

NOTICE OF MEETING

Notice is hereby given that the Forty-Eighth (48th) Annual General Meeting ("AGM") of Sunshine Holdings PLC (the "Company") will be held online via a virtual platform on Friday, the 25 June 2021 at 9.15am and the business to be brought before the Meeting will be:

1. To receive and consider the Annual Report of the Board of Directors, together with the Audited Financial Statements of the Company and, Group, for the financial year ended 31 March 2021, and the report of the Auditors thereon.
2. To declare a final cash dividend of Rs. 0.50 per share as recommended by the Board of Directors.
3. To propose the following resolution as an ordinary resolution for the reappointment of Mr G Sathasivam as a Director who has attained the age of seventy-four (74) years:

Ordinary Resolution

IT IS HEREBY RESOLVED THAT the age limit referred to in Section 210 of the Companies Act No. 07 of 2007 ("the Companies Act") shall not apply to Mr G Sathasivam, Director of the Company, who attained the age of seventy-four (74) years and that he be reappointed as a Director of the Company.

4. To propose the following resolution as an ordinary resolution for the reappointment of Mr Y Kitao, Director of the Company, who has attained the age of seventy (70) years:

Ordinary Resolution

IT IS HEREBY RESOLVED THAT the age limit referred to in Section 210 of the Companies Act shall not apply to Mr Y Kitao, Director of the Company, who has attained the age of seventy (70) years and that he be reappointed as a Director of the Company.

5. To reappoint Mrs A Goonetilleke, Director of the Company, who retires in terms of Article 110 of the Articles of Association of the Company.
6. To reappoint Mr S Shishoo, Director of the Company, who retires by rotation in terms of Article 104 of the Articles of Association of the Company.
7. To reappoint Mrs S Ratwatte, Director of the Company, who retires by rotation in terms of Article 104 of the Articles of Association of the Company.
8. To reappoint Messrs KPMG Chartered Accountants, who are deemed to be reappointed as Auditors of the Company until the conclusion of the next AGM of the Company in terms of Section 158 (1) of the Companies Act, to audit the Financial Statements of the Company for the year ending 31 March 2022 and to authorise the Directors to determine their remuneration therefor.
9. To pass the following Special Resolution to amend the articles of association of the Company:

Special Resolution

IT IS HEREBY RESOLVED THAT the Articles of Association of the Company be amended as follows:

- (a) Article 4 be deleted in its entirety and the following be inserted in substitution therefor:

"Stated Capital

Article 4 – The stated capital of the Company shall be the total amount received by the Company or due and payable to the Company in respect of the issue of shares".

(b) Article 12 (i) be deleted in its entirety and the following be inserted in substitution thereof:

“Consolidation of Shares

Article 12 (i) (a) – The Company may consolidate shares in the Company or the shares in a particular class of shares in the Company into a lesser number of shares, in proportion to those shares, leaving unaffected the relative voting and distribution rights of the holders of those shares, by following a procedure to effect such consolidation as the Board may consider appropriate”.

“Subdivision of Shares

Article 12 (i) (b) – The Company may subdivide all of the shares in the Company or all of the shares in a particular class of shares in the Company into a greater number of shares, in proportion to those shares, leaving unaffected the relative voting and distribution rights of the holders of those shares, by following a procedure to effect such subdivision as the Board may consider appropriate”.

(c) Article 121 be amended by adding the following new subparagraph 121 (a) immediately after the existing paragraph to read as follows:

“121 (a) – For the purpose of this Article, a Director is deemed to have signed such resolution if he has done so by a data message, electronic document, electronic record or other communication in electronic form”.

(d) Article 168 be amended by adding the following new subparagraph 168 (iv) immediately after the existing paragraph to read as follows:

“Method of Contracting

168 (iv) – The Company may enter into contracts or other enforceable obligations in accordance with the provisions set out in Section 19 of the Companies Act.

10. To authorise the Directors to determine the contributions to charities.

By order of the Board



Corporate Services (Private) Limited
Secretaries

1 June 2021
Colombo.

Note:

Any shareholder entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote/speak in his/her stead and a Form of Proxy is sent herewith for this purpose. A proxy need not be a shareholder of the Company. A completed Form of Proxy must be deposited at the Registered Office of the Company, at No. 60, Dharmapala Mawatha, Colombo 3 or emailed to corporateservices@corporateservices.lk **not less than 48 hours** before the time appointed for the holding of the Meeting.

Meeting Guidelines

- (A) The Meeting is to be held in line with the guidelines given by the Colombo Stock Exchange and the health authorities and as per the applicable laws.
- (B) In the interest of protecting public health and facilitating social distancing in line with the guidelines issued by the Ministry of Health, Nutrition and Indigenous Medicine, the Annual General Meeting will be held in the manner set out below:
- (i) The shareholders who wish to participate at the Meeting will be able to join the Meeting through audio or audio and visual means via Zoom. In order for us to forward the access information necessary for participation at the meeting, which shall include the meeting identification number, access password, and access telephone number, please forward the duly completed registration form including your email address and contact telephone number to the registered address of the Company not less than 48 hours before the time appointed for the holding of the Meeting, so that the login information could be forwarded to the email addresses so provided.
- These measures have been adopted to observe social distancing regulations/requirements to mitigate the dangers of spread of the virus.
- (ii) If the Company is unable to post this Notice due to any situation beyond its control, then this Notice will be published in one issue of a daily newspaper in the Sinhala, Tamil, and English languages and if the circumstances permit, in one issue of the Gazette. The Annual Report, Notice of Meeting, Form of Proxy and Registration Form will also be published on the website of the Colombo Stock Exchange (<https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=SUN.N0000>) and the website of the Company (<https://www.sunshineholdings.lk/>).
- (iii) Proxy forms are forwarded to the shareholders together with the Notice of Meeting and Registration Form. Proxy Forms have been uploaded to the Company's website (<https://www.sunshineholdings.lk/>) and should be duly completed as per the instructions given therein and sent to the registered address of the Company or emailed to nilakshi.fernando@sunshineholdings.lk or corporateservices@corporateservices.lk **not less than 48 hours** before the time appointed for the holding of the Meeting and the proxy so appointed shall participate at the Meeting through audio or audio visual means only.
- (iv) The shareholders who are unable to participate at the Annual General Meeting via Zoom could send their queries, if any, to email address nilakshi.fernando@sunshineholdings.lk or corporateservices@corporateservices.lk at any time before the Meeting time and the responses to the same will be included in the minutes of the Meeting.
- (v) Voting in respect of the items specified in the agenda to be passed will be registered by using the audio or audio and visual means (Zoom) or a designated ancillary online application. All of such procedures will be explained to the shareholders prior to the commencement of the Meeting.
- (vi) For any questions please contact Ms Nilakshi Fernando of Sunshine Holdings PLC on +94 11 470 2400 during office hours.