

YORK ARCADE HOLDINGS PLC
Company No. PQ 181

8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1.

8th September 2020

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

THIRTY FOURTH ANNUAL GENERAL MEETING

We forward herewith the Notice of Meeting and the Form of Proxy for the Thirty Fourth Annual General Meeting of the Company. We draw your attention to the additional Notes set out in the Notice of Meeting for the purposes of ensuring the safety and well being of all meeting attendees.

Please be advised that the Annual Report of the Company for the Financial Year ended 31st March 2020 is available on the CSE website:- <https://www.cse.lk/home/company-info/YORK.N0000/financial>. 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	jeahan@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 or forward same on Fax No. 2438067. The printed copy will be forwarded within eight (8) market days from the receipt of the written request.

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 Priyadarshini	0112344485-9
Ms. Tharaka Fernando	0112344485-9

Further, if shareholders who are unable to participate at the Meeting and wish to raise any queries, such queries could be sent in writing to the Company Secretaries via e-mail to yahagm2020@cmsl.lk or by post to the Registered Office of the Company, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, 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 to the attention of the Board of Directors so that same could be addressed at the Meeting.

Shareholders who are unable to attend may complete and return the Form of Proxy to reach the Registered Office of the Company not later than 48 hours before the time fixed for the holding of the Meeting.

Reference Note 8 (a) to (j) set out in the Notice of Meeting, shareholders who wish to participate at the aforesaid Annual General Meeting are kindly requested to complete and return the Registration Form attached to this Circular, to reach the Registered Office of the Company, 8-5/2, Leyden Bastian Road, Colombo 1, at least three (3) days prior to the date of the Meeting.

The Board of Directors also propose to amend the Articles of Association of the Company, in the manner stipulated in the attached Notice. The changes and or inclusion of new provisions are mainly in relation to the conduct of meetings partly or completely by electronic and or audio or audio visual means and connected changes including method of voting, circulation of accounts, minutes and service of Notices. Your concurrence is sought to give effect to the said changes.

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

FORM OF REQUEST

To : YORK ARCADE HOLDINGS PLC
8-5/2 Leyden Bastian Road
York Arcade Building
Colombo 1.

**REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT OF
YORK ARCADE HOLDINGS PLC – 2019/2020**

With reference to your Circular dated 8th September 2020, I/We wish to request for a printed copy of the Annual Report of York Arcade Holdings PLC for the Financial Year 2019/2020.

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 :

.....

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.

YORK ARCADE HOLDINGS PLC

Company Registration No. PQ 181

Registration Form

Participation at the THIRTY FOURTH ANNUAL GENERAL MEETING (AGM) OF YORK ARCADE HOLDINGS PLC ON 9TH OCTOBER 2020 AT 9.30 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, 8-5/2 Leyden Bastian Road, Colombo 01, Sri Lanka or emailed to yahagm2020@cnsi.lk or faxed to number 0112438067.

Notice of Meeting

NOTICE IS HEREBY GIVEN that the Thirty Fourth Annual General Meeting of York Arcade Holdings PLC will be held at the Grand Oriental Hotel, No. 2 York Street, Colombo 01 on 09th October, 2020 at 9.30 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, 2020 with the Report of the Auditors thereon.
2. To re-elect as a Director, Mr. S. Shanmugalingam who retires in terms of Articles 84 and 85 of the Articles of Association.
3. 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 4 below).
4. To reappoint as a Director Mr. A. Rajaratnam, 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. Palihena, 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 Auditors, Messrs. KPMG, Chartered Accountants, and to authorize the Directors to determine their remuneration.
8. Special Business
To consider and if thought fit to pass the following Special Resolution to amend the Articles of Association of the Company in the manner following:

Special Resolution

“• Resolved –

That the following words and meaning be included in the table under Article 2 of the Articles of Association immediately following the words “The Act” and the meaning set opposite:

Electronic Facility/ies A system or method providing an electronic means of participating at a meeting including audio, or audio and visual communication by which all shareholders and or participants participating can simultaneously hear each other throughout the meeting.

and

That the meaning set opposite the words “In Writing” in the table under Article 2 of the Articles of Association be amended to read as follows:

In writing

Written or to the extent permitted
By law in any other form

Notice of Meeting

- That the existing Article 46 be renumbered as Article 46(1) and the following new Articles numbered 46(2) and 46(3) be included immediately after the renumbered Article 46(1) :

46 (2) A General Meeting may be held-

- (i) by means of audio, or audio and visual communication by which all Members participating and constituting a quorum, can simultaneously hear each other throughout the meeting; or
- (ii) by the quorum being present and assembled together at the place, date and time appointed for the meeting; or
- (iii) by simultaneous attendance and participation partly by means of an Electronic Facility/ies and by being assembled together at a place, where all Members participating and constituting a quorum, can simultaneously hear each other throughout the meeting.

