

KAHAWATTE PLANTATIONS PLC
(PQ 109)
CIRCULAR TO THE SHAREHOLDERS

Dear Shareholders,

ISSUE OF NINETEEN MILLION FIVE HUNDRED AND SIXTEEN THOUSAND EIGHT HUNDRED AND EIGHTY SIX (19,516,886) ORDINARY VOTING SHARES TO MJF TEAS (PRIVATE) LIMITED BY WAY OF A PRIVATE PLACEMENT

1. Background

Kahawatte Plantations PLC has obtained loans aggregating to Sri Lankan Rupees Three Hundred and Fifty Million (LKR 350,000,000/=) from MJF Teas (Private) Limited (the "Lender") at an interest rate of Average Weighted Deposit Rate plus one percent ("AWDR+1 %") per annum. The Company has also obtained loans aggregating to Sri Lankan Rupees Two Hundred and Seventy-Five Million (LKR 275,000,000/=) from MJF Exports (Private) Limited at an interest rate of AWDR+1% per annum. In addition, the Company has a payable amount of Sri Lankan Rupees Sixty-Six Million Four Hundred and Thirty-Four Thousand Seven Hundred and Thirty-Six (LKR 66,434,736/=) due to Forbes Plantations (Private) Limited as at 30th November 2020 (unpaid management fees and accumulated interest at the rate of AWDR+1% per annum). The said amounts receivable by the said MJF Exports (Private) Limited and Forbes Plantations (Private) Limited have now been assigned by MJF Exports (Private) Limited and Forbes Plantations (Private) Limited to the Lender as per inter-company arrangements of MJF Exports (Private) Limited and Forbes Plantations (Private) Limited with the Lender.

Lender	Date of Loans Obtained	Due Date of Loan Settlement	Current Loan Capital Outstanding (Rs.)
MJF Tea (Private) Limited	03/12/2018	03/03/2019	15,000,000
	26/12/2018	26/03/2019	15,000,000
	08/04/2019	08/07/2019	50,000,000
	06/05/2019	06/08/2019	80,000,000
	09/08/2019	09/11/2019	70,000,000
	23/03/2020	23/06/2020	50,000,000
	08/04/2020	08/07/2020	70,000,000
MJF Exports (Private) Limited	06/04/2018	06/07/2018	50,000,000
	10/04/2018	10/07/2018	100,000,000
	10/08/2018	10/11/2018	50,000,000
	13/09/2018	13/12/2018	50,000,000
	06/03/2019	06/06/2019	25,000,000
Forbes Plantations (Private) Limited	Management Fee Payable for: -Y/E 31 st December 2003	31/03/2004	1,845,443
	-Y/E 31 st December 2004	31/03/2005	22,132,084
Total			648,977,527

The loans were obtained by the Company from the Lender and MJF Exports (Private) Limited for the purpose of financing working capital requirements of the Company and on the basis that all such loans will be repaid within three months. The company managed to finance its operational expenses as a result and avoided defaulting on its payment obligations in respect of such operational expenses. The transactions were all at arm's length and the conditions (including the interest rate) were in line with the market. Current Interest is charged at a rate of AWDR+1% per annum.

The total amount due and payable by the Company to the Lender under the aforementioned loans and overdues (including the amounts assigned by MJF Exports (Private) Limited and Forbes Plantations (Private) Limited) as at date is Sri Lankan Rupees Eight Hundred Million One Hundred and Ninety-Two Thousand Three Hundred and Twenty-Six (LKR 800,192,326/=) (the "Outstanding Loan Amount"). The breakdown of the Outstanding Loan Amount is as follows;

Lender	Loan Capital (Rs.)	Loan Interest (Rs.)	Total (Rs.)
MJF Tea (Private) Limited	350,000,000	43,638,315	393,638,315
MJF Exports (Private) Limited	275,000,000	65,119,275	340,119,275
Forbes Plantations (Private) Limited	23,977,527	42,457,209	66,434,736
Total	648,977,527	151,214,799	800,192,326

Other interest-bearing loans and overdues of the Company are from non-related financial intuitions and other creditors and capitalisation of such loans and overdues is not possible.

