

YORK ARCADE HOLDINGS PLC
Company No PQ 181

C/o. Corporate Managers & Secretaries (Private) Limited
8-5/2, Leyden Bastian Road, York Arcade Building
Colombo 1.

4th August , 2021

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

THIRTY FIFTH ANNUAL GENERAL MEETING

The Board of Directors of York Arcade Holdings PLC have decided to convene the Annual General Meeting (AGM) of the Company on 22nd September 2021, at 10.00 a.m.(Sri Lanka Time) and conduct same as a Virtual Meeting from 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01 in accordance with the Articles of Association of the Company and guidelines issued by the Colombo Stock Exchange (CSE) on the Conduct of Virtual Meetings. The Shareholders are requested to participate via an Online Meeting Platform/Zoom App.

The decision taken by the Board of Directors to hold a Virtual AGM was having taken into consideration the prevailing situation in the Country due to the Pandemic situation, the Health and Safety Guidelines issued by the Authorities and restrictions on gatherings and conduct of physical meetings.

This Circular together with the Notice of Meeting, Form of Proxy, Form of Request for Annual Report and the Registration Form for Online Meeting Participation will be dispatched via post to the Shareholders provided the Office of the Secretaries/Registrars is operational, there is no lockdown or curfew, the Postal Department is in operation and bulk posting is not suspended and such being accepted by the Central Mail Exchange at the time. A Notice will be published in the daily newspaper/e-newspaper in all three languages and posted on the CSE website in the event of an inability to circulate the said documents by post.

Please be advised that the aforesaid documents and the Annual Report of the Company for the Financial Year ended 31st March 2021 is available on the CSE website:

<https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=YORK.N0000>

In the event you require assistance in downloading or accessing the website, kindly contact the following official any time between 9.00 a.m.and 4.00 p.m. on any working day.

Name	Contact No.	E-mail address
Mr. Jehan Ratnakumar	0112344485-9	jehan@cmsl.lk

If you wish to receive a printed copy of the Annual Report, please send your written request by returning the duly completed Form of Request which is attached hereto to reach us at the aforesaid Registered Address of the Company Secretaries, Corporate Managers & Secretaries (Pvt) Ltd, 8-5/2, Leyden Bastian Road, York Arcade Building Colombo 1, or forward same on Fax No. 2438067 or email to yahagm2021@cmsl.lk

The printed copy will be forwarded within eight (8) market days from the receipt of the written request provided that the Office of the Secretaries/Registrars is operational, there is no curfew /lockdown situation, in force at the time and on condition that there will be no restrictions by the postal authorities in Sri Lanka in connection with providing general postal services.

If you have any queries in obtaining a printed copy of the Annual Report please contact the following officials any time between 9.00 a.m. and 4.00 p.m. on any working day.

Name	Contact No.
Ms. Geethika Priyadarshani	0112344485-9
Ms. Tharaka Fernando	0112344485-9

Shareholders who wish to participate at the meeting via Online Platform are kindly requested to complete and return the Registration Form attached to this Circular to reach the Registered Office of the Company's Secretaries, Corporate Managers and Secretaries (Pvt) Limited, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, or via e-mail to yahagm2021@cmsl.lk at least 3 working days before the date of the Meeting.

Upon receipt of the duly completed Registration Form the Company's Secretaries will email Virtual Meeting Attendance login information to the eligible Shareholders or their duly nominated Proxies to enable them to join the meeting.

If a Shareholder/Proxy holder intends joining the Virtual AGM via a smart phone, it is necessary for him/her to download the "Zoom MobileApp" onto his/her smart phone.

Similarly if the Shareholder/Proxy holder wishes to join the meeting via a desktop computer, the link could be opened by downloading the "Zoom Desktop App" to the respective desktop computer (compatible web browser: Google Chrome)

If the shareholders are unable to participate at the Meeting and wish to raise any queries, such queries may also be sent in writing to the Company Secretaries via e-mail to yahagm2021@cmsl.lk or by post to the Registered Office of the Company Secretaries mentioned above not less than 3 working days before the date of the Meeting. This is in order to enable the Company Secretaries to compile and forward same for the attention of the Board of Directors so that same could be addressed at the meeting.

