



Keells Consultants (Private) Limited

117 Sir Chittampalam A. Gardiner Mawatha, Colombo 2, Sri Lanka
Tel +94 (11) 230 6000 Fax +94 (11) 243 9037
jkh@keells.com www.keells.com

21 June 2019

Director General
The Colombo Stock Exchange
World Trade Center
Colombo 1

Dear Sir/Madam,

JOHN KEELLS HOLDINGS PLC EMPLOYEE SHARE OPTION PLAN 10

John Keells Holdings PLC [“Company”] has with the approval of its shareholders successfully implemented employee share option plans [“ESOP Schemes”] since 1996 whereby the Company was able to issue, non-transferable call share options not exceeding a specified percentage of the total issued shares of the Company as at the date of awarding every such option. The ESOP Schemes have been approved by the regulatory bodies and operated in accordance with the guidelines set out by the Securities and Exchange Commission of Sri Lanka and the Colombo Stock Exchange.

The Board of Directors is of the view that maintaining a proprietary interest and a long-term commitment amongst the Senior Executives of the Group, including its Executive Directors, on a continuing basis, is imperative to increasing the shareholder value in the Company.

Towards achieving this objective, we write to inform you that the Board of Directors of the Company has resolved on 24 May 2019 to issue share options under an Employee Share Option Plan as outlined below which is in compliance with the Listing Rules of the Colombo Stock Exchange subject to the Colombo Stock Exchange approving, in principle, the issue and listing of the shares pursuant to such Plan, and obtaining shareholder approval by way of a Special Resolution at a General Meeting.



Number of options to be granted:

Options to purchase a maximum of 1.50% of the issued shares of the Company of which not more than 0.50% will be issued annually over a period of three (3) years. Based on the issued capital of the Company as at today, the total Plan of 1.50%, and 0.50% per annum would amount to 19,772,599 and 6,590,866 options to purchase 19,772,599 and 6,590,866 converted shares respectively. However, the number of shares on offer will vary and ultimately depend on the number of shares representing the Stated Capital of the Company on the date of the offer of each tranche of Options as aforesaid.

Stated capital of JKH as at 31 May 2019:

Rs. 62,802,173,189.52 (Rupees Sixty Two Billion Eight Hundred and Two Million One Hundred and Seventy Three Thousand One Hundred and Eighty Nine and Cents Fifty Two only)

No of Shares Representing the Current Stated Capital as at 31 May 2019:

1,318,173,279 Ordinary Shares (One Billion Three Hundred and Eighteen Million One Hundred and Seventy Three Thousand Two Hundred and Seventy Nine Ordinary Shares)

The granting of options under the proposed employee share option scheme is in compliance with the Listing Rules of the Colombo Stock Exchange and subject to shareholder approval, by way of a Special Resolution at a General Meeting. The issue and listing of shares issued pursuant to such scheme is subject to approval from the Exchange at the time of exercise.

We sincerely regret the delay in informing you of this disclosure due to an inadvertent oversight. We reiterate that ESOPs have been granted by JKH on an annual basis since 1996 and this new Plan follows the same principles of the previous ESOP Plans approved by shareholders. We wish to point out that we are yet to receive shareholder approval and make any grants under the proposed ESOP Plan.

Yours faithfully

JOHN KEELLS HOLDINGS PLC

A handwritten signature in dark ink, appearing to read 'Gihan Cooray', written over a horizontal line.

Gihan Cooray

DEPUTY CHAIRMAN/GROUP FINANCE DIRECTOR