

C M HOLDINGS PLC
(Company No. PQ 169)

C/o. Corporate Managers & Secretaries (Pvt) Limited
8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1

02nd June 2025

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

ONE HUNDRED AND THIRTEENTH ANNUAL GENERAL MEETING

It has been decided to hold the One Hundred and thirteenth Annual General Meeting of the Company as a virtual Meeting on Monday, 30th June 2025 via an online meeting platform in accordance with the Articles of Association of the Company and in line with the guidelines issued by the Colombo Stock Exchange (CSE) on the Conduct of Virtual Meetings.

Apart from the Routine Business to be transacted at the Annual General Meeting, the Board of Directors also wish to take up under Special Business at the said Meeting the proposed amendments to the Articles of Association as specified in the Notice of Meeting. The said amendments are in order to comply with the requirements stipulated in the Listing Rules of the Colombo Stock Exchange.

The Notice of Meeting, Form of Proxy, Form of Request and the Registration Form for the One Hundred and thirteenth Annual General Meeting of the Company are enclosed.

Shareholders who wish to participate at the meeting via Online Platform are kindly requested to complete and return the aforesaid Registration Form attached to this Circular and also uploaded on the Colombo Stock Exchange website, to reach the Registered Office of the Company Secretaries, Corporate Managers and Secretaries (Pvt) Ltd, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, or via e-mail to cmhagm2025@cmsl.lk at least 3 days prior to the date of the Meeting. Upon receipt of the duly completed Registration Form the Company's Secretaries will email Virtual Meeting login information to the eligible Shareholders or their duly nominated Proxies to enable them to join the meeting.

If a Shareholder/Proxy holder intends joining 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 the Shareholder/Proxy holder wishes to join the meeting via a desktop computer, the link could be opened by downloading the "Zoom Desktop App" to the respective desktop computer.

Please be advised that the Annual Report of the Company for the Financial Year ended 31st March 2025 is available on the CSE website:- <https://cse.lk/pages/company-profile/company-profile.component.html?symbol=COLO.N0000>

In the event you require assistance in downloading or accessing the website, kindly contact Mr. Jehan Ratnakumar on 011 2344485-9 or e-mail jehan@cmsl.lk any time between 9.00 a.m. and 4.00 p.m. on any working day.

If you wish to receive a printed copy of the Annual Report, please send your written request by returning the duly completed Form of Request which is attached hereto to reach us at the Registered Address of the Company Secretaries or e-mail same to cmhagm2025@cmsl.lk. The printed copy will be forwarded within eight (8) market days from receipt of the written request provided there is no disruption in the postal service.

If you have any queries in obtaining a printed copy of the Annual Report please contact the following officials any time between 9.00 a.m. and 4.00 p.m. on any working day.

Name	Contact No.	e-mail
Ms. Geethika Priyadarshini	0112344485-9	geethika@cmsl.lk
Ms. Monisha Selvam	0112344485-9	monisha@cmsl.lk
Ms. Shifa Farook	0112344485-9	shifa@cmsl.lk

Further, if shareholders who are unable to participate at the Meeting wish to raise any queries, such queries could be sent in writing to the Company Secretaries via e-mail to cmhagm2025@cmsl.lk or by post to the Registered Office of the Company Secretaries as mentioned above, not less than five (5) 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 same could be addressed at the Meeting.

Shareholders who are unable to attend may complete and return the Form of Proxy to reach the Registered Office of the Company Secretaries not later than 48 hours before the time fixed for the holding of the Meeting.

