



# Lordos Hotels (Holdings) Public Ltd

Registration No. 5901 – Public Company of Limited Liability

**Management:**

10 Kantaras, 7081 Pyla, Larnaka, P.O.Box 42881, 6503 Larnaka, Cyprus  
Tel: +357 24 646880, Fax: +357 24 645880, <http://www.lordos.com.cy>, email: [reception@lordos.com.cy](mailto:reception@lordos.com.cy)

**Registered Office and Secretary:**

35 Thekla Lyssiotis, Eagle Star House 1<sup>st</sup> Floor, 3030 Limassol, P.O.Box 51094, 3501 Lemesos, Cyprus  
Tel: +357 25 818444, Fax: +357 25 372282, email: [lh@adamides.com](mailto:lh@adamides.com)

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual General Meeting of the Members of the Company will be held on Friday 24<sup>th</sup> June, 2011 at 18.00 hours, at The Golden Bay hotel at Larnaka when

- I. The following ordinary business will be transacted:
  - A. To receive and consider the Annual Report of the Directors, the Report as to the Corporate Governance, the Audited Financial Statements of the Mother Company for the year 2010, the Audited Consolidated Financial Statements of the Company for the year 2010 and the Auditors' Report.
  - B. To declare a dividend.
  - C. To elect members of the Board of Directors.
  - D. To fix the remuneration of the members of the Board of Directors.
  - E. To appoint the auditors of the Company and authorise the Board of Directors to fix their remuneration.
  
- II. The following special business will be transacted:
  - A. To consider and, if thought fit, pass the following resolution as Special Resolution:

### SPECIAL RESOLUTION <sup>1</sup>

"That the Article 135 of the Articles of the Company be and is hereby amended by replacement of the text of the said Article by the following text:

135. (1) The directors shall, from time to time and in accordance with the relevant provisions of the Law, cause to be prepared and to be laid before the Company in General Meeting the financial statements of the Company.
- (2) Copies of all the financial statements, the directors' report and the auditors' report, wherever this is necessary, which are to be laid before the Company in General Meeting, shall be available not less than twenty one days before the date of the General Meeting. Any such copy shall be available on demand and without charge, either in electronic or in printed form to:
  - (i) Any member of the Company irrespective of whether entitled to receive notice of the General Meetings;
  - (ii) Any holder of debentures irrespective of whether entitled to receive notice of the General Meetings;
  - (iii) Any person, other than the members or the holders of debentures, entitled to receive notice of the General Meetings of the Company.

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<sup>1</sup> Article 135, currently has as follows:

- (1) The Directors shall from time to time, in accordance with sections 142, 144 and 151 of the Law, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group account, if any, and reports as are referred to in those sections of the Law.
- (2) A copy of every balance sheet (including every document required by the Law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditors' report, shall not less than twenty-one days before the date of the Meeting be sent to every member of, and every holder of debentures of, the Company.  
Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures."

The proposed amendment incorporates in the Articles of Association the new related provisions of the Law (Cap. 113) as amended, also by Law 42(I)/2010.

The above mentioned documents shall be published in accordance with the provisions of any relevant legislation and copies thereof shall be available for those present at the Annual General Meeting of the Company's members.

- (3) In the notice of General Meeting, in accordance with Article 127 of the Law, before which the above mentioned documents are to be laid, a reference shall be made as to the manner these documents are made available.
- (4) A member of the Company, whether entitled to receive, in electronic or in printed form, copies of the balance sheets of the Company or not and, a holder of debenture, whether entitled to that or not, is entitled on demand and without charge to receive a copy, either in electronic or in printed form, of the Company's balance sheet including every document required by law to be annexed thereto, together with a copy of the auditor's report on the balance sheet."

May, 2011

By order of the Board,  
Adaminco Secretarial Limited  
Secretary of Lordos Hotels (Holdings) Public Limited

