

TEA SMALLHOLDER FACTORIES PLC

Registration Number: PQ 32

Registered Office:

Level 11, Browns Capital Building

No. 19, Dudley Senanayake Mawatha,

Colombo 08

CIRCULAR TO SHAREHOLDERS

Dear Shareholder,

THIRTY SECOND ANNUAL GENERAL MEETING OF TEA SMALLHOLDER FACTORIES PLC

The 32nd Annual General Meeting (AGM) of Tea Smallholder Factories PLC will be held as a virtual meeting on Tuesday, 22nd September 2026 at 10:00 a.m. in accordance with the guidelines issued by the Colombo Stock Exchange (CSE) for hosting of virtual AGMs.

METHOD OF HOLDING THE MEETING:

1. The Board of Directors and key officials who are essential for the administration of the formalities of the meeting will be present in person at the venue of the meeting. All shareholders will participate online.
2. Shareholders and proxy holders who wish to participate online should notify the Company of such intention by submitting the duly completed Registration Form provided in Annexure I.
3. The Annual Report of Tea Smallholder Factories PLC for 2025/2026 is accessible via:
 - (1) Corporate Website - www.brownsplantations.lk
 - (2) The Colombo Stock Exchange - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=TSML.N0000>
 - (3) The following QR Code (accessible via mobile devices):



Should members wish to obtain a hard copy of the report, they may send a request to the Company, by filling the Form of Request attached in Annexure II. A printed copy of the Annual Report will be forwarded by the Company within eight (08) market days, subject to the prevailing circumstances at the time, from the date of receipt of the request.

B. SHAREHOLDER PARTICIPATION / REGISTRATION FOR THE AGM:

1. To facilitate this process the shareholders must perfect the Registration Form in Annexure I of this Circular to the Shareholders and forward same to corporateservices@lolc.com (with the email subject titled "REGISTRATION FORM FOR TSML AGM 2026" not less than 48 hours before the date of the meeting so that the meeting login information could be forwarded to the email addresses provided.
2. The shareholders may appoint a member of the Board of Directors as his/her proxy to represent them at the AGM or any other person or representative (in the case of corporates) to participate (on-line) on his/her/ its behalf.

A proxy holder need not be a shareholder of the Company. A Form of Proxy is enclosed with the Notice of Meeting for this purpose, and the completed Form of Proxy must be delivered or posted to L O L C Corporate Services (Pvt) Ltd, Secretaries for Tea Smallholder Factories PLC, No. 100/1 Sri Jayawardenepura Mawatha, Rajagiriya; or scanned and emailed to corporateservices@lolc.com or sent by facsimile on + 94 112865602 (with the email subject titled "TSML AGM PROXY") not later than 48 hours before the time appointed for the holding of the AGM. Duly completed proxies which are submitted by shareholders up to 10:00 a.m. on 20th September 2026 will be considered valid.

3. Shareholders may send in their questions/ comments on the matters listed in the Notice of AGM by email to: corporateservices@lolc.com or by facsimile on + 94 112865602 or by post to L O L C Corporate Services (Pvt) Ltd, the Secretaries for Tea Smallholder Factories PLC, No. 100/1 Sri Jayawardenepura Mawatha, Rajagiriya not less than 02 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 they could be addressed at the meeting. At the AGM, the

Chairman of the meeting will deal with those questions/comments which are relevant to the agenda items in the Notice of AGM.

4. Shareholders could vote their preference on the agenda items/resolutions and relevant procedures will be explained at the meeting.
5. The following documents are attached to this Circular to Shareholders: Notice of Annual General Meeting, Form of Proxy, Form of Registration for Online Participation, Request Form for the printed copy of the Annual Report.

For any further queries in this regard, please contact Mrs. Nelum Ranathunga attached to the Company Secretaries' Office

Name:

Telephone Nos.: +94 11 7248248, 7248574:

Fax No. : + 94 112865602

Email Address: corporateservices@lolc.com

The Board wishes to thank the shareholders of the Company for their unwavering cooperation.

