

# **CIRCULAR TO SHAREHOLDERS**

**KAPRUKA HOLDINGS PLC PQ 00247881**

## **23RD ANNUAL GENERAL MEETING (AGM) OF "KAPRUKA HOLDINGS PLC" TO BE HELD AS A VIRTUAL MEETING ON 24th SEPTEMBER 2025 AT 11.00 AM**

Dear Shareholder/s,

The Board of Directors of Kapruka Holdings PLC having taken into consideration the guidelines issued by the Colombo Stock Exchange ("CSE") on holding virtual shareholder meetings through audio/visual means and in conformity with the regulatory provisions of the Articles of Associations of the Company, have decided to hold the Annual General Meeting ("AGM") of the Company as a virtual meeting through audio/visual means in the manner set forth below.

### **1. Method of holding the AGM**

Only the key officials who are essential for the administration of the formalities of the meeting will be physically present in the Board Room. All others, including shareholders will participate via an online meeting hosted on the Zoom platform.

### **2. Registration procedure**

Those shareholders and proxy holders who wish to participate by audio visual conferencing technology should notify the Company Secretaries, Kreston Corporate Services (Pvt) Ltd, No 74A, 2nd Floor, Advantage Building, Dharmapala Mawatha, Colombo 07, of such intention by completing the REGISTRATION FORM and emailing it to the following email address khplc.cs@kreston.lk or send it by post to reach the Company Secretaries 48 hours prior to the time fixed for the Meeting i.e 11.00 AM on 22nd September 2025.

The Registration Form will also be made available on the Company's official website (<https://www.kapruka.com>) and on the website of the Colombo Stock Exchange (<https://www.cse.lk>)

### **3. Appointment of proxy holders**

Shareholders are encouraged to appoint a Director of the Company as their proxy to vote on their behalf and to include their voting preferences on the resolutions to be taken up at the Meeting, in the Form of Proxy. The shareholders may also appoint any other persons other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting.

The Form of Proxy will also be made available on the corporate website of the Company and the website of the Colombo Stock Exchange and those shareholders who wish to submit their Form of Proxy should duly complete the same as per the instructions given therein. The duly completed Form of Proxy should be deposited with the Company Secretaries, Kreston Corporate Services (Pvt) Ltd, No. 74A, 2nd Floor, Advantage Building, Dharmapala Mawatha, Colombo 07 or forwarded by email to khplc.cs@kreston.lk to enable them to receive the same not less than forty-eight (48) hours prior to the time appointed for holding the AGM.

### **4. Participation via an Online Meeting Platform**

The login information will be authorized only for use by individual shareholders, proxy holders, and in the case of institutional shareholders, the authorized representatives 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.

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company Secretaries, via e-mail to khplc.cs@kreston.lk or by post to the registered address of the Company Secretaries, Kreston Corporate Services (Pvt) Ltd., No.74A, 02nd Floor, Advantage Building, Dharmapala Mawatha, Colombo 07 not less than Five (05) days before the date of the meeting. This is in order to enable the Company Secretaries to compile the queries and forward the same to the attention of the Board of Directors so that such queries could be addressed at the meeting.

**5. Voting**

Voting in respect of the items of business on the agenda will be registered by using an online platform or a designated ancillary online application. This method of voting will count as one vote per Shareholder similar to a show of hands. All of such procedures will be explained to shareholders prior to the commencement of the meeting.

**6. Copies of the Annual Report 2024/25**

The Annual Report and the Financial Statements of the Company will be available for perusal on the following websites.

1. Corporate Website of Kapruka Holdings PLC – (<https://www.kapruka.com>)
2. Colombo Stock Exchange – (<https://www.cse.lk>)

Should shareholders wish to obtain a printed copy of the Annual Report, they may send a written request to the Office of the Company by filling out the Request Form attached herein. A copy of the Annual Report will be forwarded by the Company within eight (8) market days from the date of receipt of the request.

For any queries, please contact Mr. Chamath De Silva on telephone no 070-3517699 or email [chamath@kapruka.com](mailto:chamath@kapruka.com) during office hours.

**7. Documents relating to the AGM**

All documents relating to the AGM must be forwarded to the Secretaries by post or by email to the email address [khplc.cs@kreston.lk](mailto:khplc.cs@kreston.lk) 48 hours prior to the time fixed for the Meeting.

The Notice of Meeting, Form of Proxy, and other related documents will also be made available on the Company's website and on the website of the Colombo Stock Exchange.

