

RESUS ENERGY PLC
Company Registration No: PV 415 PB PQ
No.250/1, Torrington Avenue, Colombo 7.

Circular to Shareholders

Dear Shareholder,

Annual General Meeting of Resus Energy PLC for the year ended 31 March 2024

The annual report and the financial statements of the company are available on the following websites and the relevant link given below, enables all shareholders to access such Annual Report and financial statements:

01. Corporate Website:- <http://www.resusenergy.lk/>
02. CSE Web site:- <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=HPWR.N0000>

However, if you wish to receive a printed copy of the Annual Report you are kindly requested to make such request in writing by completing and forwarding the 'Form of Request' appearing below on or before 12th June 2024 by post. Please mark 'Resus Energy PLC Annual report' on the top left corner of the envelop. Preferably, you may email the request to manohara@resusenergy.lk The Company will send a printed copy to the shareholder within eight market days of the receipt of such request.

You may contact the undernoted for any queries on the accessibility of the website/request for printed copies of the Annual Report:

Contact person : Mr. Manohara Tilakawardana
Phone Number : 0777 278001
Facsimile Number : 011-7 731 555
Email Address : manohara@resusenergy.lk

The Board encourages the shareholders to appoint a director as the proxy to represent them.

By Order of the Board
RESUS ENERGY PLC



Nexia Corporate Consultants (Pvt) Ltd
Company Secretary
4th June 2024.

FORM OF REQUEST

To:
Company Secretary,
Resus Energy PLC,
No:250/1, Torrington Avenue,
Colombo 7.

Request for a Printed Copy of the Annual Report 2023/2024

I hereby request you to send me a printed copy of the Annual Report of Resus Energy PLC for the financial year ended 31st March 2024.

Name of the Shareholder

.....
(as registered in the Company or in the CDS)

Shareholder Reference No :

Folio/CDS Account No

Address :.....

.....

Contact Telephone No/s :.....

Email :.....

NIC Number :.....

Signature:.....

Date:.....

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Twenty First Annual General Meeting of RESUS Energy PLC will be held on Friday, 28th June 2024 at 4.45 p.m. at Development Holdings Private Limited, 3rd Floor, No 42, Nawam Mawatha, Colombo 2 for the following purposes: -

AGENDA

1. To receive and consider Reports of the Directors, the Statements of Accounts of the Company and the Group for the year ended 31st March 2024, together with the report of the Auditors thereon.
2. To re-elect Mr. H.A.S. Madanayake, Director, retiring by rotation in terms of Article 24(6) of the Articles of Association of the Company.
3. To re-elect Prof. K.A.M.K. Ranasinghe, Director, retiring by rotation in terms of Article 24(6) of the Articles of Association of the Company.
4. To pass the ordinary resolution set out below to re-appoint Mr. U.G. Madanayake, who is 88 years of age, as a Director of the Company:

"IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act No.7 of 2007 shall not apply to Mr. U.G. Madanayake, who is 88 years of age and that he be and is hereby re-appointed a Director of the Company in terms of Section 211 of the Companies Act No.7 of 2007."

5. To re-appoint Messrs Ernst & Young, Chartered Accountants as Auditors of the Company for the ensuing year and to authorize the Directors to determine their remuneration.
6. To authorize the Directors to determine and make donations to Charity.

7. ANY OTHER BUSINESS

Proposed Amendments to the Articles of Association as mandated by the Listing Rules of Colombo Stock Exchange on Corporate Governance

The revised Corporate Governance Rules implemented by the Colombo Stock Exchange on 1 October 2023 ("Listing Rules") has mandated that the Articles of Association of Listed Entities be amended to reflect the requirements set forth in Section 9.9 of the Listing Rules pertaining to the Board Composition and Alternate Directors and also in order to facilitate broader provisions in method of sending notices to shareholders.

SPECIAL RESOLUTION - AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY IN LINE WITH THE REVISED CORPORATE GOVERNANCE RULES OF THE COLOMBO STOCK EXCHANGE ("CSE")

"IT IS HEREBY RESOLVED THAT the Articles of Association of the Company be amended as follows:

A) by deleting the entirety of existing Article No.24 (1) and by substituting the following new **Article No.24. (1)**, thereof:

• **Article 24. (1) of the Articles of Association –DIRECTORS AND SECRETARY**

24.(1) The number of directors shall not be less than five (05) nor more than twelve (12) in number.

B) by inserting the following new **Article No. 24 (10)** immediately after the existing Article No.24 (9):

24.(10)

- (i). In the event of an exceptional circumstance, a Director may notify the Board in writing of the requirement to appointment an alternate for such Director and the Board may appoint any person to be an alternate Director of the Company, to act in such Director's place during his/ her absence, subject to applicable laws, rules and regulations. Any such appointment shall not exceed a period of one (1) year from the date of appointment.
- (ii). However, he shall ipso facto cease to be an alternate Director in any of the following events, that is to say:
 - (a) upon the return of his appointor including a return to Sri Lanka;
 - (b) if his 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 him pursuant to this article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired;
 - (c) if the alternate Director shall have a receiving order made against him or compounds with his creditors or is adjudicated an insolvent;
 - (d) if the alternate Director be lunatic or become of unsound mind;
 - (e) if the appointment of the alternate Director is revoked by his appointor by a notice in writing left at the office;
 - (f) if the Board resolves that the appointment of the alternate Director be terminated;
 - (g) is disqualified by Statute;
- (iii). An alternate Director shall (on his giving an address for such notices to be served upon him) 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 him is not personally present and generally to perform all the functions of his appointor as a Director in the absence of such appointor.
- (iv). 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 he may incur in attending and returning from meetings of the Board which he is entitled to attend or as he 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.
- (v). A Director shall not vote on the question of the approval of an alternate Director to act for him or on the question of the termination of the

appointment of such an alternate Director under the foregoing sub-clause (f) of this Article, and if he does so his vote shall not be counted; nor for the purpose of any resolution for either of these purposes shall he be counted in the quorum present at the meeting.

