

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Teejay Lanka PLC will be held online via a virtual platform on Friday, 28 June 2024, at 5.30pm for the following purposes:

AGENDA

1. To receive and consider the Annual Report of the Board and the Financial Statements of the Company for the financial year ended 31 March 2024 together with the Report of the Auditors thereon.
2. To re-appoint Deloitte Partners, Chartered Accountants, as the Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be agreed upon with them by the Board of Directors and to audit the Financial Statements of the Company for the ensuing year.
3. To re-elect Mr William (Bill) C McRaith, who retires in terms of Article 27 (3) of the Articles of Association and being eligible has offered himself for re-election.
4. To re-elect Mr Shrihan B Perera, who retires in terms of Article 27 (3) of the Articles of Association and being eligible has offered himself for re-election.
5. To declare a final dividend of LKR 0.75 per share for the financial year ended 31 March 2024 as recommended by the Board.
6. To consider and if thought fit 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.

Special Resolution 1:

IT IS HEREBY RESOLVED THAT article 27 (1) be deleted in its entirety and substituted with the following Article 27 (1):

27 (1) "Unless otherwise determined by ordinary resolution of the shareholders of the Company, the number of Directors of the Company shall not be less than five (5) and not more than nine (9).

Special Resolution 2 :

IT IS HEREBY RESOLVED that article 27 (5) be deleted in its entirety and be substituted with the following new articles numbered 27 (5) (a) to 27 (5) (d).

27 (5) (a) A Director may, if he is unable to attend to his duties as a Director, by notice in writing under his hand to the registered office of the Company or by notice sent by facsimile transmission or by email, appoint any person to be an Alternate Director of the Company in exceptional circumstances and for a maximum period of one (01) year from the date of appointment and at any time remove the alternate Director so appointed.

27 (5) (b) If an Alternate Director is appointed by and for a Non-Executive Director, such alternate should not be an executive of the Company.

27 (5) (c) If an Alternate Director is appointed by and for an Independent Director, the person so appointed should meet the criteria of independence specified in the Listing Rules of the Colombo Stock Exchange and the Company shall satisfy the requirements relating to the minimum number of Independent Directors specified in the 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.

27 (5) (d) The attendance of any Alternate Director at any meeting, including a Board committee meeting, shall be counted for the purpose of quorum.

Special Resolution 3:

IT IS HEREBY RESOLVED THAT article 27 (6) be amended by inserting the words "Subject to Article 27 (5) above" so that the amended article shall be read as follows:

27 (6) Subject to Article 27 (5) above, a Director appointed by another Director to be his alternate director shall thereupon be entitled to exercise (in addition to his own right of voting as a Director) such appointer's rights at meetings of the Board. A person may act as an Alternate Director for more than one Director.

Special Resolution 4:

IT IS HEREBY RESOLVED that article No. 27 (8) be deleted in its entirety and that Articles 27 (9), 27 (10) (a), 27 (10) (b), 27 (11) and 27 (12) be renumbered as Articles 27 (8), 27 (9) (a), 27 (9) (b), 27 (10) and 27 (11) respectively.

6. To authorise Directors to determine contributions to charities.

By order of the Board,



Corporate Services (Private) Limited
Secretaries

Teejay Lanka PLC
Colombo

At Colombo, on this 5 June 2024.

NOTICE OF MEETING

Note:

Any shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote/speak in his/her stead and a form of proxy is sent herewith for this purpose. A proxy need not be a shareholder of the Company. A completed form of proxy must be deposited at the registered office of the Company, at No. Block D8 – D14, Seethawaka, Export Processing, Zone, Avissawella or e-mailed to corporateservices@corporateservices.lk not less than 48 hours before the time appointed for the holding of the meeting.

Meeting guidelines

- (A) The meeting is to be held on line with the guidelines given by the Colombo Stock Exchange.
- (B) The Annual General Meeting will be held in the manner set out below:
 - (i) The shareholders who wish to participate at the meeting will be able to join the meeting through audio or audio and visual means via Zoom. In order for us to forward the access information necessary for participation at the meeting, which shall include the meeting identification number, access password, and access telephone number, please forward the duly completed registration form including your e-mail address and contact telephone number to the registered address of the Company not less than 48 hours before the time appointed for the holding of the meeting, so that the login information could be forwarded to the e-mail addresses so provided.

- (ii) In terms of Circular No. 4 of 2022 from the Colombo Stock Exchange, the Company will not be sending printed copies of the Annual Reports to the shareholders. A shareholder who requires a hardcopy of the Annual Report must forward the duly completed Request Form to the secretaries.

The Annual Report, Notice of Meeting, Form of Proxy and Registration Form and the Form of Request will be published on the website of the Colombo Stock Exchange (<https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=TJL.N0000>) and the website of the Company (www.teejay.com).

- (iii) Proxy forms are forwarded to the shareholders together with the Notice of Meeting and Registration form. Proxy forms have been uploaded to the Company's website (www.teejay.com) and should be duly completed as per the instructions given therein and sent to the registered address of the Company or e-mailed to corporateservices@corporateservices.lk not less than 48 hours before the time appointed for the holding of the meeting and the proxy so appointed shall participate at the meeting through audio or audio visual means only.
- (iv) The shareholders who are unable to participate at the Annual General Meeting via Zoom could send their queries, if any, to email address corporateservices@corporateservices.lk at any time before the meeting time and the responses to the same will be included in the minutes of the meeting.

