

**THE KARACHI STOCK EXCHANGE (GUARANTEE) LIMITED**

KSE/N-7589

**N O T I C E**

November 12, 2008

Reproduced hereunder letter received from **THE ROYAL BANK OF SCOTLAND LIMITED** for information of members of the Exchange.

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**The Royal Bank of Scotland Limited**  
(Formerly ABN AMRO Bank (Pakistan) Limited)

**Notice of Extra Ordinary General Meeting**

Notice is hereby given that the Extra Ordinary General Meeting of the shareholders of The Royal Bank of Scotland Limited (formerly ABN AMRO Bank (Pakistan) Limited) ("the Bank") will be held at 10:30 a.m. on December 4, 2008 at Marquee Hall, Pearl Continental Hotel, the Mall, Lahore, to transact the following business:

**Ordinary Business**

- To confirm the minutes of the 16<sup>th</sup> Annual General Meeting of the Bank held on March 27, 2008.

**Special Business**

**1. Increase in Authorized Share Capital:**

In order to comply with the Capital Adequacy Requirements and to maintain the Paid-Up Capital as required by State Bank of Pakistan the Board of Directors of the Bank (BoD) in its meeting held on October 27, 2008 had recommended to the shareholders to consider in their Extra Ordinary General Meeting the proposals to increase the Authorized Capital of the Bank from Rs. 14 billion to Rs. 23 billion and the relevant changes in the respective clauses of the Memorandum and Articles of Association of the Bank:

**Special Resolutions for consideration and approval of the Shareholders:**

"RESOLVED that pursuant to Section 92 the Companies Ordinance, 1984, read with other applicable provisions, the Authorized Capital of the Bank be and is hereby increased from Rs. 14,000,000,000/- (Fourteen billion only) divided into 1,400,000,000 (one billion four hundred million) ordinary shares of Rs. 10 each to Rs. 23,000,000,000 (Twenty three billion only) divided into 2,300,000,000 (Two billion three hundred million) ordinary shares of Rs. 10 each, ranking pari passu with the existing ordinary shares of the Bank."

FURTHER RESOLVED that existing Clause V of the Memorandum of Association of the Bank be and is hereby amended/substituted as follows:

"V. The authorized share capital of the Bank is Rs. 23,000,000,000/- (Twenty three billion only) divided into 2,300,000,000 (Two billion three hundred million) ordinary shares of Rs. 10 (ten only) each, with powers to increase and reduce the capital and to divide the shares in the capital for the time being into several classes."

FURTHER RESOLVED that existing Article 6(2) of the Articles of Association of the Bank be and is hereby amended/substituted as follows: