

REVISED NOTICE OF ANNUAL GENERAL MEETING

MTD Walkers PLC (PQ 80)

No.18, St. Michael's Road,
Colombo 03

Revised Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirty Third (33rd) Annual General Meeting of the Company will be held by way of electronic means on 06 January 2021 at 11.30am centered at No.18, St. Michael's Road, Colombo 03 for the following purposes:

1. To receive and consider the Report of the Directors and Statement of Accounts for the year ended 31 March 2019 with the Report of the Auditors thereon.
2. To re-elect Mr Jehan Prasanna Amaratunga who retires by rotation at the Annual General Meeting in terms of Article 89 of the Articles of Association, as a Director of the Company
3. To re-elect Mr Kim Siew Tee who retires by rotation at the Annual General Meeting in terms of Article 89 of the Articles of Association, as a Director of the Company
4. To re- elect Mr Imran Gulcharan Bin Abdullah (appointed on 6 March 2020) who retires at the Annual General meeting in terms of Article 95 of the Articles of Association as a director of the Company.
5. To re- elect Dr Arosha Fernando (appointed on 6 May 2020) who retires at the Annual General meeting in terms of Article 95 of the Articles of Association as a director of the Company.
6. To re- elect Dr Senaka Haripriya Arnold De Silva (appointed on 21 August 2020) who retires at the Annual General meeting in terms of Article 95 of the Articles of Association as a director of the Company.
7. To re- elect Ms Munhenage Lilani Kumari (appointed on 21 August 2020) who retires at the Annual General meeting in terms of Article 95 of the Articles of Association as a director of the Company
8. To re-appoint Messrs BDO Partners, Chartered Accountants as Auditors of the Company for the ensuing year and to authorize the Directors to determine their remuneration.

By Order of the Board,
M T D Walkers PLC

Ms Prashanie Saroja Attygalle

Company Secretary
16 December 2020

Notes

1. A Shareholder entitled to attend and vote at the above virtual meeting is entitled to appoint a proxy to attend and vote on behalf of him/her by electronic means.
2. A proxy need not be a Shareholder of the Company.
3. The Form of Proxy is enclosed for this purpose.
4. For more information on how to participate by virtual means in the above virtual meeting, please refer Guidelines and Registration Process enclosed herewith.

REVISED FORM OF PROXY

The Board of Directors
M T D Walkers PLC
 No.18, St. Michael’s Road,
 Colombo 03

I/We.....of
being

a Shareholder / Shareholders of the above named Company hereby appoint

- | | |
|--|----------------|
| Dato’ Nik Faizul Bin Tan Sri Nik Hussain | or failing him |
| Mr Jehan Prasanna Amaratunga | or failing him |
| Mr Keith George Cowling | or failing him |
| Mr Kim Siew Tee | or failing him |
| Mr Imran Gulcharan Bin Abdullah | or failing him |
| Dr Arosha Fernando | or failing him |
| Dr Senaka Haripriya Arnold De Silva | or failing him |
| Ms Munhenage Lilani Kumari | or failing her |

as my/our* proxy to represent and speak and vote as indicated hereunder for me/us* and on my/our* behalf at the Thirty Third (33rd) Annual General Meeting of the Company to be held by way of electronic means on 06 January 2021 at 11.30a.m. and at every poll which may be taken in consequence of the aforesaid Meeting and at any adjournment thereof.

		FOR	AGAINST
1.	To receive and consider the Report of the Directors and Statement of Accounts for the year ended 31 March 2019 with the Report of the Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2.	To re-elect Mr Jehan Prasanna Amaratunga who retires by rotation at the Annual General Meeting in terms of Article 89 of the Articles of Association, as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
3.	To re-elect Mr Kim Siew Tee who retires by rotation at the Annual General Meeting in terms of Article 89 of the Articles of Association, as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
4.	To re- elect Mr Imran Gulcharan Bin Abdullah (appointed on 6 March 2020) who retires at the Annual General meeting in terms of Article 95 of the Articles of Association as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
5.	To re- elect Dr Arosha Fernando (appointed on 6 May 2020) who retires at the Annual General meeting in terms of Article 95 of the Articles of Association, as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
6.	To re- elect Dr Senaka Haripriya Arnold De Silva (appointed on 21 August 2020) who retires at the Annual General meeting in terms of Article 95 of the Articles of Association as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
7.	To re- elect Ms Munhenage Lilani Kumari (appointed on 21 August 2020) who retires at the Annual General meeting in terms of Article 95 of the Articles of Association as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
8.	To re-appoint Messrs BDO Partners, Chartered Accountants as Auditors of the Company for the ensuing year and to authorize the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

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

*Please delete as appropriate

.....
 Signature of Shareholder /s

Notes :

1. A proxy need not to be a shareholder of the Company.
2. Instructions as to completion appear overleaf

REVISED FORM OF PROXY

Instructions for completion

1. The full name, National Identity Card number and the registered address of the shareholder appointing the Proxy and the relevant details of the Proxy should be legibly entered in the Form of Proxy which should be duly signed and dated.
2. The completed Proxy should be forwarded to the Company for deposit at the Registered Office through the Company Secretary of MTD Walkers PLC, No. 18, St. Michael's Road, Colombo 03 or emailed to emalshi@mtdwalkers.com or dilhara@mtdwalkers.com to be received by the Company Secretary not later than 36 hours before the time appointed for the meeting.

In forwarding the completed and duly signed Proxy to the Company, please follow the Guidelines and Registration Process enclosed with the Notice of Annual General Meeting.

3. The Proxy shall –
 - (a) In the case of an individual be signed by the shareholder or by his attorney, and if signed by an attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Company.
 - (b) In the case of a company or corporate / statutory body either be under its Common Seal or signed by its Attorney or by an Officer / s on behalf of the Company or corporate / statutory body in accordance with its Articles of Association or the Constitution or the Statute. (as applicable)
4. Please indicate with a 'X' how the Proxy should vote on each resolution. If no indication is given, the Proxy in his discretion will vote as he thinks fit.