Yours faithfully,
TEA SMALLHOLDER FACTORIES PLC

L O L C Corporate Services (Private) Limited
Secretaries
31st August 2026
Colombo

NOTICE OF MEETING

Notice is hereby given that the Thirty Second Annual General Meeting of Tea Smallholder Factories PLC (the Company) will be held as a virtual meeting on Tuesday, 22nd September 2026 at 10:00 a.m.

The business to be brought before the Meeting will be to:

1. Receive and consider the Annual Report of the Board of Directors including the Financial Statements for the financial year ended 31st March 2026 together with the Report of the Auditors thereon.
2. Re-elect as a Director, Mr. N. R. Nanayakkara who retires in terms of Article 90 of the Articles of Association of the Company.
3. Re-elect as a Director, Mr. K. Sivanesan who retires in terms of Article 90 of the Articles of Association of the Company.
4. Re-elect as a Director Mrs. A. Goonetilleke who retires by rotation in terms of Articles 83 of the Articles of Association of the Company.
5. Re-appoint Mr. G. D. V. Perera who is seventy-four years of age, as a Director of the Company, for which the passing of the following resolution is recommended:

“THAT in terms of Section 211 of the Companies Act No. 07 of 2007, the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr. G. D. V. Perera who is 74 years of age and that he be re-appointed as a Director of the Company”

6. Re-appoint Mr. T. Dharmarajah who is seventy years of age, as a Director of the Company, for which the passing of the following resolutions is recommended:
 - a. “THAT in terms of Section 211 of the Companies Act No. 07 of 2007, the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr. T Dharmarajah, who is 70 years of age and that he be appointed a Director of the Company.”
 - b. “THAT Mr. T Dharmarajah be designated as an Independent Non-Executive Director of the Company in terms of Section 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange.”

Refer recommendation set out in the Circular to the Shareholders.

7. Appoint Messrs. KPMG, Chartered Accountants as the Auditors of the Company for the ensuing Financial year and to authorize the Directors to determine their remuneration.
8. Approve in terms of Companies (Donations) Act No. 26 of 1951 the making of donations by the Directors as determined by them for the current Financial Year and until the next Annual General Meeting of the Company.

By Order of the Board

TEA SMALLHOLDER FACTORIES PLC



LOLC Corporate Services (Private) Limited

Secretaries

Colombo

31st August 2026

FORM OF PROXY

I/We
of
being a Shareholder/s of Tea Smallholder Factories PLC hereby appoint.....
.....of
..... or failing him/her,

- Dr. P S H Uluwaduge or failing him
- Mr. D S K Amarasekera or failing him
- Mr. G D V Perera or failing him
- Mr. A S Perera or failing him
- Mrs. A Goonetilleke or failing her
- Mr. T Dharmarajah or failing him
- Mr. U H E Silva or failing him
- Mr. N R Nanayakkara or failing him
- Mr. K Sivanesan

as my/our proxy to represent me/us and vote on my/our behalf at the Thirty Second Annual General Meeting of the Company to be held on 22nd September 2026 at 10:00 a.m. and at any postponement or adjournment thereof and at every poll which may be taken in consequence of thereof.

I/We, the undersigned, hereby direct my/our proxy to vote for me/us and on my/our behalf on the specified Resolution as indicated by the letter “X” in the appropriate cage:

	For	Against	Abstained
i To re-elect as a Director Mr. N R Nanayakkara who retires in terms of Article 90 of the Articles of Association of the Company	☐	☐	☐
ii To re-elect as a Director Mr. K Sivanesan who retires in terms of Article 90 of the Articles of Association of the Company	☐	☐	☐
iii To re-elect as a Director, Mrs. A Goonetilleke who retires by rotation in terms of Article 83 of the Articles of Association of the Company.	☐	☐	☐
iv To re-appoint as a Director, Mr. G D V Perera in terms of Sec. 211 of the Companies Act No. 7 of 2007.	☐	☐	☐
v To re- appoint as a Director, Mr. T Dharmarajah in terms of Sec. 211 of the Companies Act No. 7 of 2007.	☐	☐	☐
vi To designate Mr. T Dharmarajah as an Independent Director of the Company, in terms of Sec. 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange.	☐	☐	☐
vii To appoint M/s KPMG Chartered Accountants as Auditors and to authorise the Directors to determine their remuneration.	☐	☐	☐
viii To approve in terms of Companies (Donations) Act No. 26 of 1951 the making of donations by the Directors as determined by them for the current Financial Year and until the next Annual General Meeting of the Company.	☐	☐	☐

Signed on this day of..... Two Thousand and Twenty-Six (2026).

