

PROSPECTUS  
DEBENTURE ISSUE 2019  
SEYLAN BANK PLC





## PROSPECTUS

**AN INITIAL ISSUE OF THIRTY MILLION (30,000,000) FULLY PAID, BASEL III COMPLIANT, TIER 2, LISTED, RATED, UNSECURED, SUBORDINATED, REDEEMABLE DEBENTURES WITH A NON VIABILITY CONVERSION (DEBENTURES) AT A PAR VALUE OF LKR 100/- WITH AN OPTION TO ISSUE UPTO A FURTHER TWENTY MILLION (20,000,000) OF SAID DEBENTURES IN THE EVENT OF AN OVERSUBSCRIPTION AT THE DISCRETION OF THE BANK AND IN SUCH EVENT, THE MAXIMUM ISSUE OF SAID DEBENTURES TOTALLING TO FIFTY MILLION (50,000,000).**

**TO BE LISTED ON THE COLOMBO STOCK EXCHANGE**

**Rated "BBB+(lka)" BY FITCH RATINGS LANKA LIMITED**

**ISSUE IS LIMITED FOR "QUALIFIED INVESTORS" AS DEFINED HEREIN**

**ISSUE OPENS ON 9 APRIL 2019**

**JOINT MANAGERS TO THE ISSUE**



**By acquiring any Debentures, each Debenture Holder irrevocably consents to the principal amount of the Debenture and any accrued and unpaid interest thereon being deemed paid in full by the issuance of ordinary voting shares upon occurrence of a Trigger Event and the resulting Non-viability Conversion required to be effected by the Bank.**

**Upon a Non-Viability Conversion:**

- i. The Trustee shall not be required to take any further directions from holders/ beneficial owners of the Debentures under the Trust Deed and**
- ii. The Trust Deed shall impose no duties upon the Trustee whatsoever with respect to conversion of the Debentures into ordinary voting shares upon a Trigger Event**
- iii. Upon the occurrence of a Trigger Event, each outstanding Debenture of this issue will be converted, on a full and permanent basis**

**We advise you to read the contents of the Prospectus carefully prior to investment.**

If you are in any doubt regarding the contents of this document or if you require any clarification or advice in this regard, you should consult your Stock Broker, Bank Manager, Lawyer or any other Professional Advisor.

**Cautionary Statement**

**“This investment instrument is riskier than a bank deposit”.**

These Debentures are complex products and have provision for loss absorption in the form of Non-viability Conversion as set out in the Prospectus. This means that following the occurrence of a Trigger Event as may be determined by the Central Bank of Sri Lanka, the Bank will convert the Debentures into ordinary voting shares. An investor will be deemed paid in full the principal plus accrued and unpaid interest due on the Debentures, upon such conversion. The number and value of Ordinary Shares to be received on a Non - viability Conversion may be worth significantly less than the par value of the Debentures and can be variable.

Please refer to the ‘Risk Factors Section’ of the Prospectus for further details.

Each potential investor in these Debentures must determine the suitability of investment in light of its own circumstances. In particular, each potential investor may wish to consider, either on its own or with the help of its financial and other professional advisers, whether the investor:

- i. has sufficient knowledge and experience to make a meaningful evaluation of these Debentures, the merits and risks of investing in the Debentures and the information contained or incorporated by reference in this Prospectus;**
- ii. has access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in these Debentures and the impact the Debentures will have on its overall investment portfolio;**
- iii. has sufficient financial resources and liquidity to bear all of the risks of an investment in these Debentures;**
- iv. understands thoroughly the terms of these Debentures, including the provisions relating to the Non- viability Conversion of the Debentures, and is familiar with the behaviour of financial markets; and**
- v. is able to evaluate possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.**

A potential investor should not invest in these Debentures unless the investor has the expertise (either alone or with its financial and other professional advisers) to evaluate how the Debentures will perform under changing conditions, the resulting effects on the value of the Debentures and the impact this investment will have on the potential investor’s overall investment portfolio.”

**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 the accuracy of the statements made, opinions expressed or reports included in the Prospectus. Moreover, the CSE does not regulate the pricing of Debentures which is decided solely by the Issuer.**

## **PROSPECTUS**

This Prospectus is dated 01 April 2019

### **Responsibility for the Content of the Prospectus**

This Prospectus has been prepared from information provided by Seylan Bank PLC (hereinafter referred as the "Bank" or the "Issuer").

**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 Bank since the date of this Prospectus. If any material change in the affairs of the Bank occurs subsequent to the date of Prospectus and before the issue opening, same will be notified by way of an addendum.**

The Board of Directors of Seylan Bank PLC have seen and approved this Prospectus 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, the information contained herein is true and correct in all material respects and that there are no other material facts, the omission of which would make any statement herein misleading or inaccurate.

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

The Bank accepts responsibility for the information contained in this Prospectus. While the Bank has taken reasonable care to ensure full and fair disclosure of pertinent information, it does not assume responsibility for any investment decisions made by the investors based on the information contained herein. In making such investment decisions, prospective investors are advised to read the Prospectus and rely on their own examination and assessment of the Bank and the terms of the Debentures issued including the risks associated.

**For inquiries please contact the Managers to the Issue, Capital Alliance Partners Limited and/or the People's Bank Investment Banking Unit.**

## **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 for the inclusion of their name in the Prospectus as External Auditors and Reporting Accountants to the Issue and to the Bank.
- b) The written consent of the Rating Agency for the inclusion of their name in the Prospectus as Rating Agency to the Issue and to the Bank.
- 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) 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 of the Bank for the inclusion of the name in the Prospectus as Company Secretary to the Bank.
- f) The written consent of the Joint Managers to the Issue for the inclusion of their names in the Prospectus as Joint Managers 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 Lawyers to the Issue for the inclusion of their name in the Prospectus as Lawyers to the Issue.
- i) The declaration made and subscribed to, by each of the Directors of the Bank herein named as 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 and the Bank, Trustee to the Issue, Bankers to the Issue, Rating Agency to the Issue, Joint Managers to the Issue, Registrars to the Issue, Lawyers to the Issue and the Secretary to the Issuer 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, individual or any other outside party has been

authorized to give any information or to make any representation in this 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 authorized by the Bank.

### **Investment Considerations**

It is important that this Prospectus is read carefully prior to making an investment decision. For information concerning certain risk factors, which should be considered by prospective investors, see **Section 5.11 “Risks Factors Associated with Debentures”** of this Prospectus.

### **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 the Bank are classified as “Forward looking Statements”.

The risk and uncertainties that may cause the Bank’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 the Bank and currency values of economic data or industry data in a local context will be expressed in Sri Lanka Rupees. References in the Prospectus to “LKR”, “Rupees” or “Rs.” is the lawful currency of Sri Lanka.

Certain numerical figures in the 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 Qualified Investors 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 Qualified Investor mentioned in the application form differs 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 Qualified Investor. Therefore, Qualified Investors 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 Qualified Investors are required to indicate their CDS account number.

In line with this directive, THE DEBENTURES ALLOTTED TO A QUALIFIED INVESTOR WILL BE DIRECTLY DEPOSITED IN THE CDS ACCOUNT OF SUCH QUALIFIED INVESTOR, the details of which is indicated in their application form. 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 allotments will be made. The Bank may require a Qualified Investor to provide such documentation as is reasonably necessary to satisfy itself that the investor is a Qualified Investor.

### **PLEASE NOTE THAT DEBENTURE CERTIFICATES WILL NOT BE ISSUED.**

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

## ISSUE AT A GLANCE

<b>Issuer</b>	Seylan Bank PLC.												
<b>Instrument</b>	Fully Paid, BASEL III Compliant, Tier 2, Listed, Rated, Unsecured, Subordinated, Redeemable, Debentures with a Non-viability Conversion.												
<b>Listing</b>	The Debentures will be listed on the Colombo Stock Exchange												
<b>Number of Debentures</b>	An initial issue of Thirty Million (30,000,000) Fully Paid, BASEL III Compliant, Tier 2, Listed, Rated, Unsecured Subordinated, Redeemable Debentures with a Non Viability Conversion, at a par value of LKR 100/- with an option to issue up to a further Twenty Million (20,000,000) of said Debentures in the event of an oversubscription at the discretion of the Bank and in such event, the maximum issue of said Debentures totalling to Fifty Million (50,000,000).												
<b>Amount to be Raised</b>	Sri Lankan Rupees Three Billion (LKR 3,000,000,000/-) with an option to raise a further Sri Lankan Rupees Two Billion (LKR 2,000,000,000/-) at the discretion of the Bank in the event of an oversubscription of the initial Issue in order to raise up to a maximum of Sri Lankan Rupees Five Billion (LKR 5,000,000,000/-).												
<b>Issuer Rating</b>	A-(lka)/Stable by Fitch Ratings Lanka Limited												
<b>Issue Rating</b>	BBB+(lka) by Fitch Ratings Lanka Limited												
<b>Issue Price/Par Value</b>	LKR 100/- per Debenture												
<b>Interest Rate</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Type of Debentures</th> <th style="text-align: center;">Interest rate (per annum)</th> <th style="text-align: center;">AER</th> <th style="text-align: center;">Redemption</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;"><b>Type A</b></td> <td>Fixed coupon rate of <b>15.00%</b> Payable annually</td> <td style="text-align: center;"><b>15.00%</b></td> <td style="text-align: center;"><b>5 years</b></td> </tr> <tr> <td style="text-align: center;"><b>Type B</b></td> <td>Fixed coupon rate of <b>14.50%</b> Payable semi-annually</td> <td style="text-align: center;"><b>15.03%</b></td> <td style="text-align: center;"><b>5 years</b></td> </tr> </tbody> </table>	Type of Debentures	Interest rate (per annum)	AER	Redemption	<b>Type A</b>	Fixed coupon rate of <b>15.00%</b> Payable annually	<b>15.00%</b>	<b>5 years</b>	<b>Type B</b>	Fixed coupon rate of <b>14.50%</b> Payable semi-annually	<b>15.03%</b>	<b>5 years</b>
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<b>Type A</b>	Fixed coupon rate of <b>15.00%</b> Payable annually	<b>15.00%</b>	<b>5 years</b>										
<b>Type B</b>	Fixed coupon rate of <b>14.50%</b> Payable semi-annually	<b>15.03%</b>	<b>5 years</b>										
<b>Number of Debentures to be subscribed</b>	<p>Qualified Investors are allowed to invest in either:            Debentures of type A and/or            Debentures of type B</p> <p>Subject to the minimum subscription of 100 Debentures (LKR10,000/). Provided however, the subscription requirement applicable for an individual investor applying for the Debentures the minimum subscription shall be for 50,000 Debentures Rupees Five Million (LKR 5,000,000/-).</p>												



Any Application exceeding the minimum subscription should be in multiples of 100 debentures (LKR10,000/-)

**Method and payment of Principal & Interest**

By cheque marked "Account Payee Only" or through an electronic fund transfer mechanism recognised by the banking system of Sri Lanka such as SLIPS & RTGS (arranged only at the expense of the investor). RTGS transfers however could be effected only for amounts over and above the maximum value that can be accommodated via SLIPS transfers (i.e. LKR 5,000,000/- as of the date of this Prospectus). Electronic modes of payment shall be given priority in the payment of Principal Sum and Interest in the event accurate bank details are given.

**Interest Payment Date(s)**

The dates on which the interest payment shall fall due in respect of the Debentures, Type A: annually at the expiration of every one (01) year period commencing from the Date of Allotment of the Debentures and thereafter until the Date of Redemption and includes the Date of Redemption. Interest would be paid within three (03) market days from each interest payment date (Excluding such interest payment date). Type B: semi-annually at the expiration of every six (06) month period commencing from the Date of Allotment of the Debentures and thereafter until the Date of Redemption and includes the Date of Redemption. Interest would be paid within three (03) market days from each interest payment date (Excluding such interest payment date).

**Issue Opening Date**

09 April 2019

**Issue Closing Date**

29 April 2019 or such earlier date on which the initial Thirty Million (30,000,000) Debentures are fully subscribed or unless otherwise decided by the Bank to keep the Subscription List open until subscription of a further Twenty Million (20,000,000) Debentures or part thereof as may be decided by the Bank (refer section 5.2).

**Date of Allotment**

The Date on which the Debentures will be allotted by the Bank to the Qualified Investors subscribing thereto.

**Basis of Allotment**

In the event of an oversubscription, the basis of allotment will be decided by the Board of Directors of the Bank within seven (7) Market Days from the date of closure provided however, that the Board of Directors reserves the right to allot up to 75% of the Debentures on a preferential basis to institutional investor/s of strategic importance. Furthermore, Board of Directors of the Bank shall reserve the right to refuse any application or to accept any application in part only, without assigning any reason thereto.

Number of Debentures to be allotted to investors of strategic importance, on a preferential basis or otherwise will not exceed 75% of the total number of debentures to be issued under the proposed BASEL III compliant debt issue under any circumstances, unless there is an under subscription from the other qualified investors.(i.e qualified

investors who do not fall under preferential category). In the event of such undersubscription, the other qualified investor categories are to be allotted in full and any remaining debentures are to be allotted to identified qualified investors of strategic importance.

**Trigger Event**

Means point or event at which the Monetary Board of the Central Bank of Sri Lanka determines:

- (a) the Bank would become non-viable, without a write-down in terms of item 10(iii)(a) of the Web Based Return Code 20.2.3.1.1.1 of the Banking Act Direction No.1 of 2016 dated 29th December 2016 (as maybe amended from time to time); or
- (b) to make a public sector injection of capital, or equivalent support, without which the Bank would have become non-viable in terms of item 10(iii)(b) of the Banking Act Direction No.1 of 2016 dated 29th December 2016 (as maybe amended from time to time).

**Non-Viability Conversion**

In the event of an occurrence of a Trigger Event as determined at the sole discretion of the Central Bank of Sri Lanka, there would be a conversion of Debentures to Ordinary Voting Shares by the Bank, in compliance with BASEL III requirements.

Upon the occurrence of a Trigger Event, the outstanding balance of the Debentures including the total par value of the Debentures and Debenture Interest accrued and unpaid as at that date will be converted to Ordinary Voting Shares at the Conversion Price. In the event of any Debenture Holder being entitled to a fractional allotment of an Ordinary Voting Share on such issuance and allotment, the Company shall settle such sums in cash, based on the issue price of such share.

**Conversion Price**

The price based on the simple average of the daily Volume Weighted Average Price (VWAP) of an Ordinary Voting Share of the Company as published by the Colombo Stock Exchange during the three months (03) period, immediately preceding the date of the Trigger Event.

**Volume Weighted Average Price (VWAP)**

The Daily Volume Weighted Average Price (VWAP) of an Ordinary Voting Share as published by the Colombo Stock Exchange.

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## 1 CORPORATE INFORMATION

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<b>The Issuer</b>	Seylan Bank PLC
<b>Legal Form</b>	Seylan Bank PLC was incorporated on 28th August 1987 under the provisions of the Companies Act No. 17 of 1982 and was re-registered under the Companies Act No.7 of 2007 on 30th May 2007. Seylan Bank commenced its business operation as a licensed commercial bank regulated under the Banking Act No. 30 of 1988 (as amended) on 24th March 1988. It was listed on the Main Board of the Colombo Stock Exchange on 5 <sup>th</sup> January 1989.
<b>Company Registration Number</b>	PQ 9
<b>Date of Incorporation</b>	28th August 1987
<b>Registered Address</b>	Seylan Towers, 90, Galle Road, Colombo 03. Email: info@seylan.lk Website: www.seylan.lk Tel: +94 11 2456380/396/397, Fax: +94 11 2452584
<b>Board of Directors</b>	Mr W M R S Dias – Non -Independent, Non-executive Director/ Chairman Mr W D K Jayawardena - Non -Independent, Non-executive Director/Deputy Chairman Ms M C Pietersz - Independent, Non-executive Director/Senior Director Mr K P Ariyaratne - Director/Chief Executive Officer Mr P L S K Perera - Independent, Non-executive Director Mr S V Corea - Non-independent, Non-executive Director Mr A S Wijesinha – Independent, Non-executive Director Mrs S K Salgado – Independent, Non-executive Director Mr D M D K Thilakarathne – Non-independent , Non-executive Director Mr D R Abeysuriya – Independent, Non-executive Director Mr R D Tissera – Alternate to Non -Independent, Non-executive Director to Mr W D K Jayawardena
<b>Company Secretary</b>	Mrs N N Najumudeen Seylan Bank PLC Level 13 - Seylan Towers, 90, Galle Road Colombo 03 Email: csy@seylan.lk Tel: +94 11 2456397, Fax: +94 11 2452584

**Auditors to the Bank**

M/s KPMG,  
Chartered Accountants  
32A Sir Mohamed Macan Markar Mawatha,  
Colombo 03  
Tel: +94 115426426, Fax: +94 11 2445872

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## 2 RELEVANT PARTIES TO THE ISSUE

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**Joint Managers to the Issue**    **Capital Alliance Partners Limited**

Level 5, "Millennium House",  
46/58, Navam Mawatha,  
Colombo 02.  
Tel: +94 11 2317777, Fax: +94 11 2317788

**People's Bank Investment Banking Unit.**

People's Bank Head office,  
13th floor,  
No.75, Sir Chittampalam A Gardiner Mawatha,  
Colombo 02.  
Tel: +94 11 2206795/6, Fax: +94 11 2458842

**Secretary to the Issuer**

**Mrs. N N Najumudeen**

Company Secretary  
Seylan Bank PLC  
Level 13 - Seylan Towers  
90 Galle Road, Colombo 03, Sri Lanka  
Tel : 0094 11 2456397, 0094 11 2456380  
Fax : 0094 11 2452584

**Lawyers to the Issue**

**M/s Nithya Partners**

No. 97A, Galle Road,  
Colombo 03.  
Tel: +94-11 4 712 625, +94 11 2 335 908  
Fax: +94-11 2 328 817

**Registrars to the Issue**

**SSP Corporate Services (Pvt) Ltd**

No 101, Inner Flower Road,  
Colombo 03.  
Tel :+94 11 2573894 ,+94 11 2576871, Fax: +94 11 2573609

**Bankers to the Issue**

**Seylan Bank PLC**

Millennium Branch,  
"Seylan Towers"  
No.90, Galle Road,  
Colombo 03.  
Tel :+94 11 2456103, +94 11 2456135, Fax +94 11 2452506

**Trustee to the Issue**

**Bank of Ceylon**

Head Office

Bank Square,

No.1, Bank of Ceylon Mawatha, Colombo 01

Tel : +94 11 2340890 Fax : +94 11 2340890

**Auditors to the Issue**

**M/s KPMG,**

Chartered Accountants,

32A Sir Mohamed Macan Markar Mawatha,

Colombo 03.

