

**FOR THE USE OF LEDGER SHAREHOLDERS ONLY**

**IMPORTANT: THIS DOCUMENT IS OF VALUE**

## **Dialog Finance PLC**

(Incorporated in Sri Lanka under the Companies Act No 17 of 1982 and re-registered under the under the Companies Act No. 7 of 2007)

Company Registration No. PB 765 PQ

### **PROVISIONAL LETTER OF ALLOTMENT**

**Issue of up to 8, 616, 504 new ordinary voting shares at Rs. 65.00 per share payable on or before 27 September 2021**

*IF YOU ARE IN DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER PROFESSIONAL ADVISOR*

<b>PROVISIONAL ALLOTMENT LETTER NO.</b>	<b>NAME AND ADDRESS OF PRINCIPAL SHAREHOLDER</b>	<b>ORDINARY VOTING SHARES HELD AS AT END OF TRADING ON 31 AUGUST 2021</b>	<b>NUMBER OF ORDINARY VOTING SHARES PROVISIONALLY ALLOTTED (08 FOR 101)</b>	<b>TOTAL AMOUNT PAYABLE ON PROVISIONAL ALLOTMENT @ RS. 65.00 PER SHARE</b>

Name(s) of Joint Shareholder(s) (if any)

(1)	(2)
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**Shareholders who have difficulty in receiving the documents or although received have difficulty in the physical transmission of the documents to the Registrar or wish to submit documents via email, are advised to follow the procedure given in [www.dialogfinance.lk](http://www.dialogfinance.lk) or [www.cse.lk](http://www.cse.lk) to apply for their respective Right Entitlement and for additional shares under the Rights Issue.**

**07 September 2021**

Dear Shareholder(s)

- (i) As a registered shareholder of our Company (Dialog Finance PLC), you have been provisionally allotted your due entitlement of Eight (08) new ordinary voting shares for every One Hundred One (101) ordinary voting shares held by you as at end of trading on 31 August 2021 (Entitlement) for which the amount specified above is payable on acceptance. Fractions will be ignored for this purpose.
- (ii) **ACCEPTANCE AND REGISTRATION** – If you wish to accept and subscribe for the shares provisionally allotted to you or even a lesser number of shares and make the requisite payment via a cheque/bank draft, please complete **FORM A: “LETTER OF ACCEPTANCE AND REGISTRATION” only** and return this Provisional Letter of Allotment in its entirety together with the payment by way of Cheque/Bank Draft to reach **S S P Corporate**

**Services (Pvt) Ltd, Registrars to the Issue at No.101, Inner Flower Road, Colombo 03** not later than 4.30 p.m. on 27 September 2021 (being the Last Date for Acceptance and Payment).

If you wish to accept and subscribe for the shares provisionally allotted to you or even a lesser number of shares and make the payment via SLIPS/RTGS transfer please send a scanned copy of your duly completed Form A together with a clear scanned copy of your SLIPS/RTGS bank confirmation to [dialogfinance@ssp.lk](mailto:dialogfinance@ssp.lk) not later than 4.30 p.m. on 27 September 2021 (being the Last Date for Acceptance and Payment).

- (iii) The Securities and Exchange Commission of Sri Lanka (SEC) has directed the Colombo Stock Exchange (CSE) and the Central Depository Systems (Pvt.) Ltd (CDS) to implement a system of dematerialisation for new listings and for all listed securities with effect from January 1, 2011. Therefore, kindly enter your valid CDS account number in the space provided in Form A. The shares you accept will be directly deposited in your CDS account within 10 market days from the Last Date of Acceptance and Payment. **NO SHARE CERTIFICATES WILL BE ISSUED.**

In the event you have not provided a CDS account number or the account number provided by you is incorrect, your shares will be held under your name until such time you inform S S P Corporate Services (Private) Limited, the Registrar to the Issue at No. 101 Inner Flower Road, Colombo 03 your CDS account number in writing. Please note that such requests will be processed on a weekly basis.

