

Circular to Shareholders

HVA FOODS PLC

[Company Reg. No. PV 1765 PB/PQ]

No.118, Braybrooke Place

Colombo 02

Tel: 011-4427600, Facsimile: 011-4832802, Web - www.heladiv.com

12TH ANNUAL GENERAL MEETING AND THE ANNUAL REPORT FOR THE YEAR 2021/22

Dear Shareholder/s

The Board of Directors of H V A Foods PLC has decided to hold its 12th Annual General Meeting (AGM) as a Virtual Meeting on Wednesday, 28th September 2022 at 9.00 a.m. following the guidelines issued by the Colombo Stock Exchange (CSE) for hosting of Virtual AGMs.

METHOD OF HOLDING THE AGM / ELECTRONIC PLATFORM

Only the key officials who are essential for the administration of the formalities of the meeting will be physically present at the venue. All others, including shareholders, will participate via an online meeting hosted on the ZOOM platform.

REGISTRATION PROCEDURE

Those Shareholders and Proxy holders who wish to participate via the online meeting platform should notify the Company of such intention by completing the attached Registration Form. The Registration Form will also be made available on the corporate website of the Company and the website of the Colombo Stock Exchange.

The duly completed Registration Form should be deposited with the Secretaries, P W Corporate Secretarial (Pvt) Ltd at No. 3/17, Kynsey Road, Colombo 08 [Tel: 011 4640360] or forwarded to hva.pwcs@gmail.com in order to enable the Company to receive the same by 9.00 p.m. on 26th September 2022.

Please refer to the attached Guidelines and Registration Process for the Annual General Meeting for further details in this regard.

APPOINTMENT OF PROXY HOLDERS

The Shareholders are encouraged to vote by Proxy by way of appointing a member of the Board of Directors to vote on their behalf and to include their voting preferences on the resolutions that are to be taken up at the meeting, which are given in the Form of Proxy. The Shareholders who wish to appoint a Proxy should duly complete the Form of Proxy and include the details of such Proxy holder in the Registration of Shareholder Details Form as per the instructions given therein.

The duly completed Form of Proxy should be forwarded to the Company through the Secretaries, P W Corporate Secretarial (Pvt) Ltd at No. 3/17, Kynsey Road, Colombo 08 [Tel: 011 4640360] or forwarded by email to hva.pwcs@gmail.com in order to enable the Company to receive the same by 9.00 p.m. on 26th September 2022.

LOGIN INFORMATION FOR PARTICIPATION VIA THE ONLINE MEETING PLATFORM

The login information will be authorized only for the use by individual Shareholders, Proxy holders and authorized representatives in case of Institutional Shareholders and the Company will not be responsible or liable for any misuse. Where the Proxy holders are concerned, please note that the login information will only be shared with those in whose favour a valid Proxy has been submitted by the Shareholder.

QUERIES OF SHAREHOLDERS

Shareholders who are unable to participate at the Virtual AGM via the designated online meeting platform are invited to forward their suggestions, questions and concerns (if any) relating to items on the Notice of Annual General Meeting to the Secretaries P W Corporate Secretarial (Pvt) Ltd at No. 3/17, Kynsey Road, Colombo 08 [Tel: 011 4640360] or by email to hva.pwcs@gmail.com to be received by the Secretaries by 9.00 p.m. on 26th September 2022. The Board will ensure that they are discussed and addressed at the AGM, if relevant.

VOTING

Voting in respect of items on the Agenda will be done via an online e-ballot platform.

Voting on the items in the agenda will be registered by using an online meeting platform or a designated ancillary online application, which will be explained prior to the commencement of the meeting.

Please refer to the attached Guidelines and Registration Process for the Annual General Meeting for further details in this regard.

All individuals participating at the meeting remotely through an online meeting platform are required to identify themselves at the time of voting. Further, individuals must also identify themselves when speaking at the AGM during the time allotted for comments by shareholders as directed by the Chairman. At that point, the individual will be required to give his/her name and address for purposes of identification as a shareholder or as a proxy.

