

HAYLEYS PLC

Company No. PQ 22
No.400, Deans Road, Colombo 10.

CIRCULAR TO SHAREHOLDERS 70TH ANNUAL GENERAL MEETING OF THE COMPANY

Dear Shareholder/s,

Taking into consideration the current situation prevailing in the country due to the COVID-19 pandemic, the Board of Directors of Hayleys PLC decided to hold the 70th Annual General Meeting (AGM) via online meeting platform in-line with the guidelines issued by the Colombo Stock Exchange (CSE) and on the assumption that no curfew will be in force on that date.

METHOD OF HOLDING THE AGM

The Board of Directors, Key Management Personnel, Auditors, Legal Advisers, Company Secretaries and the officials who are required for the administration of the meeting will assemble at the Conference Room, Hayleys PLC, 400, Deans Road, Colombo 10, Sri Lanka subject to the restrictions prevailing in the Country at the time of holding the Meeting.

Health screening measures will be carried out and maximum safety precautions will be taken at the aforesaid venue as per the guidelines.

The shareholders are requested to join the meeting only via online meeting platform.

REGISTRATION PROCEDURE

Shareholders and Proxy holders who wish to participate via online meeting platform should notify the Company of such intention by completing the attached REGISTRATION FORM. The duly completed REGISTRATION FORM should be deposited with the Secretaries, Hayleys Group Services (Pvt) Ltd, No. 400, Deans Road, Colombo 10, Sri Lanka or forwarded to hayleysagm@secretarial.hayleys.com on or before 26th June 2021.

PARTICIPATION VIA ONLINE MEETING PLATFORM

The login information will be authorized only for the use by individual Shareholders, Proxy holders and authorized representatives in case of Institutional Shareholders, and the Company will not be responsible or liable for any misuse. Where the Proxy holders are concerned, please note that the login information will only be shared with those in whose favour a valid proxy has been submitted by the Shareholder.

Shareholders can send in their queries, if any, to hayleysagm@secretarial.hayleys.com twenty four hours (24) prior to the commencement of the meeting.

VOTING

Voting in respect of the items of business of the Agenda will be registered by using the online platform or a designated ancillary online application. This method of voting will count one vote per shareholder similar to show of hands.

CIRCULAR TO SHAREHOLDERS

APPOINTMENT OF PROXY HOLDERS

Due to the COVID-19 pandemic and prevailing health and safety guidelines issued by the Government of Sri Lanka, the shareholders are encouraged to vote by Proxy through appointment of a member of the Board of Directors to vote on their behalf and to include their voting preferences on the resolutions to be taken up at the meeting in the Form of Proxy.

The Form of Proxy is attached hereto and will also be made available on the below mentioned websites. Shareholders who wish to submit their Form of Proxy should duly complete the same as per the instructions given therein. The duly completed Form of Proxy should be deposited with the Secretaries, Hayleys Group Services (Pvt) Ltd, No. 400, Deans Road, Colombo 10, Sri Lanka or forwarded by email to hayleysagm@secretarial.hayleys.com in order to enable the Company to receive the same on or before 26th June 2021.

COPIES OF THE ANNUAL REPORT 2020/2021

The Annual Report and the Financial Statements of the Company are available on the following websites and the relevant links are given below enabling all the Shareholders to access such Annual Report and Financial Statements.

1. Corporate Website - <https://www.hayleys.com/investor-relations>
2. Colombo Stock Exchange - <https://www.cse.lk/home/company-info/HAYL.N0000/financial>

Should Members wish to obtain a printed copy of the Annual Report, they may send a written request to the Company Secretaries by filling the request form attached herein. A copy of the Annual Report will be forwarded by the Company within eight (8) market days from the date of receipt of the request.

Below mentioned documents are attached herewith

1. Notice of Meeting
2. Form of Proxy
3. Registration Form for the AGM
4. Registration Process and Guidelines to participate at the AGM via Online Meeting Platform
5. Request Form for the printed copy of the Annual Report

For any queries please contact Ms. Jelisa Fernando of Hayleys Group Services (Pvt) Ltd on +94 (0)11 2627653 during office hours.

