



# THE FORTRESS RESORT & 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, Web: [www.thefortressresortandspa.com](http://www.thefortressresortandspa.com)



# Circular to Shareholders

## THE FORTRESS RESORTS PLC

Company No. PQ 207

Level 29, West Tower, World Trade Centre, Echelon Square, Colombo 01

Web: <https://www.fortressresortsandspa.com/>

Tel: +94 91 4 389 458

Dear Shareholder/s

### **42nd Annual General Meeting of the Company**

'It is with great pleasure that the Board of Directors of The Fortress Resorts PLC presents the Annual Report of the Company for the year ended 31st March 2026 and convenes the Forty-Second (42nd) Annual General Meeting ("AGM") of the Company to be held on Tuesday, 30th June 2026 at 10.30 a.m.

Having considered the guidelines issued by the Colombo Stock Exchange ("CSE") on the conduct of virtual shareholder meetings through audio/visual means, and in compliance with the provisions of the Articles of Association of the Company, the Board has decided to hold the AGM as a virtual meeting through an online platform.'

#### **1. Method of Holding the AGM**

Only the key officials who are essential for the administration of the formalities of the meeting will be physically present in the Board Room. All others, including shareholders, will participate via an online meeting hosted on the ZOOM platform.

#### **2. Registration Procedure**

Those Shareholders and Proxy holders who wish to participate via audio visual conferencing technology means should notify the Registrars of the Company of such intention by completing the REGISTRATION FORM.

The duly completed REGISTRATION FORM should be deposited with the Registrars at Corporate Solutions Unit of Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya or forwarded to [agm\\_egm\\_registrars@cds.lk](mailto:agm_egm_registrars@cds.lk) in

order to enable the Company to receive the same 48 hours before the time appointed for the Meeting.

The Guidelines for Registration and the Registration Form are available on Company's official Website and on the Colombo Stock Exchange (CSE) Website, details of which are given under item 6 of this Circular.

#### **3. Appointment of Proxy Holders**

Shareholders are encouraged to vote by Proxy through appointment of a member of the Board of Directors to vote on their behalf and to include their voting preferences on the resolutions to be taken up at the meeting in the Form of Proxy.

The Form of Proxy will also be made available on the corporate website of the Company and the website of the Colombo Stock Exchange and those Shareholders who wish to submit their Form of Proxy should duly complete the same as per the instructions given therein. The duly 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 in order to enable the Company to receive the same by 10.30 a.m. on 28th June 2026.

#### **4. Participation VIA an online Meeting Platform**

The login information will be authorized only for the use by individual Shareholders, Proxy holders and authorized representatives in case of Institutional Shareholders and the Company will not be responsible or liable for any misuse. Where the Proxy holders are concerned, please note that the login information will only be

shared with those in whose favour a valid proxy has been submitted by the Shareholder.

If any Shareholders who are registered for participation via online platform encounters any difficulty in connecting to the meeting, they could contact Cooperate Solutions Unit, Central Depository system (Pvt) Ltd. on telephone: 011-.2356444 for any assistance required.

Shareholders can send in their queries, if any, to agm\_egm\_registrars@cds.lk forty eight hours (48) prior to the commencement of the meeting.

## 5. Voting

Voting on the items on the Agenda will be registered by using an online e-ballot platform. All such procedures will be explained to the Shareholders prior to the commencement of the meeting.

## 6. Copies of The Annual Report 2025/26

The Annual Report 2025/26 of the Company is made available for download on the Corporate Website of the Company and the Colombo Stock Exchange Website and the relevant links are given below:

(i) Corporate Website of The Fortress Resorts PLC-

<https://www.fortressresortandspa.com/annual-reports>

(ii) Colombo Stock Exchange Website

<https://www.cse.lk/company-profile?symbol=RHTL.N0000>

You may also scan the QR code given below to directly access the Annual Report 2025/26



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, please 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.

