

# NOTICE OF MEETING

Notice is hereby given that the Fifty Second (52nd) Annual General Meeting ("AGM") of Sunshine Holdings PLC (the "Company") will be held online via a virtual platform on Friday, the 27th day of June 2025 at 09.00 am. 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 2025 and the report of the auditors thereon.
2. To declare a final cash dividend of LKR 0.60 per share as recommended by the Board of Directors.
3. To propose the following resolution as an ordinary resolution for the re-appointment of Mr Govindasamy Sathasivam as a Director who has attained the age of seventy eight (78) years:

## **"Ordinary Resolution**

IT IS HEREBY RESOLVED THAT the age limit referred to in section 210 of the Companies' Act No. 7 of 2007 ("Companies' Act") shall not apply to Mr Govindasamy Sathasivam, Director of the Company, who has attained the age of seventy eight (78) years and that he be re-appointed as a director of the Company."

4. To propose the following resolution as an ordinary resolution for the re-appointment of Mr Sudarshan Jain as a Director 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 No. 7 of 2007 ("Companies' Act") shall not apply to Sudarshan Jain, Director of the Company, who has attained the age of seventy (70) years and that he be re-appointed as a director of the Company."

5. To propose the following resolution as an ordinary resolution in accordance with sub clause (c) of Section 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange, to approve Mr Sudarshan Jain as nevertheless independent upon him attaining the age of seventy years:

## **"Ordinary Resolution**

WHEREAS in keeping with sub clause (a) to Section 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange, the Nominations and Governance Committee along with the justification and rationale had recommended to the board of directors of the Company ("the Board") to consider Mr Sudarshan Jain as nevertheless independent upon him attaining the age of seventy years on 6 June 2025;

WHEREAS the Board having duly considered the said justification and rationale has confirmed the recommendation of the Nominations and Governance Committee to consider Mr. Sudarshan Jain as nevertheless independent upon him attaining the age of seventy years;

Accordingly IT IS HEREBY RESOLVED THAT the recommendation of the Nominations and Governance Committee along with the justification and rationale and the confirmation of the board of directors of the Company to consider Mr Sudarshan Jain as nevertheless independent upon him attaining the age of seventy years, be approved.

6. To re-appoint Mr Sanjeev Shishoo director of the Company, who retires by rotation in terms of article 104 of the articles of association of the Company.
7. To re-appoint Mr Mohamed Reyaz Mihular, director of the Company, who retires by rotation in terms of article 104 of the articles of association of the Company.
8. To propose the following as a Special Resolution to amend the Articles of Association of the Company to be in line with the Listing Rules of the Colombo Stock Exchange:

## **"Special Resolution**

WHEREAS;

- a. the Listing Rules of the Colombo Stock Exchange require the Articles of Association ('AOA') of listed entities to have prescribed wording for certain provisions
  - b. one such provision is the article relating to joint holdings
  - c. the Company's AOA does not contain a part of such prescribed wording for joint holdings
- IT IS THEREFORE HEREBY RESOLVED THAT Article 16 (iii) of the AOA of the Company be amended by the addition of the words (including the principal holder) between the words "joint-holders" and "of any" in the second line thereof, so that the said Article 16 (iii) shall read as follows;

"The Company shall not be bound to register more than three (3) persons as the joint-holders (including the principal holder) of any shares (except in the case of the executors or trustees of a deceased Shareholder). In the case of a share held jointly by several persons the Company shall not be bound to issue more than one (1) certificate therefor and delivery of a certificate to one (1) of such persons or his duly authorised representative shall be sufficient delivery to all."

9. To re-appoint M/s KPMG Chartered Accountants as Auditors of the Company until the conclusion of the next Annual General Meeting to audit the financial statements of the Company for the year ending 31 March 2026 and to authorise the Directors to determine their remuneration therefor.
10. To authorise the Directors to determine the contributions to charities.

By order of the Board  
Corporate Services (Private) Limited  
Secretaries

3 June 2025  
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 03 or e-mailed to [kirana.jayawardena@sunshineholdings.lk](mailto:kirana.jayawardena@sunshineholdings.lk) or [corprateservices@corprateservices.lk](mailto:corprateservices@corprateservices.lk) not less than 48 hours before the time appointed for the holding of the meeting.

**Meeting Guidelines**

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.

- (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 e-mail 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 e-mail addresses so provided.

- (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 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 e-mailed to [kirana.jayawardena@sunshineholdings.lk](mailto:kirana.jayawardena@sunshineholdings.lk) or [corprateservices@corprateservices.lk](mailto:corprateservices@corprateservices.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 AGM via Zoom could send their queries, if any, to email address [kirana.jayawardena@sunshineholdings.lk](mailto:kirana.jayawardena@sunshineholdings.lk) or [corprateservices@corprateservices.lk](mailto:corprateservices@corprateservices.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 Mr Kirana Jayawardena of Sunshine Holdings PLC on 0114702400 during office hours.