

FINLAYS COLOMBO LIMITED - PQ 61 PB

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

We refer to the Notice convening the 46th Annual General Meeting (AGM) of Finlays Colombo Limited ("Company") attached hereto as Annexure 1.

Taking into account the current situation in the country due to the COVID-19 pandemic and the health and safety guidelines issued by the authorities with a view to protecting public health against the spread of the virus, the Board of Directors by a Resolution dated 12th May 2021 decided to hold the 46th Annual General Meeting on 30th June 2021 with Shareholders/Proxy holders participating through audio or audio/visual means in the manner set forth below;

1. The AGM shall be held in compliance with guidelines issued by health authorities, applicable laws and the Articles of Association of the Company.
2. Adequate arrangements will be made for shareholders who wish to participate at the meeting remotely through audio or audio/visual means, to participate in the AGM via the online meeting platform Zoom. The log in information will be forwarded to shareholders well in advance of the meeting.
3. **Shareholders who wish to participate in the meeting via Zoom are requested to forward their details as per the attached specimen (Annexure 2) 48 hours prior to the meeting (i.e. on or before 9.00 a.m. on 28th June 2021) to the e-mail address finlays.cmb@finlays.net or by fax to 011 2448216 or hand over or post the details to the registered office of the Company.**

We regret our inability to process any requests received less than 48 hours before the meeting.

4. Shareholders/Proxy holders who wish to participate in the AGM via Zoom are required to have an email address. Shareholders/Proxy holders who do not have an email address, are advised to create a new email address.

The email address of the shareholder/proxy holder **should be stated** in the attached specimen (Annexure 2)

5. Shareholders/Proxy holders participating at the meeting through audio or audio/visual means are required to identify themselves at the time of voting and at the time of speaking at the AGM, during the time allotted for the participants to make any comments as directed by the Chairman. At that point, the individual will be required to give his/her name, address and NIC number for the purpose of identification as a shareholder/proxy holder. All such procedures will be explained to the participants at the commencement of the meeting.
6. Shareholders who are unable to participate in the AGM on the Zoom online meeting platform are invited to forward their suggestions/questions (if any) relating to items on the AGM agenda to the email address finlays.cmb@finlays.net on or before 9.00 a.m. on 28th June 2021. The Board will ensure that the said suggestions/questions are discussed and addressed at the AGM, if relevant to the agenda of the meeting.
7. The Company intends to proceed to hold the Annual General Meeting as planned on 30th June 2021 irrespective of whether it is declared a public holiday or curfew is imposed since the aforesaid measures will enable participation at the meeting.

8. **You are requested to please treat the annexures as part and parcel of this circular.**

REGISTRATION PROCEDURE

Those Shareholders and Proxy holders who wish to participate via the Zoom online meeting platform should notify the Company of such intention by completing the attached **Registration of Shareholders Details Form**.

The **Registration of Shareholders Details Form** will also be made available on the Company's website. Arrangements will be made for shareholders who wish to participate in the AGM via the Zoom online meeting platform, with log in information being forwarded to shareholders in advance of the meeting.

In order to enable such facilities, shareholders who wish to participate in the AGM via the online meeting platform are requested to forward to us their details, by duly completing the Annexure 1 (**Registration of Shareholders Details Form**), and emailing it to the Company to the email address finlays.cmb@finlays.net or sending the duly completed form by post to reach the Company, **48 hours prior to the time fixed for the meeting**.

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, by way of appointing a member of the Board of Directors to vote on their behalf and to include their voting preferences on the resolutions that are to be taken up at the meeting, which are given in the **Form of Proxy**.

The **Form of Proxy** is attached herewith and is also available on the Company's website. The Shareholders who wish to appoint a Proxy should duly complete the **Form of Proxy** and include the details of such Proxy holder in the **Registration of Shareholders Details Form** as per the instructions given therein.

The duly completed **Form of Proxy** should be forwarded to the Company by emailing it to the Company's email address or sending the duly completed form by post to reach the Company, **48 hours prior to the time fixed for the meeting**.

GUIDELINES AND REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING (AGM) VIA THE ZOOM ONLINE MEETING PLATFORM

Shareholders/Proxy holders who wish to participate in the Annual General Meeting of Finlays Colombo Limited to be held via the Zoom online meeting platform (audio or audio/visual AGM), could do so by using a smartphone, a laptop, a desktop computer, an iPad or a Tab.

If a Shareholder/Proxy holder intends to join the audio or audio/visual AGM, it is necessary for him/her to download the "**Zoom App**" onto his/her smartphone, laptop, desktop computer, iPad or a Tab (compatible web browser: **Google Chrome**).

1. The Company will verify all registration requests and identification details received as aforesaid, against the details of Shareholders set out in the Shareholders' Register and accept the registrations for the audio or audio/visual AGM if it is satisfied with the request and supporting documents (if any).

Shareholders whose registration requests are accepted will receive an email confirmation from the Company acknowledging the acceptance of their request.