The Company has been incurring losses in the last few years continuously, as specified in the table below, due to a number of operational and non-operational challenges such as (i) adverse environmental factors and disruptive weather (prolonged drought periods followed by heavy floods, inconsistent monsoons etc.) impacting crop output, (ii) wage increases in 2019 and the resultant impact on disbursements and gratuity provision, (iii) restrictions on weedicides and fertilizers contributing to loss in yields and output and (iv) exorbitant interest expenditure due to increased borrowings from banks and related parties to finance operational and statutory expenses.

Year Ended 31 December	2020 Rs.'000 (9 Months)	2019 Rs.'000	2018 Rs.'000	2017 Rs.'000	2016 Rs.'000	2015 Rs.'000
Operating Profit / (Loss)	15,652	(175,626)	(39,956)	223,925	(20,427)	(141,574)
Net profit / (Loss)	(163,919)	(509,554)	(248,891)	18,037	(138,454)	(192,287)

The Board of Directors is of the view that a continuation of this trend of incurring losses, especially with the possible increases in the wages of plantation workers as a result of the new Collective Agreement due in 2021 or as mandated by the Government, could result in a serious loss of capital situation for the Company in the near future.

The Company has initiated and implemented a number of measures to overcome the above challenges including, management restructures, tight cost controls at every level of the organization, strict monitoring of the value chain with extensive focus on cost control and value addition, engaging in strategic and selected replanting/refilling activities, capital investments in critical machinery and factory elements with a long term view to sustain operations and increase capacity/output despite facing cash flow challenges, crop diversification to generate additional income sources and harness other indirect benefits/synergies to the Company's core operation, increasing dependency on renewable energy as opposed to traditional sources which will result in long term cost savings and restructure of balance sheet with a view of reducing the credit burden of the Company and the interest burden on the cash flow, thereby directly improving net cash flow and net asset position of the Company.

As a part of its endeavour to overcome the said challenges and with a view to strengthen the balance sheet by reducing the credit burden of the Company and the interest burden on cash flow, the Company now wishes to capitalize the Outstanding Loan Amount by issuing ordinary voting shares to the Lender by way of a private placement of shares, in lieu of repayment of the Outstanding Loan Amount.

2. Issue of Nineteen Million Five Hundred and Sixteen Thousand Eight Hundred and Eighty Six (19,516,886) ordinary voting shares of the Company to the Lender by way of a private placement

Accordingly, subject to the approval of the shareholders of the Company, the Board of Directors of the Company has decided to issue by way of a private placement, Nineteen Million Five Hundred and Sixteen Thousand Eight Hundred and Eighty Six (19,516,886) ordinary voting shares of the Company ("Private Placement Shares") to the Lender at a consideration of Sri Lankan Rupees Forty-One (LKR 41/=) per Private Placement Share.

The Board of Directors has also resolved that the aforesaid consideration of Sri Lankan Rupees Forty-One (LKR 41/=) at which each Private Placement Share shall be issued is fair and reasonable to the Company and all existing shareholders of the Company. In forming their opinion, the Board has taken into consideration the Volume Weighted Average ("VWA") price per ordinary voting share of the Company for the 30 days immediately preceding the date of the board decision which amounted to Sri Lankan Rupees Thirty-Two and Cents Thirty (LKR 32.30) and the last traded price on the date immediately preceding the date of the board decision which amounted to Sri Lankan Rupees Thirty-One and Cents Thirty (LKR 31.30).

Each of the Private Placement Shares will, upon the issue thereof, rank *pari passu* in all respects with the existing ordinary voting shares of the Company with a right to (i) one vote on a poll at a meeting of the Company on any resolution, (ii) an equal share in dividends paid by the Company and (iii) an equal share in the distribution of the surplus assets of the Company on liquidation.

The Private Placement Shares will, upon the issue thereof, amount to Nineteen Decimal Six Three percent (19.63 %) of the issued shares of the Company.

3. Profile of the Lender

The Lender is a company incorporated in Sri Lanka and is a part of the MJF group of companies. The business of the Lender is to carry on the business of tea exports, tea processors, tea blenders, manufacturers of tea bags and pre packed tea and the sale of packed and/or packeted tea. It also operates as an investment / holding company.

