

CIRCULAR TO SHAREHOLDERS

ANNUAL REPORT 2024/2025

Dear Shareholder,

The Annual Report of Renuka Hotels PLC for the financial year 2024/25 is presented to you via the websites listed below, complying with the rules of the Colombo Stock Exchange.

Colombo Stock Exchange website – www.cse.lk (Company Search)

The Corporate website - www.renukahotel.com (Our Story)

A Shareholder who wishes to obtain a printed copy of the Annual Report, may send the completed 'Form of Request' attached,

To:

Head of Finance
Renuka Hotels PLC
328, Galle Road
Colombo 3.

Alternatively, you could email the completed 'Form of Request' to am@renukahotel.com

The printed Report will be forwarded within 8 Market Days, from the date of receipt of your written request.

Please be advised that the Notice convening the Annual General Meeting (AGM) of the Company, the related Form of Proxy and Instructions for Registration and Participation of Shareholders at the Virtual Annual General Meeting are also enclosed.

In the event you require any assistance in accessing the above links, or if you have any queries pertaining to the AGM, you may contact the Company Secretary (Contact No. 0112573598) during normal office hours (10.00 a.m. to 4.00 p.m.)

By order of the Board

Renuka Hotels PLC



Ms. A. Withana
Company Secretary
22 August 2025

NOTICE OF MEETING

Notice is hereby given that the Fifty Sixth Annual General Meeting of Renuka Hotels PLC., will be held as a **Virtual Meeting** on 22 September 2025 at 11.30 a.m., using a digital platform for the following purposes.

1. To receive and adopt the Report of the Directors and the Audited Statement of Accounts for the year ended 31 March 2025 with the Report of the Auditors thereon.
2. To declare a dividend.
3. To authorise the Directors to determine and make donations.
4. To re-appoint as a Director of the Company, Mr. R. N. Asirwatham who is over 70 years of age and who vacates his office in terms of Section 210 of the Companies Act No. 7 of 2007 (the Companies Act). Notice is hereby given to propose the undernoted Ordinary Resolution in compliance with Section 211 of the Companies Act, in relation to his re- appointment.
“Resolved that Mr. R. N. Asirwatham who is over 70 years of age be and is hereby re-appointed as a Director of the Company, and it is hereby declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Mr. R. N. Asirwatham”.
5. To re-appoint as a Director of the Company, Mr. R. B. Thambiayah who is over 70 years of age and who vacates his office in terms of Section 210 of the Companies Act No. 7 of 2007. Notice is hereby given to propose the undernoted Ordinary Resolution in compliance with Section 211 of the Companies Act, in relation to his re- appointment.
“Resolved that Mr. R.B. Thambiayah who is over 70 years of age be and is hereby re-appointed as a Director of the Company, and it is hereby declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Mr. R. B. Thambiayah”.
6. To re-appoint as a Director of the Company, Ms. N. A. Thambiayah who is over 70 years of age and who vacates her office in terms of Section 210 of the Companies Act No. 7 of 2007. Notice is hereby given to propose the undernoted Ordinary Resolution in compliance with Section 211 of the Companies Act, in relation to her re- appointment.
“Resolved that Ms. N. A. Thambiayah who is over 70 years of age be and is hereby re-appointed as a Director of the Company, and it is hereby declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Ms. N.A. Thambiayah”.
7. To re-elect Mr. M. J. Fernando who retires by rotation at the Annual General Meeting in terms of the Articles of Association of the Company, as a Director.
8. To re-appoint M/s BDO Partners, Chartered Accountants as Auditors of the Company and to authorise the Directors to determine their remuneration.

By Order of the Board
Renuka Hotels PLC



Ms. A. Withana
Company Secretary
Colombo
22 August 2025

Notes: A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of him/her. Such proxy need not be a member of the Company. A Form of Proxy accompanies this Notice.

The completed Form of Proxy should be deposited at the Registered Office of the Company 328, Galle Road, Colombo 3, not later than forty-eight (48) hours before the time appointed for the holding of the meeting.

RENUKA HOTELS PLC (PB776PQ)

INSTRUCTIONS FOR REGISTRATION AND PARTICIPATION OF SHAREHOLDERS AT THE VIRTUAL ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD THROUGH AUDIO/VISUAL MEANS ON 22 SEPTEMBER 2025 AT 11.30 A.M.

Dear Shareholder,

The Board of Directors of Renuka Hotels PLC has decided to hold the 56th Annual General Meeting of the Company as a **Virtual Meeting** using a digital platform. Accordingly, the Annual General Meeting will be conducted by the Board of Directors in the manner prescribed below:

A. GENERAL

1. The 56th Annual General Meeting of Renuka Hotels PLC will be conducted from the Conference Room, Renuka City Hotel, 328, Galle Road, Colombo 3 on 22 September 2025 at 11.30 a.m.
2. The Annual General Meeting will be held in accordance with the guidelines issued by the Colombo Stock Exchange for the hosting of a virtual AGM.
3. The Chairman, members of the Board of Directors, Key Officials and the Company Secretary will be present at the venue of the meeting in person and all the shareholders will participate in the meeting through audio visual means.
4. The Company Secretary (Contact No. 0112573598) is designated to answer queries from the shareholders regarding documentation relating to the AGM.

