

**HELA APPAREL HOLDINGS PLC**  
**(Reg. No. PQ00205151)**  
**35, Balapokuna Road, Colombo 6**

**NOTICE OF MEETING**

**RIGHTS ISSUE OF SHARES**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Shareholders of Hela Apparel Holdings PLC (the “Company”) will be held at 3.00 p.m. on Monday, the Twenty Sixth (26<sup>th</sup>) day of August 2024 as an online audio-visual meeting, centered from the Registered Office of the Company at No.35, Balapokuna Road, Colombo 6 for the purpose of considering and if thought fit passing the following resolution as an ordinary resolution:

**“IT IS HEREBY RESOLVED THAT**

- (a) the Company do issue up to Three Hundred and Nineteen Million, Three Hundred and Sixty Five Thousand, Two Hundred and Twenty Seven (319,365,227) ordinary voting shares ranking pari passu in all respects with the existing ordinary voting shares of the Company, by way of a rights issue of shares to the holders of the ordinary voting shares of the Company (the “Rights Issue”) based on a ratio of eight (8) new ordinary voting share for every thirty three (33) ordinary voting shares held by such shareholders as at end of trading on 28<sup>th</sup> August 2024 (i.e. the Record Date, which is the 2<sup>nd</sup> market day from and excluding the date of the EGM), at a consideration of Sri Lankan Rupees Five (LKR 5.00) per share, to raise an amount of up to Sri Lankan Rupees One Billion, Five Hundred and Ninety Six Million, Eight Hundred and Twenty-Six Thousand, One Hundred and Thirty Five (LKR 1,596,826,135) the proceeds from the Rights issue, net of costs associated with the issue, to be utilized for the purpose of making funds available to the sub-subsidiary of the Company to enable such sub-subsidiary to settle short term debts;
- (b) any fractions of ordinary voting shares arising from the computation of ordinary voting shares that each shareholder will be entitled to under the Rights Issue, based on the above ratio of eight (8) new ordinary voting share for every thirty three (33) ordinary voting shares held (as per the following formula), shall be deemed to be declined by the shareholders and for the purpose of the Rights Issue, such fractions will be aggregated into whole ordinary voting shares (with any fractions arising from such aggregation being disregarded) and the whole Ordinary Voting Shares arising from such aggregation will be allotted to shareholders who have applied for additional shares based on the basis of allocation referred to below:

*Number of shares held by a shareholder as at end of trading on the Record Date \* 8*

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33

- (c) the ordinary voting shares that are not subscribed as at the last date for acceptance, the new ordinary voting shares for which payment has not been duly and validly received by the Company as at the date of final allotment and the whole ordinary

voting shares arising from the aggregation of fractions of shares as aforesaid shall be deemed to be rights not accepted by the shareholders under the Rights Issue and shall be pooled together for allocation to shareholders who have applied for additional shares;

- (d) all ordinary voting shares not accepted by the shareholders as set out in paragraph (c) above shall be allotted and issued to shareholders on a fair and reasonable basis determined by the Board of Directors.

By order of the Board  
**HELA APPAREL HOLDINGS PLC**

**Sgd.**  
(Ms) J Kuhanesan  
Company Secretary

*8<sup>th</sup> August 2024*  
*At Colombo*

**NOTES:**

- 1) A shareholder entitled to attend and vote at the Meeting is entitled to appoint a Proxy who need not be a shareholder, to attend and vote instead of him/her.
- 2) A Form of Proxy accompanies this Notice.
- 3) The completed Form of Proxy should be received by the Company addressed to the Company Secretary, Hela Apparel Holdings PLC, No. 35, Balapokuna Road, Colombo 06 or sent by email to [hela\\_agm@helaclothing.com](mailto:hela_agm@helaclothing.com) not less than 48 hours before the time appointed for the Meeting.

**HELA APPAREL HOLDINGS PLC**  
**(Reg. No. PQ00205151)**  
**35, Balapokuna Road, Colombo 6**

**FORM OF PROXY**

**EXTRAORDINARY GENERAL MEETING**

\*I/We

.....  
 .....of.....  
 ..... being a  
 \*Shareholder / Shareholders of Hela Apparel Holdings PLC, hereby appoint  
 .....  
 .....of.....  
 .....or failing him/her.

Mr. A R Rasiah	or failing him
Dr. A J Alderton	or failing him
Mr. P L D Jinadasa	or failing him
Mr. G P Gunawardana	or failing him
Ms. T Peries	or failing her
Mr. P Schleiffer	or failing him
Mr. S. Doron	or failing him
Mr. S. Khan	or failing him

as \*my/our proxy to vote for me/us on my/our behalf for/against the resolution and/or speak at the Extraordinary General Meeting of the Company to be held on 26<sup>th</sup> August 2024 at 3.00 p.m. and at every poll which may be taken in consequence of the aforesaid meeting and at any adjournment thereof.

