

CIRCULAR TO SHAREHOLDERS

R I L PROPERTY PLC (PV/PB 68365PQ)

Dear shareholder/s

12TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

We wish to inform you that the Board of Directors of R I L Property PLC (the Company) has decided to hold the Annual General Meeting (AGM) for the year ended 31 March 2021 virtually by using an on-line platform in the interest of protecting public health and complying with the health and safety guidelines issued by the authorities in view of the COVID-19 pandemic.

1. The AGM will be held on Friday, 30 July 2021, at 8.45 am at level 01, *PARKLAND*, 33, Park Street, Colombo 02, via audio – visual means.
2. The hosting of the AGM as a virtual meeting shall be in line with the guidelines issued by the CSE and the participation of the shareholders at the AGM will be facilitated via an online meeting platform.
3. Only the Chairman, Chief Executive Officer/Executive Director, members of the Board of Directors, key officials, the Company Secretary, the external auditors and the lawyers will be present at the venue of the meeting and all shareholders will participate in the meeting through audio and audio – visual means, as a measure to maintain “social distancing” requirements to mitigate the dangers of spreading the virus.
4. The Annual Report of the Company for the year ended 31 March 2021, will be available for perusal on the Company's official website (www.rilproperty.lk) and on the CSE website (www.cse.lk). Shareholders may also access the Annual Report and Financial Statements on their mobile phones by scanning the following QR code.



5. Should the shareholders wish to obtain a hard copy of the annual report, a written request should be submitted, by filling the request form enclosed herein to reach the undersigned by post to Company's registered office situated at 33, Park Street, Colombo 02 or email to secy@rilproperty.lk or facsimile to 0112399915. A photo copy of the Annual Report will be sent within 08 market days from the date of receipt of your request.
6. Enclosed herewith is the notice of meeting and the proxy form of the AGM. The notice and the proxy form, will also be made available on the CSE website (www.cse.lk) and the Company's official website (www.rilproperty.lk). The duly completed proxy form should be sent to reach the undersigned by post to Company's registered office situated at 33, Park Street, Colombo 02 or email to secy@rilproperty.lk or facsimile to 0112399915, not less than forty – eight (48) hours, before the time fixed for the meeting.
7. Shareholders who are unable to participate through the online meeting are encouraged to submit their proxy forms clearly indicating their preferences against the agenda item and to appoint one of the directors of the Company, to act on their behalf in order that each shareholder's vote may be identified and recorded as if such shareholder was present at the meeting.

Note: Any other person other than a director who is appointed as a proxy by a shareholder, shall participate at the meeting through audio visual means only;

CIRCULAR TO SHAREHOLDERS

8. Shareholders and proxy holders who will be participating via audio or audio and visual means should forward the information requested in the enclosed form to reach the undersigned by post to Company's registered office situated at 33, Park Street, Colombo 02 or email to secy@rilproperty.lk or facsimile to 0112399915, on or before 5.30 p.m. on 27 July 2021, so that the meeting login information could be forwarded to the email addresses so provided.

Note: If a proxy is appointed by the shareholder, the information set out in the said Registration Form pertaining to the proxy holder must be consistent with the information indicated in the duly completed proxy form submitted by the shareholder;

9. The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the undersigned by post to Company's registered office situated at 33, Park Street, Colombo 02 or email to secy@rilproperty.lk or facsimile to 0112399915, not less than five (05) days before the date of meeting. This is in order to enable the Company Secretary to compile the queries and forward the same for the attention of the Board of Directors, so that they could be addressed at the meeting.
10. The Stakeholder feedback form is enclosed herein and feedback can be forwarded to reach the undersigned by post to Company's registered office situated at 33, Park Street, Colombo 02 or email to secy@rilproperty.lk or facsimile to 0112399915.

For any queries regarding this circular, please contact the undersigned via email secy@rilproperty.lk

BY ORDER OF THE BOARD

Sgd.

