

A HERITAGE OF TRUST
SINCE 1888

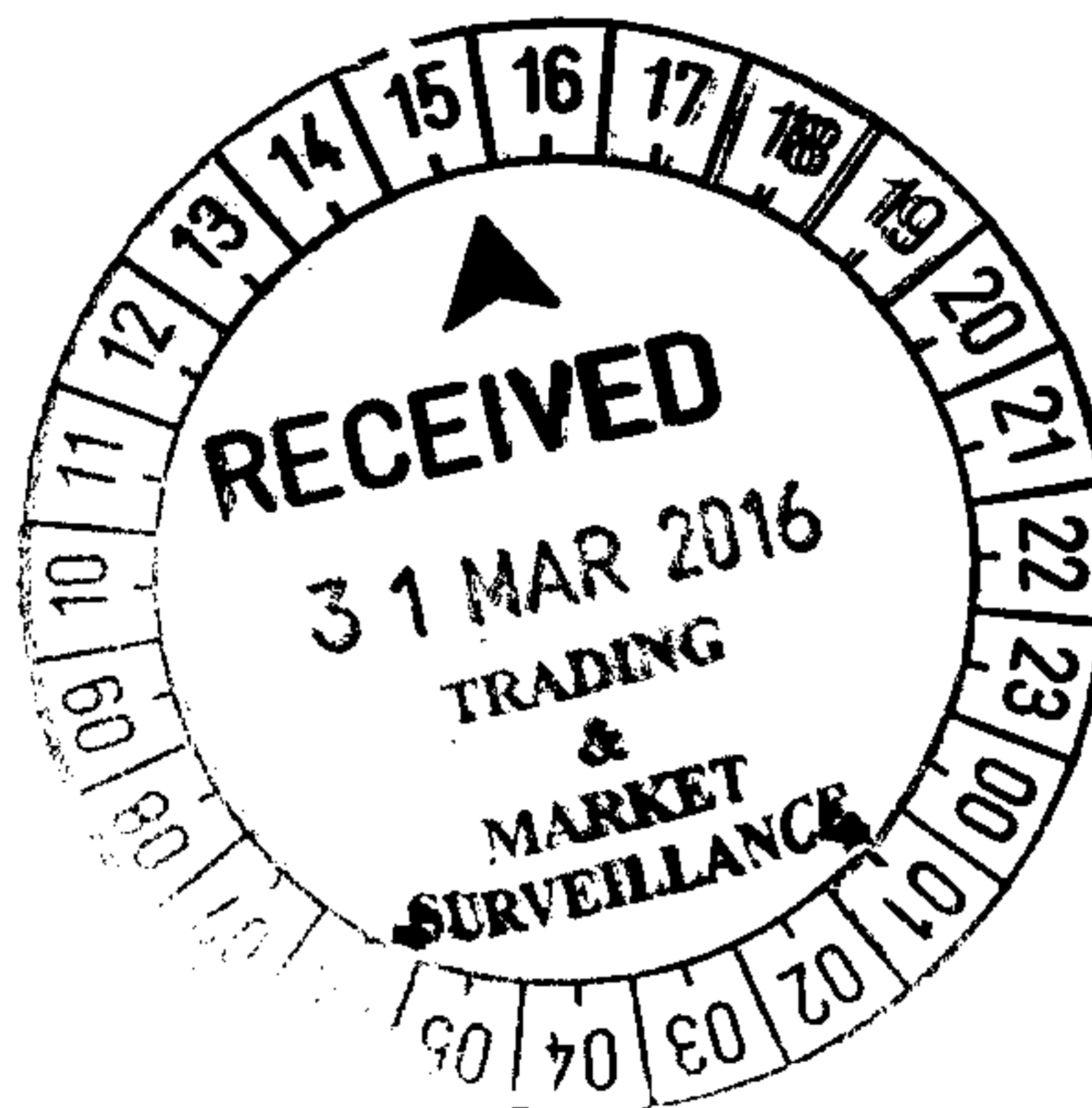


Hatton National Bank

Hatton National Bank PLC (PQ82)

March 31, 2016

Mr Renuke Wijayawardhane
Chief Operating Officer
Colombo Stock Exchange
04-01 West Block
World Trade Centre
COLOMBO 1



Dear Sir

**HATTON NATIONAL BANK PLC
CSE - CONTINUING LISTING REQUIREMENTS**

We write with reference to the previous announcement made by the Bank with regard to the 47th Annual General Meeting held on the 30th instant.

