

KAPRUKA HOLDINGS PLC

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Twenty Second (22nd) Annual General Meeting of the shareholders of **KAPRUKA HOLDINGS PLC** will be held in terms of Articles 58(1) (iii) of the Articles of Association by means of audio and visual communication on **27th September 2024 at 11.00 a.m.** centered at the Board Room of the company 147, Old Kottawa Road, Mirihana, Nugegoda for the following purposes.

1. Routine Business

- 1.1 To receive the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March 2024 together with the Report of the Auditors thereon.
- 1.2 To elect as a director, in terms of Article 92 of the Articles of Association **Mr. Suresh Deepal Subasinghe**, who retires from the Board by rotation in terms of Article 88(1) of the Articles of Association of the Company.
- 1.3 To elect as a director, in terms of Article 95 of the Articles of Association **Dr. Dingiri Bandage Sunil Chamara Bandara**, who was appointed as an additional director to the Board.
- 1.4 To elect as a director, in terms of Article 95 of the Articles of Association **Mr. Lakshman Abeysekera**, who was appointed as an additional director.
- 1.5 To propose the following resolution to be approved with or without modification as an ordinary resolution for the re-election of **Mrs. Ranasinghe Arachchige Thilangani Herath**, as director in terms of Section 211 of the Companies Act No. 07 of 2007, who has reached the age of 73 years as at the date of the Annual General Meeting.

“That **Mrs. Ranasinghe Arachchige Thilangani Herath** who has reached the age of 73 years as at the date of the Annual General Meeting be and is hereby re-elected as a Director for a period of One year and it is hereby declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the appointment of the said Director.”

- 1.6 To re-appoint **Messrs. Ernst & Young, Chartered Accountants**, as the Auditors of the Company for the ensuing year and to authorize the Directors to determine their remuneration.
- 1.7 To approve donations made by the Company during the year under review and to authorize the Directors to determine donations for the year ending 31st March 2025 and up to the next Annual General Meeting of the Company.

2. Special Business

To pass the following Special Resolutions to amend the Articles of Association of the Company in line with and to comply with the Listing Rules of the Colombo Stock Exchange that are currently in force.

2.1 Special Resolution 1

IT IS HEREBY RESOLVED that Article 80 be amended by the deletion of words and numbers “three (03)” and replacing the same with the words and numbers “five (05)”, appearing in line 1 thereof. The amended Article 80 would read as follows;

“80. The Board of Directors shall consist of not less than five (05) or more than twelve (12) in number. Upon the shares of the Company being listed on the Colombo Stock Exchange, the Company shall in compliance with the Listing Rules of such Exchange ensure that – ”

2.2 Special Resolution 2

IT IS HEREBY RESOLVED that the following new Articles numbered from(a) to (e) shall be added immediately at the end of Article 121 so that the said sub-articles from(a) to (e)shall form as Sub Articles (a) to (e)of Article 121

- (a) Alternate directors shall only be appointed in exceptional circumstances and for a maximum period of one (1) year from the date of appointment.
- (b) If an Alternate Director is appointed for a Non-Executive Director, such an alternate should not be an executive of the Listed Entity.
- (c) If an Alternate Director is appointed by an Independent Director, the person so appointed should meet the criteria of independence specified in these Rules, and the Listed Entity shall satisfy the requirements relating to the minimum number of Independent Directors specified in these Rules. The Nominations and Governance Committee shall review and determine that the person nominated as the alternate would qualify as an Independent Director before such appointment is made.
- (d) The Listed Entity shall make an immediate Market Announcement regarding the appointment of an Alternate Director. Such Market Announcement shall include the following:
 - i. The exceptional circumstances leading to such appointment;
 - ii. The information on the capacity in which such Alternate Director is appointed, i.e., whether as an Executive, Non-Executive or Independent Director;
 - iii. The time period for which he/she is appointed, which shall not exceed one year from the date of appointment; and,
 - iv. A Statement by the Entity indicating whether such appointment has been reviewed by the Nominations and Governance Committee of the Entity.
- (e) The attendance of any Alternate Director at any meeting, including a Board Committee Meeting, shall be counted for quorum

2.3 Special Resolution 3

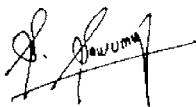
IT IS HEREBY RESOLVED that To delete the following words appearing in Article 124

‘An Alternate Director may be appointed for a specified period or until the happening of a specified event, but he shall ipso facto cease to be an Alternate Director in any of the following events, that is to say-’

and substitute, therefore, the following new words in its place.’

