

IMPORTANT: THIS DOCUMENT IS OF VALUE

PROVISIONAL ALLOTMENT LETTER NO.

SOFTLOGIC HOLDINGS PLC
Company Registration No. PV 1536 PB/ PQ

Incorporated in Sri Lanka under the Companies Act No. 17 of 1982 and reregistered under the Companies Act No.7 of 2007 (as amended)

PROVISIONAL LETTER OF ALLOTMENT

FOR THE USE OF CDS ACCOUNT HOLDERS

**ISSUE OF UP TO 298,135,802 NEW ORDINARY VOTING SHARES, ISSUED AT LKR 10.00
PER ORDINARY VOTING, SHARE BY WAY OF A RIGHTS ISSUE**

*IF YOU ARE IN DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR
STOCKBROKER OR OTHER PROFESSIONAL ADVISOR*

NAME AND ADDRESS OF PRINCIPAL SHAREHOLDER	ORDINARY VOTING SHARES HELD AS OF THE END OF TRADING ON 9 TH AUGUST 2024 (RECORD DATE/ENTITLEMENT)	NUMBER OF ORDINARY VOTING SHARES PROVISIONALLY ALLOTTED (01 FOR 04)	TOTAL AMOUNT PAYABLE ON PROVISIONAL ALLOTMENT @ LKR 10.00 PER ORDINARY VOTING SHARE

Name(s) of Joint Shareholder(s) (if any)

(1)	(2)
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Right's "Entitlement" of the shareholders whose ordinary voting shares are held in the CDS, will be directly uploaded to your CDS Account and if you wish to subscribe for your Rights Entitlement (partly or fully), you are required to send your remittance through your Stockbroker/ Custodian Bank

16th August, 2024

Dear Shareholder(s)

- (i) On 7th March 2024, Softlogic Holdings PLC made a market announcement on the aforesaid Right Issue. Subsequently, on 7th August 2024, the shareholders of the Company approved the said issuance.
- (ii) As a registered shareholder of Softlogic Holdings PLC, you have been provisionally allotted your due entitlement of One (01) new Ordinary Voting Share for every Four (04) Ordinary Voting Shares held by you as at the end of trading on 9th August 2024 (Entitlement/Record Date). The Entitlement has been deposited into your CDS account, through which your shares are held, and the amount specified above is payable upon acceptance. **Therefore, the Form of Acceptance (FORM A) and the Form of Renunciation to CDS (FORM B) will not be required to be completed by you.**

(iii) If you wish to trade on your Entitlement (fully/partially), you may do so up to the Last Date of Renunciation to CDS (i.e., 30th August 2024). Trading of the “Rights” shall commence on the fourth (4th) market day from and excluding the date the Provisional Letter of Allotment is dispatched/made available (i.e., 23rd August 2024), and such trading shall continue throughout the period of renunciation to the CDS. Please contact your stockbroker/Custodian Bank and provide the requisite instructions in this regard. If you wish to accept and subscribe for your rights (partly/fully) thereafter, **please submit the required remittance to your Stockbroker/Custodian Bank no later than 4.30 p.m. on 3rd September 2024.**

(iv) **ADDITIONAL ORDINARY VOTING SHARES** - If you wish to apply for additional Ordinary Voting Shares over and above the shares provisionally allotted to you, which may be possible due to some shareholders not taking up their Entitlement under the Rights Issue, please refer to the Notes and follow the instructions given in **FORM C - “APPLICATION FOR ADDITIONAL SHARES.”** Please note that your payment for additional shares along with FORM C must be sent to the **Registrars to the Issue, Corporate Solution Unit, Central Depository Systems (Pvt) Limited**, Ground Floor, M & M Centre, No 341/5, Kotte Road, Rajagiriya, or **contact on telephone No.0112356444.**

(v) **REMITTANCE** - If you wish to subscribe for your Entitlement (partly/fully), please submit the required remittance to your Stockbroker/Custodian Bank not later than 4.30 p.m. on 3rd September 2024 since your subscription for your Rights Entitlement can **ONLY** be made through your Stockbroker/Custodian Bank. Please note that if you hold shares through multiple Stockbrokers / Custodian Banks, the remittance for the shares fully/partially accepted will have to be made separately through the respective Stockbrokers / Custodian Banks.