The shareholders of the Lender are

Mr. Malik J Fernando - 0.01%
Mr. Dilhan C Fernando - 0.01%
M.J.F. Holdings Limited – 99.98%

The Lender is accordingly a related party of the Company within the meaning of Rule 9 of the Listing Rules of the Colombo Stock Exchange (the "Listing Rules"). Further, MJF Exports (Private) Limited and Forbes Plantations (Private) Limited are also related parties of the Company. The related party transactions are reviewed by the Related Party Review Committee (RPTRC) consisting of Ms. Minette D.A Perera and Mr. Daya Wickramatunga. All members of the RPTRC reviewed the proposed capitalization of the Outstanding Loan Amount and the issue of the Private Placement Shares.

The Company complied with the relevant provisions in the Listing Rules applicable to related party transactions at the time the Company obtained the loans and settling loans and overdues.

4. The benefit of the private placement to the existing shareholders and the Company

The proposed private placement will not result in the infusion of funds into the Company as the issue of Private Placement Shares will be effected through the capitalization of the Outstanding Loan Amount amounting to Sri Lankan Rupees Eight Hundred Million One Hundred and Ninety-Two Thousand Three Hundred and Twenty Six (LKR 800,192,326/=).

Such capitalization will result in the reduction of the credit burden of the Company by Sri Lankan Rupees Eight Hundred Million One Hundred and Ninety-Two Thousand Three Hundred and Twenty Six (LKR 800,192,326/=). As a result, the net asset value of the Company will also increase by Sri Lankan Rupees Eight Hundred Million One Hundred and Ninety-Two Thousand Three Hundred and Twenty Six (LKR 800,192,326/=). These changes may be illustrated as follows:

	Immediately before Private Placement (as at 31st October) (LKR)	Immediately after Private Placement (LKR)
Total liabilities of the Company	4,540,487,326	3,740,295,000
Net asset value of the Company	452,289,765	1,252,482,091

The Company expects that the above mentioned reduction in the credit burden and the increase of the net asset value of the Company to result in the following benefits to the Company and the shareholders of the Company:

1. The balance sheet of the Company will strengthen considerably, and the immediate going concern issues will be addressed.
2. Key performance indicators such as gearing ratios, net asset position etc. will improve.
3. Highlights the investor confidence in the Company's future which can be leveraged to benefit the Company directly and indirectly in number of other fronts.
4. Relatively strong balance sheet will enable the Company to renegotiate and obtain attractive rates from financial institutions.
5. Capital and interest will no longer be payable on capitalized related party debt, which will directly contribute towards improving net cash flow and reduce the interest burden.
6. The Company will be able to avoid serious loss of capital in the foreseeable future.

5. Capital Structure

The current stated capital of the Company is Sri Lankan Rupees Eight Hundred and Ninety-Eight Million Seven Hundred and Sixty Thousand Three Hundred and Fifteen (LKR 898,760,315/=) and the issue of the Private Placement Shares as aforementioned will result in the increase of the stated capital to Sri Lankan Rupees One Billion Six Hundred and Ninety-Eight Thousand Nine Hundred and Fifty-Two Thousand Six Hundred and Forty-One (LKR 1,698,952,641/=).

The total number of issued shares in the Company at present is Seventy-Nine Million Eight Hundred and Eighty-Nine Thousand Eight Hundred and Six (79,889,806) and the total number of issued shares in the Company immediately subsequent to the issue of the Private Placement Shares will be Ninety Nine Million Four Hundred and Six Thousand Six Hundred and Ninety-Two (99,406,692).