‘The appointment of an Alternate Director shall ipso facto cease during the period of the Appointment; in any of the following events that is to say;-’

By order of the Board
KAPRUKA HOLDINGS PLC



Director
Kreston Corporate Services (Pvt) Ltd
Secretaries

30th August 2024

Notes:

1. A shareholder entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote on his/her behalf.
2. A proxy so appointed need not be a member of the Company.
3. A Form of Proxy accompanies this Notice.

KAPRUKA HOLDINGS PLC

FORM OF PROXY

I/We* (please indicate full name)
holder of NIC/Passport/Company Registration No./s Of (Address of shareholder/s
..... being a shareholder/s* of Kapruka Holdings PLC
hereby appoint: Mr/Ms (Please indicate full name)
holder of NIC No. of or failing him/her.

Mr. Herath Pathiranalage Dulith Vinodan Herath	or failing him
Mrs. Anuradha Malimage Herath	or failing her
Mrs. Ranasinghe Arachchige Thilangani Herath	or failing her
Mrs. Manohari Prasadini Abeyesekera	or failing her
Mr. Subasinghe Mudiyansele Tishan Harendranath Subasinghe	or failing him
Mr. Suresh Deepal Subasinghe	or failing him
Dr. Dingiri Bandage Sunil Chamara Bandara	or failing him
Mr. Lakshman Abeysekera	

as my/*our Proxy to represent me/us* and to vote as indicated below on my/our* behalf at the Annual General Meeting of the Company to be held on 27th September 2024 and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid Meeting. I/We the undersigned hereby authorize my/our proxy to vote on my/our behalf in accordance with the preferences indicated below

	For	Against
1. To approve item no. 1.2 set out in the Notice of the 22nd Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve item no. 1.3 set out in the Notice of the 22nd Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve item no. 1.4 set out in the Notice of the 22nd Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve item no. 1.5 set out in the Notice of the 22nd Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve item no. 1.6 set out in the Notice of the 22nd Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve item no. 1.7 set out in the Notice of the 22nd Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
7. To approve Special Resolution 2.1 set out in the Notice of the 22nd Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
8. To approve Special Resolution 2.2 set out in the Notice of the 22nd Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
9. To approve Special Resolution 2.3 set out in the Notice of the 22nd Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>

As witness my/our handset hereto this day of
Two Thousand and Twenty-Four.

.....
Signature

Note: Instructions as to completion are given below. Please delete the words which are not applicable and mark "X" in the appropriate cages to indicate your instructions as to voting.
A proxy need not be a member of the Company.

INSTRUCTIONS AS TO COMPLETION OF THE FORM OF PROXY

1. A shareholder entitled to participate and vote at the meeting but is unable to do so, can appoint not more than one proxy to participate and vote at the AGM instead of him/her, by completing the Form of Proxy. Shareholders who are unable to participate in the above meeting are encouraged to appoint the Chairman of the Meeting or any other Director of the Company to participate and vote on their behalf
2. The full name, National Identity Card number, and the registered address of the shareholder appointing the proxy and the relevant details of the Proxy should be legibly entered in the form of the Proxy which should be duly signed and dated.
3. Please indicate with an "X" in the cages provided, how your proxy is to vote on each resolution. If no indication is given, the proxy is at his/her discretion and may vote as he/she thinks fit.
4. To be valid, the completed Form of Proxy should be forwarded to the Company Secretaries, via email to khplc.cs@kreston.lk or post to Kreston Corporate Services (Pvt) Ltd No. 74A, 2nd Floor, Advantage Building, Dharmapala Mawatha, Colombo 07 not less than 48 hours before the time appointed for holding the Meeting, i.e. before 11.00 A.M on 25th September 2024.
5. If the shareholder is a company or a body corporate, a Form of Corporate Representation executed under the Common Seal in accordance with the Articles of Association or the Constitution should be submitted.
6. Where the Form of Proxy is signed under a Power of Attorney (POA) which has not been registered with the Company, the original Power of Attorney (POA) together with a photocopy of the same or a copy certified by a Notary Public must be lodged with the Company along with the Form of Proxy or emailed to khplc.cs@kreston.lk.
7. If a shareholder has submitted a Form of Proxy prior to the meeting and subsequently decides to participate in the meeting him/herself, he/she should take immediate steps to revoke the appointment of a proxy