The Notice convening the Annual General Meeting (AGM) of the Company together with the Form of Proxy and Registration Form are also enclosed. In the event you are unable to attend, please return the Form of Proxy duly completed to reach the Registered Office of the Company, at 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not later than 48 hours before the time fixed for the holding of the Meeting.

By Order of the Board
YORK ARCADE HOLDINGS PLC,
CORPORATE MANAGERS & SECRETARIES (PVT) LTD.
Secretaries

Notice of Meeting

NOTICE IS HEREBY GIVEN that the THIRTY FIFTH Annual General Meeting of YORK ARCADE HOLDINGS PLC will be held as a virtual meeting and conducted from the Registered Office of the Company, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, on Wednesday, 22nd September 2021 at 10.00 a.m. and the business to be brought before the meeting will be as follows :

1. To receive and consider the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March, 2021 with the Report of the Auditors thereon.
2. To re-elect as a Director Mr. Amrit Rajaratnam who retires in accordance with Article 91 of the Articles of Association.
3. To re-elect as a Director, Mr. S. Rajaratnam who retires in terms of Articles 84 and 85 of the Articles of Association.
4. To reappoint as a director Mr. A.M. de S. Jayaratne, who is over seventy years of age. A Special Notice has been received from a shareholder of the intention to pass a Resolution which is set out in the notes in relation to his reappointment (See Note No 5 below).
5. To reappoint as a Director Mr. S.N.P. Paliheena, who is over seventy years of age. A Special Notice has been received from a shareholder of the intention to pass a Resolution which is set out in the notes in relation to his reappointment (See Note No 6 below).
6. To reappoint as a Director Mr. T. Theyagamurti who is over seventy years of age. A Special Notice has been received from a shareholder of the intention to pass a Resolution which is set out in the notes in relation to this reappointment. (See Note No 7 below)
7. To reappoint as a Director, Mr. S.D.R. Arudpragasam, who would have attained the age of seventy years as at the date of the Annual General Meeting. Special Notice has been received from a shareholder of the intention to pass a resolution which is set out below in relation to his reappointment. (See Note No 8 below)
8. To reappoint as Auditor, Messrs. KPMG, Chartered Accountants, and to authorize the Directors to determine their remuneration.

By Order of the Board,

CORPORATE MANAGERS & SECRETARIES (PRIVATE) LIMITED

Secretaries

Colombo

04th August, 2021

Note:

The aforesaid Annual General Meeting will convene on the assumption that no curfew will be in force by such date and that no restrictions will be imposed by the Authorities on conduct of meeting.

Notice of Meeting

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote in his/her stead.
2. A Proxy need not be a member of the Company. The Form of Proxy is enclosed.
3. The completed Form of Proxy should be deposited at the Registered Office of the Company, at 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than forty eight hours before the time appointed for the holding of the meeting.
4. Please refer the "Circular to Shareholders" dated 4th August 2021 for further instructions relating to the Annual General Meeting and for joining the Meeting virtually.
5. A Special Notice has been received by the Company from a Shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting.

Resolved -

"That Mr. A.M. de S. Jayaratne who is eighty one years of age, be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the said Director, Mr. A.M. de S. Jayaratne".

6. Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting:

Resolved -

"That Mr. S.N.P. Paliheena who is seventy four years of age be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No.7 of 2007 shall not apply to the said Director, Mr. S.N.P. Paliheena".

7. Special Notice has been received by the Company from a Shareholder giving Notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting.

Resolved -

"That Mr. T. Theyagamurti who is seventy three years of age be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No 7 of 2007 shall not apply to the said Director Mr. T. Theyagamurti".

8. Resolved -

"That Mr.S.D.R.Arudpragasam who would have attained the age of seventy years as at the date of the Annual General Meeting, be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the said Director, Mr.S.D.R Arudpragasam."

