

# NEXIA CORPORATE CONSULTANTS (PVT) LTD.

(PV 106)

Corporate Secretaries & Management Consultants

## CIRCULAR TO THE SHAREHOLDERS

### 27<sup>TH</sup> ANNUAL GENERAL MEETING OF AGALAWATTE PLANTATIONS PLC

Dear Shareholder/s,

The Board of Directors of Agalawatte Plantations PLC taking into consideration the present crisis situation prevailing in the country due to lack of fuel etc and also considering the still prevailing health guidelines due to the COVID -19 pandemic and in the interest of safeguarding the health and safety of our shareholders and other stakeholders, has decided that this year's AGM will be held as a virtual meeting on Wednesday, 29<sup>th</sup> June 2022, assembled at the "Ruby Hall of Marino Beach (Pvt) Ltd, No.590, Galle Road, Colombo 03 commencing at 10.30 a.m. The Annual General Meeting (AGM) will be held in accordance with the guidelines issued by the Colombo Stock Exchange (CSE) on holding virtual shareholder meetings in the light of the COVID -19 pandemic. All details with regard to the participation of shareholders at the AGM via an online platform have been detailed below.

Accordingly, the Board of Directors of the Company will conduct the AGM in the following manner:

1. The AGM shall be held in compliance with the principles set out in the guidelines issued by the Colombo Stock Exchange for the hosting of virtual AGMs.
2. Board of Directors, Company Secretaries, Auditors and a few other key officials of the Company who are required for the administration of formalities at the AGM will be physically present in the Ruby Hall of Marino Beach (Pvt) Ltd at No.590, Galle Road, Colombo 03. Members of the Board (who are unable to present in person), relevant senior management persons and the shareholders will participate via an online meeting platform.
3. The circular to shareholders, supplementary notice of meeting and the Form of Proxy referred to the AGM are published on the Colombo Stock Exchange (CSE) Web Site. The shareholders are requested to access the above mentioned website to pursue the relevant documents and download/print as required. The Company has also published a notice of the AGM in an English language newspaper, a Sinhala language newspaper and a Tamil language newspaper.
4. Shareholders who wish to participate in the AGM via online meeting platform are requested to forward the information requested in the Online AGM Registration Form (Form A) accompanying with this circular to the shareholders to the email address: [agm@agalawatte.com](mailto:agm@agalawatte.com) with the subject title "APL AGM 2021" 48 hours prior to the time scheduled for the AGM. On receipts of the shareholder information, the company will forward the log in information to the shareholder.
5. **Appointment of Proxy Holder** - Shareholders are entitled to appoint a proxy holder to participate to the AGM on his/her/its behalf. A Form of Proxy accompanies with this circular in this purpose and the completed Form of Proxy should either be posted/deposited at the registered office at No.361, Kandy Road, Nittambuwa or

No. 181, First Floor, Nawala Road, Narahenpita, Colombo - 5, Sri Lanka.

Tel : 94-11-2368154, 94-11-4510709 Tel/Fax : 94-11-2368621 E-mail : [nexia@eureka.lk](mailto:nexia@eureka.lk), [nexiaconsultants@yahoo.com](mailto:nexiaconsultants@yahoo.com)

Directors : Mrs. C. R. Weragala ACIS (U.K), Mrs. S. K. Piyasena B.Sc

scanned and emailed to the email address [agm@agalawatte.com](mailto:agm@agalawatte.com) with the subject title "APL AGM PROXY" to be reached not later than 48 hours prior to the time scheduled for the AGM.

6. A shareholder may appoint a member of the board of directors as the proxy holder to represent such shareholder at the AGM if they wish to. In this respect the Shareholders shall submit their proxies same form of proxy (in which event, proxy holder email will not be applicable) and forward to the Company, via either of the modes specified above (clause - 5) before 48 hours prior to the meeting.
7. Shareholders may send their questions and queries on the business to be brought forward before the AGM to email address: [shc@agalawatte.com](mailto:shc@agalawatte.com) or by fax to number 0117990050 addressed to the Company Secretary, Agalawatte Plantations PLC. Shareholders are requested to mention their full name, National Identity Card Number, telephone number, and email address in such communications. The Board will ensure that they are discussed and addressed at the AGM, if relevant. Such requests should reach the Company not less than five (05) days before the date of the meeting.
8. Shareholders who participate in the meeting online, will be given the opportunity to raise their questions or comments on the matters listed on the agenda for the AGM.
9. Voting on the resolutions listed in the supplementary notice of the AGM will be registered by using an online platform or a designed ancillary online application. All of such procedures will be explained to shareholders prior to the commencement of the meeting.
10. The login information will be authorised only for the use by individual shareholder, proxy holders and authorised representatives in case of institutional Shareholders 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 favour a valid proxy has been submitted by the Shareholder.

For any queries regarding this circular to the shareholders, supplementary Notice of the AGM and Form of Proxy please contact us on 0117990000 and 0117990020 during normal office hours. The Board wishes to thank the shareholders of the Company for their unwavering cooperation.

Below mentioned documents accompany with this supplementary circular.

