

SERENDIB HOTELS PLC

Registration No : PQ 223

No.100/1, Sri Jayawardenapura Mawatha, Rajagiriya.

Circular to Shareholders

Dear Shareholder,

FIFTY THIRD ANNUAL GENERAL MEETING OF SERENDIB HOTELS PLC FOR THE YEAR ENDED 2020/2021

Following the issuance of guidelines by the Colombo Stock Exchange (CSE) due to the COVID 19 pandemic situation of the country and in the interest of protecting public health and facilitating compliance with the Health and Safety guidelines issued by the Government of Sri Lanka, the 53rd Annual General Meeting (AGM) of Serendib Hotels PLC will be held virtually in the manner prescribed below.

A. GENERAL DETAILS

1. The 53rd AGM of Serendib Hotels PLC will be conducted from the Board Room of LOLC Holdings PLC, 100/1, Sri Jayawardenapura Mawatha, Rajagiriya at 10.30 a.m. on 23 September 2021.
2. The AGM will be held in accordance with the guidelines issued by the CSE for the hosting of a virtual AGM.
3. The Board of Directors, key officials, the Company Secretaries, the External Auditors and the Legal Counsel will be present at the venue of the meeting in person 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 website <https://www.serendibleisure.com/financial-reports/> and the Colombo Stock Exchange website on <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=SHOT.X0000>. The Annual Report could also be accessed via the QR Code which is provided below.



5. If you wish to receive a printed copy of the Annual Report for the year ended 31 March 2021, please complete and forward us the Form of Request attached hereto (Annexure I) by post to the registered address of the Company, No. 100/1, Sri Jayawardenapura Mawatha, Rajagiriya or e-mail to corporateservices@lolc.com or facsimile on +94 11 2865602.

B. SHAREHOLDER PARTICIPATION

1. The shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
2. The shareholders may also appoint any other persons other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting through audio or audio visual means only.
3. The shareholders who wish to participate at the meeting will be able to join the meeting through audio- or audio-visual means. To facilitate this process, the shareholders are required to furnish their details by perfecting Annexure II to the circular to shareholders and forward same to corporateservices@lolc.com or by facsimile on +94 11 2865602, to reach the Secretaries not less than five (05) days before the date of the meeting so that the meeting login information could be forwarded to the e-mail addresses so provided.
4. To facilitate the appointment of proxies as specified in B.1 and B.2 above, the Form of Proxy is attached with the Notice of Meeting. The duly filled Form of Proxy should be sent to reach the Company Secretaries via e-mail to corporateservices@lolc.com or facsimile on +94 11 2865602 or by post to the registered address of the Company No. 100/1, Sri Jayawardenapura Mawatha, Rajagiriya, not less than forty eight (48) hours before the time fixed for the meeting.

Circular to Shareholders (Contd.)

C. SHAREHOLDERS' QUERIES

1. The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company Secretaries, via e-mail to corporateservices@lolc.com or facsimile on +94 11 2865602 or by post to the Company No. 100/1, Sri Jayawardenapura Mawatha, Rajagiriya, not less than five (5) 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.
2. 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.

For any further queries on this matter, please contact Mrs. Dunisha Perera at the Company Secretarial Division of Serendib Hotels PLC.

Telephone : 011 5880880 (ext. 2359)

E- mail : DunishaP@lolc.com

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

Yours faithfully,

SERENDIB HOTELS PLC



LOLC CORPORATE SERVICES (PVT) LTD

Secretaries

30 August 2021

Rajagiriya (in the greater Colombo)

Request for a Printed Copy of the Annual Report 2020/2021

TO: LOLC Corporate Services (Private) Limited
Secretaries to Serendib Hotels PLC
100/1, Sri Jayawardenapura Mawatha
Rajagiriya

☐

I would like to receive the printed version of the Annual Report of Serendib Hotels PLC.

Full Name of the Shareholder (as on the CDS account/ Share Certificate)	
Shareholder's NIC/ Passport/ Company Registration No.	
Folio Number	
Address	
Contact No	

.....
Signature

.....
Date

Notes:

1. Please complete the Form of Request by filling in legibly the required information in BLOCK LETTERS, signing in the space provided and filling in the date of signature.
2. Please post the completed Form of Request to the Company Secretaries at the address given above or e-mail to corporateservices@lhc.com or facsimile on +94 11 2865602

**SERENDIB HOTELS PLC
53RD ANNUAL GENERAL MEETING**

Registration of Shareholder Details For Online Participation

To: Mrs. Dunisha Perera
LOLC Corporate Services (Pvt) Ltd
Secretaries to Serendib Hotels PLC
100/1 Sri Jayawardenapura Mawatha
Rajagiriya

Details of shareholder		
Full name	Primary :	
	Joint* :	
Address/s		
National Identify Card number/ Company Registration number		
CDS Account number/s		
Contact number/s	Land line (residence/work):	Mobile:
Email address/s (to which the on-line meeting link should be forwarded by the Company)		
Name of the Proxy Holder		
Proxy holder/s' NIC/Passport No.		
Proxy holder/s' Contact number/s	Land line (residence/work):	Mobile:
Proxy holder/s' email		

**strike out if not applicable*

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.

