# Circular to Shareholders

DOLPHIN HOTELS PLC
Registration Number: PQ 224
Registered Office: No: 100/1, Sri Jayawardenapura
Mawatha, Rajagiriya.

Dear Shareholder

FORTY THIRD ANNUAL GENERAL MEETING OF DOLPHIN HOTELS PLC

The 43rd Annual General Meeting (AGM) of DOLPHIN HOTELS PLC will be held as a virtual meeting on **Friday, 27th September 2024 at 11.30 a.m.** in line with guidelines issued by the Colombo Stock Exchange.

## A. METHOD OF HOLDING THE MEETING:

1. The Board of Directors and key officials who are essential for the administration of the formalities of the meeting will be present in person at the venue of the meeting. All shareholders will participate online.
2. Shareholders and proxy holders who wish to participate online should notify the Company of such intention by submitting the duly completed Registration Form provided in **Annexure I.**
3. The Annual Report of DOLPHIN HOTELS PLC for 2023/24 is accessible via:
   (1) The Corporate Website – https://www.brownshotels.com/investor-relations/ and
   (2) The Colombo Stock Exchange - https://www.cse.lk/pages/companyprofile/companyprofile.component. html?symbol=STAF.N0000
   (2) The following QR Code (accessible via mobile devices):

Should members wish to obtain a hard copy of the report, they may send a request to the Company, by filling the Form of Request attached in Annexure II. A printed copy of the Annual Report will be forwarded by the Company within eight (08) market days, subject to the prevailing circumstances at the time, from the date of receipt of the request.

## B. SHAREHOLDER PARTICIPATION / REGISTRATION FOR THE AGM:

1. To facilitate this process the shareholders must perfect the Registration Form in Annexure I of this Circular to the Shareholders and forward same to corporateservices@lolc.com (with the email subject titled "REGISTRATION FORM FOR DOLPHIN AGM 2024") not less than 48 hours before the date of the meeting so that the meeting login information could be forwarded to the email addresses so provided.

2. The shareholders may appoint a member of the Board of Directors as his/her proxy to represent them at the AGM or any other person or representative (in the case of corporates) to participate (on-line) on his/her/its behalf. A proxy holder need not be a shareholder of the Company.

   A Form of Proxy is enclosed with the Notice of Meeting for this purpose, and the completed Form of Proxy must be delivered or posted to LOLC Corporate Services (Pvt) Ltd at 100/1, Sri Jayawardenapura Mawatha, Rajagiriya; or scanned and emailed to corporateservices@lolc.com (with the email subject titled "DOLPHIN AGM PROXY") or sent by facsimile on + 94 112865602 not later than 48 hours before the time appointed for the holding of the AGM. Duly completed proxies which are submitted by shareholders up to 11.30 a.m. on 25th September 2024 will be considered valid.

3. Shareholders may send in their questions/comments on the matters listed in the Notice of AGM by email to: corporateservices@lolc.com or by facsimile on + 94 112865602 or by post to the Secretaries, LOLC Corporate Services (Pvt) Ltd, 100/1, Sri Jayawardenapura Mawatha, Rajagiriya, not less than 02 days before the date of the meeting. This is in order to enable the Company Secretaries to compile the queries and forward same for the attention of the Board of Directors so that they could be addressed at the meeting. At the AGM, the Chairman of the meeting will deal with those questions/comments which are relevant to the agenda items in the Notice of AGM.

4. Shareholders could vote their preference on the agenda items/resolutions and relevant procedures will be explained at the meeting.

5. The following documents are attached to this Circular to Shareholders: Notice of Annual General Meeting, Form of Proxy, Form of Registration for online participation, Request Form for the printed copy of the Annual Report.

For any further queries in this regard, please contact Mrs. Dunisha Perera attached to the Company Secretariat on:

Telephone : +94 11 7248554

Email : DunishaP@lolc.com

The Board wishes to thank the shareholders of the Company for their unwavering cooperation.

Yours faithfully
**DOLPHIN HOTELS PLC**

LOLC Corporate Services (Private) Limited
Secretaries

30th August 2024

# Notice of Meeting

NOTICE IS HEREBY GIVEN THAT THE 43rd ANNUAL GENERAL MEETING of the Company will be held on **Friday, 27th September 2024 at 11.30a.m.** as an on-line audio-visual meeting with arrangements for the on-line meeting platform centered at the LOLC Board Room, 100/1, Sri Jayawardenapura Mawatha, Rajagiriya, for the following purposes:

## ORDINARY BUSINESS

1. To receive the Report of the Directors and Statement of Accounts for the year ended 31 March, 2024 with the Report of the Auditors thereon.