2. The Shareholders whose registration requests have been accepted will receive a further email from the Company 24 hours prior to the commencement of the AGM. This email will provide a web link for online registration referred to as "Audio or Audio/Visual AGM Registration". If the Shareholder has appointed a valid Proxy, this email will be forwarded to the relevant Proxy holder.


3. The Shareholders/Proxy holders are requested to use the web link, which will be forwarded by the Company as referred to in 2 above, and click on the "**Audio or Audio/Visual AGM Registration**" in order to complete online registration for the Audio or Audio/Visual AGM.

On clicking the link "**Audio or Audio/Visual AGM Registration**", 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 NIC No./Passport No./Co. Reg. No.** (in entering these details the participants are required to ensure that correct details as included in the **Registration of Shareholders Details Form** referred to above are entered in the said online registration process, since any mismatch will be considered as an unsuccessful log in).

After successful completion of entering of the details as referred to above, the participants are requested to click on “REGISTER” which will be prompted on their screens enabling them to receive the meeting link.

4. The Shareholders who successfully complete their online registration as set out in the above, will receive the log in link for participation in the meeting referred to as ‘**Click here to Join the Audio or Audio/Visual Meeting**’ and credentials.
5. In order to join the Audio or Audio/Visual AGM, participants are required to click on ‘**Click here to Join the Audio or Audio/Visual Meeting**’. In some instances the system will call for the credentials and if that is required, please enter the credentials to gain access to the Audio or Audio/Visual AGM.
6. On completion of this process, you will be directed to the Audio or Audio/Visual AGM Zoom Platform, where you can participate in the Audio or Audio/Visual AGM.

It is recommended that the Shareholders/Proxy holders complete the process outlined in 3, 4, 5 and 6 above and join the AGM at least fifteen (15) minutes before the start of the AGM. The Zoom online meeting platform will be active thirty (30) minutes before the time appointed for the commencement of the meeting.

7. 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**.
8. After completion of the process outlined in the above in respect of all eligible Shareholders and Proxy holders, the Company will forward a separate email to the Shareholders/Proxy holders or representatives (as applicable) who are entitled to vote, providing a separate link to vote on all resolutions included in the Notice of Annual General Meeting dated 4th June 2021.
9. Shareholders/Proxy holders who intend participating in the meeting are requested to 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.
10. When declaring the voting on a resolution, the Chairman will take in to account the voting of the Shareholders/Proxy holders participating virtually.
11. **60 seconds** will be allocated for Shareholders/Proxy holders to cast their vote in respect of each resolution.
12. The results will be processed and announced by the Chairman **60 seconds** after the end of the time slot allocated for voting.
13. In a situation where a Poll is demanded and Shareholders are required to vote on the Poll, a mechanism similar to that referred to for voting, will be applicable. This will be moderated by the Chairman of the meeting.

It is advised to check the online AGM access at least 3 hours prior and also ensure that your devices have an audible sound system so that you could be participate in the AGM comfortably.

GENERAL DETAILS

- We request the shareholder/proxy holders who wish to participate in the AGM to forward the completed specimen (Annexure 2) 48 hours prior to the meeting in order to enable the Company to notify them on their method of participation at the AGM and to forward the log in information to their email address, as relevant.

Log in information is strictly confidential and intended only for the specific shareholder and such access information should be strictly not divulged to any other person. We advise you to log in 15 minutes prior to the meeting to ensure connectivity.

- Access to the audio or audio/visual meeting will be closed upon commencement of the Meeting.
- In scheduling the AGM, shareholders are kindly advised that the Company has made every endeavour in meeting the safety guidelines set out by the Government of Sri Lanka in addition to keeping within the statutory requirements of the Companies Act No. 7 of 2007 and the Articles of Association of the Company.
- We have designated the following persons to attend to your queries relating to this procedure. You may contact them at any time between 10.00 a.m. to 4.00 p.m. on any working day prior to 9.00 a.m. on 28th June 2021:

Ms. Waruni Perera on 011 4828448 or 077 789 9752

Ms. Judith Jason on 011 4725269 or 0773 868639

ANNUAL REPORT 2020

All documents relating to the AGM must be forwarded to the Company by post addressed to Finlays Colombo Limited, Finlay House, 186, Vauxhall Street, Colombo 2 or by email to the address finlays.cmb@finlays.net to be received 48 hours prior to the time fixed for the meeting.

The Annual Report, Notice of Meeting, Form of Proxy, and other related documents will also be made available on the Company's website (<https://www.finlays.net/about-us/locations/sri-lanka/>).

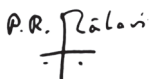
The Company will endeavor to dispatch the aforementioned documents by ordinary post to the shareholders in due course provided the postal services are duly operational.

DOCUMENTS ATTACHED

The following documents are attached to this Circular to Shareholders:

- Notice of Meeting
- Form of Proxy
- Registration Form
- Request Letter

By order of the Board of Finlays Colombo Limited
S S P CORPORATE SERVICES (PRIVATE LIMITED)



SECRETARIES

Colombo

4th June, 2021