

KOTAGALA PLANTATIONS PLC
PQ 174
53-1/1, Sir Baron Jayatilaka Mawatha,
Colombo 1

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

3rd September 2026

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

AMALGAMATION OF RUBBER & ALLIED PRODUCTS (COLOMBO) LTD WITH KOTAGALA PLANTATIONS PLC ('THE COMPANY') IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, NO. 7 OF 2007

(1) Introduction

The Boards of Kotagala Plantations PLC (KPPLC) and Rubber & Allied Products (Colombo) Limited (RAPC) by Resolutions passed on 1st September, 2026 resolved to amalgamate Rubber & Allied Products (Colombo) Limited with Kotagala Plantations PLC, in terms of Section 239 of the Companies Act, No. 7 of 2007, subject to the approval of the shareholders.

Kotagala Plantations PLC holds 99.999% (1,505,991) of the issued 1,506,000 shares of Rubber & Allied Products (Colombo) Limited.

The Boards of Directors of Rubber & Allied Products (Colombo) Limited and Kotagala Plantations PLC recommend the amalgamation of the two companies to achieve administrative and statutory cost savings and realize operational synergies.

Pursuant to the Amalgamation, Rubber & Allied Products (Colombo) Limited shall cease to exist and the continuing Company shall be Kotagala Plantations PLC.

(2) Amalgamation Proposal

Please see attached, the Amalgamation Proposal of KPPLC (marked "A"), in terms of which the shareholders of RAPC who hold 09 shares (other than with respect to the shares held by KPPLC in RAPC) will be paid a consideration of Rs.8/10 per share, by KPPLC to give effect to the Amalgamation.

Upon payment as aforesaid, all the shares (100%) of RAPC will be cancelled effective on the “Date of the Amalgamation” as per the Certificate of Amalgamation to be issued by the Registrar General of Companies, and thereupon RAPC shall cease to exist.

(3) Certificates / Statements by the Directors in terms of Section 241 of the Companies Act

Please see attached, the Certificates signed by the Directors of both RAPC and KPPLC as required by Section 241 (2) of the Companies Act (marked “B1” and “B2” respectively) and Statements signed by the Directors of RAPC and KPPLC in terms of Section 241(3)(d) of the Companies Act (marked “C1” and “C2” respectively).

(4) Rights of Shareholders under Section 93 of the Companies Act, No.7 of 2007

Please see attached, a Statement setting out the rights of shareholders under Section 93 of the Companies Act (marked “D”).

(5) Extraordinary General Meeting

An Extraordinary General Meeting (EGM) of the Company will be convened on 30th September 2026 at 11.45 a.m. and will be conducted as a virtual meeting in terms of the attached Notice for the purpose of passing the requisite Special Resolution for the proposed amalgamation as set out in the Notice of EGM attached hereto.

This Circular together with attachments, the Notice of Meeting, Form of Proxy and the Registration Form are enclosed herewith. The relevant documents for Online Meeting Participation will be dispatched via e-mail to those shareholders having e-mail addresses and via post to the rest of the Shareholders and the said documents will be uploaded on the website of the Colombo Stock Exchange.

<https://www.cse.lk/company-profile?symbol=KOTA.N0000>

Shareholders who wish to participate at the aforesaid meeting through Audio/Video and visual means are kindly requested to complete and return the Registration Form attached to this Circular, to reach the Registered Office of the Company Secretaries, Corporate Managers & Secretaries (Pvt) Ltd, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01 or via e-mail to KOTAEGM2026@CMSL.LK at least three (3) days prior to the date of the Meeting.

Upon receipt of the duly completed Registration Form the Company Secretaries will email Virtual Meeting Attendance login information to the eligible shareholders or their duly nominated proxies to enable them 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).

Further, if shareholders are unable to participate at the Meeting and wish to raise any queries, such queries could be sent in writing to the Company Secretaries or via e-mail, as mentioned above, not less than three (3) days before the date of the Meeting. This is in order to enable the Company Secretaries to compile the queries and forward same for the attention of the Board of Directors so that same could be addressed at the meeting.

Should you be unable to attend the 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 reach the Registered Office of the Company Secretaries, Corporate Managers & Secretaries (Pvt.) Ltd., at 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than 48 hours before the time appointed for the Meeting so that your proxy can represent you thereat and exercise your vote in accordance with your directions.

