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# NOTICE OF EXTRAORDINARY GENERAL MEETING

JOHN KEELLS HOLDINGS PLC

Company No. PQ 14

117, Sir Chittampalam A. Gardiner Mawatha,  
Colombo 2,  
Sri Lanka.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("Meeting") of John Keells Holdings PLC will be held as a virtual meeting on 9 September, 2024 at 3.00 p.m. for the purpose of considering and if thought fit passing the following, as ORDINARY RESOLUTIONS:

### 1. RIGHTS ISSUE OF ORDINARY SHARES

"IT IS HEREBY RESOLVED THAT One Hundred Fifty Million Two Hundred Sixty-Three Thousand Five Hundred Ninety-Five (150,263,595) new Ordinary Shares be issued to the existing Shareholders of the Company by way of a Rights Issue, in the proportion of One (1) new Ordinary Share for every Ten (10) Ordinary Shares held by the Shareholders of Ordinary Shares of the Company as at the Date of Entitlement, being the Record Date/Date of Provisional Allotment, which is the Second (2<sup>nd</sup>) Market Day from and excluding the date of this Meeting, namely 11 September, 2024, at an issue price of Rupees One Hundred and Sixty (Rs.160/-) per Share, which price is in the opinion of the Directors fair and reasonable to the Company and to the existing Shareholders, with each share ranking equal and *pari passu* in all respects with the existing Ordinary Shares of the Company;

THAT fractional Rights shall be ignored for the allotment of Rights and any unclaimed Rights and unallotted fractional Rights will be pooled together and allotted to Shareholders who have applied for additional Rights, and, in the event of an over subscription of additional Rights, the allotment of such additional shares shall be based on the proportion of Ordinary Shares of the Company held by them as at the Record Date."

### 2. SUB-DIVISION OF ORDINARY SHARES

"IT IS HEREBY RESOLVED THAT the Ordinary Shares of the Company, as at end of trading on the Date of Entitlement (Record Date for the Sub-division), [i.e. 2<sup>nd</sup> Market Day from and excluding the Cut-off Date for the Sub-division], be increased by way of a Sub-division under and in terms of Article 8 (iii) of the Articles of Association of the Company, whereby One (1) Ordinary Share will be sub-divided into Ten (10) Ordinary Shares, thereby increasing the Ordinary Shares in issue as at the Date of Recommencement of Share Trading. Accordingly, assuming full subscription of the Rights Issue of Shares, One Billion, Six Hundred Fifty-Two Million, Eight Hundred Ninety-Nine Thousand, Five Hundred Fifty-Two (1,652,899,552) Ordinary Shares in issue shall be increased to Sixteen Billion, Five Hundred Twenty-Eight Million, Nine Hundred Ninety-Five Thousand, Five Hundred Twenty (16,528,995,520) Ordinary Shares."

By Order of the Board

John Keells Holdings PLC



Keells Consultants (Private) Limited

Secretaries

12 August 2024

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### NOTES:

- i. A Member unable to attend the Meeting is entitled to appoint a Proxy to attend and vote in their place.
- ii. A Proxy need not be a Member of the Company.
- iii. A Member wishing to vote by Proxy at the Meeting may use the Form of Proxy enclosed herein.
- iv. Members are encouraged to vote by Proxy through the appointment of a member of the Board of Directors to vote on their behalf and to include their voting preferences on the resolution to be taken up at the Meeting in the Form of Proxy.
- v. In order to be valid, the completed Form of Proxy must be lodged at the Registered Office of the Company not less than 48 hours before the Meeting.
- vi. A vote can be taken on a show of hands or by a poll. If a poll is demanded, each Share is entitled to one vote. Votes can be cast in person, by proxy or corporate representatives. In the event an individual Member and their Proxyholder are both present at the Meeting, only the Member's vote is counted. If the Proxyholder's appointor has indicated the manner of voting, only the appointor's indication of the manner to vote will be used.
- vii. Instructions as to attending the virtual Meeting are enclosed.

# FORM OF PROXY – EXTRAORDINARY GENERAL MEETING

I/We..... of  
.....being a  
member/s of John Keells Holdings PLC hereby appoint  
.....of  
.....or failing him/her

- MR. KRISHAN NIRAJ JAYASEKARA BALENDRA or failing him
- MR. JOSEPH GIHAN ADISHA COORAY or failing him
- MR. DAMIAN AMAL CABRAAL or failing him
- DR. SHRIDHIR SARIPUTTA HANSA WIJAYASURIYA or failing him
- DR. SHARMINI AMRITA COOREY or failing her
- MR. DEVENI VIDANALAGE RENUK SUREN FERNANDO or failing him
- MR. HECTOR MANIL ANTHONY JAYESINGHE or failing him
- MS. RUCHIRA SHUKLA

as my/our proxy to represent me/us and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on 9 September, 2024 at 3.00 p.m. and at any adjournment thereof, and at every poll which may be taken in consequence thereof.

I/We, the undersigned, hereby direct my/our proxy to vote for me/us and on my/our behalf on the specified Resolution as indicated by the letter "X" in the appropriate cage:

## ORDINARY RESOLUTIONS

	FOR	AGAINST	ABSTAINED
1. Rights Issue of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Sub-division of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed on this ..... day of ..... Two Thousand and Twenty-Four.

.....  
Signature/s of Shareholder/s

## NOTE:

INSTRUCTIONS AS TO THE COMPLETION OF THE FORM OF PROXY ARE NOTED BELOW.

