

CIRCULAR TO SHAREHOLDERS

KAPRUKA HOLDINGS PLC PQ 00247881

**20TH ANNUAL GENERAL MEETING (AGM) OF “KAPRUKA HOLDINGS PLC”
TO BE HELD AS A VIRTUAL MEETING ON 26TH SEPTEMBER 2022 AT 9.00 AM**

Dear Shareholder/s,

Taking into consideration the current regulations/ restrictions prevailing in the country and possible challenges due to the COVID-19 pandemic and with regard to transportation, the Board of Directors of Kapruka Holdings PLC has decided to hold the 20th Annual General Meeting (AGM) as a Virtual Meeting on 26th September 2022 at 9.00 am in line with the guidelines issued by the Colombo Stock Exchange (CSE) for hosting of virtual AGMs and on the assumption that no curfew/travel restrictions will be in force on that date and that there would be no restrictions imposed by the authorities on the conduct of meetings.

1. Method of holding the AGM

Only the key officials who are essential for the administration of the formalities of the meeting will be physically present in the Board Room. All other, including shareholders will participate via an online meeting hosted on the Zoom platform.

2. Registration procedure

Those shareholders and proxy holders who wish to participate using audio visual conferencing technology should notify the Company Secretaries, Kreston Corporate Services (Pvt) Ltd, No 74A, 1st & 2nd Floor, Advantage Building, Dharmapala Mawatha, Colombo 07, of such intention by completing the REGISTRATION FORM and emailing it to the following email address khplc.cs@kreston.lk or send it by post to reach the Company Secretaries 48 hours prior to the time fixed for the Meeting i.e 9.00 AM on 24th September 2022.

The Registration Form will also be made available on the Company's official website (<https://www.kapruka.com>) and on the website of the Colombo Stock Exchange (<https://www.cse.lk>).

3. Appointment of proxy holders

Shareholders are encouraged to appoint a Director of the Company as their proxy to vote on their behalf and to include their voting preferences on the resolutions to be taken up at the Meeting, in the Form of Proxy. The shareholders may also appoint any other persons other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting.

The Form of Proxy will also be made available on the corporate website of the Company and the website of the Colombo Stock Exchange and those shareholders who wish to submit their Form of Proxy should duly complete the same as per the instructions given therein. The duly completed Form of Proxy should be deposited with the Company Secretaries, Kreston Corporate Services (Pvt) Ltd, No. 74A, 1st & 2nd Floor, Advantage Building, Dharmapala Mawatha, Colombo 07 or forwarded by email to khplc.cs@kreston.lk to enable them to receive the same not less than forty-eight (48) hours prior to the time appointed for holding the AGM.

4. Participation via an Online Meeting Platform

The login information will be authorized only for use by individual shareholders, proxy holders, and in the case of institutional shareholders, the authorized representatives and the Company will not be responsible or liable for any misuse. Where the proxy holders are concerned, please note that the login information will only be shared with those in whose favor a valid proxy has been submitted by the shareholder.

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company Secretaries, via e-mail to khplc.cs@kreston.lk or by post to the registered address of the Company Secretaries, Kreston Corporate Services (Pvt) Ltd., No.74A, 01st Floor, Advantage Building, Dharmapala Mawatha, Colombo 07 not less than Five (05) days before the date of the meeting. This is in order to enable the Company Secretaries to compile the queries and forward same to the attention of the Board of Directors so that such queries could be addressed at the meeting.

5. Voting

Voting in respect of the items of business on the Agenda will be registered by using an online platform or a designated ancillary online application. All of such procedures will be explained to shareholders prior to the commencement of the meeting.

6. Copies of the Annual Report 2021/22

The Annual Report and the Financial Statements of the Company will be available for perusal on the following websites.

1. Corporate Website of Kapruka Holdings PLC – <https://www.kapruka.com>
2. Colombo Stock Exchange – <https://www.cse.lk>

Should shareholders wish to obtain a printed copy of the Annual Report, they may send a written request to the Registered Office of the Company by filling the Request Form attached herein. A copy of the Annual Report will be forwarded by the Company within eight (8) market days from the date of receipt of the request.

For any queries please contact Sandun Tharaka on telephone no 070-1179160 or email tharaka@kapruka.com during office hours.

7. Documents relating to the AGM

All documents relating to the AGM must be forwarded to the Secretaries by post or by email to the email address khplc.cs@kreston.lk 48 hours prior to the time fixed for the Meeting.

The Notice of Meeting, Form of Proxy, and other related documents will also be made available on the Company's website and on the website of the Colombo Stock Exchange.

