

CIRCULAR TO SHAREHOLDERS

HOTEL SIGIRIYA PLC (PQ 81)

No: 100/1, Sri Jayawardenapura Mawatha, Rajagiriya

Dear Shareholder,

FORTY NINTH ANNUAL GENERAL MEETING OF HOTEL SIGIRIYA PLC

The 49th Annual General Meeting (AGM) of HOTEL SIGIRIYA PLC will be held as a virtual meeting on 25th September 2023 at 11.15 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 HOTEL SIGIRIYA PLC for 2022/23 is accessible via:

- [1] The Corporate Website – <https://www.browns-hotels.com/investor-relations/>
and
- 2] The Colombo Stock Exchange - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=HSIG.N0000>
- [3] 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 corporate-services@lhc.com (with the email subject titled "REGISTRATION FORM FOR SIGIRIYA AGM 2023" 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 or sent by facsimile on + 94 112865602 [with the email subject titled "SIGIRIYA AGM PROXY"] 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 11.15 a.m. on 23rd September 2023 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 5880359

Email: dunishap@lolc.com

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

Yours faithfully

HOTEL SIGIRIYA PLC



LOLC Corporate Services [Private] Limited

Secretaries

31st August 2023

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT THE 49TH ANNUAL GENERAL MEETING of the Company will be held on 25th September 2023 at 11.15 a.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:

1. To receive the Report of the Directors and Statement of Accounts for the year ended 31 March, 2023 with the Report of the Auditors thereon.
2. To re-elect as a Director Mr. D S K Amarasekera who retires by rotation in terms of Article 86 of the Articles of Association of the Company
3. To re-elect as a Director Mrs. K U Amarasinghe who retires by rotation in terms of Article 86 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. 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."
5. To appoint as Auditors M/s PricewaterhouseCoopers, Chartered Accountants for the ensuing year at a remuneration to be agreed by the Directors.
6. 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.

By order of the Board
HOTEL SIGIRIYA PLC



LOLC CORPORATE SERVICES (PVT) LTD
Secretaries

31st August 2023
Rajagiriya [in the greater Colombo]

HOTEL SIGIRIYA PLC FORM OF PROXY

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

Waduthanthri Darshan Kapila Jayawardena
Mrs. Kalsha Upekha Amarasinghe
Don Soshan Kamantha Amarasekera
Dr. Jayanta Mootatamby Swaminathan
Bodahandi Sarada Mohanjith De Silva
Joseph Priyanjan Shantha Kurumbalapitiya

of Colombo or failing him
of Colombo or failing her
of Colombo or failing him
of Colombo or failing him
of Colombo or failing him
of Colombo

as my/our proxy to represent me/us and vote on my/our behalf at the 49th Annual General Meeting of the Company to be held on Monday 25th September 2023 and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid Meeting.

		For	Against
1.	To re-elect as a Director Mr. D S K Amarasekera who retires by rotation in terms of Article 86 of the Articles of Association of the Company		
2.	To re-elect as a Director Mrs. K U Amarasinghe who retires by rotation in terms of Article 86 of the Articles of Association of the Company		
3.	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		
4.	To re-appoint M/s PricewaterhouseCoopers, Chartered Accountants as the External Auditors of the Company for the ensuing year at a remuneration to be agreed by the Directors, as set out in item 5 of the Notice of Meeting		
5.	To authorize the Directors to make donations, as set out in item 6 of the Notice of Meeting		

Dated this day of 2023

.....
Signature

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@lcl.com with the email subject titled "SIGIRIYA AGM PROXY" not less than 48 hours before the time appointed for the holding of the Meeting.

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

**REGISTRATION FORM FOR SIGIRIYA AGM 2023 - REGISTRATION OF SHAREHOLDER DETAILS
FOR ONLINE PARTICIPATION**

		Details of Shareholder	
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 holders NIC/PP No.		
9.	Proxy holders 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

To: LOLC Corporate Services (Private) Limited
Secretaries for HOTEL SIGIRIYA PLC
No: 100/1, Sri Jayawardenapura Mawatha, Rajagiriya.
Tele: +94 11 5880358-9
Email: corporateservices@lolc.com

REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT 2022/2023

I/We.....
being a shareholder/s of the Company wish to receive a printed copy of the Annual Report 2022/2023.

My/Our details are as follows;

Full Name of the Shareholder :

(as stated in the CDS Account)

Shareholders NIC/PP/Company :
Registration No.

Folio No (As per sticker label) :

Address :

.....

Contact Tel No :

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.