

MERCHANT BANK OF SRI LANKA & FINANCE PLC
(PQ 10)

CIRCULAR TO SHAREHOLDERS

Dear Shareholder,

Further to our Notice of Meeting dated 18th September 2020 and the further announcement dated 8th October 2020 and the Disclosure dated 12th October 2020 made to the Colombo Stock Exchange subsequent to the decision made by the Board of Directors to postpone the Annual General Meeting (AGM) of Merchant Bank of Sri Lanka & Finance PLC, which was to be held on 14th October 2020, we write to inform you that the revised date and time for holding the AGM will be 12th November 2020 at 10.00 a.m. We have attached herewith the **revised** Agenda, Notice of Meeting and the Form of Proxy.

AGM will be held via Online Meeting Platform without the physical presence of the Shareholders considering the prevailing situation in the country, safety and well-being of meeting attendees and in accordance with the instructions issued by the Ministry of Health in Media Release dated 6th October 2020 on "Public Gatherings".

For any queries or clarifications relating to the AGM, please call Ms. Dinusha Rajapaksha on 0114711711 (Ext. 1667) or Ms. Shaheela Shibly on 0114711743. You may also direct your queries via e-mail to dinushar@mbslbank.com or browse our web: www.mbslbank.com

By Order of the Board,

MERCHANT BANK OF SRI LANKA & FINANCE PLC



Company Secretary

19th October 2020
Colombo

MERCHANT BANK OF SRI LANKA & FINANCE PLC

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Thirty Eighth (38th) Annual General Meeting of Merchant Bank of Sri Lanka & Finance PLC will be held at the Board Room (18th Floor) of Merchant Bank of Sri Lanka & Finance PLC, BOC Merchant Tower, No.28, St. Michael's Road, Colombo 3 on Thursday, 12th November 2020 at 10.00 a.m. via Online Meeting Platform without the physical presence of the Shareholders, due to the prevailing COVID-19 pandemic in the country for the following purposes;

1. To receive and consider the Annual Report of the Board of Directors and the Audited Financial Statements of the Company for the year ended 31 December 2019 together with the Report of the Auditors thereon.
2. To re-elect as Director Mr. W P R P H Fonseka who retires by rotation in terms of Article 86 read with Article 87 of the Articles of Association of the Company.
3. To elect as Director Mr. A M A Perera who was appointed to the Board since the last Annual General Meeting in terms of Article 93 of the Articles of Association of the Company.
4. To elect as Director Dr. N S Punchihewa who was appointed to the Board since the last Annual General Meeting in terms of Article 93 of the Articles of Association of the Company.
5. To elect as Director Mr. W N P Surawimala who was appointed to the Board since the last Annual General Meeting in terms of Article 93 of the Articles of Association of the Company.
6. To elect as Director Mr. K Ratwatte who was appointed to the Board since the last Annual General Meeting in terms of Article 93 of the Articles of Association of the Company.
7. To re-appoint the Auditor General as the auditor of the Company and to determine the Audit Fees in accordance with Section 04 (Audit Fees) as stipulated in Public Finance Circular No: PED 01/2016 dated 01.01.2016.
8. To authorize the Directors to determine donations for the financial year ending 31.12.2020.

By Order of the Board

MERCHANT BANK OF SRI LANKA & FINANCE PLC



Company Secretary

19th October 2020

Colombo.

NOTES:

1. A Form of Proxy is attached hereto, for use if necessary, in which event, it should be completed and returned to the Registered Office of the Company – Bank of Ceylon Merchant Tower, No. 28, St. Michael's Road, Colombo 3 not less than 48 hours before the time appointed for the holding of the Annual General Meeting.
2. A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote instead of him/her. A Proxy need not be a Shareholder of the Company.
3. The instrument appointing a Proxy may be in writing under the hand of the appointor or of his/her Attorney, or if such appointor is a corporation under its Common Seal or under the hand of its Attorney or duly authorized person.

