

**Circular to the Shareholders**  
**LEE HEDGES PLC – Annual Report 2022/2023**

**LEE HEDGES PLC**  
**104<sup>th</sup> ANNUAL GENERAL MEETING**  
**EXTRAORDINARY GENERAL MEETING**

Dear Shareholder/s,

The Board of Directors of Lee Hedges PLC (Company) has decided to proceed with the Annual General Meeting (AGM) as a virtual meeting using audio visual technology on September 27, 2023 at 11.30am as per the Notice of Meeting of the AGM.

**FORMALITIES AND PROCEDURE TO REGISTER TO PARTICIPATE AT THE**  
**ANNUAL GENERAL MEETING/ EXTRAORDINARY GENERAL MEETING**

- The AGM/EGM will be held in compliance with the principles set out in the Guidelines issued by the CSE for the hosting of virtual Annual General Meetings.
- Only the key officials who are essential for the administration of the formalities of the meeting will be physically present at the venue. All shareholders, will participate via the online meeting platform.
- The shareholders referred to herein who wish to participate at the meeting through Audio/ Video and visual means should forward the duly perfected attached Registration Form (annex 01) to Accounting Systems Secretarial Services (Private) Limited, Level 3, No. 11, Castle Lane, Colombo 4 or email to [disnperera@deloitte.com](mailto:disnperera@deloitte.com).
- Adequate arrangements will be made for Shareholders who wish to participate in the AGM/ EGM via the online meeting platform, with log in information being forwarded to shareholders in advance of the meeting, upon verification of the registration details. Only Shareholders or their duly appointed proxyholders are requested to log in to the virtual meeting platform 30 minutes prior to the time fixed for the meeting. The Company shall not be responsible or liable for misuse and / or unauthorized use of the login information.
- Shareholders will be given an opportunity to raise any questions or comments on the matters listed on the Agenda for the meeting or forward the questions in advance to the e-mail [disnperera@deloitte.com](mailto:disnperera@deloitte.com).
- Voting on the items on the Agenda will be registered by using an online platform or a designated ancillary online application. All of such procedures will be explained to Shareholders prior to the commencement of the meeting.

## REGISTRATION OF PROXIES

The Shareholders who wish to vote by Proxy through appointment of another person or a member of the Board of Directors to vote on their behalf, please include the voting preferences on the resolutions to be taken up at the meeting in the Form of Proxy. The Form of Proxy will also be made available on the corporate website of the Company and the website of the Colombo Stock Exchange and those Shareholders who wish to submit their Form of Proxy should duly complete the same as per the instructions given therein. The duly completed Form of Proxy should be deposited with the Secretaries, Accounting Systems Secretarial Services (Private) Limited, Level 3, No. 11, Castle Lane, Colombo 4, Sri Lanka or forwarded by email to [disnperera@deloitte.com](mailto:disnperera@deloitte.com) in order to enable the Company to receive the same not later than 48 hours before the time appointed for the Meeting.

## CIRCULATION OF ANNUAL REPORTS



The Annual Report of Lee Hedges PLC is now available on the company's website [www.leehedgesplc.com](http://www.leehedgesplc.com) and the Colombo Stock Exchange website [www.cse.lk](http://www.cse.lk). A Company is obliged to issue a printed copy of the Annual Report upon receipt of a written request from a shareholder for a printed copy of the same. Where such a written request is received by the Company, a printed Annual Report will be sent within 7 Market Days of receipt of any request. For any clarifications on the Annual Report please contact, Ms Sujani Jayawardena on +94 11 2301035 or on email [sujani@leehedges.lk](mailto:sujani@leehedges.lk)

## ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY

As you may be aware, your Company, Lee Hedges PLC was incorporated on 03rd February 1919. Since then the company has gone through various structural changes. Similarly the provisions of the existing Articles of Association have been changed from time to time over the years. However, significant changes introduced by the Companies Act No. 07 of 2007 have not been incorporated into the existing Articles of Association, hence it effectively warrants substantial amendments to the Company's existing Articles.

The Act does not recognize the need for a separate Memorandum of Association on the basis that, subject to the provisions of the Act, a company shall have the capacity to carry on or undertake any business or activity or do any act or enter into any transaction. However, the objects have been incorporated into the proposed new Articles of Association.

In this context, the Directors have decided to recommend to Shareholders the adoption of a new set of Articles. (Copy of the Articles of Association to be adopted at the meeting can be viewed on the Company website [www.leehedgesplc.com](http://www.leehedgesplc.com) and the Colombo Stock Exchange website [www.cse.lk](http://www.cse.lk)).

The Special Resolution to adopt fresh Articles of Association, in place of the existing Articles of Association, is given in the Notice of Extraordinary General Meeting to be held immediately after the Annual General Meeting of the Company.