ANNUAL REPORT 2021/22

The Annual Report of the Company is available for download on the corporate website of the Company and the Colombo Stock Exchange website, to which the links are provided below:

- (i) Corporate Website of H V A Foods PLC - <https://www.heladiv.com/about-us/annual-reports/>
- (ii) Colombo Stock Exchange Website - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=HVA.N0000>

Shareholders may also access the Annual Report and Financial Statements on their mobile phones by scanning the following QR code



Further to Circular No. 04/2022 dated 27th May 2022, issued by the Colombo Stock Exchange the Company will not be providing a printed copy of the Annual Report. The shareholders may contact Mr. Sameera Indika, Finance Manager on any working day on Tel: 077 3596067, or email: sameera@heladiv.lk with regard to any queries relating to viewing of the Annual Report.

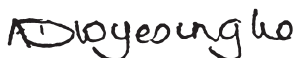
All documents relating to the AGM should be deposited with the Secretaries, P W Corporate Secretarial (Pvt) Ltd at No. 3/17, Kynsey Road, Colombo 08 [Tel: 011 4640360] by post or forwarded to hva.pwcs@gmail.com in order to enable the Company to receive the same by 9.00 p.m. on 26th September 2022.

DOCUMENTS ATTACHED

The following documents are attached to this Circular to Shareholders :

1. Notice of Annual General Meeting.
2. Form of Proxy
3. Guidelines and Registration Process for the Annual General Meeting
4. Registration Form

HVA FOODS PLC

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

P W CORPORATE SECRETARIAL (PVT) LTD

Secretaries
29th August 2022

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twelfth (12th) Annual General Meeting of the Company will be held by electronic means on 28th September 2022 at 9.00 a.m. centered at the Boardroom of Triad (Pvt) Ltd, No. 45/6, Alwis Place, Colombo 03 for the following purposes:

1. Ordinary Business

- 1.1 To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and its subsidiary and the Statement of Accounts for the year ended 31st March 2022 with the Report of the Auditors thereon.
- 1.2 To re-elect as a Director Mr. S A Ameresekere who retires by rotation in terms of Article 88(i) of the Articles of Association of the Company.
- 1.3 To re-appoint Messrs BDO Partners, Chartered Accountants as the Auditors of the Company and to authorize the Directors to determine their remuneration.
- 1.4 To authorize the Directors to determine donations for the year ending 31st March 2023 and up to the date of the next Annual General Meeting.

2. Special Business

- 2.1 To consider and if thought fit, to pass the following resolution as a Special Resolution:

"IT IS HEREBY RESOLVED

THAT the Articles of Association of the Company be amended

- (i) by the insertion of the words "be issued under the Seal of the Company and" between the words "shall" and "bear" in line 9 of Article 21(i); and
- (ii) by the insertion of the words "be issued under the Seal of the Company and" between the words "shall" and "bear" in line 2 of Article 105(v); and
- (iii) by the deletion of Article 128 of the Articles of Association in its entirety and substitution thereof of the following:

CONTRACTS AND COMPANY SEAL

128. (1) *A contract or other enforceable obligation may be entered into by a Company as follows:*
 - (a) *an obligation which, if entered into by a natural person is required by law to be in writing signed by that person and be notorially attested, may be entered into on behalf of the Company in writing signed under the name of the Company by –*
 - (i) *two Directors of the Company, as authorized by a resolution of the Board and placing the Company Seal*
 - (ii) *by any one Director and Secretary of the Company as authorized by a resolution of the Board and placing the Company Seal*
 - (iii) *any other person as authorized by a resolution of the Board*
 - (iv) *one or more Attorneys appointed by the Company, as set out in Article 97 hereof authorizing to enter into such obligation,*
and be notorially executed;
 - (b) *an obligation which, if entered into by a natural person is required by law to be in writing and signed by that person, may be entered into on behalf of the Company in writing signed by two Directors of the Company, as authorized by a Resolution of the Board by placing the Company Seal or by any one Director and Secretary of the Company as authorized by a resolution of the Board by placing the Company Seal or by a person authorized by a resolution of the Board, or one or more Attorneys authorized to enter into such obligation.*

