

Notice of Meeting

Notice is hereby given that the Thirtieth Annual General Meeting (Meeting) of Tea Smallholder Factories PLC (Company) will be held as a virtual meeting on 25th June 2024 at 10.30 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 2024 with the Report of the Auditors thereon.
3. Re-elect as Director, Ms. A Goonetilleke who retires in terms of Article 83 of the Articles of Association of the Company. A brief profile of Ms. A Goonetilleke. is contained in the Board of Directors section of the Annual Report on page 64
4. Re-elect as Director, Mr. A Z Hashim who retires in terms of Article 83 of the Articles of Association of the Company. A brief profile of Mr. A Z Hashim is contained in the Board of Directors section of the Annual Report on page 62
5. Re-appoint the Auditors and to authorise the Directors to determine their remuneration.
6. 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://tsfl-keells.com/annual-report-2024/> ; and
- (2) The JKH Group website - <https://www.keells.com/investor-relations/#annual-reports> ; and
- (3) The Colombo Stock Exchange - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=TSML.N0000>

Members may also access the Annual Report and Financial Statements on their electronic devices by scanning the following QR code.



For clarifications on how to download and/or access the Annual Report and Financial Statements, please contact Mr. Dulaj Sellahewa on 011-2149987 during normal office hours (8.30 a.m. to 4.30 p.m.) or email dulaj.tsfl@keells.com.

Any Shareholder who wishes to obtain a hard copy of the Annual Report, may send a written request to the registered 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 2024

Notes:

- (i) A Shareholder unable to attend the Meeting is entitled to appoint a Proxy to attend and vote in their place.
- (ii) A Proxy need not be a Shareholder of the Company.
- (iii) A Shareholder wishing to vote by Proxy at the meeting may use the Form of Proxy enclosed herein.
- (iv) Shareholders 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 No. 117, Sir Chittampalam A. Gardiner Mawatha, Colombo 02 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 Shareholder and his/her proxy holder are both present at the Meeting, only the Shareholder's vote is counted. If the Proxy holder's appointor has indicated the manner of voting, only the appointor's indication of the manner to vote will be used.

Form of Proxy

I/We
of
being a Shareholder/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 Wijenaik 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 Thirtieth Annual General Meeting of the Company to be held on 25th June 2024 at 10.30 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	Abstained
i To re-elect as a Director, , Ms. A Goonetilleke who retires in terms of Article 83 of the Articles of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ii To re-elect as a Director, Mr. A Z Hashim, who retires in terms of Article 83 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
iii To re-appoint the Auditors and to authorise the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed on this day of Two Thousand and Twenty Four (2024).

.....
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 THE 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 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./CDS account no :

National Identity Card No :



INSTRUCTIONS FOR REGISTRATION AND PARTICIPATION OF SHAREHOLDERS AT THE VIRTUAL ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD THROUGH AUDIO/VISUAL MEANS ON 25th JUNE 2024 AT 10.30 A.M

Dear Shareholder,

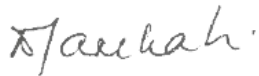
The Board of Directors of the Company, having taken into consideration the guidelines issued by Colombo Stock Exchange (“CSE”) on convening virtual shareholder meetings through audio/visual means and in conformity with the regulatory provisions of the Articles of Associations of the Company, have decided 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 at 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 No. 117, Sir Chittampalam A. Gardiner Mawatha, Colombo 02, by email it to keellsconsultants@keells.com or forward it by fax to 011 -2439037 not less than 48 hours before the convening 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 weblink 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 Form of Proxy as per the instructions given on the reverse of the Form of Proxy and send same by registered post to No. 117, Sir Chittampalam A. Gardiner Mawatha, Colombo 02 or by fax to 011-2439037 or by email to keellsconsultants@keells.com not less than 48 hours before the convening of the AGM.
3. Shareholders who wish to appoint a member of the Board of Directors as their 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 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 No. 117, Sir Chittampalam A. Gardiner Mawatha, Colombo 2, email to dulaj.tsfl@keells.com or by fax to No. 011-2439037 not less than three (3) days before the convening of the AGM. Responses in respect of such queries and clarifications may be made before or during the course of the AGM.
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 will 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 made by way of an announcement to the Colombo Stock Exchange.

By Order of the Board

TEA SMALLHOLDER FACTORIES PLC



KEELLS CONSULTANTS (PRIVATE) LIMITED

Secretaries

20th May 2024

TEA SMALLHOLDER FACTORIES PLC

**30th ANNUAL GENERAL MEETING- 25TH JUNE 2024
SHAREHOLDER/PROXYHOLDER 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./Company. 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: ResidenceMobile.....

Email address.....

.....
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.

Submission of the Annual Report to Shareholders

Tea Smallholder Factories PLC
(Company No. PQ32)
No.186, Vauxhall Street,
Colombo 02,
Sri Lanka.

Dear Shareholder,

The Annual Report and Financial Statements of the Company is available on

- 1) Corporate Website – <https://tsfl-keells.com/annual-report-2024/>
- 2) The JKH Group website -<https://www.keells.com/investor-relations/#annual-reports> ; and
- 3) The Colombo Stock Exchange - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=TSML.N0000>

If you wish to have a printed copy of the Annual Report, kindly send the completed Form of Request provided overleaf to –

Manager - Finance,
Tea Smallholder Factories PLC,
No.186, Vauxhall Street,
Colombo 02,
Sri Lanka.

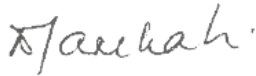
Alternatively, you could fax the completed Form of Request to fax number +94112439037.

The printed Report will be forwarded within eight (8) market days subject to the prevailing circumstances at the time, from the date of receipt of the written request.

Please contact Mr. Dulaj Sellahewa on +94112149987 during normal office hours or email dulaj.tsfl@keells.com if you have any queries on this matter.

Yours faithfully,

For Tea Smallholder Factories PLC



Keells Consultants (Private) Limited
Secretaries

20th May 2024

Form of Request

TO: Manager - Finance,
Tea Smallholder Factories PLC,
No.186, Vauxhall Street,
Colombo 02,
Sri Lanka.

REQUEST FOR A PRINTED VERSION OF THE 2023/24 ANNUAL REPORT OF TEA SMALLHOLDER FACTORIES PLC

I wish to request a printed version of the 2023/24 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	
Share Folio No	
NIC No.	
Email	

.....
Date

.....
Signature