

PROSPECTUS

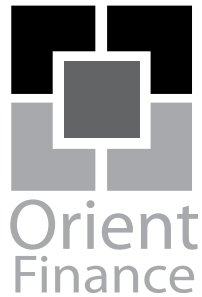
INITIAL PUBLIC OFFERING



“TO BE LISTED ON THE DIRI SAVI BOARD OF THE COLOMBO STOCK EXCHANGE”

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IS YET TO
COME

Managers to the issue
kenanga
KENANGA INVESTMENT CORPORATION LTD



ORIENT FINANCE PLC

(Company Registration No: PB 1079 PQ)

Incorporated under the Companies Ordinance No. 51 of 1938 and re-registered under the Companies Act No.07 of 2007. The Company is registered under the Finance Business Act No.42 of 2011

PROSPECTUS

INVITATION TO INVEST IN 71,500,000 ORDINARY VOTING SHARES AT LKR 15 PER SHARE
TO RAISE LKR 1,072,500,000

148,018,370 ORDINARY SHARES OF ORIENT FINANCE PLC
TO BE LISTED ON THE DIRI SAVI BOARD OF THE COLOMBO STOCK EXCHANGE

kenanga

MANAGERS TO THE ISSUE
KENANGA INVESTMENT CORPORATION LIMITED
4TH FLOOR, LANDMARK BUILDING, NO 385
GALLE ROAD, COLOMBO 03

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Invitation to investors

This invitation represents an opportunity to participate in the future growth prospects of Orient Finance PLC (“BFN”) formally known as Bartleet Finance PLC (“BFN”), a Non-Banking Financial Institution specialised in acceptance of deposits, granting lease facilities, hire purchase, loans and other credit facilities, real estate developments, share trading and related services.

Through this Prospectus, BFN hereby wishes to make an invitation for Investment in respect of Seventy One Million Five Hundred Thousand (71,500,000) Ordinary Voting Shares at LKR 15.00 per Share. In this document, a prospective investor will find detailed information about BFN and its business in addition to other statutory information relating to the Issue. The Board of Directors of the Company urges the investing public that this Prospectus be read carefully prior to making an investment decision.

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 the Shares, which is decided solely by the Company / Issuer.

This Prospectus is dated 8th January 2016

The delivery of this Prospectus shall not under any circumstance constitute a representation or create any implication or suggestion that there has been no material change in the affairs of the Company since the date of this Prospectus. Any material change in the affairs of the Company after the date of the Prospectus will be notified to the CSE via an addendum to the Prospectus.

If you are in doubt regarding the contents of this Prospectus or if you require any advice in his regard, you should consult your Stock broker, Bank manager, Lawyer or any other Professional Advisor.

This Prospectus has been prepared from information provided by Orient Finance PLC (hereinafter referred to as "BFN" or "Company") and its Directors and/or which is publicly available. The Company and its Directors having made all reasonable inquiries, confirm that 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. Where representations regarding the future performance of BFN have been given in this Prospectus, such representations have been made after due and careful enquiry of the information available to BFN and making assumptions that are considered to be reasonable at the present point in time in their best judgment.

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

No person is authorised to give any information or make any representation not contained in this Prospectus and if given or made, any such information or representation must not be relied upon as having been authorised by the Company.

Registration of the Prospectus

A copy of this Prospectus has been delivered for registration to the Registrar General of Companies in Sri Lanka in accordance with the Companies Act No. 07 of 2007 (the "Companies Act"). The following documents were attached to the copy of the Prospectus delivered to the Registrar General of Companies in Sri Lanka:

1. The written consent of the Managers to the Issue

The Managers to the Issue have given and have not before the delivery of a copy of the Prospectus for registration withdrawn their written consent for the inclusion of their name as Managers to the Issue and for the inclusion of their statements/declarations in the form in which it is included in the Prospectus.

2. The written consent of the Registrars to the Issue

The Registrars to the Issue have given and have not before the delivery of a copy of the Prospectus for Registration withdrawn their written consent for the inclusion of their name as Registrars to the Issue in the Prospectus.

3. The written consent of the Auditors & Reporting Accountants to the Company

The Auditors & Reporting Accountants to the Company have given and have not before the delivery of a copy of the Prospectus for registration withdrawn their written consent for the inclusion of their name as Auditors & Reporting Accountants to the Company and for the inclusion of their report/ statements in the form and context in which it is included in the Prospectus.

4. The written consent of the Legal Advisors & Lawyers to the Issue

The Lawyers to the Issue have given and have not before the delivery of a copy of the Prospectus for registration withdrawn their written consent for the inclusion of their name as Lawyers to the Issue in the Prospectus.

5. The written consent of the Bankers to the Company/Issue

The Bankers to the Company/Issue have given and have not before the delivery of a copy of the Prospectus for registration withdrawn their written consent for the inclusion of their names as Bankers to the Company/ Issue in the Prospectus.

6. The written consent of the Independent Valuation Expert

The Independent Valuation Expert, KPMG Sri Lanka has given and not before the delivery of a copy of the Prospectus for registration withdrawn their written consent to include the Share Valuation in the Prospectus.

A declaration made by each of the Directors of the Company confirming that each of them have read the provisions of the Companies Act and of the CSE Listing Rules relating to the issue of the Prospectus and that those provisions have been complied with.

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

No person is authorised to give any information or make any representation not contained in this Prospectus and if given or made, any such information or representation must not be relied upon as having been authorised by the Company.

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 Company are classified as Forward Looking Statements.

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

Such factors may cause actual results, performance and achievements to materially differ from any future results, performance or achievements expressed or implied by Forward Looking Statements herein. Forward Looking Statements are also based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future.

Given the risks and uncertainties that may cause the Company'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.

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 "Investment Considerations and Associated Risks" in Section 14 of this Prospectus.

Presentation of Currency Information and Other Numerical Data

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

Certain numerical figures in 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.

Presentation of Macroeconomic and Industry Data

Economic and Industry data used throughout this Prospectus are derived from the Central Bank of Sri Lanka, Department of Census & Statistics, Colombo Stock Exchange and various other industry data sources, which the Company believes to be reliable, but the accuracy and completeness of that information is not guaranteed. Similarly, industry surveys and other publications, while believed to be reliable, have not been independently verified and neither the Company, nor Managers to the Issue make any representation as to the accuracy of that information.

Issue at a Glance

Issuer	Orient Finance PLC
Number and Type of Securities to be Initially Issued	71,500,000 Ordinary Voting Shares
Issue Price	LKR 15 per share
Amount to be raised on the number of Shares to be issued	LKR 1,072,500,000
Minimum Subscription per Application	Minimum subscription per Application is 100 Shares (LKR 1,500). Applications in excess of the minimum subscription shall be in multiples of 100 Shares. Minimum investment will be allotted to all successful applicants on the Offering.
Issue Opening Date	25th January 2016
Issue Closing Date	12th February 2016 or such earlier date on which the Issue of 71,500,000 new shares is oversubscribed. Refer section 5.10 of this Prospectus for further details on the Issue closing date.
Earliest Closing Date	25th January 2016
Basis of Allotment	The basis of allotment is detailed in Section 5.1 of this Prospectus
CSE Listing	To be listed on the Diri Savi Board of the CSE subjected to compliance with the CSE Listing Rules and SEC Directives

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1.0 ABBREVIATIONS USED IN THE PROSPECTUS

ADB	Asian Development Bank
ASI	All Share Index
AWPLR	Average Weighted Prime Lending Rate
CAGR	Compounded Annual Growth Rate
CBSL	Central Bank of Sri Lanka
CDS	Central Depository Systems (Private) Limited
CSE	Colombo Stock Exchange
CSR	Corporate Social Responsibility
FCBU	Foreign Currency Banking Unit
FY	Financial Year
GDP	Gross Domestic Product
GoSL	Government of Sri Lanka
HRM	Human Resource Management
HP	Hire Purchase
IPO	Initial Public Offering
LCB	Licensed Commercial Bank
LSB	Licensed Specialised Bank
NGO	Non-Governmental Organisation
NIC	National Identity Card
NIM	Net Interest Margin
NPA	Non-Performing Advances
NRFC	Non-Resident Foreign Currency
PER	Price Earnings Ratio
POA	Power of Attorney
RANSI	Rupee Account for Non-Resident Sri Lankan Investment
RFC	Registered Finance Company
RFLE	Registered Finance Leasing Establishment
RGFCA	Resident Guest Foreign Currency Account
RMV	Registrar of Motor Vehicles
RTGS	Real Time Gross Settlement System
SEC	Securities and Exchange Commission
SIA	Securities Investment Account
SLC	Specialised Leasing Company
SLIPS	Sri Lanka Inter-bank Payment System
SMC	Senior Management Committee
SME	Small and Medium Enterprises
USD	US Dollar
VAT	Value Added Tax
WB	World Bank
WHT	Withholding Tax
YoY	Year on Year

2.0 CORPORATE INFORMATION

The Company	Orient Finance PLC
Company Number	PB 1079 PQ
Legal Form of the Company	A Public Limited Company Incorporated under the Companies Ordinance No. 51 of 1938 and re-registered under the Companies Act No.07 of 2007. The Company is registered under the Finance Business Act No.42 of 2011
Date of Incorporation	24th July 1981
Place of Incorporation	Colombo, Sri Lanka
Registered Office	Orient Finance PLC No. 2, Deal Place, Colombo 03
Secretaries of the Company	K H L Corporate services Limited No. 2, Deal Place, Colombo 03 Tel: +94 11 263 9878 Fax: +94 11 263 9868
Auditors to the Company	BDO Partners Chartered Accountants "Charter House" No. 65/2, Sir Chittampalam A Gardiner Mawatha Colombo 02 Tel: +94 11 242 1878 / 79 / 70 Fax: +94 11 233 6064
Bankers to the Company	Seylan Bank PLC Seylan Towers No 90, Galle Road, Colombo 03 Tel: +94 11 2 008 888 Fax: +94 11 2 421 597 Commercial Bank of Ceylon PLC No. 21, Sir Razik Fareed Mawatha Colombo 01 Tel: +94 11 2 336 633 Fax: +94 11 2 449 889 Deutsche Bank AG Colombo Branch No. 86, Galle Road PO Box 314, Colombo 3 Tel: +94 11 2 447 062 Fax: +94 11 2 447 067
Managers to the Issue	Kenanga Investment Corporation Ltd 4th Floor, Landmark Building No. 385, Galle Road, Colombo 03 Tel : +94 (0) 11 523 8441 Fax : +94 (0) 11 523 8442

Legal Advisors & Lawyers to the Issue	Corporate Legal Consultants No. 33/7, School Avenue Nawala Tel: +94 71 472 5 234
Auditors and Reporting Accountants to the Issue	BDO Partners Chartered Accountants "Charter House" No. 65/2 Sir Chittampalam A Gardiner Mawatha Colombo 02 Tel: +94 11 242 1878 / 79 / 70 Fax: +94 11 233 6064
Registrars to the Issue	K H L Corporate Services Limited No. 2, Deal Place, Colombo 03 Tel: +94 11 263 9878 Fax: +94 11 263 9868
Bankers to the Issue	Seylan Bank PLC Seylan Towers No 90, Galle Road, Colombo 03 Tel: +94 11 2 008 888 Fax: +94 11 2 421 597

Board of Directors

Dr. Dayanath Chandrajith Jayasuriya	President's Counsel – Chairman, Independent Non -Executive Director
Mr. Prakash Anand Schaffter	Non -Executive Director
Mr. Ramesh Schaffter	Non -Executive Director
Mr. Ananda Wijetilake Atukorala	Independent Non -Executive Director
Mrs. Lakshmi Kumari Gunatilake	Independent Non -Executive Director
Mr. K. M. Anil Tikiri Banda Tittawella	Independent Non -Executive Director
Mr. D. S. P. Wikramanayake	Independent Non -Executive Director
Mr. Asela Indrajith Fernando	Independent Non -Executive Director
Ms. Minette Delicia Anne Perera	Independent Non -Executive Director

3.0 RELEVANT PARTIES TO THE ISSUE

Managers to the Issue	Kenanga Investment Corporation Ltd 4th Floor, Landmark Building No. 385, Galle Road, Colombo 03 Tel : +94 (0) 11 523 8441 Fax : +94 (0) 11 523 8442
Legal Advisors & Lawyers to the Issue	Corporate Legal Consultants No. 33/7, School Avenue Nawala Tel: +94 71 472 5 234
Auditors and Reporting Accountants to the Issue	BDO Partners Chartered Accountants "Charter House" No. 65/2 Sir Chittampalam A Gardiner Mawatha, Colombo 02 Tel: +94 11 242 1878 / 79 / 70 Fax: +94 11 233 6064
Independent Valuer	KPMG Sri Lanka No: 32A Sir Mohamed Macan Markar Mawatha, Colombo 03 Tel: + 94115426426 Fax: + 94 11 2445872
Secretaries to the Issue	K H L Corporate services Limited No. 2, Deal Place, Colombo 03 Tel: +94 11 263 9878 Fax: +94 11 263 9868
Registrars to the Issue	K H L Corporate Services Limited No. 2, Deal Place, Colombo 03 Tel: +94 11 263 9878 Fax: +94 11 263 9868
Bankers to the Issue	Seylan Bank PLC Seylan Towers No 90, Galle Road, Colombo 03 Tel: +94 11 2 008 888 Fax: +94 11 2 421 597

