

CIRCULAR TO SHAREHOLDERS

ANNUAL GENERAL MEETING OF THE COMPANY

Dear Shareholder/s

Taking into consideration the recent Health Guideline and precautions issued by the Ministry of Health due to the COVID-19 pandemic, the Board of Directors of Asiri Surgical Hospital PLC has decided to hold the 21st Annual General Meeting (AGM) of the Company as a Virtual Meeting on Monday the 23rd of August, 2021 at 10.00 a.m. , in line with the Guidelines issued by the Colombo Stock Exchange (CSE) for hosting of Virtual AGMs.

METHOD OF HOLDING THE AGM / ELECTRONIC PLATFORM

Only the key officials who are essential for the administration of the formalities of the meeting will be physically present at the venue. All others, including shareholders, will participate via an online meeting hosted on the ZOOM platform. These measures are being adopted to observe “social distancing” requirements to mitigate the dangers of spreading the virus.

ATTENDANCE REGISTRATION PROCEDURE

Those Shareholders and Proxy holders who wish to participate (via the online meeting platform) must notify the Company of such intention by completing the attached Attendance Registration Form, which is made available on the Corporate Website of the Company and the Website of the Colombo Stock Exchange.

The duly completed Attendance Registration Form should be deposited with the Company Secretaries, Softlogic Corporate Services (Pvt) Ltd at No. 14, De Fonseka Place, Colombo 05, marked “Asiri Surgical Hospital PLC – 21st Annual General Meeting” or contact 011 5575123, 011 5575027, 0772347783 or forward to corporateservices@softlogic.lk in order to enable the Company to receive the same by 4.00 pm on Friday the 20th August, 2021.

Please refer to the attached Guidelines and Attendance Registration Process for the Annual General Meeting for further details in this regard.

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 also made available on the Corporate Website of the Company and the Website of the Colombo Stock Exchange.

Those Shareholders who wish to appoint a Proxy should duly complete the Form of Proxy and include the details of such Proxy holder in the Attendance Registration Form as per the instructions given therein and in the attached Guidelines and Attendance Registration Process for the Annual General Meeting.

The duly completed Form of Proxy should be forwarded to the Company through the Company Secretaries, Softlogic Corporate Services (Pvt) Ltd at No. 14, De Fonseka Place, Colombo 05, marked “Asiri Surgical Hospital PLC – 21st Annual General Meeting” or contact 011 5575123, 011 5575027, 0772347783 or forward by email to corporateservices@softlogic.lk in order to enable the Company to receive the same by 4.00 pm on Friday the 20th August, 2021.

LOGIN INFORMATION FOR PARTICIPATION VIA THE 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.

CIRCULAR TO SHAREHOLDERS

QUERIES OF SHAREHOLDERS

Shareholders who are unable to participate at the Virtual AGM via the designated online meeting platform are invited to forward their suggestions, questions and concerns (if any) relating to items on the Notice of Annual General Meeting to the Company Secretaries, Soflogic Corporate Services (Pvt) Ltd at No.14, De Fonseka Place, Colombo 05 [Tel: 011 5575123, 011 5575027, 0772347783] or forwarded by email to corporateservices@soflogic.lk to be received by the Company Secretaries by 4.00p.m on Friday the 20th August, 2021. The Board will ensure that they are discussed and addressed at the AGM, if necessary.

VOTING

Please refer to the attached Guidelines and Attendance Registration Process for the Annual General Meeting for further details in this regard.

ANNUAL REPORT 2020/21

In view of the situation prevailing in the country due to the COVID-19 pandemic, the distribution of the Annual Report 2020/21 in CD format was not feasible, and therefore the Annual Report for 2020/21 of the Company is published and available for download on the Corporate Website of the Company and the Colombo Stock Exchange Website, and the relevant links are given below:

- (i) Corporate Website of Asiri Surgical Hospital PLC -[https://https://www.asirihealth.com/asiri-group/group-overview/financial-information](https://www.asirihealth.com/asiri-group/group-overview/financial-information)
- (ii) Colombo Stock Exchange Website -<https://www.cse.lk/home/company-info/AMSL.N0000/financial>

Any shareholder who makes a request for a printed copy of the Annual Report will be provided with such printed copy within eight (8) market days from the date of receipt of the said request. [A Form of Request that could be used for the said purpose is enclosed], subject to prevailing situation of the Country.