If you wish to renounce your entitlement in favour of the CDS, please refer Section (iv) "Deposit of Letter of Allotment in CDS through Form of Renunciation to CDS".

- (iv) **DEPOSIT OF LETTER OF ALLOTMENT IN CDS THROUGH FORM OF RENUNCIATION TO CDS - This course of action is generally provided to facilitate you to trade on your entitlement up to the Last Date of Renunciation to CDS.** When depositing this Provisional Letter of Allotment in your CDS account, please complete and sign **FORM B: "FORM OF RENUNCIATION TO CDS" only** indicating that you are renouncing your entitlement in favour of the CDS and enter your CDS account number in the space provided. **DO NOT FILL IN OR SIGN FORM A.** Forward this Provisional Letter of Allotment in its entirety via email to [dialogfinance@ssp.lk](mailto:dialogfinance@ssp.lk) or via post, courier or by hand to **S S P Corporate Services (Pvt) Ltd, Registrars to the Issue at No.101, Inner Flower Road, Colombo 03** and the Registrars will in turn request the CDS to deposit the shares provisionally allotted into the CDS account indicated by you in Form B. The Last Date of Renunciation to CDS is 21 September 2021. **If you wish to subscribe for your Entitlement (partly/fully) thereafter, please submit the required remittance to your Stockbroker/Custodian bank not later than 4.30 p.m. on 24 September 2021.**

- (v) **ADDITIONAL ORDINARY VOTING SHARES** - If you wish to apply for additional ordinary voting shares over and above the shares provisionally allotted to you, which may be possible due to some shareholders not taking up their Entitlement under the Rights Issue, please refer the Notes and Instructions given in **FORM C: "APPLICATION FOR ADDITIONAL SHARES"**.

- (vi) **REMITTANCE:**

**If you wish to make payment for your rights entitlement via cheque/bank draft**

Kindly forward the duly completed physical Application Form (Form A) together with a **separate Cheque/bank Draft for the exact amount payable for the number of shares applied** to reach **S S P Corporate Services (Pvt) Ltd, Registrars to the Issue at No.101, Inner Flower Road, Colombo 03** either via post, courier or by hand not later than 4.30 p.m. on 27 September 2021. **Each Letter of Acceptance and Registration should be accompanied by a single cheque/bank draft for the exact amount payable for the number of shares accepted.**

The remittance for additional ordinary voting shares to be made by Cheque/Bank Draft should be drawn upon any commercial bank in Sri Lanka and payable to "**Dialog Finance PLC – Rights Issue**" and crossed "**Account Payee Only**".

**If you wish to make payment for your rights entitlement via SLIPS/RTGS transfer**

Kindly email a scanned copy of your duly completed Form A, together with a clear scanned copy of your SLIPS/RTGS bank confirmation to [dialogfinance@ssp.lk](mailto:dialogfinance@ssp.lk) not later than 4.30 p.m. on 27 September 2021 (being the Last Date for Acceptance and Payment).

If you wish to make the remittance in respect of shares subscribed under Form A via SLIPS/RTGS please make the payment to the Rights Issue Account given below:

<b>Account Name</b>	-	<b>Dialog Finance PLC – Rights Issue</b>
<b>Account Number</b>	-	<b>001 – 950 – 000 - 291</b>
<b>Name of the Bank</b>	-	<b>Cargills Bank</b>
<b>Bank Code</b>	-	<b>7481</b>
<b>Branch/Code</b>	-	<b>01</b>

**Applications will not be acceptable in the event the amount deposited and the details in the Application Forms cannot be reconciled.**

**Cheques not honoured on first presentation will not be re-presented to the bank and will be rejected.**

Cheques forwarded for shares provisionally allotted to a shareholder which are received during the period 08 September 2021 to 21st September 2021 will be banked commencing from 22nd September 2021. All cheques received after this period (other than cheques received for additional ordinary voting shares) up to the closure of the Issue will be banked as and when they are received. The date of realisation of such Cheques shall be considered the date of receipt of the consideration in terms of Section 52(3) of the Companies Act No. 7 of 2007.

