



# AMAYA LEISURE PLC

Company No. PQ 145

Level 27, East Tower, World Trade Center, Echelon Square, Colombo 01, Sri Lanka

28th May 2021

## CIRCULAR TO SHAREHOLDERS

Dear Shareholder

### EXTRA ORDINARY GENERAL MEETING - CHANGE OF NAME OF THE COMPANY

With the intention of aligning all hotels under the management of Hayleys to be under one banner, Directors of the Company have recommended that the name of the Company should be changed from Amaya Leisure PLC to **Hayleys Leisure PLC**. The Directors are of the opinion that the said move will add more value to the hotels through Hayleys Brand presence.

Further, the Board believes that Hayleys PLC being one of the largest conglomerates in the nation will cement the stand of acceptance for all hotel properties under its brand and would help to grow their reach internationally. The brand name of 'Amaya Resorts and Spas' will remain unchanged and will not be affected by the name change of the Company.

Prior approval from the Registrar General of Companies has been obtained for the said change. In terms of the Companies Act No. 07 of 2007, it is required to obtain the approval from the shareholders of the Company by way of special resolution for this purpose.

Notice of Meeting and the resolution for the said purpose are attached herewith, with a Form of Proxy.

Taking into consideration the current regulations/restrictions prevailing in the country due to the COVID-19 pandemic, the Board of Directors of the Company has decided to hold the EGM on 'online meeting platform' (virtual meeting) which is in line with the Articles of the Association of the Company. This meeting will be held on the assumption that no curfew will be in force on that date and that there would be no restrictions imposed by the authorities on conduct of meetings. The Board of Directors, Key Management Personnel, Auditors, Legal Advisers, Company Secretaries and the officials who are required for the administration of the meeting will assemble at the Conference Room, Hayleys PLC, No. 400, Deans Road, Colombo 10, Sri Lanka. Health screening measures will be carried out and maximum safety precautions will be taken at the aforesaid venue as per the prevailing guidelines.

Thanking you

By order of the Board

**AMAYA LEISURE PLC**

For HAYLEYS GROUP SERVICES (PVT) LTD

Secretaries

# AMAYA LEISURE PLC

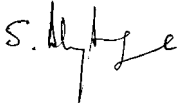
## Company No. PQ 145

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Shareholders of Amaya Leisure PLC will be held on 29th June 2021 at 11.00 a.m. or immediately after the Annual General Meeting on online platform for the purpose of considering and if thought fit to pass the following resolution as a Special Resolution;

#### SPECIAL RESOLUTION

IT IS HEREBY RESOLVED that the name of the Company be changed from "AMAYA LEISURE PLC" to "HAYLEYS LEISURE PLC".



By Order of the Board

AMAYA LEISURE PLC

For HAYLEYS GROUP SERVICES (PVT) LTD

Company Secretaries

At Colombo on 28th May 2021

#### NOTES:

1. A Shareholder is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Shareholder of the Company.  
  
A Form of Proxy is enclosed for this purpose. The instrument appointing a proxy must be deposited at No. 400, Deans Road, Colombo 10, Sri Lanka or must be e-mailed to [amayaagm@secretarial.hayleys.com](mailto:amayaagm@secretarial.hayleys.com) not later than forty eight (48) hours before the start of the Meeting.
2. The General Meeting will be held on 'Online meeting platform' and in line with the Articles of Association of the Company. Please refer the 'Instructions, Registration process and Guidelines to join via online meeting platform'.

# AMAYA LEISURE PLC

## Company No. PQ 145

### FORM OF PROXY

I/We.....

(full name of Shareholder\*\*) NIC No./Reg. No. of Shareholder (\*\*\*) .....

Of .....

being Shareholder/Shareholders\* of Amaya Leisure PLC hereby appoint:

1) .....

(or failing him)

2) Mr. Abeyakumar Mohan Pandithage, Chairman of the Company or failing him, one of the Directors of the Company, as my/our\* proxy to represent and speak for me/us\* and vote on my/our\* behalf at the Extraordinary General Meeting of the Company to be held on 29th June 2021 at 11.00 a.m. or immediately after the Annual General Meeting on online platform and at any adjournment thereof which may be taken in consequence thereon.

For

Against

Special Resolution for the change of the Name of the Company as set out in the Notice

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

.....

Signature of Shareholder

Witness Signature : .....

Name : .....

Address : .....

NIC No. : .....

#### Notes:

(a) \*Please delete the inappropriate words.

(b) A shareholder is entitled to attend and vote at the Extraordinary General Meeting of the Company, is entitled to appoint a proxy to attend, vote and speak instead of him/her and the proxy need not be a shareholder of the company.

\*\* Full name of shareholder/proxy holder and their NIC Nos' and Witness are mandatory. Your Proxy Form will be rejected if these details are not completed. Reg. No. Should be given in the case of corporate shareholders.

(c) A shareholder is not entitled to appoint more than one proxy to attend on the same occasion.

(d) Instructions are noted on the reverse hereof.

(e) This Form of Proxy is in terms of the Articles of Association of the Company.

## **FORM OF PROXY**

### **INSTRUCTIONS AS TO COMPLETION**

1. To be valid, the completed Form of Proxy must be deposited with the Company Secretaries, Hayleys Group Services (Pvt) Ltd at No. 400, Deans Road, Colombo 10, Sri Lanka or to be e-mailed to [amayaagm@secretarial.hayleys.com](mailto:amayaagm@secretarial.hayleys.com) not less than forty eight (48) hours before the start of the Meeting.
2. In perfecting the Form of Proxy, please ensure that all requested details are filled in legibly including mandatory details. Kindly sign and fill in the date of signing.
3. If you wish to appoint a person other than the Chairman of the Company (or failing him, one of the Directors) as your proxy, please insert the relevant details at (1) overleaf. The proxy need not be a member of the Company.
4. In the case of a Company/Corporation the proxy must be under its common seal which should be affixed and attested in the manner prescribed by its Articles of Association.

