

GALADARI HOTELS (LANKA) PLC

CIRCULAR TO SHAREHOLDERS

39TH ANNUAL GENERAL MEETING OF THE COMPANY

Dear Shareholder/s,

Taking into consideration the current regulations/restrictions prevailing in the country due to the COVID 19 pandemic, the Board of Directors of the Galadari Hotels (Lanka) PLC ("GHLL") has decided to hold the 39th Annual General Meeting (AGM) as a Virtual Meeting, on 9th September 2020 centered at the "Board Room" of GHLL, No. 64, Lotus Road, Colombo 01, commencing at 3.30 p.m in accordance with the Guidelines issued by Colombo Stock Exchange (CSE) for holding virtual Annual General Meetings on the assumption that no curfew will be in force on that date and that there would be no restrictions imposed by the authorities on conducting meetings.

All the shareholders will be allowed to participate via online at the virtual meeting. To maintain "social distancing" requirements in order to mitigate the risk factor associated with the spread of the COVID 19 virus, the two local Board Directors, Key Management Personnel, External Auditors, Company Secretaries and Registrars to the Company only, will be assemble at the Board Room of GHLL for the purpose of hosting the Meeting. The Foreign Directors will be participating the AGM 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 date of the AGM in order to enable the Company to share with you the relevant meeting login information.

The login information will be authorised 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 deposited at the Registered Office of the Company at 9/5, Thambiah Avenue, Colombo 07 or forwarded by email to **amali@juliusandcreasy.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.

In order to avoid potential health issues which may arise in light of the prevailing situation in the country as the shareholders are unable to participate at the meeting physically, they 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 **amali@juliusandcreasy.com** 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 3.15 p.m.

The Annual Report and Financial Statements of the Company for the year ended 31st December, 2019 are available on the,

1. Corporate Website of Galadari Hotels PLC - www.galadarihotel.lk
2. Colombo Stock Exchange - www.cse.lk

Should Members wish to obtain a hard copy of the Annual Report, they may send a written request to the Registered Office of the Company by filling the request form attached herein. 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.

For any queries please contact Amali on - 0114335159 - 62

By order of the Board



Jacey & Company
Secretaries

12th August 2020
Colombo

Request Letter

Jacey and Company
Secretaries and Registrars to Galadari Hotels (Lanka) PLC
9/5, Thambiah Avenue
Colombo 07.

Dear Sirs,

Galadari Hotels (Lanka) PLC
REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT – 2019

With reference to the Circular to Shareholders dated 12th August 2020 we hereby request you to please forward to me/us a printed copy of the Annual Report of the above Company for the Financial Year 2019.

Name :

Address :
.....
.....
.....

.....
Signature Date

Notes:

The Form should be filled legibly, signed and dated.
The completed Form should reach the following address:

Jacey and Company
Registrars to Galadari Hotels (Lanka) PLC
9/5, Thambiah Avenue
Colombo 07.
Facsimile Number : +94-112-692677
Email : amali@juliusandcreasy.com

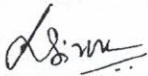
- In the case of Joint holders, the letter may be executed by the Shareholder whose name is indicated first.
- In the event that the Shareholder is a Company, the letter may be executed under the Common Seal of the Company or by a duly authorised representative.

Notice of Meeting

NOTICE is hereby given that the 39th Annual General Meeting of Galadari Hotels (Lanka) PLC will be held as a Virtual Meeting emanating from the "Board Room" of Galadari Hotel, No. 64, Lotus Road, Colombo 01, on 9th September 2020 at 3.30 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements for the Year Ended 31st December, 2019 together with the Reports of the Directors' and Auditors' thereon.
2. To re-elect Mr. Lalith Rukman De Silva, Director, who retires by rotation in terms of Article 87 of the Articles of Association of the Company.
3. To re-elect Dr. John Anthony Shivaji Felix, Director, who retires by rotation in terms of Article 87 of the Articles of Association of the Company.
4. To re-appoint the Auditors 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