Foreign Investors/ Non-resident shareholders may only invest through an Inward Investment Account (IIA), formerly known as a Securities Investment Account (SIA), maintained with any commercial bank operating in Sri Lanka. Ensure this is adhered to when forwarding the payment via your Stockbroker/Custodian Bank.

Non-resident shareholders are requested to enter their IIA number (from which the payment was made for the Rights Issue) in the space provided in FORM C—Application for Additional Shares. For speedy repatriation of proceeds arising from any corporate action, it is preferable that shareholders make the payment via the same IIA through which they remitted funds for their existing holding.

Please note that it is the responsibility of the foreign investors/non-resident Sri Lankans to comply with laws relevant to the jurisdiction of their residency and Sri Lanka.

(vi) Applications will not be accepted if the amount deposited and the details in the Application Forms cannot be reconciled.

(vii) **DIRECT DEPOSIT OF ALLOTTED SHARES TO CDS** — The shares allotted on this Issue would be directly uploaded to the shareholders’ CDS accounts on or before 20th September 2024. **SHARE CERTIFICATES WILL NOT BE ISSUED.**

(viii) **GENERAL** — If you wish to subscribe for your Entitlement (partly/fully), and the required remittance is not submitted to your Stockbroker/Custodian Bank by 4.30 p.m. the latest on 3rd September 2024, the Rights Shares to which you are entitled to will be deemed to have been declined and you will not be entitled to such shares thereafter.

(ix) All correspondence in this regard should be sent in an envelope, marked on the top left-hand corner of the envelope, **‘SOFTLOGIC HOLDINGS PLC - RIGHTS ISSUE’** addressed & sent to the **Corporate**

Solution Unit, Central Depository Systems (Pvt)Limited, Registrars to the Issue, Ground Floor, M & M Centre, No 341/5, Kotte Road, Rajagiriya (telephone No.0112356444).

KEY DATES	
Ex Rights (XR) Date	8 TH August 2024
Record Date/ Date of Provisional Allotment	9 th August 2024
The Date for Direct Deposit of Rights into Shareholders’ CDS Accounts	14 th August 2024
Trade Commencement Date of Rights	23 rd August 2024
Last Date of Renunciation to CDS	30 th August 2024
Last Date of Acceptance and Payment for Rights (only for Ledger Shareholders and Shareholders Applying for Additional Shares)	4 th September 2024

**Yours faithfully,
By Order of the Board of
SOFTLOGIC HOLDINGS PLC**

**[Sgd.]
Softlogic Corporate Services (Pvt) Ltd
Secretaries**

SOFTLOGIC HOLDINGS PLC
Company Registration No. PV 1536 PB/ PQ

FORM C: APPLICATION FOR ADDITIONAL SHARES

**ISSUE OF UP TO 298,135,802 NEW ORDINARY VOTING SHARES, ISSUED AT LKR 10.00
PER ORDINARY VOTING, SHARE PAYABLE ON OR BEFORE 4TH SEPTEMBER 2024**

**FOR USE ONLY BY THE HOLDERS OF SHARES WHO ARE ON THE REGISTER OF MEMBERS
AS OF THE END OF TRADING ON 9TH AUGUST 2024**

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The Board of Directors,
SOFTLOGIC HOLDINGS PLC
C/O Registrars to the Issue
Corporate Solutions Unit
Central Depository Systems (Pvt) Limited
Ground Floor, M & M Centre
No. 341/5, Kotte Road
Rajagiriya

Dear Sir/Madam,

NAME OF SHAREHOLDER :

NAME(S) OF JOINT HOLDER(S) :

FOLIO REFERENCE/CDS CLIENT ID :

I/We, the abovenamed shareholder(s), hereby apply for the undernoted additional Ordinary Voting Shares along with the required remittance and request you to allot me/us that number of Ordinary Voting Shares, and I/we agree to accept same or any lesser number of Ordinary Voting Shares in respect of which this application may be accepted by you and authorize you to;

*(Tick as applicable. Please do not tick (ii) unless you require to **LOCK** the securities balance from trading)*

- ☐ i. Please directly deposit the number of shares into my/our **TRADABLE** securities account at Central Depository Systems (Private) Limited. My/Our CDS A/C number is given below.

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OR

- ☐ ii. Please directly deposit the number of shares allotted to my/our **LOCKED** securities account at the Central Depository Systems (Private) Limited. I/We understand that the shares in the locked balance will not be available for trading purposes and will not be visible to the respective CDS participants. My/Our CDS account number is given below.

