

LION BREWERY (CEYLON) PLC - PQ 57

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY TO INCREASE THE NUMBER OF DIRECTORS

As per Article 59 of the Articles of Association of the Company, it is permitted to have a minimum of five (05) Directors and a maximum of twelve (12) Directors on the board.

With the view of enhancing the expertise / skills on the Board, your Board of Directors have proposed to increase the maximum number of members on the Board from twelve (12) (as specified in the Articles of Association of the Company) to thirteen (13). Hence, it has become necessary to amend Article 59 of the Articles of Association of the Company.

In accordance with Section 92(1) of the Companies Act, No.07, of 2007, it is necessary that a Special Resolution be passed by the Shareholders of the Company to effect this change. The requisite Resolution to give effect to the above is set out in the attached Notice convening the Extraordinary General Meeting of the Company, in which the Shareholders will be requested to consider and if thought fit, to pass this Special Resolution necessary to give effect to the above proposal.

If you are unable to be present at the Extraordinary General Meeting to be held on **Wednesday, 20th November 2024 at 10.00 a.m.** at 8th Floor of No.65C, Dharmapala Mawatha, Colombo 7, Sri Lanka, you are kindly requested to complete and return the Form of Proxy to reach the Registered Office of the Company not less than 48 hours before the time appointed for the Meeting.

Yours faithfully,
By Order of the Board of
LION BREWERY (CEYLON) PLC
Carsons Management Services (Private) Limited
Secretaries

No.61, Janadhipathi Mawatha,
Colombo 01
Sri Lanka.

On this 25th day of October 2024

Lion Brewery (Ceylon) PLC

LION BREWERY (CEYLON) PLC - PQ 57

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting of Lion Brewery (Ceylon) PLC will be held on **Wednesday, 20th November 2024 at 10.00 a.m.** at the 8th Floor, No.65C, Dharmapala Mawatha, Colombo 7, Sri Lanka for the purpose of considering and if thought fit, to pass the following Resolution;

SPECIAL RESOLUTION

IT IS HEREBY RESOLVED to replace the current Article 59 of the Articles of Association of the Company with the following new Article;

“59. Subject to the provisions of Section 201 of the Act and unless otherwise determined by a Special Resolution of Shareholders, the Board shall consist of a minimum of five (05) and a maximum of thirteen (13) members”.

By Order of the Board of
LION BREWERY (CEYLON) PLC
Carsons Management Services (Private) Limited
Secretaries

No.61, Janadhipathi Mawatha,
Colombo 1.
Sri Lanka

On this 25th day of October 2024

NOTES:

1. A member is entitled to appoint a proxy to attend and vote instead of him/herself. A proxy need not be a member of the Company. A Form of Proxy accompanies this Notice.
2. The completed Form of Proxy must be submitted to the Company not later than 4.45 p.m. on 18th November 2024,
 - via email to amaw@carcumb.com, or lahirur@carcumb.com, or
 - via WhatsApp or Viber to mobile no. +94 764 765 463 or +94 767 410 683, or
 - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.
3. A person representing a Corporation is required to submit a certified copy of the resolution authorizing him/her to act as the representative of the Corporation. A representative need not be a member.
4. The transfer books of the Company will remain open.
5. Security Check -
We shall be obliged if the shareholders/proxies attending the Extraordinary General Meeting, produce their National Identity Card to the security personnel stationed at the entrance lobby.

LION BREWERY (CEYLON) PLC - PQ 57

FORM OF PROXY

.....
*I/ We.....
of.....
being *a Member/Members of **LION BREWERY (CEYLON) PLC** hereby appoint
.....
of.....bearing NIC
No./Passport No..... or failing him/her

Damian Amal Cabraal	Or failing him,
Hariharan Selvanathan	Or failing him,
Dilkushan Ranil Pieris Goonetilleke	Or failing him,
Krishna Selvanathan	Or failing him,
Rajiv Herath Meewakkala	Or failing him,
Sudarshan Selvanathan	Or failing him,
Stefano Clini	Or failing him,
Vivian Gun Ling Ling (Ms)	Or failing her,
Ajay Bhaskar Baliga	Or failing him,
Ravi Rajagopal	Or failing him,
Antonio Jonathan Alles	Or failing him,
Amitha Saktha Amaratunga	

as *my/our proxy to attend the **Extraordinary General Meeting** of the Company to be held on **Wednesday, 20th November 2024 at 10.00 a.m.** at the 8th Floor, No.65C, Dharmapala Mawatha, Colombo 7, Sri Lanka and at any adjournment thereof and at every poll which may be taken in consequence thereof.

	For	Against
To pass the Special Resolution pertaining to the amendment of the Article 59 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of Two Thousand and Twenty Four.

.....
Signature/s

- Note:
- (a) * Please delete the inappropriate words.
 - (b) A shareholder entitled to attend and vote at a General Meeting of the Company, is entitled to appoint a proxy to attend and vote instead of him/her and the proxy need not be a shareholder of the Company. A proxy so appointed shall have the right to vote on a show of hands or on a poll and to speak at the General Meeting of the shareholders.
 - (c) A shareholder is not entitled to appoint more than one proxy to attend on the same occasion.
 - (d) Instructions are noted on the reverse hereof.

FORM OF PROXY (Contd...)

INSTRUCTIONS AS TO COMPLETION

1. Kindly perfect the form of proxy after filling in legibly your full name and address, by signing in the space provided. Please fill in the date of signature.
2. If you wish to appoint a person other than the Directors as your proxy, please insert the relevant details in the space provided overleaf.
3. In terms of Article 54 of the Articles of Association of the Company:

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.

4. In terms of Article 50 of the Articles of Association of the Company:

In the case of joint-holders of a share, the senior who tenders a vote, whether in person or by proxy or by attorney or by representative, 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 stands in the Register of members in respect of the joint holding.

5. The completed Form of Proxy should be submitted to the Company not later than 4.45 p.m. on 18th November 2024,
 - via email to amaw@carcumb.com, or lahirur@carcumb.com, or
 - via WhatsApp or Viber to mobile no. +94 764 765 463 or +94 767 410 683, or
 - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.

Please fill in the following details:

Name & contact no. of Shareholder :

CDS Account No. / Folio No. :

Name & contact no. of Proxyholder :

NIC No. of the Proxyholder :