Tel: +94 11 5426426, Fax: +94 11 2445872

**Credit Rating Agency to the Issue**

**Fitch Ratings Lanka Ltd**

No.15-04, East Tower, World Trade Centre,

Colombo 01

T: 94-11-2541900 Fax: 94-11-2501903



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### 3 LIST OF ABBREVIATIONS

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<b>AER</b>	Annual Effective Rate
<b>ATS</b>	Automated Trading System of the Colombo Stock Exchange
<b>AWPLR</b>	Average Weighted Prime Lending Rate
<b>BN/Bn</b>	Billion
<b>CAL</b>	Capital Alliance Partners Limited
<b>CBSL</b>	Central Bank of Sri Lanka
<b>CCB</b>	Capital Conservation Buffer
<b>CDS</b>	Central Depository System (Private) Limited
<b>CSE</b>	Colombo Stock Exchange
<b>DSIB</b>	Domestic Systemically Important Bank
<b>FCBU</b>	Foreign Currency Banking Unit
<b>FY</b>	Financial Year
<b>IIA</b>	Inward Investment Account
<b>KMP</b>	Key Management Personnel
<b>LCB</b>	Licensed Commercial Bank
<b>LKAS</b>	Sri Lanka Accounting Standard
<b>LKR/Rupees/Rs.</b>	Sri Lankan Rupees
<b>MN/Mn</b>	Million
<b>NIC</b>	National Identity Card
<b>POA</b>	Power of Attorney
<b>RGFCA</b>	Resident Guest Foreign Currency Account
<b>RGRCA</b>	Resident Guest Rupee Current Account
<b>RTGS</b>	Real Time Gross Settlements
<b>RWA</b>	Risk Weighted Assets
<b>SEC</b>	The Securities and Exchange Commission of Sri Lanka
<b>SIA</b>	Securities Investment Account
<b>SLFRS</b>	Sri Lanka Financial Reporting Standard
<b>SLIPS</b>	Sri Lanka Inter Bank Payment System
<b>Issuer/Bank</b>	Seylan Bank PLC
<b>T-Bill</b>	Treasury Bill
<b>VAT</b>	Value Added Tax
<b>WHT</b>	Withholding Tax
<b>YoY</b>	Year on Year

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#### 4 GLOSSARY OF TERMS RELATED TO THE ISSUE

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<b>Applicant(s)</b>	Any person(s) who is a Qualified Investor and who submits an Application Form under this Prospectus
<b>Application Form / Application</b>	The Application Form that constitutes part of this Prospectus through which an Applicant may apply for the Debentures
<b>Bank/Issuer</b>	Seylan Bank PLC
<b>Basel III</b>	A Global Regulatory Framework for More Resilient Banks and Banking System, issued by the Basel Committee on Banking Supervision of the Bank for International Settlement in December 2010 (Revised in June 2011).
<b>Closing Date</b>	29 April 2019 or such earlier date on which the initial Thirty Million (30,000,000) Debentures are fully subscribed or unless otherwise decided by the Bank to keep the Subscription List open until subscription of a further Twenty Million (20,000,000) Debentures or part thereof as may be decided by the Bank (refer section 5.2).
<b>Non- Viability Conversion</b>	<p>In the event of an occurrence of a Trigger Event as determined at the sole discretion of the Central Bank of Sri Lanka, there would be a conversion of Debentures to Ordinary Voting Shares by the Bank, in compliance with BASEL III requirements.</p> <p>Upon the occurrence of a Trigger Event, the outstanding balance of the Debentures including the total par value of the Debentures and Debenture Interest accrued and unpaid as at that date will be converted to Ordinary Voting Shares at the Conversion Price. In the event of any Debenture Holder being entitled to a fractional allotment of an ordinary voting share on such issuance and allotment, the Company shall settle such sums in cash, based on the issue price of such share.</p>
<b>Entitlement Date</b>	Market Day immediately preceding the respective Interest Payment Date or immediately preceding the Date of Redemption on which a Debenture Holder would need to be recorded as being a Debenture Holder on the list of Debenture Holders provided by the CDS to the Bank in order to qualify for the payment of any interest or any redemption proceeds.
<b>Date of Allotment</b>	The date on which the Debentures will be allotted by the Bank to the Applicants subscribing thereto.

<b>Date of Redemption</b>	The date on which the Redemption/Maturity of the Debentures will take place as referred to in section 5.7 of this Prospectus.
<b>Debentures</b>	Fully paid, BASEL III Compliant, Tier 2, Listed, Rated, Unsecured, Subordinated, Redeemable Debentures with a Non-viability Conversion, to be issued pursuant to this Prospectus.
<b>Debenture Holder(s)</b>	Any person who being a Qualified Investor who is for the time being the holder of the Debentures and includes his/her respective successors in title.
<b>Interest Payment Date(s)</b>	The dates on which the interest payment shall fall due in respect of the Debentures, Type A: annually at the expiration of every one (01) year period commencing from the Date of Allotment of the Debentures and thereafter until the Date of Redemption and includes the Date of Redemption. Interest would be paid within three (03) market days from each interest payment date (Excluding such interest payment date) Type B: semi-annually at the expiration of every six (06) month period commencing from the Date of Allotment of the Debentures and thereafter until the Date of Redemption and includes the Date of Redemption. Interest would be paid within three (03) market days from each interest payment date (Excluding such interest payment date)
<b>Interest Period</b>	Type A: The one (01) year 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). Type B: The six (6) month period from the date immediately succeeding a particular Interest Payment Date and ending on the next Interest Payment Date (inclusive of the said commencement date and end date) and shall include with respect to the first Interest Period the period commencing from the Date of Allotment and ending on the first Interest Payment Date (inclusive of the said commencement date and end date) and with respect to the final Interest Period 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).

<b>Issue</b>	The offer of Debentures pursuant to this Prospectus
<b>Issue price</b>	LKR 100/- (Sri Lankan Rupees Hundred) per Debenture
<b>Non-viability Conversion Price</b>	The price based on the simple average of the daily Volume Weighted Average Price (VWAP) of an Ordinary Voting Share of the Company as published by the Colombo Stock Exchange during the three months (03) period, immediately preceding the date of the Trigger Event.
<b>Non- Resident(s)</b>	Persons resident outside Sri Lanka including country funds, regional funds, investment funds and mutual funds established outside Sri Lanka.
<b>Par Value</b>	LKR 100/- (Sri Lankan Rupees Hundred) per Debenture
<b>Principal Sum</b>	The product of the number of Debentures allotted and Par Value
<b>Prospectus</b>	This Prospectus dated 01 April 2019 issued by Seylan Bank PLC.
<b>Qualified Investors</b>	<p>(a) A commercial bank licensed by the Central Bank of Sri Lanka in terms of the Banking Act, No. 30 of 1988 (as amended).</p> <p>(b) A specialized bank licensed by the Central Bank of Sri Lanka in terms of the Banking Act, No.30 of 1988 (as amended).</p> <p>(c) A mutual fund, pension fund, Employee Provident Fund or any other similar pooled fund.</p> <p>(d) A venture capital fund/ company and private equity company.</p> <p>(e) A finance company licensed by the Central Bank of Sri Lanka in terms of the Finance Business Act. No 42 of 2011 (as amended).</p> <p>(f) A company licensed by the Central Bank of Sri Lanka to carry on finance leasing business under the Finance Leasing Act, No 56 of 2000 (as amended).</p> <p>(g) A company licensed by the Insurance Board of Sri Lanka to carry on Insurance business in terms of the Regulation of the Insurance Industry Act, No. 43 of 2000 (as amended).</p> <p>(h) A corporate (listed or unlisted) which does not fall under the above categories and is incorporated under the Companies Act No.7 of 2007.</p> <p>(i) An investment trust or investment company.</p> <p>(j) A non-resident institutional investor</p> <p>(k) An individual with a minimum initial investment amount of Rs.5,000,000/=.</p>
<b>Redemption</b>	Repayment of the Principal Sum accrued and unpaid interest (if any) with regard to a Debenture Holder by the Bank.

<b>Registered Address</b>	The address provided by the Debenture Holders to the CDS.
<b>Subordinated</b>	<p>Means the claims of the Debenture Holders shall in the event of winding up of the Bank rank after all the claims of depositors, secured creditors and other unsecured creditors of the Bank and any preferential claims under any Statutes governing the Bank but shall rank:</p> <p>a) pari passu with any other subordinated debentures which had been issued by the Bank;</p> <p>(b) in priority to and over the claims and rights of the Shareholder/s of the Bank</p> <p><u>unless there has been an issuance of shares to the Debenture Holders upon the occurrence of a Trigger Event in which case a Debenture Holder would cease to be a Debenture Holder and become a shareholder of the Bank to the extent of such issuance.</u></p>
<b>Tier 2</b>	Tier 2 Capital includes qualifying Tier 2 capital instruments, revaluation gains approved by CBSL and general loan loss provision of the Bank.
<b>Trigger Event</b>	<p>Means a point or event at which the Monetary Board of the Central Bank of Sri Lanka determines:</p> <p>(a) the Bank would become non-viable, without a write-down in terms of item 10(iii)(a) of the Web Based Return Code 20.2.3.1.1.1 of the Banking Act Direction No.1 of 2016 dated 29th December 2016 (as maybe amended from time to time); or</p> <p>(b) to make a public sector injection of capital, or equivalent support, without which the Bank would have become non-viable in terms of item 10(iii)(b) of the Banking Act Direction No.1 of 2016 dated 29th December 2016 (as maybe amended from time to time).</p>
<b>Trust Deed</b>	Trust Deed executed between Seylan Bank PLC and Bank of Ceylon on 22 March 2019.
<b>Volume Weighted Average Price (VWAP)</b>	The daily Volume Weighted Average Price (VWAP) of an Ordinary Voting Share as published by the Colombo Stock Exchange

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## 5 INFORMATION RELATING TO THE ISSUE

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### 5.1 INVITATION TO SUBSCRIBE

The Board of Directors of Seylan Bank PLC by Resolution passed on 12 December 2018 resolved to borrow a sum of LKR Three Billion (LKR 3,000,000,000/-) with an option to raise further LKR Two Billion (LKR 2,000,000,000/-) at the discretion of the Bank, in the event of an oversubscription of the initial Issue of LKR 3,000,000,000/-. In the event of the exercise of such option the total funds raised from Qualified Investors would be a maximum of LKR Five Billion (LKR 5,000,000,000/-). The issue would comprise, Fully Paid, BASEL III Compliant, Tier 2, Listed, Rated, Unsecured, Subordinated, Redeemable, Debentures with a Non-viability Conversion. Debentures would be issued at an issue price of LKR 100/- per Debenture and shall be for a tenure of Five (05) years, and at an interest rate as morefully described in section 5.4 of this Prospectus.

The rights of the Debenture Holders with respect to payment of the principal sum and accrued interest due thereon upon winding up of the Bank rank after all the claims of depositors, secured creditors and other unsecured creditors of the Bank and any preferential claims under any Statutes governing the Bank but shall rank (a) *pari passu* with any other subordinated debentures which had been issued by the Bank; (b) in priority to and over the claims and rights of the Shareholder/s of the Bank. However, if there has been an issuance of Ordinary Voting Shares to the Debenture Holders upon the occurrence of a Trigger Event a Debenture Holder would cease to be a Debenture Holder and would become a Shareholder of the Bank to the extent of such issuance and will rank equal and *pari passu* with existing Ordinary Voting Shareholders.

It is the intention of the Bank to list the Debentures on the Colombo Stock Exchange. The CSE has given its approval in principle for the listing of the Debentures and any Ordinary Voting Shares which may be issued upon the occurrence of a Trigger Event on the CSE.

Only Qualified Investors would be eligible to invest in the Debentures in both the primary and secondary markets, provided that an individual investor entering the market anew through the secondary market (i.e. without having invested in such Debentures through the primary offer) would also need to invest at minimum a sum of Rs.5,000,000/-. Accordingly, the secondary market trading of the Debentures are limited to the Qualified Investors

### 5.2 SUBSCRIPTION LIST

Subject to the provisions contained below, the subscription list for the Debentures will be open at 9.30 a.m. on 09 April 2019 and shall remain open for fourteen (14) Market Days until closure at 4.30 pm 29 April 2019.

However, In the event the Board of Directors of the Company decides to exercise the option to issue further up to 20,000,000 Debentures (having subscribed the initial Issue of 30,000,000 Debentures) but subsequently decides to close the subscription list upon part of the further Issue of 20,000,000 Debentures becoming subscribed or in the event the Board of Directors of the Company decides to close the Issue without the full subscription of the 1st tranche, 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.

Application may be made forthwith in the manner set out under the Procedure for Application in section 6.0 of this Prospectus and will be accepted at any one of the collection points set out in Annexure III of this Prospectus.

### 5.3 OBJECTIVES OF THE ISSUE

The primary objectives of the issue of the Debentures are:

- (a) to strengthen the Tier 2 Capital base of the Bank as per BASEL III requirements; and
- (b) to meet the current credit demand (loans and advances) of the Bank over a period of twelve months from the date of allotment or 31st December 2019 whichever is earlier.

Until such credit demands are fully met, the proceeds would be invested in government securities which are risk free investments. They would be invested at the current market rates and are expected to generate a return at the rate of approximately 9% p.a. to 10% p.a.

The monthly average disbursement of funds in loans and advances (excluding overdrafts, revolving imports loans and short term loans) during the quarter ended 31 December, 2018 was approximately LKR15.412 Billion. It should be mentioned that the Bank experienced a net loan growth of LKR44.842 Billion during the year 2017 and LKR46.021 Billion during 2018. The cost associated with the Debenture would be compensated by the income generated from the funds raised and the benefits derived from having a strong regulatory capital.

#### **Present status of the Bank with respect to Capital Adequacy under BASEL III**

The Bank was required to comply with the Banking Act Direction No 01 of 2016 dated 29<sup>th</sup> December, 2016 on Capital Requirements under BASEL III which is effective from 1<sup>st</sup> July 2017 wherein the minimum statutory requirement applicable for capital adequacy is as detailed in Table 1 below. The Bank needs to take appropriate action to comply with the same based on Capital requirements for Banks with Total Assets less than Rs. 500 Billion of the said Direction. The Bank is in compliance with BASEL III requirement as at 31.12.2018.

#### **Capital Adequacy Ratio (CAR) - Requirement as a percentage of Risk Weighted Assets (RWA) for Banks with Assets less than Rs. 500 Billion**

Components of Capital	Minimum Regulatory Requirements		
	01.07.2017	01.01.2018	01.01.2019
Common Equity Tier 1 including CCB*	5.75%	6.375%	7.00%
Total Tier 1 including CCB	7.25%	7.875%	8.50%
Total Capital Ratio including CCB	11.25%	11.875%	12.50%

- \*CCB: Capital Conservation Buffer.

The Bank's Total Capital Ratios as at 31<sup>st</sup> December 2018 was as follows:

<b>Ratio`</b>	<b>Statutory Requirement</b>	<b>Bank's Ratio as at 30.09.2018 (as per the Interim Financial statements published by the Bank)</b>	<b>Bank's Ratio as at 31.12.2018 (subject to audit)</b>
<b>Common Equity Tier 1 including CCB*</b>	6.375%	10.19%	9.60%
<b>Total Tier 1 including CCB</b>	7.875%	10.19%	9.60%
<b>Total Capital Ratio including CCB</b>	11.875%	13.54%	12.70%

The Bank's total asset base as at 31<sup>st</sup> December 2018 was approximately LKR 470 Billion (*subject to audit*).

**The position of the Bank with regard to Capital Adequacy as at 31 December 2018 based on the BASEL III requirements.**

The position of the CAR of the Bank in terms of BASEL III as at 31.12.2018 and 01.01.2019 in terms of BASEL III and the expected CAR pursuant to the Debenture issue are as follows

<b>CAR position of the Bank as at 30.09.2018 in terms of BASEL III (as per the Interim Financial Statements published by the Bank)</b>	<b>BASEL III CAR Requirement as at 31.12.2018</b>	<b>CAR position of the Bank as at 31.12.2018 in terms of BASEL III (subject to audit)</b>	<b>BASEL III CAR Requirement as at 01.01.2019</b>	<b>Estimated minimum amount of funds the Bank is required to raise from the Debenture Issue which will have a convertible option in compliance with BASEL III requirements to improve the CAR position as at quarter ending 31.03.2019 *</b>	<b>Expected CAR position to be achieved by the Bank, immediately after the Debenture Issue</b>	
					<i>Upon successful subscription and allotment of debentures totaling LKR 3.0 Billion</i>	<i>Upon successful subscription and allotment of debentures totaling LKR 5.0 Billion</i>
13.54%	11.875%	12.70%	12.50%	LKR 1.412 Billion	13.06%	13.66%

*\*This has been estimated by considering the expected credit growth, impact arising from SLFRS 09 implementation, Enhanced Gratuity Liability, Fair Value drop in Available for Sale investments etc.*



Approval has been obtained from the Central Bank of Sri Lanka to include the Debentures as Tier 2 capital of the Bank. Strengthening the Tier 2 Capital will facilitate the Bank's envisaged asset growth whilst maintaining its Capital Adequacy at satisfactory levels.

Further, the Bank has obtained the shareholder approval by way of a Special Resolution for the issuance of Ordinary Voting Shares which may be occasioned by the occurrence of a 'Trigger Event'. Further as per the Rule 2.2.1 (k) of the CSE Listing Rules, the Bank has also obtained the Shareholder approval by way of a Special Resolution at the Extraordinary General Meeting of the Bank held on 7 March, 2019 for the issuance of the Debentures.

The Bank, as at the date of the Prospectus has not recognized related parties for the lending of the proceeds of the Issue. As such, the Bank will disburse the proceeds of the Issue in the ordinary course of business. However, in the event, funds are lent to related parties in future, such lending will be done in accordance with Section 9 of the CSE Listing Rules.

**Note:** *The entirety of the cash flow from the Debenture proceeds will be considered as "Tier 2 Capital".*

The Bank has utilized the proceeds of all previous Debenture Issues towards achieving the objectives of the respective Issues.

### Utilisation of Debenture Proceeds

The utilization of the proceeds from the Debenture Issue will be disclosed in the Interim Financial Statements and the Annual Report of the Bank from the issue opening date until the objective of the Debenture Issue with respect to the utilization of the proceeds are achieved. The disclosure would contain the information as per following template:

#### Debenture Issue proceeds utilization as at dd-mm-yyyy

Objective number	Objective as per Prospectus	Amount allocated as per prospectus in LKR	Proposed date of utilization as per Prospectus	Amount allocated from proceeds in LKR (A)	% of total proceeds	Amount utilized in LKR (B)	% of Utilized against allocation (B/A)	Clarification if not fully utilized including whether the funds are invested (eg. whether lent to related party/s)
1								
2								
3								

In the event the proceeds raised are fully utilized in terms of the objectives disclosed in the Prospectus prior to submission of the company's next immediate financial statements (i.e. either interim financial statements or annual report), the company will disclose the fact that proceeds have been utilized in its entirety as per the above template.

**Note:**

If there are any changes occurring in circumstances due to specific risks relating to objectives of the Debenture issue as highlighted in section "Risks Relating to Objectives of the Debenture Issue", the Company may use the funds appropriately, i.e. if funds are not utilized for loan growth within the specified timeline, they will be invested in Government Securities for which no further approval from Debenture Holders will be sought, as same is not required.

**Risks relating to the objectives of the Debenture Issue;**

As the primary objective of the Bank is to carry on the business of lending or advancing of money, the business of lending to customers whether they are related parties or not, are recurrent transactions carried out in the ordinary and usual course of business of the Bank. Nevertheless, the Bank has an internal threshold on exposure to related parties against its regulatory capital and therefore the exposure will be limited to such threshold limit.

Since the proposed Debenture Issue is to raise up to a maximum of Rs.5.0 Billion and as there is a demand for credit there is no specific risk factor that may lead to non-achievement of the objective of the Issue. In the event the objective of raising Tier 2 capital is not achieved fully, the Bank would have to restrict itself to a slower growth in the future. However, the Bank would be able to supplement this requirement to a certain degree with retention of expected profits.

The risk of under subscription of the Debenture Issue will be greatly mitigated through appointing experienced Financial Advisors and Managers to the Issue, pre-marketing and building a pipeline of potential investors. However, if the Bank is unable to lend these funds within the 12 months from the date of allotment or 31 December 2019 whichever is earlier due to subdued credit growth, the funds that would be raised would be invested in Government Securities at zero default risk until credit demands are fully met. Further, Bank does not identify any specific risk factor that may lead to non-achievement of expanding the loans and advances portfolio through diverse lending products within the specified time line with the proceeds of the Issue up to a maximum of Rs.5.0 Bn.

In the event the Bank does not utilize the funds raised for the stated objectives and proposes to utilize the same for another objective or objectives, it will issue an announcement to that effect and take steps to seek Shareholder's approval prior to such utilization.

**5.4 INTEREST ON THE DEBENTURES**

The Debentures will carry a rate of interest as described in the table below.

Type	Description
<b>A</b>	Fixed interest rate of 15.00% p.a payable in annual coupons from the Date of Allotment until maturity in five years (AER 15.00%)
<b>B</b>	Fixed interest rate of 14.50% p.a payable in Semi-annual coupons from the Date of Allotment until maturity in five years (AER 15.03%)

The interest calculation will be based upon the actual number of days (irrespective of the holidays) in each interest payment period (Actual / Actual) and will be paid not later than Three (03) Market Days from each Interest Payment Date.

Payment of the interest on the Debenture will be made after deducting any taxes and charges thereon (if any) in Sri Lankan Rupees as per the applicable law prevalent at the time of interest payment to the Debenture Holders.

In order to accommodate the Debenture interest cycles in the CDS, the Debenture Holders to whom interest shall be paid shall be those holding Debentures in the CDS as of the Entitlement Date.

Upon the occurrence of the 'Trigger Event', the Company shall be required and entitled to issue and within twenty (20) days to allot Ordinary Voting Shares of the Company ranking equal and *pari-passu* with the existing Ordinary Voting Shares, to the Debenture Holders up to the outstanding balance of such Debentures including the total par value of the Debentures and Debenture Interest. Upon issuance of Ordinary Voting Shares as above, the Debenture will cease to exist and accordingly, no interest will be accrued on the Debentures thereafter.

## **5.5 PAYMENT OF PRINCIPAL AND INTEREST**

The Bank will redeem the Debentures on the Date of Redemption as specified in Section 5.7 and the interest payments will be made as specified in this section.

