

Circular to Shareholders

TOKYO CEMENT COMPANY (LANKA) PLC

SUBMISSION OF ANNUAL REPORT 2023/24 TO SHAREHOLDERS SPECIAL NOTICE - TO AMEND THE ARTICLES OF ASSOCIATION BY SPECIAL RESOLUTION

Notice to all Shareholders of the Company

The Forty-Second Annual General Meeting of the Shareholders of Tokyo Cement Company (Lanka) PLC will be held on Thursday 22nd August 2024 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

The Colombo Stock Exchange (CSE) vide Listing Rules 7.5 (b) permits listed companies to forward their Annual Reports to the Shareholders in a mode other than in printed form.

The distribution of the Annual Report 2023/24 of the Company is published and available for download on our corporate website.

However, if you wish to receive a printed copy of the Annual Report for the year ended 31st March 2024, kindly complete and forward the "Form of Request" preferably on or before 14th August 2024.

Despatch

Within Eight days of the receipt of such request, the company will send a printed copy of the Annual Report to the Shareholder.

Website

The Annual Report is available on the corporate website - at www.tokyocement.com and the Colombo Stock Exchange website www.cse.lk/home/company-info/TKYO.N0000/financial.

QR Codes

You may also scan the QR Codes given below to directly access the Tokyo Cement Annual Report for the year 2023/24.



Further Information

If you have any queries on this matter, please contact during office hours (9.00 a.m. to 4.00 p.m.), the

- a/ General Manager Finance - Mr. H. M. Ajith Kumara on +9411 2 558100 or email to ajith@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 / Fax +9411 2 581618.

We kindly request holders of physical securities certificates already issued by listed companies to convert their securities certificates to a dematerialised (electronic) form by lodging such certificates into their respective CDS accounts immediately.

The revised Corporate Governance Rules implemented by the Colombo Stock Exchange on 1st October 2023 (Listing Rules) has mandated that the Articles of Association of listed entities be amended to reflect the requirements set forth in Section 9.9 of the Listing Rules pertaining to the Board Composition and Alternate Directors. It is proposed to amend the Articles of Association of the Company to be in line with the revised Corporate Governance Rules of the Colombo Stock Exchange (CSE).

Your faithfully,

For Tokyo Cement Company (Lanka) PLC



Seccom (Private) Limited
Company Secretaries

18th July 2024

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 2024 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. 2.00 per share (voting and non-voting) be declared in respect of the financial year ending 31st March 2024 as recommended by the directors, out of dividends received on which AIT has been paid.

Resolution 3 Re-election of Directors

3.1 RESOLVED that Dr. Harsha Cabral, PC, Director of the Company, who retires by rotation in terms of Article 114 of the Articles of Association and being eligible for appointment be and is hereby re-appointed as Director of the Company.

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 75 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 73 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 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 and contributions to charities for good cause and as a corporate responsibility to the society.

Noting Re-designation of Directors

- Dr. Harsha Cabral, PC, who served as an Independent Non-Executive Director is re-designated as a Non-Executive Director of the Company with effect from 22nd August 2024.
- Mr. Ravi Dias, who served as an Independent Non-Executive Director is re-designated as a Non-Executive Director of the Company with effect from 22nd August 2024.
- Dr. Indrajit Coomaraswamy, who served as an Independent Non-Executive Director is re-designated as a Non-Executive Director of the Company with effect from 22nd August 2024.

Form of Proxy

Voting Ordinary Shares

For Forty-Second 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. Simon Rajaseelan Gnanam
- ☐ Mr. Praveen Gnanam
- ☐ Mr. Elijah Jeyaseelan Gnanam
- ☐ Mr. W.C. Fernando
- ☐ Mr. Shuichi Nakamoto
- ☐ Mr. Ravi Dias
- ☐ Mr. Asite Talwatte
- ☐ Dr. Indrajit Coomaraswamy

as my /our Proxy to represent me/us and * / to vote for me/us on my/our behalf at the Forty-Second Annual General Meeting of the Company to be held on Thursday 22nd August 2024 at 4.00 p.m. at the Auditorium, Institute of Chartered Accountants of Sri Lanka, 30A, Malalasekara 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 2024 and the Report of the Auditors thereon.	☐	☐
2. Resolved That a First and Final dividend of Rs. 2.00 per share on voting and non-voting for the financial year ended 31st March 2024 be paid out for the year 2023/24.	☐	☐
3. To re-elect Dr. Harsha Cabral, PC as a Director of the Company.	☐	☐
4. To authorise the Directors to fix the remuneration payable to the Auditors.	☐	☐
5. To authorise the Directors to determine contributions to charities.	☐	☐
6. To re-elect as a director Mr. Waranakulasuriya Christopher Fernando and being over the age of 70 years for which special notice has been received from a member for the purpose.	☐	☐
7. 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.	☐	☐
8. To re-elect as a director Mr. Ravi Dias and being over the age of 70 years for which special notice has been received from a member for the purpose.	☐	☐
9. Special Business - Amendments to Articles of Association.	☐	☐

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Signature of Shareholder/s

Dated : August 2024

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

Non-voting Ordinary Shares

For Forty-Second Annual General Meeting of
TOKYO CEMENT COMPANY (LANKA) PLC

I/We of

(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. Praveen Gnanam	of Colombo	or failing him
Mr. Elijah Jeyaseelan Gnanam	of Colombo	or failing him
Mr. Ravi Dias	of Colombo	or failing him
Mr. W. C. Fernando	of Colombo	or failing him
Mr. Asite Talwatte	of Colombo	or failing him
Mr. Shuichi Nakamoto	of Singapore	or failing him
Dr. Indrajit Coomaraswamy	of Colombo	

as my /our Proxy to represent me/us and * on my/our behalf at the Forty-Second Annual General Meeting of the Company to be held on Thursday 22nd August 2024 at 4.00 p.m. at the Auditorium, Institute of Chartered Accountants of Sri Lanka, 30A, Malalasekara Mawatha, Colombo 7, Sri Lanka and at any adjournment thereof.

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Signature of Shareholder/s

Dated : 2024

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Form of Request

To :

The Company Secretary, Seccom (Private) Limited (Second Floor)
No. 1E - 2/1, De Fonseka Place, Colombo 5
Phone: 9411 2590176
Fax: 9411 2581618
E-mail: kmaahamed@hotmail.com

REQUEST FOR A PRINTED VERSION OF THE ANNUAL REPORT 2023/24

Dear Sir,

Tokyo Cement Company (Lanka) PLC Annual Report 2023/24

I / We would like to receive the printed version of the Annual Report 2023/24 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