



First Capital

## FIRST CAPITAL HOLDINGS PLC CIRCULAR TO THE SHAREHOLDERS

Dear Shareholder,

In view of the currently prevailing social distancing guidelines and in compliance with applicable laws including the Health and Safety guidelines issued by the relevant authorities, the Board of Directors has decided to convene the Annual General Meeting ("AGM") for the year 2021, virtually, using audio or audio and visual means in the manner set forth below;

1. The 29<sup>th</sup> AGM of First Capital Holdings PLC will be convened as a virtual meeting on Thursday, 2<sup>nd</sup> day of September 2021, at No. 15, Walukarama Road, Colombo 03 at 11.00 a.m.
2. The AGM shall be held in compliance with the principles set out in the Guidelines issued by the CSE for the hosting of virtual AGM and the legal advice obtained thereon.
3. Adequate arrangements will be made for shareholders who wish to participate in the AGM via the online meeting platform, with login information being forwarded to them well in advance of the meeting.

The login information is authorized only to use by shareholders or the proxyholders (in the case of individuals) and by authorised representatives (in the case of corporate shareholders). The Company shall not be responsible or liable for misuse and/or unauthorised use of the login information.

4. Shareholders who wish to participate at the AGM are requested to register their details with the Company Secretaries via the below link, before 4.00 pm, on Tuesday, 31<sup>st</sup> August 2021.

**[TIKM.com/FCH-AGM2021](https://TIKM.com/FCH-AGM2021)**

*Note: It is compulsory for the shareholders to register with their first names and last names to receive the link to join the AGM. The same names should be used to log in to participate in the AGM.*

5. Shareholders will be given the opportunity to raise any questions or make comments on the matters listed in the agenda of the Meeting. All individuals participating at the Meeting remotely through the online platform are required to first identify themselves before raising any questions or making comments as aforesaid. The shareholders are encouraged to send their questions in advance or use the chat option to post their questions.
6. Voting on the items on the agenda will be registered by using an online platform or a designated ancillary online application. Guidelines to follow when participating the virtual AGM will be emailed to the shareholders who register for the Meeting.
7. Shareholders are also reminded that they have a right to appoint a member of the Board to act as their proxy if they choose. Those shareholders who wish to appoint a director as his/her/its proxy must forward the duly completed Proxy Form clearly indicating their vote under each matter set out in the Proxy Form to the Company Secretaries, so that their vote may be identified and recorded as if he/she/it were present at the Meeting.
8. Shareholders who are unable to participate at the Meeting via the designated online meeting platform are invited to forward their suggestions, questions and concerns relating to items on the agenda to WhatsApp number +94 773647178 or email address [khl@khlcs.lk](mailto:khl@khlcs.lk), on or before 31<sup>st</sup> August 2021, in writing or by way of a pre-recorded audio/video clip. The questions could also be raised during office hours via the designated telephone number +94 772020139 before the above deadline. This is to enable the Management to compile the queries and forward same to the attention of the Board of Directors to ensure that they are discussed and addressed at the AGM, if relevant.

FIRST CAPITAL HOLDINGS PLC

No. 02, Deal Place, Colombo 03, Sri Lanka.

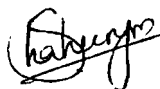
Tel : +94 11 2639898, 257687 Fax : +94 11 2576866, 2639899 E-mail: [info@firstcapital.lk](mailto:info@firstcapital.lk) Web : [www.firstcapital.lk](http://www.firstcapital.lk)

Company Reg. No : PQ 44

9. The shareholders who wish to make any suggestions, proposals or raise questions during the AGM too will be given opportunity to do so. For this purpose, the shareholders could use the 'chat' or 'raise hand' options on Zoom or directly communicate to the Board during the allocated time via Zoom.
10. If any comments, questions raised are not related to the items on the agenda the Board will not take such matters for discussion at the AGM but will be looked at favourably towards the progress of the Company.
11. The Company will proceed to hold the AGM on 2<sup>nd</sup> September 2021 with the shareholders who wish to participate through the online platform irrespective of whether it is declared a public holiday or curfew is imposed on that day since the aforesaid measures will enable full participation at the meeting.
12. The Circular to the shareholders, notice of the meeting and the form of proxy will be made available on the Colombo Stock Exchange website ([www.cse.lk](http://www.cse.lk)) and the Company's official website (<https://www.firstcapital.lk/>). For any queries relating to this circular, please contact our officials via email [khl@khlcs.lk](mailto:khl@khlcs.lk) or WhatsApp +94 773647178 during normal office hours.

