

Colombo Investment Trust PLC
(Company No. PQ 85)

C/o. Corporate Managers & Secretaries (Private) Ltd.
8-5/2, Leyden Bastian Road,
York Arcade Building, Colombo 1.

22nd July 2021.

CIRCULAR TO SHAREHOLDERS

Dear Sir(s)/Madam

ADOPTION OF NEW ARTICLES OF ASSOCIATION IN PLACE OF THE EXISTING ARTICLES OF ASSOCIATION

The Board of Directors recommend that for purposes of enabling the Company to comply with and to take advantage of the various provisions contained in the Companies Act No.7 of 2007 as well as the audio, video and digital systems being adopted at present in relation to the conduct of meetings and connected changes including method of voting, circulation of accounts, minutes and serving of notices etc., it is proposed that a new set of Articles of Association be adopted in place of the existing Articles of Association.

Attached hereto is a Notice convening a Hybrid Extraordinary General Meeting (EGM) of the Company setting out therein the requisite Resolution to be passed by the shareholders in order to give effect to the aforementioned proposal.

Copies of the proposed new Articles of Association will be available for perusal at the Registered Office of the Company at 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, and at the Meeting. These Articles of Association can also be viewed on the CSE website:-

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

In the event you require assistance in downloading or accessing the website, kindly contact the following official any time between 9.00 a.m. and 4.00 p.m. on any working day.

Name	Contact No.	E-mail address
Mr. Jehan Ratnakumar	0112344485-9	jehan@cmsl.lk

If you wish to receive a printed copy of the Articles of Association, please send your written request by returning the duly completed Form of Request which is attached hereto to reach us at the aforesaid Registered Address of the Company, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, or forward same via email to citagmegm2021@cmsl.lk

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The printed copy will be forwarded within five (5) market days from the receipt of the written request provided that there is no curfew /lockdown situation in force at the time and on condition that there will be no restrictions by the postal authorities in Sri Lanka in connection with providing general postal services.

This Circular together with the Notice of Meeting, Form of Proxy, Form of Request for the Articles of Association and the Registration Form for Meeting Participation will be dispatched via post to the Shareholders provided bulk posting is not suspended and such being accepted by the Central Mail Exchange at the time.

Upto a total of Eight (8) shareholders will be accommodated at the physical location of the EGM in the Boardroom at 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1. The number of shareholders at the physical location has been limited as aforesaid to maintain "social distancing" requirements in keeping with the Health and Safety guidelines in place due to the COVID 19 Pandemic. The Board of Directors, Managers and Secretaries will assemble at the physical location.

Subject to the above limitations, Shareholders who wish to participate at the meeting either physically or virtually are kindly requested to complete and return the Registration Form attached to this Circular to reach the Registered Office of the Company, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, or via e-mail to citagmegm2021@cmsl.lk at least 3 days before the date of the Meeting.

The selection of the shareholders eligible to participate physically will be made on a "first come first serve basis" and those eligible to participate physically on the said basis will be duly notified thereof via e-mail.

Upon receipt of the duly completed Registration Form the Company's Secretaries will email confirmation for meeting participation/ Virtual Meeting Attendance login information (as applicable) to the eligible Shareholders or their duly nominated Proxies to enable them to be present/to join the meeting.

If a Shareholder/Proxy holder intends joining the Virtual EGM via a smart phone, it is necessary for him/her to download the "**Zoom Mobile App**" onto his/her smart phone.

Similarly if the Shareholder/Proxy holder wishes to join the meeting via a desktop computer, the link could be opened by downloading the "**Zoom Desktop App**" to the respective desktop computer (compatible web browser: **Google Chrome**)

If the shareholders are unable to participate at the Meeting and wish to raise any queries, such queries may also be sent in writing to the Company via e-mail to citagmegm2021@cmsl.lk or by post to the Registered Office of the Company mentioned above not less than 3 days before the date of the Meeting. This is in order to enable the Company Secretaries to compile and forward same for the attention of the Board of Directors so that same could be addressed at the meeting.

If you are unable to attend the Hybrid EGM, you are entitled to appoint a Proxy to attend and vote on your behalf. If such be the case, please complete and return the attached Form of Proxy, to the Registered Office of the Company 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than 48 hours before the time appointed for the holding of the Meeting so that your proxy can represent you thereat and exercise your vote in accordance with your directions.

By Order of the Board

COLOMBO INVESTMENT TRUST PLC

CORPORATE MANAGERS & SECRETARIES (PRIVATE) LIMITED

Secretaries

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Hybrid Extraordinary General Meeting of the Company will be held and conducted from the Registered Office of the Company, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, on Thursday, 19th August 2021 at 10.00 a.m. for the purpose of considering and if thought fit, passing the following resolution as a SPECIAL RESOLUTION.

Adoption of new Articles of Association
(To be passed by way of a Special Resolution)

"RESOLVED THAT the Regulations contained in the printed document submitted to this Meeting in triplicate and each of which have been signed by the Chairman for purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the total exclusion of the existing Articles of Association of the Company."

