

# CIRCULAR TO SHAREHOLDERS

## SOFTLOGIC HOLDINGS PLC

No. 14, De Fonseka Place, Colombo 05

### PROCEDURE TO BE FOLLOWED AT THE ANNUAL GENERAL MEETING OF THE COMPANY SCHEDULED FOR 17TH MAY 2024

Dear Shareholder,

We refer to the Notice convening the Annual General Meeting (AGM) of Softlogic Holdings PLC ("Company") appearing on the page No. 194 of the Annual Report for the year ended 31st March 2023. The Board of Directors of the Company have decided to hold the Annual General Meeting (AGM) of the Company on 17th May 2024 at 10 a.m. at the Auditorium of Central Hospital Limited (4th Floor), No.114, Norris Canal Road, Colombo 10.

1. The AGM shall be held in accordance with the applicable laws and the Articles of Association of the Company.
2. The Shareholders who wish to participate the meeting are required to complete and forward the Shareholder/ Proxyholder Attendance Registration Form attached to this document together with a copy of the National Identity Card or Passport of the Shareholder/ Proxyholder (if a Proxy is appointed) by registered post to the Company Secretaries, Softlogic Corporate Services (Private) Limited, No. 14, De Fonseka Place, Colombo 05 or email it to corporateservices@softlogic.lk not less than 48 hours before the convening of the AGM.

### APPOINTMENT OF PROXY HOLDERS

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 is also made available on the Corporate Website of the Company and the Website of the Colombo Stock Exchange. Those Shareholders who wish to appoint a Proxy should duly complete the Form of Proxy and include the details of such Proxy holder in the Attendance Registration Form as per the instructions given therein.

The duly completed Form of Proxy should be forwarded to the Company through the Company Secretaries, Softlogic Corporate Services (Pvt) Ltd at No. 14, De Fonseka Place, Colombo 05 marked "SOFTLOGIC HOLDINGS PLC – Annual General Meeting" or contact 0115575123, 077 2347783 and 077 8337636 or forward by email to corporateservices@softlogic.lk in order to enable the Company to receive the same by 4.00 p.m. on Wednesday the 15th May 2024.

### ANNUAL REPORT FOR THE YEAR ENDED 31ST MARCH 2023

The Annual Report for the year ended 31st March 2023 of the Company is published and available for download on the corporate website of the Company and on the website of Colombo Stock Exchange. The relevant links are as follows:

I. Corporate Website of SOFTLOGIC HOLDINGS PLC – <https://www.softlogic.lk/financial-sector>

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II. Colombo Stock Exchange Website - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=SHL.N0000>

You may also scan the QR Code given below to directly access the Annual Report for the year ended 31st March 2023



Printed copies of the Annual Report will be made available to shareholders on request. Any shareholder who makes a request for a printed copy of the Annual Report will be provided with such printed copy within eight (08) market days from the date of receipt of the said request. (A form of Request that could be used for the said purpose is attached herewith as Annexure).

You may forward this request via email to [piumi.darshika@softlogic.lk](mailto:piumi.darshika@softlogic.lk)

Should you require assistance relating to your request for a printed copy of the Annual Report, you may contact Ms. Piumi Darshika of the Company on telephone 0772347783 email: [piumi.darshika@softlogic.lk](mailto:piumi.darshika@softlogic.lk) anytime between 10 am and 4 pm on any working day.

### **DOCUMENTS ATTACHED**

The following documents are attached to this Circular to Shareholders:

1. Notice of Annual General Meeting
2. Form of Proxy
3. Attendance Registration Form
4. A Form of Request

By order of the Board

### **SOFTLOGIC HOLDINGS PLC**

(Sgd)

**Softlogic Corporate Services (Pvt) Ltd**

*Company Secretaries*

16 April 2024

Colombo

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held on Friday the 17th May 2024 at 10 a.m. at the Auditorium of Central Hospital Limited (4th Floor) No. 114, Norris Canal Road, Colombo 10 for the following purposes:

