OFFER DOCUMENT

MANDATORY OFFER BY

EKTA GLOBAL PTE. LTD
TO PURCHASE 218,330 ORDINARY VOTING SHARES OF

CEYLON PRINTERS PLC
(Company Registration No. PQ150)

Managers to the Offer	Registrars to the Offer
P W Corporate Secretarial (Pvt) Ltd **No. 3/17 Kynsey Road** **Colombo 08**	**Central Depository Systems (Pvt) Ltd** **Corporate Solutions Unit,** **Ground Floor, M&M Centre,** **No. 341/5 Kotte Road,** **Rajagiriya**

THIS DOCUMENT IS IMPORTANT AND WARRANTS YOUR IMMEDIATE AND CAREFUL CONSIDERATION. If you are in any doubt as to the action you should take, you should seek advice from your stockbroker, bank manager, legal adviser, accountant or other independent professional financial adviser immediately.

This offer is made as per the terms of the Company Takeovers and Mergers Code 1995 (as amended in 2003) (Code) and this document has been prepared in accordance with the provisions of the said Code.

If you have sold or otherwise transferred all your shares in Ceylon Printers PLC please send this document and the accompanying Form of Acceptance to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

The procedure for acceptance is set out in Clauses 4 and 5 of this document and in the accompanying Form of Acceptance. The Form of Acceptance and related documents should be returned to the Registrars to the Offer, Central Depository Systems (Pvt) Ltd – Corporate Solutions Unit, Ground Floor, M&M Centre, 341/5, Kotte Road, Rajagiriya, Sri Lanka to be received by them not later than 4.30 pm on 7th January 2025 being the Closing Date of the Offer or such later date (subject to the SEC's approval) as may be announced.

If you have any queries with regard to the completion of the Form of Acceptance or other documents, please contact the Central Depository Systems (Pvt) Ltd – Corporate Solutions Unit, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya, on Telephone No. 0112356444.

THE SECURITIES & EXCHANGE COMMISSION OF SRI LANKA HAS TAKEN REASONABLE CARE TO ENSURE FULL AND FAIR DISCLOSURE OF INFORMATION IN THIS OFFER DOCUMENT AS REQUIRED BY THE COMPANY TAKE-OVERS AND MERGERS CODE 1995 (AS AMENDED IN 2003). HOWEVER THE COMMISSION ASSUMES NO RESPONSIBILITY FOR THE ACCURACY OF THE STATEMENTS MADE, OPINIONS EXPRESSED OR REPORTS INCLUDED IN THIS OFFER DOCUMENT.

"Shareholders of Ceylon Printers PLC are reminded that the Board of Ceylon Printers PLC is obliged to communicate to every shareholder its views, comments and advice on the offer document along with the advice given to it by the independent advisor within fourteen (14) days of receipt of the Offer Document as stipulated under Rules 12 and 13 of the Code. Shareholders are therefore advised to await the receipt of such a communication in order to enable a decision to be made on the merits and demerits of the offer."

CONTENTS

DEFINITIONS

The following definitions apply throughout this document and the accompanying Form of Acceptance unless the context otherwise requires:

CDS	Central Depository Systems (Private) Limited
Offer Period	the period commencing on the date on which the Offer Document is forwarded to the shareholders of Ceylon Printers PLC and ending on the closing date of the Offer (i.e. from 16th December 2024 to 7th January 2025)
Offer Price	Rs. 119.00 per share of Ceylon Printers PLC
Closing Date	7th January 2025
Code	The Company Take-overs and Mergers Code 1995 (as amended in 2003).
CSE	The Colombo Stock Exchange
Form of Acceptance	The Form of Acceptance which accompanies this document as Appendix II
Offeror	Ekta Global Pte. Ltd
Offeree	Ceylon Printers PLC/CPRT
LPD	Last Practicable Date – 11th December 2024
Offer	Mandatory Offer by the Offeror to purchase 218,330 shares of the Offeree, which shall include any revision or variation or extension thereto.
SEC	Securities and Exchange Commission of Sri Lanka
Unconditional as to Acceptances	The Offeror must accept and pay for all shares tendered at the offer price, while the shareholders of Offeree lose their right to withdraw the shares.
Acting in Concert	means an individual or a company and their nominees who, pursuant to an agreement or understanding [whether formal or informal] actively co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate control of that company, and include the following: [a] a company, its parent company, any subsidiary company and any subsidiary of any such subsidiary company, and any company in which such parent or subsidiary company owns or controls twenty per centum or more of the equity shares of that company, and any company in which twenty per centum or more of the equity shares are owned by the last-mentioned company, each with the other, [b] a company with any of its directors [together with their close relations and trusts established to hold the interest of such directors or close relations]; [c] a company with any of its pension funds.
Recent Director	shall mean any person who had ceased to be a member of the Board of Directors during the preceding six months
Recent Shareholder	shall mean any shareholder who has ceased to be a shareholder during the preceding six months

16th December 2024

To: The Shareholders of Ceylon Printers PLC

MANDATORY OFFER BY EKTA GLOBAL PTE. LTD TO PURCHASE 218,330 ORDINARY SHARES OF CEYLON PRINTERS PLC

1. BACKGROUND TO THE OFFER

BACKGROUND TO THE OFFER

Consequent to Ekta Global Pte. Ltd (hereinafter referred to as the "Offeror"), a Company duly registered under the Companies Act of Singapore, bearing Company Registration No. 201923516M, on the 12th of November, 2024, acquiring Three Hundred And Eighty One Thousand Eight Hundred And Forty (381,840) Ordinary Voting Shares in CEYLON PRINTERS PLC (hereinafter referred to as the Offeree) constituting approx. 63.62% of the total number of shares in issue in Offeree at a price of Rs. 119.00 per share:

It has become obligatory for the Offeror, to make a mandatory offer in terms of Rule 31(l)(a) of the Company Takeovers and Mergers Code 1995 (as amended in 2003) Code to acquire the remaining Thirty Six Decimal Three Eight Per Centum (36.38%) of the shares of the Offeree at a price of Rupees One Hundred and Nineteen (Rs. 119.00) per share, which being the highest price paid by the Offeror twelve months immediately preceding 12th of November, 2024, and amounting approximately to a total value of Rupees Twenty Five Million Nine Hundred and Eighty One Thousand two Hundred and Seventy (Rs. 25,981,270.00)

Rule 31(l)(a) of the Code states as follows,

(1) Where any person –

a) 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 person, carry thirty per centum or more of the voting rights of a company:

or

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.

Rs. 119.00 is the highest price paid by the Offeror for a share of the Offeree during the period of one year immediately prior to 12th November 2024. [There are no Parties acting in concert with the Offeror].

Accordingly, the Offeror is obligated to purchase the remaining 218,330 Ordinary Shares carrying voting rights of the Offeree (constituting approximately 36.38% of the issued shares of the Offeree) at a price of Rs. 119.00 per share.

2. THE OFFER

The Offeror, offers to purchase from the Shareholders of the Offeree, 218,330 Ordinary Shares, at a price of Rs. 119.00 per share, being the highest price at which the Offeror acquired the shares of the Offeree on 12th November 2024 which is the highest price paid by the Offeror during the period from 12th November 2023 to 11th November 2024, for a share of the Offeree [There are no parties acting in concert with the Offeror].

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

Accordingly, the financial commitment required to meet acceptance in respect of ordinary shares of the aforesaid Offer, amounts to Rupees Twenty Five Million Nine Hundred and Eighty One Thousand Two Hundred and Seventy only (Rs. 25,981,270/-)

Upto 218,330 ordinary voting shares will be acquired under the Offer together with all rights now and hereafter attaching thereto, including the right to receive dividends and other distributions declared, paid or made after such acquisition but excluding liens, charges, encumbrances, equities, rights of pre-emption and any other third party rights of whatsoever nature and howsoever arising.

Acceptance should be dispatched as soon as possible and, in any event, so as to be received by the Registrars to the Offer, Central Depository Systems (Pvt) Ltd – Corporate Solutions Unit, Ground Floor, M&M Centre, 341/5 Kotte Road, Rajagiriya, Sri Lanka not later than 4.30 p.m. on 7th January 2025. Instructions in regard to the acceptance of the Offer are set out in Clauses 4 and 5 herein and in the Form of Acceptance (Appendix II). If you have any queries as to the completion of the Form of Acceptance, please contact the Registrars to the Offer, Central Depository Systems (Pvt) Ltd – Corporate Solutions Unit, Ground Floor, M&M Centre, 341/5, Kotte Road, Rajagiriya, Sri Lanka on Telephone Nos 0112356444 for assistance.

3. INFORMATION ON THE OFFEROR

3.1 Brief Profile and Principal Activities

The Offeror (Ekta Global Pte. Ltd) is a private limited company incorporated on 19th of July, 2019 under the provisions of the Companies Act of Singapore bearing Registration No. 201923516M. The registered office of the Offeror is at No.68, Circular Road, #02-01, Singapore (049422) and the business address is at 6 Battery Road, Singapore 049909. The Offeror is domiciled in Singapore.

Ekta Global Pte. Ltd, powered by its parent company Shore Tree Holdings Pte Ltd, a private limited liability company incorporated in Singapore bearing Company Registration No. UEN202031382G. The registered office is situated at No. 09 Graffles Place, #32-00, Republic Plaza, Singapore (046819) which focuses on high-growth sectors such as fintech, e-commerce, and digital transformation. A key mission of Ekta Global Pte. Ltd is to enable innovative companies and entrepreneurs to realize their full potential. Supported by Shore Tree's extensive resources and network, Ekta Global Pte. Ltd accelerates transformation through strategic acquisitions and active growth support, without being constrained by asset ownership.

The Directors of the Offeror are as follows;

3.2 Directors

The Directors of the Offeror are :

Mr. Mohanadas Vinoth Kumar - A citizen of Sri Lanka, holder of SL Passport No. N10511690 and is the Group Executive Chairman

Ms. Nabisha Binte Syed Ahmed - A citizen of Singapore, holder of Singapore Passport K2571411R

3.3 Financial Information of the Offeror

Information from the Financial Statements for the last 3 Financial years

Comprehensive Profit & Loss Statement

Financial Year Ended	30 June 2021 (Audited) (LKR)	30 June 2022 (Audited) (LKR)	30 June 2023 (Audited) (LKR)
Revenue	1,431,132.45	53,615,139.78	588,638,061.08
Net Profit (Loss) before Tax	-57,300,187.50	7,378,416.70	126,058,232.50
Net Profit (Loss) after Tax	-57,300,187.50	4,727,373.01	122,538,602.63
Earnings per share before Tax	-573,001.88	73,784.17	1,260,582.33
Earnings per share after Tax	-573,001.88	47,273.73	1,225,386.03