As requested by the CSE, we wish to confirm that at the aforesaid AGM -

(1) the undernoted Directors were unanimously re-elected:-

- 1) Mr L U D Fernando
- 2) Mr R A F Arseculeratne
- 3) Mr P S C Pelpola
- 4) Mr A H D A N de Silva

(2) the undernoted Directors were re-elected by a majority vote of the shareholders :-

- 1) Mrs M A R C Cooray
- 2) Dr L R Karunaratne
- 3) Mr D T S H Mudalige
- 4) Mr E D P Soosaipillai

Yours faithfully
HATTON NATIONAL BANK PLC

**K A L T Ranaweera (Mrs)
DEPUTY GENERAL MANAGER (LEGAL)/BOARD SECRETARY**

TR/OK

YR/TK
Pls Circulate
3/3



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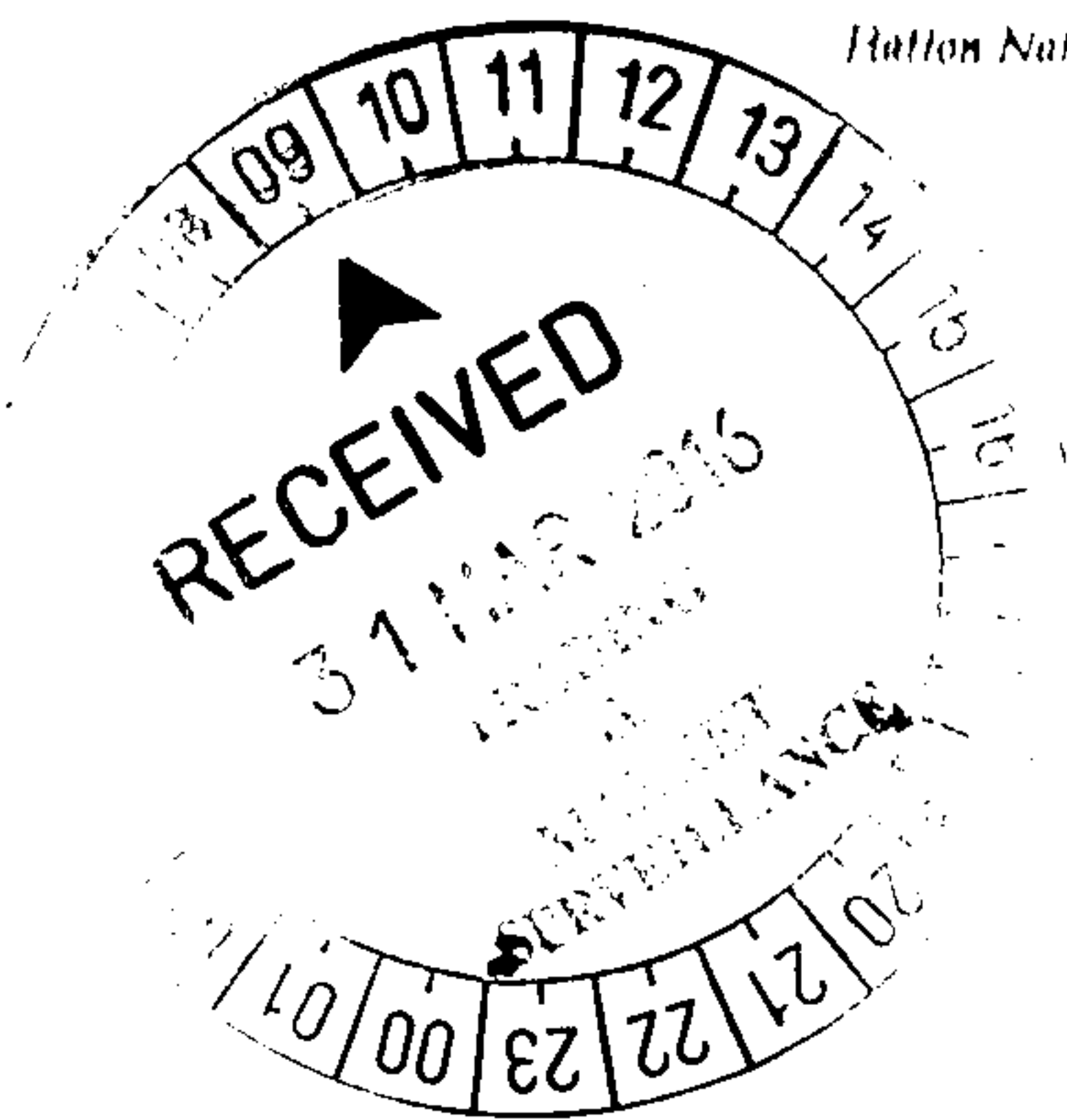


