

CIRCULAR TO SHAREHOLDERS

BOGAWANTALAWA TEA ESTATES PLC
Company No. PQ124
No.153, Nawala Road, Narahenpita

29TH ANNUAL GENERAL MEETING OF THE COMPANY

Dear Shareholder/s,

Taking into consideration the current situation prevailing in the country and possible challenges which may arise with regard to transportation, the Board of Directors of Bogawantalawa Tea Estates PLC has decided to hold the 29th Annual General Meeting (AGM) as a Virtual Meeting on Friday 23rd September 2022 at 10.00 a.m., in line with the guidelines issued by the Colombo Stock Exchange (CSE) for hosting of virtual AGMs and on the assumption that no curfew will be in force on that date and that there would be no restrictions imposed by the authorities on conduct of meetings.

METHOD OF HOLDING THE AGM

Only the key officials who are essential for the administration of the formalities of the meeting will be physically present in the Board Room. All others, including shareholders, will participate via an online meeting hosted on the ZOOM platform.

REGISTRATION PROCEDURE

Those Shareholders and Proxy holders who wish to participate via audio visual conferencing technology means should notify the Company of such intention by completing the REGISTRATION FORM.

The duly completed REGISTRATION FORM should be deposited with the Secretaries at No. 3/17, Kynsey Road, Colombo 08 or forwarded to bopl.pwcs@gmail.com in order to enable the Company to receive the same by 21st September 2022.

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 will also be made available on the corporate website of the Company and the website of the Colombo Stock Exchange and those Shareholders who wish to submit their Form of Proxy should duly complete the same as per the instructions given therein. The duly completed Form of Proxy should be deposited with the Secretaries at No. 3/17, Kynsey Road, Colombo 08, Sri Lanka or forwarded by email to bopl.pwcs@gmail.com in order to enable the Company to receive the same 48 hours prior to the meeting.

PARTICIPATION VIA AN ONLINE 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.

Shareholders can send in their queries, if any, to bopl.pwcs@gmail.com forty eight hours (48) prior to the commencement of the meeting.

VOTING

Voting on the items on the Agenda will be registered by using an online e-ballot platform. All such procedures will be explained to the Shareholders prior to the commencement of the meeting.

COPIES OF THE ANNUAL REPORT 2021/2022

The Annual Report and the Financial Statements of the Company are available on the following websites and the relevant links are given below enabling all the Shareholders to access such Annual Report and Financial Statements.

1. Corporate Website of BOGAWANTALAWA TEA ESTATES PLC – <https://www.bogawantalawa.com>
2. Colombo Stock Exchange – <https://www.cse.lk/home/company-info/BOPLN0000/financial>

Should a Shareholder wish to obtain a printed copy of the Annual Report, they may send a written request to the Registered Office of the Company by filling the request form attached herein. A copy of the Annual Report will be forwarded by the Company within eight (8) market days from the date of receipt of the request.

For any queries please contact Mr. Nuwan Bogahalanda on telephone no. 2510177 /email nuwan@bpl.lk during office hours.

Below mentioned documents are attached herewith

1. Notice of Meeting
2. Form of Proxy
3. Guideline and Registration Process to join the AGM virtually
4. Registration Form for the AGM
5. Request Form for the printed copy of the Annual Report

By order of the Board

BOGAWANTALAWA TEA ESTATES PLC

Sgd.

P W CORPORATE SECRETARIAL (PVT) LTD

Director/Secretaries

29th August 2022

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Twenty Ninth Annual General Meeting of Bogawantalawa Tea Estates PLC will be held at by way of electronic means on the 23rd day of September 2022 at 10.00 a.m and the business to be brought before the Meeting will be:

1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and the Financial Statements for the year ended 31st March 2022 and the Report of the Auditors thereon.
2. To re-elect as a Director Mr. C M O Haglind who retires by rotation in terms of Article 89 & 90 of the Articles of Association of the Company.
3. To pass the ordinary resolution set out below to re- appoint Mr. G V M Nanayakkara who is over 70 years of age, as a Director of the Company;

"IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act, No.07 of 2007 shall not apply to Mr. G V M Nanayakkara who is over 70 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. D A de S Wickramanayake who is over 70 years of age, as a Director of the Company;

"IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act, No.07 of 2007 shall not apply to Mr. D A de S Wickramanayake who is over 70 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 authorise the Directors to determine donations for the ensuing year.
6. To re-appoint Messrs. BDO Partners, Chartered Accountants as Auditors of the Company and to authorise the Directors to determine their remuneration.