..... /

Shareholder's signature & Date

..... /

Shareholder's signature & Date

Note:

1. It is mandatory for the shareholder/s to provide the email address in the space provided above in order to forward the log in information to facilitate the online participation at the meeting
2. Duly completed registration of Shareholder Details Form should be forwarded to corporateservices@lolc.com or by facsimile on 011-2865602, to reach the Company Secretaries not less than five (05) days before the date of the meeting.

Only registered shareholders and registered proxy holders will be permitted to log in and participate in the AGM on-line

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 53RD ANNUAL GENERAL MEETING of the Company will be held on 23 September 2021 at 10.30 a.m. for the following purposes: The AGM will be held as an on-line audio-visual meeting with arrangements for the on-line meeting platform made at the LOLC Board Room, 100/1, Sri Jayawardenapura Mawatha, Rajagiriya.

1. To receive and consider the Report of the Directors and Statement of Accounts for the year ended 31 March, 2021 with the Report of the Auditors thereon.
2. To re-elect as a Director Mr. W A T M Wijesinghe who retires by rotation in terms of Article 85 of the Articles of Association of the Company.
3. To re-appoint the following Directors who retire by rotation in terms of Article 73 of the Articles of Association of the Company.
Mr. W D K Jayawardena
Mrs. K U Amarasinghe
Dr. J M Swaminathan
Mr. D S K Amarasekera
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 (Refer Note 4)
5. To re-appoint as auditors M/s Ernst & Young, 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

SERENDIB HOTELS PLC



LOLC CORPORATE SERVICES (PVT) LTD

Secretaries

30 August 2021

Rajagiriya

NOTE:

- 1) A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of him/her. A Proxy need not be a shareholder of the Company.
- 2) The completed Form of Proxy should be received by the Company at its Secretaries' office No. 100/1, Sri Jayawardenapura Mawatha, Rajagiriya not later than forty eight (48) hours before the start of the meeting.
- 3) A Form of Proxy accompanies this Notice.
- 4) *Special Notice was received by the Company from a shareholder of the Company giving Notice of intention to move the following Resolution at the above Annual General Meeting:
"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."

Notice of Annual General Meeting

5) Important Notice:

This year the Annual Report and Financial Statements of the Company are available on the:

(1) Corporate Website - <https://www.serendibleisure.com/financial-reports/> and

(2) The Colombo Stock Exchange - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=SHOT.X0000>

Members may also access the Annual Report and Financial Statements on their electronic devices by scanning the following QR code:



For clarifications on how to download and/or access the Annual Report and Financial Statements, please contact Dunisha on +94 11 5880359 during normal office hours (8.30 a.m. to 5.00 p.m.) or email corporateservices@lolc.com.

Should Members wish to obtain a hard copy of the Annual Report, they may send a written request to the 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 from the date of receipt of the request.

In the event the Company is required to take any further action in relation to the Meeting, in the best interest of the Meeting attendees due to the COVID-19 pandemic; and/or any communications, guidelines, directives or orders issued by the Government of Sri Lanka, Notice of such action shall be given by way of an announcement to the Colombo Stock Exchange and publication on the Company website - <https://www.serendibleisure.com/financial-reports/>

Form of Proxy

(Voting Shareholders)

I/We of

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

Waduthantri Dharshan Kapila Jayawardena	of Colombo or failing him
Mrs. Kalsha Upekha Amarasinghe	of Colombo or failing her
Dr. Jayanta Mootatamby Swaminathan	of Colombo or failing him
Don Soshan Kamantha Amarasekera	of Colombo or failing him
Emmanuel Jude Dillipraj Rajakarier	of Colombo or failing him
Wijesinghe Arachchige Thilan Manjith Wijesinghe	of Colombo or failing him
Stephan Andrew Chojnacki	of Colombo or failing him
Joseph Priyanjan Shantha Kurumbalapitiya	of Colombo

as my/our* Proxy to represent me/us* at the Fifty Third (53rd) Annual General Meeting of the Company to be held as an on-line meeting on 23 September 2021 at 10.30 a.m and at any adjournment thereof and at every poll which may be taken in consequence thereof.

