

SMB LEASING PLC
[Company Registration No. PQ 91]
No. 282/1, CBS Building, Galle Road,
Colombo 03.

CIRCULAR TO THE HOLDERS OF NON-VOTING SHARES

EXTRAORDINARY GENERAL MEETING OF THE COMPANY SCHEDULED TO BE HELD ON 7TH MAY 2021 AT 3.00 P.M.

Dear Shareholder/s,

In order to comply with the “Instructions on Alert levels in Covid-19 Country response and permitted Functions, Revised Restrictions under Alert Level III” published on 1st May 2021 by the Ministry of Health, where no gathering is permitted, effective from 1st May 2021, until 20th May 2021, (to be reviewed after this period based on the then prevailing Covid-19 situation in the Country); your Board decided to hold the Extraordinary General Meeting scheduled for the 7th day of May 2021, at 3.00 p.m. [which was to be held at Renuka City Hotel], as a Virtual Meeting, in line with guidelines issued by the Colombo Stock Exchange (CSE) for holding of Virtual meetings.

METHOD OF HOLDING THE EXTRAORDINARY GENERAL MEETING

Only the key officials who are essential for the administration of the formalities of the meeting will be physically present in the Board Room of the Company. All others, including shareholders, will participate via an online meeting hosted on ZOOM platform.

REGISTRATION PROCEDURE

Those Shareholders and Proxy holders who wish to participate via audio visual conferencing technology means should notify the Company of such intention by completing the REGISTRATION FORM.

The duly completed REGISTRATION FORM should be deposited with the Company at No. 282/1, CBS Building, Galle Road, Colombo 3, or forwarded by email to rights@smbblk.com in order to enable the Company to receive the same by 3.00 p.m. on May 5th, 2021.

APPOINTMENT OF PROXY HOLDERS

[THE FORM OF PROXY WAS DISPATCHED TO THE SHAREHOLDER ON 21ST APRIL 2021]

The Shareholders are encourage 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 resolution to be taken up at the meeting in the Form of Proxy.

The Form of Proxy already in your hands may be used for this purpose. 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 at No. 282/1, CBS Building, Galle Road, Colombo 3, or forwarded by email to rights@smbblk.com in order to enable the Company to receive the same by 3.00 p.m. on May 5th, 2021.

PARTICIPATION VIA AN ONLINE MEETING PLATFORM

The login information will be authorized only for the use by individual Shareholders, Proxy holders and authorized representative 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 rights@smbk.com Forty Eight (48) hours prior to the commencement of the meeting.

VOTING

Voting on the item on the Notice of Meeting will be registered by using an online e-ballot platform. All such procedures will be explained to the Shareholders prior to the commencement of the meeting.

COPIES OF THE CIRCULAR TO SHAREHOLDERS

The copies of the Circular to Shareholders and the Notices of Meetings were dispatched to the Shareholders by post on 21st day of April 2021.

For any queries please contact Manager – Financial Analysis on telephone no. 0114222831 or email to sachiniw@smbk.com during office hours.

Below mentioned documents are attached herewith

1. Guideline and Registration Process to join the EGM virtually
2. Registration Form for the EGM

By order of the Board
SMB Leasing PLC

P W CORPORATE SECRETARIAL (PVT) LTD
(sgd) Secretaries
Colombo
May 3, 2021

GUIDELINE AND REGISTRATION PROCESS FOR THE HOLDERS OF NON-VOTING ORDINARY SHARES TO PARTICIPATE AT THE EXTRAORDINARY GENERAL MEETING (EGM) VIA ONLINE MEETING PLATFORM

