

**ROYAL CERAMICS LANKA PLC**  
**[Company Reg. No PQ 125]**

No. 20, R.A. de Mel Mawatha, Colombo 03  
Tel: 011 4799400 Fax: 011 4720077  
Website: www.rocell.com  
Email: ho.gen@rcl.lk

**CIRCULAR TO SHAREHOLDERS**

Dear Shareholders,

**36TH ANNUAL GENERAL MEETING OF THE COMPANY**

The Board of Directors of Royal Ceramics Lanka PLC, acting in terms of Article 43 of the Articles of Association of the Company and having taken into consideration, the Guidance Note to Listed Entities issued by the Colombo Stock Exchange on Hosting Virtual Shareholders' Meetings, has decided to hold its 36th Annual General Meeting (AGM) as a Virtual Meeting on Tuesday, 30th June 2026 at 1.00 p.m as an Electronic General Meeting.

**METHOD OF HOLDING THE AGM/ELECTRONIC PLATFORM**

Only the key officials who are essential for the administration of the formalities of the meeting will be physically presented in the venue and all others including shareholders will participate via an online meeting platform (Zoom).

**REGISTRATION PROCEDURE**

Those Shareholders and Proxy holders who wish to participate via the online meeting platform should notify the Registrars of the Company of such intention by completing the attached Registration Form. The Registration Form will also be made available on the corporate website of the Company and the website of the Colombo Stock Exchange.

The duly completed Registration Form should be deposited at the Registrars of the Company, Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, 341/5, Kotte Road, Rajagiriya (Telephone: 011-2356444) or e-mailed to agm\_egm\_registrars@cds.lk by 1.00 p.m. on 28th June 2026.

Please refer to the attached Guidelines and Registration Process for the Annual General Meeting for further details in this regard.

**APPOINTMENT OF PROXY HOLDERS**

The Shareholders could appoint a Proxy to vote on their behalf and include their voting preferences on the resolutions that are to be taken up at the meeting, which are given in the Form of Proxy. The Shareholders who wish to appoint a Proxy should duly complete the Form of Proxy and include the details of such Proxy holder in the Registration of Shareholder Details Form 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 emailed to: hansinic@rcl.lk by 2.00 p.m. on 28th June 2026.

**LOGIN INFORMATION FOR PARTICIPATION VIA THE ONLINE MEETING PLATFORM**

The login information will be authorized 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 favor a valid Proxy has been submitted by the Shareholder.

If any Shareholders who are registered for participation via online platform encounters any difficulty in connecting to the meeting, they could contact Ms. Hansini Gamage on telephone: 011 479 9465 / 074 323 8780 or emailed to: hansinic@rcl.lk for any assistance required.

**QUERIES OF SHAREHOLDERS**

Shareholders can send in their queries, if any, to Ms. Hansini Gamage of the Company on e-mailed to: hansinic@rcl.lk by 1.00 p.m. on 28th June 2026.

## **VOTING**

Voting on the items on the Agenda will be conducted through the Polling App.

Voting on the items in the Agenda will be registered by using an online meeting platform or a designated ancillary online application, which will be explained prior to the commencement of the meeting.

Please refer to the attached Guidelines and Registration Process for the Annual General Meeting for further details in this regard.

All individuals participating at the meeting remotely through an online meeting platform are required to identify themselves at the time of voting. Further, individuals must also identify themselves when speaking at the AGM during the time allotted for comments by shareholders as directed by the Chairman. At that point, the individual will be required to give his/her name and address for purposes of identification as a shareholder or as a proxy.

## **ANNUAL REPORT 2025/26**

The Annual Report of the Company is available for download on the corporate website of the Company and the Colombo Stock Exchange website, to which the links are provided below:

- (i) Corporate Website of ROYAL CERAMICS LANKA PLC : <https://rocell.com/en/investor-relations>
- (ii) Colombo Stock Exchange Website : <https://www.cse.lk/company-profile?symbol=RCL.N0000>

Shareholders may also access the said Annual Report including the Financial Statements and the Circular to Shareholders/related documents on their mobile phones by scanning the following QR code.