Statement of Financial Position

As at	30 June 2021 (Audited) (LKR)	30 June 2022 (Audited) (LKR)	30 June 2023 (Audited) (LKR)
Non-Current Assets	24,197,665.20	12,796,527.44	96,489,231.70
Current Assets	41,068,175.55	122,773,807.92	344,483,745.48
Non-Current Liabilities	-	-	735,663.15
Current Liabilities	12,966,383.40	15,901,374.24	99,372,748.13
Net Assets	52,299,457.35	119,668,961.12	340,864,565.90
Stated Capital	14,835.00	25,725.80	22,832.50
Retained Earnings	-59,769,028.20	-98,798,134.09	54,092,247.43
Total Shareholders’ Equity	52,299,457.35	119,668,961.12	340,864,565.90

***Shareholders fundings has been recorded under Non Current Liabilities in submitted Financials which are equity nature. Hence, added to Shareholders Equity in above table*

- **30 Jun 2024:** SGD 1= LKR 225.70
- **30 Jun 2023:** SGD 1 =LKR 228.33
- **30 Jun 2022:** SGD 1 = LKR 257.26
- **30 Jun 2021:** SGD 1 = LKR 148.35

3.4 Statutory Disclosures

3.4.1 The shareholding of the Offeror in Offeree

The Offeror owns 381,840 ordinary voting shares constituting approximately 63.62% of the shares in issue of the Offeree.

3.4.2 The shareholding in Offeree in which the Directors of the Offeror have an interest as at date: **None**

3.4.3 The shareholding in Offeree in which any person acting in concert with the Offeror owns or controls: **None**

3.4.4 The shareholding in Offeree owned or controlled by any person who, prior to the posting of the Offer Document, has made an irrevocable commitment to accept the offer: **None**

3.4.5 Dealings in shares for value by the Offeror and any party acting in concert with the Offeror during the period commencing from 12th November 2024 and ending on the Last Practicable Date: 11th December 2024

3.4.6 Statements to be given by the Offeror in terms of the Code;

(a) No agreement, arrangement, or understanding exists between the Offeror and any director or recent director, shareholder or recent shareholder of the Offeree having any connection with the Offer, except that –

It is noted that Ms. A. M. de Alwis, a Director of the Offeree Company disposed 17,250 shares held by her in the market on 12thNovember 2024 which has been purchased by the Offeror amongst its market purchases done on 12th November 2024 amounting to 102,660 shares.

(b) No shares acquired in pursuance of this Offer will be transferred to any other person.

(c) Settlement of the consideration to which any shareholder is entitled under this offer will be implemented in full in accordance with the terms of the Offer without having regard to any lien, right of set-off, counter-claim, or other analogous rights to which the Offeror may otherwise be or claim to be entitled to against such shareholder.

(d) The intention of the Offeror, regarding the continuation of the business of the Offeree Company :-

Currently the Offeree Company has ceased its business operations.

The acquisition of Ceylon Printers PLC (CPRT) by Ekta Global Pte. Ltd. aligns with its long-term strategy of expanding its presence and capabilities in high-growth industries. This acquisition provides a strategic platform to develop and execute innovative business models that leverage the expertise and resources of the Offeror our parent company, Shore Tree Holdings Pte. Ltd.

The Offeror foresee CPRT serving as a foundation to enter and operate in high-growth sectors such as fintech, e-commerce, and digital transformation, which are areas where Ekta Global Pte Ltd and its parent company have a proven track record. CPRT’s status as a listed entity offers a unique opportunity to access broader market resources, enabling future capital raising and acquisitions to support business diversification and growth initiatives.

By revitalizing CPRT’s business model, Ekta Global Pte Ltd aims to unlock shareholder value and foster sustainable long-term growth. Our vision includes creating synergies between CPRT’s operational capabilities and the expertise of Ekta Global Pte Ltd and Shore Tree Holdings. While CPRT’s historical challenges are acknowledged, we believe that with appropriate capital infusion and strategic realignment, the company can transition into a more robust and competitive enterprise, contributing positively to its shareholders and the broader market ecosystem.

(e) Intention of the Offeror regarding any major changes to be introduced in the business including any redeployment of the fixed assets of the Offeree.

The Offeree Company has no fixed assets. The business referred to in paragraph (d) above is to be carried out by the Offeror Company.

The intention of the Offeror with regard to continuation of the employees of the Offeree Company :

There are no employees in the Offeree Company.

(f) The long-term commercial justification for the proposed Offer;

The acquisition of Ceylon Printers PLC (CPRT) by Ekta Global Pte. Ltd. aligns with the Offeror’s long-term strategy of expanding their presence and capabilities in high-growth industries. This acquisition provides a strategic platform to develop and execute innovative business models that leverage the expertise and resources of our parent company, Shore Tree Holdings Pte. Ltd.

The Offeror foresee CPRT serving as a foundation to enter and operate in high-growth sectors such as fintech, e-commerce, and digital transformation, which are areas where Ekta Global Pte Ltd and its parent company have a proven track record. CPRT’s status as a listed entity offers a unique opportunity to access broader market resources, enabling future capital raising and acquisitions to support business diversification and growth initiatives.

