



PROSPECTUS

AN INITIAL ISSUE OF TWENTY MILLION (20,000,000) RATED UNSECURED SENIOR REDEEMABLE DEBENTURES AT THE PAR VALUE OF LKR 100/- EACH TO RAISE SRI LANKAN RUPEES TWO BILLION (LKR 2,000,000,000/-) WITH AN OPTION TO ISSUE UPTO A FURTHER FIVE MILLION (5,000,000) OF THE SAID DEBENTURES TO RAISE UPTO SRI LANKAN RUPEES FIVE HUNDRED MILLION (LKR 500,000,000/-) AT THE DISCRETION OF THE COMPANY IN THE EVENT OF AN OVERSUBSCRIPTION

TO BE LISTED ON THE COLOMBO STOCK EXCHANGE

Rated 'A-(lka)' by Fitch Ratings Lanka Limited

ISSUE OPENS ON

8th September 2016

Financial Advisors and Placement Agent



The delivery of this Prospectus shall not under any circumstance constitute a representation or create any implication or suggestion that there has been no material change in the affairs of the Company since the date of this Prospectus.

If you are in doubt regarding the contents of this document, you should consult your stockbroker, bank manager, lawyer or any other professional advisor.

PROSPECTUS

This Prospectus is dated 2nd September 2016

Responsibility for the Content of the Prospectus

This Prospectus has been prepared from the information provided by Siyapatha Finance PLC (hereinafter referred to as the “Company”, “SLFL” or the “Issuer”) and from publicly available sources.

The Directors of the Company have seen and approved this Prospectus and collectively and individually, accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading or inaccurate.

Where representations regarding the future performance of SLFL have been given in this Prospectus, such representations have been made after due and careful enquiry of the information available to SLFL and making assumptions that are considered to be reasonable at the present point in time in their best judgment.

SLFL accepts responsibility for the information contained in this Prospectus. While SLFL has taken reasonable care to ensure full and fair disclosure of information, prospective investors are advised to carefully read this Prospectus and rely on their own examination and assessment of SLFL including the risks involved, prior to making any investment decisions.

FOR ENQUIRIES, PLEASE CONTACT THE FINANCIAL ADVISORS AND PLACEMENT AGENT OR MANAGER TO THE ISSUE

The Colombo Stock Exchange (CSE) has taken reasonable care to ensure full and fair disclosure of information in this Prospectus. However, the CSE assumes no responsibility for accuracy of the statements made, opinions expressed or reports included in this Prospectus. Moreover, the CSE does not regulate the pricing of Debentures which is decided solely by the Issuer.

Registration of the Prospectus

A copy of the Prospectus has been delivered to the Registrar of Companies for registration in compliance with the provisions of Section 40 of the Companies Act No. 7 of 2007. The following are the documents attached to the copy of the Prospectus delivered to the Registrar of Companies for registration pursuant to Section 40 (1) of the Companies Act.

- a) The written consent of the External Auditors and Reporting Accountants of SLFL for the inclusion of their name in the Prospectus as External Auditors and Reporting Accountants to the issue and to the SLFL.
- b) The written consent of the Lawyers to the Issue for the inclusion of their name in the Prospectus as Lawyers to the Issue.
- c) The written consent of the Trustee to the Issue for the inclusion of their name in the Prospectus as Trustee to the Issue.
- d) The written consent of the Bankers to the Issue for the inclusion of their name in the Prospectus as Bankers to the Issue.
- e) The written consent of the Company Secretary & Manager to the Issue for the inclusion of his name in the Prospectus as Company Secretary and Manager to the Issue to SLFL.
- f) The written consent of the Financial Advisors and Placement Agents to the Issue for the inclusion of their name in the Prospectus as Financial Advisors and Placement Agents to the Issue.
- g) The written consent of the Registrars to the Issue for the inclusion of their name in the Prospectus as Registrars to the Issue.
- h) The written consent of the Rating Agency to the Issue for the inclusion of their name in the Prospectus as Rating Agency to the Issue.
- i) The declaration made and subscribed to, by each of the Directors of SLFL herein named as a Director, jointly and severally confirming that each of them have read the provisions of the Companies Act and the CSE Listing Rules relating to the Issue of the Prospectus and that those provisions have been complied with.

The said External Auditors and Reporting Accountants to the issue, Lawyers to the Issue, Trustee to the Issue, Bankers to the Issue, Company Secretary, Financial Advisors and Managers to the Issue, Registrars to the Issue, Placement Agent to the issue have not, before the delivery of a copy of the Prospectus for registration with the Registrar General of Companies in Sri Lanka, withdrawn such consent.

Registration of the Prospectus in Jurisdictions Outside of Sri Lanka

This Prospectus has not been registered with any authority outside of Sri Lanka. Non-Resident investors may be affected by the laws of the jurisdiction of their residence. Such investors are responsible to comply with the laws relevant to the country of residence and the laws of Sri Lanka, when making the investment.

Representation

The Debentures are issued solely on the basis of the information contained and representations made in this Prospectus. No dealer, sales person or any other person has been authorised to give any information or to make any representations in connection with the Issue other than the information and representations contained in this Prospectus and if given or made, such information or representations must not be relied upon as having been authorised by SLFL.

Forward Looking Statements

Any statements included in this Prospectus that are not statements of historical fact constitute "Forward Looking Statements". These can be identified by the use of forward looking terms such as "expect", "anticipate", "intend", "may", "plan to", "believe", "could" and similar terms or variations of such terms. However, these words are not the exclusive means of identifying Forward Looking Statements. As such, all or any statements pertaining to expected financial position, business strategy, plans and prospects of SLFL are classified as Forward Looking Statements.

Such Forward Looking Statements involve known and unknown risks, uncertainties and other factors including but not limited to regulatory changes in the sectors in which SLFL operates and its ability to respond to them, SLFL's ability to successfully adapt to technological changes, exposure to market risks, general economic and fiscal policies of Sri Lanka, inflationary pressures, interest rate volatilities, the performance of financial markets both globally and locally, changes in domestic and foreign laws, regulation of taxes and changes in competition in the industry and further uncertainties that may or may not be in the control of SLFL.

Such factors may cause actual results, performance and achievements to materially differ from any future results, performance or achievements expressed or implied by Forward Looking Statements herein. Forward Looking Statements are also based on numerous assumptions regarding SLFL's present and future business strategies and the environment in which SLFL will operate in the future. Given the risks and uncertainties that may cause SLFL's actual future results, performance or achievements to materially differ from that expected, expressed or implied by Forward Looking Statements in this Prospectus, investors are advised not to place sole reliance on such statements.

Presentation of Currency Information and Other Numerical Data

The financial statements of SLFL and currency values of economic data or industry data in a local context will be expressed in Sri Lankan Rupees. References in the Prospectus to "LKR", "Rupees" or "Rs." are to the lawful currency of Sri Lanka.

Certain numerical figures in this Prospectus have been subject to rounding adjustments, accordingly numerical figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

IMPORTANT

All Applicants should indicate in the Application for Debentures, their Central Depository Systems (Private) Limited (CDS) account number.

In the event the name, address or NIC number/passport number/company number of the Applicant mentioned in the Application Form differ from the name, address or NIC number/passport number/company number as per the CDS records, the name, address or NIC number/passport number/company number as per the CDS records will prevail and be considered as the name, address or NIC number/passport number/company number of such Applicant. Therefore Applicants are advised to ensure that the name, address or NIC number/passport number/company number mentioned in the Application Form tally with the name, address or NIC number/passport number/company number given in the CDS account as mentioned in the Application Form.

As per the Directive of the Securities and Exchange Commission made under Circular No. 08/2010 dated 22nd November 2010 and Circular No. 13/2010 issued by the CDS dated 30th November 2010, all Debentures are required to be directly deposited in to the CDS. To facilitate compliance with this Directive, all Applicants are required to indicate their CDS account number.

In line with this Directive, THE DEBENTURES ALLOTTED TO AN APPLICANT WILL BE DIRECTLY DEPOSITED IN THE CDS ACCOUNT OF SUCH APPLICANT, the details of which is indicated in his/her Application Form.

PLEASE NOTE THAT DEBENTURE CERTIFICATES WILL NOT BE ISSUED.

Debentures will not be allotted to Applicants who have not indicated their CDS account details in the Application Form. Applications which do not specify a CDS account number will be rejected.

Applicants who wish to open a CDS account, may do so through a Member/Trading Member of the CSE as set out in Annexure II or through any Custodian Bank as set out in Annexure III of this Prospectus.

If the CDS account number indicated in the Application Form is found to be inaccurate/incorrect or there is no CDS number indicated, the Application will be rejected and no allotment will be made.

ISSUE AT A GLANCE

Issuer	Siyapatha Finance PLC				
Instrument	Listed Rated Unsecured Senior Redeemable Debentures				
Listing	The Debentures will be listed on the CSE				
Number of Debentures to be Issued	An initial Issue of Twenty Million (20,000,000) Rated Unsecured Senior Redeemable Debentures with an option to issue up to a further Five Million (5,000,000) of said Debentures, at the discretion of SLFL, in the event of an Oversubscription of the initial Issue				
Amount to be Raised	Sri Lankan Rupees Two Billion (LKR 2,000,000,000/-) with an option to raise up to a further Sri Lankan Rupees Five Hundred Million (LKR 500,000,000/-), at the discretion of SLFL in the event of an Oversubscription of the initial Issue.				
Rating of SLFL	"A- (lka)" by Fitch Ratings Lanka Limited				
Instrument Rating	"A- (lka)" by Fitch Ratings Lanka Limited				
Issue Price/Par value	LKR 100/- per each Debenture				
Details of Debentures (Fixed Rate Debentures)	Listed, Rated, Unsecured, Senior, Redeemable, Transferable, fully paid Debentures categorized as Debentures of Type A and Type B as described below:				
	<i>Type</i>	<i>Tenure</i>	<i>Interest Rate (per Annum)</i>	<i>Annual Effective Rate (AER) (per annum)</i>	<i>Interest Payment frequency</i>
	Type A	36 Months (3 Years)	13.00%	13.00%	payable annually
	Type B	60 Months (5 Years)	13.50%	13.50%	payable annually
Number of Debentures to be Subscribed	Applicants are allowed to invest in either; Debentures of Type A; and/or Debentures of Type B subject to the minimum subscription of One Hundred (100) Debentures (LKR10,000/-) and in multiples of One Hundred (100) Debentures (LKR 10,000/-) thereafter				
Interest Payment Date(s)	The dates on which payment of interest in respect of the Debentures shall fall due, which shall be twelve months from the Date of Allotment and every twelve months therefrom of each year from the Date of Allotment until the Date of Redemption and includes the Date of Redemption. Interest would be paid not later than three (03) Working Days from each Interest Payment Date. The final interest payment will be paid together with the principal sum within three (03) working days from the Date of Redemption.				
Mode of Payment of Principal Sum and Interest	By way of a cheque marked "Account Payee Only" or through an electronic fund transfer mechanism recognized by the banking system of Sri Lanka such as SLIPS and RTGS where accurate bank account details are provided by the Debenture Holders subject to the prevalent limitation with regard to SLIPS and RTGS .				
Issue Opening Date	8 th September 2016				

Closure Date of the Subscription List	<p>Subject to the provisions contained below, the subscription list for the Debentures will open at 9.30 a.m. on 8th of September 2016 and will remain open for fourteen (14) Market days including the Issue opening date until closure at 4.30 p.m. on 29th September 2016.</p> <p>However, the subscription list will be closed on an earlier date at 4.30 p.m. with the notification to the CSE on the occurrence of the following;</p> <ul style="list-style-type: none"> ▪ The maximum of 25,000,000 Debentures are fully subscribed; or ▪ The Board of Directors of SLFL decides to close the Issue upon the initial Issue of 20,000,000 Debentures becoming fully subscribed ▪ In the event the Board of Directors of SLFL decides to exercise the option to issue further up to 5,000,000 Debentures (having subscribed the initial Issue of 20,000,000 Debentures) but subsequently decides to close the subscription list upon part of the further Issue of 5,000,000 Debentures becoming subscribed, such decision is to be notified to the CSE on the day such decision is made and the subscription list will be closed on the following Market Day.
Date of Allotment	<p>The date on which the Debentures will be allotted by SLFL to Applicants subscribing thereto.</p>
Basis of Allotment	<p>In the event of an Oversubscription, the Board of Directors of SLFL will endeavor to decide the basis of allotment of the Debentures in a fair manner within seven (07) Market days from the closure of the issue.</p> <p>The Board of Directors however shall reserve the right to allot up to 75% of the Debentures on a preferential basis to identified institutional investor/s of strategic and operational importance with whom the Company may have mutually beneficial relationships in the future, as future investors.</p>

