

# NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth (15th) Annual General Meeting of H V A Foods PLC will be held on 30th September 2025 at 9.30 a.m. at the Sri Lanka Foundation, Lecture Hall No. 03, No. 100, Padanam Mawatha, Independence Square, Colombo 07 for the following purposes:

## 1. Ordinary Business

- 1.1 To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and its subsidiary and the Statement of Accounts for the year ended 31st March 2025 with the Report of the Auditors thereon.
- 1.2 To re-elect Mr. Sharvajana Anandaraj Ameresekere as a Director who retires by rotation in terms of Articles 88 and 89 of the Articles of Association of the Company.
- 1.3 To re-appoint the retiring Auditors Messrs BDO Partners, Chartered Accountants, as the Company's Auditors and to authorise the Directors to determine their remuneration.
- 1.4 To authorise the Directors to determine donations for the year ending 31st March 2026 and up to the date of the next Annual General Meeting.

## 2 Special Business

- 2.1. To consider and if thought fit, to pass the following resolution as a Special Resolution:

**'IT IS HEREBY RESOLVED THAT** the Articles of Association of the Company be amended:

- 1) by the deletion of the word "two" and the substitution therefore of "five" in line 1 of the Article 80;
- (2) by the substitution of the word "Special" in place of "Ordinary" in line 1 of Article 82;
- (3) by the deletion of Articles 121 under the existing heading, 'Alternate Directors' in its entirety and the substitution therefore of the following new Article 121;

### **"ALTERNATE DIRECTORS**

121. (i) Subject to the Statutes and other laws applicable in respect of the composition of the Board, a Director may, due to exceptional circumstances, by notice in writing under his hand delivered to the Secretary, nominate an individual to be appointed as an Alternate Director of the Company for a maximum period of one (1) year from the date of appointment to attend to the duties of the Director in his absence, and the following provisions of these Articles shall apply to any person so appointed.
- (ii) If an Alternate Director is appointed for a Non-Executive Director, such Alternate Director shall not be an executive of the Company.
- (iii) If an Alternate Director is appointed to represent an Independent Non-Executive Director, such Alternate Director shall meet the criteria for independence specified in the Listing Rules of the Colombo Stock Exchange."

- (4) by the inclusion of the words and figures 'including the signing of resolutions in writing to be passed by circulation under Article 118 hereof.' at the end of Article 123(i);
- (5) by the inclusion of the words "Subject to Article 121, an" at the beginning of the Article 124 in place of the word "An";
- (6) by the deletion of the words "if the Directors resolve" in line 1 of Article 124(iv) and the substitution therefore of "If the Board resolves";
- (7) by the inclusion of following paragraph at the end of Article 157 ;  
"The Company may serve notice by electronic mail to an electronic mail account notified by a shareholder in writing or any other acceptable means, to the Company or to the Central Depository Systems (Pvt) Ltd. Where electronic mail is used, the document or notice shall be deemed to have been received by the shareholder upon the dispatch of same by the Company through electronic mail."
- (8) by the inclusion of following paragraph at the end of Article 160 ;

160. "Any notice required to be or which may be given by advertisement shall unless otherwise required by statute be published in Sinhala, Tamil and English national daily newspapers. The Company may if so permitted by statute, publish any notice required to be given to the shareholders on the official website of the Company and/or on the official website of the Colombo Stock Exchange (if the Company is listed on the Colombo Stock Exchange)."

By order of the Board

H V A FOODS PLC

*Diyaesinghe*

**P W CORPORATE SECRETARIAL (PVT) LTD**

Secretaries

28th August 2025

### Notes:

1. A shareholder is entitled to appoint a Proxy to attend and vote at the meeting on his/her behalf.
2. A Proxy need not be a shareholder of the Company.
3. A Form of Proxy accompanies this Notice.
4. The completed Form of Proxy should be deposited at the Registered Office of the Company, No.118, Braybrooke Place, Colombo 02, Sri Lanka by 9.30 p.m. on 28th September 2025.

# Circular to Shareholders

## **HVA FOODS PLC**

[Company Reg. No. PV 1765 PB/PQ]

No.118, Braybrooke Place

Colombo 02

Tel: 011-4427600, Facsimile: 011-4832802, Web - [www.heladiv.com](http://www.heladiv.com)

## **15TH ANNUAL GENERAL MEETING AND THE ANNUAL REPORT FOR THE YEAR 2024/25**

Dear Shareholder/s

### **ANNUAL GENERAL MEETING OF H V A FOODS PLC**

It is with great pleasure that the Board of Directors of H V A Foods PLC presents the Company's Annual Report for the Financial Year ended 31st March 2025 and convenes the 15th Annual General Meeting (AGM) of the Company to be held on Tuesday, 30th September 2025 at 9.30 a.m at the Sri Lanka Foundation, Lecture Hall No. 03, No. 100, Padanam Mawatha, Independence Square, Colombo 07.

The Annual Report - 2024/25 is made available to the Shareholders, on the Company's Website ([www.heladiv.com](http://www.heladiv.com)) and the Website of the Colombo Stock Exchange (CSE) ([www.cse.lk](http://www.cse.lk)) in accordance with Rule 7.5 of the Listing Rules of the CSE. Additionally, the under-noted documents are also hosted on the Websites of the Company and the CSE:

1. Notice of Annual General Meeting
2. Form of Proxy
3. Form of Request for a printed copy of the Annual Report

You may also scan the QR Code given below to directly access the Annual Report 2024/25.