Roshini Weudagedara

Company Secretary

28 June 2021

Notes:

1. The AGM shall be held in accordance with the guidelines issued by the CSE and as per the legal advice obtained for the hosting of the virtual shareholder meetings;
2. The login information is authorised only for the use of shareholders (in the case of individuals), proxy holders and by the authorised representatives (in the case of corporates). THE COMPANY SHALL THEREFORE WILL NOT BE LIABLE FOR MISUSE AND/OR UNAUTHORISED USE OF THE LOG IN INFORMATION;
3. In case of proxy holders, please note that the login information will only be shared with those in whose favour a valid proxy has been submitted by the shareholder;
4. Voting in respect of the items of business of the agenda will be by using an online platform. The relevant voting procedure will be explained to the shareholders at the meeting;

Encl : Form of request for annual report hard copy;
Registration form for online participation;
Notice of meeting;
Stakeholder feedback form;

NOTICE OF MEETING

Notice is hereby given that the 12th Annual General Meeting (AGM) of R I L PROPERTY PLC will be held on Friday, 30 July 2021, at 08.45 am at level 01, PARKLAND, 33, Park Street, Colombo 02, via audio – visual means, for the following purposes:

- (01) To receive and consider the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31 March 2021 together with the Report of the Auditors thereon;
- (02) (i) To pass the Ordinary Resolution set out below to re-appoint Mr. S. G. Wijesinha, who is 72 years of age, as a Director of the Company.
"IT IS HEREBY RESOLVED that Mr. S. G. Wijesinha who is 72 years of age be and is hereby re-appointed a Director of the Company and it is hereby declared that the age limit of 70 years stipulated in Section 210 of the Companies Act No.7 of 2007 shall not apply to the said Director"
(ii) To pass the Ordinary Resolution set out below to re-appoint Ms. L. E. M. Yaseen, who is 79 years of age, as a Director of the Company.
"IT IS HEREBY RESOLVED that Ms. L. E. M. Yaseen who is 79 years of age be and is hereby re-appointed a Director of the Company and it is hereby declared that the age limit of 70 years stipulated in Section 210 of the Companies Act No.7 of 2007 shall not apply to the said Director"
- (03) To re-elect Ms. C. R. Kariyawasam who retires by rotation pursuant to the provisions of Article 83 of the Articles of Association of the Company, as a Director;
- (04) To elect Ms. C. Pietersz a director of the Company, who was appointed during the Financial Year to fill a casual vacancy in terms of Article 89 of the Articles of Association of the Company;
- (05) To re-appoint the retiring Auditors, Messrs. Ernst & Young, Chartered Accountants to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration;
- (06) To authorise the Board of Directors to determine donations for the year ending 31 March 2022 and up to the date of the next Annual General Meeting;
- (07) To declare a Final dividend of LKR 0.15 per share for the Financial Year ended 31 March 2021 as recommended by the directors;
- (08) To consider any other business of which due notice has been given

The Annual Report of R I L Property PLC for 2020/21 will be available once the Financial Statements ending 31 March 2021 are released to the Colombo Stock Exchange:

- (1) Corporate Website – www.rilproperty.lk; and
- (2) The Colombo Stock Exchange – www.cse.lk

Shareholders may also access the Annual Report and Financial Statements on their mobile phones by scanning the following QR code..



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 to the Form of Proxy. A printed copy of the Annual Report will be forwarded by the Company within eight (8) market days, subject to the prevailing circumstances at the time, from the date of receipt of the request.

BY ORDER OF THE BOARD

For and on behalf of R I L Property PLC

Sgd.
Roshini Weudagedara
Company Secretary

28 June 2021
Colombo

NOTICE OF MEETING

Notes

1. A duly registered and entitled holder of the Company's shares is entitled to attend, speak and vote at the AGM and is entitled to appoint a proxyholder to attend, speak and vote on his/her behalf;
2. A proxyholder need not be a shareholder of the Company; A proxy so appointed shall have the same right as the shareholder to vote on a show of hands or on a poll as well as to speak at the AGM;
3. The proxy form is enclosed for this purpose. The completed proxy form must be deposited at the Registered Office of the Company situated at 33, Park Street, Colombo 02 or forwarded via email secy@rilproperty.lk or facsimile to 0112399915, not less than forty-eight (48) hours before the appointed hour of the meeting;
4. Members are encouraged to vote by proxy through the appointment of a member of the Board of Directors to vote on their behalf and to include their voting preferences on the resolutions to be taken up at the Meeting in the proxy form.
5. Instructions given in the Circular to shareholders dated 28 June 2021 must be followed to join the meeting via audio – visual means;

