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# CIRCULAR TO SHAREHOLDERS

MTD Walkers PLC  
[Company Reg. No. PQ 80]  
No.18, St. Michael's Road,  
Colombo 03  
Tel.: +94 11 2345942  
+94 11 2446276  
Facsimile: +94 11 7021492  
Web: [www.walkerscml.com](http://www.walkerscml.com)

## **Thirty Third Annual General Meeting and the Annual Report for the Year 2018/2019**

Dear Shareholder

Taking into consideration the current regulations/restrictions prevailing in the country due to the COVID-19 pandemic, the Board of Directors of MTD Walkers PLC has decided to hold the 33rd Annual General Meeting (AGM) of the Company as a Virtual Meeting on Wednesday, 6th January 2021 at 11.30a.m., in line with the Guidelines issued by the Colombo Stock Exchange (CSE) for hosting of Virtual AGMs.

### **Method of holding the AGM/Electronic platform**

Only the key officials who are essential for the administration of the formalities of the meeting will be physically present at the venue. All others, including shareholders, will participate via an online meeting hosted on the ZOOM platform. These measures are being adopted to observe "social distancing" requirements to mitigate the dangers of spreading the virus.

### **Registration procedure**

Those Shareholders and Proxy holders who wish to participate via the online meeting platform should notify the Company of such intention by completing the attached Registration Form. The Registration Form will also be made available on the corporate website of the Company and the website of the Colombo Stock Exchange.

The duly completed Registration Form should be deposited at the Registered Office through the Company Secretary of MTD Walkers PLC at No.18, St. Michael's Road, Colombo 03 or forwarded by email to [emalshi@mtdwalkers.com](mailto:emalshi@mtdwalkers.com) or [dilhara@mtdwalkers.com](mailto:dilhara@mtdwalkers.com) in order to enable the Company to receive the same by not less than 36 hours before the time fixed for the holding of the meeting.

Please refer to the attached Guidelines and Registration Process for the Annual General Meeting for further details in this regard.

### **Appointment of proxy holders**

Due to the COVID-19 pandemic and prevailing health and safety guidelines issued by the Government of Sri Lanka, the Shareholders are encouraged to vote by Proxy through appointment of a member of the Board of Directors 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 Form of Proxy is attached and it will also be made available on the corporate website of the Company and the website of the Colombo Stock Exchange.

Those Shareholders who wish to appoint a Proxy should duly complete the Form of Proxy and include the details of such Proxy holder in the Registration Form as per the instructions given therein and the attached Guidelines and Registration Process for the Annual General Meeting.

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The duly completed Form of Proxy should be deposited at the Registered Office through the Company Secretary of MTD Walkers PLC at No. 18, St. Michael's Road, Colombo 03 or forwarded by e-mail to [emalshi@mtdwalkers.com](mailto:emalshi@mtdwalkers.com) or [dilhara@mtdwalkers.com](mailto:dilhara@mtdwalkers.com) in order to enable the Company to receive the same by not less than 36 hours before the time fixed for the holding of the meeting

## **Login Information for Participation via the Online Meeting Platform**

The login information will be authorised only for use by individual Shareholders, Proxy holders and authorized representatives in case of Institutional Shareholders 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.

## **Queries of shareholders**

Shareholders who are unable to participate at the Virtual AGM via the designated online meeting platform are invited to forward their suggestions, questions and concerns (if any) relating to items on the Notice of Annual General Meeting to the Company Secretary at No. 18, St. Michael's Road, Colombo 03 or by email to [emalshi@mtdwalkers.com](mailto:emalshi@mtdwalkers.com) or [dilhara@mtdwalkers.com](mailto:dilhara@mtdwalkers.com) to be received by the Company Secretarial Division by not less than 36 hours before the time fixed for the holding of the meeting. The Board will ensure that they are discussed and addressed at the AGM, if relevant.

## **Voting**

Voting on the items on the Agenda will be registered by using an online e-ballot platform.

Please refer to the attached Guidelines and Registration Process for the Annual General Meeting for further details in this regard.