FORM OF PROXY

I/We.....
of.....
being a shareholder/ shareholders of the Merchant Bank of Sri Lanka & Finance PLC (MBSL),
hereby appoint of
..... whom failing
..... of
.....whom failing
(Mr. K Ratwatte, Mr. A M A Perera, Mr. W P R P H Fonseka, Mr. D N L Fernando, Dr. N S
Punchihewa and Mr. W N P Surawimala) as *my/our Proxy, to represent * me/us, and
... * to vote on *my/our behalf at the Annual General Meeting of the Company to be
held at the Board Room (18th Floor) of Merchant Bank of Sri Lanka & Finance PLC, BOC
Merchant Tower, No.28, St. Michael's Road, Colombo 3 on Thursday, 12th November 2020 at
10.00 a.m. and at any adjournment thereof and at every poll which may be taken in consequence
thereof. *I/We the undersigned hereby authorize my/our Proxy to vote on *my/our behalf in
accordance with the preference indicated below:

- | | <i>For</i> | <i>Against</i> |
|--|--------------------------|--------------------------|
| 1. To receive and consider the Annual Report of the Board of Directors and the Audited Financial Statements of the Company for the year ended 31 December 2019 together with the Report of the Auditors thereon. | ☐ | ☐ |
| 2. To re-elect as Director Mr. W P R P H Fonseka who retires by rotation in terms of Article 86 read with Article 87 of the Articles of Association of the Company. | ☐ | ☐ |
| 3. To elect as Director Mr. A M A Perera who was appointed to the Board since the last Annual General Meeting in terms of Article 93 of the Articles of Association of the Company. | ☐ | ☐ |
| 4. To elect as Director Dr. N S Punchihewa who was appointed to the Board since the last Annual General Meeting in terms of Article 93 of the Articles of Association of the Company. | ☐ | ☐ |
| 5. To elect as Director Mr. W N P Surawimala who was appointed to the Board since the last Annual General Meeting in terms of Article 93 of the Articles of Association of the Company. | ☐ | ☐ |
| 6. To elect as Director Mr. K Ratwatte who was appointed to the Board since the last Annual General Meeting in terms of Article 93 of the Articles of Association of the Company. | ☐ | ☐ |

7. To re-appoint the Auditor General as the auditor of the Company and to determine the Audit Fees in accordance with Section 04 (Audit Fees) as stipulated in Public Finance Circular No: PED 01/2016 dated 01.01.2016.

☐☐

8. To authorize the Directors to determine donations for the financial year ending 31.12.2020

☐☐

Signed this.....day of.....Two Thousand and Twenty.

.....
Signature

Notes:

1. Please delete the words which are not applicable.
2. Please indicate with an 'X' in the space provided how your proxy is to vote. If there is in the view of the proxy holder (doubt by reason of the way in which the instructions contain in the proxy have been completed) as to the way in which the proxy holder should vote, the proxy holder shall vote as he thinks fit.
3. If you wish your proxy to speak at the meeting, you should instruct the words "to speak and" in the space indicated with an asterisk.
4. A proxy holder need not be a shareholder of the Company. A proxy so appointed shall have the right to vote on a show of hands or on a poll and to speak at the Meeting.
5. Instructions as to completion of the Form of Proxy is given on the reverse hereof.

INSTRUCTIONS AS TO THE COMPLETION OF THE FORM OF PROXY

1. To be valid, this form of proxy must be deposited at the Registered Office of the Company Bank of Ceylon Merchant Tower, No. 28, St. Michael's Road, Colombo 3 not less than 48 hours before the time appointed for the holding of the Annual General Meeting.
2. Kindly perfect the form of proxy after filling legibly your full name and address by signing in the space provided and filling in the date of signature.
3. Please indicate your preference with "X" in the appropriate cages provided in the form of proxy, as to how your proxy is to vote on the resolutions. If no indication is given the proxy in his / her discretion may vote as he / she thinks fit.
4. The instrument appointing a proxy may be in writing under the hand of the appointor or of his/her Attorney, duly authorized in writing, or if such appointor is a corporation under its Common Seal or under the hand of its Attorney or duly authorized person. If the form of proxy is signed by an Attorney, the relevant Power of Attorney should also accompany the completed form of proxy, if it has not already been registered with the Company.