The Board wishes to take this opportunity to thank the shareholders of the Company for their unwavering co-operation at all times.

By order of the Board,



**K H L Corporate Services Limited**  
*Secretaries*

11<sup>th</sup> August 2021



First Capital

## FIRST CAPITAL HOLDINGS PLC NOTICE OF MEETING

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of First Capital Holdings PLC will be held, as a virtual meeting emanating from No. 15, Walukarama Road, Colombo 03 on Thursday, 2<sup>nd</sup> September 2021 at 11.00 a.m. to transact the following businesses.

1. To receive the Annual Report and the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2021 together with the Report of the Auditor's thereon.
2. To re-elect Ms. Minette Perera who retires by rotation in terms of Article 93 of the Articles of Association of the Company and offers herself for re-election.
3. To re-appoint Mr. Eardley Perera as a Director of the Company in terms of Section 211 of the Companies Act, No. 7 of 2007, by passing the following resolution;

**"IT IS HEREBY RESOLVED THAT** it be declared that the age limit of 70 years referred to in Section 210 of the Companies Act, No. 7 of 2007 shall not apply in relation to Mr. Eardley Perera, who is 76 years of age and that he be re-appointed as a Director of the Company".

4. To re-appoint Messrs. KPMG, Chartered Accountants as Auditors of the Company for the ensuing year and authorise the Directors to determine their remuneration.
5. To authorise the Directors to determine and make donations.
6. To adopt new Articles of Association.

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

**"IT IS HEREBY RESOLVED** that the existing Memorandum and Articles of Association of the Company be replaced in its entirety with the Articles of Association, a full text of which is given herewith via the link <https://firstcapital.lk/invest-in-sri-lanka/>

By Order of the Board,

**K H L Corporate Services Limited**  
Secretaries

11<sup>th</sup> August 2021

**NOTE:**

1. The Shareholders are requested to register with their first names and last names via the below link before 4.00 pm, on 31<sup>st</sup> August 2021, to receive the link to join the AGM. The same names should be used to log in to participate in the AGM on 2nd September 2021. **TIIKM.com/FCH-AGM2021**
2. A member entitled to attend and vote at the above Meeting is entitled to appoint a Proxy to attend and vote on behalf of him/her.
3. A Proxy need not be a member of the Company.
4. A Form of Proxy is enclosed for this purpose.
5. The completed Form of Proxy must be forwarded by email to [khl@khlcs.lk](mailto:khl@khlcs.lk), fax to +94 112372498, WhatsApp to +94 773647178 or directly deposited at the Office of the Company Secretaries. No registration of proxies will be accommodated after this deadline.
6. Shareholders who are unable to participate at the Meeting through the online meeting platform are encouraged to appoint a director as his/her/its proxy by forwarding the duly completed Proxy Form clearly indicating their vote under each matter set out in the Proxy Form to the Company Secretaries as specified above in order that their vote may be identified and recorded as if he/she/it were present at the Meeting.

# FORM OF PROXY

I / We, ..... of  
 ..... being a Member/s of the First Capital Holdings PLC, hereby appoint  
 Mr/Mrs/Miss ..... (holder of NIC No. ....)  
 of ..... failing him/her,

- 1. Mr. Nishan Fernando                      failing him
- 2. Mr. Prakash Schaffter                    failing him
- 3. Mr. Ramesh Schaffter                    failing him
- 4. Mr. Eardley Perera                        failing him
- 5. Ms. Minette Perera                        failing her
- 6. Mr. Chandana de Silva                    failing him
- 7. Dr. Nishan de Mel                         failing him
- 8. Mr. Dinesh Schaffter                     failing him
- 9. Mr. Dilshan Wirasekara

as my/our Proxy to represent me/us and vote on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the Company to be held as a virtual meeting, at No. 15, Walukarama Road, Colombo 03 on 2<sup>nd</sup> September 2021 at 11.00 a.m. and at any adjournment thereof and at every poll which may be taken in consequence thereof.

Please indicate your preference by placing a 'X' in the box of your choice against each Resolution.

	For	Against
1. Receiving of the Annual Report and the Audited Financial Statements of the Company for the year ended 31 March 2021 together with the Report of the Auditor's thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Ms. Minette Perera who retires by rotation in terms of Article 93 of the Articles of Association of the Company and offers herself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-appointment of Mr. Eardley Perera as a Director in terms of Section 211 of the Companies Act No. 7 of 2007.	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-appointment of Messrs. KPMG, Chartered Accountants as Auditors of the Company for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>
5. Authorising Directors to determine and make donations.	<input type="checkbox"/>	<input type="checkbox"/>
6. Adoption of new Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>

Signed on this ..... day of ..... 2021

Signature/s.....

