

Merchant Bank of Sri Lanka & Finance PLC

Annual Report 2019

MERCHANT BANK OF SRI LANKA & FINANCE PLC

(PQ 10)

Circular to shareholders

Dear Shareholder,

The Annual Report – Year 2019

In pursuance of Rule 7.5 of the Listing Rules of the Colombo Stock Exchange ("CSE"), Merchant Bank of Sri Lanka & Finance PLC (the "Company") has decided to issue the Annual Report of the Company for the year ended 31.12.2019 to its shareholders in a CD-ROM. If a printed copy of the Annual Report is required, the shareholder is kindly requested to make a written request by completing and forwarding the "Form of Request" appearing below or a similar written notification to the Company to the designated person listed below. Within eight market days of the receipt of such request, the Company will send a printed copy of the Annual Report to the shareholder.

For any queries on this matter, please call Ms. Dinusha Rajapaksha on 0114711711 (Ext. 1667) or 0114711743 OR e-mail to dinushar@mbslbank.com. Website: www.mbslbank.com

By Order of the Board of

MERCHANT BANK OF SRI LANKA & FINANCE PLC



Amila Belpamulla

Company Secretary

18th September 2020

Colombo

Form of Proxy

I/We..... of.....
 being a shareholder/ shareholders of the Merchant Bank of Sri Lanka & Finance PLC, hereby appoint
 of.....
 whom failing whom failing (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 Grand Ballroom, Galadari Hotel, No. 64, Lotus Road, Colombo 01 on 14 October 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:

	For	Against
01. 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.		
02. To re-elect as a 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.		
03. To elect as a Director Mr. A M A Perera who has been appointed to the Board since the last Annual General Meeting, under and in terms of Article 93 of the Articles of Association of the Company		
04. To elect as a Director Dr. N S Punchihewa who has been appointed to the Board since the last Annual General Meeting, under and in terms of Article 93 of the Articles of Association of the Company		
05. To elect as a Director Mr. W N P Surawimala who has been appointed to the Board since the last Annual General Meeting, under and in terms of Article 93 of the Articles of Association of the Company		
06. To re-appoint the Auditor General as the auditor of the Company in terms of Article 154 (1) of the Constitution of the Democratic Socialist Republic of Sri Lanka for the financial year ending 31.12.2020. The Audit Fees shall be determined in accordance with Section 04 (Audit Fees) as stipulated in Public Finance Circular No: PED 01/2016 dated 01.01.2016.		
07. 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.

Guidelines and Registration Process for the AGM to be held via Online Meeting Platform

On 14 October 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/ Hybrid Meetings.

The AGM is scheduled to be held on 14 October 2020 at 10.00 am at the Grand Ballroom, Galadari Hotel, No. 64, Lotus Road, Colombo 01 on the assumption that there would be no restrictions imposed by the authorities on conducting meetings.

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 Committee 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 on or before 08 October 2020;
- (iii) A maximum of three hundred (300) shareholders or such number of shareholders together holding ten percent (10%) of the total voting shares of the Company, whichever is higher will be allowed to assemble physically and participate in the meeting at the place set out in paragraph (2) above either in person or by proxy. Arrangements will also be made for the shareholders to participate in the AGM via an online meeting platform;
- (iv) Once the duly completed Registration Forms together with NIC or passport copies of the shareholders as mentioned in (ii) above are received by the Company, the shareholders who will be eligible to physically participate at the AGM will be selected. This selection is made through the Registration Forms on first come, first served basis. Upon the selection, MBSL will inform such shareholders of their eligibility to physically attend the AGM via e-mail in advance of the AGM. Other than the shareholders selected as aforesaid, no other shareholder is permitted to physically attend the AGM.
- (v) The shareholders/proxy holders who are eligible to attend the meeting physically as mentioned in (iv) above shall bring their NIC when attending to the AGM. They also need to comply with the health and safety precautions including temperature and health screening measures implemented by MBSL. The shareholders/proxy holders who fails to satisfy the health screen measures will not be permitted to attend to the AGM premises.
- (vi) All the other shareholders who are registered with MBSL as mentioned in (ii) above but do not qualify to attend the AGM physically or do not wish to attend to the AGM physically can attend the AGM via the online platform. 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.
- (vii) All individuals participating at the meeting remotely through online platform are required to identify themselves when communicating online at the AGM.

- (viii) 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.
- (ix) The shareholders who are unable to participate in the AGM 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 thirty (30) working days from the date of AGM.
- (x) MBSL will be proceeding to hold the AGM as set out herein irrespective of whether it is declared as a holiday or curfew is imposed since the aforesaid measures will enable the required participation at the meeting.
- (xi) The shareholders are kindly requested to adhere to the following:
 - (1) It is mandatory for shareholders attending the AGM to wear a mask. You will not be permitted to the meeting without a mask.
 - (2) Please keep one (01) meter safety distance at the point of registration. Seating will be arranged keeping the said distance.
 - (3) Shareholders' having fever with or without acute onset respiratory systems such as running nose, sore throat and or shortness of breath should not attend the meeting.

Note:

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

Registration Form

Annual General Meeting - 14 October 2020

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:		
Preference in participation (Please indicate)	In Person	Via Online
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.

FORM OF REQUEST

To: The Company Secretary
Merchant Bank of Sri Lanka & Finance PLC
BOC Merchant Tower,
No.28, St. Michael's Road
Colombo 3.

REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT OF 2019

With reference to your Circular dated 18th September 2020, I would like to request for a printed copy of the Annual Report of MBSL for the financial year ended 31st December 2019.

My details are as follows-

Full Name of Shareholder :
.....
NIC/Passport/Co. Reg. No. :
Address :
.....
Contact Number :

Signature :

Date :