The top twenty (20) voting shareholders of the Company as at 30th November 2020 are as follows:

No.	Name of the Shareholder)	No. Shares	Percentage (%)
1.	FORBES PLANTATIONS (PRIVATE) LTD	50,955,581	63.782
2.	DILMAH CEYLON TEA COMPANY PLC	12,571,800	15.736
3.	BANK OF CEYLON A/C CEYBANK UNIT TRUST	6,512,068	8.151
4.	MR T.L.M. NAWASH	2,531,207	3.168
5.	HATTON NATIONAL BANK PLC/CARLINES HOLDINGS (PVT) LTD	1,604,621	2.009
6.	AMANA BANK PLC/ALMAS ORGANISATION (PVT) LTD	1,175,171	1.471
7.	BANK OF CEYLON NO. 1 ACCOUNT	756,484	0.947
8.	SEYLAN BANK PLC/SENTHILVERL HOLDINGS (PVT) LTD	197,900	0.248
9.	MR M.I. BUHARDEEN	197,197	0.247
10.	DFCC BANK PLC/M.M.C.FERNANDO & S.S.C.FERNANDO	67,826	0.085
11.	MR K.C. VIGNARAJAH	67,310	0.084
12.	MIS N. HARNAM & MRS J.K.P. SINGH	60,000	0.075
13.	MRS S.T. FERNANDO	23,617	0.030
14.	PEOPLE'S LEASING & FINANCE PLC/DR.H.S.D.SOYSA & MRS.G.SOYSA	21,878	0.027
15.	MRS D.K. FERNANDO	17,533	0.022
16.	MR D. VIDANAGE	15,330	0.019
17.	MR R.E. RAMBUKWELLE	15,272	0.019
18.	MR H.J.O. SILVA	14,641	0.018
19.	DR P.U.E. FERNANDO & MRS H.K.D. FERNANDO	12,500	0.016
20.	MR A.R. IBRAHIM	11,500	0.014

6. **Public Shareholding**

The percentage of ordinary voting shares held by public shareholders as at date is 20.48% and number of shareholders representing such public holding is 16,358,425.

The public shareholding of the Company subsequent to the issue of the Private Placement Shares will be 16.46% (i.e. assuming that there are no further purchases of shares by persons identified in the public holding definition in the Listing Rules).

The reduction in the public shareholding of the Company to 16.46% consequent to the issue of the Private Placement Shares will result in the Company failing to satisfy the minimum public holding requirement for companies listed on the Main Board of the Colombo Stock Exchange, as stipulated in Rule 7.13 of the Listing Rules.

The Board of Directors is of the view that the most suitable means by which the Company may remain listed on the Colombo Stock Exchange and be in compliance with the minimum public shareholding requirements is by having the shares of the Company transferred from the Main Board of the Colombo Stock Exchange to the Diri Savi Board. The Company has accordingly submitted a request to the Colombo Stock Exchange to transfer all of the shares of the Company from the Main Board to the Diri Savi Board of the Colombo Stock Exchange immediately upon the issue of the Private Placement Shares, in order to facilitate compliance with the minimum public holding requirements stipulated in the Listing Rules. Such transfer shall take place, subject to the company complying with all the Diri Savi Board criteria set out under Rule 2.1.2. (ii) of the Listing Rules.

7. **Market Price of Shares**

The highest, lowest and closing prices of the Company's shares for the preceding three (03) months are given below:

Month	Highest Price (LKR)	Lowest Price (LKR)	Closing Price (LKR)
September	35.80	32.00	34.00
October	35.00	30.00	33.10
November	33.70	30.00	32.00

8. Dividend History

The dividend history of the Company for last three years is as follows:

Dividends Paid (Gross) - LKR	2017	2018	2019
Cash Dividends	NIL	NIL	NIL
Scrip Dividends	NIL	NIL	NIL
Total Dividends	NIL	NIL	NIL
Dividend Payout Ratio % (Dividends/Net Profit after Tax)			
Cash Payout Ratio	N/A	N/A	N/A
Scrip Payout Ratio	N/A	N/A	N/A
Total Payout Ratio	N/A	N/A	N/A
Dividend per share - LKR			
Cash	N/A	N/A	N/A
Scrip	N/A	N/A	N/A
Total	N/A	N/A	N/A

9. Disclosure on COVID 19 – Impact

World Health Organization declared the COVID-19 Virus outbreak as a pandemic in mid-March 2020. As a result, Government has, from time to time, declared Island wide curfew/ isolation of areas and imposed several precautionary measures. Since the Company's estates are mainly based in districts which are not severely affected by the COVID 19 outbreak to-date and due to agricultural operations being classified as an essential service, enabled the company to continue operations whilst adherence to strict health and safety guidelines. Further, the Company has applied for and obtained several relief packages under 'Saubagya Covid – 19 Renaissance Facility initiated by the Central Bank of Sri Lanka with effect from 01st April 2020 and 01st October 2020 in order to ease the short and mid-term cash flow burden.