Hatton National Bank

Hatton National Bank PLC (PQ82)

March 30, 2016

Mr Renuke Wijayawardhane
Chief Operating Officer
Colombo Stock Exchange
04-01 West Block
World Trade Centre
COLOMBO 1



YR/TK
As Circled
3/3

Dear Sir

**HATTON NATIONAL BANK PLC
CSE - CONTINUING LISTING REQUIREMENTS**

We are pleased to notify that -

- 1) the 47th Annual General Meeting of the Bank was held today and
- 2) as intimated to you by our letters dated 29.2.2016 and 24.3.2016, the relevant announcements were made and the undemoted resolutions were duly passed by the General Membership :-

(1) Ordinary Resolution - Declaration of Dividend and approval of its method of satisfaction

- (a) THAT a final dividend of Rupees Seven (Rs. 7/-) per share constituting a total sum of Rs. 2,842,400,834/- be paid on the issued and fully paid ordinary (voting) and (non-voting) shares of the Bank for the financial year ended 31st December 2015 based on the issued ordinary voting shares and ordinary non-voting shares as at March 23, 2016;
- (b) THAT such dividend be paid out of exempt dividends received (if any), dividends received on which Withholding Tax has already been paid by the paying companies (if any), and the balance out of the profits of the Bank, which balance would be liable to a Withholding Tax of ten per centum (10%).
- (c) THAT the shareholders entitled to such dividend would be those shareholders (holders of both ordinary voting shares and ordinary non-voting shares), whose names have been duly registered in the Register of Shareholders and those shareholders whose names appear on the Central Depository Systems (Pvt) Ltd ('CDS') as at end of trading on the date on which the requisite resolution of the Shareholders in regard to the final dividend is passed ('entitled Shareholders');
- (d) THAT the said final dividend of Rs. 7/- per share be distributed and satisfied partly by the payment of cash and partly by the allotment and issue of new ordinary voting shares and ordinary non-voting shares (the "distribution scheme") based on the share prices of ordinary voting shares and ordinary non-voting shares as at February 19, 2016 in the following manner, subject however to any necessary revision being made to the amount of dividends to be distributed and the number of shares to be issued, in order to include and accommodate the dividends pertaining to any new shares that may be issued by the Bank to its employees under the Hatton National Bank PLC ESOP scheme;



(i) By way of a cash distribution

A cash distribution of (A) a sum of Rs 1,136,081,712/50 be made to the holders of ordinary voting shares and (B) a sum of Rs 285,118,704/50 be made to the holders of ordinary non-voting shares respectively, on the basis of Rupees Three Cents Fifty (Rs 3.50) per each share (less withholding Tax).

(ii) By way of the allotment of and issue of new shares**A. For voting shares:**

THAT a sum of Rs. 1,136,081,712/50 (less any withholding tax) be distributed in the form of a scrip dividend at the rate of Rupees Three Cents Fifty (Rs 3.50) per each share, by the issue of a total of 5,262,344 ordinary voting shares computed on the basis of one (1) ordinary voting share for every 61.68253968 ordinary voting shares currently in issue (which computation is based on a valuation of Rs.194.30 per each ordinary voting share).