Applications where cheques are not realised within two (02) market days from the Last Date of Acceptance and Payment will be rejected. Cheques must be honoured on first presentation for the application to be valid. Applications supported by cheques which are not honoured on first presentation will be rejected.

**Foreign Investors/ Non-resident** shareholders may only invest through an Inward Investment Account (IIA) formerly known as Securities Investment Account (SIA) maintained with any commercial bank operating in Sri Lanka. Such applications must be accompanied by a letter from the respective commercial bank confirming the same.

**Non-resident Shareholders are requested to enter their IIA Number [from which the payment is made for the Rights Issue] in Form 'A' and Form 'C' in the spaces provided therefore. It is preferable that shareholders make the payment via the same IIA through which they remitted funds for their existing holding, for speedy repatriation of proceeds arising from any corporate action.**

Please note that it is the responsibility of the Foreign Investors/Non-resident Sri Lankans to comply with laws relevant to the jurisdiction of their residency and of Sri Lanka. Application Forms accompanying remittances, which are not in accordance with the instructions, will be rejected.

(vii) **DIRECT DEPOSIT TO CDS** – The ordinary voting shares allotted on this Issue would be directly uploaded on or before 11 October 2021, as referred to herein **SHARE CERTIFICATES WILL NOT BE ISSUED**

(viii) **GENERAL** - If the duly completed Form(s) and the payment for Rights Shares are not received via email, post, courier or by hand before 4.30 p.m. on 27 September 2021 by **SSP Corporate Services (Pvt) Ltd, Registrars to the Issue at No.101, Inner Flower Road, Colombo 03**, the Rights Shares to which you are entitled to will be deemed to have been declined and you will not be entitled to such shares thereafter.

**Please note that applications forwarded via post and courier should reach the Registrars to the Issue by the Closing Date (i.e. Last Date for Acceptance and Payment) and any Application received after the said date will be rejected even though they carry a postmark dated prior to the Closing Date.**

All correspondence sent via post in this regard should be addressed to **SSP Corporate Services (Pvt) Ltd, Registrars to the Issue at No.101, Inner Flower Road, Colombo 03** with the top left-hand corner of the envelope marked "**Dialog Finance PLC – Rights Issue**".

#### Important Dates

<b>The Record Date and the Date of Provisional Allotment</b>	31 August 2021
<b>Dispatch of Provisional Letters of Allotment</b>	07 September 2021
<b>Date of Commencement of Trading of Rights</b>	13 September 2021
<b>Last Date of Renunciations to CDS / Acceptance via CDS</b>	21 September 2021
<b>Last Date for Acceptance and Payment</b>	27 September 2021

Yours Faithfully,  
By Order of the Board of  
Dialog Finance PLC  
(Sgd.)  
SSP Corporate Services (Pvt) Ltd  
Registrars to the Issue  
No.101, Inner Flower Road,  
Colombo 03.

**FORM A: LETTER OF ACCEPTANCE AND REGISTRATION**

**ACCEPTANCE AND REMITTANCE DETAILS**

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Number of Ordinary Voting Shares Accepted	Amount @ LKR 65.00 per Share	Name of Bank/ Branch	Cheque/Bank Draft No. / Direct Payment / Fund Transfer	Date of Deposit / Date of Fund Transfer

The Board of Directors  
**Dialog Finance PLC**  
 C/o SSP Corporate Services (Pvt) Ltd ,  
 Registrars to the Issue,  
 No.101, Inner Flower Road,  
 Colombo 03.

Dear Sir/Madam,

I/We, accept the ordinary voting shares to which I am/we are lawfully entitled to and request to be entered in the Register of Members as the registered holder(s) of such shares.

*(Tick as applicable. Please do not tick (ii) unless you require to LOCK the securities balance from trading)*

i. Please directly deposit the number of shares allotted to my/our **TRADABLE** securities account at the Central Depository Systems (Pvt.) Ltd (CDS). My/Our CDS account number is given below.