By revitalizing CPRT’s business model, Ekta Global Pte Ltd aims to unlock shareholder value and foster sustainable long-term growth. The Offeror’s vision includes creating synergies between CPRT’s operational capabilities and the expertise of Ekta Global and Shore Tree Holdings. While CPRT’s historical challenges are acknowledged, we believe that with appropriate capital infusion and strategic realignment, the company can transition into a more robust and competitive enterprise, contributing positively to its shareholders and the broader market ecosystem.

(g) Whether the emolument of the Offeror's Directors, will affect the acquisition of the Offeree Company, if so in what manner :

As already stated in paragraphs (d) and (f), in order to undertake the proposed business, the Offeror would reconstitute the Board of the Company with the balance of Independent/Executive/Non-Independent Directors as per the Listing Rules of the Colombo Stock Exchange and therefore, if in the event the necessity for the Offeor to appoint Directors of the Offeror, there may be emoluments being paid for such Directors in accordance with their contribution to the new business.

4. TERMS OF THE OFFER

4.1. Date of the Offer

The Offer is made on 16th December 2024 and will be kept open for a period not less than 21 days from the date the Offer Document is posted to the shareholders of the Offeree. Copies of this Offer Document, the Form of Acceptance, Transfer Form, and related documents are available with the Managers to the Offer, P W Corporate Secretarial (Pvt) Ltd, No. 3/17, Kynsey Road, Colombo 08, Sri Lanka and the Registrars to the Offer Central Depository Systems (Pvt) Ltd – Corporate Solutions Unit, Ground Floor, M&M Centre, 341/5 Kotte Road, Rajagiriya, Sri Lanka

4.2. Conditions of the Offer

The Offeror being the holder of 63.62% of the issued ordinary voting shares of the Offeree, this offer will be unconditional as to acceptance from the outset. Accordingly, the Offeror will acquire all the shares for which acceptance is received from the shareholders of the Offeree.

The shares shall be acquired free from all liens, charges, pledges, and other encumbrances together with all rights now or hereafter attached thereto.

Accordingly, the Offeror are liable to accept and pay for all the shares tendered at the Offer Price and the shareholders of the Offeree would lose their right to withdraw the shares once accepted.

It must be noted that "acceptance" by the shareholder shall mean the procedure set out in Clause 5 being complied with.

4.3 Acceptance Period

The Offer will initially be open for acceptance until 7th January 2025, but may be extended if a revision of the price is made as per the Code. Although no revision is envisaged, if the Offer is revised it will remain open for acceptance for a period of at least 14 days from the date on which written notification of a revision is posted to the Shareholders of the Offeree. Where the Offer is revised, all shareholders who accepted the initial Offer will receive the revised consideration.

The Offer may, with the approval of the SEC, be extended beyond the sixtieth day after the date on which the Offer Document is forwarded to the Offeree's shareholders.

If an extension of the Offer has been granted by the SEC as stated above, the Offeror will inform Offeree's shareholders of the next expiry date of the Offer.

4.4 Announcements

By 4.30 p.m. on the market day immediately following the day on which the Offer expires or is revised or extended, the Offeror will issue a statement to the CSE specifying whether the Offer has expired, or has been revised or extended and will also state the total number of Offeror shares (as nearly as practicable) –

- (i) for which acceptances of the Offer have been received,
- (ii) held before the Offer Period and,
- (iii) acquired or agreed to be acquired during the Offer Period,

And will specify the percentage of Offeree shares represented by these figures. The Offeror will simultaneously request the CSE to make an announcement to that effect on the Trading Floor.

If the Offeror fails to make the required announcement as stated above, a shareholder shall be entitled to withdraw his acceptance immediately.

4.5 Non Resident Shareholders of Offeree

Offeree shareholders who are not residents of Sri Lanka and who are citizens, residents or nationals of other countries should take into consideration their jurisdiction and any laws directly related thereto. The Offeror will not be responsible for any statutory or other approvals that may be necessary in the event of such persons accepting the Offer.

Non Resident shareholders of Offeree should also indicate details of their Inward Investment Account (IIA) [formerly known as Securities Investment Account (SIA) and/or Share Investment External Rupee Account (SIERA)] to which the purchase proceeds are to be remitted, in the cages provided for such information, together with confirmation that the shares accepted/tendered for sale were purchased from proceeds channelled through the IIA or, if applicable, as per the provisions laid down in the Regulations made under the Foreign Exchange Act, No.12 of 2017, the details of their Capital Transaction Rupee Account (CTRA).

4.6 General Information relating to the Offer

(a) The terms, provisions, instructions and authorities contained in or deemed to be incorporated in the Form of Acceptance constitute part of the terms of the Offer. Words and expressions defined in this document have the same meanings when used in the Form of Acceptance unless the context otherwise requires.

(b) No acknowledgment of receipt of any Form of Acceptance, Share Transfer Form, share certificate(s) or other document (s) will be given by or on behalf of the Offeror.

(c) All communications, notices, certificates, other documents and remittances to be sent to Offeree shareholders will be so sent (or their designated agents) at their (Offeree shareholders') risk.

(d) The Offer and all acceptances thereof or pursuant thereto and the relevant Form of Acceptance, form of transfer, letter of authorization to CDS and all contracts made pursuant thereto and action taken or made or deemed to be taken or made under any of the foregoing shall be governed by and construed in accordance with the Laws of Sri Lanka.