10. Compliance with the Law

(i) Compliance with the provisions of the Listing Rules

- (a) The Company has taken all necessary steps to comply with all relevant provisions of Section 5 of the Listing Rules in relation to the private placement, including obtaining the approval, in principle from the Colombo Stock Exchange for the issue and listing of the Private Placement Shares.
- (b) In terms of the Listing Rules, the issue of the Private Placement Shares require the approval of the shareholders of the Company by special resolution.
- (c) The capitalization of the Outstanding Loan Amount by the issue of the Private Placement Shares to the Lender, amounts to a related party transaction of the Company within the meaning of Rule 9 of the Listing Rules and as required under the said Rule 9, the Related Party Transactions Committee of the Company has reviewed and concurred with the transaction.

(ii) Compliance with the Companies Act No 7 of 2007 (the "Companies Act")

In terms of section 52 of the Companies Act, the Board of Directors has decided that the consideration for which the Private Placement Shares will be issued will be Sri Lankan Rupees Forty-One (LKR 41/=) per each Private Placement Share and has opined that the aforesaid consideration of Sri Lankan Rupees Forty-One (LKR 41/=) per Private Placement Share is fair and reasonable to the Company and to all existing shareholders of the Company.

(iii) Compliance with Articles of Association

Article 2(3) of the Articles of Association of the Company stipulates that, where the Company issues shares which rank equally with or prior to existing shares, those shares must be offered to the holders of the existing shares in a manner which would, if accepted, maintain the relative voting and distribution rights of those shareholders.

Section 99 of the Companies Act states that a company cannot take any action that would affect the rights attached to shares, unless that action has been approved by a special resolution of each interest group. The rights attached to a share, for purposes of section 99 include the pre-emptive rights of shareholders under section 53 of the Companies Act as replicated in the said Article 2(3) of the Articles of Association of the Company.

Accordingly, the Company is required to obtain the approval of the holders of the ordinary voting shares of the Company by way of a special resolution, to issue the Private Placement Shares to the Lender, without offering such shares to the existing shareholders of the Company.

(iv) Applicability Company Take-overs and Mergers Code 1995

Given that the voting rights percentage of the Lender in the Company pursuant to the issue of the Private Placement Shares will be Nineteen Decimal Six Three percent (19.63 %), the issue of the Private Placement Shares will not trigger any obligation on the Lender to make a mandatory offer under Rule 31 of the Company Take-overs and Mergers Code 1995 promulgated under the Securities and Exchange Commission of Sri Lanka Act No. 36 of 1987 (the "Take-overs and Mergers Code"). The Lender should however comply with the relevant disclosure requirements set forth in Rule 36 of the Take-overs and Mergers Code upon the issue of the Private Placement Shares.

The aforesaid approvals of the shareholders of the Company will be taken up at the extraordinary general meeting of the shareholders of the Company to be held on 31st December 2020 as per the attached notice of meeting.

The Private Placement Shares will, upon the issue thereof, be directly uploaded to the securities account maintained by the Lender with Central Depository Systems (Private) Limited.

By order of the Board
Kahawatte Plantations PLC



Jayanga Wegodapola
Company Secretary
8th December 2020

Kahawatte Plantations PLC

Company No. PQ 109
No.111, Negombo Road,
Peliyagoda.

INSTRUCTIONS TO THE SHAREHOLDERS

Dear Shareholder,

Virtual Extraordinary General Meeting- Issue of Shares by way of a Private Placement

The Board of Directors of Kahawatte Plantations PLC has decided to convene an Extraordinary General Meeting for the purpose of considering and, if thought fit, the passing of resolutions set out in the Notice of Meeting dated 08th December 2020 ("EGM").

In consideration of the prevailing pandemic situation in the country and in the interest of protecting public health and facilitating compliance with the Health and Safety guidelines issued by the Government of Sri Lanka, the Board has decided to convene the EGM as a virtual meeting according to the guidelines issued by the Colombo Stock Exchange on hosting virtual meetings.