4.0 GLOSSARY OF TERMS RELATED TO THE ISSUE

Applicant/s	Any investor who submits an Application Form under this Prospectus
Application Form/ Application	The Application Form that constitute part of this Prospectus through which the investor/s may apply for the Offered Shares
Board/Board of Directors/Directors	The Board of Directors of Orient Finance PLC
Closure Date	The date of closure of the subscription list as set out in Section 5.10 of this Prospectus
Company/BFN	Orient Finance PLC
Managers to the Issue	Kenanga Investment Corporation Ltd
Foreign Investor/s	<p>Citizens of Sri Lanka who are resident outside Sri Lanka and above 18 years of age;</p> <p>Corporate bodies incorporated or established outside Sri Lanka;</p> <p>Foreign citizens above 18 years of age (irrespective of whether they are resident in Sri Lanka or overseas);</p> <p>Regional and country funds approved by the Securities and Exchange Commission of Sri Lanka (SEC).</p> <p>Please refer Section 5.12 and Section 5.14 of this Prospectus for further details</p>
Issue/IPO	An invitation to the public by the Company to subscribe to the Shares in Issue via an offer for subscription as detailed in Section 5.0 of this Prospectus
Local Time	Sri Lanka Time
Market Day	Any day on which CSE is open for trading
New Shares/Shares in Issue	<p>71,500,000 new Ordinary Voting Shares to be issued by the Company to the public at the Share Issue Price</p> <p>148,018,370 Ordinary Voting Shares to be listed by the Company on the Colombo Stock Exchange</p>
Non-Retail Investor Category	Investors who do not fall under Retail Individual Investor Category and Unit Trust Investor Category
Ordinary Shares/Issued and Paid up Ordinary Shares/ Ordinary Voting Shares/ Shares	Ordinary Voting Shares of the Company
Prospectus	This Prospectus dated 8th January 2016 issued by BFN
Retail Individual Investor	Individual investors who subscribe for Shares up to a value of LKR 100,000/- (i.e. up to and inclusive of 6,600 Shares)

Share Issue Price	LKR 15 per share
Stated Capital	The Stated Capital of BFN
Unit Trust Investor Category	Growth or balanced Unit Trusts operated by managing companies licensed by the SEC to operate such Unit Trusts, where such Unit Trust comprises of not less than 500 Unit Holders resident in Sri Lanka who together hold at least 50% of that Unit Trust
Unit Holder	An individual who has made an investment in units not exceeding the value of LKR 10,000,000/- in a particular Unit Trust Fund that subscribes for Shares. (Ref: SEC/LEG/11/06/01)

5.0 DETAILS OF THE ISSUE

The Issue contemplated herein shall constitute an invitation made to the general public to purchase Seventy One Million Five Hundred Thousand (71,500,000) new Ordinary Voting Shares of the Company at the Share Issue Price.

5.1 The Basis of Allotment

The offered Shares would be distributed among three broad investor categories, namely:

Categories of Investors	Percentage of Issue (%)
Retail Individual Investor Category*	40%
Unit Trust Investor Category**	10%
Non-Retail Investor Category***	50%

*Retail Individual Investor shall mean an individual investor who subscribes for Shares up to a value of LKR 100,000/- (i.e. up to and inclusive of 6,600 Shares).

In determining the basis of allotment within the retail Individual Investor Category, individual investors who subscribe for a smaller number of shares shall be given priority.

**Unit Trust Investors should be Growth or Balanced Unit Trusts operated by Managing Companies licensed by the SEC to operate such unit trusts, where such unit trust comprises of not less than Five Hundred (500) unit holders resident in Sri Lanka who together hold at least 50% of that fund as per the Section 3.1.5 (b) (iii) of the CSE Listing Rules.

***Investors who do not fall under Retail Individual Investor Category and Unit Trust Investor Category.

According to CSE Listing Rules 3.1.5 b. (ii) 1, a minimum of 40% of the offered Shares of that particular share class will be initially made available for allotment to Retail Individual Investor Category.

Applications submitted under the Unit Trust Investor Category should accompany a confirmation by the trustee confirming that such Unit Trust is in conformity with the criteria defined by the SEC Directive dated June 6, 2011 (Ref: SEC/LEG/11/06/01) and CSE Listing Rules, 3.1.5 (b) (iii).

Janashakthi PLC, the Holding Company of Orient Finance PLC, would subscribe up to 80% of the Issue in the case of an under-subscription.

The investor categories have been selected to ensure the broadest possible spread of Shareholders while treating all Applicants in a fair manner.

Public investors shall be given priority when accepting applications and allotting Shares.

In the event of an under-subscription in the Unit Trust investor category, the Retail Individual investor category shall be given first priority in allotment of the under subscribed Shares.

In the event of an under-subscription in the Retail Individual investor category, the Unit Trust investor category shall be given first priority in allotment of the under subscribed Shares.

In the event of an under-subscription in the Non-Retail investor category, Retail Individual investor category will be given first priority followed by Unit Trust investor category in the allotment of the under-subscribed Shares.

Redistribution will not apply in the event of oversubscription of all three categories stated above. In the event of an oversubscription of any one or all three categories mentioned above, the basis of allotment will be decided by the Board of Directors of the Company in fair and equitable manner.

5.2 Nature of the New Shares

From the date of listing, the New Shares shall rank equal and pari passu in all respects with the existing Ordinary Voting Shares of the Company and confer to the holder the right to one vote on a poll at a meeting of the Company on any resolution, the right to an equal share in any dividend that may be paid by the Company and the right to an equal share in the distribution of the surplus assets of the Company in a liquidation.

5.3 Size of the Issue

If fully subscribed, the Issue would raise Sri Lankan Rupees One Billion Seventy Two Million Five Hundred Thousand (LKR 1,072,500,000).

5.4 Share Issue Price

The Share Issue Price would be LKR 15 per Share. The Board of Directors is of the opinion that the Share Issue Price is fair and reasonable to the Company and to all existing shareholders of the Company.

Independent valuation carried out by KPMG Sri Lanka is shown in Annexure B.

Disclosure on Basis for Offer Price

The basis for Offer Price for the Initial Public Offering of Orient Finance PLC is disclosed herein.

The offer price was determined by the Entity in consultation with KPMG Sri Lanka. The Net Asset Value per share of the Equity (NAV) is LKR 10.89 and the Offer Price is 1.37 times the NAV.

INVESTORS SHOULD READ THE FOLLOWING SUMMARY WITH THE RISK FACTORS INCLUDED ON SECTION 14.0 AND THE DETAILS ABOUT THE ENTITY AND ITS FINANCIAL STATEMENTS INCLUDED IN THIS PROSPECTUS.

Following are the qualitative and quantitative factors considered by the Company when arriving at the Offer Price.

Residual Income methodology has been used as the primary valuation method in arriving at the Offer Price. In calculating discounted cash flows, the following assumptions were made.

- Dividend payout ratio of 10% for the next three years
- Total number of business centers to be maintained at 32
- No forced staff reductions and will be covered from normal staff turnover and back office staff to be reduced by 30-50
- Overhead costs to be rationalised within two months of the amalgamation
- It is assumed that during the forecasted period the impairment charges gradually increase from 3.0% to 3.5% of the total portfolio
- Tax losses carried forward for ORIN was confirmed as LKR 616.70 Mn and for BFN as LKR 179.68 Mn. The statutory tax rate of 28% was assumed to be applicable in the terminal period
- In calculating the discounting factor of 17.89%, a risk free rate of 8.89% which is the 10 year Treasury Bond rate as at 15 June 2015, an equity risk premium of 5% and an Alpha was added. The Alpha was added to account for the business specific risks and forecasting risk in the financial projections.

1.1 Adjusted Earnings Per Share (EPS) & Average Return on Equity (ROE %)

Year End	Basic EPS (LKR)		Diluted EPS (LKR)		ROE		P/E*
	Bartleet Finance PLC	Former Orient Finance PLC	Bartleet Finance PLC	Former Orient Finance PLC	Bartleet Finance PLC	Former Orient Finance PLC	Bartleet Finance PLC
March 31, 2015	0.55	0.43	N/A	0.43	0.74%	5.66%	N/A
March 31, 2014	7.50	0.68	N/A	0.68	10.77%	9.46%	N/A
March 31, 2013	0.99	1.46	N/A	1.46	1.60%	23.27%	N/A
Average EPS	3.01	0.86	N/A	0.86	N/A	N/A	N/A
Three months ended: June 30, 2015 (Not Annualised)	-0.34	N/M	N/M	N/M	N/M	N/M	N/M

N/M: Not meaningful

N/A: Not applicable

* P/E cannot be calculated as the Company was not listed, therefore, no market price was available for the respective years.

Note:

Earnings per share (LKR) = $\frac{\text{Net profit as restated, attributable to equity shareholders}}{\text{Weighted Average number of equity shares outstanding during the year/period}}$

Return on Equity (%) = $\frac{\text{Net profit after tax, as restated}}{\text{Net Assets as at the end of the year / period}}$

1.2 Price/Earnings Ratio (P/E) in relation to Offer Price of LKR 15.00

- a) 1. Based on four months ended 31st July 2015 (as applicable) Basic and Diluted EPS of LKR 34.51 (without adjusting for the share split on 24th September 2015), the P/E ratio is 0.43.*
2. Based on four months ended 31st July 2015 (as applicable) Basic and Diluted EPS of LKR 3.45 (adjusted for the number of shares after the share split), the P/E ratio is 4.37.*
- b) Based on average EPS (without adjusting for the share split on 24th September 2015) of LKR 3.01 (Average of last three financial years), the P/E Ratio is 4.98.
- c) Industry P/E 11.60

* The P/E ratio was calculated using the EPS for the four months ended 31st July 2015

Particulars	Name of the peer entity	P/E
Highest*	People's Leasing & Finance PLC	9.30
Lowest*	Vallibel Finance PLC	5.02
Industry Composite**		11.60

* Listed NBF1 Sector Companies (Source: Company Annual Reports)

** Banking, Finance and Insurance (Source: CSE)

1.3 Net Asset Value

I. a) Pre-Amalgamation

Date	Bartleet Finance PLC (LKR per Share)*	Former Orient Finance PLC (LKR per Share)
31st March 2015 (Audited)	7.45	7.72
30th June 2015 (Management Accounts used by the Valuer)	7.05	8.05

*Share of Bartleet Finance PLC were subject to a sub-division on 24 September 2015. NAV is adjusted for the share sub-division of 1:10.

b) Post Amalgamation

Item	Date	NAV without considering the Deferred Tax Asset on Qualifying Payment	NAV with considering the Deferred Tax Asset on Qualifying Payment
1	NAV considering the equity position on the date immediately following the amalgamation (31st July 2015)*	7.22	10.90
2	Pre IPO NAV as per latest interim Financial Statements (30th September 2015)	8.34	12.02
3	Post IPO NAV (considering latest interim Financial Statements)	11.56	13.46
Offer Price (LKR) : 15.00			

* NAV considering the number of shares adjusted for the share subdivision of 1:10

- II. As per the latest Audited Financial Statements, March 31 2015: LKR 7.45 **
- III. As per the latest Interim Financial Statements, 30th September 2015: LKR 12.02 (NAV comprises of the Deferred Tax Benefit recognised in the Interim Financials)

IV. Post IPO:

	As at 30th June 2015 (As per the Valuation Report/ Management Accounts)	As at 30th September 2015
Profit After Tax	2,642	376,312
Adjustment for Deferred Tax Benefit	-	281,860
Adjusted Profit	2,642	94,452
Total Assets	15,068,127	16,004,129
Total Liabilities	(14,528,816)	(15,084,101)
Net Asset Value	539,311	920,028
Adjusted NAV	539,311	638,168
IPO Proceeds	1,072,500	1,072,500
NAV Post IPO	1,611,811	1,710,668
No. of Shares	148,018	148,018
NAV Per Share Post IPO	10.89	11.56*

* For comparison purposes the Deferred Tax Benefit is not considered in calculating the NAV per share post IPO.

V. Offer Price: LKR 15.00

** Per Share Values are calculated by dividing the Net Asset Value by the total Shares outstanding after the share split for comparison purposes. IPO shares are not included.

Share Split details are as follows;

Number of Shares before the Split (excluding IPO shares) : 7,651,837
 Number of Shares after the Share Split (1:10) : 76,518,370

1.4 Comparison of Accounting Ratios

The comparable ratios of the entities which are to some extent similar in business, are given below (as per the latest audited financial statements):

	NAV (LKR)	EPS (LKR)	P/E	ROE %
Alliance Finance Company PLC	1,007.96	83.5	9.22	8.38
Senkadagala Finance PLC	38.85	8.27	7.25	23.28
Softlogic Finance PLC	38.36	5.44	N/A	13.28
Vallibel Finance PLC	36.44	8.97	5.02	27.67

N/A: Not Available

Source: Company Annual Reports

Sector Classification of Peers: Banking, Finance and Insurance

5.5 Objectives of the Issue

Pursuant to the requirement imposed and guidelines given by the Central Bank of Sri Lanka in its Master Plan on Consolidation of Finance Sector companies, Janashakthi PLC (parent company of Orient Finance PLC) signed an MoU with Bartleet Transcapital Ltd, (parent Company of Bartleet Finance PLC), to amalgamate Orient Finance PLC and Bartleet Finance PLC in August 2014. On the 22nd January 2015, Janashakthi PLC acquired 86.79% stake of Bartleet Finance PLC representing 6,639,998 Ordinary Voting Shares. With the said acquisition, Janashakthi PLC acquired a total stake of 99.45% of Bartleet Finance PLC (7,608,747 Ordinary Voting Shares). Subsequently, 39,375 shares were bought by Janashakthi PLC from minority shareholders of Bartleet Finance PLC increasing total shareholding of Janashakthi PLC in Bartleet Finance PLC to 99.95%.