Execution by or on behalf of a Offeree shareholder of a Form of Acceptance will constitute his submission, in relation to all matters arising out of or in connection with the Offer and the Form of Acceptance, form of transfer, letter of authorization to CDS to the jurisdiction of the Courts of Sri Lanka.

(e) Any failure to receive the duly dispatched document by any person to whom the Offer is made or should be made, shall not invalidate the Offer in any way.

5. PROCEDURE FOR ACCEPTANCE OF THE OFFER

The following procedure should be followed in the event you decide to accept the Offer.

5.1 To accept the Offer

To accept the Offer you must complete the Form of Acceptance (Appendix II) in accordance with the instructions printed thereon in the presence of a witness who should also sign and return the Form of Acceptance **together with the related documents** in accordance with the procedure set out in paragraph 5.2 below to be received by the Registrars, Central Depository Systems (Pvt) Ltd – Corporate Solutions Unit, Ground Floor, M&M Centre, 341/5 Kotte Road, Rajagiriya, Sri Lanka not later than 4.30 p.m. on 7th January 2025.

5.2 Return of Form of Acceptance

(i) If your Ceylon Printers PLC shares **are not deposited** with the CDS;

The completed and signed Form of Acceptance and the Transfer Form (Appendix III) signed by you as transferor with your signature duly witnessed together with the relative share certificate(s) and/or other document(s) of title or otherwise as hereinafter set out should be returned by post or by hand to the Registrars, Central Depository Systems (Pvt) Ltd – Corporate Solutions Unit, Ground Floor, M&M Centre, 341/5 Kotte Road, Rajagiriya, Sri Lanka not later than 4.30 p.m. on 7th January 2025.

(ii) If your Ceylon Printers PLC shares **are deposited** with the CDS and you wish to effect the transfer through the CDS;

The completed and signed Form of Acceptance and the Letter of Authorisation (Appendix IV) addressed to the CDS duly completed and signed with your signature witnessed thereon, should be returned through **your stockbroker** to the Registrars, Central Depository Systems (Pvt) Ltd – Corporate Solutions Unit, Ground Floor, M&M Centre, 341/5 Kotte Road, Rajagiriya, Sri Lanka not later than 4.30 p.m on 7th January 2025.

(iii) If you hold Ceylon Printers PLC shares in more than one CDS Account please use separate Forms of Acceptance and Letters of Authorisation to CDS for each account held. You may use photocopies of the forms provided for this purpose.

5.3 Documents signed under Power of Attorney

If any document is signed under a Power of Attorney (POA), the POA should be registered with the Company Secretary of Ceylon Printers PLC. A copy thereof duly certified by a Notary Public should be sent together with the Form/s of Acceptance.

5.4 Document(s) of Title not readily available or lost

If for any reason the relevant share certificate(s) and/or other document(s) of title is/are not readily available or is/are lost, you should nevertheless complete, sign and return the Form of Acceptance and the Transfer Form as stated above so as to be received by the Registrars, Central Depository Systems (Pvt) Ltd – Corporate Solutions Unit, Ground Floor, M&M Centre, 341/5 Kotte Road, Rajagiriya, Sri Lanka not later than 4.30 p.m on 7th January 2025.

Such shareholders shall also complete Appendix V Letter of Indemnity and an Affidavit as per Appendix VI and forward same together with the Form of Acceptance to the Registrars, Central Depository Systems (Pvt) Ltd – Corporate Solutions Unit for onward transmission to the Secretaries to facilitate the issue of a duplicate certificate for processing of the Acceptance.

In the case of deceased shareholders, their legal representatives are to contact the Registrars to the Offer immediately, for information regarding the documents to be forwarded to constitute valid acceptance of the Offer.

5.5 Validity of Acceptances

The Offeror reserves the right, subject to the terms of the Offer and the Code, to treat as valid any acceptance of the Offer, which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title. In that event, the consideration under the Offer will not be paid until the share certificate(s) and/or other document(s) of title or indemnities satisfactory to the Offeror are received.

6. SETTLEMENT

The consideration to which any Offeree shareholder is entitled to under the Offer shall be settled either by direct transfer via SLIPS / RTGS or Bank Draft [as per preferred mode of settlement indicated by the Applicant in the Form of Acceptance, Appendix II] sent by registered mail to such shareholder (in case of Non-Resident shareholders who have provided details of their IIA, to the relevant Banks) as soon as practicable, and in any case not later than twenty-one days after the receipt of valid acceptance.

Payments to Offeree shareholders on acceptances that are not entirely in order and which have been treated as valid by the Offeror under the provisions of Clause 5.5 above will not be made until the share certificate(s) and/or other document(s) of title or indemnities satisfactory to the Offeror are received.

Payments made by Bankers Draft will be crossed **"account payee only".** In the case of joint shareholders, Bankers Drafts will be drawn in favour of the first shareholder as appearing in the Share Certificate(s) or other document(s) of title and/or the Form of Acceptance.

Settlement of the consideration to which any Offeree shareholder is entitled to under the Offer will be implemented in full in accordance with the terms of the Offer without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled as against such Offeree shareholder.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the documents listed below will be available for inspection at the Office of the Managers to the Offer at No. 3/17, Kynsey Road, Colombo 8, during normal business hours on any weekday, while the Offer remains open for acceptance.

