

YORK ARCADE HOLDINGS PLC
(Company No. PQ 181)
8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1

15th August 2024.

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

THIRTY EIGHTH ANNUAL GENERAL MEETING

It has been decided to hold the Thirty Eighth Annual General Meeting of the Company as a virtual Meeting on 19th September 2024 via an online meeting platform in accordance with the Articles of Association of the Company and in line with the guidelines issued by the Colombo Stock Exchange (CSE) on the Conduct of Virtual Meetings.

Apart from the Routine Business to be transacted at the Annual General Meeting, the Board of Directors also wish to take up under Special Business at the said Meeting the proposed amendments to the Articles of Association as specified in the Notice of Meeting. The said amendments are in order to comply with the requirements stipulated in the Listing Rules of the Colombo Stock Exchange.

The Notice of Meeting, Form of Proxy and the Registration Form for the Thirty Eighth Annual General Meeting of the Company are enclosed herewith.

Further the shareholders who wish to participate at the meeting via Online Platform are kindly requested to complete and return the aforesaid Registration Form attached to this Circular to reach the Registered Office of the Company, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, or via e-mail to **yahagm2024@cml.lk** at least 3 days prior the date of the Meeting. Upon receipt of the duly completed Registration Form the Company's Secretaries will email Virtual Meeting 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 Mobile App"** 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.

This Circular together with the Notice of Meeting, Form of Proxy, Form of Request for Annual Reports and the Registration Form for Online Meeting Participation will be dispatched via post to the Shareholders provided bulk posting is not suspended and such being accepted by the Central Mail Exchange at the time.

Please be advised that the Annual Report of the Company for the Financial Year ended 31st March 2024 is available on the CSE website:-

<https://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 Mr. Jehan Ratnakumar on 011 2344485-9 or e-mail jehan@cml.lk any time between 9.00 a.m. and 4.00 p.m. on any working day.

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 Registered Address of the Company or e-mail same to **yahagm2024@cml.lk**. The printed copy will be forwarded within eight (8) market days from receipt of the written request provided there is no disruption in the postal service.

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.	e-mail
Ms. Geethika Priyadarshini	0112344485-9	geethika@cml.lk
Ms. Monisha Selvam	0112344485-9	monisha@cml.lk

Further, if shareholders who are unable to participate at the Meeting wish to raise any queries, such queries could be sent in writing to the Company Secretaries via e-mail to **yahagm2024@cml.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 for 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.

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

Notice of Meeting

NOTICE IS HEREBY GIVEN that the Thirty Eighth Annual General Meeting of York Arcade Holdings PLC will be conducted as a virtual meeting from the Registered Office of the Company, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1 on Thursday, 19th September, 2024 at 11.30 a.m. for the following purposes;

1. To receive and consider the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March, 2024 together with the Report of the Auditors thereon.
2. To re-elect Mr. Amrit Rajaratnam who retires by rotation 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 5 below).

4. 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).

5. To reappoint as a Director Mr. S.D.R. Arudpragasam, 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 7 below).

6. To reappoint as Auditors, Messrs. KPMG, Chartered Accountants, and to authorize the Directors to determine their remuneration.

7. Special Business

To consider and if thought fit to pass the following Special Resolution to amend the Articles of Association of the Company in compliance with the Listing Rules of the Colombo Stock Exchange in the manner following:

Special resolution

RESOLVED -

- That the existing Article 74 (1) be deleted and the following be substituted therefor:

- 74(1) The Directors shall not be less than five (5) nor more than Twelve (12) in number. Subject to the provisions of the Act and these presents, the Company may from time to time, by Special Resolution, increase or reduce the number of Directors.

