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# NOTICE OF MEETING - ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Fifth Annual General Meeting (AGM) of John Keells Holdings PLC (the Company) will be held as a virtual meeting on 28 June 2024 at 10.00 a.m.

The business to be brought before the Meeting will be to:

1. read the Notice convening the Meeting.
2. receive and consider the Annual Report and Financial Statements for the Financial Year ended 31 March 2024 with the Report of the Auditors thereon.
3. re-elect as a Director, Dr. S S H Wijayasuriya who retires in terms of Article 84 of the Articles of Association of the Company. A brief profile of Dr. S S H Wijayasuriya is contained in the Profiles section of the Annual Report.
4. re-elect as a Director, Dr. S A Coorey who retires in terms of Article 84 of the Articles of Association of the Company. A brief profile of Dr. S A Coorey is contained in the Profiles section of the Annual Report.
5. re-elect as a Director, Mr. D V R S Fernando who retires in terms of Article 91 of the Articles of Association of the Company. A brief profile of Mr. D V R S Fernando is contained in the Profiles section of the Annual Report.
6. re-appoint the Auditors and to authorise the Directors to determine their remuneration.
7. consider any other business of which due notice has been given in terms of the relevant laws and regulations.

The Annual Report of John Keells Holdings PLC for 2023/24, is accessible via:

- (1) The Corporate Website – <https://www.keells.com/investor-relations/#latest-financials>
- (2) The Colombo Stock Exchange – <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=JKH.N0000>
- (3) The following QR Code (accessible through mobile devices):



Should Members wish to obtain a hard copy of the Annual Report 2023/24, they may send a request to the Company by filling the Form of Request attached to the Form of Proxy. A printed copy of the Annual Report will be forwarded by the Company within eight (8) market days, subject to the prevailing circumstances at the time, from the date of receipt of the request.

By Order of the Board  
**John Keells Holdings PLC**

A handwritten signature in black ink, appearing to read 'Maulah', written over a horizontal line.

**Keells Consultants (Private) Limited**  
Secretaries

21 May 2024

## NOTICE OF MEETING - ANNUAL 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 resolutions 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 Proxy holder are both present at the Meeting, only the Member's vote is counted. If the Proxy holder'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 - ANNUAL 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. DAMIEN AMAL CABRAAL                    | or failing him |
| MR. ANTHONY NIHAL FONSEKA                  | or failing him |
| DR. SHRIDHIR SARIPUTTA HANSA WIJAYASURIYA  | or failing him |
| DR. SHARMINI AMRITA COOREY                 | or failing her |
| MR. DEVENI VIDANALAGE RENUK SUREN FERNANDO |                |

as my/our proxy to represent me/us and vote on my/our behalf at the Forty Fifth Annual General Meeting of the Company to be held on 28 June 2024 at 10.00 a.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:

	For	Against	Abstained
To re-elect as a Director, Dr. S S H Wijayasuriya, who retires in terms of Article 84 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect as a Director, Dr. S A Coorey who retires in terms of Article 84 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect as a Director, Mr. D V R S Fernando who retires in terms of Article 91 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To re-appoint the Auditors and to authorise the Directors to determine their remuneration.	<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 ON THE REVERSE.

# FORM OF PROXY - ANNUAL 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, 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 ANNUAL GENERAL MEETING

JOHN KEELLS HOLDINGS PLC

INSTRUCTIONS FOR REGISTRATION AND PARTICIPATION OF SHAREHOLDERS AT THE VIRTUAL ANNUAL  
GENERAL MEETING OF THE COMPANY HELD THROUGH AUDIO/VISUAL MEANS ON 28 JUNE 2024 AT 10.00 A.M.

Dear Shareholder,

The Board of Directors of the Company, having taken into consideration the guidelines issued by 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 Annual General Meeting ('AGM') 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 AGM through the online platform are required to complete and forward the 'Shareholder/Proxyholder Registration Form' annexed to this document as Annexure 1 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, 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 AGM. Shareholders are required to mandatorily provide their email address (or the email address of the Proxyholder) in the space provided in Annexure 1, in order to forward the web link, if they wish to participate in the AGM through the online platform. The registered Shareholders/Proxyholders are requested to join the AGM 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 AGM.
3. Shareholders who wish to appoint a member of the Board of Directors as their Proxy to represent them at the AGM, may do so by completing the Form of Proxy with their voting preferences marked against each resolution to be taken up at the AGM.
4. It is recommended that Shareholders/Proxyholders join the AGM at least fifteen (15) minutes before the start of the AGM. The digital platform will be active thirty (30) minutes before the start of the AGM.
5. Voting on items listed on the Agenda will be registered using an online platform. Shareholders/Proxyholders will be briefed on the procedure for voting prior to the commencement of the AGM.
6. All Shareholders/Proxyholders speaking at the AGM to vote, seek clarification or make a comment relevant to the AGM are required to identify themselves when speaking at the AGM.
7. Any Shareholder can forward their queries and clarifications relevant to the AGM, 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 AGM. Responses in respect of such queries and clarifications may be made before or during the course of the meeting.
8. The date fixed for the AGM will not be affected even if a public holiday or curfew is declared on such date as the AGM will be held virtually. In the event any further action is required to be taken by the Company in relation to the AGM, 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

21 May 2024

# REGISTRATION FORM

ANNEXURE 1

JOHN KEELLS HOLDINGS PLC

45th ANNUAL GENERAL MEETING FOR THE YEAR ENDED 31 MARCH 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 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.