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1.0 CORPORATE INFORMATION

The Company/Issuer/SLFL	Siyapatha Finance PLC
Legal Status	A Public Limited Liability Company incorporated in Sri Lanka on 3 rd March 2005 under the Companies Act No. 17 of 1982 and a finance company licensed under the Finance Business Act, No.42 of 2011. Re-registered on 18 th March 2009 under the Companies Act No. 7 of 2007. Listed on the CSE on 31 st December 2014.
Company Number	PB 917 PQ
Place of Incorporation	Colombo, Sri Lanka
Registered Address	Siyapatha Finance PLC No. 110, Sir James Peiris Mawatha, Colombo 02 Tel : +94 112303050 Fax : +94 114712013
Company Secretary	Mr. S. Sudarshan Chartered Corporate Secretary Siyapatha Finance PLC No. 110, Sir James Peiris Mawatha, Colombo 02 Tel : +94 11 4 730 409 Fax : +94 11 2 303 070
Rating Agency	Fitch Ratings Lanka Limited No. 15-04, East Tower World Trade Centre Colombo 01 Tel: +94 11 2 541 900 Fax:+94 11 2 501 903
Auditors and Reporting Accountants	Ernst & Young Chartered Accountants No. 201, De Saram Place Colombo 10. Tel: +94 11 2 463 500 Fax: +94 11 2 697 369
Board of Directors	Mr. Channa Prabodha Palansuriya (Chairman) Mr. Mohan Asoka Abeynaike (Deputy Chairman) Mr. Kothwala Mudiyansele Saman Priyantha Herath (Managing Director) Mr. Sunil Gamini Wijesinha Mr. Parakrama Maithri Asoka Sirimane Dr. Henedige Srinath Dilanjan Soysa Mr. Watuthantrige Mahiman Prasantha Lal De Alwis Mr. Mahawaduge Yasalal Aravinda Perera Mr. Ranjith Samaranayake Mr. Lasith Tharaka Ranwala

2.0 RELEVANT PARTIES TO THE ISSUE

Financial Advisors and Placement Agent to the Issue	NDB Investment Bank Limited No. 40, Navam Mawatha, Colombo 02. Tel: +94 11 2300385 Fax: +94 11 2300393
Lawyers to the Issue	Nithya Partners No. 97A, Galle Road, Colombo 03. Tel: +94 11 4 712 625 Fax: +94 11 2 328 817
Managers to the Issue	Mr. S. Sudarshan Chartered Corporate Secretary Siyapatha Finance PLC No. 110, Sir James Peiris Mawatha, Colombo 02 Tel : +94 11 4 730 409 Fax : +94 11 2 303 070
Registrars to the Issue	S S P Corporate Services (Private) Limited No. 101, Inner Flower Road, Colombo 03. Tel: +94 11 2573894 Fax: +94 11 2573609
Bankers to the Issue	Sampath Bank PLC No. 110, Sir James Peiris Mawatha, Colombo 02. Tel: +94 112303050 Fax: +94 114712013
Rating Agency to the Issue	Fitch Ratings Lanka Limited No. 15-04, East Tower, World Trade Centre, Colombo 01. Tel: +94 11 2541900 Fax:+94 11 2501903
Trustee to the Issue	Deutsche Bank AG, Colombo Branch No. 86, Galle Road, Colombo 03. Tel: +94 11 4 791 114 Fax: +94 11 2 343 336

**Auditors and Reporting
Accountants to the Issue**

Ernst & Young
Chartered Accountants
No. 201, De Saram Place,
Colombo 10.

Tel : +94 11 2 463 500
Fax: +94 11 2 697 369

3.0 LIST OF ABBREVIATIONS

AER	Annual Effective Rate
ATS	Automated Trading System of the CSE
CBSL	Central Bank of Sri Lanka
CDS	Central Depository Systems (Private) Limited
CSE	Colombo Stock Exchange
GTB	Gross Treasury Bill Rate
NIC	National Identity Card
POA	Power of Attorney
RTGS	Real Time Gross Settlements
SEC	Securities and Exchange Commission of Sri Lanka
SIA	Securities Investment Account
SLIPS	Sri Lanka Inter Bank Payment System
SME	Small and Medium Enterprises
LKR	Sri Lankan Rupees

4.0 GLOSSARY OF TERMS RELATED TO THE ISSUE

Applicant	Any person who submits an Application Form under this Prospectus.
Application Form/Application	The application form that constitutes part of this Prospectus through which an Applicant may apply for the Debentures in Issue
Closure Date	<p>Subject to the provisions contained below, the subscription list for the Debentures will open at 9.30 a.m. on 8th September 2016 and will remain open for fourteen (14) Market days including the Issue opening date until closure at 4.30 p.m. on 29th September 2016.</p> <p>However, the subscription list will be closed on an earlier date at 4.30 p.m. with the notification to the CSE on the occurrence of the following;</p> <ul style="list-style-type: none"> ▪ The maximum of 25,000,000 Debentures are fully subscribed; or ▪ The Board of Directors of SLFL decides to close the Issue upon the initial Issue of 20,000,000 Debentures becoming fully subscribed ▪ In the event the Board of Directors of SLFL decides to exercise the option to issue further up to 5,000,000 Debentures (having subscribed the initial Issue of 20,000,000 Debentures) but subsequently decides to close the subscription list upon part of the further Issue of 5,000,000 Debentures becoming subscribed, such decision is to be notified to the CSE on the day such decision is made and the subscription list will be closed on the following Market Day.
Company/SLFL/Issuer	Siyapatha Finance PLC
Date of Allotment	The date on which the Debentures will be allotted by SLFL to Applicants subscribing thereto
Date of Redemption	The date on which Redemption of the Debentures will take place as referred to in Section 5.7 of this Prospectus
Debentures	Rated Unsecured Senior Redeemable Debentures to be issued pursuant to this Prospectus
Debenture Holder(s)	Any person who is for the time being the holder of the Debentures and includes his or her respective heirs, executors, administrators or successors in title, as the case may be.
Entitlement Date	The Market Day immediately preceding the respective Interest Payment Date or Date of Redemption
Par Value	LKR 100/- per Debenture

Interest Payment Date(s)	<p>Type A & B</p> <p>The dates on which payment of interest in respect of the Debentures shall fall due, which shall be twelve months from the Date of Allotment and every twelve months therefrom of each year from the Date of Allotment until the Date of Redemption and includes the Date of Redemption.</p> <p>Interest would be paid not later than three (03) Working Days from each Interest Payment Date.</p>
Interest Period	<p>The twelve (12) month period from the date immediately succeeding a particular Interest Payment Date and ending on the next Interest Payment Date (inclusive of the aforementioned commencement date and end date) and shall include the period commencing from the Date of Allotment and ending on the first Interest Payment Date (inclusive of the aforementioned commencement date and end date) and the period from the date immediately succeeding the last Interest Payment Date before the Date of Redemption and ending on the date immediately preceding the Date of Redemption (inclusive of the aforementioned commencement date and end date).</p>
Issue	The offer of Debentures pursuant to this Prospectus
Issue Price	LKR 100/- per Debenture
Market Day	A day on which trading takes place at the CSE
Non-Resident(s)	Foreign institutional investors, corporate bodies incorporated outside Sri Lanka, individual's resident outside Sri Lanka and Sri Lankans resident outside Sri Lanka
Prospectus	This prospectus dated 2 nd September 2016 issued by SLFL
Senior	The claims of the Debenture Holders shall, in the event of winding up of the Company rank after all the claims of secured creditors and preferential claims under any Statutes governing the Company but <i>pari passu</i> to the claims of unsecured creditors of the Company and shall rank in priority to and over any subordinated debt of the Company and over the claims and rights of the ordinary and preference Shareholder/s of the Company.
Registered Address	The address provided by the Debenture Holders to the CDS
Trust Deed	Trust deed executed between SLFL and Deutsche Bank AG, Colombo Branch on 18 th August, 2016
Trustee	Deutsche Bank AG, Colombo Branch
Unsecured	Repayment of the principal sum and payment of interest on the Debentures are not secured by a charge on any assets of SLFL
Working Day	A day (other than a Saturday or Sunday or any statutory holiday) on which licensed commercial banks are open for business in Sri Lanka

5.0 PRINCIPAL FEATURES OF THE RATED UNSECURED SENIOR REDEEMABLE DEBENTURES

5.1 INVITATION TO SUBSCRIBE

The Board of Directors of Siyapatha Finance PLC (hereinafter referred to as the “Board”) at the meeting of the Board of Directors held on 26th January 2016 and the subsequent Board meeting held on 28th June, 2016 resolved to raise a sum of up to Sri Lankan Rupees Two Billion (LKR 2,000,000,000/-) by an initial Issue of up to Twenty Million (20,000,000) Debentures each with a Par value of LKR 100/-, with the option of increasing the sum raised up to a further Sri Lankan Rupees Five Hundred Million (LKR 500,000,000/-) by an issue of up to a further Five Million (5,000,000) Debentures, in the event of an oversubscription of the initial Issue.

As such, a maximum amount of Sri Lankan Rupees Two point Five Billion (LKR 2,500,000,000/-) would be raised by the issue of a maximum of Twenty Five Million (25,000,000) Debentures each with a Par Value of LKR 100/-.

The Company invites applications for Debenture of Type A and/ or Debenture of Type B which will rank equal and *pari passu* with each other without any preference or priority of any one or more than over the others except for the interest rates and tenor of the Debentures, as more fully described in section 5.5 of this Prospectus.

It is the intention of SLFL to list the Debentures on the CSE. The CSE has given its in-principle approval for the listing of the Debentures on the CSE.

5.2 SUBSCRIPTION LIST

Subject to the provisions contained below, the subscription list for the Debentures will open at 9.30 a.m. on 8th September 2016 and will remain open for fourteen (14) Market Days including the Issue opening date until closure at 4.30 p.m. on 29th September 2016.

However, the subscription list will be closed on an earlier date at 4.30 p.m. with the notification to the CSE on the occurrence of the following:

- The maximum of 25,000,000 Debentures are fully subscribed; or
- The Board of Directors of SLFL decides to close the Issue upon the initial Issue of 20,000,000 Debentures becoming fully subscribed.
- In the event the Board of Directors of SLFL decides to exercise the option to issue further up to 5,000,000 Debentures (having subscribed the initial Issue of 20,000,000 Debentures) but subsequently decides to close the subscription list upon part of the further Issue of 5,000,000 Debentures becoming subscribed, such decision is to be notified to the CSE on the day such decision is made and the subscription list will be closed on the following Market Day.

5.3 OBJECTIVES OF THE ISSUE

The Company proposes to utilize the entirety of the funds raised through the Issue to expand the Company's loan book via diverse lending products in the ordinary course of business over a period of 6 to 9 months based on the current credit demand.

Further, the medium to long term duration of the Debentures, will enable the Company;

- To minimize mismatch of durations between assets and liabilities of the Company's Balance Sheet
- To manage the volatility in Net Interest Margin through securing funding with medium term maturity cycle in line with the maturities of lending portfolio

Further, the Company will not seek the shareholders' approval for the Issue as it is not applicable. The Company has also obtained the CBSL approval for the Debenture Issue. The Company will utilize the proceeds of the Issue in the ordinary course of business and no such lending activities will be extended to related parties.

The Company utilized the proceeds of the debenture issue concluded in 2014 towards the achievement of the objectives of the issue.

Specific Risk Relating to Objectives

Dependency of proceeds of the Issue to achieve the objectives is marginal as the Company in the ordinary course of business has access to multiple sources of funds such as different types of deposits and borrowings.

Based on the Company's experience, there is a strong growth in the loans and advances portfolio of the Company and growth of Rs. 3.93 Billion and Rs. 1.56 Billion in net loans and advances respectively during the year 2015 and the first quarter ended 31st March 2016. As there is no specific factor that may lead to non-achievement of expanding the Company's Loan Book within the specified timeline via the proceeds of the issue up to a maximum of Rs.2.5 Billion. However, in the highly unlikely event, the company fails to lend these funds due to an unforeseen reason; the funds would be invested at Government Securities at zero risk.

5.4 TYPES OF DEBENTURES

The Issue consists of two Types of Debentures, as Type A and Type B each with a Par Value of Rupees One Hundred (LKR 100/-). The applicants have the discretion of applying for debentures issued under Type A and or Type B.

5.5 PAYMENT OF INTEREST

The Debenture Issue comprises of Debentures of Type A and Type B and will carry rates of interest as described below on the Interest Payment Dates:

Types of Debentures	Tenure	Coupon Payment Frequency	Interest Rate
Type A (Fixed)	3 Years (2016/2019)	Payable Annually on the interest payment date	13.00% p.a. (AER 13.00%)
Type B (Fixed)	5 Years (2016/2021)	Payable Annually on the interest payment date	13.50% p.a. (AER 13.50%)

With regard to **Type A** and **Type B Debentures**, Interest on the Debentures accruing on a daily basis will be paid annually from the Date of Allotment until the Date of Redemption on the outstanding Principal Sum.

The interest due on the Debentures for a particular Interest Period will be calculated based on the actual number of days in such Interest Period and will be paid not later than three [03] Working Days from each Interest Payment Date.

In order to accommodate the debenture interest cycles in the CDS, the payment of interest on a particular Interest Payment Date will include Debenture Holders holding Debentures in the CDS as of the Entitlement Date or registered in the Register of Debenture Holders of the company.

This section is subjected to the provisions of section 5.6.

5.6 TAX CONCESSION

As per the Section 9 (o) of the Inland Revenue Act No. 10 of 2006 as amended by Section 4 of the Inland Revenue (Amendment) Act No. 18 of 2013 with effect from 1st April, 2013 the interest income arising to any person from any investment made on or after 1st January, 2013 in any Corporate Debt Security, (i.e. debentures), quoted in any Stock Exchange Licensed by the Securities and Exchange Commission of Sri Lanka exempt from income tax. Furthermore, as per the Section 13 (xxxxxxx) of the Inland Revenue Act No. 10 of 2006 (as amended by Section 5 of the Inland Revenue (Amendment) Act No. 18 of 2013), the profits and income earned from any such investment has also been exempted from income tax. However, different tax treatment could be brought in by the future amendments to the same act.

Investors are advised to obtain clarifications in this regard from their tax advisors.

5.7 REDEMPTION OF DEBENTURES

Redemption of Debentures will take place on the respective date of redemption in respect of each type of Debentures as described below in accordance with the provisions of the Trust Deed. The principal sum and unpaid and accrued interest (if any) payable on the redemption of Debentures will be paid not later than three (03) working days from the date of redemption.

Redemption Schedule

Type of Debentures	Date of Redemption
Type A	The date on which a period of Thirty Six (36) months from the Date of Allotment expires or if such date on which a period of Thirty Six (36) months from the Date of Allotment expires is not a Market Day, the Market Day immediately succeeding such date
Type B	The date on which a period of Sixty (60) months from the Date of Allotment expires or if such date on which a period of Sixty (60) months from the Date of Allotment expires is not a Market Day, the Market Day immediately succeeding such date

If the date of redemption falls on a day which is not a Market Day, Debentures shall be redeemed on the subsequent Market Day, with interest payable for such intervening holidays and non-Market Days up to the date immediately preceding the Date of Redemption. For the avoidance of doubt it should be noted that no interest on interest would be payable for the aforesaid interim period.

These Debentures will not be subject to Redemption by the Company prior to the Date of Redemption.

The Debenture Holders shall not have any right or option to call for redemption of the Debentures before the date of redemption of such Debentures, except in the circumstances specified in the Trust Deed.

5.8 PAYMENT METHOD

Payment of principal and interest will be made after deducting taxes at source (if applicable) in Sri Lankan Rupees to the registered Debenture Holders only as of the Entitlement Date. In the case of joint Debenture Holders the payment of principal sum and interest will be made to the one whose name stands first in the register of Debenture Holders on the date of payment as per CDS.

The payment of principal sum and interest will be made either by cheque/s marked "Account Payee Only" dispatched to the address provided by the Debenture Holders to the CDS at the risk of the Debenture Holders or through an electronic fund transfer mechanism such as SLIPS and RTGS to a bank account provided to the CDS by the applicant.

However, in the event such payment is over the maximum amount (if value is above Rs. 5.0 Mn) that can be accommodated through SLIPS such payments will be made via RTGS mechanism or if the Debentures holder has not provided to the CDS accurate and correct details of his/her/its/their bank account for the payment of principal sum and interest, such payment to the Debenture Holder will be made by way of a cheque and sent by post at the risk of the Debenture Holder.

It is the responsibility of the Non-Resident and Foreign Investors to ensure that their SIA Accounts, through which they invest for debentures is recorded correctly against the records in CDS to dispatch their Debenture interest payments.

5.9 TRUSTEE TO THE ISSUE

Deutsche Bank AG, Colombo Branch has agreed to act as the Trustee to the Issue. The Company has entered into an agreement with the Trustee (hereinafter called the "Trust Deed"). Debenture Holders in their Application Forms for subscription, will be required to authorize the Trustee to act as the agent in entering into such deeds, writings, and instruments with the Company and to act as the agent and Trustee for the Debenture Holders.

The rights and obligations of the Trustee are set out in the Trust Deed and the Debentures will be subject to the terms and conditions incorporated in the said Trust Deed.

The fee payable to the Trustee will be LKR 25,000/- per month plus statutory levies. There is no conflict of interest with SLFL, except that the Trustee is one of the banks rendering banking related services to SLFL.

5.10 RATING OF THE DEBENTURES

Fitch Ratings Lanka Limited has assigned a credit rating of 'A- (lka)' to the Debentures.

'A' National Ratings denote expectations of low default risk relative to other issuers or obligations in the same country. However, changes in circumstances or economic conditions may affect the capacity for timely repayment to a great degree than is the case for financial commitments denoted by a higher rated category. The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories.

Source: https://www.fitchratings.com/creditdesk/public/ratings_defintions/index.cfm?rd_file=uspf

A Copy of the rating certificate is given in Annexure I of this Prospectus.

5.11 RIGHTS AND OBLIGATIONS OF DEBENTURE HOLDERS

(a) The holders of these Debentures are entitled to:

- Receiving the interest on Interest Payment Dates at the rate of interest set out in Section 5.5 of this Prospectus and the Principal Sum on the Date of Redemption as set out in Section 5.7 of this Prospectus.
- In the event of winding up of the Company, rank after all the claims of secured creditors and preferential claims under any Statutes governing the Company but *pari passu* to the claims of unsecured creditors of the Company and shall rank in priority to and above Ordinary Shareholders, Preference Shareholders and Subordinated Debenture Holders of SLFL in the event of Liquidation.
- Calling and attending meetings of Debenture Holders as set out in the Trust Deed.
- To receive a copy of the Annual Report

(b) Debenture holders *do not* have the *following* rights.

- Attending and voting at meetings of holders of shares and other debentures.
- Share the profits of SLFL.
- Participating in any surplus in the event of liquidation.
- Calling for redemption before maturity except in the circumstances set out in the Trust Deed.

(c) Each Debenture Holder must ensure that the information in respect of the securities account maintained with the CDS is up to date and accurate. Each Debenture Holder shall absolve SLFL from any responsibility or liability in respect of any error or inaccuracy or absence of necessary changes in the information recorded with the CDS. Provided further that the Debenture Holders shall absolve the CSE and the CDS from any responsibility or liability in respect of any error or inaccuracy or absence of necessary changes in the information recorded with the CDS where such errors or inaccuracies or absence of changes are attributable to any act or omission of the Debenture Holders.

5.12 BENEFITS OF INVESTING IN DEBENTURES OFFERED BY THE COMPANY

- (a) Provides an opportunity to diversify the investment portfolio of the investor.
- (b) Provides the investor with a regular cash inflow of interest payments.

- (c) Provides the investor with an opportunity to invest in Debentures issued by a leading finance company in Sri Lanka.
- (d) Being listed on the CSE, the Debentures will have a secondary market, thus providing the investor with an opportunity to exit at the market price prevailing at the time of divestiture.
- (e) The Debentures may be used as collateral to obtain credit facilities from banks and financial institutions.
- (f) As per Section 9 (o) of the Inland Revenue Act No. 10 of 2006 (as amended by Section 4 of the Inland Revenue (Amendment) Act No. 18 of 2013, the interest income from any investment made on or after 1st January 2013 in corporate debt securities (i.e. debentures), quoted in any stock exchange licensed by the SEC is exempt from income tax. Furthermore, in terms of Section 13 (xxxxxxx) of the Inland Revenue Act No. 10 of 2006 (as amended by Section 5 of the Inland Revenue (Amendment) Act No. 18 of 2013), the profits and income earned from any such investment has also been exempted from income tax. However, different tax treatment could be brought in by the future amendments to the same act.

5.13 RISKS INVOLVED IN INVESTING IN THE DEBENTURES

Subscribers to the Debentures could be exposed to the following risks.

(a) Interest Rate Risk

Provided all other factors are equal, the market price of the Debentures will generally fluctuate in the opposite direction to the fluctuation in market interest rates as determined in capital markets subsequent to the Issue. Thus, the interest rate risk could be identified as the reduction in the market price of Debentures resulting from a rise in interest rates.

(b) Reinvestment Risk

Interest on Debentures are payable annually. An investor may decide to reinvest these interest payments and earn interest from that point onwards. Depending on the prevailing interest rates at the point of reinvestment, the risk of returns generated by Debenture Holders by reinvesting such interest received being higher or lower than the return offered by the Debentures is known as reinvestment risk.

(c) Call Risk

The uncertainty to the debenture investor is when the issuer has the option of redeeming the debentures before maturity, thus being called upon to terminate the investment early is known as "Call Risk". However, these Debentures do not carry this risk as call options are not available with these Debentures.

(d) Credit Risk

Credit Risk is also referred to as default risk. This is the risk that the issuer of a debenture may default, i.e. the issuer will not be able to pay interest and principal payments on a timely basis. This risk is gauged in terms of rating assigned by different rating agencies. Fitch Ratings Lanka Limited has assigned a Long-term Rating of 'A-(lka)' to these Debentures and will be periodically reviewing the same.

(e) Liquidity Risk

Liquidity risk is associated with the ease in which an investment can be sold after the initial placement. In order to reduce the liquidity risk of the Debentures, SLFL has applied for a listing of these Debentures on the CSE and has received in-principle approval for such listing whereby Debenture Holders will be able to sell the Debentures through the CSE in order to convert the Debentures to cash and exit from the investment.

(f) Duration Risk

Duration is a measure of the price sensitivity of fixed income investments to a change in interest rates, based on the time to maturity of principal and coupon payments. Higher the duration, the greater the price volatility or duration risk, while a lower duration risk carries a lower risk.

5.14 TRANSFER OF DEBENTURES

- a) These Debentures shall be freely transferable and the registration of such transfer shall not be subject to any restriction, save and except to the extent required for compliance with statutory requirements.
- b) The Debentures shall be transferable and transmittable through the CDS as long as the Debentures are listed in the CSE. Subject to the provisions contained herein the Company may register without assuming any liability any transfer of Debentures, which are in accordance with the statutory requirements and rules and regulations in force for the time being as laid down by the CSE, SEC and the CDS.
- c) In the case of death of a Debenture Holder
 - i. The survivor where the deceased was a joint holder; and
 - ii. The executors or administrators of the deceased or where the administration of the Estate of the deceased is in law not compulsory the heirs of the deceased where such Debenture Holder was the sole or only surviving holder; shall be the only persons recognized by the Company as having any title to his/her Debentures.
- d) Any person becoming entitled to any Debentures in consequence of bankruptcy or winding up of any Debenture Holder, upon producing proper evidence that he/she/it sustains the character in respect of which he/she/it proposes to act or his/her title as the Board of Directors of the Company thinks sufficient may in the discretion of the Board be substituted and accordingly registered as a Debenture Holder in respect of such Debentures subject to the applicable laws, rules and regulations of the Company, CDS, CSE and SEC.
- e) No change of ownership in contravention to these conditions will be recognized by the Company

5.15 LISTING

An application has been made to the CSE for permission to obtain a listing for the Debentures and the CSE has granted its approval in-principle for the same. It is the intention of the Company to list the Debentures on the CSE upon the allotment thereof.

The CSE however, assumes no responsibility for the correctness of the statements made or opinions expressed or reports included in this Prospectus. Admission to the official list is not to be taken as an indication of the merits of SLFL or of its Debentures.

In terms of the Finance Companies (Debt Instruments) Direction No. 03 of 2013 and the Finance Companies (Interest Rates) Direction No. 01 of 2014, SLFL has obtained approval of the Central Bank of Sri Lanka for listing of Debentures.

5.16 COST OF THE ISSUE

The Board estimates that the total cost of the Issue including fees to professionals, printing, advertising and other costs connected with the Issue will be approximately LKR 17.36 Million. Such costs will be financed by the internally generated funds of the Company.

5.17 BROKERAGE FEE

Brokerage fee of 15 cents (LKR 0.15) per Debenture shall be paid in respect of the number of Debentures allotted on Applications bearing the original seal of any bank operating in Sri Lanka or a member/trading member of the CSE or Financial Advisors and Placement Agent to the Issue or any other party identified by the Company and/or Financial Advisors and Placement Agent to the Issue as involved in the Issue.

5.18 UNDERWRITING

This Issue is not underwritten.

The offering is not conditional to any minimum amount to be raised through this Issue. In the event of an under subscription, the Company is confident that any short fall in the funds required to meet the objectives of the Issue can be financed through internally generated funds and other credit facilities, that could be obtained by the Company, at its discretion depending on the situation. Accordingly, the Company is confident that funding required to expand the loan book could be arranged through Banks/Securitization when the requirement arises.

6.0 PROCEDURE FOR APPLICATION

6.1 INSPECTION OF DOCUMENTS

Articles of Association, the Trust Deed, Auditors' Reports and Audited Financial Statements for the five (05) financial years ended 31st December 2015 (i.e. the five (05) financial years immediately preceding the date of this Prospectus), Interim Financial Statements as at 30th June 2016 and all other documents referred to in Rule 3.3.11 (a) of the CSE Listing Rules, including material contracts and management agreements entered into by the Company (if any) would be made available for inspection by the public during normal working hours, from seven (07) Market Days prior to the date of opening of the subscription list, at the registered office of the Company at No. 110, Sir James Peiris Mawatha, Colombo 02, until the Date of Redemption of the Debentures.

