

SANASA Development Bank PLC
(PB 62 PQ)
No.12, Edmonton Road, Kirulapone
Colombo 06

Circular to the Shareholders

Dear Valued Shareholders,

The Annual Report – Year 2022

This year the Annual Report of SANASA Development Bank PLC (“SDB” or “the Bank”) is presented to you via the websites listed below, complying with the rules of the Colombo Stock Exchange.

The Bank’s official website – <https://www.sdb.lk/en/investor-relations/annual-reports> (**Investor Relations - Annual Reports**)

The Colombo Stock Exchange Website –
<https://www.cse.lk/home/company-info/SDB.N0000/financial>.

Accordingly, please note that CDs will not be issued this year.

However, as per the Section 7.5 of CSE Listing Rules (amended), If you wish to receive a printed copy of the said Annual Report please provide us with a written request therefor. You may for this purpose complete and forward to us the attached Form of Request. We shall then, within eight (8) Market Days of the date of our receipt of your request, forward to you a printed copy of the said Annual Report.

In the event that you require assistance in accessing the above link or have any concerns pertaining to the above arrangement or if you have any queries, you may contact the following persons any time between 10.00 a.m. to 4.00 p.m. on any working day, on the following contact numbers.

Name	Contact Number	E-mail Address
Mr.Damitha Geeganage	0112-832590	sdbagm@sdb.lk
Mr.Uchitha Anuhas	0112-832625	sdbagm@sdb.lk
Ms.Imalka Madushani	0112-832625	sdbagm@sdb.lk

In the event you are a Shareholder of the Bank, please be advised that the notice convening the Annual General Meeting (AGM) of the Bank, and the related Form of Proxy are also enclosed and if any Shareholder is unable to participate via online at the AGM, please return the Form of Proxy to us duly completed, to reach us not later than 24 hours before the time fixed for the said Meeting.

Shareholders are requested to kindly note that the AGM is scheduled to be held virtually and, in the event any further communications are to be made to the Shareholders the same will be made via the Colombo Stock Exchange (CSE) website and / or the / Bank website detailed above.

By order of the Board
SANASA Development Bank PLC



Tamarika Rodrigo
Company Secretary
24th April 2023

SANASA DEVELOPMENT BANK PLC (PB 62 PQ)
26TH ANNUAL GENERAL MEETING

NOTICE OF MEETING

Notice is hereby given that the 26th Annual General Meeting of SANASA Development Bank PLC (“SDB” or “the Bank”) will be held as an Online Virtual Meeting on May 19, 2023 at 10.00 a.m. at “Board Room”, SANASA Development Bank PLC, No.12, Edmonton Road, Kirulapone, Colombo 06 and business brought before the Meeting will be as follows;

1. To receive and consider the Annual Report of the Board of Directors and the Financial Statements of the Bank for the year ended December 31, 2022 together with Auditors Report thereon.
2. To re-elect the following three Directors;
 - To re-elect as a Director, Mr.Romani De Silva who retires at the 26th AGM by rotation in terms of Article 6 (4) (I) of the Articles of Association who represents Alliance Finance Company PLC.
 - To re-elect as a Director, Mr.Sarath Nandasiri who retires at the 26th AGM by rotation in terms of Article 6 (4) (I) of the Articles of Association who represents SANASA Federation Limited.
 - Dr.Mahesha Ranasoma who was appointed to fill a casual vacancy to be re- elected as a Director at the 26th AGM in terms of Article 6 (4) (ii) of the Articles of Association who represents Ayenka Holdings Private Limited.
3. To appoint Messrs Ernst & Young, Chartered Accountants as Auditors for the Financial Year 2023 and to authorize the Board to determine their remuneration.
4. To authorize the Directors to determine donations for the year 2023.

Manner of Holding the 26th Annual General Meeting:

1. The 26th Annual General Meeting (AGM) of the Bank is to be held by way of a Virtual Meeting in accordance with the Articles of Association of the Bank, the prevailing laws and the guidelines issued by the Colombo Stock Exchange.
2. Chairperson, Board of Directors, Chief Executive Officer, Deputy Chief Executive Officer, Company Secretary and the representatives of the Bank, and others essential for the administration of formalities of the meeting will assemble at the place specified as the venue of the meeting. All others, including Shareholders, will participate via Zoom following the steps below;
 - a) All shareholders wishing to participate at the Virtual Meeting must forward the duly completed Form 1 (attached hereto) via post / by hand to the Company Secretary at the registered office of the Bank or email to the Company Secretary (sdbagm@sdb.lk) or to facsimile number – 0112-514256 not later than 24 hours prior to the meeting to enable the Bank to share the login information.
 - b) All participating shareholders will have to pre-register themselves online prior to the commencement of the meeting and will be authenticated to participate. As such all Shareholders must strictly ensure that the details provided in the Form 1 shared with the Company Secretary and the online pre-registration must be the same.