1. Supplementary Notice of Meeting
2. Form of Proxy
3. Online AGM Registration Form (Form A)
4. Annual Report Request Form

BY ORDER OF THE BOARD  
NEXIA CORPORATE CONSULTANTS (PRIVATE) LIMITED

NEXIA CORPORATE CONSULTANTS (PVT) LTD.  
PV 106

  
SECRETARIES TO AGALAWATTE PLANTATIONS PLC  
Secretaries

Date - 31<sup>st</sup> May 2022

*Note: Please refer **page no.4** - for further instructions and guideline of the registration process for the virtual (on-line) meeting platform and **accompanying** shareholder registration form (Form A) for the AGM with this circular to the shareholders.*

**FURTHER INSTRUCTIONS AND GUIDELINES FOR THE REGISTRATION PROCESS FOR  
THE 27<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF AGALAWATTE PLANTATIONS PLC  
VIA VIRTUAL (ON-LINE) MEETING PLATFORM**

01. Duly completed forms\* to register the shareholder or proxy holder for the participation for the AGM should be emailed to [agm@agalawatte.com](mailto:agm@agalawatte.com) forty eight (48) hours before the meeting.
  - \*Form for the registration of shareholder is on page 2 of the supplementary notice to the shareholders.
  - \*Form of Proxy (both pages) accompany with this circular as separate document.
02. The information of the shareholder provided (name, national identity card number, CDS account number etc) should be accurate and tallying with the information in the register of shareholders. If the company satisfy and accept the shareholder request for registration to participate to the AGM it will forward an email confirmation acknowledging the registration.
03. The shareholders and proxy holders whose on-line registration have been accepted will receive a meeting link/web-link from the Company, 24 hours prior to the commencement of the AGM together with further instructions/guidelines.
04. If any Shareholder or Proxy Holder intends to participate to the meeting via his/her smartphone or tablet, it is necessary for him/her to download the Online Meeting App (Zoom) to his/her phone or tablet. If the participation is via desktop/laptop computer, the meeting link should be opened through a web browser.
05. If any Shareholder who is registered for participation via Online Meeting Platform require any assistance in connecting to the meeting, they may contact the hotline number 011-7990000 for assistance.

## SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 27<sup>th</sup> Annual General Meeting of the shareholders of AGALAWATTE PLANTATIONS PLC will be held on 29<sup>th</sup> June 2022 at 10.30 a.m. by way of a virtual meeting (online/audio-visual) at the Ruby Hall of Marino Beach (Pvt.) Ltd, No.590, Galle Road, Colombo 03.

Please note that an application (Form A) is attached to the Circular forwarded herewith, for shareholders to apply for participation at the Annual General Meeting, via virtual means. We encourage the shareholders to apply for same. Completed applications could be emailed to [agm@agalawatte.com](mailto:agm@agalawatte.com)

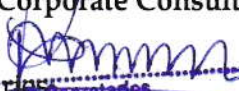
The business to be brought forward before the meeting will be:

1. To receive and consider the Annual Report of the Directors and the Statement of Accounts for the year ended 31<sup>st</sup> December 2021 with the Report of the Auditors thereon.
2. Re-election of Directors
  - (1) To re-elect Mr. L.R.W.S. Rajasekara - Director who retires by rotation in terms of Article 92 of the Articles of Association of the Company and being eligible offers himself for the re-election. (Resolution 1)
3. To re-appoint M/s KPMG, Chartered Accountants, who have consented to be re-appointed Auditors of the Company until the conclusion of the next annual general meeting and to authorize the Directors to determine their remuneration (Resolution 2)
4. To authorize the Directors to determine donations for charities for the ensuing year. (Resolution 3)

By order of the Board,

NEXIA CORPORATE CONSULTANTS (PVT) LTD.  
PV 106

Nexia Corporate Consultants (Pvt) Ltd

  
.....  
Secretary  
Colombo, on this 31<sup>st</sup> day of May 2022

### Notes-

1. A shareholder who is entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote (on-line) on behalf of him/her.
2. A proxy need not be a shareholder of the Company.
3. A Form of Proxy accompanies this notice.

**AGALAWATTE PLANTATIONS PLC  
ANNUAL GENERAL MEETING**

**FORM OF PROXY - VOTING SHAREHOLDER**

I/We ( full name of shareholder and names of joint holder/s', if any)

.....

..... of ( Address of main  
shareholder) .....being

a Member/s of AGALAWATTE PLANTATIONS PLC hereby appoint (Full name of Proxy  
Holder) Mr/Mrs/Ms .....

.....

..... or failing him/her;

Mr. A.S. Amarasuriya or failing him

Mr. R.P.L. Ramanayake or failing him

Mr. G.P.N.A.G. Gunathilake or failing him

Mr. W.A. A. Asanga or failing him

Mr. L.R.W. S. Rajasekara or failing him

Mr. R.K.A. Ranaweera or failing him

as \*my /our Proxy to attend and \*vote for me/us on \*my/our behalf at the 27<sup>th</sup> Annual General Meeting of the Company to be held on 29<sup>th</sup> June 2022 at 10.30 a.m. and at any adjournment thereof.