By order of the Board,

HAYLEYS GROUP SERVICES (PVT) LTD

Company Secretaries to

HAYLEYS PLC

3rd June 2021

NOTICE OF MEETING

HAYLEYS PLC

COMPANY NUMBER PQ 22

NOTICE IS HEREBY GIVEN that the Seventieth Annual General Meeting of Hayleys PLC will be held on Tuesday, 29th June 2021 at 4.00 p.m via online meeting platform and the business to be brought before the Meeting will be:

1. To consider and adopt the Annual Report of the Board of Directors and the Statements of Accounts for the year ended 31st March 2021, with the Report of the Auditors thereon.
2. To re-elect Mr. S.C. Ganegoda, who retires by rotation at the Annual General Meeting, a Director.
3. To re-elect Mr. L.R.V. Waidyaratne, who retires by rotation at the Annual General Meeting, a Director.
4. To re-elect Mr. H.S.R. Kariyawasan, who retires by rotation at the Annual General Meeting, a Director.
5. To propose the following resolution as an ordinary resolution for the re-appointment of Mr. A.M. Pandithage, in terms of Section 211 of the Companies Act No.07 of 2007, who retires having attained the age of seventy years.

Ordinary Resolution

'That Mr. Abeyakumar Mohan Pandithage, who has attained the age of seventy years be and is hereby re-appointed a Director for a further period of one year and it is hereby declared that the age limit of seventy years referred to in Section 210 of the Companies Act No.07 of 2007 shall not apply to the appointment of the said Director'.

6. To authorise the Directors to determine contributions to charities for the financial year 2021/2022.
7. To authorise the Directors to determine the remuneration of the Auditors, Messrs Ernst & Young, Chartered Accountants who are deemed to have been reappointed as Auditors, for the financial year 2021/2022.
8. To consider any other business of which due notice has been given.

Notes:

1. A Shareholder is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Shareholder of the Company.

A Form of Proxy is enclosed for this purpose. The instrument appointing a proxy must be deposited at No.400, Deans Road, Colombo 10, Sri Lanka or must be email to hayleysagm@secretarial.hayleys.com not less than (48) hours before the time fixed for the meeting.

2. Please refer the "Circular to Shareholders" dated 3rd June 2021 and follow the instructions to join the meeting via online.

By Order of Board

HAYLEYS PLC

HAYLEYS GROUP SERVICES (PRIVATE) LIMITED

Secretaries

Colombo

3rd June 2021

FORM OF PROXY

I/We* (full name of shareholder**)

NIC No./Reg. No. of Shareholder (**)
of

being Shareholder/Shareholders* of HAYLEYS PLC hereby appoint,

1. (full name of proxyholder**)

NIC No. of Proxyholder (**)
of or failing him/her

2. ABEYAKUMAR MOHAN PANDITHAGE (Chairman of the Company) of Colombo, or failing him, one of the Directors of the Company as my/our * proxy to attend, speak and vote as indicated hereunder for me/us* and on my/our* behalf at the Seventieth Annual General Meeting of the Company to be held on Tuesday, 29th June 2021 and at every poll which may be taken in consequence of the aforesaid meeting and at any adjournment thereof.

	For	Against
1. To adopt the Annual Report of the Board of Directors and the Statements of Accounts for the year ended 31st March 2021 with the Report of the Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr. S.C.Ganegoda, who retires by rotation at the Annual General Meeting, a Director.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Mr. L.R.V.Waidyaratne, who retires by rotation at the Annual General Meeting, a Director.	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr. H.S.R. Kariyawasan, who retires by rotation at the Annual General Meeting, a Director.	<input type="checkbox"/>	<input type="checkbox"/>
5. To propose the Ordinary Resolution as set out in the Notice for the re-appointment of Mr. A.M. Pandithage, in terms of Section 211 of the Companies Act No.07 of 2007, who retires having attained the age of seventy years.	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to determine contributions to charities for the financial year 2021/22.	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise the Directors to determine the remuneration of the Auditors, Messrs Ernst & Young, Chartered Accountants who are deemed to have been reappointed as Auditors, for the financial year 2021/22.	<input type="checkbox"/>	<input type="checkbox"/>

(***) The proxy may vote as he thinks fit on any other resolution brought before the Meeting of which due Notice has been given.