The Prospectus, Trust Deed and Articles of Association of SLFL would be made available on the website of CSE, www.cse.lk and the website of SLFL, www.siyapatha.lk from seven (07) Market Days prior to the date of opening of the subscription list until the Date of Redemption of the Debentures as stipulated in Rule 3.3.11 (b) of the CSE Listing Rules.

Furthermore, copies of the Prospectus and Application Forms are available free of charge from the collection points set out in Annexure II of this Prospectus from seven (07) Market Days prior to the date of opening of the subscription list.

6.2 ELIGIBLE APPLICANTS

Applications are invited for the subscription of Debentures from the following categories of applicants.

- (a) Citizens of Sri Lanka, resident in Sri Lanka and above 18 years of age.
- (b) Corporate bodies and incorporated societies registered/established in Sri Lanka and authorized to invest in Debentures.
- (c) Approved unit trusts licensed by SEC.
- (d) Approved provident funds and contributory pension schemes registered/incorporated/established in Sri Lanka and authorized to invest in Debentures. In the case of approved provident funds and approved contributory pension schemes, the Application should be in the name of the trustee/board of management.
- (e) Regional and country funds approved by SEC and authorized to invest in Debentures.
- (f) Non-Residents: foreign institutional investors, corporate bodies incorporated outside Sri Lanka, individuals resident outside Sri Lanka and Sri Lankans resident outside Sri Lanka.

Applications will not be accepted from individuals and Sri Lankans residing outside Sri Lanka, who are under the age of 18 years, or in the names of sole proprietorships, partnerships or unincorporated trusts, or bodies of persons including associations, societies and clubs.

"Individuals resident outside Sri Lanka" will have the same meaning as in the notice published under the Exchange Control Act in Gazette No. 15007 dated 21st April 1972.

When permitting Non-Residents to invest in the Debentures, the Company will comply with the relevant Exchange Control Regulations including, the conditions stipulated in the notice under the Exchange Control Act with regard to the issue and transfer of debentures of companies incorporated in Sri Lanka to foreign investors as published in the Government Gazette (Extraordinary) No. 1864/39 on 28th May 2014.

6.3 HOW TO APPLY

The terms and conditions applicable to the Applicants are as follows.

- (a) Applications should be made on the Application Forms, which accompany and constitute a part of this Prospectus (exact size photocopies of Application Forms will also be accepted). Care must be taken to follow the instructions given herein and in the Application Form. Applicants using photocopies are requested to inspect the Prospectus which is available for inspection with the Registrar to the Issue and also issued free of charge by the parties listed in Annexure II of this Prospectus.

The Application Form can also be downloaded from the website of CSE, www.cse.lk, the website of SLFL, www.siyapatha.lk and the website of the Financial Advisors and Placement Agent to the Issue, www.ndbib.com until the Closure Date.

The Prospectus is available and can be downloaded from the website of CSE, www.cse.lk and the website of SLFL, www.siyapatha.lk until the Date of Redemption of the Debentures and from the website of the Financial Advisors and Placement Agent to the Issue, www.ndbib.com until the Closure Date.

Applications which do not strictly conform to instructions and other conditions set out herein or which are incomplete or illegible may be rejected.

- (b) Applicants should apply only for one Type of Debentures (i.e. either Type A or Type B Debentures) under one Application Form.
- (c) In the event an applicant wishes to apply for more than one type of Debentures, separate application form should be used. Once an application form has been submitted for a particular type of Debentures, it will not be possible for an applicant to switch between the types of Debentures.
- (d) More than one application submitted by an applicant under the same type of Debentures will not be accepted. If two or more application forms are submitted for one type of Debentures from a single applicant, those would be considered as multiple applications and the SLFL will not accept such multiple applications or suspected multiple applications.
- (e) If the ownership of the Debentures is desired in the name of one Applicant, full details should be given only under the heading SOLE/FIRST APPLICANT in the Application Form. In the case of joint Applicants, the signatures and particulars in respect of all Applicants must be given under the relevant headings in the Application Form.
- (f) An Applicant of a joint Application will not be eligible to apply for the Debenture through a separate Application Form either individually or jointly. Such Applicants are also deemed to have made multiple Applications and will be rejected.

In the case of joint Applications, the refunds (if any), interest payments and the Redemption will be remitted in favour of the first Applicant as identified in the Application Form.

SLFL shall not be bound to register more than three (03) natural persons as joint holders of any Debentures (except in the case of executors, administrators or heirs of a deceased member).

Joint Applicants should note that all parties should either be residents of Sri Lanka or Non-Residents.

- (g) Applications by companies, corporate bodies, societies, approved provident funds, trust funds and approved contributory pension schemes registered/incorporated/established in Sri Lanka should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for the Debentures and should be made under their common seal or in any other manner as provided by their articles of association or such other constitutional documents of such Applicant or as per the statutes governing them. In the case of approved provident funds, trust funds and approved contributory pension schemes, the Applications should be in the name of the trustee/board of management.
- (h) **All Applicants should indicate in the Application for Debentures, their CDS account number.**

In the event the name, address or NIC number/passport number/company number of the Applicant mentioned in the Application Form differ from the name, address or NIC number/passport number/company number as per the CDS records, the name, address or NIC number/passport number/company number as per the CDS records will prevail and be considered as the name, address or NIC number/passport number/company number of such Applicant. Therefore, Applicants are advised to ensure that the name, address or NIC number/passport number/company number mentioned in the Application Form tally with the name, address or NIC number/passport number/company number given in the CDS account as mentioned in the Application Form.

In the case of joint Applicants, a joint CDS account in the name of the joint Applicants should be indicated.

Application Forms stating third party CDS accounts, instead of Applicants' own CDS account numbers, except in the case of margin trading, will be rejected.

- (i) Applicants who wish to apply through their margin trading accounts should submit the Application Forms in the name of the "Margin Provider/Applicant's name" signed by the margin provider, requesting a direct deposit of the Debentures to the Applicant's margin trading account in the CDS. The margin provider should indicate the relevant CDS account number relating to the margin trading account in the Application Form. A photocopy of the margin trading agreement must be submitted along with the Application.

Margin providers can apply under their own name and such Applications will not be construed as multiple Applications.

- (j) Application Forms may be signed by a third party on behalf of the Applicant(s) provided that such person holds the Power of Attorney (POA) of the Applicant(s). A copy of such POA certified by a Notary Public as “True Copy” should be attached with the Application Form. **Original of the POA should not be attached.**
- (k) As per the Foreign Account Tax Compliance Act (FATCA) “US Person” must provide the duly completed declaration as per the specimen given in Annexure IV together with the Application Form. Under the provision of FATCA, “US Person” include:
- US Citizens (including an individual born in US but resident in another country who has not renounced US citizenship)
 - A lawful citizen of the US (including Green card holders)
 - A person residing in the US

 - A person who spends certain number of days in the US each year
 - US Corporations, estates and trust
 - Any entity that has a linkage or ownership to US or the US territories
 - Non US entities that have at least one US Person as a “Substantial beneficial owner”.
- (l) Funds for the investment in Debentures and the payment for Debentures by Non-Residents should be made only out of the monies **available to the credit of a “Securities Investment Account” (SIA)** of the Non-Residents opened and maintained in a licensed commercial bank in Sri Lanka in accordance with the directions given by the Controller of Exchange in that regard, to licensed commercial banks.
- An endorsement by way of a letter by the licensed commercial bank in Sri Lanka in which the Applicant maintains the SIA, should be attached to the Application Form to the effect that such payment through bank draft/bank guarantee/RTGS has been made out of the funds available in the SIA.**
- (m) Non-Residents should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for the Debentures and may be affected by the laws of the jurisdiction of their residence. If the Non-Resident Applicants wish to apply for the Debentures, it is their responsibility to comply with the laws relevant to the jurisdiction of their residence and of Sri Lanka.

Application Forms properly filled in accordance with the instructions thereof together with the remittance for the full amount payable on Application should be enclosed in an envelope marked **“SIYAPATHA FINANCE PLC- DEBENTURE ISSUE 2016”** on the top left hand corner in capital letters and dispatched by post or courier or delivered by hand to the Registrars to the Issue or collection points mentioned in Annexure II of this Prospectus.

Applications sent by post or courier or delivered to any collection point set out in Annexure II of this Prospectus should reach the office of the Registrars to the Issue, S S P Corporate Services (Private) Limited, No. 546, Galle Road, Colombo 03, at least by 4.30 p.m. on the following Working Day immediately upon the Closure Date. Applications received after the said period

Applications delivered by hand to the Registrars to the Issue after the Closure Date of the Issue will also be rejected.

Please note that Applicant information such as full name, address, NIC number/passport number/company number and residency will be downloaded from the database of CDS, based on the CDS account number indicated in the Application Form. Such information will take precedence over information provided in the Application Form.

Care must be taken to follow the instructions on the reverse of the Application Form.

Applications that do not strictly conform to such instructions and additional conditions set out hereunder or which are illegible may be rejected.

PLEASE NOTE THAT ALLOTMENT OF DEBENTURES WILL ONLY BE MADE IF THE APPLICANT HAS A VALID CDS ACCOUNT AT THE TIME OF SUBMISSION OF THE APPLICATION.

Please note that upon the allotment of Debentures under this Issue, the allotted Debentures would be credited to the Applicant's CDS account so indicated.

6.4 NUMBER OF DEBENTURES TO BE SUBSCRIBED

Applicants are allowed to invest in either;

- Debentures of Type A; and/or
- Debentures of Type B

subject to the minimum subscription under each type.

The minimum subscription under each type shall be One Hundred (100) Debentures (LKR 10,000/-) and in multiples of One Hundred (100) Debentures (LKR 10,000/-). An applicant should apply only for one type of Debentures under one application form.

6.5 MODE OF PAYMENT OF THE INVESTMENT BY THE APPLICANTS

- (a) Payment in full for the total value of Debentures applied for should be made separately in respect of each Application either by cheque/s, bank draft/s, bank guarantee drawn upon any licensed commercial bank operating in Sri Lanka or RTGS transfer directed through any licensed commercial bank operating in Sri Lanka, as the case may be, subject to following.

Payments for Application values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-) should be supported by either a;

- A bank guarantee issued by a licensed commercial bank; or
- Multiple bank drafts/cheques drawn upon any licensed commercial bank operating in Sri Lanka, each of which should be for a value less than LKR 100,000,000/-; or
- RTGS transfer with value on the Issue opening date.

Multiple cheques or RTGS transfers will not be accepted for Application values below Sri Lankan Rupees One Hundred Million (LKR 100,000,000/-).

- (b) Cheques or bank drafts should be made payable to "SIYAPATHA FINANCE PLC-DEBENTURE ISSUE 2016" and crossed "Account Payee Only", and must be honoured on the first presentation.

- (c) In case of bank guarantees, such bank guarantees should be issued by any licensed commercial bank in Sri Lanka in favour of **“SIYAPATHA FINANCE PLC- DEBENTURE ISSUE 2016”** in a manner acceptable to SLFL, and be valid for a minimum of one (01) month from the Issue opening date (i.e. 8th September 2016).

Applicants are advised to ensure that sufficient funds are available in order to honour the bank guarantees, inclusive of charges when called upon to do so by the Registrars to the Issue. It is advisable that the Applicants discuss with their respective bankers the matters with regard to the issuance of bank guarantees and all charges involved. All expenses with regard to such bank guarantees should be borne by the Applicants.

- (d) In case of RTGS transfers, such transfers should be made to the credit of **“SIYAPATHA FINANCE PLC- DEBENTURE ISSUE 2016”** bearing the account number **0029 3003 0158 at Sampath Bank PLC** with value on the Issue opening date (i.e. the funds to be made available to the above account on the Issue opening date). The applicant should obtain a confirmation from the applicant’s bank, to the effect that arrangements have been made to transfer payment in full for the total value of Debentures applied for, to the credit of **“SIYAPATHA FINANCE PLC- DEBENTURE ISSUE 2016”** bearing Account Number 0029 3003 0158 at Sampath Bank PLC with value on issue opening date (i.e. the funds to be made available to the above account on the issue opening date) and should be attached with the application form.

For RTGS transfers above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-), the applicants are entitled to an interest at the rate of four decimal five (4.5%) per annum from the date of such transfers up to the date of allotment. However, no interest will be paid if the RTGS transfers are not realized before the end of the closure date. Furthermore, even if such RTGS transfers are effected prior to the issue opening date, no interest will be paid for the period prior to the issue opening date.

- (e) Cash will not be accepted.
- (f) Payment for the Debentures by Non-Residents should be made only out of the monies available to the credit of a “Securities Investment Account” (SIA) maintained with any licensed commercial bank in Sri Lanka in accordance with the directions given by the Controller of Exchange in that regard to licensed commercial banks.

