

ROYAL CERAMICS LANKA PLC

[Company Reg. No PQ 125]

No. 20, R.A. de Mel Mawatha, Colombo 03

Tel: 011 4799400 Fax: 011 4720077 Email: ho.gen@rcl.lk Website: www.rocell.com

Circular to Shareholders

Dear Shareholder/s

ANNUAL GENERAL MEETING OF ROYAL CERAMICS LANKA PLC

It is with great pleasure that the Board of Directors of Royal Ceramics Lanka PLC presents the Company's Annual Report for the Financial Year ended 31st March 2025 and convenes the 35th Annual General Meeting (AGM) of the Company to be held on Monday, 30th June 2025 at 2.30 p.m at 'The Winchester', The Kingsbury Hotel, 48, Janadhipathi Mawatha, Colombo 01.

The Annual Report - 2024/25 is made available to the Shareholders, on the Company's Website (www.rocell.com) and the Website of the Colombo Stock Exchange (CSE) (www.cse.lk) in accordance with Rule 7.5 of the Listing Rules of the CSE. Additionally, the under-noted documents are also hosted on the Websites of the Company and the CSE:

1. Notice of Annual General Meeting
2. Form of Proxy
3. Form of Request for a printed copy of the Annual Report

You may also scan the QR Code given below to directly access the Annual Report 2024/25.



If you wish to have a printed version of the Annual Report, please mail the duly completed "Form of Request" to the address given below.

Royal Ceramics Lanka PLC

C/o Corporate Solutions Unit
Central Depository Systems (Pvt) Limited
Ground Floor, M & M Centre
341/5, Kotte Road, Rajagiriya

The printed Annual Report will be forwarded within 8 market days of the receipt of your written request.

Should you require assistance relating to your request for a printed copy of the Annual Report and/or the mode of forwarding such Report, you may contact Ms. Nilakshi Perera, on telephone: 011-4799465 or email: nilakship@rcl.lk, anytime between 10.00 a.m. and 4.00 p.m. on any working day.

If you are unable to participate at the AGM and wish to appoint a proxy to represent you, please complete and return the Form of Proxy to reach at the Registered Office of the Company, No. 20, R.A de Mel Mawatha, Colombo 03 by 3.30 p.m. on 28th June 2025.

In the event the Company is required to take any action in relation to the Meeting in the best interests of the Meeting attendees and/or in line with any communications, guidelines, directives or orders issued by the Government of Sri Lanka, Notice of such action will be given by way of an announcement to the CSE and publication on the Company Website – www.rocell.com

By Order of the Board

ROYAL CERAMICS LANKA PLC

Deysinghe

P W Corporate Secretarial (Pvt) Ltd
Secretaries
At Colombo

30th May 2025

ROYAL CERAMICS LANKA PLC
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty Fifth (35th) Annual General Meeting of Royal Ceramics Lanka PLC will be held on 30th June 2025 at 2.30 p.m. at 'The Winchester', The Kingsbury Hotel, 48, Janadhipathi Mawatha, Colombo 01 for the following purposes:

1. Ordinary Business

- 1.1 To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and its subsidiaries and the Statement of Accounts for the year ended 31st March 2025 and the Report of the Auditors thereon.
- 1.2 To declare a Final Dividend of Sixty Cents (Rs. 0.60) per Ordinary share for the year ended 31st March 2025 as recommended by the Board of Directors.
- 1.3 To re-elect Mr Rasika Dimuth Prasanna Godawatta Archchige, who retires by rotation in terms of Articles 87(i) and 88 of the Articles of Association, as a Director of the Company.
- 1.4 To re-elect as a Director, Mr. Kulappu Arachchige Don Dhammika Perera, who was appointed to the Board since the last Annual General Meeting in terms of Article 94 of the Articles of Association.
- 1.5 To re-elect as a Director, Mr. Hector Manil Anthony Jayasinghe, who was appointed to the Board since the last Annual General Meeting in terms of Article 94 of the Articles of Association.
- 1.6 To re-appoint Messrs Ernst & Young, Chartered Accountants, the retiring Auditors and to authorize the Directors to determine their remuneration.
- 1.7 To authorise the Directors to determine donations for the year ending 31st March 2026 and up to the date of the next Annual General Meeting.

2. Special Business

- 2.1 To consider and if thought fit, to pass the following resolution as a Special Resolution:

'IT IS HEREBY RESOLVED THAT the Articles of Association of the Company be amended:

- (i) by the deletion of the first sentence of Article 61 and to replace it with "The Chairman or failing him the Co-Chairman or failing both Chairman and Co-Chairman, the Deputy Chairman shall preside as Chairman at every General Meeting" and to interpolate the words "Co-Chairman or" between the words "or" and "Deputy Chairman" in the second sentence thereof ;
- (ii) by the deletion of the word and figure "two (2)" in Article 80 of the Articles of Association and the substitution therefor of "five (5)" ;
- (iii) by the substitution of the word "Special" in place of "Ordinary" in line 1 of Article 81 ;
- (iv) by the deletion of first sentence of Article 87(i) and to substitute therefor 'One-third of the Directors for the time being, or if their number is not a multiple of three the number nearest to (but not greater than) one-third shall retire from office.' and to delete the words "the office of" in the second sentence of Article 87(i) and to substitute therefor of the words "hold executive office including" ;
- (v) by the inclusion of following paragraph at the end of Article 94 ;

"Any Director so appointed shall hold office until the next Annual General Meeting and shall then be eligible for re-election by the shareholders, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting."

