

UNISYST ENGINEERING PLC
(Company No. PQ 229)
No. 400, Deans Road,
Colombo 10.
Tel: 94 11 2627650

08th February 2021

CIRCULAR TO SHAREHOLDERS

Dear Shareholder,

SUBDIVISION OF ORDINARY SHARES (VOTING)

We wish to advise you that the Board of Directors of the Company has recommended a subdivision of ordinary shares by splitting each ordinary share into two (02) ordinary shares. Consequent to the subdivision total number of issued ordinary shares will be increased from 22,058,200 ordinary shares to 44,116,400 ordinary shares in the Company. The ordinary shares so increased are *pari pasu* in respect of voting and all other respects with the existing ordinary shares from which such increase arose and there has been no change to the stated capital of the Company and will remain at Rs. 446,672,723/-.

In terms of the Articles of Association of the Company, it is required to obtain the approval from the shareholders by way of a Special Resolution for subdivision of shares at a General Meeting.

Notice of Meeting for the said purpose is attached herewith with a Form of Proxy and the instructions how you should participate at the meeting and vote. As stated in the 'Instructions to join the Meeting' page, the said General Meeting will be held on 'Online meeting platform' and in line with the Articles of Association of the Company.

Please note the following.

- a) The requisite compliances with the Colombo Stock Exchange has been met in this regard.
- b) The entitlement for subdivision will be based on the shareholding of the Company as at end of trading on the date of the General Meeting.
- c) Share trading will be suspended on the market date immediately after the General Meeting from 05th March 2021, 8th March 2021 and 09th March 2021 (03 Market days) for the purpose of uploading CDS records.
- d) Article 9 (1) (i) of the Articles of Association of the Company permits such increase of shares by subdivision.
- e) The modality which the Company has proposed for the increase in shares is consistent with the provisions of the Companies Act No 7 of 2007.
- f) **CDS Shareholders - Uploading Shares to the CDS Accounts**
The increased shares will be uploaded to the each CDS shareholders' CDS Account prior to the commencement of trading.

The Company will obtain a 'Broker wise' entitlement schedule from the CDS as at the entitlement date, ie the date of the General Meeting after trading for the purpose of carrying out the direct upload of shares to the respective CDS Account. Calculation of increase in shares

will be on the total number of shares of shareholders in CDS and then carried out the direct upload proportionately to the respective Broker wise CDS accounts ensuring that the shareholders will not lose any shares due to the fact that such apportionment is amongst more than 2 CDS Accounts operated under different Brokers/Participants.

Existing Shareholders who hold shares in certificate Form

Please note that all the share certificates issued by the Company up to now deemed to have been cancelled and not valid after the date of the General Meeting (after trading).

Shareholders who do not have CDS Accounts are kindly requested to open a CDS Account with the CDS and forward us such CDS Account number for us to directly deposit the increased shares under the proposed subdivision to the CDS Account so opened.

No Share certificates will be issued for the increased shares under this subdivision.

- g. Entity's shares will commence trading after the increase in shares from 10th March 2021

Thanking you.

By order of the Board

UNISYST ENGINEERING PLC

For HAYLEYS GROUP SERVICES (PVT) LTD

Secretaries

UNISYST ENGINEERING PLC

Company No. PQ 229

No.400, Deans Road,
Colombo 10

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Shareholders of Unisyst Engineering PLC will be held on **04th March 2021** at **2.30 p.m.** on online platform for the purpose of considering and if thought fit to pass the following resolution as a Special Resolution;

SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the ordinary shares of the Company will be subdivided by splitting each issued ordinary share into two (02) ordinary shares as permitted by the Articles of Association of the Company thus, the total number of existing issued Ordinary Shares will be increased from 22,058,200 to 44,116,400 without changing the Stated Capital of the Company which will remain at Rs. 446,672,723/- and such subdivision will be based on the shareholding as at end of trading on the date of General Meeting, 4th March 2021.