The payment of the 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 recognized by the banking system of Sri Lanka such as SLIPS and RTGS in the event accurate bank account details are provided. RTGS transfers however could be effected only for amounts over and above the maximum value that can be accommodated via SLIPS transfers (i.e. LKR 5,000,000/- as of the date of this Prospectus).

However, in the event such payment is over the maximum amount that can be accommodated through electronic fund transfer mechanism recognised by the banking system of Sri Lanka or if the Debenture Holder has not provided to the CDS accurate and correct details of his/her 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.

The payment of Principal Sum and Interest will be made in Sri Lanka Rupees in favour of the respective Debenture Holders 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.

## **5.6 APPLICATION OF TAX ON INTEREST PAYMENTS**

Interest on the Debentures will be paid after deducting any taxes and charges thereon (if any) as per the applicable law prevalent at the time of interest payment to the Debenture Holders.

Currently applicable Withholding Tax (WHT) rate on debenture interest for tax liable debenture holders is 5%.

## **5.7 REDEMPTION**

The Debentures are redeemable at maturity on the expiry of five (05) years from the Date of Allotment in accordance with the provisions contained in the Trust Deed.

Where the Company seeks to redeem the Debentures prior to the Date of Redemption, such early redemption shall only be permitted with the prior written approval from the Director of Bank Supervision of the Central Bank of Sri Lanka and the approval of the Debenture Holders representing three fourths ( $\frac{3}{4}$ ) of the nominal value of such Type of Debentures.

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 where the Debentures have become immediately payable in terms of Clause 10 of the Trust Deed.

On the Date of Redemption of the Debentures, the Company shall in accordance with the provisions contained in the Trust Deed pay to the Debenture Holders not later than three (03) market days from such date, the principal sum of the Debentures which ought to be redeemed and interest (if any) remaining unpaid up to the date immediately preceding the Date of Redemption of the Debentures, unless a Trigger Event as morefully described in this prospectus occurs prior to such date.

If the Date of Redemption falls on a day which is not a Market Day, then the Date of Redemption shall be the immediately succeeding Market Day and interest shall be paid up to the date immediately preceding such Market Day (inclusive of all intervening non-Market Days).

### **Occurrence of a Trigger Event**

Upon the occurrence of the Trigger Event as determined by the Monetary Board of the Central Bank of Sri Lanka, the Bank shall be required and entitled to issue and within twenty (20) days to allot Ordinary Voting Shares of the Bank ranking equal and pari passu with the existing Ordinary Voting Shares to the Debenture Holders as of the date of the Trigger Event, up to the outstanding balance of such Debentures including the total par value of the Debentures and Debenture Interest at an issue price for such Ordinary Voting Shares which will be based on the simple average of the daily Volume Weighted Average Price of an Ordinary Voting Share of the Company during the three months (03) period, immediately preceding the date of the Trigger Event.

The CDS upload pertaining to Ordinary Voting Shares will be completed within 10 market days from the date of allotment of such shares. In the event of any Debenture Holder being entitled to a fractional allotment of an Ordinary Voting Share on such issuance and allotment, the Bank shall settle such sums in cash, based on the issue price of such share within fourteen (14) market days from the date of allotment of the said Ordinary Voting Shares.

## **Market Announcements**

The Bank on receipt of a Trigger Event notification from the Central Bank of Sri Lanka will immediately make a market announcement of the same and further announce the conversion of the Debentures to Ordinary Voting Shares at the "Conversion Price" that would be determined and the relevant dates, i.e. 'cut-off dates', etc.

## **Conversion Price**

Outstanding balance of the Debentures including the total par value of the Debentures and Debenture Interest, at an issue price for such Ordinary Voting Shares which will be based on the simple average of the daily Volume Weighted Average Price (VWAP) of an Ordinary Voting Share of the Company as published by the Colombo Stock Exchange during the three months (03) period, immediately preceding the date of the Trigger Event (Any reference in this document to VWAP would carry the same meaning as explained herein).

Averaging out of the VWAP over a period of 3 months preceding the Trigger Event as opposed to a shorter window closer to the Trigger Event, is aimed at smoothing out price effects.

If the prevailing 3 month Volume Weighted Average Share Price at the time of the Trigger Event is low, it would result in a comparatively higher number of Ordinary Voting Shares being issued to the Debenture Holders. Alternately, a higher 3 month Volume Weighted Average Share Price at the time of the Trigger Event would result in a comparatively lower number of Ordinary Voting Shares being issued to Debenture Holders.

## **Compliance with applicable laws and regulations**

Issue of any new Ordinary Voting Shares due to occurrence of a Trigger Event, would be carried out in compliance with the applicable laws and regulations of Sri Lanka, including any regulations applicable on 'material interest that a shareholder may hold' in terms of the Banking Act.

## **Non Occurrence of a Trigger Event**

The proposed Debentures will be redeemed after the expiry of the respective tenures of the Debentures, i.e five (05) from the Date of Allotment of such Debentures and the principal sum and unpaid and accrued interest (if any) payable on the redemption of Debentures will be paid not later than three (03) Market Days from the Date of Redemption, unless otherwise a 'Trigger Event' occurs as detailed herein.

## **5.8 TRUSTEE TO THE ISSUE**

Bank of Ceylon has been appointed as the Trustee to this Debenture Issue. The Bank and the Trustee have executed a Trust Deed. In the application form for subscription of Debentures the Applicants are required to irrevocably authorize the Trustee, subject to any overriding clauses in the Trust Deed to act as their agent in entering in to such deeds, writing and instruments with the Bank and to act as

Trustee for the benefit of and interest of the Debenture Holders on the terms and conditions contained in the said Trust Deed.

The rights and the 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. There is no conflict of interest arising between the Trustee or its Board of Directors and the Bank.

Bank of Ceylon holds 7.5% of Ordinary Voting Shares of Seylan Bank PLC.

## **5.9 RIGHTS OF THE DEBENTURE HOLDERS**

- a) Debenture Holders are entitled to the following rights and other rights which are set out in the Trust Deed:
- To receive the Principal on the Date of Maturity/Redemption, and interest on the Debenture as per Section 5.5 and 5.7 of this Prospectus and the provisions contained in the Trust Deed.
  - To call a Debenture Holders meeting, receive notice and attend the meetings of Debenture Holders in accordance with the provisions contained in the Trust Deed.
  - Receiving a copy of the annual report of the Bank within 5 months from the end of the Financial Year.

In the event of the Bank being subject to a winding up, the claims of the Debenture Holders will rank after all the claims of the secured and unsecured creditors of the Bank and the preferential claims under section 365 of the Companies Act No.07 of 2007, but in priority to and over the claims and rights of the Shareholders of the Bank, unless there has been an issuance of Ordinary Shares to the Debenture Holders upon the occurrence of a Trigger Event in which case, a Debenture Holder would cease to be a Debenture Holder and would become a Shareholder of the Bank to the extent of such issuance and will rank equal and *pari passu* with existing Ordinary Voting Share Holders.

- b) Debenture Holders are not entitled for the following;
- Attending and voting at the meetings of holders of Shares and other Debentures issued by the Bank.
  - Sharing in the profit of the Bank.
  - Participating in any surplus in the event of liquidation.
  - Calling for redemption before maturity, subject to provisions stated in the Trust Deed.
  - Convert the Debentures into Ordinary Shares at their option

However, in the event the Debenture Holders become Shareholders of the Bank, due to the occurrence of Trigger Event there would be an entitlement to exercise such rights as are exercisable by the Shareholders of the Bank.

When making payment of the Principal sum and Interest on the Debentures, the Bank shall always act on the information furnished by the CDS and it shall be the responsibility / obligation of each Debenture Holder to update all information in respect of such Debenture Holder in the CDS. Each Debenture Holder shall absolve the Bank, CDS and CSE from any responsibility or liability in respect

of any error or absence of necessary changes initiated by the Debenture Holders in the information recorded with the CDS.

## **5.10 INSPECTION OF DOCUMENTS**

Certified copies of the Articles of Association of the Bank, the audited financial statements of the Bank for the last five years ending 31<sup>st</sup> December - 2014, 2015, 2016, 2017 and 2018, Rating Report, Trust Deed and all other documents pertaining to the Bank, to which references are made in this Prospectus could be inspected by the public during normal business hours at the Registered Office of Seylan Bank PLC from the date hereof, until the Date of Maturity of the Debentures issued.

In terms of Rule 3.3.11 (b) of the CSE Listing Rules; the Prospectus, Articles of Association of the Bank and the Trust Deed are hosted in the Bank's website, [www.seylan.lk](http://www.seylan.lk), and the CSE website, [www.cse.lk](http://www.cse.lk), from the date of opening of the subscription list until the Date of Redemption of the Debentures.

Furthermore, the copies of the Prospectus and Application Form will be made available free of charge from the collection points as set out in Annexure III, from seven market (07) days prior to the date of opening of the subscription list.

## **5.11 RISK FACTORS ASSOCIATED WITH DEBENTURES**

Subscribers to the Debentures will be exposed to the following risks:

### **(a) Interest Rate Risk**

The price of a typical Debenture will change in the opposite direction to a change in the market interest rates, assuming all other factors are equal. "Market Interest Rate" refers to the interest rate expected by investors for investments with a similar maturity and risk profile. As market interest rates rise, price of the Debentures may fall and as market interest rates fall, the price of the Debenture may rise. If an investor sells a Debenture prior to maturity when market interest rate is higher than on the Debenture interest rates, the investor may incur a capital loss. Similarly, if an investor sells a Debenture prior to maturity when market interest rate is lower than on the Debenture interest rate, then the investor may receive a capital gain. This uncertainty is known as "interest rate risk".

### **(b) Reinvestment Risk**

The Bank shall pay interest on the Debentures semi-annually. The investor may decide to reinvest this interest payment and earn interest on interest. Depending on the prevailing market interest rates, the Debenture Holder may be able to reinvest the paid interest at a higher or lower interest rate than that is offered by these Debentures. This uncertainty is known as "reinvestment risk".

### **(c) Default Risk**

Default risk also known as credit risk, refers to the risk that the Issuer of the debentures may default, i.e. the Issuer will be unable to pay interest and principal when due. It is advisable for prospective Seylan Bank PLC Debenture investors to take into account past earnings and asset growth

performance of the Bank as reflected in the Balance Sheet of the Bank, its Risk Management Policies and the skills and experience of the Directors and Senior Management Team when forming an opinion on Default Risk.

This risk is gauged in terms of rating assigned by different rating agencies. Fitch Ratings Lanka Limited has assigned a National Long Term rating of BBB+(lka) to these Debentures and will be periodically reviewing the same as set out in the Annexure I.

#### **(d) Liquidity Risk**

Liquidity risk depends on the ease with which Debentures can be sold after the initial placement. As the Debentures will be listed on the CSE, investors will be able to trade the instrument in the secondary market and convert it to cash, mitigating liquidity risk. However transaction price or bid-ask spread will be dependent upon the marketability, demand, supply and other macro factors such as market interest rates.

#### **(e) 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. The higher the duration, the greater the price volatility or duration risk, while a lower duration carries a lower risk.

#### **(f) Call Risk**

Call risk refers to the risk that the issuer will retire the principal value of the debentures before maturity. The risk to an investor is that the timing of the call is not known and investor will be faced with a reinvestment risk in the event the call is made at a time when the market interest rates have declined.

Since these Debentures are not embedded with a call option, the Debenture would not be redeemed by the Bank prior to maturity for any reason whatsoever except due to unforeseen circumstances beyond the control of the Bank which would be directed and approved by the Central Bank of Sri Lanka.

#### **(g) Subordination risk**

The Debentures will be the Bank's direct unsecured obligations which, if the Bank becomes insolvent or is wound-up (prior to the occurrence of a Trigger Event), will rank equal with the Bank's other subordinated indebtedness and will be subordinated in right of payment to the claims of the Bank's depositors and other unsubordinated creditors. Therefore, if, prior to the occurrence of a Trigger Event, the Bank becomes insolvent or is wound-up, the assets of the Bank would first be applied to satisfy all rights and claims of holders of senior indebtedness. If the Bank does not have sufficient assets to settle claims of such senior indebtedness holders in full, the claims of the holders of the Debentures will not be settled and, as a result, the holders will lose the entire amount of their investment in Debentures. The Debentures will share equally in payment with claims under other subordinated indebtedness if the Bank does not have sufficient funds to make full payments on all of them, as applicable. In such a situation, holders could lose all or part of their investment.



In addition, holders should be aware that, upon the occurrence of a Trigger Event, all the Bank's obligations under the Debentures shall be deemed paid in full by the issuance of Ordinary Voting Shares upon a Non-viability Conversion, and each holder will be effectively further subordinated due to the change in their status following such a conversion from being the holder of a debt instrument ranking ahead of holders of Ordinary Shares to being the holder of Ordinary Shares. As a result, upon Non-viability Conversion, the holders could lose all or part of their investment in the Debentures irrespective of whether the Bank has sufficient assets available to settle what would have been the claims of the holders of the Debentures or other securities subordinated to the same extent as the Debentures, in proceedings relating to an insolvency or winding-up.

## **ADDITIONAL RISKS ARISING FROM THE DEBENTURE BEING BASEL III NON -VIABILITY CONVERSION INSTRUMENT**

### **Risks arising from Non-viability Conversion features**

#### **(i). Conversion Risk**

It is the risk of the Bank issuing Ordinary Voting Shares to the Debenture Holders in lieu of the Debenture Capital and Interest earned and unpaid as at a particular date upon the occurrence of a Trigger Event. In such a situation, the Debenture Holders would become Shareholders of the Bank and will rank equal and pari passu with existing Ordinary Voting Shareholders. The Bank being a systemically important Bank and the strong performances portrayed since the inception will mitigate the risk of the occurrence of a Trigger Event.

Upon the occurrence of a Trigger Event the Bank shall convert the Debentures into Ordinary Voting Shares and any accrued but unpaid Interest will be added to the par value of the Debentures and such accrued but unpaid Interest, together with the Principal amount of the Debentures will be deemed paid in full by the issuance of Ordinary Voting Shares. Upon conversion the Debenture holders shall have no further rights and the Bank shall have no further obligations to holders of the Debentures under the Trust Deed. Moreover, a Non-viability Conversion upon the occurrence of a Trigger Event is not an event of default under the terms of the Debenture or the Trust Deed.

Potential investors in Debentures should understand that, if a Trigger Event occurs and Debentures are converted into Ordinary Voting Shares, Investors are obliged to accept the Ordinary Voting Shares even if they do not at the time consider such Ordinary Voting Shares to be an appropriate investment for them and despite any change in the financial position of the Bank since the issue of the Debentures or any disruption to the market for those Ordinary Voting Shares or to capital markets generally.

#### **(ii). The number and value of Ordinary Voting Shares to be received on a Non-viability Conversion may be worth significantly less than the par value of the Debentures and can be variable.**

Upon the occurrence of Non-viability Conversion even though Ordinary Voting Shares of equivalent value would be initially issued at the VWAP, yet there is no certainty of the value of such Ordinary Voting Shares to be received by the holders of the Debentures being maintained at such levels and the value of such Ordinary Voting Shares could eventually be significantly less than the par value of the Debentures.

Moreover, there may be an illiquid market, or no market at all, in Ordinary Voting Shares received upon the occurrence of a Non-viability Trigger event, and investors may not be able to sell the Ordinary Voting Shares at a price equal to the value of their investment and as a result may suffer significant loss.

**(iii). The Debentures are loss-absorption instruments that involve risk and may not be a suitable investment for all investors**

The Debentures are loss-absorption financial instruments designed to comply with applicable banking regulations and involve certain risks. Each potential investor of the Debentures must determine the suitability (either alone or with the help of a financial advisor) of the investment in light of its circumstances. In particular, each potential investor should understand thoroughly the terms of the Debentures, such as the provisions governing the Non-viability Conversion, including under what circumstances a Trigger Event could occur.

A potential investor should not invest in the Debentures unless he/she has the knowledge and expertise (either alone or with the financial advisor) to evaluate how the Debentures will perform under changing conditions, the resulting effects on the likelihood of the Non-viability Conversion into Ordinary Voting Shares and the value of the Debentures, and the impact this investment will have on the potential investor's overall investment portfolio. Prior to making an investment decision, potential investors should consider carefully, in light of their own financial circumstances and investment objectives, all the information contained in this Prospectus.

**(iv). Uncertainty regarding the Trigger Event**

Because of the inherent uncertainty regarding the determination of when a Trigger Event may occur, it will be difficult to predict when, if at all, the Debentures will be converted into Ordinary Voting Shares. In addition, investors in the Debentures are likely not to receive any advance notice of the occurrence of a Non-viability Trigger Event. As a result of its uncertainty, trading behavior in respect of the Debentures is not necessarily expected to follow trading behavior associated with other types of convertible and exchangeable securities. Any indication, whether real or perceived, that the Bank is trending towards a Trigger Event can be expected to have an adverse effect on the market price of the Debentures and the Ordinary Voting Shares, whether or not such Trigger Event actually occurs. Therefore, in such circumstances, investors may not be able to sell their Debentures easily or at prices that will provide them with a yield comparable to other types of subordinated Debentures, including the Bank's other subordinated debt securities. In

addition, a Non-viability Conversion could drive down the price of Ordinary Voting Shares subsequent to the conversion itself arising from the additional Shares in issue of the Bank.

**(v). Following a Non-viability Conversion, investor will no longer have rights as a creditor and will only have rights as a holder of Ordinary Voting Shares**

Upon a Non-viability Conversion, the rights, terms and conditions of the Debentures, including with respect to priority and rights on liquidation, will no longer be relevant as all such Debentures will have been converted on a full and permanent basis into Ordinary Voting Shares ranking pari passu with all other outstanding Ordinary Voting Shares. If a Non-viability Conversion occurs, then the interest of depositors, other creditors of the Bank, and holders of Bank securities which are not contingent instruments will all rank in priority to the holders of contingent instruments, including the Debentures.

Given the nature of the Non-viability Trigger Event, a holder of Debentures will become a holder of Ordinary Voting Shares at a time when the Bank's financial condition has deteriorated. If the Bank were to become insolvent or wound-up after the occurrence of a Non-viability Trigger Event, as holders of Ordinary Voting Shares investors may receive substantially less than they might have received had the Debentures not been converted into Ordinary Voting Shares.

**(vi). An investor's remedies for the Bank's breach of its obligations under the Debenture are limited**

In an Event of Default (which shall occur if the Bank becomes insolvent or bankrupt, the Bank goes into liquidation either voluntarily or under an order of a court of competent jurisdiction, or the Bank otherwise acknowledges its insolvency), the Trustee and holders of Debentures shall not be entitled to declare the Principal amount of the Debentures due and payable under any circumstance. As a result, the investor will have no right of acceleration in the event of a non-payment of Interest or a failure or breach in the performance of any other covenant of the Bank, although legal action could be brought to enforce any covenant given by the Bank.

**(h) Acknowledgement of the CBSL Resolution Powers**

**The CBSL retains full discretion regarding the determination that a Trigger Event has occurred;**

The Monetary Board determines the Trigger Event and effects a conversion after considering the other bail-in alternatives available to the bank. Further, Section 30 and 30(9) of the Monetary Law Act No.58 of 1949 (as amended) and Part VII (A) and Part VIII of the Banking Act No.30 of 1988 (as amended) specify certain events upon which Monetary Board can exercise its resolution mechanism. In view of the above, based on the statutory authority of the Monetary Board, CBSL retains full discretion to choose or not to choose to trigger for Non-viability as has been provided for in the Banking Act Direction No.1 of 2016 on Capital Requirements under Basel III for Licensed Commercial Banks and Licensed Specialized Banks.

As the CBSL retains full discretion to choose not to trigger Non-viability Conversion notwithstanding a determination that the Bank has ceased, or is about to cease to be viable, under such circumstances, the holders of the Debentures may be exposed to losses through the use of other resolution tools under applicable statutes.

**(i) Generic risks**

**(i) The ability to transfer the Debentures may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the Debentures**

In Sri Lanka the secondary trading activity in the corporate debt market is limited. The Debentures are a new issue of securities and have no established secondary trading market. Further, the secondary market trading is only limited to Qualified Investors as defined in the Prospectus. There can be no assurance that an active secondary trading market will develop. If the Debentures are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Bank.

Even if an active secondary trading market does develop, it may not be liquid and may not continue. Therefore, investors may not be able to sell their Debentures easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. If the secondary market for the Debentures is limited, there may be few buyers for the Debentures and this may significantly reduce the relevant market price of the Debentures.

