

CIRCULAR TO SHAREHOLDERS

CONVENIENCE FOODS (LANKA) PLC

Company Reg. No PQ 164

C/o Ceylon Biscuits Limited

Makumbura, Pannipitiya.

Tel: +94 11 2611154, 2624408, 5003000, Facsimile 2611279, Web: inquiry.cf@cbllk.com

CIRCULAR TO SHAREHOLDERS

29TH ANNUAL GENERAL MEETING AND THE ANNUAL REPORT FOR THE YEAR 2019/20

Dear Shareholder/s

Taking into consideration the current regulations/restrictions prevailing in the country due to the COVID-19 pandemic, the Board of Directors of Convenience Foods (Lanka) PLC has decided to hold the 29th Annual General Meeting (AGM) of the Company as a Virtual Meeting on Tuesday, 15 September 2020 at 3.30 p.m., in line with the Guidelines issued by the Colombo Stock Exchange (CSE) for hosting of Virtual AGMs.

METHOD OF HOLDING THE AGM / ELECTRONIC PLATFORM

Only the key officials who are essential for the administration of the formalities of the meeting will be physically present at the venue. All others, including shareholders, will participate via an online meeting hosted on the Microsoft Teams platform. These measures are being adopted to observe "social distancing" requirements to mitigate the dangers of spreading the virus.

REGISTRATION PROCEDURE

Those Shareholders and Proxy holders who wish to participate via the online meeting platform should notify the Company of such intention by completing the attached **Registration Form**. The Registration Form will also be made available on the website of the Colombo Stock Exchange.

The duly completed **Registration Form** should be deposited with the Secretaries, P W Corporate Secretarial (Pvt) Ltd at No. 3/17, Kynsey Road, Colombo 08 [Tel: 011 4640360] or forwarded to soy.pwcs@gmail.com in order to enable the Company to receive the same by 3.30pm on 13 September 2020.

Please refer to the attached **Guidelines and Registration Process for the Annual General Meeting** for further details in this regard.

APPOINTMENT OF PROXY HOLDERS

Due to the COVID-19 pandemic and prevailing health and safety guidelines issued by the Government of Sri Lanka, the Shareholders are encouraged to vote by Proxy through appointment of a member of the Board of Directors 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 **Form of Proxy** is attached and it will also be made available on the website of the Colombo Stock Exchange.

Those Shareholders who wish to appoint a Proxy should duly complete the **Form of Proxy** and include the details of such Proxy holder in the **Registration Form** as per the instructions given therein and the attached **Guidelines and Registration Process for the Annual General Meeting**.

The duly completed **Form of Proxy** should be forwarded to the Company through the Secretaries, P W Corporate Secretarial (Pvt) Ltd at No. 3/17, Kynsey Road, Colombo 08 [Tel: 011 4640360] or forwarded by email to soy.pwcs@gmail.com in order to enable the Company to receive the same by 3.30 pm on 13 September 2020.

CIRCULAR TO SHAREHOLDERS

LOGIN INFORMATION FOR PARTICIPATION VIA THE MICROSOFT TEAMS MEETING PLATFORM

The login information will be authorized only for the use by individual Shareholders, Proxyholders and authorized representatives in case of Institutional Shareholders and the Company will not be responsible or liable for any misuse. Where the Proxyholders 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.

QUERIES OF SHAREHOLDERS

Shareholders who are unable to participate at the Virtual AGM via the designated online meeting platform are invited to forward their suggestions, questions and concerns (if any) relating to items on the Notice of Annual General Meeting to the Secretaries, P W Corporate Secretarial (Pvt) Ltd at No. 3/17, Kynsey Road, Colombo 08 [Tel: 011 4640360] or forwarded by email to soy.pwcs@gmail.com to be received by the Secretaries by 3.30 p.m. on 13 September 2020. The Board will ensure that they are discussed and addressed at the AGM, if relevant.

If any Shareholder who is registered for participation via Online Meeting Platform encounters any difficulty in connecting to the meeting, they could contact the hotline number 0768 876765 for any assistance required.

VOTING

Voting on the items on the Agenda will be conducted through the polling app.