On the 25th June 2015, shareholders of both entities approved the amalgamation at an Extraordinary General Meeting. Later, on the 16th July 2015, the Registrar of Companies issued the Certificate of Amalgamation, and assets and liabilities of Orient Finance PLC were acquired by Bartleet Finance PLC, which continued to be the surviving entity.

The settlements made to shareholders of former Orient Finance PLC are as follows;

Shareholder Name	Effective Date	No Shares	Amount LKR
First Capital Holdings PLC	24th July 2015	28,907,500	432,745,275.00
Orient Capital Ltd	28th July 2015	75,149,994	1,124,995,410.18
Others	23rd July 2015	11,556,496	173,000,745.12
Others (By way of shares)*	28th July 2015	11,010	N/A
Total		115,625,000	1,730,741,430.30

*Allotting 1,213 Bartleet Shares for 11,010 Orient Shares

The purpose of the Listing is to raise capital to settle the loan facility obtained from Orient Capital Ltd to make the above settlements to the shareholders of former Orient Finance PLC and to meet regulatory capital requirements of the amalgamated entity.

Computation of additional capital requirement based on the financial position of the Company at the time of the amalgamation is shown below.

As at 31st July 2015

		In LKR '000
Total Risk Weighted Assets		14,055,515
1. Required Tier 1 Core Capital		702,775
Available Core capital	721,139	
(-) Goodwill	(572,116)	149,023
Core Capital Ratio		1.06%
Additional Core capital required		553,752
2. Required Total Capital		1,405,551
Available Total capital	820,175	
(-) Goodwill	(572,116)	248,059
Core Capital Ratio		1.76% *
Additional Total capital required		1,157,492

*Core Capital as a percentage of total Risk Weighted Assets.

[A finance company should maintain its capital at a level of not less than 10% of its total risk weighted assets with the core capital (tier 1) constituting not less than 5% of its risk weighted assets].

With the Initial Public Offer, Orient Finance PLC will be able to satisfy the minimum capital requirement up to LKR 1,072,500,000. The shortfall will be funded by internally generated equity by way of profits or by way of a debenture issue. However, the Company is confident that the Company would generate sufficient profits to bridge the gap.

THE TOTAL PROCEEDS FROM THE IPO WILL BE UTILISED FOR SETTLEMENT OF LOAN FACILITIES OBTAINED FOR THE SETTLEMENT OF SHAREHOLDERS OF FORMER ORIENT FINANCE PLC.

The loan facility obtained from Orient Capital Ltd (an affiliated company of Janashakthi group) (Note 1) will be settled within five days from the date of Listing of the shares of the Company. The regulatory capital requirement will be fulfilled immediately after allocating the Shares.

Note 1: A loan facility of LKR 1,125 Mn was obtained for a short period until the IPO is concluded from Orient Capital Ltd for the purpose of share settlement. IPO proceeds of LKR 1,072 Mn will be used to repay the loan facility and the remaining LKR 53 Mn will be settled using unutilised bank facilities. There are no further debt facilities to be settled by Orient Finance PLC.

Refer section 10.3 of the Prospectus for further details on the transition of the Company.

The Board of Directors of Orient Finance PLC has no objective to utilise the funds to be raised via IPO in order to

- Pay the purchase price of any property purchased or to be purchased which is to be defrayed in whole or in part out of the proceeds of issue;
- Pay any preliminary expenses payable by the Company and any commission so payable to any person in consideration of his agreeing to subscribe for or of his procuring or agreeing to procure subscriptions for any share in the Company;
- Pay working capital

Specific Risks Associated with the IPO

Please refer section 14.0 for a comprehensive analysis of the risks associated with the IPO.

5.6 Listing

The Issue herein contemplated comprises Seventy One Million Five Hundred Thousand (71,500,000) New Shares. If fully subscribed, the New Shares will amount to 48.30% of the Issued and Paid up Ordinary Shares of the Company subsequent to the Issue.

An application has been made to the CSE for permission for a listing of up to One Hundred Forty Eight Million Eighteen Thousand Three Hundred Seventy (148,018,370) Shares being the entire Issued and Paid up Ordinary Shares of the Company subsequent to the Issue.

The Shares mentioned below will be locked-in to be in compliance with Section 2.1.1(d) of the CSE Listing Rules, and will not be available for trading.

Details of Shares Locked-in (Based on Shares held prior to IPO)

Category of Shareholders (Pre Listing)	Locked-in Shares	The time period after which the Shares will be available for trading	Number of Shares	No. of Shares as a percentage of total number of Shares in issue
Non Public	Locked-in	6 months*	76,481,220	99.9514%
Public	Locked-in	6 months*	12,130	0.0159%
Public	Not Locked-in	N/A	25,020	0.0327%
Total			76,518,370	100.0000%

The Entity hereby confirms that the information furnished herewith shall remain unchanged until the Date of Listing.

Details of the Shares Locked-in subsequent to the IPO

Category of Shareholders (Pre Listing)	Locked-in Shares	The time period after which the Shares will be available for trading	Number of Shares	No. of Shares as a percentage of total number of Shares in issue
Non Public	Locked-in	6 months*	76,481,220	51.6701%
Public	Locked-in	6 months*	12,130	0.0082%
Public	Not Locked-in	N/A	25,020	0.0169%
Public IPO	Not Locked-in	N/A	71,500,000	48.3048%
Total			148,018,370	100.0000%

The Entity hereby confirms that the information furnished herewith shall remain unchanged until the Date of Listing.

* Based on the assumption that the shares of the Company will be listed latest by the 31st January 2016

The Shares other than the locked-in shares according to the above table are freely transferable immediately after the listing of shares.

The definitions of “Non Public Shareholder” and “Public Shareholder” as set out in the CSE Listing Rules are as follows.

Non-Public Shareholders’ shall mean the following parties who hold, directly or indirectly, shares of the applicant Entity;

- a) its parent, any subsidiary or associate companies or any subsidiary or associate companies of its parent company;
- b) its directors who are holding office as directors of the Entity and their Close Family Members;
- c) Chief Executive Officer and his/her Close Family Members;
- d) Key Management Personnel and their Close Family Members;
- e) Any party acting in concert with the parties set out in (a), (b), (c) and (d) above;
- f) Shareholders whose shares are in a locked account with the CDS due to a statutory or regulatory requirement other than those shareholders exempted under (h) below and whose shares have been subject to a voluntary lock-in at the option of the shareholder;
- g) Employees of the Entity, who have been allotted shares of a Listed Entity which are directly or indirectly controlled by the management or the majority shareholder of the Entity; or
- h) any Entity or an individual or individuals jointly or severally holding 5% or more of the shares of the Listed Entity if the Entity is a Diri Savi Board Entity and 10% or more of the shares if the Listed Entity is a Main Board Entity, except where such shareholder is;
 - I. a statutory institution managing funds belonging to contributors or investors who are members of the public; or
 - II. an entity established as a unit trust or any other investment fund approved by the SEC; or
 - III. not a related party declared in terms of Sri Lanka Accounting Standards or a party acting in concert declared in terms of the Company Takeovers and Mergers Code.

‘Close Family Member’ shall mean the spouse or a financially dependent child.

‘Key Management Personnel’ shall mean those persons having authority and responsibility for planning, directing and controlling the activities of the applicant Entity, directly or indirectly, including any director (whether executive or otherwise) of that Entity.

‘Public Shareholders’ shall mean any party who hold shares of the applicant Entity other than the parties identified as Non-Public Shareholders.

Details of locked-in shares

Non- Public shares

1. 76,481,120 shares owned by Janashakthi PLC amounting to 51.67% shareholding of the Company.

These shares were acquired by Janashakthi PLC in January 2015 with the objective of amalgamating the Company with former Orient Finance PLC in line with the CBSL Finance Sector consolidation requirements. Details of the purchases are as follows

- a) Purchase of 968,749 shares for a total purchase consideration of LKR 106,562,390 constituting approximately 12.66% between 07 January 2015 and 10 January 2015
- b) Purchase of 6,639,998 shares from Bartleet Transcapital Limited at a purchase consideration of LKR 874,818,419 constituting approximately 86.79% on 22 January 2015
- c) 39,375 shares were bought by Janashakthi PLC from minority shareholders subsequently.
10 shares out of the above shares were transferred to individual Non-Public Shareholders on the 25th June 2015.

The above shares were subject to a split of 1:10 on 24th September 2015.

2. 10 shares transferred to individual Non-Public shareholders at a consideration of LKR 10/- on 25th June 2015. These shares were subject to a split of 1:10 in September 2015.

It should be noted that 10 Non-public shares were transferred twice between shareholders during the period of 07th January 2015 to 25th June 2015.

Public shares

1. 1,213 shares were allotted on 28 July 2015 to three shareholders as a part of the consideration paid in acquiring assets and liabilities of former Orient Finance PLC by the Company. Shares were allotted at a consideration of LKR 135.85. Shares were subject to a split of 1:10 in 24th September 2015. Price per share adjusted for the split amounts to LKR 13.58.

The above price was determined based on the share swap ratio used for the purpose of the amalgamation. The share swap ratio was determined based on individual company valuations carried out by an independent valuation expert. The share values of individual companies were based on pre-merger scenarios and on the valuation technique used by the independent expert.

The IPO price of LKR 15/- was based on the post amalgamation scenario taking into account the merger synergies and was carried out by KPMG, the Independent Valuation Expert to the Issue. Therefore, the shares of the same entity were priced at a premium of LKR 1.42 for the IPO.

The Initial Public Offer is subject to approval under Section 28A of the Securities and Exchange Commission Act No. 36 of 1987 as Amended as the above shares were allotted within a period of one year prior to its listing. The Securities and Exchange Commission of Sri Lanka ("SEC") on the 13th November 2015 granted approval under Section 28A of the Securities and Exchange Commission Act No. 36 of 1987 as Amended to list the shares of the Company.

The lock-in time period for the shares is based on the conditions provided by the SEC in their letter dated 13th November 2015. Accordingly, the ordinary voting shares of 12,130 (after adjusting for the share sub-division) allotted in the 28th July 2015 will be locked in for a period of 6 months from the date of listing.

The Company (Orient Finance PLC) is seeking to be listed on the Dirisavi Board of the Colombo Stock Exchange in accordance with the CSE Listing Rule 2.1.3 (c) which requires a minimum Public Holding of 10% of the total number of Shares for which the listing is sought shall be in the hands of a minimum number of two hundred (200) Public Shareholders. In the event the Company being not able to comply with Rule 2.1.3 (c) of the CSE Listing Rules, the Company will return all Application monies received by it within ten (10) working days from the date that the decision being made that the Company is not complying with CSE Listing Rule 2.1.3 (c).

Please refer section 5.19 for the details on refunds of applications.

5.6.1 Free Transferability of Shares

Other than the 76,493,350 Shares that have to be locked-in for a period of 6 months from the date of listing of Shares on the Colombo Stock Exchange as per the Section 2.1.1 (d) of the CSE Listing Rules and as per the approval granted under Section 28A of the Securities and Exchange Commission of Sri Lanka Act No. 36 of 1987 (as amended), there are no restrictions on the transferability of the Shares and Shares shall be freely transferable subsequent to the Shares being listed on the CSE.

5.7 Cost of the Issue

The Board Directors estimate that the total cost of the Issue including the Managers' fees, Registrars' fees, Initial Listing fee, the fees payable to the Bankers to the Issue, brokerage, postage, printing and marketing costs, stamp duty payable on the issue of Shares, etc. will be approximately Rupees Sixteen Million (LKR 16 Mn) which amounts to 1.49% of the IPO proceeds. Such costs will be borne by the Company from the internally generated funds.

No party has been appointed as the Placement Agent to the IPO, therefore, the above cost does not include Placement Agent's fee.

5.8 Brokerage

Brokerage at the rate of 0.25% of the Share Issue Price will be paid in respect of the number of New Shares allotted on Applications bearing the original seal of any bank operating in Sri Lanka or a member/trading member of the CSE or Kenanga Investment Corporation Ltd or any other intermediary appointed by the Company involved in the marketing of the Issue.

5.9 Minimum Subscription and Underwriting

There is no minimum amount required to be raised on this Issue.

The Company has not entered into any underwriting arrangement with regards to this Issue.

The Company shall seek a listing irrespective of whether the Issue is fully subscribed or not (subject to the Company satisfying the requirements of the CSE Listing Rules for such listing). In the event of an under subscription, Janashakthi PLC, the Holding Company of Orient Finance PLC, will subscribe up to 80% of the Issue in order to meet the objectives of the Issue as stipulated in Section 5.5 of this Prospectus. Any further shortfall in funds needed to meet the IPO objectives would be financed by internally generated funds and debentures.

(CSE Listing Rule 3.1.18).

5.10 Subscription List, Issue Opening Date and Closure Date

The subscription list for the new Shares will open at 9.00 a.m. on 25th January 2016 and shall, subject to the occurrence of the events in the following paragraph, remain open for maximum Fourteen (14) Market Days (including the date of opening) until closure at 4.30 p.m. on 12th February 2016.

In the event of an oversubscription of the new Shares becoming fully subscribed the Board of Directors decide to close the Issue prior to 12th February 2016 the Company shall inform the CSE in writing immediately of such fact and the subscription list will be closed at 4.30 p.m. on the same day on which it is fully subscribed.

In the event of closing the Issue prior to 14 market days before an oversubscription, one market day of prior notification will provided to the CSE.

Applications may however be submitted forthwith. Duly completed Application Forms will be accepted in the manner set out in Section 5.13.1 of this Prospectus by any collection points.

