

ON'ALLY HOLDINGS PLC

Company Reg. No PQ107

Unit 603,4th Floor, Unity Plaza Building

No.2, Galle Road, Colombo 04

Sri Lanka

Tel : 011 2501622; Fax : 011 2596035

Email : admin@onally.lk; Web : www.unityplaza.lk

CIRCULAR TO SHAREHOLDERS

Dear Shareholder

34TH ANNUAL GENERAL MEETING OF ON'ALLY HOLDINGS PLC

It is with great pleasure that the Board of Directors of On'ally Holdings PLC presents the Company's Annual Report for the year ended 31st March 2021 and convenes the 34th Annual General Meeting (AGM) of the Company to be held on 30th September 2021 at 9.30 a.m.

Taking into consideration the current regulations/restrictions prevailing in the country due to the COVID-19 pandemic, the Board has decided to hold the 34th AGM of the Company as a Hybrid Meeting (hybrid of physical and electronic means) in line with the guidelines issued by the Colombo Stock Exchange (CSE) for the conducting of Hybrid AGMs and on the assumption that no curfew will be in force on the date of the AGM and that there would be no restrictions imposed by the authorities on travel and/or conducting of meetings.

1. NOTICE OF ANNUAL GENERAL MEETING AND FORM OF PROXY

The **Notice of AGM** and the **Form of Proxy** are attached to this Circular as **Annex A and B** respectively.

This Circular together with the attachments thereto can be accessed on the Company's Website and the CSE Website as set out in 2 below.

2. ANNUAL REPORT FOR THE FINANCIAL YEAR 2020/21

In view of the situation prevailing in the country due to the COVID-19 pandemic, the distribution of the Annual Report 2020/21 in CD form was not feasible, and therefore the Annual Report 2020/21 of the Company is published and available for download on the corporate website of the Company and the Colombo Stock Exchange website.

The relevant links are;

- (i) Corporate Website of On'ally Holdings PLC - www.unityplaza.lk
- (ii) Colombo Stock Exchange Website - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=ONAL.N0000>

Printed copies of the Annual Report will be made available to shareholders on request.

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 at **Annex C]**.

You may forward this request via email to <onal.pwcs@gmail.com>

Should you require assistance relating to your request for a printed copy of the Annual Report, you may contact Ms Sandeepani Gajanayake, Accountant of the Company on telephone 011 2555235/077 2678044, email : admin@onally.lk, anytime between 10.00 a.m. and 4.00 p.m. on any working day.

3. METHOD OF HOLDING THE AGM

The AGM will be held by way of a hybrid of physical and electronic means.

Accordingly, the Chairman, some members of the Board, a representative each of the Auditors and Company Secretaries will assemble at the physical location of the AGM at Sri Lanka Foundation, No 100, Padanama Mawatha, Independence Square, Colombo 07, Sri Lanka. Subject to the guidelines and directions prevailing on the date of the AGM, physical participation of a limited number of Shareholders / Proxy holders is to be accommodated at the AGM with due regard to all health protocols in the light of the COVID-19 pandemic. The number of participants at the physical location has been limited as aforesaid to maintain "social distancing" requirements in order to mitigate the risk factor associated with the spread of the COVID-19 virus.

All others, including Shareholders / Proxy holders (except those whose physical participation has been accommodated based on the then prevailing guidelines issued by the Government) and certain key company officials, will participate via electronic means hosted on the ZOOM platform.

4. HEALTH SCREENING MEASURES

Health screening measures will be carried out and maximum safety precautions will be taken at the aforesaid venue and the Company will not be responsible for any negligence on the part of the Shareholders / Proxy holders.

All the Shareholders or Proxy holders who participate physically are required to wear a suitable face mask.

All attendees will have to undergo a temperature check and sign a declaration form including contact details, historical and current health status, recent overseas travel history and exposure.

Persons who record temperatures in excess of norms prescribed by the Ministry of Health will not be permitted into the Meeting.

Persons with respiratory infections of any type including a cough, cold, sore throat or exhibiting any other similar symptoms will not be permitted to enter into the Meeting.