An endorsement by way of a letter by the licensed commercial bank in Sri Lanka in which the Applicant maintains the SIA, should be attached to the Application Form to the effect that such payment through bank draft/bank guarantee/RTGS has been made out of the funds available in the SIA.

- (g) The amount payable should be calculated by multiplying the number of Debentures applied under a particular type by the Par value (LKR 100/-). If there is a discrepancy in the amount payable and the amount specified in the cheque/bank draft or bank guarantee, the Application will be rejected.
- (h) In the event that cheques are not realized within Two (2) Market days of deposit the monies will be refunded and no allotment of Debentures will be made. Cheques must be honoured on first presentation for the application to be valid.

- (i) All cheques/bank drafts received in respect of the Applications for Debentures will be banked commencing from the Working Day immediately following the Closure Date.

6.6 REJECTION OF APPLICATIONS

Application forms and the accompanying cheques/bank drafts/bank guarantees or RTGS transfers, which are illegible or incomplete in any way and/or not in accordance with the terms, conditions and instructions, set out in this Prospectus and in the application form will be rejected at the sole discretion of the SLFL.

Applications from individuals and Sri Lankans residing outside Sri Lanka who are under the age of 18 years or in the names of sole proprietorships, partnerships and unincorporated trusts will also be rejected.

Any application form, which does not state a valid CDS account number, will be rejected.

Any applicant who has applied for both Debentures of Type A and Debentures of Type B in a single application form will be rejected.

More than one application submitted by an applicant under the same type of Debentures will not be accepted. If two or more application forms are submitted for one type of Debentures from a single applicant, those would be considered as multiple applications and the Company will not accept such multiple applications or suspected multiple applications.

Any application form with more than three (03) natural persons as joint applicants for any type of Debentures will be rejected.

Applications delivered by hand to the Registrars to the Issue after the 'Closure Date' will be rejected. Applications received at the Registrar's office by post or courier after 4.30 p.m. on the Market Day immediately following the Closure Date, will also be rejected even if they carry a postmark dated prior to the closure date.

Applications delivered to any place mentioned in Annexure II should also reach the office of the Registrars to the issue at least by 4.30 p.m. on the Market Day immediately following the Closure Date. Applications received after the said duration will be rejected even though they have been delivered to any of the said collection points prior to the Closure Date.

In the event that cheques are not realized within Two (02) Market Days of deposit and realized after such date, the monies will be refunded and no allotment of Debentures will be made. Cheques must be honoured on first presentation for the application to be valid. In the event cheques are dishonoured/returned on first presentation, such applications will be rejected.

6.7 BANKING OF PAYMENTS

All cheques or bank drafts or bank guarantees received in respect of Applications will not be banked or called on until the Working Day immediately after the Closure Date as set out in Section 5.2 of this Prospectus, in terms of the CSE Listing Rules.

6.8 BASIS OF ALLOTMENT OF DEBENTURES

In the event of an over subscription, the Board of SLFL will endeavor to decide the basis of allotment in a fair manner as soon as practicable so as to ensure compliance with the CSE Listing Rules. Upon the allotments being decided, an announcement will be made to the CSE.

The Board however shall reserve the right to allocate up to a maximum 75% of the number of Debentures to be allotted under this issue to institutional and/or identified investor/s of strategic importance with whom SLFL might have mutually beneficial relationships in the future. SLFL reserves the right to reject any Application or to accept any Application in part only, without assigning any reason thereto.

The number of Debentures to be issued under Debentures of Type A and Debentures of Type B shall be in accordance with the basis of allotment which shall be decided at the discretion of the Board of Directors of the Company in a fair manner in the event of an over subscription.

The Company reserves the right to reject any application or to accept any application in part only, without assigning any reason therefore. A written confirmation informing successful applicants of the allotment of Debentures will be dispatched within ten (10) market days from the closure date as required by the CSE.

6.9 REFUNDS

Monies will be refunded where;

- an Application is rejected for reasons given in Section 6.6 of this Prospectus; or
- the Application is accepted only in part

The Applicants may indicate the preferred mode of refund payments in the Application Form (i.e. direct transfer via SLIPS, RTGS or cheque)

If the applicant has provided accurate and complete details of his/her bank account in the application, the Bankers to the Issue will make refund payments up to and inclusive of Rupees Five Million (LKR 5,000,000/-) to the bank account specified by the applicant, through SLIPS and a payment advice will be sent. In the event of refunds over Rupees Five Million (LKR 5,000,000/-) if the applicant has provided accurate and correct details of his/her bank account refunds will be made via RTGS or if the applicant has not provided accurate and correct details of his/her bank account in the application or if the applicant has not provided details of the bank account in the application form, the Company will make such refund payments to the applicant by way of a cheque and sent by post at the risk of the applicant.

In the case of joint Applications, the cheques will be drawn in favour of the Applicant's name appearing first in the Application Form.

It is the responsibility of Non-Residents/Foreign Investors to ensure that their SIA details are accurately provided on the application Form to forward the refund to SIA through which the application was made.

Applicants can obtain details on bank and branch codes required for providing instructions on SLIPS transfers at the following website;

http://www.lankaclear.com/product_service/8-guidelines

Refunds on Applications rejected or partly allotted Debentures would be made within ten (10) Market Days excluding the Closure Date. Applicants would be entitled to receive interest at the rate of the last quoted Average Weighted Prime Lending Rate (AWPLR) published in the immediately preceding week by the Central Bank of Sri Lanka or any other authority (in the event that the Central Bank of Sri Lanka ceases to publish the AWPLR) plus Five *per centum*

6.10 CDS ACCOUNTS AND SECONDARY MARKET TRADING

Debentures allotted will be directly deposited to the respective CDS accounts given in the Application Forms before the expiry of eighteen (18) Market Days, from the Closure Date. A written confirmation of the credit will be sent to the Applicants within two (02) Market Days of crediting the CDS account, by ordinary post to the address provided by each Applicant.

SLFL will submit to the CSE a 'Declaration' on direct upload to CDS on the Market Day immediately following the day on which the Applicants' CDS accounts are credited with the Debentures.

Trading of Debentures on the secondary market will commence on or before the third (3rd) Market Day from the receipt of the Declaration by the CSE as per the CSE Listing Rules.

7.0 THE COMPANY

7.1 BACKGROUND AND NATURE OF BUSINESS

Siyapatha Finance PLC (SLFL) (Formerly known as Sampath Leasing & Factoring Limited) is a 99.99% owned subsidiary of Sampath Bank PLC. SLFL commenced its operations in March 2005 as a Specialized Leasing Company registered under Section 34 of the Finance Leasing Act No. 56 of 2000. In 2013, SLFL obtained a Finance License under the Finance Business Act, No. 42 of 2011 which allowed the Company to accept deposits from the public.

The Company's principal lines of business are fund-based services of lease finance, hire purchase finance, factoring, granting of personal, business and gold loans. Upon receipt of finance license in 2013, the Company introduced new deposit schemes to mobilize public deposits.

The Company operates in the market with the theme "Trust and Excellence" which shows our commitment to values and ethical business practices, whilst focusing on operational efficiency and profitability whilst concentrating on the growth of market share. The Company's presence in the market encompasses an island-wide network of branches which currently include 22 main branches.

7.2 VALUES

The Values of SLFL are denoted by the acronym "C E E L". They are as follows.

C - Customer Centric

E - Ethical & professional standards

E - Empowerment of employees

L - Learning Culture

7.3 STATED CAPITAL

The stated capital of SLFL represents ordinary voting shares as given in the table below.

Stated Capital	As at	As at
	31 st December 2015	31 st March 2016
Balance (LKR)	525,000,000	525,000,000
Number of Shares	52,500,000	52,500,000

The Company does not have non-voting, preference or any other classes of shares in issue. SLFL also does not have any outstanding convertible debt securities.

Further, there was no issuance of any class of shares during the last two (02) years preceding the date of the Prospectus, except for those created as scrip dividends. Scrip dividend amounting to a sum of Rupees Fifty Seven Million Seven Hundred and Fifty Thousand (Rs.57,750,000/-) was issued as at the date of the Annual General Meeting (i. e 28th June, 2016). The total number of shares issued under scrip dividend were 1,624,726.

7.4 MAJOR SHAREHOLDERS

The shareholders of SLFL as at 31st July, 2016 are given in the table below.

	Name of the Shareholder	Number of Shares	% Holding
1	Sampath Bank PLC (Holding Company)	54,124,719	99.999%
2	Mr. M. A. Abeynaike	1	<0.001%
3	Dr. H. S. D. Soysa	1	<0.001%
4	Mr. S. G. Wijesinha	1	<0.001%
5	Mr. W. M. P. L. De Alwis	1	<0.001%
6	Mr. M. Y. A. Perera	1	<0.001%
7	Mr. R. Samaranayake	1	<0.001%
8	Mr. S. Sudarshan	1	<0.001%
	TOTAL	54,124,726	100.000%

7.5 SUBSIDIARY COMPANIES AND THEIR PRINCIPAL ACTIVITIES

SLFL is a 99.99% owned subsidiary of Sampath Bank PLC. Further, SLFL does not have interest in subsidiary or associate company.

7.6 HUMAN RESOURCES

The human resources strength of SLFL was 353 employees as at 31st July, 2016, the breakdown of which is given in the table below.

Category	Number of Employees
Senior Managers including COO and MD	10
Managers	16
Officers	35
Executives	192
Assistants	100
Grand Total	353

7.7 PARTICULARS OF LONG TERM LOANS AND OTHER BORROWINGS

The outstanding debt instruments and borrowings of the Company as at 31st March 2016 and 31st July, 2016 comprise of the following categories.

	As at 31 st March 2016	As at 31 st July 2016
Category	LKR	LKR
Commercial Papers	209,652/-	100,236,051/-
Debentures	1,022,189,041/-	1,051,936,986/-
Loans	10,637,034,000/-	11,538,885,864/-
Securitizations	53,754,936/-	-
Public Deposits	2,425,482,206/-	2,317,512,183/-
Total	14,138,669,835/-	15,008,571,084/-

7.8 DETAILS OF OTHER DEBENTURES IN ISSUE

The details of debentures issued by SLFL and outstanding as at 31st July 2016 are given in the table below.

Debentures	Interest Payable Frequency	Rate of Interest	Issue Date	Maturity Date	Balance LKR
Rated Unsecured Subordinated Redeemable Debentures	Annually	8.90%	24.12.2014	24.12.2019	1,000,000,000

7.9 DETAILS OF CONVERTIBLE DEBT SECURITIES

SLFL does not have any convertible debt securities in issue, as of the date of prospectus.

7.10 FINANCIAL RATIOS

Financial Ratios	As at 31 st March 2016	As at 31 st July, 2016
Capital Adequacy Ratios - Tier I (%) ^{##}	10.86%	10.76%
Capital Adequacy Ratios - Tier 1 + Tier II (%) ^{##}	16.25%	15.89%
Interest Cover Ratio (Times) [*]	1.34	1.33
Net Debt/EBITDA (Times) ^{**}	8.15	7.65

annualized as necessary

^{##} The Company has complied with the CBSL minimum capital adequacy ratio requirement of 5.00% for Tier I and 10% for Tier 1 & Tier II

^{*} Interest expense includes total interest expense of the Company

^{**} Net Debt includes total debt and deposits less cash and cash equivalents

7.11 CONTINGENT LIABILITIES AND LITIGATION

CONTINGENT LIABILITIES

The details of contingent liabilities and commitments of SLFL as at 31st July 2016 are given in the table below.

Category	LKR '000
Undrawn Commitments to Lend	528,735
Total	528,735

LITIGATION AGAINST THE COMPANY

In consultation with the Company lawyers, litigation currently pending against the Company will not have a material impact on the reported financial results, or future operations, of the Company.

7.12 DETAILS OF PENALTIES IMPOSED BY REGULATORY AND STATE AUTHORITIES

There were no penalties imposed by regulatory and state authorities on SLFL.

7.13 DETAILS OF MATERIAL CONTRACTS

SLFL has not entered into any material contracts as at the date of this Prospectus other than contracts entered into in the ordinary course of business as at the date of this prospectus.

7.14 FINANCIAL INFORMATION

The following Financial Information of the company is available on the web site of www.cse.lk and the web site of the company, www.siyapatha.lk ;

- Audited financial statements of the company for the financial year ended 31st December 2015
- Interim financial statements of the company for the quarter ended 31st March, 2016.
- Summarized financial statement for the five years commencing from 1st January 2011 to 31st December 2015.

7.15 DETAILS OF COMMISSIONS PAID

No commission has been paid in the two (02) years preceding the issue or payable for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions, for any shares in or debentures of the company other than 15 cents per debenture paid as brokerage and 60 cents per debenture as placement agent's fees in respect of the number of debentures allotted on Applications in 2014/2019 as brokerage. SLFL proposes to pay brokerage as described under 5.17 "Brokerage Fee" for this debenture.

7.16 MANAGEMENT AGREEMENTS

There are no management agreements entered into by SLFL and in force as at the date of this Prospectus other than contracts entered into in the ordinary course of business.

