

LANKA WALLTILES PLC  
(Company Reg. No PQ 55)  
No. 215, Nawala Road, Narahenpita, Colombo 5  
Tel: 0114526700 Fax: 0112806232 Email: info@lankatiles.com Website : www.lankatiles.com

## **CIRCULAR TO SHAREHOLDERS 49TH ANNUAL GENERAL MEETING OF THE COMPANY**

Dear Shareholders,

The Board of Directors of Lanka Walltiles 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 49th Annual General Meeting (AGM) as a Virtual Meeting on 30th June 2026, at 12.15 p.m.

### **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 present 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 12.15 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 Form as per the instructions given therein.

The duly completed Form of Proxy should be deposited at the Registered Office of the Company, No. 215, Nawala Road, Narahenpita, Colombo 05 or e-mailed to damayanthi@lankatiles.com by 12.15 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 / ASSISTANCE 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.

If any Shareholders who are registered for participation via online platform encounter any difficulty in connecting to the meeting, they could contact Ms. Damayanthi Perera on telephone: 011-4526700 or e-mailed to [damayanthi@lankatiles.com](mailto:damayanthi@lankatiles.com) for any assistance required.

## **QUERIES OF SHAREHOLDERS**

Shareholders can send in their queries, if any, to Ms. Damayanthi Perera of the Company on e-mailed to: [damayanthi@lankatiles.com](mailto:damayanthi@lankatiles.com) by 12.15 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 LANKA WALLTILES PLC: <https://www.lankatiles.com/about-lankatiles/>
- (ii) Colombo Stock Exchange Website : <https://www.cse.lk/companyprofile?symbol=LWL.N0000>

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



Should a Shareholder wish to obtain a printed copy of the Annual Report, they may send a written request to the Company Registrars by filling the Form of Request attached herein. A copy of the Annual Report will be forwarded to such shareholder within eight (8) market days from the date of receipt of the 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. Damayanthi Perera of the Company on telephone: 011-4526700, email: damayanthi@lankatiles.com, 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://www.lankatiles.com/> and the CSE website: <https://www.cse.lk/company-profile?symbol=LWL.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://www.lankatiles.com/>

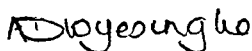
## **DOCUMENTS ATTACHED**

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

**LANKA WALLTILES PLC**



**PW CORPORATE SECRETARIAL (PVT) LTD**

Secretaries

29th May 2026



# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty Ninth (49th) Annual General Meeting of Lanka Walltiles PLC will be held by electronic means on 30th June 2026 at 12.15 p.m. centered at No. 20, R A De Mel Mawatha, Colombo 3 for the following purposes:

## **1. Ordinary Business**

- (i) 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.
- (ii) To re-elect Mr. Migel Wasam Rizvi Nandajith Somaratne, who retires by rotation in terms of Articles 103 and 104 of the Articles of Association, as a Director of the Company.
- (iii) To re-elect Mr. Sanjeewa Renuka Jayaweera, who retires by rotation in terms of Articles 103 and 104 of the Articles of Association, as a Director of the Company.
- (iv) To re-elect Ms. Kulappu Arachchige Donna Brindhiini Perera, who retires by rotation in terms of Articles 103 and 104 of the Articles of Association, as a Director of the Company.
- (v) 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 110 of the Articles of Association.
- (vi) To re-elect as a Director, Mr. Haresh Somashantha, who was appointed to the Board since the last Annual General Meeting, in terms of Article 110 of the Articles of Association.
- (vii) To re-elect as a Director, Mr. Shiran Harsha Amarasekera, who was appointed to the Board since the last Annual General Meeting, in terms of Article 110 of the Articles of Association.
- (viii) To re-elect as a Director, Mr. Hector Manil Anthony Jayesinghe, who was appointed to the Board since the last Annual General Meeting, in terms of Article 110 of the Articles of Association.
- (ix) To re-elect as a Director, Mr. Ratnayake Mudiyanseelage Mohan Joseph Ratnayake, who was appointed to the Board since the last Annual General Meeting, in terms of Article 110 of the Articles of Association.
- (x) To re-appoint Messrs Ernst & Young, Chartered Accountants, as the Auditors of the Company and to authorize the Directors to fix their remuneration.
- (xi) To authorize the Directors to determine donations for the financial year ending 31st March 2027 and up to the date of the next Annual General Meeting.

## 2. Special Business

(i) 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:

- (1) by the substitution of the word “executors, administrators or heirs” in place of “executors or trustees” in line 2 of Article 15(iii) ;
- (2) by the inclusion of the words “or Executive Director” between the words “Officer” and “shall” in line 5 of Article 96 ;
- (3) by the inclusion of the words “or Chief Executive Officer or Executive Director” between the words “Director” and “shall” in line 6 of Article 103;
- (4) by the deletion of Article 145 in its entirety and the substitution therefor of the following new Article 145 ;

### “CONTRACTS

145. (1) A contract or other enforceable obligation may be entered into by the Company as follows:

- (a) an obligation which, if entered into by a natural person is required by law to be in writing signed by that person and be notarially attested, may be entered into on behalf of the Company in writing signed under the name of the Company by –
  - (i) two Directors of the Company, as authorized by a resolution of the Board and placing the Company Seal
  - (ii) any one Director and Secretary of the Company as authorized by a resolution of the Board and placing the Company Seal
  - (iii) any other person as authorized by a resolution of the Board
  - (iv) one or more Attorneys appointed by the Company, as set out in Article 136 hereof authorizing to enter into such obligation, and be notarially executed;
- (b) an obligation which, if entered into by a natural person is required by law to be in writing and signed by that person, may be entered into on behalf of the Company in writing signed by two Directors of the Company, as authorized by a Resolution of the Board by placing the

Company Seal or by any one Director and Secretary of the Company as authorized by a resolution of the Board by placing the Company Seal or by a person authorized by a resolution of the Board, or one or more Attorneys authorized to enter into such obligation.

