

HAYLEYS FABRIC PLC
Company No. PQ 37
No.400, Deans Road, Colombo 10.

CIRCULAR TO SHAREHOLDERS
30TH ANNUAL GENERAL MEETING OF THE COMPANY

Dear Shareholder/s,

The Board of Directors of Hayleys Fabric PLC has decided to hold the Thirtieth Annual General Meeting (AGM) as a virtual meeting via an online meeting platform in line with the guidelines issued by the Colombo Stock Exchange (CSE) and in the interest of protecting public health.

The Board of Directors, Key Management Personnel, and other officials who are necessary for the holding of the meeting will assemble together at No. 400, Deans Road, Colombo 10, and shareholders and proxy holders are requested to join the meeting only via the online meeting platform.

PARTICIPATION VIA THE ONLINE MEETING PLATFORM

Shareholders and Proxy holders who wish to participate via the online meeting platform must complete the attached **REGISTRATION FORM** (Annexure 2) and e-mail it to fabricagm@secretarial.hayleys.com or handover to Hayleys Group Services (Private) Limited at No. 400, Deans Road, Colombo 10, Sri Lanka on or before 24th June 2022 in order to e-mail the login information. The login information is authorized only for the use by individual Shareholders, Proxy holders and authorized representatives of Institutional Shareholders. In the case of proxies, the login information will only be shared with the proxy holder only if the proxy form has been validly completed and deposited.

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

VOTING

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

APPOINTMENT OF PROXY HOLDERS

Shareholders are encouraged appoint a director as their proxy to represent them at the meeting and may 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 (Private) Limited, No. 400, Deans Road, Colombo 10, Sri Lanka or forwarded by email to fabricagm@secretarial.hayleys.com in order to enable the Company to receive the same on or before 27th June 2022.

COPIES OF THE ANNUAL REPORT 2021/2022

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 – www.hayleysfabric.com
2. Colombo Stock Exchange -
www.cse.lk/pages/company-profile/company-profile.component.html?symbol=MGT.N0000

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 (Annexure 1)
3. Registration Form for the AGM (Annexure 2)
4. Registration Process and Guideline to participate at the AGM via Online Meeting Platform (Annexure 3)
5. Request Form for the printed copy of the Annual Report (Annexure 4)

For any queries please contact Mr. Vajira Perera of Hayleys Group Services (Private) Limited on 011 2627652 during office hours.

By order of the Board,

HAYLEYS FABRIC PLC

HAYLEYS GROUP SERVICES (PRIVATE) LIMITED

Company Secretaries

25th May 2022

NOTICE OF ANNUAL GENERAL MEETING

HAYLEYS FABRIC PLC
Company No. PQ 37

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF HAYLEYS FABRIC PLC will be held on Wednesday, 29th June 2022 at 1.00 p.m. via an online meeting platform for the following purposes:

1. To receive, consider and adopt the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March 2022 with the Report of the Auditors thereon.
2. To declare the final dividend of Rs. 1/- per share as recommended by the Directors.
3. To re-elect as a Director Mr. M.H. Jayasinghe, who retires by rotation at the Annual General Meeting in terms of Article 29(1) of the Articles of Association of the Company.
4. To re-elect as a Director Mr. S.C. Ganegoda, who retires by rotation at the Annual General Meeting in terms of Article 29(1) of the Articles of Association of the Company.
5. To propose the following resolution as an ordinary resolution for the re-appointment of Mr. A.S. Jayatileka, in terms of Section 211 of the Companies Act No. 07 of 2007, who retires having attained the age of seventy one years.

Ordinary Resolution

'That Mr. Ananda Sunil Jayatileka, who has attained the age of seventy one 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 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 one years.

Ordinary Resolution

'That Mr. Abeyakumar Mohan Pandithage, who has attained the age of seventy one 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'.

7. To authorise the Directors to determine donations and contributions to charities for the ensuing year.
8. To re-appoint Messrs Ernst & Young, Chartered Accountants as the Auditors of the Company for the year 2022/23 and to authorise the Directors to determine their remuneration.
9. To consider any other business of which due notice has been given.

By Order of the Board,
HAYLEYS FABRIC PLC
HAYLEYS GROUP SERVICES (PRIVATE) LIMITED
Secretaries

Colombo.

25th May 2022.

NOTES :

1. The Annual Report of the Company for 2021/22 is available on the corporate website www.hayleysfabric.com and on the Colombo Stock Exchange website - www.cse.lk
2. In the interest of protecting public health the Annual General Meeting of the Company will be held as a virtual meeting via an online meeting platform. Details are given in the circular to shareholders.
3. 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 emailed to fabricagm@secretarial.hayleys.com not less than forty-eight (48) hours before the time fixed for the Meeting.
4. In relation to the final dividend, the X'D date will be 30th June 2022.

