

# CEYLON HOSPITALS PLC

Company No. PQ 113

No. 03, Alfred Place, Colombo 03

To: Accountant  
Ceylon Hospitals PLC  
No. 03, Alfred Place,  
Colombo 03.

## REQUEST FOR A PRINTED COPY OF THE CEYLON HOSPITALS PLC ANNUAL REPORT

I would like to receive the printed version of the 2023/24 Annual Report of Ceylon Hospitals PLC.

My details are as follows

Full Name of Shareholder	
Shareholder's NIC No./ Passport No./ Company Registration No.	
Address	
Contact Number	

.....  
Signature

.....  
Date

1. Form of request should be filled in legibly, signed and dated.
2. The completed Form should be mailed to reach the above mentioned addressee or faxed to +94 (0) 11 4 518 224 or delivered to the above mentioned addressee on or before 09th August 2024.
3. In the event of joint shareholders, the Form may be executed by the registered principal shareholder.
4. In the event that the shareholder is a company, the Form may be executed under the Common Seal of the company or by a duly authorised representative.
5. For any queries regarding this Form of Request please contact Mr. Pradeep Ranasinghe on +94 (0) 11 2 140 843 during normal office hours or e-mail to AGM2024@durdans.com.



# NOTICE OF MEETING

Notice is hereby given that the 78th Annual General Meeting of the Shareholders of Ceylon Hospitals PLC will be held on 20th August 2024 at 9.00 a.m at the "Auditorium of the Company at No. 3, Alfred Place, Colombo 03.

The business to be brought forward before the meeting will be:

## 1. TABLING OF STATEMENT OF ACCOUNTS

To lay before the meeting, the Annual Report of the Directors and the Financial Statement of the Company for the year ended 31st March 2024 together with the Report of the Auditors thereon.

## 2. ELECTION OF DIRECTORS

To elect Mr. H.M.A. Jayasinghe, Director appointed since the last Annual General Meeting in terms of Article No.79 of the Articles of Association. (Resolution 1)

## 3. RE-ELECTION OF DIRECTORS

To re-elect Mr. A.V.R. De Silva Jayatileke, who retires by rotation in terms of Article No. 78. of the Articles of Association and being eligible offers himself for re-election. (Resolution 2)

## 4. RE-APPOINTMENT OF DIRECTORS

- a) To re-appoint Mr. A.E. Tudawe, Director who vacates office in terms of Section 210 of the Companies Act No. 07 of 2007 and for this purpose to pass the following resolution as an Ordinary Resolution.

"Resolved that the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr. A. E. Tudawe who is more than 70 years, and that he be appointed a Director of the Board in terms of Section 211 of the Companies Act No. 07 of 2007". (Resolution 3)

- b) To re-appoint Dr. A. D. P. A. Wijegoonewardene, Director who vacates office in terms of Section 210 of the Companies Act No. 07 of 2007 and for this purpose to pass the following resolution as an Ordinary Resolution.

"Resolved that the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Dr. A. D. P. A. Wijegoonewardene who is more than 70 years, and that he be appointed a Director of the Board in terms of Section 211 of the Companies Act No. 07 of 2007." (Resolution 4)

- c) To re-appoint Mr. Y. N. R. Piyasena, Director who vacates office in terms of Section 210 of the Companies Act No. 07 of 2007 and for this purpose to pass the following resolution as an Ordinary Resolution.

"Resolved that the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr. Y. N. R. Piyasena who is more than 70 years, and that he be appointed a Director of the Board in terms of Section 211 of the Companies Act No. 07 of 2007." (Resolution 5)

## 5. DECLARATION OF DIVIDENDS

An Interim dividend of Rs. 2.00 per share was paid in July 2024 and no further dividends have been recommended by the Board.