5.11 Inspection of Documents

Articles of Association, Auditors' Reports and Audited Financial Statements for the five (05) Financial Years [i.e. the five (05) Financial Years immediately preceding the date of this Prospectus (FY ended 31st March 2015, 2014, 2013, 2012, 2011)] of Bartleet Finance PLC and Orient Finance PLC (two entities before the amalgamation), Share Valuation Report, Brand Valuation Report, Limited Reviewed Financial Statements of the merged entity for the four months ended 31st July 2015, Unaudited Interim Financial Statements as at 30th September 2015 and all other documents, including material contracts referred to in this Prospectus would be made available for inspection by the public during normal working hours at the registered address of the Company, No. 02, Deal Place, Colombo 03 from the date of the Prospectus, until the subscription list closes or up to fourteen (14) Market Days, whichever is later.

The Prospectus, Application Forms, Articles of Association of the Company and Audited Financial Statements of Bartleet Finance PLC and Orient Finance PLC (pre amalgamation) for the year ended 31st March 2015, Five year summary of Bartleet Finance PLC and Orient Finance PLC (Pre-amalgamation), Limited Reviewed Financial

Statements of the amalgamated entity for the four months ended 31st July 2015 and Interim Financial Statements of the amalgamated entity as at 30th September 2015 will be available on the website of the CSE, www.cse.lk, the website of the Company, www.orientfinance.lk and the websites of Managers to the Issue, Kenanga Investment Corporation Ltd, www.kenangasl.com from the date hereof, until the subscription list closes or up to fourteen (14) Market Days, whichever is later.

The summarised form of the report prepared by a competent independent valuer, KPMG in Sri Lanka, is available on the websites of the Colombo Stock Exchange and the Entity for a period of two (02) months commencing from the date of granting approval in principle for listing of Shares of the Entity by the Colombo Stock Exchange.

5.12 Eligible Applicants

Applications are invited from the following categories of investors;

- Citizens of Sri Lanka who are resident in or outside Sri Lanka and above 18 years of age; or
- Companies, Corporations or Institutions incorporated or established within Sri Lanka; or
- Corporate bodies incorporated or established outside Sri Lanka; or
- Approved Unit Trusts licensed by SEC; or
- Approved provident funds and contributory pension schemes registered/incorporated/established in Sri Lanka
(In this case, Applications should be in the name of the Trustee/Board of Management in order to facilitate the opening of the CDS account); or
- Foreign citizens above 18 years of age (irrespective of whether they are resident in Sri Lanka or overseas); or
- Global, regional and country funds approved by the SEC

Please note that Applications made by individuals under 18 years of age or those in the names of sole proprietorships, partnerships, unincorporated trusts and non-corporate bodies will be rejected.

“Growth or balanced unit trusts” to be eligible under the Unit Trust Investor Category should conform to the criteria defined by the SEC Directive dated June 6, 2011 (Ref: SEC/LEG/11/06/01).

5.13 The Procedure for Application

Applicants applying for the New Shares should submit their Applications in the manner as set out in this Prospectus.

The Prospectus will be made available free of charge from the collection points listed in Annexure A. The Prospectus can also be downloaded from www.orientfinance.lk, www.cse.lk, www.kenangasl.com.

5.13.1 How to Apply

APPLICANTS SHOULD APPLY ONLY THROUGH ONE INVESTOR CATEGORY AND WOULD BE PERMITTED TO SUBMIT ONLY ONE APPLICATION FORM. TWO OR MORE APPLICATIONS SUBMITTED BY THE SAME APPLICANT EITHER UNDER THE SAME CATEGORY OR DIFFERENT CATEGORIES WILL BE CONSTRUED AS MULTIPLE APPLICATIONS AND WILL BE REJECTED.

Retail, Non-Retail and Unit Trust Investor Categories

Applicants falling under Retail, Non-Retail and Unit Trust Investor categories should apply for the New Shares on the Application Form printed for this purpose, which constitutes part of this Prospectus. Such Application Forms will be made available from the collection points listed in Annex A and can also be downloaded from www.orientfinance.lk, www.cse.lk, www.kenangasl.com.

“Growth or balanced unit trusts” applying under the Unit Trust Investor Category should submit a confirmation by the trustee confirming that such unit trust is in conformity with the criteria defined by the SEC Directive dated June 6, 2011 (Ref: SEC/LEG/11/06/01).

Applicants applying under Retail, Non-Retail and Unit Trust Investor categories should submit their Application Forms to the Registrars to the Issue in terms of Section 5.13.8.

A minimum of 40% of the offered shares of that particular share class will be initially made available for allotment to Retail Individual Investor Category. Retail Individual Investor' shall mean an individual investor who subscribes for maximum of Three Thousand (3,000) shares or a value of not more than Rupees Hundred Thousand (LKR 100,000/-) in a particular share class, whichever is higher. In determining the basis of allotment within the Retail Individual Investor Category, individual investors who subscribe for a smaller number of shares shall be given priority.

A minimum of 10% of the offered shares will be initially made for allotment to Growth or Balanced Unit Trusts operated by Managing Companies licensed by the SEC to operate such unit trusts, where such unit trust comprises of not less than Five Hundred (500) unit holders resident in Sri Lanka who together hold at least 50% of that fund (Unit Trust Investor Category).

In the event of an under-subscription in the Retail Individual Investor Category, the Unit Trust Investor Category shall be given first priority in the allotment of the under-subscribed shares.

An Applicant of a joint Application, applying through another Application Form is also deemed to have made multiple Applications and will be rejected.

An Applicant who has made an Application under a margin trading account should not apply individually or jointly on a separate Application Form. Such Applications will also be construed as multiple Applications and will be rejected.

Subject to the above, the Company reserves the right to reject multiple Applications and suspected multiple Applications which are not allowed.

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

Application Forms stating third party CDS accounts instead of Applicants' own CDS account numbers, except in the case of margin trading accounts, will be rejected. In the event of discrepancy, a reconciliation would be carried out.

Care must be taken to follow the instructions on the reverse of the Application Form. Applications that do not strictly conform to such instructions and additional conditions set out hereunder or which are illegible may be rejected.

All resident Applicants should indicate in the Application for Shares, their NIC number or the Company registration number as the case may be. The passport number may be indicated only if the Applicant does not have a NIC number.

As per the Directive of the Securities and Exchange Commission made under Circular No. 08/2010 dated November 22, 2010 and Circular No. 13/2010 issued by the Central Depository System (Private) Limited dated November 30, 2010, all Shares 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 valid CDS account prior to submitting the Application, in order to facilitate the uploading of allotted Shares to their CDS account.

Please note that upon the allotment of Shares under this Issue, the allotted Shares would be credited to the Applicant's CDS account so indicated. Please note that SHARE CERTIFICATE SHALL NOT BE ISSUED.

Any Application which does not carry a valid CDS account number or indicates a number of a CDS account which is not opened at the time of the closure of the subscription list or which indicates an inaccurate/incorrect CDS account number, shall be rejected and no allotment will be made.

You can open a CDS account through any Member/Trading Member of the CSE as set out in Annexure A and through a Custodian Bank. (Refer Annexure C).

PLEASE NOTE THAT ALLOTMENT OF SHARES WILL ONLY BE MADE IF YOU HAVE A VALID CDS ACCOUNT AT THE TIME OF SUBMISSION OF APPLICATION.

Applicants have the option of having their Shares "locked" in the CDS as described below. Shares that are locked will not be available for trading purposes and will not be visible to the participant. Such Applicants would have to fill in a separate section in the Application Form for this purpose. If the Applicant has not specified that his/her Shares need to be deposited to his/her "locked" balance in the CDS account, the said Shares would be deposited to Applicant's "trading" balance in the CDS account.

Operation of a "locked" balance in the CDS

In order to preserve the confidentiality of shareholder information and to ensure that securities are not made available for trading for those shareholders who do not want to trade the securities, the CDS would provide a mechanism where securities can be "locked" in the CDS account.

The CDS would maintain two balances for each CDS account, namely a "trading balance" and a "locked balance". The trading balance would be visible to the CDS participant and all dealings and trading would be permitted on the said trading balance, as done presently. As opposed to the trading balance, the locked balance will not be visible to the CDS participant and all dealings on such locked balance would be suspended thereby maintaining the confidentiality of the information and also safeguarding the account holder from an unauthorised sale by a broker.

At the option and request of an account holder, the CDS would transfer a named quantity of securities from the "locked balance" to the "trading balance" of a CDS account and/or from the "trading balance" to the "locked balance".

At the option and request of an account holder, the CDS would transfer a named quantity of securities from the "locked balance" to the "trading balance" of a CDS account and/or from the "trading balance" to the "locked balance".

5.13.2 Number of Shares Applied

Application should be for a minimum of one Hundred (100) Shares and in multiples of Hundreds (100) Shares thereof.

Applications for less than one Hundred (100) Shares or for a number which is not in multiples of Hundreds (100) Shares will be rejected and the accompanying cheques, bank drafts or bank guarantees will not be sent for clearing but be returned via ordinary post at the risk of the Applicant, or in the case of joint Applicants, the first named Applicant. The cheque or bank draft or bank guarantee should be issued to the exact value of the number of Shares applied for multiplied by the Share Issue Price. Cheques, bank drafts or bank guarantees not conforming to the above requirement will be rejected at the outset.

Please refer Section 5.14.1 for details with respect to the mode of remittance.

5.13.3 Identification Information

All Applicants should disclose their identification/registration information by filling in the space provided in the Application Form for this purpose.

Applicants are requested to state their residency and nationality in the appropriate spaces provided in the Application Form.

The NIC, passport, or company registration number as the case may be, must be stated in the Application Form and any Application Form which does not provide the appropriate identification information will be rejected.

Resident Applicants may use the passport for purposes of identification only if they do not have a NIC number.

Tabulated below is the relevant identification information that a prospective investor should provide depending on the legal status:

Citizenship/Legal Form	Identification Information			
	NIC Number	Passport Number	Company Registration Number	Common Seal or Rubber Stamp
Sri Lankan Citizens	*			
Sri Lanka Citizens with no NIC Number (N1)		*		
Foreign Citizen (N2)		*		
Corporate Entities (N3)			*	*

Note I: In the case of Sri Lankan citizens, the passport number will be accepted only when the NIC number is not available. The CDS account must be for the same passport number.

Note II: Foreign citizens must state the passport number in the space provided.

Note III: The Company registration number must be provided. The common seal or rubber stamp should be affixed and the Application Form duly signed as stipulated in the constitutional documents of such Applicants.

5.13.4 Key Responsibility of a Non-Resident Investor

Non-resident investors may be affected by the laws of the jurisdiction of their residence. If the non-resident investors wish to apply for the Shares, it is their responsibility to comply with the laws relevant to the jurisdiction of their residence and of Sri Lanka.

5.13.5 Margin Trading

Applicants who wish to apply through their margin trading account, should submit the Application in the name of the “margin provider/Applicant’s name” signed by the margin provider. The Applicants should state the relevant CDS account number relating to the margin trading account in the space provided for the CDS account number in the Application Form.

The NIC, passport, or company registration number of the Applicant as the case may be, must be stated in the Application Form.

Resident Applicants may use the passport for purposes of identification, only if they do not have a NIC number.

A photocopy of the margin trading agreement must be submitted along with the Application.

Please note that the margin provider can apply under its own name and such Applications will not be construed as multiple Applications. Details of multiple Applications are available under Section 5.13.7.

5.13.6 Applications Made Under Power of Attorney

In the case of Applications made under Power of Attorney (POA), a copy of the said POA, certified by a Notary Public to be a true copy of the original, should be lodged with the Registrars to the Issue along with the Application Form. The original POA should not be attached.

5.13.7 Joint Applications

If the ownership of Shares is desired in the name of one Applicant, full details should be given only under the heading, SOLE/FIRST APPLICANT in the Application Form. In the case where joint Applicants are allowed, the signatures and particulars in respect of all Applicants must be given under the relevant headings in the Application Form.

Joint Application Forms are permitted only for natural persons not exceeding three Applicants. Joint Applicants should note that all parties should either be residents of Sri Lanka or non-residents. An Applicant of a joint Application shall not apply through a separate Application Form either individually or jointly.

5.13.8 Submission of Applications Under Retail, Non-Retail and Unit Trust Categories

Application Forms properly and legibly filled in accordance with the instructions thereof, along with the applicable remittance (cheque or bank draft or bank guarantee or SLIP or RTGS) for the full amount payable on Application should be enclosed in a sealed envelope marked “Orient Finance PLC - Initial Public Offering” on the top left -hand corner and be addressed and dispatched by post or courier or delivered by hand to the Registrars to the Issue at the following address prior to 4.30 p.m. Local Time on the Closure Date.

K H L Corporate Services Limited,
No.2, Deal Place,
Colombo 03,
Sri Lanka.
Telephone : + 94 112 639 878
 : + 94 112 639 808
Fax : + 94 112 639 868
Email : heidy@khlcs.lk
Web : www.dunamis.lk

Applications may also be handed over to the Managers to the Issue, Bankers to the Issue and their designated branches, Members and Trading Members of the CSE as set out in Annex A prior to 4.30 p.m. local time on the Closure Date.

In the case of Applications dispatched by courier or post, such Applications should reach the Registrars to the Issue no later than 4.30 p.m. local time on the Market Day immediately following the Closure Date. Any Applications received after the above deadline shall be rejected even though the courier or postmark is dated prior to the Closure Date.

5.14 Payment of Application Monies

5.14.1 Mode of Remittance

Payment should be made separately in respect of each Application by way of a cheque or bank draft or bank guarantee or SLIP or RTGS transfer. Remittances on Applications will be deposited in a separate bank account [Seylan Bank PLC (Bank Code: 7287), Kollupitiya Branch (Branch Code: 08)] in the name of "Orient Finance PLC - Initial Public Offering".