Form of Proxy

I/We the undersignedof

being a member/members of York Arcade Holdings PLC, do hereby appoint

.....of..... whom failing

Sri Dhaman Rajendram Arudpragasam
Thedchanamurti Theyagamurti
Sriskandamoorthy Shanmugalingam
Ajit Mahendra de Silva Jayaratne
Shanthikumar Nimal Placidus Palihena
Ganegodage Dhamitha Vaamaka Perera
Sanjeev Rajaratnam
Amrit Rajaratnam

of Colombo whom failing
of Colombo whom failing
of Colombo whom failing
of Colombo whom failing
of Colombo whom failing
of Colombo whom failing
of Colombo
of Colombo

as my/our Proxy to represent me/us and to speak and to vote on my/our behalf at the Thirty Fifth Annual General Meeting of the Company to be held on 22nd September, 2021 and at any adjournment thereof, and at every poll which may be taken in consequence thereof. I/We the undersigned hereby authorize my/our Proxy to vote on my/our behalf in accordance with the preferences indicated below:

RESOLUTIONS

Resolution Numbers as set out in the Notice convening the Meeting	1	2	3	4	5	6	7	8
For								
Against								

As witness, my / our * hands this.....day of Two Thousand and Twenty one.

.....
Signature of Shareholder

Notes :

Please indicate with an 'X' in the space provided how your Proxy is to vote. If there is in the view of the Proxy doubt (by reason of the way in which the instructions contained in the Proxy have been completed) as to the way in which the Proxy should vote, the Proxy shall vote as he thinks fit.

A Proxy need not be a member of the Company.

Instructions as to completion appear on the reverse hereof.

Form of Proxy

INSTRUCTIONS AS TO COMPLETION

1. Please write legibly, your name, address and date and sign in the space provided.
2. The completed Form of Proxy should be received at the Registered Office of the Company at 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than 48 hours before the time appointed for the holding of the meeting.
3. In case of a Company/Corporation, this Form of Proxy shall be executed either under its Common Seal or by its Attorney or by an officer on behalf of such Company/Corporation duly authorised in writing.
4. In the case of a Proxy signed by an Attorney, the Power of Attorney must be deposited at the Registered Office of the Company for registration.

YORK ARCADE HOLDINGS PLC
Company No PQ 181

Registration Form

Participation at the 35th Annual General Meeting (AGM) of York Arcade Holdings PLC on 22nd September, 2021 at 10.00 a.m.

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder :

NIC No./Passport No./Company Registration No. :

CDS Account No. :

Folio No. indicated in the Address Label:.....

Residential Address :

Telephone No/s :

Email :

Full Name of 01st Joint Holder :

NIC No/ Passport No. :

Full Name of 02nd Joint Holder :

NIC No/ Passport No. :

In the event a Proxy holder is appointed by the Shareholder the following details of him/her will also be required.

DETAILS OF PROXY HOLDER : (only if a proxy is appointed)

Full name of Proxy Holder :

NIC No./Passport No. of Proxy holder:

Telephone No/s. : Email :

Signature/s :	:	:
Principal Shareholder	01st Joint Holder	02nd Joint Holder

Date :

Note : In the case of a Company/Corporation, the Shareholder Registration Form must be signed under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association and in the case of the Registration Form being signed by an Attorney, the Power of Attorney, must be deposited at the Registered Office of the Company's Secretaries, Corporate Managers and Secretaries (Pvt) Limited, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01, Sri Lanka or emailed to yahagm2021@cmsl.lk

FORM OF REQUEST

To : YORK ARCADE HOLDINGS PLC
C/o. Corporate Managers & Secretaries (Private) Limited
8-5/2 Leyden Bastian Road, York Arcade Building
Colombo 1.

REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT OF YROK ARCADE HOLDINGS PLC – 2020/2021

With reference to your Circular dated 4th August 2021, I/We wish to request for a printed copy of the Annual Report of York Arcade Holdings PLC for the Financial Year 2020/2021.

My/Our details are as follows -

Full Name of Shareholder:

.....

NIC/Passport/Co. Reg. No. :

Folio No. indicated in the address label :

Address :

.....

Contact Number :

E-mail address :

.....

Signature

.....

Date

Notes:

Please complete the Form of Request by filling in legibly the required information, signing in the space provided and filling in the date of signature.

In the case of Joint Holders the Form of Request may be executed by the Registered Principal Holder.

In the event the Shareholder is a Company, the Form of Request should be signed under its Common Seal or by a duly Authorized Officer of the Company in accordance with its Articles of Association.