

**COMPANIES ACT NO. 7 OF 2007**

**ARTICLES**

**OF**

**ASSOCIATION**

**OF**

**JOHN KEELLS HOLDINGS PLC**

**(Amendments up to 28<sup>th</sup> June 2024)**

**ARTICLES OF ASSOCIATION  
OF  
JOHN KEELLS HOLDINGS PLC**

***PRELIMINARY***

- |    |  |                      |
|----|--|----------------------|
| 1. | The regulations in the First Schedule to the Companies Act No 7 of 2007, shall not apply to the Company.   | Table A not to apply |
| 2. | In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof: | Interpretation       |

<b>Words</b>	<b>Meanings</b>
The Company	- JOHN KEELLS HOLDINGS PLC
The Statutes	- The Act and every other Act or Ordinance for the time being in force concerning Companies and affecting the Company;
The Act	- The Companies Act No 7 of 2007 and all amendments thereto including all regulations made thereunder;
These presents	- These Articles of Association as originally framed, or as from time to time altered in terms of the Statutes;
Ordinary Resolution And Special Resolution	- Have the meanings assigned thereto respectively by the Statutes;
The Directors	- The directors of the Company for the time being including (where the context so admits or requires) Alternate Directors;

The Board	-	The Directors for the time being of the Company including (where the context so admits or requires) Alternate Directors;
Office	-	The Registered Office of the Company;
Seal	-	The Common Seal of the Company;
Month	-	Calendar Month;
Year	-	Calendar Year;
In writing	-	Written or produced by any substitute for writing, or partly one and partly another;
Paid up	-	Paid up or credited as paid up;
Members	-	The shareholders of the Company for the time being and from time to time.

The expression "debenture" and "debenture-holder" shall include "debenture-stock" and "debenture-stockholder", and the expression "the Secretary" or "the Secretaries" shall include any individual firm or company appointed by the Board to perform any of the duties of the Secretary.

Words importing the singular number only shall include the plural and *vice versa*, and words importing the masculine gender shall include the feminine gender, and words importing persons shall include corporations and companies.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

The marginal notes are inserted for convenience only and shall not affect the construction of these presents.

### 3. OBJECTS

The objects of the Company shall be:

(1) To acquire any shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.

(2) To acquire and hold shares, stocks, debentures, debenture stock, bonds, obligations and securities elsewhere, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Government, public body or authority supreme, municipal, local or otherwise and whether in Sri Lanka or elsewhere.

(3) To issue debentures, debenture stock, bonds, obligations and securities of all kinds and to frame, constitute and secure the same as may seem expedient with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either

perpetual or terminable and either redeemable or otherwise, and to charge and secure the same by trust deed or otherwise on the undertaking of the Company or on any specific property or rights, present and future of the Company (including uncalled capital and unpaid calls) or otherwise howsoever.

(4) To facilitate and encourage the creation, issue or conversion of shares, stocks, debenture, debenture stock, bonds, obligations and securities, and to act as trustees in connection therewith and to take part in the conversion of business concerns and undertakings into companies and the amalgamation, reconstruction and promotion of companies.

(5) To form, constitute, promote, manage, subsidise, supervise or control or assist in the formation, constitution, promotion, management subsidy, supervision or control of any Company or undertaking and for that purpose to appoint and remunerate any directors, accountants or other experts or agents and to act as the managing agents or managers of any Company or undertaking.

(6) To undertake the business of engaging, providing, hiring, letting and supplying staff, offices, premises and equipment and of performing managerial, secretarial, accountancy, clerical and other duties for and on behalf of any person firm, company or association, business or enterprise of any kind whether in Sri Lanka or elsewhere and for any of such purpose to provide or supply all services, facilities and assistance as may be thought fit.

(7) To engage in the business of electronic and mechanical data processing, data printing, computer programming, office machine services, mechanized accounting and other forms of similar services and for any such purposes to buy, sell, hire, lease or loan office machines, accounting machines, data processing and printing equipment, computers, telex machines and all other electrical, electronic, mechanical and all forms of communication equipment and office furniture and fittings.

(8) To carry on the business of management consultants to undertake systems and procedures analysis, organization and methods, work study and operations research assignments and to advise persons firms, companies or corporations, on industrial, agricultural, engineering, productivity, financial and other aspects of management.

(9) To carry on the business of printers, stationers, lithographers, stereo-typers, electrotypers, photographic printers, photo lithographers, block makers, engravers, diesinkers, envelope manufacturers, book binders, box and cartonmakers, type founders, photographers and cinematographers, manufacturers of printing, duplicating and writing ink, book sellers, publishers and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.

(10) To carry on the business of manufacturers of, distributors of and dealers in, paper of all kinds and articles made from paper or pulp and materials used for the manufacture or treatment of papers including cardboards, millboards and ceiling papers.

(11) To construct or to purchase, take on lease or otherwise acquire, furnish, equip, improve, develop and exploit hotels in the Republic of Sri Lanka and elsewhere and to provide buildings for the use of any undertaking for operating hotels and to furnish, equip, improve and develop the same.

(12) To carry on business as proprietors of restaurants, hotels, guest houses, refreshment and tea rooms, cafes, milk and snack bars, and as caterers and contractors in all its respective branches, bakers, confectioners, tobacconists, grocers, poulterers, farmers, ice man

ufacturers, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds, both wholesale and retail and whether solid or liquid and to establish and provide all kinds of conveniences and attractions for customers and others, and in particular reading, writing and smoke rooms, lockers, and safe deposits, telephone and telegram, clubs, stores and shops.

(13) To carry on at any place or places in Sri Lanka or elsewhere the business of hotel guest house, road-house, rest house, hotel, holiday camp and apartment housekeepers, dealers in wine, spirits, beer and alcoholic beverages, meat, fish, fruits, linen, furniture and furnishings and other articles whether required in the said business or otherwise.

(14) To undertake and carry on the business management of hotels, motels, rest-houses, guest-houses, road-houses, lodging houses, and boarding houses, restaurants, cafes, taverns, beer houses refreshments rooms and other leisure activities in Sri Lanka and elsewhere and acquire by purchase, lease or otherwise enlarge, extend and carry on any existing hotels, motels, rest-houses, road-houses, lodging houses and boarding houses, restaurants, cafes, taverns, beer houses, refreshment rooms and all other leisure activities.

(15) To provide consultancy services in all elements of Management and operation functions including General management, Administration, Commercial, Economic, Technical, Engineering, Financial, Costing, Legal, Personnel, Secretarial, Marketing, Stores and Office Procedures, in hotels, motels, rest-houses, guest houses, road houses, lodging houses and boarding houses, restaurants, cafes, taverns, beer houses and refreshment rooms.

(16) To borrow or receive on loan money for the purposes of the Company upon the security of cash credit bonds or of hypothecation or mortgages of the Company's property or any part or parts thereof, or otherwise as shall be thought most expedient, and in particular by the issue of debentures, debenture-stock or bonds to bearer or otherwise and either at par, premium, or discount and either redeemable, irredeemable or perpetual either charged upon all or any part of the Company's present or future property (including uncalled capital) or not so charged as shall be thought best.

(17) To guarantee indemnify or become liable for the payment of money or for the performance of any obligation, by any other company, firm or person and generally to transact all kinds of guarantee and counter-guarantee business and for the said purposes to enter into any contract or contract of suretyship either alone or with co-sureties and any such contractor suretyship to waive all or any of the privileges to which sureties are by law entitled and to carry on and transact every kind of indemnity and counter-indemnity business and to secure any obligation or obligations undertaken by the company as aforesaid in any manner or by mortgage charge assignment or otherwise of the whole or any part of the undertaking property assets or revenue of the Company present or future including its uncalled capital.

