OFFER DOCUMENT

MANDATORY OFFER BY

LANKA REALTY INVESTMENTS PLC [LRI]
(Company Reg. No. PQ139)

TO ACQUIRE 7,396,451 ORDINARY VOTING SHARES

OF

LEE HEDGES PLC [LH]
(Company Reg. No. PQ152)

Managers

P W Corporate Secretarial (Pvt) Ltd.
No. 3/17, Kynsey Road
Colombo 08, Sri Lanka

Registrars

Corporate Solutions Unit
Central Depository Systems (Pvt) Limited
Ground Floor, M & M Centre
No. 341/5 Kotte Road, Rajagiriya, Sri Lanka

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.

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.

This offer is made in accordance with the provisions of the Company Take-overs and Mergers Code 1995 (as amended in 2003) (Code), and this document has been prepared in accordance with its provisions.

If you have sold or otherwise transferred all of your shares in Lee Hedges 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, Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya, Sri Lanka. Contact Telephone No. **+94 112356444** to be received by them not later than 4.30 pm on **10th February 2026**, 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 questions about completing the Form of Acceptance or other documents, please contact the Registrars to the Offer, Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya, Sri Lanka. Contact Telephone No**+94 112356444**

"Shareholders of Lee Hedges PLC are reminded that the Board of Lee Hedges 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 Lee Hedges PLC (LH) and ending on the closing date of the Offer (i.e, **21st January 2026 to 10th February 2026**).
Offer Price	Rs. 216/- per share of Lee Hedges PLC
Closing Date	**10th February 2026**
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 I
Offeror/LRI	Lanka Realty Investments PLC
Offeree/LH	Lee Hedges PLC
Mandatory Offer	The Offer to purchase 7,396,451 shares of the Offeree by the Offeror at a price of Rs. 216/- per share
SEC	Securities and Exchange Commission of Sri Lanka
"Unconditional as to Acceptance"	The Offeror must accept and pay for all shares tendered at the offer price, while the shareholders of Lee Hedges PLC lose their right to withdraw the shares.
"Any person 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.

LANKA REALTY INVESTMENTS PLC
(Company Reg. No. PQ139)
No. 464A, T B Jayah Mawatha, Colombo 10

20th January 2026

To: The Shareholders of Lee Hedges PLC

Mandatory Offer by Lanka Realty Investments PLC [Offeror] to purchase 7,396,451 Ordinary Voting Shares of **Lee Hedges PLC [Offeree]**

1. BACKGROUND TO THE OFFER

Consequent to LANKA REALTY INVESTMENTS PLC, a company duly registered under the Companies Act No. 7 of 2007, bearing Company Registration No. PQ139 with its Registered Office at 1st Floor HQ Colombo 464A T B Jayah Mawatha, Colombo 10 (hereinafter referred to as the Offeror), acquiring on 8th January 2026, 13,057,595 Ordinary Voting Shares (shares) in LEE HEDGES PLC (hereinafter referred to as the Offeree), constituting 51% of the total shares issued by the Offeree at a price of Rs. 216.00 per share, LANKA REALTY INVESTMENTS PLC triggered the threshold limits set by the Company Takeovers and Mergers Code 1995 (as amended) (the Code), published under the Rules made by the Securities and Exchange Commission of Sri Lanka (SEC) under Section 53 of the Securities and Exchange Commission of Sri Lanka, Act No. 36 of 1987 (as amended), now referred to under Section No. 183 of the SEC Act No,19 of 2021;

On 8th January 2026, Eighth Wonder, a company duly registered and validly existing under the laws of the Republic of Mauritius bearing Company Registration No. 140620 CI/GBL having its Registered Office at C/o Hawksford (Mauritius) Limited C2-401, 4th Floor, Grand Baie La Croisette, Grand Baie, Republic of Mauritius, being a party in concert with Lanka Realty Investments PLC, by virtue of it being the single largest shareholder holding 29.17% shares of Lanka Realty Investments PLC and the 49% shareholder of the subsidiary company of the Offeror, namely, Lanka Realty Development (Pvt) Ltd. acquiring 5,148,684 shares of the Offeree constituting 20.1% shares at the price of Rs. 216.00 per share, the total holdings of the Offeror and the party acting in concert with the Offeror is 18,206,279 shares constituting 71.1% of the total shares in issue of the Offeree.

Accordingly, the **LANKA REALTY INVESTMENTS PLC,** the **Offeror,** is obligated to purchase the balance of 7,396,451 Ordinary Voting shares, which constitute 28.9% of the Offeree's shares held by the remaining holders of Ordinary Voting Shares, at a price of Rs. 216.00 per share.

