

CEYLON GUARDIAN INVESTMENT TRUST PLC – PQ 52

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

1) RE-APPOINTMENT OF DIRECTORS WHO ARE OVER 70 YEARS OF AGE

Mr. C. W. Knight and Mrs. M. A. R. C. Cooray who are over 70 years of age were re-appointed as Directors at the Annual General Meeting of the Company held on 26th July 2019, for a period of one year from 26th July 2019 to 26th July 2020, in order to comply with the requirements of the Companies Act No. 07 of 2007.

Your Board of Directors recommend that Mr. C. W. Knight and Mrs. M. A. R. C. Cooray be re-appointed as Directors of the Company at the Extraordinary General Meeting to be held on 24th July 2020 for a further period of one year commencing from 24th July 2020 or until the forthcoming Annual General Meeting, whichever comes first.

2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

With the objective of enhancing methods of convening of General Meetings and facilitate better shareholder participation at General Meetings, the Board of Directors proposes to amend the Articles of Association of the Company to include provisions **relating to virtual general meetings**.

In accordance with Section 92(1) of the Companies Act No.07 of 2007, it is necessary that a Special Resolution be passed by the Shareholders of the Company to effect this change.

The requisite Resolutions to give effect to the above is set out in the attached Notice convening the Extraordinary General Meeting of the Company at which the shareholders will be requested to consider and if thought fit to pass the necessary Resolutions to give effect to the foregoing proposals of the Board of Directors.

An Extraordinary General Meeting of the shareholders has been convened for Friday, the 24th day of July 2020 at 11.00 a.m. *at the 8th Floor, No.65C, Dharmapala Mawatha, Colombo 7*, by participants assembling physically and through audio or audio and visual means as morefully explained in the attached document titled ***“Procedure to be followed at the Extraordinary General Meeting of the company scheduled for 24th July 2020.”***

Yours faithfully,
By Order of the Board of
CEYLON GUARDIAN INVESTMENT TRUST PLC
Carsons Management Services (Private) Limited
Secretaries

61, Janadhipathi Mawatha,
Colombo 1.
Sri Lanka
On this 2nd July 2020

CEYLON GUARDIAN INVESTMENT TRUST PLC – PQ 52

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting of Ceylon Guardian Investment Trust PLC will be held on Friday, the 24th day of July 2020 at 11.00 a.m., at the 8th Floor, No.65C, Dharmapala Mawatha, Colombo 7, Sri Lanka by participants assembling physically and through audio or audio and visual means for the purpose of considering and if thought fit, to pass the following Resolutions:

**1) ORDINARY RESOLUTION I
RE-APPOINTMENT OF MR. C. W. KNIGHT, WHO IS OVER SEVENTY YEARS OF AGE**

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. C. W. Knight, who is 77 years of age and that he be re-appointed as a Director of the Company until the forthcoming Annual General Meeting of the Company, or for a further period of one year commencing from 24th July 2020, whichever comes first.

**2) ORDINARY RESOLUTION II
RE-APPOINTMENT OF MRS. M. A. R. C. COORAY, WHO IS OVER SEVENTY YEARS OF AGE**

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. M. A. R. C. Cooray, who is 71 years of age and that she be re-appointed as a Director of the Company until the forthcoming Annual General Meeting of the Company, or for a further period of one year commencing from 24th July 2020, whichever comes first.

**3) SPECIAL RESOLUTION
AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY**

IT IS HEREBY RESOLVED to amend the Articles of Association of the Company in the following manner;

1. Including the following Article numbered Article 56(A) immediately after Article 56;

“56(A) a general meeting may be held either:

(a) by a number of shareholders who constitute a quorum, being assembled together at the place, and time appointed for the meeting; or

(b) by means of audio, or audio visual communication method or platform specified by the Board by which all shareholders participating and constituting a quorum, can simultaneously hear each other throughout the meeting.