- (c) *an obligation which if entered into by a natural person is not required by law to be in writing, may be entered into on behalf of the Company in writing or orally by a Director or a person authorized by a resolution of the Board.*
- (2) *The provisions of Article 1 (1) shall apply to a contract or other obligation*
 - (a) *whether or not that contract or obligation is entered into in Sri Lanka; and*
 - (b) *whether or not the law governing the contract or obligation is the law of Sri Lanka.*
- (3) *For the purpose of this Article, the Company may use a generally recognized abbreviation of any word in the name, unless it is misleading to do so.*
- (4) (i) *The Board shall provide for the safe custody of the Seal and the Seal shall only be used by the authority of the Board or of a committee of Directors authorised by the Board in that behalf. Subject to the provisions of the next succeeding sub-paragraph, the Seal of the Company shall not be affixed to any deed, certificate for shares, stock, debenture-stock or other form of security or other instrument except in the presence of two or more of the Directors or of one Director and the Secretary who shall attest the sealing thereof. Such attestation on the part of the Secretary, in the event of a firm being the Secretaries, shall be signified by a partner or duly authorised agent of the said firm signing the firm name or for and on behalf of the said firm as such secretaries. In the event of a company being the Secretary, such attestation shall be signified by a director or the secretary or the duly authorised agent of such company signing for and on behalf of such company as Secretaries. The sealing shall not be attested by one person in the dual capacity of Director and Secretary or representative of the Secretaries.*
- (ii) *Where the Board shall so resolve in the case of certificates for shares of the Company (which shall not however be deemed to include letters of allotment issued under the signature of the Secretary on behalf of the Company) or in the case of certificates for debentures, debenture-stock, loan stock or other forms of security (other than securities created by deed for which provision is made in the preceding sub-paragraph of this Article) attestation of the sealing thereof may, with the approval and subject to the control of the auditors or the transfer-auditors or the bankers of the Company, be in the form of an autographic signature stamped or printed or impressed by manual or mechanical means thereon.*
- (iii) *Any document sealed in accordance with the foregoing provisions of this Article shall be presumed to have been executed by the Company."*

By order of the Board
HVA Foods PLC



P W Corporate Secretarial (Pvt) Ltd
 Secretaries

29th August 2022

Notes

1. A shareholder entitled to participate and vote at the above virtual meeting is entitled to appoint a proxy to participate and vote in his/her place by completing the Form of Proxy enclosed herewith.
2. A proxy need not be a Shareholder of the Company.
3. The Form of Proxy is enclosed for this purpose.
4. Shareholders are advised to follow the Guidelines and Registration Process for the Annual General Meeting attached hereto.

Form of Proxy

I/We* (NIC/Passport/Co. Reg. No.) of
being a shareholder / shareholders of H V A FOODS PLC hereby appoint
..... (NIC/Passport No.....) of
.....or failing him/her

Mr. B S M De Silva	or failing him*
Ms. V S A Fernando	or failing her*
Mr. M P D Cooray	or failing him*
Mr. S A Ameresekere	or failing him*
Mr. Charithra Hettiarachchi	

as my/our* proxy to represent and speak and vote as indicated hereunder for me/us* and on my/our* behalf at the Twelfth Annual General Meeting of the Company to be held by electronic means on 28th September 2022 and at every poll which may be taken in consequence of the aforesaid Meeting and at any adjournment thereof.

1 Ordinary Business

	For	Against
1. To re-elect as a Director Mr. S A Ameresekere who retires by rotation in terms of Article 88(i) of the Articles of Association of the Company.	☐	☐
2. To re-appoint Messrs BDO Partners, Chartered Accountants as the Auditors of the Company and to authorize the Directors to determine their remuneration.	☐	☐
3. To authorize the Directors to determine donations for the year ending 31st March 2023 and up to the date of the next Annual General Meeting.	☐	☐

2 Special Business

	For	Against
1. To consider and if thought fit to pass the Special Resolution set out under item 2.1 of the Notice of Meeting for the amendments to the Articles of Association.	☐	☐

In witness my/our* hands this day of Two Thousand and Twenty Two.