By Order of the Board,
C M HOLDINGS PLC,
CORPORATE MANAGERS & SECRETARIES (PVT) LIMITED.
Secretaries

Notice of Meeting

C M HOLDINGS PLC **(Company No. PQ 169)**

Notice is hereby given that the 113th Annual General Meeting of C M Holdings PLC will be held on Monday, 30th June 2025 at 10.00 a.m. and conducted as a Virtual Meeting from 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, for the following purposes:

1. To receive and consider the Annual Report of the Board of Directors and Statement of Accounts for the year ended 31st March, 2025 with the Report of the Auditors thereon.
2. To re-elect as a Director, Mr. R.M.M.J. Ratnayake who retires in accordance with Articles 88 and 89 of the Articles of Association.
3. To re-elect as a Director, Mr. Amrit Rajaratnam who was appointed during the year and retires in accordance with Article 95 of the Articles of Association.
4. To re-elect as a Director, Mr. E.D.P. Soosaipillai who was appointed during the year and retires in accordance with Article 95 of the Articles of Association.
5. To re-elect as a Director, Mr. A.I. Piyadigama who was appointed during the year and retires in accordance with Article 95 of the Articles of Association.
6. To reappoint Mr. S.D.R. Arudpragasam who is over seventy years of age as a Director. Special Notice has been received from a shareholder of the intention to pass a Resolution which is set out below in relation to his reappointment (see Note No 5).
7. To authorize the Directors to determine contributions to charities.
8. To reappoint as Auditors, Messrs. Deloitte Partners (formerly PricewaterhouseCoopers) and to authorize the Directors to determine their remuneration.
9. Special Business :
To consider and if thought fit to pass the following Special Resolution to amend the Articles of Association of the Company in relation to the minimum number of Independent Directors in compliance with the Listing Rules of the Colombo Stock Exchange:

Special Resolution

Resolved-

"That the existing Article 76 be renumbered as 76(1) and the following new Article numbered 76(2) be included immediately following the renumbered Article 76(1):

76(2). Notwithstanding anything to the contrary, so long as the shares of the Company are listed on the Colombo Stock Exchange, the Company shall in compliance with the Listing Rules of such Exchange ensure that, of the total number of Directors on the Board of Directors of the Company at any given time one third or two (whichever is greater) shall be Independent Directors in accordance with and subject to the criteria therefor in the Listing Rules of the Colombo Stock Exchange.

Any change occurring to this ratio shall be rectified within ninety (90) days from the date of change.

For the purpose of this Article, the term 'Independent Director' shall be as defined and set out in the Listing Rules of the Colombo Stock Exchange above referred to."

By Order of the Board,
Corporate Managers & Secretaries (Private) Limited
Secretaries

Colombo
02nd June 2025

C M HOLDINGS PLC
(Company No. PQ 169)

Notes:

1. A member of the Company who is entitled to attend and vote at this meeting may appoint a proxy to attend and vote instead of him or her. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed in this Report. The instrument appointing a proxy must reach the Registered Office of the Company's Secretaries, Corporate Managers & Secretaries (Private) Limited, No. 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01, not less than forty-eight (48) hours before the time fixed for the holding of the meeting.
3. Members are encouraged to vote by Proxy through the appointment of a member of the Board of Directors to represent them and vote on their behalf. Members are advised to complete the Form of Proxy and their voting preferences on the specified resolutions to be taken up at the meeting and submit the same to the Company in accordance with the instructions given on the reverse of the Form of Proxy.
4. Please refer the "Circular to Shareholders" dated 02nd June 2025 for further instructions relating to the Annual General Meeting and for joining the Meeting virtually.
5. Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting:

Resolved –

"That Mr. S.D.R. Arudpragasam who is seventy three years of age be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Director, Mr. S.D.R. Arudpragasam."

Form of Proxy

C M HOLDINGS PLC
(Company No. PQ 169)

I/We the undersigned of
..... being a member/members of C M Holdings PLC, do hereby
appoint
..... of
..... or failing him

- | | |
|---|---------------------------|
| 1. Sri Dhaman Rajendram Arudpragasam | of Colombo or failing him |
| 2. Anushman Rajaratnam | of Colombo or failing him |
| 3. Sanjeev Rajaratnam | of Colombo or failing him |
| 4. Ratnayake Mudiyansele Mohan Joseph Ratnayake | of Colombo or failing him |
| 5. Amrit Rajaratnam | of Colombo or failing him |
| 6. Eugen Duliksha Pratharp Soosaipillai | of Colombo or failing him |
| 7. Asoka Indrasiri Piyadigama | of Colombo |

as my/our proxy to represent me/us, to speak and to vote on my/our behalf at the Annual General Meeting of the Company to be held on 30th June 2025, at 10.00 a.m. and at any adjournment thereof and at every poll which may be taken in consequence thereof.

