

CEYLON INVESTMENT PLC - PQ 68

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s

OFFER BY CEYLON INVESTMENT PLC TO REPURCHASE UP TO A MAXIMUM OF 993,511 ORDINARY SHARES AT RS.102/70 PER SHARE

The Board of Directors of Ceylon Investment PLC ('CINV' / 'the Company') on 15th December 2021 resolved to carry out a Share Repurchase of up to 993,511 Ordinary Shares at a ratio of 1 ordinary share for every 102 ordinary shares held by the Shareholders of the Company, at a price of Rs.102/70 per share, amounting to a total repurchase value of up to Rs.102,033,579/70 as detailed below.

1. BACKGROUND

A share repurchase is predominantly undertaken by corporates with the objective of enhancing shareholder wealth. Empirical evidence signifies that companies in developed markets (especially in European and US markets) carry out regular share repurchase programs with the intention of keeping the share price of a company closer to its intrinsic value in instances where the shares are trading at a substantial discount in the market. This method is widely adopted especially by listed investment funds, where conducting periodic repurchases will enable the share prices to narrow the gap between the NAV and avoid trading at persistent discounts.

In view of the above, share repurchases are intertwined as a part of the corporate wealth distribution strategy along with cash dividend disbursements. Some of the evident benefits of a share repurchase include the communication to the shareholders regarding the undervaluation of the share price, the possibility to narrow the discount between the market price and the intrinsic value of a share and the increase in the level of liquidity of the shares during the repurchase offer period. Further, a share repurchase will increase the Earnings Per Share (EPS) and the Dividend Per Share (DPS) of the Company due to the reduction in the number of outstanding shares in the market. Therefore, a regular repurchase benefits the shareholder on many fronts when carried purposefully. However, in Sri Lanka, share repurchases are not used as widely as European and US markets as a mechanism of creating shareholder wealth. Nevertheless, there are some perceived negatives too. Among those, the main concern of a share repurchase scheme is, the potential dilution of ownership for the existing shareholders who participate in the repurchase offer. Also, in the event of large Shareholders not participating, there is a possible reduction in the public float.

2. RATIONALE FOR THE SHARE REPURCHASE

The Board of Directors observes that the shares of the Company are presently trading at a significant discount to its Net Asset Value and therefore do not demonstrate the intrinsic value of the Company. Given below is a comparison of the market price versus the Net Asset Value (NAV) of the Company as at 31st March 2021, 30th June 2021 and 30th September 2021.

	31/03/2021	30/06/2021	30/09/2021
Net Asset Value per share	Rs.92/86	Rs.90/68	Rs.90/36
Market price per share	Rs.63/70	Rs.59/20	Rs.51/80
Discount to NAV	Rs.29/16	Rs.31/48	Rs.38/56
Discount as a percentage of NAV	31.40%	34.72%	42.67%

The primary objective of the proposed share repurchase scheme is to provide an opportunity for the Shareholders to realize the intrinsic value for a portion of their investment and thereby minimize the gap between the NAV and the market price per share of the Company. Furthermore, corporate payout strategy focusing on active share buyback programs at appropriate times may gradually increase the share price over time, bridging the gap to its intrinsic value. In addition, considering the merits discussed above, a share repurchase can also be viewed as an alternative mode of distribution to traditional cash dividends.

Accordingly, as mentioned above, the Board of Directors of the Company have decided on 15th December 2021 to repurchase up to a maximum of 993,511 Ordinary Shares of the Company, held by the Shareholders at a consideration of Rs.102/70 per share resulting in a maximum share repurchase of up to Rs.102,033,579/70, subject to obtaining Shareholders' and Regulatory approval.

3. BASIS AND TERMS OF SHARE REPURCHASE

Investment funds are typically valued using asset-based valuation methods since the value of the Company is entirely derived from investment instruments whose value can be reliably measured.

The repurchase price was determined based on a valuation carried out by the Company's Auditors Messrs. KPMG, as required under the Companies Act, No. 07 of 2007 ('Companies Act'). A summary of the said valuation is set out below.

