

## 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

#### 49TH 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 year ended 31st March 2022 and convenes the 49th Annual General Meeting (AGM) of the Company to be held on Thursday, 30th June 2022 at 8.30 a.m.

Taking into consideration the current situation prevailing in the country, possible challenges which may arise with regard to travel and in the interest of protecting the health and safety of shareholders, Directors and other attendees, the Board has decided to hold the 49th AGM of the Company as a Hybrid Meeting (hybrid of physical and electronic means) in line with the guidelines issued by the Colombo Stock Exchange (CSE) for the conducting of Hybrid AGMs and on the assumption that no curfew will be in force on the date of the AGM and that there would be no restrictions imposed by the authorities on travel and/or conducting of meetings.

#### 1. NOTICE OF ANNUAL GENERAL MEETING AND FORM OF PROXY

The **NOTICE OF AGM** and the **FORM OF PROXY** are attached to this Circular as **Annex A and B** respectively.

This Circular together with the attachments thereto can be accessed on the Company's Website and the CSE Website as set out in 2 below.

#### 2. ANNUAL REPORT FOR THE FINANCIAL YEAR 2021/22

In view of the situation prevailing in the country and due to the limited availability of paper and related materials in the market, the distribution of the Annual Report 2021/22 in CD form was not feasible, and therefore the Annual Report 2021/22 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](http://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 2021/22.



Printed copies of the Annual Report will be made available to shareholders on request.

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 at **Annex C]**.

You may forward this request via email to <[lfin.pwcs@gmail.com](mailto:lfin.pwcs@gmail.com)>

Should you require assistance relating to your request for a printed copy of the Annual Report, you may contact Mr. Thusitha Wickrama, Manager – Integrated Reporting and Sustainability of the Company on telephone 011 2155504, email : [thusithaw@lbfinance.lk](mailto:thusithaw@lbfinance.lk), anytime between 10.00 a.m. and 4.00 p.m. on any working day.

#### 3. METHOD OF HOLDING THE AGM

The AGM will be held by way of a hybrid of physical and electronic means.

Accordingly, the Chairman, some members of the Board, a representative each of the Auditors and Company Secretaries will assemble at the physical location of the AGM at the Auditorium, No.20, Dharmapala Mawatha, Colombo 3. Subject to the guidelines and directions prevailing on the date of the AGM, physical participation of a limited number of Shareholders / Proxy holders is to be accommodated at the AGM with due regard for all health protocols. The number of participants at the physical location has been limited as aforesaid to maintain "social distancing" requirements in order to mitigate the risk factor associated with the spread of the COVID-19 virus.

All others, including Shareholders / Proxy holders (except those whose physical participation has been accommodated based on the then prevailing guidelines issued by the Government) and certain key company officials, will participate via electronic means hosted on the ZOOM platform.

#### 4. HEALTH SCREENING MEASURES

Health screening measures will be carried out and maximum safety precautions will be taken at the aforesaid venue and the Company will not be responsible for any negligence on the part of the Shareholders / Proxy holders.

All the Shareholders or Proxy holders who participate physically are required to wear a suitable face mask.

All attendees will have to undergo a temperature check and other appropriate measures as decided by the Company. Persons who record temperatures in excess of norms prescribed by the Ministry of Health will not be permitted into the Meeting.

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.

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.

#### 5. REGISTRATION FOR THE AGM

Those Shareholders who wish to participate physically OR via audio or audio and visual means either by themselves or through proxy, should notify the Company of such intention by completing the **REGISTRATION FORM** at **Annex D**. The selection of the Shareholders eligible to participate physically will be made on a "first come first served" basis and who become eligible to participate physically on the said basis, will be notified thereof by email. All other Shareholders / Proxy holders will be allowed the opportunity of participating via an online meeting platform.

