

THE KINGSBURY PLC
Company Registration No. PQ 203

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT THE FIFTY SIXTH ANNUAL GENERAL MEETING OF THE KINGSBURY PLC will be held on Wednesday, **25 June 2025 at 1.00 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 Statements of Accounts for the year ended 31st March 2025 with the Report of the Auditors thereon.
2. To re-elect as a Director Mr. S. C. Ganegoda, who retires by rotation at the Annual General Meeting in terms of Article 86 of the Articles of Association of the Company.
3. To re-elect as a Director Ms. K. A. D. B. Perera,, who retires by rotation at the Annual General Meeting in terms of Article 86 of the Articles of Association of the Company.
4. To re-elect as a Director Mr. A. J. Alles who has been appointed to the Board since the last Annual General Meeting, in terms of Article 94 of the Articles of Association of the Company.
5. To re-elect as a Director Mr. T. M. Hewagama who has been appointed to the Board since the last Annual General Meeting, in terms of Article 94 of the Articles of Association of the Company.
6. To propose the following resolution as an ordinary resolution for the re-appointment of Mr. A. M. Pandithage, in terms of Section 211 of the Companies Act No. 07 of 2007.

Ordinary Resolution

‘That Mr. Abeyakumar Mohan Pandithage, who is over the age of Seventy years 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’.

7. To authorise the directors to determine donations and contributions to charities for the ensuing year.
8. To re-appoint Messrs. Ernst & Young, Chartered Accountants as the Auditors of the Company for the year 2025/26 and to authorise the Directors to determine their remuneration.
9. 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;

Special Resolution (1)

IT IS HEREBY RESOLVED THAT Article 75 (1) of the Articles of Association of the Company be deleted in its entirety and be replaced by the following Article;

“75 (1) Unless otherwise determined by ordinary resolution of the shareholders of the Company, the number of Directors shall not be less than five (5) and not more than Twelve (12).”

Special Resolution (2)

IT IS HEREBY RESOLVED THAT existing Article 75 (2) of the Articles of Association of the Company be deleted in its entirety, and be replaced by the following Article 75 (2);

“75 (2) Notwithstanding anything to the contrary, so long as the shares of the Company are quoted on the Colombo Stock Exchange, the Company shall in compliance with the Listing Rules of the Exchange ensure that the Board of Directors include at least two (2) Independent Directors or such number equivalent to one third (1/3) of the total number of directors at any given time, whichever is higher.”

Special Resolution (3)

IT IS HEREBY RESOLVED THAT the existing Article 75 (3) of the Articles of Association of the Company be deleted in its entirety.

Special Resolution (4)

IT IS HEREBY RESOLVED THAT Articles 106 (i), 106 (ii) and 106 (iii) of the Articles of Association of the Company be deleted in their entirety, and be replaced by the following Articles 106 (1) to 106 (5);

“Alternate Directors

- 106 (1) 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.
- (2) 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.
- (3) 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.
- (4) 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.

- (5) The attendance of any Alternate Director at any meeting including Board Committee meetings shall be counted for the purpose of the quorum.”

Special Resolution (5)

IT IS HEREBY RESOLVED THAT the existing Article 106 (iv) of the Articles of Association of the Company be deleted in its entirety and be replaced by the following Article renumbered as Article 106 (6);

“106 (6) 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.”

Special Resolution (6)

IT IS HEREBY RESOLVED THAT the existing Article 106 (v) of the Articles of Association of the Company be renumbered as Article 106 (7).

By Order of the Board,
THE KINGSBURY PLC



**HAYLEYS GROUP SERVICES (PRIVATE)
LIMITED**
SECRETARIES
COLOMBO
28th April 2025

THE KINGSBURY PLC
Company Registration No. PQ 203

NOTES TO SHAREHOLDERS

1. The Annual Report of the Company for 2024/25 is available on the corporate website: <https://www.thekingsburyhotel.com/annual-reports> and on the Colombo Stock Exchange website: <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=SERV.N0000>
2. A Shareholder is entitled to appoint a proxy to attend and vote instead of himself/herself 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 hard copy of the Annual Report must post or handover the duly completed 'Form of Request for a printed copy of the Annual Report 2024/25' to the office of the Secretaries.

THE KINGSBURY PLC
Company Registration No. PQ 203

FORM OF PROXY

I/We

(Full Name of Shareholder, NIC No./Reg. No.) of

..... being a Shareholder/

Shareholders of The Kingsbury PLC hereby appoint:

(1) (Full Name
of Proxyholder and NIC No.) of

..... or failing him/her

(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 Fifty Sixth Annual General Meeting of the Company to be held on
Wednesday, 25 June 2025 at 1.00 p.m 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. S. C. Ganegoda, as set out in the Notice.	☐	☐
3. To re-elect as a Director Ms. K. A. D. B. Perera, as set out in the Notice.	☐	☐
4. To re-elect as a Director Mr. A. J. Alles, as set out in the Notice.	☐	☐
5. To re-elect as a Director Mr. T. M. Hewagama, as set out in the Notice.	☐	☐
6. To re-appoint Mr. A. M. Pandithage, in terms of Section 211 of the Companies Act No. 07 of 2007.	☐	☐
7. To authorise the Directors to determine donations and contributions to charities for the ensuing year.	☐	☐
8. To re-appoint Messrs Ernst & Young, Chartered Accountants as the Auditors of the Company for the year 2025/26 and to authorise the Directors to determine their remuneration.	☐	☐
9. To pass the Special Resolutions to amend the Articles of Association of the Company as set out in the Notice.		
• Special Resolution 1	☐	☐
• Special Resolution 2	☐	☐
• Special Resolution 3	☐	☐
• Special Resolution 4	☐	☐
• Special Resolution 5	☐	☐
• Special Resolution 6	☐	☐

Signed on this day of 2025.

.....
Signature of Shareholder

(Instructions are given overleaf)

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 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 Proxy Form 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.

THE KINGSBURY PLC
Company Registration No. PQ 203

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

Date.....

Hayleys Group Services (Private) Limited
Secretaries for **The Kingsbury PLC**
No. 400, Deans Road
Colombo 10.

ANNUAL REPORT OF THE KINGSBURY PLC - 2024/25

I hereby request you to send me a printed copy of the Annual Report of **THE KINGSBURY PLC**.

.....
Signature

- Corporate Shareholders - Form should be signed by 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.:	

Note:

- 2) The Annual Report of the Company for 2024/25 is available on the corporate website: <https://www.thekingsburyhotel.com/about/annual-reports> and on the Colombo Stock Exchange: <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=SERV.N0000>
- 2) You may contact the under-noted person for any requests and queries.
Contact Person : Chameera Gunawardena
Contact Number : +94 112627653
Email Address : chameera.gunawardena@secretarial.hayleys.com
Mailing Address : Hayleys Group Services (Private) Limited
Secretaries for The Kingsbury PLC
No. 400, Deans Road
Colombo 10.
- 3) A printed copy of the Annual Report will be forwarded within 08 market days from the date of receiving this request form.