



THE FORTRESS RESORTS & SPA

SRI LANKA

THE FORTRESS RESORTS PLC

[Company Reg No. PQ 207]

Level 29, West Tower, World Trade Centre, Echelon Square, Colombo 01
Tel 0914389400 Facsimile 0914389458, Web: www.thefortressresortandspa.com

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CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s

Annual General Meeting of the Fortress Resorts PLC

It is with great pleasure that the Board of Directors of The Fortress Resorts PLC presents the Company's Annual Report for the Financial Year ended 31st March 2025 and convenes the 41st Annual General Meeting (AGM) of the Company to be held on Monday, 30th June 2025 at 11.00 a.m. at the Auditorium of L B Finance PLC, Corporate Office, No.20, Dharmapala Mawatha, Colombo 3.

The Annual Report - 2024/25 is made available to the Shareholders, on the Company's Website (www.fortressresortandspa.com) and the Website of the Colombo Stock Exchange (CSE) (<https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=RHTLN0000>) in accordance with Rule 7.5 of the Listing Rules of the CSE. Additionally, the under-noted documents are also hosted on the Websites of the Company and the CSE:

1. Notice of Annual General Meeting
2. Form of Proxy
3. Form of Request for a printed copy of the Annual Report

If you wish to have a printed version of the Annual Report, please mail the duly completed "Form of Request" to the address given below.

The Fortress Resorts PLC
C/o Corporate Solutions Unit
Central Depository Systems (Pvt) Limited
Ground Floor, M & M Centre
341/5, Kotte Road, Rajagiriya

The printed Annual Report will be forwarded within 8 market days of the receipt of your written request.

Should you require assistance relating to your request for a printed copy of the Annual Report and/or the mode of forwarding such Report you may contact Mr. Nishantha Samarasekara of the Company on telephone 0773879831 email: acc@thefortress.lk between 10.00 a.m. and 4.00 p.m. on any working day.

If you are unable to participate at the AGM and wish to appoint a proxy to represent you, please complete and return the Form of Proxy to reach the Registered Office of the Company, Level 29, West Tower, World Trade Centre, Colombo 01 by 11.00 a.m. on 28th June 2025.

By Order of the Board
THE FORTRESS RESORTS PLC
PW CORPORATE SECRETARIAL (PVT) LTD



Director/Secretaries

27 May 2025

**FORM OF REQUEST
FOR A PRINTED COPY OF THE ANNUAL REPORT OF THE FORTRESS RESORTS PLC
FOR THE YEAR ENDED 31ST MARCH 2025**

TO: The Fortress Resorts PLC
C/o Corporate Solutions Unit
Central Depository Systems (Pvt) Limited
Ground Floor, M&M Center
341/5 Kotte Road, Rajagiriya

I/We hereby request for a printed copy of the Annual Report of The Fortress Resorts PLC for the year ended 31st March 2025.

DETAILS OF THE SHAREHOLDER(S)

Full name and Address:	
National Identity Card / Passport / Company Registration No.:	
Contact Telephone Number:	

.....
Signature of Shareholder(s)

.....
Date

* Contact details of Central Depository Systems (Pvt) Limited

Telephone 011 2356444
Facsimile 011 2440396
Email registrars@cse.lk

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Forty First (41st) Annual General Meeting of the Company will be held at the Auditorium of L B Finance PLC, Corporate Office, No.20, Dharmapala Mawatha, Colombo 3, on 30th June 2025 at 11.00 a.m. for the following purposes:

1. ORDINARY BUSINESS

- 1.1 To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and its subsidiaries and the Statement of Accounts for the year ended 31st March 2025 with the Report of the Auditors thereon.
- 1.2 To re-elect Mr. J R Gunaratne who retires by rotation pursuant to the provisions of Article 84 of the Articles of Association of the Company, as a Director.
- 1.3 To re-elect Mr. A M J Fernando who retires pursuant to the provisions of Article 91 of the Articles of Association of the Company, as a Director.
- 1.4 To re-elect Mrs. R N Pallegama who retires pursuant to the provisions of Article 91 of the Articles of Association of the Company, as a Director.
- 1.5 To re-elect Mrs. K D Weerasinghe who retires pursuant to the provisions of Article 91 of the Articles of Association of the Company, as a Director.
- 1.6 To re-elect Mr. A Y E Joseph who retires pursuant to the provisions of Article 91 of the Articles of Association of the Company, as a Director.
- 1.7 To pass the ordinary resolution set out below to re-appoint Mr. J A S S Adhiketty, who is 75 years of age, 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. J A S S Adhiketty who is 75 years of age and that he be and is hereby re-appointed a Director of the Company."

