

ANNUAL GENERAL MEETING

PRIME LANDS RESIDENCIES PLC – PQ 00234680

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting (AGM) of the shareholders of Prime Lands Residencies PLC will be held as a virtual meeting on 28th June 2024 at 10.00 a.m. to conduct the following business:

Agenda

1. Regular Business

- 1.1. Notice of meeting
- 1.2. To receive and consider the Report of the Directors and the Statements of Accounts for the year ended 31st March 2024 together with the Report of the Auditors thereon.
- 1.3. To resolve that the interim Dividend of Rs. 0.60 declared on 29th May 2024 and paid to Shareholders from the profit of the financial year 2023/24 is deemed to be the final dividend for the said financial year.
- 1.4. To re-appoint Mr. Pathirage Anura Wijesiri Perera, as a Director in terms of Article 29(1)(b) of the Articles of Association of the Company.
- 1.5. To re-appoint Messrs. BDO Partners, Chartered Accountants, as the Auditors of the Company for the ensuing year and authorise the Directors to determine their remuneration.
- 1.6. To authorise the Board of Directors to determine contributions to charities and other donations for the year 2024/25.

2. Special Business

To consider and if deemed appropriate, to pass the following resolution as a Special Resolution to amend the Articles of Association of the Company, in order to comply with the current Listing Rules of the Colombo Stock Exchange:

“IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT the existing Article 30 be deleted in its entirety and substituted with the following Article as Article 30:

30. ALTERNATE DIRECTOR

- (1) In exceptional circumstances, any director may by notice in writing left at the Registered Office approve the appointment of a person who meets the criteria set out in (2) below, to be an Alternate Director of the Company to act in his/her place, and the following provisions of this Article shall apply to any person so appointed.
 - (a) A person appointed to be an Alternate Director shall not, in respect of such appointment, *ipso facto* only be entitled to any privileges or entitlements of this appointment or other than upon, his/her giving an address for such notice to be served upon him/her be entitled to receive notices of all meetings of the directors and of the Company to attend and vote as director at any such Board Meeting or subcommittee meeting at which the director appointing him/her is not personally present and generally to perform all the functions of the director who appointed him/her in the absence of such director subject to restrictions placed by the directors and/or his/her appointer. Attendance of the Alternate Director at any such meeting shall be counted for purpose of the quorum being present.

- (b) An Alternate Director may be appointed for a specified period or until the happening of a specified event, provided such appointment does not exceed a period of one (01) year from the date of the appointment, and he/she shall cease to be an Alternate Director on the occurrence of any one or more of the following events, that is to say: -
- (i). If the appointment of the Alternate Director is revoked by notice in writing left at the office of the Company by the director appointing him/her; or
 - (ii). If the directors resolve that the appointment of the Alternate Director be terminated, provided that such termination shall not take effect until the expiration of thirty days after the date of such resolution of the directors; or
 - (iii). If the appointment is in respect of a specified period or on the happening of a specified event, then at the end of the specified period or at the happening of such specified event.
 - (iv). Is disqualified from being a director pursuant to Section 202 of the Act; or
 - (v). The appointee resigns or dies.

(2) Appointment of an Alternate Director shall be subject to the following:

- (a) A Non-Executive Director shall not appoint an executive of the Company as his/her alternate.
- (b) An Alternate Director appointed by an Independent Director should meet the criteria of independence specified by the Listing Rules and the Company shall satisfy the requirements relating to the minimum number of Independent Directors specified in the said Rules. The Nominations and Governance Committee shall review and determine that the person nominated as the alternate would qualify as an Independent Director before such appointment is made.

(3) The Company shall make an immediate Market Announcement regarding the appointment of the Alternate Director incorporating the requirements specified by the Listing Rules for such Announcement. “

By order of the Board of Directors of
Prime Lands Residencies PLC

S S P Corporate Services (Private) Limited

(Signed)

Company Secretaries

Date: 4th June 2024

Notes:

1. A shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his/her behalf.
2. A proxy so appointed need not be a member of the Company.
3. A form of proxy accompanies this notice.