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**OR**

ii. Please directly deposit the number of shares allotted to my/our **LOCKED** securities account at the CDS. I/We understand that the shares in the locked balance would not be available for trading purposes and would not be visible to the respective CDS participants. My/Our CDS account number is given below.

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I/We, hereby declare that I am/we are:

- not resident outside Sri Lanka and not a company or corporation incorporated outside Sri Lanka and I am/we are not acquiring the shares as nominee of a person resident or company/corporation incorporated outside Sri Lanka.
- individual(s) resident outside Sri Lanka or a company/corporation incorporated outside Sri Lanka and the remittance is made via my/our Inward Investment Account (IIA), confirmation of which is annexed.

**For Non-Resident shareholders only**

I/We, being a Non-Resident Shareholder/s give below my/our IIA No. through which payment/s for the Rights Shares is made

IIA No.	Name of Bank/Branch	Bank and Branch Code

Yours faithfully,

Full Name(s) of Shareholder(s) - Underline Surname(s)		NIC/Passport/Company Reg. No. (Passport No. is acceptable only if the NIC No. is not available)	Nationality	Occupation
(1) Mr./Mrs./Miss.				
(2) Mr./Mrs./Miss.				
(3) Mr./Mrs./Miss.				
Address:				
Telephone No:				
Signature(s)	(1)	(2)	(3)	

**Note:**

- I. To comply with the provisions of the Foreign Exchange Act No 12 of 2017, Non-Resident shareholders who do not maintain an IIA, should seek the approval from the Director, Department of Foreign Exchange, Colombo before the issue of the said shares. Such letter of approval should accompany the **FORM A: "LETTER OF ACCEPTANCE AND REGISTRATION"**.
- II. Where an application is signed under a Power of Attorney (POA) a copy of same certified by a Notary Public/ Commissioner of Oaths must be first registered with the Company Secretary /Registrars and a copy of such registered POA must be lodged with the Registrars to the Issue along with the application.
- III. In the case of Companies/Incorporated Bodies, the common seal (if available) shall be placed and duly attested as per the Articles of Association/Statute or in the absence of a common seal, two directors or a director and the company secretary shall sign this application as provided for in the Articles of Association/Statute.

**FORM B: FORM OF RENUNCIATION TO CDS**

The Board of Director  
**Dialog Finance PLC**  
 C/o SSP Corporate Services (Pvt) Ltd,  
 Registrars to the Issue,  
 No.101, Inner Flower Road,  
 Colombo 03, Sri Lanka

D	D	M	M	2	0	2	1
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Dear Sir/Madam:

I/We, the shareholder(s) to whom this Provisional Letter of Allotment dated 07 September 2021 has been addressed, do hereby renounce my/our right/s to the..... ordinary voting shares provisionally allotted to me/us through this letter in favour of the Central Depository Systems (Pvt.) Ltd. for deposit in my/our CDS securities account, bearing the number appearing below.

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Yours faithfully,

	NAME OF SHAREHOLDER(S)	SIGNATURE(S)
PRINCIPAL SHAREHOLDER		
1 <sup>st</sup> JOINT SHAREHOLDER		
2 <sup>nd</sup> JOINT SHAREHOLDER		

**Note:**

- I. In the case of Companies/Incorporated Bodies, the common seal (if available) shall be placed and duly attested as per the Articles of Association/Statute or in the absence of a common seal, two directors or a director and the company secretary shall sign this application as provided for in the Articles of Association/Statute.
- II. Where the renunciation is signed under a Power of Attorney (POA) the original must be first registered with the Company Secretary/Registrar and a copy of same certified by Notary Public/Commissioner of Oaths must be lodged together with the **FORM B: "FORM OF RENUNCIATION TO CDS"** and other relevant documentation required by the CDS/Registrars.



