

YORK ARCADE HOLDINGS PLC

Company No. PQ 181

8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1

25th May 2023

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

THIRTY SEVENTH ANNUAL GENERAL MEETING

It has been decided to hold the Thirty Seventh Annual General Meeting of the Company as a virtual Meeting on 22nd June 2023 via an online meeting platform in accordance with the Articles of Association of the Company and in line with the guidelines issued by the Colombo Stock Exchange (CSE) on the Conduct of Virtual Meetings.

Shareholders who wish to participate at the meeting via Online Platform are kindly requested to complete and return the Registration Form attached to this Circular to reach the Registered Office of the Company, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, or via e-mail to yahagm2023@cmsl.lk at least 3 days prior the date of the Meeting. Upon receipt of the duly completed Registration Form the Company's Secretaries will email Virtual Meeting login information to the eligible Shareholders or their duly nominated Proxies to enable them to join the meeting.

If a Shareholder/Proxy holder intends joining the Virtual AGM via a smart phone, it is necessary for him/her to download the "Zoom Mobile App" onto his/her smart phone.

Similarly, if the Shareholder/Proxy holder wishes to join the meeting via a desktop computer, the link could be opened by downloading the "Zoom Desktop App" to the respective desktop computer.

Also enclosed herewith are the Notice of Meeting and the Form of Proxy for the Thirty Seventh Annual General Meeting of the Company.

Please be advised that the Annual Report of the Company for the Financial Year ended 31st March 2023 is available on the CSE website:-

<https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=YORK.N0000>

In the event you require assistance in downloading or accessing the website, kindly contact Mr. Jehan Ratnakumar on 0 11 2344485 -9 or e-mail jehan@cmsl.lk any time between 9.00 a.m. and 4.00 p.m. on any working day.

If you wish to receive a printed copy of the Annual Report, please send your written request by returning the duly completed Form of Request which is available on the aforesaid CSE website to reach us at the Registered Address of the Company or e-mail same to yahagm2023@cmsl.lk. The printed copy will be forwarded within eight (8) market days from the receipt of the written request provided there is no disruption in the postal service.

If you have any queries in obtaining a printed copy of the Annual Report, please contact the following officials any time between 9.00 a.m. and 4.00 p.m. on any working day.

Name	Contact No.	e-mail
Ms. Geethika Priyadarshini	0112344485-9	geethika@cmsl.lk
Ms. Monisha Selvam	0112344485-9	monisha@cmsl.lk

Further, if shareholders who are unable to participate at the Meeting wish to raise any queries, such queries could be sent in writing to the Company Secretaries via e-mail to yahagm2023@cmsl.lk or by post to the Registered Office of the Company, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than five (5) days before the date of the Meeting. This is in order to enable the Company Secretaries to compile the queries and forward same to the attention of the Board of Directors so that same could be addressed at the Meeting.

Shareholders who are unable to attend may complete and return the Form of Proxy to reach the Registered Office of the Company not later than 48 hours before the time fixed for the holding of the Meeting.

By Order of the Board,
YORK ARCADE HOLDINGS PLC,
CORPORATE MANAGERS & SECRETARIES (PVT.) LTD.
Secretaries

YORK ARCADE HOLDINGS PLC

Company No. PQ 181

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Thirty Seventh Annual General Meeting of York Arcade Holdings PLC will be conducted as a virtual meeting from the Registered Office of the Company 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1 on Thursday, 22nd June, 2023 at 12.00 noon for the following purposes;

1. To receive and consider the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March, 2023 together with the Report of the Auditors thereon.
2. To re-elect Mr. S. Rajaratnam who retires by rotation in terms of Articles 84 and 85 of the Articles of Association.
3. To reappoint as a Director Mr. A.M.de S.Jayaratne, who is over seventy years of age.
A Special Notice has been received from a shareholder of the intention to pass a Resolution which is set out in the notes in relation to his reappointment (See Note No 5 below).
4. To reappoint as a Director Mr. S.N.P. Palihena, who is over seventy years of age.
A Special Notice has been received from a shareholder of the intention to pass a Resolution which is set out in the notes in relation to his reappointment (See Note No 6 below).
5. To reappoint as a Director Mr. S.D.R. Arudpragasam, who is over seventy years of age.
A Special Notice has been received from a shareholder of the intention to pass a Resolution which is set out in the notes in relation to his reappointment (See Note No 7 below).
6. To reappoint as Auditor, Messrs. KPMG, Chartered Accountants, and to authorize the Directors to determine their remuneration.