3. Shareholders who participate the meeting required to identify themselves, if they speak at the AGM during the time allotted for comments by Shareholders as directed by the Chairperson. At that point, the individual will be required to give his / her name and address for the purpose of identification as a Shareholder or Proxy.
4. Shareholders are also given the opportunity to forward their queries via post to the Company Secretary at the registered office of the Bank or email to the Company Secretary (sdbagm@sdb.lk) or to facsimile number 011-2514256 before 24 hours prior to the meeting and your concerns will be addressed as deemed appropriate by the Chairperson.
5. Shareholders are encouraged to opt to duly completing the Form of Proxy clearly setting out their preference of vote under each item of the Agenda set out in the Form of Proxy and to appoint one of the Directors of the Bank to act on their behalf in order that in the event a Shareholder cannot participate at the meeting, such Shareholder's vote may be identified and recorded as if such shareholders were present at the meeting.

The duly completed Form of Proxy must reach the Company Secretary (in accordance with the instructions specified therein), not less than twenty-four (24) hours before the time appointed for the holding of the Meeting so that your proxy could represents you at the AGM and exercise your vote in accordance with your directions.

As this meeting will be a 'Virtual Meeting' and for the Bank's administrative convenience, the Bank would very much appreciate and requests all Shareholders to send in their Proxy Forms along with their Registration Form (Form 1) to reach the Bank, not later than 24 hours prior to the meeting as this would enable the Bank to efficiently make all arrangements for the virtual meeting.

6. The Bank intends to proceed to hold the Virtual Meeting as planned despite any prevailing situation in the Country. As such in the event any further communications are to be made to the Shareholders of the Bank, the same will be made via the Colombo Stock Exchange website www.cse.lk and/ or the Bank website <https://www.sdb.lk/en/>
7. Contact Company Secretary Department via 0112-832590 by the Shareholders participating at the Virtual Meeting to address any technical difficulties faced in accessing / participating at the meeting.

*Login details are authorized only for the use by Individual Shareholders / Proxy holders and authorized representatives in the case of corporate / institutional shareholders. The Bank will not be responsible or liable for the misuse of login details and access granted to the Meeting.

By Order of the Board
SANASA DEVELOPMENT BANK PLC



Tamarika Rodrigo
Company Secretary
24th April 2023

FORM OF PROXY

26th Annual General Meeting

1. Full Name of Shareholder

2. Company/Society Registration No/National Identity Card Number of the Shareholder
.....

3. Address of the Shareholder
.....

4. To Participate Via Zoom;
e-mail address & Mobile No

Being a member of the SANASA Development Bank PLC hereby appoint;

5. Name of Proxy Holder
.....

6. National Identity Card Number of Proxy Holder
.....

7. Address of Proxy Holder
.....

8. To Participate Via Zoom;
e-mail address & Mobile No

Failing him / her, Chairperson Ms.Dinithi Ratnayake, or failing her Director Prof.Sampath Amaratunge, or failing him Director Mr.Chaaminda Kumarasiri, or failing him Director Mr.Prasanna Premaratna, or failing him Director Mr.B.R.A.Bandara, or failing him Director Mr.Thusantha Wijemanna, or failing him Director Mr.Sarath Nandasiri, or failing him Director Mr.Conrad Dias, or failing him Director Mr.Naveendra Sooriyarachchi, or failing him Director Mr.Romani De Silva, or failing him Director Mr.Senthi Aathavan, or failing him Director Mr.Chandana Dissanayake, or failing him Director Dr.Mahesha Ranasoma as my/our proxy to speak /vote for me / us on my /our behalf at the 26th Annual General Meeting of the Bank to be held on the May 19 , 2023 at 10.00 a.m. at “Board Room”, SANASA Development Bank PLC, No.12, Edmonton Road, Kirulapone , Colombo 06 and at any adjournment thereof and at every poll which may be taken in connection with such Meeting and to vote as indicated below;

Please indicate your preference by placing "X" against the resolutions.

