

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the 111th Annual General Meeting of **CEYLON BEVERAGE HOLDINGS PLC** will be held on **Wednesday, 03th August 2022 at 10.30 a.m.** at the 8th Floor of No.65C, Dharmapala Mawatha, Colombo 07, Sri Lanka by means of audio or audio and visual technology for the following purposes:

1. To consider the Annual Report of the Board of Directors including the Financial Statements for the financial year ended 31st March 2022 together with the Report of the Auditors thereon.
2. To re-elect Mrs. S. J. F. Evans who retires by rotation in terms of Articles 72, 73 and 74 of the Articles of Association of the Company.
3. To re-appoint Mr. M. Selvanathan as a Director of the Company who is over seventy years of age and to consider and if deemed fit to pass the following resolution;

“IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act, No. 07 of 2007 shall not be applicable to Mr. M. Selvanathan who is 75 years of age and that he be re-appointed as a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year.”

4. To re-appoint Mr. H. Selvanathan as a Director of the Company who is over seventy years of age and to consider and if deemed fit to pass the following resolution;

“IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act, No. 07 of 2007 shall not be applicable to Mr. H. Selvanathan who is 73 years of age and that he be re-appointed as a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year.”

5. To re-appoint Mr. D. C. R. Gunawardena as a Director of the Company who is over seventy years of age and to consider and if deemed fit to pass the following resolution;

“IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act, No. 07 of 2007 shall not be applicable to Mr. D. C. R. Gunawardena who is 71 years of age and that he be re-appointed as a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year.”

6. To re-appoint Messrs. KPMG, Chartered Accountants as Auditors of the Company as set out in Section 154 (1) of the Companies Act, No. 07 of 2007 and to authorize the Directors to determine their remuneration.

By Order of the Board

(Sgd.)

K. D. De Silva (Mrs)

Director

Carsons Management Services (Private) Limited

Secretaries

Colombo

08th July 2022

Notes:

1. This Notice and the submission of the Form of Proxy should be read in conjunction with the '**Procedure to be followed at the Annual General Meeting of the Company scheduled for 03rd August 2022**', which is enclosed with the Annual Report.
2. The Annual Report 2021/22 and the Notice convening the Annual General Meeting (AGM), together with the Procedure to be followed at the AGM will be posted to the Shareholders, provided that the postal department is in operation at the time of posting the said documents. In the event postal operations are curtailed at the time of posting, the Notice convening the AGM will be published in one issue of a daily newspaper/e-newspaper in Sinhala, English and Tamil languages.
3. The documents will also be made available on the Colombo Stock Exchange website www.cse.lk and on the Group's website www.carsoncumberbatch.com and you may access same directly through the URL link http://www.carsoncumberbatch.com/investor_information/annual_reports_2021_2022/ceylon-beverage-holdings-annual-report-2021-22.pdf
4. As permitted by Article 43(b) of the Articles of Association of the Company, the Board of Directors decided on 08th July 2022 to convene the AGM of the Company through an "audio-visual" technology in view of protecting public health and safety.
5. Shareholders who wish to participate at the AGM through the online platform are kindly requested to complete and forward the "**Registration Form (Annexure 1)**" as morefully explained in the said "**Procedure to be followed at the Annual General Meeting of the Company scheduled for 03rd August 2022**" enclosed with the Annual Report.
6. A member is entitled to appoint a proxy to attend and vote instead of him/herself. A proxy need not be a member of the Company. A Form of Proxy accompanies this Notice.
7. The completed **Form of Proxy and Registration Form (Annexure 1)**, as relevant, must be submitted to the Company **not later than 4.45 p.m. on 01st August 2022**,
 - via email to CBHAGM2022@carcumb.com, or
 - via WhatsApp or Viber to mobile no. +94 764 765 463 or +94 712 791 246, or
 - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.
8. A person representing a Corporation is required to submit a certified copy of the resolution authorizing him/her to act as the representative of the Corporation. A representative need not be a member.
9. The transfer books of the Company will remain open.

FORM OF PROXY

* I/We.....
of.....being *a
Shareholder/Shareholders of **CEYLON BEVERAGE HOLDINGS PLC**
hereby appoint
ofbearing NIC No./Passport
No..... or failing him/her.

DAMIAN AMAL CABRAAL	Or failing him,
HARIHARAN SELVANATHAN	Or failing him,
MANOHARAN SELVANATHAN	Or failing him,
DON CHANDIMA RAJAKARUNA GUNAWARDENA	Or failing him,
RAJIV HERATH MEEWAKKALA	Or failing him,
STEFANO CLINI	Or failing him,
SUSAN JULIET FARRINGTON EVANS (MRS.)	

as *my/our proxy to attend at the 111th Annual General Meeting of the Company to be held on **Wednesday, 03rd August 2022 at 10.30 a.m.** at the 8th Floor, No. 65C, Dharmapala Mawatha, Colombo 07, Sri Lanka by means of audio or audio and visual technology and at any adjournment thereof and at every poll which may be taken in consequence thereof.