Valuation approach	per share
Net Asset based valuation	Rs.102/70
Volume Weighted Average Price (VWAP) [3Y, 1Y, 6M VWAP respectively]	Rs.61/70 Rs.69/08 Rs.57/30
Share Price as at 31st October 2021	Rs.58/60

Accordingly, it is recommended to carry out the Share Repurchase based on the Net Asset Valuation approach (which reflects the intrinsic value per share for an investment company), taking into consideration that the Company is in the business of portfolio and asset management. Hence, the recommended price to carry out the repurchase is at Rs.102/70 per share. The recommended share repurchase price of Rs.102/70 per share indicates a premium of 75.26% to the share price of Rs.58/60 as at 31st October 2021. In addition, it denotes a premium of 48.67% to the 12 month VWAP of Rs.69/08 and a premium of 79.23% to the 6 month VWAP until 31st October 2021 and as such is believed to be an attractive return to the Shareholders who decide to exercise such option.

Repurchase Price		As at 31st March 2021		As at 31st October 2021	
		Per share	*Premium to VWAP / Market Price	Per share	*Premium to VWAP / Market Price
Rs.102/70	12 Month VWAP	Rs.69/69	47.37%	Rs.69/08	48.67%
Rs.102/70	6 Month VWAP	Rs.75/22	36.53%	Rs.57/30	79.23%
Rs.102/70	Market Price	Rs.63/70	61.22%	Rs.58/60	75.26%

*Premiums considering the Share Repurchase price of Rs.102/70

The Company has decided to carry out the Share Repurchase as per the terms of the Share Repurchase Offer set out below.

The Repurchase Offer will be made to the Shareholders of the Company registered in the Shareholders' Ledger and the Central Depository Systems (Private) Limited [CDS] as at the end of trading on the 'Record Date' (i.e. 3rd market day from and excluding the date of the EGM) ["Eligible Shareholder(s)"] in the following manner;

	Ordinary Shares
No. of issued shares of the Company as at 31st December 2021	101,338,041
Ratio/ No. of shares to be repurchased	1 Ordinary share for every 102 Ordinary shares held Maximum of 993,511 Ordinary shares
Price at which the shares are to be repurchased	Rs.102/70 per Ordinary share

Accordingly, percentage (%) of ordinary shares to be repurchased based on weekly share trading volumes are as follows:

Repurchase shares as a % based on average weekly volume of past 6 months (01st May 2021 to 31st October 2021)	379%
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Eligible Shareholder(s) will be given the opportunity to tender additional shares over and above their pro-rata entitlement to be repurchased by the Company.

Shareholders are informed that fractions arising from the Repurchase Offer would be ignored.

Shareholders who hold less than 102 Ordinary Shares will not be eligible for the Repurchase Offer, however, such Shareholders will be given the opportunity to tender any shares as additional shares.

In the event an Eligible Shareholder does not accept the Repurchase Offer or accepts the Repurchase Offer only in part and in addition the fractions that would arise will form the Ordinary Shares that the Company could additionally repurchase. The Board of Directors shall determine the number of such additional shares to be repurchased from each Eligible Shareholder

who has tendered such additional application for shares and the total number of additional shares to be repurchased, so that the total number of Ordinary Shares repurchased including the additional shares do not exceed the maximum number of Ordinary Shares to be repurchased, i.e. 993,511 Ordinary Shares.

In the event the number of such additional Ordinary Shares exceeds the maximum number of Ordinary Shares that the Company is willing to repurchase, the number of additional Ordinary Shares shall be reduced on a pro-rata basis in accordance with Listing Rule 7.11.1.c of the CSE.

The controlling shareholder of the Company, Ceylon Guardian Investment Trust PLC has indicated to the Board of Directors of the Company that they will accept their entitlement of the Share Repurchase in full.

Repurchase of shares is considered as a dividend under definitions laid out in the Inland Revenue Act, No. 24 of 2017 ("IRD Act") and would generally be liable to income tax as a dividend income for the Shareholder. However, dividends declared out of dividend income received are exempt from income tax as per the IRD Act. Similarly, this Repurchase Offer is made entirely out of dividend income received by the Company and hence would be exempt from income tax for both Resident and Non-Resident Shareholders. However, Eligible Shareholders are advised to seek their independent professional advice regarding tax consequences of a Share Repurchase as tax treatments may differ based on each Shareholder's tax status and tax position taken.