Number of Additional Ordinary Voting Shares Applied For	Amount @ Rs 65.00 per Share	Name of Bank/ Branch	Cheque/Bank Draft No. /Bank Guarantee No. / SLIPS/RTGS Transfer	Date of SLIPS/RTGS Transfer

Any monies returnable to me/us should be made as indicated below:(Tick as applicable)

- By a cheque posted at my/our risk to the first address given below
- By a fund transfer through the Sri Lanka Inter Bank Payment System (SLIPS) to my/our bank account number given below

BANK CODE				BRANCH CODE			ACCOUNT NO.														

Please note that if the fund transfer through SLIPS is rejected by the Bank for any reason, a cheque will be posted at the risk of the shareholder to the first address given below.

I/We, further confirm as follows:

Full Name(s) of Shareholder(s) - Underline Surname(s)	NIC/Passport/Company Reg. No. (Passport No. is acceptable only if the NIC No. is not available)	Nationality	Occupation
(1) Mr./Mrs./Miss.			
(2) Mr./Mrs./Miss.			
(3) Mr./Mrs./Miss.			
Address:			
Telephone No:			

I/We, hereby declare that I am/we are:

- not resident outside Sri Lanka and not a company or corporation incorporated outside Sri Lanka and I am/we are not acquiring the shares as nominee of a person resident or company/corporation incorporated outside Sri Lanka.
- individual(s) resident outside Sri Lanka or a company/corporation incorporated outside Sri Lanka, and the remittance is made via my/our IIA, confirmation of which is annexed.

**To be filled By Non-Resident Shareholders Only.**

I/We, being a Non-Resident Shareholder/s give below my/our IIA No. through which payment/s for the Rights Shares is made.

IIA No.	Name of Bank/Branch	Bank and Branch Code
Signature(S)	(1)	(2)
		(3)



## NOTES AND INSTRUCTIONS

1. If you wish to request for **additional ordinary voting shares over the ordinary voting shares provisionally allotted to you**, the allocation may be possible due to some shareholders not taking up their shares under the Rights Issue, please complete **FORM C: "APPLICATION FOR ADDITIONAL SHARES"**. You may forward the completed Form C either via email or a physical form along with the applicable remittance/remittance confirmation in the manner given below;

### **If you wish to make payment for additional shares via cheque/Bank draft;**

kindly forward the duly completed physical Application Form together with **a separate Cheque/Bank Draft for the exact amount payable for the number of shares applied** to reach **S S P Corporate Services (Pvt) Ltd, Registrars to the Issue at No.101, Inner Flower Road, Colombo 03 either via post, courier or by hand** not later than 4.30 p.m. on 27 September 2021.

The remittance for additional ordinary voting shares to be made by Cheque/Bank Draft should be drawn upon any commercial bank in Sri Lanka and payable to **"Dialog Finance PLC – Rights Issue"** and crossed **"Account Payee Only"**.

### **If you wish to make payment for your additional shares via SLIPS/RTGS**

Kindly email a scanned copy of your duly completed Form C together with a clear scanned copy of your SLIPS/RTGS bank confirmation to [dialogfinance@ssp.lk](mailto:dialogfinance@ssp.lk) not later than 4.30 p.m. on 27 September 2021 (being the Last Date for Acceptance and Payment).

If you wish to make the remittance in respect of shares subscribed under Form C via SLIPS/RTGS please make the payment to the Rights Issue Account given below:

<b>Account Name</b>	-	<b>Dialog Finance PLC – Rights Issue</b>
<b>Account Number</b>	-	<b>001 – 950 – 000 - 291</b>
<b>Name of the Bank</b>	-	<b>Cargills Bank</b>
<b>Bank Code</b>	-	<b>7481</b>
<b>Branch/Code</b>	-	<b>01</b>

**Kindly ensure that the payment has been made and payment details have been duly entered on the form prior to emailing the form.**

**Applications will not be acceptable in the event the amount deposited and the details in the Application Forms cannot be reconciled.**

- 2 **Non-resident shareholders** may only invest through an Inward Investment Account (IIA) formerly known as Securities Investment Account (SIA) maintained with any commercial Bank operating in Sri Lanka. Such applications must be accompanied by a letter from the respective commercial Bank confirming the same.

