

L B FINANCE PLC

Company Reg. No PQ 156

No. 275/75, Prof. Stanley Wijesundera Mawatha, Colombo 07

Tel: 011-4521000, Facsimile 011-5345327, Web: www.lbfinance.com

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s

ANNUAL GENERAL MEETING OF L B FINANCE PLC

It is with great pleasure that the Board of Directors of L B Finance PLC presents the Company's Annual Report for the Financial Year ended 31st March 2025 and convenes the 52nd Annual General Meeting (AGM) of the Company to be held on Friday, 30th June 2025 at 8.30 a.m. at the Corporate Office of the Company, No. 20, Dharmapala Mawatha, Colombo 03.

The Annual Report - 2024/25 is made available to the Shareholders, on the Company's Website (www.lbfinance.com) and the Website of the Colombo Stock Exchange (CSE) (www.cse.lk) in accordance with Rule 7.5 of the Listing Rules of the CSE. Additionally, the under-noted documents are also hosted on the Websites of the Company and the CSE:

1. Notice of Annual General Meeting
2. Form of Proxy
3. Form of Request for a printed copy of the Annual Report

You may also scan the QR Code given below to directly access the Annual Report 2024/25.



If you wish to have a printed version of the Annual Report, please mail the duly completed "Form of Request" to the address given below.

L B Finance PLC

C/o Corporate Solutions Unit

Central Depository Systems (Pvt) Limited

Ground Floor, M & M Centre

341/5, Kotte Road, Rajagiriya

The printed Annual Report will be forwarded within 8 market days of the receipt of your written request.

Should you require assistance relating to your request for a printed copy of the Annual Report and/or the mode of forwarding such Report, you may contact Mr. Thusitha Wickama, Senior Manager – Corporate Strategy and Sustainability of the Company on telephone 011-2155504, email: thusithaw@lbfinance.lk anytime between 8.30 a.m. and 5.00 p.m. on any working day.

If you are unable to participate at the AGM and wish to appoint a proxy to represent you, please complete and return the Form of Proxy to reach the Registered Office of the Company, No.275/75, Prof. Stanley Wijesundera Mawatha, Colombo 07 not later than 48 hours prior to the time appointed for the meeting.

CIRCULAR TO SHAREHOLDERS

In the event the Company is required to take any action in relation to the Meeting in the best interests of the Meeting attendees and/or in line with any communications, guidelines, directives or orders issued by the Government of Sri Lanka, Notice of such action will be given by way of an announcement to the CSE and publication on the Company Website – www.lbfinance.com.

By Order of the Board

L B FINANCE PLC

A handwritten signature in black ink, appearing to read 'Tharanga Nandasena', with a horizontal line underneath.

Tharanga Nandasena
Company Secretary

May 30, 2025

FORM OF PROXY

I/We*
(holder of NIC/ Passport/Company Registration No.) of
..... shareholder/s of LB FINANCE PLC hereby appoint
(holder of NIC No.) of
..... or failing him/her*

Mr. Godewatta Arachchige Rasika Dimuth Prasanna or failing him *
Mr. Moderage Ashane Joseph Waas Jayasekara or failing him*
Mr. John Anthony Sunil Sumith Adhihetty or failing him*
Mr. Niroschan Udage or failing him*
Mr. Biyanwilage Dudley Auburn Perera or failing him*
Mr. Ravindra Shanaka Yatawara or failing him*
Mrs. Yogadinusha Bhaskaran or failing her*
Mrs. Ashwini Natesan or failing her*
Mr. Dharmadasa Rangalle or failing him*
Mrs. Yanika Amarasekera or failing her*
Mr. Piya Dushantha Hennayake or failing him*
Mr. Lakshitha Priyantha Bandara Talwatte

as my/our* proxy to represent me/us* to speak and to vote as indicated hereunder for me/us* and on my/our* behalf at the Fifty Second (52nd) Annual General Meeting of the Company to be held on 30th June 2025 and at every poll which may be taken in consequence of the aforesaid meeting and at any adjournment thereof.

