



FIFTY FOURTH ANNUAL GENERAL MEETING

to be held on Wednesday, 30 June 2010 at 10.00 am

in the Oak Room

of

Cinnamon Grand Hotel

No. 77 Galle Road, Colombo 3

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DFCC BANK

73/5, Galle Road, Colombo 00300, Sri Lanka

Tel:+94 11 2442442; Fax:+94 11 2440376

Website: www.dfccbank.com; Email: info@dfccbank.com

CIRCULAR TO SHAREHOLDERS

The Notice of Meeting and Annual Report of Directors which includes Financial Statements for the year ended 31 March 2010, other related information and the Auditors' Report, are sent herewith.

Shareholders and proxy holders attending the **Fifty Fourth Annual General Meeting** to be held in the **Oak Room of Cinnamon Grand Hotel**, No. 77 Galle Road, Colombo 3 at **10.00 am on Wednesday, 30 June 2010** are kindly requested to bring with them their National Identity Card (NIC) or any other form of valid identification. They are also requested to return the completed attendance slip sent herewith at the entrance to the meeting hall.

A shareholder appointing a proxy (other than a Director of the Bank) to attend the meeting should indicate the proxy holder's NIC number on the form of proxy (sent herewith) and request the proxy holder to bring his/her NIC with him/her. Instructions as to completion are given on the form of proxy.

Please note that only the registered shareholders and proxy holders will be permitted to attend the meeting.

The Directors regret any inconvenience which may be caused to shareholders by the above arrangements which, however, are in the best interests of the Bank and its shareholders.

By Order of the Board



Thusantha Wijemanna
Secretary to the Board

26th May 2010

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NOTICE OF MEETING

Notice is hereby given that the **Fifty Fourth Annual General Meeting** of the DFCC Bank will be held in the **Oak Room of Cinnamon Grand Hotel**, No.77 Galle Road, Colombo 3 at **10.00 am** on **Wednesday, 30 June 2010** for the following purposes:

1. To receive and consider the Annual Report of Directors including the statement of accounts for the year ended 31 March 2010 together with the Auditors' Report thereon
2. To declare a first and final dividend of Rs.6/- per share as recommended by the Directors
3. To appoint Messrs KPMG Ford, Rhodes, Thornton & Company as Auditors and authorize the Board of Directors to determine the remuneration of the Auditors
4. To re-elect Mr A S Abeyewardene who retires at the Annual General Meeting in terms of Regulation No.90 of DFCC Bank as a Director of the Bank
5. To re-elect Mr G K Dayasri who retires at the Annual General Meeting in terms of Regulation No.90 of DFCC Bank as a Director of the Bank
6. To authorize the Board of Directors to determine the Directors' remuneration.

By Order of the Board



Thusantha Wijemanna
Secretary to the Board

26th May 2010

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PROXY

I/We.....

of

being a member/members of DFCC Bank hereby appoint:

of or failing him*

Mr Joseph Michael Suresh Brito	<i>of Colombo or failing him*</i>
Mr Anthony Nihal Fonseka	<i>of Colombo or failing him*</i>
Mr Shanthikumar Nimal Placidus Palihena	<i>of Colombo or failing him*</i>
Mr Chrisantha Priyange Richard Perera	<i>of Colombo or failing him*</i>
Mr Dinesh Stephen Weerakkody	<i>of Colombo or failing him*</i>
Dr (Mrs) Agampodi Damitha Nandanie de Zoysa	<i>of Colombo or failing her*</i>
Mr Asoka Sriwickrema Abeyewardene	<i>of Colombo or failing him*</i>
Mr Gomin Kavinda Dayasri	<i>of Colombo</i>

as my/our proxy to represent me/us and to speak on my/our behalf at the **Fifty Fourth Annual General Meeting** of the Bank to be held on **Wednesday, 30 June 2010** and at any adjournment thereof and at every poll which may be taken in consequence thereof to vote:

To receive and consider the Annual Report of Directors including the statement of accounts for the year ended 31 March 2010 together with the Auditors' Report thereon	*In favour/Against
To declare a first and final dividend of Rs6/- per share as recommended by the Directors	*In favour/Against
To appoint Messrs KPMG Ford, Rhodes, Thornton & Company as Auditors and authorize the Board of Directors to determine the remuneration of Auditors	*In favour/Against
To re-elect Mr A S Abeyewardene at the Annual General Meeting in terms of Regulation No.90 of DFCC Bank as a Director of the Bank	*In favour/Against
To re-elect Mr G K Dayasri at the Annual General Meeting in terms of Regulation No.90 of DFCC Bank as a Director of the Bank	*In favour/Against
To authorize the Board of Directors to determine the Directors' remuneration	*In favour/Against

*Please select what is required and delete the others.

.....
Signature.....
Date

Please provide the following details:

Shareholder's NIC No.....

Share Certificate No.

Number of Shares held

Proxy holder's NIC No.

(If not a Director of the Bank)

Notes:

1. In order to appoint a proxy, this form duly completed, together with any power of attorney under which it is signed, must be deposited at the Head Office of the Bank, 73/5 Galle Road, Colombo 3, not later than 48 hours prior to the time appointed for the holding of the meeting.
2. The proxy appointed need not be a shareholder of the Bank.
3. In the case of a corporate shareholder, the proxy must be executed under its Common Seal or by its authorized attorney.

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ATTENDANCE SLIP

I/We hereby record my/our presence at the **Fifty Fourth Annual General Meeting** of the DFCC Bank in the **Oak Room** of **Cinnamon Grand Hotel**, No. 77 Galle Road, Colombo 3 at **10.00 am** on **Wednesday, 30 June 2010**.

- 1. Full name of shareholder
(in capital letters please)
- 2. Shareholder's NIC No
- 3. Number of shares held
- 4. Name of proxy holder
- 5. Proxy holder's NIC No
(See Note 2 below)
- 6. Signature of attendee

Notes:

- 1. Shareholders/proxy holders are requested to bring the attendance slip with them when attending the meeting and hand it over at the entrance to the meeting hall after signing it.
- 2. If the proxy is a Director of the Bank, the National Identity Card number of the proxy holder need not be indicated
- 3. Shareholders are also kindly requested to indicate any changes in their addresses by completing the following:

Certificate No.....

New Address.....