Copies of the existing Memorandum & Articles of Association are available for inspection at the registered office from the date of the Notice of Meeting and at the Meeting.

Documents listed below are attached herewith.

1. Notice of Annual General Meeting
2. Form of Proxy for the AGM
3. Registration form for the AGM and EGM
4. Guidelines and registration process for Annual General Meeting/Extraordinary General Meeting
5. Request for a printed copy of the Annual Report
6. Notice of Extraordinary General Meeting
7. Form of proxy for the EGM

The Board wishes to thank their Shareholders of the company for their unwavering cooperation and support to ensure a smooth and uninterrupted process at this Annual General Meeting/ Extraordinary General Meeting of the Company.

By Order of the Board

**LEE HEDGES PLC**



Accounting Systems Secretarial Services (Private) Limited  
Company Secretaries  
Colombo, this 31st August 2023

## Lee Hedges PLC

(Company Registration No PQ152)  
No.353, Kollupitiya Road, Colombo 3.

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that 104th Annual General Meeting of Lee Hedges PLC will be held on 27th September 2023 at 11.30am, via an online meeting platform for the purpose of conducting the following business:

#### AGENDA

1. To receive and consider the Annual Report of the Directors on the affairs of the Company and the Audited Financial Statements for the financial year ended 31st March 2023 and the Report of the Auditors.
2. To declare a final dividend of Rs. 1/= per share for the year ended 31st March 2023, as recommended by the Directors.
3. To re-elect Mr S Vamadevan as a Director of the Company who is over seventy years of age and to consider and if deemed fit to pass the following ordinary resolution.  
  
"RESOLVED that Mr S Vamadevan who has reached the age of 80 years be and is hereby re-elected as a Director of the Company and is hereby declared that the age limit of 70 years referred to in Section 210 of the Companies Act No.07 of 2007 shall not apply to the said Director in accordance with Section 211 of the Companies Act No. 07 of 2007.
4. To re-elect Mr Samuel Sanjeeve Vamathevan who retires by rotation in terms of Article 90 of the Articles of Association.
5. To elect Mr W M Prasanna Walisundera who was appointed as a Director of the company in terms of Article 97 of the Articles of Association.
6. To re-appoint Messrs. KPMG, Chartered Accountants as Auditors of the Company as set out in Section 154(1) of the Companies Act No. 07 of 2007 and to authorize the Directors to fix their remuneration.
7. To authorize the Directors to determine donations for the year 2023/2024 not exceeding Rs.250,000/=.

8. To transact any other business that may properly be brought before the meeting.

By Order of the Board of

**LEE HEDGES PLC**



Accounting Systems Secretarial Services (Private) Limited

**Company Secretaries**

Colombo, this 31st August 2023

**Note:** A shareholder who is unable to attend the meeting is entitled to appoint a proxy to attend and vote in his/her place. A proxy need not be a member of the Company. A Form of Proxy accompanies this Notice.

## Lee Hedges PLC

(Company Registration No PQ152)  
No.353, Kollupitiya Road, Colombo 3.

### FORM OF PROXY

I/We .....

(NIC NO ..... ) of .....

being a member/members of LEE HEDGES PLC, hereby appoint .....

..... of ..... (or failing him)

being a shareholder of Lee Hedges PLC hereby appoint :

|                                                 |            |                  |
|-------------------------------------------------|------------|------------------|
| Mr Sinnadurai Robert Vamadevan                  | of Colombo | (or failing him) |
| Mr.Sinnatamby Balaratnam                        | of Colombo | (or failing him) |
| Prof. Dr. D S Lasantha Pradeepkumara Wijesinghe | of Colombo | (or failing him) |
| Mr S Sanjeeve Vamathevan                        | of Colombo | (or failing him) |
| Mr R R Spencer                                  | of Colombo | (or failing him) |
| Mr W M P Walisundera                            | of Colombo |                  |

as my/our Proxy to represent and speak and vote for me/us\* and on my/our behalf at the Annual General Meeting of the Company to be held on ..... and at any adjournment thereof and at every poll which may be taken in consequence thereon.

I/We\* the undersigned, hereby direct my/our\* proxy to speak and vote for me/us and on my/our behalf on the resolution set out in the Notice convening the meeting , as follows:

|                                                                                                                                                                                                         | FOR                      | AGAINST                  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| 1. To receive and consider the Annual Report of the Directors on the affairs of the company and the Audited Financial Statements for the year ended 31st March 2023 and Report of the Auditors thereon. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To declare a final dividend of Rs.1/-per share                                                                                                                                                       | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Mr S R Vamadevan who retires by rotation in terms of Section 210 of the Companies Act No.07 of 2007.                                                                                     | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect Mr Samuel Sanjeeve Vamathevan as a director who retires in terms of Article 90 of the Articles of Association                                                                            | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To elect Mr Prasanna Walisundera as a Director who was appointed as a Director during the year                                                                                                       | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-appoint Messrs, KPMG the retiring Auditors and Authorize the Directors to fix their remuneration.                                                                                              | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To authorize the Directors to determine donations not exceeding Rs 250,000/=                                                                                                                         | <input type="checkbox"/> | <input type="checkbox"/> |

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

\*Please delete the inappropriate words.