## **Annual Report 2018/2019**

In view of the situation that prevailed in the country due to the COVID-19 pandemic, the distribution of the Annual Report 2018/2019 in CD format was not feasible, and therefore the Annual Report for 2018/2019 of the Company is published and available for download on the corporate website of the Company and the Colombo Stock Exchange website.

Any shareholder who makes a request for a printed copy of the Annual Report will be provided with such printed copy within eight (8) market days from the date of receipt of the said request. [A Form of Request that could be used for the said purpose is enclosed].

Should you require assistance relating to your request for a printed copy of the Annual Report, you may contact Ms. Emalshi Dissanayake or Ms Dilhara Abeyrathna of the Company on Tel: +94 11 2345942 / +94 11 2446276 , email: [emalshi@mtdwalkers.com](mailto:emalshi@mtdwalkers.com) or [dilhara@mtdwalkers.com](mailto:dilhara@mtdwalkers.com), anytime between 10.00 am to 4.00 pm on any working day.

Documents attached

The following documents are attached to this Circular to Shareholders:

1. Notice of Annual General Meeting.
2. Form of Proxy
3. Guidelines and Registration Process
4. Registration Form
5. Request Form for a printed copy of the Annual Report

By Order of the Board,  
MTD Walkers PLC



Company Secretary  
08 December 2020

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# GUIDELINES AND REGISTRATION PROCESS

## Guidelines and Registration Process for the Thirty Third Annual General Meeting

Shareholders/Proxy holders who wish to participate in the Annual General Meeting of MTD Walkers PLC to be held via an Online Meeting Platform (Virtual AGM), could do so by using a smart phone or a desktop computer.

If a Shareholder/Proxy holder intends to join 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 a Shareholder/Proxy holder wishes to attend the Virtual AGM 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).

1. Shareholders who wish to participate in the Virtual AGM of MTD Walkers PLC either by themselves or through their Proxies are requested to forward their details to the Company Secretary as per the attached REGISTRATION FORM.
2. The duly completed and signed REGISTRATION FORM should be delivered to the Company, through the Company Secretary, No.18, St. Michael's Road, Colombo 03 or e-mailed to [emalshi@mtdwalkers.com](mailto:emalshi@mtdwalkers.com) or [dilhara@mtdwalkers.com](mailto:dilhara@mtdwalkers.com) to be received by the Company Secretary by not less than 36 hours before the time fixed for the holding of the meeting. If participation in the meeting is through a Proxy, the duly completed and signed FORM OF PROXY should accompany the REGISTRATION FORM.

*Note:*

*If a Proxy is appointed, the information set out in the REGISTRATION FORM pertaining to the Proxy holder should tally with the information indicated in the duly completed FORM OF PROXY submitted by the Shareholder.*

3. The Company will verify all registration requests and identification details received as aforesaid, against the details of Shareholders set out in the Shareholders' Register and accept the registrations for the Virtual AGM if it is satisfied with the request and supporting documents (if any).

Shareholders whose registration requests are accepted will receive an email confirmation from the Company acknowledging the acceptance of their requests.

4. The Shareholders whose registration requests have been accepted will receive a further email from the Company 24 hours prior to the commencement of the AGM. This email will provide a web link for online registration referred to as "Virtual AGM Registration". If the Shareholder has appointed a valid Proxy, this email will be forwarded to the relevant Proxy holder.
  5.
    - i. The Shareholders/Proxy holders are requested to use the web link, which will be forwarded by the Company as referred to in 4 above and click on "Virtual AGM Registration" in order to complete online registration for the Virtual AGM.
    - ii. On clicking the link "Virtual AGM Registration", 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. (In entering these details the participants are required to ensure that correct details as included in the REGISTRATION FORM referred to in 2 above are entered in the said online registration process, since any mismatch will be considered as an unsuccessful log in)
    - iii. After successful completion of entering of the details as referred to in 5 (ii) above, the participants are requested to click on "REGISTER" which will be prompted on their screens enabling them to receive the meeting link.
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## GUIDELINES AND REGISTRATION PROCESS

6. The Shareholders who successfully complete their online registration as set out in 5 above, will receive the log in link for participation in the meeting referred to as "Join the Virtual AGM of MTD Walkers PLC" and credentials.
7. In order to join the Virtual AGM, participants are required to click on "Join the Virtual AGM of MTD Walkers PLC". In some instances the system will call for the credentials and, if that is required, please enter the credentials to gain access to the Virtual AGM.
8. On completion of this process, you will be directed to the Virtual AGM Zoom Platform, where you can participate in the Virtual AGM.

