

GALADARI HOTELS (LANKA) PLC

CIRCULAR TO SHAREHOLDERS

43RD ANNUAL GENERAL MEETING OF THE COMPANY

Dear Shareholders,

In terms of Article 47 of the Articles of Association of the Company, the Board of Directors of **Galadari Hotels (Lanka) PLC (“the Company”)** has decided to hold the 43rd Annual General Meeting (“AGM”) as a **Virtual Meeting**, on 27th June 2024 centered at the “Board Room” of the Company, No. 64, Lotus Road, Colombo 01, commencing at 3.30pm (IST).

All the shareholders will be allowed to participate via online at the virtual meeting. The two local Board Directors, Key Management Personnel, External Auditors, Company Secretaries and Registrars to the Company will assemble at the Board Room of the Company for the purpose of hosting the Meeting. The Foreign Directors will be participating via video conferencing.

The shareholders and proxy holders who will be participating via audio or audio and visual means, should forward the **Registration Form** not less than forty-eight (48) hours prior to the time appointed for the AGM in order to enable the Company to share with you the relevant meeting login information.

The login information will be only for the use by individual shareholders, proxy holders and authorised representatives in case of institutional shareholders and the Company will not be responsible or liable for misuse. Where the proxy holders are concerned, please note that the login information will only be shared with those in whose favour a valid proxy has been submitted by the shareholder.

The shareholders and proxy holders who will be participating at the AGM via online platform will be required to identify themselves at the time of voting and when speaking during the time allowed for questions by the Chairman. For such purpose of identification, they will be required to provide the name, address and the National Identity Card or Passport Number.

Voting in respect of the items of business of the Agenda will be registered by using an online platform or a designated ancillary online application. The relevant procedure will be explained to the shareholders prior to the commencement of the meeting.

The format of the proxy will also be made available on the **www.galadarihotel.lk** and those shareholders who wish to submit their forms of proxy should duly complete the same as per the instructions given therein. The duly completed forms of proxy should be posted or delivered to the Registered Office of the Company at No. 48, Rosmead Place, Colombo 07 or forwarded by email to **agm@galadari.lk** and/or **cccs@tiruchelvam.com** in order to enable the Company to receive the same not less than forty-eight (48) hours prior to the time appointed for the holding of the AGM.

Shareholders who are unable to participate at the meeting in person are encouraged to appoint an Independent Director as their proxy, having marked their preferences in respect of the agenda items.

Shareholders can send in their queries, if any, to Sulakshana Fernando on agm@galadari.lk and 011 2544544 Ext. 251 or Umashi Chamodya on cccs@tiruchelvam.com and 011 2690037 before twenty-four hours (24) of the commencement of the meeting and the responses to the same will be provided at the Meeting.

The Shareholders are requested to login to the meeting by 3.15pm (IST).

The Annual Report and Financial Statements of the Company for the year ended 31st December 2023 are available on the website of the Company (www.galadarihotel.lk) and the Colombo Stock Exchange website (www.cse.lk)

Should any shareholder wish to obtain a hard copy of the Annual Report, they may send a written request (in the format attached) to the Registered Address of the Company at No. 48, Rosmead Place, Colombo 07. A printed copy of the Annual Report will be posted by the company within eight (8) market days from the date of receipt of the request.

BY ORDER OF THE BOARD,



CENTRAL CORPORATE AND CONSULTANCY SERVICES (PRIVATE) LIMITED

**Company Secretaries to:
GALADARI HOTELS (LANKA) PLC**

04th June 2024
Colombo

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT THE 43RD ANNUAL GENERAL MEETING OF GALADARI HOTELS (LANKA) PLC will be held as a Virtual Meeting emanating from the "Board Room" of Galadari Hotels (Lanka) PLC, No. 64, Lotus Road, Colombo 01, on 27th June 2024 at 3.30pm (IST) for the following purposes:

Agenda

1. To receive and consider the Audited Financial Statements for the Year Ended 31st December, 2023 and the Reports of the Auditors' and of the Directors' thereon
2. Subject to Section 9.1.4 (1)(d) and 9.1.4(3) of the Listing Rules, to re-elect Mr. Lalith Rukman De Silva, Director, who retires by rotation in terms of Article 87 and 88 of the Articles of Association of the Company and being over the age of seventy (70), who also retires in terms of Section 210 of the Companies Act No.7 of 2007 (as amended), by the passing of the following ordinary resolution:

"IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act No.7 of 2007 (as amended) shall not apply to Mr. L.R. De Silva who is seventy-three (73) years of age and that he shall be re-elected as a Director of the Company."
3. Subject to Section 9.1.4(3) of the Listing Rules to re-elect Dr. John Anthony Shivaji Felix PC, Director, who retires by rotation in terms of Article 87 and 88 of the Articles of Association of the Company.
4. To appoint Messrs. KPMG, Chartered Accountants as the Auditors of the Company in place of Messrs. Ernst & Young, Chartered Accountants, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.

