

COMMERCIAL LEASING & FINANCE PLC

Registration Number: PQ 131 /PB/PQ

Registered Office: No. 68, Bauddhaloka Mawatha, Colombo 04.

CIRCULAR TO SHAREHOLDERS

Dear Shareholder,

TWENTY EIGHTH ANNUAL GENERAL MEETING OF COMMERCIAL LEASING & FINANCE PLC FOR THE YEAR ENDED 2019/2020

We wish to inform you that the Board of Directors has decided to hold the Annual General Meeting (AGM) for the year 2020 using an on-line platform in the interest of protecting public health and complying with the health and safety guidelines issued by the authorities in view of the COVID-19 pandemic.

Accordingly, the 28th AGM of the Company is scheduled to be held on Monday, 30th November 2020 at 10.00 a.m. as an on-line meeting through audio-visual means conducted from LOLC Holdings PLC, No. 100/1, Sri Jayawardenapura Mawatha, Rajagiriya in the manner prescribed below:

A. GENERAL INFORMATION:

1. The AGM will be held in accordance with the guidelines issued by the CSE for hosting of a virtual AGM.
2. The Board of Directors and key officials who are essential for the administration of the formalities of the meeting will be present in person at the venue of the meeting and all shareholders will participate through audio and audio-visual means as a measure to maintain "social distancing" requirements to mitigate the dangers of spreading the virus.
3. Only registered shareholders and registered proxy holders will be permitted to log in and participate in the AGM on-line.
4. The Annual Report of the Company for the year ended 2019/2020 will be available for perusal on:

(1) Corporate Website – <https://clc.lk/investor-relations/>

(2) The Colombo Stock Exchange - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=CLC.N0000>

Members may also access the Annual Report and Financial Statements on their electronic devices by scanning the following QR code:



If you wish to obtain a printed copy of the Annual Report for the year ended 2019/2020, please complete and forward the attached Form of Request in Annexure I by facsimile on + 94 112865602 or email to corporateservices@lolc.com or by post to 'LOLC Corporate Services (Pvt) Ltd' at No. 100/1, Sri Jayawardenapura Mawatha, Rajagiriya. A printed copy of the Annual Report will be forwarded by the Company within eight (8) market days from the date of receipt of the request. The Company will dispatch the aforementioned documents by ordinary post to the shareholders.

CIRCULAR TO SHAREHOLDERS

B. SHAREHOLDER PARTICIPATION:

1. The shareholders are encouraged to appoint a member of the Board of Directors as his/her proxy to represent them at the AGM.
2. The shareholders may also appoint any other person other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting through audio or audio visual means only.
3. The shareholders who wish to participate at the AGM will be able to join the meeting through audio or audio visual means. To facilitate this process, the shareholders are required to furnish their details by perfecting Annexure II to the Circular to the Shareholders and forward same to corporateservices@lolc.com (with the email subject titled "CLC AGM 2020" **not less than 48 hours** before the date of the meeting so that the meeting login information could be forwarded to the email addresses so provided.
4. Shareholders are entitled to appoint a proxy holder or a representative (in the case of corporates) to participate (on-line) on his/her/its behalf. A proxy holder need not be a shareholder of the Company. A Form of Proxy is enclosed with the Notice of Meeting for this purpose and the completed Form of Proxy must be addressed to 'LOLC Corporate Services (Pvt) Ltd' and posted to the registered office of the Secretaries at No. 100/1, Sri Jayawardenapura Mawatha, Rajagiriya; or scanned and emailed to the email address, corporateservices@lolc.com or sent by facsimile on + 94 112865602 (with the email subject titled "CLC AGM PROXY") not later than 48 hours before the time appointed for the holding of the AGM.
5. Duly completed proxies which are submitted by shareholders **up to 10:00 a.m. on 28th November 2020** will be considered valid.
6. Shareholders may send in their questions/comments on the matters listed in the Notice of AGM by email to: corporateservices@lolc.com or by facsimile on + 94 112865602 or by post to the Secretaries, LOLC Corporate Services (Pvt) Ltd, No. 100/1, Sri Jayawardenapura Mawatha, Rajagiriya, **not less than 05 days** before the date of the meeting. This is in order to enable the Company Secretaries to compile the queries and forward same for the attention of the Board of Directors so that they could be addressed at the meeting.
7. At the AGM, the Chairman of the meeting will deal with those questions/comments which are relevant to the agenda items in the Notice of AGM.
8. Shareholders could vote their preference on the agenda items/resolutions and relevant procedures will be explained at the meeting.

