

## PRINTCARE PLC – PQ 75

### Notice of Meeting

Notice is hereby given that an **Extraordinary General Meeting** of the Shareholders of Printcare PLC will be held at the conclusion of the Annual General Meeting scheduled to be held at 10.00 a.m. on 27 September 2024 at the registered office of the Company, Printcare PLC No. 77, Nungamugoda Road, Kelaniya via Zoom (Audio/Video) for the purpose of considering and if thought fit, passing the following Special Resolution;

#### **Amendments to Articles of Association of the Company in terms of revised Corporate Governance Rules laid down under section 09 of the Listing Rules of the Colombo Stock Exchange (CSE)**

**IT IS HEREBY RESOLVED** that the following amendments to the current Articles of Association of the Company recommended by the Board be and hereby are approved for implementation with immediate effect in compliance with the Revised Corporate Governance Rules laid down under Section 9.9 of the Listing Rules of the Colombo Stock Exchange.

#### **1. Revision of Article No. 116 on Page 25 in its entirety to read as follows.**

##### **Alternate Director – Article No. 116**

An Alternate Director shall only be appointed in exceptional circumstances and for a maximum period of one (1) year from the date of appointment, but he shall ipso facto cease to be an Alternate Director in any of the following events that is to say;

- (i) Upon the resumption of his duties as a Director of his appointor;
- (ii) If his appointor ceases for any reason to be a Director: Provided that if any Director retires by rotation but is re-elected at the Meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired.
- (iii) If the Alternate Director shall compound with his creditors or be adjudicated as insolvent;
- (iv) If the Alternate Director become of unsound mind;
- (v) If the appointment of the Alternate Director is revoked by notice in writing left at the office of his appointer;
- (vi) If the Directors resolve that the appointment of the Alternate Director be terminated; provided that such termination shall not take effect until the expiration of thirty days after the date of the resolution of the Directors.

- a) If an Alternate Director is appointed for a Non-Executive Director such Alternate Director should not be an Executive of the Listed Entity.
- b) If an Alternate Director is appointed by an Independent Director, the person so appointed should meet the criteria of Independence.

**2. Revision of Article No. 103 on Page 23 in its entirety to read as follows.**

**Quorum – Article No. 103.**

- a) The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed as any other number, **majority of the Board members must be present to constitute a quorum, of which one member should be independent.** A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

**3. Article 77 on page 17 be substituted with the following Article incorporating change to the maximum number of Directors;**

**Directors – Article No. 77**

- (1) The Board of Directors shall consist of not less than three (3) nor more than **twelve (12)** in number.

**MANAGERS AND SECRETARIES (PRIVATE) LIMITED,**

**Secretaries**

**Colombo**

28 August 2024

Notes:

1. A member entitled to attend and vote at the above meeting is required to complete and submit a pre-registration form in order to ensure participation at the EGM of the Company.
2. Pre-Registration form of the AGM will be considered for the EGM.
3. Only members of Printcare PLC are entitled to take part at the EGM of Printcare PLC.
4. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her behalf. A proxy need not be a member of the Company.
5. A form of proxy is enclosed for this purpose.
6. The Pre-registration Form and Form of proxy must be completed and deposited at the Registered Office of the Company Secretaries, Managers & Secretaries (Private) Limited, No. 8, Tickell Road, Colombo 08, or e-mailed to [samanga@mssl.lk](mailto:samanga@mssl.lk) not less than forty eight hours prior to the time appointed for holding the meeting.