

BOGALA GRAPHITE LANKA PLC – PQ 218

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

RE APPOINTMENT OF DIRECTORS WHO ARE OVER 70 YEARS OF AGE

Mr. J. C. P. Jayasinghe and Mr. Roger P. Miller who are over 70 years of age were re-appointed as directors at the annual general meeting of Bogala Graphite Lanka PLC (the “Company”) held on 09th April 2022, for a period of one year from 09th April 2022 to 09th April 2023, in order to comply with requirements of the Companies Act, No. 07 of 2007.

Your board of directors recommend that Mr. J. C. P. Jayasinghe and Mr. Roger P. Miller be re-appointed as Directors of the Company at the extraordinary general meeting (“EGM”) to be held on 31st March 2023 for a further period of one year commencing from 9th April 2023 or until the forthcoming annual general meeting of the Company, whichever comes first.

Hence, requisite resolutions to give effect to the above proposal is set out in the notice convening the EGM of the Company, scheduled for 31st March 2023, at which the shareholders will be requested to consider and if thought fit, to pass the ordinary resolutions for the re-appointment of Mr. J. C. P. Jayasinghe and Mr. Roger P. Miller to the directorate.

We enclose herewith, the notice of meeting together with the form of proxy, instructions for participating in the EGM and the registration form for the EGM of the Company.

BY ORDER OF THE BOARD OF

BOGALA GRAPHITE LANKA PLC

Corporate Services (Private) Limited
Secretaries

17th March 2023

BOGALA GRAPHITE LANKA PLC – PQ 218

INSTRUCTIONS FOR PARTICIPATING IN THE EXTRAORDINARY GENERAL MEETING

Dear Shareholder/s,

1. The extraordinary general meeting (“EGM”) is scheduled to be held on 31st March 2023 at 2.00 p.m. in line with the guidelines given by the Colombo Stock Exchange and the Companies Act No. 07 of 2007.
2. In the interest of protecting public health and facilitating social distancing in line with the guidelines issued by the Ministry of Health, Nutrition and Indigenous Medicine, the meeting will be held in the manner set out below:
 - i. The board of directors, the company secretary, auditors and the senior management of the company and all the shareholders, will participate in the meeting via an online meeting platform. These measures have been adopted to observe social distancing regulations/requirements to mitigate the dangers of spread of the virus.
 - ii. The shareholders who wish to participate will be able to join the meeting though audio or audio and visual means via online interface. In order for us to forward the access information necessary for participation at the meeting, please forward the duly completed registration form including your e-mail address and telephone number to No. 216, De Saram Place, Colombo 10 or corporateservices@corporateservices.lk not less than 48 hours before the time appointed for the holding of the meeting so that the login information could be forwarded.
 - iii. The Circular, Notice of Meeting together with the Form of Proxy and the registration form will be published on the website of the Colombo Stock Exchange <https://www.cse.lk/pages/company-profile/companyprofile.component.html?symbol=BOGA.N0000> and the website of company (www.gk-graphite.lk).

- iv. Proxy forms should be duly completed as per the instructions given therein and sent via registered post to Bogala Mines, 71041, Aruggammana or forwarded via e-mail to corporateservices@corporateservices.lk not less than 48 hours before the time appointed for the holding of the meeting. The proxy so appointed shall participate at the meeting through audio or audio visual means only.
- v. Voting in respect of the resolutions sought to be passed will be registered by using the audio or audio and visual means via online interface or a designated ancillary online application. All of such procedures will be explained to the shareholders prior to the commencement of the meeting.
- vi. Shareholders can use the “Q&A forum” to communicate any questions/concerns at the time allocated at the meeting.
- viii. For any questions, please contact please contact the following officer.

Name : Deepika Rathnayake
E-mail : deepika@gk-graphite.lk
Telephone (Fax) : +94 115927822
Mobile : +94 774401295

By order of the Board
CORPORATE SERVICES (PRIVATE) LIMITED
Secretaries
BOGALA GRAPHITE LANKA PLC

Colombo, on this 17th day of March, 2023

FORM OF PROXY

I/We of
..... being
a member/s of BOGALA GRAPHITE LANKA PLC hereby appoint
..... of
..... or failing him Ms. M. C. Pietersz or
failing her Mr. Roger Miller or failing him Mr. J. C. P. Jayasinghe or failing him Mr. A. P. Jayasinghe or
failing him Mr. T. Junker or failing him Mr. A. S. R. Amarasinghe or failing him Mr. M. Adamaly or
failing him Ms. Ulla Neunzert as my/our proxy to speak/vote for me/us and on my/our behalf at the
Extraordinary General Meeting of the Company to be held on the 31st day of March 2023 at 2.00 p.m.
and at any adjournment thereof and at every poll which may be taken in connection with such
meeting.

As witness my/our hands this day of Two Thousand and Twenty Three.

.....
Signature

Note:

Delete what is inapplicable.

** Please provide your NIC number.*

INSTRUCTIONS AS TO COMPLETION

1. The instrument appointing a proxy may be in writing under the hands of the appointor or of its attorney duly authorized in writing under the hands of the appointor or of its attorney duly authorized in writing or if such appointor is a corporation under its common seal or the hand of its attorney or duly authorized person.
2. The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of the Power of Attorney or other authority will have to be deposited at the Registered Office of the Company not less than 48 hours before the time appointed for the holding of the meeting.

REGISTRATION FORM

BOGALA GRAPHITE LANKA PLC

EXTRAORDINARY GENERAL MEETING ON 31st MARCH 2023 AT 2.00 P.M. ONLINE VIA VIRTUAL PLATFORM

To: Corporate services (Private) Limited
No. 216, De Saram Place, Colombo 10

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder:

.....

NIC No. / Passport No. /

Company Registration No. :

CDS Account No. :

Residential Address :

.....

.....

Telephone No/s :

Email :

(To be completed if applicable)

Full Name of 1st Joint Holder

NIC No./ Passport No. :

Full Name of 2nd Joint Holder :

NIC No./ Passport No. :

In the event the Proxy holder is appointed by the shareholder, the following details will also be required:

DETAILS OF PROXY HOLDER: (only if a proxy is appointed)

Full Name of the Proxy holder:

NIC No. / Passport No. of Proxy holder:

Telephone No/s:

Email :

Signatures/s

.....
Principal Shareholder 1st Joint Shareholder 2nd Joint Shareholder

Date:

Note:

In the case of a company/corporation, the shareholder Registration Form must be signed by signatories duly authorized in the manner prescribed by its articles of association and if the Registration Form is signed by an Attorney, the duly executed Power of Attorney must be deposited at 216 De Saram Place, Colombo 02 or forwarded to corporateservices@corporateservices.lk not less than 48 hours before the time appointed for the holding of the meeting.