

L B FINANCE PLC

Company Reg. No PQ156

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

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

CIRCULAR TO SHAREHOLDERS

Dear Shareholder

ANNUAL REPORT FOR THE FINANCIAL YEAR 2019/20 OF L B FINANCE PLC

We are pleased to forward herewith the Notice of Meeting and the Form of Proxy for the 47th Annual General Meeting of the Company together with Additional Notes to ensure the safety and well-being of all Meeting attendees.

Kindly be informed that in view of the situation that prevailed in the country due to the Covid-19 pandemic, the distribution of the Annual Report 2019/20 in CD format was not feasible, and therefore the Annual Report 2019/20 of the Company is published and available for download on the corporate website of the Company and the Colombo Stock Exchange website.

The relevant links are;

- (i) Corporate Website of L B Finance PLC - www.lbfinance.com
- (ii) Colombo Stock Exchange Website - <https://www.cse.lk/home/company-info/LFIN.N0000/financial>

You may also scan the QR Code given below to directly access the Annual Report 2019/20.



Any shareholder who makes a request for a printed copy of the Annual Report will be provided with such printed copy within eight (8) market days from the date of receipt of the said request. [A Form of Request that could be used for the said purpose is enclosed].

Should you require assistance relating to your request for a printed copy of the Annual Report, you may contact Mr. Thusitha Wickrama, Assistant Manager – Treasury of the Company on telephone 0112155504, email : thusithaw@lbfinance.lk, anytime between 10.00 a.m. and 4.00 p.m. on any working day.

By Order of the Board
L B FINANCE PLC

P W CORPORATE SECRETARIAL (PVT) LTD
Secretaries

30 June 2020

FORM OF REQUEST

FOR A PRINTED COPY OF THE ANNUAL REPORT OF
L B FINANCE PLC FOR THE FINANCIAL YEAR 2019/20

TO: L B Finance PLC
C/o P W Corporate Secretarial (Pvt) Ltd*
3/17, Kynsey Road
Colombo 8

I/We hereby request for a printed copy of the Annual Report of L B Finance PLC
for the financial year 2019/20.

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 P W Corporate Secretarial (Pvt) Ltd

Telephone : 011 4640360-3
Facsimile : 011 2696717, 011 4740588
Email : registrars@pwcs.lk and pwcs@pwcs.lk

L B FINANCE PLC – 47TH ANNUAL GENERAL MEETING

ADDITIONAL NOTES TO ENSURE THE SAFETY AND WELL-BEING OF ALL MEETING ATTENDEES

1. Health and Safety

The 47th Annual General Meeting of the Company will be held in compliance with the Health and Safety guidelines issued by the Ministry of Health and Indigenous Medical Services (Ministry of Health) and standards imposed at the venue to ensure the safety and well-being of all Meeting attendees. Please note that in compliance with such guidelines and standards:

- a. All attendees will have to undergo a temperature check and sign a declaration form including contact details, historical and current health status, recent overseas travel history and exposure.
- b. Persons who record temperatures in excess of norms prescribed by the Ministry of Health will not be permitted into the Meeting.
- c. Persons with respiratory infections of any type including a cough, cold, sore throat or exhibiting any other similar symptoms will not be permitted to enter into the Meeting.
- d. Physical contact such as shaking hands will not be permitted and attendees will not be permitted to linger or remain after the conclusion of the Meeting.
- e. Any person not adhering to health and safety guidelines and standards, including wearing a mask and maintaining the minimum social distance required, will be requested to leave the Meeting.
- f. Food and beverage will be offered in keeping with health and safety standards and regulations.
- g. Seating in the Main Auditorium will be on a first come first served basis, as social distancing measures will be implemented. Once the main hall capacity is reached as per the relevant Government guidelines, alternate seating arrangements will be made for Shareholders.

2. Attending the Meeting

Should a Shareholder wish to attend the Meeting in person or through a Proxy (who is not a Director of the Company), such Shareholder or their Proxy is requested to:

- a. Arrive early in order to register, carry out mandatory health checks, and fill in the required forms and avoid crowding;
- b. Wear a suitable face mask when attending the Meeting; and
- c. Co-operate with the health and safety measures implemented by the Company, details of which are outlined in section 1 - Health and Safety, at the Meeting as they are done in the best interests of all Meeting attendees.

