

# CIRCULAR TO SHAREHOLDERS

## 10th Annual General Meeting (AGM) of HNB Finance Limited to be held as a Hybrid Meeting on 29 September 2020 at 10.00am

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HNB Finance Limited  
Company No. PB 965  
No. 168, Nawala Road,  
Nugegoda,

Dear Shareholder/s,

Taking into consideration the current regulations/restrictions prevailing in the country due to the outbreak of COVID-19, the Board of Directors of HNB Finance Limited has decided to hold the 10th Annual General Meeting (AGM) as a Hybrid Meeting on Tuesday, 29 September 2020 at 10.00am in line with the guidelines issued by the Colombo Stock Exchange (CSE) for hosting of Virtual/Hybrid AGMs and on the assumption that no curfew will be in force on that date and that there would be no restrictions imposed by the authorities on conduct of meetings.

### Method of holding the AGM

Up to a total of 50 shareholders will be accommodated at the physical location of the AGM at the Auditorium, HNB Finance Limited, No. 168, Nawala Road, Nugegoda, The number of shareholders 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. The Board of Directors, Key Management Personnel, Auditors, Legal Advisers and Company Secretaries and Registrars will assemble at the said physical location.

### Health screening measures

Health screening measure will be carried out and maximum safety precautions will be taken at the aforesaid venue where the physical AGM will be held and the Company will not be responsible for any negligence on the part of the shareholders. All the shareholders or proxy holders who participate physically are required to wear a suitable face mask. The Company will be compelled to prohibit those shareholders who do not satisfy the requisite health requirements, from entering the Meeting.

### Registration procedure

Those shareholders and proxy holders who wish to participate physically/via audio or audio and visual means should notify the Company of such intention by completing the attached REGISTRATION FORM. The selection of the shareholders eligible to participate physically will be made on a first come first served basis and those who become eligible to participate physically on the said basis, will be notified thereof by email. All other shareholders will be allowed the opportunity of participating via an online meeting platform.

The duly completed REGISTRATION FORM should be deposited with the Company, HNB Finance Limited, No. 168, Nawala Road, Nugegoda, Sri Lanka or forwarded to [arangala@hnbfinance.lk](mailto:arangala@hnbfinance.lk)

### Appointment of proxy holders

Due to the COVID-19 pandemic and prevailing health and safety guidelines issued by the Government of Sri Lanka, the shareholders are encouraged to vote by Proxy through appointment of 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 Meeting in the Form of Proxy.

The Form of Proxy will also be made available on the websites given below and 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 with the Company, HNB Finance Limited, No. 168, Nawala Road, Nugegoda, Sri Lanka or forwarded by email to arangala@hnbfinance.lk 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.

## **Participation via an online meeting platform**

The login information will be authorised only for the use by individual shareholders, proxy holders and authorised 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.

Shareholders can send in their queries, if any to arangala@hnbfinance.lk before twenty-four hours (24) of the commencement of the Meeting.

## **Voting**

Voting in respect of the items of business of the agenda 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 show of hands.

## **Copies of the Annual Report 2019/20**

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

1. Corporate website of HNB Finance Limited – <https://www.hnbfinance.lk/about-us/financial-reports/>
2. Colombo Stock Exchange – <https://www.cse.lk/home/company-info/HNBF.N0000/financial>

Should members wish to obtain a printed copy of the Annual Report, they may send a written request to the registered office of the Company by filling the REQUEST LETTER 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 attached herewith.

1. Registration form for the AGM
2. Registration process of participate at the AGM via Online Meeting Platform
3. Notice of Meeting
4. Form of Proxy
5. Guideline to join the AGM virtually
6. Request Letter for the printed copy of the Annual Report

For any questions please contact Mr W S P Arangala of HNB Finance Limited on +94 11 202 4848 during office hours.

By order of the Board of Directors of  
**HNB Finance Limited**



**SSP Corporate Services (Private) Limited**  
Secretaries

Colombo, Sri Lanka  
21 August 2020

# REGISTRATION FORM

10th Annual General Meeting (AGM) of HNB Finance Limited to be held as a Hybrid Meeting on 29 September 2020 at 10.00am

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## Details of shareholder

Full name of the principal shareholder : .....

NIC No./Passport No./Company Reg. No. : .....

CDS account No. : .....

Residential address : .....

Phone No./s : .....

Email : .....

Full name of the first joint holder : .....

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

Full name of second joint holder : .....

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

In the event a proxy holder is appointed by the shareholder, following details 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 : .....

Phone No./s : .....

Email : .....

## Participation at the AGM

Please tick the cage below:

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

Signature/s .....