The Proposed Date of the Repurchase Offer will be **Friday, 25 February 2022** and the Proposed Date of Closure of the Offer will be **Thursday, 17 March 2022**.

An Offer Document detailing the terms of the Repurchase Offer including the number of shares to be repurchased from each Eligible Shareholder, the forms to be completed for the acceptance of the Repurchase Offer (Form of Acceptance) and for tendering additional shares (Form of Additional Shares) and the procedure for acceptance will be circulated to the Eligible Shareholders of the Company subsequent to obtaining the requisite Shareholder approval for the proposed Repurchase of Shares at the Extraordinary General Meeting ("**EGM**") convened for this purpose as per the Notice of Meeting sent herewith. These documents will be dispatched to the Eligible Shareholders approximately within five (05) market days from the Record Date., i.e. on/before **Thursday, 24th February 2022**. At the Close of the Offer period, the Company shall make the payment due on the shares in respect of all acceptances received up to the date of closing within ten (10) Market Days from the date of Closing the Offer (excluding the date of Closing the Offer).

4. LEGAL AND REGULATORY REQUIREMENTS

The Repurchase of Shares by the Company is carried out in accordance with the applicable provisions of the Companies Act, the Listing Rules of the Colombo Stock Exchange ("**CSE**") and the Articles of Association of the Company.

Article 17 of the Articles of Association of the Company authorises the Company to purchase or otherwise acquire any of its own shares, in accordance with the provisions of the Companies Act.

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As required by Section 64(2) of the Companies Act, the Board of Directors of the Company has resolved that,

- (a) The acquisition of 993,511 Ordinary Shares on the basis of 1 ordinary share for every 102 ordinary shares held by an Eligible Shareholder at a consideration of Rs.102/70 per Ordinary share is in the interests of the Company;
- (b) The terms of the Repurchase Offer and the consideration to be paid for the shares is in the opinion of the Company's Auditors, a fair value; and
- (c) The Board of Directors of the Company are not aware of any information that has not been disclosed to the Shareholders which is material to an assessment of the value of the shares in respect of each of the Repurchase Offers and as a result of which the terms of the Repurchase Offer or the consideration offered for the shares under such Repurchase Offer are unfair to Shareholders accepting the Repurchase Offer.

The payment of consideration for a Repurchase of Shares amounts to a distribution within the definition of the Companies Act and accordingly, the Company is required to satisfy the Solvency Test in terms of Section 57 of the Companies Act immediately upon the payment of the consideration for the Repurchase of Shares.

The Board of Directors of the Company has obtained a Certificate of Solvency from the Auditors as required in terms of Section 56(2) of the Companies Act and the Directors have signed a Certificate of Solvency as required in terms of Section 56(3) of the Companies Act, confirming that the Company will satisfy the Solvency Test immediately after the completion of the Repurchase Offer.

In terms of Section 63(3) of the Companies Act, the shares that are repurchased by the Company under the Repurchase Offer will be deemed cancelled immediately upon such repurchase. Upon payments being made, the Company shall file a declaration with CSE confirming the number of shares repurchased and make a request to the CSE to cancel the shares. In terms of Section 63(4) of the Companies Act, the Company shall give notice to the Registrar General of Companies of the number and class of shares repurchased as the case may be.

5. RECOMMENDATION

The Board of Directors seek the sanction of the Shareholders of the Company by Ordinary Resolution for the proposed distribution of Rs.102,033,579/70 by way of the aforesaid Repurchase of Shares.

6. ACCEPTANCE OF THE REPURCHASE OFFER

Shareholders who hold shares in scrip form and who wish to accept all or part of the Offer are required to fill in the Form of Acceptance and such Shareholders are required to surrender their share certificate(s). In respect of share certificate(s) of Shareholders who do not possess a CDS Account, on completion of the Offer the Company will retain the updated share certificate until such

time a valid CDS account number is provided to the Company by the Shareholder. Therefore, Eligible Shareholders who hold shares in certificate form are advised to open a CDS account and send a written request to the Company Secretaries, Carsons Management Services (Private) Limited at No. 61, Janadhipathi Mawatha, Colombo 01 to upload such shares to the CDS. Direct uploads pertaining to written requests received from Eligible Shareholders to deposit such shares will be carried out on a weekly basis after the work pertaining to the Repurchase Offer has been completed.