By Order of the Board,
CORPORATE MANAGERS & SECRETARIES (PRIVATE) LIMITED
Secretaries

Colombo
25th May, 2023

NOTICE OF MEETING

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote in his/her stead.
2. A Proxy need not be a Member of the Company. The Form of Proxy is attached hereto.
3. The completed Form of Proxy should be deposited at the Registered Office of the Company at No. 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than forty eight hours before the time appointed for the holding of the Meeting.
4. Please refer the "Circular to shareholders" and CSE website for further instructions relating to the Annual General Meeting and for joining the meeting virtually.
5. A Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting.

Resolved -

"That Mr.A.M.de.S.Jayaratne who is eighty three years of age, be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the said Director, Mr.A.M.de S.Jayaratne".

6. A Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting.

Resolved -

"That Mr.S.N.P.Palihena who is seventy six years of age, be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the said Director, Mr.S.N.P.Palihena."

7. A Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting.

Resolved -

"That Mr. S.D.R. Arudpragasam who is seventy one years of age, be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the said Director, Mr.S.D.R.Arudpragasam."

FORM OF PROXY

I/We the undersigned..... of

.....

being a member/members of York Arcade Holdings PLC, do hereby appoint

.....of whom failing

Sri Dhaman Rajendram Arudpragasam	of Colombo whom failing
Sriskandamoorthy Shanmugalingam	of Colombo whom failing
Ajit Mahendra de Silva Jayaratne	of Colombo whom failing
Shanthikumar Nimal Placidus Palihena	of Colombo whom failing
Sanjeev Rajaratnam	of Colombo whom failing
Amrit Rajaratnam	of Colombo whom failing
Anushman Rajaratnam	of Colombo

as my/our Proxy to represent me/us and to speak and to vote on my/our behalf at the Thirty Seventh Annual General Meeting of the Company to be held on 22nd June, 2023 and at any adjournment thereof, and at every poll which may be taken in consequence thereof. I/We the undersigned hereby authorize my/our Proxy to vote on my/our behalf in accordance with the preferences indicated below:

RESOLUTIONS

Resolution Numbers as set out in the Noticeconvening the Meeting	1	2	3	4	5	6
For						
Against						

As witness, my / our * hands thisday of
Two Thousand and Twenty three.

.....
Signature of Shareholder

Notes :

Please indicate with an 'X' in the space provided how your Proxy is to vote. If there is in the view of the Proxy 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 should vote, the Proxy shall vote as he thinks fit.

A Proxy need not be a member of the Company.
Instructions as to completion appear on the reverse hereof.

FORM OF PROXY

INSTRUCTIONS AS TO COMPLETION

1. Please write legibly, your name, address and date and sign in the space provided.
2. The completed Form of Proxy should be received at the Registered Office of the Company at 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than 48 hours before the time appointed for the holding of the meeting.
3. In case of a Company/Corporation, this Form of Proxy shall be executed either under its Common Seal or by its Attorney or by an officer on behalf of such Company/Corporation duly authorised in writing.
4. In the case of a Proxy signed by an Attorney, the Power of Attorney must be deposited at the Registered Office of the Company for registration.

YORK ARCADE HOLDINGS PLC
(Company No. PQ 181)

Registration Form

Participation at the ANNUAL GENERAL MEETING (AGM) OF YORK ARCADE HOLDINGS PLC to be held on 22nd June 2023 at 12.00 noon and conducted as a Virtual Meeting from 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder :

NIC No./Passport No./Company Registration No. :

CDS Account No. :

Folio No. indicated in the Address Label:

Residential Address :

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Telephone No/s :

Email :

Full Name of 01st Joint Holder :

NIC No/ Passport No. :

Full Name of 02nd Joint holder:

NIC No/Passport No. :

In the event a Proxy holder is appointed by the Shareholder the following details of him/her will also be required.

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

Full name of Proxy holder :

NIC No./Passport No. of Proxy holder:

Telephone No/s. : Email :

Signature/s: : :
Principal Shareholder 01st Joint holder 02nd Joint holder

Date :

Note : In the case of a Company/Corporation, the Shareholder Registration Form must be signed under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association and in the case of the Registration Form being signed by an Attorney, the Power of Attorney, must be deposited at the Registered Office of the Company Secretaries, Corporate Managers & Secretaries (Pvt) Ltd, 8-5/2 Leyden Bastian Road, Colombo 01, Sri Lanka or emailed to yahagm2023@cmsl.lk