

NEXIA CORPORATE CONSULTANTS (PVT) LTD.

(PV 106)

Corporate Secretaries & Management Consultants

SINGHE HOSPITALS PLC

PB 70371 PQ

Extraordinary General Meeting

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the above Company will be held at the Auditorium, OPA Building, No. 275/75, Prof. Stanley Wijesundera Mawatha, Colombo 7 on 21st December 2019 at 9.30 am for the purposes of considering and if thought fit passing the following Resolution:

AGENDA

1. TO BE PASSED BY WAY OF A SPECIAL RESOLUTION

REDUCTION OF STATED CAPITAL IN TERMS OF SECTION 59 OF THE COMPANIES ACT NO 7 OF 2007

"IT IS HEREBY RESOLVED THAT a sum of Rupees Five Hundred and Thirty Nine Million Three Hundred and Fifty One Thousand Seven Hundred and Ninety (Rs. 539,351,790/-) representing accumulated losses of the Company as at 31st March 2019 be written off against the Company's stated capital of Rupees Nine Hundred and Fourteen Million Three Hundred and Fifty One Thousand Seven Hundred and Ninety (914,351,790/-) and that consequent to the write off the stated capital be reduced to Rupees Three Hundred and Seventy Five Million (Rs 375,000,000/-), without reducing the existing Four Hundred and Thirty One Million Three Hundred Thousand Eight Hundred and Ninety Five (431,300,895) fully paid ordinary shares.

The aforesaid reduction will be effected by setting off a part of the brought forward losses as at 31st March 2019 of Rupees Five Hundred and Thirty Nine Million Three Hundred and Fifty One Thousand Seven Hundred and Ninety (Rs. 539,351,790/-) against its stated capital without effecting any change to the number of issued and fully paid Four Hundred and Thirty One Million Three Hundred Thousand Eight Hundred and Ninety Five (431,300,895) ordinary shares of the Company, as set out in the company's audited Financial Statement as at 31st March 2019 which stated capital would consequent thereto be reduced to Rupees Three Hundred and Seventy Five Million (Rs.375,000,000/-)

BY ORDER OF THE BOARD

NEXIA CORPORATE CONSULTANTS (PRIVATE) LIMITED

~~NEXIA CORPORATE CONSULTANTS (PVT) LTD.~~

~~PV 106~~

~~SECRETARIES TO SINGHE HOSPITALS PLC~~

~~31 October 2019~~

NOTE

1. A member entitled to attend and vote at the above meeting is entitled to appoint a Proxy to attend and vote instead of him/her.
2. A Proxy need not be a member of the Company
3. A form of Proxy accompanies this notice

No. 181, First Floor, Nawala Road, Narahenpita, Colombo - 5, Sri Lanka.

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Directors : Mrs. C. R. Weragala ACIS (U.K), Mrs. S. K. Piyasena B.Sc

SINGHE HOSPITALS PLC
PB 70371 PQ
CIRCULAR TO SHAREHOLDERS

THIS DOCUMENT IS OF VALUE. IF YOU ARE IN DOUBT AS TO THE ACTION YOU SHOULD TAKE YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER PROFESSIONAL ADVISORY IMMEDIATELY

Dear Shareholder,

REDUCTION OF STATED CAPITAL

Your Company has accumulated losses of Rs. 542,722,626/- as at 31st March 2019. The aforementioned losses adversely affect the Company's ability to pay dividends to its shareholders since, in terms of the Companies Act No. 7 of 2007 ("the Act"), the "Solvency Test" requirements have to be satisfied prior to any dividend distribution in the future, and is subject to Company making profits. The capital reduction referred to hereinafter would improve the solvency margin.

Your Board of Directors have resolved to reduce the Company's stated capital by setting off the carried forward losses to the extent of Rupees Five Hundred and Thirty Nine Million Three Hundred and Fifty One Thousand Seven Hundred and Ninety (Rs. 539,351,790/-) against the Company's stated capital of Rupees Nine Hundred and Fourteen Million Three Hundred and Fifty One Thousand Seven Hundred and Ninety (Rs.914,351,790/-) which is represented by 431,300,895 Ordinary Shares. The loss will be apportioned and written off in the following manner:

Stated Capital

	Rs.
Total Stated Capital	= 914,351,790/-
Amount to be reduced from Stated Capital	= (539,351,790/-)
Stated Capital after the reduction	= 375,000,000/-

It should be noted that although this procedure will reduce the stated capital attributable to the Ordinary Shares the number of shares held by each shareholder will remain unchanged.