7.17 TRANSACTIONS RELATING TO THE PROPERTY

There is no transaction relating to the property completed within the two (02) preceding years in which any vendor of the property to SLFL or any person who is or was at the time of the transaction, a promoter or a director or proposed director of SLFL who had any interest, direct or indirect.

7.18 DETAILS OF BENEFITS PAID TO PROMOTERS

No benefit has been paid or given by SLFL within the two (02) years preceding the Issue and there are no benefits intended to be paid or given to any promoter.

7.19 DIVIDEND POLICY

The board has adopted a policy of paying out dividends to the Shareholders based on factors including but not limited to the Company's earnings, Capital requirements and the overall macro financial conditions.

	2012	2013	2014	2015
Dividend Payments (Rs.Mn)	19,950	21,525	21,525	31,500
Dividend Per Share (Rs.)	0.38	0.41	0.41	0.60

DEBENTURE INTEREST PAYMENT DETAILS (Rs)

	2012	2013	2014	2015
Gross Interest due on debentures Rs.	35,250,136/-	58,906,879/-	49,391,250/-	129,072,937/-
Debenture interest paid on due date Rs.	35,250,136/-	58,906,879/-	49,391,250/-	129,072,937/-
Debenture interest paid after the due date Rs.	-	-	-	-
Debenture interest not paid as of to date Rs.	-	-	-	-

7.20 TAXATION

The Company is not enjoying any tax concessions or any tax exemptions as at the date of this prospectus.

8.0 BOARD OF DIRECTORS

8.1 DETAILS OF THE DIRECTORS

The Board comprises ten (10) Directors out of which nine (09) are Non Executive Directors and one (01) Executive Director. Out of nine (09) Non -Executive Directors, four (04) have been declared as independent as at the date of this prospectus. They are as follows.

Mr. M. A. Abeynaike
Mr. S. G. Wijesinha
Mr. P. M. A. Sirimane
Dr. H. S. D. Soysa

Mr. Channa Probodha Palansuriya
Chairman (Non-Executive Non-Independent)

Mr. C. P. Palansuriya has over 30 years of experience in the apparel sector by heading the Orit Group of Companies. He has provided extensive and continuous leadership to other companies in the apparel industry. He has gained wide experience in Government Administration by being a Board member of the Board of Investment of Sri Lanka (BOI) during 2005 - 2015. He has won awards such as Asia Pacific Outstanding Entrepreneurship Award in 2013, Sri Lankan Entrepreneur of the year in 2002 and the Silver Award of the National Chamber of Exporters of Sri Lanka for the Garment Extra Large category in 2012.

He was appointed as the Chairman of Siyapatha Finance PLC with effect from 02nd May 2014. He was also a Board Member of Sri Lanka Institute of Textile & Apparel, Chairman of Apparel Exporters' Association 200 gfp during 2006-2008 and Chairman of GC Lanka Clothing (Private) Limited till 2013.

Mr. C P Palansuriya was appointed as the Chairman of Sampath Bank PLC with effect from 1st August, 2016. He currently also serves as the Chairman of Style-Kraft Sportswear (Private) Limited, Deputy Chairman of National Livestock Development Board, Director of Orit Apparels Lanka (Private) Limited and Orit Trading Lanka (Pvt) Limited, Executive Committee Member of Joint Apparel Association Forum (JAAF), Executive Committee Member of Apparel Exporters Association gfp and Executive Committee Member of Sri Lanka Apparel Sourcing Association (SLASA).

Mr. Mohan Asoka Abeynaike
Deputy Chairman (Non-Executive Independent)

Mr. Abeynaike was a Director of Sampath Bank PLC from July 1995 to December 2011. He was the President of the Institute of Chartered Accountants of Sri Lanka and a member of the Securities & Exchange Commission of Sri Lanka. Mr. Abeynaike has been Chairman/Director of several Companies and public sector organizations. He is a Fellow of the Institute of Chartered Accountants of Sri Lanka. Mr. Abeynaike was appointed as a Director of Siyapatha Finance PLC on 28th March 2012.

He is the Chairman of the Integrated Risk Management Committee and a member of the Board Credit Committee, Board Audit Committee and Board Related Party Transaction Review Committee.

Mr. Abeynaike currently serves as the Chairman of Asia Pacific Investments (Private) Ltd and Senior Director of Pan Asia Banking Corporation PLC.

Mr. Kothwala Mudiyanselage Saman Priyantha Herath

Managing Director

Mr. Saman Herath is an experienced banker with 35 years' worth of experience. Beginning his banking career at Commercial Bank in 1981, he later joined Sampath Bank PLC as an Executive in the Finance Division in 1987. Mr. Herath worked his way up the proverbial ladder of the bank's hierarchy until he reached the position of Senior Deputy General Manager of Corporate Banking from which he retired in June 2015.

He later went on to take up the position of Head of Branches at Nations Trust Bank. He was also a Director of Sampath Information Technology Systems Ltd, a fully owned subsidiary of Sampath Bank and a Director of Lanka Swift User Group (Guarantee) Ltd.

A result oriented person, Mr. Herath contributed largely to the development of Sampath Bank. He was appointed as Managing Director of Siyapatha Finance PLC with effect from 5th April 2016.

He is a fellow Member of the Chartered Institute of Management Accounts of UK (FCMA, UK) as well as the Chartered Global Management Accountants (CGMA). Mr. Herath is also an Associate Member of the Institute of Bankers, Sri Lanka and holds a number of qualifications including, a Diploma in Credit Management from the Institute of Bankers, a Certificate in Asset and Liability Management from the Postgraduate Institute of Management and has also completed a number of courses in General and Strategic Management conducted by institutions such as The National University of Singapore.

Mr. Sunil Gamini Wijesinha

Director (Non-Executive Independent Director)

Mr. Sunil Gamini Wijesinha is a Chartered Engineer, a Chartered Management Accountant FCMA (UK) and has a MBA from the University of Sri Jayewardenepura. He counts vast experience in the fields of industry, finance and management consultancy, spanning both the public and private sectors in Sri Lanka. He has served on the boards of Directors of many state organizations and public and private companies including Sri Lankan Airlines Limited, MILCO, Colombo Dockyard, Sri Lanka Standards Institution, State Plantations Corporation, National Institute of Plantation Management, Maturata Plantations Limited and Asiri Surgical Hospitals PLC. He is the former Chairman and MD of Dankotuwa Porcelain PLC.

Mr. Wijesinha was appointed to the Board of Siyapatha Finance PLC on 22nd October 2008 and he is a member of Board Audit Committee, Board Corporate Governance Committee and Board Related Party Transaction Review Committee of Siyapatha Finance PLC.

His experience in the financial services sector includes having been on the Boards of Sampath Bank PLC (as Deputy Chairman), National Development Bank PLC (as Chairman), Merchant Bank of Sri Lanka PLC (as Managing Director), Employees' Trust Fund Board (as Chairman), Merchant Credit of Sri Lanka (as Chairman), Lanka Securities (Pvt) Limited, DNH Financial

Mr. Wijesinha has specialized in Industrial Engineering/ Productivity and is a well-known proponent of Japanese style management.

Mr. Wijesinha is currently a Director of BizEx Consulting (Private) Limited, Director of Sampath Centre Limited, Chairman of Watawala Plantations PLC, Chairman of United Motors Lanka PLC. He is the Immediate Past President of the National Chamber of Commerce of Sri Lanka and Immediate Past Chairman of the Employers' Federation of Ceylon.

Mr. Parakrama Maithri Asoka Sirimane

Director (Non-Executive Independent)

Mr. Sirimane is a Fellow Member of the Institute of Chartered Accountants of Sri Lanka and holds a MBA with Distinction from the University of Swinburne, Victoria, Australia.

He has held several key corporate positions, including the positions of Chief Financial Officer of Sri Lanka Telecom PLC and Managing Director/Chief Executive Officer of Mercantile Leasing Limited.

He was appointed as a Director to the Board of Siyapatha Finance PLC on 03rd August 2010. He is the Chairman of Board Audit Committee, Board Corporate Governance Committee and Board Related Party Transaction Review Committee and is a member of the Integrated Risk Management Committee and Board HR /Remuneration Committee of Siyapatha Finance PLC.

He currently serves as a Director/Chief Financial Officer of E.B Creasy & Co PLC and some of its Subsidiaries.

Dr. Henedige Srinath Dilanjan Soysa

Director (Senior, Non-Executive Independent Director)

Dr. Soysa obtained his Bachelor of Science Degree (B.Sc.) with first class honours in Chemistry from the University of Ceylon, Colombo and Masters (M.A) and Doctoral Degrees (PhD) in Chemistry from the University of Southern California, Los Angeles, USA.

Dr. Soysa started his working career as an Executive Officer at Grindlays Bank PLC. He has held several key corporate positions which include Management Consultant, Development Financial Corporation of Ceylon Limited and Citi Bank. In the field of leasing, he was involved in starting operations in 1983 at Mercantile Lloyds Leasing Limited from where he retired as Deputy Managing Director in 2000. He then joined Commercial Leasing Company Limited as General Manager/CEO in 2002 and served in that position until his retirement in 2010.

He was appointed to the Board of Siyapatha Finance PLC as a Director on 01st January 2011 and holds the Chairmanship of the Board Credit Committee and memberships in the Board Audit Committee, Integrated Risk Management Committee and HR/ Remuneration Committee.

Currently he serves as a Director of STK Engineering (Private) Limited, STK Developers (Private) Limited, STK Properties (Private) Limited, STK Quickshaws (Private) Limited, Shalsri Investments (Private) Limited and Packserve (Private) Limited.

Mr. Watuthanthrige Mahiman Prasantha Lal De Alwis

Director (Non-Executive Non-Independent Director)

Mr. Alwis was a Director of Sampath Bank from January 2002 to January 2011. He continues to be an Advisor to the Board of Sampath Bank since January 2011. Mr. Alwis has been an attorney-at-law since 1983 and holds LL.B and LL.M in Law from University of Colombo. He was a former State Counsel at the Attorney General's Department and was appointed as a President Counsel in November 2012. He is also an Associate member of the Chartered Institute of Marketing UK.

Mr. Alwis was appointed to the Board on 25th February 2011. He is the Chairman of HR & Remuneration Committee and holds memberships of Integrated Risk Management Committee, Board Corporate Governance Committee and Board Related Party Transaction Review Committee of Siyapatha Finance PLC.

He was a member of the Consumer Affairs Authority, Board of Sri Lanka Foreign Employment Agency and Official Language Commission in Sri Lanka.

Mr. Alwis is a Certified National Trainer in Human Resource Management of the Junior Chamber International and visiting lecturer of Faculty of Law, University of Colombo, including subjects of Banking in LL.M Programme and Sri Lanka Law College. He currently serves as a Director of Softlogic Holdings and Coral Sands Hotel (Pvt) Ltd. He was appointed as Honorary Consul of Seychelles in Sri Lanka in October 2013. He is also a Member of Board of Management Centre for Human Right Development- University of Colombo.

Mr. Mahawaduge Yasalal Aravinda Perera

Director - (Non-Executive Non-Independent Director)

Mr. Perera counts over 30 years' experience in the banking sector. He is a Fellow Member of the Chartered Institute of Management Accountants, UK and a Fellow of the Institute of Bankers, Sri Lanka. He is a Chartered Engineer and a member of the Institute of Engineers, Sri Lanka. He has obtained Bachelor of Science Degree in Engineering from the University of Moratuwa and a MBA from the University of Sri Jayawardenapura. Previously he functioned as the Deputy Managing Director (DMD), Chief Operating Officer, Deputy General Manager-Corporate Banking and other roles spanning a career of 26 years at Sampath Bank. He served as the Senior Project Officer at DFCC and Departmental Manager and Service Engineer at Ceylon Tobacco Company. He was an Engineer at National Milk Board, former Director of Credit Information Bureau, Sri Lanka and Lanka Clear (Private) Limited.

Mr. Perera was appointed to the Board of Siyapatha Finance PLC on 28th March 2012 and he is a member of the Board Credit Committee of Siyapatha Finance PLC.

Currently Mr. Perera is the Managing Director of Sampath Bank PLC and a Director of Lanka Bangla Finance Limited of Bangladesh. He is also a Governing Board Director of the Institute

of Bankers of Sri Lanka, Director of Lanka Financial Service Bureau Limited and Director of Colombo Stock Exchange.

Mr. Ranjith Samaranayake

Director (Non-Executive Non-Independent Director)

Mr. Samaranayake has extensive experience as Head of Finance & Planning at National Savings Bank, Commercial Bank of Ceylon PLC and Sampath Bank PLC. He counts over 40 years' experience of managing finance in the financial services sector and holds a Bachelor of Commerce (Accountancy Special) Degree from the University of Peradeniya.

Mr. Samaranayake functioned as an Accountant (Grade III) in the National Savings Bank from January 1975 to August 1979. He then joined the Commercial Bank of Ceylon PLC and during his tenure at the Commercial Bank, he held the position of Senior Deputy General Manager (Finance & Planning)

Mr. Samaranayake was appointed as a Director to the Board of Siyapatha Finance PLC on 28th March 2012 and he is a Member of the Board Credit Committee and Board Audit Committee.

