

Circular to Shareholders

CITRUS LEISURE PLC
[Company Reg. No.PQ 211]
No.56/1, Kynsey Road
Colombo 08

Tel: 011-5755055, Facsimile: 011-5470000, Web - www.citrusleisure.com

CIRCULAR TO SHAREHOLDERS

39TH ANNUAL GENERAL MEETING AND THE ANNUAL REPORT FOR THE YEAR 2020/21

Dear Shareholder/s

Taking into consideration the current regulations/restrictions prevailing in the country due to the COVID-19 pandemic, the Board of Directors of Citrus Leisure PLC has decided to hold the 39th Annual General Meeting (AGM) of the Company as a Virtual Meeting on Monday, 27th September 2021 at 11.30 a.m., in line with the Guidelines issued by the Colombo Stock Exchange (CSE) for hosting of Virtual AGMs.

METHOD OF HOLDING THE AGM / ELECTRONIC PLATFORM

Only the key officials who are essential for the administration of the formalities of the meeting will be physically present at the venue. All others, including shareholders, will participate via an online meeting hosted on the ZOOM platform. These measures are being adopted to observe "social distancing" requirements to mitigate the dangers of spreading the virus.

REGISTRATION PROCEDURE

Those Shareholders and Proxy holders who wish to participate via the online meeting platform should notify the Company of such intention by completing the attached **Registration Form**. The Registration Form will also be made available on the corporate website of the Company and the website of the Colombo Stock Exchange.

The duly completed **Registration Form** should be deposited with the Secretaries, P W Corporate Secretarial (Pvt) Ltd at No. 3/17, Kynsey Road, Colombo 08 [Tel: 011 4640360] or forwarded to reef.pwcs@gmail.com in order to enable the Company to receive the same by 11.30 a.m. on 25th September 2021.

Please refer to the attached **Guidelines and Registration Process for the Annual General Meeting** for further details in this regard.

APPOINTMENT OF PROXY HOLDERS

Due to the COVID-19 pandemic and prevailing health and safety guidelines issued by the Government of Sri Lanka, the Shareholders are encouraged to vote by Proxy through appointment of a member of the Board of Directors to vote on their behalf and to include their voting preferences on the resolutions to be taken up at the meeting in the Form of Proxy.

The **Form of Proxy** is attached and it will also be made available on the corporate website of the Company and the website of the Colombo Stock Exchange.

Those Shareholders who wish to appoint a Proxy should duly complete the **Form of Proxy** and include the details of such Proxy holder in the **Registration Form** as per the instructions given therein and the attached **Guidelines and Registration Process for the Annual General Meeting**.

The duly completed Form of Proxy should be forwarded to the Company through the Secretaries, P W Corporate Secretarial (Pvt) Ltd at No. 3/17, Kynsey Road, Colombo 08 [Tel: 011 4640360] or forwarded by email to reef.pwcs@gmail.com in order to enable the Company to receive the same by 11.30 a.m. on 25th September 2021.

LOGIN INFORMATION FOR PARTICIPATION VIA THE ONLINE MEETING PLATFORM

The login information will be authorized only for the use by individual Shareholders, Proxy holders and authorized representatives in case of Institutional Shareholders and the Company will not be responsible or liable for any misuse. Where the Proxy holders are concerned, please note that the login information will only be shared with those in whose favour a valid Proxy has been submitted by the Shareholder.

QUERIES OF SHAREHOLDERS

Shareholders who are unable to participate at the Virtual AGM via the designated online meeting platform are invited to forward their suggestions, questions and concerns (if any) relating to items on the Notice of Annual General Meeting to the Secretaries P W Corporate Secretarial (Pvt) Ltd at No. 3/17, Kynsey Road, Colombo 08 [Tel: 011 4640360] or forwarded by email to reef.pwcs@gmail.com to be received by the Secretaries by 11.30 a.m. on 25th September 2021. The Board will ensure that they are discussed and addressed at the AGM, if relevant.

VOTING

Voting on the items on the Agenda will be registered by using an online e-ballot platform.

Please refer to the attached **Guidelines and Registration Process for the Annual General Meeting** for further details in this regard.

