

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 Y/E 2019/20

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 26th of October 2020. Please mark 'Resus Energy PLC Annual report' on the top left corner of the envelop. 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. Akila Gunarathne
Phone Number : 077-679 4126
Facsimile Number : 011-7 731 555
Email Address : akila@resusenergy.lk

The Board encourages the shareholders to appoint a director as the proxy to represent them. The Company would adopt and adhere to the required procedures and health guidelines given by the authorities in order to prevent the spread of virus.

By Order of the Board
RESUS ENERGY PLC



Nexia Corporate Consultants (Pvt) Ltd
Company Secretary
20th July 2020

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 2019/2020.

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 2020.

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 :

NIC Number :

.....
Signature

.....
Date

*APPLICABLE ONLY IN THE EVENT OF HOLDING
THE ANNUAL GENERAL MEETING AS A VIRTUAL MEETING*

**RESUS ENERGY PLC – PV 415 PB PQ
SUPPLEMENTARY NOTICE TO SHAREHOLDERS
17TH ANNUAL GENERAL MEETING**

Dear Shareholders,

Considering the prevailing situation of the Country, after the second wave of COVID-19 Pandemic and the guidelines issued by the Colombo Stock Exchange, the Board of Directors of the Company have decided to convene the 17th Annual General Meeting (“AGM”) of the Company by way of virtual means by adopting electronic and teleconference mechanisms.

In the even the Board of Directors of the Company decides to conduct the AGM by virtual means, it would be conducted in the following manner:

1. The 17th AGM of the Company shall be convened on Friday the 06th of November 2020 at Sri Lanka Institute of Development Administration, No. 28/10, Malalasekara Mawatha, Colombo 07 at 10.00 a.m
2. The AGM shall be held in compliance with the principles set out in the guidelines issued by the Colombo Stock Exchange for the hosting of virtual AGMs.
3. Only the Board of Directors and a few other key officials who are required for the administration of formalities at the AGM will be physically present in the venue. All others including shareholders will participate via an online meeting platform. These measures are being adopted to adhere to the “Social distancing” requirement necessitated by the prevailing situation in the Country.
4. Adequate arrangements will be made for the shareholders who wish to participate in the AGM via an online meeting platform, with log-in information being forwarded to shareholders well in advance of the meeting. In order to enable such facilities, shareholders who wish to participate in the meeting are required to forward their details to the Company as specified in the attached Form A.
5. As the number of participants at an online meeting is limited, shareholders’ requests for online participation will be treated according to the order of receipt of the duly filled Form A on a first come first served basis.
6. Shareholders who participate in the meeting online, will be given the opportunity to raise their questions or comments on the matters listed on the agenda for the AGM.
7. Voting on the items on the agenda will be registered by using an online platform or a designed ancillary online application. All of such procedures will be explained to shareholders prior to the commencement of the meeting.

8. The Notice of meeting, Form of Proxy and other related documents will also be made available on the Company's official website (<http://www.resusenergy.lk/>) and on the Colombo Stock Exchange (CSE) Web Site (<https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=HPWR.N0000>)
9. The Board encourage the Shareholders to appoint a member of the Board to act as their proxy if they wish to. The Shareholders who wish to submit their proxies, must complete and forward the same to the Company, not less than Forty Eight (48) hours before the time appointed for the meeting via either of the modes specified below
10. Email - akila@resusenergy.lk
Fax - +94- 11-7 731 555
By post / By hand - Resus Energy PLC, No.250/1, Torrington Avenue, Colombo 7.

For any queries regarding this supplementary notice, please contact us on 011-7731731 during normal office hours.

BY ORDER OF THE BOARD
NEXIA CORPORATE CONSULTANTS (PRIVATE) LIMITED



SECRETARIES
05th October 2020

Form A

RESUS ENERGY PLC – PV 415 PB PQ
17TH ANNUAL GENERAL MEETING 2020
REGISTRATION OF SHAREHOLDERS DETAILS FOR ONLINE MEETING

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

1. Full Name of the shareholder :.....
2. Shareholders' address :.....
3. Shareholder's NIC No. / Passport No./ Co. Reg No. :.....
4. Shareholder's Contact No. (Residence):.....(Mobile).....
5. Name of the Proxy Holder:.....
6. Proxy Holder's NIC No. / Passport No./ Co. Reg No.:.....
7. Proxy Holder's Contact No: (Residence):.....(Mobile).....
8. Shareholder's / Proxy Holder's Email:.....
9. Participation in the AGM Via an online Platform: YES/ NO
10. Names of the Joint Holder/s (If any) (i).....
(ii).....
11. National Identify Card Number/s of Joint holder/s (i)
(ii)