It is recommended that the Shareholders/Proxy holders complete the process outlined in 5, 6, 7 and 8 above and join the AGM at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the time appointed for the commencement of the meeting.

9. 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 pop up message to unmute the microphones and to allow video options.
10. After completion of the process outlined in 6 above in respect of all eligible Shareholders and Proxy holders, the Company will forward a separate email to the Shareholders /Proxy holders (as applicable) who are entitled to vote, providing a separate link to vote on all resolutions included in the Notice of Annual General Meeting dated Wednesday, 06th January 2021 at 11.30a.m.
11. Shareholders/Proxy holders who intend participating in the meeting are requested to open the said voting link and be prepared to cast their vote when each resolution is taken up for voting by the Chairman. Participants are advised to "refresh" the voting page and cast the vote as per their discretion in the given space and click "SUBMIT" enabling the Company to receive the responses.
12. When declaring the voting on a resolution, Chairman will take into account the voting of the Shareholders/Proxy holders participating virtually.
13. 160 seconds will be allocated for Shareholders/Proxy holders to cast their vote in respect of each resolution.
14. The results will be processed and announced by the Chairman 15 seconds after the end of the time slot allocated for voting.
15. In a situation where a Poll is demanded and Shareholders are required to vote on the Poll, a mechanism similar to that referred to above for voting, will be applicable. This will be moderated by the Chairman of the meeting.

It is advised to check the online AGM access at least 3 hours prior to the meeting and also ensure that your devices have an audible sound system so that you could participate in the AGM comfortably.

Should you require assistance or more information with regard to the Registration Process, please contact Ms Emalshi Dissanayake or Ms Dilhara Abeyrathna on Tel: +94 11 2345942/+94 11 2446276 during working hours.

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# REGISTRATION FORM

Thirty Third Annual General Meeting (AGM) of MTD Walkers PLC to be held as a Virtual Meeting on Wednesday, 6th January 2021 at 11.30a.m.

## DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder: .....

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

CDS Account No.: .....

Address:.....

TelephoneNo/s:.....

Email: .....

**Full Name of 1st Joint Holder:** .....

NIC No./Passport No.: .....

**Full Name of 2nd Joint holder:**.....

NIC No./Passport No.: .....

In the event a Proxy holder is appointed by the Shareholder, following details of the Proxy 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

.....  
1st Joint holder

.....  
2nd Joint holder

Date: .....

Note: In the case of a Company/Corporation, the Shareholder Registration Form must be signed in the manner prescribed by its Articles of Association/Statute and in case the Registration Form is signed by an Attorney, the Power of Attorney, must be deposited at No.18, St. Michael's Road, Colombo 03, or emailed to [emalshi@mtdwalkers.com](mailto:emalshi@mtdwalkers.com) or [dilhara@mtdwalkers.com](mailto:dilhara@mtdwalkers.com)

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# FORM OF REQUEST

For a printed copy of the Annual Report of MTD Walkers PLC for the financial year ended 31 March 2019

To: Company Secretary  
MTD Walkers PLC  
No.18, St. Michael's Road,  
Colombo 03

I/We hereby request for a printed copy of the Annual Report of MTD Walkers PLC for the financial year ended 31 March 2019

Details of the shareholder(s)

Full name	
National Identity Card/ Passport/Company Registration No.:	
CDS Account No:	
Contact Telephone Number:	

.....  
Signature of shareholder(s)

Date.....

Note:

- (1) The Form of Request should be filled in block Capitals, signed and dated.
  - (2) In the event of joint shareholders, the Form of Request may be executed by the registered Principal Shareholder.
  - (3) In the event the shareholder is a Company, the Form of Request may be executed under the Rubber stamps / seals of the Company by a duly authorized representative.
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