THE PREFERENCES IN THE FOLLOWING TABLE TO BE MARKED BY ORDINARY (VOTING) SHAREHOLDER/S ONLY.
 I/We* the undersigned, ordinary (voting) shareholder(s) of the Company hereby authorize my/our* Proxy to vote for me/us* and on my/our* behalf in accordance with the preferences indicated below (please mark your preference with an 'X'):

		For	Against
1	To re-elect as a Director Mr. W A T M Wijesinghe who retires by rotation in terms of Articles 85 of the Article of Association of the Company.		
2	To re-appoint the following Directors who retire by rotation in terms of Article 73 of the Articles of Association of the Company. W D K Jayawardena Mrs. K U Amarasinghe Dr. J M Swaminathan Mr. D S K Amarasekera		
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 as auditors M/S Ernst & Young, Chartered Accountants for the ensuing year at a remuneration to be agreed by the Directors.		
5	To authorize the Board of Directors to determine donations that may be made by the Company during the year.		

(*please strike off inappropriate word)

Dated this day of 2021

.....
 Signature of Shareholder

(please refer overleaf for instructions)

Form of Proxy

(Voting Shareholders)

Important - Please post or scan and email the Form of Proxy together with the following additional details as per the instructions given below.

CDS Account Number of the Shareholder (s)	
Shareholder's contact number/s	Land line (residence/work) :
	Mobile :
Email address to which the on-line link should be forwarded to for the proxy holder's participation at the AGM	
Proxy holder's NIC number	

Instructions for the Completion of Form of Proxy

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 completed Form of Proxy should either be:
 - (i) addressed to the 'Company Secretary' and posted or hand delivered to the Company at 100/1, Sri Jayawardenapura Mawatha, Rajagiriya;
or
 - (ii) Scanned and emailed to the email address: corporateservices@lolc.com with the email subject titled "SERENDIB AGM PROXY" not less than 48 hours before the time appointed for the holding of the Meeting.
3. If the Form of Proxy has been signed by an attorney, a copy of the Power of Attorney certified by a notary should accompany the completed Form of Proxy for registration, if such Power of Attorney has not already been registered with the company.

Form of Proxy

(Non-Voting Shareholders)

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

Waduthantri Dharshan Kapila Jayawardena	of Colombo or failing him
Mrs. Kalsha Upekha Amarasinghe	of Colombo or failing her
Dr. Jayanta Mootatamby Swaminathan	of Colombo or failing him
Don Soshan Kamantha Amarasekera	of Colombo or failing him
Emmanuel Jude Dillipraj Rajakarier	of Colombo or failing him
Wijesinghe Arachchige Thilan Manjith Wijesinghe	of Colombo or failing him
Stephan Andrew Chojnacki	of Colombo or failing him
Joseph Priyanjan Shantha Kurumbalapitiya	of Colombo

as my/our* Proxy to represent me/us* at the Fifty Third (53rd) Annual General Meeting of the Company to be held as an on-line meeting on 23 September 2021 at 10.30 a.m and at any adjournment thereof and at every poll which may be taken in consequence thereof.

Dated this day of 2021

.....
Signature of Shareholder

- i) Please delete the inappropriate words,
- ii) Shareholders of Non- Voting shares are entitled only to attend and speak at the meeting
- iii) Instruction regarding completion appear on the reverse thereof

Form of Proxy

(Non-Voting Shareholders)

Important - Please post or scan and email the Form of Proxy together with the following additional details as per the instructions given below.

CDS Account Number of the Shareholder (s)	
Shareholder's contact number/s	Land line (residence/work):
	Mobile:
Email address to which the on-line link should be forwarded to for the proxy holder's participation at the AGM	
Proxy holder's NIC number	

Instructions for the Completion of Form of Proxy

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 completed Form of Proxy should either be:
 - (iii) addressed to the 'Company Secretary' and posted or hand delivered to the Company at 100/1, Sri Jayawardenapura Mawatha, Rajagiriya;
or
 - (iv) Scanned and emailed to the email address: corporateservices@lolc.com with the email subject titled "SERENDIB AGM PROXY" not less than 48 hours before the time appointed for the holding of the Meeting.
3. If the Form of Proxy has been signed by an attorney, a copy of the Power of Attorney certified by a notary should accompany the completed Form of Proxy for registration, if such Power of Attorney has not already been registered with the company.