The following documents are attached herewith:

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

The Company will endeavor to dispatch the aforementioned documents by ordinary post to the shareholders provided the postal services are duly operational.

For any queries, please contact Mr. Chamath De Silva - Deputy Manager - Finance on 070-3517699 during office hours (8.30 am to 5.00 pm)

BY ORDER OF THE BOARD,  
KAPRUKA HOLDINGS PLC



**KRESTON CORPORATE SERVICES (PVT) LTD**  
SECRETARIES

## KAPRUKA HOLDINGS PLC

# FORM OF PROXY

I/We\* ..... (please indicate full name)  
holder of NIC/Passport/Company Registration No./s ..... of (Address of shareholder/s  
..... being a shareholder/s\* of Kapruka Holdings PLC  
hereby appoint: Mr/Ms ..... (Please indicate full name)  
holder of NIC No. ..... of ..... or failing him/her.

Mr. Herath Pathiranalage Dulith Vinodan Herath	or failing him
Mrs. Anuradha Malimage Herath	or failing her
Mrs. Ranasinghe Arachchige Thilangani Herath	or failing her
Mr. Subasinghe Mudiyanselage Tishan Harendranath Subasinghe	or failing him
Mr. Suresh Deepal Subasinghe	or failing him
Dr. Dingiri Bandage Sunil Chamara Bandara	or failing him
Mr. Lakshman Abeysekera	or failing him

as my/\*our Proxy to represent me/us\* and to vote as indicated below on my/our\* behalf at the Annual General Meeting of the Company to be held on 24th September 2025 and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid Meeting. I/We the undersigned hereby authorize my/our proxy to vote on my/our behalf in accordance with the preferences indicated below

	For	Against
1. To approve item no. 1.2 set out in the Notice of the 23rd Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve item no. 1.3 set out in the Notice of the 23rd Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve item no. 1.4 set out in the Notice of the 23rd Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve item no. 1.5 set out in the Notice of the 23rd Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve item no. 1.6 set out in the Notice of the 23rd Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>

As witness my/our handset hereto this ..... day of .....  
Two Thousand and Twenty Five.

.....  
Signature

**Note:**

Instructions as to completion are given below. Please delete the words which are not applicable and mark "X" in the appropriate cages to indicate your instructions as to voting.

A proxy need not be a member of the Company.

## **INSTRUCTIONS AS TO COMPLETION OF THE FORM OF PROXY**

1. A shareholder entitled to participate and vote at the meeting but is unable to do so, can appoint not more than one proxy to participate and vote at the AGM instead of him/her, by completing the Form of Proxy. Shareholders who are unable to participate in the above meeting are encouraged to appoint the Chairman of the Meeting or any other Director of the Company to participate and vote on their behalf
2. 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 the Proxy which should be duly signed and dated.
3. Please indicate with an "X" in the cages provided, how your proxy is to vote on each resolution. If no indication is given, the proxy is at his/her discretion and may vote as he/she thinks fit.
4. To be valid, the completed Form of Proxy should be forwarded to the Company Secretaries, via email to [khplc.cs@kreston.lk](mailto:khplc.cs@kreston.lk) or post to Kreston Corporate Services (Pvt) Ltd No. 74A, 2nd Floor, Advantage Building, Dharmapala Mawatha, Colombo 07 not less than 48 hours before the time appointed for holding the Meeting, i.e. before 11.00 A.M on 22nd September 2025.
5. If the shareholder is a company or a body corporate, a Form of Corporate Representation executed under the Common Seal in accordance with the Articles of Association or the Constitution should be submitted.
6. Where the Form of Proxy is signed under a Power of Attorney (POA) which has not been registered with the Company, the original Power of Attorney (POA) together with a photocopy of the same or a copy certified by a Notary Public must be lodged with the Company along with the Form of Proxy or emailed to [khplc.cs@kreston.lk](mailto:khplc.cs@kreston.lk).
7. If a shareholder has submitted a Form of Proxy prior to the meeting and subsequently decides to participate in the meeting him/herself, he/she should take immediate steps to revoke the appointment of a proxy

## KAPRUKA HOLDINGS PLC

# NOTICE OF MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty Third (23rd) Annual General Meeting of the shareholders of **KAPRUKA HOLDINGS PLC** will be held in terms of Articles 58(1) (iii) of the Articles of Association by means of audio and visual communication on **24th September 2025 at 11.00 a.m.** centered at the Board Room of the company 147, Old Kottawa Road, Mirihana, Nugegoda for the following purposes.