By order of the Board

BOGAWANTALAWA TEA ESTATES PLC

Sgd.

P W CORPORATE SECRETARIAL (PVT) LTD

Director/Secretaries

29th August 2022

Colombo

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of him/her.
2. A Proxy need not be a member of the Company.
3. A Form of Proxy is enclosed for this purpose.
4. The completed form of Proxy should be deposited at the Registered Office of the Company, No. 153, Nawala Road, Narahenpita, Colombo 5, not less than forty-five (45) hours before the time fixed for the commencement of the Meeting.

GUIDELINE AND REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING (AGM) VIA ONLINE MEETING PLATFORM

1. Shareholders are required to join the virtual AGM by clicking on the meeting link and user credentials sent by BOGAWANTALAWA TEA ESTATES PLC via email.
2. The request to register names for online participation via Online Meeting Platform should be delivered to the Secretaries P W Corporate Secretarial (Pvt) Ltd, No. 3/17, Kynsey Road, Colombo 08, Sri Lanka or e-mailed to bopl.pwcs@gmail.com along with the required registration information as per the REGISTRATION FORM by 21st September 2022.
3. The information received from a Shareholder pertaining to his/her Proxy holder should tally with the information indicated in the duly completed Form of Proxy submitted by the Shareholder in order for the meeting link and user credentials to be shared by the Company with the Proxy holder.
4. BOGAWANTALAWA TEA ESTATES PLC will verify all the registration requests and identification details received with the Shareholders' register and accept the registrations for AGM if it is satisfied with the request and supporting documents. Once the registration is accepted, Shareholders will receive an email confirmation acknowledging the registration.
5. The Shareholders whose online participation request has been accepted will receive a separate email containing the meeting link and user credentials from BOGAWANTALAWA TEA ESTATES PLC, twenty four (24) hours prior to the commencement of the AGM.
6. If a Shareholder/Proxy holder intends to join the Virtual AGM via a smart phone, it is necessary for him/her to download the "Zoom Mobile App" onto his /her smart phone. Similarly if a shareholder/Proxy holder wishes to attend the Virtual AGM via a desktop computer, the link can be opened by downloading the "Zoom Desktop App" to the respective desktop computer (Compatible web browser: Google Chrome).
7. The Shareholders/Proxy holders are requested to use the web link which will be forwarded by the Company and click on "Virtual AGM Registration" in order to log in to the meeting.
8. Upon clicking on the link forwarded by the Company, Shareholders/Proxy holders will be redirected to an interface where they will be requested to enter their first name, last name, email address, re- enter email address and National Identity Card Number.(The participants are required to enter the correct details as mentioned in the registration form forwarded to us where any mismatch will be considered as an unsuccessful log in)
9. At this point, all participants are requested to click on "REGISTER" which will be prompted on their screens enabling them to receive the log in link.
10. Participants are required to click on "Join the Virtual AGM of BOGAWANTALAWA TEA ESTATES PLC.
11. It is recommended to join the meeting at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the start of the AGM.
12. Once the credentials are inserted, he/she will be directed to the Virtual AGM Zoom Platform.
13. Shareholders/Proxy holders may use the Q & A tab or the Hand Raise () icon appearing on the screen respectively, to submit their questions or concerns in typed format or verbally. The system will allow a pop up message to unmute the microphones and to allow video options.

14. The Company will forward a separate email to the Shareholders and to proxy holders or representatives who are entitled to vote providing a separate link to vote on all resolutions included in the Notice of Meeting dated 29th August 2022.
15. We request such persons to please open the said link and be prepared to cast their vote when each resolution is taken up for voting by the Chairman. Participants are advised to "refresh" the voting page and cast the vote as per their discretion in the given space and click "SUBMIT" enabling the Company to receive the responses.
16. When declaring the position of a resolution, Chairman will take in to account the voting of the Shareholders/ Proxy holders participating virtually
17. 60 seconds will be allocated for Shareholders/ Proxy holders to cast their vote in respect of each resolution.
18. The results will be processed and announced by the Chairman 15 seconds after the end of the time slot allocated for voting.
19. In a situation where Shareholders' voting is required for a poll, the same mechanism will be applicable. This will be moderated by the Chairman of the meeting.
20. It is advised to check the online AGM access at least 3 hours prior and also ensure that your devices have an audible sound system so that you could be a part of the AGM comfortably.