(c) an obligation which if entered into by a natural person is not required by law to be in writing, may be entered into on behalf of the Company in writing or orally by a Director or a person authorized by a resolution of the Board.

(2) The provisions of Sub Article (1) of Article 145 shall apply to a contract or other obligation

(a) whether or not that contract or obligation is entered into in Sri Lanka; and

(b) whether or not the law governing the contract or obligation is the law of Sri Lanka.

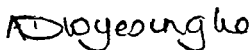
(3) For the purpose of this Article, the Company may use a generally recognized abbreviation of any word in the name, unless it is misleading to do so."

(5) by the deletion of Article 183 in its entirety and the substitution therefor of the following new Article 183;

183. Notwithstanding anything to the contrary contained in the Articles of Association of the Company, so long as the Company is listed on the Colombo Stock Exchange, the Company shall comply with the Rules of the Colombo Stock Exchange and the Central Depository System, which shall be in force from time to time.

By order of the Board

**LANKA WALLTILES PLC**



**PW CORPORATE SECRETARIAL (PVT) LTD**

Secretaries

29th May 2026

At Colombo

**Notes:**

1. A shareholder is entitled to appoint a Proxy to attend, speak 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. 215, Nawala Road, Narahenpita, Colombo 05 by 12.15 p.m. on 28th 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 12.15 p.m. on 28th June 2026.

# REGISTRATION FORM

**49TH ANNUAL GENERAL MEETING (AGM) OF LANKA WALLTILES PLC TO BE HELD AS  
A VIRTUAL MEETING ON 30TH JUNE 2026 AT 12.15 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 the case of 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](mailto:agm_egm_registrars@cds.lk) to be received by the Registrars by 12.15 p.m. on 28th June 2026.

# FORM OF PROXY

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

Mr. Kulappu Arachchige Don Dhammika Perera	or failing him*
Mr. Amarakoon Mudiyansele Weerasinghe	or failing him*
Mr. Lakshitha Priyantha Bandara Talwatte	or failing him*
Mr. Migel Wasam Rizvi Nandajith Somaratne	or failing him*
Mr. Haresh Somashantha	or failing him*
Dr. Sivakumar Selliah	or failing him*
Ms. Anjalie Maryanne Letitia Page	or failing her*
Mr. Sanjeeva Renuka Jayaweera	or failing him*
Ms. Kulappu Arachchige Donna Brindhiini Perera	or failing her*
Ms. Yogadinusha Bhaskaran	or failing her*
Mr. Balapuwaduge Dinesh Shamindra Mendis	or failing him*
Mr. Shiran Harsha Amarasekera	or failing him*
Mr. Naomal Michael Pelpola	or failing him*
Mr. Hector Manil Anthony Jayasinghe	or failing him*
Mr. Ratnayake Mudiyansele Mohan Joseph Ratnayake	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 Forty Ninth (49th) Annual General Meeting of the Company to be held on 30th June 2026 at 12.15 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
(i) To re-elect Mr. M W R N Somaratne as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(ii) To re-elect Mr. S R Jayaweera as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(iii) To re-elect Ms. K A D B Perera as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(iv) To re-elect Mr. K A D D Perera as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(v) To re-elect Mr. H Somashantha as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(vi) To re-elect Mr. S H Amarasekera as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(vii) To re-elect Mr. H M A Jayasinghe as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(viii) To re-elect Mr. R M M J Ratnayake as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(ix) To re-appoint Messrs Ernst & Young, Chartered Accountants, the retiring Auditors and to authorize the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
(x) To authorize 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

- (i) To pass the Special Resolution as set out in item 2(i) of the Notice of Meeting

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.

### 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. 215, Nawala Road, Narahenpita, Colombo 05 by 12.15 p.m. on 28th 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.

# FORM OF REQUEST

FOR A PRINTED COPY OF THE ANNUAL REPORT OF LANKA WALLTILES PLC  
FOR THE YEAR ENDED 31ST MARCH 2026

TO: **Lanka Walltiles 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 LANKA WALLTILES 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 Lanka Walltiles PLC

Telephone 011-2356444  
Facsimile 011-2440396  
Email agm\_egm\_registrars@cds.lk

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

Telephone 011 - 4526700  
Facsimile 011 - 2806232  
Email damayanthi@lankatiles.com



## LANKA WALLTILES 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 Lanka Walltiles 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 Lanka Walltiles 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](mailto:agm_egm_registrars@cds.lk) to be received by the Registrars by 12.15 p.m. on 28th 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.

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.