Accordingly, the EGM will be convened on 31st day of December 2020, at the Board Room of MJF Group, 111 Negombo Rd, Peliyagoda, at 11.00 a.m. via Zoom virtual platform.

01. Adhering to the social distancing requirement necessitated by the Government, the Board of Directors, employee shareholders and a few other key officials who are required for the administration of formalities at the EGM only will be physically present at the Board Room.
02. All others shareholders are expected to participate via the Zoom platform. Shareholders who wish to participate are required to forward their details for registration by filling out the document attached herewith marked "Form A".
03. Voting on the resolutions set out in the Notice of Meeting will be registered by using an online platform or a designated ancillary online application, upon receiving the duly completed Form A all such procedures to be adopted at the meeting will be explained to the shareholders.
04. Shareholders will have an opportunity to raise questions and/or make comments on the matters set out in the Circular to Shareholders sent herewith. You are encouraged to send your questions in advance or use the chat option to post the question.
05. The Notice of Meeting, Form of Proxy, Circular to shareholders and other documents will also be made available to you on the Company's official website and on the Colombo Stock Exchange ("CSE") website as noted below. For any queries relating to same please contact our officials on +94 11 472 4963 during normal office hours.
Official website : <https://www.kahawatteplantations.lk/2020-12-08.html>
CSE : <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=KAHA.N0000>
06. The Board encourages the shareholders to appoint a Member of the Board to act as their proxy where they wish to appoint a proxy.
07. Shareholders who are unable to participate at the virtual meeting are invited to forward their suggestions, questions and concerns (if any) relating to resolution put forward to the EGM to the registered office of the Company 48 hours before appointed time of the meeting. The Board will ensure that they are discussed and addressed where relevant.
08. Should you face any technical difficulties in joining the virtual meeting, you may call the IT support hotline +94 77 013 2157 (Thilantha) for assistance.

Below mentioned documents are attached herewith

1. Circular to the Shareholders
2. Notice of Meeting
3. Form of Proxy
4. Online EGM Registration Form (Form A)

By Order of the Board

KAHAWATTE PLANTATIONS PLC



Jayanga Wegodapola
Company Secretary

08th December 2020

NOTICE OF MEETING

KAHAWATTE PLANTATIONS PLC

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the holders of ordinary shares of Kahawatte Plantations PLC (the "Company") will be held by audio and visual means on 31st December 2020 at 11.00 am for the purpose of considering and, if thought fit, passing the following resolutions, as special resolutions:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

- (1) The Company do issue Nineteen Million Five Hundred and Sixteen Thousand Eight Hundred and Eighty Six (19,516,886) ordinary voting shares of the Company by way of a private placement (the "Private Placement Shares") to MJF Teas (Private) Limited at a consideration of Sri Lankan Rupees Forty One (LKR 41/=) per Private Placement share, by capitalizing a total sum of Sri Lankan Rupees Eight Hundred Million One Hundred and Ninety Two Thousand Three Hundred and Twenty Six (LKR 800,192,326/=) due and payable by the Company to MJF Teas (Private) Limited;
- (2) The Company do issue the Private Placement Shares to MJF Teas (Private) Limited without offering such shares to the holders of the existing shares in the Company in a manner which would, if accepted, maintain the relative voting and distribution rights of those shareholders.

By order of the Board

KAHAWATTE PLANTATIONS PLC



Jayanga Wegodapola
Company Secretary

08th December 2020

Notes:

- Shareholders who wish to participate in the meeting are required to forward their details for registration by filling out the document attached herewith marked "Form A".
- A shareholder is entitled to appoint a Proxy to participate and vote at the meeting on his/her behalf. The Form of Proxy accompanies this Notice.
- A Proxy need not be a shareholder of the Company.
- The completed Proxy should be delivered to Registered Office of the Company, Kahawatte Plantations PLC, No.111, Negombo Road, Peliyagoda or duly signed, scanned and emailed to kaha.pwcs@gmail.com not later than 48 hours before the time appointed for the meeting.