## 1. Ordinary Business

- 1.1 To receive and consider the Annual Report of the Board of Directors and Financial Statements of the Company and of the Group for the year ended 31st March 2023 together with the Report of the Auditors thereon.
- 1.2 To re-elect Mr. R. Rassool who retires by rotation in terms of Article 87 of the Articles of Association, as a Director of the Company.
- 1.3 To re-elect Mr. R.J. Perera who retires by rotation in terms of Article 87 of the Articles of Association, as a Director of the Company.
- 1.4 To re-elect Mr. S. Saraf who retires by rotation in terms of Article 87 of the Articles of Association, as a Director of the Company.
- 1.5 To re-appoint Messrs. Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.
- 1.6 To authorise the Directors to determine and make donations for the year ending 31st March 2024 and up to the date of the next Annual General Meeting.
- 1.7 To discuss matters pertaining to the suspension of trade of the securities of the Company with effect from 8th December 2023 and the remedial action intended to be adopted by the Company to ensure compliance with Rule 7.5 (a) of the Listing Rules of the CSE.

## 2. Special Business

To consider and if thought fit, to pass the following resolution as a Special Resolution:

(2.1) "IT IS HEREBY RESOLVED THAT to re-number the existing Article 59 of the Articles of Association as Article 59 (i) and

(2.2) FURTHER RESOLVED THAT to amend the Articles of Association by the inclusion of a new Article as Article 59 (ii) immediately after Article 59(i) as follows:

59(ii) A meeting of shareholders may be held either—

- (i) by a number of shareholders who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; (hereinafter sometimes referred to as the physical General meeting); or

## **NOTICE OF ANNUAL GENERAL MEETING (CONTD.)**

(ii) by means of audio, or audio and visual communication by which all shareholders participating and constituting a quorum, can simultaneously hear each other throughout the meeting, (hereinafter sometimes referred to as Electronic General Meeting); or

(iii) by a General Meeting held both physically and electronically (called Hybrid General Meetings);”

By Order of the Board,

**SOFTLOGIC HOLDINGS PLC**

(Sgd)

**SOFTLOGIC CORPORATE SERVICES (PVT) LTD.**

*Company Secretaries*

16 April 2024

Colombo

### **Notes**

1. A Shareholder who is entitled to participate, speak and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of him/her.
2. A proxy need not be a Shareholder of the Company.
3. The Form of Proxy is enclosed for this purpose.
4. Shareholders are advised to follow the Guidelines and Attendance Registration Process for the Annual General Meeting available on the Corporate Website of the Company and the Website of the Colombo Stock Exchange.

# FORM OF PROXY

\*I/We ..... of  
.....  
being \*member/members of SOFTLOGIC HOLDINGS PLC, do hereby appoint .....  
(holder of N.I.C No. ....) of .....  
.....or (whom falling)

Mr. A.K. Pathirage	whom failing
Mr. G.W.D.H.U. Gunawardena	whom failing
Mr. R.J. Perera	whom failing
Mr. H.K. Kaimal	whom failing
Mr. M.P.R. Rassool	whom failing
Prof. A.S. Dharmasiri	whom failing
Mr. A. Russell Davison	whom failing
Mr. J.D.N. Kekulawala	whom failing
Mr. S. Saraf	

as \*my/our Proxy to represent \*me/us and to speak and vote for \*me/us on \*my/our behalf at the Annual General Meeting of the Company to be held on Friday the 17th May 2024 at 10 am and at any adjournment thereof, and at every poll which may be taken in consequence thereof.

## 1. Ordinary Business

	For	Against
1.1 To receive and consider the Annual Report of the Board of Directors and the Financial Statements of the Company and of the Group for the year ended 31st March, 2023 together with the Report of the Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
1.2 To re-elect Mr. R. Rassool who retires by rotation in terms of Article 87 of the Articles of Association, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
1.3 To re-elect Mr. R.J. Perera who retires by rotation in terms of Article 87 of the Articles of Association as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
1.4 To re-elect Mr. S. Saraf who retires by rotation in terms of Article 87 of the Articles of Association, as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
1.5 To re-appoint Messrs. Ernst & Young, as Auditors and to authorise the Directors to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
1.6 To authorise the Directors to determine and make Donations for the year ending 31st March 2024 and up to the date of the next Annual General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>
1.7 To discuss matters pertaining to the suspension of trade of the securities of the Company with effect from 8th December 2023 and the remedial action intended to be adopted by the Company to ensure compliance with Rule 7.5 (a) of the Listing Rules of the CSE	<input type="checkbox"/>	<input type="checkbox"/>

## FORM OF PROXY (CONTD.)

### 2. Special Business

	For	Against
2.1 To consider and if thought fit to pass the Special Resolution set out under 2.1 of the Notice of Meeting for the Amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
2.2 To consider and if thought fit to pass the Special Resolution set out under 2.2 of the Notice of Meeting for the Amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>

.....  
Signature

.....  
Date

### Notes

1. \*Please delete the inappropriate words.
2. A proxy need not be a shareholder of the Company.
3. Instructions as to completion are noted on the reverse hereof.