ANNUAL REPORT 2020/21

In view of the situation that prevailed in the country due to the COVID-19 pandemic, the distribution of the Annual Report 2020/21 in CD format was not feasible, and therefore the Annual Report for 2020/21 of the Company is published and available for download on the corporate website of the Company and the Colombo Stock Exchange website, and the relevant links are given below:

- (i) Corporate Website of Citrus Leisure PLC - <https://www.citrusleisure.com/>
- (ii) Colombo Stock Exchange Website - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=REEF.N00001>

You may also scan the QR Code given below to directly access the Annual Report 2021.



Any shareholder who makes a request for a printed copy of the Annual Report will be provided with such printed copy within eight (8) market days from the date of receipt of the said request. [A Form of Request that could be used for the said purpose is enclosed].

Should you require assistance relating to your request for a printed copy of the Annual Report, you may contact Mr. Janitha Nisansala, Accountant of the Company on Tel: 0115-755055, email: direct@citrusleisure.com, anytime between 10.00 a.m. and 4.00 p.m. on any working day.

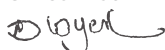
DOCUMENTS ATTACHED

The following documents are attached to this Circular to Shareholders :

1. Notice of Annual General Meeting.
2. Form of Proxy
3. Guidelines and Registration Process for the Annual General Meeting
4. Registration Form
5. Request Form for a printed copy of the Annual Report

By order of the Board

CITRUS LEISURE PLC

A handwritten signature in black ink, appearing to read 'Diyed', written over the printed name of the Director/Secretaries.

P W CORPORATE SECRETARIAL (PVT) LTD

Director/Secretaries

31st August 2021

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty Ninth (39th) Annual General Meeting of Citrus Leisure PLC will be held by electronic means on 27th September 2021 at 11.30 a.m. centered at the Registered Office of the Company at No. 56/1, Kynsey Road, Colombo 8 for the following purposes.

1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and the Financial Statements for the year ended 31st March 2021 and the Report of the Auditors thereon.
2. To pass the ordinary resolution set out below to re-appoint Mr. E P A Cooray who is 73 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.07 of 2007 shall not apply to Mr. E P A Cooray who is 73 years of age and that he be and is hereby re-appointed a Director of the Company."

3. To re-elect as a Director Mr. P V S Premawardhana who retires by rotation in terms of Article 84 of the Articles of Association of the Company.
4. To re-elect as a Director Mr. S A Ameresekere who retires by rotation in terms of Article 84 of the Articles of Association of the Company.
5. To re-appoint M/s Ernst & Young, as Auditors of the Company and to authorize the Directors to determine their remuneration.
6. To authorize the Directors to determine donations for the year ending 31st March 2022 and up to the date of the next Annual General Meeting.
7. Discussion on the remedial action relating to non compliance of Section 7.13.2 of the Listing Rules of the Colombo Stock Exchange.

By order of the Board

Citrus Leisure PLC



P W Corporate Secretarial (Pvt) Ltd

Secretaries

31st August 2021

Colombo

Notes

1. A Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of him/her by electronic means.
2. A proxy need not be a Shareholder of the Company.
3. The Form of Proxy is enclosed for this purpose.
4. Shareholders are advised to follow the Guidelines and Registration Process for the Annual General Meeting attached hereto.

Form of Proxy

I/We*.....

(NIC/Passport/Co. Reg. No.of.....

.....being a shareholder / shareholders of CITRUS LEISURE PLC

hereby appoint

(NIC/Passport No..... of..... or failing him,

Mr. E P A Cooray

or failing him*

Mr. D S Jayaweera

or failing him*

Mr. R Seneviratne

or failing him*

Ms. V S F Amunugama

or failing her*

Mr. J M B Pilimatalawwe

or failing him*

Mr. S D De Mel

or failing him*

Mr. P C B Talwatte

or failing him*

Mr. P V S Premawardhana

or failing him*

Mr. S A Ameresekere

as my/our* proxy to represent and speak and vote as indicated hereunder for me/us* and on my/our* behalf at the Thirty Ninth Annual General Meeting of the Company to be held by electronic means on 27th September 2021 at 11.30 a.m. and at every poll which may be taken in consequence of the aforesaid Meeting and at any adjournment thereof.

