

YORK ARCADE HOLDINGS PLC

(Company No. PQ 181)

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

3rd June 2025.

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

THIRTY NINTH ANNUAL GENERAL MEETING

It has been decided to hold the Thirty Ninth Annual General Meeting of the Company as a virtual Meeting on 30th June 2025 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 Ninth 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 yahagm2025@cmsl.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 2025 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 0 11 2344485-9 or e-mail jehan@cmsl.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 yahagm2025@cmsl.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@cmsl.lk
Ms. Monisha Selvam	0112344485-9	monisha@cmsl.lk
Ms. Shifa Farook	0112344485-9	shifa@cmsl.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 yahagm2025@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 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 Ninth 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 Monday, 30th June 2025 at 11.00 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, 2025 together with the Report of the Auditors thereon.
2. To re-elect Mr. Anushman Rajaratnam who retires by rotation in terms of Articles 84 and 85 of the Articles of Association.
3. To re-elect Mr. E.D.P. Soosaipillai who was appointed a Director during the year and who retires in terms of Article 92 of the Articles of Association as a Director.
4. To re-elect Mr. A.I.Piyadigama who was appointed a Director during the year and who retires in terms of Article 92 of the Articles of Association as a Director.
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 5 below).

6. To reappoint as a Director, Mr. S. Shanmugalingam who has attained 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).

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 compliance with the Listing Rules of the Colombo Stock Exchange in the manner following:

Special Resolution

Resolved –

“That the existing Article 74 (2) be deleted and the following be substituted therefor:

74(2) Notwithstanding anything to the contrary, so long as the shares of the Company are listed on the Colombo Stock Exchange, the Company shall in compliance with the Listing Rules of such Exchange ensure that of the total number of Directors on the Board of Directors of the Company at any given time one third or two (whichever is greater) shall be Independent Directors in accordance with and subject to the criteria therefor in the Listing Rules of the Colombo Stock Exchange.

Any change occurring to this ratio shall be rectified within ninety (90) days from the date of change.

For the purpose of this Article, the term ‘Independent Director’ shall be as defined and set out in the Listing Rules of the Colombo Stock Exchange above referred to.”

By Order of the Board,
Corporate Managers & Secretaries (Pvt) Limited
Secretaries

Colombo
03rd June, 2025

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 attached hereto.
3. The completed Form of Proxy should be deposited at the Registered Office of the Company at No. 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” and CSE website 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. S.D.R. Arudpragasam 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. 07 of 2007 shall not apply to the said Director, Mr.S.D.R.Arudpragasam.”

6. 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. S. Shanmugalingam who has attained seventy 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. Shanmugalingam.”

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	of Colombo whom failing
Sriskandamoorthy Shanmugalingam	of Colombo whom failing
Sanjeev Rajaratnam	of Colombo whom failing
Amrit Rajaratnam	of Colombo whom failing
Anushman Rajaratnam	of Colombo whom failing
Eugen Duliksha Pratharp Soosaipillai	of Colombo whom failing
Asoka Indrasiri Piyadigama	of Colombo

as my/our Proxy to represent me/us and to speak and to vote on my/our behalf at the Thirty Ninth Annual General Meeting of the Company to be held on 30th June 2025 at 11.00 a.m. 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 ofTwo Thousand and Twenty Five

.....
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 (Contd.)

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 – 2024/2025**

With reference to your Circular dated 3rd June 2025, I/We wish to request a printed copy of the Annual Report of York Arcade Holdings PLC for the Financial Year 2024/2025.

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 30th June 2025 at 11.00 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 yahagm2025@cmsl.lk

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