The following documents are attached herewith:

1. Notice of Meeting
2. Form of Proxy
3. Request Letter for the printed copy of the Annual Report.

The Company will endeavor to dispatch the aforementioned documents by ordinary post to the shareholders provided the postal services are duly operational.

For any queries please contact Mr. Sandun Tharaka Accountant on 070-1179160 during office hours (8.30am to 5.00 pm)

**BY ORDER OF THE BOARD,
KAPRUKA HOLDINGS PLC**



**KRESTON CORPORATE SERVICES (PVT) LTD
SECRETARIES**

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Twentieth (20th) Annual General Meeting of the shareholders of KAPRUKA HOLDINGS PLC will be held in terms of Article 58(l)(iii) of the Articles of Association, by means of audio and visual communication on 26th September 2022 at 9.00 a.m. centered at the Board Room of, the registered office of the company 237/22A, Vijaya Kumarathunga Mawatha, Colombo 05, for the following purposes:

1. Routine Business

- 1.1 To receive the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March 2022 together with the Report of the Auditors thereon.
- 1.2 To elect as Director, in terms of Article 92 of the Articles of Association, Mrs. Anuradha Malimage Herath, who retires from the Board by rotation in terms of Article 88(l) of the Articles of Association of the Company.
- 1.3 To elect as Director, in terms of Article 92 of the Articles of Association, Mr. Solamutthu Sivakumar Alexander, who retires from the Board by rotation in terms of Article 88(l) of the Articles of Association of the Company.
- 1.4 To propose the following resolution to be approved with or without modification as an ordinary resolution for the re-appointment of Mrs. Ranasinghe Arachchige Thilangani Herath as Director, in terms of Section 211 of the Companies Act No. 07 of 2007, who has reached the age of 71 years as at the date of the Annual General Meeting.

“That Mrs. Ranasinghe Arachchige Thilangani Herath who has reached the age of 71 years as at the date of the Annual General Meeting be and is hereby re-appointed as a Director for a period of One year and it is hereby declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the appointment of the said Director.”
- 1.5 To re-appoint Messrs. Ernst & Young, Chartered Accountants, as the Auditors of the Company for the ensuing year and to authorize the Directors to determine their remuneration.
- 1.6 To approve donations made by the Company during the year under review and to authorize the Directors to determine donations for the year ending 31st March 2023 and up to the next Annual General Meeting of the Company.

2. Special Business

- 2.1 To approve the following resolution with or without modification as an ORDINARY RESOLUTION:

“IT IS HEREBY RESOLVED, the Shareholders having noted the recommendation of the Directors as set out in the ‘Annual Report of the Board of Directors on the state of affairs of the Company’, on the variation of the application of funds in respect of the funds not utilized for the objective as set out in Clause 3.5.1 of the Prospectus dated 14th December

2021, in the application of funds for upgrading existing technologies and infrastructure, and to employ the funds not so utilized to upgrade the infrastructure of the building premises situated at No 147, Kottawa Road, Mirihana, Nugegoda, Sri Lanka."

2.2 To approve the following resolution with or without modification as an ORDINARY RESOLUTION:

"IT IS HEREBY RESOLVED, having noted the recommendation of the Directors as set out in the 'Annual Report of the Board of Directors on the state of affairs of the Company', to not proceed with the objective referred in Clause 3.5.2 of the Prospectus dated 14th December 2021 pertaining to 'the Used-goods Marketplace', and to use the funds allocated therefore to launch a marketplace platform for personal cargo collection and delivery from the Sri Lankan diaspora together with a door-to-door tracking system."

By order of the Board

KAPRUKA HOLDINGS PLC



Director

Kreston Corporate Services (Pvt) Ltd

Secretaries

31.08.2022

Notes:

1. A shareholder entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote on his/her behalf.
2. A proxy so appointed need not be a member of the Company.
3. A Form of Proxy accompanies this Notice.

KAPRUKA HOLDINGS PLC FORM OF PROXY

I/We*

(please indicate full name) holder of NIC/Passport/Company Registration No./s

Of (Address of shareholder/s)

being a shareholder/s* of Kapruka Holdings PLC hereby appoint: Mr/Ms

..... (please indicate full name)

holder of NIC No. of or failing him/her.

