

CIRCULAR TO THE SHAREHOLDERS

Dear Shareholder/s,

VIRTUAL ANNUAL GENERAL MEETING OF BALANGODA PLANTATIONS PLC FOR THE YEAR ENDED 2024.

A. GENERAL

1. The Thirty-Two (32nd) Annual General Meeting of Balangoda Plantations PLC will be held as a virtual meeting via an online meeting platform conducted from the “Mini Auditorium” Melstacorp PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka on Friday, 24th June 2025 at 10.00 a.m.
2. Only the Chairman, the Board of Directors, certain Key Management Personnel, the Company Secretary, and the External Auditors **on the Virtual Platform** and all shareholders will participate in the meeting through audio.
3. The Annual Report of the Company for the year ended 2024 will be available for perusal on the Company website at <https://bgdpl.lk>, <http://melsta.com/our-core-sectors/plantation-services> and the Colombo Stock Exchange website at www.cse.lk.
4. If you wish to receive a printed copy of the Annual Report for the year ended 2024, please complete and forward us the Form of Request attached hereto (**Annexure 1**) by post to the registered address of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka or e.mail bpplmplcompanysecretary@gmail.com or facsimile + 94 11 2540333.

B. SHAREHOLDERS PARTICIPATION

1. The Shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
2. The shareholders may also appoint any other person other than a Director of the Company as their proxy and the proxy so appointed shall participate in the meeting through audio- or audio- visual means **only**.
3. The shareholders who wish to participate in the meeting will be able to attend the meeting through audio or audio-visual means. To facilitate this process, the shareholders are required to furnish the details of the shareholder and proxy holder, if any, by perfecting **Annexure II** to the circular to shareholders and forward same to bpplmplcompanysecretary@gmail.com or by facsimile on +94 11 2540333, to reach the Secretary **not less than two (02) days before the date of the meeting** so that the **meeting login information** could be forwarded to the email address as provided.
4. To facilitate the appointment of proxies specified in B.1 and B.2 above, the Form of Proxy is attached with the Notice of Meeting. The duly filled Forms of Proxy should be sent to reach the Company Secretary via e.mail to bpplmplcompanysecretary@gmail.com or facsimile at +94 11 2540333 or by post to the registered address of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka, **not less than forty-eight (48) hours before the time fixed for the meeting**.

C. SHAREHOLDERS QUERIES

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to the Company Secretary, via e.mail to bplmplcompanysecretary@gmail.com or facsimile at +94 11 2540333 or by post to the registered address of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka **not less than two (02) days before the date of the meeting**. This is to enable the Company Secretary to compile the queries and forward them to the attention of the Board of Directors so that they can be addressed at the meeting.

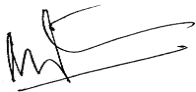
For any further queries on this matter, please contact Ms Renuka Weerasinghe at the Company Secretarial Division of Balangoda Plantations PLC.

Telephone : 94 11 2522871 ext. 793

E.mail : bplmplcompanysecretary@gmail.com

The Board wishes to thank the shareholders of the Company for their unwavering cooperation.

Yours faithfully,
BALANGODA PLANTATIONS PLC



P A Jayatunga
Company
Secretary

22nd May 2025

Annexure I

Date :

To Company Secretary
Balangoda Plantations PLC
110, Norris Canal Road,
Colombo 10.

☐ I would like to receive the printed version of the Annual Report of Balangoda Plantations PLC

Full Name of the Shareholder (as on the CDS account / Share Certificate)	
Folio Number	
Company Registration No.	
Address	
Contact No.	

.....
Signature

.....
Date

Note:

- (1) Please complete the Form of Request by filing in legibly the required information in **BLOCK LETTERS** signing in the space provided and filing in the date of signature.
- (2) Please post the completed Form of Request to the Company Secretaries at the address given above or email to bplmplcompanysecretary@gmail.com or facsimile on +94 11 2540333

32ND ANNUAL GENERAL MEETING

REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE PARTICIPATION

Date :.....

To : Company Secretary
Balangoda Plantations PLC
110, Norris Canal Road
Colombo 10
Sri Lanka.

1. Full Name of the Shareholder/s

Primary 1.-----

*Joint 2.-----

*Joint 3.-----

2. Shareholder/s Address :-----

3. Shareholder/s NIC NO./Passport No./ Co. Reg. No

Primary 1.-----

*Joint 2.-----

*Joint 3.-----

4. *Shareholder/s Contact No : Fixed Line:-----Mobile:-----

E.mail:-----

5. Name of the Proxy holder:-----

6. Proxy holder's NIC No / Passport No :-----

7. *Proxy holder's Contact No : Fixed Line:-----Mobile :-----

E.mail:-----



I/We hereby certify that the details given above are true and accurate and are furnished to enable my/our online participation at the Annual General Meeting. I/We acknowledge that the Company shall have the right to disable my/our participation in the event the above information furnished is found to be incorrect or inconsistent with shareholding records.

Shareholder's Signature/(s) ****Strike out if not applicable***

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Shareholder's Signature	*1 st Joint Holder's Signature	*2 nd Joint Holder's Signature
Date	Date	Date

Note:

1. ***It is mandatory for the shareholder/s to provide the e.mail address and the contact number*** in the space provided above to forward the login information to facilitate online participation at the meeting.
2. Duly filed Registration of Shareholder Details Form should be forwarded to bplmplcompanysecretary@gmail.com or by facsimile at +94 11 2540333, to reach the Secretary ***not less than Two (02) days before the date of the meeting.***
3. Further instructions on connecting to the meeting will be provided to registered shareholders separately.



110, NORRIS CANAL ROAD, COLOMBO 10, SRI LANKA

Notice of Meeting

NOTICE IS HEREBY GIVEN that the Thirty Second (32nd) Annual General Meeting of **BALANGODA PLANTATIONS PLC** will be held as a virtual meeting via an online meeting platform conducted from the “Mini Auditorium” Melstacorp PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka on Tuesday, 24th June 2025 at 10.00 a.m. to consider and if thought fit to pass the following resolutions:

- 1) To receive and consider the Annual Report of the Board of Directors and the Financial Statements of the Company for the year ended 31st December 2024 together with the Auditors' Report thereon.
- 2) To approve a final dividend of Rs.1 per share, as recommended by the Board of Directors.
- 3) To appoint Mr. C R Jansz who is above the age of 70 years as a Director by passing the following resolution.

“That the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr. C R Jansz who has reached the age of 72 years at the Annual General Meeting and that he shall accordingly be re-appointed”.

- 4) To re-elect Mr. M A N S Perera who retires by rotation at the Annual General Meeting in terms of Article 92 of the Articles of Association, as a Director of the Company.
- 5) To re-elect Mr. M R Mihular at the Annual General Meeting in terms of Article 98 of the Articles of Association, as a Director of the Company.
- 6) To re-elect Dr. R A Fernando at the Annual General Meeting in terms of Article 98 of the Articles of Association, as a Director of the Company.
- 7) To re-elect Mr. P A Jayatunga at the Annual General Meeting in terms of Article 98 of the Articles of Association, as a Director of the Company.
- 8) To re-appoint M/s KPMG, Chartered Accountants as the auditors of the Company in terms of Section 158 of the companies Act No. 07 of 2007 and authorize the Board of Directors to determine the remuneration to audit the Financial Statements of the Company for the year ending 31st December 2025.

By order of the Board

Pradeep A Jayatunga
Company Secretary
22nd May 2025
Colombo

NOTES

- 1) The thirty second (32nd) Annual General Meeting of Balangoda Plantations PLC will be a virtual meeting held by participants joining in person or proxy and through audio or audio-visual means in the manner specified below:

i) Attendance of the Chairman and the Board of Directors

The Chairman, the Board of Directors, certain Key Management Personnel, the Company Secretary, and the External Auditors will be available **on the Virtual Platform on Tuesday, 24th June 2025 @ 10.00 a.m**

ii) Shareholder Participation

- a. The Shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
- b. The Shareholders may also appoint any other persons other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting through audio or audio-visual means only.
- c. The shareholders who wish to participate in the meeting will be able to join the meeting through audio or audio-visual means. To facilitate this process, the shareholders are required to furnish the details of the shareholder and proxy holder, if any, by perfecting **Annexure II** to the circular to shareholders and forward same to Company Secretary via bplmplcompanysecretary@gmail.com or by facsimile on +94 11 254033, to reach the Secretary **not less than two (02) days before the date of the meeting** so that the meeting login information could be forwarded to the email address as provided. The circular to the shareholders will be posted to all the shareholders along with the Notice of Meeting and the Form of Proxy.
- d. To facilitate the appointment of proxies, the Form of Proxy is attached hereto and the duly filled Form of Proxy should be sent to the Company Secretary via e-mail bplmplcompanysecretary@gmail.com or facsimile at +94 11 254033 or by post to the Registered Office of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka, **not less than forty – eight (48) hours before the time fixed for the meeting.**

iii) Shareholder's queries

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to the Company Secretary, via e-mail to bplmplcompanysecretary@gmail.com or facsimile at + 94 11 254033 or by post to the Registered Office of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka **not less than Two (02) days before the date of the meeting.** This is to enable the Company Secretary to compile the queries and forward same to the attention of the Board of Directors so that the same could be addressed at the meeting.