MERCHANT BANK OF SRI LANKA & FINANCE PLC
GUIDELINES AND REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING
(AGM) TO BE HELD VIA ONLINE MEETING
PLATFORM
ON 12TH NOVEMBER 2020

Dear Shareholders,

We wish to inform you that the Thirty Eighth (38th) Annual General Meeting (AGM) of Merchant Bank of Sri Lanka & Finance PLC (MBSL) will be held in accordance with the guidelines given by the Colombo Stock Exchange for conducting Virtual Meetings.

The AGM is scheduled to be held on Thursday, 12th November 2020 at 10.00 a.m. at the Board Room (18th Floor) of Merchant Bank of Sri Lanka & Finance PLC, BOC Merchant Tower, No.28, St. Michael's Road, Colombo 3.

In the interest of protecting public health and facilitating social distancing in line with the guidelines issued by the authorities in view of the Covid19 pandemic, the AGM will be held in the manner set out below;

- (i) The Chairman, members of the Board of Directors, the Acting Chief Executive Officer, Company Secretaries/Registrars, Corporate Management Members, representatives from the Auditor General and Company Lawyers will be assembled at the place specified in paragraph (2) above for the purpose of hosting the meeting;
- (ii) Shareholders who wish to participate in the AGM are required to duly complete and forward the 'Registration Form' annexed to this notice (Annexure I) together with a copy of National Identity Card (NIC) or Passport of the shareholder/proxy holder to the e-mail address: dinushar@mbslbank.com or Fax to No. 0114711742 or post to the address given in the Registration Form to be received by the company not less than 48 hours prior to the time appointed for the holding of the AGM.
- (iii) The Company will forward to such shareholders the meeting log-in information via e-mail in advance of the AGM. The meeting log-in information is authorized only for the use by the shareholders/ proxy holders.

Instructions to register for the online platform are given in a separate document enclosed with these Guidelines.

- (iv) All individuals participating at the meeting remotely through online platform are required to identify themselves when communicating online at the AGM.
- (v) MBSL encourage shareholders to submit duly completed proxy forms appointing one of the Directors of MBSL to act on their behalf in order that each such shareholder may be identified and recorded as if such shareholder was present at the meeting.

(vi) The shareholders who wish to submit their proxies, can duly complete the proxies as per the instructions given therein and send to the following e-mail address:

dinushar@mbslbank.com or fax to No. 0114711742 or post to the address given in the Registration Form not less than 48 hours prior to the time appointed for the holding of the AGM.

(vii) The shareholders who are unable to participate in the AGM via Online Meeting Platform could share their queries and matters, if any, in writing via e-mail to dinushar@mbslbank.com or via Fax No. 0114711742. The responses from the Board of Directors and the Management to the queries/ matters will be forwarded to the shareholders by MBSL within 30 working days from the date of the AGM.

(viii) MBSL will be proceeding to hold the AGM as set out herein irrespective of whether the date of the AGM is declared as a holiday or curfew is imposed since the aforesaid measures will enable the required participation at the meeting.

Note:

For any queries regarding these Guidelines, please contact Ms. Dinusha Rajapaksha on 0114711711 (Ext. 1667) OR 0114711777 OR Ms. Shaheela Shibly on 0114711743 during normal working hours (8.30 a.m. to 5.00 p.m.)

REGISTRATION FORM
ANNUAL GENERAL MEETING

12th November 2020 at 10.00a.m.