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Number of Additional Ordinary Voting Shares Applied For	Amount @ LKR 10.00 per Ordinary Voting Share	Name of Bank/ Branch	Cheque/Bank Draft No. / Bank Guarantee No. /SLIPS/ RTGS Transfer Reference	Date of SLIPS/RTGS Transfer

Any monies returnable to me/us should be made as indicated below:(Tick as applicable)

- ☐ By a cheque posted at my/our risk to the first address given below
- ☐ By a fund transfer through the Sri Lanka Inter Bank Payment System (SLIPS) to my/our bank account number given below

BANK CODE	BRANCH CODE	ACCOUNT NO.

Please note that if the fund transfer through SLIPS is rejected by the bank for any reason, a cheque will be posted at the risk of the shareholder to the first address given below.

I/We, further confirm as follows:

Full Name(s) of Shareholder(s) - Underline Surname(s)	NIC/Passport/Company Reg. No. (Passport No. is acceptable only if the NIC No. is not available)	Nationality	Occupation
(1) Mr./Mrs./Miss.			
(2) Mr./Mrs./Miss.			
(3) Mr./Mrs./Miss.			
Address:			

Telephone No:

I/We, hereby declare that I am/we are:

- ☐ not resident outside Sri Lanka and not a company or corporation incorporated outside Sri Lanka, and I am/we are not acquiring the shares as nominee of a person resident or company/corporation incorporated outside Sri Lanka.
- ☐ individual(s) resident outside Sri Lanka or a company/corporation incorporated outside Sri Lanka and the remittance is made via my/our IIA, confirmation of which is annexed.

To be filled By Non-Resident Shareholders Only.

I/We, being a Non-Resident Shareholder/s give below my/our IIA No. through which payment/s for the Rights Shares is made.

IIA No.	Name of Bank/Branch		Bank and Branch Code
Signature(s)	(1)	(2)	(3)

NOTES AND INSTRUCTIONS

1. If you wish to request **Additional Ordinary Voting Shares over the Ordinary Voting Shares provisionally allotted to you**, the allocation may be possible due to some shareholders not taking up their shares under the Rights Issue. Please complete **FORM C: "APPLICATION FOR ADDITIONAL SHARES."** You may forward the completed FORM C along with the applicable remittance/remittance confirmation in the manner given below;

If you wish to make payment for Additional Ordinary Voting Shares via cheque/bank draft, kindly forward the duly completed physical Application for Additional Shares (FORM C) together with a **separate Cheque/Bank Draft (original, not a scanned copy) for the exact amount payable for the number of shares applied** to reach Registrars to the Issue at Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya, either via post, courier or by hand to be received not later than 4.30 p.m. on **4th September 2024**.

The remittance for additional Ordinary Voting Shares should be made by Cheque/Bank Draft drawn upon any commercial bank in Sri Lanka, payable to "SOFTLOGIC HOLDINGS PLC—RIGHTS ISSUE ACCOUNT" and crossed "Account Payee Only."

If you wish to make payment for your additional Ordinary Voting Shares via SLIPS/RTGS

Kindly forward your duly completed Application for Additional Shares (FORM C) together with a clear copy of your SLIPS/RTGS bank confirmation to Registrars to the Issue at Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya, either via post, courier or by hand to be received not later than 4.30 p.m. on **4th September 2024**.

Alternatively, you may email a scanned copy of your duly completed Application for Additional Shares (**FORM C**) together with a clear scanned copy of your SLIPS/RTGS bank confirmation to [shlrights@cse.lk] to be received not later than 4.30 p.m. on **4th September 2024**. (being the Last Date of Acceptance and Payment for Rights). Kindly ensure that the payment has been made and payment details have been duly entered into the form prior to emailing it. Applications will not be acceptable in the event the amount transferred via SLIPS/RTGS and the details in the Application Forms cannot be reconciled.

If you wish to make the remittance with respect to shares subscribed under FORM C via SLIPS/RTGS, please make the payment to the Rights Issue Account given below. **Cash / Cash deposits will not be accepted.**

Account Name	-	SOFTLOGIC HOLDINGS PLC – RIGHTS ISSUE ACCOUNT
Account No.	-	039010239609
Bank and Bank Code	-	Hatton National Bank PLC (Bank Code - 7083)
Branch and Branch Code	-	Bambalapitiya (Branch Code - 039)

Please ensure to fill in your National Identity Card number/CDS number on the beneficiary reference column when making the SLIPS/RTGS payment for easy identification.

