

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty Third Annual General Meeting of the Company will be held at 11.00 a.m. on Wednesday the 10th April 2024 at the Ceylon Chamber of Commerce Auditorium at No.50, Navam Mawatha, Colombo 02 and via audio visual technology (hybrid meeting) for the following purposes:

AGENDA

1. To receive and consider the Annual Report of the Board together with the Financial Statements of the Company for the year ended 31st December 2023 together with the Auditors' Report thereon.
2. To re-appoint KPMG, Chartered Accountants, 32A, Sir Mohamed Macan Markar Mawatha, Colombo 03 as the Auditors of the Company until the next Annual General Meeting at a remuneration to be agreed upon with them by the Board of Directors and to audit the Financial Statements of the Company for the accounting period ending 31st December 2024.
3. To consider and if thought fit to pass the following Special Resolutions to amend the Articles of Association of the Company in line with and to comply with the Listing Rules of the Colombo Stock Exchange that are currently in force.

Special Resolution 1 :

IT IS HEREBY RESOLVED THAT article 15 be deleted in its entirety and be substituted with the following article 15.

15. "METHOD OF HOLDING MEETINGS

A meeting of shareholders (including a meeting where it is intended to propose a resolution as a special resolution) may be held either :

- a) by a number of shareholders who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; and/or
- b) by means of audio or audio and visual communication by which all shareholders participating and constituting a quorum, can simultaneously hear each other throughout the meeting."

Special Resolution 2 :

IT IS HEREBY RESOLVED THAT article 27(1) be deleted in its entirety and substituted with the following Article 27(1):

27(1) "The number of Directors of the Company shall not be less than five (5) and not more than fifteen (15)"

Special Resolution 3 :

IT IS HEREBY RESOLVED that article 27(4) be deleted in its entirety and be substituted with the following new articles numbered 27(4)(a) to 27(4) (d).

27(4)(a) "A Director may, if he is unable to attend to his duties as a Director, by notice in writing under his hand to the registered office of the Company or by notice sent by facsimile transmission or by email, appoint any person to be an alternate director of the Company in exceptional circumstances and for a maximum period of one (01) year from the date of appointment and at any time remove the alternate director so appointed.

27(4) (b) If an alternate director is appointed by and for a non-executive director, such alternate should not be an executive of the Company.

27(4) (c) If an alternate director is appointed by and for an independent director, the person so appointed should meet the criteria of independence specified in the Listing Rules of the Colombo Stock Exchange and the Company shall satisfy the requirements relating to the minimum number of independent directors specified in the Rules. The Nominations and Governance Committee shall review and determine that the person nominated as the alternate would qualify as an independent director before such appointment is made.

27(4) (d) The attendance of any alternate director at any meeting, including a board committee meeting, shall be counted for the purpose of quorum."

Special Resolution 4 :

IT IS HEREBY RESOLVED THAT article 27(5) be amended by inserting the words "Subject to Article 27(4) above" so that the amended article shall be read as follows:

27(5) "Subject to Article 27(4) above, a Director appointed by another Director to be his alternate director shall thereupon be entitled to exercise (in addition to his own right of voting as a Director) such appointer's rights at meetings of the Board. A person may act as an alternate director for more than one Director."

Special Resolution 5 :

IT IS HEREBY RESOLVED that article no 27(8) be deleted in its entirety and that Articles 27 (9), 27(10)(a), 27(10)(b), 27(10)(c) and 27(11) be renumbered as Articles 27(8), 27(9)(a), 27(9)(b), 27(9)(c) and 27(10) respectively.

4. To authorise the Directors to determine contributions to charities for the ensuing year.

By Order of the Board

CORPORATE SERVICES (PRIVATE) LIMITED

Secretaries

BOGALA GRAPHITE LANKA PLC

Colombo on this 07th day of March 2024

Note:

1. Any member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his/her stead and a form of proxy is sent herewith for this purpose. A proxy need not be a member of the Company.

A completed form of proxy must be deposited at the registered office of the Company, Bogala Mines, 71041, Aruggammana not less than 48 hours before the time appointed for the holding of the meeting.

2. Instructions as to attending the meeting online : CSE website on BOGA.N0000.