

KOTAGALA PLANTATIONS PLC

(Company No. PQ 174)

C/o. Corporate Managers & Secretaries (Pvt) Ltd.
8-5/2, Leyden Bastian Road,
York Arcade Building,
Colombo 1.

28th July 2021.

SUPPLEMENTARY CIRCULAR TO SHAREHOLDERS

Dear Shareholders,

Issue of 263,287,500 Ordinary Shares at Rs.3/- Per Share by way of a Rights Issue Payable on or Before 11th August 2021

Due to the prevailing situation in the Country with some areas being under isolated lockdown with the resurgence of the COVID – 19 pandemic and any limitations that may be encountered in the services carried out by the Central Mail Exchange certain Shareholders may not receive the Provisional Letters of Allotment and other connected documents pertaining to the Rights Issue on time or may not receive the said documents at all.

The Company, in addition to the dispatch of the Provisional Letters of Allotment to all shareholders have also taken measures to deposit with the Central Depository Systems (Pvt) Limited (CDS) the Rights Entitlement of those shareholders registered with the CDS and set out herein is the mechanism that is being adopted and the procedure to be followed by all Shareholders of the Company registered as at the end of trading on 19th July, 2021 who wish to apply for their Rights entitlement and for additional Rights Shares.

Accordingly holders of Kotagala Plantations PLC shares as at the end of trading on 19th July, 2021 who wish to subscribe for the Rights Issue may follow the procedure given below to apply for their Rights entitlement and for additional Rights Shares.

The Company will enable all eligible Shareholders of the Company to apply for their rights entitlement either via CDS (for CDS Account Holders) or by downloading the relevant forms from the CSE website, www.cse.lk.

We kindly request all Shareholders to contact the Company Secretaries/Registrars Corporate Managers & Secretaries (Private) Ltd. on Mobile Nos. **0741979083, 0741979084 and 0741979085**, for any assistance, including checking on your “Rights Entitlement”. Whilst the Provisional Letter of allotment would indicated the Rights Entitlement, CDS Shareholders could contact your Stockbroker or Custodian Bank to obtain details of the number of Shares provisionally allotted to you under the Rights Issue or any other related information as your Rights Entitlement would be deposited with the CDS. Such Shareholders may also contact the Secretaries/ Registrars with regard to same on the aforementioned contact numbers during office hours i.e. Monday to Friday between 8.30 a.m. to 4.30 p.m.

As a registered shareholder of the Company, you have been provisionally allotted your due entitlement of Seven (07) new ordinary shares for every Two (2) existing issued ordinary shares held by you as at end of trading on 19th July, 2021 payable at a price of Rs.3/-per share, upon Acceptance.

It is important to note that except for the Entitlement Date (i.e. 19th July 2021) the rest of Dates/Timelines applicable for the Rights Issue of shares mentioned herein may differ in the event the “Delivery Vs. Payment (DVP)” system which is expected to be implemented on 26th July 2021 by the Colombo Stock Exchange is enabled. In such event the Company will notify all shareholders of same via a Market Announcement on the website of the Colombo Stock Exchange.

(A) CDS Shareholders – Procedure for Application

Rights “Entitlement” of the shareholders whose shares are held in the CDS will be directly uploaded to your CDS Account together with any shares held by you in the Company ledger to facilitate trading from 3rd August, 2021 to 10th August 2021 (being the period of Renunciation).

- i) If you wish to trade in your Rights Entitlement fully or partly you may do so up to the last date of Renunciation to CDS, namely 10th August, 2021.
- ii) If you wish to subscribe for your Rights Entitlement (partly or fully) thereafter, you are required to submit your subscription / remittance to your Stockbroker / Custodian Bank, not later than 4.30 p.m. on 10th August 2021, (being the last date of Renunciation to CDS) for onward transmission to the Secretaries/Registrars, via the CDS.
- iii) If you have received the Provisional Letter of Allotment via Post and wish to subscribe for your Rights shares you may complete and return the Form dispatched by the Company in its entirety by following the instructions given therein.
- iv) Please be advised not to duplicate your subscription by adopting methods both (ii) and (iii) as in such event your application would be rejected.

