

NOTICE OF MEETING

Notice is hereby given that the Sixty Ninth (69th) Annual General Meeting of Aitken Spence PLC will be held at No. 315, Vauxhall Street, Colombo 02 on Wednesday, 30th June 2021 at 10.00 a.m., as a virtual meeting using a digital platform for the following purposes:-

1. To receive and consider the Annual Report of the Board of Directors together with the Financial Statements for the year ended 31st March 2021 with the Report of the Auditors thereon.
2. To declare a dividend as recommended by the Directors.
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 78 years of age and that he be re-appointed a Director of the Company.”
4. To re-appoint Mr. G.C. Wickremasinghe 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. G.C. Wickremasinghe who is 87 years of age and that he be reappointed a Director of the Company.”
5. 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 78 years of age and that he be reappointed a Director of the Company.”
6. 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 74 years of age and that he be re-appointed a Director of the Company.”
7. To re-appoint Mr. N.J. de S. 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 S. Deva Aditya who is 73 years of age and that he be reappointed a Director of the Company.”
8. To re-elect Ms. D S T Jayawardena who retires in terms of Article 83 of the Articles of Association, as a Director.
9. To authorise the Directors to determine contributions to charities.
10. To re-appoint the retiring External Auditors, Messrs. KPMG, Chartered Accountants and authorise the Directors to determine their remuneration.
11. To consider any other business of which due notice has been given.

By Order of the Board
Aitken Spence PLC

Aitken Spence Corporate Finance (Private) Limited
Secretaries

28th May 2021
Colombo

Note : Further instructions on the virtual AGM are noted on the reverse hereof

Note:

1. In the interest of protecting public health and facilitating compliance with the Health and Safety guidelines issued by the Government of Sri Lanka, the Sixty Ninth (69th) Annual General Meeting of Aitken Spence PLC will be a virtual meeting held by participants joining in person or proxy, through audio or audio visual means in the manner specified below:

i. Attendance of the Board of Directors

Certain members of the Board of Directors, the Company Secretaries, the External Auditors and the Legal Counsel will be present at No. 315, Vauxhall Street, Colombo 02 at 10.00 a.m. on Wednesday, 30th June 2021.

ii 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 persons 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 *Annexure II* to the circular to shareholders and forward same to reach the Company Secretaries via e-mail to heshani@aitkenspence.lk or by 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 circular to the shareholders will be posted to all the shareholders along with the Notice of Meeting and the Form of Proxy.
- (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 heshani@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 forty eight (48) hours before the time fixed for the meeting**.

iii 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 heshani@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 (5) days before 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 dividend recommended be approved by the Shareholders at the Annual General Meeting, it is proposed to post the dividend warrants on 22nd July 2021 and the direct bank transfers will be made on 5th July 2021. In accordance with the Rules of the Colombo Stock Exchange, the shares of the Company will trade ex-dividend with effect from 1st July 2021.
3. The Annual Report of the Company for the Financial year ended 2020/2021 will be available for perusal on the Company website www.aitkenspence.com and the Colombo Stock Exchange website www.cse.lk.