- 2) The Annual Report of the Company for the year 2024 will be available for perusal on the Company websites <https://bgdpl.lk>, <http://melsta.com/our-core-sectors/plantations-services> and the Colombo Stock Exchange website on www.cse.lk

If you wish to receive a printed copy of the Annual Report for the year ended 2024, please complete and forward us the Form of Request (**Annexure 1**) by post to the registered address of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka or email bplmplcompanysecretary@gmail.com or facsimile + 94 11 2540333.



110, NORRIS CANAL ROAD, COLOMBO 10, SRI LANKA

Form of Proxy

I/We.....of.....,

.....being a shareholder / shareholders of

Balangoda Plantations PLC hereby appoint

..... of whom failing

Don Hasitha Stassen Jayawardena*

Cedric Royle Jansz*

Mellawatantrige Anton Niroshan Sampath Perera*

Kumarasamy Dayaparan*

Mohamed Reyaz Mihular*

Ravindra Ajith Fernando*

Pradeep Arjuna Jayatunga*

of failing him

or failing him

or failing him

or failing him

or failing him

or failing him

or failing him

As my/our proxy to represent me/us and*.....to vote on my/our behalf at the Thirty Two (32nd) Annual General Meeting of the Company to be held as a "Virtual Meeting" online platform on Tuesday, 24th June 2025 at 10.00 a.m. and at any adjournment thereof and at every poll which may be taken in consequence of the above said meeting. I/We* the undersigned hereby authorize my/our* Proxy to vote on my/our" behalf following the preference indicated below:

1) To receive and consider the Annual Report of the Directors and the Financial Statements of the Company for the year ended 31st December 2024 together with the Auditors' Report thereon.

For Against

<input type="checkbox"/>	<input type="checkbox"/>
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2) To approve a final dividend of Rs.1/- per share, as recommended by the Board of Directors

<input type="checkbox"/>	<input type="checkbox"/>
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3) To appoint Mr. C R Jansz who is above the age of 70 years as a Director by passing the resolution.

<input type="checkbox"/>	<input type="checkbox"/>
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"That the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall apply to Mr. C R Jansz who has reached the age of 72 years at the Annual General Meeting and that he shall accordingly be re-appointed".

<input type="checkbox"/>	<input type="checkbox"/>
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4) To re-elect Mr. M A N S Perera who retire by rotation at the Annual General Meeting in terms of Article 92 of the Articles of Association as a Director of the Company.

<input type="checkbox"/>	<input type="checkbox"/>
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5) To re-elect Mr. M R Mihular at the Annual General Meeting in terms of Article 98 of the Articles of Association as a Director of the Company.

<input type="checkbox"/>	<input type="checkbox"/>
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6) To re-elect Dr. R A Fernando at the Annual General Meeting in terms of Article 98 of the Articles of Association as a Director of the Company.

<input type="checkbox"/>	<input type="checkbox"/>
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7) To re-elect Mr. P. A Jayatunga at the Annual General Meeting in terms of Article 98 of the Articles of Association as a Director of the Company.

<input type="checkbox"/>	<input type="checkbox"/>
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8) To authorize the Directors to determine the remuneration of the Auditors Messrs KPMG who are deemed to have been reappointed as Auditors in terms of Section 158 of the companies Act No. 07 of 2007 and authorize the Board of Directors to determine the remuneration to audit the Financial Statements of the Company for the year ending 31st December 2025.

<input type="checkbox"/>	<input type="checkbox"/>
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* Please strike the inappropriate words.

Signed on thisdate ofTwo Thousand Twenty-Five.

..... Shareholder's Signature 1 st Joint Holder's Signature 2 nd Joint Holder's Signature
Date	Date	Date

Instructions for Completion of Form of Proxy

1. Kindly perfect the Form of Proxy by filling in the mandatory details required above, signing in the space provided and filling in the date of signature.
2. If the Form of Proxy is signed by an Attorney, the relative power of attorney should also accompany the proxy form for registration, if such power of attorney has not already been registered with the Company.
3. In the absence of any specific instructions as to voting, the proxy may use his/her discretion in exercising the vote on behalf of his appointor.
4. Duly filled Form of Proxy should be sent to reach the Company Secretary via-e.mail to bpimplcompanysecretary@gmail.com, or facsimile on + 94 11 2540333 or by post to the registered address of the Company, Balangoda Plantations PLC # 110, Noris Canal Road, Colombo 10, Sri Lanka not less than Two (02) working days before the date of the meeting.

Please provide the following details (mandatory) ;

NIC/PP/Company Registration No. of the Shareholder/s.....

Folio No.

Email Address of the Shareholder/s or Proxy Holder

(other than a Director appointed as proxy)

Mobile No / s

Fixed Line No.