

NOTICE OF MEETING

Notice is hereby given that the 37th Annual General Meeting of Orient Finance PLC will be held as a virtual meeting emanating from the Boardroom of the Company at No.19, Railway Avenue, Nugegoda on Monday, 30th November 2020 at 10.30 a.m. to transact the following businesses.

1. To receive the Report of the Board of Directors and the Audited Financial Statements of the Company for the year ended 31st March 2020 together with the report of the Auditors thereon.
2. To re-appoint Mr. Darshana Ratnayake, who was appointed to the Board on 25th November 2019 and retires in terms of Article 25(3) of the Articles of Association of the Company.
3. To re-appoint Mr. K. M. M. Jabir, who was appointed to the Board on 25th November 2019 and retires in terms of Article 25(3) of the Articles of Association of the Company.
4. To re-elect Mr. Anil Tittawella, who retires by rotation in terms of Article 25(7) of the Articles of Association of the Company and offers himself for re-election.
5. To re-elect Mr. Prakash Schaffter, who retires by rotation in terms of Article 25(7) of the Articles of Association of the Company and offers himself for re-election.
6. To re-appoint Messrs. BDO Partners, Chartered Accountants as Auditors of the Company for the ensuing year and authorise the Directors to determine their remuneration.
7. To authorize the Directors to determine and make donations.

By Order of the Board



K H L Corporate Services Limited
Secretaries

1st November 2020

Notes:

1. The Shareholders are requested to register with their first names and last names via the below link before 4.00 pm, on Wednesday, 25th November 2020, to receive the link to join the AGM. The same names should be used to log in to participate in the AGM on 30th November 2020.

<https://orientfinance.lk/AGM-2020-Registration>

2. A member entitled to attend and vote at the above Meeting is entitled to appoint a Proxy to attend and vote on behalf of him/her. A Proxy need not be a member of the Company. A Form of Proxy is enclosed for this purpose.
3. The completed Form of Proxy must be forwarded by email to agm2020@orient.lk, fax to +94 112372498, WhatsApp to +94 773647178 or directly deposited at the Office of the Company Secretaries, K H L Corporate Services Limited, No.15, Walukarama Road, Colombo 03. No registration of proxies will be accommodated after this deadline.
4. Shareholders who are unable to participate at the Meeting through the online meeting platform are encouraged to appoint a director as his/ her/its proxy by forwarding the duly completed Proxy Form clearly indicating their vote under each matter set out in the Proxy Form to the Company Secretaries as specified above in order that their vote may be identified and recorded as if he/she/it were present at the Meeting.

ORIENT FINANCE PLC

FORM OF PROXY

I / We, of
..... being a Member/s of
the Company, hereby appoint
.....(holder of NIC No.....) of
..... failing him/her,

- | | | | |
|----------------------------|-------------|---------------------------|-------------|
| 1. Mr. Anil Tittawella | failing him | 5. Mr. Ramesh Schaffter | failing him |
| 2. Mr. Prakash Schaffter | failing him | 6. Mr. Sriyan Cooray | failing him |
| 3. Ms. Minette Perera | failing her | 7. Mr. Darshana Ratnayake | failing him |
| 4. Ms. Indrani Goonesekera | failing her | 8. Mr. K. M. M. Jabir | |

as my/our Proxy to represent me/us and vote on my/our behalf at the Annual General Meeting of the Company to be held as a virtual meeting emanating from the Boardroom of the Company at No.19, Railway Avenue, Nugegoda on Monday, 30th November 2020 at 10.30 a.m. and at any adjournment thereof and at every poll which may be taken in consequence thereof.

Please indicate your preference by placing a 'X' in the box of your choice against each Resolution.

	FOR	AGAINST
1. Receive the Report of the Board of Directors and the Audited Financial Statements of the Company for the year ended 31 st March 2020 together with the report of the Auditors thereon	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-appointment of Mr. Darshana Ratnayake, who retires in terms of Article 25(3) of the Articles of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-appointment of Mr. K. M. M. Jabir, who retires in terms of Article 25(3) of the Articles of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Mr. Anil Tittawella, who retires by rotation in terms of Article 25(7) of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Mr. Prakash Schaffter, who retires by rotation in terms of Article 25(7) of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-appointment of Messrs. BDO Partners, Chartered Accountants as Auditors of the Company for the ensuing year and authorise the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorize the Directors to determine and make donations.	<input type="checkbox"/>	<input type="checkbox"/>

Signed on this day of 2020.

Signature/s.....

.....
Shareholder's N.I.C./P.P./Co. Reg. No.

Instructions for the completion of the form of Proxy
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1. Please perfect the Form of Proxy overleaf, after filling in legibly your full name and address, by signing in the space provided and filling the date of signature and your National Identity Card Number.

The completed Form of Proxy must be forwarded to the Company Secretaries by email agm2020@orient.lk, fax +94 112372498, WhatsApp to +94 773647178 or directly deposited at the Office of Company Secretaries, K H L Corporate Services Limited, No.15, Walukarama Road, Colombo 03 not less than 48 hours before the time fixed for the Meeting. No registration of proxies will be accommodated after this deadline.

2. If an Attorney has signed the Form of Proxy, the relative Power of Attorney should also accompany the completed Form of Proxy for registration, if such Power of Attorney has not already been registered with the Company.
3. If the Shareholder is a company or a corporate body, the Proxy should be executed in accordance with its Articles of Association or Constitution. The Company may but shall not be bound to, require evidence of the authority of any such attorney or officer.
4. If there is any doubt as to how the vote is to be exercised, by reason of the manner in which the Form of Proxy has been completed, no vote will be recorded by the Form of Proxy.