FORM OF PROXY

I/We of
/being a member/members of R I L
 Property PLC, hereby appoint
 (N I C No.....) of.....
 failing him/ her

Mr. Sunil Gamini Wijesinha	whom failing
Ms. Lorraine Estelle Marlene Yaseen	whom failing
Ms. Ladduwa Kovisge Anne Hiroshini Fernando	whom failing
Mr. Loku Walpolage Dhammika Abeyarathne	whom failing
Ms. Chiranga Gimhani Ranasinghe	whom failing
Ms. Chamali Rangadhara Kariyawasam	whom failing
Professor. Niranjan Deepal Gunawardena	whom failing
Ms. Miriam Coralie Pietersz	whom failing

as my/our proxy to represent me/us and* to vote on my/our behalf at the 12th Annual General Meeting (AGM) of R I L Property PLC (the Company) to be held on Friday, 30 July 2021, at 08.45 a.m. at the level 01, PARKLAND, 33, Park Street, Colombo 02, via audio – visual means and at any adjournment thereof and at every poll which may be taken in consequence of the above said meeting. 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 & consider the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31 March 2021 together with the Report of the Auditors thereon;	☐	☐
(2) To re-appoint Mr. S. G. Wijesinha, who is 72 years of age, as a Director of the Company;	☐	☐
(3) To re-appoint Ms. L. E. M. Yaseen, who is 79 years of age, as a Director of the Company;	☐	☐
(4) To re-elect Ms. C. R. Kariyawasam who retires by rotation pursuant to the provisions of Article 83 of the Articles of Association of the Company;	☐	☐
(5) To elect Ms. C. Pietersz who was appointed during the Financial Year to fill a casual vacancy in terms of Article 89 of the Articles of Association of the Company;	☐	☐
(6) To re-appoint the retiring Auditors, Messrs. Ernst & Young, Chartered Accountants, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration;	☐	☐
(7) To declare a Final dividend of LKR 0.15 per share for the Financial Year ended 31 March 2021 as recommended by the directors;	☐	☐

Signed on this day of Two Thousand and Twenty One.

Signature/s

*If you wish your Proxy to speak at the meeting you should insert the words "to speak and" in the place indicated and initial such insertion.

Notes:

- Instructions as to completion appear overleaf;
- Please indicate with an "x" in the space provided how your proxyholder is to vote;
- If there is in the view of the proxyholder doubt (by reason of the way in which the instructions contained in the proxy have been completed) as to the way in which the proxyholder should vote, the proxyholder shall vote as he thinks fit;

FORM OF PROXY

Instructions as to completion

1. To be valid, this completed proxy form must be deposited at the Registered Office of the Company situated at 33, Park Street Colombo 02 or should be sent via email to secy@rilproperty.lk or facsimile on 0112399915, not less than forty-eight (48) hours before the appointed hour of the meeting;
2. The full name and address of the proxyholder and of the shareholder appointing the proxyholder should be entered legibly in the proxy form; Please fill in the date of signature;
3. If you wish to appoint any person other than Directors as your proxy, please insert the relevant details in the space provided overleaf;
4. If the proxy form is signed by the Power of Attorney, the respective Power of Attorney should accompany the completed proxy form for registration, in the event it has already not being registered with the Company;
5. If the shareholder is a company or a corporate body, the proxy form should be executed under the common seal or be signed by its Attorney or by an Officer authorised to do so on behalf of such company/ corporate body;
6. Every alteration or addition to the proxy form must be duly authenticated by the full signature of the shareholder signing the proxy form. Such signatures should as far as possible be placed in proximity to the addition or alteration intended to be authenticated;
7. The use of the word "Member/s" herein is a reference to "Shareholder/s";

Please provide the following details (Mandatory)

NIC/PP/Company Registration

No. of the shareholder

Folio No.

Email address of the shareholder

Email address of the Proxy
holder (Other than a Director
appointed as proxy)

Mobile No.

Residence

FORM OF REQUEST

To: Company Secretary
R I L Property PLC
33, Park Street
Colombo 02
Tel : 0112332850/1
Fax : 0112399915

R I L PROPERTY PLC - REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT - 2020/2021

We refer to your Circular to the shareholders dated

Please forward a printed copy of the "Annual Report" for the Financial Year ended 31 March 2021.

