

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

14TH ANNUAL GENERAL MEETING AND THE ANNUAL REPORT FOR THE YEAR 2023/24

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 2024 and convenes the 14th Annual General Meeting (AGM) of the Company to be held on Monday, 30th September 2024 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 - 2023/24 is made available to the Shareholders, on the Company's Website (www.heladiv.com) and the Website of the Colombo Stock Exchange (CSE) (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 2023/24.



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.

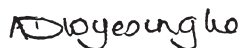
Should you require assistance relating to your request for a printed copy of the Annual Report and/or the mode of forwarding such Report, you may contact Ms. Janaki Rupasinghe, Head of Finance on telephone: 011-4427600 or email: janaki@heladiv.com, anytime between 10.00 a.m. and 4.00 p.m. on any working 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 2024.

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

By Order of the Board

H V A FOODS PLC



P W Corporate Secretarial (Pvt) Ltd

Secretaries

August 30, 2024

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*

| | |
|---------------------|-----------------|
| S.P.S. Ranatunga | or failing him* |
| C.G. Stork | or failing him* |
| S.U. Dassanayake | or failing him* |
| S.A. Ameresekere | or failing him* |
| Ms. V.S.A. Fernando | or failing her* |
| 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 Fourteenth Annual General Meeting of the Company to be held on 30th September 2024 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 as a Director Mr. Mututantrige Parakrama Devaka Cooray who retires by rotation in terms of Article 88(i) of the Articles of Association of the Company. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect Mr. Samantha Pradeep Samarawickrama Ranatunga who retires in terms of Article 95 of the Articles of Association of the Company as a Director. | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Mr. Christopher Graham Stork who retires in terms of Article 95 of the Articles of Association of the Company as a Director. | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-appoint Messrs BDO Partners, Chartered Accountants as the Auditors of the Company and to authorize the Directors to determine their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To authorize the Directors to determine donations for the year ending 31st March 2025 and up to the date of the next Annual General Meeting. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Special Business | | |
| 1. To consider and if thought fit to pass the Ordinary Resolution set out under item 2.2 of the Notice of Meeting | <input type="checkbox"/> | <input type="checkbox"/> |

In witness my/our* hands this day of Two Thousand and Twenty Four.

.....
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 at the Registered Office of the Company, No.118, Braybrooke Place, Colombo 02, Sri Lanka by 9.30 p.m. on 28th September 2024.
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.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fourteenth (14th) Annual General Meeting of the Company will be held on 30th September 2024 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 2024 with the Report of the Auditors thereon.
- 1.2 To re-elect as a Director Mr. Mututantrige Parakrama Devaka Cooray who retires by rotation in terms of Article 88(i) of the Articles of Association of the Company.
- 1.3 To re-elect Mr. Samantha Pradeep Samarawickrama Ranatunga who retires in terms of Article 95 of the Articles of Association of the Company as a Director.
- 1.4 To re-elect Mr. Christopher Graham Stork who retires in terms of Article 95 of the Articles of Association of the Company as a Director.
- 1.5 To re-appoint Messrs BDO Partners, Chartered Accountants as the Auditors of the Company and to authorize the Directors to determine their remuneration.
- 1.6 To authorize the Directors to determine donations for the year ending 31st March 2025 and up to the date of the next Annual General Meeting.

2. Special Business

- 2.1 To discuss the report set out under paragraph FURTHER REPORT ON THE SERIOUS LOSS OF CAPITAL POSITION OF THE COMPANY on the page 55 of the Report of the Directors, prepared in terms of section 220 of the Companies Act No 7 of 2007, and the financial position of the Company; being an update to the Report placed before the shareholders at the Extraordinary General Meeting held on 7th December 2019.
- 2.2 To consider, and if thought fit to pass the following resolution as an ordinary resolution
"the shareholders participating at the meeting, having read and considered the Report of the Directors; prepared in terms of section 220 of the Companies Act No. 07 of 2007; dated 30th August 2024 as set out under paragraph FURTHER REPORT ON THE SERIOUS LOSS OF CAPITAL POSITION OF THE COMPANY of the Directors Report, Prepared in terms of section 220 of the Companies Act No. 07 of 2007, and explanations given by the Board of Directors hereby resolve that the directors of the company be authorized to carry on the business of the company to the best advantage of all shareholders of the Company"

By order of the Board
HVA Foods PLC



P W Corporate Secretarial (Pvt) Ltd
Secretaries

30th August 2024

Notes

1. A shareholder entitled to participate and vote at the meeting is entitled to appoint a proxy to participate and vote in his/her place by completing the Form of Proxy enclosed herewith.
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 Registration Process for the Annual General Meeting attached hereto.

FORM OF REQUEST

**FOR A PRINTED COPY OF THE ANNUAL REPORT OF H V A FOODS PLC
FOR THE YEAR ENDED 31ST MARCH 2024**

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 2024.

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 janaki@heladiv.com