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. Hansini Gamage , Executive Secretary to Director Finance of the Company on telephone 011 479 9465 / 074 323 8780, emailed to: [hansinic@rcl.lk](mailto:hansinic@rcl.lk) anytime between 10.00 a.m. and 4.00 p.m. on any working day.

The Notice of meeting, Form of Proxy, Registration Form and Form of Request and other related documents will be made available on the Company website – <https://rocell.com/en/investor-relations> and the CSE website <https://www.cse.lk/company-profile?symbol=RCL.N0000>

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 – <https://rocell.com/en/investor-relations>

## **DOCUMENTS ATTACHED**

The following documents are attached to this Circular to Shareholders:

1. Notice of Annual General Meeting.
2. Form of Proxy
3. Form of Request
4. Registration Form
5. Guidelines and Registration Process for the Annual General Meeting

**By order of the Board of**

**ROYAL CERAMICS LANKA PLC  
P W CORPORATE SECRETARIAL (PVT) LTD**

**Secretaries**

29 May 2026

# **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Thirty Sixth (36th) Annual General Meeting of Royal Ceramics Lanka PLC will be held by way of electronic means on 30th June 2026 at 1.00 p.m centered at the Boardroom of the Company at No. 20, R.A. de Mel Mawatha, Colombo 03 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 2026 and the Report of the Auditors thereon.
- 1.2 To declare a Final Dividend of Rs.1.00 per Ordinary share for the year ended 31st March 2026 as recommended by the Board of Directors.
- 1.3 To re-elect Mr. Harsha Shiran Amarasekera, 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 Mr. Nivran Joseph Weerakoon, who retires by rotation in terms of Articles 87(i) and 88 of the Articles of Association, as a Director of the Company.
- 1.5 Ms. Kulappu Arachchige Don Brindhini Perera, who retires by rotation in terms of Articles 87(i) and 88 of the Articles of Association, as a Director of the Company.
- 1.6 To re-appoint Messrs Ernst & Young, Chartered Accountants, the retiring Auditors and to authorise the Directors to determine their remuneration.
- 1.7 To authorise the Directors to determine donations for the year ending 31st March 2027 and up to the date of the next Annual General Meeting.

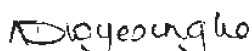
## **2. SPECIAL BUSINESS**

- 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 by the substitution of the word "executors, administrators or heirs" in place of "executors or trustees" in line 16 of Article 21 (i).'

**By order of the Board**

**Royal Ceramics Lanka PLC**



**P W Corporate Secretarial (Pvt) Ltd**

**Secretaries**

29th May 2026

Colombo

## **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 2.00 p.m. on 28th of June 2026.
5. Since the Meeting will be held via electronic means, shareholders who wish to participate in the AGM either by themselves or through their Proxies, are requested to forward the duly completed and signed Registration Form as per the Guidelines for Registration made available to the Shareholders on the Company/CSE Websites, to the Registrars of the Company, Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, 341/5, Kotte Road, Rajagiriya or e-mailed to [agm\\_egm\\_registrars@cds.lk](mailto:agm_egm_registrars@cds.lk) by 1.00 p.m. on 28th June 2026.

# FORM OF PROXY

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

- |                      |                 |
|----------------------|-----------------|
| Mr. K A D D Perera   | or failing him* |
| Mr. S H Amarasekera  | or failing him* |
| Mr. A M Weerasinghe  | or failing him* |
| Mr. M Y A Perera     | or failing him* |
| Mr. S R Jayaweera    | or failing him* |
| Mr. J R Gunaratne    | or failing him* |
| Mr. T G Thoradeniya  | or failing him* |
| Mr. G A R D Prasanna | or failing him* |
| Mr. N J Weerakoon    | or failing him* |
| Mr. S M Liyanage     | or failing him* |
| Ms. K A D B Perera   | or failing her* |
| Mr. H M A Jayasinghe |                 |

as my/our\* proxy to represent and speak and vote as indicated hereunder for me/us\* and on my/our\* behalf at the Thirty Sixth (36th) Annual General Meeting of the Company to be held on 30th June 2026 at 1.00 p.m. 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 Rs.1.00 per Ordinary share for the year ended 31st March 2026 as recommended by the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>
(2)	To re-elect Mr. Harsha Shiran Amarasekera, who retires by rotation in terms of Articles 87(i) and 88 of the Articles of Association, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(3)	To re-elect Mr. Nivran Joseph Weerakoon who retires by rotation in terms of Articles 87(i) and 88 of the Articles of Association, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(4)	Ms. Kulappu Arachchige Don Brindhini Perera, who retires by rotation in terms of Articles 87(i) and 88 of the Articles of Association, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(3)	To re-appoint Messrs Ernst & Young, Chartered Accountants, the retiring Auditors and to authorise the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
(4)	To authorise the Directors to determine donations for the year ending 31st March 2027 and up to the date of the next Annual General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>