- (3) In the event all persons participating in the General Meeting cannot be accommodated in the meeting room where the Chairman will be, the Directors can arrange for any people who they consider cannot be seated in such main meeting room, to attend in an overflow room or rooms. Any overflow room must have a live video and two way sound link with the main room for the General Meeting, where the Chairman will be. The video and sound link must enable those in all the rooms to see and hear the proceedings of the other rooms. The notice of the General Meeting does not have to give details of any arrangements under this Article. However at the discretion of the Board the notice and or a circular accompanying the notice shall incorporate details on maximum number of Members to be accommodated in the main room. The Directors can decide on how to divide people between the main room and any overflow room. If any overflow room is used, the General Meeting will be treated as being held in the main room.

- That the following new Article 48(4) be included immediately after the existing Article 48(3)

48(4) In the case of any General Meeting being conducted partly or completely by an Electronic Facility/ies the notice and or a circular accompanying the notice shall provide details on the method of access and participation including how to speak and vote at the meeting.

- That the existing Article 52 be deleted and the following be substituted therefor:

52 (1) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. The quorum for all purposes shall be three (03) each being a Member or a proxy for a Member or attorney or (in the case of a corporation) by an authorized representative.

- (2) In determining attendance at a General Meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

Notice of Meeting

- (3) Where a General meeting is held partly or completely by Electronic Facility/ies, the Board and the Chairman may stipulate any requirement that is reasonably necessary to ensure the identification of such participants and the security of the electronic communication.

- "That the existing Article 56 be deleted and the following be substituted therefor:

56 (1) At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by-

- (i) The Chairman of the meeting; or
- (ii) Not less than five persons present in person or by attorney or representative or by proxy and entitled to vote; or
- (iii) A Member or Members present in person or by attorney or representative or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.

A demand for a poll may be withdrawn. Unless a poll be demanded (and the demand be not withdrawn) a declaration by the Chairman of the Meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

- (2) Notwithstanding the aforesaid provisions contained in Article 56(1) at any General Meeting held partly or completely by means of an Electronic Facility/ies, a resolution put to the vote shall be decided either by the members signifying their assent or dissent via electronic means or in the event of a poll, such poll votes may be cast by such electronic means as the Board deems appropriate.

- That the existing Article 93 be deleted and the following be substituted therefor:

93 The Board may concurrently participate either in person or by telephone, radio, conference television or similar equivalent communication or any other form of audio or audiovisual instantaneous communication by which all persons participating in the conference are able to hear and be heard by all other participants for the dispatch of business and adjourn and otherwise regulate the conference as they think fit or by a combination of such methods. All provisions relating to the convening of a meeting of the Board, including the giving of Notice thereof and Agenda, the quorum for such conference meeting and the votes to be cast shall be the same as is applicable under these Presents in relation to such Meetings.

Notice of Meeting

- That the existing Article 94 be deleted and the following be substituted therefor

94 A resolution passed by such conference meeting may be constituted by an instrument in hard copy or electronic form (duly executed) and shall notwithstanding that the Directors are not present together at one place at the time of the conference, be deemed to have been passed at a conference of the Directors held on the day and at the time at which the conference was held and shall be deemed to have been held at the registered office of the Company unless otherwise agreed, and all Directors and other persons including the Secretary participating at that conference shall be deemed for all purposes to be present at the conference.

- That the existing Article 119 be deleted and the following be substituted therefor:

119 The Directors shall cause minutes to be maintained either in books or electronic means as permitted by law for the purpose:-

- (a) of all the appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all Meetings of the Company, and of the Directors, and of committees of Directors;

and every Director present at any meeting of Directors or Committee of Directors shall sign his name on the attendance register to be kept for that purpose.