## 7. Documents Attached

The following documents are attached to this Circular to Shareholders:

1. Notice of Annual General Meeting
2. Form of Proxy
3. Guidelines for Registration
4. Form of Registration
5. Request Form for the printed copy of the Annual Report

By order of the Board

**THE FORTRESS RESORTS PLC**

**P W CORPORATE SECRETARIAL (PVT) LTD**  
*Director/Secretaries*

4th June 2026

# Notice of Meeting

NOTICE IS HEREBY GIVEN that the Forty Second (42nd) Annual General Meeting of the Company will be held on 30th June 2026 at 10.30 a.m. via an online meeting platform centered at the Board Room of Vallibel One PLC, 29th floor, West Tower, World Trade Center, Echelon Square, Colombo 01, Sri Lanka for the following purposes:

- 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 2026 with the Report of the Auditors thereon.
- 2 To re-elect Mr. C. V. Cabraal, who retires by rotation pursuant to the provisions of Articles 85 and 86 of the Articles of Association of the Company, as a Director.
- 3 To re-elect Ms. A. A. K. Amarasinghe, who retires by rotation pursuant to the provisions of Articles 85 and 86 of the Articles of Association of the Company, as a Director.
- 4 To re-elect Mr. V. Leelananda, who retires by rotation pursuant to the provisions of Articles 85 and 86 of the Articles of Association of the Company, as a Director.
- 5 To re-elect Ms. K. A. D. B. Perera, who retires by rotation pursuant to the provisions of Articles 85 and 86 of the Articles of Association of the Company, as a Director.
- 6 To pass the ordinary resolution set out below to re-appoint Mr. J. A. S. S. Adihetty, who is 76 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. Adihetty, who is 76 years of age, and that he be and is hereby re-appointed a Director of the Company."
- 7 To pass the ordinary resolution set out below to re-appoint Mr. J P Van Twest, who is 71 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 P Van Twest, who is 71 years of age, and that he be and is hereby re-appointed a Director of the Company."
- 8 To re-elect Mr. R. J. Karunarajah, who retires pursuant to the provisions of Article 92 of the Articles of Association of the Company, as a Director.
- 9 To re-appoint Messrs Ernst & Young, Chartered Accountants, as the Auditors of the Company and to authorize the Directors to determine their remuneration.
- 10 To authorize the Directors to determine donations for the year ending 31st March 2027 and up to the date of the next Annual General Meeting.

By order of the Board  
**THE FORTRESS RESORTS PLC**



**P W Corporate Secretarial (Pvt) Ltd**  
*Director / Secretaries*

At Colombo  
4th June 2026

## 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.



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

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 2026 and at every poll which may be taken in consequence of the aforesaid Meeting and at any adjournment thereof.

		For	Against
1.	To re-elect Mr. C. V. Cabraal as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
2.	To re-elect Ms. A. A. K. Amarasinghe as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
3.	To re-elect Mr. V. Leelananda as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4.	To re-elect Ms. K. A. D. B. Perera as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
5.	To pass the ordinary resolution set out under item 6 of the Notice of Meeting to re-appoint Mr J A S S Adhihetty, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
6.	To pass the ordinary resolution set out under item 7 of the Notice of Meeting to re-appoint Mr J P Van Twest, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
7.	To re-elect Mr. R. J. Karunarajah as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
8.	To re-appoint Messrs Ernst & Young, Chartered Accountants, as the Auditors of the Company and to authorize the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
9.	To authorize the Directors to determine donations for the year ending 31st March 2027 and up to the date of the next Annual General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>

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

.....  
 Signature of Shareholder/s

Notes

1. A proxy need not be a shareholder of the Company
2. Instructions as to completion appear overleaf

\*Please delete as appropriate

## **INSTRUCTIONS FOR COMPLETION**

1. The full name, National Identity Card number, and the registered address of the shareholder appointing the Proxy, together with 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 10.30 a.m. on 28th June 2026.

'In forwarding the completed and duly signed Proxy to the Company, Shareholders are requested to follow the Guidelines for Registration and the Registration Form made available on the Company's official website and the CSE website.

