

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT THE FIFTIETH ANNUAL GENERAL MEETING OF SINGER (SRI LANKA) PLC will be held on **Tuesday, 24th June 2025 at 3.00 p.m.** at the Chas P. Hayley Lounge of **Hayleys PLC, No. 400, Deans Road, Colombo 10** for the following purposes:

1. To consider and adopt the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March 2025 with the Report of the Auditors thereon.
2. To re-elect as a Director Mr. Deepal Sooriyaarachchi, who retires by rotation at the Annual General Meeting in terms of Article 24(4) of the Articles of Association of the Company.
3. To re-elect as a Director Mr. Sarath Ganegoda, who retires by rotation at the Annual General Meeting in terms of Article 24(4) of the Articles of Association of the Company.
4. To re-elect as a Director Ms. Gayani de Alwis, who retires by rotation at the Annual General Meeting in terms of Article 24(4) of the Articles of Association of the Company.
5. To re-elect as a Director Ms. Kawshi Amarasinghe, who has been appointed to the Board, in terms of Article 24(10) of the Articles of Association of the Company.
6. To re-elect as a Director Mr. Jonathan Alles, who has been appointed to the Board in terms of Article 24(10) of the Articles of Association of the Company.
7. To re-elect as a Director Mr. Shalinka Seresinhe, who has been appointed to the Board in terms of Article 24(10) of the Articles of Association of the Company.
8. To re-elect as a Director Mr. Vajira Tennakoon, who has been appointed to the Board in terms of Article 24(10) of the Articles of Association of the Company.
9. To re-elect as a Director Mr. Thulitha Mendis, who has been appointed to the Board in terms of Article 24(10) of the Articles of Association of the Company.
10. To propose the following resolution for the re-appointment of Mr. Mohan Pandithage in terms of Section 211 of the Companies Act No. 07 of 2007.

Ordinary Resolution

That Mr. Abeyakumar Mohan Pandithage, who is over seventy years of age be and is hereby re-appointed as a Director for a further period of one year and it is hereby declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to him'.

11. To authorise the Directors to determine donations and contributions to charities for the ensuing year.
12. To re-appoint Messrs KPMG, Chartered Accountants as the Auditors of the Company for the year 2025/26 and to authorise the Directors to determine their remuneration.
13. To consider and if thought fit, to pass the following Special Resolutions to amend the existing articles in the Articles of Association of the Company ;

NOTICE OF MEETING

Special Resolution (1)

IT IS HEREBY RESOLVED THAT Article 24 (1) of the Articles of Association of the Company be deleted in its entirety and be replaced by the following Article;

- 24 (1) The number of directors at any time shall not be less than five (5) nor more than twelve (12) exclusive of Technical Directors."

Special Resolution (2)

IT IS HEREBY RESOLVED THAT Article 24.8 (a) to 24.8 (d) of the Articles of Association of the Company be deleted in their entirety, and be replaced by the following Articles 24.8 (a) to 24.8 (f);

24 (8) Alternate Directors

- (a) An Alternate Director shall only be appointed under exceptional circumstances by any Director ('appointor'), giving notice in writing left at the office of the Company and approved by the Board to be an Alternate Director of the Company to act in their place during their 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.
- (b) 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. The Nominations and Governance Committee shall review and determine that the person nominated as the alternate qualifies as an Independent Director before the appointment is made.
- (c) In the event a Director appoints another Director to be his Alternate Director he shall thereupon be entitled to exercise (in addition to his own right of voting as a Director) such appointor's rights at meetings of the Board. A person shall not act as an Alternate Director for more than one Director.
- (d) An Alternate Director shall on his giving an address for such notice to be served upon him be entitled to receive notices of all meetings of Directors and to attend and vote as a Director, at any such meeting at which the Director appointing him is not personally present and generally at such meetings to perform all the functions of his appointor as a Director in the absence of such appointor.
- (e) The attendance of any Alternate Director at any meeting including Board Committee meetings shall be counted for the purpose of the quorum.
- (f) An Alternate Director may be appointed for a specified period (not exceeding one (1) year) or until the happening of a specified event, but he shall ipso facto cease to be an Alternate Director if his appointor ceases for any reason to be a Director."

14. To consider any other business of which due notice has been given.

By Order of the Board,
SINGER (SRI LANKA) PLC



HAYLEYS GROUP SERVICES (PRIVATE) LIMITED
Secretaries
30th May 2025
Colombo

(Notes to the Shareholders are given overleaf)

Notes:

1. The Annual Report of the Company for 2024/25 is available on the corporate website www.singersl.com and on the Colombo Stock Exchange website - www.cse.lk.
2. A Shareholder is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Shareholder of the Company. A Form of Proxy is enclosed for this purpose. The instrument appointing a proxy must be deposited at the office of the Company Secretaries at No. 400, Deans Road, Colombo 10, Sri Lanka not less than forty-eight (48) hours before the time fixed for the Meeting.
3. A shareholder who requires a printed copy of the Annual Report must submit the duly completed 'Request Form - Annexure A' to the office of the Secretaries.

Contact Person : Vajira Perera

Contact Number : +94 11 2627652

Email Address : vajira.perera@secretarial.hayleys.com

Mailing Address : Hayleys Group Services (Private) Limited, Secretaries for Singer (Sri Lanka) PLC,
No. 400, Deans Road, Colombo 10.