Payment for Applications for Shares of a value below LKR 100,000,000/- could be supported by a cheque, bank draft, bank guarantee, SLIPS and RTGS transfers. In such instances, Application Form should be accompanied by only one cheque or bank draft or bank guarantee or SLIPS or RTGS transfers and should be issued for the full amount indicated in the Application Form. An Application for Shares of a value below LKR 100,000,000/- accompanied by two or more cheques or bank drafts or bank guarantees or SLIPSs or RTGS transfers will be rejected at the outset.

Applicants making Applications for Shares of a value above LKR 100,000,000/- will be permitted to submit multiple bank drafts (not cheques), multiple bank guarantees, multiple SLIPS and multiple RTGS transfers. Such Applicants are required to attach a list to the Application Form giving details of payment, such as amount of bank draft / bank guarantee/SLIPS/RTGS transfer, name of bank, name of branch, bank draft number/bank guarantee number/SLIPS number/RTGS transfer number. Applications for Shares of a value above LKR 100,000,000/- accompanying multiple bank drafts (not cheques) or multiple bank guarantees or multiple SLIPSs or multiple RTGS transfers will not be rejected.

Cash will not be accepted. Anyone wishing to pay cash should obtain a bank draft from any LCB in Sri Lanka.

5.14.2 Cheques or Bank Drafts - Resident Sri Lankan Investors

Cheques or bank drafts should be drawn on any LCB in Sri Lanka and crossed "Account Payee Only" and made payable to "Orient Finance PLC - Initial Public Offering".

Cheques or bank drafts accompanying Application Forms made for less than one Hundred (100) Shares or for a number which is not in multiples of Hundreds (100) Shares will not be sent for clearing and shall be returned via ordinary post at the risk of the Applicant, or in the case of joint Applicants, to the first named Applicant.

In the event that cheques are not realised within two (02) Market Days from the day of presenting the same to the bank for clearing, the cheques will be returned and no allocation of Shares will be made to the Applicants.

Applicants residing in outstation areas from which cheque clearance may take over two (02) Market Days are advised to make payment via bank drafts to avoid any delays.

Cheques must be honoured on first presentation to the bank for the Application to be valid. Applications supported by cheques which are not honoured on the first presentation will be rejected.

5.14.3 Bank Guarantees - Resident Sri Lankan Investors

Applications made by resident Sri Lankan investors backed by bank guarantees, SLIPS and RTGS presented in line with the requirements set out in Section 5.14.1 will be accepted. Bank guarantees will be presented to the respective banks only after the New Shares have been allotted. Bank guarantees should be issued by any LCB in Sri Lanka and in favour of "Orient Finance PLC - Initial Public Offering" in a manner acceptable to the Company and be payable on demand.

Bank guarantees should be valid for a minimum of one (01) month from the date of opening the Issue.

Investors are encouraged to discuss with their relevant bankers with regard to the issuance of bank guarantees and all related charges that would be incurred by the investors.

Foreign Investors and non-resident Sri Lankan investors should refer Section 5.14.4.

5.14.4 Foreign Currency Remittance

This section is applicable to citizens of Sri Lanka who are above 18 years of age and resident overseas, corporate bodies incorporated or established outside Sri Lanka, global, regional or country funds approved by the SEC and foreign citizens (irrespective of whether they are resident in Sri Lanka or overseas) who are above 18 years of age.

The above mentioned Applicants should make their payments using one of the following methods as the case may be.

- A Foreign Investor may invest through a SIA maintained with any LCB in Sri Lanka. The procedure for arranging payments through a SIA is presented below;
 - A Foreign Investor may use the services of a custodian bank (refer Annexure C) as an intermediary when investing in the Sri Lankan securities market
 - The intermediary may open a SIA, on the investor's behalf
 - In conjunction with the SIA, an account with the CDS must be opened
 - In respect of global, regional or country funds investing for the first time in Sri Lanka, the intermediary will facilitate the approval process regulated by the SEC
 - Payment for New Shares should be made through a cheque or bank draft or bank guarantee issued by a LCB against the funds arranged through the SIA and made payable to "Orient Finance PLC - Initial Public Offering"
- A Foreign Investor may invest through inward remittances of foreign currency held in a FCBU account of the Applicant maintained with any LCB in Sri Lanka. The Applicant should forward the Application Form supported by a bank guarantee drawn on the Applicant's FCBU account pending allotment of New Shares.
 - Upon allotment of New Shares, foreign currency to the extent of the Sri Lanka Rupee equivalent value of New Shares allotted would be called on the bank guarantee drawn on the Applicant's FCBU account
 - The requisite funds would then be credited to a SIA opened in favour of the Applicant via the aforementioned FCBU account
 - This procedure would protect a prospective investor from any losses accruing due to fluctuating exchange rates
- In addition to the payments made through SIA and FCBU mentioned above, a foreign citizen resident in Sri Lanka under the Resident Guest Scheme may invest through the RGFCFA maintained with any LCB in Sri Lanka. An investor who wishes to avail him/herself of this facility should make the payment for New Shares through a bank draft or a bank guarantee against the funds arranged through the RGFCFA and made payable to "Orient Finance PLC - Initial Public Offering".
- Non-resident Sri Lankans can remit money for investment purposes in Sri Lankan companies through RANSI maintained with authorised dealers.
 - Sri Lankan citizens who have left the country to take up employment, business or a profession and continue to reside abroad and those citizens of Sri Lanka who have made their permanent place of abode outside Sri Lanka are eligible to operate a RANSI with authorised dealers
 - Remittances by non-resident Sri Lankans in connection with this Issue could be made via cheques or bank drafts purchased out of funds arranged through the RANSI. There are no exchange control restrictions on remittance of funds that may be available in a RANSI

- Where a RANSI holder is also the holder of a NRFC account, movement of funds between a RANSI and a NRFC account of the holder is freely permitted, so long as the account holder continues to reside abroad and does not cease to be a citizen of Sri Lanka. Therefore, funds in the NRFC account could be transferred to a RANSI through which investment in new Shares could be made

Cheques or bank drafts or bank guarantees should be endorsed by the issuing custodian bank (refer Annexure C), to the effect that, arrangements have been made to facilitate such payment to be made against funds available in the individual's SIA/FCBU/RGFCA account. The endorsement must be clearly indicated on the cheque or bank draft or the bank guarantee. Alternatively, a document detailing the endorsement could be submitted along with the payment and Application.

Bank drafts drawn on a RANSI account should also be endorsed in line with the above. Applications supported by foreign currency remittances should be made in conformity with requisite declarations accompanied by the documentation stipulated by the Controller of Exchange.

5.14.5 Restrictions Applicable to Foreign Citizens Resident In Sri Lanka

Foreign citizens resident in Sri Lanka may make payments through Sri Lanka Rupee Accounts only if they possess dual citizenship where one such citizenship is Sri Lankan. Foreign citizens having Sri Lankan citizenship should attach a certified copy of the citizenship certificate with the Application Form.

Foreign citizens residing in Sri Lanka having valid residency visas should note that they cannot make remittances via cheques or bank drafts or bank guarantees or SLIPs or RTGS transfers drawn on Sri Lanka Rupee accounts maintained with any LCB in Sri Lanka but may do so via SIA/FCBU/RGFCA account as detailed in Section 5.14.4 above. Applications made by foreign citizens not in accordance to the foregoing shall be rejected.

The above is in compliance with regulations of the Department of exchange Control for Foreign Investments.

5.15 Rejection of Applications

- Application Forms which are incomplete in any way and/or are not in accordance with the terms and conditions set out in Section 5.13 of this Prospectus will be rejected at the absolute discretion of the Company.
- Any Application Form which does not provide the NIC, passport (where NIC is not available) or company registration number as the case may be, will be rejected.
- Applications delivered by hand after 4.30 p.m. Local Time on the Closure Date of the Issue will be rejected.
- Applications received by courier/post after 4.30 p.m. Local Time on the succeeding Market Day immediately following the Closure Date of the Issue, will also be rejected even if they carry a courier acceptance date/postmark date earlier than the Closure Date.
- Applications made for less than one Hundred (100) Shares or for a number which is not in multiple of Hundreds (100) Shares will be rejected.
- Any Application which does not carry a CDS account number, or indicates a number of a CDS account which is not opened at the time of the closure of the subscription list or which indicates an inaccurate or incorrect CDS account number, shall be rejected and no allotment will be made.
- Applicants should apply only through one investor category and would be permitted to submit only one Application Form. Two or more Applications submitted by the same Applicant either under the same category or different categories will be construed as multiple Applications and will be rejected.
- The Company reserves the right to reject multiple Applications and suspected multiple Applications which are not allowed, as mentioned in Section 5.13.7.
- Payment for Applications of New Shares of a value below LKR 100,000,000/- accompanying two or more cheques or bank drafts or bank guarantees or SLIPs or RTGSs as mentioned in Section 5.14 will be rejected at the outset.
- Applications made by individuals below 18 years of age or those in the names of sole proprietorships, partnerships, unincorporated trusts and non-corporate bodies will be rejected.

Notwithstanding any provision contained herein, the Board of Directors shall reserve the right to refuse any Application or to accept any Application in full or part.

5.16 Banking of Payments

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

5.17 Returning of Monies of Rejected Applications

Where an Application Form is rejected, the cheque or bank draft or bank guarantee or SLIP or RTGS transfer received in respect of the Application will be returned via ordinary post at the risk of the Applicant. In the case of joint Applicants, the cheque or bank draft or bank guarantee or SLIP or RTGS transfer received in respect of the Application will be returned to the first named Applicant.

Where the Application Form is accepted and the cheque or bank draft or bank guarantee is not honoured at the first presentation, the Application will also be rejected and the dishonoured cheque or bank draft or bank guarantee will be returned via ordinary post at the risk of the Applicant. In the case of joint Applicants, the dishonoured cheque or bank draft or bank guarantee will be returned to the first named Applicant.

5.18 Allotment of Shares in Issue/Basis of Allotment

The allotments of Shares in issue will be made to the various categories of Applicants, as set out in Section 5.1,

Categories of Investors	Percentage of Issue (%)
Retail Individual Investor Category	40%
Unit Trust Investor Category	10%
Non-Retail Investor Category	50%

Treating all Applicants in a fair manner as may be decided by the Board at its discretion.

In determining the basis of allotment within the Retail Individual Investor Category, individual investors who subscribe for a smaller number of shares will be given priority.
(CSE Listing Rule 3.1.5. b. (ii) 2.)

In the event of an under-subscription in the Unit Trust investor category, the Retail Individual investor category shall be given first priority in allotment of the under subscribed Shares.

In the event of an under- subscription in the Retail Individual investor category, the Unit Trust investor category shall be given first priority in allotment of the under subscribed Shares.

In the event of an under- subscription in the Non- Retail investor category, Retail Individual investor category will be given first priority followed by Unit Trust investor category in the allotment of the under – subscribed Shares.

In the event of an oversubscription of any one or all three categories mentioned above, the basis of allotment will be decided by the Board of Directors of the Company in fair and equitable manner.

Redistribution will not apply in the event of an oversubscription or under subscription in all the categories.

The Board of Directors of the Company will decide and announce to the CSE the basis of allotments within seven (07) Market Days from the Closure Date.

A written confirmation informing successful Applicants on their allotment of New Shares will be dispatched within ten (10) Market Days from the Closure Date as required by the CSE.

5.19 Refunds on Applications

Where an Application is accepted only in part, the balance of the monies received on Application will be refunded. Refunds on New Shares that have not been allotted will be refunded on or before the expiry of ten (10) Market Days from the Closure Date as required by the CSE Listing Rules. Applicants would be entitled to receive interest at the last quoted AWPLR published by the CBSL plus 5%, on any refunds not made by the expiry of the abovementioned period.

In case the Company is not complying with the CSE listing rule 2.1.3 (c), the Company will return all Application monies received by it within ten (10) working days from the date that the decision being made that the Company is not complying with CSE Listing Rule 2.1.3 (c). Applicants would be entitled to receive interest at the last quoted AWPLR published by the CBSL plus 5%, on any refunds not made by the expiry of the abovementioned period.

Refunds via SLIPS

The refund payment will be made to the bank account specified by the Applicant through the SLIPS on or before the expiry of ten (10) Market Days from the Closure Date as required by the CSE Listing Rules and a payment advice shall be issued to the Applicant provided that the Applicant has submitted accurate and complete details of his bank account in the Application Form.

However, SLIPS transfers are subject to a maximum limit of Rupees Five Million (LKR 5,000,000.00) imposed by the CBSL with effect from October 29, 2010 as per Operating Instruction Circular No. 11/2010 dated October 25, 2010.

Even though the Applicant has requested for SLIPS transfer for refund amounts and submitted accurate and complete details of the bank account in the Application Form, refund amounts exceeding Rupees Five Million (LKR 5,000,000.00) will be made by via RTGS.

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.

In the event the refund payment is effected via SLIPS or RTGS based on the bank account details provided by the Applicant in the Application Form, but is rejected by the Applicant's bank due to inaccurate or incomplete information, such refund payments would be made via a crossed cheque in favour of the Applicant and sent by ordinary post at the risk of the Applicant. In such instances, the Company together with the Registrars to the Issue will send the refund cheques to such Applicants at the earliest possible and the Applicant should not hold the Company or the Registrars to the Issue accountable for such delays.

Bank codes and branch codes could be obtained from the web site, www.lankaclear.com through the Quick Links access.

Refunds via Crossed Cheque

If the Applicant has not provided details of the bank account in the Application Form or has provided inaccurate or incomplete details of the bank account with respect to refunds via SLIPS or RTGS, the refund payment will be made by a crossed cheque in favour of the Applicant and sent by ordinary post at the risk of the Applicant. 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.

