

Circular to Shareholders

WASKADUWA BEACH RESORT PLC

[Company Reg. No.PB 4242 PQ]

No.56/1, Kynsey Road

Colombo 08

Tel: 011-5755055, Facsimile: 011-5470000, Web - www.citrusleisure.com

11TH ANNUAL GENERAL MEETING AND THE ANNUAL REPORT FOR THE YEAR 2021/22

Dear Shareholder/s

The Annual Report for 2021/22 of the Company is published and available for download on the corporate website of the Company and the Colombo Stock Exchange website, and the relevant links are given below:

- (i) Corporate Weblink Waskaduwa Beach Resort PLC - <https://www.citrusleisure.com/annualreport/>
- (ii) Colombo Stock Exchange Website - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=CITW.N0000>

You may also scan the QR Code given below to directly access the Annual Report 2021/22.



Further to Circular No. 04/2022 dated 27th May 2022, issued by the Colombo Stock Exchange the Company will not be providing a printed copy of the Annual Report. The shareholders may contact Mr. Janitha Nisansala, Accountant on any working day on Tel: 0115-755055, or email: direct@citrusleisure.com with regard to any queries relating to viewing of the Annual Report.

DOCUMENTS ATTACHED

The following documents are attached to this Circular to Shareholders:

1. Notice of Annual General Meeting.
2. Form of Proxy

By order of the Board

WASKADUWA BEACH RESORT PLC



P W CORPORATE SECRETARIAL (PVT) LTD

Secretaries

31st August 2022

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Eleventh (11th) Annual General Meeting of Waskaduwa Beach Resort PLC will be held on 26th September 2022 at 10.30 am at Sri Lanka Foundation Institute, Lecture Hall No. 03, No. 100, Sri Lanka Padanama Mawatha, Independence Square, Colombo 07 for the following purposes;

1. Ordinary Business

- 1.1 To receive the Annual Report of the Board of Directors on the affairs of the Company and the Financial Statements for the year ended 31st March 2022 and the Report of the Auditors thereon.
- 1.2 To pass the ordinary resolution set out below to re-appoint Mr. E P A Cooray who attained the age of 74 years, as a Director of the Company;

"IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act, No.07 of 2007 shall not apply to Mr. E P A Cooray who attained the age of 74 years and that he be and is hereby re-appointed a Director of the Company."
- 1.3 To re-elect Mr. R Seneviratne as a Director who retires by rotation in terms of Article 88 of the Articles of Association of the Company.
- 1.4 To re-appoint the retiring Auditors Messrs Ernst & Young, Chartered Accountants, as the Company's Auditors and to authorize the Directors to determine their remuneration.
- 1.5 To authorize the Directors to determine donations for the year ending 31st March 2023 and up to the date of the next Annual General Meeting.

2. Special Business

- 2.1 To consider and if thought fit, to pass the following resolution as a Special Resolution :

"IT IS HEREBY RESOLVED to amend the Articles of Association of the Company, by deleting the existing heading, 'Resolution in lieu of Meeting' and the Article 58 in its entirety, and to substitute therefore the following new heading and the Article 58

METHODS OF HOLDING GENERAL MEETINGS

58. (1) A meeting of shareholders may be held either—
 - (i) by a number of shareholders who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; (hereinafter sometimes referred to as the physical General meeting); or
 - (ii) by means of audio, or audio and visual communication by which all shareholders participating and constituting a quorum, can simultaneously hear each other throughout the meeting, (hereinafter sometimes referred to as Electronic General Meeting); or
 - (iii) by a General Meeting held both physically and electronically (called Hybrid General Meetings); or

- (iv) by means of a resolution in writing signed by not less than Eighty-Five percent (85%) of the Shareholders who would be entitled to vote on a resolution at a meeting of Shareholders, who together hold not less than Eighty-Five percent (85%) of the votes entitled to be cast on that resolution, shall be valid as if it had been passed at a General Meeting of those Shareholders.
- (2) The Board shall determine whether a General Meeting is to be held as a physical General Meeting as referred to in 58. (1)(i) or held as an electronic General Meeting as referred to in 58. (1)(ii) or held as a Hybrid General Meetings, both physically and electronically as referred to in 58. (1)(iii) or by a Resolution in writing as referred to in 58. (1)(iv).
- (3) The Board shall specify in the notice calling the general meeting whether the meeting will be physical or electronic or hybrid or by a Resolution in writing. Such notice shall also specify the time, date, and place and/or electronic platform(s) of the General Meeting, as it is determined.
- (4) (i) when conducting an Electronic General Meeting the Board shall enable persons to simultaneously attend by electronic means with no member necessarily in physical attendance at the Electronic General Meeting. The members or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question.
- (ii) If it appears to the Chairman of the General Meeting that the electronic platform(s), facilities, or security at the Electronic General Meeting have become inadequate for the purposes referred to herein then the Chairman may, without the consent of the meeting, interrupt to resolve such inadequacy where possible or adjourn the General Meeting. All business conducted at that General Meeting up to the time of that adjournment shall be valid and the provisions of Article 62 shall apply to that adjournment.
- (iii) In relation to an Electronic General Meeting, the right of a member to participate in the business of any General Meeting shall include, without limitation, the right to speak, vote on a poll, be represented by a proxy, and have access (including electronic access) to all documents which are required by the Act or these Articles to be made available for/at the meeting.