CIRCULAR TO SHAREHOLDERS

KAPRUKA HOLDINGS PLC PQ 00247881

22ND ANNUAL GENERAL MEETING (AGM) OF “KAPRUKA HOLDINGS PLC” TO BE HELD AS A VIRTUAL MEETING ON 27th SEPTEMBER 2024 AT 11.00 AM

Dear Shareholder/s,

The Board of Directors of Kapruka Holdings PLC having taken into consideration the guidelines issued by the Colombo Stock Exchange (“CSE”) on holding virtual shareholder meetings through audio/visual means and in conformity with the regulatory provisions of the Articles of Associations of the Company, have decided to hold the Annual General Meeting (“AGM”) of the Company as a virtual meeting through audio/visual means in the manner set forth below.

1. 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.

2. Registration procedure

Those shareholders and proxy holders who wish to participate by audio visual conferencing technology should notify the Company Secretaries, Kreston Corporate Services (Pvt) Ltd, No 74A, 2nd Floor, Advantage Building, Dharmapala Mawatha, Colombo 07, of such intention by completing the REGISTRATION FORM and emailing it to the following email address khplc.cs@kreston.lk or send it by post to reach the Company Secretaries 48 hours prior to the time fixed for the Meeting i.e 11.00 AM on 25th September 2024.

The Registration Form will also be made available on the Company's official website (<https://www.kapruka.com>) and on the website of the Colombo Stock Exchange (<https://www.cse.lk>)

3. Appointment of proxy holders

Shareholders are encouraged to appoint a Director of the Company as their proxy 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 shareholders may also appoint any other persons other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting.

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 Company Secretaries, Kreston Corporate Services (Pvt) Ltd, No. 74A, 2nd Floor, Advantage Building, Dharmapala Mawatha, Colombo 07 or forwarded by email to khplc.cs@kreston.lk to enable them to receive the same not less than forty-eight (48) hours prior to the time appointed for holding the AGM.

4. Participation via an Online Meeting Platform

The login information will be authorized only for use by individual shareholders, proxy holders, and in the case of institutional shareholders, the authorized representatives and the Company will not be responsible or liable for any misuse. Where the proxy holders 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.

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company Secretaries, via e-mail to khplc.cs@kreston.lk or by post to the registered address of the Company Secretaries, Kreston Corporate Services (Pvt) Ltd., No.74A, 02nd Floor, Advantage Building, Dharmapala Mawatha, Colombo 07 not less than Five (05) days before the date of the meeting. This is in order to enable the Company Secretaries to compile the queries and forward the same to the attention of the Board of Directors so that such queries could be addressed at the meeting.

5. Voting

Voting in respect of the items of business on the agenda will be registered by using an online platform or a designated ancillary online application. This method of voting will count as one vote per Shareholder similar to a show of hands. All of such procedures will be explained to shareholders prior to the commencement of the meeting.

6. Copies of the Annual Report 2023/24

The Annual Report and the Financial Statements of the Company will be available for perusal on the following websites.

1. Corporate Website of Kapruka Holdings PLC – (<https://www.kapruka.com>)
2. Colombo Stock Exchange – (<https://www.cse.lk>)

Should shareholders wish to obtain a printed copy of the Annual Report, they may send a written request to the Office of the Company by filling out 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. Chamath De Silva on telephone no 070-351 7699 or email chamath@kapruka.com during office hours.

7. Documents relating to the AGM

All documents relating to the AGM must be forwarded to the Secretaries by post or by email to the email address khplc.cs@kreston.lk 48 hours prior to the time fixed for the Meeting.

The Notice of Meeting, Form of Proxy, and other related documents will also be made available on the Company's website and on the website of the Colombo Stock Exchange.


The following documents are attached herewith:

1. Notice of Meeting
2. Form of Proxy
3. Request Letter for the printed copy of the Annual Report.

The Company will endeavor to dispatch the aforementioned documents by ordinary post to the shareholders provided the postal services are duly operational.

