TOKYO CEMENT COMPANY (LANKA) PLC

ANNUAL REPORT 2025/26

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Notice of Meeting

NOTICE IS HEREBY GIVEN that the Forty-Fourth Annual General Meeting of the Shareholders of Tokyo Cement Company (Lanka) PLC is scheduled to take place on Tuesday, 4th August 2026, at 4:00 p.m. The meeting will be held at the Auditorium of the Institute of Chartered Accountants of Sri Lanka, located at 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 2026 and the Report of the Auditors thereon.

2. To declare a Final dividend of Rs. 2.50 per share (voting and non - voting) in respect of the Financial Year ending 31st March 2026 as recommended by the directors.

3. **Directorship**

   3.1 To **reappoint** Dr. Harsha Cabral, PC 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 **re-elect** as a director Mr. Warnakulasuriya 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. Warnakulasuriya Christopher Fernando who is over 70 years and that he be re-elected a Director of the Company.

   3.3 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.

   3.4 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.

   3.5 To **re-elect** as a director Mr. Simon Rajaseelan Gnanam 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. Simon Rajaseelan Gnanam 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 determine the manner in which such remuneration is to be given. (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

For Company Secretaries
SECCOM (PRIVATE) LIMITED
DIRECTOR

Seccom (Private) Limited
Company Secretaries

30th June 2026

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 of 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 31st March 2026 as audited and reported by the Company's Auditors be and they are hereby received and adopted.

Resolution 2 Dividends

Resolved That a Final dividend of Rs. 2.50 per share (voting and non-voting) be declared in respect of the Financial Year ending 31st March 2026 as recommended by the directors.

Resolutions 3 Re-election of Directors

3.1 Resolved that Dr. Harsha Cabral, PC 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.

Re-election of Directors

Age Limit not to Apply

3.2 THAT the age limit referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. Warnakulasuriya Christopher Fernando who is 77 years and that he be re-elected a Director of the Company.

3.3 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 76 years and that he be re-elected a Director of the Company.

3.4 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 71 years and that he be re-elected a Director of the Company.

3.5 THAT the age limit referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. Simon Rajaseelan Gnanam 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.

Form of Proxy
Ordinary Voting Shares

For Forty-Fourth Annual General Meeting of

TOKYO CEMENT COMPANY (LANKA) PLC

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
- ☐ Mr. Asite Talwatte
- ☐ Ms. Averil Ludowyke
- ☐ Mr. Simon Rajaseelan Gnanam
- ☐ Dr. Indrajit Coomaraswamy
- ☐ Mr. Jegatheesan Durairatnam
- ☐ Mr. Praveen Gnanam
- ☐ Mr. Michio Matsuoka
- ☐ Mr. W. C. Fernando
- ☐ Mr. Mano Sekaram

as my /our Proxy to represent me/us and * .... / to vote for me/us on my/our behalf at the Forty - Fourth Annual General Meeting of the Company to be held on Tuesday, 4th August 2026 at 4.00 p.m. at the Auditorium, The Institute of Chartered Accountants of Sri Lanka, 30A, Malalasekera Mawatha, Colombo 7, 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 resolutions set out in the Notice convening the meeting by an "X" in the appropriate space given below

		For	Against
1.	To receive and adopt the Report of the Directors, the Statement of Audited Accounts for the year ended 31st March 2026 and the Report of the Auditors thereon.	☐	☐
2.	Resolved That a final dividend of Rs. 2.50 per share on voting and non-voting for the financial year ended 31st March 2026 be paid out for the year 2025/26.	☐	☐
3.1.	To reappoint Dr. Harsha Cabral, PC who retires by rotation in terms of Article 114 of the Articles of Association.	☐	☐
3.2.	To re-elect as a director Mr. Warnakulasuriya Christopher Fernando and being over the age of 70 years for which special notice has been received from a member for the purpose.	☐	☐
3.3.	To re-elect as a director Dr. Indrajit Coomaraswamy and being over the age of 70 years for which special notice has been received from a member for the purpose.	☐	☐
3.4.	To re-elect as a director Mr. Asite Talwatte and being over the age of 70 years for which special notice has been received from a member for the purpose.	☐	☐
3.5.	To re-elect as a director Mr. Simon Rajaseelan Gnanam and being over the age of 70 years for which special notice has been received from a member for the purpose.	☐	☐
4.	To authorise the Directors to fix the remuneration payable to the Auditors.	☐	☐
5.	To authorise the Directors to determine contributions to charities.	☐	☐

....
Signature of Shareholder/s

Dated : ....