Please refer to the attached **Guidelines and Registration Process for the Annual General Meeting** for further details in this regard.

ANNUAL REPORT 2019/2020

The CD containing the Annual Report is forwarded herewith.

Any shareholder who makes a request for a printed copy of the Annual Report will be provided with such printed copy within eight (8) market days from the date of receipt of the said request. [A Form of Request that could be used for the said purpose is enclosed].

Should you require assistance relating to your request for a printed copy of the Annual Report, you may contact Ms.Thushara Thiyagarajah of the Company on Tel: 0115003065, email: thusharat.cf@cblk.com, anytime between 10.00 a.m. and 4.00 p.m. on any working day.

DOCUMENTS ATTACHED

The following documents are attached to this Circular to Shareholders:

1. Notice of Annual General Meeting.
2. Form of Proxy
3. Guidelines and Registration Process for the Annual General Meeting
4. Registration Form
5. Request Form for a printed copy of the Annual Report

By order of the Board

CONVENIENCE FOODS (LANKA) PLC
P W CORPORATE SECRETARIAL (PVT) LTD

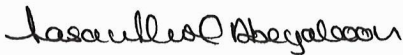
Director/Secretaries
This Fourteen day of August 2020

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Twenty Ninth (29th) Annual General Meeting of Convenience Foods (Lanka) PLC will be held by electronic means on Tuesday, 15 September 2020 at 3.30 p.m. centered at Ceylon Biscuits Limited, High Level Road, Makumbura, Pannipitiya for the following purposes;

1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and the Statement of Accounts for the year ended 31 March 2020 and the Report of the Auditors thereon.
2. To declare a first and final dividend of Rs. 5.50 per share for the year ended 31 March 2020.
3. To pass the ordinary resolution set out below to re-appoint Mr. R S A Wickramasingha who is 73 years of age, as a Director of the Company;
"IT IS HEREBY RESOLVED THAT age limit of 70 years referred to in Section 210 of the Companies Act, No.07 of 2007 shall not apply to Mr. R S A Wickramasingha who is 73 years of age and that he be and is hereby re-appointed a Director of the Company in terms of Section 211 of the Companies Act, No.07 of 2007."
4. To pass the ordinary resolution set out below to re-appoint Mr. L J M De Silva who is 76 years of age, as a Director of the Company;
"IT IS HEREBY RESOLVED THAT the age limit of 70 years referred to in Section 210 of the Companies Act shall not apply to Mr. L J M De Silva who is 76 years of age and that he be and is hereby re-appointed a Director of the Company in terms of Section 211 of the Companies Act, No.07 of 2007."
5. To re-appoint the retiring Auditors M/s S J M S Associates, Chartered Accountants as the Company's Auditors and to authorise the Directors to determine their Remuneration.
6. To authorise the Directors to determine donations for the year ending 31 March 2021 and up to the date of the next Annual General Meeting.

By Order of the Board
CONVENIENCE FOODS (LANKA) PLC



P W Corporate Secretarial (Pvt) Ltd
Secretaries
14 August 2020
Colombo

Notes:

1. A Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of him/her by electronic means.
2. A proxy need not be a Shareholder of the Company.
3. The Form of Proxy is enclosed for this purpose.
4. Shareholders are advised to follow the Guidelines and Registration Process for the Annual General Meeting attached hereto.

FORM OF PROXY

I/We* NIC No.

of

being a shareholder/s* of CONVENIENCE FOODS (LANKA) PLC hereby appoint

..... of

..... or failing him*;

Mr. Ramya Sanath Amaraweera Wickramasingha	of Colombo or failing him*
Ms. Dharshini Sheamalee Wickramasingha	of Colombo or failing her*
Mr. Edenadure Thilanka De Zoysa	of Colombo or failing him*
Ms. Nishka Kanya Wickramasingha	of Colombo or failing her*
Mr. Muditha Udara Saliya Gamini Thilakawardana	of Colombo or failing him*
Dr. Dissanayake Mudiyanseelage Ananda Kulasooriya	of Colombo or failing him*
Mr. Mahesh Shirantha Nanayakkara	of Colombo or failing him*
Mr. Lakshman Joseph Mervin De Silva	of Colombo*

as my/our* proxy to represent me/us* and to vote as indicated hereunder for me/us* and on my/our* behalf and /or* to speak at the Twenty Ninth (29th) Annual General Meeting of the Company to be held on 15 September 2020 and at every poll which may be taken in consequence of the aforesaid Meeting and at any adjournment thereof.