(vi) by the inclusion of the words "Co-Chairman," between the words "Chairman," and "Deputy Chairman," in line 4 of Article 97 ;

(vii) by the deletion of Article 116 in its entirety and to substitute therefor the following new Article 116 ;

"116. The Directors may appoint and remove a Chairman, Co-Chairman and Deputy Chairman of their meetings and may determine the period for which they are to hold office. If no Chairman or Co-Chairman or Deputy Chairman shall have been appointed, or if at any meeting the Chairman or failing him the Co-Chairman or failing both, the Deputy Chairman be not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting."

(viii) by the deletion of Articles 120 under the existing heading, 'Alternate Directors' in its entirety and the substitution therefor of the following new Article 120;

ALTERNATE DIRECTORS

120.(i) Subject to the Statutes and other laws applicable in respect of the composition of the Board, a Director may, due to exceptional circumstances, by notice in writing under his hand delivered to the Secretary, nominate an individual to be appointed as an Alternate Director of the Company for a maximum period of one (1) year from the date of appointment to attend to the duties of the Director

in his absence, and the following provisions of these Articles shall apply to any person so appointed

- (ii) If an Alternate Director is appointed for a Non-Executive Director, such Alternate Director shall not be an executive of the Company.

- (iii) If an Alternate Director is appointed to represent an Independent Non-Executive Director, such Alternate Director shall meet the criteria for independence specified in the Listing Rules of the Colombo Stock Exchange.

- (iv) The appointment of an Alternate Director shall be subject to the approval of the Board.

- (ix) by the inclusion of the words and figures 'including the signing of resolutions in writing to be passed by circulation under Article 117 hereof.' at the end of Article 122(i);

- (x) by the inclusion of the words "Subject to Article 120, an" at the beginning of the Article 123 in place of the word "An"

- (xi) by the deletion of the words "If a majority of the Directors resolve" in line 1 of Article 123(iii) and the substitution thereof of "If the Board resolves";

- (xii) In Article 127(1)(a)(iv), the reference to Article '95' in being replaced by Article '96'.

- (xiii) by the deletion of Article 129 in its entirety and the substitution of the following as 129(i) and 129(ii);

- 129.(i) The Company may make distributions to shareholders in accordance with Section 56 of the Act. Subject to Article 129 (ii) of these Presents every dividend shall be recommended/ approved by the Board and approved by an Ordinary Resolution of

the Shareholders (as applicable). The Board must be satisfied that the Company will immediately after the distribution of the dividend, satisfy the solvency test in accordance with the provisions of the Act. The Directors who vote in favour of the distribution shall sign a certificate of their opinion to that effect.

- (ii) The Board may from time to time approve the payment of an interim dividend to shareholders, where that appears to be justified by the Company's profits without the need for approval by an ordinary resolution of the shareholders. The Board must be satisfied that the Company will immediately after the interim dividend is paid, satisfy the solvency test in terms of the Act. The Directors who vote in favour of the interim dividend shall sign a Certificate of their opinion to that effect.

- (xiv) by the inclusion of following paragraph at the end of Article 156

"The Company may serve notice by electronic mail to an electronic mail account notified by a shareholder in writing or any other acceptable means, to the Company or to the Central Depository Systems (Pvt) Ltd. Where electronic mail is used, the document or notice shall be deemed to have been received by the shareholder upon the dispatch of same by the Company through electronic mail."

- (xv) by the inclusion of the following paragraph immediately after the word "newspaper" in Article 160;

"The Company may if so permitted by Statute, publish any notice required to be given to the shareholders on the official website of the Company and/or on the official website of the Colombo Stock Exchange (so long as the Company is listed on the Colombo Stock Exchange)."