**(ii) Credit ratings may not reflect all risks associated with an investment in the Debentures**

A credit rating reflects a relative ranking of credit risk and does not reflect the potential impact of all risks related to the structure, market, additional factors discussed herein, and other factors that may affect the value of the Debentures.

The board of directors undertake to keep the trustee of the debenture issue immediately inform on any changes to the credit rating of the debentures when either the company or any of the directors are aware of any changes to ratings.

**(iii) A Downgrade, suspension or withdrawal of the rating assigned by any rating agency to the Debentures could cause the liquidity or market value of the Debentures to decline**

Rating initially assigned to the Debentures may be lowered or withdrawn entirely by the Rating Agency if, in the Rating Agency's judgment, circumstances relating to the basis of the rating, such as adverse changes to the Bank's business, so warrant. If the rating agency lowers or withdraws its rating, such event could reduce the liquidity or market value of the Debentures. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the Rating Agency at any time.

**(iv) Changes in law, or changes in regulatory classification may affect the rights of holders as well as the market value of the Debentures**

The regulatory regime in connection to these instruments is evolving. Changes in law may include change in statutory, tax and regulatory regimes during the life of the Debentures, which may have an adverse effect on the investment in the Debentures.

**5.12 BENEFITS OF INVESTING IN THE DEBENTURES**

- Provides the investor with a regular cash inflow of interest payments.
- Opportunity to realize capital gain according to interest rate fluctuations in the financial markets.
- Capacity to exit from the investment at any time, after the Debentures are listed on the CSE.
- Can be used as collateral to obtain credit facilities from banks and financial institutions other than the Bank
- Provides the investor with an opportunity to invest in Debentures issued by a Commercial Bank in Sri Lanka.

**5.13 TRANSFER OF DEBENTURES**

- (a) These Debentures shall be freely transferable amongst Qualified Investors as long as the Debentures are listed in the CSE 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) Subject to provisions contained in the Trust Deed, the Bank may register without assuming any liability or any transfer of Debentures, which are in accordance with the statutory requirements, rules and regulations in force for the time being as laid down by the CSE, SEC and the CDS.
- (c) In the case of the death of a Debenture Holder,
  - The survivor where the deceased was a joint holder; and
  - 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 recognised by the Issuer as having any title to his/her Debentures.
- (d) Any person becoming entitled to any Debenture in consequence of bankruptcy or winding up of any Debenture Holder, upon producing proper evidence that such Debenture Holder sustains the character in respect of which such Debenture Holder proposes to act or such Debenture Holder's title as the Board of Directors of the Bank thinks sufficient, may at 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 Bank , CDS , CSE and SEC.
- (e) No change of ownership in contravention of the above conditions will be recognised by the Bank.

## **5.14 LISTING**

It is the intention of the Bank to list the Debentures in the Colombo Stock Exchange upon the allotment thereof. Therefore an application has been made to the CSE for permission to obtain a listing for the Debentures and a further application has been made for the listing of any Ordinary Voting shares which may be issued upon the occurrence of a Trigger Event. The CSE has granted its approval in-principle for the same.

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 listing is not to be taken as an indication of the merits of the Seylan Bank PLC or of its Debentures.

## **5.15 RATING OF THE DEBENTURES**

Fitch Ratings Lanka Limited has assigned a National Long Term Rating of BBB+(lka) to these Debentures. Fitch Rating Lanka rates the proposed Tier 2 instrument one notch below the bank's National Long-Term Rating of A-(lka)/Stable to reflect the notes' subordinated status and higher loss-severity risks relative to senior unsecured instruments.

<https://www.fitchratings.com/site/pr/10067577>

You may access the guidelines from Fitch Ratings regarding the Global Bank Rating Criteria (which includes the rating methodology applicable to this particular instrument under the approach set out for going-concern instruments via the link given below;

<https://www.fitchratings.com/site/re/891051>

A copy of the Rating report issued by Fitch Ratings Lanka Limited is set out in Annexure I.

## **5.16 COST OF THE ISSUE**

The Directors estimate that the total cost of the Issue including the Listing fees, Trustee fees, Brokerage, Printing, Marketing, Stamp duties, Joint Managers and Registrars fees and other costs connected with the Issue will be approximately LKR 35 Million and will be funded by Seylan Bank PLC.

## **5.17 BROKERAGE & FEES**

Brokerage at the rate of 0.15% of the nominal value of the Debentures will be paid in respect of the number of Debentures allotted, on applications bearing the original stamp of any bank operating in Sri Lanka or a member/ trading member of the CSE or People's Bank Investment Banking Unit, Capital Alliance Partners Limited or any agent appointed by the Bank involved in marketing of the Issue.

## **5.18 UNDERWRITING**

The Debenture Issue is not underwritten.

In the event the Issue is not fully subscribed and the objective of raising Tier 2 capital is not achieved fully, the Bank would have to manage the credit growth and its composition. However, the Bank would be able to supplement this requirement to a certain degree with retention of expected profits. The risk of under subscription of the Debenture Issue will be greatly mitigated through appointing experienced Financial Advisors and Managers to the Issue, pre-marketing and building a pipeline of potential investors.

Further, the minimum amount of funds the Bank is required to raise from the Debenture Issue which will have a convertible option in compliance with BASEL III requirements to meet the Capital Adequacy Ratio requirements in 2019 is LKR 1.4 Bn and the Bank is confident that such sum can certainly be raised from prospective investors to the Debentures.

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## **6 PROCEDURE FOR APPLICATION**

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### **6.1 ELIGIBLE APPLICANTS**

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

- a) A commercial bank licensed by the Central Bank of Sri Lanka in terms of the Banking Act, No. 30 of 1988 (as amended).
- b) A specialized bank licensed by the Central Bank of Sri Lanka in terms of the Banking Act, No.30 of 1988 (as amended).
- c) A mutual fund, pension fund, Employee Provident Fund or any other similar pooled fund.
- d) A Venture Capital fund/ Company and private equity company.
- e) A finance company licensed by the Central Bank of Sri Lanka in terms of the Finance Business Act. No 42 of 2011 (as amended).
- f) A company licensed by the Central Bank of Sri Lanka to carry on finance leasing business under the Finance Leasing Act, No 56 of 2000 (as amended)
- g) A company licensed by the Insurance Board of Sri Lanka to carry on Insurance business in terms of the Regulation of the Insurance Industry Act, No. 43 of 2000 (as amended)
- h) A corporate (listed or unlisted) which does not fall under the above categories and is incorporated under the Companies Act No.7 of 2007.
- i) An investment trust or investment company
- j) A non-resident institutional investor
- k) An individual with a minimum initial investment amount of Rs. 5,000,000/-.

Applicant would be determined as a qualified investor as per the information provided in the Application Form in line with the conditions stipulated herein.

Applications will not be accepted from individuals under the age of eighteen (18) years, or in the names of sole proprietorships, unincorporated trusts or non-corporate bodies.

In view of the above secondary trading of the Debentures on the CSE will also be limited to Qualified Investors

“Residency” will have the same meaning as in the order published under Section 31 of the Foreign Exchange Act No.12 of 2017 and published in Gazette Extraordinary No. 2045/56 dated 17<sup>th</sup> November 2017.

When permitting Non-residents to invest in the Debentures, the Bank 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. Gazette No. 2045/56 dated 17<sup>th</sup> November 2017



## 6.2 HOW TO APPLY

- (a) Applications must be made on the Application Forms issued with this Prospectus. Applications are also permitted on photocopies of the Application Forms issued with the Prospectus. Applicants using photocopies are requested to inspect the Prospectus, which is available for inspection and also issued free of charge at the Registered Office of the Bank and the Collection Points listed in Annexure III. Prospectus and Application Forms could also be downloaded from the website of the Bank ([www.seylan.lk](http://www.seylan.lk)) or from the web site of the CSE ([www.cse.lk](http://www.cse.lk)). **Applications that do not strictly conform to such instructions and the other instructions set out below or which are illegible may be rejected.**
- (b) Applicants are allowed to invest in Debentures subject to the minimum subscription. A minimum of One hundred (100) Debentures (LKR10,000/-) and Applications exceeding the minimum subscription should be in multiples of 100 debentures (LKR10,000/-). Provided however, the minimum subscription requirement applicable for an individual investor applying for the Debentures shall be Rupees Five Million (LKR 5,000,000/-).
- (c) Joint applications may be made. However, an Applicant of a joint application will not be eligible to send a separate application individually or jointly with another party. Only one application should be made for the benefit of any person or corporate body. The interest cheques will be drawn in favour of the principal Applicant as given in the Application Form.
- (d) In the case of corporate Applicants, **the common seal of such entity** should be affixed and attested if required by the Articles of Association or such other constitutional documents of such Applicants or as per the statutes governing them. In 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.
- (e) **A Sri Lankan citizen must state his / her National Identity Card (NIC) number on the Debenture Application Form. The Passport number can be given only when the NIC number is not available. In the case of a corporate entity, the company registration number must be given. A foreign citizen must state his / her passport number in the space provided.**

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.

- (f) The Application Forms may be signed by any person 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.**
- (g) Applicants who wish to apply through their Margin Trading Account should submit the application in the name of the "Margin Provider / Applicants Name" signed by the margin provider. A copy of the Margin Trading Agreement should be attached with the Application Form. Please note that the margin provider can apply under its own name and such Applications will not be construed as multiple Applications. Photo copy of the Margin Trading Agreement must be submitted along with the Application.
- (h) As per the Directive of the SEC made under Circular No. 08/2010, dated 22 November 2010 and Circular No. 13/2010 issued by the CDS dated 30th November 2010, all Debentures allotted must be directly uploaded to the CDS accounts. **As such, all Applicants should indicate their CDS account number in the Application Form.**

Applicants who do not have a CDS account are advised to open a CDS account prior to submitting the Application, in order to facilitate the uploading of allotted Debentures to their CDS account. A CDS account can be opened through any Member/ Trading Member of the CSE or through a Custodian Bank. (Annexure IV)

Please note that upon the allotment of Debentures under this issue the allotted Debentures would be credited to the Applicant's CDS account indicated. **Please note that Debenture certificates shall not be issued. Applications which do not carry the CDS account number, which is not opened at the time of the closure of the subscription list or which indicate an incorrect / inaccurate CDS account number shall be rejected, and no allotment will be made.**

It should be noted that in the event the Applicant's CDS Account number is correctly stated in the Application Form, all correspondence with such Applicant will be sent to the address given to the CDS by such Applicant.

Further, in the event the name or the address of the Applicant mentioned in the Application Form differ from the name or address given to the CDS by such Applicant in respect of the CDS Account mentioned in the Application Form, the name and the address given to the CDS by such Applicant in respect of the CDS Account mentioned in the Application Form will be considered as the name and address of such Applicant.

- (i) Foreign Investors and Non-Resident Investors may be affected by the laws of the jurisdiction of their residence. It is the responsibility of such investors to comply with the laws relevant to their country of residence and the Laws of Sri Lanka, when making an application for subscription of the Debentures.

- (j) Application Forms properly filled in accordance with the instructions thereof together with the remittance (cheque, SLIPS, bank draft, RTGS or bank guarantee as the case may be) for the full amount payable on application should be enclosed in an envelope marked **“Seylan Bank PLC– Debenture Issue 2019”** on the top left hand corner in capital letters and dispatched by post or delivered by hand to the Registrars to the Issue at the following address:

**SSP Corporate Services (Pvt) Limited  
No. 101, Inner Flower Road, Colombo 3  
Tel: +94(011) 2573894**

In the alternative, Application Forms could also be handed over to any of the Collection Points set out in Annexure III.

- (k) Applications sent by post or delivered to any places mentioned in Annexure III (Collection Points) **should reach the office of the Registrars to the Issue at least by 4.30 p.m. on the following working day upon the closure of the subscription list.** Applications received after the said period will be rejected even though they have been delivered to any of the Collection Points prior to the Closing Date or carry a post mark dated prior to the Closing Date.

### **6.3 MODE OF PAYMENT**

- (a) Payment 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, SLIPS or RTGS transfer directed through any licensed commercial bank operating in Sri Lanka.
- (b) Payments for Applications for values above and inclusive of Sri Lankan Rupees One Hundred Million (LKR 100,000,000/-) should be supported by either,
- Multiple bank drafts 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
  - Bank guarantee issued by a licensed commercial bank operating in Sri Lanka, or
  - RTGS or SLIPS transfer with value on the date of submission of application or opening of the Issue whichever is later, or

**Multiple bank drafts/cheques, bank guarantees or RTGS transfers will not be accepted for Applications valued below Sri Lankan Rupees One Hundred Million (LKR 100,000,000/-)**

- (c) Cheques or Bank Drafts should be drawn upon any commercial bank in Sri Lanka and crossed **“Account Payee Only”** and made payable to **“Seylan Bank PLC – Debenture Issue 2019”**.
- (d) In case of bank guarantees, such bank guarantees should be in a manner acceptable to the Bank, issued by any licensed commercial bank in Sri Lanka, payable on demand to **“Seylan Bank PLC”** and be valid up to minimum of 14 days from the closing date of 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.

- (e) In case of RTGS transfers (only for application values above and inclusive of Sri Lankan Rupees One Hundred Million (LKR 100,000,000/-), such transfers should be made to the credit of **“Seylan Bank PLC – Debenture Issue 2019”** bearing the **account number 0860-13041967-001 at Seylan Bank, Millennium Branch** with value on the date of submission of Application or opening of the Issue whichever is later.
- (f) The Applicant should obtain a confirmation from the Applicant’s bank, to the effect that arrangements have been made to transfer funds for the total value of Debentures applied for, to the credit of **“Seylan Bank PLC – Debenture Issue 2019”** bearing the account number **0860-13041967-001 at Seylan Bank PLC, Millennium Branch** with value on the date of submission of application or opening of the Issue whichever is later (i.e. the funds to be made available to the above account on date of submission of Application or opening of the Issue whichever is later) and should be attached with the Application.
- (g) 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 3.50% p.a. from the date of transfer up to the date of Allotment. For such RTGS transfers, entire interest earned by investing such money (on actual/actual basis) will be paid from the date of such transfer up to the Date of Allotment. However, no interest will be paid if the RTGS transfers are not affected before the end of the Closing Date. Furthermore, even if such RTGS transfers are affected prior to the Issue opening date, no interest will be paid for the period prior to the Issue opening date.
- (h) Payments for the Debentures by Non-residents should be made only out of funds received as inward remittances or available to the credit of **“Inward Investment Account” (IIA)** maintained with any licensed commercial bank in Sri Lanka in accordance with directions given by Director Department of Foreign Exchange in that regard to the licensed commercial banks. An endorsement by way of a letter by the commercial bank in Sri Lanka in which the Applicant maintains the IIA, 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 IIA. The IIA is the successor to the Securities Investment Account (SIA) under the Exchange Control Act and accordingly if any investor has an SIA the payment for the Debentures could be made from such an account. Such accounts would be re-designated as IIA with effect from 1<sup>st</sup> January 2018.
- (i) 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 “SEYLAN BANK PLC – DEBENTURE ISSUE 2019” 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 III.**

Applications sent by post or courier or delivered to any collection point set out in Annexure III should reach the office of the Registrars to the Issue, SSP Corporate Services (Pvt) Ltd, No 101, Inner Flower Road Colombo 03 at least by 4.30 p.m. on the following Market day immediately upon the Closing Date.

Applications received after the said period will be rejected even though they have been delivered to any of the said collection points prior to the Closing Date or carry a postmark dated prior to the Closing Date. Applications delivered by hand to the Registrars to the Issue after the Closing Date of the Issue will also be rejected.

All cheques or bank drafts or bank guarantees received in respect of Applications will not be banked or called on until the Market Day after the Closure Date of the subscription list, in terms of the CSE Listing Rules.

#### **6.4 REJECTION OF APPLICATIONS**

- (a) Application Forms and the accompanying remittance mode (Cheque / Bank Draft / Bank Guarantee/RTGS) which are illegible or incomplete in any way and / or are not in accordance with the terms, conditions and instructions set out in this Prospectus will be rejected at the sole discretion of the Bank.
- (b) Applications from individuals under the age of eighteen (18) years or in the names of Sole Proprietorships, Partnerships or Unincorporated Trusts will also be rejected.
- (c) An Applicant of a Joint Application will not be eligible to submit another application either individually or jointly under the available Debenture category. Only one Application should be made by any person or entity under the available Debenture category. Multiple Applications will be rejected.
- (d) Applications which do not carry a valid CDS account number at the time of the closure of the subscription list or which indicate an incorrect / inaccurate CDS account number shall be rejected, and no allotment will be made. Application Forms stating third party CDS account numbers, instead of their own CDS account numbers, except in the case of Margin Trading Accounts, will also be rejected.
- (e) Any application form from a non-Qualified Investor will be rejected.
- (f) Any Application Form which does not state the NIC, Passport or Company Registration number, as the case may be, will be rejected.
- (g) In the event that cheques are not realized within two (2) Market Days from the closure of the subscription list 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, the Application will be rejected.

- (h) Applications delivered by hand to the Registrars to the Issue, or to any place / institution discussed in Annexure III (Collection Points) after the subscription list is closed will be rejected. Application received by post or courier after 4.30 pm on the Market day immediately following the closing date, will be also rejected even if they carry a post mark dated prior to the Closing date.
- (i) Applications delivered to any place / institution discussed in Annexure III (Collection Points) should also reach the office of the Registrars to the Issue at least by 4.30 pm on the following market day immediately upon the closure of the Subscription List. Applications received after the said duration will be rejected even though they have been delivered to any of the Collection Points prior to the Closing Date or carry a post mark dated prior to the Closing Date.

## **6.5 BASIS OF ALLOTMENT**

The basis of Allotment will be decided by the Board of Directors of Seylan Bank PLC before the expiry of Seven (07) Market Days from the closure of the Issue and will be announced to the CSE.

Further, the Board reserves the right to allocate up to 75% of the Issue value on a preferential basis, to Qualified Investor/(s) of strategic importance with whom they might partner with in future endeavours. These benefits could be such as being able to tap into a non-conventional investor base, being able to build confidence among other investors due to the investment decision of strategic investors and being able to get the Issue subscribed with the larger quantum pledged.

Number of Debentures to be allotted to investors of strategic importance, on a preferential basis or otherwise will not exceed 75% of the total number of debentures to be issued under the proposed BASEL III compliant debt issue under any circumstances, unless there is an under subscription from the other qualified investors. (i.e qualified investors who do not fall under preferential category). In the event of such undersubscription, the other qualified investor categories are to be allotted in full and any remaining debentures are to be allotted to identified qualified investors of strategic importance.

The successful Applicants will be informed of the allotment within Ten (10) Market Days from the closure of the Subscription List.

The Board of Directors of the Bank reserves the right to refuse any Application or to accept any Application or part only, without assigning any reason therefore.

## 6.6 ACCEPTANCE & REFUNDS

Where an Application is not accepted, subsequent to the cheque being realized, the Applicant's money in full or where an Application is accepted only a part, the balance of the Applicant's money will be refunded.

Refunds due on Applications fully or partially accepted will be paid within ten (10) Market Days excluding the date of closure of the Subscription List. Applicants will be entitled to receive interest at the rate of last quoted Average Weighted Prime Lending Rate (AWPLR) published by the Central Bank of Sri Lanka plus 5% for the delayed period on any refunds not made within this period.

If the Applicant has provided accurate and complete details of his bank account in the Application Form, the Bankers to the Issue will make refund payments applicable up to and inclusive of Sri Lankan Rupees Five Million (LKR 5,000,000/-) to the bank account specified by the applicant, through SLIPS.

In the event of refunds over Rupees Five Million (LKR 5,000,000/-), refunds will be made via RTGS. In the event where the Applicant has not provided accurate and correct details of the bank account in the Application Form, the Bank will make such refund payments to the Applicant by way of cheque and sent by post at the risk of the Applicant.

Refunds sent through post will be made by crossed cheques and sent by register post to the registered address. In the case of a Joint Application, a "crossed cheque" will be drawn in favour of the Applicant whose name appears first in the Application Form.

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

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

<http://www.lankaclear.com/productservice/3-guidelines>

## 6.7 CDS LODGEMENTS AND TRADING OF DEBENTURES

- (a) If the Applicant's CDS Account number is correctly stated in the Application Form the Debentures allotted will be directly uploaded to the CDS account stated in the Application Form before the expiry of **eighteen (18) market days**, from the date of closure of the subscription list. A written confirmation in this regard will be sent to the Applicant within **two (02) market days** of crediting the CDS account, by ordinary post to the registered address of such Applicant.
- (b) The Bank shall submit to the CSE a 'Declaration' as set out in the Listing Rules of the CSE on the Market Day immediately following the day on which the investors' CDS Accounts are credited

with the Debentures and secondary trading of the Debentures will commence on or before the third (03rd) Market Day upon receipt of the declaration by the CSE.