A request for cancellation of crossing on the refund cheque, in instances where the Applicant does not maintain a current account, should be addressed to the Registrars to the Issue in writing, stating the cheque number and the fact that the Applicant does not maintain a current account. The refund cheque and a clear photocopy of the Applicant's NIC should accompany the letter.

In the event of a refund cheque being delivered by hand by a third party to the Registrars to the Issue for cancellation of crossing, a letter of authorisation signed by the Applicant stating the NIC number of such third party should also be presented with the refund cheque.

Refund cheques on which the crossings have been cancelled by the Registrars to the Issue should preferably be collected in person or by a third party authorised by the Applicant. Where an Applicant has requested the delivery of the cheque on which the crossing has been cancelled via post, such cheque will be sent at the risk of the Applicant.

5.20 Successful Applicants and CDS Lodgment

Immediately prior the completion of share listing, all the existing Shares will be lodged in the Central Depository System.

The New Shares allotted will be directly uploaded to the respective CDS account given in the Application Form before the expiry of eighteen (18) Market Days from the Closure Date of the Issue as required by the CSE Listing Rules.

All resident Applicants should indicate in the Application for Shares, their NIC number or the Company registration number as the case may be. The passport number may be indicated only if the Applicant does not have a NIC number.

As per the Directive of the Securities and Exchange Commission made under Circular No. 08/2010 dated November 22, 2010 and Circular No. 13/2010 issued by the Central Depository System (Private) Limited dated November 30, 2010, all Shares allotted shall 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 Valid CDS account prior to submitting the Application, in order to facilitate the uploading of allotted Shares to their CDS account.

Please note that upon the allotment of Shares under this Issue, the allotted Shares would be credited to the Applicant's CDS account so indicated. Please note that SHARE CERTIFICATES WILL NOT BE ISSUED.

Any Application which does not carry a valid CDS account number or indicates a number of a CDS account which is not opened at the time of the closure of the subscription list or which indicates an inaccurate/incorrect CDS account number, shall be rejected and no allotment will be made.

You can open a CDS account through any Member/Trading Member of the CSE as set out in Annex A of this Prospectus.

A written confirmation, upon the completion of crediting the respective CDS account will be sent to the shareholder within two (02) Market Days of crediting the CDS accounts by ordinary post to the address provided by each shareholder in their respective Applications.

The CDS maintains two balances for each CDS account, namely 'trading balance' and 'locked balance'. The trading balance would be visible to the CDS participant and all dealings and trading would be permitted on the said trading balance, as done normally.

Locked in balance means a portfolio of securities held in a client account on which trading is restricted at the request of the account holder and is not visible to the participant except in instances set out in CDS Rules 7.1 and 8.1.

Applicants have the option of having their New Shares 'locked' in the CDS. Shares that are locked would not be available for trading purposes and would not be visible to the participant. Such Applicants would have to fill in a separate section in the Application Form for this purpose. If the Applicant has not specified that his/her Shares need to be deposited to his/her 'locked' balance then the said Shares would be deposited to Applicant's 'trading' balance.

The Shares shall not be transferable by the shareholders during the period between the date of allotment of the New Shares and up to the date of listing (excluding the date of listing) of the Ordinary Voting Shares (inclusive of the New Shares) on the CSE.

Upon the Ordinary Voting Shares being listed on the CSE, such Shares shall be freely transferable except for those Shares allotted by the Company on 28 July 2015, as morefully described in Section 5.6 of this Prospectus.

5.21 Declaration to the CSE and Secondary Market Trading

The Company will submit to the CSE a declaration on the Market Day immediately following the day on which Applicants' CDS accounts are credited with the New Shares. Trading of Ordinary Voting Shares on the secondary market will commence on or before the third (3rd) Market Day from the receipt of the declaration by the CSE as per the CSE Listing Rules.

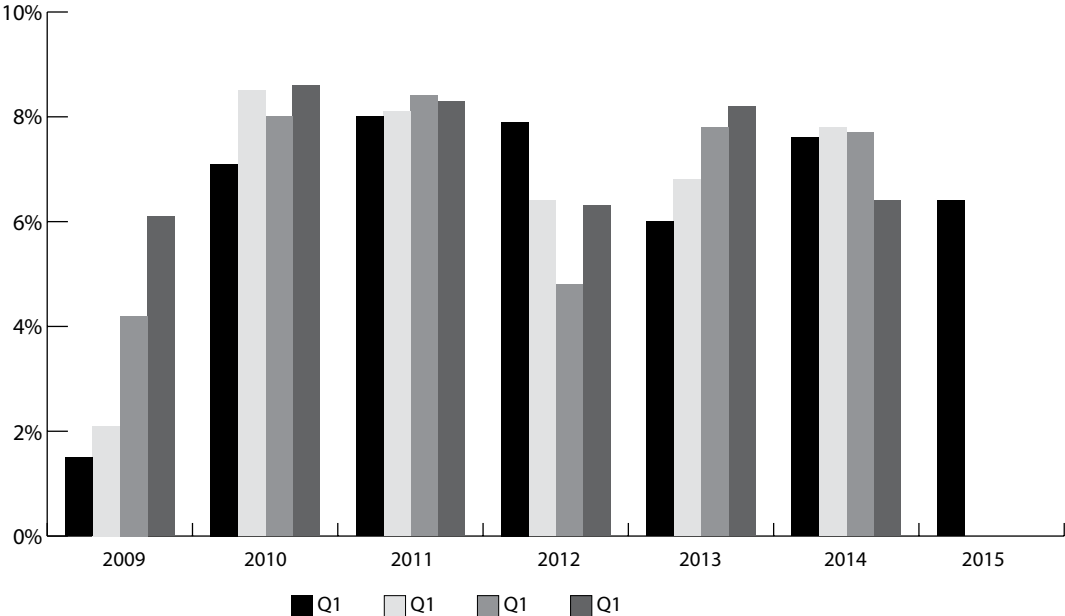
6.0 SRI LANKAN ECONOMY

6:1 Overview

Sri Lanka’s economic growth accelerated to an average of 7.5% during the last five years, despite the economic slowdown seen in both emerging and advanced economies during this period, as a result of the growth oriented policy measures adopted.

Expansionary monetary policy implemented by the Central Bank of Sri Lanka, continued public investments, and improved foreign direct investments were the main contributory factors for the economic expansion in the post war era in the country. The conducive macroeconomic policy environment contributed to the strengthening of the growth momentum while global economic conditions continued to improve in the last couple of years, particularly in export destinations, which supported domestic economic activity.

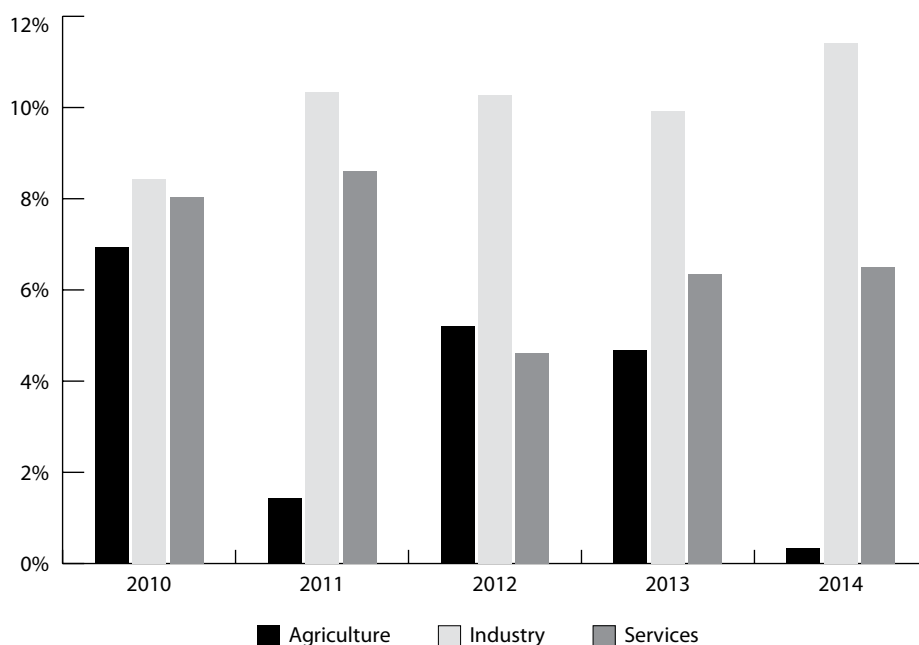
Quarter wise GDP Growth Rates



Source: CBSL – Economic and Social Statistics of Sri Lanka 2015

With an economy worth LKR 9,785 Bn and a per capita GDP of approximately LKR 473,261, the growth momentum of the Sri Lankan economy continued in 2014 reflecting increased domestic economic activity and rising external demand. The economy that was originally projected to grow by 7.8%, recorded a growth of 7.4% in 2014, in comparison to the growth of 7.2% in 2013.

Sector wise Annual Growth Rates



Source: CBSL – Economic and Social Statistics of Sri Lanka 2015

With an annual growth of 11.41% in 2014, Industrial Sector has been the main contributor to the growth in GDP. The Services sector, which represents 57.6% of GDP, grew by 6.5% in 2014, compared to a growth of 6.4% in 2013. The Industrial sector's contribution to GDP increased further to 32.3%. The Agriculture sector, which represents 10.1% of GDP, contributed marginally to real GDP growth. The growth of the Agriculture sector was 0.3% in 2014 compared to 4.7% recorded in the previous year. The budget deficit was reduced to 5.2% of GDP in 2014 from 5.9% of GDP in 2013.

Source: CBSL – Economic and Social Statistics of Sri Lanka 2015, Ministry of Finance Planning – Data and Statistics (<http://www.treasury.gov.lk/data-statistics.html>)

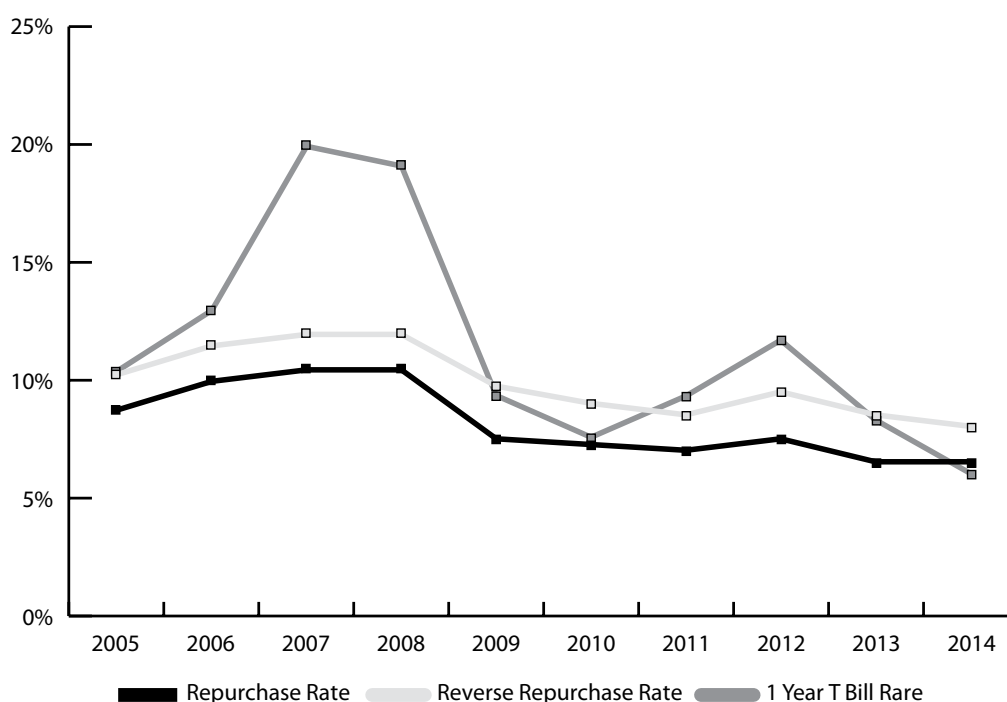
6:2 Interest Rate Environment

Following the conclusion of the civil war in the country, towards the latter part of 2009, the CBSL relaxed its monetary policy and took steps to promote market liquidity. As such, yields on Treasury bills and Treasury bonds started to decline in 2009, continuing through to 2011. Reflecting monetary policy easing, market interest rates further adjusted downwards in the subsequent years.

Against the backdrop of the growing economy and continued public investments by the Government, the gross general government debt remained high and stood at approximately 75% of GDP at end of 2014. Domestic yields progressively reduced over the period, while the CBSL facilitated the issuance of a substantial amount of long term loans.

Source: CBSL - Economic and Social Statistics of Sri Lanka 2015

Historical Interest Rates



Source: CBSL - Economic and Social Statistics of Sri Lanka 2015

6:3 Future Outlook

Future outlook of the Sri Lankan economy is subject to the current political transition and revised strategies of the Sri Lankan Government.

Growth Outlook – 2015

Central Bank	7.50%
Asian Development Bank	6.30%
World Bank	6.90%
International Monetary Fund	6.50%
Fitch Ratings	7.50%

The decline in growth in construction sector, which was largely driven by re-evaluation of certain infrastructure development projects by the newly appointed government, was one of the main reasons for the economic slowdown in the first two quarters of 2015. Following the re-election of the government, the projects are expected to recommence and the sector's growth is expected to recover.

Furthermore, consumption levels of the private and government sector are expected to enhance due to price reductions in fuel and food items. The apparel industry and the tourism industry are expected to develop at a faster rate in the backdrop of improving global economic conditions and the resultant increase in demand. Over the past years, the agricultural sector has been sensitive to weather conditions resulting in unpredictable supply patterns. Therefore, the growth in this sector is expected to remain sluggish.

