



**United Motors Lanka PLC**

## CIRCULAR TO SHAREHOLDERS

UNITED MOTORS LANKA PLC  
Company Reg. No. PQ 74  
(Incorporated - 09 May 1989)  
No. 100, Hyde Park Corner, Colombo  
Sri Lanka.

Dear Sir/Madam,

Proposed Amendment to the Articles of Association of the Company as mandated by the Revised Listing Rules of the Colombo Stock Exchange on Corporate Governance (Section 9)

The revised Corporate Governance Rules implemented by the Colombo Stock Exchange on 1 October 2023 ('Listing Rules') has mandated that the Articles of Association of Listed Entities be amended to reflect the requirements stipulated under Section 9.8.1 of the Listing Rules pertaining to Minimum Number of Directors and Section 9.9 of the Listing Rules pertaining to Alternate Directors

The previous provisions within our Articles, which aligned with the old CSE requirements, have been updated. Given the likelihood of future changes in regulations concerning the requirements on independence and non-executive directors from time to time, we have amended our Articles to provide us with the flexibility to adapt without the need for frequent revision.

Accordingly, an Extraordinary General Meeting of the Company will be held on Friday, 28 June, 2024 immediately after the conclusion of the Annual General Meeting at 9.00 a.m. at the Renuka City Hotel, No. 328, Galle Road, Colombo 03, for the purpose of enabling the Shareholders of the Company to consider, and if thought fit, to pass the special resolution, as set out in the Notice of Meeting attached hereto.

By Order of the Board,  
United Motors Lanka PLC



Rinoza Hisham  
Company Secretary

04 June 2024

## NOTICE OF MEETING

Notice is hereby given that the Extraordinary General Meeting (EGM) of United Motors Lanka PLC will be held on 28 June 2024, immediately after the conclusion of the Annual General Meeting scheduled at 9.00 a.m. at the Renuka City Hotel, No. 328, Galle Road, Colombo 3, for the purpose of considering and passing the following resolutions as special resolutions:

### Special Resolution No. 01

1. THAT the existing Article 72(1) (Directors) of the Articles of Association of the Company be deleted in its entirety and be substituted with the new Article 72(1) reflecting the requirements mandated under Section 9.8.1 of the Listing Rules on minimum number of Directors, as set out below:

*72(1) The Board shall be comprised of not less than five (5) and not more than eleven (11) Directors, Subject to the provisions of the Act and these presents, the Company may from time to time, by Special Resolution, increase or reduce the number of Directors.*

*Provided however, that as long as R I L Property PLC (Registration No PV/PB 68365 PQ) holds more than 50% of the voting shares of the Company, it shall be entitled to nominate a majority of the Directors of the Board (hereinafter referred to as the "Nominee Director/s of R I L").*

### Special Resolution No. 02

2. THAT the existing Article 72(2) of the Articles of Association of the Company be deleted in its entirety and be substituted with the new Article 72(2).

*72(2) Notwithstanding anything to the contrary, so long as the shares of the Company are quoted on the Colombo Stock Exchange, the Company shall be in compliance with the Listing Rules requirements on the number of independent and non-executive directors.*

### Special Resolution No. 03

3. THAT the existing Article 101 (Alternate Directors) of the Articles of Association of the Company be deleted in its entirety and be substituted with the new Article 101 reflecting the requirements mandated under Section 9.9 of the Listing Rules on Alternate Directors, as set out below:

*101(1) An alternate Director shall only be appointed under exceptional circumstances by any Director ('appointor'), giving notice in writing left at the office of the Company and approved by the Board to be an alternate Director of the Company to act in their place during their absence, subject to applicable laws, rules and regulations and the following provisions of this Article shall apply to any person so appointed. Any such appointment shall not exceed a period of one (1) year from the date of appointment.*

*(2) A person appointed to be an Alternate Director shall not in respect of such appointment be entitled to receive any remuneration from the Company nor be required to hold any share qualification but the Directors may repay the Alternate Director such reasonable expenses as he may incur in attending and returning from meetings of the Directors which he is entitled to attend or which he may otherwise properly incur in or about the business of the Company or may pay such allowances as they may think proper in respect of these expenses.*

*(3) An alternate Director shall (on his giving an address for such notices to be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director in the absence of such appointer.*

*(4) An Alternate Director may be appointed for a specified period or until the happening of a specified event but he shall ipso facto cease to be an Alternate Director in any of the following events, that is to say:-*

- a) upon the Appointors resumption of duties as a Director ;*
- b) if his Appointor ceases for any reason to be a Director: Provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired;*
- c) if the Alternate Director shall have a receiving order made against him or compounds with his creditors or is adjudicated an insolvent;*
- d) if the Alternate Director be lunatic or becomes of unsound mind;*
- e) if the appointment of the Alternate Director is revoked by notice in writing left at the office by his Appointer;*
- f) if a majority of the Directors resolve that the appointment of the Alternate Director be terminated;*
- g) if he becomes subject to any of the provisions of Article 81 of these presents which, if he were a Director of the Company, would render his office vacated.*

*5) A Director shall not vote on the question of the approval of an Alternate Director to act for him or on the question of the termination of the appointment of such an Alternate Director under the last foregoing sub-clause of this Article, and if he do so his vote shall not be counted; nor for the purpose of any resolution for either of these purposes shall he be counted in the quorum present at the meeting.*

*6) The attendance of any alternate Director at any meeting subject to (5) above, including Board Sub-Committee meetings shall be counted for the purpose of the quorum.*

## **BY ORDER OF THE BOARD**

For and on behalf of **United Motors Lanka PLC**



Rinoza Hisham  
Company Secretary

04 June 2024  
Colombo

# FORM OF PROXY

I/We.....  
 ..... of ..... being a Shareholder/  
 Shareholders of United Motors Lanka PLC ..... of .....  
 ..... whom failing

- 1) Mututantrige Parakrama Devaka Cooray 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) Stuart Anthony Chapman of Colombo or failing him
- 7) Miriam Coralie Pietersz of Colombo or failing her
- 8) Thushara Banda Abeykoon Jayasekara of Colombo or failing him
- 9) Visvanathamoorthy Govindasamy of Colombo or failing him

as my/our proxy to represent me/us and\* .....to vote on my/our behalf at the Extra-ordinary General Meeting (EGM) of United Motors PLC (the Company) to be held on **28 June 2024 immediately after the conclusion of the Annual General Meeting** at 9.00 a.m.at the Renuka City Hotel, 328, Galle Road, Colombo 03 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	Abstained
01.	To pass Special Resolution No. 01 set out in the Notice convening the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02.	To pass Special Resolution No. 02 set out in the Notice convening the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03.	To pass Special Resolution No. 03 set out in the Notice convening the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed on this..... day of Two Thousand and Twenty Four.

.....  
 Signature/s

\* If you wish your Proxy to speak at the meeting you should insert the words "to speak and" in the place indicated and initial such insertion.

## 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 FOR 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 your signature.
2. If you wish to appoint any person other than the Directors as your proxy, please insert the relevant details.
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 [umlagn\\_egm2024@unitedmotors.lk](mailto:umlagn_egm2024@unitedmotors.lk) or facsimile to +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:	
Folio No:	
E-mail address of the Shareholder/s or Proxy holder (other than a Director appointed as proxy)	
Mobile No:	
Residence No:	