(a) The Articles of Association of the Offeror.
(b) The latest list of Directors of Offeror.
(c) This document and the Appendices set out below;

Appendix I	Confirmation by the Bank
Appendix II	Form of Acceptance
Appendix III	Transfer Form
Appendix IV	Letter of Authorization to CDS
Appendix V	Format of Indemnity
Appendix VI	Format of Affidavit

8. DECLARATION BY THE OFFEROR

We, the undersigned being two Directors of Ekta Global Pte. Ltd whose names appear in Clause 3.2 hereof as Directors of Ekta Global Pte. Ltd, do hereby declare and confirm as authorized by the Board of Ekta Global Pte. Ltd that the Board of Ekta Global Pte. Ltd approve the Offer Document, and collectively and individually accept full responsibility for the completeness and the accuracy of the information contained in the Offer Document and confirm that to the best of their knowledge and belief that there are no other facts, the omission of which would make any statement herein misleading in any material respect.

By order of the Board of
Ekta Global Pte. Ltd

(Sgd)	*(Sgd)*
Mohanadas Vinoth Kumar	Nabisha Binte Syed Ahmed

HNB

27.11.2024

Without Prejudice

The Director
The Colombo Stock Exchange
No 04-01, west Tower
World Trade Centre
Echelon Square
Colombo 01

BALANCE CONFIRMATION

EKTA GLOBAL PTE LTD - 701510000206

We, Hatton National Bank PLC, do hereby confirm that EKTA Global Pte Ltd. of No 68, Circular road Rd, No-02-01 Singapore - 049422 has adequate financial resources to satisfy the acceptance of the Mandatory Offer which was triggered on the 12th November 2024 to be made, subsequently to the acquisition of ordinary shares from Ceylon Printers PLC by EKTA Global Pte Ltd. to the remaining shareholders of Ceylon Printers PLC to acquire their shares in Ceylon Printers PLC. amounting to Sri Lankan Rupees Twenty Five Million Nine Hundred and Eighty One Thousand two Hundred and Seventy(Rs. 25,981,270.00) being the total funds required to acquire Two Hundred and Eighteen Thousand Three Hundred and Thirty (218,330) ordinary shares under the said Mandatory Offer

This confirmation will be in force for 21 market days from the expiry date of the offer period.

Yours faithfully

....

WEERASINGHE

ANCH OPERATIONS MANAGER - COLOMBO METRO

APPENDIX II

FORM OF ACCEPTANCE

To be completed by the Shareholders of Ceylon Printers PLC who wish to accept the Mandatory Offer by Ekta Global Pte. Ltd (Offeror) for shares in Ceylon Printers PLC

1. I/We the undersigned, hereby accept the Offer made by the Offeror in terms of their Offer Document dated 16th December 2024 in respect of ……………..… Ceylon Printers PLC Ordinary Voting Shares [here indicate the total number of shares you wish to sell] belonging to me/us (and registered in the manner set out below) against payment to me/us of Rs. 119.00 for every Ceylon Printers PLC share above referred to.

2. My/our full name(s), address(es) and National Identity Card/Passport No.(s)/Company Registration No.(s) are given below :

(a) First named/only holder

Full name : ....

National Identity Card/Passport/Company Registration No. : ....

Address : ....
....
*[As given in the Register of Shareholders/CDS]

Telephone No: ....

(b) Other joint holders, if any -

Full name : ....

National Identity Card/Passport/Company Registration No. : ....

Address : ....
....
*[As given in the Register of Shareholders/CDS]

Telephone No: ....

Full name : ....

National Identity Card/Passport/Company Registration No. : ....

Address : ....
....
*[As given in the Register of Shareholders/CDS]

Telephone No: ....

3. I/We hereby declare that (please tick as is applicable to you).

☐ (i) I am a/We are citizen(s) of Sri Lanka, resident in Sri Lanka or a Private/Public Company /Corporation incorporated in Sri Lanka

☐ (ii) I am a/We are citizen(s) of Sri Lanka, resident outside Sri Lanka or non citizen of Sri Lanka or a Company/Corporation incorporated outside Sri Lanka. I/We give below details of the Principal Shareholder's Inward Investment Account (IIA) to which the payment due to me /us should be deposited;

(a) Name and Branch of Bank …………………………………………………...
(b) Account …..…………………………………………………………………..

☐ [iii] I/We further confirm that the shares accepted/tendered for sale were purchased from proceeds channelled through the aforesaid Inward Investment Account (IIA).

4. The aforesaid …................................ Ceylon Printers PLC shares [set out in paragraph '1'] belonging to me/us are held by me/us as follows:-

****Number of Ceylon Printers PLC shares registered in the Company share ledger in my/our name (s)**	**Number of Ceylon Printers PLC shares lodged with CDS**	**Total number of shares**

****Shares held in script form/in the form of share certificates.**

5. **Please tick (√) one box as is applicable to you. Please refer Section 6 of the Offer document for further details.**

☐ Please pay any amount due to me/us via bank draft/s in favour of the principal/sole shareholder stated in Section 2(a) above, crossed "**Not Negotiable-Account Payee Only**" and mailed to me/us at my/our own risk to the address in the Register of shareholders/CDS.

☐ Please remit any amount due to me/us via SLIPS/RTGS transfer in favour of the principal/sole shareholder stated in Section 2(a) to the account detailed in cages below.