Rs. 216.00 is the highest price paid by the Offeror and the Party acting in concert with the Offeror for an Ordinary Voting Share of the Offeree during the period of one year immediately before 8th January 2026.

2. THE OFFER

In compliance with the provisions of the Company Take-overs & Mergers Code 1995 (as amended) (Code) published under the Rules made by the Securities and Exchange Commission of Sri Lanka (SEC) under Section 53 of the Securities and Exchange Commission of Sri Lanka, Act No. 36 of 1987 (as amended), now referred to under Section 183 of the SEC Act No,19 of 2021;
the Offeror hereby makes a **Mandatory Offer** to the holders of 7,396,451 Ordinary Voting shares, which constitute 28.9% of the Offeree's shares held by the remaining holders of Ordinary Voting Shares, at a price of Rs. 216.00 per share, amounting to Rupees One Billion Five Hundred and Ninety-Seven Million Six Hundred and Thirty-Three Thousand Four Hundred and Sixteen (Rs. 1,597,633,416).

The Offeror confirms that Rs. 216/- is the highest price paid by the Offeror or "any person acting in concert with the Offeror" [as defined in Rule 37 of the Code] for shares of the Offeree within the preceding 12 months, namely from 7th January 2025 to 8th January 2026 (as referred to in Rule 31(3) of the Code).

Acceptance should be dispatched as soon as possible and, in any event, so that it is received by the **Registrars to the Offer**, Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya, Sri Lanka. Contact Telephone No. **+94 112356444** not later than 4.30 p.m. on **10th February 2026**. Instructions regarding the acceptance of the Offer are set out in Clauses 4 and 5 herein and in the Form of Acceptance (Appendix I). If you have any queries as to the completion of the Form of Acceptance, please contact the Registrars to the Offer.

3. RULE 14 OF THE CODE - SCHEDULE

(1) Statements to be included in the Offer

(a) A statement as to whether or not any agreement, arrangement, or understanding exists between the Offeror or any person acting in concert with the Offeror and any director or recent director, shareholder, or recent shareholder of the Offeree having any connection with the offer, and full particulars of any such agreement, arrangement, or understanding

There is no agreement, arrangement, or understanding between the Offeror or anyone acting in concert with the Offeror and any director, recent director, shareholder, or recent shareholder of the Offeree that has any connection to the offer;

(b) A statement as to whether or not any shares acquired in pursuance of the offer will be transferred to any other person, together with the names of the parties to any such agreement, arrangement or understanding, and particulars of all securities in the Offeree Company held by such persons or a statement that no such security.

None of the shares obtained through the offer will be transferred to any other person.

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

(2) INFORMATION ABOUT THE OFFEROR

(a) Names of the Directors of the Offeror

Mr. Sarravanan Neelakandan	Chairman/Independent Non-Executive Director
Mr. Piers Morgan	Non-Independent Non-Executive Director
Mr. Mohamed Hisham Jamaldeen	Executive Director
Mr. Mohamed Firdouse Farook,	Independent Non-Executive Director
Mr. Brian Vinod Selvanayagam	Independent Non-Executive Director
Mr. Archie James Buckland Warman	Executive Director

(b) Offeror's Principal Activities

The Offerors' principal Business Activities are in Residential & Commercial Real Estate Property Development, Leisure, and Manufacturing industries.

Lanka Realty Investments PLC, the Group's holding Company, manages a portfolio of diverse business operations that together constitute the Lanka Realty Investments Group.

Lanka Realty Investments PLC holds 51% of the issued shares of Lanka Realty Developments (Pvt) Ltd, which is engaged in the business of commercial property development.

Lanka Realty Investments PLC holds 100% of the issued shares of L & A Quarries (Pvt) Ltd, which is in the business of operating crusher plants.

Lanka Realty Investments PLC holds 80% of the issued share of Amtrad Ltd., which operates in the manufacturing & selling of cement/concrete building blocks and paving stones.

Lanka Realty Investments PLC holds100% of the issued shares of Lanka Realty Leisure (Pvt) Ltd, and Lanka Realty Ambalangoda (Pvt) Ltd, which are in the business of Leisure. These Companies hold Leasehold rights to two properties in Yala and Ambalangoda, respectively, to be developed as hotels.