We urge all shareholders who wish to apply for additional shares via FORM C below the value of LKR 100,000/- to make the requisite payment for such shares by drawing a cheque or bank draft as detailed above to minimize difficulties that may arise in reconciling payments with applications.

2. **Non-resident shareholders** may only invest through an Inward Investment Account (IIA), formerly known as a Securities Investment Account (SIA), maintained with any commercial bank operating in Sri Lanka. Such applications must be accompanied by a letter from the respective commercial bank confirming the same.

Non-resident Shareholders are requested to enter their IIA Number in FORM C in the spaces provided. For speedy repatriation of proceeds arising from any corporate action, it is preferable that shareholders make the payment via the same IIA through which they remitted funds for their existing holding.

Please note that it is the responsibility of foreign investors/Non-resident Sri Lankans to comply with laws relevant to the jurisdiction of their residency and Sri Lanka. Application Forms accompanying remittances that are not in accordance with the instructions will be rejected.

In case of remittance from an IIA for applications for Additional Ordinary Voting Shares, it is permissible for a holder of an IIA to send a Bank Guarantee with the **FORM C: "APPLICATION FOR ADDITIONAL SHARES"** instead of the actual payment of the shares. Once the number of shares to be allotted is determined by SOFTLOGIC HOLDINGS PLC, the Registrars to the Issue shall claim the relevant amount/s due on the application from the bank. This procedure is adopted to avoid foreign exchange losses on conversion.

The bank guarantee should be valid up to 20th September, 2024.

3. Please ensure that you enter your CDS account number in the space provided in **FORM C: "APPLICATION FOR ADDITIONAL SHARES."** The shares allotted to you will be directly deposited in your securities account in the CDS within 10 market days from the Last Date of Acceptance and Payment for Rights, as **SHARE CERTIFICATES WILL NOT BE ISSUED** in line with the Directive issued by the Securities and Exchange Commission of Sri Lanka.
4. Any refunds in respect of rejected/partly rejected applications for Ordinary Voting Shares will be dispatched as expeditiously as possible and, in any event, within 10 market days from the Last Date of Acceptance and Payment for Rights. In the event a refund is not made within this period, the applicant shall be entitled to interest calculated on the last quoted Average Weighted Prime Lending Rate (AWPLR) published by the Central Bank of Sri Lanka +5%. If the applicant(s) has/have indicated details of his/her/their bank account in the application, Softlogic Holdings PLC will make refund payments to the bank account specified by the applicant via Sri Lanka Interbank Payment System (SLIPS) and payment advice shall be issued accordingly.

Refunds on payments made through IIA would be made to IIA only. Please enter the IIA number accurately in the space provided in FORM C.

Please note that, if the fund transfer through SLIPS is rejected by the bank due to any reason, such refund payments would be made via a crossed cheque in favour of the applicant(s) and sent by ordinary post at his/her/their risk to the first address given above.

However, if the applicant(s) has/have not provided details of his/her/their bank account in the application, the refund payment will be made by a crossed cheque in favour of the applicant(s) and sent by ordinary post at his/her/their risk to the first address given above.

5. Where an application is signed under a Power of Attorney (POA), the original must be first registered with the Company Secretaries, and a copy of the same certified by Notary Public/ Commissioner of Oaths must be lodged with the Registrars to the Issue (via post/courier/by hand) along with the application.
6. In the case of Companies or incorporated Bodies, the common seal (if available) shall be placed and duly attested as per the Articles of Association/Statute. In the absence of a common seal, two directors or a director and the Company Secretaries shall sign this application as provided for in the Articles of Association/Statute.
7. In the event of an over-subscription, the Directors reserve the absolute right to accept or reject any application in whole or in part.
8. **Application Forms accompanying remittances, which are not in accordance with these instructions, will be rejected.**
9. The application for additional shares should be directly made to the Company through the Registrars to the Issue, Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya. The CDS will not accept/handle any applications for additional Rights Shares.
10. Cheques in respect of applications for Additional Ordinary Voting Shares received by the Registrars to the issue physically will be banked only after the Last Date of Acceptance and Payment for Rights.