

**ANNOUNCEMENT UNDER THE COMPANY TAKE-OVERS AND MERGERS CODE 1995 (AS AMENDED) (hereinafter referred to as the "Code")**

**VOLUNTARY OFFER BY AMBEON ESSENTIALS (PRIVATE) LIMITED TO PURCHASE ALL THE ISSUED AND PAID UP ORDINARY VOTING SHARES OF HARISCHANDRA MILLS PLC**

**1. BACKGROUND TO THE OFFER**

AMBEON ESSENTIALS PRIVATE LIMITED (hereinafter referred to as the "Offeror") hereby announces that in compliance with the provisions of the Company Take-overs and Mergers Code 1995 (as amended in 2003) ("the Code") published under the rules made by the Securities and Exchange Commission of Sri Lanka under Section 53 of the Securities and Exchange Commission of Sri Lanka (the "SEC") Act No. 36 of 1987 (as amended) now referred to under Section 183 of the SEC Act, No 19 of 2021, the Offeror shall make a voluntary offer to the holders of all ordinary voting shares of HARISCHANDRA MILLS PLC (hereinafter referred to as the "Offeree").

**2. TERMS OF THE OFFER**

- 2.1 The Offeror offers to acquire from the ordinary shareholders of the Offeree all of the issued ordinary voting shares of the Offeree amounting to 1,919,600 shares at a consideration of LKR 3,400/- per share.
- 2.2 A consortium of shareholders, holding in aggregate 981,118 ordinary voting shares, constituting approximately 51.11% of the shares in issue, have agreed to sell their shares at a consideration of LKR 3,400/- per share as follows, in accordance with the terms agreed to between the Parties in the Share Sale and Purchase Agreement dated the 24<sup>th</sup> of January 2026 (the "SPA") and the subsequent Addendum to the SPA dated the 20<sup>th</sup> of March 2026:

<b>Sellers Name</b>	<b>Number of Shares</b>	<b>Percentage (%)</b>
U N De Silva	286,936	14.95%
C P Rodrigo	278,920	14.53%
N T Samarasinghe	266,920	13.90%
S N Samarasinghe	76,670	3.99%
N A Rodrigo	30,736	1.60%
S A Rodrigo	30,736	1.60%
G S V De Silva	2,000	0.10%
M P De Silva	5,000	0.26%
R K Samarasinghe	3,200	0.17%
<b>Total</b>	<b>981,118</b>	<b>51.11%</b>

- 2.3 The sellers are related parties and the sale and disposal of the shares by the shareholders to Ambeon Essentials (Pvt) Ltd through the voluntary offer was a collective decision by the shareholders.

The Offeror has not acquired any ordinary voting shares of the Offeree within the three (03) months' period prior to the commencement of the Offer Period, as set out

in Rule 30 (1) of the Code. The Offeror confirms that there are no parties acting in concert with the offeror in relation to the acquisition of the target company's shares.

2.4 Out of the nine (09) sellers identified in the table above Mrs. M P De Silva, Mrs. R K Samarasinghe, Mr. G S V De Silva and Mr. S N Samarasinghe are directors of the board of the offeree as of the date of this announcement.

2.5 The Offeror, based on the aforesaid shareholders' agreement to accept the Offer in respect of approximately 51.11% shares, upon tendering their acceptance to the Offeror, this Offer converts into a Mandatory Offer in terms of Rule 31 (1) a) of the Code, further declares that the Offeror has not acquired any ordinary voting shares of the Offeree within the twelve (12) months period prior to the commencement of the Offer Period as set out in Rule 31 (3) of the Code. The Offer shall become unconditional as to acceptance once the agreed parties accept the offer and a further announcement will be made to the market with the respective information.

2.6 The Offer as herein contemplated will be open to all ordinary shareholders of the Offeree, registered in the books of the Offeree, at the closure of the Offer.

### 3. CONDITIONS OF THE OFFER

The ordinary shares to be acquired under this Offer shall be acquired free from all liens, claims, charges, pledges, third party rights and other encumbrances and together with all rights now or hereafter attached thereto including profits, dividends and distributions (if any) declared and made or paid thereon.

We, the Board of Directors of Ambeon Essentials Private Limited, hereby declare and confirm that this Announcement has been seen and approved by the Board of Directors Ambeon Essentials Private Limited. As the Board, we collectively and individually accept the full responsibility for the accuracy and completeness of the information in this Announcement and confirm, to the best of our knowledge and belief, that there are no other facts, the omission of which would make any statement herein misleading in any material respect.

#### AMBEON ESSENTIALS (PRIVATE) LIMITED



Director



Director

Dated this 27<sup>th</sup> day of March 2026