And by the insertion of the following words as its side note;

“Methods of holding meetings”

Cont...2/-

2. Including the following Article numbered Article 60(A) immediately after Article 60;

“60(A) In the case of a meeting of shareholders held under Article 56(A) (b), unless a poll is demanded, voting at the meeting shall be by shareholders signifying their assent or dissent via a method or platform specified by the Chairman. A poll shall be conducted via a method or platform specified by the Chairman.”

By Order of the Board of
CEYLON GUARDIAN INVESTMENT TRUST PLC
Carsons Management Services (Private) Limited
Secretaries

No.61, Janadhipathi Mawatha,
Colombo 1.
Sri Lanka
On this 2nd day of July 2020

NOTES:

1. **THIS NOTICE SHOULD BE READ IN CONJUNCTION with the attached document titled “Procedure to be followed at the Extraordinary General Meeting of the Company” which is enclosed with this Notice convening the EGM**
2. A member is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A Form of Proxy accompanies this notice.
3. The completed Form of Proxy should be submitted to the Company not later than 4.45 p.m. on 22nd July 2020 via email to CGITegm2020@carcumb.com or by fax to +94 11 2337671 or by post to or handed over to the Registered Office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1, Sri Lanka.
4. A person representing a Corporation is required to carry a certified copy of the resolution authorising him/her to act as the representative of the Corporation. A representative need not be a member.
5. The transfer books of the Company will remain open.
6. Security Check
We shall be obliged if the shareholders/proxies attending the Annual General Meeting, produce their National Identity Card to the security personnel stationed at the entrance lobby.

CEYLON GUARDIAN INVESTMENT TRUST PLC - PQ 52

FORM OF PROXY

*I/ We.....

of.....

being *a Member/Members of Ceylon Guardian Investment Trust PLC hereby appoint

.....

of.....

bearing NIC No./ Passport No..... or failing him/her

Mirihana Arachchige Rose Chandralatha Cooray	or failing her,
Don Chandima Rajakaruna Gunawardena	or failing him,
Vernon Manilal Fernando	or failing him,
Krishna Selvanathan	or failing him,
Christopher William Knight	or failing him,
Timothy Chee Ming Chia	

as *my/our proxy to attend and vote at the Extraordinary General Meeting of the Company to be held on Friday, the 24th day of July 2020 at 11.00 a.m. at the 8th Floor, No. 65C, Dharmapala Mawatha, Colombo 7, Sri Lanka and at any adjournment thereof and at every poll which may be taken in consequence thereof.

	For	Against
1. ORDINARY RESOLUTION I Re-appointment of Mr. C. W. Knight, who is over years of age	☐	☐
2. ORDINARY RESOLUTION II Re-appointment of Mrs. M. A. R. C. Cooray, who is over years of age	☐	☐
3. SPECIAL RESOLUTION Amendments to Articles of Association of the Company	☐	☐

Signed this..... day of Two Thousand and Twenty.

.....
Signature /s

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

- i. Kindly perfect the form of proxy by filling in legibly your full name and address and sign in the space provided. Please fill in the date of signature.
- ii. If you wish to appoint a person other than the Directors as your proxy, please insert the relevant details in the space provided overleaf.
- iii. In terms of Article 71 of the Articles of Association of the Company, the instrument appointing a proxy shall be in writing and;
 - (a) in the case of an individual shall be signed by the appointor or by his attorney; and
 - (b) in the case of a corporation shall be either under its common seal or signed by its attorney or by an officer 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.

- iv. In terms of Article 66 of the Articles of Association of the Company:

In the case of joint-holders of a share, the senior who tenders a vote, whether in person or by proxy or by attorney or by representative, 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 names stand in the Register of Members in respect of the joint holding.

To be valid the completed Form of Proxy should be submitted to the Company not later than 4.45 p.m. on 22nd July 2020 or via email to CGITegm2020@carcumb.com or by fax to +94 11 2337671 or by post to or handed over to the Registered Office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1, Sri Lanka.

Please fill in the following details

Name :

Address :
.....

Jointly with :

Share folio no. :