

PEOPLE'S MERCHANT FINANCE PLC
PQ 200
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of People's Merchant Finance PLC (the "Company") will be held on 10th November 2021 at 9.30 am online via the virtual platform for the following purpose:

Rights Issue of Ordinary Voting Shares

To consider and if thought fit, pass the following resolution by way of an Ordinary Resolution, which shall become effective.

"THAT the Company do issue up to a further seventy eight million four hundred and forty five thousand five hundred (78,445,500) ordinary voting shares ranking *pari passu* in all respects with the existing ordinary voting shares of the Company ('Rights shares'), by way of a rights issue of shares to all of the holders of the ordinary voting shares of the Company ("Rights Issue") based on a ratio of six (06) new ordinary voting shares for every twenty five (25) ordinary voting shares held by the shareholders as at end of trading on 15 November 2021 (i.e the record date) at a consideration of Sri Lanka Rupees Six and Cents Fifty (Rs. 6.50) per share, to raise an amount of up to Rupees Five Hundred and Nine Million Eight Hundred and Ninety Five Thousand Seven Hundred and Fifty (Rs. 509,895,750), with a view to meeting the minimum capital requirements of the Company in compliance with the Directions issued by the Monetary Board of the Central Bank of Sri Lanka under the Finance Business Act No.42 of 2011.

THAT any fractions of ordinary voting shares arising from the computation of ordinary voting shares that each shareholder will be entitled to under the Rights Issue as per the above ratio of six (6) new ordinary voting shares for every twenty five (25) ordinary voting shares held based on the formula referred to in the Circular dated Date 13th October 2021, shall be aggregated into whole ordinary voting shares (with any fractions arising from such aggregation being disregarded) and be pooled together for allocation to shareholders who have applied for additional shares based on the basis of allocation referred to below.

THAT the Rights shares that are not subscribed as at the last date for acceptance and payment, the new Rights shares for which payment has not been duly and validly received by the Company and the whole Rights shares arising from the aggregation as aforesaid shall be deemed to be rights not accepted by the shareholders under the Rights Issue and will be pooled together for allocation to shareholders who have applied for additional shares.

All Rights shares that are not accepted by any of the shareholders as at the last date for acceptance and payment and Rights shares for which payment has not been duly and validly received by the Company as at the last date for acceptance and payment shall be allotted and issued to shareholders who have applied for additional Rights shares on a fair and reasonable basis determined of the Board of Directors.

By Order of the Board
PEOPLE'S MERCHANT FINANCE PLC

Company Secretary
13th October 2021

Note:

1. The meeting is to be held in line with the guidelines given by the Colombo Stock Exchange and the health authorities and as per the applicable laws.
2. The extraordinary general meeting (“EGM”) is scheduled to be held on 10th November 2021 at 9.30 am in line with the guidelines given by the Colombo Stock Exchange and the Companies Act No. 07 of 2007:
 - (i) The Chairman, certain members of the Board of Directors, the Chief Executive Officer, the Company Secretary, the Auditor of the Company, the representatives of the Managers to the Rights Issue, the Legal Counsel and all the shareholders will participate in the meeting via an online meeting platform. These measures have been adopted to observe social distancing regulations/requirements to mitigate the dangers of the spread of the virus;
 - (ii) The shareholders who wish to participate will be able to join the meeting through audio or audio and visual means via interface. In order for us to forward the access information necessary for participation at the meeting, please forward the duly completed registration form including your e-mail address and telephone number to No.361,361/1, R.A.De. Mel Mawatha, Colombo 03 or egm@pmb.lk not less than 48 hours before the time appointed for the holding of the meeting so that the login information could be forwarded
 - (iii) If the company is unable to post this Notice due to any situation beyond its control, then this Notice will be published in one issue of a daily newspaper in the Sinhala, Tamil and English languages. The Circular, Notice of Meeting together with the Form of Proxy will also be published on the website of the Colombo Stock Exchange (<https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=PMB.N0000>) and the website of company (<http://peoplesmerchant.lk/>)
 - (iv) Proxy forms should be duly completed as per the instructions given therein and sent via registered post to No.361, 361/1, R.A.De.Mel Mawatha, Colombo 3 or forwarded via e-mail to egm@pmb.lk not less than 48 hours before the time appointed for the holding of the meeting. The proxy so appointed shall participate at the meeting through audio or audiovisual means only.
 - (v) Shareholders who are unable to participate in the meeting via Zoom interface could send their queries, if any, to egm@pmb.lk 24 hours before the time appointed for the holding of the meeting and the responses to the same will be included in the minutes of the meeting.
 - (vi) Voting in respect of the resolutions sought to be passed will be registered by using the audio or audio and visual means on Zoom interface or a designated ancillary online application. All of such procedures will be explained to the shareholders prior to the commencement of the meeting.
 - (vii) All individuals participating at the EGM via Zoom interface are required to identify themselves at the time of voting. Further, individuals must also identify themselves when speaking at the EGM during the time allotted for comments by shareholders as directed by the Chairman.
 - (viii) Shareholders can use the “Q&A forum” to communicate any questions/concerns at the time allocated at the meeting.
 - (ix) For any questions, please contact Nadeeka Jayawickrema, Executive Secretary via egm@pmb.lk or 0117-666333