Should you require assistance relating to your request for a printed copy of the Annual Report, you may contact Ms. Rishani Senevirathna of the Company on Tel: 011 452 4400 Ext-1432, email: rishani@asiri.lk anytime between 10.00 a.m. and 5.00 p.m. on any working day.

DOCUMENTS ATTACHED

The following documents are attached to this Circular to Shareholders:

1. Notice of Annual General Meeting
2. Form of Proxy
3. Guidelines and Attendance Registration Process for the Annual General Meeting
4. Attendance Registration Form
5. Request Form for a printed copy of the Annual Report

By order of the Board

ASIRI SURGICAL HOSPITAL PLC

Sgd.

Soflogic Corporate Services (Pvt) Ltd

Company Secretaries

30 June 2021

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the 21st Annual General Meeting of the Company will be held by electronic means on 23rd August, 2021 at 10.00 a.m. centered at No 114, Norris Canal Road, Colombo 10 for the following purposes:

- (1) To receive and consider the Annual Report of the Board of Directors and Financial Statements of the Company and of the Group for the year ended 31st March 2021 together with the Report of the Auditors thereon.
- (2) To ratify the First Interim Dividend of LKR.0.25 per share paid on 12th October, 2020 and Second Interim Dividend of LKR 0.60 per share paid on 16th April, 2021 as the Final Dividend for the year ended 31st March, 2021.
- (3) To re-elect Mr. S A B Rajapaksa who retires by rotation in terms of Article 24 (6) of the Articles of Association, as a Director of the Company.
- (4) To pass the ordinary resolution set out below to re-appoint Mr G L H Premaratne who is 73 years of age, as a Director of the Company.

“IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr G L H Premaratne who is 73 years of age and that he be and is hereby reappointed a Director of the Company in terms of Section 211 of the Companies Act No. 07 of 2007”.

- (5) To re-appoint Messrs Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.
- (6) To authorise the Directors to determine and make donations for the year ending 31st March 2022 and up to the date of the next Annual General Meeting.

By Order of the Board,

ASIRI SURGICAL HOSPITAL PLC

Sgd.

SOFTLOGIC CORPORATE SERVICES (PVT) LTD.

Company Secretaries

Colombo

30 June 2021

Note:

1. A Shareholder who is entitled to participate, speak and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of him/her by electronic means as per the attached guidelines.
2. A proxy need not be a Shareholder of the Company.
3. The Form of Proxy is enclosed for this purpose.
4. Shareholders are advised to follow the Guidelines and Attendance Registration Process for the Annual General Meeting attached hereto.

FORM OF PROXY

I/We of being a member/
 members of ASIRI SURGICAL HOSPITAL PLC, do hereby appoint
 of or failing *him/her

Mr. A K Pathirage of Colombo or failing him
 Dr. S Selliah of Colombo or failing him
 Dr. K M P Karunaratne of Colombo or failing him
 Mr. G L H Premaratne of Colombo or failing him
 Mr. S A B Rajapaksa of Colombo

as *my/our Proxy to represent *me/us and to speak and vote for *me/us on *my/our behalf at the 21st Annual General Meeting of the Company to be held by electronic means on 23rd August, 2021 at 10.00 a.m. and at any adjournment thereof, and at every poll which may be taken in consequence thereof.