(18) To cause or permit any debenture-stock, bonds, debentures, mortgages, charges, encumbrances, liens or securities of or belonging to or made or issued by the Company or affecting its property or rights or any of the terms thereof to be renewed, extended, varied, redeemed, exchanged, transferred or satisfied, as shall be thought fit also to pay off and reborrow the moneys secured thereby to any part or parts thereof.

(19) To draw, make, accept, and endorse, bills of lading, warrants, bills of exchange, promissory notes, and other transferable or negotiable instruments for the purposes of the Company.

(20) To unite, co-operate, amalgamate, or enter into partnership or any arrangement for sharing profits or union of interests or any other arrangement with any person or company already engaged in or hereafter to be established for the purpose of carrying on any business having objects wholly or in part similar or analogous or subsidiary to those of the Company or

to any of them, or capable of being conducted so as to benefit this Company, either directly or indirectly, and to subscribe for or otherwise acquire for the benefit and in the name of the Company or otherwise and pay for in any manner that maybe agreed upon either in money or in shares or bonds or otherwise, and to hold any shares, stock or other interest in any such Company, and to promote the formation of any such Company.

(21) To acquire by purchase in money, shares, bonds, or otherwise, and undertake all or any part of the business, property, assets, and liabilities of any person or company carrying on any business in Sri Lanka or elsewhere which this Company is authorised to carry on, or possessed of property suitable for the purpose of this Company.

(22) To sell the property, business, or undertaking of the Company, or any part or parts thereof, for such consideration as the Company shall think fit, and in particular for shares (whether credited as partly or fully paid up or otherwise) stocks, debentures, or securities of any other Company whether such Company be registered in Sri Lanka or elsewhere.

(23) To procure the Company to be registered or incorporated in Sri Lanka and if and when necessary or thought advisable, elsewhere.

(24) To lend money on any terms and in any manner and on any security, and in particular on the security of plantations, factories, growing crops, produce, bills of exchange, promissory notes, bonds, bills of lading, warrants, stocks, shares, debentures, and book debts or without any security at all.

(25) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(26) To promote and establish any other Company whatsoever and to subscribe to and hold the shares, debentures or securities of any other Company or stock of any other Company or any part thereof and to pay all the costs charges and expenses of the formation, promotion or establishment of any such Company.

(27) To open and keep a share register in Great Britain and to allocate any number of the shares in the Company to such register, subject to the approval of the Controller of Exchange.

(28) To pay for any lands and real or personal, immovable or movable, estate or property or assets of any kind acquired or to be acquired by the Company or for any services rendered or to be rendered to the Company, and generally to pay or discharge any consideration to be paid or given by the Company, in money or in shares or debentures or debenture-stock or obligations of the Company or partly in one way and partly in another, or otherwise howsoever with power to issue any shares fully or partly paid up for such purpose.

(29) To accept as consideration for the sale or disposal of any lands and real or personal, immovable and movable, estate, property and assets of the Company of any kind sold or otherwise disposed of by the Company, or in discharge of any other consideration to be received by the Company in money or in shares the shares (whether wholly or partly paid up) of any Company, or the mortgages, debentures, or obligations of any Company or person or partly in one of these modes and partly in another or in any other kind or mode whatsoever.

(30) To distribute among the shareholders in specie any property of the Company, whether by way of dividend or upon a return of capital, but so that no distribution amounting to a reduction of capital be made, except with the sanction for the time being required by law.

(31) To pay all or any part of the expenses of and preliminary and incidental to the promotion formation , establishment and registration of the Company, or of any other Company, whether promoted, formed, established, or registered by or on behalf of the Company, or otherwise and all commission, brokerage, discount, underwriting and other expenses lawfully payable which may be deemed expedient for taking, placing or underwriting all or any of the shares, or debentures or other obligations of the Company or of any such other Company.

(32) To purchase, or otherwise acquire, issue, re-issue, sell, lace, and deal in shares, stocks, bonds, debentures and securities of all kinds, and to give any guarantee or security for the payment of dividends or interest thereon, or otherwise, in relation thereto.

(33) To administer trust estates and the estates of deceased persons, or bankrupt or insolvent estates or estates in liquidation in any part of the world and to undertake the office of trustee, executor, administrator, assignee, inspector or any similar office and to perform and discharge the duties of any such office for a commission or other remuneration or otherwise.

(34) To establish and support or aid in the establishment and support of schools, places of worship, associations, institutions, funds, trusts and arrangements calculated to benefit employees or ex-employees, or of the Company or its predecessors in business, or the dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, pension and superannuation funds, and to subscribe or make donations or gratuities to charitable, scientific, public or benevolent objects calculated to promote the interests of the Company and to act as Trustee or for any fund created for any of such purposes or for the benefit of any such persons and generally to provide for the welfare of any or all such persons.

(35) To do all such other things as shall be incidental or conducive to the attainment of the objects abovementioned, or any of them or anyone or more of the objects aforesaid.

## SHARES

### Purchase of Own Shares

#### Purchase of Own Shares

4. The Company may purchase or otherwise acquire any of its own shares.

### Issue of Shares

#### Shares at the disposal of Board

5. The shares of the Company shall be at the disposal of the Board. They may allot, grant options over or otherwise deal with or dispose of them to such persons and generally on such terms and conditions (subject however to the provisions of these presents) as they think proper. Provided that the Board shall obtain the prior approval of the shareholders by an Ordinary Resolution of the Company for a rights issue of shares, being the offer of shares to existing shareholders, for consideration and in proportion to the shares held by them prior to such offer.

#### Shares to be offered to Member

6 (i) Any issue of shares after the adoption of these Articles shall unless otherwise authorised by an ordinary Resolution of the Company (which resolution in the case of new shares may either be at the time of their creation or at any time thereafter) be offered to members in proportion to the shares held by them at the time of such offer (or as near thereto as may be fractions being ignored) and such offer may be on such terms and conditions as the Board shall determine. Such offer shall be made by notice in writing specifying the number of shares to which a member is entitled and limiting the time within which the offer if not accepted will be deemed to have been declined and shall notify to

members that any member who desires an allotment of shares in excess of his proportion should state in his reply how many excess shares he desires and if all members do not claim their proportion the unclaimed shares shall be used for satisfying the claims in excess and any shares not required for satisfying such excess shall be at the disposal of the Board.

(ii) Notwithstanding anything in the preceding Article contained the Board may at their discretion allot any shares (unless otherwise provided in any resolution of the Company relating thereto) or any of them to the Vendor of any business property or land being acquired by the Company in payment in whole or part of the purchase price for such business, property or land without offering the shares so allotted to members.

7. Before the issue of any shares, the Board must decide the consideration for which the shares will be issued. The consideration must be fair and reasonable to the Company and to all existing shareholders. Consideration

#### *Restructuring*

8. The Company may by ordinary resolution :-

- |  |                             |
|--|-----------------------------|
| (i) consolidate all or any of its shares with the objective of reducing the number of shares in issue;                               | Power to consolidate shares |
| (ii) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person; | Power to cancel shares      |
| (iii) sub-divide its shares with the objective of increasing the number of shares in issue   | Power to subdivide shares   |
| and may by special resolution :-   |                             |
| (iv) reduce its stated capital, in any manner authorised by the Statutes.  | Power to reduce capital     |

#### *Preferential Rights attached to Shares*

9. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued (which special rights may be varied or abrogated only in the manner provided by the provisions in next following Article), any share in the capital of the Company for the time being may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend or return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine, and subject to the provisions of the Statutes the Company may issue preference shares which are liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may by ordinary resolution determine.

10. Whenever the shares of the Company are divided into different classes of shares, the special rights attached to any class may subject to the provisions of the Statutes be varied or abrogated, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of a special resolution passed at a separate general meeting of such holders (but not otherwise), and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate general meeting all the provisions of these presents relating to general meetings of the Company, or to the proceedings thereat, shall *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing

Redeemable  
Preference  
Shares

How Special  
Rights of  
Shares may  
be varied

by proxy or attorney or representative one-third in nominal amount of the issued shares of the class (but so that, if at any adjourned meeting of such holders a quorum as above defined is not present, those of such holders who are present shall be a quorum) and that any holder of shares of the class present in person or by proxy or attorney or representative may demand a poll, and that each holder shall on a poll have one vote for every share of the class held by them respectively.