B. SHAREHOLDER PARTICIPATION

1. Shareholders who are unable to attend the AGM are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting and to include their voting preference on the resolutions to be taken up at the meeting in the Form of Proxy.
2. Shareholders may also appoint any other person other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting only through audio visual means.
3. Shareholders who wish to participate at the meeting will be able to join the meeting through audio visual means only. To facilitate this process, the shareholders are required to forward their details by completing the form '**Registration of Shareholder Details for Online Participation**', and deliver/mail to Company Secretary, Renuka Hotels PLC, 328, Galle Road, Colombo 3, fax to facsimile no. +94112574137 or email to am@renukahotel.com not less than five (5) days before the date of the meeting so that the meeting login information could be forwarded via the email addresses provided.
4. Shareholders are informed that if they have any queries relating to items on the agenda and any other document relating to the AGM, such queries should be sent to reach the Company in the manner specified in item B.3 above not later than 5 days prior to the date of the meeting so that they could be addressed at the meeting.
5. The procedure for voting on the items of the agenda will be explained to the shareholders prior to the commencement of the meeting.

By Order of the Board,
Renuka Hotels PLC



Ms. A. Withana
Company Secretary
22 August 2025

RENUKA HOTELS PLC (PB776PQ)
REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE PARTICIPATION
56th ANNUAL GENERAL MEETING

To: Company Secretary
Renuka Hotels PLC
328, Galle Road, Colombo 3.

1. Full Name of the Shareholder/s –

Primary.....

Joint

2. Shareholder/s Address

.....

3. Shareholder/s NIC No. / Passport No. / Co. Reg. No.

Primary

Joint

4. Shareholder's Contact No.(Residence)

(Mobile).....

5. Shareholder's e-mail address

In the event a Proxy Holder is appointed:

6. Name of the Proxy Holder

7. Proxy holder's NIC No. / Passport No.

8. Proxy holder's contact No. (Residence)

(mobile)

9. Proxy holder's e-mail

Participation at the AGM – Please tick the cage below:

I/My Proxy Holder am/is willing to participate at the AGM via
the on line platform

☐

Signature(s)

Principal Shareholder

Joint Shareholder

Date

Date

Notes:

1. It is mandatory for the shareholder/s to provide the e-mail address in the space provided above in order to forward the log in information to facilitate the online participation at the meeting.
2. Duly filled Registration of Shareholder Details Form should be forwarded/mailed to Company Secretary, Renuka Hotels PLC, 328, Galle Road, Colombo 3, faxed to facsimile no. +94112574137 or emailed to am@renukahotel.com not less than five (5) days before the date of the meeting.

RENUKA HOTELS PLC (PB776PQ)
FORM OF PROXY

I/We.....

of.....

A member/members of Renuka Hotels PLC, hereby appoint

Ms. S. R. Thambiayah	<i>of Colombo or failing her*</i>
Ms. N. A. Thambiayah	<i>of Colombo or failing her*</i>
Ms. A. L. Thambiayah	<i>of Colombo or failing her*</i>
Mr. R. B. Thambiayah	<i>of Colombo or failing him*</i>
Ms. N. R. Thambiayah	<i>of Colombo or failing her*</i>
Mr. R. N. Asirwatham	<i>of Colombo or failing him*</i>
Mr. G. I. Koggalage	<i>of Colombo or failing him*</i>
Mr. M. J. Fernando	<i>of Colombo or failing him*</i>
Mr. P. M. B. Fernando	<i>of Colombo or failing him*</i>
Ms. S. M. A. N. Ranaweera	<i>of Colombo or failing her *</i>

**Please select what is required and delete the others.*

.....

of

as *my/our proxy to vote on *my/our behalf at the Annual General Meeting of the Company held on 22 September 2025 and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid meeting.

	FOR	AGAINST
1. To receive and consider the Report of Directors and the Audited Statement of Accounts for the year ended 31 March 2025 with the Report of the Auditors' thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a dividend.	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Board of Directors to determine and make donations.	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint as a Director, Mr. R.N. Asirwatham in terms of Section 211 of the Companies Act No. 7 of 2007.	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint as a Director, Mr. R. B. Thambiayah in terms of Section 211 of the Companies Act No. 7 of 2007.	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint as a Director, Ms. N.A. Thambiayah in terms of Section 211 of the Companies Act No. 7 of 2007.	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Mr. M. J. Fernando, who retires by rotation in terms of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-appoint M/s BDO Partners, Chartered Accountants as Auditors of the Company and to authorise the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this day of 2025

Signature

NOTE: 1*Please delete the inappropriate words

2.Instructions as to completion are noted on the reverse hereof

3.If you wish your proxy to speak at the meeting you should interpolate the words “and to speak” immediately after the words “to vote”

FORM OF PROXY

INSTRUCTIONS AS TO COMPLETION

1. Kindly perfect the Form of Proxy by filling in legibly your full name and address and by signing in the space provided. Please fill in the date of signature.
2. If you wish to appoint a person other than a Director as your Proxy, please insert the relevant details in the space provided overleaf
3. In terms of the Articles of Association of the Company
 - a) In case of an individual shall be signed by the appointer or by his attorney
 - b) In case of a Corporation shall be either under its common seal or signed by its attorney or by an officer on behalf of the Corporation
4. In terms of the Articles of Association of the Company in case of joint-holders of a share the senior who tenders a vote, whether in person or by proxy or by attorney or by representatives shall be accepted to the exclusion of the votes of the other joint-holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
5. To be valid the completed Form of Proxy should be deposited at the Registered Office of the Company at 328, Galle Road, Colombo 3, not less than 48 hours before the appointed time for the meeting.

FORM OF REQUEST

To: Head of Finance
Renuka Hotels PLC
328, Galle Road
Colombo 3.

RENUKA HOTELS PLC REQUEST FOR PRINTED COPY OF THE ANNUAL REPORT -2024/2025

I wish to request for a copy of the printed version of the 2024/2025 Annual Report of Renuka Hotels PLC.
Please send the same by post to the address given below

Full Name of Shareholder
NIC/ Passport No./Company Registration No.
Address
Contact No.

.....

Signature

.....

Date