## 2. SPECIAL BUSINESS

		For	Against
(1)	To consider and if thought fit to pass the Special Resolution set out under item 2(i) of the Notice of Meeting for amending the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>

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

.....  
 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 below.

## FORM OF PROXY

### 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 1.00 p.m. on 28th of June 2026.
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 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) 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. Please indicate with a 'X' how the Proxy should vote on each resolution. If no indication is given, the Proxy in his discretion will vote as he thinks fit.

# 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 2026

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 2026.

#### 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 agm\_egm\_registrars@cds.lk

\* Contact details of Royal Ceramics Lanka PLC

Telephone 011-4799465  
Facsimile 011-4617997  
Email hansinic@rcl.lk

# REGISTRATION FORM

36TH ANNUAL GENERAL MEETING OF ROYAL CERAMICS LANKA PLC TO BE HELD AS A  
VIRTUAL MEETING ON 30TH JUNE 2026 AT 1.00 P.M.

## Details of Shareholder

Full Name of the Principal Shareholder: .....

NIC No./Passport No./Company Registration No.:

CDS Account No.: .....

Residential Address: .....

Telephone No/s: .....

Email: .....

Full Name of 01st Joint Holder: .....

NIC No/ Passport No.: .....

Full Name of 02nd Joint holder: .....

NIC No/ Passport No.: .....

In the event a Proxy holder is appointed by the Shareholder, following details of his/her Proxy will also be required.

## DETAILS OF PROXY HOLDER: *(only if a proxy is appointed)*

Full name of Proxy holder : .....

NIC No./Passport No. of Proxy holder: .....

Telephone No/s.: .....

Email: .....

Signature/s .....  
Principal Shareholder                      01st Joint holder                      02nd Joint holder

Date : .....

Note: In the case of a Company/Corporation, the Shareholder Registration Form must be signed in the manner prescribed by its Articles of Association/Statute and in case the Registration Form is signed by an Attorney, the Power of Attorney, must be deposited with the Registrars at Corporate Solutions Unit of Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No.341/5, Kotte Road, Rajagiriya or emailed to agm\_egm\_registrars@cds.lk to be received by the Registrars by 1.00 p.m. on 28th June 2026.

# ROYAL CERAMICS LANKA PLC

## GUIDELINES AND REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING

TO BE HELD ON 30TH JUNE 2026

Shareholders / Proxy holders who wish to participate in the Annual General Meeting of Royal Ceramics Lanka PLC to be held via an Online Meeting Platform (Virtual AGM), could do so by using a smart phone or a desktop computer.

If a Shareholder/Proxy holder intends to join the Virtual AGM via a smart phone, it is necessary for him/her to download the "Zoom Mobile App" onto his/her smart phone. Similarly if a Shareholder/Proxy holder wishes to attend the Virtual AGM via a desktop computer, the link can be opened by downloading the "Zoom Desktop App" to the respective desktop computer (compatible web browser: Google Chrome).

1. Shareholder who wish to participate in the Virtual AGM of Royal Ceramics Lanka PLC, either by themselves or through their Proxies, are requested to forward their details to the Registrars to the Company as per the attached REGISTRATION FORM.
2. The duly completed and signed REGISTRATION FORM should be deposited at the Registrars of the Company, Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, 341/5, Kotte Road, Rajagiriya (Telephone: 011-2356444) or e-mailed to agm\_egm\_registrars@cds.lk to be received by the Registrars by 1.00 p.m on 28h June 2026.

### **Note:**

If a Proxy is appointed, the information set out in the REGISTRATION FORM pertaining to the Proxy holder should tally with the information indicated in the duly completed FORM OF PROXY submitted by the Shareholder.

