

Circular to Shareholders

Dear Sir/Madam

1 Proposed Amendments to the Articles of Association

- 1.1 Your directors recommend that the Company's Articles of Association be amended to bring it in line with the current business environment and operations. The present Articles of Association was last amended in the year 2014.
- 1.2 Few amendments have been proposed to the Company's Articles of Association to overcome administrative difficulties and logistics issues in holding general meetings, both in terms of time and cost, environmental issues, import and currency restrictions etc. and to clearly specify and include provisions for conducting of General Meetings Virtually and sending of Notices via an electronic platform. Also, few Clauses in the Articles of Association are now defunct and not applicable and it is proposed to be excluded.
- 1.3 The proposed amendments are set out in this circular when adopted, the new set of Articles of Association with the proposed Amendments will be made available at Company's Website and CSE portals.

2 Issue of Shares credited as fully paid up by way of Capitalisation of Reserves

- 2.1 The Board of Directors of the Company considers it
 - a/ desirable that in the interests of the Company, the Issued Stated Capital should more appropriately be brought into line with the capital employed by the Company in business over a period of time
 - b/ the shareholders to benefit from the accumulated profits of the company
- 2.2 The current Stated Capital of the Company is Rs 4,239,611,750/= consisting of Ordinary shares - voting (267,300,000) and non-voting Ordinary shares (133,650,000)
- 2.3 Capitalisation of a sum of Rs 1,287,049,500 (Rupees One Billion Two Hundred Eighty-Seven Million Forty-Nine Thousand Five Hundred) from and out of the amounts standing to the credit of the Revenue Reserve Account (Retained Earnings which includes Dividends Receipt) of Rs 12,918,380,000/= (Rupees Twelve Billion Nine Hundred Eighteen Million Three Hundred Eighty Thousand) in the Company's Interim Financial Statement as at 31st March 2023 which has been prepared in accordance with section 151 of the Company's Act and already published at the CSE site in the following manner and the issue of :
 - a/ 26,730,000 (Twenty-Six Million Seven Hundred Thirty Thousand) new **ordinary shares - voting** in satisfaction thereof. Such new Ordinary shares will rank equally and pari passu in all aspects with the existing issued Ordinary Shares - voting, and the right to participate in any dividends declared after the Date of Allotment. The Record Date and Date of Allotment will be the third (3rd) Market day from and excluding the date of the General Meeting ; and
 - b/ 13,365,000 (Thirteen Million Three Hundred Sixty-Five Thousand) **Non-Voting Ordinary shares** in satisfaction thereof. Such new Non-Voting Ordinary shares will rank equally and pari passu in all aspects with the existing issued Non-Voting Ordinary Shares, and the right to participate in any dividends declared after the Date of Allotment. The Record Date and Date of Allotment will be the third (3rd) Market day from and excluding the date of the General Meeting.

Solvency Test

Based on the assessments and after considering circumstances which could affect the value of the Company's assets and liabilities as at date, the Board confirms, to the best of their knowledge and belief, that the company will satisfy the solvency test required by the Act, immediately after the capitalisation of reserves and issue of shares for a consideration of Rs 1,287,049,500 (Rupees One Billion Two Hundred Eighty-Seven Million Forty-Nine Thousand Five Hundred)

Further, the Board undertake to forward to the Exchange a certified copy of the certificate of solvency issued by the Auditors as soon as the same is obtained and in any event prior to submitting the Declaration to the CSE (Rule 5.3 (g))

Under the Inland Revenue Act, a capitalisation of Reserves by way of bonus shares is considered as dividend, and if the company issue bonus shares out of dividend received from another resident company, such bonus shares(dividend) is exempted from income tax. The proposed Capitalisation of Reserves is out of Retained Earnings which includes dividend receipts and therefore Issue of such shares out of dividend receipts is exempt from Income Tax.

- 2.4 The Board considered the average market value of shares, net assets value of shares, the operational results for the year 2022/23, exchange depreciation, economic constraints etc : reckon the consideration set out below for which the shares are to be issued and credited as fully paid on net assets basis of valuation less deduction of 25% for such contingencies are fair and reasonable to the Entity and to all existing shareholders.