On 13th August 2019, Lanka Realty Investments PLC acquired 100% of the issued share capital of the following companies:

- Baseline Holdings (Pvt) Ltd –

  The land owned by this company was sold on 18th July 2025 to Prime Lands Residencies PLC at a consideration of Rs. 1,100,000,000/- out of which Rs. 500,000,000/- was paid in cash at the execution of the Deed of Transfer and the balance consideration is to be set off against two - three bedroom apartments units with a combined total saleable area of 19,950 sq. Ft., located on the upper floors of the tower within the development to be constructed on the said property, in respect of which Sale & Purchase Agreements were executed by the parties.

- 285 Darley Road (Pvt) Ltd – Holds a bare land through Oak Street (Pvt) Ltd (100% owned subsidiary of 285 Darley Road (Pvt) Ltd).

- Thudella Holdings (Pvt) Ltd – Holds a bare land through Crown Resorts (Pvt) Ltd (100% owned subsidiary of Thudella Holdings (Pvt) Ltd)

- Almond Trees (Pvt) Ltd - Engaged in the operation of a hotel, a restaurant and a bar and the company holds an investment in a fully owned subsidiary Ilook Villa (Pvt) Ltd which engages in the operation of a hotel, a restaurant and a bar.

- Mulberry Holdings (Pvt) Ltd, which is a developer of residential apartments.

On 03rd December 2020, Lanka Realty Investments PLC acquired 50.89% of the issued share capital of Onally Holdings PLC, which is in the business of property development / real estate, owning Unity Plaza IT Hub. [After such acquisition, the UDA (the 2nd largest shareholder)instituted action in High Court of the Western Province Case No HC/Civil/11/2021/CO against the former shareholders of On'ally Holdings PLC and the Offeror, pertaining to alleged offences of oppression and mismanagement and the court held in favour of the UDA on 15th February 2024 and restricted the voting rights of the Offeror to 43.82% until such time the inquiry against the former shareholders are concluded and also until the public shareholding in Onally Holdings PLC is compliant with the continuing Listing Rules of the CSE, allthough the Share ownership of the Offeror is still 50.89%. The Offeror has filed a Petition of Appeal to the Supreme Court against the said order].

(c) Details for the last three financial years of turnover, net profit or loss before and after tax, earnings per share before and after tax, the amount per share paid as dividends, together with a statement of the assets and liabilities shown in the last public audited accounts. Particulars of publicly known material changes in the financial position of the company.

Year	**2025 (Audited)**	**2024 (Audited)**	**2023 (Audited)**
Turnover	1,205,078,755.00	1,124,465,097	1,796,015,840.00
Net Profits and Loss before Tax	196,604,914.00	131,970,034.00	4,723,339.00
Net Profits and Loss after Tax	147,282,135.00	17,789,636.00	(886,614,873.00)

Earnings per share before Tax	(0.21)	(0.68)	(0.75)
Earnings per share after Tax	(0.45)	(1.22)	(4.98)
Total Assets	19,175,819,853	18,537,289,645	18,217,308,440
Total Liabilities	9,255,957,007	8,726,612,038	8,395,202,196
Total Net Assets	8,142,914,524	8,113,562,673	8,310,466,618
Net Assets per share	38.52	38.39	39.32
Dividends	Nil	Nil	Nil

(d) relevant details of the company from any interim financial statement or preliminary announcement made since the publication of the last published audited accounts.

(i) on 24th December 2025- Lanka Realty Investments PLC, as the parent company of On'ally Holdings PLC, notified the market disclosure made by its subsidiary, On'ally Holdings PLC, on "Commissioning of a high capacity, state-of-the-art Triple-Faced Outdoor LED display at Unity Plaza" as follows: "On'ally Holdings PLC successfully commissioned a high-capacity, state-of-the-art Triple-Faced

Outdoor LED display at Unity Plaza, on 3d December 2025. The total investment in both the LED display and its related peripherals is projected to be between Rs . 175 million and Rs. 200 million".

(ii) on 21st July 2025 - Lanka Realty Investments PLC's Strategic Divestment and Capital Infusion to Strengthen Balance Sheet and Drive Future Growth.

(iii) 21st July 2025 -Baseline Holdings (Pvt) Ltd –

The land owned by this company was sold on 18th July 2025 to Prime Lands Residencies PLC at a consideration of Rs. 1,100,000,000/- out of which Rs. 500,000,000/- was paid in cash at the execution of the Deed of Transfer and the balance consideration is t be set off against two – three bedroom apartments units with a combined total saleable area of 19,950 sq. Ft., located on the upper floors of the tower within the development to be constructed on the said property, in respect of which Sale & Purchase Agreements were executed by the parties.