BANK CODE				BRANCH CODE			ACCOUNT NUMBER											

*Please provide accurate information of the Principle Shareholder referred to in Clause 2(a). Consult your bank branch manager regarding the account details if in doubt

Yours faithfully,
Signed by the above named in the presence of

(a)…………………………… (b)………………………… (c)…………………………….

This…... day of …………2024 This…. day of ……..2024 This…... day of …………2024

Signature of First/only holder and date of such signature in the presence of

Signature of First Joint holder and date of such signature in the presence of

Signature of Second Joint holder and date of such signature in the presence of

………………………	……………………..	………………………
Signature of Witness	Signature of Witness	Signature of Witness
……………………………	……….……………………….	……………………………
……………………………	………..…………………….	……..…………………….
……………………………	………….…………………	……………………………
Name and Address of Witness	Name and Address of Witness	Name and Address of Witness

Instructions as to completion of the Form of Acceptance

1. In the space provided in paragraph one, please fill the number of Ceylon Printers PLC shares in respect of which you wish to accept the offer

2. The full names, National Identity Card/Passport/Company Registration numbers and addresses of all the shareholders should be given in the space(s) provided (as registered with the Company Share Register / CDS / (as applicable), provided however the information in the Company Register / CDS (as applicable) shall take precedence over the information given herein).

3. The declaration must be completed by each Ceylon Printers PLC shareholder by deleting whichever is inapplicable. A person who is unable to make such declaration should contact the Registrars to the Offer who would advise such person to obtain the necessary permission from the Director, Department of Foreign Exchange, Central Bank of Sri Lanka established by the Monetary Law Act.

4. Each shareholder must sign the Form of Acceptance in the presence of a witness who is not another joint holder and the witness must also sign and state his/her name and address in the space(s) provided. In the case of joint shareholders, all shareholders should sign the Form of Acceptance.

5. In the case of a corporate shareholder, the Form of Acceptance should be signed in accordance with the Articles of Association / Statute.

6. If the Form of Acceptance is signed under a Power of Attorney, the Original Power of Attorney or a copy thereof certified by an Attorney-at-Law should be sent to the Registrars to the Offer together with the Form of Acceptance.

APPENDIX III

TRANSFER OF SHARES

To be completed by Shareholders of Ceylon Printers PLC whose shares are not deposited with the CDS

Name of Company : **Ceylon Printers PLC**

I/We…………………………………………………...
....of
....
(hereinafter called the Transferor) in consideration of the payment to me/us of Rupees .... (Rs..................................) [calculated at Rs. 119.00 per share] by Ekta Global Pte. Ltd (hereinafter called the Transferee) do hereby transfer to the said Transferee ………………………………….* shares in Ceylon Printers PLC standing in my/our name/s in the books of the Company, to hold unto the said Transferee their successors and assigns subject to the several conditions on which I/we hold the same; and we the said Transferee doth hereby agree to take the said shares subject to the same conditions.

Signed by the above named Transferor/s (1) …………………………..
on this .... day of ....…… 2024
in the presence of (2) ………………………….

(3) ………………………….
TRANSFEROR/S signature(s)

(Signature of witness) ....
(Name of witness) ....
(Address of witness) ....
....
(Occupation of Witness)...

NOTES : *1) Indicate such number of shares accepted by you as set out in the Form of Acceptance in Appendix II
2) Please complete the Declaration set out below

DECLARATION BY TRANSFEROR/S

*I/We being the holder/(s) of the securities referred to in the above transfer hereby declare that:-

☐ (i) I am a/We are citizen(s) of Sri Lanka, resident in Sri Lanka or a Private/Public Company /Corporation incorporated in Sri Lanka

☐ (ii) I am a/We are citizen(s) of Sri Lanka, resident outside Sri Lanka or non citizen(s) of Sri Lanka or a Company/Corporation incorporated outside Sri Lanka. I/We give below details of the Principal Shareholder's Inward Investment Account (IIA) to which the payment due to me /us should be deposited;

(a) Name and Branch of Bank ………………………………………………………...

(b) Account No…………………………………………………………………...

☐ I/We further confirm that the shares accepted/tendered for sale were purchased from proceeds channelled through the aforesaid Inward Investment Account (IIA).

………………………	…………………………	………………………….
Transferor	Transferor	Transferor
(First/only Shareholder)	(First Joint Shareholder)	(Second Joint Shareholder)

* The inapplicable declaration should be deleted.

To be completed by the Transferee after the transfer form is returned to the Registrars to the Offer

Signed by the above-named Transferee on this .... day of .... 20…. in the presence of:

…………………………

EKTA GLOBAL PTE LTD
Authorized Signatory

DECLARATION BY TRANSFEREE

We, Ekta Global Pte. Ltd being the Transferee of the shares referred to in the above transfer do hereby declare that, we are a Company incorporated outside Sri Lanka.

Ekta Global Pte. Ltd
Authorized Signatory

APPENDIX IV

LETTER OF AUTHORISATION TO CDS

To be completed by the Shareholders of Ceylon Printers PLC whose shares are deposited with CDS.
[This letter should be forwarded to the Registrars to the Offer. If you have more than one broker, kindly complete a separate form for each Broker. You may use photocopies of this Form for such purpose]

Date …............................