Any person not adhering to health and safety guidelines and standards, including wearing a mask and maintaining the minimum social distance required, will be requested to leave the Meeting.

5. REGISTRATION FOR THE AGM

Those Shareholders who wish to participate physically OR via audio or audio and visual means either by themselves or through proxy, should notify the Company of such intention by completing the **Registration Form** at **Annex D**. The selection of the Shareholders eligible to participate physically will be made on a "first come first served" basis and who become eligible to participate physically on the said basis, will be notified thereof by email. All other Shareholders / Proxy holders will be allowed the opportunity of participating via an online meeting platform.

Those shareholders who wish to appoint a Proxy, should complete the relevant details in the Registration Form (Annex D) and also complete the Form of Proxy (Annex B)

The duly completed REGISTRATION FORM (Annex D) should be deposited with the Secretaries, P W Corporate Secretarial (Pvt) Ltd, No.3/17, Kynsey Road, Colombo 8, Sri Lanka or forwarded by email to onal.pwcs@gmail.com not less than forty seven (47) hours prior to the time appointed for holding the AGM.

6. APPOINTMENT OF PROXYHOLDERS

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 by appointing 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 AGM in the Form of Proxy.

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 at the Registered Office of the Company, Unit 603, 4th Floor, Unity Plaza Building, No.2, Galle Road, Colombo 04, Sri Lanka or forwarded by email to onal.pwcs@gmail.com in order to enable the Company to receive the same not less than forty seven (47) hours prior to the time appointed for holding the AGM.

7. LOGIN INFORMATION FOR PARTICIPATION VIA ELECTRONIC MEANS

The login information will be made available 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.

8. QUERIES OF SHAREHOLDERS

Shareholders can send in their queries, if any, to onal.pwcs@gmail.com forty seven (47) hours prior to the commencement of the meeting.

9. VOTING

Shareholders who participate via audio or audio and visual means, will be required to register themselves for voting by using an online platform or a designated ancillary online application. Such voting shall be one vote per Shareholder in respect of each item to be voted on, similar to a show of hands unless a poll is demanded as per the Articles of Association.

10. FURTHER COMMUNICATIONS

In the event the Company is required to take any further action in relation to the Meeting, in the best interests of the Meeting attendees due to the COVID-19 pandemic and/or in line with any communications, guidelines, directives or orders issued by the Government of Sri Lanka, Notice of such action shall be given by way of an announcement to the CSE and publication on the Company website - www.unityplaza.lk

By Order of the Board
ON'ALLY HOLDINGS PLC



P W CORPORATE SECRETARIAL (PVT) LTD

Secretaries

7th September 2021

Attachments a/s

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty Fourth (34th) Annual General Meeting of On'ally Holdings PLC will be held as a Hybrid Meeting (hybrid of physical and electronic means) centered at Sri Lanka Foundation, No 100, Padanama Mawatha, Independence Square, Colombo 07 on Thursday, 30th September 2021 at 9.30 a.m. to conduct the following businesses;

1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and the Statement of Accounts for the year ended 31st March 2021 with the Report of the Auditors thereon.
2. To re-elect Mr. Noel Laxman Sanath Joseph who retires in terms of Article 95 of the Articles of Association of the Company as a Director.
3. To re-appoint Messrs PricewaterhouseCoopers, Chartered Accountants, as the Auditors of the Company and to authorize the Directors to fix their remuneration.
4. To authorize the Directors to determine donations for the year ending 31st March 2022 and up to the date of the next Annual General Meeting.
5. To apprise the shareholders of the non-compliance with Rule 7.13 of the Listing Rules of the Colombo Stock Exchange and matters connected therewith.

By order of the Board
ON'ALLY HOLDINGS PLC



P W CORPORATE SECRETARIAL (PVT) LTD
Secretaries
7th September 2021

Notes:

1. A shareholder is entitled to appoint a Proxy to attend and vote at the meeting on his/her behalf, in accordance with the instructions in that regard as contained in the Circular to Shareholders, dated 7th September 2021.
2. A Proxy need not be a shareholder of the Company.
3. A Form of Proxy accompanies this Notice.
4. For more information on how to participate in the above Hybrid Meeting, please refer to the Circular to Shareholders dated 7th September 2021.

