

Circular to Shareholders

SINGER FINANCE (LANKA) PLC

Company No. PB 813 PQ

No. 498, R.A. De Mel Mawatha, Colombo 03, Sri Lanka

CIRCULAR TO SHAREHOLDERS

15TH ANNUAL GENERAL MEETING OF THE COMPANY

Dear Shareholder/s,

The Board of Directors of Singer Finance (Lanka) PLC has decided to hold the Fifteenth Annual General Meeting (AGM) as a virtual meeting via an online meeting platform in line with the guidelines issued by the Colombo Stock Exchange (CSE) and in the interest of protecting public health.

The Board of Directors, Key Management Personnel, and other officials who are necessary for the holding of the meeting will assemble together at No. 400, Deans Road, Colombo 10, and shareholders and proxy holders are requested to join the meeting only via the online meeting platform.

Participation via the Online Meeting Platform

Shareholders and Proxy holders who wish to participate via the online meeting platform must complete the attached **REGISTRATION FORM** (Annexure 2) and email it to sinfinagm@secretarial.hayleys.com or handover to Hayleys Group Services (Private) Limited at No. 400, Deans Road, Colombo 10, Sri Lanka on or before 24th June 2022 in order to email the login information. The login information is authorized only for the use by individual Shareholders, Proxy holders and authorized representatives of Institutional Shareholders. In the case of proxies, the login information will only be shared with the proxy holder only if the proxy form has been validly completed and deposited.

Shareholders may send their queries, if any, to sinfinagm@secretarial.hayleys.com twenty four hours (24) prior to the commencement of the meeting.

Voting

Voting in respect of the resolutions sought to be passed will be registered by using an online platform or a designated ancillary online application. This method of voting will count one vote per shareholder similar to a show of hands.

Appointment of Proxy Holders

Shareholders are encouraged appoint a director as their proxy to represent them at the meeting and may include their voting preferences on the resolutions to be taken up at the meeting in the Form of Proxy. The Form of Proxy is attached hereto and will also be made available on the below mentioned websites.

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 with the Secretaries, Hayleys Group Services (Private) Limited, No. 400, Deans Road, Colombo 10, Sri Lanka or forwarded by email to sinfinagm@secretarial.hayleys.com in order to enable the Company to receive the same on or before 27th June 2022.

Copies of the Annual Report 2021/2022

The Annual Report and the Financial Statements of the Company are available on the following websites and the relevant links are given below enabling all the Shareholders to access such Annual Report and Financial Statements.

1. Corporate Website - www.singerfinance.com/annual-reports
2. Colombo Stock Exchange
www.cse.lk/pages/company-profile/company-profile.component.html?symbol=SFIN.N0000

Should Members wish to obtain a printed copy of the Annual Report, they may send a written request to the Company Secretaries by filling the request form attached herein. A copy of the Annual Report will be forwarded by the Company within eight (8) market days from the date of receipt of the request.

Below mentioned documents are enclosed herewith

1. Notice of Meeting
2. Form of Proxy (Annexure 1)
3. Registration Form for the AGM (Annexure 2)
4. Registration Process and Guideline to participate at the AGM via Online Meeting Platform (Annexure 3)
5. Request Form for the printed copy of the Annual Report (Annexure 4)

For any queries please contact Mr. Vajira Perera of Hayleys Group Services (Private) Limited on 011 2627652 during office hours.

By order of the Board,

SINGER FINANCE (LANKA) PLC
HAYLEYS GROUP SERVICES (PRIVATE) LIMITED
Company Secretaries

1st June 2022

Notice of Annual General Meeting

SINGER FINANCE (LANKA) PLC

[Company Registration No. PB 813 PQ]

NOTICE IS HEREBY GIVEN THAT THE FIFTEENTH ANNUAL GENERAL MEETING OF SINGER FINANCE (LANKA) PLC will be held on Wednesday, 29th June 2022 at 10.00 a.m. via an online meeting platform for the following purposes:

AGENDA

1. To receive, consider and adopt the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March 2022 with the Report of the Auditors thereon.
2. To re-elect as a Director Mr. Mahesh Wijewardene who retires by rotation at the Annual General Meeting in terms of Article 24(4) of the Articles of Association of the Company.
3. To re-elect as a Director Mr. Jayanth Perera who retires by rotation at the Annual General Meeting in terms of Articles 24(4) of the Article of Association of the Company.
4. To re-elect as a Director Mr. Saman Herath, who has been appointed to the Board since the last Annual General Meeting, in terms of Article 24(9) of the Articles of Association of the Company.
5. To authorise the Directors to determine donations and contributions to charities for the ensuing year.
6. To re-appoint Messrs KPMG, Chartered Accountants as the Auditors of the Company for the year 2022/23 and to authorise the Directors to determine their remuneration.
7. To consider any other business of which due notice has been given.