1. Shareholders are required to join the virtual EGM by clicking on the meeting link and user credentials sent by SMB Leasing PLC via email.
2. The request to register names for online participation via Online Meeting Platform should be delivered to the Company at No. 282/1, CBS Building, Galle Road, Colombo 3, or e-mailed to rights@smbblk.com along with the required registration information as per the REGISTRATION FORM by 3.00 p.m. on May 5th, 2021.
3. The information received from a Shareholder pertaining to his/her Proxy holder should tally with the information indicated in the duly completed Form 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. SMB Leasing PLC will verify all the registration requests and identification details received with the Shareholders' register and accept the registrations for EGM 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 SMB Leasing PLC, twenty four (24) hours prior to the commencement of the EGM.
6. If a Shareholder/Proxy holder intends to join the Virtual EGM via a smart phone, it is necessary for him/her to download the "Zoom Mobile App" onto his /her smart phone. Similarly if a shareholder/Proxy holder wishes to attend the Virtual EGM via a desktop computer, the link can be opened by downloading the "Zoom Desktop App" to the respective desktop computer (Compatible web browser: Google Chrome).
7. The Shareholders/Proxy holders are requested to use the web link which will be forwarded by the Company and click on "Virtual EGM Registration" in order to log in to the meeting.
8. Upon clicking on the link forwarded by the Company, Shareholders/Proxy holders will be redirected to an interface where they will be requested to enter their first name, last name, email address, re- enter email address and National Identity Card Number.(The participants are required to enter the correct details as mentioned in the registration form forwarded to us where any mismatch will be considered as an unsuccessful log in)
9. At this point, all participants are requested to click on "REGISTER" which will be prompted on their screens enabling them to receive the log in link.
10. Participants are required to click on "Join the Virtual EGM of SMB Leasing PLC".
11. It is recommended to join the meeting at least ten (10) minutes before the start of the EGM. The Online Meeting Platform will be active thirty (30) minutes before the start of the EGM.
12. Once the credentials are inserted, he/she will be directed to the Virtual EGM Zoom Platform.
13. Shareholders/Proxy holders may use the Q & A tab or the Hand Raise icon appearing on the screen respectively, to submit their questions or concerns in typed format or verbally. The system will allow a pop up message to unmute the microphones and to allow video options.

14. The Company will forward a separate email to the Shareholders and to proxy holders or representatives who are entitled to vote providing a separate link to vote on all resolutions included in the Notice of Meeting dated 15th April 2021.
15. We request such persons to please open the said link and be prepared to cast their vote when each resolution is taken up for voting by the Chairman. Participants are advised to “refresh” the voting page and cast the vote as per their discretion in the given space and click “SUBMIT” enabling the Company to receive the responses.
16. When declaring the position of a resolution, Chairman will take in to account the voting of the Shareholders/ Proxy holders participating virtually.
17. 60 seconds will be allocated for Shareholders/ Proxy holders to cast their vote in respect of each resolution.
18. The results will be processed and announced by the Chairman 15 seconds after the end of the time slot allocated for voting.
19. In a situation where Shareholders’ voting is required for a poll, the same mechanism will be applicable. This will be moderated by the Chairman of the meeting.
20. It is advised to check the online EGM access at least 3 hours prior and also ensure that your devices have an audible sound system so that you could be a part of the EGM comfortably.

REGISTRATION FORM TO BE FILLED BY THE HOLDERS OF NON-VOTING SHARES

EXTRAORDINARY GENERAL MEETING (EGM) OF SMB LEASING TO BE HELD AS A VIRTUAL MEETING ON MAY 7, 2021 AT 3.00 P.M.

Details of Shareholder

Full Name of the Principal Shareholder:

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NIC No. / Passport No. /Company Registration No.:.....

CDS Account No.:.....

Residential Address:

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Telephone No/s:

Email:

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/hers will also be required.

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

Full name of Proxy holder:.....

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NIC No. / Passport No. of Proxy holder:

Telephone No/s.:

Email:

PARTICIPATION AT THE EGM - Please tick the cage below

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

Online

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/Statute and in the case of the Registration Form is signed by an Attorney, the Power of Attorney, must be deposited with the Company at No. 282/1, CBS Building, Galle Road, Colombo 3, or emailed to rights@smbblk.com