Issue of shares ranking pari passu

11. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

Renunciation of allotment

12. Nothing in these presents contained shall preclude the Board from recognizing and acting on a renunciation of the allotment of any share by the allottee thereof in favour of any other person.

Power to pay commission and brokerage

13. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that, if the Commission shall be paid or payable out of capital, the statutory conditions and requirements shall be observed and complied with, and the commission shall not exceed 10 percent of the price which shares are issued. Such commission may be satisfied in whole or in part by the allotment (if so agreed) of fully or partly paid shares. The Company may also on any issue of shares pay such brokerage as may be lawful.

Exclusion of equities

14. Except as required by law, no person shall be recognized by the Company as holding any shares upon any trust, and the Company shall not be bound by or compelled in any way to recognize any equitable contingent, future or partial interest in any share, or any interest in any fractional part of share or (except only as by these presents or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

### CERTIFICATES

Issue of certificates

15. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive within seven market days after allotment or lodgement of transfer (or within such other period as the terms of issue shall provide) one certificate for all his shares of any one class or upon payment of such sum, for every certificate after the first as the Board shall from time to time determine, several certificates, each for one or more of his shares of any one class. Where a member transfers part only of the shares comprised in a certificate the old certificate shall be cancelled and a new certificate for the balance of such shares issued in lieu without charge. Every certificate shall bear the signatures at least of one director and the Secretary, or such other person as be authorized by the Board shall specify the shares to which it relates and the amount paid up thereon. Provided that the Company shall not be bound to register more than three persons as the joint-holders (including the principal holder of any shares (except in the case of executors or trustees of a deceased member) and in the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to one of such persons or his duly authorized representatives shall be sufficient delivery to all.

Provided further that where the Board so resolve anyone or both the signatures on the share certificate issued by the Company according to the provisions of these Articles may

with the approval and subject to the control of the auditors or bankers of the Company be in the form of an autographic signature stamped or printed or impressed thereon.

16. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of such fee (if any), and on such terms (if any), as to evidence and indemnity and the payment of out-of-pocket expenses of the Company in investigating evidence as the Board think fit.

Renewal of certificates

### **CALLS ON SHARES**

17. The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares and not by the terms of issue thereof made payable at fixed times provided that no call on any shares exceed one-fourth of the value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call and each member shall (subject to at least fourteen days' notice being given specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine.

Calls

18. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be made payable by installments.

Time when made

19. The joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Liability of joint-holders

20. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest on that sum from the day appointed for payment thereof to the time of actual payment at such rate as the Board may determine but the Board shall be at liberty to waive payment of such interest wholly or in part.

Interest on calls

21. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in the case of non-payment, all the relevant provisions of these presents as to payment of interest and expenses, for forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call made and notified.

Sums due on allotment to be treated as calls

22. The Board may, on any issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

Power to differentiate

23. The Board may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon the shares held by him, and such payment in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is made and, upon the moneys so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at such rate as the members paying such sum and the Board agree upon.

Payment in advance of calls

### **FORFEITURE AND LIEN**

24. If a member fails to pay in full any call or installment of a call on the day appointed for payment thereof, the Board may at any time thereafter issue a notice in writing on him requiring payment of so much of the call or installment as is unpaid together with any

Notice requiring payment of calls

Notice of  
state time and  
place for  
payment

Forfeiture on  
non-  
compliance  
with notice

Sale of  
Shares  
forfeited or  
surrendered

Rights and  
liabilities of  
members  
whose shares  
have been  
forfeited or  
surrendered

Company's  
lien

Sale of shares  
subject to lien

Application  
of proceeds  
of such sale

interest and expenses which may have accrued.

25. The notice shall name a further day (not being less than twenty-eight days from the date of the notice) on or before which and the place where the payment required by the notice is to be made and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited.

26. If the requirements of any such notice as aforesaid are not complied with any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Board may accept a surrender of any share liable to be forfeited hereunder.

27. A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person, upon such terms and in such manner as the Board shall think fit, and at any time before a sale, re-allotment or disposition of forfeiture or surrender may be cancelled on such terms as the Board thinks fit. The Board may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid.

28. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares with interest thereon at the rate of nine (9%) per centum or such lower or higher rate, if any, as may have been fixed by the Board at the time of forfeiture or surrender (but not exceeding five (5%) per centum over the Central Bank of Ceylon rate of interest for the time being) per annum from the date of forfeiture or surrender until payment, but the Board may waive payment of such interest either wholly or in part.

29. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon. The Board may resolve that any share shall for some specified period be exempt from the provisions of this article.

30. The Company may sell in such manner as the Board think fit any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after notice in writing, stating and demanding payment of the sum presently payable and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.

31. The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debtor liability in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to like lien

for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser.

32. A declaration in writing under oath or affirmation that the declarant is a director of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof, together with the certificate or proprietorship of the share under seal delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share, and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

33. The provisions of these presents as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the value of the share as if the same had been payable by virtue of a call duly made and notified.

Title to shares  
forfeited or  
surrendered  
or sold to  
satisfy a lien

Forfeiture for  
non-payment  
of  
installments

### **TRANSFER OF SHARES**

34. Subject to the restrictions hereinafter contained transfers of shares shall be effected by transfer in writing in any usual, common form or in such other form as writing as the Board shall prescribe or accept, and maybe underhand only.

Form of  
Transfer

35. Notwithstanding anything to the contrary in these presents if and so long as the Company's shares are listed in any licensed stock exchange the Board may register without incurring any liability therefore transfers of shares which is in accordance with the requirements of the Rules and Regulations in force for the time being and from time to time of a licensed Stock Exchange and any agency whose primary object is to act as the central depository for such exchange.

Notwithstanding any provision in these Articles suggesting the contrary, shares quoted on the Colombo Stock Exchange shall be freely transferable and registration of the transfer of such quoted shares shall not be subject to any restriction save and except to the extent required for compliance with statutory requirements.

36. The instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

Execution

37. The Board may, in their absolute discretion and without any reason therefore, decline to register any transfer of shares (not being fully paid shares) to a person of whom they shall not approve and they may also decline to register any transfer of a share on which the Company has a lien. If the Board refuses to register a transfer they shall before the expiry of five market days after the date on which the transfer was lodged with the Company send to the lodging broker notice of refusal.

Board's  
power to  
decline to  
register

38. The Board may also decline to register any instrument of transfer, unless:-

Fee payable

- Deposit of Transfer
- (i) such fee as the Board may from time to time require, is paid to the Company in respect thereof; and
  - (ii) the instrument of transfer properly stamped is deposited at the office or such other place as the Board may appoint accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
  - (iii) the instrument of transfer is in respect of only one class of share.

All instruments of transfer which have been registered shall be retained by the Company.

### **REGISTRATION OF TRANSFERS**

Registration without meeting

39. The Board may by such means as it shall deem expedient authorise the registration of transfers or transmissions of shares without the necessity of any meeting of the Board for that purpose.

Suspension of Registration

40. Upon such notice as may be required by the Statutes the registration of transfers may be suspended and the Register of Members closed at such times and for such period as the Board may from time to time determine provided always that such registration shall not be suspended or the Register of Members closed for more than thirty days in any year.

Fee for registration of probate

41. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney, or other document relating to or affecting the title to any shares or for making any entry in the Register of Members affecting the title to any share, such fee as the Board may from time to time require or prescribe.

### **TRANSMISSION OF SHARES**

Transmission on death

42. In the case of the death of a member the survivors or survivor where the deceased was a joint-holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognized by the Company as having any title to his shares but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.

Registration of executors etc.