Signature: .....

Note :

\*Instructions as to completion appear below.

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 in his discretion will vote as he thinks fit.

### Instructions for Completion

- i. Kindly perfect the Form of Proxy by filling in legibly your full name, address and the National Identity Card number and by signing in the space provided and filling in the date of signature.
- ii. The completed Form of Proxy should be deposited at the Company Secretaries Messrs Accounting Systems Secretarial Services (Private) Limited, Level 03, No.11, Castle Lane, Colombo 4 not later than 48 hours prior to the date of the meeting.
- iii. If you wish to appoint a person other than the Chairman or a Director of the Company, please insert the relevant details at the space provided (above the names of the Board of Directors) on the Proxy Form.
- iv. If the Form of Proxy is signed by an Attorney, the relative Power of Attorney should accompany the Form of Proxy for registration if such Power of Attorney has not already been registered with the Company.
- v. If the appointor is a company/ incorporated body this Form must be executed in accordance with the Articles of Association/ Statute.

## Form of Request

### Lee Hedges PLC

353, Kollupitiya Road, P.O. Box 84, Colombo 3.

FOR A PRINTED COPY OF THE ANNUAL REPORT OF LEE HEDGES PLC

I would like to receive the printed version of the Annual Report of Lee Hedges PLC.

#### SHAREHOLDER DETAILS

|                                                          |  |
|----------------------------------------------------------|--|
| Full Name of Shareholder                                 |  |
| Shareholder's NIC/ Passport/<br>Company Registration No. |  |
| Contact Number                                           |  |

Signature

Date

## Annexure 1

## LEE HEDGES PLC

## 104th ANNUAL GENERAL MEETING REGISTRATION OF SHAREHOLDER DETAILS

Accounting Systems Secretarial Services (Private) Limited Level 03, No:11, Castle Lane,  
Colombo 4

|    |                                                     |                  |
|----|-----------------------------------------------------|------------------|
| 01 | Full Name of the Shareholder                        | _____            |
| 02 | Membership No. / CDS Account No                     | _____            |
| 03 | Address of Shareholder                              | _____            |
| 04 | NIC No / P.P. No. / Co. Reg. No. of Shareholder     | _____            |
| 05 | Contact details of Shareholders                     |                  |
|    | Telephone: _____                                    | Residence: _____ |
|    | Office: _____                                       | Mobile: _____    |
|    | E - mail:                                           | _____            |
|    | (Please type clearly, mandatory)                    |                  |
| 06 | Names / NIC No. of Joint holder/s (If any):         |                  |
|    | i. Name                                             | _____            |
|    | NIC No.                                             | _____            |
|    | ii. Name                                            | _____            |
|    | NIC No.                                             | _____            |
|    | NIC No / P.P. No. / Co. Reg. No. of the proxyholder | _____            |
| 07 | Contact details of proxyholder                      |                  |
|    | Name                                                | _____            |
|    | NIC No.                                             | _____            |
|    | Telephone: _____                                    | Residence: _____ |
|    | Office: _____                                       | Mobile: _____    |
|    | E - mail:                                           | _____            |
|    | (Please type clearly, mandatory)                    |                  |

Shareholder's Signature/Date

1st Joint holder's Signature/Date

2nd Joint holder's Signature/Date

Notes: \* Instructions as to completion appear overleaf

Annexure 1 Contd.

*LEE HEDGES PLC – PQ152 – Annual Report 2022/2023*

**Instructions As To Completion**

- i. Shareholders are advised to complete the form legibly in order to facilitate their participation through the online platform.
- ii. The "Web Link" for participation at the AGM through the online platform will be forwarded to the Shareholder's above noted email address.
- iii. In the case of a Company/Corporation, the Registration must be under its common seal which should be affixed and attested.
- iv. In the case of the Registration form signed by an Attorney, the Power of Attorney must be deposited at the Registered Office of the Company for registration.
- v. The instruments for registration must be completed and deposited at the Accounting Systems Secretarial Services (Private) Limited, Level 03, No:11, Castle Lane, Colombo 4, or e-mail to [disnperera@deloitte.com](mailto:disnperera@deloitte.com) 48 hours before the meeting.