

Submission of Annual Report 2024/25 to Shareholders

TOKYO CEMENT COMPANY (LANKA) PLC

Notice to all Shareholders of the Company

The Forty-Third Annual General Meeting of the Shareholders of Tokyo Cement Company (Lanka) PLC will be held on Thursday, 7th August 2025 at 4.00 p.m at the Auditorium, Institute of Chartered Accountants of Sri Lanka, 30A, Malalasekara Mawatha, Colombo 7, Sri Lanka.

CSE Listing Rule In accordance with Listing Rules 7.5(b) of the Colombo Stock Exchange (CSE), listed companies may provide Annual Reports to shareholders through alternative formats beyond printed copies.

The Company's Annual Report for the financial year 2024/25 has been published and is available for download on our corporate website.

As part of our commitment to sustainability and reducing our environmental footprint, the Company's Annual Report for the Financial Year 2024/25 has been published digitally and is available for download on our corporate website. By opting for the digital version, shareholders can contribute to minimising paper consumption and reducing waste.

Despatch The company will send a printed copy of the Annual Report to the shareholder within eight days of receiving their request.

Website The Annual Report can be accessed on the corporate website at www.tokyocement.lk, as well as on the CSE website at www.cse.lk/pages/company-profile/TKYO.N0000/financials.

QR Codes Additionally, you can scan the QR Code provided below to directly view the Tokyo Cement Annual Report for the year 2024/25.



Further Information For any inquiries regarding this matter, please reach out during office hours (9:00 AM to 4:00 PM) to the relevant contact:

a/ General Manager Finance - Mr. H. M. Ajith Kumara on +9411 2 558100 or email to agm@tokyocement.lk

b/ Company Secretaries - Mr. K. M. A. Ahamed on +9411 2 589679 (direct) / +9411 2 590176 (general) or email to kmaahamed@hotmail.com

CDS We earnestly encourage holders of physical securities certificates issued by listed companies to promptly convert them into dematerialised (electronic) form by depositing these certificates into their respective CDS accounts.

Dividend Mandates Shareholders who have provided Dividend mandates to the CDS are kindly requested to update their records in accordance with the Bank Format Account provided. This update is essential to ensure the timely and accurate transfer of Dividends to your respective accounts. Account numbers that contain alphanumeric characters, spaces, omitted leading or trailing zeros, hyphens, or symbols are typically rejected by banks as invalid. It is essential to provide a precise and correctly formatted account number to ensure smooth processing and avoid any delays or rejections (Refer Annexure 1).

Your faithfully,
For Tokyo Cement Company (Lanka) PLC

A handwritten signature in black ink, appearing to read 'K. M. A. Ahamed'.

Seccom (Private) Limited
Company Secretaries

01st July 2025

Annexture 1

Bank wise account number format

1	Amana Bank	13 digits for any account number
2	Axis Bank	12 digits for any account number
3	Bank of Ceylon	10 digits for any account number, without the branch code
4	Bimpuh Finance PLC	15 digits for New account number, 14 digits for old Account number
5	Cargills Bank	12 digits for any account number
6	CDB	18 digits for any account number
7	Central Finance	12 digits for any account number
8	Citibank	10 digits for any account number
9	CLC	11 digits for any account number, Ex: 00xxxxxxxx / 05xxxxxxxx
10	Commercial Bank	10 digits for any account number
11	Deutsche Bank	10 digits for any account number, Ex: 00xxxxxxxx
12	DFCC Bank	12 digits for any account number
13	Dialog Finance PLC	12 digits for any account number
14	Habib Bank	13 digits for any account number
15	Hatton National Bank	12 digits for any account number, Ex: 001010011327
16	HDFC Bank	12 digits for any account number
17	HSBC	12 digits for any account number, without the hyphen
18	Indian Bank	12 digits for any account number
19	Indian Overseas Bank	12 digits for any account number
20	LB Finance	15 digits for any account number
21	LOFC	11 digits for any account number, Ex: 00xxxxxxxx / 05xxxxxxxx
22	LOLC Development Finance PLC	11 digits for Any account number
23	MCB Bank	12 digits for any account number
24	Nations Trust Bank	12 digits for any account number
25	NDB Bank	12 digits for any account number
26	HNB Finance Limited	12 digits for any account number
27	NSB	12 digits for any account number
28	PABC	12 digits for any account number, Ex: 2XXXXXXXXXX (Saving Account) / 1XXXXXXXXXX (Current Account)
29	People's Bank	15 digits for any account number, Ex: 204200100091326
30	Public Bank	13 digits for any account number
31	Regional Development Bank	12 digits for any account number
32	Sampath Bank	12 digits for any account number, Ex: 10xxxxxxxx
33	State Bank of India	14 digits for any account number
34	SDB Bank	10 digits for any account number
35	Senkadagala Finance	12 digits for any account number
36	Seylan Bank	15 digits for any account number
37	Standard Chartered Bank	11 digits account number - Ex: 18xxxxxxxx / 01xxxxxxxx, 12 digits account number - Ex: 88xxxxxxxx
38	Union Bank	16 digits for any account number