Consumer price inflation, which has remained at single digit levels since early 2009, declined further to low single digit levels in the recent quarters, as a result of the favorable international commodity price movements. While the recent reduction in domestic energy prices would have a direct as well as an indirect downward impact on inflation in the period ahead, the weakening exchange rate is expected to cause an upward inflationary pressure.

7.0 FINANCE SECTOR

7.1 Overview

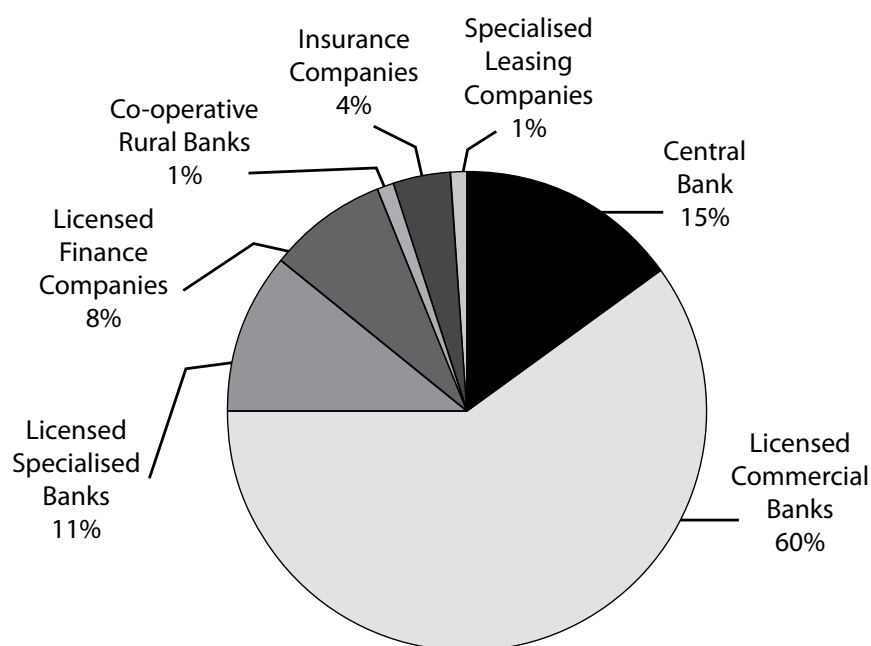
The finance sector/system of Sri Lanka consists of Regulatory Authorities, Financial Institutions, Financial Markets, Financial Instruments, and Payment & Settlement Infrastructure.

Main financial institutions include the Central Bank of Sri Lanka (CBSL), Licensed Commercial Banks (LCBs), Licensed Specialised Banks (LSBs), Licensed Finance Companies (LFCs), Specialised Leasing Companies (SLCs), Primary Dealers (PDs), Pension and Provident Funds, Insurance Companies, Rural Banks, Stock Brokers, Securities Market Intermediaries, Unit Trusts and Thrift and Credit Co-operative Societies; the major financial markets, such as the Foreign Exchange Market, Money Market, Capital Market and the informal financial market; and the financial infrastructure which is the legal framework related to the financial system and the payment and settlement.

The main regulatory body in the Sri Lanka's finance sector is the Central Bank of Sri Lanka which was established in 1950 under the Monetary Law Act No 58 of 1949 with an intention to maintain Economic, Price and Financial system stability within the country.

The demand for financial products in Sri Lanka are improving buoyed by the favourable macroeconomic fundamentals in the country and decreasing interest rates. Financial sector is dominated by LCBs accounting to more than half of financial sector assets.

Distribution of Total Assets of Major Financial – Sub-sectors as at 31st December 2014



Source: CBSL – Financial Sector Statistics

7.2 Non-Banking Financial Institutional Sector

The non-banking sector or Non-Banking Financial Institutions (NBFI's) which accounts to a relatively smaller share of financial sector assets, plays a significant role in the financial sector of the country providing financial products to the clients who may not have access to traditional banking products. Targeting client bases which are not accessed through traditional banking channels resulting high profitability is a common feature in NBFI sector.

Their business models give them the flexibility to grow their advances portfolios in riskier assets fast growing economic segments, therefore, the sector has been able to outperform traditional LCBs in terms of assets growth. NBFIs generate higher yields on its loan portfolios with its loan portfolios tilted toward high yielding assets. Leasing and HP portfolios account to about 60% of NBFI advances (Source: CBSL).

The sector is highly-fragmented and constituted 47 LFCs and 9 SLCs by end 2014 representing 9% of Sri Lanka's financial system (Source: CBSL – Financial Sector Statistics). During the second quarter of 2015, the LFC and SLC sector branch network expanded by 29 to 1,187, out of which, net of 22 were opened outside the Western Province (Source: CBSL – Financial Sector Statistics). The total assets of the NBFI sector amount to LKR 931.65 Bn as at 30th June 2015. (Source: CBSL – Financial Sector statistics)

13 large NBFIs, each holding assets over LKR 20 Bn, account for a larger market share in the NBFI sector while the remaining small companies, each holding assets of less than LKR 8 Bn, account for a significantly smaller share in the market.

Key Indicators - NBFI

Item	As at June 2014	As at June 2015
Total Assets (LKR Bn)	765.16	931.65
Loans & Advances (LKR Bn)	575.93	721.37
Deposits (LKR Bn)	389.85	436.32
Borrowings (LKR Bn)	175.97	257.70
Capital Funds (LKR Bn)	102.54	125.32
Tier 1 Capital Adequacy Ratio (%)	15.26	14.57
Total Capital Adequacy Ratio (%)	15.94	15.35
Gross Non-Performing Accommodations Ratio (%)	7.39	6.38
Net Non-Performing Accommodations Ratio (%)	2.66	1.83
Return on Assets (Before Tax) (%) – Annualised	1.79	4.12
Return on Equity (After Tax) (%) – Annualised	6.05	20.06
Liquid Assets to Total Assets (%)	9.98	8.67

Source: CBSL – Financial sector Statistics

LFC and SLC sector asset growth moderated during the early part of 2014 due to lower demand for credit. However, the credit demand improved during the second half of the 2014 against the backdrop of lower interest rate scenario. The total asset base of the LFC and SLC sector grew by 21.75% during the 12 months ended 30th June 2015 compared to a growth of 18.9% in the 12 months ended 30th June 2014.

The lower interest rates also helped to maintain non-performing loans at a manageable level. The Gross NPL and Net NPL ratios for the year ended 30th June 2015 were 6.38% and 1.83% respectively. Compared to the minimum statutory liquid asset requirement of LKR 52.8 Bn, the sector recorded a surplus of LKR 27.91 Bn.

Deposits which accounted for 46.83% of the funding sources of the sector, grew by 12.08% to LKR 436.32 Bn as at 30th June 2015 mainly on account of relatively higher deposit rates offered by LFCs compared to banks in the current lower interest rate regime.

The sector recorded an increase in profitability in second quarter of 2015, mainly due to increased net interest income despite the increased operational costs and provisioning requirements. The sector posted a Profit after tax of LKR 38.35 Bn for the 12 months ended 30th June 2015 compared to a profit of LKR 7.7 Bn in the 12 months ended 30th June 2014. Sector ROA and ROE increased to 4.12% and 20.06% respectively, in the 12 months period ended 30th June 2015 from 1.79% and 6.05% in the 12 months period ended 30th June 2014.

Capital funds increased by 22.21% to LKR 125.32 Bn year on year, as at 30th June 2015. As at the end of June 2015, the core capital ratio stood at 14.57% (15.26% as at 30th June 2014) and the total capital ratio was at 15.35% (15.94% as at 30th June 2014), well above the minimum statutory requirement of 5% and 10%.

The Central Bank's Financial Sector Consolidation Plan which was presented in the Budget of the previous Government in 2014 encouraged Mergers and acquisitions activities in the sector during the year. Further, the CBSL adopted several measures to strengthen risk management and build the capacity of the LFC and SLC sector to facilitate better absorption of risks. The number of NBFIs SLC's and was expected to be reduced to 20 from 56 with regulatory support and tax incentives. As at end 2014, 10 mergers were completed and 22 were in progress. With the change in Government and the consequent change of management at the CBSL, the Central Bank's Financial Sector Consolidation Plan is being revisited at present.

7.3 Industry analysis using Porter's Five Forces

Barriers to Entry:

The demand for financial products in Sri Lanka are improving buoyed by the favourable macroeconomic fundamentals in the country and decreasing interest rates. Demand is largely stemming from the growth in the SME sector of the economy. Therefore, there exists a further possibility of new NBFIs entering the industry in order to exploit the significant growth potential available.

NBFIs are strictly governed by the regulatory framework within which they operate. New entrants in to the finance industry in Sri Lanka are controlled by the supervisions and regulations imposed by the Government of Sri Lanka and the Central Bank of Sri Lanka. In addition to recent mandatory amalgamations rules and imposing of minimum liquid asset requirements and the maintenance of minimum capital adequacy ratios, companies in finance industry are subject to on-site and spot examinations conducted with a risk based approach as the main supervisory mechanism on LFCs and SLCs and the companies are being instructed to implement the recommendations that are made based on the findings of the examinations, within a stipulated time period. Moreover, continuous offsite surveillances, internal risk rating model and an early warning system are also implemented to identify risks and to take preventive measures on a timely manner.

In addition to regulatory barriers, finance industry has become a volume driven business due to heavy competition, creating added entry barriers for smaller players in the industry due to their inability to sustain with significantly narrow margins in the face of higher operational costs caused by the lack of economies of scale.

Rivalry among existing player in the industry:

Competition in the finance industry is generally fuelled by market forces, deregulation and technology. Internal rivalry among existing players is at a high level. Even though there are some outliers, most of the companies operate at the same level with similar size of asset base. As interest spread continued to decrease in the declining interest rate environment, competition in the finance industry is largely driven by volumes at present.

On the other hand, the finance industry is growing at a CAGR of 13.94% since 2013. New developments in finance industry (Eg: Microfinance, Mobile and Online Finance) and low interest rates are the main drivers to this high growth rate.

Bargaining power of customers:

In the industry of financial services in Sri Lanka, the bargaining power of customers is at a low level due to high customer base. There are no significant customer groups in the industry where the customers could bargain with financial institutes. However, the customers have a choice when selecting the financial service provider due to low switching costs due to the presence of numerous financial institutions providing a number of financial products to general public in the country.

Bargaining power of suppliers:

The suppliers of funds to finance companies are depositors. Deposits made by the general public and the other borrowings made by the Company are the inputs to the operational activities of a financial institute. The companies, in turn, pay interest to service suppliers as a cost of borrowing.

The general public can be considered as the main supplier to the financial industry in Sri Lanka. Bargaining power of the general public is at a neutral level since customer deposits are heavily sensitive to the economic factors such as interest rates, per capita income and economic expectations in the society.

Threat of Substitutes:

Licensed Commercial Banks and Licensed Specialised Banks act as direct substitutes to NBFIs. The greater emphasis placed by Commercial Banks towards promoting leasing as a financial product has led to the further narrowing of margins, particularly due to the lower cost of funds enjoyed by the banking institutions and their relatively higher financial strength. However, this threat may be subdued due to the asset expertise possessed by NBFIs, and the superior and efficient customer service provided. Moreover, customers belonging to the SME sector, which forms the core of lending in NBFIs, may not typically have access to financing from banks due to the stringent evaluation criteria employed prior to the provision of debt finance.

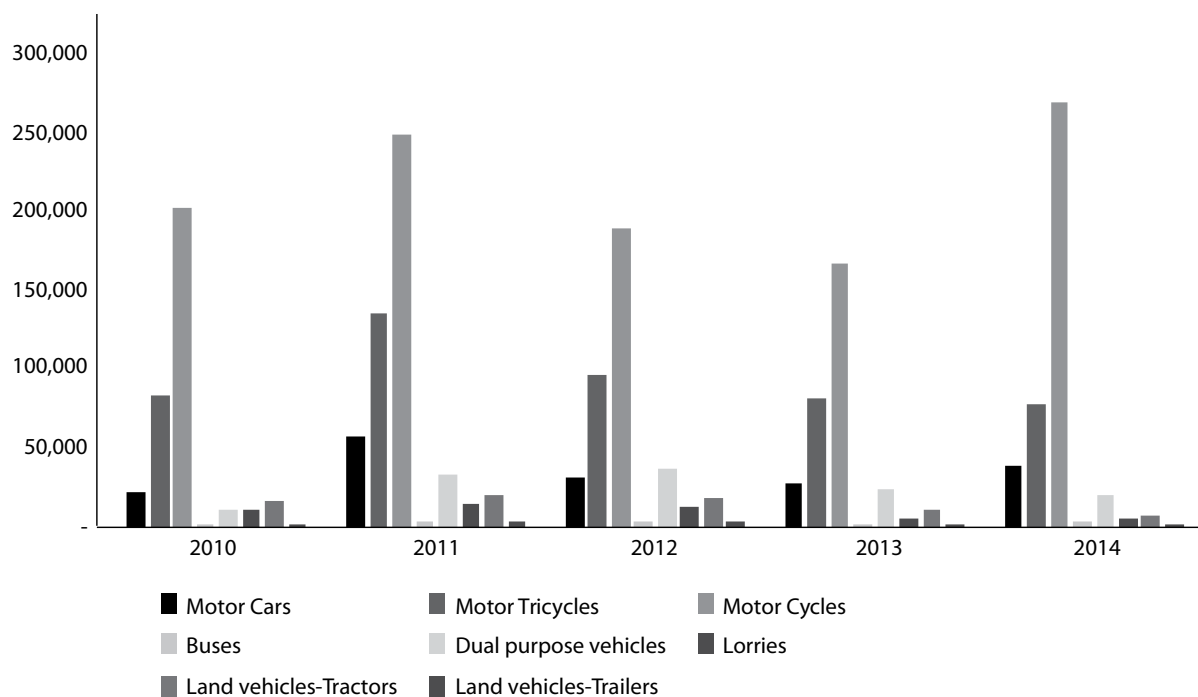
8.0 LEASING INDUSTRY

The increased level of economic activity in post-war Sri Lanka has led to a significant growth in the demand for leasing products in the recent years. Furthermore, the present low interest rate regime prevalent in the economy is expected to be maintained at similar levels leading to further demand for credit.