JACEY & COMPANY
SECRETARIES

12th August 2020

Colombo

NOTES:

1. A shareholder is entitled to appoint a Proxy to attend and vote instead of himself and a Proxy need not be a shareholder of the Company.
2. A Form of Proxy is enclosed for this purpose. The instrument appointing a proxy must be deposited at the office of Jacey and Company, Registrars to Galadari Hotels (Lanka) PLC, No. 9/5, Thambiah Avenue, Colombo 07 not less than forty eight (48) hours before the time fixed for the meeting.
3. As mentioned in the Circular to the Shareholders dated 12th August 2020, the 39th Annual General Meeting will be held as a Virtual meeting. Instructions given in the Circular to Shareholders must be followed to join the meeting virtually.

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. MOHAMED YAHYA KAZI MEERAN	(whom failing)
MR. LALITH RUKMAN DE SILVA	(whom failing)
DR. JOHN ANTHONY SHIVAJI FELIX	(whom failing)

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 THIRTY NINTH ANNUAL GENERAL MEETING of the Company to be held on 9th September 2020 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 31st December, 2019 and the Reports of the Auditors' and of the Directors' thereon	☐	☐
2. Directors		
(i) To re-elect Mr. Lalith Rukman De Silva, Director, who retires by rotation in terms of Article 87 of the Articles of Association of the Company	☐	☐
(ii) To re-elect Dr. John Anthony Shivaji Felix, Director, who retires by rotation in terms of Article 87 of the Articles of Association of the Company	☐	☐
3. To re-appoint Messrs. Ernst & Young, Chartered Accountants, as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.	☐	☐

As witness my/our* hand this day of Two Thousand and Twenty

.....
Signature of Shareholder

Notes:

If you wish your Proxy to speak at the Meeting you should insert the words "to speak and" 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 thinks fit.

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

As mentioned in the Circular to the Shareholders dated 12th August 2020, the 39th AGM 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. To be valid this Form of Proxy must be deposited at the office of the Registrars to the Company, Jacey and Company, No. 9/5, Thambiah Avenue, Colombo 07 not less than 48 hours before 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, 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.

GALADARI HOTELS (LANKA) PLC
GUIDELINES AND REGISTRATION PROCESS FOR THE ANNUAL
GENERAL MEETING (AGM) VIA ONLINE MEETING PLATFORM
ON 9TH SEPTEMBER, 2020

Shareholders / Proxy holders who wish to participate in the Annual General Meeting of Galadari Hotels (Lanka) PLC to be held via an Online Meeting Platform (Virtual AGM), could do so by using a smart phone or a desktop computer.

If a Shareholder/Proxy holder intends to join 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 a Shareholder/Proxy holder wishes to attend the Virtual AGM via a desktop computer, the link can be opened by downloading the **"Zoom Desktop App"** to the respective desktop computer (compatible web browser: Google Chrome).

1. Shareholder who wish to participate in the Virtual AGM of Galadari Hotels (Lanka) PLC either by themselves or through their Proxies are requested to forward their details to the Company Secretaries as per the attached **REGISTRATION FORM**.
2. The duly completed and signed **REGISTRATION FORM** should be delivered to the office of Jacey and Company, Registrars to Galadari Hotels (Lanka) PLC, No. 9/5, Thambiah Avenue, Colombo 07 or email to amali@juliusandcreasy.com or fax to +94-112-692677, to be received by the Secretaries by 4.30 pm on 7th September, 2020. If participation in the meeting through a Proxy, the duly completed and signed **FORM OF PROXY** should accompany the **REGISTRATION FORM**.

Note:

If a Proxy is appointed, the information set out in the **REGISTRATION FORM** pertaining to the Proxy holder should tally with the information indicated in the duly completed **FORM OF PROXY** submitted by the Shareholder.

3. The Company will verify all registration requests and identification details received as aforesaid, against the details of Shareholders set out in the Shareholders' Register and accept the registrations for the Virtual AGM if it is satisfied with the request and supporting documents (if any).

