

## CAPITAL ALLIANCE PLC

### NOTICE OF MEETING

Notice is hereby given that the 03<sup>rd</sup> Annual General Meeting of the shareholders of Capital Alliance PLC (the Company) will be held at the “Ground Floor Auditorium”, Ceylon Chamber of Commerce, No. 50, Nawam Mawatha, Colombo 02, on 05<sup>th</sup> September 2024 at 11.30 a.m. to conduct the following business:

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#### AGENDA

##### Regular Business

1. Notice of Meeting.
2. To receive and consider the Report of the Board of Directors and the Statements of Accounts for the year ended 31<sup>st</sup> March 2024 together with the Report of the Auditors thereon.
3. To approve the recommended dividend of Rs. 4.50 per share as the final dividend for the Financial Year ended 31<sup>st</sup> March 2024.
4. To re- elect as a Director, Mr. Dinesh Ajith De Zoysa, who will be retiring from the Board by rotation in terms of Articles 79 & 80 of the Articles of Association of the Company.
5. To re- elect as a Director, Ms. Aloka Irudiyani Chathurangani Nandasena, who will be retiring from the Board by rotation in terms of Articles 79 & 80 of the Articles of Association of the Company.
6. To re-appoint Messrs. KPMG Sri Lanka, Chartered Accountants, as the Auditors of the Company for the ensuing year and authorize the Directors to determine their remuneration.
7. To authorize the Board of Directors to determine contributions to charities and other donations for the year 2024/25.

##### Special Business

8. To consider and if deemed appropriate, to pass the following resolution as a Special Resolution to amend the Articles of Association of the Company,

**“IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT;**

##### **DIRECTORS**

###### **Article 72 - Number of Directors**

**The existing Article 72 of the Articles of Association of the Company be amended by deletion of the said Article in its entirety and substitution with the following:**

- 72.** The Board of Directors of the Company shall not be less than Five (5) and no more than Ten (10) in number. Subject to the provisions contained in the Statutes, the Company may from time to time by Special Resolution, increase or reduce the number of Directors.

##### **ALTERNATE DIRECTORS**

###### **Article 98 - Provisions for appointing and removing Alternate Directors**

**The existing Article 98 of the Articles of Association of the Company be amended by deletion of the said Article in its entirety and substitution with the following:**

**98. (1)** Any Director who is abroad or about to go abroad or who by reason of his /her illness is unable to perform his/her functions as a Director may at any time with the approval of the Board by notice in writing left at the Office appoint any person who meets the criteria set out in (6) and (7) below and approved by the Board to be an Alternate Director of the Company to act in his/ her place only in exceptional circumstances and for a maximum period of one (1) year from the date of appointment and the following provisions of this Article shall apply to any person so appointed.

**(2)** A person appointed to be an Alternate Director shall not in respect of such appointment be entitled to receive any remuneration from the Company nor be required to hold any share qualification but the Directors may repay the Alternate Director such reasonable expenses as he/she may incur in attending and returning from meetings of the Directors which he/she is entitled to attend or which he/she may otherwise properly incur in or about the business of the Company or may pay such allowances as they may think proper in respect of these expenses.

**(3)** An alternate Director shall (on his/her giving an address for such notices to be served upon him/her) be entitled to receive notices of all meetings of the Directors and Board sub committee meetings of which his/her appointor is a member and to attend and vote as Director at any such meeting at which the Director appointing him/her is not personally present and generally at such meeting to perform all the functions of his/her appointor as a Director in the absence of such appointor including the signing of resolutions in writing to be passed by circulation under Article 97 hereof. An Alternate Director who is also a Director in his/her own right shall be entitled to one vote in his/her own right as a Director and to an additional vote as an Alternate Director. The attendance of any Alternate Director at any meeting, including a Board sub Committee Meeting shall be counted for the purpose of quorum.

**(4)** An Alternate Director may be appointed for a specified period or until the happening of a specified event. A person appointed to be an Alternate Director shall ipso facto cease to be an Alternate Director in any of the following events, that is to say:

**(a)** upon his/her Appointor resuming his/her duties as a Director;

**(b)** if his/her Appointor ceases for any reason to be a Director;

Provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him/her pursuant to this Article which was in force immediately prior to his/her retirement shall continue to operate after his/her re-election as if he/her had not so retired;

**(c)** if the Alternate Director shall have a receiving order made against him/her or compounds with his/her creditors or is adjudicated an insolvent;

**(d)** if the Alternate Director be lunatic or becomes of unsound mind;

**(e)** if the appointment of the Alternate Director is revoked by notice in writing left at the office by his/her Appointor;

- (f) if a majority of the Directors resolve that the appointment of the Alternate Director be terminated; Provided that such termination shall not take effect until the expiration of thirty days after the date of the resolution of the Directors;
- (g) if he/she becomes subject to any of the provisions of Articles 80 of these presents which, if he/she were a Director of the Company, would render his/her office vacated.
- (h) if he/she resigns by writing under his/her hand left at the Office.
- (5) A Director shall not vote on the question of the approval of an alternate Director to act for him/her or on the question of the termination of the appointment of such an Alternate Director under the last foregoing sub clause of this Article, and if he/she do so his/her vote shall not be counted; nor for the purpose of any resolution for either of these purposes shall he be counted in the quorum present at the meeting.
- (6) If an Alternate Director is appointed for a Non-Executive Director such alternate should not be an executive of the Company.
- (7) If an Alternate Director is appointed by an Independent Director, the person so appointed should meet the criteria of independence specified in the Listing Rules and the Company shall satisfy the requirements relating to the minimum number of Independent Directors specified in the Listing Rules. The Nominations and Governance Committee shall review and determine that the person nominated as the alternate would qualify as an Independent Director before such appointment is made.
- (8) The Company shall make an immediate announcement to Colombo Stock Exchange regarding the appointment of an Alternate Director, incorporating the requirements specified by the Listing Rules for such announcement.”

BY ORDER OF THE BOARD OF DIRECTORS OF  
CAPITAL ALLIANCE PLC



**S S P CORPORATE SERVICES (PRIVATE) LIMITED**  
SECRETARIES  
Colombo, Sri Lanka.  
6<sup>th</sup> August 2024

**Notes:**

1. A shareholder entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote on his/her behalf.
2. A form of proxy accompanies this notice.

The Annual Report of the Company is available on the;

1) Corporate Website of the Company - Annual Report for Year Ended 31<sup>st</sup> March 2024  
<https://cal.lk/wp-content/uploads/2024/07/CAL-Annual-Report-23-24-1.pdf> and the website of the CSE <https://cse.lk/pages/company-profile/company-profile.component.html?symbol=CALT.N0000>

2) Members may also access the Annual Report and Financial Statements on their mobile phones by scanning the following QR code.

