

ROYAL CERAMICS LANKA PLC

[Company Registration No. PQ125]

No.20, R A De Mel Mawatha

Colombo 03

Tel: (+94) 11-4799400

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s

Adoption of New Articles of Association

Considering the significant changes that were brought into the laws governing companies with the introduction of the new Companies Act in 2007, and upon a review of the Company's existing Articles of Association which has evidenced the need for substantial changes to the Company's Articles, the Board has recommended the adoption of a new set of Articles of Association for the Company as attached hereto.

Accordingly, an Extraordinary General Meeting of the Shareholders of the Company will be held on 26th March 2021 at 10.00 a.m and attached is the Notice of Extraordinary General Meeting, which sets out the Resolution that will be placed before the Shareholders for the purpose of adopting new Articles of Association of the Company.

Taking into consideration the current regulations/ restrictions prevailing in the country due to the Covid-19 Pandemic, the Board of Directors of Royal Ceramics Lanka PLC has decided to hold this EGM as a Hybrid Meeting in line with the guidelines issued by the CSE for hosting virtual/hybrid AGMs and on the assumption that no curfew will be in force on that day and that there would be no restrictions imposed by the Government on conduct of meetings. Instructions to Shareholders in this regard together with a Registration Form to be completed by the Shareholders and returned to the Company are attached.

Subject to the instructions aforesaid, Shareholders who are unable to attend the meeting in person are requested to complete the enclosed Form of Proxy (in accordance with the instructions specified therein) and deposit same at the Registered Office of the Company at No. 20, R A De Mel Mawatha, Colombo 03 by 10.00 a.m. on 24th March, 2021.

By Order of the Board

ROYAL CERAMICS LANKA PLC

P W CORPORATE SECRETARIAL (PVT) LTD



Lasanthi Abeyakoon

Director/Secretaries

At Colombo, on this 25th day of February 2021

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Royal Ceramics Lanka PLC will be held on 26th March 2021 at 10.00 a.m. at "Winchester" of the Kingsbury Hotel, 48, Janadhipathi Mawatha, Colombo 01 for the purpose of passing the following resolution as a Special Resolution;

Special Resolution

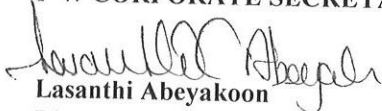
Adoption of new Articles of Association of the Company

"IT IS HEREBY RESOLVED THAT the revised Articles of Association of the Company attached hereto be and is hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the existing Articles of Association of the Company".

By Order of the Board

ROYAL CERAMICS LANKA PLC

P W CORPORATE SECRETARIAL (PVT) LTD



Lasanthi Abeyakoon
Director/ Secretaries

At Colombo on this 25th day of February 2021

Note: Any shareholder entitled to attend and vote is entitled to appoint a proxy in his/her place. A form of proxy is enclosed for this purpose. A proxy need not be a shareholder of the Company.

The completed form of proxy must be lodged with the Company at its Registered Office, No. 20, R A De Mel Mawatha, Colombo 03 by 10.00 a.m. on Wednesday, 24th March, 2021.

INSTRUCTIONS TO SHAREHOLDERS

Extraordinary General Meeting (EGM) of Royal Ceramics Lanka PLC to be held as a Hybrid Meeting on 26th March 2021 at 10.00am

METHOD OF HOLDING THE EGM

Up to a total of thirty five (35) Shareholders will be accommodated at the physical location of the Extraordinary General Meeting (EGM) at "Winchester" of the Kingsbury Hotel, 48, Janadhipathi Mawatha, Colombo 01. The number of Shareholders at the physical location has been limited as aforesaid to maintain "social distancing" requirements in order to mitigate the risk factor associated with the spread of the COVID-19 virus. The Board of Directors, Key Management Personnel, Auditors and Company Secretaries will assemble at the said physical location.

HEALTH SCREENING MEASURES

Health screening measures will be carried out and maximum safety precautions will be taken at the aforesaid venue where the physical EGM will be held and the Company will not be responsible for any negligence on the part of the Shareholders. All the Shareholders or Proxy holders who participate physically are required to wear a suitable face mask. The Company will be compelled to prohibit those Shareholders who do not satisfy the requisite health requirements, from entering the meeting.

REGISTRATION PROCEDURE

Those Shareholders and Proxy holders who wish to participate physically/via audio or audio and visual means should notify the Company of such intention by completing the REGISTRATION FORM. The selection of the Shareholders eligible to participate physically will be made on a "first come first served" basis and who become eligible to participate physically on the said basis, will be notified thereof by email. All other Shareholders will be allowed the opportunity of participating via an online meeting platform.

The duly completed REGISTRATION FORM should be deposited with the Secretaries, P W Corporate Secretarial (Pvt) Ltd, No.3/17, Kynsey Road, Colombo 8, Sri Lanka or forwarded by email to rcl.pwcs@gmail.com not less than forty eight (48) hours prior to the time appointed for holding the EGM.

APPOINTMENT OF PROXY HOLDERS

Due to the COVID-19 pandemic and prevailing health and safety guidelines issued by the Government of Sri Lanka, the 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 resolution to be taken up at the meeting in the Form of Proxy.

The Form of Proxy will be posted 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, No. 20, R A De Mel Mawatha, Colombo 03 or forwarded by email to rcl.pwcs@gmail.com in order to enable the Company to receive the same not less than forty eight (48) hours prior to the time appointed for holding the EGM.

PARTICIPATION VIA AN ONLINE MEETING PLATFORM

The login information is attached 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.

Shareholders can send in their queries, if any, to rcl.pwcs@gmail.com twenty four (24) hours prior to the commencement of the meeting.

VOTING

Shareholders who participate via audio or audio and visual means, will be required to register themselves for voting by using an online platform or a designated ancillary online application. Such voting shall be one vote per Shareholder similar to a show of hands unless a poll is demanded as per the Articles of Association.