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 notarially certified copy of the Power of Attorney should be attached to the completed Form of 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, Constitution, or the relevant Statute (as applicable).
4. Please indicate with an 'X' how the Proxy should vote on each resolution. If no indication is given, the Proxy may, in his/her discretion, vote as he/she thinks fit.

# Registration Form

**42nd Annual General Meeting (AGM) of The Fortress Resorts PLC to be held as a Virtual Meeting on 30th June 2026 at 10.30 A.M.**

## Details of Shareholder

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

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

CDS Account No.: .....

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, following details of his/her Proxy 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: .....

.....  
Principal Shareholder

.....  
01st Joint holder

.....  
02nd Joint holder

Date:.....

Note: In the case of a Company/Corporation, the Shareholder Registration Form must be signed in the manner prescribed by its Articles of Association/Statute In the event the Registration Form is signed by an Attorney, the Power of Attorney must be deposited with the Registrars at Corporate Solutions Unit of Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No.341/5, Kotte Road, Rajagiriya or forwarded to agm\_egm\_registrars@cds.lk.



# Guidelines for Registration for The Annual General Meeting

THE FORTRESS RESORTS PLC  
Guidelines for Registration for The Annual General Meeting  
to be held on 30th June 2026

Shareholders / Proxy holders who wish to participate in the Annual General Meeting of The Fortress Resorts 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 Mobile 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 Desktop App" to the respective desktop computer (compatible web browser: Google Chrome).

1. Shareholder who wish to participate in the Virtual AGM of The Fortress Resorts PLC, either by themselves or through their Proxies, are requested to forward their details to the Registrars as per the attached REGISTRATION FORM.
2. The duly completed and signed REGISTRATION FORM should be delivered to the Company, through the Registrars at Corporate Solutions Unit of Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya (Telephone: 011-2356444) or e-mailed to [agm\\_egm\\_registrars@cds.lk](mailto:agm_egm_registrars@cds.lk) to be received by the Registrars 48 hour prior to the time appointed for the meeting.
3. The Registrars 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 Registrars 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 Registrars as referred to in 4 above and click on "Virtual AGM Registration" in order to complete online registration for the Virtual AGM.

## 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.

- (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 National Identity Card Number. (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 log in link for participation in the meeting referred to as "Join the Virtual AGM of The Fortress Resorts PLC" and credentials.
7. In order to join the Virtual AGM, participants are required to click on "Join the Virtual AGM of The Fortress Resorts PLC". In some instances the system 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 thirty (30) 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 respectively, 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.
10. The Company will forward a separate email to the Shareholders / Proxy holders (as applicable) who are entitled to vote, providing a separate link to vote on all resolutions included in the Notice of Annual General Meeting dated 3rd June 2026.
11. Shareholders / Proxy holders who intend participating in the meeting are requested to open the said voting link and be prepared to cast their vote when each resolution is taken up for voting by the Chairman. Participants are advised to "refresh" the voting page and 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, Chairman will take into account the voting of the Shareholders/ Proxy holders participating virtually
13. 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 Chairman 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 Chairman of the meeting.

It is advised to check the online AGM access at least 3 hours prior to the meeting and also ensure that your devices have an audible sound system so that you could participate in the AGM comfortably.

# Form of Request

## For a Printed Copy of The Annual Report of The Fortress Resorts PLC

For the Year Ended 31st March 2026

To: **THE FORTRESS RESORTS PLC**  
C/o Corporate Solutions Unit  
Central Depository Systems (Pvt) Limited  
Ground Floor, M & M Centre  
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 2026.

Details of The Shareholder(S)	
Full Name:	
National Identity Card /Passport /Company Registration No.:	
CDS Account No.:	
Address:	
Contact Telephone Number:	

.....  
Signature of Shareholder(s)

.....  
Date

### Contact details of The Fortress Resorts PLC

Telephone +94 91 4 389 400  
Email fc@thefortress.lk

### Contact details of Corporate Solutions Unit of Central Depository Systems (Pvt) Limited

Telephone 011-2356444  
Facsimile 011-2440396  
Email agm\_egm\_registrars@cds.lk