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## 7 SEYLAN BANK PLC

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### 7.1 CORPORATE BACKGROUND

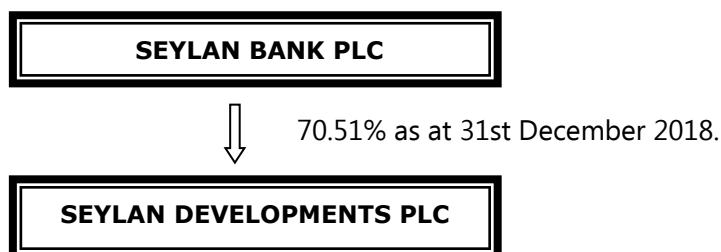
Seylan Bank PLC is a commercial bank regulated by the Central Bank of Sri Lanka and was incorporated on 28th August 1987. It commenced business on 24th March 1988.

The Bank offers banking products and services ranging from savings accounts, current accounts, foreign currency services, deposits and investments, credit cards, loan facilities, leasing, E-commerce and personal financial planning services. Apart from the above, the Bank offers personal banking facilities, trade finance, remittances, offshore banking, and pawning services.

Seylan Banks' network comprises of 17 Branches, 207 ATMs and 98 Student Savings Centres and has overseas presence in many countries including Lebanon, Oman, Saudi Arabia and the United Arab Emirates. They undertake remittance business on behalf of Sri Lankan expatriates in these countries while promoting the Bank's other products to them. From the inception, the Bank presented itself as a flexible, customer-friendly alternative, delivering the promise of its motto - '*The Bank with a Heart*'.

Seylan Bank owns 70.51% stake in Seylan Developments PLC, a quoted subsidiary formed in 1992 for the purpose of constructing the head office building of the Bank and presently is involved in property development/management.

### 7.2 GROUP STRUCTURE



### 7.3 STATED CAPITAL AND SHARES IN ISSUE

Stated Capital and the Shares in issue as at 31st December 2018 were as follows:

<b>Stated Capital</b>	-	LKR 12,025,795,114.70
<b>Shares Issued</b>	-	184,104,010 Ordinary voting shares 181,995,082 Ordinary non-voting shares

The public holding of the Bank as at 31st December 2018 was as follows:

	Percentage	No. of Shareholders
<b>Ordinary Voting Shares</b>	54.30%	9,011
<b>Ordinary Non-Voting Shares</b>	55.94%	6,720

#### 7.4 MAJOR SHAREHOLDING

Top twenty (20) Ordinary Voting Shareholders of the Bank as at 31<sup>st</sup> December 2018 were as follows:

NO.	SHAREHOLDER'S NAME	NO OF SHARES HELD	PERCENTAGE
1	Sri Lanka Insurance Corporation Ltd ([includes Sri Lanka Insurance Corporation Ltd –(General Fund) 18,410,399 and Sri Lanka Insurance Corporation Ltd - (Life Fund) – 9,205,199]	27,615,598	15.00
2	Brown & Company PLC A/C No. 1*	25,544,310	13.87
3	Employees Provident Fund	18,148,076	9.86
4	LOLC Investments Ltd*	17,584,715	9.55
5	National Development Bank PLC A/C No; 02	16,062,819	8.72
6	Bank Of Ceylon No. 1 Account	13,807,800	7.50
7	Mr R S Captain	11,305,272	6.14
8	Employees Trust Fund Board	3,914,857	2.13
9	Mr S E Captain	3,722,015	2.02
10	Seyfest (Pvt) Limited	3,157,307	1.71
11	Ms L A Captain	2,590,415	1.41
12	Sesot (Private) Limited	2,384,287	1.30
13	Seybest (Private) Limited	2,265,433	1.23
14	Seyshop (Private) Limited	2,265,433	1.23
15	Esots (Private) Limited	2,247,331	1.22
16	Ambeon Holdings PLC	2,175,175	1.18
17	Capital Development and Investment Company PLC A/C No. 02	1,864,739	1.01
18	AIA Insurance Lanka PLC A/C No.07	1,693,458	0.92
19	N P Capital Ltd	1,164,796	0.63
20	Mr K R B Fernando	1,062,137	0.58

Note :

\* \* Brown & Company PLC and LOLC Investments Ltd collectively hold 23.42% of the issued capital of the Bank. This joint shareholding limit has been approved by the Central Bank vide their letter dated 14th September 2011, subject to the following:

(i) The joint holding of Brown & Company PLC A/C and LOLC Investments Ltd to be reduced from 23.42% to 15% level within a period of 15 years from 13th October 2009.

(ii) Shareholding of Brown & Company PLC A/C No. 1 to be reduced from 13.87% to 9.55% by 31st March 2019 as directed by the Central Bank vide Director, Bank Supervision's letter dated 27th September 2018 .

Related party relationships of the Ordinary Voting Shareholders of the Bank as at 31<sup>st</sup> December 2018 were as follows:

<b>Shareholders (voting)</b>	<b>Relationship/% of equity capital held</b>	<b>Common Directors /KMPs</b>
Sri Lanka Insurance Corporation Ltd	15%	Directors, Mr W M R S Dias and Mr S V Corea are nominated to the Board by SLIC
Brown & Company PLC A/C No. 1	13.87%	Common Directors Mr W D K Jayawardena Directors, Mr W D K Jayawardena and Mr D M D K Thilakarathne was nominated to the Board by Brown & Co PLC and LOLC Investments Ltd
LOLC Investments Ltd	9.55% 100% subsidiary of LOLC Holdings PLC	Common Directors of LOLC Holdings PLC Mr W D K Jayawardena Directors, Mr W D K Jayawardena and Mr D M D K Thilakarathne was nominated to the Board by Brown & Co PLC and LOLC Investments Ltd
Seyfest (Private) Limited	1.71% Employee Share Ownership Trust Company. Bank is the Settlor Company.	Common Directors Mr K P Ariyaratne  Common KMPs of the Bank who are Directors of this company Mrs P C Dodanwela (Chief Financial Officer) Mr A M Jayantha Amarasinghe (Deputy General Manager/Head – Human Resources Mrs K G Hatch (Assistant General Manager/Head – Legal)
Sesot (Private) Limited	1.30% Employee Share Ownership Trust Company. Bank is the Settlor Company.	Common Directors Mr K P Ariyaratne  Common KMPs of the Bank who are Directors of this Company Mrs P C Dodanwela (Chief Financial Officer) Mr A M Jayantha Amarasinghe (Deputy General Manager/Head – Human Resources Mrs K G Hatch (Assistant General Manager/Head – Legal)
Seybest (Private) Limited	1.23% Employee Share Ownership Trust Company. Bank is the Settlor Company.	Common Directors Mr K P Ariyaratne  Common KMPs of the Bank who are Directors of this Company Mrs P C Dodanwela (Chief Financial Officer) Mr A M Jayantha Amarasinghe (Deputy General Manager/Head – Human Resources

		Mrs K G Hatch (Assistant General Manager/Head – Legal)
Seyshop (Private) Limited	1.23% Employee Share Ownership Trust Company. Bank is the Settlor Company.	Common Directors Mr K P Ariyaratne  Common KMPs of the Bank who are Directors of this Company Mrs P C Dodanwela (Chief Financial Officer) Mr A M Jayantha Amarasinghe (Deputy General Manager/Head – Human Resources) Mrs K G Hatch (Assistant General Manager/Head – Legal)
Esots (Private) Limited	1.22% Employee Share Ownership Trust Company. Bank is the Settlor Company.	Common Directors Mr K P Ariyaratne  Common KMPs of the Bank who are Directors of this Company Mrs P C Dodanwela (Chief Financial Officer) Mr A M Jayantha Amarasinghe (Deputy General Manager/Head – Human Resources) Mrs K G Hatch (Assistant General Manager/Head – Legal)
Sotse (Private) Limited	0.56% Employee Share Ownership Trust Company. Bank is the Settlor Company.	Common Directors Mr K P Ariyaratne  Common KMPs of the Bank who are Directors of this Company Mrs P C Dodanwela (Chief Financial Officer) Mr A M Jayantha Amarasinghe (Deputy General Manager/Head – Human Resources) Mrs K G Hatch (Assistant General Manager/Head – Legal)

Top twenty (20) Ordinary Non-voting shareholders of the bank as at 31st December 2018 are as follows:

NO.	SHAREHOLDER'S NAME	NO OF SHARES HELD	PERCENTAGE
1	LOLC Holdings PLC	79,955,209	43.93
2	Employees Provident Fund	9,707,547	5.33
3	Akbar Brothers (Pvt) Ltd A/C No 1	3,782,747	2.08
4	J.B. Cocoshell (Pvt) Ltd	3,484,169	1.91
5	Deutsche Bank AG As Trustee For JB	3,361,368	1.85

	Vantage Value Equity Fund		
6	Pershing LLC S/A Averbach Grauson & Co.	3,277,769	1.80
7	Employees Trust Fund Board	2,895,445	1.59
8	Commercial Bank Of Ceylon PLC/Dunamis Capital PLC	2,781,131	1.53
9	Mr E Thavagnanasooriyam & Mr E Thawagnasundaram	2,489,991	1.37
10	Merrill J Fernando & Sons (Pvt) Limited	2,021,594	1.11
11	Assetline Leasing Co. Ltd/Don & Don Holdings Private Limited	1,972,568	1.08
12	Mr N Balasingam	1,898,423	1.04
13	Mr R R Leon	1,604,612	0.88
14	LOLC Technology Services Limited	1,584,901	0.87
15	Dr S Yaddehige	1,141,365	0.63
16	Mr R Gautam	1,029,488	0.57
17	SSBT-Deustche Bank AG Singapore A/C 01	924,693	0.51
18	Mr M J Fernando	915,451	0.50
19	Mr A P Somasiri	903,877	0.50
20	Deutsche Bank AG As Trustee For Namal Acuity Value Fund	888,551	0.49

Related party relationships of the Ordinary non-voting shareholders of the Bank as at 31<sup>st</sup> December 2018 are as follows:

Shareholders (non-voting)	Relationship	Common Directors /KMPs
LOLC Holdings PLC	43.93% 100% holding parent company of LOLC Investments Ltd which held 9.55% of the ordinary voting shares of the Bank	Common Directors Mr W D K Jayawardena Directors, Mr W D K Jayawardena and Mr D M D K Thilakaratne was nominated to the Board by Brown & Co PLC and LOLC Investments Ltd
LOLC Technology Services Ltd	0.87% Subsidiary of LOLC Holdings PLC	Common Directors of LOLC Holdings PLC Mr W D K Jayawardena Directors, Mr W D K Jayawardena and Mr D M D K Thilakaratne was nominated to the Board by Brown & Co PLC and LOLC Investments Ltd

## 7.5 DEBT SERVICING DETAILS OF THE BANK

The details of the Debenture interest payments made during the past four years are given below:

Description	2014	2015	2016	2017	2018
	LKR '000	LKR '000	LKR '000'	LKR '000'	LKR '000'
Gross Interest due on Debentures	366,605	784,688	1,058,756	1,419,054	1,768,533
Debenture interest paid on or before due date	366,605	784,688	1,058,756	1,419,054	1,768,533
Debenture interest paid after due date	-	-	-	-	-
Debenture interest not paid as of to date	-	-	-	-	-

## 7.6 LITIGATION, DISPUTES AND CONTINGENT LIABILITIES

Contingent Liabilities of the bank as at 31st December 2018 are as follows:

Description	LKR '000
Acceptances	11,216,359
Standby Letters of Credit	524,454
Guarantees	30,677,415
Documentary Credit	9,811,322
Bills for Collection	2,652,762
Forward Exchange Contracts (Net)	1,265,318

These balances are excluding Export Duty Rebates, Traveller's Cheques in Hand & Indemnities.

In the normal course of business, the Bank is involved in various types of litigation with borrowers or others who have asserted or threatened claims/counter claims against the Bank such as those provided in Note 48 (pages 250 to 252) in the Annual Report for the year ended 31<sup>st</sup> December 2018. These cases are on-going matters as at date and the Bank cannot quantify the potential impact until such litigation is concluded and therefore they are not disclosed as a contingent liability. Further the Bank is of the opinion that the outcome of any action will not have a material effect on the financial position of the Bank.

## 7.7 PARTICULARS OF DEBT AND LOAN CAPITAL

The outstanding borrowings of the Bank as at 31<sup>st</sup> December 2018 are as follows:

Description	LKR '000
<b>Due to Banks</b>	
Call Money Borrowings	10,795,666
Refinance Borrowing	2,258,992
Borrowings from Local Banks	71,093
Borrowings from Foreign Banks	89,481
Borrowings from development finance institutions	13,163,549
<b>Total</b>	<b>26,378,781</b>
<b>Other Borrowings</b>	
Refinance Borrowing –Other Institutions	32,018

The Bank does not have long term borrowings, other than Debentures & Borrowings from development finance institutions.

## 7.8 OTHER DEBT SECURITIES

Details of the Listed Debentures in issue as at 1 April 2019 are as follows:

DEBENTURES (LKR 000')			
2014 PUBLIC ISSUE	Amount	Interest rate	Maturity Date
ANNUAL (FIVE YEAR FIXED)	1,866,520	8.60%	22/12/2019
SEMI ANNUAL (FIVE YEAR FIXED)	30	8.35%	22/12/2019
SEMI ANNUAL (SIX YEAR FIXED)	2,505,520	8.60%	22/12/2020
ANNUAL (SIX YEAR FIXED)	300,520	8.75%	22/12/2020
	<b>4,672,590</b>		
<b>2016 PUBLIC ISSUE</b>			
SEMI ANNUAL (FIVE YEAR FIXED)	1,706,890	13.00%	15/07/2021
SEMI ANNUAL(FIVE YEAR FLOATING)	17,360	6 months T/ Bill rate (Gross) + 1.5%	15/07/2021
SEMI ANNUAL(SEVEN YEAR FIXED)	3,275,750	13.75%	15/07/2023
	<b>5,000,000</b>		
<b>2018 PUBLIC ISSUE</b>			
SEMI ANNUAL (FIVE YEAR FIXED)	3,910,000	12.85%	29/03/2023
SEMI ANNUAL(SEVEN YEAR FIXED)	715,000	13.20%	29/03/2025
SEMI ANNUAL(TEN YEAR FIXED)	1,609,000	13.50%	29/03/2028
	<b>6,234,000</b>		
<b>TOTAL</b>	<b>15,906,590</b>		

Seylan Bank PLC has complied with the main objectives stated in the Prospectus' of its Debentures issues allotted in 2014, 2016 and 2018 which are listed in the Colombo Stock Exchange. There was no deviation from the objectives for which the Debentures were issued.

**Objectives of the 2014 Debenture Issue (Listed Unsecured Senior Rated Redeemable Debentures) of Rs. 5,134,870,000/-**

- To match the Asset Liability mis-match
- To further strengthen the funding mix of the Bank

**Objectives of the 2016 Debenture Issue (Listed Unsecured Subordinated Rated Redeemable Debentures) of Rs.5,000,000,000/-**

- To increase the capital base and the Bank's total capital adequacy ratio
- To match the Asset Liability mis-match
- Minimise the Interest Rate Risk and gap exposure in the Bank's asset/liability portfolio

**(Objectives of the 2018 Debenture Issue (BASEL III Compliant, Tier 2, Listed Rated, Unsecured, Subordinated, Redeemable Debentures with a Non-Viability Conversion) of Rs.6,234,000,000/-**

- To increase the Tier 2 Capital base of the Bank in accordance with BASEL III requirements
- To grow the loans and advances portfolio through diverse lending products

There were no outstanding Debt Securities other than BASEL III, convertible to equity as at 31 December 2018

**7.9 KEY FINANCIAL RATIOS**

Description	31 <sup>st</sup> Dec 2013	31 <sup>st</sup> Dec 2014	31 <sup>st</sup> Dec 2015	31 <sup>st</sup> Dec 2016	31 <sup>st</sup> Dec 2017	31 <sup>st</sup> Dec 2018
Interest Cover (times)	8.48	13.68	8.36	6.42	5.69	3.64
Debt (Debentures) to Equity	0.15	0.32	0.29	0.45	0.37	0.47*
Total Capital Adequacy Ratio (%)	15.75	14.73	12.87	13.18	13.25	13.30
<b>Statutory Liquid Assets Ratio (%)</b>						
- Domestic Banking Operations (Minimum Requirement - 20%)	26.74	27.60	27.56	22.68	23.57	21.44
- Foreign Currency Banking Operations (Minimum Requirement - 20%)	25.93	21.86	21.51	26.24	37.08	22.08



**1 Interest Cover (times)**

Profit before Debenture Interest & Tax  
Debenture Interest

**2 Debt to Equity (times)**

Debenture (Long Term Debt)  
Equity

**3 Capital Adequacy Ratio (%)**

Total Capital Adequacy Ratio as per CBSL Directions  
Total Capital (Tier 1& Tier 2)  
Total Risk Weighted Assets

**4 Statutory Liquid Assets Ratio (%)**

- Domestic Banking Operations
- Foreign Currency Banking Operations

Statutory Liquid Assets as per the CBSL Directions/ Banking Act  
Total Liability Base as per CBSL Directions

## **7.10 RELATED PARTY TRANSACTION REVIEW COMMITTEE**

The "Related Party Transactions Review Committee" was established as a Board Sub-committee with the main objective of reviewing Related Party Transactions as required by the Listing Rules of Colombo Stock Exchange (CSE) (as may be amended from time to time) and the Code of Best Practice on Related Party Transactions issued by the Securities & Exchange Commission of Sri Lanka (SEC).

Members of the Related Party Transactions Review Committee are as follows:

Mr P L S Kumar Perera (Independent Director/Non-Executive Director/Chairman of the Committee)

Ms M Coralie Pietersz (Independent Director/ Non-Executive Director)

Mr S Viran Corea (Non-Independent Director/Non-Executive Director)

Mr Anushka S Wijesinha (Independent Director/Non-Executive Director)

The Chief Executive Officer, the Compliance Officer and other members of the Senior Management attend the meetings of the Committee on invitation.

## **7.11 EMPLOYEES' SHARE OWNING TRUST COMPANIES**

Six share owning trust companies were established in the years 1995, 1999 and 2000 which have acquired shares of the Bank from time to time at the market prices prevailed at that time. The Bank was the Settlor of the trusts and the purchase of the shares were fully funded by the Bank. These six trust companies currently hold a total of 7.25% of the Bank's Ordinary (Voting) Shares.

These shares are the subject matter of several Court Actions which restrained the Bank and the Trust Companies from transferring and/or alienating the shares other than to the beneficiaries mentioned in the Trust Deeds. However, the enjoining orders in respect of cases were vacated with the Court delivering Orders refusing the interim injunctions to the plaintiffs. The cases are presently in the pre-trial/trial/written submissions stages in the Courts.

In view of these Court actions the Bank has not taken any action in respect of Section 5.6.10 of the Listing Rules of the Colombo Stock Exchange.