For any queries, please contact Mr. Chamath De Silva Accountant on 070-351 7699 during office hours (8.30 am to 5.00 pm)

BY ORDER OF THE BOARD,
KAPRUKA HOLDINGS PLC



KRESTON CORPORATE SERVICES (PVT) LTD
SECRETARIES

KAPRUKA HOLDINGS PLC
REGISTRATION FORM

**22ND ANNUAL GENERAL MEETING (AGM) OF KAPRUKA HOLDINGS PLC TO BE HELD
AS A VIRTUAL MEETING VIA ZOOM ON 27th SEPTEMBER 2024 AT 11.00 AM.**

DETAILS OF SHAREHOLDER

Full name of the principal shareholder :
.....
NIC No./Passport No./Company Reg. No :
CDS Account No. :
Residential address :
Phone :
Email :
Full name of the first joint holder :
NIC No./Passport No. :
Full name of the second joint holder :
NIC No./Passport No. :

In the event, that a proxy holder is appointed by the shareholder, the following details 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 :
Phone :
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 1st joint holder 2nd 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 the Registration Form is signed by an Attorney, the Power of Attorney must be deposited at No. 74A, 2nd Floor, Advantage building, Dharmapala Mawatha, Colombo 07 or emailed to khplc.cs@kreston.lk

**THE REGISTRATION PROCESS TO PARTICIPATE AT THE
22ND ANNUAL GENERAL MEETING OF KAPRUKA HOLDINGS PLC
VIA THE ONLINE MEETING PLATFORM**

1. As mentioned in the Circular to the Shareholders, the 22nd Annual General Meeting will be held as a Virtual Meeting on 27th September 2024 at 11.00 a.m. onwards. Shareholders who wish to participate virtually via the Online Meeting Platform should follow the following procedure in order to register themselves for the AGM.
2. The request to register names for online participation via Online Meeting Platform should be delivered to the Company Secretaries, Kreston Corporate Services (Pvt) Ltd, No. 74A, 2nd Floor, Advantage building, Dharmapala Mawatha, Colombo 07, Sri Lanka or e-mailed khplc.cs@kreston.lk along with the required registration information as per the REGISTRATION FORM at least forty-eight (48) hours before the AGM i.e 11.00 AM on 25th September 2024
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. Kapruka Holdings PLC will verify all the registration requests and identification details received with the Shareholders' Register and accept the registration 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 Kapruka Holdings PLC, twenty-four (24) hours prior to the commencement of the AGM.
6. If the Shareholder/Proxy Holder intends to join the AGM via a smartphone, it is necessary for him/her to download the "Zoom Mobile App" onto his/her smartphone. Similarly, if a shareholder/Proxy holder wishes to attend the 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. If any shareholder who is registered for participation via the Online Meeting Platform encounters any difficulty in connecting to the Meeting, they could contact the hotline number 070-2398403 for any assistance required.
8. The Shareholders/Proxy holders are requested to use the web link which will be forwarded by the Company and click on "AGM Registration" in order to login to the meeting.
9. 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 login).
10. At this point, all participants are required to click on Join the Virtual AGM of Kapruka Holdings PLC.
11. It is recommended to join the Meeting at least fifteen (15) 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 popup message to unmute the microphones and to allow video options.
14. When declaring the position of a resolution, Chairman will take into account the voting of the Shareholders/ Proxy Holders participating virtually.
15. 60 seconds will be allocated for Shareholders/ Proxy holders to cast their vote in respect of each resolution.
16. The results will be processed and announced by the Chairman 30 seconds after the end of the time slot allocated for voting.
17. 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.
18. It is advised to check the online AGM access at least a day prior and also ensure that your devices have an audible sound system so that you could be a part of the AGM comfortably.

REQUEST LETTER

To : - Kapruka Holdings PLC
147, Old Kottawa Road, Mirihana, Nugegoda.

KAPRUKA HOLDINGS PLC REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT – 2023/24

With reference to the Circular to Shareholders dated 30th August 2024, I/we hereby request you to please forward to me/us, a printed copy of the Annual Report of Kapruka Holdings PLC for the year 2023/24.

Full name of Shareholder :

Shareholder's NIC/Passport,
Company Registration Number :

Shareholder's Address :

Shareholder's folio number
(Please refer address label) :

Contact Number :

Shareholder's Email Address :

.....
Signature

.....
Date

Notes :

1. Please complete the Request Letter legibly, and sign and date the letter in the space provided.
2. The Letter should be delivered to the above-mentioned address or emailed via chamath@kapruka.com or faxed to +94-11-2823332 on or before 31st October 2024.
3. In the case of joint holders, the Letter may be executed by the Registered Principal Holder
4. In the event the shareholder is a company, the Letter may be executed under the common seal of the company or by a duly authorized officer of the company.