- That the existing Article 141 be deleted and the following be substituted therefor:

141 A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report, shall not less than fifteen working days before the date of the meeting be sent by post or any other instantaneous method of communication, or made available on the Company's website and/or on the website of the Colombo Stock Exchange to every Member of, and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these presents (provided that this Article shall not require a copy of these documents to be sent to any person of whose address in Sri Lanka the Company is not aware or to more than one of the joint-holders, but any Member to whom a copy of these documents has not been sent, shall be entitled to receive a copy free of charge on application at the office).

Notwithstanding anything to the contrary and in accordance with section 167 of the Act, the Company may, in the first instance, send every Member by post or any other instantaneous method of communication, or made available on the Company's website and/or on the website of the Colombo Stock Exchange the Annual Report together with the Financial Statements in the summarised form as may be prescribed, in consultation with the Institute of Chartered Accountants of Sri Lanka. The Company shall inform each Member that he is entitled to receive, if he so requires, the full Financial Statement or a printed copy of the Annual Report within a stipulated period of time.

York Arcade Holdings PLC - Annual Report 2019/2020

- That the existing Article 148 be renumbered as Article 148(1) and the following new Article numbered 148(2) be included immediately after the renumbered Article 148(1):

148(2) In the event of a postal disruption, the Company may issue communication/notices through the Company's website and/ or on the website of the Colombo Stock Exchange and/or by any other electronic means.

- That the existing Article 151 be deleted and the following be substituted therefor:

151 If a Member has no registered address in Sri Lanka, and has not supplied to the Company an address outside Sri Lanka for the giving of notices to him, a notice posted up in the registered office of the Company and/or on the Company's website and/or on the Colombo Stock Exchange website shall be deemed to be duly given to him at the expiration of 24 hours from the time when it is so posted. "

By Order of the Board,

CORPORATE MANAGERS & SECRETARIES (PRIVATE) LIMITED

Secretaries

Colombo

08th September, 2020

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. 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 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".

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. Rajaratnam, who is seventy nine 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. Rajaratnam".

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. Palihena 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. S.N.P. Palihena".

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 two years of age be and is hereby reappointed a Director of the Company and it is further 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".

Notice of Meeting

Health and Safety

8. The Meetings will be held in compliance with the Health and Safety guidelines issued by the Ministry of Health and Indigenous Medical Services (Ministry of Health) and standards imposed by the venue to ensure the safety and well-being of all Meeting attendees. Please note that in compliance with such guidelines and standards:
 - a. All attendees will have to undergo a temperature check and sign a declaration form.
 - b. Persons who recorded temperatures in excess of norms prescribed by the Ministry of Health will not be permitted into the Meeting
 - c. Persons with respiratory infections of any type including cough, cold, sore throat or exhibiting other similar symptoms will not be permitted into the Meeting
 - d. Physical contact such as shaking hands will not be permitted and attendees will not be permitted to linger or remain after the conclusion of the Meeting
 - e. Any person not adhering to the health and safety guidelines and standards, including wearing a mask and maintaining the minimum social distance required, will be requested to leave the Meeting
 - f. Food and beverage offerings are not guaranteed and may be limited in keeping with health and safety standards and regulations
 - g. As social distancing measures will be implemented, once the hall capacity is reached as per the relevant Government guidelines, Members may not be permitted to enter.
 - h. A maximum total of forty shareholders will be accommodated at the Meeting venue. The number of shareholders at the Meeting venue has been limited as aforesaid to maintain 'social distancing' requirements in order to mitigate the risk factor associated with the spread of the Covid-19 Virus.
 - i. The selection of the shareholders eligible to participate physically will be made on a 'First come First served' basis.
 - j. In the event the Company is required to take any further action in relation to the meeting in the best interests of the meeting attendees due to 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.

Form of Proxy

I/We the undersignedof

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

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

Alagarajah Rajaratnam
Sri Dhaman Rajendram Arudpragasam
Thedchanamurti Theyagamurti
Sriskandamoorthy Shanmugalingam
Ajit Mahendra de Silva Jayaratne
Shanthikumar Nimal Placidus Palihena
Ganegodage Dhamitha Vaamaka Perera
Sanjeev 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 whom failing
of Colombo

as my/our Proxy to represent me/us and to speak and to vote on my/our behalf at the Thirty Fourth Annual General Meeting of the Company to be held on 09th October, 2020 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.

.....
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.

York Arcade Holdings PLC - Annual Report 2019/2020

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.