHI**



ORDER UNDER SECTION 48 OF THE BANKING COMPANIES ORDINANCE, 1962

**For Amalgamation of the HSBC Bank Middle East Limited-Pakistan Branches
(HBME Branch Business) with and into Meezan Bank Limited (MBL)**

Messrs Meezan Bank Limited, a banking company incorporated under the laws of Pakistan, having its registered office at Meezan House, C-25 Estate Avenue, S.I.T.E., Karachi, Pakistan (hereinafter referred to as "MBL") and HSBC Bank Middle East Limited (HBME), a banking company incorporated under the laws of Jersey, the Channel Islands, having its registered office at HSBC House, Esplanade, St. Helier, Jersey, JE4 8UB and acting through its permanent establishment in the form of branches in Pakistan (hereinafter referred to as "HBME Branch Business") [MBL and HBME Branch Business, where the context so permits, hereinafter collectively referred to as "amalgamating entities"] have forwarded scheme for amalgamation of HBME Branch Business with and into MBL ("the Scheme") and have requested to the State Bank of Pakistan ("SBP") for sanctioning the Scheme in terms of subsection 4 of Section 48 of the Banking Companies Ordinance, 1962 ("BCO").

2. HBME Branch Business and MBL have forwarded the following documents required for the above purpose:

HSBC Bank Middle East Limited (HBME Branch Business)

- (i) Certified copy of the Scheme;
- (ii) Copies of the Notices of the Extra-Ordinary General Meeting ("EOGM") to shareholders of HSBC Bank Middle East Limited in two newspapers published once a week for three consecutive weeks;
- (iii) Certified copy of the Chairman Report confirming that the shareholders meeting took place on July 3, 2014;
- (iv) Certified copy of the extract of the shareholders resolution passed in the EOGM held on July 3, 2014; and
- (v) Confirmation from their legal counsel, M/s HaiderMota BNR that HBME Branch Business has duly complied with the procedures for obtaining sanction of the Scheme by SBP under Section 48 of the BCO.

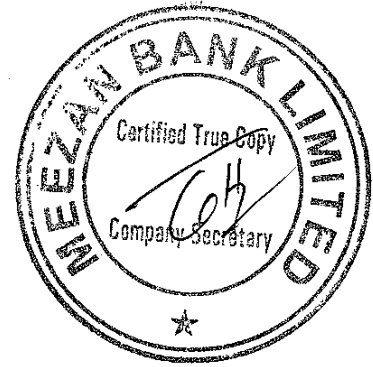
Meezan Bank Limited (MBL)

- (i) Certified copy of the Scheme;
- (ii) Copies of the Notices of the Extra-Ordinary General Meeting ("EOGM") to shareholders of MBL in two newspapers published once a week for three consecutive weeks;
- (iii) Affidavit of the Chairman of MBL confirming that the shareholders meeting took place on June 18, 2014;

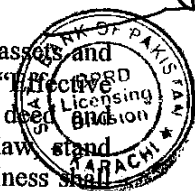




STATE BANK OF PAKISTAN
I.I. CHUNDRIGAR ROAD
KARACHI



- (iv) Certified copy of the extract of the shareholders resolution passed in the EOGM held on June 18, 2014; and
 - (v) Confirmation from their legal counsel, M/s Mohsin Tayebaly & Co., that MBL has duly complied with the procedures for obtaining sanction of the Scheme by SBP under Section 48 of the BCO.
3. HBME Branch Business and MBL have adduced evidence that the procedure for obtaining sanction of the Scheme by SBP under Section 48 of BCO has been duly complied with.
 4. In consideration of the foregoing and substantial compliance of requisite legal formalities, the Scheme submitted by HBME Branch Business and MBL, read with and subject to **amendment/addition in Annexure C by adding new clause 6 in Part I- The Head Office Related Assets** as detailed in Annexure-A to this Order, is hereby sanctioned in terms of subsection 4 of Section 48 of BCO. This sanction order is, however, subject to the compliance of provisions of all other relevant laws wherever applicable.
 5. The entire undertaking of HBME Branch Business including all the properties, assets and liabilities and all the rights and obligations of HBME Branch Business as at the "Effective Date" as provided in the Scheme shall, without any further act, action or deed notwithstanding the terms of any contract or other document or any rule of law stand amalgamated with and vest in MBL and as a consequence, HBME Branch Business shall stand amalgamated with and into MBL.
 6. It is, however, clarified that in case, subsequent to sanctioning of the Scheme, any fact is found to have been misreported or misrepresented to the SBP by the amalgamating entities, SBP shall have the right to take any appropriate measure as it may deem fit, which may include, but shall not be limited to, the cancellation of banking license of MBL.
 7. The Scheme will be effective within 60 days hereof and if 60th day happens to be a Sunday or public holiday then on the working day preceding that day.



(ASHRAF MAHMOOD WATHRA)
GOVERNOR

September 22, 2014

Encls: Authenticated copy of the Scheme of Amalgamation



**STATE BANK OF PAKISTAN
I.I. CHUNDRIGAR ROAD
KARACHI**

Amendments/Addition

**Scheme of Amalgamation of HSBC Bank Middle East Limited-Pakistan Branches
(HBME Branch Business) with and into Meezan Bank Limited (MBL)**

**Annexure C to the Scheme of Amalgamation is amended by adding new point 6 in Part 1-The
Head Office Related Assets as under:-**

6. Such amount of the Capital Deposit to be remitted to HBME as advised to the State bank of Pakistan jointly in writing by HBME and MBL pursuant to clause 10 and the Scheme Effect Notice.”