## 6. RE-APPOINTMENT OF AUDITORS

To re-appoint Messrs. B. R. De Silva & Co. Chartered Accountants, the retiring Auditors who have expressed their willingness to continue in office as Company's Auditors for the ensuing year and to authorise the Board of Directors to determine their remuneration. (Resolution 6)

## 7. DONATIONS

To authorise the Directors to determine donations for the year 2024/25. (Resolutions 7)

## 8. ANY OTHER BUSINESS

- Amendment of Articles of Association. (Resolution 8)

**SPECIAL RESOLUTION - AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY IN LINE WITH THE REVISED CORPORATE GOVERNANCE RULES OF THE COLOMBO STOCK EXCHANGE ("CSE"), AND RULES APPLICABLE FOR SERVICE OF NOTICES**

"IT IS HEREBY RESOLVED THAT regulation numbers 71, 97 and 134 of the existing Articles of Association be deleted in their entirety and the following new regulations be substituted therefor.

- ARTICLE 71 OF THE ARTICLES OF ASSOCIATION – BOARD COMPOSITION**

71. The number of directors shall not be less than five (05) not more than twelve (12) in number. Subject to the provisions contained in Statutes, the Company may from time to time by a special resolution increase the number of directors.

• **ARTICLE 97 OF THE ARTICLES OF ASSOCIATION – ALTERNATE DIRECTORS**

- 97.(1). In the event of an exceptional circumstance, a director may notify the Board in writing of the requirement to appointment an alternate for such Director and the Board may appoint any person to be an alternate Director of the Company, to act in such Director's place during his/ her absence, subject to applicable laws, rules and regulations. Any such appointment shall not exceed a period of one (1) year from the date of appointment.
- 97.(2). However, he shall ipso facto cease to be an alternate Director in any of the following events, that is to say:
- (a) upon the return of his appointor including a return to Sri Lanka;
  - (b) if his appointor ceases for any reason to be a Director; provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired;
  - (c) if the alternate Director shall have a receiving order made against him or compounds with his creditors or is adjudicated an insolvent;
  - (d) if the alternate Director be lunatic or become of unsound mind;
  - (e) if the appointment of the alternate Director is revoked by his appointor by a notice in writing left at the office;
  - (f) if the Board resolves that the appointment of the alternate Director be terminated;
  - (g) if disqualified by Statute;
  - (h) if the alternate Director becomes subject to any of the provisions of Article 80 of these presents which, if he were a Director of the Company, would render his office vacated.
  - (i) If he resigns by writing under his hand left at the office.
- 97.(3). An alternate Director shall (on his giving an address for such notices to be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in the absence of such appointor.
- 97.(4). A person appointed to be an alternate Director shall not in respect of such appointment be entitled to receive any remuneration from the Company not be required to hold any share qualification but the Board may repay the alternate Director such reasonable expenses as he may incur in attending and returning from meetings of the Board which he is entitled to attend or as he may otherwise properly incur in or about the business of the Company or may pay such allowances as they may think proper in respect of these expenses.
- 97.(5). A Director shall not vote on the question of the approval of an alternate Director to act for him or on the question of the termination of the appointment of such an alternate Director under the foregoing sub-clause of 97.(2) (f) of this Article, and if he does so his vote shall not be counted; not for the purpose of any resolution for either of these purposes shall he be counted in the quorum present at the meeting.
- 97.(6). If an alternate Director is appointed for a non-executive Director such alternate should not be an executive of the Company. Similarly, if an alternate Director is appointed for an independent Director, the person so appointed shall meet the criteria for independence under applicable laws, rules and regulations.
- 97.(7). The attendance of any alternate Director at any meeting subject to 97.(5) above, including Board committee meetings shall be counted for the purpose of the quorum.

• **ARTICLE 134 OF THE ARTICLES OF ASSOCIATION – SERVICE OF NOTICES**

134. Any notice or document (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address or (if he has no registered address within Sri Lanka) to the address supplied by him to the Company as his address for the service of notice. Where a notice or other document is sent by post to an address within Sri Lanka, it shall be deemed to have been served at the expiration of Three (03) days after the letter containing the same is posted, and in proving such service it shall be sufficient to prove that such letter was properly addressed, stamped and posted. Notice of General Meetings and any communications to be made to the shareholders from time to time may be displayed on the websites of the Company and the Colombo Stock Exchange (CSE), published in national newspapers or any other method of communication as recommended by the CSE from time to time. In such situations the notices given in the aforesaid manner shall be deemed to have duly served on the shareholders of the Company.