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**8 BOARD OF DIRECTORS**

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Details of the Board of Directors of the Bank are as follows:

<b>Name</b>	<b>Position</b>
Mr W M R S Dias	Non-Independent, Non-executive Director/ Chairman
Mr W D K Jayawardena	Non-Independent, Non-executive Director/Deputy Chairman
Ms M C Pietersz	Independent, Non-executive Director/Senior Director
Mr K P Ariyaratne	Director/Chief Executive Officer
Mr P L S K Perera	Independent, Non-executive Director
Mr S V Corea	Non-Independent, Non-executive Director
Mr A S Wijesinha	Independent, Non-executive Director
Mrs S K Salgado	Independent, Non-executive Director
Mr D M D K Thilakaratne	Non-Independent, Non-Executive Director
Mr D R Abeyesuriya	Independent, Non-executive Director
Mr R D Tissera	Alternate to Non -Independent, Non- executive Director to Mr W D K Jayawardena)

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**9 SENIOR MANAGEMENT**

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Details of the Senior Management personnel of the Bank are as follows:

<b>Name</b>	<b>Designation</b>
Mr Chitral De Silva	Deputy General Manager, Branches
Mr Tilan Wijeyesekera	Deputy General Manager, Retail Banking
Mr Ramesh Jayasekara	Deputy General Manager, Corporate Banking
Mr Delvin Pereira	Deputy General Manager, Branch Credit
Mr Jayanatha Amarasinghe	Deputy General Manager, Human Resources
Mrs Champika Dodanwela	Chief Financial Officer
Mr Harsha Wanigathunga	Chief Information Officer
Mr Malik Wickramanayake	Deputy General Manager – Operations
Mr Shanaka Perera	Deputy General Manager Treasury/Chief Dealer
Ms Rohini Weerakkody	Assistant General Manager, Operations
Mr Wasantha Karunaratne	Assistant General Manager, Supplies
Mr Kapila Rathnayaka	Assistant General Manager, Premises Maintenance
Mrs Kaushalya Hatch	Assistant General Manager/Head of Legal
Mr Aruna Fernando	Assistant General Manager/Acting Chief Risk Officer
Mr Varuna Koggalage	Assistant General Manager/Head of Audit
Mr Nirmal Costa	Assistant General Manager Finance
Mr Nuwan Jayawardena	Assistant General Manager Information Technology
Mrs Sharon Fonseka	Assistant General Manager – Corporate Credit Branches
Mrs Nisha Najumudeen	Assistant General Manager/Company Secretary
Mr Eranga Lankatilaka	Assistant General Manager – Recoveries
Mr Chandana Gurusinghe	Assistant General Manager- Branches
Mr Ranil Dissanayake	Assistant General Manager Branches
Mrs Dilani Sooriyarachchi	Assistant General Manager/Head of Compliance
Mr Sunil Jayawardana	Assistant General Manager/Head of Credit Monitoring

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## 10 STATUTORY DECLARATIONS

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### 10.1 STATUTORY DECLARATION BY THE DIRECTORS

We, the undersigned who are named herein as Board of Directors of Seylan Bank PLC hereby declare and confirm that we have read the provisions of the Listing Rules of the Colombo Stock Exchange (CSE) and of the Companies Act No. 7 of 2007 and any amendments thereto relating to the Issue of this Prospectus and those provisions have been complied with.

This Prospectus has been seen and approved by the Directors of Seylan Bank PLC and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that provisions of the Companies Act No. 07 of 2007 and the Listing Rules of the CSE and any amendments to it from time to time have been complied with, and 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 the Seylan Bank PLC have been given in the Prospectus, such representations have been made after due and careful enquiry of the information available to the Seylan Bank PLC and making assumptions that are considered to be reasonable at the present point in time in the best judgment of the Directors.

The parties to the Issue have submitted declarations to the Bank declaring that they have complied with all regulatory requirements applicable to such parties, and that such parties have no conflict of interest with the Bank.

An application has been made to the Colombo Stock Exchange for permission to deal in and for a listing of Debentures issued by Seylan Bank PLC and those Debentures which are the subject of this Issue. Such permission will be granted when Debentures are listed in the Colombo Stock Exchange. The Colombo Stock Exchange assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports included in this Prospectus. Listing on the Colombo Stock Exchange is not to be taken as an indication of the merits of Seylan Bank PLC or the Debenture Issue.

Signed at Colombo on this 1 April 2019

<b>Name of Director</b>	<b>Designation</b>	<b>Signature</b>
Mr W M R S Dias	Non-Independent, Non-Executive Director/ Chairman	Sgd.
Mr W D K Jayawardena	Non-Independent, Non-Executive Director/Deputy Chairman	Sgd.
Ms M C Pietersz	Independent, Non-Executive Director/Senior Director	Sgd.

Mr K P Ariyaratne	Director/Chief Executive Officer	Sgd.
Mr P L S K Perera	Independent, Non-Executive Director	Sgd.
Mr S V Corea	Non-Independent, Non-Executive Director	Sgd.
Mr A S Wijesinha	Independent, Non-Executive Director	Sgd.
Mrs S K Salgado	Independent, Non-Executive Director	Sgd.
Mr D M D K Thilakaratne	Non-Independent, Non-Executive Director	Sgd.
Mr D R Abeysuriya	Independent, Non-Executive Director	Sgd.
Mr R D Tissera	Alternate to Non-Independent, Non-Executive Director, Mr W D K Jayawardena	Sgd.

## 10.2 DECLARATION BY THE JOINT MANAGERS TO THE ISSUE

We, Capital Alliance Partners Limited, of Level 5, Millennium House, 46/58, Navam Mawatha, Colombo 02 being Joint Managers to the Issue of Seylan Bank PLC, hereby declare and confirm to the best of our knowledge and belief that the Prospectus constitutes full and true disclosure of all material facts about the Issue and about Seylan Bank PLC, whose Debentures are being listed.

Signed by two directors of Capital Alliance Partners Limited, being duly authorised thereto, at Colombo on 1 April 2019.

Sgd.

**Director**

Sgd.

**Director**

We, People's Bank - Investment Banking Unit of People's Bank Head Office, 13th Floor, No. 75, Sir Chittampalam A Gardiner Mawatha, Colombo 02, who are named in the Prospectus as the Joint Managers to the Issue hereby declare and confirm that to the best of our knowledge and belief based on the information provided to us by the Bank, the Prospectus constitutes full and true disclosure of all material facts about the Issue and Seylan Bank PLC whose Debentures are being listed.

The Common seal of People's Bank was affixed on 29 March 2019 at Colombo in the presence of Director and Secretary to the Board of People's Bank.

Sgd.

**Director**

Sgd.

**Secretary to the Board of Directors**

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## **11 FINANCIAL INFORMATION**

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The following financial information of Seylan Bank PLC is available on the website of CSE ([www.CSE.lk](http://www.CSE.lk)) and the website of the bank ([www.seylan.lk](http://www.seylan.lk)).

- Audited financial statements of the Bank for the year ended 31 December 2018.
- Quarterly Financial Statements as of 31st December 2018.
- Summarized financial statements for the five year preceding the date of the application (i.e. for the financial years ending 31<sup>st</sup> December, 2014 -31<sup>st</sup> December, 2018) the Accountant's Report stating the accounting policies adopted by the Entity certified by the Auditors.



3/27/2019

Press Release



**Fitch Rates Seylan Bank's Basel III Sub Debt Final 'BBB+(lka)'**

Fitch Ratings - Colombo - 27 March 2019: Fitch Ratings has assigned Seylan Bank PLC's (A-(lka)/Stable) Basel III compliant subordinated debentures a National Long-Term Rating of 'BBB+(lka)'.

The notes, which total LKR5 billion and mature in five years, include a non-viability clause and qualify as regulatory Tier II capital for the bank. Seylan plans to use the proceeds to strengthen its Tier II capital base and support its loan-book expansion. The debentures will be listed on the Colombo Stock Exchange.

The final rating is the same as the expected rating assigned on 4 January 2019, and follows the receipt of documents conforming to information already received.

**Key Rating Drivers**

Fitch rates the Tier II instrument one notch below the bank's National Long-Term Rating of 'A-(lka)' to reflect the notes' subordinated status and higher loss-severity risks relative to senior unsecured instruments. The notes would convert to equity upon the occurrence of a trigger event, as determined by the Monetary Board of Sri Lanka.

Seylan's National Long-Term Rating is used as the anchor rating because the rating reflects the bank's standalone financial strength. Fitch believes that the bank's standalone credit profile best indicates the risk of becoming non-viable.

Fitch has not applied additional notching to the notes for non-performance risk, as they have no going-concern loss-absorption features, in line with Fitch's criteria.

Seylan's National Long-Term Rating was affirmed on 28 September 2018 and incorporates its modest franchise and weaker-than-peer asset quality.

**Rating Sensitivities**

The rating of the notes would move in tandem with Seylan's National Long-Term Rating.

A downgrade of Seylan's National Long-Term Rating could come from a reassessment of state support and a significant deterioration in its credit profile. An upgrade of Seylan's rating would be contingent on improvements in its standalone profile through better asset quality and a financial profile similar to higher-rated peers.

**Date of Relevant Committee**

27-Sep-2018

**FITCH RATINGS LANKA LTD.**

Authorized Signatory.

**RATING ACTIONS**

ENTITY/DEBT	RATING	PRIOR
Seylan Bank PLC		

<https://www.fitchratings.com/site/pr/10067577>

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3/7/2019

Press Release

• subordinated	Natl LT BBB+(lka) New Rating	BBB+(EXP)(lka)
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Additional information is available on [www.fitchratings.com](http://www.fitchratings.com)

## FITCH RATINGS ANALYSTS

Primary Rating Analyst  
Sugath Alwis  
Analyst  
+94 11 2541 900  
Fitch Ratings Lanka Ltd.  
15-04 East Tower World Trade Center  
Colombo 00100

Secondary Rating Analyst  
Rukshana Thalgodapitiya  
Director  
+94 11 2541 900

Committee Chairperson  
Wee Siang Ng  
Senior Director  
+65 6796 7230

## MEDIA CONTACTS

Bindu Menon  
Mumbai  
+91 22 4000 1727  
[bindu.menon@fitchratings.com](mailto:bindu.menon@fitchratings.com)

Leslie Tan  
Singapore  
+65 6796 7234  
[leslie.tan@thefitchgroup.com](mailto:leslie.tan@thefitchgroup.com)

**FITCH RATINGS LANKA LTD.**



Authorized Signatory

## Applicable Criteria

Bank Rating Criteria - Effective from 22 June 2018 to 12 October 2018 (pub. 22 Jun 2018)  
National Scale Ratings Criteria (pub. 18 Jul 2018)

## Additional Disclosures

Dodd-Frank Rating Information Disclosure Form  
Solicitation Status  
Endorsement Policy

## DISCLAIMER

<https://www.fitchratings.com/ris/epn10067577#>

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## ANNEXURE – II BRANCH NETWORK

	<b>Name of the Branch</b>	<b>Address</b>	<b>Email Address</b>	<b>Tel 1</b>	<b>Fax</b>
1.	Akkaraipatthu	Zakir City, Pothuvil Road, Akkaraipatthu.	<a href="mailto:akkaraipattu.bmg@seylan.lk">akkaraipattu.bmg@seylan.lk</a>	067 - 22 79 781	067 - 22 79 783
2.	Akuressa	No.119, Deniyaya Road, Akuressa.	<a href="mailto:akuressa.bmg@seylan.lk">akuressa.bmg@seylan.lk</a>	041 - 22 84 951	041 - 22 89 450
3.	Aluthgama	No.295A, Senaro Building, Galle Road, Aluthgama	<a href="mailto:aluthgama.bmg@seylan.lk">aluthgama.bmg@seylan.lk</a>	034 – 22 93 501-3	034- 22 93 504
4.	Ambalangoda	No. 24A, Galle Road, Ambalangoda.	<a href="mailto:ambalangoda.bmg@seylan.lk">ambalangoda.bmg@seylan.lk</a>	091 - 22 58 010	091 - 22 58 011
5.	Ambalantota	154, Tissa Road, Ambalantota	<a href="mailto:ambalantota.bmg@seylan.lk">ambalantota.bmg@seylan.lk</a>	047 - 22 25 482	047 - 22 25 484
6.	Ampara	129,D.S.Senanayaka Street, Ampara	<a href="mailto:ampara.bmg@seylan.lk">ampara.bmg@seylan.lk</a>	063 - 22 24 897	063 - 22 24 897
7.	Anuradapura	No.250, Maithreepala SenanayakeMw, Anuradapura	<a href="mailto:anuradhapura.bmg@seylan.lk">anuradhapura.bmg@seylan.lk</a>	025 - 22 24 649	025 - 22 23 116
8.	Aralaganwila	No.14/82, Kolongas Junction, Aralaganwila.	<a href="mailto:aralaganwila.bmg@seylan.lk">aralaganwila.bmg@seylan.lk</a>	027 - 22 57 274	027 - 22 57 273
9.	Athurugiriya	No 111/2, Borella Road, Athurugiriya.	<a href="mailto:athurugiriya.bmg@seylan.lk">athurugiriya.bmg@seylan.lk</a>	011 - 27 62 849	011 - 2762 867
10.	Attidiya	No. 214, Main Road , Attidiya, Dehiwala	<a href="mailto:attidiya.bmg@seylan.lk">attidiya.bmg@seylan.lk</a>	011 - 27 29 696	011 - 27 22 967
11.	Awissawella	No. 71, Rathnapura Road, Awissawella	<a href="mailto:awissawella.bmg@seylan.lk">awissawella.bmg@seylan.lk</a>	036 - 22 22 007	036 - 22 22 009
12.	Badulla	No. 10, Cocowatta Road, Badulla	<a href="mailto:badulla.bmg@seylan.lk">badulla.bmg@seylan.lk</a>	055 - 22 22 073	055 - 22 22 884
13.	Baduraliya	No 92, Ratnapura Rd, Baduraliya.	<a href="mailto:baduraliya.bmg@seylan.lk">baduraliya.bmg@seylan.lk</a>	034 - 22 46 716	034 - 22 46 733
14.	Balangoda	123, Barns Ratwattay, Balangoda	<a href="mailto:balangoda.bmg@seylan.lk">balangoda.bmg@seylan.lk</a>	045 - 22 87 107	045 - 22 87 344
15.	Bambalapitiya	122.124, Galle Road, Colombo 04.	<a href="mailto:bambalapitiya.bmg@seylan.lk">bambalapitiya.bmg@seylan.lk</a>	011 - 25 06 295	011 - 25 06 291
16.	Bandaragama	No, 17A, Horana Rd, Bandaragama	<a href="mailto:bandaragama.bmg@seylan.lk">bandaragama.bmg@seylan.lk</a>	038 - 22 90 706	038 - 22 91 125
17.	Bandarawela	No. 240, Badulla Rd, Bandarawela	<a href="mailto:bandarawela.bmg@seylan.lk">bandarawela.bmg@seylan.lk</a>	057 - 22 23 144	057 - 22 22 964
18.	Battaramulla	No.119A, Pannipitiya Road, Battaramulla	<a href="mailto:battaramulla.bmg@seylan.lk">battaramulla.bmg@seylan.lk</a>	011 - 28 76 102	011 - 28 76 104
19.	Batticaloa	No. 06, Lloyds Av, Batticaloa	<a href="mailto:batticaloa.bmg@seylan.lk">batticaloa.bmg@seylan.lk</a>	065 - 22 24 419	065 - 22 24 353
20.	Beliatte	NO.73, Tangalle Rd, Beliatte.	<a href="mailto:beliatta.bmg@seylan.lk">beliatta.bmg@seylan.lk</a>	047 - 22 43 619	047 - 22 43 619
21.	Beruwala	No 82, Galle Rd, Beruwala	<a href="mailto:beruwala.bmg@seylan.lk">beruwala.bmg@seylan.lk</a>	034 - 22 79 887	034 - 22 79 888
22.	Bogawantalawa	No 79, Main Street, Bogawantalawa	<a href="mailto:bogawantalawa.bmg@seylan.lk">bogawantalawa.bmg@seylan.lk</a>	052 - 22 67 576	052 - 22 67 576
23.	Boralesgamuwa	No 24 Kesbewa Rd, Boralesgamuwa	<a href="mailto:boralesgamuwa.bmg@seylan.lk">boralesgamuwa.bmg@seylan.lk</a>	011 - 25 17 548	011 - 25 09 526
24.	Borella	No 1119, Maradana Rd, Borella	<a href="mailto:borella.bmg@seylan.lk">borella.bmg@seylan.lk</a>	011 - 26 78 190	011 - 26 81 194
25.	Bowatta	No.476/2, Kurunegala Road, Bowatta, Bingiriya.	<a href="mailto:bowatta.bmg@seylan.lk">bowatta.bmg@seylan.lk</a>	032 - 22 45 771	032 - 22 45 772
26.	Chankanai	Mallakkam Junction, Main St, Chankanai	<a href="mailto:chankani.bmg@seylan.lk">chankani.bmg@seylan.lk</a>	021 - 22 50 025	021 - 22 50 025
27.	Chavakachcheri	No.179,181,183, & 185 Kandy Road, Chavakachcheri.	<a href="mailto:chavakachcheri.bmg@seylan.lk">chavakachcheri.bmg@seylan.lk</a>	021 - 22 70 525	021 - 22 70 527
28.	Chenkalady	Main Street, Chenkalady.	<a href="mailto:chenkalady.bmg@seylan.lk">chenkalady.bmg@seylan.lk</a>	065 - 22 41 522	065 - 22 41 511
29.	Chilaw	No 46, Kurunegala Rd, chilaw	<a href="mailto:chilaw.bmg@seylan.lk">chilaw.bmg@seylan.lk</a>	032 - 22 22 121	032 - 22 23 279
30.	Cinnamon Gardens	No 4, Baptist Chappel Rd, Colombo 07.	<a href="mailto:cinnamongardens.bmg@seylan.lk">cinnamongardens.bmg@seylan.lk</a>	011 - 26 94 966	112 - 68 37 25