Mr. Herath Pathiranalage Dulith Vinodan Herath

or failing him

Mrs. Anuradha Malimage Herath

or failing her

Mrs. Ranasinghe Arachchige Thilangani Herath

or failing her

Mr. Solamutthu Sivakumar Alexander

or failing him

Mr. Subasinghe Mudiyansele Tishan Harendranath Subasinghe

or failing him

Mrs. Dayangani Priyanthi Pieris

or failing her

Mrs. Manohari Prasadini Abeyesekera

as my/*our Proxy to represent me/us* and to vote as indicated below on my/our* behalf at the Annual General Meeting of the Company to be held on 26th September 2022 and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid Meeting. I/We the undersigned hereby authorize my/our proxy to vote on my/our behalf in accordance with the preferences indicated below

	For	Against
1. To approve item no. 1.2 set out in the Notice of the 20th Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve item no. 1.3 set out in the Notice of the 20th Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve item no. 1.4 set out in the Notice of the 20th Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve item no. 1.5 set out in the Notice of the 20th Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve item no. 1.6 set out in the Notice of the 20th Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the Ordinary Resolution set out in item 2.1	<input type="checkbox"/>	<input type="checkbox"/>
7. To approve the Ordinary Resolution set out in item 2.2	<input type="checkbox"/>	<input type="checkbox"/>

As witness my/our handset hereto this day of Two Thousand and Twenty-two.

.....

Signature

Note:

Instructions as to completion are given below. Please delete the words which are not applicable and mark "X" in the appropriate cages to indicate your instructions as to voting.

A proxy need not be a member of the Company.

INSTRUCTIONS AS TO COMPLETION OF FORM OF PROXY

1. A shareholder entitled to participate and vote at the meeting but is unable to do so, can appoint not more than one proxy to participate and vote at the AGM instead of him/her, by completing the Form of Proxy. Shareholders who are unable to participate in the above meeting are encouraged to appoint the Chairman of the Meeting or any other Director of the Company to participate and vote on their behalf
2. 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 the Proxy which should be duly signed and dated.
3. Please indicate with an "X" in the cages provided, how your proxy is to vote on each resolution. If no indication is given, the proxy is at his/her discretion and may vote as he/she thinks fit.
4. To be valid, the completed Form of Proxy should be forwarded to the Company Secretaries, via email to khplc.cs@kreston.lk or via post to Kreston Corporate Services (Pvt) Ltd No. 74A, 1st & 2nd Floor, Advantage Building, Dharmapala Mawatha, Colombo 07 not less than 48 hours before the time appointed for holding the Meeting, i.e. before 9.00 A.M on 24th September 2022.
5. If the shareholder is a company or a body corporate, a Form of Corporate Representation executed under the Common Seal in accordance with the Articles of Association or the Constitution should be submitted.
6. Where the Form of Proxy is signed under a Power of Attorney (POA) which has not been registered with the Company, the original Power of Attorney (POA) together with a photocopy of the same or a copy certified by a Notary Public must be lodged with the Company along with the Form of Proxy or emailed to khplc.cs@kreston.lk.
7. If a shareholder has submitted a Form of Proxy prior to the meeting and subsequently decides to participate in the meeting him/herself, he/she should take immediate steps to revoke the appointment of a proxy.

REQUEST LETTER

To: - Kapruka Holdings PLC
No 237/22A, Vijaya Kumarathunga Mawatha
Colombo 05.

KAPRUKA HOLDINGS PLC

REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT – 2021/22

With reference to the Circular to Shareholders dated 31st August 2022, I/we hereby request you to please forward to me/us, a printed copy of the Annual Report of Kapruka Holdings PLC for the year 2021/22.

Full name of Shareholder :

Shareholder's NIC/Passport,
Company Registration Number :

Shareholder's Address :

Shareholder's folio number :

(Please refer address label) :

Contact Number :

Shareholder's Email Address :

.....
Signature

.....
Date

Notes:

1. Please complete the Request Letter legibly, and sign and date the letter in the space provided.
2. The Letter should be delivered to the above-mentioned address or emailed to tharaka@kapruka.com or faxed to +94-11-2823332 on or before 31st October 2022.
3. In the case of joint holders, the Letter may be executed by the Registered Principal Holder
4. In the event the shareholder is a company, the Letter may be executed under the common seal of the company or by a duly authorized officer of the company.

REGISTRATION FORM

20TH ANNUAL GENERAL MEETING (AGM) OF KAPRUKA HOLDINGS PLC
TO BE HELD AS A VIRTUAL MEETING ON 26TH SEPTEMBER 2022 AT 9.00 AM.

DETAILS OF SHAREHOLDER

Full name of the principal shareholder :

.....