In accordance with the Act, public notice of the proposed reduction of Stated Capital was given in all three languages by a notice published in the Government Gazette dated 18 October 2019 as well as in Dinamina, Dinakaran and The Island news papers dated 16 October 2019.

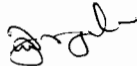
In order to give effect to the proposed reduction of Stated Capital it is necessary for the holders of the ordinary shares to give their assent by way of a special resolution. Accordingly, enclosed herewith is the Notice convening an Extraordinary General Meeting (EGM) of the holders of the ordinary shares of the Company to be held on 21st day of December 2019 setting out therein the requisite resolutions to be presented thereat.

If you are unable to attend the EGM, you are entitled to appoint a Proxy to attend and vote on your behalf. In such an event, please complete and return the enclosed Form of Proxy (in accordance with the instructions specified therein) to the Registered Office of the Company, No. 362, Colombo Road, Ratnapura, not less than 48 hours before the time appointed for the holding of the meeting so that your Proxy could represent you thereat and exercise your vote in accordance with your directions.

BY ORDER OF THE BOARD

NEXIA CORPORATE CONSULTANTS (PRIVATE) LIMITED

NEXIA CORPORATE CONSULTANTS (PVT) LTD.
PV 108



SECRETARIES TO SINGHE HOSPITALS PLC

Form of Attendance

I hereby record my presence at the Annual General Meeting of Singhe Hospitals PLC, held on 21st December 2019 at the Auditorium, OPA Building, No. 275/75, Prof. Stanley Wijesundera Mawatha, Colombo 7 at 9.30 a.m.

Full Name of Shareholder :

National Identity Card

No. of Shareholder :

Address of Shareholder :

Name of Proxy holder :

(If applicable) :

National Identity Card

No. of Proxy holder :

Address of Proxy holder :

No of Shares held :

Share Certificate No. :

Signature of Shareholder :

Date :

Note

Shareholders are requested to:

1. Bring the Form of Attendance when attending the Meeting and hand it over at the entrance to the meeting hall. Bring the National Identity Card or Passport.
2. Shareholders appointing persons (other than Directors of the Company) to attend the Meeting are requested to indicate the number of the National Identity Card of the Proxy holder on the Form of Proxy and request the proxy holder to bring with them their National Identity Card or Passport.

Form of Proxy

I/We.....

.....

.....of.....

.....being a

shareholder / shareholders of Singhe Hospitals PLC. hereby appoint

Mr. A M Weerasinghe	or failing him
Mr. A M D H Navinda Weerasinghe	or failing him
Mr. A M Lakshika Maduranga Weerasinghe	or failing him
Mr. B H Jayalath Kithsiri	or failing him
Mr. H M A B Weerasekara	or failing him
Mr. A M A Cader	or failing him
Dr. H.S. Jayasinghe	or failing him

Mr./Mrs./Miss.....

.....

.....of.....

as my/our proxy to attend (and vote for me/us) on my/our behalf at the Extraordinary General Meeting of the Company to be held on 21st December 2019 and at any adjournment thereof.

Resolutions

1. To approve the Special Resolution to reduce the stated capital

For Against

☐	☐
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Signed on this day of
2019

.....

Signature

Note

1. A shareholder entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him/her.
2. Kindly perfect the Form of Proxy after filling legibly your full name and address by signing in the space provided and dating same.
3. If the Proxy Form is signed by an Attorney, the relative power of Attorney should also accompany the completed Form of Proxy, if it has not already been registered with the Company.
4. The complete Proxy Form should be deposited at the Registered Office of the Company at No. 362, Colombo Road, Ratnapura (not less than 48 hours before the time appointed for the holding of the meeting).