(6) Documents attached:

- (i) Amalgamation Proposal, marked "A".
- (ii) Certificates given by the Directors of each Board in terms of Section 241(2) of the Companies Act, marked “B1” and “B2”.
- (iii) Statements setting out any material interest of any Director in the Amalgamation Proposal in terms of Section 241(3)(d) of the Companies Act, marked “C1” and “C2”.
- (iv) A statement setting out the rights of shareholders under Section 93 of the Companies Act, No.7 of 2007, marked “D”.
- (v) Notice of EGM and Form of Proxy.

By Order of the Board of
KOTAGALA PLANTATIONS PLC
CORPORATE MANAGERS & SECRETARIES (PRIVATE) LIMITED
Secretaries

KOTAGALA PLANTATIONS PLC

[Company -No. PQ 174]

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Kotagala Plantations PLC will be held on 30th September, 2026 at 11.45 a.m. and conducted as a Virtual Meeting from 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01, for the purpose of considering and if thought fit, passing the following SPECIAL RESOLUTION:

SPECIAL RESOLUTION

AMALGAMATION OF RUBBER & ALLIED PRODUCTS (COLOMBO) LTD WITH KOTAGALA PLANTATIONS PLC

Resolved –

"that Rubber & Allied Products (Colombo) Ltd do amalgamate with Kotagala Plantations PLC in terms of Sections 240 & 241 of the Companies Act, No.7 of 2007 as per the Amalgamation Proposal marked as Annex "A" attached to the Circular to Shareholders dated 3rd September 2026, to continue as one Company and that the Company to so continue shall be Kotagala Plantations PLC."

By Order of the Board
KOTAGALA PLANTATIONS PLC
CORPORATE MANAGERS & SECRETARIES (PRIVATE) LIMITED
Secretaries

Colombo
3rd September 2026

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.

KOTAGALA PLANTATIONS PLC
(Company No. PQ 174)

FORM OF PROXY

I/We*
.....of.....
.....being a member/ members*
of Kotagala Plantations PLC, hereby appoint
..... of
.....whom failing

- | | |
|---|---------------------------|
| 1. Sri Dhaman Rajendram Arudpragasam | of Colombo or failing him |
| 2. Sunil Somindranath Poholiyadde | of Colombo or failing him |
| 3. Anushman Rajaratnam | of Colombo or failing him |
| 4. Kowdu Mohideen | of Colombo or failing him |
| 5. Kamal Gardiye Punchihewa | of Colombo or failing him |
| 6. Shrihan Blaise Perera | of Colombo or failing him |
| 7. Dr. Laksman Saman Kumara Hettiarachchi | of Colombo |

as my/our *proxy to represent me/us*, 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 30th September 2026 at 11.45 a.m. and at any adjournment thereof and at every poll which may be taken in consequence thereof.

<u>*In favour</u>	of the Special Resolution set out in the Notice convening the
Against	aforesaid Meeting.

Signed this day of..... Two Thousand and Twenty Six.

.....
Signature(s)

Note: *Please delete the inappropriate words.

1. A Proxy need not be a member of the Company.
2. If no words are struck out or there is in view of the Proxy doubt (by reason of the way in which the instructions contained in the Form of Proxy have been completed) as to the way in which the Proxy should vote, the Proxy will vote as he thinks fit.
3. Instructions as to completion are noted on the reverse hereof.

INSTRUCTIONS AS TO COMPLETION

1. Please write legibly, your name, address and date, and sign in the space provided.
2. The completed Form of Proxy should be received at the Registered Office of the Company's Secretaries, Corporate Managers and Secretaries (Pvt) Ltd at 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01, not less than 48 hours before the time appointed for the holding of the meeting.
3. In the case of a Company/Corporation, this Form of Proxy shall be executed either under its Common Seal or by its Attorney or by an Officer on behalf of such Company/ Corporation duly authorized in writing.
4. In the case of Proxy signed by an Attorney, the relevant Power of Attorney must be deposited at the Registered Office of the Company's Secretaries for registration.

KOTAGALA PLANTATIONS PLC
(Company No. PQ 174)

REGISTRATION FORM

Participation at the Extraordinary General Meeting (EGM) of Kotagala Plantations PLC to be held on 30th September 2026 at 11.45 a.m. and conducted as a virtual meeting from 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01.

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder :

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

CDS Account No. :

Folio No. indicated in the Address Label :

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 the 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's Secretaries, Corporate Managers and Secretaries (Pvt) Limited, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01, Sri Lanka or emailed to KOTAEGM2026@CMSL.LK