43. Any person becoming entitled to shares in consequence of the death or bankruptcy of any member, upon producing proper evidence of the grant of probate or letters of administration or such other evidence that he sustains the character in respect of which he proposes to act under this article or of his title as the Board think sufficient, may, with the consent of the Board be registered as a member in respect of such shares, or may, subject to the regulations as to transfers herein before contained, transfer such shares. The Board shall have the same right to refuse to register a person entitled to any shares by transmission in terms of this clause or his nominee, as if he were the transferee named in an ordinary transfer presented for registration.

Rights of unregistered executors etc.

44. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may give a discharge for all dividends and other moneys payable in

respect of the shares, but he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to meetings of the Company or, save as otherwise provided by or in accordance with these presents, to any of the rights or privileges of a member until he shall have become a member in respect of the share.

### **GENERAL MEETINGS**

45. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meetings shall be held at such time and place as the Board shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

Annual  
General  
Meetings

46. The Board may whenever they think fit convene an extraordinary general meeting.

Extraordinary  
General  
Meetings

47. (i) A resolution in writing signed by not less than eighty-five per centum of the shareholders entitled to vote on the resolution at a meeting of shareholders, who together hold not less than eighty-five per centum of the votes entitled to be cast on that resolution, is as valid as if it had been passed at a meeting of those shareholders. The Company need not hold an Annual General Meeting if everything required to be done at the meeting (by resolution or otherwise) is done by resolution and is in accordance with this Article

(ii) Within five working days of a resolution being passed under this Article, the Company must send a copy of the resolution to every shareholder who did not sign it.

(iii) A resolution may be passed under this Article without any prior notice being given to shareholders.

### **NOTICE OF GENERAL MEETINGS**

48. Any general meeting at which it is proposed to pass a special resolution or (save as provided by the statutes) a resolution of which special notice has been given to the company, to the Company shall be called by fifteen working days' notice in writing at the least, and any other general meeting by fifteen working days' notice in writing at the least, (exclusive in each case of the day on which it is served or deemed to be served and of the day for which it is given), given in manner herein after mentioned to such member as are under the provisions of these presents entitled to receive such notices from the Company and to the auditors; Provided that a general meeting notwithstanding that it has been called by a shorter notice than that specified above all be deemed to have been duly called if it is so agreed :-

Notice

(i) in the case of an annual general meeting, by all the members entitled to attend and vote there at; and

Short Notice

(ii) in the case of any other general meeting, by that number or majority in number of the members having a right to attend and vote thereat, as is required by the Statutes.

49. The accidental omission to give notice to, or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any general meeting.

Omission or  
non-receipt of  
Notice

Contents of  
Notice

50. (a) Every notice calling a general meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him.

(b) In the case of an annual general meeting, the notice shall also specify the meeting as such.

(c) In the case of any general meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business; and if any resolution is to be proposed as an extraordinary resolution or as a special resolution, the notice shall contain a statement to that effect.

Routine  
business

51. Routine business shall mean and include only business transacted at an annual general meeting of the following classes, that is to say :-

- (i) declaring dividends;
- (ii) considering the balance sheet, the reports of the directors and of auditors, and other accounts and documents required to be annexed to the balance sheet;
- (iii) appointing auditors and fixing the remuneration of the auditors or determining the manner in which such remuneration is to be fixed;
- (iv) electing directors in the place of those retiring by rotation or otherwise.

Which  
Extraordinary  
Meetings to  
be called by  
requisition

52. The Board, shall, on the requisition of the holders of not less than one-tenth of the members holding voting shares in the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene an extraordinary general meeting of the Company, in accordance with the requirements of the Statutes.

Quorum

53. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Three members present in person or by proxy or attorney or in the case of a corporation by a representative duly authorised as provided by Article 71 shall be a quorum for all purposes.

Adjournment  
if quorum not  
present

54. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the members present (if more than one) shall be a quorum.

Chairman

55. The Chairman or in his absence the Deputy Chairman of the Board shall preside as Chairman at every General Meeting. If there be no such Chairman or Deputy Chairman, at any meeting he be not present within five minutes after the time appointed for holding the meeting or be unwilling to act, the Board present shall choose one of their number to be chairman of the meeting or, if no director be present or if all the directors present decline to take the chair the members present shall elect one of their number present to be Chairman of the meeting.

56. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Adjournment

57. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-

Notice of adjournment

- (i) the Chairman of the meeting; or
- (ii) not less than Three persons in person or by proxy or attorney or a representative and entitled to vote; or
- (iii) a member or members present in person or by attorney or representative or by Proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) a member or members present in person or by attorney or representative or by Proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Method of voting

A demand for a poll may be withdrawn. Unless a poll be demanded (and the demand be not withdrawn) a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

How poll to be taken

58. If a poll is duly demanded (and the demand be not withdrawn), it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairman of the meeting may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman may (and if so requested shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of taking and declaring the result of the poll.

Chairman's casting vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is taken shall be entitled to a second or casting vote.

Time of taking a poll

59. A poll demanded on the election of a chairman of the meeting or on a question of an adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the chairman may direct. No notice need be given of a poll not taken immediately.

Continuance of business after demand for poll

60. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

## **VOTES OF MEMBERS**

**Votes of members**

61. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member who (being an individual) is present or by proxy or attorney who is not a member or (being a corporation) is present by a representative or proxy or attorney who is not a member shall have one vote. Subject as aforesaid, upon a poll every member who is present in person or by proxy or by attorney or by a representative shall be entitled to one vote for each share held by him.

**Voting rights of Joint-holders**

62. In the case of joint-holders of a share the vote of the senior who tenders a vote, whether in person or by proxy or by representative or by attorney, shall be accepted to the exclusion of the votes of the other joint-holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

**Voting rights of lunatic members**

63. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, *curator bonis* or other person in the nature of a committee or *curator bonis* appointed by such court, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which such person claims to vote, or in the case of a poll not less than forty-eight hours before the time appointed for the taking of the poll.

**No right to vote where a call is unpaid**

64. No member shall be entitled to vote at a general meeting either personally or by proxy, or to exercise any privileges as a member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

**Qualification of voter**

65. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

**Votes on a poll**

66. On a poll votes may be given either personally or by proxy or by attorney or by representative and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

**Execution of proxies**

67. The instrument appointing a proxy shall be in writing and;

- (i) in the case of an individual shall be signed by the appointor or by his attorney; and
- (ii) in the case of a corporation shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.

The Company may, but shall not be bound to, require evidence of the authority of any such attorney or officer. A proxy need not be a member of the Company.

**Deposit of proxies**

68. The instrument appointing a proxy shall be lodged, and the power of attorney (if any) under which it is signed, or a notarially certified copy of such power, shall if required be deposited for inspection, at the office both not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting or in the case of a poll

before the time appointed for the taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

69. An instrument appointing a proxy shall be in the following form or in a form as near thereto as circumstances admit:-

Form of proxy

**JOHN KEELLS HOLDINGS PLC**

Proxy

I/WE....., being a member/members of the above named Company, hereby appoint ..... of ..... or failing him, ..... of ..... as my/our proxy to vote for me/us on my/our behalf at the (annual/extraordinary, as the case may be) general meeting of the Company to be held on the ..... day of ..... 20.... and at any adjournment thereof.

Signed this ..... day of ..... 20..

70. (i) Any form of proxy issued by the Company may, in the case of a meeting at which special business is to be transacted, be so worded that a member may direct this proxy to vote either for or against any of the resolutions to be proposed.

Proxies general provisions

(ii) The proxy shall be deemed to include the right to demand, or join in demanding a poll.

(iii) An instrument appointing a proxy, whether in the usual common form or not shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed.

71. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used.

Intervening death or insanity of principal not to revoke proxy

**CORPORATIONS ACTING BY REPRESENTATIVES**

72. Any corporation which is a member of the Company may by resolution of its Board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company.