To attend the virtual Annual General Meeting 2024, please complete the following steps:

1. Registration: Complete and submit the attached form titled "**Registration of Shareholder Details - Online Participation at the AGM 2024**" (Annexure I).
2. Review Guidelines: Familiarize yourself with the "**Guidelines and Registration Process for the AGM via the Online Meeting Platform**" available on the;
 - a. Company website: <https://www.primeresidencies.lk/investor-relation> or
 - b. Colombo Stock Exchange: <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=PLR.N0000>

PRIME LANDS RESIDENCIES PLC

Annual General Meeting – 2024

FORM OF PROXY

I/We..... of

..... being a member/members of Prime Lands Residencies PLC hereby appoint:
 of

..... (holder of NIC No. or failing him/her

Ms. H. K. S. R. Perera..... of Colombo failing her

Mr. B. Premalal of Colombo failing him

Mr. N. M. Weerakkody..... of Colombo failing him

Ms. S. S. A. P. Brahmanage..... of Colombo failing her

Mr. H. M. N. U. Kumara of Colombo failing him

Mr. P. A. W. Perera of Colombo failing him

Mr. M. Perera of Colombo failing him

Mr. D. H. Kalapuge of Colombo failing him

Mr. S. M. S. S. Bandara of Colombo failing him

Mr. D. Sooriyaarachchi of Colombo failing him

Mr. N.L.S. Joseph of Colombo

as my/our proxy to represent me/us to vote for me/us and on my/our behalf at the 19th Annual General Meeting of the Company to be held on 28th June 2024 and at any adjournment thereof and at every poll which may be taken in consequence thereof.

Agenda Item	For	Against
1.2. To receive and consider the Report of the Directors and the Statements of Accounts for the year ended 31st March 2024 together with the Report of the Auditors thereon.		
1.3. To resolve that the interim Dividend of Rs. 0.60 declared on 29th May 2024 and paid to Shareholders from the profit of the financial year 2023/24 is deemed to be the final dividend for the said financial year.		
1.4. To reappoint Mr. Pathirage Anura Wijesiri Perera, as a Director in terms of Article 29(1)(b) of the Articles of Association of the Company.		
1.5. To re-appoint Messrs. BDO Partners, Chartered Accountants, as the Auditors of the Company for the ensuing year and authorise the Directors to determine their remuneration.		
1.6. To authorise the Board of Directors to determine contributions to charities and other donations for the year 2024/25.		
Amendment of Articles of Association of the Company		
2. To adopt the Special Resolution as set out in the Notice of the Meeting.		

Signed on this day of Two Thousand and Twenty-Four.

.....
 Signature of the Shareholder

Note: Instructions as to the completion of the form of proxy are noted on the reverse hereof.

INSTRUCTIONS FOR COMPLETION OF THE FORM OF PROXY

1. Kindly perfect the Form of Proxy by legibly filling your full name and address, signing in the space provided, and filling in the date of signature. Please indicate with a 'X' how the Proxy should vote on each Resolution. If no indication is given, the Proxy in his/her discretion will vote as he/she thinks fit.
2. If the Proxy Form is signed by an Attorney, the original Power of Attorney 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, if such Power of Attorney has not already been registered with the Company.
3. In the case of a company or corporation/statutory body, the Proxy must be filled and attested in the legally prescribed manner, either under its common seal or signed by the Attorney or by an Officer(s) on behalf of the company or corporation/statutory body in accordance with its Articles of Association or the Constitution or the Statute (as applicable).
4. The completed Form of Proxy should be deposited at the Registered Office of the Company at No. 75, D.S. Senanayake Mawatha, Colombo 08, or by post or scanned and emailed to **agm@primeresidencies.lk** not less than 48 hours before the time appointed for holding the Meeting.
5. A shareholder appointing a Proxy (other than a Director of the Company) to attend the meeting should indicate the Proxy holder's details clearly and, additionally in the enclosed **REGISTRATION FORM** (Annexure I)
6. In the case of Margin Trading Accounts (Slash Accounts), the Form of Proxy should be signed by the respective authorized Fund Manager/Banker with whom the account is maintained.

Prime Lands Residencies PLC - PQ 00234680**Nineteenth Annual General Meeting - 2024****Registration of Shareholder Details - Online Participation at the AGM 2024
(Registration Form)**

To: The Registrars
 Prime Lands Residencies PLC
 No. 75, D S Senanayake Mawatha
 Colombo 08.