By Order of the Board

COLOMBO INVESTMENT TRUST PLC
CORPORATE MANAGERS AND SECRETARIES (PRIVATE) LIMITED
Secretaries

Colombo
22nd July, 2021.

Note:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of him.
2. A Proxy need not be a member of the Company.
3. A Form of Proxy accompanies this Notice.
4. A minimum of 8 (Eight) shareholders will be accommodated at the venue due to the Current Pandemic Situation.
5. In the event the Company is required to take any further action in relation to the Meeting due to the COVID 19 Pandemic and/or any communication, guidelines, directives or orders issued by the Government of Sri Lanka, Notice of such shall be given by way of an announcement to the Colombo Stock Exchange.

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REGISTRATION FORM FOR PARTICIPATION AT THE EXTRAORDINARY GENERAL MEETING

EXTRAORDINARY GENERAL MEETING (EGM) OF COLOMBO INVESTMENT TRUST PLC TO BE HELD AND CONDUCTED AS A HYBRID MEETING ON 19TH AUGUST 2021 AT 10.00 a.m.

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder :

NIC No./Passport No./Company No. :

CDS Account No. :

Residential Address :

Telephone No/s :

Email :

Full Name of 01st Joint Holder :

NIC No/ Passport No. :

Full Name of 02nd Joint holder :

NIC No/ Passport No. :

In the event a Proxy holder is appointed by the Shareholder following details of him/her will also be required.

DETAILS OF PROXY HOLDER : (only if a proxy is appointed)

Full name of Proxy holder :

NIC No./Passport No. of Proxy holder: Telephone No/s.....

Email :

Signature/s :
Principal Shareholder 01st Joint holder 02nd Joint holder

Date :

Note : In the case of a Company/Corporation, the Shareholder Registration Form must be signed under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association and in the case of the Registration Form being signed by an Attorney, the Power of Attorney, must be deposited at the Registered Office of the Company at 8-5/2, Leyden Bastian Road, Colombo 01, Sri Lanka or emailed to citagmegm2021@cmsl.lk

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Form of Proxy

I/We.....

of

being a member/members of COLOMBO INVESTMENT TRUST PLC hereby appoint

..... of..... or failing him

- | | |
|--------------------------------------|----------------------------|
| 1. Alagarajah Rajaratnam | of Colombo or failing him, |
| 2. Sri Dhaman Rajendram Arudpragasam | of Colombo or failing him, |
| 3. Sriskandamoorthy Shanmugalingam | of Colombo or failing him, |
| 4. Ajit Mahendra de Silva Jayaratne | of Colombo or failing him, |
| 5. Sanjeev Rajaratnam | of Colombo or failing him, |
| 6. Jayanta Mootatamby Swaminathan | of Colombo |

as my/our Proxy to represent me/us to speak and vote as indicated hereunder for me/us and on my/our behalf at Hybrid Extraordinary General Meeting of the Company to be held on 19th August 2021 and at any adjournment thereof and at every poll which may be taken in consequence thereof.

Adoption of new Articles of Association - Special
Resolution set out in the Notice convening the
aforesaid Meeting.

For

Against

☐☐

As witness, my / our * hands this.....day of 2021.

.....
Signature of Shareholder

Notes :

1. A Proxy need not be a member of the Company.
2. Instructions as to completion appear on the reverse hereof.

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INSTRUCTIONS AS TO COMPLETION OF FORM OF PROXY

1. To be valid, this Form of Proxy must be deposited at the Registered Office of the Company at 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than 48 hours before the time appointed for the holding of the meeting.
2. In perfecting the Form of Proxy, please ensure that all details are legible.
3. Please indicate clearly how your proxy is to vote on the resolution. If no indication is given the proxy in his discretion may vote as he thinks fit.
4. In the case of corporate members the Form of Proxy must be under seal or under the hand of an authorized Officer or Attorney in accordance with its Articles of Association
5. Where the Form of Proxy is signed under a Power of Attorney (POA) which has not been registered with the Company, the original POA together with a photocopy of the same, or a copy certified by a Notary Public must be lodged with the Company's Secretaries along with the Form of Proxy.

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FORM OF REQUEST

To : COLOMBO INVESTMENT TRUST PLC
8-5/2 Leyden Bastian Road
York Arcade Building
Colombo 1.

**REQUEST FOR A PRINTED COPY OF THE PROPOSED ARTICLES OF ASSOCIATION
COLOMBO INVESTMENT TRUST PLC**

With reference to your Circular dated 22nd July 2021, I/We wish to request for a printed copy of the proposed Articles of Association of COLOMBO INVESTMENT TRUST PLC

My/Our details are as follows -

Full Name of Shareholder :

.....

NIC/Passport/Company No. :

Folio No. indicated in the address label :

Address :

.....

Contact Number :

.....
Signature

.....
Date

Notes :

Please complete the Form of Request by filling in legibly the required information, signing in the space provided and filling in the date of signature.

In the case of Joint Holders the Form of Request may be executed by the Registered Principal Holder.

In the event the Shareholder is a Company, the Form of Request should be signed under its Common Seal or by a duly Authorized Officer of the Company in accordance with its Articles of Association.