31.	Colombo Fort Branch	No 69, Janadhipathi Mw, Colombo 01	<a href="mailto:colombofort.bmg@seylan.lk">colombofort.bmg@seylan.lk</a>	011 - 24 45 840	011 - 24 47 990
32.	Colombo Gold Centre	Shop No.47 & 51, Colombo Gold Centre, Central Super Market, Pettah.	<a href="mailto:colombogoldcentre.bmg@seylan.lk">colombogoldcentre.bmg@seylan.lk</a>	011 - 23 39 840	011 - 23 39 842
33.	Wellawatta	No 30, Galle Rd, Colombo 06	<a href="mailto:wellawatte.bmg@seylan.lk">wellawatte.bmg@seylan.lk</a>	011 - 25 93 405	011 - 25 93 406
34.	Dam Street	No 203, Dam Street, Colombo 11	<a href="mailto:damstreet.bmg@seylan.lk">damstreet.bmg@seylan.lk</a>	011 - 23 90 980	011 - 23 47 138
35.	Dambulla	No 601, Anuradhapura Rd, Dambulla.	<a href="mailto:dambulla.bmg@seylan.lk">dambulla.bmg@seylan.lk</a>	066 - 22 83 022	066 - 22 83 023
36.	Dankotuwa	No 20, Negombo Road, Dankotuwa	<a href="mailto:dankotuwa.bmg@seylan.lk">dankotuwa.bmg@seylan.lk</a>	031 - 22 65 535	031 - 22 65 538
37.	Dehiattakandiya	No 83/84, Main Street, Dehiattakandiya	<a href="mailto:dehiattakandiya.bmg@seylan.lk">dehiattakandiya.bmg@seylan.lk</a>	027 - 22 50 034	027 - 22 50 268
38.	Dehiwala	No 166D, Galle Rd, Dehiwala	<a href="mailto:dehiwala.bmg@seylan.lk">dehiwala.bmg@seylan.lk</a>	011 - 27 26 395	011 - 27 39 128
39.	Dummalasuriya	No 128, Main Street, Dummalasuriya	<a href="mailto:dummalasooriya.bmg@seylan.lk">dummalasooriya.bmg@seylan.lk</a>	032 - 22 42 221	032 - 22 42 224
40.	Embilipitiya	New Town Rd, Embilipitiya	<a href="mailto:embilipitiya.bmg@seylan.lk">embilipitiya.bmg@seylan.lk</a>	047 - 22 30 340	047 - 22 30 342
41.	Eppawala	No.114/B, TalawaRoad,Eppawala.	<a href="mailto:eppawala.bmg@seylan.lk">eppawala.bmg@seylan.lk</a>	025 - 22 49 923	025 - 22 49 922
42.	Galenbidunuwewa	KahatagasdigiliyaRoad,Galenbidunuwewa.	<a href="mailto:galenbidunuwewa.bmg@seylan.lk">galenbidunuwewa.bmg@seylan.lk</a>	025 - 22 58 778	025 - 22 58 777
43.	Galle	No34,1st cross Street,, Talbot Town, Galle.	<a href="mailto:galle.bmg@seylan.lk">galle.bmg@seylan.lk</a>	091 - 22 32 242	091 - 22 34 642
44.	Gampaha	No 01J, Bauddhaloka Mw, Gampaha	<a href="mailto:gampaha.bmg@seylan.lk">gampaha.bmg@seylan.lk</a>	033 - 22 22 618	033 - 22 22 934
45.	Gampola	No 44, Kandy Rd, Gampola	<a href="mailto:gampola.bmg@seylan.lk">gampola.bmg@seylan.lk</a>	081 - 23 52 741	081 - 23 52 740
46.	Ganemulla	No 4/2,Kirindiwita Rd, Ganemulla	<a href="mailto:ganemulla.bmg@seylan.lk">ganemulla.bmg@seylan.lk</a>	033 - 22 60 230	033 - 22 60 737
47.	Godagama	No.157/A,High Level Road,Godagama	<a href="mailto:godagama.bmg@seylan.lk">godagama.bmg@seylan.lk</a>	011 - 28 95 741	011 - 28 95 743
48.	Gothatuwa (Kotikawatte)	No 31,Gothatuwa New Town , Angoda.	<a href="mailto:gothatuwa.bmg@seylan.lk">gothatuwa.bmg@seylan.lk</a>	011 - 24 10 985	011 - 24 10 986
49.	Grandpass	No 401, Prince Of wales Av, Colombo 14	<a href="mailto:grandpass.bmg@seylan.lk">grandpass.bmg@seylan.lk</a>	011 - 23 31 726	011 - 23 47 774 / 011 - 24 40 117
50.	Hambantota	No. 57A, Tissa Road, Hambantota.	<a href="mailto:hambantota.bmg@seylan.lk">hambantota.bmg@seylan.lk</a>	047 - 22 20 507	047 - 22 20 519
51.	Hasalaka	No, 95,96, Co-operative Society Building, Kandy Rd,Hasalaka	<a href="mailto:hasalaka.bmg@seylan.lk">hasalaka.bmg@seylan.lk</a>	055 - 22 58 325	055 - 22 58 234
52.	Hatton	No.42, Dunbar Rd, Hatton.	<a href="mailto:hatton.bmg@seylan.lk">hatton.bmg@seylan.lk</a>	051 - 22 22 234	051 - 22 22 682
53.	Havelock Town	No 164,166, Havelock Rd, Colombo 05	<a href="mailto:havelocktown.bmg@seylan.lk">havelocktown.bmg@seylan.lk</a>	011 - 25 96 550	011 - 25 97 498
54.	Hikkaduwa	No.271,Galle Road,Hikkaduwa	<a href="mailto:hikkaduwa.bmg@seylan.lk">hikkaduwa.bmg@seylan.lk</a>	091 - 22 76 964	091 - 22 76 966
55.	Hingurakgoda	No 13,14, Airport Rd, Hingurakgoda	<a href="mailto:hingurakgoda.bmg@seylan.lk">hingurakgoda.bmg@seylan.lk</a>	027 - 22 46 242	027 - 22 46 043
56.	Homagama	No 94, High Level Rd, Homagama	<a href="mailto:homagama.bmg@seylan.lk">homagama.bmg@seylan.lk</a>	011 - 28 55 065	011 - 28 55 066
57.	Horana	160/1/1, Rathnapura Rd, Horana	<a href="mailto:horana.bmg@seylan.lk">horana.bmg@seylan.lk</a>	034 - 22 61 176	034 - 22 63 518
58.	Ingiriya	No 23/1,Central Building, Padukka Rd, Ingiriya.	<a href="mailto:ingiriya.bmg@seylan.lk">ingiriya.bmg@seylan.lk</a>	034 - 22 69 754	034 - 22 69 900
59.	Ja-ela	No 165 2/1,Colombo Rd, Ja-Ela	<a href="mailto:jaela.bmg@seylan.lk">jaela.bmg@seylan.lk</a>	011 - 22 37 421	011 - 22 37 416
60.	Jaffna	No.141, 143, Stanly Road, Jaffna	<a href="mailto:jaffna.bmg@seylan.lk">jaffna.bmg@seylan.lk</a>	021 - 22 23 755	021 - 22 23 047
61.	Kadawatha	No 28/B, Ganemulla Rd, Kadawatha	<a href="mailto:kadawatha.bmg@seylan.lk">kadawatha.bmg@seylan.lk</a>	011 - 29 25 594	011 - 29 25 596
62.	Kaduruwela	No 824A,Main Street,Kaduruwela	<a href="mailto:kaduruwela.bmg@seylan.lk">kaduruwela.bmg@seylan.lk</a>	027 - 22 25 319	027 - 22 25 321
63.	Kalawanchikudy	No.225,MainStreet,Kaluwanchikudi.	<a href="mailto:kalawanchikudy.bmg@seylan.lk">kalawanchikudy.bmg@seylan.lk</a>	065 - 22 51 536	065 - 22 51 535
64.	Kalmunai	No.159,BatticaloaRoad,Kalmunai.	<a href="mailto:kalmunai.bmg@seylan.lk">kalmunai.bmg@seylan.lk</a>	067 - 22 25 841	067 - 22 25 843
65.	Kalpitiya	No.73,MainStreet,Kalpitiya.	<a href="mailto:kalpitiya.bmg@seylan.lk">kalpitiya.bmg@seylan.lk</a>	032 - 22 60 012	032 - 22 60 803
66.	Kalubowila	No 32,S De S jayasinghe MW,	<a href="mailto:kalubowila.bmg@seylan.lk">kalubowila.bmg@seylan.lk</a>	011 - 28 22 944	011 - 28 22 870

		Kalubowila, Dehiwala			
67.	Kalutara	No 338, Main street, Kalutara	<a href="mailto:kalutara.bmg@seylan.lk">kalutara.bmg@seylan.lk</a>	034 - 22 25 035	034 - 22 23 033
68.	Kamburupitiya	No. 05, Akuressa Road, Kamburupitiya	<a href="mailto:kamburupitiya.bmg@seylan.lk">kamburupitiya.bmg@seylan.lk</a>	041 - 22 92 555	041 - 22 93 555
69.	Kandy	No. 21, Dalada Veediya, Kandy	<a href="mailto:kandy.bmg@seylan.lk">kandy.bmg@seylan.lk</a>	081 - 22 33 763	22 32 322 - 22 34 805
70.	Kandana	No. 82, Negombo Road, Kandana.	<a href="mailto:kandana.bmg@seylan.lk">kandana.bmg@seylan.lk</a>	011-2234207	011-2234365
71.	Kantale	189, Agrabodhi Mw, Kanthale	<a href="mailto:kantale.bmg@seylan.lk">kantale.bmg@seylan.lk</a>	026 - 22 34 478	026 - 22 34 479
72.	Katharagama	No.01,NewTown,Kataragama.	<a href="mailto:katharagama.bmg@seylan.lk">katharagama.bmg@seylan.lk</a>	047 - 22 36 247	047 - 22 36 248
73.	Kattankudy	No 230, Main Street , Kattankudy	<a href="mailto:kattankudy.bmg@seylan.lk">kattankudy.bmg@seylan.lk</a>	065 - 22 46 625	065 - 22 46 696
74.	Katugastota	No.81,Kurunegala Road, Katugasthota	<a href="mailto:katugastota.bmg@seylan.lk">katugastota.bmg@seylan.lk</a>	081 - 24 98 778	081 - 22 12 871
75.	Katunayaka	No 32, DhammalokaMw,Averiyawatte,Ka tunayake.	<a href="mailto:katunayake.bmg@seylan.lk">katunayake.bmg@seylan.lk</a>	011 - 22 52 566	011 - 22 52 567
76.	Katuneriya	No . 99/1, ChillawRoad.,Katuneriya.	<a href="mailto:katuneriya.bmg@seylan.lk">katuneriya.bmg@seylan.lk</a>	031 - 22 57 765	031 - 22 53 '149
77.	Kegalle	No 112, Colombo Rd, Kegalle.	<a href="mailto:kegalle.bmg@seylan.lk">kegalle.bmg@seylan.lk</a>	035 - 22 22 007	035 - 22 22 006
78.	Kekirawa	No 06, Yakkala Rd, Kekirawa.	<a href="mailto:kekirawa.bmg@seylan.lk">kekirawa.bmg@seylan.lk</a>	025 - 22 64 590	025 - 22 64 592
79.	Kelaniya	No.32,Kandy Road, Dalugama,Kelaniya	<a href="mailto:kelaniya.bmg@seylan.lk">kelaniya.bmg@seylan.lk</a>	011 - 29 87 321	011 - 29 87 323
80.	Kilinochchi	No 77,79, Kandy Rd, Killinochchi.	<a href="mailto:kilinochchi.bmg@seylan.lk">kilinochchi.bmg@seylan.lk</a>	021 - 22 85 310	021 - 22 85 311
81.	Kiribathgoda	No 173,Kandy Rd, Kiribathgoda	<a href="mailto:kiribathgoda.bmg@seylan.lk">kiribathgoda.bmg@seylan.lk</a>	011 - 29 08 113	011 - 29 12 379
82.	Kirindiwela	No 89, Gampaha Rd, Kirindiwela.	<a href="mailto:kirindiwela.bmg@seylan.lk">kirindiwela.bmg@seylan.lk</a>	033 - 22 69 709	033 - 22 69 709
83.	Kirulapone	280 B, High Level Road, Colombo 06.	<a href="mailto:kirulapone.bmg@seylan.lk">kirulapone.bmg@seylan.lk</a>	011 - 28 29 054	011 - 27 68 432
84.	Kochchikade	No 66, Chilaw Rd, Kochchikade	<a href="mailto:kochchikade.bmg@seylan.lk">kochchikade.bmg@seylan.lk</a>	031 - 22 77 661	031 - 22 77 341
85.	Koggala	09, Export Processing Zone Koggala Habaraduwa.	<a href="mailto:koggala.bmg@seylan.lk">koggala.bmg@seylan.lk</a>	091 - 22 83 390	091 - 22 83 389
86.	Kollupitiya	No 428, R.a.De Mel Mw, Colombo 03	<a href="mailto:kollupitiya.bmg@seylan.lk">kollupitiya.bmg@seylan.lk</a>	011 - 25 64 080	011 - 25 77 913 / 011 - 25 76 9'14
87.	Kotahena	No 310,George R De Silva Mw, Colombo 13	<a href="mailto:kotahena.bmg@seylan.lk">kotahena.bmg@seylan.lk</a>	011 - 24 47 041	011 - 23 99 660
88.	Kotiyakumbura	No 05, Main street, Kotiyakumbura.	<a href="mailto:kotiyakumbura.bmg@seylan.lk">kotiyakumbura.bmg@seylan.lk</a>	035 - 22 89 035	035 - 22 89 067
89.	Kottawa	No. 360/2A, Highlevel Road, Pannipitiya, Kottawa.	<a href="mailto:kottawa.bmg@seylan.lk">kottawa.bmg@seylan.lk</a>	011 - 28 42 682	011 - 28 51 292
90.	Kuliyapitiya	No 137, Hettipola Rd, Kuliyapitiya	<a href="mailto:kuliyapitiya.bmg@seylan.lk">kuliyapitiya.bmg@seylan.lk</a>	037 - 22 81 450	037 - 22 81 451
91.	Kurunegala	No 64, Colombo Rd, Kurunegala	<a href="mailto:kurunegala.bmg@seylan.lk">kurunegala.bmg@seylan.lk</a>	037 - 22 23 575	037 - 22 24 277
92.	Maharagama	No 134 B, High Level Rd, Maharagama	<a href="mailto:maharagama.bmg@seylan.lk">maharagama.bmg@seylan.lk</a>	011 - 28 41 997	011 - 28 50 649
93.	Mahiyanganaya	13, Kandy Road-South,Mahiyanganaya	<a href="mailto:mahiyanganaya.bmg@seylan.lk">mahiyanganaya.bmg@seylan.lk</a>	055 - 22 58 112	055 - 22 58 '1'14
94.	Malabe	No 11,Athurugiriya Rd , Malabe	<a href="mailto:malabe.bmg@seylan.lk">malabe.bmg@seylan.lk</a>	011 - 25 61 415	011 - 25 61 4'14
95.	Manampitiya	No.9/B Main Street, Manampitiya	<a href="mailto:manampitiya.bmg@seylan.lk">manampitiya.bmg@seylan.lk</a>	060 - 22 79 171	027 - 22 24 455
96.	Manipay	No 103,Jaffna Rd, Manipay.	<a href="mailto:manipay.bmg@seylan.lk">manipay.bmg@seylan.lk</a>	021 - 22 55 526	021 - 22 55 527
97.	Mannar	No 54, Main Street ,Ward No.5, Mannar	<a href="mailto:mannar.bmg@seylan.lk">mannar.bmg@seylan.lk</a>	023 - 22 23 241	023 - 22 23 243
98.	Maradagahamula	No 150, Divulapitiya Rd, Maradagahamula	<a href="mailto:marandagahamula.bmg@seylan.lk">marandagahamula.bmg@seylan.lk</a>	031 - 22 46 377	031 - 22 46 378
99.	Maradana	No 250, Sri Sangaraja Mw, colombo 10	<a href="mailto:maradana.bmg@seylan.lk">maradana.bmg@seylan.lk</a>	011 - 23 34 185	011 - 24 73 280 / 011 - 24 78 161
100.	Matale	No 166-168, Main Street, Matale	<a href="mailto:matale.bmg@seylan.lk">matale.bmg@seylan.lk</a>	066 - 22 32 934	066 - 22 32 935
101.	Matara	No.58,Esplanade Road,Matara	<a href="mailto:matara.bmg@seylan.lk">matara.bmg@seylan.lk</a>	041 - 22 21 181	041 - 22 23 064
102.	Matugama	No.121,Agalawatta Road, Matugama.	<a href="mailto:mathugama.bmg@seylan.lk">mathugama.bmg@seylan.lk</a>	034 - 22 47 544	034 - 22 47 091

103.	Mawanella	No 1/3,New Kandy Rd, Mawanella.	<a href="mailto:mawanella.bmg@seylan.lk">mawanella.bmg@seylan.lk</a>	035 - 22 46 007	035 - 22 46 989
104.	Mawathagama	No 69/A,Kurunegala Rd, Mawathagama	<a href="mailto:mawathagama.bmg@seylan.lk">mawathagama.bmg@seylan.lk</a>	037 - 22 98 666	037 - 22 96 336
105.	Medawachchiya	82/C,Jaffna Rd, Medawachchiya.	<a href="mailto:medawachchiya.bmg@seylan.lk">medawachchiya.bmg@seylan.lk</a>	025 - 22 45 383	025 - 22 45 384
106.	Meegoda	Meegoda Economic Centre Complex,Old Rd, Meegoda	<a href="mailto:meegoda.bmg@seylan.lk">meegoda.bmg@seylan.lk</a>	011 - 28 30 820	011 - 28 30 820
107.	Millenium Branch	Seylan Towers,No 90, Galle Rd, Colombo 03	<a href="mailto:millennium.bmg@seylan.lk">millennium.bmg@seylan.lk</a>	011 - 24 56 145	011 - 24 52 501
108.	Minuwangoda	No 40, Cargills Building, Colombo Road, Minuwangoda.	<a href="mailto:minuwangoda.bmg@seylan.lk">minuwangoda.bmg@seylan.lk</a>	011 - 22 99 004	011 - 22 99 005
109.	Mirigama	No 70/1, Giriulla Rd, Mirigama.	<a href="mailto:mirigama.bmg@seylan.lk">mirigama.bmg@seylan.lk</a>	033 - 22 73 001	033 - 22 73 000
110.	Moneragala	94/3, New bus stand, Moneragala	<a href="mailto:monaragala.bmg@seylan.lk">monaragala.bmg@seylan.lk</a>	055 - 22 76 212	055 - 22 76 164
111.	Moratumulla	No.242 (330 & 330/1),DesoysaRoad,Moratumulla ,Moratuwa.	<a href="mailto:moratumulla.bmg@seylan.lk">moratumulla.bmg@seylan.lk</a>	011 - 26 52 084	011 - 26 52 085
112.	Moratuwa	No. 433, Galle Road, Rawathawatte, Moratuwa.	<a href="mailto:moratuwa.bmg@seylan.lk">moratuwa.bmg@seylan.lk</a>	011 - 26 56 902	011 - 26 56 901
113.	Mount Lavinia	No 198, Galle Rd Ratmalana.	<a href="mailto:mountlavinia.bmg@seylan.lk">mountlavinia.bmg@seylan.lk</a>	011 - 27 38 272	011 - 27 23 271
114.	Mullativu	P W D Road,Mullativu	<a href="mailto:mullativu.bmg@seylan.lk">mullativu.bmg@seylan.lk</a>	021 - 22 90 065	021 - 22 90 067
115.	Narammala	150, Kurunegala Road, Narammala	<a href="mailto:narammala.bmg@seylan.lk">narammala.bmg@seylan.lk</a>	037 - 22 48 764	037 - 22 48 745
116.	Nawala	No 48/A, Narahenpita Rd, Nawala	<a href="mailto:nawala.bmg@seylan.lk">nawala.bmg@seylan.lk</a>	011 - 28 06 727	011 - 28 05 779
117.	Nawalapitiya	No 02, Baily Rd. Nawalapitiya	<a href="mailto:nawalapitiya.bmg@seylan.lk">nawalapitiya.bmg@seylan.lk</a>	054 - 22 22 056	054 - 22 23 832
118.	Negombo	No 141, Rajapakse Braodway, Negombo	<a href="mailto:negambo.bmg@seylan.lk">negambo.bmg@seylan.lk</a>	031 - 22 24 302	031 - 22 24 335
119.	Nelliyady	No 149,Point Pedro Rd, Nelliyady.	<a href="mailto:nelliyady.bmg@seylan.lk">nelliyady.bmg@seylan.lk</a>	021 - 32 05 961	021 - 22 64 966
120.	Nittambuwa	NO 195/1, Colombo Rd Nittambuwa.	<a href="mailto:nittambuwa.bmg@seylan.lk">nittambuwa.bmg@seylan.lk</a>	033 - 22 95 270	033 - 22 96 650
121.	Nochiyagama	No.411,PuttalamRoad,Nochiyagama.	<a href="mailto:nochiyagama.bmg@seylan.lk">nochiyagama.bmg@seylan.lk</a>	025 - 22 57 220	025 - 22 57 324
122.	Nugegoda	211, High Level Rd, Nugegoda.	<a href="mailto:nugegoda.bmg@seylan.lk">nugegoda.bmg@seylan.lk</a>	011 - 28 15 094	011 - 28 11 182
123.	Nuwareliya	No 48, Park Rd, Nuwareliya.	<a href="mailto:nuwareliya.bmg@seylan.lk">nuwareliya.bmg@seylan.lk</a>	052 - 22 23 026	052 - 22 23 002
124.	Old Moor Street	No. 315-317, Old Moor Street, colombo 12	<a href="mailto:oldmoorstreet.bmg@seylan.lk">oldmoorstreet.bmg@seylan.lk</a>	011 - 24 21 483	011 - 23 31 774
125.	Padaviya	"Vidushi Building" BandaranayakeJuncition,Padaviya.	<a href="mailto:padaviya.bmg@seylan.lk">padaviya.bmg@seylan.lk</a>	025 - 22 53 003	025 - 22 53 016
126.	Pallekele	Kandy Industrial Park,BOI,Pallekele	<a href="mailto:pallekele.bmg@seylan.lk">pallekele.bmg@seylan.lk</a>	081 - 24 23 958	081 - 24 23 135
127.	Panadura	No 372, Galle Rd, Panadura	<a href="mailto:panadura.bmg@seylan.lk">panadura.bmg@seylan.lk</a>	038 - 22 33 172	038 - 22 35 304
128.	Pannala	No 22, Negombo Rd., Pannala	<a href="mailto:pannala.bmg@seylan.lk">pannala.bmg@seylan.lk</a>	037 - 22 45 532	037 - 22 45 536
129.	Pelmadulla	No 17, Galwatta Rd, Pelmadulla	<a href="mailto:pelmadulla.bmg@seylan.lk">pelmadulla.bmg@seylan.lk</a>	045 - 22 75 625	045 - 22 75 527
130.	Pettah	No 96, Main Street,Colombo 11	<a href="mailto:pettah.bmg@seylan.lk">pettah.bmg@seylan.lk</a>	011 - 23 37 823	011 - 23 37 826
131.	Piliyandala	No 07 Old Road,Piliyandala.	<a href="mailto:piliyandala.bmg@seylan.lk">piliyandala.bmg@seylan.lk</a>	011 - 26 04 982	011 - 26 04 983
132.	Pitakotte	143A, Pagoda Road, Pitakotte.	<a href="mailto:pitakotte.bmg@seylan.lk">pitakotte.bmg@seylan.lk</a>	011 - 28 27 871	011 - 28 27 873
133.	Polonnaruwa	Lake View Building Polonnaruwa.	<a href="mailto:polonnaruwa.bmg@seylan.lk">polonnaruwa.bmg@seylan.lk</a>	027 - 22 23 168	027 - 22 23 169
134.	Pothuwil	Main Street,Pothuwil	<a href="mailto:pothuwil.bmg@seylan.lk">pothuwil.bmg@seylan.lk</a>	063 - 22 48 515	063 - 20 50 846
135.	Pussellawa	No.429,Nuware EliyaRoad,Pussellawa	<a href="mailto:pussellawa.bmg@seylan.lk">pussellawa.bmg@seylan.lk</a>	081 - 24 78 131	081 - 24 78 135
136.	Puttalam	No. 14, KanganiKulam Street, Puttalam.	<a href="mailto:puttalam.bmg@seylan.lk">puttalam.bmg@seylan.lk</a>	032 - 22 65 194	032 - 22 65 469
137.	Raddalugama	171, National Housing scheme, Raddalugama.	<a href="mailto:raddolugama.bmg@seylan.lk">raddolugama.bmg@seylan.lk</a>	011 - 22 92 778	011 - 22 92 372
138.	Ranpokunagama	No 01, Maduwagedara ,Nittambuwa.	<a href="mailto:ranpokunagama.bmg@seylan.lk">ranpokunagama.bmg@seylan.lk</a>	033 - 22 82 242	033 - 22 82 241
139.	Ratnapura	No.06, Goodshed Rd, Ratnapura.	<a href="mailto:ratnapura.bmg@seylan.lk">ratnapura.bmg@seylan.lk</a>	045 - 22 23 111	045 - 22 22 111