	For	Against
1. To re-elect Mrs. S. J. F. Evans who retires by rotation in terms of Articles 72, 73 and 74 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint Mr. M. Selvanathan who is over seventy years of age as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Mr. H. Selvanathan who is over seventy years of age as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Mr. D. C. R. Gunawardena who is over seventy years of age as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Messrs. KPMG, Chartered Accountants as Auditors of the Company as set out in Section 154 (1) of the Companies Act, No. 07 of 2007 and to authorize the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this day ofTwo Thousand and Twenty Two.

.....
Signature/s

Notes

1. * Please delete the inappropriate words.
2. A shareholder entitled to attend and vote at a General Meeting of the Company, is entitled to appoint a proxy to attend and vote instead of him/her and the proxy need not be a shareholder of the Company.
A proxy so appointed shall have the right to vote on a show of hands or on a poll and to speak at the General Meeting of the shareholders.
3. A shareholder is not entitled to appoint more than one proxy on the same occasion.
4. Instructions are noted on the reverse hereof.

FORM OF PROXY

INSTRUCTIONS AS TO COMPLETION

1. Kindly perfect the form of proxy after filling in legibly your full name and address, by signing in the space provided. Please fill in the date of signature.
2. If you wish to appoint a person other than the Directors as your proxy, please insert the relevant details in the space provided overleaf.
3. In terms of Article 54 of the Articles of Association of the Company:
The instrument appointing a proxy shall be in writing and;
(i) in the case of an individual shall be signed by the appointor or by his attorney; and
(ii) in the case of a Corporation shall be either under its common seal or signed by its attorney or by an authorized 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.
A proxy need not be a Shareholder of the Company.
4. In the case of joint-holders of a share, the senior who tenders a vote, whether in person or by proxy or by attorney or by representative, shall be accepted to the exclusion of the votes of the other joint-holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
5. To be valid the completed Form of Proxy together with the **Registration Form (Annexure 1)** should be submitted to the Company **not later than 4.45 p.m. on 01st August 2022**,
 - via email to CBHAGM2022@carcumb.com, or
 - via WhatsApp or Viber to mobile no. +94 764 765 463 or +94 712 791 246, or
 - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.
6. Shareholders who are unable to participate at the meeting through the online meeting platform (i.e. Zoom platform) may appoint a proxy as his/her/its proxy by forwarding the duly completed Form of Proxy not later than 4.45 p.m. on 01st August 2022, clearly indicating their vote under each matter set out in the Form of Proxy as per the instructions set out in the **'Procedure to be followed at the Annual General Meeting of the Company scheduled for 03rd August 2022'**, attached with this Notice.
7. Shareholders could also appoint a member of the Board to act as their proxy if they so choose. The Shareholders who wish to appoint a Director as his/her/its proxy must forward the duly completed Form of Proxy clearly indicating their vote under each matter set out in the Form of Proxy and forward same together with the **Registration Form (Annexure 1)**, attached herewith to the Company.

Please fill in the following details: (include here)

Name & contact no. of Shareholder :

CDS Account No. / Folio No. :

Name & contact no. of Proxyholder :

NIC No. of the Proxyholder :

CEYLON BEVERAGE HOLDINGS PLC - PQ 35

NOTE TO SHAREHOLDERS

Dear Sir/Madam,

CIRCULATION OF ANNUAL REPORT 2021/22 TO SHAREHOLDERS

As permitted by Rule 7.5 of the Listing Rules of the Colombo Stock Exchange, your Company has decided to make available its Annual Report for 2021/22 on the Group Corporate website www.carsoncumberbatch.com.

The Annual Report 2021/22 may be accessed through the following URL link http://www.carsoncumberbatch.com/investor_information/annual_reports_2021_2022/ceylon-beverage-holdings-annual-report-2021-22.pdf

The Annual Report for 2021/22 is also uploaded to the Colombo Stock Exchange website www.cse.lk.