At the Board Room (18th Floor) of Merchant Bank of Sri Lanka & Finance PLC, BOC
 Merchant Tower, No.28 St. Michael's Road, Colombo

To: The Company Secretary
 Merchant Bank of Sri Lanka & Finance PLC
 Bank of Ceylon Merchant Tower
 No. 28, St. Michael's Road
 Colombo 03

Full Name of the Shareholder (In the event of joint shareholders, please mention the name of primary holder)			
Address of the Shareholder			
Shareholder's NIC No./Passport No./Company Registration Number			
Telephone Number	Mobile: Landline:		
E mail Address:			
Willingness to participate via online	YES	☐	NO ☐
IF A PROXY IS APPOINTED			
Full Name of the proxy holder			
Proxy holder's NIC No./Passport No.			
Telephone Number	Mobile: Landline:		
E mail Address			

.....
 Shareholder's signature

Date:

Notes:

- In the case of a Company/Corporation, this form should be attested in the manner prescribed by its Articles of Association.
- If this form is signed by an Attorney for and on behalf of a shareholder, notarially certified copy of the Power of Attorney registered in the Books of the Company should be attached.

MERCHANT BANK OF SRI LANKA & FINANCE PLC

GUIDELINES AND REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING (AGM) VIA ONLINE MEETING PLATFORM

The 38th Annual General Meeting of Merchant Bank of Sri Lanka & Finance PLC will be held at the Board Room (18th Floor) of Merchant Bank of Sri Lanka & Finance PLC, BOC Merchant Tower, No.28 St. Michael's Road, Colombo 3 on 12th November 2020 at 10.00 a.m. via Online Meeting Platform without the physical presence of the Shareholders, due to the prevailing COVID-19 pandemic in the Country.

Method of holding the AGM

Only the key officials who are essential for the administration of the formalities of the meeting will be physically present at the meeting. All others, including shareholders, will participate via an online meeting hosted on the TEAMS platform. These measures are being adopted to observe "social distancing" requirements as stipulated by the Government.

Participation via an online meeting platform

The login information will be authorized only for the use by individual Shareholders, Proxy holders and authorized representatives in case of Institutional Shareholders and the Company will not be responsible or liable for any misuse. Where the Proxy holders are concerned, please note that the login information will only be shared with those in whose favour a valid proxy has been submitted by the Shareholder. Please follow the following instructions for participation online:

1. Shareholders are required to join the virtual AGM by clicking on the meeting link and user credentials sent by the Company via email.
2. The Shareholders whose online participation request has been accepted will receive a separate email containing the meeting link and user credentials from the Company, twenty four (24) hours prior to the commencement of the AGM.
3. If a Shareholder/Proxy holder intends to join the Virtual AGM via a smart phone, it is necessary for him/her to download the "**Teams Mobile App**" onto his /her smart phone. Similarly if a Shareholder/Proxy holder wishes to attend the Virtual AGM via a desktop computer, the link can be opened by downloading the "**Teams Desktop App**" to the respective desktop computer (Compatible web browser: **Google Chrome**).
4. The Shareholders/Proxy holders are requested to use the web link which will be forwarded by the Company and click on "**Virtual AGM Registration**" in order to log in to the meeting.

5. Upon clicking on the link forwarded by the Company, Shareholders/Proxy holders will be redirected to an interface where they will be requested to enter their **first name, last name, email address, re- enter email address and National Identity Card Number.**(The participants are required to enter the correct details as mentioned in the registration form forwarded to us where any mismatch will be considered as an unsuccessful log in)
6. At this point, all participants are requested to click on **“REGISTER”** which will be prompted on their screens enabling them to receive the log in link.
7. Participants are required to click on **“Join the Virtual AGM of MBSL.**
8. It is recommended to join the meeting at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active twenty (20) minutes before the start of the AGM.
9. Once the credentials are inserted, he/she will be directed to the Virtual AGM Teams Platform.
10. When declaring the position of a resolution, Chairman will take in to account the voting of the Shareholders/ Proxy holders participating virtually.
11. It is advised to check the online AGM access at least 3 hours prior and also ensure that your devices have an audible sound system so that you could be a part of the AGM comfortably.