FORM OF PROXY

SINGER (SRI LANKA) PLC
(Company Registration No. PQ 160)

I/We of

(full name of shareholder) holder of NIC No./Reg. No..... of
..... being shareholder/shareholders of

SINGER (SRI LANKA) PLC hereby appoint:

(1) (full name of proxy holder)
holder of NIC No..... Of

..... or, failing him/her/them

(2) ABEYAKUMAR MOHAN PANDITHAGE (Chairman of the Company) of Colombo, or failing him, one of the Directors of the Company as my/our Proxy to attend and vote as indicated hereunder for me/us and on my/our behalf at the Fiftieth Annual General Meeting of the Company to be held on Tuesday, 24th June 2025 and at every poll which may be taken in consequence of the aforesaid meeting and at any adjournment thereof.

	For	Against
1. To adopt the Annual Report of the Directors and the Statement of Accounts for the year ended 31st March 2025 with the Report of the Auditors thereon.	☐	☐
2. To re-elect as a Director Mr. Deepal Sooriyaarachchi, as set out in the Notice.	☐	☐
3. To re-elect as a Director Mr. Sarath Ganegoda, as set out in the Notice.	☐	☐
4. To re-elect as a Director Ms. Gayani de Alwis, as set out in the Notice.	☐	☐
5. To re-elect as a Director Ms. Kawshi Amarasinghe, as set out in the Notice.	☐	☐
6. To re-elect as a Director Mr. Jonathan Alles, as set out in the Notice.	☐	☐
7. To re-elect as a Director Mr. Shalinka Seresinhe, as set out in the Notice.	☐	☐
8. To re-elect as a Director Mr. Vajira Tennakoon, as set out in the Notice.	☐	☐
9. To re-elect as a Director Mr. Thulitha Mendis, as set out in the Notice.	☐	☐
10. To re-appoint Mr. Mohan Pandithage, in terms of Section 211 of the Companies Act No. 07 of 2007.	☐	☐
11. To authorise the Directors to determine donations and contributions to charities for the ensuing year.	☐	☐
12. To re-appoint KPMG, Chartered Accountants as the Auditors of the Company for the year 2025/26 and to authorise the Directors to determine their remuneration.	☐	☐
13. To pass Special Resolutions to amend the Articles of Association of the Company as set out in the Notice.		
Special Resolution (1)	☐	☐
Special Resolution (2)	☐	☐

Signed on this day of 2025.

.....
Signature

(Instructions are given overleaf)

FORM OF PROXY

Instructions

1. The completed Form of Proxy must be deposited with the Company Secretaries, Hayleys Group Services (Private) Limited, at No. 400, Deans Road, Colombo 10, Sri Lanka not less than forty-eight (48) hours before the start of the meeting. **Delayed Proxy Forms shall not be accepted.**
2. A Shareholder entitled to attend and vote at the Annual General Meeting of the Company, is entitled to appoint a Proxy to attend and vote instead of him/her/them and the Proxy need not be a Shareholder of the Company.
3. Full name of Shareholder/Proxy holder and their NIC Nos. are mandatory. Your Proxy Form will be rejected if these details are not completed.
4. A Shareholder is not entitled to appoint more than one Proxy to attend on the same occasion.
5. The duly completed Form of Proxy must be dated and signed by the Shareholder.
6. Please indicate with an "X" in the space provided how your proxy is to vote on the resolutions. If no indication is given, the proxy can vote as he/she thinks fit.
7. In the case of a company/corporation the proxy must be executed in the manner prescribed by its Articles of Association or by a duly authorised Director.
8. Where the Form of Proxy is signed under a Power of Attorney (POA) which has not been registered with the Company, the original POA together with a photocopy of same or a copy certified by a Notary Public must be lodged with the Company along with the Form of Proxy.
9. In case of Marginal Trading Accounts (slash accounts), the Form of Proxy should be signed by the respective authorised Fund Manager/Banker with whom the account is maintained.

FORM OF REQUEST FOR A PRINTED
COPY OF THE ANNUAL REPORT 2024/25

ANNEXURE A

Date:.....

Hayleys Group Services (Private) Limited,
Secretaries for Singer (Sri Lanka) PLC,
No. 400, Deans Road,
Colombo 10.

ANNUAL REPORT OF SINGER (SRI LANKA) PLC - 2024/25

I hereby request you to send me a printed copy of the Annual Report of Singer (Sri Lanka) PLC.

.....
Signature

- Corporate Shareholders - Form should be signed by a duly authorised person.
- Joint Shareholders - Form may be signed by the principal Shareholder.

Name of Shareholder (as registered in the Company or in the CDS)	
NIC No./CDS Account No./ Company No.	
Address	
Contact No.	

Notes:

1. The Annual Report of the Company for 2024/25 is available on the corporate website www.singersl.com and on the Colombo Stock Exchange website - www.cse.lk.
2. You may contact the undernoted person for any requests and queries.

Contact Person

Contact Number

Email Address

Mailing Address

: Vajira Perera

: +94 11 2627652

: vajira.perera@secretarial.hayleys.com

: Hayleys Group Services (Private) Limited,
Secretaries for Singer (Sri Lanka) PLC,
No. 400, Deans Road,
Colombo 10.
3. A printed copy of the Annual Report will be forwarded within 8 market days from the date of receiving this request form.