2. To re-elect as a Director Mr. W D K Jayawardena who retires by rotation in terms of Article 86 of the Articles of Association of the Company

3. To re-elect as a Director Mr. S Furkhan who retires by rotation in terms of Article 74 of the Articles of Association of the Company

4. To re-elect as a Director Mr. R L E C Wijeratne who retires by rotation in terms of Article 74 of the Articles of Association of the Company

5. *To re-elect as a Director Dr. J M Swaminathan who retires in terms of Section 210 of the Companies Act No. 7 of 2007. Special Notice has been received from a shareholder of the intention to pass a resolution which is set out below in relation to his re-election

   "Resolved that Dr. J M Swaminathan who reached the age of 70 years in 2011, be and is hereby re-elected a Director of the Company and it is further specifically declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Director, Dr. J M Swaminathan."

6. To appoint as Auditors M/s Deloitte Partners (Formerly known as PricewaterhouseCoopers), Chartered Accountants for the ensuing year at a remuneration to be agreed by the Directors.

7. To approve in terms of the Companies Act No. 26 of 1951 (Donations), the making of donations by the Directors as determined by them for the current financial year and until the next Annual General meeting of the Company.

## SPECIAL BUSINESS

8. To resolve by way of a Special Resolution amendments to the Articles of Association :

   By deleting the existing Article 82 to 85 and substituting same as set out in Agenda Item No.07, to reflect the requirements mandated under Section 9.9 of the Listing Rules on Alternate Directors and renumber the remaining articles thereof."

ALTERNATE DIRECTORS

82. An Alternate Director shall only be appointed in exceptional circumstances by any Director giving notice in writing left at the Office of the Company and approved by the Board to be an Alternate Director of the Company to act in their place during their absence, subject to applicable laws, rules and regulations. Any such appointment shall not exceed a period of one year from the date of appointment. and the following provisions of this Article shall apply to any person so appointed.

83. 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 Board may repay the Alternate Director such reasonable expenses as they may incur in attending and returning from meetings of the Board which they are entitled to attend or as they 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.

84. An alternate Director shall (on them giving an address for such notices to be served) be entitled to receive notices of all meetings of the Board and to attend and vote as Director at any such meeting at which the Director appointing them is not personally present and generally to perform all the functions of their appointor as a Director in the absence of such appointor.

85. An Alternate Director may be appointed for a specified period or until the happening of a specified event subject to sub-clause 81 but they shall ipso facto cease to be an Alternate Director in any of the following events, that is to say:-

    (i) upon the return of their appointor including a return to Sri Lanka;

    (ii) if their 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 them pursuant to this Article which was in force immediately prior to their retirement shall continue to operate after their re-election as if they had not so retired;

    (iii) if the appointment of the Alternate Director is revoked by their appointor, by notice in writing left at the office;

    (iv) if the Board resolves that the appointment of the Alternate Director be terminated.

    (v) If they become prohibited by law from acting as alternate Director including

        a) being convicted of any offense punishable by imprisonment; or

        b) convicted of any offense involving dishonest or fraudulent acts whether in Sri Lanka or elsewhere.

    (vi) If they resign by writing under their hand left at the Office.

    (vii) If they cease to hold office in terms of Section 207 of the Act

    (viii) If they becomes disqualified from being a Director in terms of Section 202 of the Act.

86. A Director shall not vote on the question of the approval of an Alternate Director to act for them or on the question of the termination of the appointment of such an Alternate Director under sub-paragraph (iv) of the foregoing sub-clause of this Article, and if they do so their vote shall not be counted; nor for the purpose of any resolution for either of these purposes shall they be counted in the quorum present at the meeting.

87. If an Alternate Director is appointed for a non-executive director, such alternate should not be an executive of the Company. Similarly, if an alternate director is appointed for an independent director, the person so appointed shall meet the criteria for independence under applicable laws, rules and regulations.

88. The attendance of any Alternate Director at any meeting subject to article 85 above, including Board committee meetings, shall be counted for the purpose of quorum. and renumbering of the remaining articles thereof."

By order of the Board
**DOLPHIN HOTELS PLC**

LOLC CORPORATE SERVICES (PVT) LTD
Secretaries

30th August 2024
Rajagiriya (in the greater Colombo)

# Form of Proxy

I/We..... of ..... being a member/members of the above named Company hereby appoint..... ..... of .....whom failing;

| | |
|---|---|
| W D K Jayawardena | of Colombo or failing him |
| D S K Amarasekera | of Colombo or failing him |
| Dr. J M Swaminathan | of Colombo or failing him |
| S Furkhan | of Colombo or failing him |
| R L E C Wijeratne | of Colombo |

as my/our proxy to represent me/us and vote on my/our behalf at the 43rd Annual General Meeting of the Company to be held on Friday, 27th September 2024 and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid Meeting.

