

CIRCULAR TO SHAREHOLDERS

SIERRA CABLES PLC

Registration Number: PQ 166

Registered Office: No.39/1A, Galvarusa

Road, Korathota, Kaduwela

Dear Shareholder,

TWENTY SECOND ANNUAL GENERAL MEETING OF SIERRA CABLES PLC

The 22nd Annual General Meeting (AGM) of Sierra Cables PLC will be held as a virtual meeting on Thursday, 25th September 2025 at 10.30a.m in line with guidelines issued by the Colombo Stock Exchange.

A. Method of Holding the Meeting:

1. The Board of Directors and key officials who are essential for the administration of the formalities of the meeting will be present in person at the venue of the meeting. All shareholders will participate on line.
2. Shareholders and proxy holders who wish to participate online should notify the Company of such intention by submitting the duly completed Registration Form provided in **Annexure I**.
3. The Annual Report of Sierra Cables PLC for 2024/25 is accessible via:
 - (1) Corporate Website - www.sierracables.com
 - (2) The Colombo Stock Exchange - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=SIRA.N0000>
 - (3) The following QR Code (accessible via mobile devices):



Should members wish to obtain a hard copy of the report, they may send a request to the Company, by filling the Form of Request attached in Annexure II. A printed copy of the Annual Report will be forwarded by the Company within eight (08) market days, subject to the prevailing circumstances at the time, from the date of receipt of the request.

B. Shareholder Participation / Registration for the AGM:

1. To facilitate this process the shareholders must perfect the Registration Form in Annexure I of this Circular to the Shareholders and forward same to corporateservices@lolc.com (with the email subject titled "REGISTRATION FORM FOR SIRA AGM 2025" not less than 48 hours before the date of the meeting so that the meeting login information could be forwarded to the email addresses so provided.
2. The shareholders may appoint a member of the Board of Directors as his/her proxy to represent them at the AGM or any other person or representative (in the case of corporates) to participate (on-line) on his/her/its behalf. A proxy holder need not be a shareholder of the Company.

A Form of Proxy is enclosed with the Notice of Meeting for this purpose, and the completed Form of Proxy must be delivered or posted to LOLC Corporate Services (Pvt) Ltd at 100/1, Sri Jayawardenapura Mawatha Rajagiriya; or scanned and emailed to corporateservices@lolc.com or sent by facsimile on + 94 112865602 (with the email subject titled "SIRA AGM PROXY") not later than 48 hours before the time appointed for the holding of the AGM. Duly completed proxies which are submitted by shareholders up to 10.30 a.m. on Tuesday, 23rd September 2025 will be considered valid.

3. Shareholders may send in their questions/comments on the matters listed in the Notice of AGM by email to: corporateservices@lolc.com or by facsimile on + 94 112865602 or by post to the Secretaries, LOLC Corporate Services (Pvt) Ltd of 100/1, Sri Jayawardenapura Mawatha, Rajagiriya not less than 02 days before the date of the meeting. This is in order to enable the Company Secretaries to compile the queries and forward same for the attention of the Board of Directors so that they could be addressed at the meeting. At the AGM, the Chairman of the meeting will deal with those questions/comments which are relevant to the agenda items in the Notice of AGM.
4. Shareholders could vote their preference on the agenda items/resolutions and relevant procedures will be explained at the meeting.
5. The following documents are attached to this Circular to Shareholders: Notice of Annual General Meeting, Form of Proxy, Form of Registration for Online Participation, Request Form for the printed copy of the Annual Report.

For any further queries in this regard, please contact the following attached to the Company

Secretaries' Office:

Names : Mr. Noshen Corea

Telephone Nos. : +94 11 7248248, 011 7248553

Email Address : corporateservices@lolc.com

The Board wishes to thank the shareholders of the Company for their unwavering cooperation.

Yours faithfully,

SIERRA CABLES PLC

LOLC Corporate Services (Private) Limited
Secretaries

26th August 2025

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING of the Company will be held on Thursday, 25th September 2025 at 10:30 am as a virtual meeting with arrangements for the on-line meeting platform made at LOLC Holdings PLC, No.100/1, Sri Jayawardenapura Mawatha, Rajagiriya.