### INSTRUCTIONS FOR COMPLETION

1. The full name, National Identity Card number and the registered address of the shareholder appointing the Proxy and the relevant details of the Proxy should be legibly entered in the Form of Proxy which should be duly signed and dated.
2. The completed Proxy should be forwarded to the Company for deposit at the Registered Office through the Company Secretaries, Softlogic Corporate Services (Pvt) Ltd, No.14, De Fonseka Place, Colombo 05, marked "SOFTLOGIC HOLDINGS PLC – Annual General Meeting" or email corporateservices@softlogic.lk not later than 48 hours before the time appointed for the Meeting.
3. In forwarding the completed and duly signed Proxy to the Company, please follow the Guidelines and Attendance Registration Process for the Annual General Meeting available on the Corporate Website of the Company and the Website of the Colombo Stock Exchange.
4. The Proxy shall –
  - (a) In the case of an individual be signed by the shareholder or by his attorney, and if signed by an attorney, a notorially certified copy of Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Company.
  - (b) In the case of a Company or Corporate / statutory body either be under its Common Seal or signed by its Attorney or by an Officer on behalf of the Company or Corporate / statutory body in accordance with its Articles of Association or the Constitution or the Statute. (as applicable)
5. Please indicate with a 'X' how the Proxy should vote on each resolution. If no indication is given, the Proxy in his/her discretion will vote as he/she thinks fit.

# ATTENDANCE REGISTRATION FORM

The Annual General Meeting (AGM) of SOFTLOGIC HOLDINGS PLC to be held on Friday the 17th May 2024 at 10 a.m. at the Auditorium of Central Hospital Limited (4th Floor), No.114, Norris Canal Road, Colombo 10 :

## DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder : .....

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

CDS Account No. : .....

Residential Address : .....

Telephone No/s : .....

Email : .....

Full Name of 01st Joint Holder : .....

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

Full Name of 02nd Joint holder : .....

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

In the event a Proxy holder is appointed by the Shareholder, following details of his/her Proxy 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 : .....

Telephone No/s. : .....

Email : .....

Signature/s	.....	.....	.....
	Principal Shareholder	01st Joint holder	02nd Joint holder

Date : .....

**Note:** In the case of a Company/Corporation, the Shareholder Attendance Registration Form must be signed in the manner prescribed by its Articles of Association/Statute and in the case of Attendance Registration Forms signed by an Attorney, the Power of Attorney, must be deposited at the office of the Secretaries No. 14, De Fonseka Place, Colombo 05, or emailed to ***corporateservices@softlogic.lk***



# FORM OF REQUEST

To:

SOFTLOGIC HOLDINGS PLC

No. 14, De Fonseka Place

Colombo 04

## SOFTLOGIC HOLDINGS PLC

### REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT – 2022/23

With reference to the Circular to Shareholders dated 16th April 2024 on the above I would like to request for a printed copy of the Annual Report of Softlogic Holdings PLC for the financial year ended 31st March 2023.

My/Our details are as follows:

Full Name of Shareholder/s	
Jointly with:	
Jointly with:	
Shareholder/s NIC/Passport No./Company Registration No.	
Address	
Contact Telephone No.	
Email Address	

.....

Signature of the Shareholder/s

.....

Date

#### Note:

1. The form of request should be filled legibly, signed and dated
2. In the event of joint shareholders, the form may be executed by the registered principal shareholder.
3. If the Form of Request is signed by an Attorney, the relevant Power of Attorney should also accompany the completed Form of Request.
4. In the case of a Corporate Member, the Form of Proxy must be executed in the manner prescribed by the Articles of Association.