By Order of the Board

UNISYST ENGINEERING PLC

For Hayleys Group Services (Pvt) Ltd
Secretaries

At Colombo on 08th February 2021

- Notes : 1. A Shareholder is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Shareholder of the Company.
A Form of Proxy is enclosed for this purpose. The instrument appointing a proxy must be deposited at No. 400, Deans Road, Colombo 10, Sri Lanka or must be emailed to **info.sec@hayleys.com** not later than 48 hours before the start of the Meeting.
2. The General Meeting will be held on 'Online meeting platform' and in line with the Articles of Association of the Company. Please refer the 'Instruction to join the Meeting' dated 08th February 2021 and follow the instructions to join the meeting.

UNISYST ENGINEERING PLC

Company No. PQ 229

No.400, Deans Road,
Colombo 10.

FORM OF PROXY

I/We*

(full name of Shareholder**) NIC No./Reg. No. of Shareholder (**)

of

being Shareholder/Shareholders* of **Unisyst Engineering PLC** hereby appoint:

- 1) (or failing him)
- 2) Mr. Abeyakumar Mohan Pandithage, Chairman of the Company or failing him, one of the Directors of the Company, as my/our* proxy to represent and speak for me/us* and vote on my/our* behalf at the Extraordinary General Meeting of the Company to be held on 04th March 2021 at 2.30 p.m. on online platform and at any adjournment thereof which may be taken in consequence thereon.

	For	Against
Special Resolution for Subdivision of ordinary shares as set out in the Notice	<input type="checkbox"/>	<input type="checkbox"/>

In witness my/our* hands this day of Two Thousand and Twenty One.

.....
Signature of Shareholder

Witness:
Signature :
Name :
Address :
NIC No :

- Notes:**
- (a) *Please delete the inappropriate words.
 - (b) A shareholder entitled to attend and vote at the Extraordinary General Meeting of the Company, is entitled to appoint a proxy to attend, vote and speak instead of him/her and the proxy need not be a shareholder of the company.
** Full name of shareholder/proxy holder and their NIC Nos. and Witness are mandatory. Your Proxy Form will be rejected if these details are not completed. Reg. No. should be given in the case of corporate shareholders.
 - (c) A shareholder is not entitled to appoint more than one proxy to attend on the same occasion.
 - (d) Instructions are noted on the reverse hereof.
 - (e) This Form of Proxy is in terms of the Articles of Association of the Company.
 - (f) Please refer the 'Instruction to join the Meeting' dated 08th February 2021 and follow the instructions to join the meeting online.

INSTRUCTIONS AS TO COMPLETION OF PROXY:

1. To be valid, the completed Form of Proxy must be deposited with the Company Secretaries, Hayleys Group Services (Pvt) Ltd at No. 400, Deans Road, Colombo 10, Sri Lanka or to be e-mailed to info.sec@hayleys.com not less than 48 hours before the start of the Meeting.
2. In perfecting the Form of Proxy, please ensure that all requested details are filled in legibly including mandatory details. Kindly sign and fill in the date of signing.
3. If you wish to appoint a person other than the Chairman of the Company (or failing him, one of the Directors) as your proxy, please insert the relevant details at overleaf. The proxy need not be a member of the Company.
4. In the case of a Company /Corporation the proxy must be under its common seal which should be affixed and attested in the manner prescribed by its Articles of Association.

In the case of the individual shareholders, the signature of the shareholder should be witnessed by any person over 18 years of age.

5. Where the Form of Proxy is signed under a Power of Attorney (POA) which has not been registered with the Company, the original POA together with a photocopy of same or a copy certified by a Notary Public must be lodged with the Company along with the Form of Proxy.
6. In the case of Marginal Trading Accounts (slash accounts), the form of Proxy should be signed by the respective authorised Fund Manager/Banker with whom the account is maintained or/and as per the Agreements signed between the shareholders and the Fund Manager/Bank.

UNISYST ENGINEERING PLC

Company No. PQ 229

No.400, Deans Road,
Colombo 10.

INSTRUCTIONS TO JOIN THE MEETING

EXTRAORDINARY GENERAL MEETING (EGM) ON 04TH MARCH 2021

Dear Shareholder,

Taking into consideration the current regulations/restrictions prevailing in the country due to the COVID-19 pandemic, the Board of Directors has decided to hold the EGM which will be held on 04th March 2021 at 2.30 p.m. on 'online meeting platform' (virtual meeting) and on the assumption that no curfew will be in force on that date and that there would be no restrictions imposed by the authorities on conduct of meetings.

METHOD OF HOLDING THE EGM

The Board of Directors, Key Management Personnel, Auditors, Legal Advisers, Company Secretaries and the officials who are required for the administration of the meeting will assemble at the Conference Room, Hayleys PLC, No. 400, Deans Road, Colombo 10, Sri Lanka. The shareholders are requested to join the meeting only on 'Online platform'.

HEALTH SCREENING MEASURES

Health screening measures will be carried out and maximum safety precautions will be taken at the aforesaid venue where the Board of Directors, Key Management Personnel, Auditors, Legal Advisers, Company Secretaries and the officials who are required for the administration of the meeting.

REGISTRATION PROCEDURE

Those Shareholders and Proxy holders who wish to participate online should notify the Company of such intention by completing the **REGISTRATION FORM**

The duly completed **REGISTRATION FORM** should be deposited with the Secretaries, Hayleys Group Services (Pvt) Ltd, No. 400, Deans Road, Colombo 10, Sri Lanka or forwarded to **info.sec@hayleys.com**

APPOINTMENT OF PROXY HOLDERS

The Form of Proxy will also be made available on the CSE website and those Shareholders who wish to submit their Form of Proxy should duly complete the same as per the instructions given therein. The duly completed Form of Proxy should be deposited with the Secretaries, Hayleys Group Services (Pvt) Ltd, No. 400, Deans Road, Colombo 10, Sri Lanka or forwarded by email to **info.sec@hayleys.com** in order to enable the Company to receive the same not less than forty eight (48) hours prior to the time appointed for holding the EGM. Registration Form should be submitted for the Proxy holders as well.

PARTICIPATION VIA AN ONLINE MEETING PLATFORM

The login information will be authorized only for the 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.

Shareholders can send in their queries regarding the subject matter to info.sec@hayleys.com before twenty four hours (24) of the commencement of the meeting. The said queries will be taken up at the EGM for discussion.

COPIES OF THE NOTICE OF MEETING AND FORM OF PROXY

Copies of the Notice of Meeting and Form of Proxy are also available on the following websites and the relevant links are given below enabling all the Shareholders to access such documents.

1. Corporate Website of Unisyst Engineering PLC: www.unisystplc.com
2. Colombo Stock Exchange website: www.cse.lk (*Company search- Unisyst Engineering PLC*)

Below mentioned documents are attached herewith

1. Registration Form for the EGM
2. Registration process and Guidelines to join via Online Meeting Platform

For any queries please contact Ms. S. Abeytunge or Ms. Ranoja De Silva of Hayleys Group Services (Pvt) Ltd on (94)11 2627650/(94)11 2627654 (Landline), (94)77 5383520 (Mobile) during office hours.

By order of the Board,
UNISYST ENGINEERING PLC
HAYLEYS GROUP SERVICES (PVT) LTD
Company Secretaries