.....
Signature of Shareholder/s

*Please delete what is inapplicable.

Notes: 1. A proxy need not be a shareholder of the Company
2. Instructions as to completion appear overleaf.

INSTRUCTIONS AS TO COMPLETION

1. The full name, National Identity Card number and the registered address of the shareholder appointing the Proxy and the relevant details of the Proxy should be legibly entered in the Form of Proxy which should be duly signed and dated.
2. The completed Proxy should be forwarded to the Company for deposit at the Registered Office through the Company Secretaries, P W Corporate Secretarial (Pvt) Ltd, No. 3/17, Kynsey Road, Colombo 08 (email hva.pwcs@gmail.com) by 9.00 p.m. on 28th September 2022.

In forwarding the completed and duly signed Proxy to the Company, please follow the **Guidelines and Registration Process for the Annual General Meeting** attached to the Notice of Annual General Meeting.

3. The Proxy shall –
 - (a) In the case of an individual be signed by the shareholder or by his attorney, and if signed by an attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Company.
 - (b) In the case of a company or corporate / statutory body either be under its Common Seal or signed by its Attorney or by an Officer on behalf of the Company or corporate / statutory body in accordance with its Articles of Association or the Constitution or the Statute. (as applicable)
4. If you wish to appoint a person other than the Chairman or a Director of the Company as your Proxy, please insert the relevant details in the space provided.
5. Please indicate with a 'X' in the space provided how your Proxy is to vote on each resolution. If no indication is given, the Proxy in his discretion will vote as he thinks fit.

Guidelines and Registration

GUIDELINES AND REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 28TH SEPTEMBER 2022

Shareholders / Proxy holders who wish to participate in the Annual General Meeting of H V A Foods PLC to be held via an Online Meeting Platform (Virtual AGM), could do so by using a smart phone or a desktop computer.

If a Shareholder/Proxy holder intends to join the Virtual AGM via a smart phone, it is necessary for him/her to download the “**Zoom Mobile App**” onto his/her smart phone. Similarly, if a Shareholder/Proxy holder wishes to attend the Virtual AGM via a desktop computer, the link can be opened by downloading the “**Zoom Desktop App**” to the respective desktop computer (compatible web browser: **Google Chrome**).

1. Shareholder who wish to participate in the Virtual AGM of H V A Foods PLC, either by themselves or through their Proxies, are requested to forward their details to the Company Secretaries as per the attached **REGISTRATION FORM**.
2. The duly completed and signed **REGISTRATION FORM** should be delivered to the Company, through the Company Secretaries, P W Corporate Secretarial (Pvt) Ltd, No. 3/17, Kynsey Road, Colombo 08 (Telephone: 011-4640360-3) or e-mailed to hva.pwcs@gmail.com to be received by the Secretaries by 9.00 p.m. on 26th September 2022. If participation in the meeting is through a Proxy, the duly completed and signed **FORM OF PROXY** should accompany the **REGISTRATION FORM**.

Note:

If a Proxy is appointed, the information set out in the **REGISTRATION FORM** pertaining to the Proxy holder should tally with the information indicated in the duly completed **FORM OF PROXY** submitted by the Shareholder.

3. The Company will verify all registration requests and identification details received as aforesaid, against the details of Shareholders set out in the Shareholders' Register and accept the registrations for the Virtual AGM if it is satisfied with the request and supporting documents (if any).

Shareholders whose registration requests are accepted will receive an email confirmation from the Company acknowledging the acceptance of their request.

4. The Shareholders whose registration requests have been accepted will receive a further email from the Company 24 hours prior to the commencement of the AGM. This email will provide a web link for online registration referred to as “**Virtual AGM Registration**”. If the Shareholder has appointed a valid Proxy, this email will be forwarded to the relevant Proxy holder.
5. (i) The Shareholders / Proxy holders are requested to use the web link, which will be forwarded by the Company as referred to in 4 above and click on “**Virtual AGM Registration**” in order to complete online registration for the Virtual AGM.