B. For non-voting shares

THAT a sum of Rs 285,118,704/50 (less any withholding tax) be distributed to the holders of ordinary non-voting shares in the form of a scrip dividend at the rate of Rupees Three Cents Fifty (Rs 3.50) per each share, by the issue of 1,417,717 ordinary non-voting shares computed on the basis of one (1) ordinary non-voting share for every 57.4603174 non-voting shares currently in issue (which computation is based on a valuation of Rs. 181.00 per each ordinary non-voting share).

- (e) THAT the shares arising from the aggregation of the residual fractions consequent to the scrip dividend be disposed of in the market by a trustee to be nominated by the Board of Directors and the proceeds to be distributed to a charitable organization.
- (f) THAT (a) the new ordinary voting shares to be issued in pursuance of the distribution scheme shall, immediately consequent to the allotment thereof to the entitled Shareholders rank equal and pari passu in all respects with the existing issued and fully paid ordinary voting shares of the Bank and (b) the new ordinary non-voting shares to be issued in pursuance of the distribution scheme shall, immediately consequent to the allotment thereof to the entitled Shareholders rank equal and pari passu in all respects with the existing issued and fully paid ordinary non-voting shares of the Bank, and shall be listed on the Colombo Stock Exchange.
- (g) THAT the new ordinary voting shares and ordinary non-voting shares to be so allotted and issued shall not be eligible for the payment of dividend declared hereby.
- (h) THAT accordingly the Bank's management be and is hereby authorized to take all necessary steps to give effect to the aforesaid proposed issue of new ordinary voting shares and ordinary non-voting shares of the Bank.

(2) **Special Resolution – Approval of the holders of voting shares under Section 99 of the Companies Act No. 7 of 2007 for the issue of shares by scrip dividend**

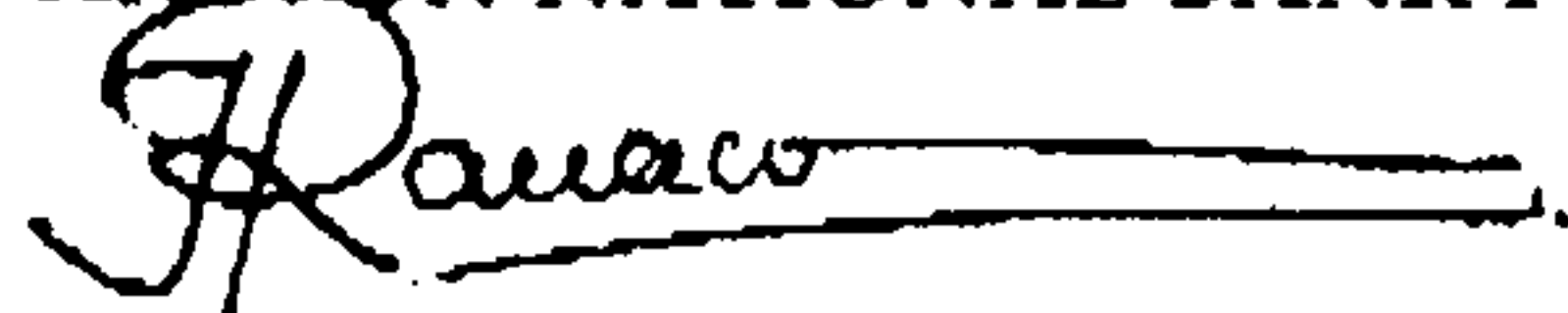
- *THAT the issue by the Bank of (a) 5,262,344 ordinary voting shares to the holders of ordinary voting shares on the basis of one (1) ordinary voting share for every 61.68253968 ordinary voting shares currently in issue and (b) 1,417,717 ordinary non-voting shares to the holders of ordinary non-voting shares on the basis of one (1) ordinary non-voting share for every 57.4603174 ordinary non-voting shares currently in issue, by way of a scrip dividend, be and is hereby approved.*

- 3) M/s Ernst & Young, Chartered Accountants, were appointed as the Bank's Auditors for the ensuing year.

The above conforms to the Rules of the Colombo Stock Exchange (vide Rule 7.2).

Yours faithfully

HATTON NATIONAL BANK PLC



K A L T Ranaweera (Mrs)

DEPUTY GENERAL MANAGER (LEGAL)/BOARD SECRETARY

TR/CK