

UNITED MOTORS LANKA PLC

Company Registration No. PQ 74
No. 100, Hyde Park Corner, Colombo -02

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s

SUBDIVISION OF ORDINARY VOTING SHARES

The Board of Directors of United Motors Lanka PLC (the Company) resolved on 21st November 2025, subject to shareholder approval to increase the number of ordinary voting shares of the Company by way of a subdivision thereof. The Board is of the view that such subdivision will facilitate greater liquidity of the said shares.

Details of the proposed subdivision of shares

The Company's issued and fully paid ordinary voting shares be subdivided in the manner following:

Subdividing each existing issued and fully paid ordinary voting share into ten (10) ordinary voting shares

Consequent to the subdivision of shares, the existing issued and fully paid ordinary voting shares of the Company, as at date and constituted as follows will be sub-divided as given below:

Class of shares	Issued and fully paid shares	Shares consequent to the subdivision
Ordinary Voting Shares	100,900,626	1,009,006,260

The aforesaid subdivision is expressly permitted under existing Article 11(1)(b) of the Company's Articles of Association and is also consistent with the provisions of the Companies Act No. 07 of 2007 (Companies Act). The modality the Company proposes to adopt in effecting the subdivision is also in compliance with the Companies Act and applicable laws.

The concurrence of the Colombo Stock Exchange ("CSE") has been obtained for the subdivision of shares. The CSE does not approve and/or assume any responsibility and/or regulate the modality adopted by the Company in relation to such increase of shares by way of a subdivision and/or for the validity of shares arising from such increase.

The stated capital of the Company is LKR 336,335,420 and the proposed subdivision will not result in any change of the stated capital of the Company.

The date of entitlement/Record Date will be 16 January 2026, being the 2nd market day from and excluding the date of Extraordinary General Meeting (the "Record Date"). Accordingly, the shareholding of shareholders of the Company as at the end of the Record Date will be considered for purposes of affecting the said subdivision of shares.

Rights attached to the sub-divided shares

The rights presently attached to the existing issued ordinary voting shares including those attached thereto in terms of the Company's Articles of Association shall, consequent to subdivision, vest in each ordinary share arising from the subdivision respectively. Consequently, the relative voting and distribution rights of the ordinary shareholders will, upon such subdivision, remain unaffected.

Dealing suspension

For the purpose of updating records of the shareholders whose shares are lodged in the Central Depository Systems (Private) Limited (“CDS”), dealing in the shares of the Company will be suspended by the Colombo Stock Exchange for a period of five (5) market days from and excluding the date of the EGM. Accordingly, dealing in the shares of the Company will be suspended for a period of five (5) market days from 14 January 2026 to 21 January 2026 (both days inclusive).

The dealing in shares following the subdivision will re-commence on 22 January 2026.

Uploading of shares to the CDS records and registering the shareholders for post-subdivision shares

Subsequent to the share updating by way of the proposed subdivision, the shares held by the CDS account holders will be directly uploaded to their respective CDS accounts within three (03) market days from the Record date/date of entitlement of such subdivision of shares.

In the case of shareholders whose shares have not been lodged with the CDS, those shareholders are kindly requested to open accounts with the CDS prior to the date of the EGM convened as per the attached Notice of Meeting in order to ensure compliance with the directive of the Securities and Exchange Commission of Sri Lanka (SEC/LEG/10/11/51) dated 22nd November, 2010. Until such CDS accounts are opened by shareholders who do not have CDS accounts, the sub-divided shares of such shareholders will only be registered in the share register of the Company and no share certificates will be issued to such shareholders. Any share certificates pertaining to the pre-subdivision shares that had not been deposited in an account maintained with the CDS shall be deemed to be invalid *ipso facto* upon the subdivision.

When determining the number of shares held by a shareholder as at the relevant date for the purposes of subdivision, the shareholding of the shareholders appearing in the share register maintained by the Company and in the CDS will not be aggregated. However, if a shareholder holds shares through multiple accounts maintained through several Trading Participants, the said shares will be aggregated for the purpose of calculating the entitlement at the subdivision, and the shares arising as a result thereof will be uploaded to the respective CDS accounts held with each Trading Participant.

Shareholders who may require additional details or assistance in relation to any of the abovementioned matters may contact the Registrars, Central Depository Systems (Pvt) Ltd, Ground Floor, M&M Center, 341/5, Kotte Road, Rajagiriya on any working day between 8.00 a.m. and 4.30 p.m. on Telephone No. +9411 2356444, +9411 2356456.

Extraordinary General Meeting

An EGM of the Company will be held on 13 January 2026 via audio/visual means as per the attached Notice of EGM to obtain the approval of the shareholders.

By order of the Board of
UNITED MOTORS LANKA PLC



RINOZA HISHAM
COMPANY SECRETARY

19 December 2025

NOTICE OF EXTRAORDINARY GENERAL MEETING
SUBDIVISION OF SHARES - 2026

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Shareholders (EGM) of United Motors Lanka PLC will be held via audio/visual means at 10.00 a.m. on 13 January 2026, for the purpose of considering and if thought fit, passing the following resolution as an Ordinary Resolution.