# FORM OF PROXY – EXTRAORDINARY GENERAL MEETING

## INSTRUCTIONS AS TO COMPLETION OF PROXY

1. Please perfect the Form of Proxy by filling in legibly your full name and address, signing in the space provided and filling in the date of signature.
2. The completed Form of Proxy should be deposited at the Registered Office of the Company at No. 117, Sir Chittampalam A. Gardiner Mawatha, Colombo 2, Sri Lanka, or forwarded by fax to +94 11 243 9037, or e-mailed to *keellsconsultants@keells.com* no later than 48 hours before the time appointed for the convening of the Meeting.
3. If the Form of Proxy is signed by an Attorney, the relevant Power of Attorney should accompany the completed Form of Proxy for registration, if such Power of Attorney has not already been registered with the Company.
4. If the appointor is a company or corporation, the Form of Proxy should be executed under its Common Seal or by a duly authorised officer of the company or corporation in accordance with its Articles of Association or Constitution.
5. If this Form of Proxy is returned without any indication of how the person appointed as Proxy shall vote, then the Proxy shall exercise their discretion as to how they vote or, whether or not they abstain from voting.

Please fill in the following details:

Name : .....

Address : .....

.....

.....

Jointly with : .....

Share Folio No. : .....

NIC No. : .....

# INSTRUCTIONS FOR REGISTRATION AND PARTICIPATION AT THE VIRTUAL EXTRAORDINARY GENERAL MEETING

JOHN KEELLS HOLDINGS PLC (THE "COMPANY")

INSTRUCTIONS FOR REGISTRATION AND PARTICIPATION AT THE VIRTUAL EXTRAORDINARY GENERAL MEETING  
OF THE COMPANY HELD THROUGH AUDIO/VISUAL MEANS ON 9 SEPTEMBER, 2024 AT 3.00 P.M.

Dear Shareholder,

The Board of Directors of the Company, having taken into consideration the guidelines issued by the Colombo Stock Exchange ("CSE") on holding virtual shareholder meetings through audio/visual means and in conformity with the regulatory provisions of the Articles of Associations of the Company, have decided to hold the Extraordinary General Meeting ("EGM") of the Company as a virtual meeting through audio/visual means using an online platform in the manner set forth below.

1. Shareholders who wish to participate in the EGM through the online platform are required to complete and forward the "Shareholder/Proxyholder Registration Form" enclosed within 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 Registered Office of the Company, by email to [keellsconsultants@keells.com](mailto:keellsconsultants@keells.com) or by fax to **+94 11 243 9037**, not less than 48 hours before the convening of the EGM. Shareholders are required to mandatorily provide their email address (or the email address of the Proxyholder) in the space provided in the Registration Form in order to forward the weblink, if they wish to participate in the EGM through the online platform. The registered Shareholders/Proxyholders are requested to join the EGM only on the digital platform through the weblink sent by the Company.
2. Shareholders who wish to submit proxies can duly complete the Form of Proxy as per the instructions given on the reverse of the Form of Proxy and send the same by registered post to the registered office of the Company or forward it by fax to **+94 11 243 9037** not less than 48 hours before the convening of the EGM.
3. Shareholders who wish to appoint a member of the Board of Directors as their Proxy to represent them at the EGM, may do so by completing the Form of Proxy with their voting preferences marked against each resolution to be taken up at the EGM.
4. It is recommended that Shareholders/Proxyholders join the EGM at least fifteen (15) minutes before the start of the EGM. The digital platform will be active thirty (30) minutes before the start of the EGM.
5. Voting on items listed on the Agenda will be registered by using an online platform. Shareholders/Proxyholders will be briefed on the procedure for voting prior to the commencement of the EGM.
6. All Shareholders/Proxyholders who wish to speak at the EGM, seek clarification or make a comment relevant to the EGM are required to identify themselves and switch on their camera and microphone when speaking.
7. Any Shareholder can forward his/her queries and clarifications relevant to the EGM, by registered post to the Registered Office of the Company, email to [keellsconsultants@keells.com](mailto:keellsconsultants@keells.com) or by fax to **+94 11 243 9037** not less than three (3) days before the convening of the EGM. Responses in respect of such queries and clarifications may be made before, during or after the Meeting.
8. The date fixed for the EGM will not be affected even if a public holiday or a curfew is declared on this date, as the EGM will be held virtually. In the event any further action is required to be taken by the Company in relation to the EGM, notification of such change would be made by way of an announcement to the CSE.

By Order of the Board

**John Keells Holdings PLC**



**Keells Consultants (Private) Limited**

Secretaries

12 August 2024

# REGISTRATION FORM

# ANNEXURE 1

JOHN KEELLS HOLDINGS PLC

EXTRAORDINARY GENERAL MEETING – 9 SEPTEMBER, 2024

To: John Keells Holdings PLC  
117, Sir Chittampalam A. Gardiner Mawatha,  
Colombo 2.

Full Name of the Shareholder:.....

Shareholder's Address:.....

Shareholder's NIC No./Passport No./Co. Reg. No.:.....

Shareholder's Contact Nos: Residence: ..... Mobile:.....

Shareholder's Email Address: .....

## IF PROXY IS APPOINTED

Full Name of Proxyholder:.....

Proxyholder's NIC No./Passport No.: .....

Telephone Number: Residence: ..... Mobile:.....

Email Address:.....

.....  
Shareholder's Signature

.....  
Date

## Notes:

- Please perfect the Shareholder/Proxyholder Registration Form by filling in legibly your full name, address, email, contact number, signing in the space provided and filling in the date of signature.
- If the Registration Form is signed by an Attorney, the relevant Power of Attorney should accompany the completed Registration Form, if such Power of Attorney has not already been registered with the Company.
- If the Shareholder is a company or corporation, the Form should be executed under its Common Seal or by a duly authorised officer of the company or corporation in accordance with its Articles of Association or Constitution.