For Against

1. Declare a first and final dividend of Rs. 5.50 per share for the year ended 31 March 2020.
2. To pass the ordinary resolution set out under item 3 of the Notice of Meeting for the re-appointment of Mr. R S A Wickramasingha as a Director of the Company.
3. To pass the ordinary resolution set out under item 4 of the Notice of Meeting for the re-appointment of Mr. L J M De Silva as a Director of the Company.
4. To re-appoint the retiring Auditors M/s S J M S Associates, Chartered Accountants as the Company's Auditors and to authorise the Directors to determine their remuneration.
5. To authorise the Directors to determine donations for the year ending 31 March 2021 and up to the date of the next Annual General Meeting.

In witness my/our* hand 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. Kindly perfect the Form of Proxy by filling in legibly your full name, address and the National Identity Card number and signing in the space provided and filling in the date of signature.
2. If you wish to appoint a person other than the Chairman (or failing him, one of the Directors) as your Proxy please insert the relevant details in the space provided.
3. If the appointor is a Company / Incorporated body this form must be executed in accordance with the Articles of Association / Statute.
4. If the Form of Proxy is signed by an Attorney, the relative Power of Attorney should accompany the Form of Proxy for registration if such Power of Attorney has not already been registered with the Company.
5. Please indicate with an 'X' in the space provided how your proxy is to vote on the resolution. If no indication is given, the proxy in his discretion will vote as he thinks fit.
6. The completed Proxy should be forwarded to the Company for deposit at the Registered Office through the Company Secretaries, P W Corporate Secretarial (Pvt) Ltd, No. 3/17, Kynsey Road, Colombo 08 (email soy.pwcs@gmail.com), not later than 48 hours before the time appointed for the Meeting.

In forwarding the completed and duly signed Proxy to the Company, please follow the Guidelines and Registration Process for the Annual General Meeting attached to the Notice of Annual General Meeting.

REGISTRATION FORM

29TH ANNUAL GENERAL MEETING (AGM) OF CONVENIENCE FOODS (LANKA) PLC TO BE HELD AS A VIRTUAL MEETING ON 15 SEPTEMBER 2020 AT 3.30 P.M.

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder:

NIC No./Passport No./Company Registration 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 his/her Proxy 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:

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 01st Joint holder 02nd Joint holder

Date:

Note: In the case of a Company/Corporation, the Shareholder Registration Form must be signed in the manner prescribed by its Articles of Association/Statute and in the case of the Registration Form is signed by an Attorney, the Power of Attorney, must be deposited at No. 3/17, Kynsey Road, Colombo 08 or emailed to soy.pwcs@gmail.com

FORM OF REQUEST

FOR A PRINTED COPY OF THE ANNUAL REPORT OF CONVENIENCE FOODS (LANKA) PLC
FOR THE PERIOD ENDED 31 MARCH 2020

To: **The Assistant General Manager Finance**
Convenience Foods (Lanka) PLC
No. 133, 7th Lane
Off Borupana Road
Kandawala
Ratmalana

I/We hereby request for a printed copy of the Annual Report of Convenience Foods (Lanka) PLC
for the year ended 31 March 2020.

DETAILS OF THE SHAREHOLDER(S)

Full name and Address:	
National Identity Card / Passport / Company Registration No. :	
Contact Telephone Number :	

.....
Signature of Shareholder(s)

.....
Date

* Contact details of the Company

Telephone +94 11 2611154, 2624408, 5003000
Facsimile 2611279
Email inquiry.cf@cbllk.com

CFL GUIDELINES AND REGISTRATION PROCESS

CONVENIENCE FOODS (LANKA) PLC

GUIDELINES AND REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 15 SEPTEMBER 2020

Shareholders / Proxy holders who wish to participate in the Annual General Meeting of Convenience Foods (Lanka) PLC to be held via Microsoft Teams Meeting Platform (Virtual AGM), could do so by using a smart phone, laptop or a desktop computer.

