

**ANNEXURE II - IMPORTANT: THIS DOCUMENT IS OF VALUE**  
**NAME OF THE COMPANY (REGISTRATION NUMBER)**  
**FORM OF ACCEPTANCE AND TRANSFER**

**(Please read carefully the instructions given in annexure I of the offer Document and Strictly comply with Same)**

Exit Offer of Sri Lanka Rupees [Offer Price] per share, made by [Offeror] ("Transferee") to the remaining shareholders of [Offeree], who may wish to sell their shareholding in connection with the de-listing of the shares of [Offeree] from the official list of the Colombo Stock Exchange.

Definitions provided in the Offer Document shall apply herein.

**Section A: Acceptance of the Exit Offer**

Folio No./CDS Acc	Name & Address of Principal/Sole Eligible Shareholder	Number of shares held as at the end of trading on the record date	Date	D	D	M	M	Y	E	A	R

Name(s) of joint eligible shareholder/s (if applicable)

<b>(1)</b>	<b>(2)</b>
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(i) I/We accept the Exit Offer of Sri Lanka Rupees [price of the offer] per share made by [offeror] for [Share Quantity] Ordinary Shares of [offeree] being the number of ordinary shares which I/we wish to sell from the total number of ordinary shares held by me/us in [offeree] in the CDS/script form in terms of the Offer Document and confirm that the said shares are free from all liens, charges or any other encumbrances of what so ever nature and I/ we undertake to inform the Company in writing when submitting this Form of Acceptance and Transfer if it is not so.

(ii) please tick (v) as is applicable to you

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

My/our [offeree] shares are currently held in script form and the share certificate bearing No ..... Are enclosed herewith.  
*Note in the event your share certificate (s) are lost, destroyed, worn out, defaced etc. Please fill up ANNEXURES III & IV as well.*

**To be completed by Shareholders who hold shares through the Central Depository Systems [Private] Limited [held in the CDS]**

My/Our [offeree] shares are currently held in the Central Depository Systems (Private) Limited (CDS) and my/our account number is as follows and Authorization to CDS (Section E -Annexure II) is duly completed and submitted herein.

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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I/we the shareholder (s) of [offeree] whose details appear in section B below (hereinafter referred to as the "Transferor (s)" for consideration as detailed in the offer document forward by [offeree] on behalf of [Name of the offeror and address] (herein after referred to as the "Transferee", do hereby transfer to the said transferee the number of ordinary shares of [offeree] as stated in section A (i) standing in my/our name (s) in the book of [offeree].

I/We understand that the amount due to me/us consideration for my/our shares which are transferred hereby shall: **as resident shareholder** - be made by bank draft in favor of the principal/sole shareholder stated in section B below, and crossed "Not negotiable - Account payee only" and mailed via registered post me/us at my /our risk to the address appearing in Section B below, or Vias SLIPS/RTGS transfer to the account appearing in section C below; **as a Non Resident Shareholder** - be made to the inward Investment Account or Capital Transaction Rupee Account (as the case may be) - the details of which I/we have provided in section C.

## Section B: Information on Eligible Shareholder(s)/Transferor (s)

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

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

I/We the shareholder(s) of shares of [offeree] mentioned in Section A (i) hereby expressly and solemnly state and confirm and declare that the information set out herein by me/us are true and correct and be relied on and acted upon by the Company and that;

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

( ) I/We confirm that I am a/we are resident/s of Sri Lanka or a Private/Public Company/Corporation incorporated in Sri Lanka. Please tick (V) one of the boxes as applicable to you. Please refer Annexure I for further details.

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

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

Bank Code	Branch Code	Account Number													

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

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

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

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

Name of Bank	
Bank Branch	
Address of the Bank	
Account Number	

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

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

Signed by the Shareholder(s) (*applicable to both resident and non-resident shareholders*) in the presence of the witness whose details appear below:

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

### Section D: Declaration and Signature(s) of the Company

We, [offeror] the Transferee of shares of [offeree] mentioned in Section A (i), expressly and solemnly state and declare that [offeror] at [address of the offeror] In, is a company duly incorporated [country]. Payment for the share of [offeree] purchased by [offeror] will be made by [offeror] in compliance with sri Lanka's Foreign Exchange Laws.

#### Authorized Signatory/ies of offeror

First Signatory		Company Seal/Rubber Stamp
Second Signatory		

### Section E: Authorization to CDS (To be filled by Eligible Shareholders of [offeree] whose shares are deposited with the CDS)

The Manager

Central Depository Systems (Private) Limited  
Corporate Solution Unit, Ground Floor,  
M & M Center, 341/5, Kotte Road, Rajagiriya, Sri Lanka

Dear Sir,

#### **AUTHORITY TO CREDIT SHARES INTO .....**

I/We write to advise you that I/we have decided to accept the Exit Offer made by [offeror] for the shares mentioned in Section A (i) out of the shares of [offeree] held by me/us and deposited with the CDS in the following account in connection with the de-listing of the shares of [offeree] from the Official List of the Colombo Stock Exchange.

I/We accordingly authorize you, at the request of [offeror] the Transferee, to transfer and re-allocate my/our abovementioned shares in [offeree], to the CDS Account of [offeror] bearing number [CDS account number of the offeror]. (currently the principal shareholder of [offeree] maintained through [participant of the offeror]).

CDS Account No.

#### **CDS Account Number**

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I/We accordingly authorize you to debit the above-mentioned shares from my/our CDS account aforementioned and to credit to reserve account maintained by the CDS for the transfer of shares, immediately upon the receipt of this Form of Acceptance by the CDS.

Sincerely,

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

#### **Authorization of Eligible Shareholder's Stockbroker/Custodian Bank**

We hereby give consent to credit the number of shares aforementioned from my/our CDS client's CDS Account to the CDS account of [offeror] bearing number [CDS account no], on receipt of this form of acceptance by the CDS.

Name of Stockbroker/Custodian Bank	Authorized Signatory	Designation	Date

#### **Authorization of Central Depository Systems (Pvt) Limited**

Balance confirmed in Account and shares reserved to the credit of CDS account of [offeror] bearing number [CDS Account Number].

CDS – Authorized Signatory	
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