Representatives

**THE BOARD**

73. The Board shall consist of not less than three nor more than twelve Directors.

Number of Directors

Qualification of Directors

74. The qualification of a director may (without prejudice to Article 80) be fixed by the Company in general meeting and, unless and until so fixed, no qualification shall be required.

Remuneration  
of Directors

75. The remuneration of the directors (excluding any remuneration payable under any other provision of these presents) shall be such sum as the Board shall determine, and such remuneration shall be divided among the directors in such manner as they shall from time to time determine and shall accrue *de die in diem*. The Company may by ordinary resolution also vote extra remuneration to the directors or to any director and either for one year or any longer or shorter period.

Expenses

76. The Board may repay to any director all such reasonable expenses as he may incur in attending and returning from meetings of the Board or of committees of the Board or general meetings, or which he may otherwise incur in or about the business of the Company, or may pay to any director such allowances as they think proper in respect of such expenses.

Extra  
remuneration

77. Any director, who serves on any committee or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

Power of  
Directors to  
hold offices of  
profit and to  
contract with  
Company

78. A director may hold another office or place of profit under the Company (other than the office of auditor) and he or any firm of which he is a member or any corporation of which he is a member or director may act in any capacity for the Company (other than as auditor) in conjunction with his office of director, for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No director or intending director shall be disqualified by his office from contracting with the Company, either with regard thereto or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the company in which any director is in anyway interested be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such director holding that office, or of the fiduciary relation thereby established.

Holding of  
concurrent  
office

79. A director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company, or in which the Company may be interested as shareholder or otherwise, and every such director shall account to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in such other company. The Directors may utilize the voting power on any shares or securities in any such company as aforesaid for the purpose of fixing the remuneration of the directors for such company or any of them.

### **EXECUTIVE DIRECTORS**

Appointment  
of Executive  
Directors

80. (i) The Board may from time to time appoint one or more of the Directors to be the holder of any executive office, including the office of Chairman or managing or joint Managing Director or Manager on such terms and for such period as they may determine.

(ii) The appointment of any director to the office of Chairman or Managing or joint Managing Director or Manager or any other executive office shall be subject to termination if he ceases to be a Director, but without prejudice to any claim he may have for damages for breach of any contract of service between him and

the company.

81. The Board may entrust to and confer upon an executive director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of such powers. Powers of Executive Directors

82. An executive director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine.

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

83. The office of a Director, shall be vacated in any of the following events, namely:-

- (i) if he become prohibited by law from acting as a director;
- (ii) if (not being an Executive Director holding office as such for a fixed term) he resigns by writing under his hand left at the office;
- (iii) if a receiving order is made against him or if he compounds with his creditors or is adjudicated an insolvent;
- (iv) if he be lunatic or become of unsound mind;
- (v) if he be absent from three consecutive meetings of the Board without leave, and the Board resolve that this office be vacated;
- (vi) if (being required to hold any qualification) he does not obtain his qualification within two months after his appointment, or at any time thereafter ceases to hold his qualification, and so that a director vacating office under this provision shall be incapable of being re-appointed a director until he shall have obtained his qualification;
- (vii) if he be requested in writing by all his co-directors to resign;
- (viii) if he be removed from office by resolution of the Company under the provisions of these Presents.

84. At each annual general meeting one third of the Directors for the time being, or, if there number is not a multiple of three the number nearest to (but not greater than) one third shall retire from office; provided that a director appointed to the office of chairman, managing or joint managing director shall not, while holding that office, be subject to retirement by rotation or be taken into account in determining the directors to retire in each year. A director retiring at a meeting shall retain office until the close of the meeting including any adjournment thereof.

Selection of Directors to retire

85. The directors to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last election or appointment, but as between persons who became or were last re-elected directors on the same day the directors to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring director shall be eligible for re-election.

Retirement of Directors by rotation

Filling  
vacated office

86. The Company at the meeting at which a director retires in the manner aforesaid shall fill the vacated office by electing a person thereunto, and in default the retiring director shall be deemed to have been re-elected, unless:-

- (i) at such meeting it is expressly resolved not to fill such vacated office, or a resolution for the re-election of such director is put to the meeting and lost; or
- (ii) such director has given notice in writing to the Company that he is unwilling to be re-elected; or
- (iii) the default is due to the contravention of the next following Article.

Appointment  
of Directors  
to be voted  
on  
individually

87. Except as otherwise provided by the Statutes, a motion for the appointment of two or more persons as directors by a single resolution shall not be made at any general meeting unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it and any resolution moved in contravention of this provision shall be void.

Notice of  
intention to  
appoint  
Director

88. No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for appointment as a director at any general meeting, unless not less than fourteen nor more than twenty-eight days before the day appointed for the meeting there shall have been left at the office a special notice in writing addressed to the Company (signed by some other person being a member duly qualified to attend and vote at the meeting for which such notice is given), of his intention to propose such person for election, and also an intimation in writing signed by the person to be proposed of his willingness to be elected.

Removal of  
Directors

89. The Company may, by ordinary resolution of which special notice has been given remove any director before the expiration of his period of office, notwithstanding any provision of these presents or of any agreement between the Company and such director, but without prejudice to any claim he may have for damages for breach of any such agreement.

Appointment to  
fill vacancy  
caused by  
removal from  
office

90. The Company may by ordinary resolution of which special notice has been given appoint another person in place of a director removed from office under the last preceding Article and any person so appointed hereunder shall be subject to retirement by rotation at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.

The Board's  
power to fill  
casual vacancies  
or appoint  
additional  
Directors

91. The Board shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director but so that the total number of Directors on the Board shall not at any time exceed the maximum number fixed by these presents. Any Director so appointed shall hold office only until the next annual general meeting and be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting..

#### **PROCEEDINGS OF THE BOARD**

Meetings of  
the Board

92. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a

<p>second or casting vote. A Director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the Board.. Notice of a meeting of the Board shall be given to all Directors and such notice shall be accompanied by an agenda of the meeting (unless such agenda be incorporated in the Notice itself) and all documents or copies thereof as may be relevant to the meeting. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from Sri Lanka.</p> <p>93. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be two Directors. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Board.</p>	<p>Votes Notices</p> <p>Quorum</p>
<p>94. A Director who is in anyway, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Statutes.</p>	<p>Declaration of interest</p>
<p>95. (a) Save as by the next following article otherwise provided a Director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor for the purpose of any resolution regarding the same shall he be counted in the quorum present at the meeting, but this article shall not apply to : -</p> <ul style="list-style-type: none"> <li>(i) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligation undertaken by him for the benefit of the Company; or</li> <li>(ii) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or</li> <li>(iii) any contract by him to subscribe for or underwrite shares or debentures of the Company; or</li> <li>(iv) any contract or arrangement with any other company or firm in which he is interested only as a Director or partner or other officer or creditor or as a shareholder in or beneficially interested in the share of that Company;</li> </ul> <p>(b) The provision of this article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract arrangement or transaction, and any particular contract, arrangement or transaction, carried out in contravention of this article may be ratified by ordinary resolution of the company.</p>	<p>Restrictions on voting</p> <p>Quorum</p>
<p>96. A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any office or place of profit under the Company or whereat the Board resolves to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the Board resolves to enter into or make any arrangements with him or on his behalf pursuant to these presents, or whereat the terms of any such appointment or arrangements as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment of or arrangements with himself or the fixing of the terms thereof.</p>	<p>Relaxation of restrictions on voting</p>