By Order of the Board

SINGER FINANCE (LANKA) PLC
HAYLEYS GROUP SERVICES (PRIVATE) LIMITED
Secretaries

Colombo
1st June 2022.

Notes:

1. The Annual Report of the Company for 2021/22 is available on the corporate website www.singerfinance.com and on the Colombo Stock Exchange website - www.cse.lk
2. In the interest of protecting public health the Annual General Meeting of the Company will be held as a virtual meeting via an online meeting platform. Details are given in the circular to shareholders.
3. A Shareholder is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Shareholder of the Company. A Form of Proxy is enclosed for this purpose. The instrument appointing a proxy must be deposited at No. 400, Deans Road, Colombo 10, Sri Lanka or must be emailed to sinfinagm@secretarial.hayleys.com not less than forty-eight (48) hours before the time fixed for the Meeting.

Form of Proxy

SINGER FINANCE (LANKA) PLC

[Company Registration No. PB 813 PQ]

I/We*
 (full name of shareholder**) NIC No./Reg. No. of Shareholder (**)
 of
 being Shareholder/Shareholders* of SINGER FINANCE (LANKA) PLC hereby appoint:

(1)
 (full name of proxyholder**) NIC No. of Proxyholder (**)
 of or, failing him/them

(2) MAHAWADUGE YASALAL ARAVINDA PERERA (Chairman of the Company) of Colombo, or failing him, one of the Directors of the Company as my/our* proxy to attend and vote as indicated hereunder for me/us* and on my/our* behalf at the Fifteenth Annual General Meeting of the Company to be held on Wednesday, 29th 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 adopt the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March 2022 with the Report of the Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect as a Director Mr. Mahesh Wijewardene who retires by rotation at the Annual General Meeting in terms of Article 24(4) of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect as a Director Mr. Jayanth Perera who retires by rotation at the Annual General Meeting in terms of Article 24(4) of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect as a Director Mr. Saman Herath, who has been appointed to the Board since the last Annual General Meeting, in terms of Article 24(9) of the Articles of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Directors to determine donations and contributions to charities for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Messrs KPMG, Chartered Accountants as the Auditors of the Company for the year 2022/23 and to authorise the Directors to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>

(***) The proxy may vote as he thinks fit on any other resolution brought before the meeting of which due notice has been given.

As witness my/our* hands this day of2022.

Witness : Signature :
 Name :
 Address :
 NIC No :

.....
 Signature of Shareholder

Notes: (a) * Please delete the inappropriate words.

(b) A Shareholder entitled to attend and vote at the Annual General Meeting of the Company, is entitled to appoint a Proxy to attend and vote instead of him/her and the Proxy need not be a Shareholder of the Company.

** Full name of Shareholder/Proxy holder and their NIC Nos. and Witness are mandatory.

Your Proxy Form will be rejected if these details are not completed.

(c) A Shareholder is not entitled to appoint more than one Proxy to attend on the same occasion.

(d) Instructions are noted on the reverse hereof.

(e) This Form of Proxy is in terms of the Articles of Association of the Company.

INSTRUCTIONS AS TO COMPLETION:

1. To be valid, the completed Form of Proxy must be deposited with the Company Secretaries, Hayleys Group Services (Private) Limited at No. 400, Deans Road, Colombo 10, Sri Lanka or must be emailed to sinfinagm@secretarial.hayleys.com not less than forty eight (48) hours before the start of the Meeting.
2. In perfecting the Form of Proxy, please ensure that all requested details are filled in legibly including mandatory details. Kindly sign and fill in the date of signing.
3. If you wish to appoint a person other than the Chairman of the Company (or failing him, one of the Directors) as your proxy, please insert the relevant details at (1) overleaf. The proxy need not be a member of the Company.
4. Please indicate with an "X" in the space provided how your proxy is to vote on the resolutions. If no indication is given, the proxy at his discretion will vote as he thinks fit. Please also delete (***) if you do not wish your proxy to vote as he thinks fit on any other resolution brought before the Meeting.
5. In the Case of a Company/Corporation the proxy must be under its common seal which should be affixed and attested in the manner prescribed by its Articles of Association or by a duly authorised Director. In the case of the individual shareholders, the signature of the shareholder should be witnessed by any person over 18 years of age.
6. Where the Form of Proxy is signed under a Power of Attorney (POA) which has not been registered with the Company, the original POA together with a photocopy of same or a copy certified by a Notary Public must be lodged with the Company along with the Form of Proxy.
7. In case of Marginal Trading Accounts (slash accounts), the Form of Proxy should be signed by the respective authorised Fund Manager/Banker with whom the account is maintained.

Registration Form

15TH ANNUAL GENERAL MEETING (AGM) OF SINGER FINANCE (LANKA) PLC TO BE HELD ONLINE ON 29TH JUNE 2022 AT 10.00 A.M.