3. Voting by Proxy

Given that the health and well-being of our Shareholders is important to us, Shareholders are encouraged to vote by Proxy through the appointment of a member of the Board of Directors to represent them and vote on their behalf. Shareholders are advised to complete the Form of Proxy and their voting preferences on the specified resolutions to be taken up at the Meeting and submit the same to the Company in accordance with the instructions given on the reverse of the Form of Proxy.

Shareholders and/or their Proxies are requested not to attend the Meeting if they are feeling unwell, exhibiting any signs or symptoms of COVID-19 or have been placed on quarantine or stay-at-home notices.

In the event the Company is required to take any further action in relation to the Meeting, in the best interests of the Meeting attendees due to the COVID-19 pandemic; and/or any communications, guidelines, directives or orders issued by the Government of Sri Lanka, Notice of such action shall be given by way of an announcement to the Colombo Stock Exchange and publication on the Company website – www.lbfinance.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty Seventh (47th) Annual General Meeting of L B Finance PLC will be held at the Corporate Office of the Company, No. 20, Dharmapala Mawatha, Colombo 3 on 30th July 2020 at 9.00 a.m. for the following purposes:

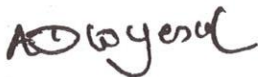
1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and the Financial Statements for the year ended 31st March 2020 and the Report of the Auditors thereon.
2. To re-elect Mr Moderage Ashane Joseph Waas Jayasekara as a Director in terms of Articles 85 and 86 of the Articles of Association of the Company.
3. To pass the ordinary resolution set out below to re-appoint Mr John Anthony Sunil Sumith Adhihetty who is 70 years of age, 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 is 70 years of age and that he be and is hereby re-appointed a Director of the Company."

4. To re-appoint the retiring Auditors Messrs Ernst & Young, Chartered Accountants, as the Company's Auditors and to authorize the Directors to determine their remuneration.
5. To authorize the Directors to determine donations for the year ending 31st March 2021 and up to the date of the next Annual General Meeting.

By Order of the Board
L B Finance PLC



P W Corporate Secretarial (Pvt) Ltd
Secretaries

30 June 2020

Notes:

1. A shareholder is entitled to appoint a Proxy to attend and vote at the meeting on his/her behalf.
2. A Proxy need not be a shareholder of the Company.
3. A Form of Proxy accompanies this Notice.
4. The completed Form of Proxy should be deposited at the Registered Office of the Company No. 275/75, Professor Stanley Wijesundera Mawatha, Colombo 7, by 9.00 a.m. on 28th July 2020.

FORM OF PROXY

I/We*
 (holder of NIC No.) of
 shareholder/s of L B FINANCE PLC hereby appoint
 (holder of NIC No.) of
 or failing him*

Mrs. Anandhiy Krisnajina Gunawardhana	or failing her *
Mr Dhammika Perera	or failing him*
Mr John Anthony Sunil Sumith Adhihetty	or failing him*
Mr. Nirosan 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*
Mr. Moderage Ashane Joseph Wass Jayasekara	or failing him*
Mrs Ashwini Natesan	or failing her*
Mr. Dharmadasa Rangalle	

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 Forty Seventh (47th) Annual General Meeting of the Company to be held on 30th July 2020 and at every poll which may be taken in consequence of the aforesaid meeting and at any adjournment thereof.

	For	Against
1. To re-elect Mr Moderage Ashane Joseph Waas Jayasekara as a Director in terms of Articles 85 and 86 of the Articles of Association of the Company.	☐	☐
2. To pass the ordinary resolution set out below to re-appoint Mr John Anthony Sunil Sumith Adhihetty who is 70 years of age, 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 is 70 years of age and that he be and is hereby re-appointed a Director of the Company."	☐	☐
3. To re-appoint the retiring Auditors Messrs Ernst & Young, Chartered Accountants as the Company's Auditors and authorise the Directors to determine their remuneration	☐	☐
4. To authorize the Directors to determine donations for the year ending 31st March 2021 up to the date of the next Annual General Meeting.	☐	☐

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

.....
 Signature of Shareholder/s

*Please delete what is inapplicable.

INSTRUCTIONS FOR COMPLETION

1. The full name, National Identity Card number and the registered address of the shareholder appointing the Proxy and the relevant details of the Proxy 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 9.00 a.m. on 28th July 2020.
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 scrutinizers 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 a 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."