- | | FOR | AGAINST |
|---|--------------------------|--------------------------|
| 1. To pass the ordinary resolution set out below to re-appoint Mr. E P A Cooray who is 73 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.07 of 2007 shall not apply to Mr. E P A Cooray who is 73 years of age and that he be and is hereby re-appointed a Director of the Company." | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect as a Director Mr. P V S Premawardhana who retires by rotation in terms of Article 84 of the Articles of Association of the Company. | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect as a Director Mr. S A Ameresekere who retires by rotation in terms of Article 84 of the Articles of Association of the Company. | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-appoint M/s Ernst & Young, as Auditors of the Company and to authorize the Directors to determine their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To authorize the Directors to determine donations for the year ending 31st March 2022 and up to the date of the next Annual General Meeting. | <input type="checkbox"/> | <input type="checkbox"/> |

In witness my/our* hands this day of Two Thousand and Twenty One.

.....

Signature of Shareholder/s

*Please delete what is inapplicable.

- Notes:**
1. A proxy need not be a shareholder of the Company
 2. Instructions as to completion appear overleaf.

INSTRUCTIONS AS TO COMPLETION

1. The full name, National Identity Card number and the registered address of the shareholder appointing the Proxy and the relevant details of the Proxy should be legibly entered in the Form of Proxy which should be duly signed and dated.
2. The completed Proxy should be forwarded to the Company for deposit at the Registered Office through the Company Secretaries, P W Corporate Secretarial (Pvt) Ltd, No. 3/17, Kynsey Road, Colombo 08 (email - reef.pwcs@gmail.com) by 11.30 a.m. on 25th September 2021.

In forwarding the completed and duly signed Proxy to the Company, please follow the Guidelines and Registration Process for the Annual General Meeting attached to the Notice of Annual General Meeting.

3. The Proxy shall –
 - (a) In the case of an individual be signed by the shareholder or by his attorney, and if signed by an attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Company.
 - (b) In the case of a company or corporate / statutory body either be under its Common Seal or signed by its Attorney or by an Officer on behalf of the Company or corporate / statutory body in accordance with its Articles of Association or the Constitution or the Statute. (as applicable)
4. Please indicate with a 'X' how the Proxy should vote on each resolution. If no indication is given, the Proxy in his discretion will vote as he thinks fit.

CITRUS LEISURE PLC

GUIDELINES AND REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 27TH SEPTEMBER 2021

Shareholders / Proxy holders who wish to participate in the Annual General Meeting of Citrus Leisure PLC to be held via an Online Meeting Platform (Virtual AGM), could do so by using a smart phone or a desktop computer.

If a Shareholder/Proxy holder intends to join 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 a Shareholder/Proxy holder wishes to attend the Virtual AGM via a desktop computer, the link can be opened by downloading the “**Zoom Desktop App**” to the respective desktop computer (compatible web browser: Google Chrome).

1. Shareholder who wish to participate in the Virtual AGM of Citrus Leisure PLC, either by themselves or through their Proxies, are requested to forward their details to the Company Secretaries as per the attached **REGISTRATION FORM**.
2. The duly completed and signed **REGISTRATION FORM** should be delivered to the Company, through the Company Secretaries, P W Corporate Secretarial (Pvt) Ltd, No. 3/17, Kynsey Road, Colombo 08 (Telephone: 011-4640360-3) or e-mailed to reef.pwcs@gmail.com to be received by the Secretaries by 11.30 a.m. on 25th September 2021. If participation in the meeting is through a Proxy, the duly completed and signed **FORM OF PROXY** should accompany the **REGISTRATION FORM**.

Note:

If a Proxy is appointed, the information set out in the **REGISTRATION FORM** pertaining to the Proxy holder should tally with the information indicated in the duly completed **FORM OF PROXY** submitted by the Shareholder.

3. The Company will verify all registration requests and identification details received as aforesaid, against the details of Shareholders set out in the Shareholders' Register and accept the registrations for the Virtual AGM if it is satisfied with the request and supporting documents (if any).

Shareholders whose registration requests are accepted will receive an email confirmation from the Company acknowledging the acceptance of their request.


4. The Shareholders whose registration requests have been accepted will receive a further email from the Company 24 hours prior to the commencement of the AGM. This email will provide a web link for online registration referred to as “**Virtual AGM Registration**”. If the Shareholder has appointed a valid Proxy, this email will be forwarded to the relevant Proxy holder.
5. (i) The Shareholders / Proxy holders are requested to use the web link, which will be forwarded by the Company as referred to in 4 above and click on “**Virtual AGM Registration**” in order to complete online registration for the Virtual AGM.