Eligible Shareholders who have deposited their shares in the CDS are required to fill in the relevant Form and forward the same through their stockbroker or custodian bank to the CDS.

Eligible Shareholders who holds shares in multiple CDS accounts, he/she must indicate on the Form of Acceptance, the account from which the shares should be repurchased. In the event one CDS account does not hold the entire quantity accepted, he/she must use a separate Form of Acceptance and Letter of Authorisation to CDS for each account from which he/she wishes to accept the Offer.

Once a Shareholder submits the Form of Acceptance, the Shareholder will not be entitled to withdraw such acceptance under any circumstances.

7. ADDITIONAL SHARES

Shareholders who wish to apply for additional shares to be repurchased are required to fill in the Form of Application for Additional Shares.

Shareholders who hold shares in scrip form and who wish to submit a Form for Additional shares may do so by indicating in the Form of Application for Additional Shares, the number of shares they wish to surrender for repurchase. On completion of the Repurchase Offer, in respect of share certificate(s) of Shareholders who do not possess a CDS Account, the Company will retain the updated share certificate until such time a valid CDS account is opened by the Shareholder as morefully explained under Section 6 - Acceptance of the Repurchase Offer.

Shareholder(s) who hold shares in multiple CDS accounts, he/she must indicate on the Form of Application for Additional Shares, the account from which the shares should be repurchased. In the event one CDS account does not hold the entire quantity of additional shares for which the Offer is accepted, he/she must use a separate Form of Application for Additional Shares for each account from which he/she wishes to accept the Offer.

In the event a CDS Account does not hold the entire quantity of shares for which the Offer is accepted or additional application by the Shareholder and accepted by the Company, the shares will be repurchased from the CDS account as indicated by the Shareholder. On the conclusion of the Offer, if the total number of Additional Shares applied for exceeds the maximum number of shares offered for repurchase by the Company and available for repurchase, the balance shares will be credited back to the Shareholders' CDS account within 10 market days after the Offer closes.

Once a Shareholder submits the Form of Application for Additional Shares requesting for repurchase of additional shares, the Shareholder will not be entitled to withdraw such requests under any circumstances.

8. REPURCHASE CONSIDERATION

Payment will be posted within 10 market days of the Close of the Offer.

Remittances to Non-Resident Shareholders will be made only through their respective IIA accounts in compliance with the Foreign Exchange Act, No.12 of 2017. Confirmation shall be forwarded from Broker/Bank that the funds to purchase these shares came through the same IIA account.

Shareholders will be entitled to interest at the rate of the prevailing Average Weighted Prime Lending Rate (AWPLR) plus 5% p.a. on payments not dispatched by post within 10 market days from the date of Closing of the Offer.

The repurchased shares will be deemed cancelled upon the Colombo Stock Exchange cancelling the said shares pursuant to a request made by the Company in terms of the Listing Rules. The cancellation of such Ordinary Shares will be notified to the Registrar General of Companies by filing Form 9 [Notice of acquisition by Company of own shares].

9. TRADING OF SHARES DURING THE OFFER PERIOD

After acceptance of the Offer, Shareholders will **NOT** be permitted to trade in the number of shares for which they have accepted the Offer, including the number of additional shares applied for.

The number of shares for which the Offer has been accepted (as per the Form of Acceptance) will be held in an account titled '**CINV Share Repurchase Acceptance Account**' at the CDS.

The number of additional shares for which an application has been made (as per the Form of Application for Additional Shares) will be held in an account titled '**CINV Share Repurchase Additional Shares Account**' at the CDS.

All correspondence in this regard should be addressed to the Registrars to the Offer, Central Depository Systems (Pvt) Limited, Corporate Solution Unit, Ground Floor, M & M Center, 341/5, Kotte Road, Rajagiriya and the top left hand corner of the envelope marked "CEYLON INVESTMENT PLC - SHARE REPURCHASE 2021/22".

10. EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting [EGM] of the Shareholders has been convened in terms of the attached Notice, at which the Shareholders will be requested to consider and if thought fit to pass an Ordinary Resolution necessary to give effect to the foregoing proposal of the Board of Directors of the Company.

The virtual Extraordinary General Meeting is convened as permitted by Article 43(b) of the Articles of Association of the Company.

Shareholders who are unable to participate at the EGM 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 **Friday, 11th February 2022 at 9.00 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 09th February 2022 clearly

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indicating their vote under the matter set out in the Form of Proxy as per the instructions set out in the 'Procedure to be followed at the Extraordinary General Meeting of the Company scheduled for Friday, 11th February 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,
By Order of the Board of
CEYLON INVESTMENT PLC
Carsons Management Services (Private) Limited
Secretaries

61, Janadhipathi Mawatha
Colombo 1
Sri Lanka

On this 24th January 2022

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NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Shareholders of Ceylon Investment PLC will be held on **Friday, 11th February 2022 at 9.00 a.m.** at the 8th Floor, No.65C, Dharmapala Mawatha, Colombo 7, Sri Lanka by means of audio or audio and visual technology to consider and if thought fit to pass the following resolution:

ORDINARY RESOLUTION - REPURCHASE OFFER

“IT IS HEREBY RESOLVED THAT

- a) a maximum of 993,511 Ordinary Shares out of the total 101,338,041 Ordinary Shares of the Company in issue be repurchased from the Shareholders as at end of trading on the Record Date, i.e. 3rd market day from and excluding the date of the EGM (“Eligible Shareholders”) by offering to acquire One (01) Ordinary Share for each 102 Ordinary Shares held by the Eligible Shareholders while ignoring any fractions which may arise, at a consideration of Rs.102/70 to be paid per Ordinary Share, which is in the opinion of the Auditors of the Company a fair value and such shares so acquired be deemed to be cancelled immediately upon the acquisition that takes effect with the transfer of these shares to the Company and that Shareholders who hold less than 102 Ordinary Shares as at end of trading on the Record Date will not be entitled for the Repurchase Offer and such Ordinary Shareholders will be given the opportunity to tender any Ordinary Shares as additional shares to be repurchased; and
- b) in the event an Eligible Shareholder does not accept the Repurchase Offer or accepts the Repurchase Offer only in part and in addition the fractions that would arise, will form the Shares that could be additionally repurchased and the Board of Directors shall determine the number of such additional Ordinary Shares to be repurchased from each Shareholder who has tendered such additional application for Shares so that the total number of Ordinary Shares repurchased including the additional Ordinary Shares do not exceed the maximum number of 993,511 Ordinary Shares and if such number of additional Ordinary Shares exceeds the maximum number of Ordinary Shares that the Company is willing to repurchase, the number of additional Ordinary Shares to be repurchased shall be reduced on a pro-rata basis.”

By Order of the Board of
CEYLON INVESTMENT PLC
Carsons Management Services (Private) Limited
Secretaries

No.61, Janadhipathi Mawatha,
Colombo 1.
Sri Lanka

On this 24th day of January 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 Extraordinary General Meeting of the Company scheduled for Friday, 11th February 2022’**, which is enclosed with the Notice convening the EGM.
2. The notice convening the EGM together with the procedure to be followed at the EGM will be posted to the Shareholders. 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/investor_information_ceylon_investment_plc.php
3. Having considered the prevailing COVID pandemic situation in the country and the health and safety guidelines issued by the Health Authorities in order to prevent the spread of COVID, the Board of Directors decided on 15th December 2021 to convene the EGM of the Company through an “audio-visual” technology in conformity with the applicable regulatory provisions and Article 43(b) of the Articles of Association of the Company.
4. Shareholders who wish to participate at the EGM 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 Extraordinary General Meeting of the Company scheduled for Friday, 11th February 2022”** enclosed with the Circular and Notice.
5. 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.
6. 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 09th February 2022**,
 - via email to CINVEGM2022@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.
7. 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.
8. The transfer books of the Company will remain open.