FORM OF PROXY

I/We* NIC No.
of
being a shareholder/shareholders of KAHAWATTE PLANTATIONS PLC hereby appoint
..... NIC No. of
.....or failing him*

Mr. Merrill Joseph Fernando	or failing him*
Mr. Malik Joseph Fernando	or failing him*
Ms. Minette Delicia Anne Perera	or failing him*
Mr. Daya Prabath Wickramatunga	or failing him*
Mr. Dilhan Chrisantha Fernando	or failing him*
Mr. Himendra Somasiri Ranaweera	or failing him*
Mr. Nimal Maxwell Amerasekera	

As my/our* proxy to represent me/us*, to speak and to vote as indicated hereunder for me/us* and on my/our* behalf at the Extraordinary General Meeting of the Company to be held on 31st December at 11.00 a.m. and at every poll which may be taken in consequence of the aforesaid Meeting and at any adjournment thereof.

	For	Against
1. The Company do issue Nineteen Million Five Hundred and Sixteen Thousand Eight Hundred and Eighty Six (19,516,886) ordinary voting shares of the Company by way of a private placement (the "Private Placement Shares") to MJF Teas (Private) Limited at a consideration of Sri Lankan Rupees Forty One (LKR 41/=) per Private Placement share, by capitalizing a total sum of Sri Lankan Rupees Eight Hundred Million One Hundred and Ninety Two Thousand Three Hundred and Twenty Six (LKR 800,192,326/=) due and payable by the Company to MJF Teas (Private) Limited;	☐	☐
2. The Company do issue the Private Placement Shares to MJF Teas (Private) Limited Limited without offering such shares to the holders of the existing shares in the Company in a manner which would, if accepted, maintain the relative voting and distribution rights of those shareholders.	☐	☐

Signed this day of Two Thousand and Twenty.

.....
Signature of Shareholder/s

*Please delete what is inapplicable.

Note:

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

Instructions for completion

1. The full name, National Identity Card number and the registered address of the shareholder appointing the proxy and the relevant details of the proxy should be legibly entered in the form of Proxy which should be duly signed and dated.
2. The completed Proxy should be delivered to the Registered Office of the Company, Kahawatte Plantations PLC, No.111, Negombo Road, Peliyagoda or duly signed, scanned and emailed to kaha.pwcs@gmail.com at least 48 hours before the time appointed for the meeting.
3. The Proxy shall –
 - a) In the case of an individual be signed by the shareholder or by his attorney, and if signed by an attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Company.
 - b) In the case of a company or corporate / statutory body either be under its common seal or signed by its Attorney or by an officer on behalf of the company or corporate / statutory body in accordance with its Articles of Association or by the Constitution or the statute (as applicable)
4. Please indicate with a 'cross' how the Proxy should vote on each resolution. If no indication is given, the Proxy in his discretion will vote as he thinks fit.

FORM A

REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE MEETING

1. Full Name of the Principal Shareholder:
2. Residential Address:
3. NIC No. / Passport No. / Company Registration No:.....
4. Contact No. (Residence):.....(Mobile):.....
5. Email Address:.....
6. Names of the Joint Holder(s) (If any) (i)
(ii)
7. National Identify Card Number(s) of Joint Holder(s) (i)
(ii)

In the event a proxy holder is appointed by the Shareholder, following details are to be furnished;

8. Full Name:.....
9. Residential Address:
10. NIC No. / Passport No. :
11. Contact No. (Residence): (Mobile):
12. Email Address:

For participation in the EGM - Please tick the box below.

I/ My Proxy holder am/ is willing to participate at the EGM via the online platform

☐

Signature(s)

Principal Shareholder

01st Joint Holder

02nd Joint Holder

Date:

Date:

Date:

Notes:

- Shareholders who wish to attend the meeting through an online platform are requested to provide their email address in the space provided in order to forward the meeting link/ username/ password and other necessary instructions.
- In the case of a company/ corporation, the shareholder details form must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
- In the case of a Power of Attorney, this form signed by the Power of Attorney must be deposited at the Registered Office of the Company for registration.
- Duly completed registration Forms should be delivered to Kahawatte Plantations PLC, No. 111, Negombo Road, Peliyagoda or Email to kaha.pwcs@gmail.com not less than 48 hours before the time appointed for the meeting.