As witness my/our* hands this day of 2021.

Witnesses: Signature :

Name :

Address :

NIC No :

Signature of Shareholder

Notes:

(a) *Please delete the inappropriate words.

(b) A shareholder entitled to attend and vote at the Annual General meeting of the Company, is entitled to appoint a proxy to attend and vote instead of him/her and the proxy need not be a shareholder of the company.

** Full name of shareholder/proxy holder and their NIC Nos and Witness are mandatory. Your Proxy Form will be rejected if these details are not completed. Reg. No. Should be given in the case of corporate 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.

(e) This Form of Proxy is in terms of the Articles of Association of the Company.

(f) Please refer the "Circular to Shareholders" dated 3rd June 2021 and follow the instructions to join the meeting via online.

FORM OF PROXY

INSTRUCTIONS AS TO COMPLETION :

1. To be valid, the completed Form of Proxy must be deposited with the Company Secretaries, Hayleys Group Services (Pvt) Ltd at No.400, Deans Road, Colombo 10, Sri Lanka or must be email to hayleysagm@secretarialhayleys.com not less than 48 hours before the start of the Meeting.
2. In perfecting the Form of Proxy, please ensure that all requested details are filled in legibly including mandatory details. Kindly sign and fill in the date of signing.
3. If you wish to appoint a person other than the Chairman of the Company (or failing him, one of the Directors) as your proxy, please insert the relevant details at (1) overleaf. The proxy need not be a member of the Company.
4. Please indicate with an X in the space provided how your proxy is to vote on the resolutions. If no indication is given, the proxy in his discretion will vote as he thinks fit. Please also delete (***) if you do not wish your proxy to vote as he thinks fit on any other resolution brought before the Meeting.
5. In the case of a Company /Corporation the proxy must be under its common seal which should be affixed and attested in the manner prescribed by its Articles of Association.

In the case of the individual shareholders, the signature of the shareholder should be witnessed by any person over 18 years of age.
6. Where the Form of Proxy is signed under a Power of Attorney (POA) which has not been registered with the Company, the original POA together with a photocopy of same or a copy certified by a Notary Public must be lodged with the Company along with the Form of Proxy.
7. In the case of Marginal Trading Accounts (slash accounts), the form of Proxy should be signed by the respective authorised Fund Manager/Banker with whom the account is maintained.

REGISTRATION FORM

70TH ANNUAL GENERAL MEETING (AGM) OF HAYLEYS PLC TO BE HELD VIA ONLINE MEETING PLATFORM ON 29TH JUNE 2021 AT 4.00 P.M.

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder:

NIC No./Passport No./Company Registration No.:

CDS Account No.:

Residential Address:

Telephone No/s:

Email:

Full Name of 01st Joint holder:

NIC No/ Passport No.:

Full Name of 02nd Joint holder:

NIC No/ Passport No.:

In the event Proxy holder is appointed by the Shareholder following details of his/her's will also be required.

DETAILS OF PROXY HOLDER: (only if a proxy is appointed)

Full name of Proxy holder :

NIC No./Passport No. of Proxy holder:

Telephone No/s:

Email:

PARTICIPATION AT THE AGM

I/My Proxy holder am/is willing to participate at the AGM online.

Signature/s
Principal Shareholder 01st Joint holder 02nd Joint holder

Date:

Note: In the case of a Company/Corporation, the Shareholder Registration Form must be signed under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association or by a duly authorized Director, and in the case of the Registration Form being signed by an Attorney, the Power of Attorney, a copy must be deposited at No. 400, Deans Road, Colombo 10, Sri Lanka or emailed to hayleysagm@secretarial.hayleys.com.