1. Full Name of the Shareholder:
2. Shareholder's Address:
3. Shareholder's NIC No. / Passport No. / Co. Reg. No.:
4. Shareholder's CDS Account No. :
5. Shareholder's Contact No. (Residence) : 6. Mobile :
7. Shareholder's E-mail address:
8. Name of the Proxy Holder:
9. Proxy holder's NIC No. / Passport No. / Co. Reg. No.:
10. Proxy holder's Contact No. (Residence) : 10. Mobile :
11. Proxy holder's E-mail address:
12. Participation in the AGM Via an online platform: YES /NO (strike off irrelevant word)
13. Name of the Joint holder/s (if any) :
 - 1)
 - 2)
14. National Identity card number/s of Joint holder/s :
 - 1)
 - 2)

.....
Shareholder's	Date	1 st Joint holder's	Date	2 nd Joint holder's	Date
Signature		Signature		Signature	

Note:

1. Shareholders are requested to provide their email address in the space provided in order to forward the Virtual AGM Zoom link & necessary instructions if they wish to attend the AGM through the Online Platform.
2. In the case of a Company/Corporation, the Shareholder details form must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
3. In case the Shareholder Details Form is signed by an Attorney, the Power of Attorney must be deposited at the Registered Office of the Company for registration.

COPIES OF THE ANNUAL REPORT 2023/2024

The Annual Report and the Financial Statements of Prime Lands Residencies PLC for the year ended 31st March 2024 is available on the:

1. Corporate Website – <https://www.primeresidencies.lk/investor-relation>
2. The Colombo Stock Exchange – <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=PLR.N0000>

The said Annual Report and Financial Statements can also be accessed by scanning the following QR code.



If Members wish to receive a printed copy of the Annual Report, they can submit the duly completed and signed "Form of request for a printed copy of the Annual Report" to the Registered Office of the Company. Alternatively, they can email a scanned copy of the form to agm@primeresidencies.lk

The "Form of request for a printed copy of the Annual Report" can be downloaded via the:

1. Corporate Website at <https://www.primeresidencies.lk/investor-relation>
2. The Colombo Stock Exchange at <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=PLR.N0000>

A printed copy of the Annual Report will be forwarded by the Company within eight (8) market days from the date of receipt of the request.

You may contact the undernoted for any queries on the Annual Report:

Contact Person : Kanchana Fernando
Phone No : 0713756019
Email Address : agm@primeresidencies.lk

By Order of the Board
Prime Lands Residencies PLC

(Signed)

S S P Corporate Services (Private) Limited
Company Secretaries
Date: 4th June 2024

GUIDELINES AND REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING (AGM) VIA ONLINE MEETING PLATFORM

Shareholders / Proxy holders who wish to participate in the Annual General Meeting of Prime Lands Residencies 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 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 App**” to the respective desktop computer or via the Web Browser. (Compatible web browser: Google Chrome).

1. Shareholders who wish to participate in the Virtual AGM of Prime Lands Residencies PLC either by themselves or through their Proxies are requested to forward their details to the Registrars of the Company as per the attached **REGISTRATION FORM**.
2. The duly completed and signed **REGISTRATION FORM** should be deposited at the Registered Office of the Company or a scanned copy of the same should be emailed to agm@primeresidencies.lk to be received **not less than 48 hours** before the date appointed for the holding of the meeting. If participation in the meeting 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, in order for the meeting link and user credentials to be shared by the Company with the Proxy holder.

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 the “**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 NIC No. / Passport No. / Co. Reg. No.. (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 login link for participation in the meeting referred to as 'Join Meeting'.
7. In order to join the Virtual AGM, participants are required to click on 'Join Meeting'. In some instances the system may 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 fifteen (15) 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 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.
11. Shareholders / Proxy holders who intend to participate in the meeting are requested to be prepared to cast their vote when each resolution is taken up for voting by the Chairperson. Participants are advised to 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, the Chairperson will take into account the voting of the Shareholders/ Proxy holders participating virtually.
13. Sixty (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 Chairperson fifteen (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 Chairperson of the meeting.

It is advised to check the online AGM access at least three (03) hours prior and also ensure that your devices have an audible sound system so that you could participate in the AGM comfortably.

For any Technical Assistance please call: +94710200542

PRIME LANDS RESIDENCIES PLC - PQ 00234680

**FORM OF REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT
2023/2024**

Date :

To: The Registrars,
Prime Lands Residencies PLC
No. 75, D S Senanayake Mawatha
Colombo 08

ANNUAL REPORT OF PRIME LANDS RESIDENCIES PLC - 2023/2024

I/We hereby request you to send me a printed copy of the Annual Report of Prime Lands Residencies PLC for the Financial Year 2023/2024.

.....

.....

Signature

Date

- Corporate Shareholders - Form should be signed by duly authorised person.
- Joint Shareholders - Form may be signed by the principal Shareholder.

Name of Shareholder (as registered in the Company or in the CDS)	
NIC No. / Reg. No. / Company No.	
Address	
Contact No	