If a Shareholder/Proxy holder intends to join the Virtual AGM via a smart phone, it is required for him/her to download the “**Microsoft Teams Application**” onto his /her smart phone. Similarly, if a Shareholder/Proxy holder wishes to attend the Virtual AGM via a laptop/desktop computer, the link can be opened through a compatible web browser (Google Chrome and Microsoft Edge) or downloading the “**Microsoft Teams Desktop Application**”.

1. Shareholder who wishes to participate in the Virtual AGM of Convenience Foods (Lanka) PLC, either by yourselves or through your Proxies, are requested to forward the details to the Company Secretaries as per the attached **REGISTRATION FORM**.
2. The duly completed and signed **REGISTRATION FORM** should be delivered to the Company, through the Company Secretaries, P W Corporate Secretarial (Pvt) Ltd, No. 3/17, Kynsey Road, Colombo 08 (Telephone: 011-4640360-3) or e-mailed to soy.pwcs@gmail.com to be received by the Secretaries by 3.30 p.m. on 13 September 2020. If participation in the meeting is through a Proxy, the duly completed and signed **FORM OF PROXY** should accompany the **REGISTRATION FORM**.

Note:

If a Proxy is appointed, the information set out in the **REGISTRATION FORM** pertaining to the Proxy holder should tally with the information indicated in the duly completed **FORM OF PROXY** submitted by the Shareholder.

3. The Company will verify all registration requests and identification details received as aforesaid, against the details of Shareholders set out in the Shareholders' Register and accept the registrations for the Virtual AGM if it is satisfied with the request and supporting documents (if any).

Shareholders whose registration requests are accepted will receive an email confirmation from the Company acknowledging the acceptance of your request.

4. The Shareholders whose registration requests have been accepted will receive a further email from the Company 24 hours prior to the commencement of the AGM. This email will provide a Microsoft Teams Meeting link, Username and Password to participate in the Virtual AGM. If the Shareholder has appointed a valid Proxy, this email will be forwarded to the relevant Proxy holder.

GUIDELINES AND REGISTRATION PROCESS

5. The Shareholders / Proxy holders are required to click on the Microsoft Teams Meeting link, the participants will get re-directed to an interface which will request shareholders to insert the Username and the Password provided to you, emailed to you by the Company as referred to in 4 above. (In entering these details the participants are required to ensure that correct details as mentioned in the email sent by the Convenience Foods (Lanka) PLC referred to in 4 above. Any mismatch will be considered as an unsuccessful log in)
6. After successful completion of entering of the details as referred to in 5 above, the participants are requested to click on **"JOIN"** which will be prompted on the screen for the shareholders to join the Virtual AGM. However, until an authorised member allows you to enter the Virtual AGM, you will have to wait in the Lobby.

It is recommended that the Shareholders/ Proxy holders complete the process outlined in 5 and 6 above and join the AGM at least ten (10) minutes before the start of the AGM.

7. Shareholders/ Proxy holders are given the opportunity to raise your questions/concerns verbally (within a given time slot) via the 'Raise Hand' option. Once your name is called upon by the Chairman you can unmute the microphone and raise your questions/concerns.
8. When declaring the voting on a resolution, Chairman will take into account the voting of the Shareholders/ Proxy holders participating virtually.
9. **10 seconds** will be allocated for Shareholders/ Proxy holders to cast your vote in respect of each resolution.
10. Eligible Shareholders/Proxy holders (as applicable) who are entitled to vote may use the **Polling App which will be displayed in the Meeting Chat** on the screen to vote on all Resolutions included in the Notice of Annual General Meeting
11. In a situation where a Poll is demanded and Shareholders are required to vote on the Poll, a mechanism similar to that referred to for voting, will be applicable. This will be moderated by the Chairman of the meeting.

It is advised to check the online AGM access at least 3 hours prior to the meeting and also ensure that your devices have an audible sound system so that you could participate in the AGM comfortably.