	For	Against
1. To receive and consider the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March, 2025 with the Report of the Auditors thereon.		
2. To re-elect Mr. R.M.M.J. Ratnayake as a Director.		
3. To re-elect Mr. Amrit Rajaratnam as a Director.		
4. To re-elect Mr. E.D.P. Soosaipillai as a Director.		
5. To re-elect Mr. A.I. Piyadigama as a Director.		
6. To reappoint Mr. S.D.R. Arudpragasam as a Director.		
7. To authorize Directors to determine contributions to Charities.		
8. To reappoint as Auditors Messrs. Deloitte Partners and authorize the Directors to determine their remuneration.		
9. Special Business- To amend the Articles of Association as set out in the Notice convening the Meeting.		

As witness my/our hand(s) this day of 2025.

.....
Signature of Shareholder

Note:
A proxy need not be a member of the Company. If no words are deleted or there is in the view of the proxy doubt (by reason of the manner in which the instructions contained in the Form of Proxy have been completed) as to the way in which the proxy should vote, the proxy may vote as he/she thinks fit.

Instructions as to completion are noted on the reverse hereof.

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Instructions as to Completion

1. Perfect the Form of Proxy, after filling in legibly your full name, address and by signing in the space provided and filling in the date of signature.
2. In the case of corporate members the Form of Proxy must be under the Common Seal of the Company or under the hand of an Authorized Officer or Attorney.
3. Where the Form of Proxy is signed under a Power of Attorney (POA) which has not been registered with the Company, the original POA together with a photocopy of the same, or a copy certified by a Notary Public must be lodged with the Company's Secretaries, Corporate Managers & Secretaries (Private) Limited along with the Form of Proxy.
4. The completed Form of Proxy should be deposited at the Registered Office of the Company's Secretaries, Corporate Managers & Secretaries (Private) Limited, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than 48 hours before the time appointed for the meeting.

FORM OF REQUEST

To: C M Holdings PLC
Corporate Managers & Secretaries (Pvt) Ltd
8-5/2 Leyden Bastian Road
York Arcade Building
Colombo 1.

REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT OF C M HOLDINGS PLC – 2024/2025

With reference to your Circular dated 02nd June 2025, I/We wish to request a printed copy of the Annual Report of C M HOLDINGS PLC for the Financial Year 2024/2025.

My/Our details are as follows -

Full Name of Shareholder :

NIC/Passport/Co. Reg. No. :

Folio No. indicated in the address label :

Address :

.....

Contact Number :

.....
Signature

.....
Date

Notes :
Please complete the Form of Request by filling in legibly the required information, signing in the space provided and filling in the date of signature.

In the case of Joint Holders, the Form of Request may be executed by the Registered Principal Holder.

In the event the Shareholder is a Company, the Form of Request should be signed under its Common Seal or by a duly Authorized Officer of the Company in accordance with its Articles of Association.

Registration Form

C M HOLDINGS PLC
(Company No. PQ 169)

Participation at the ANNUAL GENERAL MEETING (AGM) OF C M HOLDINGS PLC to be held on Monday 30th June 2025 at 10.00 a.m. and conducted as a Virtual Meeting from 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder:

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

CDS Account No.:

Folio No. indicated in the Address Label:

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 the following details of him/her 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 under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association and in the case of the Registration Form being signed by an Attorney, the Power of Attorney, must be deposited at the Registered Office of the Company's Secretaries, Corporate Managers & Secretaries (Pvt) Ltd, 8-5/2 Leyden Bastian Road, Colombo 01, Sri Lanka or emailed to cmhagm2025@cmsl.lk