### Member's Rights and Relevant Documents

1. Member or Members holding at least 5% of the issued share capital representing at least 5% of the total voting rights of all the members entitled to voting right at the Meeting, have the right to add items or to table draft resolution as an item in the agenda of the Annual General Meeting as provided for by article 127B of the Law and within the time specified therein. The above mentioned rights can be exercised by the Members at the Registered Office of the Company at the following address: 35 Thekla Lyssiotis, Eagle Star House 1<sup>st</sup> Floor, 3030 Limassol, P.O.Box 51094, 3501 Lemesos, Cyprus Tel: +357 25 818444, Fax: +357 25 372282 and at the e-mail address [lh@adamides.com](mailto:lh@adamides.com).
2. The Issued Ordinary Shares of the Company at the Record Date are 35.009.157 and every ordinary share incorporates the right of one vote. The holder of ordinary share of the Company is a Member of the Company.
3. Any Member has the right to ask questions relating to the items of the agenda of the Annual General Meeting, subject to any measures the Company may adopt for the ascertainment of the Member's identity, as well as to parameters relating to the preparation and good order of the Annual General Meeting, the confidentiality and the business interests of the Company. Subject to what is mentioned in relation to the Record Date, any Member is entitled to attend, speak and vote at the Annual General Meeting.
4. Any Member entitled to attend, speak and vote at the Annual General Meeting, is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Member. The proxy document must be deposited at the Registered Office of the Company 35, Thekla Lyssiotis Str., Eagle Star House, 1<sup>st</sup> floor, 3030 Limassol, Facsimile: +357 25 372282, [lh@adamides.com](mailto:lh@adamides.com), at least 48 hours before the time fixed for the Meeting. The proxy may be given in either Form A or Form B, attached hereto, or similar.
5. The Record Date for the participation at the Annual General Meeting is Wednesday 22nd June, 2011. Only Members registered in the Registry of the Cyprus Stock Exchange at the Record Date shall have the right to participate and vote at the Annual General Meeting. Any change in the related Registry after the Record Date will not be counted in determining the right of any person to attend and vote at the Meeting.
6. The Annual Report of the Company for the year 2010 (which includes the Statement of the Directors, the statutory Director's Report, the Auditors Report, the Audited Financial Statements of the Company, the Audited Consolidated Financial Statements and the Report as to the Corporate Governance) is available and can be received either in printed form from the Management Offices at 10 Kantara Str, 7081 Pyla, Larnaka, P.O.Box: 42881, 6503, Larnaka (Tel: +357 24 646880, Fax: +357 24 645880) or from the Registered Office of the Company at 35, Thekla Lyssiotis Str., Eagle Star House, 1<sup>st</sup> Floor, 3030, P.O.Box 50194 - 3501, Lemesos (Tel: +357 25 818444, Fax: +357 25 372282), or electronically from the website of the Company <http://www.lordos.com.cy> as well as through the emails [enicolaou@lordos.com.cy](mailto:enicolaou@lordos.com.cy) or [lh@adamides.com](mailto:lh@adamides.com). In printed form the Annual Report of the Company for the year 2010 shall also be available at the place and time of the Annual General Meeting.
7. This notice is announced through the Cyprus Stock Exchange, is posted at the website of the Company <http://www.lordos.com.cy> and will be sent in time to the Members of the Company.

**PROXY**

Form A

To  
Lordos Hotels (Holdings) Public Limited  
35 Thekla Lyssiotis, Eagle Star House 1<sup>st</sup> Floor, 3030 Limassol,  
P.O.Box 51094, 3501 Limassol, Cyprus

I/We .....of ..... member/members of the above said  
Company hereby appoint ..... of..... or failing him .....  
..... of ..... my/our proxy to vote for me/us and on my/our behalf at the Annual General  
Meeting of the Company, to be held on Friday 24<sup>th</sup> June, 2011 at 18.00 hours, at The Golden Bay hotel at Larnaka and at any adjournment  
thereof.

Signed this ..... day of ..... of the year 2011.

(Sgn) \_\_\_\_\_

Form B

*Where it is desired to authorise for voting for or against the proposed resolution:*

To  
Lordos Hotels (Holdings) Public Limited  
35 Thekla Lyssiotis, Eagle Star House 1<sup>st</sup> Floor, 3030 Limassol,  
P.O.Box 51094, 3501 Limassol, Cyprus

I/We .....of ..... member/members of the above said  
Company hereby appoint ..... of..... or failing him .....  
..... of ..... my/our proxy to vote for me/us and on my/our behalf at the Annual General  
Meeting of the Company, to be held on Friday 24<sup>th</sup> June, 2011 at 18.00 hours, at The Golden Bay hotel at Larnaka and at any adjournment  
thereof.

Signed this ..... day of ..... of the year 2011.

(Sgn) \_\_\_\_\_

This form is to be used in favour of\* / against\* the resolution. Unless otherwise instructed the proxy will vote as he thinks fit.

*\*Strike out whichever is not desired.*