Non-resident Shareholders are requested to enter their IIA Number in Form C in the spaces provided. It is preferable that shareholders make the payment via the same IIA through which they remitted funds for their existing holding, for speedy repatriation of proceeds arising from any corporate action.

Please note that it is the Foreign Investors/Non-resident Sri Lankan's responsibility to comply with laws relevant to the jurisdiction of their residency and of Sri Lanka. Application Forms accompanying remittances, which are not in accordance with the instructions, will be rejected.

In case of remittance from an IIA for applications for additional ordinary voting shares, it is permissible for a holder of an IIA to send a Bank Guarantee with the **FORM C: "APPLICATION FOR ADDITIONAL SHARES"** instead of the actual payment of the shares. Once the number of shares to be allotted is determined by Dialog Finance PLC, the Registrars to the Issue shall claim the relevant amount/s due on the application from the Bank. This procedure is adopted to avoid foreign exchange losses on conversion.

The Bank guarantee should be valid up to 10 October 2021.

3. Please ensure that you enter your CDS account number in the space provided in **FORM C: "APPLICATION FOR ADDITIONAL SHARES"**. The shares allotted to you will be directly deposited in your securities account in the CDS within 10 market days from the Last Date for Acceptance and Payment as **SHARE CERTIFICATES WILL NOT BE ISSUED** in line with the Directive issued by the Securities and Exchange Commission of Sri Lanka.
4. Any refunds in respect of rejected/partly rejected applications for ordinary voting shares will be dispatched as expeditiously as possible and in any event within 10 market days from the Last Date of Acceptance and Payment. In the event a refund is not made within this period, the applicant shall be entitled to interest calculated on the last quoted Average Weighted Prime Lending Rate (AWPLR) published by the Central Bank of Sri Lanka +5%. If the applicant(s) has/have indicated details of his/her/their bank account in the application, the company will make such refund payments to the bank account specified by the applicant via Sri Lanka Inter Bank Payment System (SLIPS) and payment advice shall be issued accordingly.  
  
Refunds on payment made through IIA would be made to IIA only. Please enter the IIA account number accurately in the space provided in Form C.  
  
Please note that, if the fund transfer through SLIPS is rejected by the bank due to any reason, such refund payments would be made via a crossed cheque in favour of the applicant(s) and sent by ordinary post at his/her/their risk to the first address given above.  
  
However, if the applicant(s) has/have not provided details of his/her/their bank account in the application, the refund payment will be made by a crossed cheque in favour of the applicant(s) and sent by ordinary post at his/her/their risk to the first address given above.
5. Where an application is signed under a Power of Attorney (POA), the original must be first registered with the Company Secretary/Registrar and a copy of same certified by Notary Public/ Commissioner of Oaths must be lodged with the Registrars to the Issue (either via post/courier/by hand or via email) along with the application.
6. In the case of Companies/Incorporated Bodies, the common seal (if available) shall be placed and duly attested as per the Articles of Association/Statute or in the absence of a common seal, two directors or a director and the company secretary shall sign this application as provided for in the Articles of Association/Statute.
7. In the event of an over-subscription, the Directors reserve the absolute right of accepting or rejecting any application in whole or in part.
8. **Application Forms accompanying remittances, which are not in accordance with these instructions, will be rejected.**
9. The application for additional shares should be directly made to the Company through the Registrars to the Issue, **SSP Corporate Services (Pvt) Ltd, Registrars to the Issue at No.101, Inner Flower Road, Colombo 03**. The CDS will not accept/handle any applications for additional Rights Shares.
10. Cheques in respect of applications for additional ordinary voting shares received by the Registrars to the issue physically will be banked only after the Last Date of Acceptance and Payment.