

GUARDIAN CAPITAL PARTNERS PLC - PQ 49

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

APPOINTMENT OF OVER 70 DIRECTORS TO THE DIRECTORATE

The following Directors who were over 70 years of age were re-appointed as Directors of the Company at the Annual General Meeting (AGM) held on 31st May 2019 for a further period of one year commencing from the conclusion of the said AGM, i.e. till 31st May 2020.

Mr. I. Paulraj - Non-Executive

Mrs. M. A. R. C. Cooray - Non-Executive/ Independent

However, due to the prevailing COVID-19 pandemic situation in the Country, the AGM of the Company could not be held on or before 31st May 2020 and therefore, Mr. I. Paulraj and Mrs. M. A. R. C. Cooray ceased to be Directors of the Company with effect from 31st May 2020.

In terms of Section 211 of the Companies Act, No.07 of 2007, it has become necessary to obtain the approval of the Shareholders to appoint Mr. Israel Paulraj and Mrs. Mirihana Arachchige Rose Chandralatha Cooray who are over 70 years of age to the Board of Guardian Capital Partners PLC, pursuant to Article 68 of the Articles of Association of the Company, with immediate effect for a period of one year.

Hence, the requisite resolution to give effect to the above proposal is set out in the Notice convening the Extraordinary General Meeting of the Company, scheduled for Friday, 17th July 2020, at which the Shareholders will be requested to consider and if thought fit, to pass Ordinary Resolutions for the appointment of Mr. Israel Paulraj and Mrs. Mirihana Arachchige Rose Chandralatha Cooray to the Directorate.

Shareholders who are unable to participate at the Extraordinary General Meeting to be held as a virtual meeting (using audio visual conferencing technology) at the 8th Floor of No.65C, Dharmapala Mawatha, Colombo 7, Sri Lanka on **Friday, 17th July 2020 at 2.00 p.m.**, may appoint a proxy as his/her/its proxy by forwarding the duly completed Form of Proxy not later than 4.45 p.m. on 15th July 2020, clearly indicating their vote under each matter set out in the Form of Proxy as per the instructions set out in the '**Procedure to be followed at the Extraordinary General Meeting of the Company scheduled for 17th July 2020**', attached with this Notice.

Shareholders could also appoint a member of the Board to act as their proxy if they so choose. The Shareholders who wish to appoint a Director as his/her/its proxy must forward the duly completed Form of Proxy clearly indicating their vote under each matter set out in the Form of Proxy and forward same together with the **Registration Form (Annexure 1)**, attached herewith to the Company.

By Order of the Board of

GUARDIAN CAPITAL PARTNERS PLC

Carsons Management Services (Private) Limited
Secretaries

61, Janadhipathi Mawatha,
Colombo 01
Sri Lanka

02nd July 2020

GUARDIAN CAPITAL PARTNERS PLC - PQ 49

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting of Guardian Capital Partners PLC will be held at the 8th Floor of No.65C, Dharmapala Mawatha, Colombo 7, Sri Lanka on **Friday, 17th July 2020 at 2.00 p.m.** by means of audio or audio and visual technology for the purpose of considering and if thought fit, to pass the following Resolutions:

ORDINARY RESOLUTION 1

IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act, No.07 of 2007 shall not be applicable to Mr. Israel Paulraj, who is 83 years of age and that he be appointed a Director of the Company with immediate effect for a period of one year.

ORDINARY RESOLUTION 2

IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act, No.07 of 2007 shall not be applicable to Mrs. Mirihana Arachchige Rose Chandralatha Cooray, who is 71 years of age and that she be appointed a Director of the Company with immediate effect for a period of one year.