- 1.8 To pass the ordinary resolution set out below to re-appoint Mr. Jan P Van Twent, who is 70 years of age, 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. Jan P Van Twent who is 70 years of age and that he be and is hereby re-appointed a Director of the Company."

- 1.9 To re-appoint Messrs Ernst & Young, Chartered Accountants, as the Auditors of the Company and to authorize the Directors to determine their remuneration.
- 1.10 To authorize the Directors to determine donations for the year ending 31st March 2026 and up to the date of the next Annual General Meeting.

2. SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Special Resolution to amend the Articles of Association of the Company:

"IT IS HEREBY RESOLVED THAT

- (a) the following new Article be inserted as Article 51, immediately prior to the existing Article 51;

METHODS OF HOLDING GENERAL MEETINGS

51. (1) A General 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 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 Meeting); or
 - (iii) by a meeting held both physically and electronically (called Hybrid 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

Notice of Annual General Meeting

as a Hybrid General Meeting, 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.

(b) to renumber the existing Article 51 to Article 155 as Article 52 to Article 156, respectively; and any cross references in the said Article 51 to Article 155 to be accordingly re-numbered based on the re-numbering of Article 51 to Article 155 as Article 52 to Article 156.

(c) the re-numbered Article 74 be deleted in its entirety and replaced with the following new Article 74:

74. The Directors shall not be less than five (05) nor more than fourteen (14) in number.

(d) the re-numbered Article 75 be deleted in its entirety and replaced with the following new Article 75:

75. The shareholding qualification for Directors may be determined by the Company in a general meeting, and unless and until so determined, no such qualification shall be required.

(e) the re-numbered Article 105 be deleted in its entirety and replaced with the following new Article 105:

ALTERNATE DIRECTORS

105. (i) (a) Subject to the Statutes and other laws applicable in respect of the composition of the Board, a Director may, due to exceptional circumstances, by notice in writing under his hand delivered to the Secretary, nominate an individual to be appointed as an Alternate Director of the Company for a maximum period of one (1) year from the date of appointment to attend to the duties of the Director in his absence.

(b) Such Alternate Director shall be entitled to receive notices of all meetings of Directors and to attend and vote as Director at any such meeting at which the Director appointing him is not personally present and to exercise the rights of the appointer at meetings of the Board.

(c) The attendance of any Alternate Director at any meeting, including a Board committee meeting, at which the appointer is absent, shall be counted for the purpose of quorum at such meeting.

(ii) The appointment of an Alternate Director shall be subject to the approval of the Board.

(iii) An alternate Director shall not in respect of such appointment be entitled to receive any remuneration from the Company, nor be required to hold any Share qualification. However, the Board may reimburse an Alternate Director such reasonable expenses as he may incur in attending and returning from meetings of the Board which he is entitled to attend, or

as he may otherwise properly incur in or about the business of the Company. Alternatively, the Board may pay such allowances as it considers proper in respect of such expenses.

- (iv) An alternate Director shall (on his giving an address for such notice to be served on him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointer as a Director in the absence of such appointer, due to the reasons stated in Article 105(i) hereof, including the signing of resolutions in writing to be passed by circulation under Article 101 hereof.
- (v) Subject to Article 105(i) hereof, an Alternate Director shall ipso facto cease to be an alternate Director on the occurrence of any of the following events:
 - (a) If his appointer ceases for any reason to be a Director. Provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired;
 - (b) If the appointment of the Alternate Director is revoked by his appointer by a notice in writing delivered to the Secretary;
 - (c) If the Board resolves that the appointment of the Alternate Director be terminated on a date determined by it prior to the completion of the period of one (1) year.
- (vi) A Director shall not vote on the question of the approval of an Alternate Director to act for him, or on the question of the termination of the appointment of such an Alternate under Article 105(v)(c). He shall also not be counted to determine the quorum at meetings when such matters are voted on.
- (vii) If an Alternate Director is appointed for a Non-Executive Director, such Alternate Director shall not be an executive of the Company.

(viii) If an Alternate Director is appointed to represent an Independent Non-Executive Director, such Alternate Director shall meet the criteria for independence specified in the Listing Rules of the Colombo Stock Exchange.