	For	Against
To pass the ordinary resolution set out in the Notice of Meeting attached hereto		

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

.....  
 Signature

- 1) \*Please delete the inappropriate words.
- 2) Instructions as to completion are noted on the reverse thereof.

## **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 PROXY SHALL**
  - (a) In the case of an individual be signed by the shareholder or by his/her 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).
3. Please indicate with a 'X' how the Proxy should vote on each resolution. If no indication is given, the Proxy in his/her discretion will vote as he/she thinks fit.
4. To be valid, the completed Form of Proxy should be received by the Company addressed to the Company Secretary, Hela Apparel Holdings PLC, No. 35, Balapokuna Road, Colombo 06 or sent by email to [hela\\_agm@helaclathing.com](mailto:hela_agm@helaclathing.com) not less than 48 hours before the time appointed for the Meeting.

# **GUIDELINE AND REGISTRATION PROCESS FOR THE EXTRAORDINARY GENERAL MEETING (EGM) VIA ONLINE MEETING PLATFORM**

1. Shareholders are required to join the virtual EGM by clicking on the meeting link and user credentials sent by Hela Apparel Holdings PLC via email.
2. The request to register names for online participation via the Online Meeting Platform should be delivered to the Company at No. 35, Balapokuna Road, Colombo 6 or e-mailed to [hela\\_agm@helaclothing.com](mailto:hela_agm@helaclothing.com) along with the required registration information as per the REGISTRATION FORM by 3.00 pm on 26<sup>th</sup> August 2024.
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. Hela Apparel Holdings PLC will verify all registration requests and identification details received against the Shareholders' register and accept the registrations for EGM 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 Hela Apparel Holdings PLC, twenty-four (24) hours prior to the commencement of the EGM.
6. If a Shareholder/Proxy holder intends to join the Virtual EGM via a smart phone, it is necessary for him/her to download the "Zoom Mobile App" onto his/her smart phone. Similarly, if a shareholder/Proxy holder wishes to attend the Virtual EGM via a desktop computer, the link can be opened by downloading the "Zoom Desktop App" to the respective desktop computer (Compatible web browser: Google Chrome).
7. The Shareholders/Proxy holders are requested to use the web link which will be forwarded by the Company and click on "Virtual EGM Registration" in order to log into the meeting.
8. Upon clicking on the link forwarded by the Company, Shareholders/Proxy holders will be redirected to an interface where they will be requested to enter their first name, last name, email address, re-enter email address, and National Identity Card Number. The participants are required to enter the correct details as mentioned in the registration form forwarded to us and any mismatch will be considered as an unsuccessful login.
9. At this point, all participants are requested to click on "REGISTER" which will be prompted on their screens enabling them to receive the login link.
10. Participants are required to click on "Join the Virtual EGM of Hela Apparel Holdings PLC".
11. It is recommended to join the meeting at least ten (10) minutes before the start of the EGM. The Online Meeting Platform will be active thirty (30) minutes before the start of the EGM.
12. Once the credentials are inserted, he/she will be directed to the Virtual EGM Zoom Platform.
13. Shareholders/Proxy holders may use the Q & A tab or the Hand Raise (🙋) icon appearing on the screen respectively, to submit their questions or concerns in typed format or verbally. The system will allow a pop-up message to unmute the microphone and to allow video options.
14. The Company requests virtual participants, to vote on the resolutions under discussion via the Poll feature appearing on the Zoom interface, when prompted, virtual participants can cast their vote as per their discretion directly through the Zoom application.
15. When declaring the position of the resolution, the Chairman will take in to account the voting of the Shareholders/Proxy holders participating virtually.
16. 30 seconds will be allocated for Shareholders/Proxy holders to cast their vote in respect of the resolution.
17. The results will be processed and announced by the Chairman 15 seconds after the end of the time slot allocated for voting.
18. In a situation where Shareholders' voting is required for a poll, the same mechanism will be applicable. This will be moderated by the Chairman of the meeting.
19. It is advised to check the online EGM access at least 3 hours prior and also ensure that your devices have an audible sound system so that you may be a part of the EGM comfortably.

# REGISTRATION FORM

## EXTRAORDINARY GENERAL MEETING (EGM) OF HELA APPAREL HOLDINGS PLC TO BE HELD AS A VIRTUAL MEETING ON 26 AUGUST 2024 AT 3.00PM

### DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder : .....

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

CDS Account No. : .....

Residential Address : .....

.....

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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 a Proxy holder is appointed by the Shareholder, the following details of his/her 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 EGM - Please tick the cage below

I/My Proxy holder am/is willing to participate at the EGM 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 in the manner prescribed by its Articles of Association/Statute and in the case of the Registration Form is signed by an Attorney, the Power of Attorney, must be deposited at No. 35, Balapokuna Road, Colombo 06, or emailed to [hela\\_agm@helaclotthing.com](mailto:hela_agm@helaclotthing.com).