**Resolutions**

**For Against**

**RE ELECTION OF DIRECTORS**

**1. Re-election of Directors**

To re-elect Mr. L.R.W.S. Rajasekara - Director who retires by rotation in terms of Article 92 of the Articles of Association of the Company and being eligible offers himself for the re-election. (Resolution 1)

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|--|--|
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|--|--|

**2. To reappoint M/s KPMG, Chartered Accountants, as the auditors of the Company.**

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|--|--|
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|--|--|

**3. To authorize the Directors to determine donation for charities for the ensuing year.**

|  |  |
|--|--|
|  |  |
|--|--|

Mark your preference with "X"

Signed on this ..... day of ..... 2022.

.....

**Signatures**

Please furnish following details;

|                                                                                                                      |                              |
|----------------------------------------------------------------------------------------------------------------------|------------------------------|
| CDS Account No. of the Shareholder/s                                                                                 |                              |
| Number of shares                                                                                                     |                              |
| Shareholder/s contact numbers/s                                                                                      | Fixed Line :<br><br>Mobile : |
| Email address for the proxy holder's participation at the AGM (on-line link will be forwarded to this email address) |                              |
| Proxy Holder's NIC number                                                                                            |                              |

#### Instructions as to completion

1. Kindly complete the Form of proxy with the information requested including the full name and address of the shareholder legibly and signing in the space provided and dating the same.
2. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of him/her.
3. If the Proxy Form is signed by an Attorney, the relative Power of Attorney should also accompany the completed form of proxy, if it has not already been registered with the Company.
4. The Shareholder shall indicate with an "X" in the space provided as to how the proxy is to vote on the resolution. If no indication is given, proxy shall exercise his/her discretion and vote as he/she thinks fit.
5. Shareholders who opt to appoint a proxy shall complete the Form of Proxy and the duly completed Form of Proxy should either be posted/deposited at the registered office at No. 361, Kandy Road, Nittambuwa or scanned and emailed to the email address [agm@agalawatte.com](mailto:agm@agalawatte.com) with the subject title " **APL AGM PROXY** " to reach us not later than 48 hours prior to the time scheduled for the AGM.

**SHAREHOLDER REGISTRATION FORM FOR THE 27<sup>TH</sup> ANNUAL GENERAL  
MEETING TO BE HELD ON 29<sup>TH</sup> JUNE 2022 VIA VIRTUAL (ON-LINE) MEETING  
PLATFORM**

|                        |
|------------------------|
| Details of Shareholder |
|------------------------|

1. Full Name of the shareholder

.....  
.....

2. Residential Address

.....  
.....

3. NIC No. / Passport No/Company Reg. No.

.....

4. CDS Account No. ....

5. Contact No.

- Land Line .....
- Mobile .....

6. E-mail Address of the Shareholder.....

(On-line meeting link should be forwarded by the company)

**Notes-**

1. A shareholder who is entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote (on-line) on behalf of him/her.
2. A proxy need not be a shareholder of the Company.
3. A Form of Proxy accompanies this notice.
4. Shareholders who opt to appoint a proxy shall complete the Form of Proxy and the duly completed Form of Proxy should either be posted/deposited at the registered office at No.361, Kandy Road, Nittambuwa or scanned and emailed to the email address [agm@agalawatte.com](mailto:agm@agalawatte.com) with the subject title "APL AGM PROXY" to reach us not later than 48 hours prior to the time scheduled for the AGM.

**ANNUAL REPORT FORM OF REQUEST**

To: The Manager  
Agalawatte Plantations PLC  
No.361, Kandy Road,  
Nittambuwa.

**REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT OF AGALAWATTE PLANTATIONS PLC FOR THE YEAR 2021**

With reference to the Circular to shareholders dated 31<sup>st</sup> May 2022, I would like to request for a printed version of the Annual Report of AGALAWATTE PLANTATIONS PLC for the year ended 31<sup>st</sup> December 2021.

**My details are as follows:**

|                                                           |  |
|-----------------------------------------------------------|--|
| Full Name of Shareholder                                  |  |
| Shareholder's N IC/ Passport/<br>Company Registration No. |  |
| Address                                                   |  |
| E-mail Address                                            |  |
| Contact Number                                            |  |

.....  
Signature

.....  
Date

**Please note;**

The Form of Request should be filled in legibly, signed and dated.

The completed Form should be mailed to reach the above-mentioned addresses or faxed to fax No: +94 0117990050 or delivered to the above mentioned addresses or emailed to [shc@agalawatte.com](mailto:shc@agalawatte.com) on or before 14<sup>th</sup> June 2022.

In the event of joint shareholders, the Form may be executed by the registered principal shareholder. In the event that the shareholder is a company, the Form may be executed under the Common Seal of the company or by a duly authorized representative.

For any queries regarding this Form of Request please contact Ms. Mercin Jeyakanthan or Mr. Isuru Saketha on +94 0117990000 or Email to [apl@sltnet.lk](mailto:apl@sltnet.lk) during normal office hours.