(iv) 15th May 2025 -Eighth Wonder a company incorporated under the laws of the Republic of Mauritius and having its registered office at C2-401, 4th Floor, Grand Baie La Croisette, Grand Baie Republic of Mauritius subscribed for the issue of 54,960,957 new ordinary shares of Lanka Realty Development (Pvt) Ltd, whereby the new shareholding structure of Lanka Realty Development (Pvt) Ltd is 57,204,262 ordinary shares held by Lanka Realty Investments PLC constituting 51% of the issued shares of Lanka Realty Developments (Pvt) Ltd 54,960,957 ordinary shares held by Eighth Wonder constituting 49% of the issued shares of Lanka Realty Developments (Pvt) Ltd. The proceeds of the said new issue of shares of Rs. 1,208,389,000/- were utilized, inter alia, to settle the outstanding debt obligations of Lanka Realty Investments PLC and preserve the value of the asset, and to finance essential upgrades to the said Commercial Building with the objective of improving rental yields and long-term asset value.

(v) On 15th May 2025, by the purchase of 37,750,000 shares constituting 17.86% of the issued shares of Lanka Realty Investments PLC by Eighth Wonder at Rs . 10/- per share, consequent to which shareholding of Eighth Wonder increased to 61,662,684 shares, constituting 29.17% of the issued shares of Lanka Realty Investments PLC.

(3) PARTICULARS AND INFORMATION RELATING TO THE FOLLOWING

(a) The Shareholding of the Offeror in the Offeree Company - 13,057,595 Ordinary Voting Shares

(b) The shareholding in the Offeree in which the Directors of the Offeror have an interest as at the date - Nil

(c) The shareholding in the Offeree which any person acting in concert with the Offeror owns or controls - 5,148,684 Ordinary Voting Shares

(d) The shareholding in the 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, together with the names of such persons -Nil

(e) Except the purchases made on the Trading Floor of the CSE on the 8th day of January 2026, by the Offeror and a party acting in concert with the Offeror as disclosed elsewhere in this document, no other party whose shareholdings are required to be disclosed under any of the preceding paragraphs has dealt for value in the shares in question during the period commencing twelve months prior to the offer period and ending with the day prior to the posting of the offer document, the details, including dates and prices.

No dealings have taken place (as at the date of forwarding this document to the SEC for approval and to be updated prior to publication)

(4) STATEMENTS TO BE MADE BY THE OFFEROR

(a) The intention of the Offeror regarding the continuation of the business of the Offeree Company -
To grow into a company that has a good base of asset-building income for long-term sustainability.

(b) The 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 Offeror will look to strategically manage the assets to produce a higher yield for the company & its shareholders.

(c) The long-term commercial justification for the proposed offer.

To achieve strategic synergies to fuel the long-term corporate vision and deliver a promising operational framework that best addresses the expectations of the shareholders and all stakeholders at large.

(d) The intentions of the Offeror with regard to the continued employment of the employees of the Offeree and its subsidiaries

The Offeror does not intend to terminate the services of any employees of the Offeree.
The Offeror aims to achieve strategic synergies and grow into the No. 1 asset-building, income-generating company.

(5) Whether the emoluments of the Offeror’s Directors will be affected by the acquisition of the Offeree and, if so, in what manner –

The emoluments of the Offerors' Directors will not be affected by the acquisition of the Offeree.

4. TERMS OF THE OFFER

(1) Date of the Offer

The Offer is made on **20th January 2026** and will be kept open for a period of not less than 21 days from the date the Offer Document is posted to the shareholders of the Offeree. Copies of this document, the Form of Acceptance, Transfer Form, and related documents are available with the Managers to the Offer, P W Corporate Secretarial (Pvt) Ltd. 3/17, Kynsey Road, Colombo 08, and the Registrars to the Offer Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya, Sri Lanka. Contact Telephone No. **+94 112356444.**

(2) Conditions of the Offer

The offer is **unconditional as to acceptance** in respect of Seven Million Three Hundred & Ninety-Six Thousand Four Hundred & Fifty-One (7,396,451) Ordinary Voting shares constituting 28.9% of the issued ordinary shares of Offeree; based on the fact that the Offeror, with the party acting in concert, hold 71.1% of the shares of the Offeree.

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 along with all rights now or hereafter attached to them, including profits, dividends, and distributions (if any) declared and paid.

Unconditional as to Acceptances 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".