If you wish to have a printed version of the Annual Report, please mail the duly completed "Form of Request" to the address given below.

### **H V A Foods PLC**

C/o Corporate Solutions Unit

Central Depository Systems (Pvt) Limited

Ground Floor, M & M Centre

341/5, Kotte Road, Rajagiriya

The printed Annual Report will be forwarded within 8 market days of the receipt of your written request.

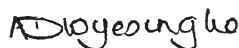
Should you require assistance relating to your request for a printed copy of the Annual Report and/or the mode of forwarding such Report, you may contact Mr.Nishantha Fernando, Head of Finance on telephone: 011-4427600 or email: nishantha@heladiv.com, anytime between 10.00 a.m. and 4.00 p.m. on any working day.

If you are unable to participate at the AGM and wish to appoint a proxy to represent you, please complete and return the Form of Proxy to reach the Registered Office of the Company, No.118, Braybrooke Place, Colombo 02 by 9.30 p.m. on 28th September 2025.

In the event the Company is required to take any action in relation to the Meeting in the best interests of the Meeting attendees and/or in line with any communications, guidelines, directives or orders issued by the Government of Sri Lanka, Notice of such action will be given by way of an announcement to the CSE and publication on the Company Website – [www.heladiv.com](http://www.heladiv.com)

By Order of the Board

H V A FOODS PLC



P W Corporate Secretarial (Pvt) Ltd

Secretaries

August 28, 2025

# Form of Proxy

I/We\* ..... (NIC/Passport/Co. Reg. No. ....) of .....  
being a shareholder / shareholders of H V A FOODS PLC hereby appoint .....  
..... (NIC/Passport No.....) of .....  
.....or failing him/her\*

Mr. S P S Ranatunga	or failing him*
Mr. C G Stork	or failing him*
Mr. S U Dassanayake	or failing him*
Mr. S A Ameresekere	or failing him*
Ms. V S A Fernando	or failing her*
Mr. M P D Cooray	

as my/our\* proxy to represent and speak and vote as indicated hereunder for me/us\* and on my/our\* behalf at the Fifteenth Annual General Meeting of the Company to be held on 30th September 2025 and at every poll which may be taken in consequence of the aforesaid Meeting and at any adjournment thereof.

	For	Against
1 Ordinary Business		
1. To re-elect Mr. Sharvajana Anandaraj Ameresekere as a Director who retires by rotation in terms of Articles 88 and 89 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint the retiring Auditors Messrs BDO Partners, Chartered Accountants, as the Company's Auditors and to authorize the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorize the Directors to determine donations for the year ending 31st March 2026 and up to the date of the next Annual General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>
2 Special Business		
1. To pass the Special Resolution as set out in item 2.1 of the Notice of Meeting	<input type="checkbox"/>	<input type="checkbox"/>

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

.....  
Signature of Shareholder/s

\*Please delete what is inapplicable.

## **INSTRUCTIONS AS TO COMPLETION**

1. The full name, National Identity Card number and the registered address of the shareholder appointing the Proxy and the relevant details of the Proxy should be legibly entered in the Form of Proxy which should be duly signed and dated.
2. The completed Proxy should be deposited at the Registered Office of the Company, No.118, Braybrooke Place, Colombo 02, Sri Lanka by 9.30 p.m. on 28th September 2025.
3. The Proxy shall –
  - (a) In the case of an individual be signed by the shareholder or by his attorney, and if signed by an attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Company.
  - (b) In the case of a company or corporate / statutory body either be under its Common Seal or signed by its Attorney or by an Officer on behalf of the Company or corporate / statutory body in accordance with its Articles of Association or the Constitution or the Statute. (as applicable)
4. Please indicate with a 'X' how the Proxy should vote on each resolution. If no indication is given, the Proxy in his discretion will vote as he thinks fit.
5. In the case of joint holders the Form of Proxy must be signed by the first holder.

# FORM OF REQUEST

**FOR A PRINTED COPY OF THE ANNUAL REPORT OF H V A FOODS PLC  
FOR THE YEAR ENDED 31ST MARCH 2025**

TO: H V A Foods PLC  
C/o Corporate Solutions Unit  
Central Depository Systems (Pvt) Limited  
Ground Floor, M & M Centre  
341/5, Kotte Road  
Rajagiriya

I/We hereby request for a printed copy of the Annual Report of H V A FOODS PLC for the year ended 31st March 2025.

## **DETAILS OF THE SHAREHOLDER(S)**

Full name : .....

National Identity Card /

Passport / Company

Registration No. : .....

Contact Telephone

Number :

Address : .....

.....  
Signature of Shareholder(s)

.....  
Date

**Contact details of Corporate Solutions Unit of Central Depository Systems (Pvt) Limited**

Telephone 011-2356444

Facsimile 011-2440396

Email registrars@cse.lk

**Contact details of H V A Foods PLC**

Telephone 011-4427600

Facsimile 011-4832802

Email nishantha@heladiv.com