

RAMBODA FALLS PLC

Notice of Meeting

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF RAMBODA FALLS PLC WILL BE HELD AS A VIRTUAL MEETING ON 26TH SEPTEMBER 2024 AT 10.00 A.M.

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### AGENDA

1. To receive and consider the Annual Report of the Board of Directors on the State of Affairs of the Company and the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024 with the Report of the Auditors thereon.
2. To re-elect Mr. Viraj Nishantha Deepal Wickremasinghe who in terms of Articles 85 of the Articles of Association of the Company retires by rotation at the Annual General Meeting as a Director.
3. To re-elect Mr. Walpita Gamage Dhanapala who in terms of Articles 85 of the Articles of Association of the Company retires by rotation at the Annual General Meeting as a Director.
4. To re-elect Mr. Kim Leng Yeoh, who has attained the age of 70 years, in compliance with Section 211 of the Companies Act No. 07 of 2007 and to pass the following Resolution.

#### Ordinary Resolution

“It is hereby resolved that Mr. Kim Leng Yeoh who has attained the age of 70 years be and is hereby re-appointed as a Director of the Company and that it is hereby declared as provided for in Section 211 of the Companies Act No. 07 of 2007 that the age limit of 70 years referred to in Section 210 of the said Companies Act shall not apply to Mr. Kim Leng Yeoh.”

5. To re-appoint M/s. KPMG, Chartered Accountants as Auditors to the Company for the ensuing year and authorize the Directors to determine their remuneration.
6. To authorize the Directors to determine donations for the year 2024 / 2025.

BY ORDER OF THE BOARD OF  
RAMBODA FALLS PLC  
S S P CORPORATE SERVICES (PRIVATE) LIMITED



SECRETARIES

Colombo  
Date: 31<sup>st</sup> August 2024

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of him/her. Such Proxy need not be a member of the Company.
2. A Form of Proxy accompanies this notice.
3. The completed Form of Proxy should be deposited at the Registered Office of the Company at No.76, Rock Fall Estate, Nuwara Eliya Road, Ramboda **not later than 48 hours before the time appointed for the meeting.**

**RAMBODA FALLS PLC**

**FORM OF PROXY**

I/We\*.....  
holder of National Identity Card No.....of  
.....being  
a member/\*members of Ramboda Falls PLC hereby appoint Mr/Ms holder of National Identity  
Card No. ....of.....  
.....or  
failing him/her.

|                           |                           |
|---------------------------|---------------------------|
| Mr. K.L. Yeoh             | of Colombo or Failing Him |
| Mr. I.J.A. Karunaratne    | of Colombo or failing him |
| Mr. D.D. Sunil Mudalige   | of Colombo or failing him |
| Mr. V.N.D. Wickramasinghe | of Colombo or failing him |
| Ms. Y.S. Lee              | of Colombo or failing him |
| Mr. J.A.D.V. Rasanga      | of Colombo or failing him |
| Mr. W.G. Dhanapala        | of Colombo                |

as my/\*our Proxy to represent me/\*us and to vote as indicated below on my/\*our behalf at the Annual General Meeting of the Company to be held as a Virtual Meeting on 26<sup>th</sup> September 2024 and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid Meeting.

- |                                                                                                                                                                                                                                                | <u>FOR</u>               | <u>AGAINST</u>           |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| 1. To receive and consider the Annual Report of the Board of Directors on the State of Affairs of the Company and the Consolidated Financial Statements or the year ended 31 <sup>st</sup> March 2024 with the Report of the Auditors thereon. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect Mr. Viraj Nishantha Deepal Wickremasinghe who in terms of Articles 85 of the Articles of Association of the Company retires by rotation at the Annual General Meeting as a Director.                                            | <input type="checkbox"/> | <input type="checkbox"/> |

- |    |                                                                                                                                                                                     |                          |                          |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| 3. | To re-elect Mr. Walpita Gamage Dhanapala who in terms of Articles 85 of the Articles of Association of the Company retires by rotation at the Annual General Meeting as a Director. | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. | To re-elect Mr. Kim Leng Yeoh, who has attained the age of 70 years, in compliance with Section 211 of the Companies Act No. 07 of 2007 and to pass the following Resolution.       | <input type="checkbox"/> | <input type="checkbox"/> |

**Ordinary Resolution**

“It is hereby resolved that Mr. Kim Leng Yeoh who has attained the age of 70 years be and is hereby re-appointed as a Director of the Company and that it is hereby declared as provided for in Section 211 of the Companies Act No. 07 of 2007 that the age limit of 70 years referred to in Section 210 of the said Companies Act shall not apply to Mr. Kim Leng Yeoh.”

- |    |                                                                                                                                                             |                          |                          |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| 5. | To re-appoint M/s. KPMG, Chartered Accountants as Auditors to the Company for the ensuing year and authorize the Directors to determine their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. | To authorize the Directors to determine donations for the year 2024 / 2025.                                                                                 | <input type="checkbox"/> | <input type="checkbox"/> |

As witness my/our hand/this ..... day of ..... Two Thousand and Twenty Four.

Signature .....

**Note:**

Instructions as to completion appear on the reverse hereto. Please delete the inappropriate words, and mark ‘X’ in the appropriate cages to indicate your instructions as to voting.

A proxy need not be a member of the Company.

## **INSTRUCTIONS AS TO COMPLETION OF FORM OF PROXY**

1. Kindly perfect the Form of Proxy by filling in legibly your full name and address, your instructions as to voting, by signing in the space provided and filling in the date of signature.
2. Please indicate with an 'X' in the cages provided how your proxy is to vote on the Resolutions. If no indication is given the Proxy in his/her discretion may vote as he/she thinks fit.
3. The completed Form of Proxy should be deposited at the Registered Office of the Company, No.76, Rock Fall Estate, Nuwara Eliya Road, Ramboda not less than 48 hours before the time appointed for holding the meeting.
4. If the form of proxy is signed by an attorney, the relative 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.

### **Note:**

If the shareholder is a Company or body corporate, Section 138 of the Companies Act No. 07 of 2007 applies to shareholders of Ramboda Falls PLC and Section 138 provides for representation of Companies at meeting of other Companies. A Corporation, whether a Company within the meaning of this Act or not, may where it is a member of another corporation, being a company within the meaning of this Act, by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company. A person authorised as aforesaid shall be entitled to exercise the same power on behalf of the Corporation which it represents as that Corporation could exercise if it were an Individual shareholder of that other Company.