- The Offeror is liable to accept and settle the consideration due to the shareholders who have accepted the Offer without having regard to any lien, right of set off, counterclaim, or other analogous rights to which the Offeror may otherwise be or claim to be entitled to against such shareholder.

It must be noted that "acceptance" by the shareholder means adherence to the "Procedure for Acceptance of the Offer" set out in Clause 6

(3) Acceptance Period

(a) The Offer will initially be open for acceptance until **10th February 2026,** but may be extended subject to paragraph (c) below. 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 Offeree shareholders. Where the Offer is revised, all shareholders who accepted the initial Offer will receive the revised consideration.

(b) 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 shareholders, if a competing offer has been made or announced.

(c) If an extension of the Offer has been granted by the SEC pursuant to paragraph (b) above, the Offeror will inform the Offeree shareholders of the next expiry date of the Offer.

(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 the Offeror's shares (as nearly as practicable)

(a) for which acceptances of the Offer have been received,
(b) held before the Offer Period and
(c) 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.

(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 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) [previously referred to as Securities Investment Account (SIA) / Share Investment External Rupee Account (SIERA)] to which the payment in lieu of shares are to be remitted, in the space provided for such information, together with a confirmation issued by such Non-Resident shareholder's Bank in which the IIA Account is maintained or by such Non-Resident shareholder's stock broker, that the shares accepted/tendered for sale were purchased from proceeds channeled through their IIA [previously referred to as Securities Investment Account (SIA) / Share Investment External Rupee Account (SIERA)].

5. 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.

(b) Words and expressions defined in this document have the same meanings when used in the Form of Acceptance unless the context otherwise requires.

(c) 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.

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

(e) 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 an 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.

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

6. PROCEDURE FOR ACCEPTANCE OF THE OFFER

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

(1) To Accept the Offer

To accept the Offer, you must complete the Form of Acceptance (Appendix I) 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 Clause 6. (2) below to be received by the Registrars, Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya, Sri Lanka. Contact Telephone No. **+94 112356444** not later than 4.30 p.m. on **10th February 2026.**

(2) Return of Form of Acceptance

(a) If your Offeree shares **are not deposited** with the CDS;

The completed and signed Form of Acceptance (Appendix I) and the Transfer Form (Appendix II) 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, Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya, Sri Lanka. Contact Telephone No. **+94 112356444** not later than 4.30 p.m. on **10th February 2026.**

(b) If your Offeree shares **are deposited** with the CDS and you wish to effect the transfer through the CDS;

The completed and signed Form of Acceptance (Appendix I) and the Letter of Authorisation addressed to the CDS (Appendix III), duly completed and signed with your signature witnessed thereon, should be returned to **your stockbroker** not later than 4.30 p.m. on **10th February 2026**, to facilitate your Stockbroker to complete the relevant sections in Appendix III and forward same to the Central Depository Systems (Private) Limited to facilitate the transfer of shares to the Share Reserve Account and to be collected by the Registrars Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya, Sri Lanka. Contact Telephone No. **+94 112356444**

(c) If you hold Offeree shares in more than one CDS Account, please use separate Forms of Acceptance and Letters of Authorization to CDS for each account held. You may use photocopies of the forms provided for this purpose.

(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 the Offeree. A copy thereof duly certified by a Notary Public should be sent together with the Form/s of Acceptance.

(4) Document(s) of Title/proof of remittance of funds not readily available or lost

If, for any reason, the relevant share certificate(s) and/or other document(s) of title and/or proof of remittance of funds 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.

Such shareholders whose share certificates are not readily available or lost shall also complete a Letter of Indemnity and an Affidavit as per Appendices IV and V and forward the same together with the Form of Acceptance to the Registrars, Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya, Sri Lanka. Contact Telephone No. **+94 112356444** to facilitate the issue of a duplicate certificate for the processing of the Acceptance.

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

(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 that 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 settled until the share certificate(s) and/or other document(s) of title or indemnities satisfactory to the Offeror are received.

7. SETTLEMENT

The consideration to which any Offeree shareholder is entitled under the Offer shall be settled either by direct transfer via SLIPS/RTGS or Bank Draft [as per the preferred mode of settlement as indicated by the applicant in the Form of Acceptance, Appendix 1] sent by registered mail (in the case of Bank Drafts) to such shareholder. In the case of Non-Resident shareholders [who have provided confirmation that the shares accepted/tendered for sale were purchased from proceeds channelled through their IIA/SIA/SIERA as set out in Clause 4. (5) above] who have provided details of their IIA to the relevant banks. Settlement will be made as soon as practicable, and in any case not later than twenty-one (21) days after the receipt of valid acceptances.