PAYMENT INSTRUCTIONS

PAYMENT BY CHEQUE/BANK DRAFT

- (a) The Remittance must be made by Cheque/Bank Draft drawn upon any Commercial Bank in Sri Lanka and payable to “KOTAGALA PLANTATIONS PLC - RIGHTS ISSUE ACCOUNT” and crossed “Account Payee Only.”
(Please refer notes under Additional Information in this Circular)

OR

DIRECT/ ONLINE REMITTANCE

- (b) Payment to
 - Kotagala Plantations PLC – Rights Issue Account
- Account No.
 - 1030026601
- Name of Bank
 - Commercial Bank of Ceylon PLC - Bank Code 7056
- Branch
 - Foreign Branch - Branch Code 003

In the event you opt for Direct/Online Remittance, please comply with the following :

Payment details to be included in the Application/s for Rights/Additional shares

Please state the **Name of Bank/ Branch** and indicate whether **Direct Deposit /Online Payment** .

In the **adjoining cage** please indicate the date of payment given in the paying-in-slip in the case of Cheque/ cash deposits (**Direct Deposits to Banks**) and the Reference Number in respect of **Online Payments**.

Payment Reference

Please indicate your Name with Initials and NIC/Passport/Company Reg. No. as the reference in the **direct deposit paying-in-slip**.

In the case of **Online Payments** kindly state your Client ID /NIC No. under Description/Remarks /Reference

- v) If you wish to apply for Additional Shares, you may download from www.cse.lk and print **Form C** “ Form of Application for Additional Shares”, complete and return same by following the instructions given therein .

OR

- vi) you may complete and return **Form C** dispatched by the Company by following the instructions given therein.

For Payment Instructions Please refer above

- vii) Please be advised not to duplicate your subscription for Additional shares by adopting methods both (v) and (vi) as in such event your application would be rejected.
- viii) In the event you opt for Direct/Online Remittance the completed “Letter of Acceptance & Registration” **Form A** & the “Form of Application for Additional Shares” **Form C** (as applicable) together with the separate receipt of the payments (i.e. Deposit Slip or Online payment Confirmation) for shares applied for in Form A and / or Form C (as applicable) **must be scanned & e-mailed to the Secretaries /Registrars at, kotarights@cmsl.lk on a PDF version not later than 4.30 p.m. on 11th August, 2021.**

(B) Non CDS Shareholders – Procedure for Application

Shareholders whose shares are held in the Register /Ledger and not in the CDS, are kindly requested to follow the undernoted Instructions:

- (i) If you wish to accept the shares provisionally allotted to you, as your Entitlement, you may download & print **Form A** “Letter of Acceptance &Registration”, from www.cse.lk,

OR

- (ii) If you have received the Provisional Letter of Allotment via Post and wish to subscribe for your Rights shares you may complete and return the Form dispatched by the Company in its entirety by following the instructions given therein.
- (iii) Please be advised not to duplicate your subscription by adopting methods both (i) and (ii) as in such event your application would be rejected.

PAYMENT INSTRUCTIONS

PAYMENT BY CHEQUE/BANK DRAFT

- (a) The Remittance must be made by Cheque/Bank Draft drawn upon any Commercial Bank in Sri Lanka and payable to “KOTAGALA PLANTATIONS PLC - RIGHTS ISSUE ACCOUNT” and crossed “Account Payee Only.”
(Please refer notes under Additional Information in this Circular)

OR

DIRECT/ ONLINE REMITTANCE

- (b) Payment to
 - Kotagala Plantations PLC – Rights Issue Account
 - Account No. - 1030026601
 - Name of Bank - Commercial Bank of Ceylon PLC - Bank Code 7056
 - Branch - Foreign Branch - Branch Code 003

In the event you opt for Direct/Online Remittance, please comply with the following :

Payment details to be included in the Application/s for Rights/Additional shares

Please state the **Name of Bank/ Branch** and indicate whether **Direct Deposit /Online Payment**.