“IT IS HEREBY RESOLVED THAT

- (i) the ordinary voting shares of United Motors Lanka PLC (the “Company”) currently amounting One Hundred Million Nine Hundred Thousand Six Hundred and Twenty-Six (100,900,626) ordinary voting shares be increased by a subdivision of the Shares on the basis of 10 (ten) shares for every existing issued ordinary voting share, thereby increasing the number of ordinary voting shares in the Company to One Billion Nine Million Six Thousand and Two Hundred and Sixty (1,009,006,260).
- (ii) the shareholding of the Company’s holder of ordinary voting shares as at the end of the Record Date/Entitlement Date which is 16 January 2026, being the 2nd market day from and excluding the date of EGM, shall be considered for purposes of effecting the said subdivision of shares;
- (iii) The post-subdivision shares shall have the same rights vis-à-vis the pre-subdivision shares and the aforesaid subdivision will leave unaffected the relative voting and distribution rights of the holders of the ordinary voting shares.

By order of the Board of
UNITED MOTORS LANKA PLC



RINOZA HISHAM
COMPANY SECRETARY

19 December 2025

Notes

Any shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote/speak in his/her stead and a form of proxy is sent herewith for this purpose. A proxy need not be a shareholder of the Company. A completed form of proxy must be deposited at the registered office of the Company at 100, Hyde Park Corner, Colombo 02 or e-mail to **egm2026@unitedmotors.lk** not less than **48 hours before the time appointed for the holding of the meeting**.

Meeting Guidelines

- (i) The shareholders who wish to participate at the meeting will be able to join the meeting through audio/visual means. In order for us to forward the access information necessary for participation at the meeting, which shall include the meeting identification number, access password, and access telephone number, please forward the duly completed registration form including your e-mail address and contact telephone number to the registered address of United Motors Lanka PLC, No. 100, Hyde-Park Corner, Colombo 02 or email to **egm2026@unitedmotors.lk** not less than 48 hours before the time appointed for the holding of the meeting, so that the login information could be forwarded to the e-mail address so provided.
- (ii) If a Shareholder wishes to submit a proxy, Form of Proxy should be duly completed as per the instructions given therein together with the Registration Form and sent to the registered address of the Company or e-mail to **egm2026@unitedmotors.lk** not less than 48 hours before the time appointed for the holding of the meeting. The detail of the proxy holder given in the Proxy and the Registration Form should tally with each other.
- (iii) The Company will verify the requests and other relevant identification details of the shareholders and would email the link to the registered shareholders with the instructions for the participation at the EGM. If the shareholder has provided a valid proxy, the link and user credentials would be emailed to the proxy holder.
- (iv) Voting in respect of the resolution to be passed will be registered by using audio/visual means or a designated ancillary online application. All of such procedures will be explained to the shareholders prior to the commencement of the meeting.
- (v) For any questions/technical support please contact Ms. Minoli Dayaratne of United Motors Lanka PLC on +94114 696015/+944797200 during office hours from 8.30 a.m. to 5.00 p.m.

It is advisable to have a suitable proper device, which is capable of facilitating the participation at the EGM comfortably.

Form of Proxy

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

1) Mr. Mututanrige Parakrama Devaka Cooray	of Colombo or failing him
2) Mr. Chanaka Yatawara	of Colombo or failing him
3) Ms. Ladduwa Kovisge Anne Hiroshini Fernando	of Colombo or failing her
4) Ms. Miriam Coralie Pietersz	of Colombo or failing her
5) Mr. Thushara Banda Abeykoon Jayasekara	of Colombo or failing him
6) Mr. Visvanathamoorthy Govindasamy	of Colombo or failing him
7) Mr. Arjuna Herath	of Colombo or failing him
8) Mr. Antonio Jonathan Alles	of Colombo or failing him
9) Mr. Buddhika Pathmalal Singhage	of Colombo

as my/our proxy to represent me/us and* to vote on my/our behalf at the Extra-Ordinary General Meeting of United Motors Lanka PLC to be held at 10.00 a.m. on Tuesday, 13 January 2026, via audio/visual means.

To pass the ordinary resolution in relation to the sub-division of shares as set out in the notice of meeting

For

Against

Abstain

Signed on thisday ofTwo Thousand and Twenty-Five/Six.

.....
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.
- Please delete the inapplicable words.

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/her 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 egm2026@unitedmotors.lk 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.**

UNITED MOTORS LANKA PLC

EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON 13TH JANUARY 2026

AT 10.00 A.M VIA AUDIO/VISUAL MEANS

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:

7. Proxy holder's NIC No. / Passport No.:

8. Proxy holder's Contact No.:

Fixed line: Mobile:

9. Proxy holder's e-mail.:

I/We hereby certify that the details given above are true and accurate and are furnished for the purpose of enabling my/our online participation at the Extra-Ordinary General Meeting. I/We acknowledge that the Company shall have the right to disable my/our participation in the event the above information furnished are found to be incorrect or inconsistent with shareholding records.

.....
Shareholder's Signature / Date

.....
*1st Joint holder's Signature / Date

.....
*2nd Joint holder's Signature / Date

* Strike out if not applicable

Note:

1. It is **mandatory** for the shareholder/s to provide the **e-mail** address in the space provided above in order to forward the login information to facilitate the online participation at the meeting.
2. Duly filled Registration of Shareholder Details Form should be forwarded to **egm2026@unitedmotors.lk** to reach the Company ***not less than 48 hours before the appointed hour of the meeting.***