The business to be brought before the meeting will be:

Routine Business

1. To receive and consider the Report of the Directors and Statement of Accounts of the Company for the Financial Year ended 31st March 2025 with the Auditors' Report thereon.
2. To re-elect as a Director Mr. P D G Jayasena who retires by rotation in terms of Article No. 91 of the Articles of Association of the Company
3. To re-elect as a Director Mr. D S K Amarasekara who retires by rotation in terms of Article No. 91 of the Articles of Association of the Company
4. To re-elect as a Director Mr. S M S C Jayasuriya who was appointed on 18th December 2024 in terms of Article No. 97 of the Articles of Association of the Company
5. To re-elect as a Director Prof. G I U S Perera who was appointed on 01st January 2025 in terms of Article No. 97 of the Articles of Association of the Company
6. To re-elect as a Director Mr. I C Nanayakkara who was appointed on 28th May 2025 in terms of Article No. 97 of the Articles of Association of the Company
7. To re-appoint as a Director Mr. D S Panditha, who retires in terms of Section 210 of the Companies Act No. 7 of 2007, for which the passing of the following Ordinary Resolution is recommended:

"Resolved that Mr. D.S. Panditha who reached the age of 70 years on 14th July 2022 be re-appointed a Director of the Company and that the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not apply him."

8. To re-appoint M/s KPMG, Chartered Accountants as the auditors for the ensuing financial year at a remuneration to be fixed by the Directors.
9. To approve in terms of Companies (Donations) Act No. 26 of 1951 the making of donations by the Directors as determined by them for the current Financial Year and until the next Annual General Meeting of the Company.

Special Business

10. To approve by Special Resolution the following amendments to the Company's Articles of Association in line with the revised Listing Rules of the Colombo Stock Exchange:

"Resolved that the existing Article 77 (I) on Number of Directors and Article 81 on Alternate Directors, of the Articles of Association of the Company be deleted in its entirety, and be substituted with the new Articles 77(I) and 81 reflecting requirements mandated under Section 9 of the Listing Rules as set out below:

77 (I) The Board of Directors of the Company shall comprise of not less than five nor more than twelve directors.

81 (I) An Alternate Director shall only be appointed in exceptional circumstances by any Director giving notice in writing left at the Office of the Company and approved by the Board to be an Alternate Director of the Company to act in their place during their absence, subject to applicable laws, rules and regulations. Any such appointment shall not exceed a period of one year from the date of appointment and the following provisions of this Article shall apply to any person so appointed.

(II) A person appointed to be an Alternate Director shall not in respect of such appointment be entitled to receive any remuneration from the Company nor be required to hold any share qualification but the Board may repay the Alternate Director such reasonable expenses as they may incur in attending and returning from meetings of the Board which they are entitled to attend or as they may otherwise properly incur in or about the business of the Company or may pay such allowances as they may think proper in respect of these expenses.

(III) An alternate Director shall (on them giving an address for such notices to be served) be entitled to receive notices of all meetings of the Board and to attend and vote as Director at any such meeting at which the Director appointing them is not personally present and generally to perform all the functions of their appointor as a Director in the absence of such appointor.

NOTICE OF THE ANNUAL GENERAL MEETING

(IV) *An Alternate Director may be appointed for a specified period or until the happening of a specified event subject to Clause 81 (I) but they shall ipso facto cease to be an Alternate Director in any of the following events, that is to say:*

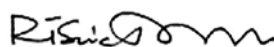
- a. *upon the return of their appointor including a return to Sri Lanka;*
- b. *if their appointor ceases for any reason to be a Director; provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by them pursuant to this Article which was in force immediately prior to their retirement shall continue to operate after their re-election as if they had not so retired;*
- c. *if the appointment of the Alternate Director is revoked by their appointor, by notice in writing left at the office;*
- d. *if the Board resolves that the appointment of the Alternate Director be terminated.*
- e. *If they become prohibited by law from acting as alternate Director including*
 - i. *being convicted of any offense punishable by imprisonment; or*
 - ii. *convicted of any offense involving dishonest or fraudulent acts whether in Sri Lanka or elsewhere.*
- f. *If they resign by writing under their hand left at the Office.*
- g. *If they cease to hold office in terms of Section 207 of the Act*
- h. *If they become disqualified from being a Director in terms of Section 202 of the Act.*

