

UDAPUSSELLAWA PLANTATIONS PLC

Registration Number: PQ 63

Registered Office: No: 95A, P.O Box 2, Nambapana, Ingiriya.

CIRCULAR TO SHAREHOLDERS

Dear Shareholder,

29th ANNUAL GENERAL MEETING OF UDAPUSSELLAWA PLANTATIONS PLC

We wish to inform you that the Board of Directors has decided to hold the Annual General Meeting (AGM) for the year 2021 using an on-line platform.

Accordingly, the 29th AGM of the Company is scheduled to be held on 27th June 2022 at 11.00 a.m. as an on-line meeting through audio-visual means conducted from LOLC Holdings PLC, No.100/1, Sri Jayawardenapura Mawatha, Rajagiriya in the manner prescribed below:

A. GENERAL INFORMATION:

1. The AGM will be held in accordance with the guidelines issued by the CSE for hosting of a virtual AGM.
2. The Board of Directors and key officials who are essential for the administration of the formalities of the meeting will be present in person at the venue of the meeting and all shareholders will participate through audio and audio-visual means.
3. Only registered shareholders and registered proxy holders will be permitted to log in and participate in the AGM on-line.
4. The Annual Report of the Company for the year ended 2021 will be available for perusal on:

(1) Corporate Website -

https://www.brownsinvestments.com/uploads/Annual_Report_2021_22_Udupussellawa_Plantations_PLC

(2) The Colombo Stock Exchange -

<https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=UDPL.N0000>

Members may also access the Annual Report and Financial Statements on their electronic devices by scanning the following QR code:



Pursuant to CSE Circular No. 04/2022 dated 27th May 2022, the Company will not be dispatching printed copies of the Annual Report to the shareholders, on request.

B. SHAREHOLDER PARTICIPATION:

1. The shareholders are encouraged to appoint a member of the Board of Directors as his/her proxy to represent them at the AGM.
2. The shareholders may also appoint any other person other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting through audio- or audio-visual means only.

3. The shareholders who wish to participate at the AGM will be able to join the meeting through audio- or audio-visual means. To facilitate this process the shareholders are required to furnish their details by perfecting Annexure II to the Circular to the Shareholders and forward same to hplupl@brownsplantations.com (with the email subject titled "UPL AGM 2021" not less than 48 hours before the date of the meeting so that the meeting login information could be forwarded to the email addresses so provided.
4. Shareholders are entitled to appoint a proxy holder or a representative (in the case of corporates) to participate (on-line) on his/her/its behalf. A proxy holder need not be a shareholder of the Company. A Form of Proxy is enclosed with the Notice of Meeting for this purpose and the completed Form of Proxy must be addressed to 'Udapussellawa Plantations PLC' and posted to No.95A, P.O Box 02, Nambapana, Ingiriya or scanned and emailed to the email address, hplupl@brownsplantations.com (with the email subject titled "UPL AGM PROXY") or sent by facsimile to + 94 344297500 not later than 48 hours before the time appointed for the holding of the AGM.
5. Duly completed proxies which are submitted by shareholders up to 11.00 a.m. on 25th June 2022 will be considered valid.
6. Shareholders may send in their questions/comments on the matters listed in the Notice of AGM by email to: hplupl@brownsplantations.com or by facsimile to + 94: 344297500 or by post to Udapussellawa Plantations PLC, No. 95A, P.O Box 02, Nambapana, Ingiriya not less than 05 days before the date of the meeting. This is in order to enable the Company Secretaries to compile the queries and forward same for the attention of the Board of Directors so that they could be addressed at the meeting.
7. At the AGM, the Chairman of the meeting will deal with those questions/comments which are relevant to the agenda items in the Notice of AGM.
8. Shareholders could vote their preference on the agenda items/resolutions and relevant procedures will be explained at the meeting.

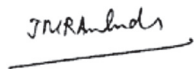
For any further queries in this regard please contact the following.

Names	Ms. Dilhara Karunaratne Mr. Kosala Kumara
Telephone Nos.	034 4945624/034 4945651
Fax No.	034 2268009
Email Address	DilharaK@brownsplantations.com KosalaKum@brownsplantations.com

The Board wishes to thank the shareholders of the Company for their unwavering cooperation.

Yours faithfully,

UDAPUSSELLAWA PLANTATIONS PLC



S S P Corporate Services (Private) Limited
Secretaries
30.05.2022

To: Udapussellawa Plantations PLC
No 95A, P.O. Box 02, Nambapana, Ingiriya.

REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE PARTICIPATION

Details of Shareholder		
1. Full Name/s of Shareholder/s		
2. Address		
3. National Identity Card No / Passport No/ Company Registration No		
4. CDS Account No		
5. Contact No (mandatory)	Land line (residence/work):	Mobile:
6. Email address	 <i>(it is mandatory for the shareholder to provide an email address in order to forward the login information for the on-line meeting link)</i>	
In the event a Proxy Holder is appointed by the Shareholder		
7. Name of the Proxy holder		
8. Proxy holder's NIC/PP No		
9. Proxy holder's contact No (mandatory)	Land line (residence/work):	Mobile:
10. Proxy holder's email	 <i>(it is mandatory for the proxy holder to provide an email address in order to forward the login information for the on-line meeting link)</i>	

Important – Only registered shareholders and registered proxy holders will be permitted to log in and participate at the AGM on-line. Duly filled Form should be scanned and emailed to : hplupl@brownsplantations.com or Sent by facsimile to + 94 344297500 not less than 48 hours before the meeting.

I/My Proxy holder am/is willing to participate at the AGM online: ☐

Signatures & date: _

Principal Shareholder

1st Joint Holder

2nd Joint Holder

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the 29th Annual General Meeting of Udupussellawa Plantations PLC will be held on 27th June 2022 at 11.00 a.m. as a virtual meeting and the business to be brought before the meeting will be:

AGENDA

Ordinary Business

1. To consider and receive the Annual Report of the Board of Directors on the Affairs of the Company and the Statements of Audited Accounts for the year ended 31st December 2021 with the Report of the Auditors thereon.
2. To re-elect Mr. Mr. A. S. Perera who, in terms of Article 94 of the Articles of Association of the Company, retires at the Annual General Meeting as a Director.
3. To re-elect Dr. P. S. H. Uluwaduge who, in terms of Article 94 of the Articles of Association of the Company, retires at the Annual General Meeting as a Director.
4. To re-elect Mr. D. S. K. Amarasekara who, in terms of Article 94 of the Articles of Association of the Company, retires at the Annual General Meeting as a Director.
5. To re-elect Ms. V. G. S. S. Kotakadeniya who, in terms of Article 94 of the Articles of Association of the Company, retires at the Annual General Meeting as a Director.
6. To re-elect Mr. T. Dharmarajah who, in terms of Article 94 of the Articles of Association of the Company, retires at the Annual General Meeting as a Director.
7. To re-elect Mr. U. H. E. Silva, who, in terms of Article 94 of the Articles of Association of the Company, retires at the Annual General Meeting as a Director.
8. To consider and if thought fit to pass the following ordinary resolution pertaining to the appointment of Mr. G. D. V. Perera as a Director who is over 70 years of age, in compliance with Section 211 of the Companies Act No.07 of 2007 and whose appointment is recommended by the Board of Directors:

Ordinary Resolution

"That the age limit of 70 years referred to in Section 210 of the Companies Act No.07 of 2007 shall not apply to Mr Ganegodage Dhamitha Vaamaka Perera, Director who is 70. years of age (having reached 70 years of age on 13th December 2021) and accordingly that Mr. Ganegodage Dhamitha Vaamaka Perera be and is hereby appointed a Director of the Company in terms of Section 211 of the Companies Act No.07 of 2007"

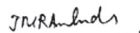
9. To authorise the Directors to determine contribu-

Special Business

- tions to charities up to a limit of Rs. 100,000/- for the financial year ending 31st December 2022.
10. To re-appoint Messrs KPMG as Auditors and authorise the Directors to determine their remuneration.
11. Amendment to the Articles of Association
To consider and if thought fit to pass the following resolution
As a Special Resolution
"That the existing Article No.54 be amended to read as Article No. 54 (1) and the following Article be included as Article No. 54 (2)
54 (2) A meeting of the shareholders may be held either –
(1) by a number of shareholders who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
(2) by means of audio, or audio and visual communication by which a number of shareholders participating and constituting a quorum as per Article 54(1) can simultaneously hear each other throughout the meeting or by any means of virtual meeting whereby shareholders regardless of their location could connect or linkup online through video, audio or text, or
(3) by means of a written resolution signed by the shareholders in accordance with Article 53."

By order of the Board of Directors

S S P Corporate Services (Private) Limited



Secretaries

30 May, 2022

Note:

A shareholder is entitled to appoint a proxy to attend and vote instead of himself/herself and a Proxy need not be a shareholder of the Company. A Form of Proxy is enclosed for this purpose. The instrument appointing a proxy must be deposited at the Registered Office of the Company, No. 95A, Nambapana, Ingiriya.