My/Our details are as follows:

Full Name of the Shareholder	
Folio No. as appears in the address label	
Shareholder/s NIC/Passport No./CDS Acct. No/ Company Registration No.	
Address	
Contact Number	

.....
Signature of the Shareholder/s

.....
Date

Notes:

- (1) Kindly perfect the Form of Request by filling in legibly all the details, address and by signing in the space provided; Please fill in the date of signature;
- (2) If the Form of Request is signed by an Attorney, the relevant Power of Attorney should accompany the Form of Request;
- (3) If the request is made by a Company or Corporation, this form must be executed under the common seal or be signed by its Attorney or by an Officer authorised to do so on behalf of such company/ corporate body;
- (4) In the case of a joint shareholding, the request may be executed by the Principal holder;
- (5) Please send the duly completed Form of Request by post to Company's registered office situated at 33, Park Street, Colombo 02 or email to secy@rilproperty.lk or facsimile to 0112399915;

STAKEHOLDER FEEDBACK FORM

To request information or submit a comment/query to the Company, please complete the following and return this page to:

Roshini Weudagedara

Company Secretary

R I L Property PLC

Level 1, *PARKLAND*, No. 33, Park Street, Colombo 02, Sri Lanka

e-mail: roshini@rilproperty.lk

Tel : +94 112 332 850-1

Fax : +94 112 399 915

We also appreciate your comments on this Annual Report.

WHICH STAKEHOLDER GROUP/S DO YOU BELONG TO? (YOU MAY TICK MORE THAN ONE)

Employee

Shareholder

Investor

Customer

Supplier

Service provider

Community

Public authority

Regulatory body

Student

Journalist

NGO

Special interest group

Other

RATE YOUR OVERALL IMPRESSION OF THIS REPORT IN TERMS OF:

Excellent

Good

Fair

Poor

CONTENT AND SCOPE

Informative

Transparent

Trustworthy

Comprehensive

User friendly

Design and layout

COMMENTS/QUERIES/SUGGESTIONS

REGISTRATION FORM FOR ONLINE PARTICIPATION

To: Company Secretary
R I L Property PLC
33, Park Street
Colombo 02

PART 01 – DETAILS OF SHAREHOLDERS

Full name of the shareholder (or Principal Shareholder, in the case of joint shareholding)	
Joint shareholder (if applicable)	
NIC No./Passport No./Company registration no.	
CDS account no.	
Residential address	
Contact number <i>(Mandatory)</i>	
Mobile	
Residence	
Email address <i>(It is mandatory for the shareholder to provide this information in order to forward the log in information for the on-line meeting link)</i>	

PART 02 – DETAILS OF PROXYHOLDERS

Full name of the proxyholder	
Proxyholder's NIC No./Passport No.	
Proxyholder's contact number <i>(Mandatory)</i>	
Mobile	
Residence	
Email address <i>(It is mandatory for the shareholder to provide this information in order to forward the log in information for the on-line meeting link)</i>	

I/We hereby certify that the details given above are true and accurate and are furnished for the purpose of enabling my/our online participation at the Annual General Meeting. I/ We acknowledge that the Company shall have the right to disable my/our participation in the event the above information furnished are found to be incorrect or inconsistent with shareholding records.

.....
Signature of the Shareholder/s

.....
Date

REGISTRATION FORM FOR ONLINE PARTICIPATION

Notes:

1. Please note that it is MANDATORY for the shareholders to provide the email address in the space provided above in order to forward the login information to facilitate the online participation at the meeting; Since the AGM will be held on a virtual basis, in the event an email ID is not provided, you will not be able to participate at the virtual AGM as the Company will not be able to forward the link to you;
2. Duly filled registration forms should be forwarded by post to Company's registered office situated at 33, Park Street, Colombo 02 or email to secy@rilproperty.lk or facsimile to 0112399915, on or before 5.30 p.m. on 27 July 2021 , so that the meeting login information could be forwarded to the email addresses so provided. WE REGRET OUR INABILITY TO PROCESS ANY REGISTRATION FORMS RECEIVED AFTER THE DUE DATE;
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 of the Company and accept the registrations for the Virtual AGM if it is satisfied with the request and supporting documents provided by the Shareholders (if any).

Note: Shareholders / proxyholders whose registration requests are accepted will receive an e-mail confirmation from the Company acknowledging the acceptance of their request.