Currently Mr. Samaranayake serves as the Group Chief Financial Officer and as an Executive Director of Sampath Bank PLC.

Mr. Lasith Tharaka Ranwala

Director (Non-Executive Non-Independent Director)

Mr. Ranwala is a Deputy General Manager of Sampath Bank PLC responsible for overseeing the areas of Marketing, Deposit Management, Development Banking, City & Commercial Credit and Business development. Mr. Ranwala is also the Overall Pillar Head for the CSR activities of the Bank. He has over 15 years' experience in the Banking Industry in roles of increasing responsibility in Marketing & Retail Banking. During this period he had stints in Brand Management, Corporate communications, Market Development, CSR, Consumer and International Marketing.

Mr. Ranwala is a Fellow of CIM (UK) and a member of SLIM. He possess a postgraduate Diploma in Marketing (CIM - UK) and is a Chartered Marketer. He is also a Certified Professional Marketer (CPM) of the Asia Pacific Marketing Federation. He has won numerous awards both locally and internationally which includes the "Brand Leadership Award in 2006" and the 'Marketing Professional of the year in 2014' at the CMO ASIA Global Brand Excellence Awards. Mr. Ranwala is the Vice President of the International Advertising Association (IAA) Sri Lanka and also a Board Member of the CSR Sri Lanka (Guarantee) Limited, which is the apex body for promoting CSR initiatives in Sri Lanka.

Mr. Ranwala was appointed as a Director to the Board of Siyapatha Finance PLC on 28th July, 2015 and he is a Member of Board Credit Committee.

8.2 DIRECTORS' INTEREST IN SHARES OF THE COMPANY

The Directors of SLFL held the following shares in the Company as 31st July, 2016.

Name of the Director	Number of Shares
Mr. Channa Probodha Palansuriya	-
Mr. Mohan Asoka Abeynaike	01
Mr. Kothwala Mudiyansele Saman Priyantha Herath	-
Mr. Sunil Gamini Wijesinha	01
Mr. Mahawaduge Yasalal Aravinda Perera	01
Mr. Parakrama Maithri Asoka Sirimane	-
Dr. Henedige Srinath Dilanjan Soysa	01
Mr. Watuthanthrige Mahiman Prasantha Lal De Alwis	01
Mr. Ranjith Samaranyake	01
Mr. Lasith Tharaka Ranwala	-

8.3 DIRECTORS' INTEREST IN ASSETS

The Directors of SLFL hold no interest in acquisition, disposal, or lease of any asset of SLFL during the past two (02) years preceding the Issue and have not proposed to acquire, dispose or lease any asset of SLFL, during the two (02) years succeeding the Issue.

8.4 BOARD RELATED PARTY TRANSACTIONS REVIEW COMMITTEE

The Board established the Board Related Party Transactions Review Committee with effect from 27th January, 2015 in terms of the Code of Best Practice on Related Party Transactions issued by the Securities & Exchange Commission of Sri Lanka and Section 9 of the Listing Rules of the CSE.

The Board Related Party Transactions Review Committee consist of four members and the composition is as follows:

Mr. P M A Sirimane	(Chairman, Non-Executive, Independent)
Mr. M A Abeynaike	(Non Executive, Independent)
Mr. S G Wijesinha	(Non-Executive, Independent)
Mr. W M P L De Alwis	(Non- Executive)

9.0 STATUTORY DECLARATIONS

9.1 STATUTORY DECLARATION BY THE BOARD OF DIRECTORS

We, the undersigned who are named herein as Directors of Siyapatha Finance PLC hereby declare and confirm that we have read the provisions of CSE Listing Rules and of the Companies Act No. 7 of 2007 and any amendments thereto relating to the issue of the Prospectus and those provisions have been complied with.

"This Prospectus has been seen and approved by us and we collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of our knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or inaccurate. Where representations regarding the future performance of Siyapatha Finance PLC have been given in the Prospectus, such representations have been made after due and careful enquiry of the information available to Siyapatha Finance PLC and making assumptions that are considered to be reasonable at the present point in time in our best judgment.

An application has been made to the CSE for permission to deal in and for a listing of Debentures issued by Siyapatha Finance PLC and those Debentures which are the subject of this Issue.

Such permission will be granted when Debentures are listed on the CSE. The CSE assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports included in this Prospectus. Listing on the CSE is not to be taken as an indication of the merits of Siyapatha Finance PLC or of the Debentures issued."

The Common Seal of Siyapatha Finance PLC is affixed.

Name of Directors	Designation	Signature
Mr. Channa Probodha Palansuriya	Chairman (Non- Executive)	Sgd.
Mr. Mohan Asoka Abeynaike	Deputy Chairman (Non Executive, Independent)	Sgd.
Mr. Kothwala Mudiyanseleage Saman Priyantha Herath	Managing Director (Executive)	Sgd.
Mr. Sunil Gamini Wijesinha	Director (Non-Executive, Independent)	Sgd.
Mr. Parakrama Maithri Asoka Sirimane	Director (Non-Executive, Independent)	Sgd.
Dr. Henedige Srinath Dilanjan Soysa	Senior Director (Non-Executive, Independent)	Sgd.
Mr. Watuthanthrige Mahiman Prasantha Lal De Alwis	Director (Non- Executive)	Sgd.
Mr. Mahawaduge Yasalal Aravinda Perera	Director (Non - Executive)	Sgd.
Mr. Ranjith Samaranyake	Director (Non- Executive)	Sgd.
Mr. Lasith Tharaka Ranwala	Director (Non- Executive)	Sgd.

9.2 STATUTORY DECLARATION BY THE MANAGER TO THE ISSUE

I, S. Sudarshan- Company Secretary, Siyapatha Finance PLC of No.110, Sir James Peiris Mawatha, Colombo 02 being the Manager to the Debenture Issue of Siyapatha Finance PLC, hereby declare and confirm that to the best of my knowledge and belief the Prospectus constitutes full and true disclosure of all material facts about the Issue and Siyapatha Finance PLC.

Given on this Second day of September 2016.

(Sgd.)

Company Secretary - Siyapatha Finance PLC

8/24/2016

Press Release

Fitch Ratings

Fitch Ratings

Fitch Assigns Siyapatha's Senior Unsecured Debt Final 'A-(lka)'

Fitch Ratings-Colombo-24 August 2016: Fitch Ratings has assigned Siyapatha Finance PLC's (Siyapatha; A-(lka)/Negative) senior unsecured redeemable debentures of up to LKR2.5bn a National Long-Term Rating of 'A-(lka)'. A full list of existing ratings is at the end of this rating action commentary.

The final rating is the same as the expected rating assigned on 11 March 2016 and follows the receipt of documents conforming to information already received.

The issue will have two tranches with bullet principal repayments in the third and fifth years and a fixed-rate coupon paid annually. The debentures will be listed on the Colombo Stock Exchange. Siyapatha expects to use the proceeds to fund lending growth, lengthen maturities of its liabilities and reduce structural maturity mismatches.

KEY RATING DRIVERS

The issue has been rated at the same level as Siyapatha's National Long-Term Rating according to Fitch criteria and ranks equally with the claims of the company's other senior unsecured creditors.

Siyapatha's rating reflects Fitch's view that support would be forthcoming from its parent, Sampath Bank PLC (A+(lka)/Negative), which owns 100% of Siyapatha and is involved in the company's strategic direction through board representation. Siyapatha is rated two notches below its parent because of its limited contribution to the group's core businesses and different branding from its parent.

RATING SENSITIVITIES

Any changes to Siyapatha's National Long-Term Rating would affect the issues' National Long-Term Rating.

The rating on Siyapatha is sensitive to changes in Fitch's assessment of Sampath Bank's ability and propensity to provide support.

Full list of ratings:

Siyapatha Finance PLC
National Long-Term Rating: 'A-(lka)'; Negative Outlook
Outstanding subordinated debentures: 'BBB+(lka)'
Senior unsecured debenture: assigned at 'A-(lka)'

Contact:

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<https://www.fitchratings.com/site/pr/1010722>

FITCH RATINGS LANKA LTD.


Authorized Signatory

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Date of Relevant Rating Committee: 29 July 2016

Note to editors: Fitch's National ratings provide a relative measure of creditworthiness for rated entities in countries with relatively low international sovereign ratings and where there is demand for such ratings. The best risk within a country is rated 'AAA' and other credits are rated only relative to this risk. National ratings are designed for use mainly by local investors in local markets and are signified by the addition of an identifier for the country concerned, such as 'AAA(lka)' for National ratings in Sri Lanka. Specific letter grades are not therefore internationally comparable.

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Additional information is available on www.fitchratings.com

Sampath Bank PLC has a 1.78% equity stake in Fitch Ratings Lanka Ltd. No shareholder other than Fitch, Inc. is involved in the day-to-day rating operations of, or credit reviews undertaken by, Fitch Ratings Lanka Ltd.

Applicable Criteria

Global Bank Rating Criteria (pub. 15 Jul 2016) (<https://www.fitchratings.com/site/re/884135>)

Global Non-Bank Financial Institutions Rating Criteria (pub. 15 Jul 2016)

(<https://www.fitchratings.com/site/re/884128>)

National Scale Ratings Criteria (pub. 30 Oct 2013) (<https://www.fitchratings.com/site/re/720082>)

Additional Disclosures

Solicitation Status (https://www.fitchratings.com/gws/en/disclosure/solicitation?pr_id=1010722)

Endorsement Policy (<https://www.fitchratings.com/jsp/creditdesk/PolicyRegulation.faces?context=2&detail=31>)

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8/24/2016

Press Release

ITS RELATED THIRD PARTIES. DETAILS OF THIS SERVICE FOR RATINGS FOR WHICH THE LEAD ANALYST IS BASED IN AN EU-REGISTERED ENTITY CAN BE FOUND ON THE ENTITY SUMMARY PAGE FOR THIS ISSUER ON THE FITCH WEBSITE.

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ANNEXURE II - COLLECTION POINTS

Copies of the Prospectus and the Application Form can be obtained free of charge from the following collection points.

<p>Manager/ Secretary to the Issue</p> <p>Mr. S. Sudarshan Company Secretary Siyapatha Finance PLC 110, Sir James Peiris Mawatha, Colombo 02</p> <p>Tel: +94 11 4730409 Fax: +94 11 2303070</p>	<p>Registrars to the Issue</p> <p>S S P Corporate Services (Private) Limited No. 101, Inner Flower Road Colombo 03</p> <p>Tel: +94 11 2573894 Fax: +94 11 2573609</p>	<p>Bankers to the Issue</p> <p>Sampath Bank PLC 110, Sir James Peiris Mawatha, Colombo 02</p> <p>Tel: +94 112300260 Fax: +94 114712013</p>
<p>Financial Advisors and Placement Agent to the Issue</p> <p>NDB Investment Bank Limited No. 40, Navam Mawatha Colombo 02</p> <p>Tel: +94 11 2 300 385 Fax: +94 11 2 300 393</p>		

Members of the CSE

<p>Acuity Stockbrokers (Private) Limited 53, Dharmapala Mawatha Colombo 03</p> <p>Tel: +94 11 2 206 206 Fax: +94 11 2 206 298-9 E-mail: sales@acuitystockbrokers.com</p>	<p>Asha Phillip Securities Limited 2nd Floor, Lakshmans Building, No.321, Galle road, Colombo 03</p> <p>Tel: +94 11 2 429 100 Fax: +94 11 2 429 199 E-mail: apsl@ashaphillip.net</p>
<p>Asia Securities (Private) Limited 2nd Floor, No 176/1 - 2/1, Thimbirigasyaya Road, Colombo 05.</p> <p>Tel: +94 11 7 722 000 Fax : +94 11 2 584864 E-mail: marketinfo@asiasecurities.lk</p>	<p>Assetline Securities (Private) Limited 120, 120A, Pannipitiya Road Battaramulla</p> <p>Tel: +94 11 4 700 111, +94 11 2 307 366 Fax: +94 11 4 700 112 E-mail: colombo.dpglobal@dpmcfs.com</p>
<p>Bartleet Religare Securities (Private) Limited Level "G", "Bartleet House" 65, Braybrooke Place Colombo 02</p> <p>Tel: +94 11 5 220 200 Fax: +94 11 2 434 985 E-mail: info@bartleetstock.com</p>	<p>Capital TRUST Securities (Private) Limited 42, Sir Mohamed Macan Markar Mawatha Colombo 03</p> <p>Tel: +94 11 2 174 174 Fax: +94 11 2 174 173 E-mail: inquiries@capitaltrust.lk</p>
<p>CT CLSA Securities (Private) Limited 4-14, Majestic City 10, Station Road Colombo 04</p> <p>Tel: +94 11 2 552 290-4 Fax: +94 11 2 552 289 E-mail: ctssales@slt.net.lk</p>	<p>First Capital Equities (Pvt) Limited No.347/1/1, Dr. Colvin R De Silva Mawatha, Colombo 02.</p> <p>Tel:+94 11 2 145 000 Fax:+94 11 5 736 264 E-mail: info.equity@firstcapital.lk</p>