- a/ Voting Ordinary Shares at Rs 32.10
b/ Non-Voting Ordinary Shares at Rs 32.10

The Financial Statements of the Company are prepared in accordance with the Sri Lanka Accounting Standards (SLFRSs / LKASs) and in accordance with section 151 of the Companies Act to give a True and Fair View. The consideration for which the shares are to be issued and credited as fully paid are based on Net Assets Value of shares worked out on the unaudited interim Financial Statements as at 31st March 2023, divergence in Market Value of Voting and Non-Voting Shares and other factors. Under section 52 (1) (b) of the Companies Act, Board resolved that in its opinion that the aforesaid consideration per share are fair and reasonable to the company and to all existing shareholders. The last traded prices of Voting and Non-Voting Shares are given under Para 2.12 below for shareholders information.

- 2.5 Consequent to the capitalisation and the issue of the said shares referred to above, in satisfaction thereof, the respective holders of Shares in the Company's Registers as at Record Date (Date of Allotment will be the third (3rd) Market day from and excluding the date of the General Meeting) will become entitled to one new Shares for every Ten existing class of Shares held by them. Some of the holders of the Shares will become entitled to fractions of Shares, but it is not proposed to allot fractions, and in lieu thereof, the directors propose to allot the sum total of such fractions of Shares to some person or persons appointed by them, as Trustee/s for the sale thereof and that the trustee/s shall sell the fractional shares within reasonable period of time. The net proceeds realised by the sale of such fractions of Shares will be distributed to an approved charity within reasonable period of time.
- 2.6 In allocating such Shares consequent to capitalisation of reserves, the shareholding of the member as appearing in the Central Depository Systems (Pvt) Ltd (CDS) and the Shareholders Register maintained by the Company will be aggregated in so far as the Identity No. of such shareholders are available with the Company for identification purposes.
- 2.7 Approval for the Capitalisation of Reserves has been obtained in principle from the Colombo Stock Exchange.
- 2.8 After the requisite Resolutions have been passed at the Extra Ordinary General Meeting, the Board will initiate action for the allotment of the new shares - Ordinary Shares (Voting) to Ordinary Shareholders and Non-Voting Shares to the Non-Voting Shareholders on the basis given above. No allotment letter will be issued.
- 2.9 The Company will complete the direct deposit of shares to the respective shareholders' CDS Accounts within Five (5) Market days from and excluding the date of allotment.

NO SHARE CERTIFICATES WILL BE ISSUED TO ANY SHAREHOLDERS.

Shareholders who are in the Manual system (Share Ledger) , the new shares to be allotted, will only be registered in the Share Ledger maintained by the Company and will not be entitled to a Share Certificate and thereby would not be possible to trade with the new securities, until such time the same has been deposited with the CDS. Therefore, please ensure strict adherence to the Directive issued by the SEC on de-materialisation of Share Certificates - directive under section 13 (c) of the Securities and Exchange Commission of Sri Lanka Act. No. 36 of 1987 (as amended).

- 2.10 Attached hereto a Notice convening an Extra Ordinary General Meeting of the Company for the purpose of passing the requisite resolutions to give effect to the capitalisation of reserves and allotment of shares.
- 2.11 If you are unable to participate at the Extra Ordinary General Meeting, a form of Proxy is enclosed for completion (in accordance with the instructions specified therein) and the completed Form of Proxy should reach the Registered Office of the Company not less than 48 hours before the time appointed for the Meeting.
- 2.12 Last Traded Price

| Date | Voting | Non Voting |
|-----------------------------|----------|------------|
| 19th July 2023 | Rs 57.00 | Rs 50.80 |
| Lowest for the Year 2022/23 | Rs 20.00 | Rs 14.50 |

By Order of the Board
TOKYO CEMENT COMPANY (LANKA) PLC



Seccom (Private) Limited
Company Secretaries

31st July 2023

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Shareholders of Tokyo Cement Company (Lanka) PLC will be held, on a Virtual platform without the physical presence of the shareholders via 'Zoom' app. on Monday 4th September 2023 at 4.00 p.m. centered at the Cinnamon Grand Colombo, No.77, Galle Road Colombo 03, Sri Lanka. For the purpose of considering, and if thought fit, passing the following Resolutions.

1. SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass with or without modification(s) the following Special Resolution to amend the Articles of Association.

RESOLVED THAT the Amendments set out in this circular be and are hereby approved and adopted as amendments to the Articles of Association of the Company.

2. ORDINARY RESOLUTION

To consider and, if thought fit, to pass with or without modification(s) the following Ordinary Resolution for Capitalisation of Reserves.