| | ORDINARY BUSINESS | For | Against |
|---|---|---|---|
| 1. | To re-elect as a Director Mr W D K Jayawardena who retires by rotation in terms of Articles 86 of the Articles of Association of the Company. | ☐ | ☐ |
| 2. | To re-elect as a Director Mr S Furkhan who retires by rotation in terms of Articles 74 of the Articles of Association of the Company | ☐ | ☐ |
| 3. | To re-elect as a Director Mr R L E C Wijeratne who retires by rotation in terms of Articles 74 of the Articles of Association of the Company | ☐ | ☐ |
| 4. | To re-elect as a Director Dr. J M Swaminathan who retires in terms of Section 210 of the Companies Act No. 7 of 2007 as set out in item 4 of the Notice of Meeting. | ☐ | ☐ |
| 5. | To appoint as Auditors M/s Deloitte Partners (Formerly known as PricewaterhouseCoopers), Chartered Accountants for the ensuing year at aremuneration to be agreed by the Directors | ☐ | ☐ |
| 6. | To authorize the Board of Directors to determine donations. | ☐ | ☐ |
| | **SPECIAL BUSINESS** | | |
| 7 | To resolve by way of a Special Resolution amendments to the Articles of Association :<br><br>By deleting the existing Article 82 to 85 and substituting same as set out in Agenda Item No.07, to reflect the requirements mandated under Section 9.9 of the Listing Rules on Alternate Directors and renumber the remaining articles thereof." | ☐ | ☐ |

Dated this ..... day of ..... 2024

.....

Signature of Shareholder/s

## INSTRUCTIONS AS TO COMPLETION

1 Please return the completed Form of Proxy after filling in legibly your full name and address, signing on the space provided and filling in the date of signature.

2 The Proxy shall

a] in the case of an individual, be under the hand of the shareholder or his or her 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] if the shareholder is a company or a corporation, be either under its common seal or under the hand of an officer or attorney authorized by such organization in that behalf in accordance with its Articles of Association or Constitution.

3 Please indicate with an 'X' how the proxy should vote on each Resolution. If no indication is given, the proxy shall exercise his/her discretion and vote as he/she thinks fit.

4 The completed Form of Proxy should be deposited at the registered office of the Company No: 100/1, Sri Jayawardenapura Mawatha, Rajagiriya or scanned and emailed to corporateservices@lolc.com with the email subject titled "DOLPHIN AGM PROXY" not less than 48 hours before the time appointed for the holding of the Meeting.

# Online Registration Form

To: LOLC Corporate Services (Private) Limited
Secretaries for DOLPHIN HOTELS PLC
No: 100/1, Sri Jayawardenapura Mawatha,
Rajagiriya

REGISTRATION FORM FOR DOLPHIN AGM 2024 - REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE PARTICIPATION

| | | |
|---|---|---|
| 1. Full Name/s of Shareholder/s | | |
| 2. Address | | |
| 3. National Identity Card Number/ Company Registration number | | |
| 4. CDS Account number | | |
| 5. Contact number (mandatory) | Land line (residence/work): | Mobile: |
| 6. Email address (it is mandatory for the shareholder to provide an email address in order to forward the login information for the on-line meeting link) | | |
| In the event a Proxy Holder is appointed by the Shareholder | | |
| 7. Name of the Proxy holder | | |
| 8. Proxy holder's NIC/PP No. | | |
| 9. Proxy holder's contact No. (mandatory) | Land line (residence/work): | Mobile: |
| 10. Proxy holder's email(it is mandatory for the proxy holder to provide an email address in order to forward the login information for the on-line meeting link) | | |

Important – Only registered shareholders and registered proxy holders will be permitted to log in and participate at the AGM on-line. Duly filled Form should be scanned and emailed to : corporateservices@lolc.com or Sent by facsimile to + 94 112865602 not less than 48 hours before the meeting.

I/My Proxy holder am/is willing to participate at the AGM online Yes ☐ No ☐

Signature/s & date: ..... ..... .....
Principal Shareholder 1st Joint Holder 2nd Joint Holder

# Form of Request

To: LOLC Corporate Services (Private) Limited
Secretaries for DOLPHIN HOTELS PLC
No: 100/1, Sri Jayawardenapura Mawatha,
Rajagiriya.
Tele: +94 11 7248554
Email: corporateservices@lolc.com

**REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT 2023/2024**

I/We..... being a shareholder/s of the Company wish to receive a printed copy of the Annual Report 2023/2024.

My/Our details are as follows;

Full Name of the Shareholder : .....

(as stated in the CDS Account) .....

Shareholder's NIC/PP/Company Registration No. : .....

Folio No (As per sticker label) : .....

Address : .....

Contact Tel No : .....

..... .....
Signature Date

**Notes:**

1. Please complete the Form of Request by filling in legibly the required information in BLOCK LETTERS and signing in the space provided and filling in the date of signature.
2. Please forward the completed Form by facsimile on + 94 112865602 or email to corporateservices@lolc.com or by post/delivery to LOLC Corporate Services (Pvt) Ltd, 100/1, Sri Jayawardenapura Mawatha, Rajagiriya.