The Manager
Central Depository Systems (Pvt) Ltd
Colombo Stock Exchange
#4-01, West Block
World Trade Centre
Echelon Square
Colombo 1

Dear Sir

AUTHORITY TO TRANSFER SHARES DEPOSITED IN CDS

CDS Account No.				-										-			-		

Name of Broker - …...

Name of Company - **CEYLON PRINTERS PLC**

*Number of Shares - …....................................

I/we write to advise you that I/we have decided to accept the Offer made by the Offeror through the Offer Document dated …. December 2024 for purchase by the Offeror of …………….Shares of Ceylon Printers PLC belonging to me/us and deposited with the Central Depository System (CDS).

Note : * Indicate the same number of shares indicated by you in the Form of Acceptance – Appendix II

I/We accordingly authorize you at the request of Registrars to the Offer, Central Depository Systems (Pvt) Ltd – Corporate Solutions Unit, Ground Floor, M&M Centre, 341/5 Kotte Road, Rajagiriya , to reallocate the Ceylon Printers PLC shares credited to the above account, to the CDS Account No. …………………….. in the name of the Offeror.

Yours faithfully,

Name(s) of Shareholder(s)	Signature(s)
1 …...	…...........................
2. …...	…............................
3. …...	…............................

[Appendix IV – Contd……]

Authorisation of Broker

We hereby give consent to release/transfer the shares referred to above from the above client's CDS Account.

Name of Broker : …...

Name of Authorised Officer
& Designation : …..

Authorised Signature & Stamp : …...............................

Date : …................................

NOTE :
Upon obtaining the Authorisation of the Broker, these documents should be forwarded to the Registrars to the Offer, Central Depository Systems (Pvt) Ltd – Corporate Solutions Unit through your Broker, who will forward same to the CDS.

To be attended to by the Registrars to the Offer

Authorisation of Central Depository Systems (Private) Limited

Balance confirmed in CDS Account and ………………………… shares are reserved for transfer.

…..
Authorised Signature – CDS

Date : …............................

APPENDIX V

INDEMNITY

To:
The Board of Directors
Ceylon Printers PLC
C/o Businessmate (Private) Limited
No. 45, (3rd Floor) Braybooke Street
Colombo 02

Dear Sir

I/We…………………………...
....
.... the undersigned presently of…………………………………………………………….………………………………………
……..
do hereby request you to issue to me/us a Duplicate Share Certificate/s for the under mentioned ordinary (voting) shares registered, as at date, in *my/our* name in the Register of Shareholders of Ceylon Printers PLC, the original share certificates having being misplaced, destroyed or lost and in consideration of your so doing, I hereby agree and undertake to indemnify you and keep you indemnified and saved harmless at all times from and against all actions, fines, claims, demands, losses, damages, costs and expenses howsoever arising which may arise or be brought against, paid, incurred or sustained by you by reason of the said Share Certificate/s having been misplaced, destroyed or lost or by reason of or in consequence of your issuing to me a Duplicate Share Certificate/s for the said……….…………..ordinary (voting) shares or otherwise howsoever.

I/We further agree and undertake that if the said share certificates shall hereafter be found, I/We shall deliver the same or cause the same to be delivered to you for no consideration whatsoever.

PARTICULARS OF THE SHARE CERTIFICATES

Certificate Number/s	Name of Shareholder	Number of Shares

Yours faithfully

…………………
(Signature of Shareholder)
Full Name:
Address:
National Identity Card number (or Passport number)
Dated this………… day of………….. 20....

Witness:

1 …………………… (Signature) 2 …………………… (Signature)

…………………… (Name & Address) …………………… (Name & Address)

APPENDIX VI

AFFIDAVIT

I/We……………………….………………………………………..
....of..................................…………………………………………………………
…………………………………………………………..
and……..…………….……………………………………………………………………………of............
........................……………

in the Democratic Socialist Republic of Sri Lanka being Buddhist/Hindu/ Muslim* do hereby individually, solemnly sincerely and truly declare and affirm/ being Christian(s) make oath and swear*as follows :

(1) I/We am/ are the affirmant/affirmants or the deponent/deponents above named.

(2) I/We am / are the registered holder / holders of……………… ordinary (voting) shares held upon Share Certificate number /s…………… in Ceylon Printers PLC.

(3) That to the best of my/our knowledge and belief the said original certificate/s has/have either been lost, misplaced or accidentally destroyed and that I have made and caused to be made a diligent search but have been unable to find the same.

(4) That since the said Certificate was issued to me/us, I/we have not sold, pledged the said shares, or in any way parted with possession of the said Certificates and the said shares and Certificate/s is/are my/our absolute property.

(5) I/We therefore request the Company to issue me/us with a duplicate of such share Certificate/s and in consideration of the Company doing so undertake to indemnify the Company against claims and demands (and any expense thereof) which may be made against the Company in complying with my/ our request.

(6) I/We hereby undertake further to furnish to the Company a Letter of Indemnity.

SIGNED AND AFFIRMED TO BY)
THE AFFIRMANTS*/ SIGNED AND)
SWORN TO BY THE DEPONENTS*)
ABOVE NAMED AT …………………)
ON THIS…… DAY OF ……….. TWO)
THOUSAND AND TWENTY TWO)

BEFORE ME

JUSTICE OF THE PEACE
COMMISSIONER FOR OATHS

* Please delete as appropriate.