<p>J B Securities (Private) Limited 150, St. Joseph Street Colombo 14</p> <p>Tel: +94 11 2 490 900, +94 77 2 490 900-1 Fax: +94 11 2 430 070 E-mail: jbs@jb.lk</p>	<p>John Keells Stockbrokers (Private) Limited 186, Vauxhall street Colombo 02</p> <p>Tel: +94 11 2 342 066-7 Fax: +94 11 2 342 068 E-mail: jkstock@keells.com</p>
<p>Lanka Securities (Private) Limited 228/2, Galle Road Colombo 04</p> <p>Tel: +94 11 4 706 757, +94 11 2 554 942 Fax: +94 11 4 706 767 E-mail: lankasec@sltnet.lk</p>	<p>Nation Lanka Equities (Private) Limited 44, Guildford Crescent Colombo 07</p> <p>Tel: +94 11 4 889 061, +94 11 2 684 483, Fax: +94 11 2 688 899 E-mail: info@nlequities.com</p>
<p>NDB Securities (Private) Limited 5th Floor, NDB Building 40, NavamMawatha Colombo 02</p> <p>Tel: +94 11 2 314 170-8 Fax: +94 11 2 314 180 E-mail: mail@ndbs.lk</p>	<p>SC Securities (Private) Limited 5th Floor, No. 26B, Alwis Place Colombo 10</p> <p>Tel: +94 11 4 711 000 Fax: +94 11 2 394 405 E-mail: ceo@sampathsecurities.lk</p>
<p>Somerville Stockbrokers (Private) Limited 137, Vauxhall Street Colombo 02</p> <p>Tel: +94 11 2 329 201-5, +94 11 2 332 827, +94 11 2 338 292-3 Fax: +94 11 2 338 291 E-mail: ssb-web@sltnet.lk</p>	

Trading Members

<p>Softlogic Stockbrokers (Private) Limited No.06, 37th Lane, Queens Road, Colombo 03.</p> <p>Tel: +94 11 7 277 000-98 Fax: +94 11 7 277 099 Email: info@equity.softlogic.lk</p>	<p>Capital Alliance Securities (Private) Limited Level 5, "Millennium House" 46/58, Navam Mawatha Colombo 02</p> <p>Tel: +94 11 2 317 777 Fax: +94 11 2 317 788 Email: general@capitalalliance.lk</p>
<p>Claridge Stockbrokers (Private) Limited 10, Gnanartha Pradeepa Mawatha Colombo 08</p> <p>Tel: +94 11 2 697 974 Fax: +94 11 2 689 250 E-mail: csb@mackwoods.com</p>	<p>First Guardian Equities (Private) Limited 32nd Floor, East Tower World Trade Centre Echelon Square Colombo 01</p> <p>Tel: +94 11 5 884 400 Fax: +94 11 5 884 401 E-mail: info@firstguardianequities.com</p>
<p>Candor Equities Limited Level 8, South Wing, Millennium House, 46/58 Nawam Mawatha, Colombo 02.</p> <p>Tel: +94 11 2 359 100 Fax: +94 11 2 305 522 E-mail: info.cel@candorh.com</p>	<p>LOLC Securities (Private) Limited No. 481, T.B.Jayah Mawatha, Colombo 10.</p> <p>Tel: +94 11 5889889 Fax: +94 11 2662883 E-Mail: info@lolcsecurities.com</p>
<p>SMB Securities (Private) Limited No. 102/1, Dr. N.M. Perera Mawatha (formerly Cotta Road) Colombo 8.</p> <p>Tel: +94 11 4 388 138 Fax: +94 11 2670294 E-mail: admin@smbsecurities.lk</p>	<p>Richard Pieris Securities (Pvt) Limited 55/20, Vauxhall Lane, Colombo 02</p> <p>Tel: +94 11 7 448 900, +94 11 5 900 800 Fax: +94 11 2 330 711 E-mail: jyantha@rpsecurities.com</p>

<p>Taprobane Securities (Private) Limited 2nd Floor 10, Gothami Road Colombo 08</p> <p>Tel: +94 11 5 328 200 Fax: +94 11 5 328 277 E-mail: info@taprobane.lk</p>	<p>TKS Securities (Private) Limited 4th Floor, No. 245, Dharmapala Mawatha, Colombo 7.</p> <p>Tel: +94 11 7 857 799 Fax: +94 11 7 857 857 E-mail: info@tks.lk</p>
<p>Enterprise Ceylon Capital (Private) Limited 27th Floor, East Tower, World Trade Centre, Echelon Square, Colombo 01</p> <p>Tel: +94 11 2333000, +94 11 2147147 Fax: +94 11 2 333383 E-mail: info@ecc.lk</p>	<p>Navara Securities (Private) Limited No. 12B, Gregory's Road, Colombo 07.</p> <p>Tel: +94 11 2 358 700 / 20 Fax: +94 11 5 005 551 Email: info@navarasecurities.lk</p>

Trading members (Debt)

<p>First Capital Markets Limited No. 2, Deal Place, Colombo 3.</p> <p>Tel: +94 11 2 639 898, +94 11 2 681 888 Fax: +94 11 2 639 899, + 94 11 2 576 866 E-Mail: info@firstcapital.lk</p>	<p>Capital Alliance Limited Level 5, "Millennium House" 46/58, Navam Mawatha Colombo 02</p> <p>Tel: +94 11 2317777 Fax: +94 11 2317788 Email :info@cal.lk</p>
<p>Wealthtrust Securities Limited No. 32, Castle Street, Colombo 08.</p> <p>Tel: +94 11 2 675 091-4 Fax: +94 11 2689605 Email: info@wealthtrust.lk</p>	<p>Perpetual Treasuries Limited Level 3, Prince Alfred Tower, No 10, Alfred House Gardens, Colombo 3.</p> <p>Tel: +94 11 2206123, +94 11 2206107 Fax: +94 11 2206110</p>
<p>NSB Fund Management Company Limited No 255, 1st Floor, NSB Head Office, Galle Road, Colombo 3.</p> <p>Tel: +94 11 2 565 956, +94 11 2 565 957 Fax: +94 11 2 574 387</p>	<p>Acuity Securities Limited 4th Floor, No. 53, Dharmapala Mawatha, Colombo 3.</p> <p>Tel: +94 11 2 206 280 Fax: +94 11 2 206 290</p>
<p>Natwealth Securities Limited Prince Alfred Tower, No. 10-1/1, Alfred House Gardens, Colombo 3.</p> <p>Tel: +94 11 4716274 Fax: +94 11 4645776</p>	<p>Commercial Bank of Ceylon PLC Commercial House, No. 21, Sir Razik Fareed Mawatha, Colombo 1.</p> <p>Tel: 94 11 2 486 334 Fax: + 94 2 384 650</p>

BRANCHES OF SIYAPATHA FINANCE PLC

Region / Branch	Telephone Number	Address
Head Office	0117 605 605	No. 46/12, Nawam Mawatha , Colombo 02
Nugegoda	0117 605 680	No. 189 , Stanley Thilakarathne Mawatha, Nugegoda
Peliyagoda	0117 605 625	No. 304, Negombo Road, Peliyagoda
Matara	0417 605 605	No. 5B, Hakmana Road, Matara
Kurunegala	0377 605 605	No. 254B, Colombo Road , Kurunegala
Kurunegala Metro	0377 605 625	No. 116, Colombo Road, Kurunegala
Kuliyapitiya	0377 605 615	No. 50/52, Kurunegala Road, Kuliyapitiya
Katugastota	0817 605 605	No. 274/A, Katugasthota Road, Kandy
Kandy	0817 605 625	No. 192/1/1 , Kotugodella Street, Kandy
Anuradhapura	0257 605 605	No. 213/4, Maithreepala Senanayaka Mawatha, Anuradhapura
Nuwara-Eliya	0527 605 605	No. 28 , Kandy Road, Nuwaraeliya
Negombo	0317 605 605	No. 187,Thaladuwa Road, Negombo
Rathnapura	0457 605 605	No. 186, Main Street Rathnapura
Ampara	0637 605 605	No. 32 , D S Senanayake Street , Ampara
Sainthamaruthu	0677 605 605	No. 1610, Main Street, Sainthamaruthu
Kalmunai	0677 605 625	No. 172/4, Batticaloa Rd, Kalmunai
Kegalle	0357 605 605	No. 137, Kandy Road, Kegalle
Avissawella	0367 605 605	No. 20, Ratnapura Road, Avissawella
Vavuniya	0247 605 605	No. 156, Bazar Road, Vavuniya
Batticaloa	0657 605 605	No. 257 , 259, Trinco Road, Batticaloa
Gampaha	0337 60 5605	No. 3A, Mangala Road , Gampaha
Kalutara	0347 605 605	No. 169, 169/1/1, Main Street , Kalutara
Trincomalee	0267605605	No. 273A,273 /1/1, Central Road, Trincomalee

ANNEXURE III -CUSTODIAN BANKS

<p>Bank of Ceylon Head Office 11th Floor 04, Bank of Ceylon Mawatha, Colombo 01</p> <p>Tel: +94 11 2 317 777, +94 11 2 448 348, +94 11 2 338 742/55, +94 11 2 544 333</p>	<p>Citi Bank, N A 65 C, Dharmapala Mawatha P.O. Box 888, Colombo 07</p> <p>Tel: +94 11 2 447 316/8, +94 11 2 447 318, +94 11 2 449 061, +94 11 2 328 526, +94 11 4 794 700</p>
<p>Commercial Bank of Ceylon PLC Commercial House No 21, Sir Razik Fareed Mawatha Colombo 01</p> <p>Tel: +94 11 2 445010-15, 011 238193-5, 011 430420, 011 2336700</p>	<p>Deutsche Bank AG P.O. Box 314 86, Galle Road, Colombo 03</p> <p>Tel: +94 11 2 447 062, +94 11 2 438 057</p>
<p>Hatton National Bank PLC HNB Towers 479, T. B. Jayah Mawatha, Colombo 10</p> <p>Tel: +94 11 2 664 664</p>	<p>The Hong Kong and Shanghai Banking Corporation Limited 24, Sir Baron Jayathilake Mawatha, Colombo 01</p> <p>Tel: +94 11 2 325 435, +94 11 2 446 591, +94 11 2 446 303, +94 11 2 346 422</p>
<p>People's Bank Head Office, 5th Floor Sir Chittampalam A Gardiner Mawatha, Colombo 02</p> <p>Tel: +94 11 2 781 481, +94 11 2 37 841-9, +94 11 2 446 315/6, +94 11 2 430 561</p>	<p>Standard Chartered Bank 37, York Street P. O. Box 112, Colombo 01</p> <p>Tel: +94 11 4 794 400, +94 11 2 480 000</p>
<p>Sampath Bank PLC 110, Sir James PeirisMawatha, Colombo 02</p> <p>Tel: +94 11 2 300 260, 011 4 730 630</p>	<p>State Bank of India 16, Sir Baron Jayathilake Mawatha, Colombo 01</p> <p>Tel: +94 11 2 326 133-5, +94 11 2 439 405-6, +94 11 2 447 166, +94 11 2 472 097</p>

<p>Seylan Bank PLC Level 8, Ceylinco, Seylan Towers 90, Galle Road, Colombo 03</p> <p>Tel: +94 11 2 456 789, +94 11 4 701 812, +94 11 4 701 819, +94 11 4 701 829</p>	<p>Union Bank of Colombo PLC 64, Galle Road, Colombo 03</p> <p>Tel: +94 11 2 374 100</p>
<p>Pan Asia Banking Corporation PLC Head Office 450, Galle Road, Colombo 03</p> <p>Tel: +94 11 2 565 565</p>	<p>Public Bank Berhad 340, R A De Mel Mawatha, Colombo 03</p> <p>Tel: +94 11 2 576 289, +94 11 7 290 200-07</p>
<p>Nations Trust Bank PLC 242, Union Place, Colombo 02</p> <p>Tel:+9411 4 711 411</p>	

ANNEXURE IV - DECLARATION

DECLARATION

Manager

Siyapatha Finance PLC

.....

I/We.....

.....

.....and.....

.....of.....(address).....

.....holder/s of Passport

Number/ NIC Number..... who fall under definition of a US Persons under the

provision of the Foreign Account Tax Compliance Act ("FATCA") which is a US legislation aimed at

preventing tax evasion by US persons through overseas assets. I/We confirm that I/We understand

FATCA is extraterritorial by design and requires "US Persons" to report their financial assets held

overseas.

I/We hereby request Siyapatha Finance PLC which is recognized as a Foreign Financial Institutions

(FFIs) in terms of the FATCA to report all information pertaining to the accounts and investments

held by me/us in the Siyapatha Finance PLC and to remit any tax payable to the Internal Revenue

Services (IRS) of the United States of America. I/We further confirm that this request is made by

me/us with full knowledge and understanding of FATCA.

.....

Date

.....

Signature/s of Applicants