3. The Company will verify all registration requests and identification details received as aforesaid, against the details of Shareholders set out in the Shareholders' Register and accept the registrations for the Virtual AGM if it is satisfied with the request and supporting documents (if any).
4. The Shareholders whose registration requests have been accepted will receive an email from the Company 24 hours prior to the commencement of the AGM. This email will provide a zoom registration link for online registration. If the Shareholder has appointed a valid Proxy, this email will be forwarded to the relevant Proxy holder. This email will contain an attachment of the instructions for the participants regarding the steps to be followed at the meeting.
5. (i) The Shareholders / Proxy holders are requested to use the zoom registration link, which will be forwarded by the Company as referred to in (4) above and click on the zoom registration link in order to complete online registration for the Virtual AGM.  
(ii) On clicking the link, Shareholders/Proxy holders will be redirected to an interface where they will be requested to enter their first name, last name, email address, re-enter email address and National Identity Card Number. (In entering these details the participants are required to ensure that correct details as included in the REGISTRATION FORM referred to in 2 above are entered in the said online registration process, since any mismatch will be considered as an unsuccessful log in)  
(iii) After successful completion of entering of the details as referred to in 5 (ii) above, the participants are requested to click on "REGISTER" which will be prompted on their screens enabling them to receive the meeting link.
6. The Shareholders who successfully complete their online registration as set out in 5 above, will receive the log in link for participation in the meeting referred to as "Join Webinar" and credentials.
7. In order to join the Virtual AGM, participants are required to click on "Join Webinar". In some instances the system

call for the credentials and if that is required, please enter the credentials to gain access to the Virtual AGM.

8. On completion of this process, you will be directed to the Virtual AGM Zoom Platform, where you can participate in the Virtual AGM.

It is recommended that the Shareholders / Proxy holders complete the process outlined in 5, 6, 7 and 8 above and join the AGM at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the time appointed for the commencement of the meeting.

It is recommended that the Shareholders / Proxy holders complete the process outlined in 5, 6, 7 and 8 above and join the AGM at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the time appointed for the commencement of the meeting.

9. Shareholders/Proxy holders may use the Q & A tab or the Hand Raise ( ) icon appearing on the screen respectively, to submit their questions or concerns in typed format or verbally. The system will allow a pop up message to unmute the microphones and to allow video options.
10. Resolutions will pop up in shareholder screen when it's time for voting. Shareholders can vote by selecting their preference & click on the submit button.
11. When declaring the voting on an item, Chairman will take into account the voting of the Shareholders/ Proxy holders participating virtually
12. 60 seconds will be allocated for Shareholders / Proxy holders to cast their vote in respect of each item.
13. The results will be processed and announced by the Chairman 15 seconds after the end of the time slot allocated for voting.
14. In a situation where a Poll is demanded and Shareholders are required to vote on the Poll, a separate link will be provided and the moderator will provide further instructions.

It is advised to check the online AGM access at least 3 hours prior to the meeting and also ensure that your devices have an audible sound system so that you could participate in the AGM comfortably.

# Investor Feedback Form – Annual Report 2025/26

We value your feedback on our Annual Report. Please take a few minutes to share your views.

Investor Information (Optional)

Name : .....

Email : .....

## 1. Overall Impression of the Annual Report

Excellent     Good     Average     Below Average

## 2. Clarity and Readability

Very Clear     Clear     Somewhat Clear     Not Clear

## 3. Usefulness of Information Provided

Very Useful     Useful     Neutral     Not Useful

## 4. Most Useful Sections (Tick all that apply)

Chairman's Message     Managing Director's Message  
 Financial Statements     Corporate Governance  
 Sustainability Report     Risk Management  
 Other: .....

## 5. Areas for Improvement

More financial detail     Better visuals (charts/graphs)     Simpler language  
 More sustainability information     More industry outlook  
 Other: .....

## 6. Additional Comments or Suggestions

.....  
.....

## 7. Overall Rating of the Annual Report (1 = Poor, 5 = Excellent)

1     2     3     4     5

Thank you for your valuable feedback.

Royal Ceramics Lanka PLC