# SUBMISSION OF THE ANNUAL REPORT TO SHAREHOLDERS

John Keells Holdings PLC

(Company No PQ 14)

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

Dear Shareholder,

The Annual Report of John Keells Holdings PLC for 2023/24 is available via the below links:

- (1) Corporate Website - <https://keells.com/annual-reports>; and
- (2) The Colombo Stock Exchange - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=JKH.N0000>.
- (3) By scanning the QR code alongside (accessible through mobile devices):



If you wish to have a printed copy of the Annual Report posted:

Kindly send a scanned copy of the completed Form of Request provided overleaf via e-mail to [investor.relations@keells.com](mailto:investor.relations@keells.com)

You could also fax the completed Form of Request to fax number +94 11 230 6160, or post to -

Corporate Finance and Strategy Division,  
John Keells Holdings PLC  
117, Sir Chittampalam A. Gardiner Mawatha,  
Colombo 2,  
Sri Lanka.

The printed Report will be forwarded within eight (8) market days, subject to the prevailing circumstances at the time, from the date of receipt of the request.

Alternatively, you could collect a hard copy of the Annual Report from the Registered Office of the Company (from the Company Secretaries). Please see instructions overleaf.

Please contact the Investor Relations team on +94 11 230 6170 during normal office hours (8.30 a.m. – 4.30 p.m.) or email – [investor.relations@keells.com](mailto:investor.relations@keells.com) – if you have any queries on this matter.

Yours faithfully,

For John Keells Holdings PLC

A handwritten signature in black ink, appearing to read 'A. Pauliah', written over a horizontal line.

Keells Consultants (Private) Limited

Secretaries

21 May 2024

# FORM OF REQUEST

TO: Corporate Finance and Strategy Division,  
John Keells Holdings PLC  
117, Sir Chittampalam A. Gardiner Mawatha,  
Colombo 2,  
Sri Lanka.

## REQUEST FOR A PRINTED VERSION OF THE 2023/24 ANNUAL REPORT OF JOHN KEELLS HOLDINGS PLC

I wish to request a printed version of the 2023/24 Annual Report of John Keells Holdings PLC.

The preferred method of collection, is indicated below as specified by the letter 'X' in the appropriate cage:

Collection, in person, from the Registered Office of the Company.   
*(Please collect from the Company Secretaries)*

Handover to the bearer of this Form of Request, which is duly filled and signed, from the Registered Office of the Company.   
*(Please collect from the Company Secretaries)*

Please mail it to my address given below.

My details are as follows:

Full Name of Shareholder	
Address	
Contact Number	
Share Folio No.	
NIC No.	
E-mail	

.....  
Date

.....  
Signature

# ANNUAL REPORT FEEDBACK FORM 2023/24

We would greatly appreciate any feedback that you may wish to provide on our Integrated Annual Report.

1. Personal details (optional)

Name \_\_\_\_\_

Organisation \_\_\_\_\_

Telephone \_\_\_\_\_ Email address \_\_\_\_\_

Postal address \_\_\_\_\_

2. What's the nature of your interest/association with John Keells Holdings PLC?

- Shareholder/Investor
- Employee
- Community
- Media/Analyst
- Industry Peer
- NGO/Pressure Group
- Customer
- Supplier/Business Partner
- Regulatory body
- Other (Please specify) \_\_\_\_\_

3. How did you become aware of our Report?

- Delivered in electronic form
- Printed form
- Company Website
- Colombo Stock Exchange
- Other (Please specify) \_\_\_\_\_

4. Have you been aware of/had access to our previous Report(s)?

Yes  No

5. Do you think sufficient details with regard to the financial performance of the Group were covered in the Annual Report?

Yes  No

6. Do you think sufficient details with regard to the non-financial performance of the Group were covered in the Annual Report?

Yes  No

7. Do you think that we have clearly identified the Company's issues of concern?

Yes  No

8. After reading the Report, were you able to get a clear/better sense of how John Keells Holdings PLC is dealing with issues of concern?

Yes  No

9. Indicate the main areas of interest in the Report:

- Governance
- Discussions on the forms of Capital
- Industry Group Review
- Outlook
- Financial Information
- Other (Please specify the sub section) \_\_\_\_\_

10. Are you satisfied with regard to the relevancy of information?

Yes  No

11. Rate the Report

Poor  Satisfactory  Good  Excellent

12. Do you have any other comments / feedback / suggestions for the improvement of the Report?

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Thank you,  
Please send the completed feedback form to:

Corporate Finance and Strategy Division  
John Keells Holdings PLC  
117 Sir Chittampalam A. Gardiner Mawatha,  
Colombo 2,  
Sri Lanka.  
Fax : +94 11 230 6160  
E-mail : [investor.relations@keells.com](mailto:investor.relations@keells.com)