REGISTRATION PROCESS AND GUIDELINES TO PARTICIPATE AT THE 70TH ANNUAL GENERAL MEETING OF HAYLEYS PLC VIA ONLINE MEETING PLATFORM

1. As mentioned in the Circular to the Shareholders, the 70th Annual General Meeting will be held via online meeting platform on Tuesday, 29th June 2021 at 4.00 p.m. Shareholders who wish to participate virtually via Online Meeting Platform should follow the following procedure in order to have them registered for the AGM.
2. The request to register names for online participation via Online Meeting Platform should be delivered to the Secretaries Hayleys Group Services (Pvt) Ltd, No. 400, Deans Road, Colombo 10, Sri Lanka or e-mailed to hayleysagm@secretarial.hayleys.com along with the required registration information as per the REGISTRATION FORM on or before the 26th June 2021
3. The information received from a Shareholder pertaining to his/her Proxy holder should tally with the information indicated in the duly completed Form of Proxy submitted by the Shareholder in order for the meeting link and user credentials to be shared by the Company with the Proxy holder.
4. The Company will verify all the registration requests and identification details received with the Shareholders' register and accept the registrations for AGM if it is satisfied with the request and supporting documents. Once the registration is accepted, Shareholders will receive an email confirmation acknowledging the registration.
5. The Shareholders whose online participation request has been accepted will receive a separate email containing the meeting link and user credentials from the Company twenty four (24) hours prior to the commencement of the AGM.
6. If any Shareholder is proposing to participate via his/her smartphone or tablet, it is necessary for him/her to download the Online Meeting App (Microsoft Teams) to his/her phone or tablet. If the participation is via desktop/laptop computer, the meeting link should be opened through a web browser.
7. If any Shareholder who is registered for participation via Online Meeting Platform encounters any difficulty in connecting to the meeting, they could contact the number 0772081950 / 0774195935 for any assistance required.
8. Shareholders are required to join the virtual AGM by clicking on the meeting link and user credentials sent by Hayleys PLC via email.
9. It is recommended to join the meeting at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the start of the AGM.
10. Once the link is clicked on, the Shareholders will be requested to insert the Credentials [Username/ Email and Password] provided to you by Hayleys PLC.
11. Once the credentials are inserted, he/she will be directed to the live streaming of the AGM.
12. Once the virtual AGM has commenced, Shareholders can use the "Q&A Forum" to communicate your questions/concerns as and when required.
13. Hayleys PLC will be posting links to all resolutions included in the agenda in the "Q&A" window of the meeting separately, as and when each such resolution is taken up for voting by the Chairman. Participants are expected to open the link and insert the credentials to login to the Microsoft Forms to mark their preference using the relevant option and click the "submit" icon enabling Hayleys PLC to receive the responses. When declaring the position of a resolution, Chairman shall take into account that the voting of shareholders are similar to show of hands, one vote per shareholder.
14. In a situation where Shareholders' voting is required for a poll, the same mechanism will be applicable. This will be moderated by the Chair of the meeting. Voting count will be as specified by the Companies Act 7 of 2007
15. It is advised to check the online AGM access at least a day prior and also ensure that your devices have an audible sound system so that you could be a part of the AGM comfortably.

HAYLEYS PLC

COMPANY NUMBER PQ 22

FORM OF REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT 2020/2021

Date

Hayleys Group Services (Pvt) Ltd
Secretaries for Hayleys PLC ,
No.400, Deans Road,
Colombo 10.
(email: hayleysagm@secretarial.hayleys.com)

ANNUAL REPORT OF HAYLEYS PLC- 2020/2021

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

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Signature

- Corporate Shareholders - Form should be signed by duly authorised person or under the common seal.
- Joint shareholders - Form may be signed by the principal shareholder.

Name of Shareholder (as registered in the Company or in the CDS)	
NIC No. / Reg. No. / Company No.	
Address	
Contact No.	