By order of the Board
Royal Ceramics Lanka PLC

P W Corporate Secretarial (Pvt) Ltd
Secretaries
At Colombo

30th May 2025

Notes:

1. A shareholder is entitled to appoint a Proxy to attend and vote at the meeting on his/her behalf.
2. A Proxy need not be a shareholder of the Company.
3. A Form of Proxy accompanies this Notice.
4. The completed Form of Proxy should be deposited at the Registered Office of the Company, No. 20, R.A. de Mel Mawatha, Colombo 03 by 3.30 p.m. on 28th of June 2025

FORM OF PROXY

I/We*.....
.... (NIC/Passport/Co. Reg. No.) of.....
.....being a shareholder / shareholders of ROYAL CERAMICS LANKA PLC
hereby appoint(NIC/Passport No.....) of.....
..... or failing him/
her*,

Mr. Dhammika Perera
Mr. S H Amarasekera
Mr. A M Weerasinghe
Mr. M Y A Perera
Mr. S R Jayaweera
Mr. J R Gunaratne
Mr. T G Thoradeniya
Mr. G A R D Prasanna
Mr. N J Weerakoon
Mr. S M Liyanage
Ms. K A D B Perera
Mr. H M A Jayasinghe

or failing him*
or failing him*
or failing him*
or failing him*
or failing him*
or failing him*
or failing him*
or failing him*
or failing him*
or failing him*
or failing her*
or failing him*

as my/our* proxy to represent and speak and vote as indicated hereunder for me/us* and on my/our* behalf at the Thirty Fifth (35th) Annual General Meeting of the Company to be held on 30th June 2025 and at every poll which may be taken in consequence of the aforesaid Meeting and at any adjournment thereof.

1 Ordinary Business

		For	Against
(1)	To declare a Final Dividend of Cents Sixty (Rs.0.60) per Ordinary share for the year ended 31st March 2025 as recommended by the Board of Directors.	☐	☐
(2)	To re-elect Mr Rasika Dimuth Prasanna Godawatta Archchige, who retires by rotation in terms of Articles 87(i) and 88 of the Articles of Association, as a Director of the Company.	☐	☐
(3)	To re-elect as a Director, Mr. Kulappu Arachchige Don Dhammika Perera who was appointed to the Board in terms of Article 94 of the Articles of Association.	☐	☐
(4)	To re-elect as a Director, Mr. Hector Manil Anthony Jayasinghe, who was appointed to the Board in terms of Article 94 of the Articles of Association.	☐	☐
(5)	To re-appoint Messrs Ernst & Young, Chartered Accountants, the retiring Auditors and to authorize the Directors to determine their remuneration.	☐	☐
(6)	To authorise the Directors to determine donations for the year ending 31st March 2026 and up to the date of the next Annual General Meeting.	☐	☐

2 Special Business

		For	Against
(1)	To consider and if thought fit to pass the Special Resolution set out under item 2.1 of the Notice of Meeting for amending the Articles of Association.	☐	☐

In witness my/our* hands this day of Two Thousand and Twenty Five.

.....
Signature of Shareholder/s

*Please delete what is inapplicable.

Notes: 1. A proxy need not be a shareholder of the Company.
2. Instructions as to completion appear overleaf.

Instructions for completion

1. The full name, National Identity Card number and the registered address of the shareholder appointing the Proxy and the relevant details of the Proxy should be legibly entered in the Form of Proxy which should be duly signed and dated.
2. The completed Proxy should be deposited at the Registered Office of the Company, No. 20, R.A. de Mel Mawatha, Colombo 03 by 3.30 p.m. on 28th of June 2025
3. The Proxy shall –
 - (a) In the case of an individual be signed by the shareholder or by his attorney, and if signed by an attorney, a notorially certified copy of the Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Company.
 - (b) In the case of a company or corporate / statutory body either be under its Common Seal or signed by its Attorney or by an Officer on behalf of the Company or corporate / statutory body in accordance with its Articles of Association or the Constitution or the Statute. (as applicable)
4. If you wish to appoint a person other than the Chairman or a Director of the Company as your Proxy, please insert the relevant details in the space provided.
5. Please indicate with a 'X' in the space provided how your Proxy is to vote on each resolution. If no indication is given, the Proxy in his discretion will vote as he thinks fit.
6. In the case of joint holders the Form of Proxy must be signed by the first holder.

ROYAL CERAMICS LANKA PLC

FORM OF REQUEST

FOR A PRINTED COPY OF THE ANNUAL REPORT OF ROYAL CERAMICS LANKA PLC FOR THE YEAR
ENDED 31ST MARCH 2025

TO: Royal Ceramics Lanka PLC
C/o Corporate Solutions Unit
Central Depository Systems (Pvt) Limited
Ground Floor, M & M Centre
341/5, Kotte Road
Rajagiriya

I/We hereby request for a printed copy of the Annual Report of ROYAL CERAMICS LANKA PLC for the year ended 31st March 2025.

DETAILS OF THE SHAREHOLDER(S)

Full name :	
National Identity Card/Passport / Company Registration No. :	
Contact Telephone Number :	
Address :	

.....
Signature of Shareholder(s)

.....
Date

* Contact details of Corporate Solutions Unit of Central Depository Systems (Pvt) Limited

Telephone : 011-2356444
Facsimile : 011-2440396
Email : registrars@cse.lk

*Contact details of Royal Ceramics Lanka PLC

Telephone : 011-4799465
Facsimile : 011-4617997
Email : nilakship@rcl.lk