Directors' remuneration for professional services	<p>97. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company.</p>
Proceedings in case of vacancies	<p>98. The continuing Directors may act notwithstanding any vacancies but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing directors or director may act for the purpose of filling up vacancies or of summoning general meetings of the Company but not for any other purpose. If there be no Directors or Director able or willing to act then any two members may summon a general meeting for the purpose of appointing Directors.</p>
Chairman and Deputy Chairman	<p>99. The Board may appoint and remove a Chairman and Deputy Chairman of the Board at their meetings and may determine the period for which they are to hold office. The Chairman or in his absence the Deputy Chairman so appointed shall preside as Chairman at meetings of the Board. If no Chairman or Deputy Chairman shall have been appointed, or if at any meeting the Chairman or Deputy Chairman be not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.</p>
Resolutions in writing	<p>100. A resolution in writing signed by all the Directors for these purposes may be a facsimile transmission, containing a statement that they are in favour of a resolution of the Board on terms set out in that document. A resolution in these terms shall be deemed to have been passed at a meeting of the Board at the date and at the time at which the document was last signed by a Director. For the purposes of this Article two or more separate documents containing statements in identical terms, each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in these terms signed by the Directors on the respective dates on which they signed the separate document.</p>
Teleconference Meetings	<p>101. The Directors may meet by telephone conference call or other means of simultaneous conference telecommunication at a time appointed by notice writing setting out a detail agenda of the business to be transacted at the meeting accompanied by all documents relevant to the business. A resolution passed by such meeting shall be deemed to have been passed at a meeting of the Board held on the day on which and at the time at which the meeting was held and at the place where the Chairman was located during the course of that meeting.</p>
Power to appoint committees	<p>102. The Board may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.</p>
Proceedings at committee meetings	<p>The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any provision in the Act or any regulations made by the Directors.</p>
Notarial Agreements	<p>103. The Board may delegate the authority to enter into notarial agreements to any employee of the Company or to any other person.</p>
Validity of act of Directors in spite of some formal defect	<p>104. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director shall, as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such</p>

director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

#### **ALTERNATE DIRECTORS**

105. (i) Any Director, who is abroad or about to go abroad may at any time by notice in writing signed by the said Director and deposited with the Secretary of the Company appoint any person to be an alternate Director of the Company to act in his place during the absence abroad and the following provisions of this article shall apply to any person so appointed.

Provisions for appointing and removing Alternate Directors

(ii) A person appointed to be an alternate Director shall not in respect of such appointment be entitled to receive any remuneration from the Company nor be required to hold any share qualification but the Board may repay the alternate Director such reasonable expenses as he may incur in attending and returning from meetings of the Board which he is entitled to attend or as he may otherwise properly incur in or about the business of the Company or may pay such allowances as they may think proper in respect of these expenses.

(iii) An alternate director shall (on his giving an address for such notices to be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as director at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in the absence of such appointor.

(iv) An alternate Director may be appointed for a specified period or until the happening of a specified event but he shall ipso facto cease to be an alternate Director in any of the following events, that is to say: -

- (a) upon the return to Sri Lanka of his appointor;
  - (b) if his appointor ceases for any reason to be a Director; provided that if any director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired;
  - (c) if the alternate Director shall have a receiving order made against him or compounds with his creditors or is adjudicated an insolvent;
  - (d) if the alternate Director be lunatic or become of unsound mind;
  - (e) if the appointment of the alternate Director is revoked by his appointor by a notice in writing left at the office;
  - (f) if the Board resolves that the appointment of the alternate Director be terminated; provided that such termination shall not take effect until the expiration of thirty days after the date of the resolution of the Board.
- (v) a director shall not vote on the question of the approval of an alternate director to act for him or on the question of the termination of the appointment of

such an alternate director under the foregoing sub-clause of this Article, and if he does so his vote shall not be counted; nor for the purpose of any resolution for either of these purposes shall he be counted in the quorum present at the meeting.

### **BORROWING POWERS**

Power to borrow money and give security

106. The Board may exercise all the powers of the Company to borrow money, and may mortgage or charge its undertaking, property and uncalled capital, and issue debentures, debenture-stock, convertible loan stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the company or of any third party; provided that the aggregate amount at anyone time outstanding of moneys borrowed by the Company exclusive of:-

- (i) any temporary borrowing secured or unsecured from bankers or others in the ordinary course of business to meet temporary requirements on account of produce or merchandise ; and
- (ii) moneys borrowed with or without security for the purpose of conversion, redemption renewal or payment of or previously existing debentures, debenture-stock or other loan capital;

shall not without the previous sanction of a Special Resolution of the Company exceed fifteen times the stated capital of the Company for the time being; and

but nevertheless no person dealing with the Company shall be concerned to see or inquire whether these limits are observed, and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had, at the time when the debt was incurred or security given, received express notice that the limit hereby imposed had been or would thereby be exceeded.

Bonds, debentures etc, to be subject to control of the Board

107. (1) Any bonds, debentures, debenture-stock, convertible loan stock or other securities issued or to be issued by the Company shall be under the control of the Board, who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Securities may be assignable free from equities

(2) Debentures, debenture-stock, and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Issue at discount etc, or with special privileges

(3)) Any debentures, debenture-stock, Bonds or other securities may be issued at a discount, premium, or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.

(4) All certificates for debentures, debenture-stock, loan stock or other securities issued in terms of this article shall be issued under the seal of the Company in accordance with the provisions of these Articles.

### **GENERAL POWERS OF THE BOARD**

General power of Directors to manage Company's

108. The business of the Company shall be managed by the Board either by themselves or through a Managing Director or with the assistance of an agent or agents and secretary or secretaries of the Company and the Board shall have power to make and may

make such Rules and Regulations for the management of the business and property of the Company as they shall from time to time think proper and shall carry on the business of the Company in such manner as they may think most expedient.

109. The Board may exercise all such powers of the Company as are not by the Statutes or by these presents required to be exercised by the Company in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by ordinary resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. Provided however that the Board shall not without the authority of a special resolution of the Company:-

- (a) carry into effect or implement any terms arranged for the amalgamation of the Company with any other Company;
- (b) sell or dispose of the business or undertaking of the Company (but a special resolution shall not be required for the exercise by the Board of its powers under Article No.103);

The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

110. (i) The Board may establish and make contributions or concur or join with any other companies (being subsidiary companies of the company or companies with which it is associated in business) in establishing or making contributions out of the Company's moneys to any provident funds, any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for the employees (which expression as used in this and the following sub-paragraph shall include any Director) and ex-employees of the Company and their widows and dependents or any class or classes of such persons

(ii) The Board may pay or enter into agreements to pay, or make grants of revocable or irrevocable, and either subject or not subject to any terms or conditions, pensions or other benefits to employees and ex-employees and their widows and dependents or to any of such persons including pensions or benefits additional to those (if any) to which such employees or ex-employees or their dependents are or may become entitled under any schemes or funds as mentioned in the last preceding sub paragraphs. Any such pension or benefit may, as the Board considers desirable, be granted to an employee either before and/or in anticipation of or upon or at any time after his actual retirement.

111. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

112. The Board may arrange that any of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies and they may be half of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as directors, executive directors or managers or other officers of any such company or any other company in which the Company may be interested and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed.

Powers of Directors

Provident and pension funds

Signing of cheques, etc.

Organisation of companies

Power to establish Local Boards etc.

113. The Board may establish any committees of Board or local boards or agencies for managing any of the affairs of the Company either in Sri Lanka or elsewhere, and may appoint any persons to be members of such local boards and any managers or agents and may fix their remuneration, and may delegate to any such committee, local board, manager or agent any of the powers, authorities and discretion vested in the Board, with power to sub delegate and may authorise the members of any Local Boards, or any of them to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit. The Board may remove any person so appointed and may annul or vary any such delegations, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Directors Power to appoint

114. The Board may from time to time and at any time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretion (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretion vested in him.

Power to have a seal for use abroad

115. The Company may exercise the powers conferred by the Statutes with regard to having an official seal for use abroad, and such powers shall be vested in the Board.

Power to keep a branch register

116. The Company, or the Board on behalf of the Company, may in exercise of the powers in that behalf conferred by the Statutes cause to be kept a branch register or registers of members and the Board may (subject to the provisions of the Statutes) make and vary such regulations as they may think fit respecting the keeping of any such register.