Shareholders whose registration requests are accepted will receive an email confirmation from the Company acknowledging the acceptance of their request.

4. The Shareholders whose registration requests have been accepted will receive a further email from the Company 24 hours prior to the commencement of the AGM. This email will provide a web link for online registration referred to as **"Virtual AGM Registration"**. If the Shareholder has appointed a valid Proxy this email will be forwarded to the relevant Proxy holder.
5. (i) The Shareholders / Proxy holders are requested to use the web link, which will be forwarded by the Company as referred to in 4 above and click on **"Virtual AGM Registration"** in order to complete online registration for the Virtual AGM.
(ii) On clicking the link **"Virtual AGM Registration"**, Shareholders/Proxy holders will be redirected to an interface where they will be requested to enter their **first name, last name, email address, re- enter email address and National Identity Card Number**. (In entering these details the participants are required to ensure that correct details as included in the **REGISTRATION FORM** referred to in 2 above are entered in the said online registration process, since any mismatch will be considered as an unsuccessful log in)
(iii) After successful completion of entering of the details as referred to in 5 (ii) above, the participants are requested to click on **"REGISTER"** which will be prompted on their screens enabling them to receive the meeting link.

6. The Shareholders who successfully complete their online registration as set out in 5 above, will receive the log in link for participation in the meeting referred to as **"Join the Virtual AGM of Galadari Hotel"** and credentials.
7. In order to join the Virtual AGM, participants are required to click on **"Join the Virtual AGM of Galadari Hotel"**. In some instances the system call for the credentials and if that is required, please enter the credentials to gain access to the Virtual AGM.
8. On completion of this process, you will be directed to the Virtual AGM Zoom Platform, where you can participate in the Virtual AGM.

It is recommended that the Shareholders / Proxy holders complete the process outlined in 5, 6, 7 and 8 above and join the AGM at least fifteen (15) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the time appointed for the commencement of the meeting.

9. Shareholders/Proxy holders may use the **Q & A** tab or the **Hand Raise** (👤) icon appearing on the screen respectively, to submit their questions or concerns in typed format or verbally. The system will allow a pop up message to **unmute the microphones and to allow video options**.
10. After completion of the process outlined in 7 above in respect of all eligible Shareholders and Proxy holders, the Company will forward a separate email to the Shareholders / Proxy holders or representatives (as applicable) who are entitled to vote, providing a separate link to vote on all resolutions included in the Notice of Annual General Meeting dated 9th September, 2020.
11. Shareholders / Proxy holders who intend participating in the meeting are requested to open the said link and be prepared to cast their vote when each resolution is taken up for voting by the Chairman. Participants are advised to **"refresh"** the voting page and cast the vote as per their discretion in the given space and click **"SUBMIT"** enabling the Company to receive the responses.
12. When declaring the voting on a resolution, Chairman will take in to account the voting of the Shareholders/ Proxy holders participating virtually.
13. **60 seconds** will be allocated for Shareholders/ Proxy holders to cast their vote in respect of each resolution.
14. The results will be processed and announced by the Chairman **15 seconds** after the end of the time slot allocated for voting.
15. In a situation where a Poll is demanded and Shareholders are required to vote on the Poll, a mechanism similar to that referred to for voting, will be applicable. This will be moderated by the Chairman of the meeting.

It is advised to check the online AGM access at least 3 hours prior and also ensure that your devices have an audible sound system so that you could participate in the AGM comfortably.

**GALADARI HOTELS (LANKA) PLC
REGISTRATION FORM
ANNUAL GENERAL MEETING
ON 9TH SEPTEMBER, 2020**

Full name of Shareholder :

NIC No/ Passport No/ Company Registration No :

CDS Account No :

Residential Address :

Telephone No/s :

Email :

In the event a Proxy holder is appointed by the shareholder following details of his/her 's will also be required.

Full name of Proxy holder :

NIC No :

Passport No :

Telephone No/s :

Email :