BY ORDER OF THE BOARD



**CENTRAL CORPORATE AND CONSULTANCY
SERVICES (PRIVATE) LIMITED**



**Company Secretaries to:
GALADARI HOTELS (LANKA) PLC**

04th June 2024
Colombo

Notes:

- A shareholder is entitled to appoint a Proxy to attend and vote instead of him/herself and a Proxy need not be a shareholder of the Company. **The Form of Proxy can be found on the Company's website (www.galadarihotel.lk)**
- The duly completed forms of proxy should be posted or delivered to the Registered Office of the Company at No. 48, Rosmead Place, Colombo 07 or forwarded by email to agm@galadari.lk and/or cccs@tiruchelvam.com in order to enable the Company to receive the same not less than forty-eight (48) hours prior to the time appointed for the holding of the AGM.
- As mentioned in the Circular to the Shareholders dated 04th June 2024, the 43rd Annual General Meeting will be held as a Virtual meeting. Instructions given in the Circular must be followed to join the meeting virtually. **The Circular dated 04th June 2024 and the Registration Form for the Virtual Meeting can be found on the Company's website (www.galadarihotel.lk).**
- **The Annual Report and Financial Statements of the Company for the year ended 31st December 2023 are available on the website of the Company (www.galadarihotel.lk) and the Colombo Stock Exchange website (www.cse.lk)**

**GALADARI HOTELS (LANKA) PLC
FORM OF PROXY**

I/We the undersigned
of.....
.....being a member/members of Galadari Hotels (Lanka) PLC do
hereby appoint.....
of.....
..... whom failing

- MR. MOHAMMED ABDULLATIF IBRAHIM GALADARI (whom failing)
- MR. SUHAIL ABDULLATIF IBRAHIM HASSAN GALADARI (whom failing)
- MR IBRAHIM ABDULLATIF IBRAHIM GALADARI (whom failing)
- MR. LALITH RUKMAN DE SILVA (whom failing)
- DR. JOHN ANTHONY SHIVAJI FELIX PC (whom failing)
- MR. VENKATRAMANAN RADHAKRISHNAN

as my/our* Proxy to represent me/us* and to vote and**.....as indicated hereunder for me/us* and on my/our* behalf at the FORTY THIRD ANNUAL GENERAL MEETING of the Company to be held on 27th June 2024 and at any adjournment thereof, and at every poll which may be taken in consequence thereof.

I /We* the undersigned hereby authorise my/our* proxy to vote on my/our* behalf in accordance with the preference indicated below:-

	For	Against
1. To receive and consider the Audited Financial Statements for the Year Ended 31 st December, 2023 and the Reports of the Auditors’ and of the Directors’ thereon	<input type="checkbox"/>	<input type="checkbox"/>
2. Directors		
(i) Subject to Section 9.1.4 (1)(d) and 9.1.4(3) of the Listing Rules, to re-elect Mr. Lalith Rukman De Silva, Director, who retires by rotation in terms of Article 87 and 88 of the Articles of Association of the Company and being over the age of seventy (70), who also retires in terms of Section 210 of the Companies Act No.7 of 2007 (as amended), by the passing of the following ordinary resolution: “IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act No.7 of 2007 (as amended) shall not apply to Mr. L.R. De Silva who is seventy-three (73) years of age and that he shall be re-elected as a Director of the Company.”	<input type="checkbox"/>	<input type="checkbox"/>
(ii) Subject to Section 9.1.4(3) of the Listing Rules to re-elect Dr John Anthony Shivaji Felix PC, Director, who retires by rotation in terms of Article 87 and 88 of the Articles of Association of the Company	<input type="checkbox"/>	<input type="checkbox"/>
3. To appoint Messrs. KPMG, Chartered Accountants as the Auditors of the Company in place of the Messrs. Ernst & Young, Chartered Accountants, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>

Signed on thisday ofTwo Thousand and Twenty Four.

.....
Signature of Shareholder
*Please delete as appropriate.

Notes:

If you wish your Proxy to speak at the Meeting you should insert the words “to speak” in the place indicated with two asterisks () and initial such insertion.**

Please indicate with an "x" in the space provided how your Proxy is to vote. If there is, in the view of the Proxy holder doubt (by reason of the way in which the instructions contained in the Proxy have been completed) as to the way in which the Proxy holder should vote, the Proxy holder shall vote as he/she thinks fit.

A Proxy holder need not be a shareholder of the Company

As mentioned in the Circular to the Shareholders dated 04th June 2024, the 43rd Annual General Meeting will be held as a virtual meeting. Instructions given in the Circular to Shareholder must be followed to join the meeting virtually.

Instruction as to Completion

1. The duly completed Form of Proxy should be posted or delivered to the Registered Office of the Company at No. 48, Rosmead Place, Colombo 07 or forwarded by email to agm@galadari.lk and/or ccs@tiruchelvam.com in order to enable the Company to receive the same not less than forty eight (48) hours prior to the time appointed for the holding of the Meeting.
2. The full name and address of the Proxy holder and of the Shareholder appointing the Proxy holder should be entered legibly in the Form of Proxy.
3. If you wish to appoint a person other than the Chairman (or failing him, one of the Directors) as your Proxy, please insert the relevant details overleaf and initial against this entry.
4. In the case of a Company/Corporation, the Proxy must be under its Common Seal (if applicable), which should be affixed and attested in the manner prescribed by its Articles of Association.
5. If the Proxy Form is signed by an Attorney, the relevant Power of Attorney or a notarially certified copy thereof, should also accompany the completed Form of Proxy if it had not already been registered with the Company