## MINUTES

Minutes to be kept

117. The Board shall cause minutes to be made in books provided for the purpose -

- (a) of all appointments of officers made by the Board;
- (b) of the names of the Directors present at each meeting of the Board and of any committee of the Board;
- (c) of all resolutions and proceedings at all meetings of the Company; and of the Board, and of committees of the Board;

and every Director present at any meeting of the Board or committee of the Board shall sign his name in a book to be kept for that purpose.

## SECRETARY

Secretary

118. (i) The Board may from time to time appoint and employ, and at their discretion remove, any individual, firm, or company as the secretary of the Company (in these presents called "the Secretary" or "the Secretaries") whose duties it shall be to maintain

all records and registers required by the Statutes to be kept by the Company to record and maintain the minutes required by the preceding Article or otherwise as required by these presents to perform any other functions which by these presents are to be performed by the secretary, and generally to execute all other duties which may from time to time be assigned by the Board to the secretary. The Board may also (where they appoint an individual as the secretary) appoint and employ any other person as assistant secretary.

(ii) The Board may at any time appoint and employ a temporary substitute for the secretary or assistant secretary who shall for the purpose of these presents be deemed to be the secretary.

#### **SEAL**

119. (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 a committee of the Board authorized 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 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 authorized 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 authorized 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, the signatures of one of the Directors or, so the case maybe, the Director who under the preceding sub-paragraph of this article attest or attests 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 the Article shall be presumed to have been duly executed by the company.

Seal

#### **AUTHENTICATION OF DOCUMENTS**

120. Any Director or the secretary or the assistant secretary (if any) or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Articles of Association) and any resolution passed by the Company or by the Board, and any books, records, documents and accounts relating to the business of the Company, and also to certify copies thereof or extracts therefrom as true copies or extracts. Where any books, records, documents, or accounts are elsewhere than at the office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid.

Power to  
authenticate  
documents

#### **DIVIDENDS**

121. The Board may declare dividends (including interim and final dividends), but no dividends shall be payable in excess of the amount recommended by the Board or otherwise than out of profits. The Directors shall be empowered in respect of dividend

Payment of  
dividends

	payments approved by them, to issue a scrip dividend either wholly or partly by the allotment of shares credited as fully paid subject to the provisions of the Statutes.
Income from Investments	122. Any income derived from the investments of the Company or any part thereof may be treated as profits and dealt with and distributed by way of dividend, without obligation to make provision for any depreciation in the capital value of the investment.
Apportionment of dividends	123. Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid but (for the purposes of this article only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid <i>pro-rata</i> according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
Payment of interim dividends	124. If and so far as in the opinion of the Board the profits of the Company justify such payments, the Board may pay the fixed cumulative preferential dividends on any class of shares carrying a fixed cumulative preferential dividend expressed to be payable on fixed dates on the half-yearly or other dates (if any) prescribed for the payment thereof by these presents or by the terms of issue of the shares, and subject thereto may also from time to time pay to the holder of any other class of shares interim dividends thereon of such amounts and on such dates as they think fit.
Dividends not to bear interest	125. No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.
Deduction of debts due to Company	126. The Board may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the company on account of calls or otherwise.
Retention of dividends	127. The Board may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities, or engagements in respect of which the lien exists.
Retention of dividends	128. The Board may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person under those provisions is entitled to transfer, until such person has become a member in respect of such shares or shall duly transfer the same.
Unclaimed dividends	129. The payment by the Board of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of six years from the date of declaration of such dividend may be forfeited and if so forfeited shall then revert to the Company. All unclaimed dividends may be invested or otherwise made use of by the Board for the benefit of the Company until claimed.
Payment of dividends in specie	130. The Company in general meeting may upon the recommendation of the Board by ordinary resolution direct payment of any dividend in whole or in part by the distribution of specific assets of the Company or of any other company or in anyone or more of such ways; and the Board shall give effect to such resolution, where any difficulty arises in regard to such distribution, the Board may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any

members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Board.

131. Any dividend or other monies payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto, or as otherwise directed in writing by such member or person or, or if several persons are registered as joint-holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder to any of such persons or to such person and such address as such person may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint-holders or the person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct, and payment of the cheque or warrant if purporting to be endorsed or signed by way of receipt shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

132. If several persons are registered as joint-holders of any share or are entitled jointly to a share in consequence of the death or bankruptcy of the holder any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

Dividends  
payable by  
cheque

Dividends  
due to Joint  
holders

## RESERVES

133. The Board may before recommending any dividend set aside out of the profits of the Company such sums as they think proper as a reserve fund to meet contingencies or for equalizing dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the Company, or for such other purpose as the Board shall in their absolute discretion think conducive to the interest of the Company; and may invest several sums to set aside upon such investments as they may think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and may divide the reserve fund into special funds, as they may think fit, and may employ the reserve funds or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets. The Board may also without placing the same to reserve carry forward any profits which they may think not prudent to divide.

Power to  
carry profit to  
reserve

Application  
of reserve

Division of  
reserve into  
special fund

Power to  
carry forward  
profit

## CAPITALISATION OF PROFITS AND RESERVES

134. The Company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of all or any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto distributed by way of dividend and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures or securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid or partly in the one way and partly in the other and the Board shall give effect to such resolution.

135. Whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or

Power to  
capitalise  
profits

Capitalisation  
of profits

securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares, debentures or securities become distributable in fractions and also to authorize any person to enter on behalf of all the members interested into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further share to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, or for appointing any person to sign transfers of shares to avoid fractional certificates. Any agreement made under such authority shall be effective and binding on all such members.

## **REGISTERS**

**Keeping of registers, etc.**

136. The Board shall duly comply with the provisions of the Statutes and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a Register of Directors and secretaries, an interests register, a register of Members, a register of mortgages and charges and a register of Directors' share and debenture holdings, and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company.

## **ACCOUNTS**

**Board to keep proper accounts**

137. The Board shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Statutes.

**Inspection of books**

138. The books of accounts shall be kept at the office or at such other place in Sri Lanka as the Board thinks fit, and shall always be open to the inspection of any of the directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes or as authorised by the Board or by ordinary resolution of the Company.

**Presentation of accounts**

139. The Board shall from time to time in accordance with the provisions of the Statutes cause to be prepared and to be laid before a general meeting of the Company such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary.

**Copies Accounts**

140. A copy of every balance sheet and profit and loss account which is to be laid before a general meeting of the Company (including every document required by law to be annexed thereto), together with a printed copy of every report of the auditors relating thereto shall be made available to every member and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Statutes or these presents and within the time frames set out by the law and these presents. (Provided that this article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint-holders, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office).

## **AUDIT**

**Appointment of Auditor**

141. At each annual general meeting the retiring auditor shall, without any

resolution being passed, be deemed to have been re-appointed until the conclusion of the next ensuing annual general meeting, unless :-

- (i) he is not qualified for re-appointment; or
- (ii) a resolution has been passed at the meeting in accordance with the Statutes appointing some other person or firm instead of him or providing expressly that he shall not be so appointed; or
- (iii) he has given to the company notice in writing of his unwillingness to be appointed.

In any such case the Company shall at such meeting appoint some other person in lieu.

142. The Board shall have power to fill a casual vacancy in the office of auditor by appointing some person or firm to hold such office until the conclusion of the next annual general meeting, but while any such casual vacancy continues the surviving or continuing auditor (if any) may act.

143. Subject to the provisions of the Statutes, all acts done by any person acting as auditor shall as regards all persons dealing in good faith with the Company be valid notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

144. The auditor shall be entitled to attend any general meeting and to receive all notice of and other communications relating to any general meeting which any member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns him as auditor.