140.	Rideegama	No.02,Dodangaslanda Road,Rideegama	<a href="mailto:rideegama.bmg@seylan.lk">rideegama.bmg@seylan.lk</a>	037 - 22 52 690	037 - 22 52 692
141.	Ruwanwella	No 88, Main street, Ruwanwella	<a href="mailto:ruwanwella.bmg@seylan.lk">ruwanwella.bmg@seylan.lk</a>	036 - 22 67 445	036 - 22 67 447
142.	Sammanthurai	No. 113,Hijra Junction,Ampara 1st Lane,Sammanthurai	<a href="mailto:sammanthurai.bmg@seylan.lk">sammanthurai.bmg@seylan.lk</a>	067 - 22 61 284	067 - 22 61 285
143.	Sarikkalimulla	No 97, Old Galle Rd, Sarikkamulla , Panadura.	<a href="mailto:sarikkamulla.bmg@seylan.lk">sarikkamulla.bmg@seylan.lk</a>	038 - 22 35 265	038 - 22 33 082
144.	Siyambalanduwa	In Front of Fuel Station, Pothuvil Road, Siyambalanduwa.	<a href="mailto:siyambalanduwa.bmg@seylan.lk">siyambalanduwa.bmg@seylan.lk</a>	055 - 22 79 138	055 - 22 79 139
145.	Soysapura	No.05, Angulana Junction, Katubedda, Moratuwa	<a href="mailto:soysapura.bmg@seylan.lk">soysapura.bmg@seylan.lk</a>	011 - 26 22 756	011 - 26 12 003
146.	Thalawakele	No 10, Kotmale Rd, Thalawakele	<a href="mailto:thalawakale.bmg@seylan.lk">thalawakale.bmg@seylan.lk</a>	052 - 22 58 638	052 - 22 58 639
147.	Tissamaharama	No 169, Kachcheriyagama, Hambantota Road, Tissamaharama	<a href="mailto:tissamaharama.bmg@seylan.lk">tissamaharama.bmg@seylan.lk</a>	047 - 22 37 161	047 - 22 37 163
148.	Trincomalee	No 289, Central Rd,Trincomalee.	<a href="mailto:trincomalee.bmg@seylan.lk">trincomalee.bmg@seylan.lk</a>	026 - 22 27 701	026 - 22 27 701
149.	Udappu	Division No 6, Main Street,Udappu.	<a href="mailto:udappuwa.bmg@seylan.lk">udappuwa.bmg@seylan.lk</a>	032 - 22 58 830	032 - 22 58 848
150.	Vavuniya	No 45, 2nd cross Street ,Vavuniya.	<a href="mailto:vavuniya.bmg@seylan.lk">vavuniya.bmg@seylan.lk</a>	024 - 22 22 633	024 - 22 22 933
151.	Veyangoda	No 95, Negombo Road, Veyangoda	<a href="mailto:veyangoda.bmg@seylan.lk">veyangoda.bmg@seylan.lk</a>	033 - 22 95 050	033 - 22 95 051
152.	Wadduwa	14,Station Road, Wadduwa.	<a href="mailto:wadduwa.bmg@seylan.lk">wadduwa.bmg@seylan.lk</a>	038 - 22 94 672	038 - 22 94 325
153.	Warakapola	No 192, Main Street, Warakapola.	<a href="mailto:warakapola.bmg@seylan.lk">warakapola.bmg@seylan.lk</a>	035 - 22 67 628	035 - 22 67 123
154.	Wariyapola	No.105, Kurunegala Road, Wariyapola	<a href="mailto:wariyapola.bmg@seylan.lk">wariyapola.bmg@seylan.lk</a>	037-22 68 598-600	037-22 68 596
155.	Wattala	No 276, Negombo Rd, Wattala	<a href="mailto:wattala.bmg@seylan.lk">wattala.bmg@seylan.lk</a>	011 - 29 33 589	011 - 29 31 603
156.	Welimada	No. 107, NuwaraEliya Rd, Welimada	<a href="mailto:welimada.bmg@seylan.lk">welimada.bmg@seylan.lk</a>	057 - 22 45 617	057 - 22 45 350
157.	Weliweriya	No 477/20/15 Edwin Estate, Main Street, Weliweriya.	<a href="mailto:weliweriya.bmg@seylan.lk">weliweriya.bmg@seylan.lk</a>	033 - 22 55 021	033 - 22 55 355
158.	Wennappuwa	No. 17/1, Chilaw Road, Wennappuwa	<a href="mailto:wennappuwa.bmg@seylan.lk">wennappuwa.bmg@seylan.lk</a>	031-22-62967	031-2262965
159.	Wijerama	No.675/1,High Level Rd, Wijerama.	<a href="mailto:wijerama.bmg@seylan.lk">wijerama.bmg@seylan.lk</a>	011 - 28 03 001	011 - 28 03 155
160.	Yakkala	No184,Kandy Rd, Yakkala	<a href="mailto:yakkala.bmg@seylan.lk">yakkala.bmg@seylan.lk</a>	033 - 22 26 378	033 - 22 33 527
161.	Yatiantota	No 51/1/2, Ginigathhena Rd, Yatiantota.	<a href="mailto:yatiantota.bmg@seylan.lk">yatiantota.bmg@seylan.lk</a>	036 - 22 71 480	036 - 22 71 481
162.	Peradeniya	No.670,Peradeniya Road, Kandy.	<a href="mailto:peradeniya.bmg@seylan.lk">peradeniya.bmg@seylan.lk</a>	081-2068041	081-2068044
163.	Pilimathalawa	No.225, Colombo Road, Pilimathalawa.	<a href="mailto:pilimathalawa.bmg@seylan.lk">pilimathalawa.bmg@seylan.lk</a>	081-2069706	081-2069709
164.	Employment Bureau Center*	109, Main Street, Battaramulla	<a href="mailto:ebc@seylan.lk">ebc@seylan.lk</a>	011-3301114	-
165.	Karapitiya	No 108A, Karapitiya, Galle	<a href="mailto:karapitiya.bmg@seylan.lk">karapitiya.bmg@seylan.lk</a>	091-2222537	091-2222539
166.	Matara Bazaar-Kotuwegoda	No 167/A, New Tangalle Road, Kotuwegoda, Matara	<a href="mailto:matarabazaar.bmg@seylan.lk">matarabazaar.bmg@seylan.lk</a>	041-2238395	041-2238397
167.	Chunnakam	No 130, PonnambalamRamanathan Road, Chunnakam	<a href="mailto:chunnakam.bmg@seylan.lk">chunnakam.bmg@seylan.lk</a>	021-2242901	021-2242904
168.	Mutwal	No677, Aluthmawatha Road,	<a href="mailto:mutwal.bmg@seylan.lk">mutwal.bmg@seylan.lk</a>	011-2524138	011-2524248
169.	Hettipola	No.169, Kurunegala Road, Hettipola	<a href="mailto:hettipola.bmg@seylan.lk">hettipola.bmg@seylan.lk</a>	0372291833/4	0372291844
170.	Eheliyagoda	No.65, Awissawella Road, Eheliyagoda	<a href="mailto:Eheliyagoda.bmg@seylan.lk">Eheliyagoda.bmg@seylan.lk</a>	0362256995/6	0362256998

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**ANNEXURE – III COLLECTION POINTS**

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**COPIES OF THE PROSPECTUS CAN BE OBTAINED FREE OF CHARGE FROM THE FOLLOWING  
COLLECTION POINTS****Managers to the Issue****People’s Bank -Investment Banking Unit**

13<sup>th</sup> floor, No 75,  
Sir Chittampalam Gardiner Mw,  
Colombo 02.  
T:+94 112206795-6  
F: + 94 11 2458842

**Capital Alliance Partners Limited**

Level 5, “Millennium House”,  
46/58, NavamMawatha,  
Colombo 02.  
T: +94 11 2317777  
F: +94 11 2317788

**Bankers to the Issue****Seylan Bank PLC**

Millennium Branch,  
“Seylan Towers”,  
No.90, Galle Road,  
Colombo 03.  
T: +94 11 2456103, 11 2456135, 11 2456145  
F: +94 11 2452506, 11 2452501

**Registrars to the Issue****SSP Corporate Services (Pvt) Ltd**

No 101,  
Inner Flower Road,  
Colombo 03.  
T: 94 11 2573894  
F: 94 11 2573609

## MEMBERS OF THE CSE

<p><b>Bartleet Religare Securities (Pvt) Ltd</b>  Level "G", "Bartleet House", 65, Braybrooke Place,  Colombo 2.  +94 11 5 220 200  +94 11 2 434 985  info@bartleetstock.com  http://www.bartleetreligare.com</p>	<p><b>Acuity Stockbrokers (Pvt) Ltd.</b>  No. 53, Dharmapala Mawatha,  Colombo 3.  +94 11 2 206 206  +94 11 2 206 298 / 9  sales@acuitystockbrokers.com  http://www.acuity.lk/</p>
<p><b>John Keells Stock Brokers (Pvt) Ltd.</b>  186, Vauxhall Street,  Colombo 2.  +94 11 2 306 250  +94 11 2 342 068  jkstock@keells.com  http://www.jksb.com/</p>	<p><b>Asha Phillip Securities Ltd.</b>  No.60, 5th Lane, Colombo 03.  +94 11 2 429 100  +94 11 2 429 199  apsl@ashaphillip.net  http://www.ashaphillip.net/</p>
<p><b>Assetline Securities (Pvt) Ltd.</b>  No.120, 120A, Pannipitiya Road,  Battaramulla.  +94 11 4 700 100  +94 11 4 700 101, +94 11 4 700 112  info@assetline.lk  http://assetline.lk/product/stock-broking/</p>	<p><b>Somerville Stockbrokers (Pvt) Ltd.</b>  1A, Park Way, Park Road  Colombo 5.  +94 11 2 502 852 / +94 11 2 502 854/ +94 11 2 502  858 / +94 11 2 502 862  +94 11 2502596  ssb-web@sltnet.lk</p>
<p><b>J B Securities (Pvt) Ltd.</b>  150, St. Joseph Street,  Colombo 14.  +94 11 2 490 900  +94 11 2 430070  jbs@jb.lk  https://www.jbs.lk/</p>	<p><b>Lanka Securities (Pvt) Ltd.</b>  228/1, Galle Road,  Colombo 04.  +94 11 4 706 757, 2 554 942  +94 11 4 706 767  info@lankasec.com  http://www.lankasecurities.com/</p>
<p><b>Asia Securities (Pvt) Ltd.</b>  4th Floor, Lee Hedges Tower, No.349, Galle Road,  Colombo 3.  +94 11 7 722 000  +94 11 2584864  marketinfo@asiasecurities.lk  http://asiasecurities.net/</p>	<p><b>Nation Lanka Equities (Pvt) Ltd.</b>  44, Guildford Crescent,  Colombo - 07.  +94 777630624/773030885/776521001  +94 11 2 688 899  info@nlequities.com  http://www.nlequities.com/</p>
<p><b>Capital Trust Securities (Pvt) Ltd.</b>  42, Mohamed Macan Markar Mawatha,  Colombo 3.  +94 11 2 174 174, +94 11 2 174 175</p>	<p><b>S C Securities (Pvt) Ltd.</b>  5th Floor, 26 B, Alwis Place, Colombo 3.  +94 11 4 711 000 / +94 11 47 11 001  +94 11 2 394 405</p>

+94 11 2 174 173 inquiries@capitaltrust.lk <a href="http://www.capitaltrust.lk/">http://www.capitaltrust.lk/</a>	itdivision@sampathsecurities.lk <a href="http://www.sampathsecurities.lk/">http://www.sampathsecurities.lk/</a>
<b>CT CLSA Securities (Pvt) Ltd</b> 4-14, Majestic City, 10, Station Road, Colombo 4. Tel. +94 11 2 552 290 - 4 +94 11 2 552 289 info@ctclsa.lk <a href="http://www.ctclsa.lk/">http://www.ctclsa.lk/</a>	<b>First Capital Equities (Pvt) Ltd.</b> No. 2, Deal Place, Colombo 03. +94 11 2639898 +94 11 5 736 264 equity@firstcapital.lk <a href="http://www.firstcapital.lk/">http://www.firstcapital.lk/</a>
<b>NDB Securities (Private) Ltd.</b> Level 2, NDB Capital Building, No. 135, Buddhaloka Mawatha, Colombo 4. +94 11 2 314 170 to 2 314 178, +94 11 2 131 000 +94 11 2 314 181 mail@ndbs.lk <a href="http://www.ndbs.lk/">http://www.ndbs.lk/</a>	

### TRADING MEMBERS

<b>Capital Alliance Securities (Pvt) Ltd.</b> Level 5, "Millennium House", 46/58 Navam Mawatha, Colombo 2. +94 11 2 317 777 +94 11 2 3177 88 info@cal.lk <a href="http://www.capitalalliance.lk">www.capitalalliance.lk</a>	<b>SMB Securities (Pvt) Ltd.</b> No. 02, Gower Street, Colombo 5. +94 11 5 886971 + 94 11 2 550100 info@smbsecurities.lk <a href="http://www.smbsecurities.lk">www.smbsecurities.lk</a>
<b>First Guardian Equities (Pvt) Ltd.</b> 32nd Floor, East Tower, World Trade Centre, Colombo 1. +94 11 5 884 400 (Hunting) +94 11 5 884 401 info@fge.lk <a href="http://www.fge.lk">www.fge.lk</a>	<b>Enterprise Ceylon Capital (Pvt) Ltd.</b> 26th Floor, East Tower, World Trade Center Echelon Square, Colombo 1 +94 11 2372541 +94 11 2372541 info@ecc.lk <a href="http://ecc.lk/">ecc.lk/</a>
<b>TKS Securities (Pvt) Ltd.</b> 4th Floor, No. 245, Dharmapala Mawatha, Colombo 7. +94 11 7 857 799 +94 11 7 857 857 info@tksl.lk <a href="http://www.tks.lk">www.tks.lk</a>	<b>Richard Pieris Securities (Pvt) Ltd.</b> No. 55/20, Vauxhall Lane, Colombo 02. +94 11 7 448 900 , +94 11 5 900 800 +94 11 2 330 711 rpfs@rpsecurities.com <a href="http://www.arpico.com/contents/services_stock_broking.php">www.arpico.com/contents/services_stock_broking.php</a>
<b>Claridge Stockbrokers (Pvt) Ltd.</b> No. 97, Ananda Rajakaruna Mawatha, Colombo 10. +94 11 2 689 248 +94 11 2 689 250 csb@mackwoods.com	<b>Navara Securities (Pvt) Ltd.</b> No. 12B Gregory's Road, Colombo 7. +94 11 2 358 700 / 20 +94 11 5 005 551 info@navarasecurities.lk <a href="http://www.navarasecurities.lk">www.navarasecurities.lk</a>

<p><b>Softlogic Stockbrokers (Pvt) Ltd</b>  No.06, 37th Lane, Queens Road, Colombo 03.  +94 11 7 277 000  +94 11 7 277 099  ssb.inquiry@softlogic.lk  www.softlogicequity.lk</p>	<p><b>Taprobane Securities (Pvt) Ltd.</b>  2nd Floor, No. 10, Gothami Road, Colombo 08.  +94 11 5 328 200, +94 11 5 328 100  +94 11 5 328 177  contact@taprobane.lk  www.taprobane.lk/</p>
<p><b>Candor Equities Ltd.</b>  Level 8, South Wing, Millennium House, 46/58  Nawam Mawatha,Colombo 02.  +94 11 2 359 100  +94 11 2 305 522  info@candorh.com  www.candor-holdings.com</p>	<p><b>LOLC Securities Ltd</b>  No. 481, T.B.Jayah Mawatha,Colombo 10.  +94 11 5 889 889  +94 11 2 662 883  info@lolcsecurities.com</p>

### TRADING MEMBERS – DEBT

<p><b>First Capital Markets Ltd</b>  No. 2, Deal Place,  Colombo 3.  +94 11 2 639 898, +94 11 2 681 888  +94 11 2 639 899, + 94 11 2 576 866  info@firstcapital.lk  www.firstcapital.lk</p>	<p><b>Capital Alliance Ltd</b>  Level 5, "Millenium House" 46/58, Nawam  Mawatha,  Colombo 2.  +94 11 2 317 777  +94 11 2 317 788  info@cal.lk</p>
<p><b>Wealthtrust Securities Ltd</b>  No. 32, Dudley Senanayake Mawatha,  Colombo 08.  +94 11 2 675 091-4  +94 11 2 689 605  info@wealthtrust.lk</p>	<p><b>NSB Fund Management Ltd</b>  No 255, 1st Floor, NSB Head Office,Galle Road,  Colombo 3.  +94 11 2564601  +94 11 2 574 387</p>

## ANNEXURE IV - CUSTODIAN BANKS

<p><b>BANK OF CEYLON</b> Head office, 11th Floor, 04, Bank of Ceylon Mawatha, Colombo 01. 011 2 204 064 011 2 338 742/55, 011 2 544 333</p>	<p><b>BANQUE INDOSUEZ</b> C/o Hatton National Bank Limited, Cinnamon Garden Branch, 251, Dharmapala Mawatha, Colombo 07. 011 2 686 537, 011 2 689 176</p>
<p><b>CITI BANK N.A</b> 65C, Dharmapala Mawatha, P O Box 888, Colombo 07. 011 2 447 316-8, 011 2 447 318, 011 2 449 061, 11 2 328 526, 011 4 794 700</p>	<p><b>COMMERCIAL BANK OF CEYLON PLC</b> Commercial House, 21, Sir Razik Fareed Mawatha, Colombo 01. 011 2 486 000-3</p>
<p><b>DEUTSCHE BANK AG</b> 86, Galle Road, Colombo 03. 011 2 447 062, 011 2 438 057</p>	<p><b>HATTON NATIONAL BANK PLC</b> HNB Towers, 479, T B Jayah Mawatha, Colombo 10. 011 2 661 762</p>
<p><b>THE HONGKONG &amp; SHANGHAI BANKING CORPORATION LIMITED</b> 24, Sir Baron Jayathilake Mawatha, Colombo 01. 011 2 325 435, 011 2 446 591, 011 2 446 303</p>	<p><b>PEOPLE'S BANK</b> Head office - Treasury, 13th Floor, 75, Sir Chittampalam A Gardiner Mawatha, Colombo 02. 011 2 206 782</p>
<p><b>STANDARD CHARTERED BANK</b> 37 York Street, Colombo 01. 011 4 794 400, 011 2 480 450</p>	<p><b>SAMPATH BANK PLC</b> 110, Sir James Pieris Mawatha, Colombo 02. 011 5 600 374</p>
<p><b>STATE BANK OF INDIA</b> 16, Sir Baron Jayathilake Mawatha, Colombo 01. 011 4 622 350</p>	<p><b>SEYLAN BANK PLC</b> Level 8, Seylan Towers, 90, Galle Road, Colombo 03. 011 4 701 812, 011 4 701 819, 011 4 701 829, 011 2 456 789</p>
<p><b>UNION BANK COLOMBO PLC</b> 64, Galle Road, Colombo 03 011 2 374 100</p>	<p><b>NATIONS TRUST BANK PLC</b> 242, Union Place, Colombo 2. 011 4 711 411</p>
<p><b>PAN ASIA BANKING CORPORATION PLC</b> 450, Galle Road, Colombo 03. 011 2 565 565</p>	<p><b>PUBLIC BANK BERHAD</b> 340, R A De Mel Mawatha, Colombo 03. 011 2 576 289 / 011 7 290 200-7</p>