IT IS HEREBY RESOLVED that Rs 1,287,049,500/- (Rupees One Billion Two Hundred Eighty-Seven Million Forty-Nine Thousand Five Hundred) from and out of the amounts standing to the credit of the Revenue Reserve Account (Retained Earnings which includes Dividends Receipt) of Rs 12,918,380,000/- (Rupees Twelve Billion Nine Hundred Eighteen Million Three Hundred Eighty Thousand) in the Company's Interim Statement of Financial Position as at 31st March 2023 be appropriated as capital and be allotted to and amongst the shareholders, as at end of trading on Record date, in the manner following in paying up in full on behalf of the holders of the said shares and the issue of :

- a/ 26,730,000 (Twenty-Six Million Seven Hundred Thirty Thousand) new voting ordinary shares in satisfaction thereof. Such new ordinary shares will rank equally and pari passu in all aspects with the existing issued voting ordinary shares, and the right to participate in any dividends declared after the Date of Allotment. The Record Date and Date of Allotment will be the third (3rd) Market day from and excluding the date of the General Meeting ; and
- b/ 13,365,000 (Thirteen Million Three Hundred Sixty-Five Thousand) Non-Voting Ordinary shares in satisfaction

thereof. Such new Non-Voting Ordinary shares will rank equally and pari passu in all aspects with the existing issued Non-Voting Ordinary Shares, and the right to participate in any dividends declared after the Date of Allotment. The Record Date and Date of Allotment will be the third (3rd) Market day from and excluding the date of the General Meeting.

Some of the holders of the Shares may become entitled to fractions of Shares; but it is not proposed to allot fractions, and in lieu thereof, the directors propose to allot the sum total of such fractions of Shares to some person or persons appointed by them, as Trustee/s for the sale thereof and that the trustee/s shall sell the fractional shares within reasonable period of time. The net proceeds realised by the sale of such fractions of Shares will be distributed to an approved charity within reasonable period of time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such actions and give such directions as may be desirable to settle any questions or difficulties that may arise in giving effect to this Resolution to do such acts and deeds relating to it.

If you are unable to be participate at the Extra Ordinary General Meeting, you are kindly requested to complete and return the Form of Proxy (attached to the notice convening the Extra Ordinary General Meeting) to the registered office of the Company not less than 48 hours before the time appointed for the meeting.

Yours faithfully

By Order of the Board
TOKYO CEMENT COMPANY (LANKA) PLC



Seccom (Private) Limited
Company Secretaries

31st July 2023

Proposed Amendments to Existing Articles of Association

| | Item | Existing Article | Suggested Amendment |
|---|---|---|--|
| 1 | THAT the following paragraph be deleted in Article 2 (Interpretation) of the Articles of Association of the Company | Japanese Collaborator Nippon Coke and Engineering Company Limited (formerly Mitsui Mining Company Limited), a Company incorporated in Japan and having its registered office at 3-3 Toyosu 3-Chome, Koto Ku Tokyo 135 6007, Japan | Deleted |
| 2 | THAT the following Paragraph be inserted in Article 2 (Interpretation) of the Articles of Association of the Company | None | Meetings Meeting may be on a virtual/online space through audio or audio and visual communication by which all Shareholders participating and constituting a quorum can simultaneously hear each other, or in hybrid form being a combination of a physical and virtual meeting. |
| 3 | THAT the following Paragraph be inserted in Article 2 (Interpretation) of the Articles of Association of the Company | None | Notices Includes sending documents by electronic means to the last known email address or at the time of posting of same on the webpage/portal as the case may be. |
| 4 | THAT the Article 7 (CAPITAL -Stated Capital) of the Articles of Association be deleted in entirety and the subsequent Articles be not re-numbered | CAPITAL Stated Capital 7 (a) The stated capital of the company shall not exceed Rupees Ten Billion represented by such share units as may be determined by the Company from time to time. The Japanese Collaborators shall be entitled to hold not exceeding twenty seven point five per cent (27.5%) of the stated capital representing the voting ordinary shares. (b) All Ordinary shares authorised to be issued shall be offered, issued and allotted in such manner so that at all times the Japanese Collaborators shall hold not exceeding twenty-seven point five per cent (27.5%) of the issued voting Ordinary stated capital of the Company at any time. | Deleted |