Casual vacancies

Validity of act of Auditor in spite of some formal defect

Auditor's right to receive notices of and attend and speak at General Meetings

## NOTICES

145. Any notice of document (including a share certificate) may be served by the Company or sent to any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address, or (if his registered address is not within Sri Lanka) to the address, if any within Sri Lanka supplied by him to the Company as his address, for the service of notice. Where a notice or other document is served by post service shall be deemed to be effected at the expiration of twenty-four hours after the letter containing the same is posted, and in proving such service it shall be sufficient to prove that such letter was properly addressed, stamped and posted.

Service of notices

146. In respect of joint holdings all notices shall be given to that one of the joint-holders whose name stands first in the Register of Members and notice so given shall be sufficient notice to all the joint-holders.

Services of notices in respect of joint-holders

147. A person entitled to a share in consequence of the death or bankruptcy of a member, upon supplying the Company such evidence as the Board may reasonably require to show his title to the share and upon supplying also an address within Sri Lanka for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy would have been entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall notwithstanding that such member be then dead or bankrupt and whether or not the company have notice of his

Service of notices after death or bankruptcy of member

	death or bankruptcy be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint-holder.	Notice of members having no registered address
Notice by advertisement	148. A member who has not registered with the company and the address within Sri Lanka has not been supplied to the company for the service of notices shall not be entitled to have sent to him notices of general meetings sent to him.	Notices on members having no registered address
Mode of giving notice by advertisement	149. If a member has no registered address in Sri Lanka and has not supplied to the Company an address within Sri Lanka for the giving of notices to him, a notice posted up in the registered office of the Company shall be deemed to be duly given to him at the expiration of twenty four hours from the time when it is so posted up.	Notices on members having no registered address
Notices may be sent to address outside Sri Lanka	150. Any notice required to be given by the company to the members or any of them and not expressly provided for by these presents shall be sufficiently given if given by advertisement.	Notices on members having no registered address
Distribution of assets in specie	151. Any notice required to be or which maybe given by advertisement shall, unless otherwise required by the Statutes, be advertised once in Sinhala, Tamil and English national daily newspapers.	Notices on members having no registered address
	152. Notwithstanding anything in these articles contained the Board may if it so determines and at the cost and expense of the Company cause any notice or circular to members to be sent by air mail to the address outside Sri Lanka of all such members of whose addresses outside Sri Lanka the company or the secretary or Agents and Secretaries shall be aware and that whether or not the member shall have registered an address in Sri Lanka or shall have been sent such notice or circular to his address in Sri Lanka. A notice so sent by air mail shall be deemed to have been served at the expiration of seven days after the posting of the same. Nothing in this article contained shall entitle a member who has not registered or supplied an address in Sri Lanka to have notice sent to him of a general meeting.	Notices on members having no registered address
	<b>WINDING UP</b>	
	153. (i) If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may with the sanction of a special resolution divide among the contributors in specie or kind any part of the assets of the company, and may with the like sanction vest any part of the assets of the Company in trusts for the benefit of the contributors or any of them as the liquidator, with the like sanction, shall think fit.	
	(ii) If thought expedient any such division may be otherwise than in accordance with the legal rights of the contributors and in particular any class may be given preferential or special rights or maybe excluded altogether or in part but, in case any division otherwise than in accordance with the legal rights of the contributors shall be determined on, any contributory who would be prejudiced thereby shall have a right to dissent and ancillary rights as if such determination were a special resolution passed pursuant to the Statutes.	
	(iii) In case any of the shares to be divided as aforesaid involves a liability to calls or otherwise any person entitled thereto under such division may within ten days after the passing of the special resolution by notice in writing direct the liquidator to sell his proportion and pay him the net proceeds, and the liquidator shall if practicable act accordingly. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributor shall be compelled to accept any shares in respect of which there is a liability.	

(iv) Any member of the Company whether a Director or not and whether alone or jointly with any other member or with any person firm or company may become the purchaser of property of the Company or any part thereof in a winding up or at any other time when a sale of the Company's property or any part thereof shall be made or effected on the liquidation of the Company.

#### **INDEMNITY & INSURANCE**

##### **Indemnity of Directors and Officers**

154. Subject to the provisions of the Statutes, every Director, Manager, Auditor, Secretary or other Officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

155. The Company may indemnify a Director or employee of the Company or a related company, for any costs incurred by him in any proceeding

- (i) that relates to liability for any act or omission in his capacity as a director or employee; and
- (ii) in which judgement is given in his favour or in which he is acquitted or which is discontinued or in which he is granted relief under section 526 of the Act.

156. The Company may also indemnify a Director or employee of the Company or a related Company in respect of-

- (i) liability to any person other than the Company or a related Company for any act or omission in his capacity as a director or employee; or
- (ii) costs incurred by that Director or employee in defending or settling any claim or proceeding relating to any such liability,

not being a criminal liability or in the case of a director, liability in respect of a breach of the duty specified in section 187 of the Act.

157. The Company may with the prior approval of the Board effect insurance for any one or more of the Directors or an employee or employees of the Company or related company in respect of-

- (i) liability not being criminal liability, for any act or omission in his capacity as a director or employee;
- (ii) costs incurred by that director or employee in defending or settling any claim or proceeding relating to any such liability; or
- (iii) costs incurred by that director or employee in defending any criminal proceedings in which he is acquitted.

158. In the aforesaid Articles the words "Director" "effect insurance" "employees" "indemnify" shall have the same meaning as set out in Section 218 of the Act.

159. Notwithstanding anything to the contrary contained in the Articles of Association of the Company, so long as the Company is listed on the Colombo Stock Exchange, the Company shall comply with the Rules of the Colombo Stock Exchange and the Central Depository System, which shall be in force from time to time.

# JOHN KEELLS HOLDINGS PLC

Special Resolution passed on 28/06/2024.

## Special Resolution – To amend the Articles of Association

IT IS HEREBY RESOLVED THAT the existing Article 105 (Alternate Directors) of the Articles of Association of the Company be deleted in its entirety and be substituted with the new Article 105 reflecting the requirements mandated under Section 9.9 of the Listing Rules on Alternate Directors, as set out below:

### 105 ALTERNATE DIRECTORS

- (i) 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.

The following provisions of this article shall apply to any such appointment:

- (ii) A person appointed to be an alternate Director shall not in respect of such appointment be entitled to receive any remuneration from the Company nor be required to hold any share qualification but the Board may repay the alternate Director such reasonable expenses as they may incur in attending and returning from meetings of the Board which they are entitled to attend or as they may otherwise properly incur in or about the business of the Company or may pay such allowances as they may think proper in respect of these expenses.
- (iii) An alternate Director shall (on them giving an address for such notices to be served upon them) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing them is not personally present and generally to perform all the functions of their appointor as a Director, in the absence of such appointor.
- (iv) An alternate Director may be appointed for a specified period or until the occurrence of a specified event, but they shall ipso facto cease to be an alternate Director in any of the following events, that is to say:
  - (a) upon the return of their appointor including a return to Sri Lanka;
  - (b) if their appointor ceases for any reason to be a Director; provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by them pursuant to this Article which was in force immediately prior to their retirement shall continue to operate after their re-election as if they had not so retired;

- (c) if the alternate Director shall have a receiving order made against them or compounds with their creditors or is adjudicated an insolvent;
  - (d) if the alternate Director be lunatic or become of unsound mind;
  - (e) if the appointment of the alternate Director is revoked by their appointor by a notice in writing left at the office;
  - (f) if the Board resolves that the appointment of the alternate Director be terminated;
- (v) a Director shall not vote on the question of the approval of an alternate Director to act for them or on the question of the termination of the appointment of such an alternate Director under the foregoing sub-clause of this Article, and if they do so, their vote shall not be counted; nor for the purpose of any resolution for either of these purposes shall they be counted in the quorum present at the meeting.
- (vi) 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.
- (vii) The attendance of any alternate Director at any meeting subject to (v) above, including Board committee meetings shall be counted for the purpose of the quorum.