### 1. Routine Business

- 1.1 To receive the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March 2025 together with the Report of the Auditors thereon.
- 1.2 To elect as a director, in terms of Article 92 of the Articles of Association **Mr. Subasinghe Mudiyanse Tishan Harendranath Subasinghe**, who retires from the Board by rotation in terms of Article 88(1) of the Articles of Association of the Company.
- 1.3 To elect as a director, in terms of Article 92 of the Articles of Association **Mrs. Anuradha Malimage Herath**, who retires from the Board by rotation in terms of Article 88(1) of the Articles of Association of the Company.
- 1.4 To propose the following resolution to be approved with or without modification as an ordinary resolution for the re-election of **Mrs. Ranasinghe Arachchige Thilangani Herath**, as director in terms of Section 211 of the Companies Act No. 07 of 2007, who has reached the age of 74 years as at the date of the Annual General Meeting.

“That **Mrs. Ranasinghe Arachchige Thilangani Herath** who has reached the age of 74 years as at the date of the Annual General Meeting be and is hereby re-appointed as a Director for a period of One year and it is hereby declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the appointment of the said Director.”
- 1.5 To re-appoint **Messrs. Ernst & Young, Chartered Accountants**, as the Auditors of the Company for the ensuing year and to authorize the Directors to determine their remuneration.
- 1.6 To approve donations made by the Company during the year under review and to authorize the Directors to determine donations for the year ending 31st March 2026 and up to the next Annual General Meeting of the Company.

By order of the Board  
**KAPRUKA HOLDINGS PLC**



Director  
**Kreston Corporate Services (Pvt) Ltd**  
Secretaries

29th August 2025

### Notes:

1. A shareholder entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote on his/her behalf.
2. A proxy so appointed need not be a member of the Company.
3. A Form of Proxy accompanies this Notice.

KAPRUKA HOLDINGS PLC  
**REGISTRATION FORM**

**23RD ANNUAL GENERAL MEETING (AGM) OF KAPRUKA HOLDINGS PLC TO BE HELD AS  
A VIRTUAL MEETING VIA ZOOM ON 24TH SEPTEMBER 2025 AT 11.00 AM.**

**DETAILS OF SHAREHOLDER**

Full name of the principal shareholder : .....  
.....

NIC No./Passport No./Company Reg. No : .....

CDS Account No. : .....

Residential address : .....

Phone : .....

Email : .....

Full name of the first joint holder : .....

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

Full name of the second joint holder : .....

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

In the event, that a proxy holder is appointed by the shareholder, the following details 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 : .....

Phone : .....

Email : .....

**Participation at the AGM**

Please tick the cage below:

I/My proxy holder am/is willing to participate at the AGM

Online

Signature/s .....  
Principal shareholder      1st joint holder      2nd joint holder

Date: .....

**Note:** In the case of a company/corporation, the shareholder Registration Form must be signed under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association, and in the case the Registration Form is signed by an Attorney, the Power of Attorney must be deposited at No. 74A, 2nd Floor, Advantage building, Dharmapala Mawatha, Colombo 07 or emailed to khplc.cs@kreston.lk

# REQUEST LETTER

To : - Kapruka Holdings PLC  
147, Old Kottawa Road, Mirihana, Nugegoda.

## KAPRUKA HOLDINGS PLC REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT – 2024/2025

With reference to the Circular to Shareholders 29th August 2025, I/we hereby request you to please forward to me/us, a printed copy of the Annual Report of Kapruka Holdings PLC for the year 2024/25.

Full name of Shareholder : .....

.....

Shareholder's NIC/Passport,  
Company Registration Number : .....

Shareholder's Address : .....

.....

.....

Shareholder's folio number  
(Please refer address label) : .....

Contact Number : .....

Shareholder's Email Address : .....

.....

Signature

.....

Date

### Notes :

1. Please complete the Request Letter legibly, and sign and date the letter in the space provided.
2. The Letter should be delivered to the above-mentioned address or emailed via [chamath@kapruka.com](mailto:chamath@kapruka.com) or faxed to +94-11-2823332 on or before 22nd September 2024.
3. In the case of joint holders, the Letter may be executed by the Registered Principal Holder
4. In the event the shareholder is a company, the Letter may be executed under the common seal of the company or by a duly authorized officer of the company.