	For	Against
(1) To receive and consider the Annual Report of the Board of Directors and Financial Statements of the Company and of the Group for the year ended 31st March 2021 together with the Report of the Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
(2) To ratify the First Interim Dividend of LKR.0.25 per share paid on 12th October, 2020 and Second Interim Dividend of LKR 0.60 per share paid on 16th April, 2021 as the Final Dividend for the year ended 31st March, 2021.	<input type="checkbox"/>	<input type="checkbox"/>
(3) To re-elect Mr. S A B Rajapaksa who retires by rotation in terms of Article 24 (6) of the Articles of Association, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(4) To pass the ordinary resolution set out below to re-appoint Mr G L H Premaratne who is 73 years of age, as a Director of the Company.		
“IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr G L H Premaratne who is 73 years of age and that he be and is hereby re-appointed a Director of the Company in terms of Section 211 of the Companies Act No. 07 of 2007”.	<input type="checkbox"/>	<input type="checkbox"/>
(5) To re-appoint retiring Auditors Messrs Ernst & Young and to authorise the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
(6) To authorise the Directors to determine and make donations for the year ending 31st March 2022 and up to the date of the next Annual General Meeting.		

Signed this day of Two Thousand and Twenty One.

.....
 *Signature/s

Note:

- (1) *Please delete as appropriate
- (2) A proxy need not be a shareholder of the Company.
- (3) Instructions as to completion are noted on the reverse hereof

INSTRUCTIONS FOR 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 forwarded to the Company for deposit at the Registered Office through the Company Secretaries, Sofilogic Corporate Services (Pvt) Ltd, No.14, De Fonseka Place, Colombo 05, marked **“Asiri Surgical Hospital PLC – 21st Annual General Meeting”** or email corporateservices@sofilogic.lk not later than 48 hours before the time appointed for the Meeting.

In forwarding the completed and duly signed Proxy to the Company, please follow the **Guidelines and Attendance Registration Process for the Annual General Meeting** attached to the Notice of Annual General Meeting.

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.

GUIDELINES AND ATTENDANCE REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 23RD AUGUST, 2021

Shareholders / Proxy holders who wish to participate in the Annual General Meeting of Asiri Surgical Hospital PLC to be held via an Online Meeting Platform (Virtual AGM), could do so by using a smart phone or a computer.

If a Shareholder/Proxy holder intends to join the Virtual AGM 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 AGM via a computer, the link can be opened by downloading the “ZOOM Desktop App” to the respective computer (compatible web browser: Google Chrome).

1. Shareholder who wish to participate in the Virtual AGM of Asiri Surgical Hospital PLC, either by themselves or through their Proxies, are requested to forward their details to the Company Secretaries as per the attached ATTENDANCE REGISTRATION FORM.
2. The duly completed and signed ATTENDANCE REGISTRATION FORM should be delivered to the Company, through the Company Secretaries, Sofilogic Corporate Services (Pvt) Ltd, No. 14, De Fonseka Place, Colombo 05, marked “**Asiri Surgical Hospital PLC – 21st Annual General Meeting**” or contact 011 5575123,011 5575027, 0772347783 or e-mail to corporateservices@sofilogic.lk to be received by the Company Secretaries by 4.00 pm on 20th August, 2021. If participation in the meeting is through a Proxy, the duly completed and signed FORM OF PROXY should accompany the ATTENDANCE REGISTRATION FORM.

Note:

If a Proxy is appointed, the information set out in the ATTENDANCE REGISTRATION FORM pertaining to the Proxy holder should tally with the information indicated in the duly completed FORM OF PROXY submitted by the Shareholder.

3. The Company will verify all registration requests and identification details received as aforesaid, against the details of Shareholders set out in the Shareholders’ Register and accept the registrations for the Virtual AGM if it is satisfied with the request and supporting documents (if any).

Shareholders whose registration requests are accepted will receive an email confirmation from the Company acknowledging the acceptance of their request.