In the **adjoining cage** please indicate the date of payment given in the paying-in-slip in the case of Cheque/ cash deposits (**Direct Deposits to Banks**) and the Reference Number in respect of **Online Payments**.

Payment Reference

Please indicate your Name with Initials and NIC/Passport/Company Reg. No. as the reference in the **direct deposit paying-in-slip**.

In the case of **Online Payments** kindly state your Client ID /NIC No. under Description/Remarks /Reference

- (iv) If you wish to apply for Additional Shares, you may download from www.cse.lk and print **Form C** “Form of Application for Additional Shares”, complete and return same by following the instructions given therein.

OR

- (v) complete and return **Form C** dispatched by the Company by following the instructions given therein.

For Payment Instructions Please refer above

- (vi) Please be advised not to duplicate your subscription for Additional shares by adopting methods both (iv) and (v) as in such event your application would be rejected.
- (vii) In the event you opt for Direct/Online Remittance the completed “Letter of Acceptance & Registration” **Form A** & the “Form of Application for Additional Shares” **Form C** (as applicable) together with the separate receipt of the payments (i.e. Deposit Slip or Online payment Confirmation) for shares applied for in Form A and / or Form C (as applicable) **must be scanned & e-mailed to the Secretaries /Registrars at, kotarights@cml.lk on a PDF version not later than 4.30 p.m. on 11th August 2021.**

Form B

- a) If you have a CDS account, and your existing shareholding is not lodged in the CDS, however you wish to trade in your Rights either fully or partly, you may download & print **Form B** “Form of Renunciation to CDS” or complete the Form dispatched by the Company in its entirety & e-mail the scanned Form to the Secretaries/Registrars at kotarights@cml.lk (e-mail address), to facilitate the Secretaries/Registrars to forward same to the CDS, for uploading your share Entitlement to your CDS Account (during Renunciation period).

Upon lodgement set out above, if you wish to subscribe for your rights (partly/ fully), thereafter, please submit the required remittance / subscription to your Stockbroker / Custodian Bank, not later than 4.30 p.m. on 10th August 2021 (being the last date of Renunciation to CDS) for onward transmission to the Secretaries/Registrars via the CDS.

ADDITIONAL INFORMATION

Payments made by Cheque/Bank Draft

Cheques received in respect of the rights would be banked on receipt, while cheques received in respect of applications for additional shares shall be banked only after the last date of acceptance and payment.

Applications where cheques are not realized within three (3) market days from the last date of acceptance and payment will be rejected. Cheques must be honoured on the first presentation for the application to be valid. Applications supported by cheques which are not honoured on the first presentation will be rejected.

Each Letter of Acceptance and Registration (**Form A**) should be accompanied by a single Cheque/Bank Draft for the exact amount payable for the number of shares accepted. A separate Cheque/Bank Draft to be forwarded with the Form of Application for Additional Shares (**Form C**).

Application Forms accompanying remittances, which are not in accordance with the instructions, will be rejected.

Rejection of Applications

Provisional Letters of Allotment, along with the remittance which are incomplete in any way and/or are not in accordance with the terms, conditions and instructions set out in the same (Provisional Letter of Allotment) and the Supplementary Circular will be rejected at the absolute discretion of the Board of Directors of Kotagala Plantations PLC.

Provisional Letters of Allotment delivered by hand after the last date of acceptance and payment i.e. 11th August 2021 will be rejected. Provisional Letters of Allotment received by the Secretaries/Registrars by post after 4.00 p.m. on the succeeding market day immediately following the last date of acceptance and payment will also be rejected even if they carry a post mark dated prior to the last date of acceptance and payment.

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