

(Carefully read the instructions given in the Annexure I of the Form of Acceptance and strictly comply with the same)

Section A: Acceptance

Date											D	D	M	M	2	0	Y	Y
Folio No./CDS Acc	Name & Address of Principal/Sole Eligible Shareholder	Number of shares held as at end of trading on 11 th March 2019	A1	A2														
			Number of All whole shares accepted for purchase	Total purchase consideration receivable (Rs.) (A2=A1x3.50)														

(1) JOINT HOLDER 1

(2) JOINT HOLDER 2

My/Our City Housing & Real Estate Company PLC shares are currently (please tick (v) as applicable):

() held in script form (to be completed by Eligible Shareholder/s who hold share certificates)

I/We enclose my/our share certificate(s) number(s)..... for shares on the condition that any excess shares over and above the number of accepted by me/us shall be retained by the Company standing in my name in the share register until such time a CDS account is opened by me/us and such details are informed to the Company Secretaries in writing.

() deposited with the CDS

My/Our shares are deposited in the Central Depository Systems (Private) Limited (CDS) and my/our account number is as follows.

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I/We having my/our shares in the aforementioned CDS account have completed the Section E, which gives authority to the CDS to credit shares accepted for purchase into City Housing & Real Estate Company PLC Share purchase Reserve Account.

I/We understand that the amount due to me/us as consideration for my/our shares which are transferred hereby shall: as a **Resident Shareholder** – be made in accordance with the instructions provided in Section C to the principal/sole shareholder stated in Section B below, as a **Non-Resident Shareholder** – be made to Inward Investment Account (IIA) or Capital Transaction Rupee Account (CTRA) as applicable; the details of which I/we have provided in Section C.

Section B: Information on Eligible Shareholder(s)

		Contact No.	NIC No./Passport No. Company Registration No.
Principal/Sole Shareholder (Dr./Mr./Mrs./Ms./Other)	Name:		
	Address:		
1 st Joint Shareholder (Dr./Mr./Mrs./Ms./Other)	Name:		
	Address:		
2 nd Joint Shareholder (Dr./Mr./Mrs./Ms./Other)	Name:		
	Address:		

Section C: Declaration and Signature(s) of the Shareholder/s

I/We the shareholder(s) of shares of City Housing & Real Estate Company PLC mentioned in Section A, hereby expressly and solemnly state and confirm and declare that the information set out herein by me/us are true and correct and be relied on and acted upon by the Company and that;

In respect of resident shareholders/institutions incorporated in Sri Lanka –

() I/We confirm that I am a/we are resident/s of Sri Lanka or a Private/Public Company/Corporation incorporated in Sri Lanka.

Please tick (v) one of the boxes as applicable to you. Please refer Enclosure II for further details.

() Please remit via Bank Draft or Cashier's Order in favor of the principal shareholder stated in Section B above crossed "Not Negotiable and Account Payee Only" and mail to me/us at my/our own risk to the address appearing in Section B above.

() Please remit any amount due to me/us via SLIPS transfer in favor of the principal shareholder stated in Section B above to the account detailed below.

Bank Code				Branch Code				Account Number																		

IMPORTANT: Kindly Ensure to provide correct & accurate information. Please contact your bank branch to clarify any doubts.

In respected of non-resident shareholders/Institutions incorporated outside Sri Lanka –

() I/we confirm that I am a/We are Citizen(s) of Sri Lanka residing outside of Sri Lanka or Non-Citizens of Sri Lanka or Company/Corporation incorporated outside Sri Lanka

I/We give below the details of the Principal Shareholder's Inward Investment Account (IIA)/Capital Transaction Rupee Account (CTRA) to which the payment due to me/us should be deposited;

Name of Bank:

Bank Branch:

Address of the Bank:

Account Number:

I/We further confirm that the shares accepted/tendered for sale were purchased from proceeds channeled through the aforesaid IIA.

Signature of Principal/Sole Shareholder		Company Seal (if applicable)
Signature of 1 st Joint Shareholder		
Signature of 2 nd Joint Shareholder		

Signed by the shareholder(s) in the presence of the witness whose details appear below:

Full name of Witness	
NIC/Passport No	
Address	
Signature of the Witness	

I J.W.M.Ratnayake Shareholder of City Housing & Real Estate Company PLC, purchasing the shares of City Housing & Real Estate Company PLC expressly and solemnly state and declare that I am a citizen of the Democratic Socialist Republic of Sri Lanka.

Name	Signature
Mr J.W.M.Ratnayake	

The Manager
Central Depository Systems (Private) Limited
No.04-01, West Block, World Trade Centre,
Echelon Square, Colombo 01

AUTHORITY TO CREDIT SHARES INTO CITY HOUSING & REAL ESTATE COMPANY PLC SHARE PURCHASE RESERVE ACCOUNT

I/We write to advise you that I/we have decided to accept the purchase Offer made by City Housing & Real Estate Company PLC for the shares mentioned in Section A1, being the shares of City Housing & Real Estate Company PLC held by me/us and deposited with the CDS in the following account.

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I/We accordingly authorize you to debit the above-mentioned shares from my/our CDS account aforementioned and to credit to City Housing & Real Estate Company PLC Share purchase Reserve Account, immediately upon the receipt of this Form of Acceptance by the CDS.

	Name of Eligible Shareholder	Signature	NIC no./Passport no./Company Reg no and Company Seal as applicable
Signature of Principal/Sole Shareholder			
Signature of 1 st Joint Shareholder			
Signature of 2 nd Joint Shareholder			

We hereby give consent to credit the number of shares aforementioned from my/our CDS client's CDS Account to City Housing & Real Estate Company PLC Share purchase Reserve Account, on receipt of this Form of Acceptance by the CDS.

Name of Stockbroker/Custodian Bank	Authorized Signatory	Designation	Date

Balance confirmed in Account and shares reserved to the credit of City Housing & Real Estate Company PLC Share purchase Reserve Account

CDS – Authorized Signatory	
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-Annexure I

INSTRUCTIONS FOR COMPLETION OF FORM OF ACCEPTANCE

Mr J.W.M.Ratnayake a Shareholder of City Housing & Real Estate Company PLC, is offering to purchase shares of the Company does not in any way represent that the submission by an entitled shareholder of a completed Form A will be binding on him to accept the Shares proposed to be transferred by such entitled shareholder.

Final and absolute acceptance will, notwithstanding anything to the contrary herein contained, be made by the Shareholder, at its discretion and subject to the terms and conditions contained in this Offer instruction

NOTE: all references to acceptance of the purchase Offer are subject to the conditions in this Document.

1. The eligible shareholders of **City Housing & Real Estate Company PLC** who wish to accept the Offer must complete and return "Form of Acceptance" (Form A) by hand delivery or mail or courier as follows.

If Shares are not deposited with the CDS

The Registrars to the Offer
Corporate Solutions Unit
Central Depository Systems (Pvt) Limited
Ground Floor, M & M Center,
341/5, Kotte Road, Rajagiriya, Sri Lanka

If Shares are deposited with CDS

to Depository Operations Unit of CDS
through your stockbroker or
custodian bank

2. The relevant Forms referred to in item (1) above should be sent at the earliest possible and should be received by the Registrars to the Offer, latest by, 4.30pm on the Closing date of the Offer.
3. Please ensure that in completing all the Sections, that appropriate boxes are duly ticked (v) and filled. Failure to do so carries risk of your acceptance of the Offer being rejected.
4. If your shares are not deposited with the CDS, please forward the completed "Form of Acceptance" together with the original share certificate(s) and/or other documents of title.

In the event your share certificates are lost, worn out, defaced etc., kindly duly complete the Declaration of Indemnity, as per the format set out in **Annexure II**.

5. Section A: Acceptance of the Offer (Form A)

5.1. Fill in the date of acceptance

5.2. Offer is accepted for the number of shares mentioned in A1, and the total purchase consideration receivable is A2. If the number of shares in A1 is held with different stockbrokers, please take a copy of the offer form, edit the number of shares accepted through the relevant stockbroker in A2 column and submit to the CDS respectively.

5.3. If shares are held in scrip form, fill the share certificate number and the number of shares held in the appropriate space provided.

5.4. If the shares are deposited with the CDS, fill in the CDS account number of the Eligible Shareholder from which the shares are to be purchased

6. Section B: Information on Eligible Shareholder(s)

6.1. Information of Eligible Shareholders must be filled in.

Details entered in Section B 'Form A' should be the same as appearing in your share certificate or as applicable to the relevant CDS account.

7. Section C: Declaration and Signature(s) of shareholder(s)

- 7.1. Please tick (✓) one of the boxes as applicable. At least one box must be ticked for the acceptance to be valid.
- 7.2. Non-Resident shareholders accepting the offer should provide their Inward Investment Account (IIA) through which the **City Housing & Real Estate Company PLC** shares were purchased or Capital Transaction Rupee Account (CTRA), formerly known as the Non Resident Blocked Account, details.
The name of the Bank, Bank Branch, Address of the branch and the Account number, should be filled in the space provided. The payment for your City Housing & Real Estate Company PLC shares will be forwarded to the respective bank.
- 7.3. Your signature must be placed in the area names as “Signature of Principal/Sole Shareholder” to indicate your acceptance of offer.
- 7.4. In case of a joint shareholding, the principal/main/first named shareholder in the share register must sign on the space for “Signature of Principal/Sole Shareholder”
If multiple names have been filled in Section B as joint holders, all such joint holders should place their signatures in the areas specified for signatures of the joint holders in Section C.
- 7.5. If the entitled shareholder is a body corporate, the signatures (two directors/one director & company Secretary) should be placed together with the company seal/rubber stamp (placed in the specified area). Signatures and seal should be in accordance with the Articles of Association or other constitutional documents of the entity.
- 7.6. If any document is signed under the Power of Attorney (POA), the original POA should be registered with the Company Secretary of **City Housing & Real Estate Company PLC** and a duly certified copy thereof by a Notary Public/Commissioner for Oaths should be sent to the Registrars to the Offer on or before the offer closing date.
- 7.7. Each entitled shareholder must sign the Form A in the presence of a witness who is not another joint holder and the witness must state his/her full name, address, NIC/Passport Number and place his/her signature in the spaces provided.

8. Section D: Declaration and Signature(s) of the offeror (to be completed by the offeror)

- 8.1. **Please do not fill this section** – This section is to be completed by **City Housing & Real Estate Company PLC**, at its discretion and subject to the terms and conditions contained herein.

9. Section E: Authorization to CDS

- 9.1. This section of Form A should be duly completed by Eligible Shareholders who wish to accept the Offer for shares which are deposited with the CDS.
- 9.2. Please do not fill the sections applicable to the Stockbroker/Custodian Bank and the CDS

If you have any queries as to the completion of the “Form of Acceptance” or other documents, please contact.

- (i) Registrars to the Offer
Corporate Solutions Unit, Central Depository Systems (Pvt) Limited,
Ground Floor, M & M Center,
341/5, Kotte Road, Rajagiriya,
Sri Lanka.
Contact nos:
Minura Hemachandra – +94 78 9044094
Prabhashi Fernando - +94 11 2356 442
Thilanka Udara - +94 74 0772177
registrars@cse.lk

(To be completed by eligible shareholders where the share certificates of such shareholders have been lost, destroyed, misplaced, worn out or defaced)

Declaration of Indemnity

I/We.....(*insert full names*)of
No.....(*insert addresses*)
.....(*holder/s of National Identity Card No/passport No.....*) do solemnly
sincerely and truly declare and affirm / make oath and state as follows;

1. That the certificates for(*insert the number of shares*) shares in **City Housing & Real Estate Company PLC** ("the Company") standing in my/our name have been misplaced/lost/destroyed and that I/we hereby searched but have been unable to find the same and I/we hereby request the Company City Housing & Real Estate Company PLC to accept the duly completed Form of Acceptance dated..... submitted by me/us without the production of the corresponding original share certificates due the aforesaid reason.;
2. That I/we have not transferred, charged, lent, deposited or dealt with in any manner effecting the absolute title thereto and the person(s) named in the said certificate(s) is/are the person(s) entitled to be the Company's registered shareholder(s) ;and
3. That I/we undertake to fully indemnify the City Housing & Real Estate Company PLC and the Company and agents of the Company against any and all claims, damages, demands, costs and expenses whatsoever arising from, in connection with or ancillary to, which the Company may have to meet or become liable in consequence of complying with this request for accepting the Form of Acceptance dated without the production of the corresponding original share certificate and of the Company permitting at any time hereafter a transfer the said shares, or any part thereof, without the production of the said original certificate(s).

I hereby undertake to deliver to the Company for cancellation the said original certificate should the same ever be recovered/found.

The foregoing having being duly read
signed and affirmed/sworn to at
..... on this 20.....



Rs.50 Stamp

Signature of Shareholder(s)

Signed Before me

Commissioner for Oaths/Justice of the Peace

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

EXIT OFFER - PROCEDURE TO BE ADOPTED REGARDING THE DELISTING OF CITY HOUSING & REAL ESTATE COMPANY PLC. BY THE CSE DUE TO ENFORCEMENT ACTION

“The Board of Directors of CSE decided to delist the shares of City Housing & Real Estate Company PLC from the official list of the CSE and imposed a condition in terms of Rule 11.3 (a) of the CSE Listing Rules. Therefore, it has become necessary for the company to commence the delisting process”

BACKGROUND FOR DELISTING OF SHARES

Though the CSE Board decision was conveyed to the company on 28th April 2021 due to the present pandemic situation and travel restrictions the company could not commence the pre-delisting procedures earlier.

The Board of Directors of City Housing & Real Estate Company PLC approved delisting process at a Board meeting held on 10th May 2021.

“The company will arrange the purchase of shares from the shareholders who are willing to divest their shareholdings at the price of Rs. 3.50 per share”. This means that the major shareholder of the company should buy the shares

METHOD THE SHAREHOLDERS CAN ACCEPT THE OFFER.

The shareholders who are willing to accept the offer may subscribe to the offer by duly completing the relevant offer documents enclosed herewith indicating his/her acceptance to the offer and forwarding same to the Registrar to the Offer as mentioned in the Acceptance Form (Annexure 1). However if the shares are held in the CDS, the Acceptance Form should be forwarded to CDS through the respective stockbroker or custodian bank.

PROPOSED SCHEDULE FOR THE DELISTING

Activity	Date & Time
Last date of Dispatch of Acceptance Forms	15.12.2021
Last date for clarifications, if required	06.01.2022
Last date for acceptance of duly filled Acceptance Forms	06.01.2022- 4.30pm
Complete payment to Shareholders who are accepting the offer	24.01.2022
Issue of Share Certificates to remaining Shareholders in CDS after the delisting who do not accept the cash offer	09.02.2022

IMPACT OF DELISTING

Upon completion of the delisting of the Shares from the official list of the CSE, City Housing & Real Estate Company PLC. will cease to be a public listed company and its status will change to a limited company (Public Unlisted) with a consequential change to its name from “City Housing & Real Estate Company PLC.” to “City Housing & Real Estate Company Limited” in terms of S.11 (4) of the Companies Act No.07 of 2007.

Furthermore, the current Articles of Association of City Housing & Real Estate Company will be amended to reflect its change of status. An amendments in this regard to removal of the provisions relating to the listed status of City Housing & Real Estate Company will be proposed and once such proposed amendments to the Articles are adopted by Shareholders at a General Meeting, will come into effect on the date set out in the Certificate to be issued by the Registrar-General of Companies under the provisions of the Companies Act No.07 of 2007.

Subsequent to the delisting the Company will issue share certificates to all remaining shareholder ,in the CDS who decided not to take the offer by the Company

RISK FACTORS

The Company makes no assurance with respect to the future financial performance of the Company subsequent to delisting.

The delisting offer is subject to completion risks as would be applicable to similar transactions and specially the completion time schedule due to prevailing pandemic situation and travel restrictions which may be imposed from time to time.

Yours Faithfully,

BY ORDER OF THE BOARD OF CITY HOUSING & REAL ESTATE COMPANY PLC.

D C Corporate Services (Pvt) Ltd.

Company Secretaries