Notes:

1. Please delete the inappropriate words.
2. Instructions as to completion are enclosed.
3. Members are requested to inform the changes if any, in their registered addresses to the Company's Secretaries or Central Depository System as appropriate.
4. Members are invited to direct all correspondences relating to matters on shares, dividends, change of addresses etc to the Company's Secretaries quoting their register folio number.
5. If you maintain an account with Central Depository Systems (Private) Limited, we advise you to inform them directly through your broker with regard to your change of address and dividend mandate.

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 later than 48 hours before the time appointed for holding the meeting.
2. In perfecting the form of proxy please ensure that all details are legible.
3. Please indicate with an 'X' in the relevant space given against each resolution 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.
4. In the case of a Company/Corporation, the Form of Proxy must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
5. In the case of a proxy signed by an attorney, the power of attorney must be deposited at the Registered Office for registration.
6. In the case of non-resident Shareholders, the stamping, if necessary, will be attended to, on return of the completed form of proxy to the Registered Office of the Company in Sri Lanka.

Form of Proxy
Ordinary Non-voting Shares

For Forty-Fourth Annual General Meeting of

TOKYO CEMENT COMPANY (LANKA) PLC

I/We ....

(ID No : ....) of ....

being a member /members * of the Company (without voting rights) hereby appoint ....

of .... 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. Praveen Gnanam	of Colombo	or failing him
Mr. W. C. Fernando	of Colombo	or failing him
Mr. Asite Talwatte	of Colombo	or failing him
Dr. Indrajit Coomaraswamy	of Colombo	or failing him
Mr. Mano Sekaram	of Colombo	or failing him
Ms. Averil Ludowyke	of Colombo	or failing him
Mr. Jegatheesan Durairatnam	of Colombo	or failing him
Mr. Michio Matsuoka	of Japan	

as my /our Proxy to represent me/us and * .... on my/our behalf at the Forty- Fourth Annual General Meeting of the Company to be held on Tuesday, 4th August 2026 at 4.00 p.m. at the Auditorium, The Institute of Chartered Accountants of Sri Lanka, 30A, Malalasekera Mawatha, Colombo 7, Sri Lanka and at any adjournment thereof.

....
Signature of Shareholder/s

Dated : ………………..........................

Notes:

1. Please delete the inappropriate words.
2. Members are requested to inform the changes if any, in their registered addresses to the Company's Secretaries or Central Depository System as appropriate.
3. Members are invited to direct all correspondences relating to matters on shares, dividends, change of addresses etc to the Company's Secretaries quoting their register folio number.
4. If you maintain an account with Central Depository Systems (Private) Limited, we advise you to inform them directly through your broker with regard to your change of address and dividend mandate.

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4. In the case of a proxy signed by an attorney, the power of attorney must be deposited at the Registered Office for registration.
5. In the case of non-resident Shareholders, the stamping, if necessary, will be attended to, on return of the completed form of proxy to the Registered Office of the Company in Sri Lanka.

Form of Request

To : ……………………………………………………………………………………….................................

The Company Secretaries, Seccom (Private) Limited (Second Floor)
No. 1E - 2/1, De Fonseka Place, Colombo 5, Sri Lanka
Phone: 9411 2590176
E-mail: kmaahamed@hotmail.com or agm@tokyocement.lk

Dear Sir,

I / We would like to receive the printed version of the Annual Report 2025/26 of Tokyo Cement Company (Lanka) PLC.

1. I will collect a copy from your office ☐
2. Please handover a copy to bearer of this signed form ☐
3. Please mail it to my address given below ☐

(In clear BLOCK letters)

Full Name of Shareholder		
Shareholder's NIC/ Passport/Company Registration No.		
CDS No.		
No. of Shares Held	Voting	
	Non-voting	
Postal Address		
Contact No.		
E-mail		

………………………………………………………....... ……………………………………………………

Signature Date