

CIRCULAR TO SHAREHOLDERS

KAPRUKA HOLDINGS PLC PQ 00247881

EXTRAORDINARY GENERAL MEETING (EGM) OF "KAPRUKA HOLDINGS PLC" TO BE HELD AS A VIRTUAL MEETING ON 27th JANUARY 2026 AT 10.00 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 Extraordinary General Meeting ("EGM") of the Company as a virtual meeting through audio/visual means in the manner set forth below.

1. Method of holding the EGM

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 10.00 AM on 25th January 2026.

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 EGM.

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.

For any queries, please contact Mr. Lakshani Shashikala on telephone no 0716001864 or email lakshani@kapruka.com during office hours.

6. Documents relating to the EGM

All documents relating to the EGM must be forwarded to the Secretaries by post or by email to the email address 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. EGM Registration Form
3. Form of Proxy

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 Ms. Lakshani Shashikala - Assistant Accountant - Finance on 0716001864 during office hours (8.30 am to 5.00 pm)

**BY ORDER OF THE BOARD,
KAPRUKA HOLDINGS PLC**


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



REGISTRATION FORM

**EXTRAORDINARY GENERAL MEETING (EGM) OF KAPRUKA HOLDINGS PLC TO BE HELD AS A
VIRTUAL MEETING VIA ZOOM ON 27TH JANUARY 2026 AT 10.00 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 EGM

Please tick the cage below:

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

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

**THE REGISTRATION PROCESS TO PARTICIPATE AT THE EXTRAORDINARY
GENERAL MEETING OF KAPRUKA HOLDINGS PLC VIA THE ONLINE MEETING
PLATFORM.**

1. As mentioned in the Circular to the Shareholders, the Extraordinary General Meeting will be held as a Virtual Meeting on 27th January 2026 at 10.00 a.m. onwards. Shareholders who wish to participate virtually via the Online Meeting Platform should follow the following procedure in order to register themselves for the EGM.
2. The request to register names for online participation via Online Meeting Platform should be delivered to the Company Secretaries, ***Kreston Corporate Services (Pvt) Ltd, No. 74A, 2nd Floor, Advantage building, Dharmapala Mawatha, Colombo 07, Sri Lanka*** or e-mailed khplc.cs@kreston.lk along with the required registration information as per the **REGISTRATION FORM** at least forty-eight (48) hours before the EGM i.e 10.00 AM on 25th January 2026
3. The information received from a shareholder pertaining to his/her proxy holder should tally with the information indicated in the duly completed Form of Proxy submitted by the shareholder in order for the meeting link and user credentials to be shared by the Company with the proxy holder.
4. Kapruka Holdings PLC will verify all the registration requests and identification details received with the Shareholders' Register and accept the registration for EGM if it is satisfied with the request and supporting documents. Once the registration is accepted, shareholders will receive an email confirmation acknowledging the registration.
5. The shareholders whose online participation request has been accepted will receive a separate email containing the meeting link and user credentials from Kapruka Holdings PLC, twenty-four (24) hours prior to the commencement of the EGM.
6. If the Shareholder/Proxy Holder intends to join the EGM via a smartphone, it is necessary for him/her to download the **"Zoom Mobile App"** onto his/her smartphone. Similarly, if a shareholder/Proxy holder wishes to attend the EGM 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**)
7. If any shareholder who is registered for participation via the Online Meeting Platform encounters any difficulty in connecting to the Meeting, they could contact the hotline number 070-2398403 for any assistance required.
8. The Shareholders/Proxy holders are requested to use the web link which will be forwarded by the Company and click on **"EGM Registration"** in order to login to the meeting.
9. Upon clicking on the link forwarded by the Company, 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 (The participants are required to enter the correct details as mentioned in the registration form forwarded to us, where any mismatch will be considered as an unsuccessful login).
10. At this point, all participants are required to click on **Join the Virtual EGM of Kapruka Holdings PLC.**
11. It is recommended to join the Meeting at least fifteen (15) minutes before the start of the EGM. The Online Meeting Platform will be active thirty (30) minutes before the start of the EGM.
12. Once the credentials are inserted, he/she will be directed to the Virtual EGM Zoom Platform.

13. 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 popup message to **unmute the microphones and to allow video options**.
14. When declaring the position of a resolution, Chairman will take into account the voting of the Shareholders/ Proxy Holders participating virtually.
15. **60 seconds** will be allocated for Shareholders/ Proxy holders to cast their vote in respect of each resolution.
16. The results will be processed and announced by the Chairman 30 seconds after the end of the time slot allocated for voting.
17. In a situation where Shareholders' voting is required for a poll, the same mechanism will be applicable. This will be moderated by the Chairman of the meeting.
18. It is advised to check the online EGM access at least a day prior and also ensure that your devices have an audible sound system so that you could be a part of the EGM comfortably.

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 Mudiyanseelage 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

as my/*our Proxy to represent me/us* and to vote as indicated below on my/our* behalf
at the Extraordinary General Meeting of the company to be held on 27 January, 2026 at
10.00 a.m., and at any adjournment thereof and at every poll may be taken in
consequence thereof.

To approve item no. 1.1 set out in the Notice convening the
Extraordinary General Meeting

For

☐

Against

☐

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

.....
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 EGM 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 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 10 A.M on 25 January 2026.
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.
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