| | Item | Existing Article | Suggested Amendment |
|---|---|---|---|
| 5 | <p>THAT the Article 74 (GENERAL MEETINGS) of the Articles of Association be deleted in entirety and substituted by new Article 74 and 74A</p> | <p>GENERAL MEETINGS Annual General Meeting 74. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall determine.</p> <p>None</p> | <p>GENERAL MEETINGS Annual General Meeting 74. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may whenever they think fit convene an extraordinary general meeting.</p> <p>74A. The general meetings shall be held at such time and place as the Board shall appoint which may be a virtual/online space through audio or audio and visual communication by which all Shareholders participating and constituting a quorum can simultaneously hear each other, or in hybrid form being a combination of a physical and virtual meeting.</p> |
| 6 | <p>THAT the following Article 76A be inserted after Article 76 of the Articles of Association</p> | <p>None</p> | <p>76A. The general meetings shall be held at such time and place as the Board shall appoint which may be a virtual/online space through audio or audio and visual communication by which all Shareholders participating and constituting a quorum can simultaneously hear each other, or in hybrid form being a combination of a physical and virtual meeting.</p> |
| 7 | <p>THAT the following Article 81 of the Articles of Association be substituted by the following new Article 81</p> | <p>81. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members present in person or by proxy or attorney or in the case of a corporation by an authorised representative shall be a quorum for all purposes.</p> | <p>81. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members present in person or by proxy or attorney or in the case of a corporation by an authorised representative or through audio visual communication by themselves or by their proxy shall be a quorum for all purposes.</p> |

| | Item | Existing Article | Suggested Amendment |
|----|---|--|---|
| 8 | THAT the Article 103 (Appointment of Nominee Directors) of the Articles of Association be deleted in entirety and the subsequent Articles be not re-numbered | <p>Appointment of Nominee Directors</p> <p>103. So long as the Japanese Collaborator hold not less than Ten per cent (10.0%) of the issued Voting Ordinary Shares in the Stated capital of the Company they shall be entitled to nominate and appoint Two Directors (hereinafter called "Nominee Directors") subject to such appointment be approved by the Board of Directors of the Company.</p> | Deleted |
| 9 | THAT the Article 104 (Powers of appointment and removal) of the Articles of Association be deleted in entirety and the subsequent Articles be not re-numbered | <p>Powers of appointment and removal</p> <p>104. (a) The Japanese Collaborators may remove any of the Nominee Directors at any time and appoint any person to fill the vacancy at any time occurring and likewise may fill the vacancy caused by the death, resignation, removal or otherwise of any such appointment. The appointment, removal and resignation of a Nominee Director shall be effected in writing given to the Company.</p> <p>(b) A Nominee Director shall not be liable to retire by rotation.</p> <p>(c) None of the provisions contained in Articles 108, 109, 113(d), (e) and (g) and Articles 114 to 120 both inclusive shall apply to a Nominee Director.</p> | Deleted |
| 10 | The following words "Subject to the provisions of Article 103 hereof the " in Article 107 be deleted and the Article to read as | <p>107 Subject to the provisions of Article 103 hereof the Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.</p> | <p>107 Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.</p> |

| | Item | Existing Article | Suggested Amendment |
|----|--|---|---|
| 11 | <p>THAT the Article 126 (Nominated Directors) of the Articles of Association be deleted in entirety and the subsequent Articles be not re-numbered</p> | <p>Nominated Directors</p> <p>126 (i) The Directors shall be entitled to appoint 'Nominated Directors' not exceeding two on such terms and for such remuneration as they may determine.</p> <p>(ii) A Nominated Director shall hold office for such period as may be fixed by the Directors at the time of his appointment, provided he may be removed from office at any time prior to the expiry of the said period by the Directors</p> <p>(iii) The Articles governing the retirement and re-election of Directors shall not apply to a Nominated Director.</p> <p>(iv) A Nominated Director shall be entitled to exercise only such powers and rights, and shall be subject to such duties and obligations as may be prescribed by the Directors, but shall not be entitled to vote at the Directors' Meetings.</p> <p>(v) Article 113 shall apply to a Nominated Director.</p> | Deleted |
| 12 | <p>That the Second Paragraph to the Article 184 of the Articles of Association be amended to read as</p> | <p>Where notice is given by advertisement, such advertisement shall be published in Sinhala, Tamil and English national daily newspaper.</p> | <p>Where notice is given by advertisement, such advertisement shall be published in Sinhala, Tamil and English national daily newspaper and notice is posted on the Company's website or on any other virtual portal as may be informed by the Company through public notice via newspapers or otherwise.</p> |

