

# Notice of Meeting

Notice is hereby given that the Fifth (5th) Annual General Meeting of the National Development Bank PLC (NDB Bank) will be held at Oak Room in the Cinnamon Grand Hotel at 11.00 a.m. on thirtieth (30th) March Two Thousand and Ten (2010) and the business to be brought before the meeting will be:

1. To lay before the Shareholders for consideration, the Annual Report for the year ended 31st December 2009.
2. To re-elect Mr. Nihal Senanayake Welikala as a Director in terms of Article 94 of the Articles of Association of NDB Bank.
3. To re-elect Mr. Trevine Lalith Francis Jayasekara as a Director in terms of Article 94 of the Articles of Association of NDB Bank.
4. To re-elect in terms of Article 89 of the Articles of Association Mr. P. M. Nagahawatte, who retires in terms of Article 87 read with Article 88 of the Articles of Association of NDB Bank.
5. To re-elect in terms of Article 89 of the Articles of Association Mr. Lal De Mel, who retires in terms of Article 87 read with Article 88 of the Articles of Association of NDB Bank.
6. To appoint Dr. Gamini Christopher Bernard Wijeyesinghe of No 8A Gregory's Road, Colombo 7 who is 76 years as at 1st March 2010 who retires pursuant to Section 210 of the Companies Act No 7 of 2007, as a Director. A special notice has been received by NDB Bank from Vidanelage Indira Damayanthi Kasturiarachchi of No 39 Udumulla Road Battaramulla, a shareholder of the NDB Bank intimating her intention to move the following resolution together with an intimation from Dr. Gamini Christopher Bernard Wijeyesinghe in writing of his willingness to be elected.

## **"IT IS HEREBY RESOLVED THAT,**

Dr. Gamini Christopher Bernard Wijeyesinghe who is 76 years old as at 1st March 2010 be re-appointed as a Director of National Development Bank PLC in terms of Section 211 of the Companies Act No 7 of 2007 for a term that ends on the earlier of a date that is one (01) year from the date of appointment or at the conclusion of the Annual General Meeting following the fifth Annual General Meeting, at which the re-appointment, if any, takes place and it is further resolved that the age limit referred to in Section 210 of the said Companies Act shall not apply to Dr. Gamini Christopher Bernard Wijeyesinghe",

7. To declare a Dividend as recommended by the Directors.
8. To re-appoint Messrs Ernst & Young Chartered Accountants, as Auditors of the NDB Bank as set out in Section 154 of the Companies Act No 7 of 2007 & Section 39 of the Banking Act No 30 of 1988 (as amended) and to fix the fees and expenses of such Auditors .
9. To determine the aggregate remuneration payable to non executive directors including the Chairman in terms of Article 78 of the Articles of Association of NDB Bank and to authorize the Board of Directors to approve other remuneration and benefits to the Directors (including the remuneration of the executive director/s) in terms of Section 216 of the Companies Act No 7 of 2007.
10. To authorize the Board of Directors to determine donations for the financial year 2010 under the Companies Donations Act No 26 of 1951.
11. To change the name of the National Development Bank PLC to "NDB Bank PLC" by passing a special resolution as given below:

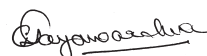
## **Special Resolution**

**"IT HEREBY RESOLVED** that the name of the Company be changed from National Development Bank PLC to "NDB Bank PLC" subject to the Bank obtaining the approval of the Registrar of Companies and such other approvals as are required for such change."

12. To consider and if thought fit amend the Articles of Association of NDB Bank by passing the special resolution as given below:

## **Special Resolution**

**IT IS HERBY RESOLVED** that, subject to obtaining the approval of the Monetary Board of Sri Lanka the Articles of Association of National Development Bank PLC be changed by deleting the words "National Development Bank Limited" and replacing the same with the words "NDB Bank PLC" wherever it appears.



By order of the Board  
**Mrs C L Jayawardena**  
Board Secretary

Colombo  
15.02.2010



# Form of Proxy



I/We .....  
(NIC/s ..... of .....  
.....being a member/members of  
National Development Bank PLC (the "NDB Bank") hereby appoint

- 1 .....  
Holder of NIC No. .... or failing him/her
2. Mr P M Nagahawatte (Chairman of NDB Bank) of Colombo or failing him any one of the Directors of NDB Bank, as my /our proxy to represent me/us and to vote for me/us and on my/our behalf at the Fifth Annual General Meeting of NDB Bank to be held on thirtieth (30th) March 2010 and at any adjournment thereof and at every poll which may be taken in consequence thereof.

As witness I /We have set my / our hand/s hereunto this.....day of ..... Two Thousand and Ten (2010).

Signature of the Member/Members. Common Seal (If applicable)

.....  
Signature of the Member/Members.

.....  
Common Seal (If applicable)

## Instructions for completion of the form of proxy

1. In order to appoint a proxy holder, this form duly completed together with any Power of Attorney under which it is signed, must be deposited at the Registered Office of the NDB Bank, at No 40 Nawam Mawatha, Colombo 2, not later than forty eight (48) hours prior to the time appointed for the holding of the meeting.
- 2 The proxy holder appointed need not to be a shareholder of the NDB Bank.
- 3 In the case of a corporate member, the proxy must be executed under its common seal (if applicable) or by its authorized attorney.
- 4 The first joint holder shall have the power to sign the proxy without the concurrence of the other joint holder/s.
- 5 The full name and the registered address of the member appointing the proxy should be legibly entered in the Form of Proxy.

*Notes :*

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy holder to attend and vote in his/her stead.
2. A proxy holder need not be a shareholder of NDB Bank.
3. Form of Proxy is sent herewith. The completed Form of Proxy must be deposited at the Registered Office of NDB Bank, at 40 Navam Mawatha, Colombo 2 not later than 48 hours prior to the time appointed for the holding of the meeting in accordance with Article 70 of the Articles of Association of NDB Bank.
4. Shareholders/Proxy holders attending the meeting are requested to bring their National Identity Cards.