Notice of Meeting

NOTICE IS HEREBY GIVEN that the Forty-Third Annual General Meeting of the Shareholders of Tokyo Cement Company (Lanka) PLC is scheduled to take place on Thursday, 7th August 2025, at 4:00 p.m. The meeting will be held at the Auditorium of the Institute of Chartered Accountants of Sri Lanka, 30A, Malalasekera Mawatha, Colombo 7, Sri Lanka. The agenda for the meeting will include the business matters set forth for discussion and transaction.

AGENDA

Ordinary Business

1. To receive and **adopt** the Report of the Directors, the Statement of Audited Accounts for the year ended 31st March 2025 and the Report of the Auditors thereon.
2. To declare a First and Final dividend of Rs. 2.25 per share (voting and non-voting) in respect of the Financial Year ending 31st March 2025 as recommended by the directors.

3. Directorship

- 3.1 To reappoint Mr. Praveen Gnanam, who is retiring by rotation in accordance with Article 114 of the Articles of Association. (Under Article 114, Until otherwise determined by an Ordinary Resolution, one of the Directors shall retire from office at every Annual General Meeting).
- 3.2 To reappoint Mr. Mano Sekaram who is retiring in accordance with Article 120 of the Articles of Association. (Under Article 120, Any person appointed to be a Director either to fill up a casual vacancy or as an additional Director shall hold office only till the conclusion of the next following Annual General Meeting of the Company but is eligible for re-election).
- 3.3 To reappoint Ms. Averil Ludowyke who is retiring in accordance with Article 120 of the Articles of Association. (Under Article 120, Any person appointed to be a Director either to fill up a casual vacancy or as an additional Director shall hold office only till the conclusion of the next following Annual General Meeting of the Company but is eligible for re-election).
- 3.4 To reappoint Mr. Jegatheesan Durairatnam who is retiring in accordance with Article 120 of the Articles of Association. (Under Article 120, Any person appointed to be a Director either to fill up a casual vacancy or as an additional Director shall hold office only till the conclusion of the next following Annual General Meeting of the Company but is eligible for re-election).
- 3.5 To reappoint Mr. Michio Matsuoka who is retiring in accordance with Article 120 of the Articles of Association. (Under Article 120, Any person appointed to be a Director either to fill up a casual vacancy or as an additional Director shall hold office only till the conclusion of the next following Annual General Meeting of the Company but is eligible for re-election).

3.6 To **re-elect** as a Director Mr. Waranakulasuriya Christopher Fernando and being over the age of 70 years and who retires in terms of Articles of Association and pursuant to Section 211 of the Companies Act No 7 of 2007 for which special notice of the following ordinary resolution has been given by a member for the purpose : THAT the age limit referred to in Section 210 of the Companies Act No 7 of 2007 shall not apply to Mr. Waranakulasuriya Christopher Fernando who is over 70 years and that he be re-elected a Director of the Company.

3.7 To **re-elect** as a Director Dr. Indrajit Coomaraswamy and being over the age of 70 years and who retires in terms of Articles of Association and pursuant to Section 211 of the Companies Act No 7 of 2007 for which special notice of the following ordinary resolutions has been given by a member for the purpose : THAT the age limit referred to in Section 210 of the Companies Act No 7 of 2007 shall not apply to Dr. Indrajit Coomaraswamy who is over 70 years and that he be re-elected a Director of the Company.

3.8 To **re-elect** as a Director Mr. Ravi Dias and being over the age of 70 years and who retires in terms of Articles of Association and pursuant to Section 211 of the Companies Act No 7 of 2007 for which special notice of the following ordinary resolutions has been given by a member for the purpose : THAT the age limit referred to in Section 210 of the Companies Act No 7 of 2007 shall not apply to Mr. Ravi Dias who is over 70 years and that he be re-elected a Director of the Company.

