

**FIRST CAPITAL HOLDINGS PLC**  
**CIRCULAR TO THE SHAREHOLDERS**

Dear Shareholder,

This is to inform you that the Annual General Meeting (“AGM”) for the year 2023 will be held virtually, using audio or audio and visual means on Friday, the 08<sup>th</sup> day of September 2023 at 10.00 a.m.

1. The AGM shall be held in compliance with the principles set out in the Guidelines issued by the CSE for the hosting of virtual AGM and the legal advice obtained thereon.
2. Adequate arrangements will be made for shareholders who wish to participate in the AGM via the online meeting platform, with login information being forwarded to them well in advance of the meeting.

The login information is authorized only to use by shareholders or the proxyholders (in the case of individuals) and by authorised representatives (in the case of corporate shareholders). The Company shall not be responsible or liable for misuse and/or unauthorised use of the login information.

3. Shareholders who wish to participate at the AGM are requested to register their details with the Company Secretaries via the below link, before 4.00 pm, on Wednesday, 6<sup>th</sup> September 2023.

<https://tinyurl.com/FCAGM2023-Registration>

*Note: It is compulsory for the shareholders to register with their first names and last names to receive the link to join the AGM. The same names should be used to log in to participate in the AGM.*

5. Shareholders will be given the opportunity to raise any questions or make comments on the matters listed in the agenda of the Meeting. All individuals participating at the Meeting remotely through the online platform are required to first identify themselves before raising any questions or making comments as aforesaid. The shareholders are encouraged to send their questions in advance or use the chat option to post their questions.
6. Voting on the items on the agenda will be registered by using an online platform or a designated ancillary online application. Guidelines to follow when participating the virtual AGM will be emailed to the shareholders who register for the Meeting.
7. Shareholders are also reminded that they have a right to appoint a member of the Board to act as their proxy if they choose. Those shareholders who wish to appoint a director as his/her/its proxy must forward the duly completed Proxy Form clearly indicating their vote under each matter set out in the Proxy Form to the Company Secretaries, so that their vote may be identified and recorded as if he/she/it were present at the Meeting.

8. Shareholders who are unable to participate at the Meeting via the designated online meeting platform are invited to forward their suggestions, questions and concerns relating to items on the agenda to WhatsApp number **0773647178** or email address [secretaries@jcsl.lk](mailto:secretaries@jcsl.lk), on or before Monday, 4<sup>th</sup> September 2023, in writing or by way of a pre-recorded audio/video clip. The questions could also be raised during office hours via the designated telephone number **0772020139** before the above deadline. This is to enable the Management to compile the queries and forward same to the attention of the Board of Directors to ensure that they are discussed and addressed at the AGM, if relevant.
9. The shareholders who wish to make any suggestions, proposals or raise questions during the AGM too will be given opportunity to do so. For this purpose, the shareholders could use the 'chat' or 'raise hand' options on Zoom or directly communicate to the Board during the allocated time via Zoom.
10. If any comments, questions raised are not related to the items on the agenda the Board will not take such matters for discussion at the AGM but will be looked at favourably towards the progress of the Company.
11. The Company will proceed to hold the AGM on 08<sup>th</sup> September 2023 with the shareholders who wish to participate through the online platform irrespective of whether it is declared a public holiday or curfew is imposed on that day since the aforesaid measures will enable full participation at the meeting.
12. The Circular to the shareholders, notice of the meeting and the form of proxy will be made available on the Colombo Stock Exchange website ([www.cse.lk](http://www.cse.lk)) and the Company's official website (<https://www.firstcapital.lk/>). For any queries relating to this circular, please contact our officials via email [secretaries@jcsl.lk](mailto:secretaries@jcsl.lk) or WhatsApp +94 773647178 during normal office hours.

The Board wishes to take this opportunity to thank the shareholders of the Company for their unwavering co-operation at all times.

By order of the Board,

Sgd.

**JANASHAKTHI CORPORATE SERVICES LIMITED**  
**SECRETARIES**

16<sup>th</sup> August 2023

**First Capital Holdings PLC (PQ 44)**  
**Notice of Meeting**

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of First Capital Holdings PLC will be held as a virtual meeting on Friday, 8 September 2023 at 10.00 a.m. to transact the following businesses.

1. To receive the Annual Report and the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2023 together with the Report of the Auditors thereon.
2. To re-elect Mr. Ramesh Schaffter who retires by rotation in terms of Article 25 of the Articles of Association of the Company and offers himself for re-election.
3. To re-elect Mr. Nishan Fernando who retires by rotation in terms of Article 25 of the Articles of Association of the Company and offers himself for re-election.
4. To re-appoint Ms. Manjula Mathews who was appointed to the Board on 27<sup>th</sup> December 2022, in terms of Article 21(3) of the Articles of Association of the Company.
5. To re-appoint Messrs. KPMG, Chartered Accountants as Auditors of the Company for the ensuing year and authorise the Directors to determine their remuneration.
6. To authorise the Directors to determine and make donations.