FORM OF PROXY

I/We..... (NIC No.....)
of
being a member/members of Udapussellawa Plantations PLC hereby appoint

(i)..... (NIC No.....)
of..... or failing
him/her,

(ii) Dr. PRADEEP SAMANTHA HEWA ULUWADUGE, Chairman of Udapussellawa Plantations PLC, or failing him any one of the Directors of the Company as *my/our proxy to vote as indicated hereunder for *me/us and on *my/our behalf at the 29th Annual General Meeting of the Company to be held on 27th June 2022 at 11.00 a.m. as a virtual meeting and at every poll which may be taken in consequence of the aforesaid meeting and at any adjournment thereof.

FOR AGAINST

Ordinary Business

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|--|-----------------------|-----------------------|
| 1. To consider and adopt the Annual Report of the Board of Directors on the Affairs of the Company and the Statements of Audited Accounts for the year ended 31st December 2021 with the report of the Auditors thereon. | ☐ | ☐ |
| 2. To re-elect Mr. A. S. Perera who, in terms of Article 94 of the Articles of Association of the Company, retires at the Annual General Meeting as a Director. | ☐ | ☐ |
| 3. To re-elect Dr. P. S. H. Uluwaduge who, in terms of Article 94 of the Articles of Association of the Company, retires at the Annual General Meeting as a Director. | ☐ | ☐ |
| 4. To re-elect Mr. D. S. K. Amarasekara who, in terms of Article 94 of the Articles of Association of the Company, retires at the Annual General Meeting as a Director. | ☐ | ☐ |
| 5. To re-elect Ms. V. G. S. S. Kotakadeniya who, in terms of Article 94 of the Articles of Association of the Company, retires at the Annual General Meeting as a Director. | ☐ | ☐ |
| 6. To re-elect Mr. T. Dharmarajah who, in terms of Article 94 of the Articles of Association of the Company, retires at the Annual General Meeting as a Director. | ☐ | ☐ |
| 7. To re-elect Mr. U. H. E. Silva who, in terms of Article 94 of the Articles of Association of the Company, retires at the Annual General Meeting as a Director. | ☐ | ☐ |
| 8. To appoint Mr. G. D. V. Perera, who is over 70 years of age as a Director of the Company, by passing the ordinary resolution set out in the Notice of Meeting. | ☐ | ☐ |
| 9. To authorise the Directors to determine contributions to charities up to a limit of Rs.100,000/- for the financial year ending 31st December 2022. | ☐ | ☐ |
| 10. To re-appoint Messrs KPMG as Auditors and authorise the Directors to determine their remuneration. | ☐ | ☐ |

Special Business

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| 11. To pass the Special Resolution set out in the Notice of Meeting. | ☐ | ☐ |
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Signed this day of Two Thousand and Twenty Two.

.....
NIC Number/Reg No

.....
Signatures

Note:

- (a) *Please delete the inappropriate words.
(b) Instructions are noted on the reverse hereof.

INSTRUCTIONS AS TO COMPLETION

1. In terms of Article 69 of the Articles of Association of the Company;

An instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the appointor or by his attorney; or in the case of a corporation shall be either under the common seal or signed by its attorney or by an officer authorised to do so on behalf of the corporation. The Company may, but shall not, be bound to require evidence of the authority of any such attorney or officer. A proxy need not be a Member of the Company.

2. In terms of Article 71 of the Articles of Association of the Company;

The instrument appointing a proxy shall be lodged and the Power of Attorney (if any) under which it is signed, or a notorially certified copy of such power shall, if required, be deposited for inspection at the Office, in each case not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting, or in the case of a poll before the time appointed for the taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

3. In terms of Article 75 of the Articles of Association of the Company;

Any corporation which is a Member of the Company may, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member of the Company.

4. In terms of Article 64 of the Articles of Association of the Company;

In the case of joint-holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint-holders, and for this purpose seniority shall be determined by the order in which the name stands in the Register of Members in respect of the joint-holding.

5. Kindly indicate with an X in the space provided how your proxy is to vote on each resolution. If no indication is given, the proxy in his discretion will vote as he/she thinks fit. Every alteration or addition to the Form of Proxy must be duly authenticated by the full signature of the shareholder signing the Form of Proxy. Such signature should as far as possible be placed in proximity to the alteration or addition intended to be authenticated.

6. To be valid, this Form of Proxy must be deposited at the Registered Office of the Company, No. 95A, Nambapana, Ingiriya, by 11.00 a.m., on 25th June 2022, or scanned and emailed to hplupl@brownspanlations.com with the email subject titled "UPL AGM PROXY being forty-eight (48) hours before the holding of the Meeting.