By order of the Board

Waskaduwa Beach Resort PLC



P W Corporate Secretarial (Pvt) Ltd

Secretaries

31st August 2022

Notes

1. A Shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote on behalf of him/hers.
2. A proxy need not be a Shareholder of the Company.
3. The Form of Proxy is enclosed for this purpose

Form of Proxy

I/We*
(NIC/Passport/Co. Reg. No.) of
.....being a shareholder / shareholders of WASKADUWA BEACH RESORT PLC hereby
appoint
(NIC/Passport No.) of or failing him/her*,

Mr. E P A Cooray	or failing him*
Mr. D S Jayaweera	or failing him*
Mr. R Seneviratne	or failing him*
Ms. V S F Amunugama	or failing her*
Mr. J M B Pilimatalawwe	or failing him*
Mr. S D De Mel	or failing him*
Mr. S A Ameresekere	

as my/our* proxy to represent and speak and vote as indicated hereunder for me/us* and on my/our* behalf at the Eleventh Annual General Meeting of the Company to be held on 26th September 2022 at 10.30 am. and at every poll which may be taken in consequence of the aforesaid Meeting and at any adjournment thereof.

Ordinary Business

- | | FOR | AGAINST |
|---|--------------------------|--------------------------|
| 1. To pass the ordinary resolution set out below to re-appoint Mr. E P A Cooray who is 74 years of age, as a Director of the Company;

"IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act, No.07 of 2007 shall not apply to Mr. E P A Cooray who attained the age of 74 years and that he be and is hereby re-appointed a Director of the Company." | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect Mr. R Seneviratne as a Director as who retires by rotation in terms of Article 88 of the Articles of Association of the Company. | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-appoint the retiring Auditors Messrs Ernst & Young, Chartered Accountants as the Company's Auditors and authorise the Directors to determine their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To authorize the Directors to determine donations for the year ending 31st March 2023 and up to the date of the next Annual General Meeting. | <input type="checkbox"/> | <input type="checkbox"/> |

Special Business

- | | | |
|---|--------------------------|--------------------------|
| 1. To consider and if thought fit to pass the Special Resolution set out under item 2.1 of the Notice of Meeting for the amendments to the Articles of Association. | <input type="checkbox"/> | <input type="checkbox"/> |
|---|--------------------------|--------------------------|

In witness my/our* hands this day of Two Thousand and Twenty Two.

.....
Signature of Shareholder/s

*Please delete what is inapplicable.

- Notes: 1. A proxy need not be a shareholder of the Company
2. Instructions as to completion appear overleaf.

INSTRUCTIONS AS TO COMPLETION

1. The full name, National Identity Card number and the registered address of the shareholder appointing the Proxy and the relevant details of the Proxy should be legibly entered in the Form of Proxy which should be duly signed and dated.
2. The completed Proxy should be forwarded to the Company for deposit at the Registered Office through the Company Secretaries, P W Corporate Secretarial (Pvt) Ltd, No. 3/17, Kynsey Road, Colombo 08 by 10.30 pm. on 24th September 2022.
3. The Proxy shall –
 - (a) In the case of an individual be signed by the shareholder or by his attorney, and if signed by an attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Company.
 - (b) In the case of a company or corporate / statutory body either be under its Common Seal or signed by its Attorney or by an Officer on behalf of the Company or corporate / statutory body in accordance with its Articles of Association or the Constitution or the Statute. (as applicable)
4. If you wish to appoint a person other than the Chairman or a Director of the Company as your Proxy, please insert the relevant details in the space provided.
5. Please indicate with a 'X' in the space provided how your Proxy is to vote on each resolution. If no indication is given, the Proxy in his discretion will vote as he thinks fit.