- (f) to add the following words at the end of the re-numbered Article 147 :

The Company may serve notice by electronic mail to an electronic mail account notified by the shareholder in writing or any other acceptable means, to the Company or to the Central Depository System (Pvt) Ltd. Where electronic mail is used, the document or notice shall be deemed to have been received by the shareholder upon the dispatch of same by the Company through electronic mail.

- (g) to delete the re-numbered Article 153 and substitute therefore the following :

153. Any notice required to be or which may be given by advertisement shall unless otherwise require by statute be published in Sinhala, Tamil and English national daily newspapers. The Company may if so permitted by statute, publish any notice required to be given to the shareholders on the official website of the Company and/or on the official website of the Colombo Stock Exchange (if the company is listed on the Colombo Stock Exchange)."

By order of the Board
THE FORTRESS RESORTS PLC



PW Corporate Secretarial (Pvt) Ltd
Director / Secretaries
At Colombo
27 May 2025

Notes

1. A Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote on behalf of him/her.
2. A proxy need not be a Shareholder of the Company.
3. The Form of Proxy is enclosed for this purpose.
4. The completed Form of Proxy must be deposited at the Registered Office of the Company, Level 29, West Tower, World Trade Centre, Colombo – 01, by 11.00 a.m. on 28 June 2025.

Notes

Form of Proxy

I/We*..... (NIC/Passport/Company Reg No)
of being a Shareholder/s* of
THE FORTRESS RESORTS PLC, hereby appoint.....
(holder of NIC/Passport No.....) of or failing him/her*

Mr J R Gunaratne or failing him*
Mr J A S S Adhihetty or failing him*
Mr Jan P Van Twest or failing him*
Mrs K D Weerasinghe or failing her*
Mr Chatura V Cabral or failing him*
Mr C U Weerawardane or failing him*
Ms A A K Amarasinghe or failing her*
Mr V Leelananda or failing him*
Ms K A D B Perera or failing her*
Mr A M J Fernando or failing him*
Mrs R N Pallegama or failing her*
Mr A Y E Joseph

as my/our* proxy to represent and speak and vote for me/us* and on my/our* behalf at the Annual General Meeting of the Company to be held on 30th June 2025 and any adjournment thereof and at every poll which may be taken in consequence thereof.

I/We* the undersigned, hereby authorize my/our* proxy to speak and vote for me/us* and on my/our* behalf in accordance with the preference as indicated below:

		For	Against
1.0	Ordinary Business	<input type="checkbox"/>	<input type="checkbox"/>
1.1	To re-elect Mr J R Gunaratne who retires by rotation pursuant to the provisions of Article 84 of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
1.2	To re-elect Mr A M J Fernando who retires pursuant to the provisions of Article 91 of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
1.3	To re-elect Mrs R N Pallegama who retires pursuant to the provisions of Article 91 of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
1.4	To re-elect Mrs K D Weerasinghe who retires pursuant to the provisions of Article 91 of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
1.5	To re-elect Mr A Y E Joseph who retires pursuant to the provisions of Article 91 of the Articles of Association of the Company, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
1.6	To pass the ordinary resolution set out under item 1.7 of the Notice of Meeting to re-appoint Mr J A S S Adhihetty, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
1.7	To pass the ordinary resolution set out under item 1.8 of the Notice of Meeting to re-appoint Mr Jan P Van Twest, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
1.8	To re-appoint Messrs Ernst & Young, Chartered Accountants, as Auditors and to authorize the Directors to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
1.9	To authorize the Directors to determine donations for the year ending 31st March 2026 and up to the date of the next Annual General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>
2.0	Special Business To consider and if thought fit, to pass the Special Resolution set out under item 2 of the Notice of Meeting to amend the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

In witness my/our* hands thisday ofTwo Thousand and Twenty Five.

Signature of Shareholder/s

*Please delete as appropriate

Notes 1. A proxy need not be a shareholder of the Company
2. Instructions as to completion are noted on the reverse hereof

Notice of Annual General Meeting

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 Form of Proxy should be deposited at the Registered Office of the Company, Level 29, West Tower, World Trade Centre, Echelon Square, Colombo 01 by 11.00 a.m. on 28 June 2025.
3. The Proxy shall –
 - (a) In the case of an individual be signed by the shareholder or by his/her attorney, and if signed by an Attorney, a Notary 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. Please indicate with a 'X' how the Proxy should vote on each resolution. If no indication is given, the Proxy in his discretion will vote as he thinks fit.