Form of Proxy

Voting Shares

For Extra Ordinary General Meeting to Be held Virtually

I/We

(ID No :) of

being a member /members * of the Company hereby appoint

of (ID No :)or failing him any one of the following directors;

| | | |
|-------------------------------------|--------------|----------------|
| Dr. Harsha Cabral, PC | of Colombo | or failing him |
| Mr. Simon Rajaseelan Gnanam | of Colombo | or failing him |
| Mr. Arul Selvaraj Gunaseelan Gnanam | of Colombo | or failing him |
| Mr. Elijah Jeyaseelan Gnanam | of Colombo | or failing him |
| Mr. Shuichi Nakamoto | of Singapore | or failing him |
| Mr. Ravi Dias | of Colombo | or failing him |
| Mr. Asite Talwatte | of Colombo | or failing him |
| Mr. W.C. Fernando | of Colombo | or failing him |
| Dr. Indrajit Coomaraswamy | of Colombo | or failing him |

as my /our Proxy to represent me/us and to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held without physical presence of the shareholders via 'Zoom' app. on Monday 4th September 2023 at 4.00 p.m. centered at the Cinnamon Grand Colombo, No.77, Galle Road Colombo 03, Sri Lanka, and at any adjournment thereof and at every poll which may be taken in consequence thereof.

I/We the undersigned, hereby direct my/our proxy to vote for me/us and on my/our behalf on the resolution set out in the Notice convening the meeting by an "X" in the appropriate space given below;

| Amendments to Articles of Association | Resolution No. | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 |
|---------------------------------------|----------------|----|---|---|---|---|---|---|---|---|----|----|----|
| - For | | | | | | | | | | | | | |
| - Against | | | | | | | | | | | | | |
| Capitalization of Reserves | Yes | No | | | | | | | | | | | |

.....
Signature of Shareholder/s

Dated : 2023

Notes: Please delete the inappropriate words

INSTRUCTIONS AS TO COMPLETION

- To be valid, this form of proxy must be deposited at the Registered Office, 469 1/1 Galle Road, Colombo 3 not less than 48 hours before the time appointed for the Meeting.
- In perfecting the form of proxy please ensure that all details are legible.
- Please indicate with an X in the space provided how your proxy is to vote on the resolution. If no indication is given the proxy in his discretion will vote as he thinks fit.
- In the case of a Company/Corporation, the proxy must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
- In the case of a proxy signed by an attorney, the power of attorney must be deposited at the Registered Office for Registration.

Form of Proxy

Non-voting Shares

For Extra Ordinary General Meeting to Be held Virtually

I/We

(ID No :) of

being a member /members * of the Company hereby appoint

of (ID No :)or failing him any one of the following directors;

| | | |
|-------------------------------------|--------------|----------------|
| Dr. Harsha Cabral, PC | of Colombo | or failing him |
| Mr. Simon Rajaseelan Gnanam | of Colombo | or failing him |
| Mr. Arul Selvaraj Gunaseelan Gnanam | of Colombo | or failing him |
| Mr. Elijah Jeyaseelan Gnanam | of Colombo | or failing him |
| Mr. Ravi Dias | of Colombo | or failing him |
| Mr. Asite Talwatte | of Colombo | or failing him |
| Mr. W.C. Fernando | of Colombo | or failing him |
| Dr. Indrajit Coomaraswamy | of Colombo | or failing him |
| Mr. Shuichi Nakamoto | of Singapore | or failing him |

as my /our Proxy to represent me/us at the Extraordinary General Meeting of the Company to be held without physical presence of the shareholders via 'Zoom' app. on Monday 4th September 2023 at 4.00 p.m. centered at the Cinnamon Grand Colombo, No.77, Galle Road Colombo 03, Sri Lanka, and at any adjournment thereof.

.....
Signature of Shareholder/s

Dated : 2023

Notes: Please delete the inappropriate words

INSTRUCTIONS AS TO COMPLETION

1. To be valid, this form of proxy must be deposited at the Registered Office, 469 1/1 Galle Road, Colombo 3 not less than 48 hours before the time appointed for the Meeting.
2. In perfecting the form of proxy please ensure that all details are legible.
3. In the case of a Company/Corporation, the proxy must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
4. In the case of a proxy signed by an attorney, the power of attorney must be deposited at the Registered Office for Registration.

Text of Resolutions to be Passed

1. SPECIAL RESOLUTION

To consider and, if thought fit, to pass with or without modification(s) the following Special Resolution to amend the Articles of Association.

RESOLVED THAT resolutions Nos. 1 to 12 be and are hereby approved and adopted as amendments to the Articles of Association of the Company.

2. ORDINARY RESOLUTION

To consider and, if thought fit, to pass with or without modification(s) the following Ordinary Resolution for Capitalisation of Reserves.