By Order of the Board



Nexia Corporate Consultants (Pvt) Ltd

Secretaries

05th July 2024

1. A shareholder entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote at the virtual meeting on him/ her.
2. A Proxy need not be a shareholder of the Company.
3. A Form of Proxy accompanies this notice.

# FORM OF PROXY - VOTING SHAREHOLDERS

I/ We, Mr./ Mrs./ Miss ..... of  
 ..... (address)

being a member of Ceylon Hospitals PLC, hereby appoint

- |                                  |                |
|----------------------------------|----------------|
| Mr. A. E. Tudawe                 | or failing him |
| Mr. U. D. Tudawe                 | or failing him |
| Mr. A. V. R. De S. Jayatilleke   | or failing him |
| Dr. A. D. P. A. Wijegoonewardene | or failing him |
| Mr. Y. N. R. Piyasena            | or failing him |
| Mr. A. D. B. Talwatte            | or failing him |
| Mr. A. S. Tudawe                 | or failing him |
| Mr. S. Renganathan               | or failing him |
| Mr. H. M. A. Jayasinghe          | or failing him |

Mr./ Mrs./ Miss .....of  
 ..... (address)

as my/ our proxy to attend (and vote for me/ us) on my/ our behalf at the 78th Annual General Meeting of the Company to be held on 20th August 2024 and at any adjournment thereof.

## Note

If the Proxy Form is signed by an Attorney, the relative Power of Attorney should also accompany the completed Form of Proxy, if it has not already been registered with the Company.

To lay before the meeting, Financial Statements for the year ended 31st March 2024

Resolutions	For	Against
1. To elect Mr. H. M. A. Jayasinghe (R1)		
2. To re-elect Mr. A. V. R. De S. Jayatilleke (R2)		
3. To re-appoint Mr. A. E. Tudawe (R3)		
4. To re-appoint Dr. A. D. P. A. Wijegoonewardene (R4)		
5. To re-appoint Mr. Y. N. R. Piyasena (R5)		
6. To re-appoint Auditors (R6)		
7. To authorise the Board of Directors to determine donations (R7)		
8. To pass the special resolution to Amend the Articles of Association of the Company as set out in the notice (R8)		

Mark your preference with "X"

Signed on this ..... day of .....2024.

.....  
 Signature

### **Instructions to Complete the Form of Proxy**

1. Kindly perfect the Form of Proxy after filling legibly your full name and address, by signing in the space provided and dating same.
2. If the Proxy Form is signed by an Attorney, the relative Power of Attorney should also accompany the completed form of proxy, if it has not already been registered with the Company.
3. The completed Form of Proxy should be deposited at the Registered Office of the Company at No. 3, Alfred Place, Colombo 03. (not less than 48 hours before the time appointed for the holding of the meeting).
4. A member is entitled to appoint a proxy to attend instead of himself and a proxy need not be a member of the Company.

# FORM OF PROXY - NON-VOTING SHAREHOLDERS

I/ We, Mr./ Mrs./ Miss. ....of

..... (address)

being a member of Ceylon Hospitals PLC, hereby appoint

Mr. A. E. Tudawe	or failing him
Mr. U. D. Tudawe	or failing him
Mr. A. V. R. De S. Jayatileke	or failing him
Dr. A. D. P. A. Wijegoonewardene	or failing him
Mr. Y. N. R. Piyasena	or failing him
Mr. A. D. B. Talwatte	or failing him
Mr. A. S. Tudawe	or failing him
Mr. S. Renganathan	or failing him
Mr. H. M. A. Jayasinghe	or failing him

Mr./ Mrs./ Miss. ....of

..... (address)

as my/ our proxy to attend on my/ our behalf at the 78th Annual General Meeting of the Company to be held on 20th August 2024 and at any adjournment thereof..

## Note

If the Proxy Form is signed by an Attorney, the relative Power of Attorney should also accompany the completed Form of Proxy, if it has not already been registered with the Company.

Signed on this ..... day of .....2024.

.....

Signature

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