

Notice of Meeting

Notice is hereby given that the Twenty Eighth Annual General Meeting (Meeting) of Tea Smallholder Factories PLC (Company) will be held as a virtual meeting on 23rd June 2022 at 11.00 a.m.

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

1. Read the Notice Convening the Meeting.
2. Receive and consider the Annual Report and Financial Statements of the Company for the financial year ended 31st March 2022 with the Report of the Auditors thereon.
3. Re-elect as Director, Mr. A. K. Gunaratne who retires in terms of Article 83 of the Articles of Association of the Company. A brief profile of Mr. A. K. Gunaratne is contained in the Board of Directors section of the Annual Report on page 16.
4. To re-elect as Director, Mr. E. H. Wijenaikē who retires in terms of article 83 of the Articles of Association of the Company. A brief profile of Mr. E. H. Wijenaikē is contained in the Board of Directors section of the Annual Report on page 16.
5. To re-elect as Director, Mr. A. S. Jayatilleka who is over the age of 70 years and retires in terms of Section 210 of the Companies Act No.7 of 2007, for which the passing of the following ordinary resolution is recommended by the Company:
"THAT the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. A S Jayatilleka, who is 70 years and that he be re-elected a Director of the Company"
6. To re-appoint the Auditors and to authorize the Directors to determine their remuneration.
7. To consider any other business of which due notice has been given in terms of the relevant laws and regulations.

The Annual Report and Financial Statements of the Company are available on the:

- (1) Corporate Website – <https://keells.com/other-group-company-financial-reports> ; and
- (2) The Colombo Stock Exchange – <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=TSML.N0000>

For clarifications on how to download and/or access the Annual Report and Financial Statements, please contact Mr. Riza Ahamed on 011 2149992 during

normal office hours (8.30 a.m. to 4.30 p.m.) or email riza.tsfl@keells.com

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

By Order of the Board
TEA SMALLHOLDER FACTORIES PLC

Keells Consultants (Private) Limited
Secretaries
Colombo

20th May 2022

Notes:

- (i) A Member unable to attend is entitled to appoint a Proxy to attend and vote in his/her place.
- (ii) A Proxy need not be a Member of the Company.
- (iii) A Member wishing to vote by Proxy at the meeting may use the Form of Proxy enclosed herein.
- (iv) Members are encouraged to vote by Proxy through the 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.
- (v) In order to be valid, the completed Proxy Form must be lodged at the registered office of the Company or forwarded to the email address: keellsconsultants@keells.com or Fax No. 011 2439037 not less than 48 hours before the meeting.
- (vi) A vote can be taken on a show of hands or by poll. If a poll is demanded, each share is entitled to one vote. Votes can be cast in person, by proxy or corporate representatives. In the event an individual Member and his/her proxy holder are both present at the Meeting, only the Member's vote is counted. If proxy holder's appointer has indicated the manner of voting, only the appointer's indication of the manner of vote will be used.
- (vii) Instructions as to attending the virtual meeting are attached.

Form of Proxy

I/We

of

being a Member/s of Tea Smallholder Factories PLC hereby appoint

.....of

..... or failing him/her,

Mr. Krishan Niraj Jayasekara Balendra or failing him

Mr. Joseph Gihan Adisha Cooray or failing him

Mr. Ahamed Zafir Hashim or failing him

Mr. Eranjith Harendra Wijenaiké or failing him

Mr. Arjuna Kapila Gunaratne or failing him

Mr. Ananda Sunil Jayatilleka or failing him

Ms. Aruni Goonetilleke or failing her

Mr. Shanthi Kumar Lalith Obeyesekere

as my/our proxy to represent me/us and vote on my/our behalf at the Twenty Eighth Annual General Meeting of the Company to be held on 23rd June 2022 at 11.00 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 |
|---|--------------------------|--------------------------|
| i Re-elect as a Director, Mr. A. K. Gunaratne who retires in terms of Article 83 of the Articles of Association of the Company | <input type="checkbox"/> | <input type="checkbox"/> |
| ii To re-elect as Director, Mr. E. H. Wijenaiké who retires in terms of Article 83 of the Articles of Association of the Company | <input type="checkbox"/> | <input type="checkbox"/> |
| iii To re-elect as Director Mr. A. S. Jayatilleka who is over the age of 70 years and who retires in terms of Section 210 of the Companies Act No.7 of 2007 | <input type="checkbox"/> | <input type="checkbox"/> |
| iv. To re-appoint the Auditors and to authorise the Directors to determine their remuneration | <input type="checkbox"/> | <input type="checkbox"/> |

Signed on this day of Two Thousand and Twenty Two (2022).

.....
Signature/s of shareholder/s

NOTE: Instructions as to completion of the Form of Proxy are noted on the reverse

Form of Proxy

INSTRUCTIONS AS TO COMPLETION OF 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 the Registered Office of the Company at No. 117, Sir Chittampalam A. Gardiner Mawatha, Colombo 2, or forward to the email address: keellsconsultants@keells.com or Fax No. 011 2439037, 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. :

National Identity Card No :



TEA SMALLHOLDER FACTORIES PLC

Managed by John Keells Teas (Private) Limited

No. 4, Leyden Bastian Road, Colombo 1.