FORM OF PROXY

I/We the undersigned

NIC No. of

being a member/s* of Bogawantalawa Tea Estates PLC hereby appoint:

Mr. Dinesh Jamnadas Ambani	of Colombo or failing him*
Mr. Lalithkumar Jamnadas Ambani	of Colombo or failing him*
Mr. Carl Michael Oscarsson Haglind	of Sweden or failing him*
Mr. Don Ariyaseela De Silva Wickramanayake	of Colombo or failing him *
Mr. Sudath Ajitha Samaradivakara Jayasundara	of Colombo or failing him *
Mr. Gerard Victor Maurice Nanayakkara	of Colombo or failing him *
Mr. Lalith Hemantha Munasinghe	of Colombo or failing him *

.....
of

my/our * Proxy to vote as indicated hereunder for me/us* and on my/our* behalf at the Twenty Ninth Annual General Meeting of the Company to be held on 23rd September 2022 and at every poll which may be taken in consequence of the aforesaid Meeting and at any adjournment thereof:

	For	Against
Resolution 1		
To re-elect Mr. C M O Haglind who retires by rotation in terms of Article No. 89 & 90 of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2		
To pass the ordinary resolution as set out in the Notice to re-appoint Mr. G V M Nanayakkara who is over 70 years of age, as a Director of the Company;	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3		
To pass the ordinary resolution as set out in the Notice to re-appoint Mr. D A de S Wickramanayake who is over 70 years of age, as a Director of the Company;	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4		
To authorise the Directors to determine donations for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5		
To re-appoint Messrs. BDO Partners Chartered Accountants as Auditors of the Company and authorise the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

In witness my/our* hands this day of Two Thousand and Twenty Two.

.....
Signature of Shareholder/s

* Please delete the inappropriate words.
Instructions as to completion appear on the reverse.

INSTRUCTIONS AS TO COMPLETION

1. This Form of Proxy must be deposited at No. 153, Nawala Road, Narahenpita, Colombo 5 not less than forty five (45) hours before the time fixed for the Meeting.
2. In perfecting the Form of Proxy please ensure that all details are legible.
3. If you wish to appoint a person other than a Director of the Company as your proxy, please insert the relevant details in the space provided.
4. 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.
5. In the case of a Company/Corporation, the proxy must be under its Common Seal, which should be affixed and attested in the manner prescribed by its Articles of Association.
6. In the case of a Proxy signed by an Attorney, the Power of Attorney must be deposited at The Secretaries' Office (i.e. P W Corporate Secretarial (Pvt) Ltd., 3/17, Kynsey Road, Colombo 8) for registration.
7. In the case of joint holders the Form of Proxy must be signed by the first holder.

REGISTRATION FORM

29TH ANNUAL GENERAL MEETING (AGM) OF BOGAWANTALAWA TEA ESTATES PLC
TO BE HELD AS A VIRTUAL MEETING ON 23RD SEPTEMBER 2022 AT 10.00 A.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 Proxy holder is appointed by the Shareholder following details of his/her's 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

Online

I/My Proxy holder am/is willing to participate at the AGM

☐

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, Sri Lanka or emailed to bopl.pwcs@gmail.com

FORM OF REQUEST

FOR A PRINTED COPY OF THE ANNUAL REPORT OF BOGAWANTALAWA TEA ESTATES PLC
FOR THE PERIOD ENDED 31ST MARCH 2022

TO: Bogawantalawa Tea Estates PLC
No.153, Nawala Road,
Colombo 05

I/We hereby request for a printed copy of the Annual Report of Bogawantalawa Tea Estates PLC for the period ended 31st March 2022

DETAILS OF THE SHAREHOLDER(S)

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

.....
Signature of Shareholder(s)

.....
Date

* Contact details of

Telephone :

Facsimile :

Email :