(ii) On clicking the link “**Virtual AGM Registration**”, Shareholders/Proxy holders will be redirected to an interface where they will be requested to enter their **first name, last name, email address, re-enter email address and National Identity Card Number**. (In entering these details the participants are required to ensure that correct details as included in the **REGISTRATION FORM** referred to in 2 above are entered in the said online registration process, since any mismatch will be considered as an unsuccessful log in)

(iii) After successful completion of entering of the details as referred to in 5 (ii) above, the participants are requested to click on “**REGISTER**” which will be prompted on their screens enabling them to receive the meeting link.

6. The Shareholders who successfully complete their online registration as set out in 5 above, will receive the log in link for participation in the meeting referred to as **“Join the Virtual AGM of H V A Foods PLC”** and credentials.
7. In order to join the Virtual AGM, participants are required to click on **“Join the Virtual AGM of H V A Foods PLC”**. In some instances, the system calls for the credentials and if that is required, please enter the credentials to gain access to the Virtual AGM.
8. On completion of this process, you will be directed to the Virtual AGM Zoom Platform, where you can participate in the Virtual AGM.

It is recommended that the Shareholders / Proxy holders complete the process outlined in 5, 6, 7 and 8 above and join the AGM at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the time appointed for the commencement of the meeting.

9. Shareholders/Proxy holders may use the **Q & A** tab or the **Hand Raise** (🙋) icon appearing on the screen respectively, to submit their questions or concerns in typed format or verbally. The system will allow a pop up message to **unmute the microphones and to allow video options**.
10. After completion of the process outlined in 7 above in respect of all eligible Shareholders and Proxy holders, the Company will forward a separate email to the Shareholders / Proxy holders (as applicable) who are entitled to vote, providing a separate link to vote on all items included in the Notice of Annual General Meeting dated 29th August 2022.
11. Shareholders / Proxy holders who intend participating in the meeting are requested to open the said voting link and be prepared to cast their vote when each item is taken up for voting by the Chairman. Participants are advised to **“refresh”** the voting page and cast the vote as per their discretion in the given space and click **“SUBMIT”** enabling the Company to receive the responses.
12. When declaring the voting on an item, Chairman will take into account the voting of the Shareholders/ Proxy holders participating virtually
13. **60 seconds** will be allocated for Shareholders / Proxy holders to cast their vote in respect of each item.
14. The results will be processed and announced by the Chairman **15 seconds** after the end of the time slot allocated for voting.
15. In a situation where a Poll is demanded and Shareholders are required to vote on the Poll, a mechanism similar to that referred to for voting, will be applicable. This will be moderated by the Chairman of the meeting.

It is advised to check the online AGM access at least 3 hours prior to the meeting and also ensure that your devices have an audible sound system so that you could participate in the AGM comfortably.

Registration Form

**12TH ANNUAL GENERAL MEETING (AGM) OF H V A FOODS PLC TO BE HELD AS A VIRTUAL MEETING ON
28TH SEPTEMBER 2022 AT 9.00 A.M.**

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder:

NIC No./Passport No./Company Registration No.:

CDS Account No.:

Residential Address:

Telephone No/s:

Email:

Full Name of 01st Joint Holder:

NIC No/ Passport No.:

Full Name of 02nd Joint holder:

NIC No/ Passport No.:

In the event Proxy holder is appointed by the Shareholder following details of his/her's will also be required.

DETAILS OF PROXY HOLDER: (only if a proxy is appointed)

Full name of Proxy holder :

NIC No./Passport No. of Proxy holder:

Telephone No/s.:

Email:

PARTICIPATION AT THE AGM - Please tick the cage below

Online

I/My Proxy holder am/is willing to participate at the AGM

☐

Signature/s

.....
Principal Shareholder

.....
01st Joint holder

.....
02nd Joint holder

Date:

Note: In the case of a Company/Corporation, the Shareholder Registration Form must be signed in the manner prescribed by its Articles of Association/Statute and in the case of the Registration Form is signed by an Attorney, the Power of Attorney, must be deposited at No. 3/17, Kynsey Road, Colombo 08, Sri Lanka or emailed to hva.pwcs@gmail.com