- That the existing Article 105 be deleted in its entirety and the following be substituted therefor:

- 105 (1) A Director, may by notice in writing left at the office, appoint any person to be his Alternate to act in his place for such period as the appointor may stipulate and such appointment shall become effective upon approval thereof by the Board, provided however that:-

- (a) An Alternate Director shall only be appointed in exceptional circumstances and for a maximum period of one (1) year from the date of appointment;
- (b) If an Alternate Director is appointed by a Non-Executive Director such Alternate should not be an Executive of the Company.
- (c) If an Alternate Director is appointed by an Independent Director, the person so appointed should meet the criteria of independence specified in the Listing Rules of the Colombo Stock Exchange and the Company shall satisfy the requirements relating to the minimum number of Independent Directors specified in the Listing Rules. The Nominations and Governance Committee of the Company shall review and determine that the person so nominated as the Alternate would qualify as an Independent Director before such appointment is made.
- (d) The Company shall make an immediate Market Announcement on the Colombo Stock Exchange regarding the appointment of an Alternate Director. Such Market Announcement shall include the following:
 - i) the exceptional circumstances leading to such appointment
 - ii) the information on the capacity in which such Alternate Director is appointed, i.e. whether as an Executive, Non-Executive or Independent Director.
 - iii) the time period for which he/she is appointed, which shall not exceed one (1) year from the date of appointment and
 - iv) a statement by the Company indicating whether such appointment has been reviewed by the Nominations and Governance Committee of the Company.

- (2) 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 Directors which he is entitled to attend or which he may otherwise properly incur in or about the business of the Company or may pay such allowances as the Board may think proper in respect of these expenses.
- (3) An Alternate Director shall be entitled to receive notices (on his giving an address for such notices to be served upon him) of all meetings of the Directors and to attend and vote as Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director in the absence of such appointor.
- (4) If an Alternate Director is also a Director in his own right he shall have at any Board meeting two (2) votes, one (1) vote in his own right and one (1) vote in his capacity as an Alternate Director.
- (5) An Alternate Director shall ipso facto cease to be an Alternate Director on the happening of any of the following events;
- (a) Upon the Appointor's resumption of duties as a Director;
 - (b) If the appointment of the Alternate Director is revoked by notice in writing left at the office by his appointor;
 - (c) 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;
 - (d) If the Alternate Director shall have a receiving order made against him or compounds with his Creditors or is adjudicated an insolvent;
 - (e) If the Alternate Director be lunatic or becomes of unsound mind;
 - (f) If the Alternate Director resigns by a notice in writing given under his hand to the Company;
 - (g) If he becomes subject to any of the provisions of Article 83 of these presents which, if he were a Director of the Company, would render his office vacated;
 - (h) If the Board resolves that the appointment of the Alternate Director be terminated; provided that such termination shall not take effect until the expiration of thirty (30) days after the date of the resolution of the Board.
- (6) 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 forgoing sub-clause 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.
- (7) The attendance of any Alternate Director at any meeting subject to (6) above, including Board Committee meetings shall be counted for the purpose of quorum.

By Order of the Board,
CORPORATE MANAGERS & SECRETARIES (PRIVATE) LIMITED
Secretaries

Colombo
16th August, 2024

Form of Proxy

I/We the undersigned

of.....

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

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

Sri Dhaman Rajendram Arudpragasam	of Colombo whom failing
Sriskandamoorthy Shanmugalingam	of Colombo whom failing
Ajit Mahendra de Silva Jayaratne	of Colombo whom failing
Shanthikumar Nimal Placidus Palihena	of Colombo whom failing
Sanjeev Rajaratnam	of Colombo whom failing
Amrit Rajaratnam	of Colombo whom failing
Anushman Rajaratnam	of Colombo

as my/our Proxy to represent me/us and to speak and to vote on my/our behalf at the Thirty Eighth Annual General Meeting of the Company to be held on 19th September, 2024 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
For							
Against							

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

.....
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.

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.

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 – 2023/2024

With reference to your Circular dated 15th August 2024, I/We wish to request a printed copy of the Annual Report of York Arcade Holdings PLC for the Financial Year 2023/2024.

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 No. PQ 181)

Registration Form

Participation at the ANNUAL GENERAL MEETING (AGM) OF YORK ARCADE HOLDINGS PLC to be held on 19th September 2024 at 11.30 a.m. and conducted as a Virtual Meeting from 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01

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 **yahagm2024@cmsl.lk**

M – 321
Inland Postage Paid

IF UNDELIVERED PLEASE RETURN TO :
CORPORATE MANAGERS & SECRETARIES (PRIVATE) LIMITED
8-5/2, LEYDEN BASTIAN ROAD, YORK ARCADE BUILDING,
COLOMBO 1.