FORM OF PROXY

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

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

of

being a shareholder/shareholders* of HAYLEYS FABRIC PLC hereby appoint,

1 (Full name of Proxyholder**)

NIC No. of proxyholder (**)

of..... or failing him/them

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 and vote as indicated hereunder for me/us* and on my/our* behalf at the Thirtieth Annual General Meeting of the Company to be held on Wednesday, 29th June 2022 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 Directors and the Statement of Accounts for the year ended 31st March 2022 with the Report of the Auditors thereon.	☐	☐
2. To declare the final dividend of Rs. 1/- per share as recommended by the Directors.	☐	☐
3. To re-elect as a Director Mr. M.H. Jayasinghe, who retires by rotation at the Annual General Meeting in terms of Article 29(1) of the Articles of Association of the Company.	☐	☐
4. To re-elect as a Director Mr. S.C. Ganegoda, who retires by rotation at the Annual General Meeting in terms of Article 29(1) of the Articles of Association of the Company.	☐	☐
5. To propose the Ordinary Resolution as set out in the Notice for the re-appointment of Mr. A.S. Jayatileka, in terms of Section 211 of the Companies Act No. 07 of 2007, who retires having attained the age of seventy one years.	☐	☐
6. 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 one years.	☐	☐
7. To authorise the Directors to determine donations and contributions to charities for the ensuing year.	☐	☐
8. To re-appoint Messrs Ernst & Young, Chartered Accountants as the Auditors of the Company for the year 2022/23 and to authorise the Directors to determine their remuneration.	☐	☐

(***) 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 of2022.

.....
Signature of Shareholder

Witness(**):

Signature Address

Name NIC No.

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.

(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.

Instructions as to Completion

1. To be valid, the completed Form of Proxy must be deposited with the Company Secretaries, Hayleys Group Services (Private) Limited, at No. 400, Deans Road, Colombo 10, Sri Lanka or must be emailed to fabricagm@secretarial.hayleys.com not less than forty-eight (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 or by a duly authorised Director. 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 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**30TH ANNUAL GENERAL MEETING (AGM) OF HAYLEYS FABRIC PLC TO BE HELD
ONLINE ON 29TH JUNE 2022 AT 1.00 P.M.****DETAILS OF SHAREHOLDER**

Full Name of the Principal Shareholder: (Mandatory):

NIC No./Passport No./Company Registration No.: (Mandatory) :

CDS Account No.:

Residential Address:

Contact No/s: (Mandatory)

Email: (Mandatory)

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: (Mandatory)

NIC No./Passport No. of Proxy holder: (Mandatory)

Telephone No/s.: (Mandatory)

Email: (Mandatory)

PARTICIPATION AT THE AGM

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

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 in the manner prescribed by its Articles of Association or by a duly authorized Director. Where the Registration Form is by an Attorney, a copy of the Power of Attorney must be deposited at No. 400, Deans Road, Colombo 10, Sri Lanka or emailed to fabricagm@secretarial.hayleys.com.

GUIDELINES TO REGISTER AND PARTICIPATE AT THE ANNUAL GENERAL MEETING OF HAYLEYS FABRIC PLC VIA ONLINE MEETING PLATFORM

1. Shareholders who wish to participate in the Annual General Meeting of the Company which will be held online on Wednesday, 29th June 2022 at 1.00 p.m. should follow the below registration procedure.
2. The duly completed **REGISTRATION FORM** must be delivered to the Secretaries, Hayleys Group Services (Private) Limited, No. 400, Deans Road, Colombo 10, Sri Lanka or e-mailed to fabricagm@secretarial.hayleys.com on or before 24th June 2022.
3. The Company will verify the identification details given by the shareholder with the Register of Shareholders of the Company, and will accept the Registration Forms only upon being satisfied with the accuracy of the details given therein.
4. Upon acceptance of the Registration Form, the shareholder will be registered and will receive an e-mail confirmation. Registered Shareholders will receive the meeting link and user credentials at least 24 hours before the commencement of the AGM together with a step by step user guide.
5. Where a shareholder appoints a proxy, the duly completed Proxy Form must be attached to the Registration Form and the details given in both forms should tally. If there is any discrepancy the link will not be sent to a proxy holder.
6. Shareholders should download the Microsoft Teams App (the Online Meeting App) to his/her phone or tablet. If the participation is via desktop/laptop computer, the meeting link could also be opened through a web browser.
7. Shareholders encountering any difficulty in connecting to the meeting, could contact the IT Support hotline number 0774195935 or 0772081950 for any assistance required.
8. The Online Meeting Platform will be active Fifteen (15) minutes before the start of the AGM. Please join the meeting at least ten (10) minutes before the start of the AGM.
9. Step by step Process to enter the virtual meeting:
 - Click on the meeting link sent by the Company
 - Enter the Username and Password (credentials sent by the Company via e-mail)
 - Shareholder will be directed to the live streaming of the AGM.
10. Once the virtual AGM has commenced, Shareholders may use the "Q&A Form" in the chat box to direct any questions/concerns to the Board of Directors as and when called upon to do so.
11. For each item in the Agenda a separate link to the MS Forms will be sent for voting purposes. When each resolution is taken up for voting by the Chairman. Shareholders must open the link to the MS Forms to mark their preference. Thereafter use the relevant option and click the "submit" icon enabling the Company to receive the responses.
12. When declaring the position of a resolution, the Chairman shall take into account that the voting of shareholders are similar to a show of hands, one vote per shareholder.
13. 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.
14. 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. Kindly note that after the AGM has commenced the online support will not be available.

HAYLEYS FABRIC PLC
Company No. PQ 37
FORM OF REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT 2021/2022

Date

Hayleys Group Services (Private) Limited,
 Secretaries for Hayleys Fabric PLC,
 No.400, Deans Road,
 Colombo 10.
 (email: fabricagm@secretarial.hayleys.com)

ANNUAL REPORT OF HAYLEYS FABRIC PLC - 2021/2022

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

.....
 Signature

- Corporate Shareholders - Form should be signed by duly authorised person.
- 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.	