.....
Signature/s of Shareholder/s

NOTE: INSTRUCTIONS AS TO COMPLETION OF THE FORM OF PROXY ARE NOTED ON THE REVERSE.

INSTRUCTIONS AS TO COMPLETION OF THE FORM OF PROXY

1. Please perfect the Form of Proxy by filling in legibly your full name and address, signing in the space provided and filling in the date of signature.
2. The completed Form of Proxy should be deposited at No. lodged at No. 100/1 Sri Jayawardenepura Mawatha, Rajagiriya OR forwarded to the email address: corporateservices@lolc.com not later than 48 hours before the time appointed for the holding of the Meeting.
3. If the Form of Proxy is signed by an Attorney, the relevant Power of Attorney should accompany the completed Form of Proxy for registration, if such Power of Attorney has not already been registered with the Company.
4. If the appointor is a company or corporation, the Form of Proxy should be executed under its Common Seal or by a duly authorised officer of the company or corporation in accordance with its Articles of Association or Constitution.
5. If this Form of Proxy is returned without any indication of how the person appointed as Proxy shall vote, then the Proxy shall exercise his/her discretion as to how he/she votes or, whether or not he/she abstains from voting.

Please fill in the following details:

Name

Address

Jointly with

Share Folio No./CDS account
no

National Identity Card No

Report of the Nominations and Governance Committee on the proposed re-appointment of Mr. T. Dharmarajah as an Independent Director of Tea Smallholder Factories PLC

The Nominations and Governance Committee, having regard to the industry and the Group within which the Company operates, submits this report and its recommendation to the Board and shareholders in terms of applicable regulatory requirements, in respect of the proposed re-appointment of Mr. T Dharmarajah as an Independent Director of the Company. In evaluating this recommendation, the Committee has carefully considered a range of factors to ensure that the proposed appointment is in the best interests of the Company and its shareholders. The Committee's deliberations have considered the following:

- The current and future strategic priorities of the Company, including opportunities presented by the evolving business environment and the requirement for the Board to be equipped with Directors who possess the requisite expertise, foresight, and leadership capabilities.
- Regulatory requirements and ensuring compliance under the Companies Act No. 7 of 2007 (Companies Act), specifically, Section 210 of the Act which stipulates that individuals who have attained the age of seventy (70) years shall not be eligible for appointment as Directors unless such appointment is approved by a resolution of the shareholders under Section 211, declaring that the age limit shall not apply to the individual.
- Compliance with the Colombo Stock Exchange Listing Rules, specifically the provisions on fitness and propriety, independence criteria, and the requirement for shareholder approval in the appointment of Independent Directors over the age of seventy (70) years.

- Professional experience and leadership record of Mr. Dharmarajah, including insights into corporate finance and governance which are regarded as valuable assets to the Board.

- Board composition and diversity, including the overall composition of the Board to ensure that it reflects a balanced mix of qualifications, skills, experiences, diversity in perspectives, professional backgrounds, and industry knowledge which is critical to effective governance and to aligning the Board's capabilities with the Company's strategic direction.

Contribution Since Appointment

In forming its recommendation, the Committee has also considered Mr. Dharmarajah's contribution to the Board since his appointment on 20th June 2025. During this period, he has demonstrated a strong capacity to add value through:

- thoughtful and independent contributions to Board deliberations, particularly on matters of Finance and Accounting, Risk Management, and Internal Control;
 - the application of sound judgment and practical insight, drawn from his extensive senior leadership experience, which has enhanced the quality and depth of Board discussions; and
 - constructive engagement with both fellow Directors and Management, marked by an objective, balanced, and governance-focused approach.
- The Committee is of the view that Mr. Dharmarajah's presence has strengthened the Board's collective effectiveness and has positively contributed to its oversight responsibilities over the past year.