4. The Shareholders whose registration requests have been accepted will receive a further email from the Company 24 hours prior to the commencement of the AGM. This email will provide a web link for online registration referred to as “Virtual AGM Attendance Registration”. If the Shareholder has appointed a valid Proxy, this email will be forwarded to the relevant Proxy holder.
5. (i) The Shareholders / Proxy holders are requested to use the web link, which will be forwarded by the Company as referred to in 4 above and click on “Virtual AGM Attendance Registration” in order to complete online registration for the Virtual AGM.
(ii) On clicking the link “Virtual AGM Attendance Registration”, 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. (In entering these details the participants are required to ensure that correct details as included in the ATTENDANCE REGISTRATION FORM referred to in 2 above are entered in the said online Attendance Registration Process, since any mismatch will be considered as an unsuccessful log in)
(iii) After successful completion of entering of the details as referred to in 5 (ii) above, the participants are requested to click on “REGISTER” which will be prompted on their screens enabling them to receive the meeting link.

GUIDELINES AND ATTENDANCE REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 23RD AUGUST, 2021

6. The Shareholders who successfully complete their online registration as set out in 5 above, will receive the log in link for participation in the meeting referred to as “Join the Virtual AGM of Asiri Surgical Hospital PLC” and credentials.
7. In order to join the Virtual AGM, participants are required to click on “Join the Virtual AGM of Asiri Surgical Hospital PLC”. In some instances, the system calls for the credentials and if that is required, please enter the credentials to gain access to the Virtual AGM.
8. On completion of this process, you will be directed to the Virtual AGM Zoom Platform, where you can participate in the Virtual AGM.

It is recommended that the Shareholders / Proxy holders complete the process outlined in 5, 6, 7 and 8 above and join the AGM at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the time appointed for the commencement of the meeting.

9. 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 microphones.
10. Resolutions will pop-up in shareholder screen when it's time for voting. Shareholders can vote by selecting their preference and click on the submit button. (Shareholders must download & save the Zoom app in Mobile or PC for voting)
11. When declaring the voting on a resolution, Chairman will take into account the voting of the Shareholders/ Proxy holders participating virtually.
12. In a situation where a Poll is demanded and Shareholders are required to vote on the Poll, a mechanism similar to that referred to for voting, will be applicable. This will be moderated by the Chairman of the meeting.

It is advised to check the online AGM access at least 3 hours prior to the meeting and also ensure that your devices have an audible sound system so that you could participate in the AGM comfortably.

ATTENDANCE REGISTRATION FORM

21st Annual General Meeting (AGM) of Asiri Surgical Hospital PLC to be held as a Virtual Meeting on 23rd August, 2021 at 10.00 a.m.

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder:

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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 a Proxy holder is appointed by the Shareholder, following details of his/her Proxy 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:

Signature/s

Principal Shareholder

01st Joint holder

02nd Joint holder

Date:

Note: In the case of a Company/Corporation, the Shareholder Attendance Registration Form must be signed in the manner prescribed by its Articles of Association/Statute and in the case of Attendance Registration Forms signed by an Attorney, the Power of Attorney, must be deposited at the office of the Secretaries No. 14, De Fonseka Place, Colombo 05, or emailed to corporateservices@softlogic.lk

FORM OF REQUEST

To: Asiri Surgical Hospital PLC
No. 21, Kirimandala Mawatha
Colombo 05

Dear Sirs,

ASIRI SURGICAL HOSPITAL PLC - REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT – 2020/21

With reference to the Circular to Shareholders dated 30th June 2021 we hereby request you to please forward to me/us a printed copy of the Annual Report of the above Company for the Financial Year 2020/21.

DETAILS OF THE SHAREHOLDER(S)

Full Name :

Address :

Telephone Number :

CDS Account Number :

NIC Number :

.....
Signature of Shareholder(s)

.....
Date

Notes: The Form should be filled legibly, signed and dated. The completed Form should reach the following address: Ms. Rishani Senevirathna, Asiri Surgical Hospital PLC, No. 21, Kirimandala Mawatha, Colombo 05 or Fax: 011 452 7311 or Email: rishani@asiri.lk

- *In the case of Joint holders, the letter may be executed by the Shareholder whose name is indicated first.*
- *In the event that the Shareholder is a Company, the letter may be executed under the Common Seal of the Company or by a duly authorised representative.*