In the case of the individual shareholders, the signature of the shareholder should be witnessed by any person over 18 years of age.

5. Where the Form of Proxy is signed under a Power of Attorney (POA) which has not been registered with the Company, the original POA together with a photocopy of same or a copy certified by a Notary Public must be lodged with the Company along with the Form of Proxy.
6. In the case of Marginal Trading Accounts (slash accounts), the Form of Proxy should be signed by the respective authorised Fund Manager/Banker with whom the account is maintained or/and as per the Agreements signed between the shareholders and the Fund Manager/Bank.

**AMAYA LEISURE PLC**  
**Company No. PQ 145**

**REGISTRATION FORM**

**EXTRAORDINARY GENERAL MEETING (EGM) TO BE HELD ON ONLINE PLATFORM ON 29TH JUNE 2021 AT 11.00 A.M. OR IMMEDIATELY AFTER THE ANNUAL GENERAL MEETING**

**DETAILS OF SHAREHOLDER**

Full Name of the Principal Shareholder : .....

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

CDS Account No. : .....

Residential Address : .....

Telephone No/s : .....

E-mail : .....

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 : .....

E-mail : .....

**PARTICIPATION AT THE EGM**

I/My\* Proxy holder am/is willing to participate at the EGM online.

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 is signed by an Attorney, the Power of Attorney, must be deposited at No. 400, Deans Road, Colombo 10, Sri Lanka or e-mailed to [amayaagm@secretarial.hayleys.com](mailto:amayaagm@secretarial.hayleys.com) before forty eight (48) hours before the start of the EGM.

## **AMAYA LEISURE PLC**

**Company No. PQ 145**

### **INSTRUCTIONS, REGISTRATION PROCESS AND GUIDELINES TO JOIN VIA ONLINE MEETING PLATFORM AT THE EXTRA ORDINARY GENERAL MEETING (EGM) AT 11.00 A.M. (OR IMMEDIATELY AFTER THE AGM) ON 29TH JUNE 2021**

1. Shareholders who wish to participate virtually via Online Meeting Platform should follow the following procedure in order to have them registered for the EGM.
2. The request to register names for online participation via Online Meeting Platform should be delivered to the Secretaries Hayleys Group Services (Pvt) Ltd, No. 400, Deans Road, Colombo 10, Sri Lanka or e-mailed to [amayaagm@secretarial.hayleys.com](mailto:amayaagm@secretarial.hayleys.com) along with the required registration information as per the REGISTRATION FORMS for the EGM on or before the 26th June 2021.
3. The information received from a Shareholder pertaining to his/her Proxy holder should tally with the information indicated in the duly completed Form of Proxy for the EGM submitted by the Shareholder in order for the meeting link and user credentials to be shared by the Company with the Proxy holder.
4. The Company will verify all the registration requests and identification details received with the Shareholders' register and accept the registrations if it is satisfied with the request and supporting documents. Once the registration is accepted, Shareholders will receive an e-mail confirmation acknowledging the registration.
5. The Shareholders whose online participation request has been accepted will receive a separate e-mail containing the meeting link and user credentials from the Company twenty four (24) hours prior to the commencement of the EGM.

Please note that, as this EGM is scheduled to be held immediately after the AGM of the Company, the meeting link and user credentials will be the same for both meetings (AGM and EGM) and please use the same meeting link and credentials sent for the AGM to login to EGM as well. You could login to AGM and EGM using the same link and credentials.

6. If any Shareholder is proposing to participate via his/her smartphone or tablet, it is necessary for him/her to download the Online Meeting App (Microsoft Teams) to his/her phone or tablet. If the participation is via desktop/laptop computer, the meeting link should be opened through a web browser.
7. If any Shareholder who is registered for participation via Online Meeting Platform encounters any difficulty in connecting to the meeting, they could contact the numbers (+94) 0772081950 / (+94) 0774195935 for any assistance required.
8. Shareholders are required to join the virtual AGM and EGM by clicking on the meeting link and user credentials sent by Amaya Leisure PLC via e-mail. Same link will be valid for the EGM.
9. It is recommended to join the meeting at least ten (10) minutes before the start of the Meeting. The Online Meeting Platform will be active thirty (30) minutes before the start of the Meeting.
10. Once the link is clicked on, the Shareholders will be requested to insert the Credentials (Username/E-mail and Password) provided to you by Amaya Leisure PLC.
11. Once the credentials are inserted, he/she will be directed to the live streaming of the EGM.
12. Once the virtual EGM has commenced, Shareholders can use the "Q&A Forum" to communicate your questions/concerns as and when required.
13. Amaya Leisure PLC will be posting links to all resolutions included in the agenda in the "Q&A" window of the meeting separately, as and when each such resolution is taken up for voting by the Chairman. Participants are expected to open the link and insert the credentials to login to the Microsoft Forms to mark their preference using the relevant option and click the "submit" icon enabling Amaya Leisure PLC to receive the responses. When declaring the position of a resolution, Chairman shall take into account that the voting of shareholders are similar to show of hands, one vote per shareholder.
14. In a situation where Shareholders' voting is required for a poll, the same mechanism will be applicable. This will be moderated by the Chair of the meeting. Such voting count will be as specified in the Companies Act No. 07 of 2007.
15. It is advised to check the online meeting access at least a day prior and also ensure that your devices have an audible sound system so that you could be a part of the EGM comfortably.