	FOR	AGAINST
1. To receive and consider the Annual Report of the Board of Directors and the Financial Statements of the Bank for the year ended December 31 , 2022 together with Auditors Report thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect as a Director, Mr.Romani De Silva who retires at the 26 th AGM by rotation in terms of Article 6 (4) (I) of the Articles of Association who represents Alliance Finance Company PLC.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect as a Director, Mr.Sarath Nandasiri who retires at the 26 th AGM by rotation in terms of Article 6 (4) (I) of the Articles of Association who represents SANASA Federation Limited.	<input type="checkbox"/>	<input type="checkbox"/>
4. Dr.Mahesha Ranasoma who was appointed to fill a casual vacancy to be re-elected as a Director at the 26 th AGM in terms of Article 6 (4) (ii) of the Articles of Association who represents Ayenka Holdings Private Limited.	<input type="checkbox"/>	<input type="checkbox"/>
5. To appoint Messrs Ernst & Young, Chartered Accountants as Auditors for the Financial Year 2023 and to authorize the Board to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorize the Directors to determine donations for the year 2023.	<input type="checkbox"/>	<input type="checkbox"/>

For Societies / Union / Companies

.....
Chairman

Seal

.....
Vice Chairman / Secretary

.....
Date

.....
Proxy Holder's Signature

For Individuals

.....
Date

.....
Signature

.....
Proxy Holder's Signature

INSTRUCTIONS

- 1) In perfecting Form of Proxy please ensure that all details are legible
 - 2) The completed Form of Proxy should be received at the address given below, not later than 24 hours before the time fixed for the 26th AGM.
 - 3) Please fold this form properly and post to the following address.
 - 4) The instrument appointing a proxy may be in writing under the hand of the appointer or of his / her attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its attorney or duly authorized person and together with the instrument appointing a proxy should be deposited at the registered office of the Bank.
- ❖ **Please forward the duly filled “FORM 1” along with the “Form of Proxy” herewith not later than 24 hours prior to the Meeting.**

**The Company Secretary
SANASA Development Bank PLC
No12, Edmonton Road
Kirulapone
Colombo 06.**

FORM 1

TO BE COMPLETED BY SHAREHOLDERS TO CONNECT VIA DIGITAL MEANS

**SANASA DEVELOPMENT BANK PLC
26th ANNUAL GENERAL MEETING – May 19th 2023**

BY EMAIL / BY FAX / BY HAND / BY POST

To The Company Secretary
SANASA Development Bank PLC
No. 12, Edmonton Road
Kirulapone
Colombo 06
sdbagm@sdb.lk

Full Name of Shareholder (In the event of a Joint holder please indicate full name and details of <u>primary holder</u>).	
National Identity Card No (NIC) / Passport No. / Company Registration No.	
Telephone number	Mobile
	Landline
Email address	
IF A PROXY IS APPOINTED* :	
FULL Name of Proxy holder	
National Identity Card No (NIC) / Passport No. of Proxy holder	
Telephone number	Mobile
	Landline
Email address	
*Please ensure that the Proxy Form is attached.	

I/we confirm that the undersigned or as duly represented by my / our proxy will connect to the AGM of SANASA Development Bank PLC via digital means as provided by the Bank. In the event a proxy is appointed, I/we hereby acknowledge my / our vote for the resolutions detailed in the Notice of Meeting shall be in accordance with the preference indicated in the Form of Proxy.

.....
Shareholder / Shareholders signature/s

1. In case of a corporate shareholder, this form must be executed under its Common Seal (if applicable) or in such other manner prescribed by the Articles of Association or other constitutional documents.
2. If this form is signed by an Attorney, the Power of Attorney or a copy certified by a Notary Public thereof duly registered in the books of SDB should be attached.
3. This form must be returned to the Company Secretary not later than 24 hours prior to the Meeting.
4. This form could be sent to the Company Secretary preferable by Email (sdbagm@sdb.lk) or through facsimile number 0112-514256 at any time between 10.00 a.m. to 4.00 p.m. on working days.
5. Please contact 0112-832590 for any queries.

FORM OF REQUEST

To: The Company Secretary
SANASA Development Bank PLC
No. 12, Edmonton Road
Kirulapone
Colombo 06.

Request for the printed copy of the Annual Report 2022 of SANASA Development Bank PLC

Please forward a printed copy of the “Annual Report” for the financial year ended 31 December 2022 of SANASA Development Bank PLC.

My / Our details are as follows;

Full Name of the Shareholder :

Shareholder’s NIC/Passport/Company Registration No :

Shareholder’s Folio Number (Please refer the address label) :

Shareholder’s Address :

Contact Number :

Jointly With :

.....

.....

Signature of the Shareholder/s

Date

Notes:

1. If you need a printed version please complete the Form of Request by filling in legibly the required information, signing the space provided and filling in the date of signature.
2. If the Form of Request is signed by an Attorney, the relative Power of Attorney should accompany the Form of Request.
3. In the event the shareholder is a Company, the Form of Request should be signed under its Common Seal or by a duly authorized officer of the Company in accordance with its Articles of Association.
4. In the case of the joint shareholding, the request may be executed by the Primary holder.