.....  
 Shareholder's N.I.C./P.P./Co. Reg. No.

## Form of Proxy

### **INSTRUCTIONS FOR THE COMPLETION OF THE FORM OF PROXY**

1. Please perfect the form of Proxy overleaf, after filling in legibly your full name and address, by signing in the space provided and filling the date of signature and your National Identity Card Number.
2. The completed form of Proxy must be forwarded to the Company Secretaries by email [khl@khlcs.lk](mailto:khl@khlcs.lk), fax +94 112372498, WhatsApp to +94 773647178 or directly deposited at the office of Company Secretaries, K H L Corporate Services Limited, No. 15, Walukarama Road, Colombo 03 not less than 48 hours before the time fixed for the Meeting. No registration of proxies will be accommodated after this deadline.
3. If an Attorney has signed the form of Proxy, the relative Power of Attorney should also accompany the completed form of Proxy for registration, if such Power of Attorney has not already been registered with the Company.
4. If the Shareholder is a company or a corporate body, the Proxy should be executed in accordance with its Articles of Association or Constitution. The Company may but shall not be bound to require evidence of the authority of any such attorney or officer.
5. If there is any doubt as to how the vote is to be exercised, by reason of the manner in which the form of Proxy has been completed, no vote will be recorded by the form of Proxy.



First Capital

**FIRST CAPITAL HOLDINGS PLC  
CIRCULAR TO THE SHAREHOLDERS**

Dear Shareholder,

**Submission of the 2020/21 Annual Report to Shareholders**

The Annual Report of First Capital Holdings PLC ('the Company') is available on the corporate website of the Company ([www.firstcapital.lk](http://www.firstcapital.lk)). The Shareholders could access to the Annual Report via the following link;

<https://firstcapital.lk/invest-in-sri-lanka/>

However, if a shareholder requires a printed copy of the Annual Report, he/she may make a written request to the Company for a copy. The Company will within 8 Market Days, send a printed copy of the Annual Report.

We give the following details as required by the listing rules.

Contact person of the Company : Ms. Dilshani Jayasinghe  
Telephone No. : +94 769056393  
Email Address : [finance@firstcapital.lk](mailto:finance@firstcapital.lk)  
Website Address : [www.firstcapital.lk](http://www.firstcapital.lk)

For any queries in this regard, please contact Mr. Malaka Jayawardane via Telephone No. +94 772020139 or via email [malaka@firstcapital.lk](mailto:malaka@firstcapital.lk) on any weekday between 8.30 a.m. and 5.00 p.m.

Yours faithfully,

**FIRST CAPITAL HOLDINGS PLC**

**K H L Corporate Services Limited**

*Secretaries*

11<sup>th</sup> August 2021

**REQUEST LETTER**

From: .....

Address: .....  
.....  
.....

To:  
First Capital Holdings PLC  
No. 2, Deal Place  
Colombo 03.

Dear Sir/Madam,

**FIRST CAPITAL HOLDINGS PLC  
REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT – 2020/21**

I/We hereby request you to please forward to me /us a printed copy of the Annual Report of First Capital Holdings PLC.

Yours faithfully,

.....  
Signature

.....  
Date

Name : .....

NIC No. : .....





First Capital

**FIRST CAPITAL HOLDINGS PLC  
CIRCULAR TO THE SHAREHOLDERS**

Dear Shareholder,

**Adoption of Articles of Association**

If you wish to receive a printed copy of the draft Articles of Association of the Company, please email the duly completed Form of Request to the Company Secretary at [khl@khlcs.lk](mailto:khl@khlcs.lk).

A printed copy will be forwarded within 8 Market Days from the date of receipt of your written request.

The proposed Articles of Association of the Company is also be available on the corporate website:  
<https://firstcapital.lk/invest-in-sri-lanka/>

Yours faithfully,  
**First Capital Holdings Plc**

**K H L Corporate Services Limited**  
*Secretaries*

11<sup>th</sup> August 2021

**REQUEST LETTER**

From: .....

Address: .....  
.....  
.....

To:  
First Capital Holdings PLC  
No. 2, Deal Place  
Colombo 03.

Dear Sir/Madam,

**FIRST CAPITAL HOLDINGS PLC  
REQUEST FOR A PRINTED COPY OF THE DRAFT ARTICLES OF ASSOCIATION**

I/We hereby request you to forward to me /us a printed copy of the proposed draft Articles of Association.

Yours faithfully,

.....  
Signature

.....  
Date

Name : .....

NIC No. : .....