Those shareholders who wish to appoint a Proxy, should complete the relevant details in the Registration form and also complete the Form of Proxy (Annex B)

The duly completed REGISTRATION FORM (Annex D) should be deposited with the Secretaries, P W Corporate Secretarial (Pvt) Ltd, No.3/17, Kynsey Road, Colombo 8, Sri Lanka or forwarded by email to lfin.pwcs@gmail.com not less than forty eight (48) hours prior to the time appointed for holding the AGM.

#### 6. APPOINTMENT OF PROXYHOLDERS

Due to the prevailing health and safety guidelines issued by the Government of Sri Lanka, the Shareholders are encouraged to vote by Proxy by appointing a member of the Board of Directors to vote on their behalf and to include their voting preferences on the resolutions to be taken up at the AGM in the Form of Proxy.

Those Shareholders who wish to submit their Form of Proxy should duly complete the same as per the instructions given therein. The duly completed Form of Proxy should be deposited at the Registered Office of the Company, No. 275/75, Prof. Stanley Wijesundera Mawatha, Colombo 07, Sri Lanka or forwarded by email to lfin.pwcs@gmail.com in order to enable the Company to receive the same not less than forty eight (48) hours prior to the time appointed for holding the AGM.

#### 7. LOGIN INFORMATION FOR PARTICIPATION VIA ELECTRONIC MEANS

The login information will be made available only for the use by individual Shareholders, Proxy holders and authorized representatives in case of Institutional Shareholders and, the Company will not be responsible or liable for any misuse. Where the Proxy holders are concerned, please note that the login information will only be shared with those in whose favour a valid proxy has been submitted by the Shareholder.

**8. QUERIES OF SHAREHOLDERS**

Shareholders can send in their queries, if any, to [lfin.pwcs@gmail.com](mailto:lfin.pwcs@gmail.com) forty eight (48) hours prior to the commencement of the meeting.

**9. VOTING**

Shareholders who participate via audio or audio and visual means, will be required to register themselves for voting by using an online platform or a designated ancillary online application. Such voting shall be one vote per Shareholder in respect of each item to be voted on, similar to a show of hands unless a poll is demanded as per the Articles of Association.

**10. FURTHER COMMUNICATIONS**

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 situation then prevailing in the country and/or in line with 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 CSE and publication on the Company website – [www.lbfinance.com](http://www.lbfinance.com)

By Order of the Board  
L B FINANCE PLC



P W CORPORATE SECRETARIAL (PVT) LTD  
Secretaries

7th June 2022

# NOTICE OF ANNUAL GENERAL MEETING

# ANNEX "A"

NOTICE IS HEREBY GIVEN that the Forty Ninth (49th) Annual General Meeting of L B Finance PLC will be held as a Hybrid Meeting (hybrid of physical and electronic means) centred at the Auditorium of the Corporate Office of the Company, No. 20, Dharmapala Mawatha, Colombo 3 on Thursday, 30th June 2022 at 8.30 a.m to conduct the following businesses:

1. To receive the Annual Report of the Board of Directors on the affairs of the Company and its subsidiaries and the Financial Statements for the year ended 31st March 2022 and the Report of the Auditors thereon.
2. To declare a final dividend as recommended by the Directors.
3. To re-elect Mrs Yogadinusha Bhaskaran as a Director in terms of Articles 85 and 86 of the Articles of Association of the Company.
4. To re-elect Mr G A R D Prasanna as a Director in terms of Article 92 of the Articles of Association of the Company
5. To re-elect Ms. Yanika Amarasekera as a Director in terms of Article 92 of the Articles of Association of the Company
6. To pass the ordinary resolution set out below to re-appoint Mr John Anthony Sunil Sumith Adhihetty who attained the age of 71 years on 4th July 2021, as a Director of the Company;
7. 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.
8. To authorize the Directors to determine donations for the year ending 31st March 2023 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  
7th June 2022

Notes:

1. A shareholder is entitled to appoint a Proxy to attend and vote at the meeting on his/her behalf, in accordance with the instructions in that regard as contained in the Circular to Shareholders, dated 7th June 2022.
2. A Proxy need not be a shareholder of the Company.
3. A Form of Proxy accompanies this Notice.
4. For more information on how to participate in the above Hybrid Meeting, please refer to the Circular to Shareholders dated 7th June 2022.

