

NOTICE OF MEETING

Notice is hereby given that the Seventy Second (72nd) Annual General Meeting of Aitken Spence PLC will be held at No. 315, Vauxhall Street, Colombo 02 on Tuesday, 06th August 2024 at 10.00 a.m., as a virtual meeting using a digital platform for the following purposes:-

1. Ordinary Business

- 1.1 To receive and consider the Annual Report of the Board of Directors together with the Audited Financial Statements for the year ended 31st March 2024 and the Report of the Auditors thereon.
- 1.2 To declare a first and final dividend as recommended by the Board of Directors.
- 1.3 To re-appoint Deshamanya D.H.S. Jayawardena who is over the age of 70 years, as a Director by passing the following Resolution as an Ordinary Resolution:

“IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not apply to Deshamanya D.H.S. Jayawardena who is 81 years of age and that he be re-appointed a Director of the Company.”
- 1.4 To re-appoint Mr. R.N. Asirwatham who is over the age of 70 years, as a Director by passing the following Resolution as an Ordinary Resolution:

“IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. R.N. Asirwatham who is 81 years of age and that he be re-appointed a Director of the Company.”
- 1.5 To re-appoint Mr. J.M.S. Brito who is over the age of 70 years, as a Director by passing the following Resolution as an Ordinary Resolution:

“IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. J.M.S. Brito who is 77 years of age and that he be re-appointed a Director of the Company.”
- 1.6 To re-appoint Mr. N.J. de Silva Deva Aditya who is over the age of 70 years, as a Director by passing the following Resolution as an Ordinary Resolution:

“IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. N.J. de Silva Deva Aditya who is 76 years of age and that he be re-appointed a Director of the Company.”
- 1.7 To re-appoint Dr. R.M. Fernando who is over the age of 70 years, as a Director by passing the following Resolution as an Ordinary Resolution:

“IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not apply to Dr. R.M. Fernando who is 71 years of age and that he be re-appointed a Director of the Company.”
- 1.8 To re-appoint Mr. C.R. Jansz who is over the age of 70 years, as a Director by passing the following Resolution as an Ordinary Resolution:

“IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. C.R. Jansz who is 71 years of age and that he be re-appointed a Director of the Company.”
- 1.9 To re-elect Mr. C.H. Gomez who retires in terms of Article 83 and 84 of the Articles of Association, as a Director.
- 1.10 To authorise the Directors to determine contributions to charities.
- 1.11 To re-appoint the retiring External Auditors, Messrs. KPMG, Chartered Accountants and authorise the Directors to determine their remuneration.

2. Special Business

- 2.1 To consider and pass if thought fit the following resolution as a Special Resolution to amend the Articles of Association as set out below:

“IT IS HEREBY RESOLVED THAT the existing Article 73 be deleted in entirety and the following New Article Numbered 73 be substituted therefor:

73. The Directors of the Company shall not be less than five (05) nor more than ten (10) in number.”

- 2.2 To consider and pass if thought fit the following resolution as a Special Resolution to amend the Articles of Association as set out below:

“IT IS HEREBY RESOLVED THAT the existing Article 103 be deleted in entirety and the following New Article Numbered 103 be substituted therefor:

103(a). Subject to paragraph 103(d) of this Article, a Director may by notice in writing under his/her hand and subject to the approval of the Board of Directors, appoint any person to be his/her Alternate Director to act for him/her under exceptional circumstances acceptable to the Board of Directors, for a maximum period of one (01) year from the date of appointment. The said notice of appointment may specify a date or an event upon the happening of which such person shall cease to be his/her Alternate Director and the tenure of office of the Alternate Director so appointed shall nevertheless not exceed a period of one (01) year from the date of appointment.

103(b). A Director may by notice in writing under his/her hand at any time before the expiration of one year from the date of appointment, revoke the Alternate Director so appointed by him/her and appoint another person as his/her Alternate Director, subject to paragraph (a) above.

103(c). Notwithstanding anything to the contrary contained in paragraph (b) above, the office of an Alternate Director may be determined by the Board of Directors before the expiration of one year from the date of his/her appointment.

103(d). A person nominated to be appointed as an Alternate Director shall be of the same nature of his appointor if appointed, i.e. an Alternate Director of a Non-Executive Director shall be of a Non-Executive nature. Similarly, an Alternate Director to an Independent Non-Executive Director shall be a person who will satisfy the criteria of Independence as set out by the Listing Rules of the Colombo Stock Exchange. The Nominations and Governance Committee shall review and determine that a person nominated to the office of Alternate Director to an Independent Non-Executive Director satisfies the criteria for Independence prior to his appointment.

103(e). A person appointed to be an Alternate Director shall not in respect of such appointment be entitled to receive any remuneration from the Company nor be required to hold any share qualification.

103(f). Alternate Director so appointed shall be entitled to receive notice of meetings and to attend such meetings on behalf of his/her appointor and shall have the right to sign circular resolutions of the Directors for and on behalf of his/her appointor in the event his/her appointor is unable to sign such resolutions.”

3. Any Other Business

To consider any other business of which due notice has been given.

By Order of the Board
Aitken Spence PLC



Aitken Spence Corporate Services (Private) Limited
Secretaries

15th July 2024
Colombo

Note:

1. The Annual General Meeting of Aitken Spence PLC will be held as a virtual meeting by participants joining in person or by proxy, through audio or audio visual means in the manner specified below:
 - i. Shareholder Participation
 - (a) The shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
 - (b) The shareholders may also appoint any other person other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting through **audio or audio visual means only**.
 - (c) The shareholders who wish to participate at the meeting will be able to join the meeting through audio or audio visual means only. To facilitate this process, the shareholders are required to furnish their details by perfecting the Form of Registration and forward same to reach the Company Secretaries via e-mail to nurani@aitkenspence.lk or facsimile on +94 11 2445406 or by post to the registered address of the Company No. 315, Vauxhall Street, Colombo 02 not less than five (05) days before the date of the meeting so that the meeting login information could be forwarded to the e-mail addresses so provided. The Form of Registration is available on the Company website on www.aitkenspence.com, the Colombo Stock Exchange website on www.cse.lk and the social media sites of the Company.
 - (d) To facilitate the appointment of proxies, the Form of Proxy is attached hereto and the duly filled Forms of Proxy should be sent to reach the Company Secretaries via e-mail to nurani@aitkenspence.lk or facsimile on +94 112445406 or by post to the registered address of the Company No. 315, Vauxhall Street, Colombo 02, **not less than forty eight (48) hours before the time fixed for the meeting**.
 - ii. Shareholders' Queries

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company Secretaries, via e-mail to nurani@aitkenspence.lk or facsimile on +94 112445406 or by post to the registered address of the Company No. 315, Vauxhall Street, Colombo 2, **not less than five (5) days before to the date of the meeting**. This is in order to enable the Company Secretaries to compile the queries and forward same to the attention of the Board of Directors so that such queries could be addressed at the meeting.
2. Should the first and final dividend recommended be approved by the Shareholders at the Annual General Meeting:
 - (a) it is proposed to dispatch the dividends by 27th August 2024;
 - (b) for the shareholders who have provided accurate dividend disposal instructions with bank account details to the Central Depository Systems (Private) Limited, dividends of such shareholders will be credited directly to the specified bank accounts by 13th August 2024.
3. The Annual Report of the Company for the financial year 2023/24 will be available for perusal on the Company website www.aitkenspence.com, the Colombo Stock Exchange website www.cse.lk and the social media sites of the Company.

In accordance with the Listing Rules of the Colombo Stock Exchange, the shares of the Company will trade ex-dividend with effect from 07th August 2024.