IT IS HEREBY RESOLVED that Rs 1,287,049,500/- (Rupees One Billion Two Hundred Eighty-Seven Million Forty-Nine Thousand Five Hundred) from and out of the amounts standing to the credit of the Revenue Reserve Account (Retained Earnings which includes Dividends Receipt) of Rs 12,918,380,000/- (Rupees Twelve Billion Nine Hundred Eighteen Million Three Hundred Eighty Thousand) in the Company's Interim Financial Statement as at 31st March 2023 be appropriated as capital and be allotted to and amongst the shareholders, as at end of trading on Record date, in the manner following in the capital of the Company in accordance with the respective rights to which they are entitled to upon the capitalisation of reserves and be applied in paying up in full on behalf of the holders of the said shares and the issue of:

- a/ 26,730,000 (Twenty-Six Million Seven Hundred Thirty Thousand) new ordinary shares - voting in satisfaction thereof. Such new Ordinary shares will rank equally and pari passu in all aspects with the existing issued Ordinary Shares - voting, and the right to participate in any dividends declared after the Date of Allotment. The Record Date and the date of allotment shall be the third (3rd) Market Day from and excluding the date of the General Meeting for the purpose of calculation ; and
- b/ 13,365,000 (Thirteen Million Three Hundred Sixty-Five Thousand) Non-Voting Ordinary shares in satisfaction thereof. Such new Non-Voting Ordinary shares will rank equally and pari passu in all aspects with the existing issued Non Voting Ordinary Shares, and the right to participate in any dividends declared after the Date of Allotment. The Record Date and the date of allotment shall be the third (3rd) Market Day from and excluding the date of the General Meeting for the purpose of calculation.

Some of the holders of the Shares may become entitled to fractions of Shares; but it is not proposed to allot fractions, and in lieu thereof, the directors propose to allot the sum total of such fractions of Shares to some person or persons appointed by them, as Trustee/s for the sale thereof and that the trustee/s shall sell the fractional shares within reasonable period of time. The net proceeds realised by the sale of such fractions of Shares will be distributed to an approved charity within reasonable period of time

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such actions and give such directions as may be desirable to settle any questions or difficulties that may arise in giving effect to this Resolution to do such acts and deeds relating to it

Form A

REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE MEETING

1. Full Name of the Principal Shareholder:
2. Residential Address:
3. NIC No. / Passport No. / Company Registration No:
4. Contact No. (Residence): (Mobile):
5. Email Address

In the event a proxy holder is appointed by the Shareholder, following details are to be furnished;

6. Full Name :
7. Residential Address :
8. NIC No. / Passport No. :
9. Contact No : (Residence): (Mobile):
10. Email Address :

Participation in the EGM - Please tick the box below.

I/ My Proxy holder am/ is willing to participate at the AGM via the online platform

Signature(s)

Date:

Notes:

- a/ Shareholders who wish to participate at the meeting through an online platform are requested to provide their email address in the space provided in order to forward the web link/ username/ password/ necessary instructions.
- b/ 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.
- c/ In the case of a Power of Attorney, this form signed by the Power of Attorney must be deposited at the Registered Office of the Company for registration.
- d/ Duly completed Registration Forms should be delivered to Tokyo Cement Company (Lanka) PLC, 469 - 1/1, Galle Road, Colombo 3 or Email to agm@tokyocement.lk not less than 48 hours before the time appointed for the meeting.

Guidelines to join the EGM via Online Meeting Platform virtual meeting participation.

1. Shareholders are required to join the virtual EGM by clicking on the Meeting link and user credentials sent by Tokyo Cement Company (Lanka) PLC via email.
2. It is recommended to join the Meeting at least ten (10) minutes before the start of the EGM. The Online Meeting Platform will be active thirty (30) minutes before the start of EGM.
3. Once the link is clicked on, the shareholders will be requested to insert the credentials (username/email and password) provided to you by the Company
4. Once the credentials are entered, you will be directed to the live streaming of the EGM.
5. Once the Virtual EGM has commenced, shareholders can use the "Q & A Forum" to clarify matters regarding the Annual Report
6. The Company will be posting links to all resolutions included in the agenda in the "Q & A" window of the Meeting separately, as and when each resolution is taken up for voting by the Chairman. Participants are expected to open the link and insert the credentials to login to the Microsoft Forms to mark their preference using the relevant option and click the "Submit" icon enabling the Company to receive the responses.
7. It is advised to check the online EGM access at least a day prior to familiarise with the system and also ensure that your devices have an audible sound system so that you could participate effectively