

AITKEN SPENCE PLC – (PQ 120)

315, VAUXHALL STREET, COLOMBO 02, SRI LANKA

CIRCULAR TO SHAREHOLDERS

Dear Shareholder,

APPOINTMENT OF A DIRECTOR WHO HAS ATTAINED THE AGE OF 70 YEARS

As you are aware, a casual vacancy has arisen in the Board of Directors of the Company consequent to the resignation of Mr. G.C. Wickremasinghe from the Board w.e.f. 30th November 2022 and Melstacorp PLC, being the major shareholder of the Company, by a letter dated 01st December 2022 have nominated Mr. C.R. Jansz to the Board of Aitken Spence PLC to fill the casual vacancy so arisen.

As Mr. C.R. Jansz has attained the age of 70 years at the time of his nomination, his appointment should either be made or approved by a resolution passed by the shareholders of the Company at a general meeting in accordance with Section 211 of the Companies Act No. 7 of 2007.

Accordingly, it has been decided to convene an Extraordinary General Meeting (EGM) of the Shareholders on 14th February 2023 to give effect to the resolution as set forth in the Notice of Meeting printed overleaf.

In view of the prevailing pandemic conditions, the EGM will be held virtually in the manner prescribed below.

A. GENERAL DETAILS

1. The EGM of Aitken Spence PLC will be conducted at No. 315, Vauxhall Street, Colombo 02 on Tuesday, 14th February 2023 at 02.00 p.m., as a virtual meeting using a digital platform.
2. The EGM will be held in accordance with the guidelines issued by the Colombo Stock Exchange (CSE) for the hosting of virtual AGMs.

B. SHAREHOLDER PARTICIPATION

1. The shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
2. 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**.
3. 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 I** to the circular to shareholders 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.
4. To facilitate the appointment of proxies as specified in B.1 and B.2 above, the **Form of Proxy** is attached with the Notice of Meeting. The duly filled Form of Proxy should be sent 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 2, **not less than forty eight (48) hours before the time fixed for the meeting**.

Yours faithfully

AITKEN SPENCE CORPORATE FINANCE (PRIVATE) LIMITED
Secretaries to AITKEN SPENCE PLC



Benjamin Poopalapillai
Assistant Vice President - Company Secretarial Division

30th January 2023
Colombo

NOTICE OF MEETING

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of Aitken Spence PLC will be held at No. 315, Vauxhall Street, Colombo 02 on Tuesday, 14th February 2023 at 02.00 p.m., as a virtual meeting using a digital platform for the following purpose:-

To consider and if thought fit, to pass the following Ordinary Resolution pertaining to the appointment of Mr. C.R. Jansz, as a Director who is 70 years of age, in compliance with Section 211 of the Companies Act No. 07 of 2007:

"IT IS HEREBY RESOLVED that Mr. C.R. Jansz who is 70 years of age be appointed as a Director of the Company with immediate effect notwithstanding the fact that he has attained the age of 70 years as stipulated in Section 210 of the Companies Act No. 7 of 2007 and the restrictions set out therein shall not be applicable to his appointment.

IT IS FURTHER RESOLVED that the Director so appointed shall hold office until the conclusion of the Annual General Meeting to be held this year whereat he shall be subject to re-appointment by the Shareholders in terms of Section 211 of the Companies Act No. 7 of 2007."

By Order of the Board
Aitken Spence PLC



Aitken Spence Corporate Finance (Private) Limited
Secretaries

30th January 2023
Colombo

Note:

1. In view of the pandemic conditions, the Extraordinary General Meeting of the Shareholders 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:

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 I** to the circular to shareholders 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 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 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 forty eight (48) hours before the time fixed for the meeting**.
2. The Circular to Shareholders, Notice of Meeting, Form of Proxy and the Form for the Registration of Shareholder Details for Online Participation will also be published on the Company website on www.aitkenspence.com and the Colombo Stock Exchange website on www.cse.lk