08th February 2021

REGISTRATION PROCESS AND GUIDELINES
TO PARTICIPATE AT THE EGM VIA ONLINE MEETING PLATFORM

1. As mentioned in the Notice of Meeting an Extraordinary General Meeting will be held on 'Online platform' on 04th March 2021. Shareholders who wish to participate virtually via Online Meeting Platform should follow the following procedure in order to have them registered for the EGM.
2. The request to register names for online participation via Online Meeting Platform should be delivered to the Secretaries Hayleys Group Services (Pvt) Ltd, No. 400, Deans Road, Colombo 10, Sri Lanka or e-mailed to info.sec@hayleys.com along with the required registration information as per the **REGISTRATION FORM** at least forty eight (48) hours before the EGM.
3. The information received from a Shareholder pertaining to his/her Proxy holder should tally with the information indicated in the duly completed Form of Proxy submitted by the Shareholder in order for the meeting link and user credentials to be shared by the Company with the Proxy holder.
4. Company Secretaries will verify all the registration requests and identification details received with the Shareholders' register and accept the registrations for EGM if it is satisfied with the request and supporting documents. Once the registration is accepted, Shareholders will receive an email confirmation acknowledging the registration.
5. The Shareholders whose online participation request has been accepted will receive a separate email containing the meeting link and user credentials from Harleys Group Services (Pvt) Ltd, Company Secretaries, twenty four (24) hours prior to the commencement of the EGM.
6. If any Shareholder is proposing to participate via his/her smartphone or tablet, it is necessary for him/her to download the Online Meeting App (Microsoft Teams) to his/her phone or tablet. If the participation is via desktop/laptop computer, the meeting link should be opened through a web browser or Microsoft Teams Desktop application.
7. If any Shareholder who is registered for participation via Online Meeting Platform encounters any difficulty in connecting to the meeting, they could contact the Company Secretaries, Hayleys Group Services (Pvt) Ltd who will facilitate you to be in touch with the Service provider.
8. Shareholders are required to join the virtual EGM by clicking on the meeting link and then entering the user credentials sent by the Company Secretaries, Hayleys Group Services (Pvt) Ltd via email.
9. It is recommended to join the meeting at least Fifteen (15) minutes before the start of the EGM. The Online Meeting Platform will be active thirty (30) minutes before the start of the EGM.
10. Once the link is clicked on, the Shareholders will be requested to insert the Credentials [Username/Email and Password] provided to you by the Company Secretaries, Hayleys Group Services (Pvt) Ltd.

11. Once the credentials are inserted, he/she will be directed to the live streaming of the live EGM.
12. Once the EGM has commenced, Shareholders can communicate their questions as and when required. Chairman and the Board of Directors will answer and discuss the matters relating to the objective of the EGM.
13. The Company will be posting links to the resolution included in the agenda in the "Q&A" window of the meeting as and when the resolution is taken up for voting by the Chairman. Participants are expected to open the link and insert the credentials to login to the Microsoft Forms to mark their preference using the relevant option and click the "submit" icon enabling the Company to receive the responses. When declaring the position of a resolution, the Chairman shall take into account the voting of the Shareholders similar to show of hands, one vote per Shareholder.
14. In a situation where Shareholders' voting is required for a poll, the same mechanism will be applicable. This will be moderated by the Chair of the meeting.
15. It is advised to check the online EGM access at least a day prior and also ensure that your devices have an audible sound system so that you could be a part of the EGM comfortably.

REGISTRATION FORM – UNISYST ENGINEERING PLC

EXTRAORDINARY GENERAL MEETING (EGM) TO BE HELD ON ONLINE PLATFORM
ON 04TH MARCH 2021 AT 2.30 P.M.

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder:

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

CDS Account No.:

Residential Address:

.....

Telephone No/s:

Email:

Full Name of 01st Joint Holder:

.....

NIC No/ Passport No.:

Full Name of 02nd Joint holder:

.....

NIC No/ Passport No.:

In the event Proxy holder is appointed by the Shareholder following details of his/her's 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:

PARTICIPATION AT THE EGM - Please tick the cage below

I/My* Proxy holder am/is willing to participate at the EGM

Online

(* please delete inappropriate)

Signature/s

Principal Shareholder

01st Joint holder

02nd Joint holder

Date:.....

Note: In the case of a Company/Corporation, the Shareholder Registration Form must be signed under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association and in the case of the Registration Form is signed by an Attorney, the Power of Attorney, must be deposited at No. 400, Deans Road, Colombo 10, Sri Lanka or emailed to info.sec@hayleys.com before 48 hours before the start of the EGM.