

LANKEM CEYLON PLC

(Company No. PQ 128)

C/o. Corporate Managers & Secretaries (Pvt) Ltd.
8-5/2, Leyden Bastian Road,
York Arcade Building,
Colombo 1.

19th February, 2016.

CIRCULAR TO SHAREHOLDERS

Dear Sir(s)/Madam

ADOPTION OF NEW ARTICLES OF ASSOCIATION IN PLACE OF THE EXISTING ARTICLES OF ASSOCIATION

The Board of Directors recommend that for purposes of enabling the Company to comply with and to take advantage of the various provisions contained in the Companies Act No.7 of 2007, new Articles of Association be adopted in place of the existing Articles of Association.

Copies of the proposed new Articles of Association will be available for perusal at the Registered Office of the Company's Secretaries, Corporate Managers & Secretaries (Private) Ltd., 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, and at the Meeting. These Articles of Association can also be viewed on web site address, www.lankem.lk. Those interested, may obtain a copy of the said Articles of Association on request.

Attached hereto is a Notice convening an Extraordinary General Meeting (EGM) of the Company setting out therein the requisite Resolution to be passed by the shareholders in order to give effect to the aforementioned proposal.

If you are unable to attend the EGM, you are entitled to appoint a proxy to attend and vote on your behalf. If such be the case, please complete and return the attached Form of Proxy, to the Registered Office of the Company's Secretaries, Corporate Managers & Secretaries (Private) Ltd., 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than 48 hours before the time appointed for the holding of the Meeting so that your proxy can represent you thereat and exercise your vote in accordance with your directions.

By Order of the Board
LANKEM CEYLON PLC
CORPORATE MANAGERS AND SECRETARIES (PRIVATE) LIMITED
Secretaries

LANKEM CEYLON PLC

(Company No. PQ 128)

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at the Grand Oriental Hotel, No. 2, York Street, Colombo 1, on Wednesday, 16th March 2016, at 9.30 a.m. for the purpose of considering and if thought fit, passing the following resolution as a SPECIAL RESOLUTION.

Adoption of new Articles of Association (To be passed by way of a Special Resolution)

“**RESOLVED THAT** the Regulations contained in the printed document submitted to this Meeting in triplicate and each of which have been signed by the Chairman for purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the total exclusion of the existing Articles of Association of the Company.”

By Order of the Board
LANKEM CEYLON PLC
CORPORATE MANAGERS AND SECRETARIES (PRIVATE) LIMITED
Secretaries

Colombo
19th February, 2016.

Note:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of him.
2. A Proxy need not be a member of the Company.
3. A Form of Proxy accompanies this Notice.

LANKEM CEYLON PLC

(Company No. PQ 128)

FORM OF PROXY

I/We
of
being a member/members of Lankem Ceylon PLC hereby appoint
.....ofor
failing him

- | | |
|---|----------------------------|
| 1. Alagarajah Rajaratnam | of Colombo or failing him, |
| 2. Sri Dhaman Rajendram Arudpragasam | of Colombo or failing him, |
| 3. Anushman Rajaratnam | of Colombo or failing him, |
| 4. Damitha Laksiri Vitharana | of Colombo or failing him, |
| 5. Ranjit Noel Bopearatchy | of Colombo or failing him, |
| 6. Nelakanni Hettiarachige Bernard Susantha Perera | of Colombo or failing him, |
| 7. Kamalanesan Ponniah David | of Colombo or failing him, |
| 8. Amaralal Rajasri Peiris | of Colombo or failing him, |
| 9. Ruwan Tharka Weerasinghe | of Colombo or failing him, |
| 10. Ariyawansa Hettiarachchy | of Colombo or failing him, |
| 11. Anthony Crossette Selvanayagam Jayaranjan | of Colombo or failing him, |
| 12. Jammagalage Dian Gomes | of Colombo or failing him, |
| 13. Ranjeevan Seevaratnam | of Colombo or failing him, |
| 14. Mahadurage Marius Augustine Rajeeve Perera Goonetilleke | of Colombo |

as my/our Proxy to represent me/us to speak and vote as indicated hereunder for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on 16th March 2016, at 9.30 a.m. and at any adjournment thereof and at every poll which may be taken in consequence thereof.

	For	Against
Adoption of new Articles of Association - Special Resolution set out in the Notice convening the aforesaid Meeting.	<input type="checkbox"/>	<input type="checkbox"/>

As witness my/our hand(s) this day of 2016.

.....
Signature of Shareholder

Note:

1. A Proxy need not be a member of the Company.
2. Instructions as to completion appear on the reverse hereof.

INSTRUCTIONS AS TO COMPLETION OF FORM OF PROXY

1. To be valid, this Form of Proxy must be deposited at the Registered Office of the Company's Secretaries, Corporate Managers & Secretaries (Private) Limited, at 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than 48 hours before the time appointed for the holding of the meeting.
2. In perfecting the Form of Proxy, please ensure that all details are legible.
3. Please indicate clearly how your proxy is to vote on the resolution. If no indication is given the proxy in his discretion may vote as he thinks fit.
4. In the case of corporate members the Form of Proxy must be under seal or under the hand of an authorized Officer or Attorney.
5. 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 the same, or a copy certified by a Notary Public must be lodged with the Company's Secretaries along with the Form of Proxy.