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FORM OF PROXY

*I/We.....

of.....

being *a Member/Members of **CEYLON INVESTMENT PLC** hereby appoint

.....of

bearing NIC No./Passport No. or failing him/her*

Mirihana Arachchige Rose Chandralatha Cooray	or failing her,
Don Chandima Rajakaruna Gunawardena	or failing him,
Ajith Prashantha Weeratunge	or failing him,
Vernon Manilal Fernando	or failing him
Krishna Selvanathan	

as *my/our proxy to attend at the Extraordinary General Meeting of the Company to be held on **Friday, 11th February 2022 at 9.00 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
To approve the Ordinary Resolution to give effect to the Repurchase Offer of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

Signed thisday of Two Thousand and Twenty Two.

..... Signature /s

Note:

- * Please delete the inappropriate words.
- 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.
- A shareholder is not entitled to appoint more than one proxy to attend on the same occasion.
- Instructions are noted on the reverse hereof.

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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:
 - (1) Any Shareholder entitled to attend and vote at a meeting shall be entitled to appoint another person (whether a Shareholder or not) as his proxy to attend and vote instead of him. A proxy so appointed shall have the same right as the Shareholder to vote on a show of hands or on a poll and to speak at the meeting.
 - (2) An 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 officer on behalf of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer.

4. In terms of Article 50 of the Articles of Association of the Company:

Where there are joint registered holders of any Share any one (01) of such persons may vote and be reckoned in a quorum at any meeting either personally or by proxy as if he were solely entitled thereto and if more than one (01) of such joint holders be so present at any meeting one (01) of such persons so present whose name stands first in the Register in respect of such Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Shareholder in whose name any Share stands shall for the purpose of this Article be deemed joint holders thereof.
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 09th February 2022,**
 - via email to **CINVEGM2022@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 09th February 2022,** clearly indicating their vote under the matter set out in the Form of Proxy as per the instructions set out in the '**Procedure to be followed at the Extraordinary General Meeting of the Company scheduled for Friday, 11th February 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:

Name & contact no. of Shareholder :

CDS Account No. / Folio No. :

Name & contact no. of Proxyholder :

NIC No. of the Proxyholder :

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PROCEDURE TO BE FOLLOWED AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY SCHEDULED FOR FRIDAY, 11TH FEBRUARY 2022

Dear Shareholder/s,

We refer to the Notice convening the Virtual Extraordinary General Meeting (EGM) of Ceylon Investment PLC scheduled for **Friday, 11th February 2022 at 9.00 a.m.** at the 8th Floor, No. 65C, Dharmapala Mawatha, Colombo 07, Sri Lanka by means of audio and/or visual technology.

Taking into account the current situation in the country due to the COVID-19 pandemic and the health and safety guidelines issued by the authorities with a view of protecting public health against the spread of the virus, the Board of Directors decided on 15th December 2021 to convene the said EGM of the Company by means of audio or audio and visual technology in the manner set forth below;

1. The EGM 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 Extraordinary 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 07, Sri Lanka. All others, including Shareholders, will participate via an online meeting platform (i.e. Zoom platform). These measures are being adopted to observe, "social distancing" requirements to mitigate the dangers of spreading the virus.
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 09th February 2022,**
 - via email to CINVEGM2022@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 09th February 2022.

4. INFORMATION ON PARTICIPATING THROUGH AUDIO VISUAL CONFERENCING

- 4.1 If a Shareholder/Proxyholder is to participate at the EGM through audio visual conferencing via a smart phone, it is necessary for him/her to download the "**Zoom Mobile App**" to his /her smart phone. Similarly, if a Shareholder/Proxyholder wishes to join 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**).
- 4.2 The Shareholders/Proxyholders are requested to use the web link which would be forwarded by the Secretaries before the EGM and should click on "**Virtual EGM Registration**" in order to login to the meeting (Shareholder/ Proxyholders are strictly advised to refrain from sharing the link with any third party or unauthorized person in any manner).