- (v) Voting in respect of the items in specified in the agenda to be passed will be registered by using the audio or audio and visual means (Zoom) or a designated ancillary online application. All of such procedures will be explained to the shareholders prior to the commencement of the meeting.
- (vi) Shareholders can use the "Q&A Forum" to communicate your questions/concerns as and when required.
- (vii) For any questions please contact Riyas Ahmed of Teejay Lanka PLC on +94 76 603 6366 during office hours.

REGISTRATION FORM

ANNUAL GENERAL MEETING (AGM) OF TEEJAY LANKA PLC TO BE HELD ON 28 June 2024 AT 5.30pm ONLINE VIA A VIRTUAL PALTFORM

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 1st Joint Holder :	.....
NIC No./Passport No. :	.....
Full Name of 2nd 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.

REGISTRATION FORM

DETAILS OF PROXY HOLDER: (only if a proxy is appointed)

Full Name of the Proxy holder	:	.....
NIC No./Passport No. of Proxy holder	:	.....
Telephone No./s	:	.....
Email	:	.....

Signature/s

.....
Principal Shareholder

.....
1st Joint Shareholder

.....
2nd Joint Shareholder

.....
Date

NOTES:

In the Case of a Company/Corporation, the Shareholder Registration Form must be signed under its Common Seal which should be afixed and attested in the manner prescribed by its Articles of Association and in the case of the Registration Form is signed by an Attorney, must be deposited at Block D8 - D14, Seethawaka Export Porcessing Zone, Avissawella, Sri Lanka or emailed to corporate_services@corporateservices.lk

FORM OF REQUEST

To: The Company Secretaries
Corporate Services (Private) Limited
216, de Saram Place,
Colombo 10.

I would like to receive the printed version of the Annual Report of Teejay Lanka PLC.

SHAREHOLDER'S DETAILS

Full name	:	.....
NIC/Passport No.	:	.....
Company Registration No.	:	.....
Address	:	.....
Contact Number	:	.....

.....
Signature

.....
Date

NOTES:

- 1. Please complete the Form of Request by filling in legibly the required information, signing in the space provided and filling in the date of signature.
- 2. Please forward the completed Form of Request to the Company Secretaries at the address given above to reach us on or before 14 June 2024.
- 3. In the event the shareholder is a company the Form of request should be signed under Common Seal or by a duly authorized officer of the company in accordance with its Articles of Association.

FORM OF PROXY

*I/We
 of

Being a shareholder/shareholders of Teejay Lanka PLC do hereby appoint:

- | | |
|--------------------------------|-----------------|
| 1. Mr A D Gunewardene | or failing him, |
| 2. Mr Mohamed Ashroff Omar | or failing him, |
| 3. Mr M Okutomi | or failing him, |
| 4. Mr Hasitha Premaratne | or failing him, |
| 5. Mr Kit Vai Tou | or failing him, |
| 6. Mr William (Bill) C McRaith | or failing him, |
| 7. Mr Shrihan B Perera | or failing him, |

..... of

as *my/our Proxy to attend and vote/speak at the Annual General Meeting of the Company to be held online via a virtual platform on 28 June 2024 at 5.30pm held and at any adjournment thereof.

1. To receive and consider the Annual Report of the Board and the Financial Statements of the Company for the financial year ended 31 March 2024 together with the Report of the Auditors thereon.
2. To re-appoint Messrs Deloitte Partners as the auditors of the Company and to audit the Financial Statements for the ensuing Year and authorise the Directors to fix their remuneration.
3. To re-elect Mr William (Bill) C McRaith, who retires in terms of Article 27 (3) of the Articles of Association and being eligible has offered himself for re-election.
4. To re-elect Mr Shrihan B Perera, who retires in terms of Article 27 (3) of the Articles of Association and being eligible has offered himself for re-election.
5. To declare a final dividend of LKR 0.75 per share as recommended by the Board.
6. To pass Special Resolution 1
 To pass Special Resolution 2
 To pass Special Resolution 3
 To pass Special Resolution 4
7. To authorise the Directors to determine contributions to charities.

For	Against
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Signed this day of 2024.

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 Signature/s

Instructions as to completion

1. Kindly perfect the Form of Proxy after filling in legibly your full name, address and sign in the space provided. Please fill in the date of signature.
2. Please return the completed Form of Proxy to the Company after crossing out one or the other of the alternative words indicated by the asterisks on the body of the Form and by indicating with an "X" in the space provided against each resolution, the manner in which you wish your vote to be cast.
3. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy who need not be a member, to attend and vote instead of him.
4. In the case of a Corporate Member, the Form must be completed under its Common Seal, or signed by its attorney or by an officer on behalf of the corporation. The Company may, but shall not be bound to require evidence of the authority of any such attorney or officer.
5. If the Form of Proxy is signed by an Attorney, the relevant Power of Attorney should also accompany the completed Form of Proxy, in the manner prescribed by the Articles of Association.
6. The completed Form of Proxy should be deposited at the Registered Office of the Company, Block D8 – D14, Seethawaka Export Proccessing Zone, Avissawella not less than forty eight (48) hours before the appointed time for meeting.
7. If there is any doubt as to the manner in which the proxy should vote by reason of the manner in which instructions in 2 above have been carried out, the proxy holder will vote as she/he thinks fit.
8. A shareholder appointing a proxy (other than a director of the Company) to attend the meeting should indicate the proxy holder's National Identity Card (NIC) number on the Form of Proxy and should instruct the proxy holder to bring his/her National Identity Card to the Meeting.