Settlement of consideration to Offeree shareholders on acceptances which are not entirely in order and which have been treated as valid by the Offeror under the provisions of Clause 6. (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 due to Offeree shareholders will be made by Bankers' Drafts will be crossed “account payee only". In the case of joint shareholders, Bankers' Drafts will be drawn in favor of the first shareholder as appearing in the Central Depository Systems (Pvt) Ltd (CDS) or 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 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.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the documents listed below will be available for inspection at the office of Lanka Realty Investments PLC (Offeror) during normal business hours on any weekday at No. 464A, T B Jayah Mawatha, Colombo 10, while the Offer remains open for acceptance.

(a) The Articles of Association of Lanka Realty Investments PLC
(b) The latest list of Directors of Lanka Realty Investments PLC
(c) This document and the Appendices set out below;

Annexures I & II

Appendix I Form of Acceptance
Appendix II Transfer Form
Appendix III Letter of Authorisation to CDS
Appendix IV Letter of Indemnity
Appendix V Affidavit

9. DECLARATION BY THE OFFEROR

We, the undersigned whose names appear in Clause 3. (2) (a) hereof as two Directors of the Offeror authorized by the Board, do hereby declare and confirm on behalf of the Board, that we 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 our knowledge and belief that there are no other facts, the omission of which would make any statement herein misleading in any material respect.

For and on Behalf of
LANKA REALTY INVESTMENTS PLC

(Sgd)	**(Sgd)**
Sarravanan Neelakandan	**Mohammed Hisham Jamaldeen**
Chairman	**Executive Director**

PAN ASIA BANK
The Truly Sri Lankan Bank

Ref .No. 2026/01/WTC/L/002

08th January, 2026

Securities & Exchange Commission of Sri Lanka
Level 18,
East Tower,
World Trade Centre,
Echelon Square,
Colombo 01.

MANDATORY OFFER BY LANKA REALTY INVESTMENTS PLC TO PURCHASE 7,396,451 ORDINARY SHARES OF LEE HEDGES PLC

We, the Pan Asia Banking Corporation PLC (hereinafter referred to as "the bank") hereby confirms that Lanka Realty Investments PLC, a customer of this bank, has arranged adequate funds at this bank, to meet acceptance in respect of 7,396,451 number of shares at Rs. 216/- per share, totaling to Rs. 1,597,633,416/- to purchase the Ordinary shares of Lee Hedges PLC as per the above offer.

This confirmation shall be in force until the above payment of Rs. 1,597,633,416/- is made in full to the shareholders of Lee Hedges PLC, who have accepted the offer.

This letter is issued at the request of Lanka Realty Investments PLC.

Yours faithfully,

....

Rangha Jayakody – Manager
World Trade Centre Branch

Pan Asia Banking Corporation PLC
Head Office: 450, Galle Road, Colombo 03, Sri Lanka.
Tel: +94 11 2 565 565, +94 11 4 667 777 Fax: +94 11 2 565 558
SWIFT: PABSLKLX E-mail:pabc@pabcbank.com Web: www.pabcbank.com Reg. No. PQ 48

PAN ASIA BANK
The Truly Sri Lankan Bank

Ref: 2026/01/WTC/M/004

January 12, 2026

Securities and Exchange Commission of Sri Lanka
Level 28 and 29, East Tower
World Trade Centre
Echelon Square
Colombo 01

Kind Attn. Mrs RishdaZarook
Director - Legal

Dear Sirs

Mandatory Offer by Lanka Realty Investments PLC to purchase 7,396,451 Ordinary Voting Shares of Lee Hedges PLC

We write to confirm that we have provided Banking Facilities upto a limit of Rs.1,597,633,416/- to Lanka Realty Investments PLC (LRI) to settle the consideration of upto 7,396,451 shares to the shareholders of Lee Hedges PLC on the aforesaid Mandatory Offer as set out in our letter dated 8th January 2026 addressed to you.

As security for the said Facility, LRI agreed to lodge 13,057,595 shares that they purchased in the market out of their own funds. Although the Bank did not fund the said transaction, as per our security arrangement, the said 13,057,595 shares were purchased into the CDS Account No. FWS 147016 LC titled "Pan Asia Banking Corporation PLC / Lanka Realty Investments PLC".