Details of Shareholder

Full Name of the Principal Shareholder: (Mandatory)

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NIC No./Passport No./Company Registration No.: (Mandatory)

CDS Account No. :

Residential Address :

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Contact No./s: (Mandatory)

Email: (Mandatory)

Full Name of 01st Joint Holder :

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NIC No./Passport No. :

Full Name of 02nd Joint holder:

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NIC No./Passport No. :

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

Details of Proxy holder : (only if a proxy is appointed)

Full name of Proxy holder : (Mandatory)

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NIC No./Passport No. of Proxy holder : (Mandatory)

Telephone No/s. : (Mandatory)

Email : (Mandatory)

PARTICIPATION AT THE AGM

I/My Proxy holder am/is willing to participate at the AGM

Signature/s

Principal Shareholder

01st Joint holder

02nd Joint holder

Date :

Note: In the case of a Company/Corporation, the Shareholder Registration Form must be signed in the manner prescribed by its Articles of Association or by a duly authorized Director. Where the Registration Form is by an Attorney, a copy of the Power of Attorney must be deposited at No. 400, Deans Road, Colombo 10, Sri Lanka or emailed to sinfinagm@secretarial.hayleys.com.

Guidelines to Register and Participate at the Annual General Meeting of Singer Finance (Lanka) PLC via online meeting platform

1. Shareholders who wish to participate in the Annual General Meeting of the Company which will be held online on Wednesday, 29th June 2022 at 10.00 a.m. should follow the below registration procedure.
2. The duly completed **REGISTRATION FORM** must be delivered to the Secretaries, Hayleys Group Services (Private) Limited, No. 400, Deans Road, Colombo 10, Sri Lanka or e-mailed to sinfinagm@secretarial.hayleys.com on or before 24th June 2022.
3. The Company will verify the identification details given by the shareholder with the Register of Shareholders of the Company, and will accept the Registration Forms only upon being satisfied with the accuracy of the details given therein.
4. Upon acceptance of the Registration Form, the shareholder will be registered and will receive an e-mail confirmation. Registered Shareholders will receive the meeting link and user credentials at least 24 hours before the commencement of the AGM together with a step by step user guide.
5. Where a shareholder appoints a proxy, the duly completed Proxy Form must be attached to the Registration Form and the details given in both forms should tally. If there is any discrepancy the link will not be sent to a proxy holder.
6. Shareholders should download the Microsoft Teams App (the Online Meeting App) to his/her phone or tablet. If the participation is via desktop/laptop computer, the meeting link could also be opened through a web browser.
7. Shareholders encountering any difficulty in connecting to the meeting, could contact the IT Support hotline number 0774195935 or 0772081950 for any assistance required.
8. The Online Meeting Platform will be active Fifteen (15) minutes before the start of the AGM. Please join the meeting at least ten (10) minutes before the start of the AGM.
9. Step by step process to enter the virtual meeting:
 - Click on the meeting link sent by the Company
 - Enter the Username and Password (credentials sent by the Company via e-mail)
 - Shareholder will be directed to the live streaming of the AGM.
10. Once the virtual AGM has commenced, Shareholders may use the “Q&A Form” in the chat box to direct any questions/concerns to the Board of Directors as and when called upon to do so.
11. For each item in the Agenda a separate link to the MS Forms will be sent for voting purposes. When each resolution is taken up for voting by the Chairman. Shareholders must open the link to the MS Forms to mark their preference. Thereafter use the relevant option and click the “submit” icon enabling the Company to receive the responses.
12. When declaring the position of a resolution, the Chairman shall take into account that the voting of shareholders are similar to a show of hands, one vote per shareholder.
13. In a situation where Shareholders’ voting is required for a poll, the same mechanism will be applicable. This will be moderated by the Chair of the meeting.
14. It is advised to check the online AGM access at least a day prior and also ensure that your devices have an audible sound system so that you could be a part of the AGM comfortably. Kindly note that after the AGM has commenced the online support will not be available.

Form of Request for a Printed Copy

SINGER FINANCE (LANKA) PLC

Company No. PB 813 PQ

FORM OF REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT 2021/2022

Date.....

Hayleys Group Services (Private) Limited
Secretaries for Singer Finance (Lanka) PLC,
No. 400, Deans Road,
Colombo 10.
(email: sinfinagm@secretarial.hayleys.com)

ANNUAL REPORT OF SINGER FINANCE (LANKA) PLC - 2021/2022

I hereby request you to send me a printed copy of the Annual Report of Singer Finance (Lanka) PLC.

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Signature

Corporate Shareholders - Form should be signed by duly authorised person.

Joint Shareholders - Form may be signed by the principal Shareholder.

Name of Shareholder (as registered in the Company or in the CDS)	
NIC No. / Reg. No. / Company No.	
Address	
Contact No.	