.....
Shareholder's Signature/ Date 1st Joint Holder's Signature/Date 2nd Joint Holder's Signature/Date

Notes:-

- Shareholders are requested to provide their email address in the space provided in order to forward the web link/ user name/ password/ necessary instruction, if they wish to attend the meeting through an online platform.
- In the case of a company / Corporation, the shareholder details form must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
- In the case of a power of Attorney, the Shareholder details Form signed by the Power of Attorney must be deposited at the Registered Office of the Company for registration.

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of RESUS Energy PLC will be held at the Auditorium of the Sri Lanka Institute of Development Administration, No. 28/10, Malalasekara Mawatha, Colombo 07 on Friday, the 06th of November 2020 at 10.00a.m. for the following purposes: -

Please note that depending on the country's situation with regards to the COVID-19 pandemic, the Company may decide to have the above meeting VIRTUALLY. The relevant application (Form A) is attached to the Circular forwarded herewith. We encourage the shareholders to apply for same.

In the event if the Management decides to hold the meeting by virtual means, an announcement will be made to the Colombo Stock Exchange in due course.

AGENDA

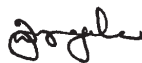
1. To receive and consider Reports of the Directors, the Statements of Accounts of the Company and the Group for the year ended 31st March 2020, together with the report of the Auditors thereon.
2. To re-elect Mr. H.A.S. Madanayake, Director, retiring by rotation in terms of Article 24(6) of the Articles of Association of the Company.
3. To re-elect Mr. G.A.K. Nanayakkara, Director, retiring by rotation in terms of Article 24(6) of the Articles of Association of the Company.
4. To re-elect Professor K.A.M.K. Ranasinghe, Director, retiring by rotation in terms of Article 24(6) of the Articles of Association of the Company.
5. To re-elect Ms. D.C. Abeywardena, Director, retiring by rotation in terms of Article 24(2) of the Articles of Association of the Company.

6. To pass the ordinary resolution set out below to re-appoint Mr. U.G. Madanayake, who is 84 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 84 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."

7. 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.
8. To authorize the Directors to determine and make donations to Charity.

By order of the Board of
RESUS Energy PLC



Nexia Corporate Consultants (Pvt) Ltd
Secretaries

Colombo, Sri Lanka
20th July 2020

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.

FORM OF PROXY

I/We

of

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

.....of

.....or failing him/her

Mr. H A S Madanayake

or failing him

Mr. G A K Nanayakkara

or failing him

Mr. U G Madanayake

or failing him

Professor K A M K Ranasinghe

or failing him

Mr. U P Egalahewa PC

or failing him

Ms. D.C. Abeywardena

or failing her

as my/our Proxy to vote and speak for *me/us on *my/our behalf at the Seventeenth Annual General Meeting of RESUS Energy PLC to be held at 10.00 a.m on Friday, 6th November 2020 at the Auditorium of Sri Lanka Institute of Development Administration, No. 28/10, Malalasekara Mawatha, Colombo 07 and at any adjournment thereof.

	For	Against
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 2020, 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 Mr. G A K Nanayakkara, Director, retiring by rotation in terms of Article 24(6) of the Articles of Association of the Company.	☐	☐
4. To re-elect Professor K A M K Ranasinghe, Director, retiring by rotation in terms of Article 24(6) of the Articles of Association of the Company.	☐	☐
5. To Ms. D.C. Abeywardena, Director, retiring by rotation in terms of Article 24(2) of the Articles of Association of the Company.	☐	☐
6. To re-appoint as a Director Mr. U G Madanayake in terms of Section 211 of the Companies Act No. 7 of 2007.	☐	☐
To re-appoint Messrs Ernst & Young, Chartered Accountants, as Auditors of the Company and to authorize the Directors to determine their remuneration.	☐	☐
7.		
8. To authorize the Directors to determine and make donations to Charity.	☐	☐

.....
Signature of the shareholder/s

.....
NIC/Passport No.

Dated this day of 2020

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.