Profile

Mr. Thiagarajah Dharmarajah is the Senior Partner (Audit & Assurance) at M/s Amerasekera & Company and serves as a Director of Renuka City Hotels PLC, Eden Hotel Lanka PLC, Palm Garden Hotels PLC, Serendib Hotels PLC, Dolphin Hotels PLC, Hotel Sigiriya PLC, Udupussellawa Plantation PLC, Hapugastenne Plantation PLC, Tea Smallholder Factories PLC, Management Applications (Pvt) Limited and DHS Medical Group (Private) Limited. He is a Member of the Council of the University of Visual and Performing Arts, Postgraduate Institute of Indigenous Medicine and a member of the Standing Committee on Management Studies of the University Grants Commission. He was a director of DFCC Bank PLC, DFCC Vardhana Bank PLC, and Raigam Wayamba Salterns PLC, a Member of the Board of Management Postgraduate Institute of Management and Curriculum Development Committee of the National Institute of Education. He was also a Member of the Council of the Institute of Chartered Accountants of Sri Lanka and University of Sri Jayewardenepura. He was a former president of the Association of Accounting Technicians of Sri Lanka. Mr. Dharmarajah holds a B.Sc. Management (Sp) Degree from the University of Sri Jayewardenepura and a Fellow Membership of the Institute of Chartered Accountants of Sri Lanka, Association of Accounting Technicians of Sri Lanka and Institute of Public Finance & Development Accountancy'.

Annexure I

To:

L O L C Corporate Services (Private) Limited,

Secretaries to Tea Smallholder Factories PLC,

No. 100/1 Sri Jayawardenepura Mawatha,

Rajagiriya

REGISTRATION FORM FOR TEA SMALLHOLDER FACTORIES PLC AGM 2026

Details of Shareholder		
1. Full Name/s of Shareholder/s:		
2. Address:		
3. National Identity Card Number/ Company Registration number:		
4. CDS Account number:		
5. Contact number (mandatory):	Land line (residence/work):	Mobile:
6. Email address (it is mandatory for the shareholder to provide an email address in order to forward the login information for the on-line meeting link)		
In the event a Proxy Holder is appointed by the Shareholder		
7. Name of the Proxy holder		
8. Proxy holders NIC/PP No.		
9. Proxy holders contact No. (mandatory)	Land line (residence/work):	Mobile:
10. Proxy holder's email (it is mandatory for the proxy holder to provide an email address in order to forward the login information for the on-line meeting link)		

Important – Only registered shareholders and registered proxy holders will be permitted to log in and participate at the AGM on-line. Duly filled Form should be scanned and emailed to : corporateservices@lolc.com or Sent by facsimile to + 94 112865602 not less than 48 hours before the meeting.

I/My Proxy holder am/is willing to participate at the AGM online: Yes ☐ No ☐

Signature/s & date:

Principal Shareholder 1st Joint Holder 2nd Joint Holder

Annexure II

To: **L O L C Corporate Services (Private) Limited,**
Secretaries to Tea Smallholder Factories PLC,
No. 100/1 Sri Jayawardenepura Mawatha,
Rajagiriya.
Tel: +94 11 7248574
Email: corporateservices@lolc.com

REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT 2025/2026

I/We..... being a shareholder/s of the Company wish to receive a printed copy of the Annual Report 2025/2026.

(Please mark (√) as appropriate)

- 1. I will collect a copy from your office
- 2. Please hand over an annual report to the bearer of this form -

Full name of bearerNIC.....

- 3. Please post it to my address given below:

My/Our details are as follows:

Full Name of the Shareholder	:	
(as stated in the CDS Account)	:	
Shareholders NIC/PP/Company	:	
Registration No.	:	
Folio No	:	
Address	:	
Contact Tel No	:	

.....	
Signature	Date

Notes: