

15th December 2025

Ms. Nilupa Perera,
Chief Regulatory Officer,
Colombo Stock Exchange,
#04-01, West Block,
World Trade Center,
Echelon Square,
Colombo 01

Dear Madam,

OVERSEAS REALTY [CEYLON] PLC [The Entity]
CORPORATE DISCLOSURE - RELATED PARTY TRANSACTIONS (NON-RECURRENT)
SUBJECT: DISCLOSURE OF PART SETTLEMENT OF LOAN AND INTEREST BY HAVELOCK CITY (PRIVATE) LIMITED TO AFFILIATE COMPANY

We wish to inform the Colombo Stock Exchange, in compliance with Section 9.14.7 of the Listing Rules of the CSE, of a part settlement of Loan and interest payment made by Havelock City (Private) Limited, a fully owned subsidiary of Overseas Realty (Ceylon) PLC (the 'Entity').

1. Date of the transaction or the period where applicable

1st January 2025 to 15th December 2025

2. The name of the relevant Related Party

- Havelock City (Private) Limited (HCL)
- Shing Kwan Investment Singapore Pte Ltd (SKISL)

3. The relationship between the Entity and the Related Party

- Havelock City (Private) Limited (HCL) – Subsidiary
- Shing Kwan Investment Singapore Pte Ltd (SKISL) – Affiliate company

4. Details of the Transaction

(i) **Amount** - USD 16,022,978.61

(ii) **Relevant Terms**

- Loan Amount:

Loan No. 1	SKISL	USD 5,000,000.00
Loan No. 2	SKISL	USD 33,700,000.00
- Interest Rate: 3 months SOFR + 2%
- Maturity Date: The loans to be repaid within 7 years commencing from the date of commencement of commercial operations or on 31st December 2021 whichever occurs later.

(iii) Basis on which the Terms were arrived at

Loan Agreements with the affiliate company, Shing Kwan Investment Singapore Pte Ltd (SKISL) were entered into on 22nd February 2017 and 08th October 2018 read together with Addendums dated 21st April 2025 with Havelock City (Private) Limited (HCL) to part finance the construction of the Havelock City Shopping Mall and Mireka Tower.

5. The Rationale for entering into the transaction

Part settlement of the Loan and interest payments in accordance with the terms of the loan agreements.

6. Statement of the Related Party Transaction Review Committee of the Entity

The Related Party Transaction Review Committee of the Entity is of the view that the aforesaid transactions are on normal terms and are not prejudicial to the interest of the Entity and its minority shareholders. The Related Party Review Committee has not obtained an opinion from an independent expert prior to forming its view on the transactions.

7. Aggregate Value of the Related Party Transactions for the financial year with the particular Related Party whose transactions are the subject of the announcement and the aggregate value of all non-recurrent Related Party Transactions for the same financial year.

HCL has made partial repayments of the principal loans amount along with accrued interest to SKISL in the following manner from 01st January 2025 to 15th December 2025,

- Loan re-payments USD 11,000,000/- to SKISL
- Interest payments USD 5,022,978.61 to SKISL

As at 15th December 2025, the aggregate loan repayments and interest payments to SKISL amounted to USD 16,022,978.61 resulting in the aggregate being 10.82% and 10.28% of the Total Equity and Total Assets respectively of the Entity.

Accordingly, the aggregate value of the non-recurrent Related Party Transactions with the aforementioned Related Party as at 15th December 2025 was USD 16,022,978.61 and the aggregate value of all non-recurrent Related Party Transactions for the period 01st January 2025 to 15th December 2025 was USD 18,630,311.61.

Yours faithfully,
Overseas Realty (Ceylon) PLC



Melissa Jansz
Company Secretary
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