Principal shareholder

1st Joint holder

2nd Joint holder

..... 2020

### Note:

In the case of a Company/Corporation the shareholder Registration Form must be signed under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association and in the case the Registration Form is signed by an Attorney, the Power of Attorney must be deposited at HNB Finance Limited, No. 168, Nawala Road, Nugegoda or emailed to arangala@hnbfinance.lk.

## **Registration process to participate at the 10th Annual General Meeting of HNB Finance Limited via Online Meeting Platform**

1. As mentioned in the Circular to the Shareholders, the 10th Annual General Meeting will be held as a Hybrid Meeting on Tuesday, 29 September 2020. Shareholders who wish to participate virtually via Online Meeting Platform should follow the following procedure in order to have them registered for the AGM.
2. The request to register names for online participation via Online Meeting Platform should be emailed to arangala@hnbfinance.lk along with the required registration information as per the REGISTRATION FORM at least forty-eight (48) hours before the AGM.
3. The information received from a shareholder pertaining to his/her proxy holder should tally with the information indicated in the duly completed Forms of Proxy submitted by the shareholder in order for the meeting link and user credentials to be shared by the Company with the Proxy holder.
4. HNB Finance Limited will verify all the registration requests and identification details received with the Shareholder's register and accept the registration for AGM if it is satisfied with the request and supporting documents. Once the registration is accepted, shareholders will receive an email confirmation acknowledging the registration.
5. The shareholders whose online participation request has been accepted will receive a separate email containing the meeting link and user credentials from HNB Finance Limited twenty-four (24) hours prior to the commencement of the AGM.
6. If any shareholder is proposing to participate via his/her smartphone or tablet, it is necessary for him/her to download the Online Meeting App (Microsoft Teams) to his/her phone or tablet. If the participation is via desktop/laptop computer, the Meeting link should be opened through a web browser.
7. If any shareholder who is registered for participation via Online Meeting Platform encounters any difficulty in connecting to the Meeting they could contact the hotline number +94 11 202 4848 for any assistance required.

## **Guidelines to join the AGM via Online Meeting Platform virtual meeting participation**

1. Shareholders are required to join the virtual AGM by clicking on the Meeting link and user credentials sent by HNB Finance Limited via email.
2. It is recommended to join the Meeting at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the start of AGM.
3. Once the link is clicked on, the shareholders will be requested to insert the credentials (username/email and password) provided to you by HNB Finance Limited
4. Once the credentials are inserted, he/she will be directed to the live streaming of the AGM.
5. Once the Hybrid AGM has commenced, shareholders can use the "Q&A Forum" to communicate your questions/concerns as and when required.
6. HNB Finance Limited will be posting links to all resolutions included in the agenda in the "Q&A" window of the Meeting separately, as and when each such resolution is taken up for voting by the Chairman Participants are expected to open the link and insert the credentials to login to the Microsoft Forms to mark their preference using the relevant option and click the "Submit" icon enabling HNB Finance Limited to receive the responses when declaring the position of a resolution. The Chairman shall take into account the voting of the shareholders participating virtually as well.
7. Using the on-line platform during the meeting for Q & A – Instructions on how to raise comments and questions
  - (i) Shareholders are encouraged to use the Q & A tab appearing on the MS Teams interface, in order to forward their questions and comments with regard to the agenda items.
  - (ii) Shareholders can also click on the 'Hand Raise' feature appearing on the MS Teams interface as and when they need to speak, where the moderator will allow the respective participant to speak by sending them a pop up message to unmute their microphones.
  - (iii) At the end of each resolution being read out Fifteen (15) seconds will be allocated for Shareholders or Proxy holders to raise their concerns/comments, using the above methods.
8. 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.
9. 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.

# NOTICE OF MEETING

Notice is hereby given that the 10th Annual General Meeting of the shareholders of HNB Finance Limited (the Company) will be held as a Hybrid Meeting at the "Auditorium", Level 06, Head Office of HNB Finance Limited, No. 168, Nawala Road, Nugegoda, on the 29 September 2020 at 10.00am to conduct the following business:

## Agenda

1. Notice of Meeting.
2. To receive and consider the Report of the Board of Directors and the Statements of Accounts for the year ended 31 March 2020 together with the Report of the Auditors thereon.
3. To re-elect as a Director, Dr Sampathawaduge Udan Hithesi Fernando, who will be retiring from the Board by rotation in terms of Article 27 of the Articles of Association of the Company.
4. To re-elect as a Director, Mr Anushka Sheran Wijesinha, who will be retiring from the Board by rotation in terms of Article 27 of the Articles of Association of the Company.
5. To appoint Messrs KPMG, Sri Lanka, Chartered Accountants, as the Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration.
6. To authorise the Board of Directors to determine contributions to charities and other donations for the financial year 2020/21:

By order of the Board of Directors of  
**HNB Finance Limited**



**SSP Corporate Services (Private) Limited**  
Secretaries

Colombo, Sri Lanka  
21 August 2020

## Notes:

1. A shareholder entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote on his/her behalf.
2. A proxy so appointed need not be a member of the company.
3. A form of proxy accompanies this notice



**Scan to view  
the PDF version of this annual report**

The PDF version is published online on the same date as the date of issue of this publication at <https://www.hnbfinance.lk/about-us/financial-reports/>



# FORM OF PROXY

I/We\* ..... (please indicate full name)

holder of NIC No. .... of .....

being a member/\*members of HNB Finance Limited hereby appoint: Mr/Ms .....

..... (please indicate full name) holder of NIC No. .... of

..... or failing him/her,

Mr B M D C Prabhath of Colombo or failing him

Mr A J Alles of Colombo or failing him

Mr A S Wijesinha of Colombo or failing him

Mr S U H Fernando of Colombo or failing him

Mr P A H D Wijesundara of Colombo or failing him

Mr A G R Dissanayake of Colombo or failing him

Mr M Perera of Colombo

as my/\*our Proxy to represent me/\*us and to vote as indicated below on my/\*our behalf at the Annual General Meeting of the Company to be held on 29 September 2020 and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid Meeting.

	For	Against
(1) To receive and consider the Report of the Directors and the Statements of Accounts for the year ended 31 March 2020 together with the Report of the Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
(2) To re-elect as a Director, Dr Sampathawaduge Udan Hithesi Fernando, who will be retiring from the Board by rotation in terms of Article 27 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(3) To re-elect Mr Anushka Sheran Wijesinha who will be retiring from the Board by rotation in terms of Article 27 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(4) To appoint Messrs KPMG, Chartered Accountants, as the Auditors of the Company for the year 2020/21 and to authorise the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
(5) To authorise the Board of Directors to determine contributions to charities and other donations for the year 2020/21.	<input type="checkbox"/>	<input type="checkbox"/>

As witness my/our hand set hereto this ..... day of ..... Two Thousand and Twenty.

.....  
Signature

## Notes:

Instructions as to completion are given below. Please delete the words which are not applicable and mark "X" in the appropriate cages to indicate your instructions as to voting.

A proxy need not be a member of the Company.

## **Instructions as to Completion of Form of Proxy**

1. Kindly perfect the Form of Proxy by filling in legibly your full name, NIC No., address, instructions as to voting and by signing and filling in the date of signature in the space provided.
2. Please indicate with a "X" in the cages provided how your proxy is to vote on the Resolutions. If no indication is given, the Proxy in his/her discretion may vote as he/she thinks fit.
3. To be valid, the completed Form of Proxy should be deposited at the Registered Office of the Company, No. 168, Nawala Road, Nugegoda, not less than 48 hours before the time appointed for holding the Meeting.
4. If the Shareholder is a Company or a body corporate, a form of Corporate Representation executed under the Common Seal in accordance with the Articles of Association or the Constitution should be submitted.
5. 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.
6. Any shareholder/proxy attending the Annual General Meeting is kindly requested to bring with him/her the National Identity Card or any other form of valid identification and produce same at the time of Registration.



# REQUEST LETTER

HNB Finance Limited  
No.168, Nawala Road,  
Nugegoda

HNB FINANCE LIMITED  
REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT – 2019/20

With reference to the Circular to Shareholders dated 21 August 2020, I/we hereby request you to please forward to me/us, a printed copy of the Annual Report of HNB Finance Limited for the year 2019/20.

Full name of shareholder : .....

.....

Shareholder's NIC/Passport company  
registration number : .....

Shareholder's address : .....

.....

.....

Shareholder's folio number  
(Please refer address label) : .....

Contact Phone number : .....

Shareholder's email address : .....

.....  
Signature

.....  
Date

## Notes:

1. Please complete the Request Letter legibly, sign and date the Letter in the space provided.
2. The Letter should be delivered to the above-mentioned address or via email to [arangala@hnbfinance.lk](mailto:arangala@hnbfinance.lk), or faxed to +94 11 217 6263 on or before 16 September 2020.
3. In the case of joint holders, the Letter may be executed by the registered principal holder.
4. In the event the shareholder is a Company, the Letter may be executed under the common seal of the Company or by a duly authorised officer of the Company.