FORM OF PROXY

I/We.....

of.....

being a Shareholder / Shareholders of People's Merchant Finance PLC do hereby appoint

- | | |
|------------------------------------|----------------|
| 1. Mr. Chandula Abeywickrema | or failing him |
| 2. Mr. Channa Manoharan | or failing him |
| 3. Mr. K. Rangana Pubudu Madusanka | or failing him |
| 4. Mr. Travis Waas | or failing him |
| 5. Mr. Ranjith Kodituwakku | or failing him |

..... (holder of National Identity Card No.)
.....) of.....as my /our Proxy
to attend and vote at the Extraordinary General Meeting of the Company to be held online via a virtual platform, on
..... at p.m. and at any adjournment thereof.

Ordinary Resolution

For Against

1. to pass the ordinary resolution as set out in the notice
convening the meeting dated 10th November 2021

☐☐

Signed this day of 2021

.....
Signature/s

*Note: Instructions as to
completion are noted on the
reverse hereof*

INSTRUCTIONS AS TO COMPLETION

1. As provided for in Article 17(3) of the Articles of Association of the Company the instrument appointing the proxy should be in writing.
2. The full name and the address of the shareholder appointing the proxy should be legibly entered in the Form of Proxy and duly signed and dated.
3. The Proxy shall –
 - (a) in the case of an individual be signed by the shareholder or by his 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 body, either be under its Common Seal or signed by its attorney or by an officer on behalf of that company or corporate body in accordance with the Articles of Association or the Constitution of that company or corporate body.
 - (c) In the case of joint-holders, be signed by the joint holder whose name appears first in the Register of Members.
 - (d) The completed Form of Proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that Power of Attorney or other authority must be deposited at the Registered office of the Company, People's Merchant Finance PLC, No.361, 361/1, R.A.De.Mel Mawatha,Colombo3 or email to egm@pmb.lk not less than forty-eight (48) hours before the time appointed for the holding of the meeting.
 - (e) Every alteration or addition to the Proxy must be duly authenticated by the full signature of the shareholder signing the Proxy.

REGISTRATION FORM

EXTRAORDINARY GENERAL MEETING (EGM) OF PEOPLE'S MERCHANT FINANCE PLC TO BE HELD ON 10th November 2021 AT 9.30 AM ONLINE VIA A VIRTUAL PLATFORM

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder:

NIC No. / Passport No. /

Company Registration No. :

CDS Account No. :

Residential Address :

Telephone No/s :

Email :

Full Name of 1st Joint Holder :

NIC No./ Passport No. :

Full Name of 2nd Joint Holder :

NIC No. / Passport No. :

In the event Proxy holder is appointed by the Shareholder following details of hids/her's will also be required.

DETAILS OF PROXY HOLDER: (only if a proxy is appointed)

Full Name of the Proxy holder :

NIC No. / Passport No. of Proxy holder :

Telephone No/s :

Email :

Signatures/s

.....
Principal Shareholder

.....
1st Joint Shareholder

.....
2nd Joint Shareholder

Date :

Note:

1. Shareholders are requested to provide their email address in the space provided in order to forward the Virtual EGM link & necessary instructions if they wish to attend the EGM through the online platform.
2. In the case of a Company/Corporation, the Shareholder details form must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
3. In the case of a Power of Attorney, the Shareholder Details Form signed by the Power of Attorney must be deposited at the Registered Office of the Company for registration or forwarded to No.361, 361/1, R.A.De. Mel Mawatha, Colombo 3 or egm@pmb.lk 48 hours before the time appointed for the holding of the meeting.