However, as required by the said Listing Rule 7.5 we shall:

1. Provide you with a printed copy of the Annual Report within eight (08) Market Days from the date of receipt of a written request. For this purpose a Request Form is attached to this Note to Shareholders for completion and return if you require a printed copy of the Annual Report

You are required to forward the Request Form on or before 11th September 2022 to the following address:

Carsons Management Services (Private) Limited
Secretaries to Ceylon Beverage Holdings PLC
No.61, Janadhipathi Mawatha,
Colombo 1

or email same to the attention of Manel Dias / Natasha Selvaratnam or email to maneld@carcumb.com / natashas@carcumb.com

2. Designate the following persons to attend to your requests for printed copies. You may contact them any time between 9.00 a.m. to 4.30 p.m. on any working day [Monday to Friday]:

Name and Designation of the persons : Manel Dias - Departmental Administrative Secretary /

: Natasha Selvaratnam - Manager-Secretarial

Contact telephone No.'s : Direct No. +94 11 2039273 / +94 11 2039271

: Mobile Nos. +94 764 765 463 / +94 712 791 246

: General No. +94 11 2039200

Contact email addresses : maneld@carcumb.com / natashas@carcumb.com

Please note that email will be used by the Company as a mode of communications with shareholders in the future and we hereby request you to provide your email address/es to us to facilitate such communication with you through email.

The Notice of Meeting convening the Annual General Meeting (AGM) of the Company, the related Form of Proxy and 'Procedure to be followed at the Annual General Meeting of the Company scheduled for 03rd August 2022' are also enclosed.

Shareholders who are unable to participate at the AGM to be held as a virtual meeting (using audio visual conferencing technology) at the 8th Floor of No.65C, Dharmapala Mawatha, Colombo 07, Sri Lanka on **Wednesday, 03rd August 2022 at 10.30 a.m.**, may appoint a proxy as his/her/its proxy by forwarding the duly completed Form of Proxy not later than 4.45 p.m. on 01st August 2022, clearly indicating their vote under each matter set out in the Form of Proxy as per the instructions set out in the 'Procedure to be followed at the Annual General Meeting of the Company scheduled for 03rd August 2022', attached herewith.

Shareholders could also appoint a member of the Board of Directors to act as their proxy if they so choose. The Shareholders who wish to appoint a Director as his/her/its proxy must forward the duly completed Form of Proxy clearly indicating their vote under each matter set out in the **Form of Proxy** and forward same together with the **Registration Form (Annexure 1)**, attached herewith to the Company.

Yours faithfully,

for and on behalf of

CEYLON BEVERAGE HOLDINGS PLC

Carsons Management Services (Private) Limited
Secretaries

Colombo

08th July 2022



The report can be accessed online at <http://www.carsoncumberbatch.com>

FORM OF REQUEST

FOR A PRINTED COPY OF THE ANNUAL REPORT 2021/22 OF CEYLON BEVERAGE HOLDINGS PLC

TO : Carsons Management Services (Private) Limited
Secretaries to
Ceylon Beverage Holdings PLC
No.61, Janadhipathi Mawatha,
Colombo 1,
Sri Lanka.

I would like to receive the printed version of the
Annual Report 2021/22 of Ceylon Beverage Holdings PLC.

SHAREHOLDER DETAILS;

Full name of Shareholder	
Shareholders NIC/ Passport/ Company Registration No.	
Shareholder Folio No.	
Contact details	Address : Tel No./ Mobile No.: E-mail :

.....
Signature

.....
Date

Notes:

1. Please complete the Form of Request by filling in legibly the required information, sign in the space provided and fill in the date of signature.
2. Please forward the completed Form of Request to the Company Secretary at the address given above, to reach us **on or before 11th September 2022.**
3. If you have any query regarding this Form of Request please contact us on +94 11 2039273/ +94 11 2039272 / +94 764765463 / +94 712791246 or via email maneld@carcumb.com / natashas@carcumb.com

CEYLON BEVERAGE HOLDINGS PLC (PQ 35)

PROCEDURE TO BE FOLLOWED AT THE ANNUAL GENERAL MEETING OF THE COMPANY SCHEDULED FOR 03RD AUGUST 2022

Dear Shareholder/s,

We refer to the Notice convening the Annual General Meeting of Ceylon Beverage Holdings PLC scheduled for Wednesday, 03rd August 2022 at 10.30 a.m. at the 8th Floor, No. 65C, Dharmapala Mawatha, Colombo 7, Sri Lanka by means of audio and/or visual technology.

As permitted by Article 43(b) of the Articles of Association of the Company, the Board of Directors decided on 08th July 2022 to convene the AGM of the Company through an "audio-visual" technology in view of the current situation prevailing in the country and possible challenges which may arise with regard to transportation and in order to protect public health and safety in the manner set forth below;

1. The AGM shall be held in compliance with the Companies Act, No.07 of 2007, the Articles of Association of the Company, the Colombo Stock Exchange (CSE) Guidance Notes on hosting of Annual General Meetings and guidelines published by the Ministry of Health.
2. Only the Board of Directors, Company Secretary, key management officials, representatives of the Auditors and Legal Counsel (and Scrutinizers as applicable) who are essential for the administration of the formalities of the meeting will be physically present at the 8th Floor of No.65C, Dharmapala Mawatha, Colombo 7, Sri Lanka. All others, including Shareholders, will participate via an online meeting platform (i.e. Zoom platform).
3. Shareholders/Proxyholders who are to participate in the meeting through audio or audio and visual means, are requested to forward to us their details as per the attached Registration Form (Annexure 1) together with the Form of Proxy, as relevant **not later than 4.45 p.m. on 01st August 2022**,
 - via email to CBHAGM2022@carcumb.com, or
 - via WhatsApp or Viber to mobile no. +94 764 765 463 or +94 712 791 246, or
 - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.