By Order of the Board,  
(Sgd.)

**Janashakthi Corporate Services Limited**

*Secretaries*

15<sup>th</sup> August 2023

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, 6 September 2023, to receive the link to join the AGM. The same names should be used to log in to participate in the AGM on Friday, 8 September 2023.

<https://tinyurl.com/FCAGM2023-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.
3. A Proxy need not be a member of the Company.
4. A Form of Proxy is enclosed for this purpose.
5. The completed Form of Proxy must be forwarded by email to [secretaries@jcs.lk](mailto:secretaries@jcs.lk), fax to +94 112372498, WhatsApp to +94 773647178 or directly deposited at the Office of the Company Secretaries. No registration of proxies will be accommodated after this deadline.

6. 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.

## Form of Proxy

I / We, ..... of  
 ..... being a Member/s of the First Capital Holdings PLC,  
 hereby appoint Mr/Mrs/Miss .....  
 (holder of NIC No. ....) of .....  
 ..... failing  
 him/her,

- |                           |             |
|---------------------------|-------------|
| 1. Mr. Nishan Fernando    | failing him |
| 2. Ms. Manjula Mathews    | failing her |
| 3. Mr. Ramesh Schaffter   | failing him |
| 4. Ms. Minette Perera     | failing her |
| 5. Mr. Chandana de Silva  | failing him |
| 6. Dr. Nishan de Mel      | failing him |
| 7. Mr. Dilshan Wirasekara |             |

as my/our Proxy to represent me/us and vote on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company to be held, as a virtual meeting on Friday, 8 September 2023 at 10.00 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.	Receiving of the Annual Report and the Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March 2023 together with the Report of the Auditor's thereon.		
2.	Re-election of Mr. Ramesh Schaffter who retires by rotation in terms of Article 25 of the Articles of Association of the Company and offers himself for re-election.		
3.	Re-election of Mr. Nishan Fernando who retires by rotation in terms of Article 25 of the Articles of Association of the Company and offers himself for re-election.		
4.	Re-appointment of Ms. Manjula Mathews as a Director in terms of Article 21(3) of the Articles of Association of the Company.		
5.	Re-appointment of Messrs. KPMG, Chartered Accountants as Auditors of the Company for the ensuing year.		
6.	Authorising Directors to determine and make donations.		

Signed on this.....day of ..... 2023

Signature/s.....

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

## **INSTRUCTIONS FOR THE COMPLETION OF THE FORM OF PROXY**

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.
2. The completed form of Proxy must be forwarded to the Company Secretaries by email [secretaries@jcs.lk](mailto:secretaries@jcs.lk), fax +94 112372498, WhatsApp to +94773647178 or directly deposited at the office of Company Secretaries, Janashakthi 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.
3. 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.
4. 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.
5. 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.

# First Capital Holdings PLC

No. 2, Deal Place, Colombo 03, Sri Lanka.

## Circular to Shareholders

Dear Shareholder,

### Submission of the 2022/23 Annual Report to Shareholders

The Annual Report of First Capital Holdings PLC ('the Company') will be available on the corporate website of the Company ([www.firstcapital.lk](http://www.firstcapital.lk)). The Shareholders could access the Annual Report via the following link;

<https://firstcapital.lk/first-capital-holdings-annual-report/>

However, if a shareholder requires a printed copy of the Annual Report, he/she may make a written request to the Company for a copy. The Company will within 8 Market Days, send a printed copy of the Annual Report.

We give below the following details as required by the listing rules.

Contact person of the Company	: Mr. Kanishka Gunarathna
Telephone No.	: 0718976104
Email Address	: <a href="mailto:finance@firstcapital.lk">finance@firstcapital.lk</a>
Website Address	: <a href="http://www.firstcapital.lk">www.firstcapital.lk</a>

For any queries in this regard, please contact Mr. Kanishka Gunarathna on any weekday between 8.30 a.m. and 5.00 p.m.

### FIRST CAPITAL HOLDINGS PLC

Sgd,  
**JANASHAKTHI CORPORATE SERVICES LIMITED**  
Secretaries

**Request Letter**

From: .....

Address: .....

.....

.....

First Capital Holdings PLC

No.2, Deal Place

Colombo 03

Sri Lanka

Dear Sir/Madam,

**FIRST CAPITAL HOLDINGS PLC**

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

I/We hereby request you to please forward to me /us a printed copy of the Annual Report of First Capital Holdings PLC.

Yours faithfully

.....

.....

Signature

Date

**Name :** .....

**NIC No. :** .....