- 4.3 Upon clicking on the link forwarded by the Secretaries, Shareholders/Proxyholders will be redirected to an interface where they will be requested to enter their **first name, last name, email address, re-enter the email address and National Identity Card Number** (participants are required to enter the correct details as mentioned in the **Registration Form (Annexure 1)** forwarded to the Secretaries as any mismatch will be considered as an unsuccessful login).
- 4.4 At this point, all participants are requested to click on **“REGISTER”** which will be prompted on the screen enabling the participant to receive the login link. Participants are required to click on **“Virtual EGM Registration”**.
5. 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 09th February 2022.
6. **We encourage the Shareholders to use the email address CINVEGM2022@carcumb.com to forward the said documents for timely submission of documents.** Shareholders/Proxyholders will receive an email confirmation from the Secretaries upon receipt of the required documents.
7. 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.
8. Shareholders/Proxyholders participating at the Meeting through audio visual conferencing are required to identify themselves at the time of speaking at the EGM, during the time allotted for the participants to make any comments as directed by the Chairman. At that point, the individual will be required to give his/her name, address and NIC number for the purpose of identification as Shareholder/Proxy. All of such procedures will be explained to the Shareholders/Proxyholders prior to the commencement of the Meeting.
9. The Circular to Shareholders and the notice convening the EGM together with this procedure to be followed at the EGM 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 restrictions are imposed to control the COVID-19 pandemic and the postal operations are curtailed at the time of posting, the Notice convening the EGM will be published in one issue of a daily newspaper/e-newspaper in Sinhala, English and Tamil languages.
10. 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/investor_information_ceylon_investment_plc.php
11. 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 item on the EGM Agenda appearing in the Circular to Shareholders to the email address CINVEGM2022@carcumb.com not later than 4.45 p.m. on 09th February 2022. The Board will ensure that they are discussed and addressed at the EGM, if relevant.
12. The Company intends to proceed to hold the Extraordinary General Meeting as planned on **Friday, 11th February 2022 at 9.00 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

- We request the Shareholders/Proxyholders who wish to participate at the EGM to forward the completed **Registration Form (Annexure 1)** together with the **Form of Proxy**, as relevant, not later than 4.45 p.m. on 09th February 2022, in order to enable the Secretaries to forward the login information to their Email Address given in the **Registration Form (Annexure 1)**.
- **PLEASE NOTE THAT SINCE THE EGM 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 EGM 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 ADVISE YOU TO LOGIN 30 MINUTES PRIOR TO THE MEETING TO ENSURE CONNECTIVITY.**
- If you encounter any difficulty or are unable to use/access the online meeting platform for the EGM, you may contact us on **+94 712 791 246 or +94 764 765 463**.
- The Company has taken adequate measures to ensure that a contingency plan exists to ensure that the EGM is conducted successfully in the event of a technical malfunction.
- 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 **CINVEGM2022@carcumb.com**:

Mayanthi Dias +94 11-2 039 273 / +94 764 765 463
Chathuri Chandrasiri +94 11-2 039 272 / +94 712 791 246

By Order of the Board of
CEYLON INVESTMENT PLC
Carsons Management Services (Private) Limited
Secretaries

61, Janadhipathi Mawatha,
Colombo 1.
Sri Lanka

24th January 2022

CEYLON INVESTMENT PLC - PQ 68
EXTRAORDINARY GENERAL MEETING - FRIDAY, 11TH FEBRUARY 2022
REGISTRATION FORM

BY EMAIL/ BY POST/ BY HAND / BY MOBILE

To : Carsons Management Services (Private) Limited
 Secretaries to
 Ceylon Investment 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 NOTE THAT SINCE THE EGM 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 EGM AS THE COMPANY WILL NOT BE ABLE TO FORWARD THE LINK(S) TO YOU.**
- Please forward the completed Form **not later than 4.45 p.m. on 09th February 2022**,
 - via email to CINVEGM2022@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 09th February 2022.

- Shareholders/Proxyholders are requested to provide their email address and the telephone numbers in the space provided in order to enable the Company to forward the login details.
- 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.
- 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 CINVEGM2022@carcumb.com:

Mayanthi Dias +94 11-2 039 273 / +94 764 765 463
Chathuri Chandrasiri +94 11-2 039 272 / +94 712 791 246