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

CDS Account No. :

Residential address :

Phone :

Email :

Full name of the first joint holder :

.....

NIC No./Passport No. :

Full name of the second joint holder :

.....

NIC No./Passport No. :

In the event, that a proxy holder is appointed by the shareholder, the following details will also be required.

DETAILS OF PROXY HOLDER (ONLY IF A PROXY IS APPOINTED)

Full name of proxy holder :

.....

Phone :

Email :

Participation at the AGM

Please tick the cage below:

I/My proxy holder am/is willing to participate at the AGM

Online

Signature/s

Principal shareholder

1st joint holder

2nd 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 the Registration Form is signed by an Attorney, the Power of Attorney must be deposited at No. 74A, 2nd Floor, Advantage building, Dharmapala Mawatha, Colombo 07 or emailed to khplc.cs@kreston.lk

THE REGISTRATION PROCESS TO PARTICIPATE AT THE 20TH ANNUAL GENERAL MEETING OF KAPRUKA HOLDINGS PLC VIA THE ONLINE MEETING PLATFORM.

1. As mentioned in the Circular to the Shareholders, the 20th Annual General Meeting will be held as a Virtual Meeting on 26th September 2022 at 9.00 a.m. onwards. Shareholders who wish to participate virtually via the Online Meeting Platform should follow the following procedure in order to register themselves for the AGM.
2. The request to register names for online participation via Online Meeting Platform should be delivered to the Company Secretaries, Kreston Corporate Services (Pvt) Ltd, No. 74A, 01st & 2nd Floor, Advantage building, Dharmapala Mawatha, Colombo 07, Sri Lanka or e-mailed to khplc.cs@kreston.lk along with the required registration information as per the REGISTRATION FORM at least forty-eight (48) hours before the AGM i.e. 9.00 AM on 24th September 2022
3. The information received from a shareholder pertaining to his/her proxy holder should tally with the information indicated in the duly completed Form of Proxy submitted by the shareholder in order for the meeting link and user credentials to be shared by the Company with the proxy holder.
4. Kapruka Holdings PLC will verify all the registration requests and identification details received with the Shareholders' Register and accept the registration for AGM if it is satisfied with the request and supporting documents. Once the registration is accepted, shareholders will receive an email confirmation acknowledging the registration.
5. The shareholders whose online participation request has been accepted will receive a separate email containing the meeting link and user credentials from Kapruka Holdings PLC, twenty-four (24) hours prior to the commencement of the AGM.
6. If the Shareholder/Proxy Holder intends to join the AGM via a smartphone, it is necessary for him/her to download the "Zoom Mobile App" onto his/her smartphone. Similarly, if a shareholder/Proxy holder wishes to attend the AGM via a desktop computer, the link can be opened by downloading the "Zoom Desktop App" to the respective desktop computer (Compatible web browser: Google Chrome)
7. If any shareholder who is registered for participation via the Online Meeting Platform encounters any difficulty in connecting to the Meeting they could contact the hotline number 0701179160 for any assistance required.
8. The Shareholders/Proxy holders are requested to use the web link which will be forwarded by the Company and click on "AGM Registration" in order to login to the meeting.
9. Upon clicking on the link forwarded by the Company, Shareholders/Proxy Holders will be redirected to an interface where they will be requested to enter their first name, last name, email address, re-enter email address, and National Identity Card Number (The participants are required to enter the correct details as mentioned in the registration form forwarded to us, where any mismatch will be considered as an unsuccessful login).
10. At this point, all participants are required to click on "Join the Virtual AGM of Kapruka Holdings PLC".
11. It is recommended to join the Meeting at least fifteen (15) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the start of AGM.
12. Once the credentials are inserted, he/she will be directed to the Virtual AGM Zoom Platform.
13. Shareholders/Proxy Holders may use the Q & A tab or the Hand Raise () icon appearing on the screen respectively, to submit their questions or concerns in typed format or verbally. The system will allow a popup message to unmute the microphones and to allow video options.
14. When declaring the position of a resolution, Chairman will take into account the voting of the Shareholders/Proxy Holders participating virtually.
15. 60 seconds will be allocated for Shareholders/Proxy holders to cast their vote in respect of each resolution.
16. The results will be processed and announced by the Chairman 30 seconds after the end of the time slot allocated for voting.
17. In a situation where Shareholders' voting is required for a poll, the same mechanism will be applicable. This will be moderated by the Chairman of the meeting.
18. It is advised to check the online AGM access at least a day prior and also ensure that your devices have an audible sound system so that you could be a part of the AGM comfortably.