- (vi). 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.
- (vii). The attendance of any alternate Director at any meeting subject to (v) above, including Board committee meetings shall be counted for the purpose of the quorum.

C) by deleting the entirety of existing Article No. 44 (1) and by substituting the following new **Article No. 44 (1)** thereof:

• **Article 44. (1) - Notices**

44. (1.) Any notice or document (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address or (if he has no registered address within Sri Lanka) to the address supplied by him to the Company as his address for the service of notice. Where a notice or other document is sent by post to an address within Sri Lanka, it shall be deemed to have been served at the expiration of Three (03) days after the letter containing the same is posted, and in proving such service it shall be sufficient to prove that such letter was properly addressed, stamped and posted. Notice of General Meetings and any communications to be made to the shareholders from time to time may be displayed on the websites of the Company and the Colombo Stock Exchange (CSE), published in national newspapers or any other method of communication as recommended by the CSE from time to time. In such situations the notices given in the aforesaid manner shall be deemed to have duly served on the shareholders of the Company.

By order of the Board of
RESUS Energy PLC



Nexia Corporate Consultants (Pvt) Ltd
Secretaries
Colombo, Sri Lanka

4th June 2024.

Note:

A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote in his/her place.

A Proxy need not be a Member of the Company.

A Form of Proxy accompanies this Notice

The instrument appointing a proxy must be deposited at the Registered Office, No. 250/1, Torrington Avenue, Colombo 7, not less than forty-eight hours before the time fixed for the meeting. The form of proxy could be emailed to

Resus Energy PLC

FORM OF PROXY

I/We

of.....

being a Member/s of **RESUS ENRGY PLC** do hereby appoint

.....of.....

.....or failing him/her

Mr. H A S Madanayake
Mr. G A K Nanayakkara
Mr. U G Madanayake
Professor K A M K Ranasinghe
Mr. U P Egalahewa PC
Ms. D.C. Abeywardena

or failing him
or failing him
or failing him
or failing him
or failing him

as my/our Proxy to vote and speak for *me/us on *my/our behalf at the Twenty First Annual General Meeting of RESUS Energy PLC to be held at 4.45 p.m. on 28th June 2024 at Development Holdings Private Limited, 3rd Floor, No 42, Nawam Mawatha, Colombo 2.

Against

For

- | | | |
|---|--------------------------|--------------------------|
| 1. To receive and consider Reports of the Directors, the Statements of Accounts of the Company and the Group for the year ended 31 st March 2024, together with the Reports of the Auditors thereon. | ☐ | ☐ |
| 2. To re-elect Mr. H.A.S. Madanayake, Director, retiring by rotation in terms of Article 24(6) of the Articles of Association of the Company. | ☐ | ☐ |
| 3. To re-elect Prof. K.A.M.K. Ranasinghe, Director, retiring by rotation in terms of Article 24(6) of the Articles of Association of the Company. | ☐ | ☐ |
| 4. To re-appoint as a Director Mr. U G Madanayake in terms of Section 211 of the Companies Act No. 7 of 2007. | ☐ | ☐ |
| 5. To re-appoint Messrs Ernst & Young, Chartered Accountants, as Auditors of the Company and to authorize the Directors to determine their remuneration. | ☐ | ☐ |
| 6. To authorize the Directors to determine and make donations to Charity. | ☐ | ☐ |
| 7. To amend the Articles of Association. | ☐ | ☐ |

.....
Signature of the shareholder/s

.....
NIC/Passport No.

Dated this day of 2024.

Note:

1. Please delete the inappropriate words.
2. Instructions as to completion are noted on the reverse hereof.

INSTRUCTIONS FOR COMPLETION

1. Kindly perfect the Form of Proxy after filling in legibly your name in full, address and by signing in the space provided. Please fill in the date of signature.
2. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of him/her.
3. Please indicate with a 'X' in the spaces provided how your proxy is to vote on each resolution. If no indication is given the proxy in his/her discretion will vote as he/she thinks fit.
4. In the case of Corporate Members, the Form of Proxy must be completed under the Common Seal, which should be affixed and attested in the manner prescribed by its Articles of Association.
5. If the Form of Proxy is signed by an Attorney, the relevant Power of Attorney should also accompany the completed Form of Proxy.
6. The completed Form of Proxy should be addressed to the Secretaries and deposited at the Registered Office of the Company at No. 250/1, Torrington Avenue, Colombo 7 not less than Forty Eight (48) hours before the time appointed for the meeting. The form of proxy could be emailed to manohara@resusenergy.lk