FORM OF PROXY

I/We*.....
 NIC/Passport/Co. Reg. No.) of.....
 being a shareholder / shareholders of ON'ALLY
 HOLDINGS PLC hereby appoint
 (NIC/Passport No.....) of.....
 or failing him,*

Major General (Retd.) V U B Nanayakkara	or failing him*
Mr. A J B Warman	or failing him *
Mr. M H Jamaldeen	or failing him*
Mr. W L D P V Jayawardene	or failing him*
Mr. E A C Piyashantha	or failing him*
Mr. V P V Senanayake	or failing him*
Mrs. T Sarveshwaran	or failing her*
Mr. S Neelakandan	or failing him*
Mr. A A Marikar	or failing him*
Mr. N L S Joseph	

as my/our* proxy to represent and speak and vote as indicated hereunder for me/us* and on my/our* behalf at the Thirty Fourth (34th) Annual General Meeting of the Company to be held on 30th September 2021 at 9.30 a.m. and at every poll which may be taken in consequence of the aforesaid Meeting and at any adjournment thereof.

	For	Against
1. To re-elect Mr. Noel Laxman Sanath Joseph who retires in terms of Article 95 of the Articles of Association of the Company as a Director.	☐	☐
2. To re-appoint Messrs PricewaterhouseCoopers, Chartered Accountants, as the Auditors of the Company and to authorize the Directors to fix their remuneration	☐	☐
3. To authorize the Directors to determine donations for the year ending 31st March 2022 and up to the date of the next Annual General Meeting.	☐	☐
4. To apprise the shareholders of the non-compliance with Rule 7.13 of the Listing Rules of the Colombo Stock Exchange and matters connected therewith	☐	☐

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

.....
 Signature of Shareholder/s

*Please delete what is inapplicable.

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 deposited at the Registered Office of the Company, Unit 603, 4th Floor, Unity Plaza Building, No. 2, Galle Road, Colombo 04 or be emailed to onal.pwcs@gmail.com by 10.30 a.m. on 28th September 2021.
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 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.

FORM OF REQUEST

FOR A PRINTED COPY OF THE ANNUAL REPORT OF ON’ALLY HOLDINGS PLC
FOR THE FINANCIAL YEAR 2020/21

TO : On’ally Holdings PLC
C/o P W Corporate Secretarial (Pvt) Ltd*
3/17, Kynsey Road
Colombo 8

I/We hereby request for a printed copy of the Annual Report of On’ally Holdings PLC for the financial year 2020/21.

DETAILS OF THE SHAREHOLDER(S)

Full name :	
National Identity Card /Passport / Company Registration No. :	
Contact TelephoneNumber :	
Address :	

.....
Signature of Shareholder(s)

.....
Date

* Contact details of P W Corporate Secretarial (Pvt) Ltd

Telephone	011 4640360-3 / 076 8273001
Facsimile	011 2696717, 011 4740588
Email	onal.pwcs@gmail.com

REGISTRATION FORM

ANNUAL GENERAL MEETING (AGM) OF ON'ALLY HOLDINGS PLC TO BE HELD AS A HYBRID MEETING ON 30TH SEPTEMBER 2021 AT 9.30 A.M.

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder:

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 a Proxy holder is appointed by the Shareholder, the following details of such Proxy holder 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 AGM – Please tick the relevant cage below

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

Physically

☐

Online

☐

Signatures :

Principal Shareholder

01st Joint holder

02nd Joint Holder

Date :

Note : In the case of a Company/Corporation, this Registration Form must be signed in the manner prescribed by its Articles of Association and in the case of Registration Forms signed by an Attorney, the Power of Attorney, must be deposited with the Secretaries, P W Corporate Secretarial (Pvt) Ltd, No. 3/17, Kynsey Rd, Colombo 8, Sri Lanka.

Contact details of Secretaries, P W Corporate Secretarial (Pvt) Ltd:

Tel : 011-4640360-3, 076 8273001

Email : onal.pwcs@gmail.com