

ANNOUNCEMENT UNDER THE COMPANY TAKE-OVERS AND MERGERS CODE 1995 (AS AMENDED IN 2003) AND GAZETTED IN THE GAZETTE EXTRAORDINARY NO. 875/9 DATED 16TH JUNE 1995 AND AMENDED BY GAZETTE NO. 1299/6 DATED 29TH JULY 2003

MANDATORY OFFER BY HEWAWASAMGE RAVINDRANATH SRILAL WIJERATNE – TO PURCHASE 2,301,080,342 ORDINARY VOTING SHARES OF SMB LEASING PLC

BACKGROUND TO THE OFFER

Mr. Hewawasamge Ravindranath Srilal Wijeratne (holder of National Identity Card No. 591903942V) of No. 14/1, Gregory's Road, Colombo 07, held 194,882,451 shares [constituting **sixteen decimal three five two percent (16.352%)** of the total number of shares in issue of SMB (prior to the recently concluded Rights Issue)].

Pursuant to the allotment by the Board of Directors of SMB Leasing PLC [SMB] on 8th July 2021 of 3,974,412,255 Ordinary Voting Shares of the Company to Mr. Hewawasamge Ravindranath Srilal Wijeratne, in the said Rights Issue, his total shareholding after the Rights Issue increased to **sixty four decimal four four percent (64.44%)** (an increase of approximately 48.084%).

Consequently, Mr. Hewawasamge Ravindranath Srilal Wijeratne became obliged in terms of Rule 31(1)(a) of the Company Take-Overs and Mergers Code 1995 (as amended in 2003) [the said Code] to make an offer to the remaining shareholders of the said Company, to purchase the balance Ordinary Voting Shares in issue of **2,301,080,342** constituting **thirty five decimal five six percent (35.56%)** [post Rights Issue], at a price of **Cents Thirty Five (Rs. 0.35) per share** (being the highest price paid by Mr. Hewawasamge Ravindranath Srilal Wijeratne, for the shares of SMB, twelve months preceding 8th July 2021),

Rule 31(1) (a) of the Code states as follows:

“Where any person acquires, whether by a series of transactions over a period of time or otherwise, shares which taken together with shares held or acquired by persons acting in concert with such persons, carrying Thirty per centum or more of the voting rights of a Company; such person shall extend within Thirty Five days, an offer in accordance with this Rule to the holders of any class of equity shares which carrying voting rights and in which such person or persons acting in concert with him hold shares. ”

Out of the holders of the balance Ordinary Voting Shares of 2,301,080,342, holders of 1,305,659,975 Ordinary Voting Shares have communicated to the Offeror, that they will not be accepting the Offer referred to herein, and therefore will not be selling their shares to the Offeror.

1. TERMS OF THE OFFER

Mr. Hewawasamge Ravindranath Srilal Wijeratne [hereinafter referred to as the Offeror] offer to purchase from the shareholders of SMB Leasing PLC [hereinafter referred to as the Offeree], 2,301,080,342 Ordinary Voting Shares, at a price of Cents Thirty Five (Rs. 0.35) per share, being the highest price at which the Offeror acquired the shares of the Offeree on 8th July 2021, which is the highest price paid by the Offeror, during the period from 7th July 2020 to 8th July 2021.

The Offer to be made by the Offeror as herein contemplated shall be open to all **Ordinary Voting Shareholders** of the Offeree registered in the books of the Offeree at the close of the Offer.

2. THE IDENTITY OF THE OFFEROR

Mr. Hewawasamge Ravindranath Srilal Wijeratne studied at Royal College, Colombo and did his higher studies in Accountancy at the London School of Accountancy & Management in the United Kingdom.

Mr. Wijeratne is the Non-Executive Chairman of SMB Leasing PLC and the Managing Director of the Rank Group of Companies. Rank Group has investments in various industries including property, logistics, hydropower, renewable energy, solid waste management and entertainment and has diversified its business operations in Zambia, Malawi, Madagascar, Zimbabwe, and Mozambique. Rank Container Terminals Ltd is one of the largest dry ports in Sri Lanka and handles a substantial volume of the import cargo volume that is imported through the Port of Colombo.

3. EXISTING SHAREHOLDING IN THE OFFEREE COMPANY

(aa) The number of Offeree shares the Offerors own or over which the Offerors have control	4,169,294,706
(bb) The number of Offeree shares owned or controlled by any person acting in concert with the Offerors	Nil
(cc) The number of Offeree shares in respect of which the Offeror has received an undertaking by any shareholder to accept the Offer	Nil

4. CONDITIONS OF THE OFFER

In terms of Rule 31(2) of the Code, offers made under Rule 31 **shall be conditional** only upon the Offeror having received acceptances in respect of shares which together with shares acquired or agreed to be acquired before or during the offer will result in the Offeror and persons acting in concert with the Offeror holding shares carrying more than fifty per centum (50%) of the voting rights.

However, the Offeror having already acquired 51% of the Voting rights of the Offeree, the Offeror declares that this Offer is at the very outset **“Unconditional as to acceptances”**.

It must be noted that **“acceptance”** by a shareholder shall mean the acceptance according to the procedure set out in the Offer Document referred to Clause 5 herein, being complied with.

“Unconditional as to acceptance” shall mean; *“The Offeror must accept and pay for all shares tendered at the offer price while the shareholders of the Offeree lose their right to withdraw the shares”*

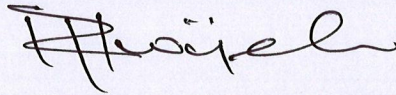
5. FURTHER DETAILS OF THE OFFER

A detailed Mandatory Offer Document giving other relevant information including the period during which the offer would be kept open in terms of the aforesaid Company Take-Overs and

Mergers Code, will be forwarded to all shareholders of the Offeree within thirty five (35) days from the date of incurring the obligation to make the Mandatory Offer.

A shareholder who does not receive a copy of the Mandatory Offer Document due to a postal delay or any other reason is advised to collect a copy of the Mandatory Offer Document from the Registrars to the Offer, P W Corporate Secretarial (Pvt) Ltd, 3/17 Kynsey Road, Colombo 08 (Mobile Telephone Nos.0768273006, 0768273004, 0768273007, 0768273002 and 0768273001).

The Offeror, hereby declare and confirm that this Announcement has been seen and approved by the Offeror and that the Offeror accepts full responsibility for the accuracy and completeness of the information given in this Announcement, and confirms to the best of his knowledge that there are no other facts, the omission of which would make any statements herein misleading.



Hewawasamge Ravindranath Srilal Wijeratne

On this th 14 July, 2021