

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/(s)

VIRTUAL ANNUAL GENERAL MEETING OF UNITED MOTORS LANKA PLC FOR THE YEAR ENDED 2020/21

Following the issuance of guidelines by the Colombo Stock Exchange (CSE) due to the COVID-19 pandemic situation of the country and in the interest of protecting public health and facilitating compliance with the Health and Safety Guidelines issued by the Government of Sri Lanka, the Thirty Second (32nd) Annual General Meeting (AGM) of United Motors Lanka PLC will be held via audiovisual means in the manner prescribed below:

A. GENERAL DETAILS

- 1.The Thirty Second (32nd) AGM of United Motors Lanka PLC will be conducted via audiovisual means, at 9.30 a.m. on Tuesday, 27 July 2021.
- 2.The AGM will be held in accordance with the guidelines issued by the CSE for the hosting of a virtual AGM.
- 3.Only the Chairman, Group Chief Executive Officer/Executive Director, certain members of the Board of Directors, Key Officials, the Company Secretary and the External Auditors will be present at the venue of the meeting in person and all shareholders will participate in the meeting through audio and audiovisual means.
- 4.The Annual Report of the Company for the year ended 2020/21 will be available for perusal on the Company website on www.unitedmotors.lk , the Colombo Stock Exchange website on www.cse.lk and the social media sites of the Company.
- 5.If you wish to receive a printed copy of the Annual Report for the year ended 2020/21, please complete and forward us the **Form of Request** by post to the registered address of the Company No. 100, Hyde Park Corner, Colombo 02 or e-mail to agm2021@unitedmotors.lk or facsimile on +94 11 2448113.

B. SHAREHOLDER PARTICIPATION

- 1.The shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
- 2.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 through audio or audiovisual means **only**.
- 3.The shareholders who wish to participate at the meeting will be able to join the meeting through audio or audiovisual means. To facilitate this process, the shareholders are required to furnish their details by perfecting the **Registration of Shareholder details for online participation** and forward same to agm2021@unitedmotors.lk or by facsimile on +94 11 2448113, to reach the Company **not less than five (05) days before the date of the meeting** so that the **meeting login information** could be forwarded to the e-mail addresses so provided.
- 4.To facilitate the appointment of proxies as specified in B.1 and B.2 above, the duly filled Forms of Proxy should be sent to reach the Company via e-mail to agm2021@unitedmotors.lk or facsimile on +94 11 2448113 or by post to the registered address of the Company No. 100, Hyde Park Corner, Colombo 02, **not less than forty eight (48) hours before the time fixed for the meeting**.

C. SHAREHOLDERS' QUERIES

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company, via e-mail to agm2021@unitedmotors.lk or facsimile on +94 11 2448113 or by post to the registered address of the Company No. 100, Hyde Park Corner, Colombo 02, ***not less than five (05) days before the date of the meeting.*** This is in order to enable the Company Secretary to compile the queries and forward same for the attention of the Board of Directors so that they could be addressed at the meeting.

For any further queries on this matter, please contact Ms. Wasanthi Lelwala at the Company Secretarial Division of United Motors Lanka PLC.

Telephone: +94 11 4696015/ +94 11 4696020

E-mail: wasanthil@unitedmotors.lk

The Board of Directors wishes to thank the shareholders of the Company for their unwavering cooperation.

By order of the Board

UNITED MOTORS LANKA PLC



Rinoza Hisham
Company Secretary
30 June 2021

FORM OF REQUEST

To: Company Secretary
United Motors Lanka PLC
No. 100, Hyde Park Corner
Colombo 02.

I would like to receive the printed version of the Annual Report of United Motors Lanka PLC.

Full Name of the Shareholder (as on the CDS account/Share Certificate) :	
Shareholder's NIC/ Passport/ Company Registration No.:	
Folio Number as appears in the address label:	
Address:	
Contact Number:	
Jointly with :	

Signature

Date

Notes:

1. Please complete the Form of Request by filling in legibly the required information in **BLOCK LETTERS**, signing in the space provided and filling in the date of signature.
2. Please post the completed Form of Request to the Company at the addresses given above or email to agm2021@unitedmotors.lk or facsimile on +94 11 2448113.

REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE PARTICIPATION

To: United Motors Lanka PLC
No. 100, Hyde Park Corner,
Colombo 02.

1. Full Name of the Shareholder/s:

Primary

*Joint

*Joint

2. Shareholder/s Address:

3. Shareholder's NIC No. / Passport No. / Co. Reg. No. :

Primary

*Joint

*Joint

4. Shareholder's Contact No. :

Fixed line: _____

Mobile: _____

5. Shareholder's e-mail: _____

6. Name of the Proxy holder: _____

NOTICE OF MEETING

Notice is hereby given that the Thirty Second Annual General Meeting of United Motors Lanka PLC will be held at 9.30 a.m. on Tuesday, 27 July 2021, via audiovisual means for the following purposes;

01. To receive and consider the Annual Report of the Board of Directors, the Audited Financial Statements for the year ended 31 March 2021 and Report of the Auditors thereon.
- 02.(i) To re-elect, Prof. Malik Ranasinghe who retires by rotation in terms of Articles 83 of the Articles of Association of the Company.

(ii) To re-elect, Ms. Coralie Pietersz who retires in terms of Articles 89 of the Articles of Association of the Company.

(iii) To re-elect, Mr. Devaka Cooray who retires in terms of Articles 89 of the Articles of Association of the Company.

(iv) To re-elect, Mr. Junya Takami who retires in terms of Articles 89 of the Articles of Association of the Company.

(vi) To re-appoint Mr. Ananda Atukorala who is over the age of 70 years, as a Director by passing the following Resolution as an Ordinary Resolution:

"IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. Ananda Atukorala who is 72 years of age and that he be re-appointed a Director of the Company."

03. To declare a final dividend of LKR 1.00 per share for the year ended 31 March 2021 as recommended by the Directors.
04. To re-appoint PricewaterhouseCoopers (PwC), Chartered Accountants, as the Auditors for the ensuing year and to authorize the Directors to fix their remuneration.
05. To authorize the Board of Directors to determine and make donations for 2021/22.
06. To consider any other business of which due notice has been given.

By Order of the Board



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Ms. Rinoza Hisham
Company Secretary
Colombo

10 June 2021

Note: Further instructions on the virtual AGM are given on the reverse here of

Note:

1. In the interest of protecting public health and facilitating compliance with the Health and Safety guidelines issued by the Government of Sri Lanka, the Thirty Second (32nd) Annual General Meeting of United Motors Lanka PLC will be a virtual meeting held by participants joining in person or proxy and through audio or audiovisual means in the manner specified below:
 - i. The Chairman, the Board of Directors, the Company Secretary, the Registrars, the External Auditors and the Company Lawyers will be present for the meeting at 9.30 a.m. on Tuesday, 27 July 2021.
 - ii. Shareholder participation
 - a. The shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
 - b. 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 through audio or audiovisual means only.
 - c. The shareholders who wish to participate at the meeting will be able to join the meeting through audio or audiovisual means. To facilitate this process, the shareholders are required to furnish their details by perfecting the **Registration of shareholder detail for online participation** to the circular to shareholders and forward same to agm2021@unitedmotors.lk or by facsimile on +94 11 2448113, to reach the Company **not less than five (05) days before to the date of the meeting** so that the meeting login information could be forwarded to the e-mail addresses so provided. The circular to the shareholders will be posted to all the shareholders along with the Notice of Meeting and the Form of Proxy.
 - d. To facilitate the appointment of proxies, the Form of Proxy is attached hereto and the duly filled Forms of Proxy should be sent to reach the Company via e-mail to agm2021@unitedmotors.lk or facsimile on +94 11 2448113 or by post to the registered address of the Company No. 100, Hyde Park Corner, Colombo 02, not less than forty eight (48) hours before the time fixed for the meeting.
 - iii. Shareholders' queries

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company, via e-mail to agm2021@unitedmotors.lk or facsimile on +94 11 2448113 or by post to the registered address of the Company No. 100, Hyde Park Corner, Colombo 02, **not less than five (05) days before to the date of the meeting**. This is in order to enable the Company Secretary to compile the queries and forward same to the attention of the Board of Directors so that same could be addressed at the meeting.
2. The Annual Report of the Company for the year ended 2020/21 will be available for perusal on the Company website, the Colombo Stock Exchange website and the social media sites of the Company.