We hereby confirm as required by the Securities and Exchange Commission of Sri Lanka that Pan Asia Banking Corporation PLC shall not force sale or initiate a forced sale over the said 13,057,595 shares until settlement is completed by LRI in respect of all shares accepted by shareholders of Lee Hedges PLC under the said Mandatory Offer.

Yours faithfully

....
Rangha Jayakody
Manager - World Tarde Center Branch

Copy to : Mr M H Jamaldeen
Executive Director

Pan Asia Banking Corporation PLC
Head Office: 450, Galle Road, Colombo 03, Sri Lanka.
Tel: +94 11 2 565 565, +94 11 4 667 777 Fax: +94 11 2 565 558
SWIFT: PABSLKLX E-mail: pabc@pabcbank.com Web: www.pabcbank.com Reg. No. PQ 48

APPENDIX I

FORM OF ACCEPTANCE

To be completed by the Shareholders of Lee Hedges PLC who wish to accept the Offer by Lanka Realty Investments PLC for shares in Lee Hedges PLC

1. I/We the undersigned, hereby accept the Offer made by Lanka Realty Investments PLC in terms of their Offer Document dated 20th January 2026 in respect of ……………………………………… Lee Hedges PLC shares [here indicate the total number of shares you wish to sell] belonging to me/us (and registered in the manner set out below) at a consideration of Rs. 216/- per share~~.~~

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

   (a) First name/only holder

   Full name : ....

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

   Address : ....
   ....

   Telephone No: ....

   (b) Other joint holders, if any -

   Full name : ....

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

   Address : ....
   ....

   Telephone No: ....

   Full name : ....

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

   Address : ....
   ....

   Telephone No: ....

[Appendix I – Contd]

3. For the purposes of the Foreign Exchange Act and to provide payment instructions - 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.

☐ **I/We give below details of the Principal Shareholder's Current Account No. to which the payment due to me/us should be deposited**

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

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

☐ The payment for my/our Lee Hedges PLC shares above referred to shall be made by Banker's Draft crossed 'Account Payee only' and posted to the address given in 2(a) above.

(ii) ☐ I am a/We are citizen(s) of Sri Lanka, resident outside Sri Lanka, or a 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/s (IIA) [previously referred to as Securities Investment Account (SIA)] 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 channeled through the aforesaid Inward Investment Account/s (IIA) [previously referred to as Securities Investment Account (SIA)] **and attach hereto, the confirmation issued by my Banker / Stock Broker,** namely ………………………………………….. dated ……………………….

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

****No. of Lee Hedges PLC shares registered in the Company share ledger in my/our name (s)**	**Number of Lee Hedges PLC shares lodged with CDS**	**Total number of shares**

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

Yours faithfully,

Signed by the above-named in the presence of

(a)……………………………….	(b)…………………………….	(c)…………………………….
This …... day of ……………2026	This…. day of ……..2026	This…. day of ……..2026
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 Form of Acceptance

1. In the space provided in paragraph 1, please fill in the number of Lee Hedges 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.

3. The declaration to be completed by each Lee Hedges PLC shareholder for the purposes of the Foreign Exchange Act, as set out in paragraph 3 of the Form of Acceptance, should be completed by deleting whichever is inapplicable. A person who is unable to make such a declaration should contact the Registrars to the Offer, who will advise that person to obtain the necessary permission from the Director, Foreign Exchange, Central Bank of Sri Lanka, as established under the Monetary Law Act.

   The Shareholder to also provide instructions as to the mode of payment and details of Bank Accounts where applicable.

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 together with the Form of Acceptance.

APPENDIX II

TRANSFER OF SHARES

To be completed by Shareholders of Lee Hedges PLC whose shares are not deposited with the CDS

Name of Company: Lee Hedges PLC

I/We…………………………………………………...of
.... (hereinafter called the Transferor) in consideration of the payment of Rs. 216/- per share by Lanka Realty Investments PLC (hereinafter called the Transferee) do hereby transfer to the said Transferee ………………………………….* shares in Lee Hedges 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 do hereby agree to take the said shares subject to the same conditions.

Signed by the above-named Transferor/s (1) …………………………..
on this .... day of ....……. 2026
in the presence of (2) ………………………….

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

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

NOTES : 1) Please complete the Foreign Exchange Declaration herein.
*2) Indicate such number of shares accepted by you as set out in the Form of Acceptance in Appendix I

DECLARATION BY TRANSFEROR/S FOR THE PURPOSES OF THE FOREIGN EXCHANGE ACT

*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 further confirm that the shares accepted/tendered for sale were purchased from proceeds channeled through the IIA (formerly SIA/SIERRA) referred to in the Letter of Acceptance.