"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 71 years on 4th July 2021 and that he be and is hereby re-appointed a Director of the Company."

# FORM OF PROXY

# ANNEX "B"

I/We\* .....

(holder of NIC No. ....) of ..... shareholder/s of L B FINANCE

PLC hereby appoint .....

(holder of NIC No. ....) of .....

or failing him\*

Mr. Godewatta Arachchige Rasika Dimuth Prasanna or failing him \*

Mr Dhammika Perera or failing him\*

Mr. Moderage Ashane Joseph Wass Jayasekara or failing him\*

Mr. John Anthony Sunil Sumith Adhihetty or failing him\*

Mr. Niroshan Udage or failing him\*

Mr. Bijanwilage 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\*

Ms Yanika Amarasekera

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 Ninth (49th) Annual General Meeting of the Company to be held on 30th June 2022 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 Mrs Yogadinusha Bhaskaran as a Director in terms of Articles 85 and 86 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr G A R D Prasanna as a Director in terms of Article 92 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Ms. Yanika Amarasekera as a Director in terms of Article 92 of the Articles of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>
4. To pass the ordinary resolution set out below to re-appoint Mr John Anthony Sunil Sumith Adhihetty as a Director of the Company;	<input type="checkbox"/>	<input type="checkbox"/>
"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 71 years on 4th July 2021 and that he be and is hereby re-appointed a Director of the Company."	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint the retiring Auditors Messrs Ernst & Young, Chartered Accountants as the Company's Auditors and authorise the Directors to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorize the Directors to determine donations for the year ending 31st March 2023 up to the date of the next Annual General Meeting.		

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

.....  
Signature of Shareholder/s

\*Please delete what is inapplicable.

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## **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 8.30 a.m. on 28th June 2022 (Shareholders' attention is drawn to the circular to shareholders dated 7th June 2022 regarding registration for the meeting.)
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 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

# ANNEX "C"

FOR A PRINTED COPY OF THE ANNUAL REPORT OF L B FINANCE PLC FOR THE FINANCIAL YEAR 2021/22

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 2021/22.

## 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, 076 8273001  
Facsimile : 011 2696717, 011 4740588  
Email : lfin.pwcs@gmail.com

# REGISTRATION FORM

ANNEX "D"

**ANNUAL GENERAL MEETING (AGM) OF L B FINANCE PLC TO BE HELD AS A HYBRID MEETING ON 30TH JUNE 2022 AT 8.30 A.M.**

## 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 01st Joint Holder : .....

NIC No/ Passport No. : .....

Full Name of 02nd Joint holder : .....

NIC No/ Passport No. : .....

In the event a Proxy holder is appointed by the Shareholder, the following details of such Proxy holder will also be required.

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

Full name of Proxy holder : .....

NIC No./Passport No. of Proxy holder: .....

Telephone No/s. : .....

Email : .....

## PARTICIPATION AT THE AGM – Please tick the relevant cage below

	Physically	Online
I/My Proxy holder am/is willing to participate at the AGM	<input type="checkbox"/>	<input type="checkbox"/>

Signatures : .....

Principal Shareholder

01st Joint holder

02nd Joint Holder

Date : .....

## Note

In the case of a Company/Corporation, this Registration Form must be signed in the manner prescribed by its Articles of Association and in the case of Registration Forms signed by an Attorney, the Power of Attorney, must be deposited with the Secretaries, P W Corporate Secretarial (Pvt) Ltd, No. 3/17, Kynsey Rd, Colombo 8.

Contact details of Secretaries,

P W Corporate Secretarial (Pvt) Ltd:

Tel : 011-4640360-3, 076 8273001

Email : lfin.pwcs@gmail.com