FORM OF PROXY

I/We.....of.....
 being a member/s of United Motors Lanka PLC, hereby
 appoint
 of..... .whom failing

- 1) Sunil Gamini Wijesinha of Colombo or failing him
- 2) Chanaka Yatawara of Colombo or failing him
- 3) Ananda Wijetilaka Atukorala of Colombo or failing him
- 4) Ramesh Hiran Yaseen of Colombo or failing him
- 5) Ladduwa Kovisge Anne Hiroshini Fernando of Colombo or failing her
- 6) Kulatilleke Arthanayake Malik Kumar Ranasinghe of Colombo or failing him
- 7) Stuart Anthony Chapman of Colombo or failing him
- 8) Miriam Coralie Pietersz of Colombo or failing her
- 9) Mututantrige Parakrama Devaka Cooray of Colombo

as my/our proxy to represent me/us and* to vote on my/ our behalf at the Thirty Second Annual General Meeting of the Company to be held at 9.30 a.m. on Tuesday, 27 July 2021, via audiovisual means and at any adjournment thereof and at every poll which may be taken in consequence of the above said meeting. I/We the undersigned hereby authorize my/our Proxy to vote on my/our behalf in accordance with the preference indicated below:

	For	Against
1. To receive and consider the Annual Report of the Board of Directors, the Audited Financial Statements of the Company for the year ended 31 March 2021 and Report of the Auditors thereon.
2. To re-elect Prof. Malik Ranasinghe as a Director of the Company.
3. To re-elect Ms. Coralie Pietersz as a Director of the Company.
4. To re-elect Mr. Devaka Cooray as a Director of the Company.
5. To re-elect Mr. Junya Takami as a Director of the Company.
6 To re-appoint Mr. Ananda Atukorala as a Director of the Company.
7. To declare a final dividend of LKR 1.00 per share for the year ended 31 March 2021 as recommended by the Directors.
8. To re-appoint PricewaterhouseCoopers (PwC), Chartered Accountants, as the Auditors for the ensuing year and to authorize the Directors to fix their remuneration.
7. To authorize the Board of Directors to determine and make donations for 2021/22.

Signed on thisday ofTwo Thousand and Twenty One.

.....
 Signature/s

Notes:

Please indicate with an “x” in the space provided how your Proxy is to vote. If there is in the view of the Proxy holder doubt (by reason of the way in which the instructions contained in the proxy have been completed) as to the way in which the Proxy holder should vote, the Proxy holder shall vote as he thinks fit.

Instructions as to completion

1. Kindly perfect the form of proxy, after filling in legibly your full name and address, and sign in the space provided. Please fill in the date of signature.
2. If you wish to appoint any person other than Directors as your proxy, please insert the relevant details in the space provided.
3. In terms of Article 66 of the Articles of Association of the Company.
 - (i) In the case of an individual shall be signed by the Appointer of his Attorney: and
 - (ii) In the case of a company or a corporate body shall be either under its common seal or signed by its Attorneys or by an Officer authorized to do so on behalf of such entity.
4. In terms of Article 61 of the Articles of the Company in the case of joint-holders of a share the senior who tenders the vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint-holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
5. Duly filled forms of proxy should be sent to reach the Company via email to agm2021@unitedmotors.lk or facsimile on +94 112448113 or by post to the registered address of the Company No.100, Hyde Park Corner, Colombo 02, **not less than 48 hours before the appointed hour of the meeting.**

Please provide the following details (mandatory):

NIC/PP/Company Registration No. of the Shareholder/(s)

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Folio No.

.....

E-mail address of the Shareholder/(s) or Proxy holder (other than a Director appointed as proxy)

.....

Mobile

No.:

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Residence

No.

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