We regret our inability to process any requests received after 4.45 p.m. on 01st August 2022.

4. Shareholders could also appoint a member of the Board to act as their proxy if they so choose. The Shareholders who wish to appoint a Director as his/her/its proxy must forward the duly completed Form of Proxy clearly indicating their vote under each matter set out in the Form of Proxy and forward same together with the Registration Form (Annexure 1), attached herewith to the Company not later than 4.45 p.m. on 01st August 2022.
5. Voting on the items on the agenda will be registered by using an online *eBallot* platform. All of such procedures will be explained to the Shareholders prior to the commencement of the Meeting.
6. The documents relating to the AGM will also be made available on the CSE website www.cse.lk and on the Group's website www.carsoncumberbatch.com and you may access same directly through the URL link http://www.carsoncumberbatch.com/investor_information/annual_reports_2021_2022/ceylon-beverage-holdings-annual-report-2021-22.pdf
7. Shareholders who are unable to participate at the virtual meeting via the designated online meeting platform (i.e. Zoom platform) are invited to forward their suggestions, questions and concerns (if any) relating to the items on the AGM agenda appearing on the Annual Report to the email address CBHAGM2022@carcumb.com not later than 4.45 p.m. on 01st August 2022. The Board will ensure that they are discussed and addressed at the AGM, if relevant.
8. The Company intends to proceed to hold the AGM as planned on Wednesday, 03rd August 2022 at 10.30 a.m. irrespective of whether it is declared a public holiday or curfew/lockdown is imposed since the afore-said measures will enable participation at the Meeting.

General Details

- Please Note that since the AGM is to be held on a virtual basis, you are required to provide an email ID in the Registration Form (Annexure 1) for the meeting link(s) to be forwarded to you. In the event an email ID is not provided, you will not be able to participate at the virtual AGM as the company will not be able to forward the link(s) to you.
- Login and password information is strictly confidential and is intended only for the specific Shareholder and such access information should strictly not be divulged to any other person.
- We have designated the following persons to attend to your queries relating to this procedure. You may contact them any time between 9.00 a.m. to 4.30 p.m. on any working day [Monday to Friday] or via email to CBHAGM2022@carcumb.com:

Manel Dias +94 11-2 039 273 / +94 764 765 463

Natasha Selvaratnam +94 11-2 039 271 / +94 712 791 246

By Order of the Board of

CEYLON BEVERAGE HOLDINGS PLC

Carsons Management Services (Private) Limited

Secretaries

08th July 2022

REGISTRATION FORM (ANNEXURE I)
CEYLON BEVERAGE HOLDINGS PLC (PQ 35)
ANNUAL GENERAL MEETING - 03RD AUGUST 2022

BY EMAIL/ BY POST/ BY HAND / BY MOBILE

To : Carsons Management Services (Private) Limited
Secretaries to Ceylon Beverage Holdings PLC
No. 61, Janadhipathi Mawatha, Colombo 1, Sri Lanka

PART 1 - Shareholder's details

Full name of Shareholder/s	
Address	
Shareholders' NIC No./Passport No./Co. Reg. No.	
CDS Account No.	
Contact details	Residence -
	Mobile -
Email Address (essential)	

PART 2 - Proxyholder's details

[Applicable for Shareholders who wish to appoint Proxyholders]

Name of the Proxyholder	
Proxyholder's NIC No./Passport No.	
Proxyholder's Contact No.	Residence -
	Mobile -
Proxyholder's Email Address (essential)	

.....
Signature of the Shareholder/Proxyholder

.....
Date

Notes:

- Please complete the form by filling in legibly the required information, signing in the space provided and filling in the date of signature.
- Please forward the completed Form **not later than 4.45 p.m. on 01st August 2022**,
 - via email to CBHAGM2022@carcumb.com, or
 - via WhatsApp or Viber to mobile no. +94 764 765 463 or +94 712 791 246, or
 - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.

We regret our inability to process any requests received after 4.45 p.m. on 01st August 2022.

- In the case of a Company/Corporation, the Shareholder details Registration Form (Annexure 1) must be under its Common Seal, which should be affixed and attested in the manner prescribed by its Articles of Association.
- In the case of a Shareholder details Registration Form (Annexure 1) signed by an Attorney, the Power of Attorney must be deposited at the Registered Office of the Company for registration.