(V) *A Director shall not vote on the question of the approval of an Alternate Director to act for them or on the question of the termination of the appointment of such an Alternate Director under sub-paragraph (iv) of the foregoing sub-clause of this Article, and if they do so their vote shall not be counted; nor for the purpose of any resolution for either of these purposes shall they be counted in the quorum present at the meeting.*

(VI) *If an Alternate Director is appointed for a non-executive director, such alternate should not be an executive of the Company. Similarly, if an Alternate Director is appointed for an independent director, the person so appointed shall meet the criteria for independence under applicable laws, rules and regulations.*

(VII) *The attendance of any Alternate Director at any meeting subject to article 81(V) above, including Board committee meetings shall be counted for the purpose of quorum."*

By order of the Board



L O L C Corporate Services (Private) Limited
Secretaries

26th August 2025

FORM OF PROXY

I/ We.....of being a member/

members of Sierra Cables PLC hereby appoint; of whom failing

Mr. I C Nanayakkara	or failing him
Mr. D S Panditha	or failing him
Mr. M A P N Weerasingha	or failing him
Ms. V G S S Kotakadeniya	or failing her
Mr. D S K Amarasekara	or failing him
Mr. P D G Jayasena	or failing him
Mr. P E A B Perera	or failing him
Mr. W D C H Jayatunga	or failing him
Mr. S M S C Jayasuriya	or failing him
Prof. G I U S Perera	

as my/our proxy to represent me/us and vote on my/our behalf at the Twenty Second Annual General Meeting of the Company to be held as an online meeting on Thursday, 25th September 2025 at 10.30 am and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid Meeting.

Please indicate your preference by placing an “x” against the resolution.

	For	Against	Abstained
1. To re-elect Mr. P D G Jayasena as a Director in terms of Article No. 91 of the Articles of Association of the Company	☐	☐	☐
2. To re-elect Mr. D S K Amarasekara as a Director in terms of Article No. 91 of the Articles of Association of the Company	☐	☐	☐
3. To re-elect Mr. S M S C Jayasuriya as a Director in terms of Article No. 97 of the Articles of Association of the Company	☐	☐	☐
4. To re-elect Prof. G I U S Perera as a Director in terms of Article No. 97 of the Articles of Association of the Company	☐	☐	☐
5. To re-elect Mr. I C Nanayakkara as a Director in terms of Article No. 97 of the Articles of Association of the Company	☐	☐	☐
6. To re-appoint Mr. D S Panditha as a Director who is over 70 years of age as an Executive Director.	☐	☐	☐
7. To re-appoint M/s KPMG Chartered Accountants, as the External Auditors of the Company for the ensuing financial year at a remuneration to be fixed by the Directors.	☐	☐	☐
8. To authorize Directors to make donations.	☐	☐	☐
9. To approve by Special Resolution the amendments to the Company's Articles of Association as set out in the Notice of Meeting.	☐	☐	☐

dated this day of Two Thousand and Twenty five .

.....
Signature of Shareholder/s

FORM OF PROXY

Please provide the following details:

Shareholder's NIC No. :

No. of Shares Held :

Proxy Holder's NIC No. :

(If not a Director of the Company)

(Please delete inappropriate words and refer overleaf for instructions)

Notes:

- 1 Please return the completed Form of Proxy after filling in legibly your full name and address, signing on the space provided and filling in the date of signature.
- 2 The Proxy shall:
 - a) in the case of an individual, be under the hand of the shareholder or his or her attorney, and if signed by an attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Form Proxy if it has not already been registered with the Company.
 - b) if the shareholder is a company or a corporation, be either under its common seal or under the hand of an officer or attorney authorized by such organization in that behalf in accordance with its Articles of Association or Constitution.
- 3 Please indicate with an 'X' how the proxy should vote on each Resolution. If no indication is given, the proxy shall exercise his/her discretion and vote as he/she thinks fit.
- 4 The completed Form of Proxy should be deposited at LOLC Corporate Services (Private) Limited, Secretaries to Sierra Cables PLC, No.100/1, Sri Jayawarenapura Mawatha, Rajagiriya, scanned and emailed to corporateservices@lolc.com with the email subject titled "SIERRA AGM 2025 PROXY" not less than 48 hours before the time appointed for the holding of the Meeting.

Instructions as to Completion

1. Please return the completed Form of Proxy after filling in legibly your full name and address, signing on the space provided and filling in the date of signature.
2. The Proxy shall;
 - a) In the case of an individual, be under the hand of the shareholder or his or her attorney, and if signed by an attorney, a notarially 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) If the shareholder is a company or a corporation, be either under its common seal or under the hand of an officer or attorney authorized by such organization in that behalf in accordance with its Articles of Association or constitution.
3. Please indicate with an 'X' how the proxy should vote on each Resolution. If no indication is given, the proxy shall exercise his/her discretion and vote as he/she thinks fit.
4. The completed Form of Proxy should be deposited at LOLC Corporate Services (Pvt) Ltd Secretaries for SIERRA CABLES PLC, 100/1, Sri Jaywardenapura Mawatha, Rsjagiriya or scanned to corporateservices@lolc.com with the email subject "SCPLC AGM PROXY" not less than 48 hours before the time appointed for the holding of the meeting.

Annexure I

To: LOLC Corporate Services (Private) Limited,
Secretaries for Sierra Cables PLC,
100/1, Sri Jayawardenapura Mawatha, Rajagiriya

REGISTRATION FORM FOR SIERRA CABLES PLC AGM 2025

Details of Shareholder

1. Full Name/s of Shareholder/s		
2. Address		
3. National Identity Card Number/ Company Registration number		
4. CDS Account number		
5. Contact number (mandatory)	Land line (residence/work):	Mobile:
6. Email address (it is mandatory for the shareholder to provide an email address in order to forward the login information for the on-line meeting link)		

In the event a Proxy Holder is appointed by the Shareholder

7. Name of the Proxy holder		
8. Proxy holders NIC/PP No.		
9. Proxy holders contact No. (mandatory)	Land line (residence/work):	Mobile:
10. Proxy holder's email (it is mandatory for the proxy holder to provide an email address in order to forward the login information for the on-line meeting link)		

Important – Only registered shareholders and registered proxy holders will be permitted to log in and participate at the AGM on-line. Duly filled Form should be scanned and emailed to : corporateservices@lolc.com or sent by facsimile to + 94 112865602 not less than 48 hours before the meeting.

I/My Proxy holder am/is willing to participate at the AGM online: Yes ☐ No ☐

Signature/s & date:

Principal Shareholder

1st Joint Holder

2nd Joint Holder

Annexure II

To: LOLC Corporate Services (Private) Limited,
Secretaries for SIERRA CABLES PLC
100/1, Sri Jayawardenapura Mawatha, Rajagiriya.

REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT 2024/2025

I/We.....
being a shareholder/s of the Company wish to receive a printed copy of the Annual Report 2024/2025.

My/Our details are as follows;

Full Name of the Shareholder :
(as stated in the CDS Account)

Shareholders NIC/PP/Company :
Registration No.

Folio No :

Address :
:

Contact Tel No :

.....
Signature Date

Notes:

1. Please complete the Form of Request by filling in legibly the required information in BLOCK LETTERS and signing in the space provided and filling in the date of signature.
2. Please forward the completed Form by facsimile on + 94 112865602 or email to corporateservices@lolc.com or by post/delivery to LOLC Corporate Services (Pvt) Ltd, Secretaries for SIERRA CABLES PLC, 100/1, Sri Jayawardenapura Mawatha, Rajagiriya.