Tel: 2149990 – Chief Executive Officer
2149981 – Head of Operations
2149992 – Financial Controller
2149998 – General

Fax: 2335880

Company No. PQ32

INSTRUCTIONS FOR REGISTRATION AND PARTICIPATION OF SHAREHOLDERS AT THE VIRTUAL ANNUAL GENERAL MEETING OF THE COMPANY HELD THROUGH AUDIO/VISUAL MEANS ON 23rd JUNE 2022

Dear Shareholder,

The Board of Directors of the Company, having taken into consideration the guidelines issued by 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 using an online platform in the manner set forth below.

1. Shareholders who wish to participate in the AGM through the online platform are required to complete and forward the “Shareholder/Proxyholder Registration Form” annexed to this document as Annexure 1 together with a copy of the National identity Card or passport of the Shareholder/Proxyholder (if a Proxy is appointed) by registered post to the registered office of the Company, email it to keellsconsultants@keells.com or forward it by fax to 011-2439037 not less than 48 hours before the holding of the AGM. Shareholders are required to mandatorily provide their email address (or the email address of the Proxyholder) in the space provided in Annexure 1 in order to forward the web link if they wish to participate in the AGM through the online platform. The registered Shareholders/Proxyholders are requested to join the AGM only on the digital platform through the weblink sent by the Company.
2. Shareholders who wish to submit proxies can duly complete the proxies as per the instructions given on the reverse of the Form of Proxy and send same by registered post to the registered office of the Company or forward it by fax to 011-2439037 or by email to keellsconsultants@keells.com not less than 48 hours before the holding of the AGM.
3. Shareholders who wish to appoint a member of the Board of Directors as his/her Proxy to represent them at the AGM may do so by completing the Form of Proxy with their voting preferences marked against each resolution to be taken up at the AGM.
4. It is recommended that Shareholders/Proxyholders join the AGM at least fifteen (15) minutes before the start of the AGM. The digital platform will be active thirty (30) minutes before the start of the AGM.

5. Voting on items listed on the Agenda will be registered by using an online platform. Shareholders/Proxyholders will be briefed on the procedure for voting prior to the commencement of the AGM.
6. All Shareholders/Proxyholders speaking at the AGM to vote, seek clarification or make a comment relevant to the AGM are required to identify themselves when speaking at the AGM.
7. Any Shareholder can forward his/her queries and clarifications relevant to the AGM, by registered post to the registered office of the Company, email riza.tsfl@keells.com or forward it by fax to No. 011- 2335880 not less than three (3) days before the holding of the AGM. Responses in respect of such queries and clarifications may be made before or during the course of the meeting.
8. The date fixed for the AGM will not be affected even if a public holiday or curfew declared on such date as the AGM is to be held virtually. In the event, if any further action is required to be taken by the Company in relation to the AGM notification of such change would be by way of an announcement to the Colombo Stock Exchange.
9. This Document together with the Notice of Meeting, Shareholder/Proxyholder Registration Form (Annexure 1), Form of Proxy and Form of Request for the printed version of the annual report will also be published on the website of the CSE <https://www.cse.lk/Search Company - Tea Smallholder Factories PLC>

By order of the Board

TEA SMALLHOLDER FACTORIES PLC



Keells Consultants (Private) Limited
Secretaries

20th May 2022

Registration Form

Annexure 1

Tea Smallholder Factories PLC
28th ANNUAL GENERAL MEETING- 23rd June 2022
REGISTRATION FORM

To: TEA SMALLHOLDER FACTORIES PLC
No. 117, Sir Chithampalam A. Gardiner Mawatha,
Colombo 02

Full Name of the Shareholder :

.....

Shareholder's Address :

.....

Shareholder's NIC No./Passport No./Co. Reg. No. :

Shareholder's Contact Nos: Residence :

Mobile :

Shareholder's email address :

IF PROXY IS APPOINTED

Full name of Proxyholder :

Proxyholder's NIC No./Passport No :

Telephone Number: Residence :

Mobile :

.....
Shareholder's signature Date

Notes:

- Please perfect the Registration Form by filling in legibly your full name, address, email, contact number, signing in the space provided and filling in the date of signature.
- If the Registration Form is signed by an Attorney, the relevant Power of Attorney should accompany the completed Registration Form, if such Power of Attorney has not already been registered with the Company.
- If the Shareholder is a company or corporation, the Form 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.

Form of Request

To: The Financial Controller,
Tea Smallholder Factories PLC,
No.04, Leyden Bastian Road,
Colombo 01,
Sri Lanka.

REQUEST FOR A PRINTED VERSION OF THE 2021/22 ANNUAL REPORT OF TEA SMALLHOLDER FACTORIES PLC

I wish to request for a printed version of the 2021/22 Annual Report of Tea Smallholder Factories PLC. Please send the same by post to the address given below.

My details are as follows:

Full Name of Shareholder	
Address:	
Contact Number	

Date

Signature