For any further queries in this regard, please contact Mr. Rukshan Hettiarachchi attached to the Company Secretariat on:

Telephone: +94 11 5880356

Email: thushindah@lolc.com

The Board wishes to thank the shareholders of the Company for their unwavering cooperation.

Yours faithfully

COMMERCIAL LEASING & FINANCE PLC



LOLC Corporate Services (Pvt) Ltd
Secretaries

04th November 2020

ANNEXURE I

To : LOLC Corporate Services (Pvt) Ltd
Secretaries for Commercial Leasing &
Finance PLC
No. 100/1,
Sri Jayawardenapura Mawatha,
Rajagiriya

REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT 2019/2020

I/We
..... being a shareholder/s of the Company wish to receive a printed copy of the
Annual Report 2019/2020. My/Our details are as follows;

Full Name of the Shareholder/s :

Shareholders NIC/PP/Company
Registration No. :

Folio No :

Address :

Contact Tel No :

.....
Signature Date

Notes:

1. Please complete the Form of Request by filling in legibly the required information in BLOCK LETTERS and signing in the space provided and filling in the date of signature.
2. Please forward the completed Form by facsimile on + 94 112865602 or email to corporateservices@lolc.com or by post/delivery to LOLC Corporate Services (Pvt) Ltd, No. 100/1, Sri Jayawardenapura Mawatha, Rajagiriya.

FORM OF PROXY

I / Weholder of NIC/ Reg. No

..... of

being a member/members of the above named Company hereby appoint

..... of whom failing

Mr. Priyantha Damian Joseph Fernando	of Colombo or failing him
Mr. Luxhman Jayaratne	of Colombo or failing him
Mr. Ulluviss Hewage Ebert Silva	of Colombo or failing him
Mr. Thamotheerampillai Sanakan	of Colombo or failing him
Mr. Don Manuwelge Don Krishan Thilakarathne	of Colombo

as my/our proxy to represent me/us and vote on my/our behalf at the Annual General Meeting of the Company to be held as an on-line meeting on Monday, 30th November 2020 at 10.00 a.m. and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid Meeting.

	For	Against
1) To re-elect as Director Mr. L. Jayaratne, who retires by rotation in terms of Article 75 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
2) To re-elect as Director Mr T Sanakan, who retires by rotation in terms of Article 75 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
3) To re-appoint M/s KPMG Chartered Accountants as auditors for the ensuing financial year at a remuneration to be fixed by the Directors.	<input type="checkbox"/>	<input type="checkbox"/>
4) To approve in terms of Companies (Donations) Act No. 26 of 1951 the making of donations by the Directors as determined by them for the current Financial Year and until the next Annual General Meeting of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

dated this day of, Two Thousand Twenty.

.....

Signature of Shareholder

(Please delete inappropriate words and refer overleaf for instructions)

INSTRUCTIONS AS TO COMPLETION

- 1 Please return the completed Form of Proxy after filling in legibly your full name and address, signing on the space provided and filling in the date of signature.
- 2 The Proxy shall
 - a) in the case of an individual, be under the hand of the shareholder or his or 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) if the shareholder is a company or a corporation, be either under its common seal or under the hand of an officer or attorney authorized by such organization in that behalf in accordance with its Articles of Association or Constitution.
- 3 Please indicate with an 'X' how the proxy should vote on each Resolution. If no indication is given, the proxy shall exercise his/her discretion and vote as he/she thinks fit.
- 4 The completed Form of Proxy should be deposited at No. 100/1, Sri Jayawardenapura Mawatha, Rajagiriya or scanned and emailed to corporateservices@lolc.com with the email subject titled "CLC AGM PROXY" not less than 48 hours before the time appointed for the holding of the Meeting.