

# 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](http://www.citrusleisure.com)

## 40TH ANNUAL GENERAL MEETING AND THE ANNUAL REPORT FOR THE YEAR 2021/22

Dear Shareholder/s

The Annual Report for 2021/22 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 | <a href="https://www.citrusleisure.com/annualreport/">https://www.citrusleisure.com/annualreport/</a>   |
| (ii) Colombo Stock Exchange Website -       | <a href="https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=REEFN0000">https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=REEFN0000</a> |

You may also scan the QR Code given below to directly access the Annual Report 2021/22.



Further to Circular No. 04/2022 dated 27th May 2022, issued by the Colombo Stock Exchange the Company will not be providing a printed copy of the Annual Report. The shareholders may contact Mr. Janitha Nisansala, Accountant on any working day on Tel: 0115-755055, or email: [direct@citrusleisure.com](mailto:direct@citrusleisure.com) with regard to any queries relating to viewing of the Annual Report.

### DOCUMENTS ATTACHED

The following documents are attached to this Circular to Shareholders:

1. Notice of Annual General Meeting.
2. Form of Proxy

By order of the Board  
CITRUS LEISURE PLC



**P W CORPORATE SECRETARIAL (PVT) LTD**

Secretaries

31st August 2022

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fortieth (40th) Annual General Meeting of Citrus Leisure PLC will be held on 26th September 2022 at 11.15 am at Sri Lanka Foundation Institute, Lecture Hall No. 03, No. 100, Sri Lanka Padanama Mawatha, Independence Square, Colombo 07 for the following purposes;

## 1. Ordinary Business

- 1.1 To receive the Annual Report of the Board of Directors on the affairs of the Company and its subsidiaries and the Financial Statements for the year ended 31st March 2022 and the Report of the Auditors thereon.
- 1.2 To pass the ordinary resolution set out below to re-appoint Mr. E P A Cooray who attained the age of 74 years, 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 attained the age of 74 years and that he be and is hereby re-appointed a Director of the Company.”
- 1.3 To re-elect Mr. D S Jayaweera as a Director who retires by rotation in terms of Article 84 of the Articles of Association of the Company.
- 1.4 To re-elect Mr. J M B Pilimathalawwe as a Director who retires by rotation in terms of Article 84 of the Articles of Association of the Company.
- 1.5 To re-appoint the retiring Auditors Messrs Ernst & Young, Chartered Accountants, as the Company's Auditors and to authorize the Directors to determine their remuneration.
- 1.6 To authorize the Directors to determine donations for the year ending 31st March 2023 and up to the date of the next Annual General Meeting.

## 2. Special Business

- 2.1 To consider and if thought fit, to pass the following resolution as a Special Resolution :  
“IT IS HEREBY RESOLVED to amend the Articles of Association of the Company, by the inclusion of the following Article as Article 51 immediately after the existing Article 50 under the heading “Method of Holding Meetings” and to renumber the existing Articles 51 to 156 as Articles 52 to 157.

### METHODS OF HOLDING GENERAL MEETINGS

58. (1) A meeting of shareholders may be held either—
  - (i) by a number of shareholders who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; (hereinafter sometimes referred to as the physical General meeting); or
  - (ii) by means of audio, or audio and visual communication by which all shareholders participating and constituting a quorum, can simultaneously hear each other throughout the meeting, (hereinafter sometimes referred to as Electronic General Meeting); or
  - (iii) by a General Meeting held both physically and electronically (called Hybrid General Meetings); or

- (iv) by means of a resolution in writing signed by not less than Eighty-Five per centum (85%) of the Shareholders who would be entitled to vote on a resolution at a meeting of Shareholders, who together hold not less than Eighty-Five per centum (85%) of the votes entitled to be cast on that resolution, shall be valid as if it had been passed at a General Meeting of those Shareholders.
- (2) The Board shall determine whether a General Meeting is to be held as a physical General Meeting as referred to in 51. (1)(i) or held as an electronic General Meeting as referred to in 51. (1)(ii) or held as a Hybrid General Meetings, both physically and electronically as referred to in 51. (1)(iii) or by a Resolution in writing as referred to in 51. (1)(iv).
- (3) The Board shall specify in the notice calling the general meeting whether the meeting will be physical or electronic or hybrid or by a Resolution in writing. Such notice shall also specify the time, date, and place and/or electronic platform(s) of the General Meeting, as it is determined.
- (4) (i) when conducting an Electronic General Meeting the Board shall enable persons to simultaneously attend by electronic means with no member necessarily in physical attendance at the Electronic General Meeting. The members or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question.
- (ii) If it appears to the Chairman of the General Meeting that the electronic platform(s), facilities, or security at the Electronic General Meeting have become inadequate for the purposes referred to herein then the Chairman may, without the consent of the meeting, interrupt to resolve such inadequacy where possible or adjourn the General Meeting. All business conducted at that General Meeting up to the time of that adjournment shall be valid and the provisions of Article 54 shall apply to that adjournment.
- (iii) In relation to an Electronic General Meeting, the right of a member to participate in the business of any General Meeting shall include, without limitation, the right to speak, vote on a poll, be represented by a proxy, and have access (including electronic access) to all documents which are required by the Act or these Articles to be made available for/at the meeting."

By order of the Board

**Citrus Leisure PLC**



**P W Corporate Secretarial (Pvt) Ltd**

Secretaries

31st August 2022

#### **Notes**

1. A Shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote on behalf of him/hers.
2. A proxy need not be a Shareholder of the Company.
3. The Form of Proxy is enclosed for this purpose

# Form of Proxy

I/We\* ..... of .....

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

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

(NIC/Passport No. ....) of ..... or failing him/her\*,

- |                         |                 |
|-------------------------|-----------------|
| 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 Pilimalalawwe | 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 Fortieth Annual General Meeting of the Company to be held on 26th September 2022 at 11.15 am. and at every poll which may be taken in consequence of the aforesaid Meeting and at any adjournment thereof.

## 1 Ordinary Business

- |  | FOR                      | AGAINST                  |
|--|--------------------------|--------------------------|
| 1. To pass the ordinary resolution set out below to re-appoint Mr. E P A Cooray who is 74 years of age, as a Director of the Company;  | <input type="checkbox"/> | <input type="checkbox"/> |
| "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 attained the age of 74 years and that he be and is hereby re-appointed a Director of the Company." |                          |                          |
| 2. To re-elect Mr. D S Jayaweera as a Director 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 Mr. J M B Pilimalalawwe as a Director 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 the retiring Auditors Messrs Ernst & Young, Chartered Accountants as the Company's Auditors and authorise 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 2023 and up to the date of the next Annual General Meeting.  |                          |                          |

## 2 Special Business

- |   |                          |                          |
|---|--------------------------|--------------------------|
| 1. To consider and if thought fit to pass the Special Resolution set out under item 2.1 of the Notice of Meeting for the amendments to the Articles of Association. | <input type="checkbox"/> | <input type="checkbox"/> |
|---|--------------------------|--------------------------|

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

.....  
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 by 11.15 am. on 24th September 2022.
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. If you wish to appoint a person other than the Chairman or a Director of the Company as your Proxy, please insert the relevant details in the space provided.
5. Please indicate with a 'X' in the space provided how your Proxy is to vote on each resolution. If no indication is given, the Proxy in his discretion will vote as he thinks fit.