(ii) On clicking the link “**Virtual AGM Registration**”, Shareholders/Proxy holders will be redirected to an interface where they will be requested to enter their **first name, last name, email address, re-enter email address and National Identity Card Number**. (In entering these details the participants are required to ensure that correct details as included in the **REGISTRATION FORM** referred to in 2 above are entered in the said online registration process, since any mismatch will be considered as an unsuccessful log in)

(iii) After successful completion of entering of the details as referred to in 5 (ii) above, the participants are requested to click on “**REGISTER**” which will be prompted on their screens enabling them to receive the meeting link.

6. The Shareholders who successfully complete their online registration as set out in 5 above, will receive the log in link for participation in the meeting referred to as **“Join the Virtual AGM of Citrus Leisure PLC”** and credentials.
7. In order to join the Virtual AGM, participants are required to click on **“Join the Virtual AGM of Citrus Leisure PLC”**. In some instances the system call for the credentials and if that is required, please enter the credentials to gain access to the Virtual AGM.
8. On completion of this process, you will be directed to the Virtual AGM Zoom Platform, where you can participate in the Virtual AGM.

It is recommended that the Shareholders / Proxy holders complete the process outlined in 5, 6, 7 and 8 above and join the AGM at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the time appointed for the commencement of the meeting.

9. Shareholders/Proxy holders may use the **Q & A** tab or the Hand Raise  icon appearing on the screen respectively, to submit their questions or concerns in typed format or verbally. The system will allow a pop up message to **unmute the microphones and to allow video options**.
10. After completion of the process outlined in 7 above in respect of all eligible Shareholders and Proxy holders, the Company will forward a separate email to the Shareholders / Proxy holders (as applicable) who are entitled to vote, providing a separate link to vote on all resolutions included in the Notice of Annual General Meeting dated 31st August 2021.
11. Shareholders / Proxy holders who intend participating in the meeting are requested to open the said voting link and be prepared to cast their vote when each resolution is taken up for voting by the Chairman. Participants are advised to **“refresh”** the voting page and cast the vote as per their discretion in the given space and click **“SUBMIT”** enabling the Company to receive the responses.
12. When declaring the voting on a resolution, Chairman will take into account the voting of the Shareholders/ Proxy holders participating virtually
13. **60 seconds** will be allocated for Shareholders / Proxy holders to cast their vote in respect of each resolution.
14. The results will be processed and announced by the Chairman **15 seconds** after the end of the time slot allocated for voting.
15. In a situation where a Poll is demanded and Shareholders are required to vote on the Poll, a mechanism similar to that referred to for voting, will be applicable. This will be moderated by the Chairman of the meeting.

It is advised to check the online AGM access at least 3 hours prior to the meeting and also ensure that your devices have an audible sound system so that you could participate in the AGM comfortably.

REGISTRATION FORM

39TH ANNUAL GENERAL MEETING (AGM) OF CITRUS LEISURE PLC TO BE HELD AS A VIRTUAL MEETING ON 27TH SEPTEMBER 2021 AT 11.30 A.M.

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder :

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

CDS Account No :

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 Proxy holder is appointed by the Shareholder following details of his/her's 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 :

PARTICIPATION AT THE AGM - Please tick the cage below Online

I/My Proxy holder am/is willing to participate at the AGM

☐

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 in the manner prescribed by its Articles of Association/Statute and in the case of the Registration Form is signed by an Attorney, the Power of Attorney, must be deposited at No. 3/17, Kynsey Road, Colombo 08, Sri Lanka or emailed to reef.pwcs@gmail.com

Form of Request

FOR A PRINTED COPY OF THE ANNUAL REPORT OF CITRUS LEISURE PLC
FOR THE FINANCIAL YEAR 2020/21

TO: Citrus Leisure PLC
C/o P W Corporate Secretarial (Pvt) Ltd*
3/17, Kynsey Road
Colombo 8

I/We hereby request for a printed copy of the Annual Report of Citrus Leisure PLC for the financial year 2020/21.

DETAILS OF THE SHAREHOLDER(S)

Full name :	
National Identity Card / Passport / Company Registration No. :	
Contact Telephone Number :	
Address :	

.....
Signature of Shareholder(s)

.....
Date

* Contact details of P W Corporate Secretarial (Pvt) Ltd

Telephone	011 4640360-3
Facsimile	011 2696717, 011 4740588
Email	reef.pwcs@gmail.com