By Order of the Board of
GUARDIAN CAPITAL PARTNERS PLC
Carsons Management Services (Private) Limited
Secretaries

No.61, Janadhipathi Mawatha,
Colombo 1.
Sri Lanka

2nd July 2020

NOTES:

1. This Notice and the submission of the Form of Proxy should be read in conjunction with the '**Procedure to be followed at the Extraordinary General Meeting of the Company scheduled for 17th July 2020**', which is enclosed with the Notice convening the EGM.
2. The notice convening the EGM together with the procedure to be followed at the EGM will be posted to the Shareholders. The documents will also be made available on the Colombo Stock Exchange website www.cse.lk and on the Group's website www.carsoncumberbatch.com and you may access same directly through the URL link http://www.carsoncumberbatch.com/investor_information/investor_information_guardian_capital_partners_plc.php
3. A member is entitled to appoint a proxy to attend and vote instead of him/herself. A proxy need not be a member of the Company. A Form of Proxy accompanies this Notice.
4. The completed Form of Proxy must be submitted to the Company not later than 4.45 p.m. on 15th July 2020 or via email to GCPEGM2020@carcumb.com or by fax to +94 11-2337671 or handed over or posted to the Registered Office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.
5. A person representing a Corporation is required to submit a certified copy of the resolution authorizing him/her to act as the representative of the Corporation. A representative need not be a member.
6. The transfer books of the Company will remain open.

FORM OF PROXY

- Note : (a) *Please delete the inappropriate words.
- (b) A shareholder entitled to attend and vote at a General Meeting of the Company, is entitled to appoint a proxy to attend and vote instead of him/her and the proxy need not be a shareholder of the Company. A proxy so appointed shall have the right to vote on a show of hands or on a poll and to speak at the General Meeting of the shareholders.
- (c) A shareholder is not entitled to appoint more than one proxy to attend on the same occasion.
- (d) Instructions are noted on the reverse hereof.

FORM OF PROXY

INSTRUCTIONS AS TO COMPLETION

1. Kindly perfect the form of proxy after filling in legibly your full name and address, by signing in the space provided. Please fill in the date of signature.
2. If you wish to appoint a person other than the Directors as your proxy, please insert the relevant details in the space provided overleaf.
3. In terms of Article 54 of the Articles of Association of the Company:
 - (1) Any shareholder entitled to attend and vote at a meeting shall be entitled to appoint another person (whether a shareholder or not) as his proxy to attend and vote instead of him. A proxy so appointed shall have the same right as the shareholder to vote on a show of hands or on a poll and to speak at the meeting.
 - (2) An instrument appointing a proxy shall be in writing and:
 - (i) in the case of an individual shall be signed by the appointor or by his attorney;
and
 - (ii) in the case of a corporation shall be either under the common seal or signed by its attorney or by an authorized officer on behalf of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer.

4. In terms of Article 50 of the Articles of Association of the Company:

Where there are joint registered holders of any share any one (01) of such persons may vote and be reckoned in a quorum at any meeting either personally or by Proxy as if he were solely entitled thereto and if more than one (01) of such joint holders be so present at any meeting one (01) of such persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share stands shall for the purpose of this Article be deemed joint holders thereof.

5. To be valid the completed Form of Proxy should be submitted to the Company not later than 4.45 p.m. on 15th July 2020 or via email to GCPEGM2020@carcumb.com or by fax to +94 11-2337671 or handed over or posted to the Registered Office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.
6. Shareholders who are unable to participate at the meeting through the online meeting platform (i.e. Zoom platform) may appoint a proxy as his/her/its proxy by forwarding the duly completed Form of Proxy not later than 4.45 p.m. on 15th July 2020, clearly indicating their vote under each matter set out in the Form of Proxy as per the instructions set out in the **'Procedure to be followed at the Extraordinary General Meeting of the Company scheduled for 17th July 2020'**, attached with this Notice.
7. Shareholders could also appoint a member of the Board to act as their proxy if they so choose. The shareholders who wish to appoint a director as his/her/its proxy must forward the duly completed Form of Proxy clearly indicating their vote under each matter set out in the Form of Proxy and forward same together with **Registration Form (Annexure 1)**, attached herewith to the Company.

Please fill in the following details

Name of Shareholder :

CDS Account No. :

Name of Proxy holder :

NIC No. of the Proxy holder :