		For	Against
1	To receive the Annual Report of the Board of Directors on the affairs of the Company and its subsidiary and the Financial Statements for the year ended 31st March 2025 and the Report of the Auditors thereon.	☐	☐
2	To declare a final dividend of Rs. 4.25 per ordinary share as recommended by the Board of Directors.	☐	☐
3	To re-elect Mr. Dharmadasa Rangalle as a Director in terms of Articles 85 and 86 of the Articles of Association of the Company.	☐	☐
4	To re-elect Mr. B. D. A. Perera as a Director in terms of Articles 85 and 86 of the Articles of Association of the Company.	☐	☐
5	To re-elect Mr. Piya Hennayake as a Director in terms of Article 93 of the Articles of Association of the Company.	☐	☐
6	To re-elect Mr. Priyantha Talwatte as a Director in terms of Article 93 of the Articles of Association of the Company.	☐	☐
7	To pass the ordinary resolution set out below to re-appoint Mr. John Anthony Sunil Sumith Adhihetty who attained the age of 74 years on 4th July 2024, as a Director of the Company; "IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act No.07 of 2007 shall not apply to Mr. John Anthony Sunil Sumith Adhihetty who attained the age of 74 years on 4th July 2024 and that he be and is hereby re-appointed a Director of the Company from the date of the Annual General Meeting until 3rd July 2025."	☐	☐
8	To re-appoint the retiring Auditors Messrs. KPMG, Sri Lanka, Chartered Accountants, as the Company's Auditors and to authorize the Directors to determine their remuneration.	☐	☐
9	To authorize the Directors to determine donations for the year ending 31st March 2025 and up to the date of the next Annual General Meeting.	☐	☐

In witness my/our* hands this day of Two Thousand and Twenty Five.

.....
Signature of Shareholder/s

*Please delete what is inapplicable.

INSTRUCTIONS FOR COMPLETION

1. The Full name, National Identity Card / Passport / Company Registration number (as applicable) and the registered address of the shareholder appointing the Proxy and the relevant details of the Proxy [Full name, National Identity Card / Passport No. and the address] should be legibly entered in the Form of Proxy which should be duly signed and dated.
2. The completed Proxy should be deposited at the Registered Office of the Company, No.275/75, Professor Stanley Wijesundera Mawatha, Colombo 07, by 8.30 a.m. on 30th June 2025.
3. The Proxy shall –
 - (a) In the case of an individual be signed by the shareholder or by his/her attorney, and if signed by an Attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Company.
 - (b) In the case of a company or corporate/statutory body either be under its Common Seal or signed by its Attorney or by an Officer on behalf of the company or corporate/statutory body in accordance with its Articles of Association or the Constitution or the Statute (as applicable).
4. Please indicate with a 'X' how the Proxy should vote on each resolution. If no indication is given, the Proxy in his/her discretion will vote as he/she thinks fit.
5. Articles 59 to 62 of the Articles of Association of the Company dealing with voting are quoted below for information of the shareholders.

59 METHOD OF VOTING

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by-

- i. the Chairman of the meeting; or
- ii. not less than three persons present in person or by Attorney or representative or by proxy and entitled to vote; or
- iii. a Member or Members present in person or by Attorney or representative or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting; or
- iv. a Member or Members present in person or by attorney or representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right.

A demand for a poll may be withdrawn, unless a poll be demanded (and the demand be not withdrawn) a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

60 HOW A POLL IS TO BE TAKEN

If a poll is duly demanded (and the demand be not withdrawn), it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting may direct, and the results of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may (and if so requested shall) appoint scrutinisers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

- 61** In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 62** A poll demanded on the election of a Chairman of the meeting or on a question of an adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately."

FORM OF REQUEST

FOR A PRINTED COPY OF THE ANNUAL REPORT OF L B FINANCE PLC
FOR THE FINANCIAL YEAR 2024/25

TO: **L B Finance PLC**

C/o Corporate Solutions Unit
Central Depository Systems (Pvt) Limited
Ground Floor, M & M Centre
341/5, Kotte Road, Rajagiriya

I/We hereby request for a printed copy of the Annual Report of L B Finance PLC for the Financial Year 2024/25.

DETAILS OF THE SHAREHOLDER(S)

Full name :	
National Identity Card/Passport/ Company Registration No. :	
Contact Telephone Number :	

.....
Signature of Shareholder(s)

.....
Date

Contact details of **Corporate Solutions Unit of Central Depository Systems (Pvt) Limited**

Telephone : 011-2356444
Facsimile : 011-2440396
Email : registrars@cse.lk

Contact details of **L B Finance PLC**

Telephone : 011 2155504
Facsimile : 011 5345327
Email : thusithaw@lbfinance.lk