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

* The inapplicable declaration should be deleted.

[Appendix II – Contd]

To be completed by the Transferee after the Transfer Form is returned to the Registrars

Signed by the above-named Transferee under their embossed seal on this .... day of .... 2026 in the presence of:

DECLARATION BY TRANSFEREE FOR THE PURPOSES OF THE FOREIGN EXCHANGE ACT

We, Lanka Realty Investments PLC being the Transferee of the shares referred to in the above transfer, do hereby declare that we are a company incorporated under the Laws of Sri Lanka and that we are not acting as nominee/s for any person/s resident outside Sri Lanka

…….…..….……..……..……	**……………………………..........**
Director	**Director**

TRANSFEREE

APPENDIX III

LETTER OF AUTHORISATION TO CDS

To be completed by the Shareholders of Lee Hedges PLC, whose shares are deposited with CDS. [This letter should be completed and forwarded to your Broker for onward transmission to the Central Depository System to be collected therefrom by 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 - **Lee Hedges PLC** *Number of Shares - …....................................

I/we write to advise you that I/we have decided to accept the Offer made by Lanka Realty Investments PLC through the Offer Document dated 20th January 2026, for the purchase by Lanka Realty Investments PLC of ………………………………..Shares* of **Lee Hedges 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 I

I/We accordingly authorize you at the request of the Registrars to the Offer, Corporate Solutions Unit, Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, No. 341/5, Kotte Road, Rajagiriya, Sri Lanka, to credit my aforesaid **Lee Hedges PLC** shares to the CDS Account No. FWS-147016-LC/00 in the name of Lanka Realty Investments PLC.

Yours faithfully,

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

[Appendix III – 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 : …..................................

<u>NOTE</u> :

The Broker should, upon completing this portion of the Form, forward the same immediately [not later than the 10th day of February 2026, to the Central Depository System (Pvt) Limited to transfer the referred number of shares to the Reserve Account of the Offeror, thereupon to be collected 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 IV

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 I/we am/are the owner/s of and have absolute title to …………………………………………………… *(insert number of shares)* ordinary voting shares in **Lee Hedges PLC** and I/we have not transferred, encumbered, lent, deposited or dealt with the said shares that will have any effect or impact whatsoever to my/our title and ownership thereto and I/we am/are entitled to be registered in books of **Lee Hedges PLC** as a shareholder/s;

2. That the certificate(s) for ……………………………………………………… (*insert the number of shares)* ordinary voting shares in **Lee Hedges PLC** standing in my/our name have been misplaced/lost/destroyed;

3. That I/we hereby request **Lee Hedges PLC** to issue a duplicate of such share certificate in respect of the shares standing in my/our name;

4. That I/we undertake to indemnify **Lee Hedges PLC** against all claims and demands and any expenses thereof, which **Lee Hedges PLC** may have to meet in consequence of complying with this request for issuing a duplicate share certificate with regard to the transfer of the said shares, or any part thereof, without my/our having delivered to you the said original certificate(s)

I/We hereby undertake to deliver to **Lee Hedges PLC** for cancellation the said original certificate should the same ever be recovered/found.

Dated this .... day of ....2026.

....………...….......... ....………...….......... ....………...…..........

Signature Signature Signature

Witness

1) Name ------------------------
* NIC # ------------------------
Address ------------------------

Signature ------------------------

2) Name ------------------------
* NIC # ------------------------
Address ------------------------

Signature ------------------------

* Certified copy of NIC to be attached.

APPENDIX V

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 make oath and swear* as follows:

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

(2) I am/We are the registered holder/holders of …………………… ordinary voting shares held upon share certificate number(s) ……………………………………………………………. in **Lee Hedges PLC**

(3) That to best of my/our knowledge and belief that 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(s) was issued to me/us, I/we have not sold, pledged the said shares or in any way parted with possession of the said certificate(s) is/are my/our absolute property.

(5) I/ We therefore request **Lee Hedges PLC** to issue me/us a duplicate of such share certificate(s) and in consideration of **Lee Hedges PLC** 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 Declaration of Indemnity.

Signed and affirmed to by the affirmants*/signed and sworn to by the deponents* abovenamed at ……………………………on this …………………day of……………………2026

Rs. 50/- STAMP

..............……………......

Signature of Shareholder(s)
Signed Before me
Commissioner for Oaths/
Justice of the Peace

*Please delete as appropriate