3.9 To **re-elect** as a Director Mr. Asite Talwatte and being over the age of 70 years and who retires in terms of Articles of Association and pursuant to Section 211 of the Companies Act No 7 of 2007 for which special notice of the following ordinary resolutions has been given by a member for the purpose : THAT the age limit referred to in Section 210 of the Companies Act No 7 of 2007 shall not apply to Mr. Asite Talwatte who is over 70 years and that he be re-elected a Director of the Company.

4. To **authorise** the Directors to fix the remuneration payable to the Auditors BDO Partners, (Chartered Accountants) or determining the manner in which such remuneration is to be given.

(An Auditor is deemed to be re-appointed at the Annual General Meeting of the Company under Article 180 of the Articles of Association).

- 5 To **authorise** the Directors to determine contributions to charities.
6. To transact any other business of which due notice has been given.

By Order of the Board

TOKYO CEMENT COMPANY (LANKA) PLC



Seccom (Private) Limited
Company Secretaries

01st July 2025

Notes

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him.
2. A proxy need not be a member of the Company. A form of proxy accompanies this notice .
3. The completed Form of Proxy should be deposited at the Registered Office of the Company, 469 - 1/1, Galle Road, Colombo 3, Sri Lanka not later than 48 hours before the time appointed for the commencement of the meeting.
4. Please produce your National Identity Card as proof off your identity.

Text of Resolutions to be Passed at the Annual General Meeting

ORDINARY BUSINESS

Resolution 1 Adoption of Accounts

THAT the Directors' Report and Statement of Accounts for the year ended 31 st March 2025 as audited and reported by the Company's Auditors be and they are hereby received and adopted.

Resolution 2 Dividends

Resolved That a First and Final dividend of Rs. 2.25 per share (voting and non-voting) be declared in respect of the Financial Year ending 31st March 2025 as recommended by the directors.

Resolution 3 Re-election of Directors

- 3.1 Resolved that Mr. Praveen Gnanam be reappointed as Director, following his retirement in accordance with Article 114 of the Articles of Association which stipulates that until otherwise determined by an Ordinary Resolution, one of the Directors shall retire from office at every Annual General Meeting but remains eligible for re-election.
- 3.2 Resolved that Ms. Averil Ludowyke be reappointed as Director, following her retirement in accordance with Article 120 of the Articles of Association, which stipulates that any individual appointed to fill a casual vacancy or as an additional Director shall hold office until the conclusion of the next Annual General Meeting but remains eligible for re-election.
- 3.3 Resolved that Mr. Mano Sekaram be reappointed as Director, following his retirement in accordance with Article 120 of the Articles of Association, which stipulates that any individual appointed to fill a casual vacancy or as an additional Director shall hold office until the conclusion of the next Annual General Meeting but remains eligible for re-election.
- 3.4 Resolved that Mr. Jegatheesan Durairatnam be reappointed as Director, following his retirement in accordance with Article 120 of the Articles of Association, which stipulates that any individual appointed to fill a casual vacancy or as an additional Director shall hold office until the conclusion of the next Annual General Meeting but remains eligible for re-election.
- 3.5 Resolved that Mr. Michio Matsuoka be reappointed as Director, following his retirement in accordance with Article 120 of the Articles of Association, which stipulates that any individual appointed to fill a casual vacancy or as an additional Director shall hold office until the conclusion of the next Annual General Meeting but remains eligible for re-election.

Re-election of Directors

Age Limit not to Apply

THAT the age limit referred to in Section 210 of the Companies Act No 7 of 2007 shall not apply to Mr. Waranakulasuriya Christopher Fernando who is 76 years and that he be re-elected a Director of the Company.

THAT the age limit referred to in Section 210 of the Companies Act No 7 of 2007 shall not apply to Dr. Indrajit Coomaraswamy who is 74 years and that he be re-elected a Director of the Company.

THAT the age limit referred to in Section 210 of the Companies Act No 7 of 2007 shall not apply to Mr. Ravi Dias who is 71 years and that he be re-elected a Director of the Company.

THAT the age limit referred to in Section 210 of the Companies Act No 7 of 2007 shall not apply to Mr. Asite Talwatte who is 70 years and that he be re-elected a Director of the Company.

Resolution 4 RE- Appointment of Auditors

Shareholders noting Article 180 of the Articles of Association which states that at each Annual General Meeting the retiring Auditor or Auditors shall, without any resolution being passed, be deemed to have been re-appointed until the conclusion of the next ensuing Annual General Meeting : RESOLVED that Directors are hereby authorised to fix the remuneration payable to the Auditors BDO Partners, (Chartered Accountants) or determining the manner in which such remuneration is to be given.

Resolution 5 Donations

RESOLVED That the directors are hereby authorised to make donations for good cause and as a corporate responsibility to the society.