Sri Lankan leasing industry is largely driven by motor vehicle leasing where more than 80% of the leasing transactions are generated from motor vehicles. The expediency in recovering the asset in case of a default has led lenders to grant more leasing facilities to motor vehicles than other immovable properties.

The vehicle population of Sri Lanka has grown at a CAGR of 10.00% over the past five years. The main contributors for this growth has been motor cycles for which there were 2,038,146 new registrations from 2010 to end of 2014. In the year of 2014, motor cycles registrations accounted for 53.05% of the total vehicle population allowing the leasing industry to focus more on the motor cycle leasing.

New Registration

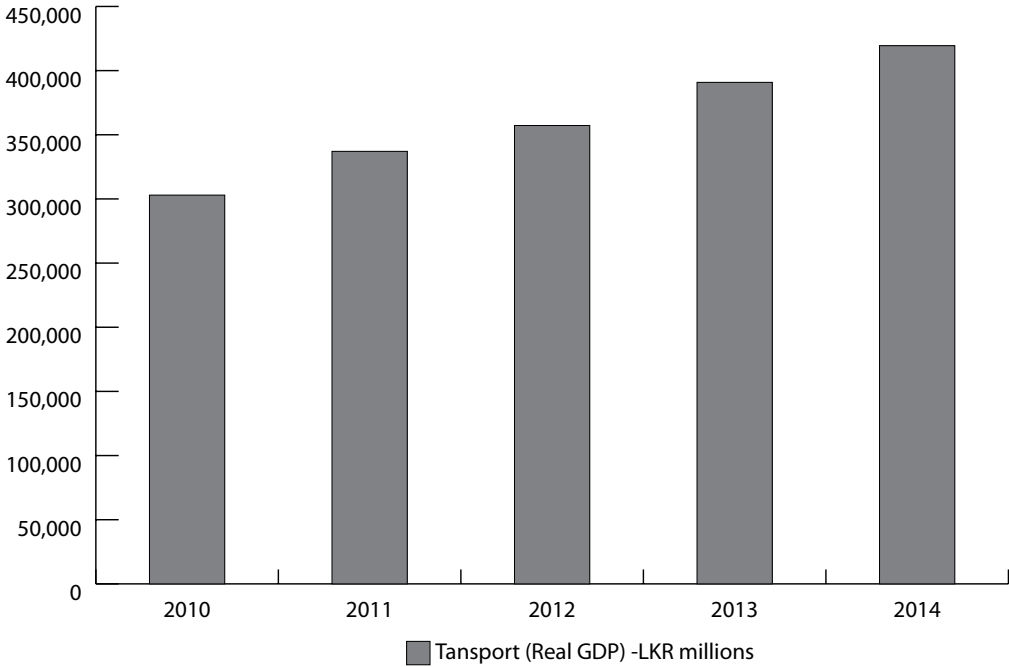


Source: Department of Motor Traffic - Statistics

On the other hand, rising income levels and increasing purchasing power resulting from the growing Sri Lankan Economy and lowering inflation has led to a surge in demand for motor vehicles and other capital expenditure leading to a growth in the leasing industry.

Moreover, recent developments in the road infrastructure in Sri Lanka has also driven the demand for motor vehicles. Transportation sector has grown at a CAGR of 8.74% over the past five year (LKR Mn 302,983 in 2010, LKR Mn 419,428 in 2014). This is a significant improvement compared to the growth in other sectors and is also higher than the average real GDP growth rate of the country. This enhancement in the transportation system encourages the general public to spend on motor vehicles.

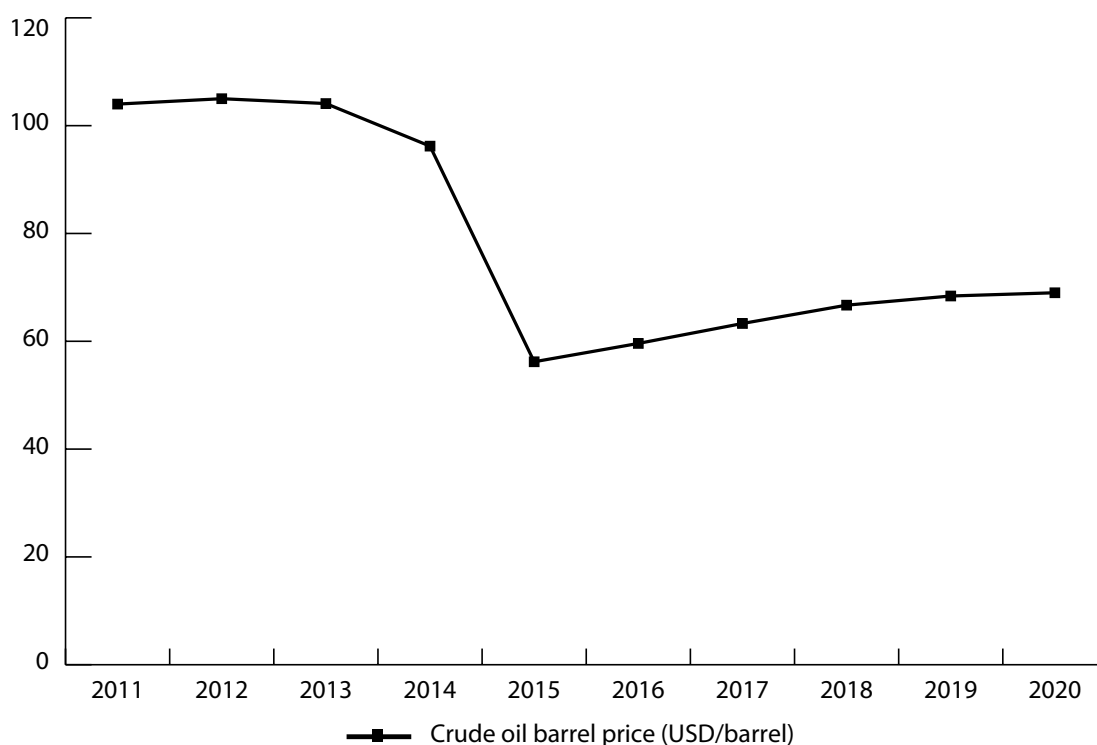
Tansport (Real GDP) -LKR Millions



Source: CBSL – Annual Report 2014

Reduction in fuel prices also drive the demand for motor vehicles in Sri Lanka. Historically Sri Lankan fuel prices remained high as a result of the taxes imposed on the importation of crude oil. However, the strategic decision made by government in 2015 to cut down the tax rate on crude oil imports has led the fuel prices to fall down. According to International Monetary Fund's forecasts, the price of a crude oil barrel is expected to remain stable over the coming years which in turn will stabilise fuel prices locally offering room for growth for the Sri Lankan Motor vehicle leasing Industry.

Crude Oil Barrel Price (USD/barrel)



Source: IMF Forecasts (<http://www.imf.org/external/index.htm>)

Apart from the demand for motor vehicles, interest rates also play a vital role in the industry of leasing. Due to the current policy of expansionary monetary policy thus low interest rates, the general public look in to leasing facilities to fund financial needs. Additionally the Net Non-Performing Loans Ratio also has dropped by 20 basis points from March 2014 (2.18%) to March 2015 (1.98%) in the industry of Leasing.

In a bid to reduce vehicle imports weighing on the country's Balance of Payment (BOP) and to curb the unsustainable level of vehicle imports in the country, the CBSL sent directions to all banks and finance companies imposing restrictions on loans and leases to vehicles on 14th September 2015. With this directive, the regulator bared the commercial banks and finance companies granting loans and leases in excess of the 70% of the value of the vehicle setting the maximum loan-to-value (LTV) ratio on vehicles at not more than 70%.

The maximum LTV ratio for vehicle leasing was increased to 90% from 29th October 2015. Subsequently the CBSL announced that, Leasing for motor vehicles will be allowed up to 70% of total value, with effect from the 1st of December 2015. This move is expected have a negative effect in the growth in leasing and vehicle lending books of finance companies which by far the driving force behind many of the financial institutions.

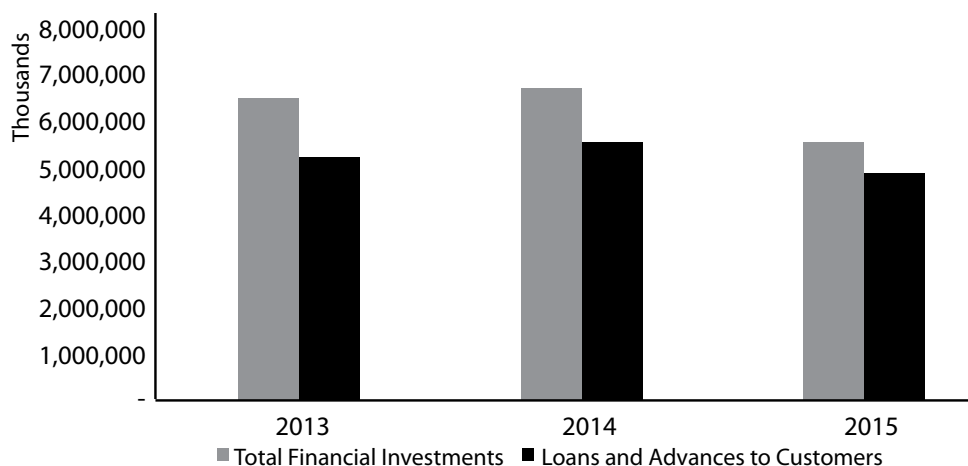
9.0 COMPANY ANALYSIS

The overall financial performance of the Company has declined in the financial year ended 31st March 2015 compared to the previous financial year as a result of the decline in the top line items (Interest Income by 12.46% and Fee & Commission Income by 12.33%). According to the management of Orient Finance PLC, the new lending was curtailed at the latter part of the year pending the amalgamation process which caused a reduction in interest income.

Bartleet Finance PLC - Known as Orient Finance PLC after the amalgamation

For the Year ended 31st march (LKR'000)	2013	2014	2015
Operating Results			
Interest Income	1,336,170	1,465,703	1,283,087
Interest Expenses	(964,202)	(1,039,248)	(805,279)
Total Operating Expenses	427,750	445,380	364,911
Profit Before Income Tax	21,177	70,381	4,182
Income Tax on Profit	(13,625)	(13,014)	-
Profit for the year	7,552	57,367	4,182
	2013	2014	2015
ROA	0.29%	0.90%	0.06%
ROE	1.60%	10.77%	0.74%
Basic EPS (LKR)	0.99	7.50	0.55
Nat Asset Value (LKR)	65.88	73.38	74.5

Source: Annual Report 2015 of the present Orient Finance PLC



Source: Annual Report 2015 of the present Orient Finance PLC

As at 31st March

Statutory Ratios	2014	2015
Core Capital to Risk Weighted Assets Ratio (Min.5%)	6.45%	7.89%
Total Capital to Risk Weighted Assets Ratio (Min.10%)	9.32%	10.32%
Liquidity Ratio	10.18%	12.51%

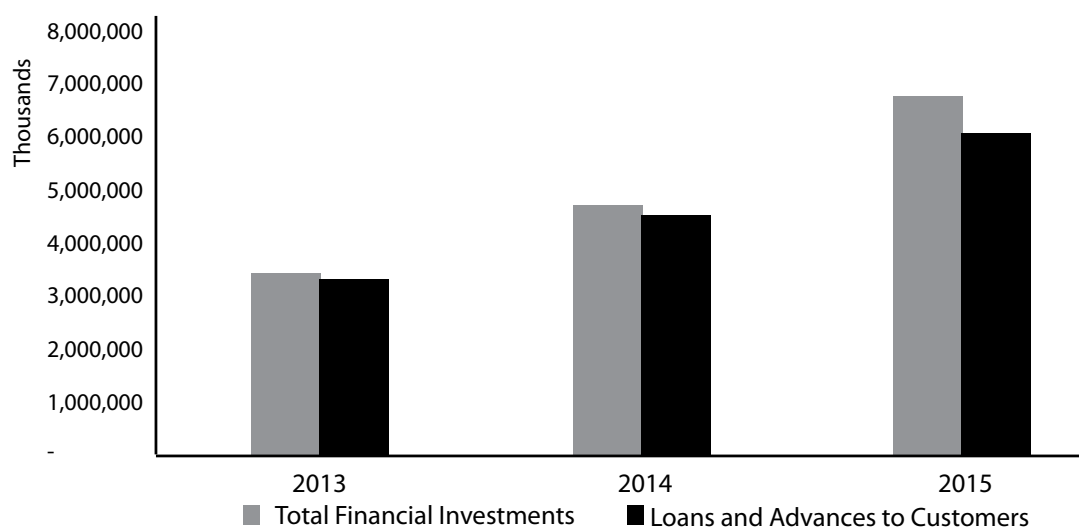
Source: Annual Report 2015 of the present Orient Finance PLC

Orient Finance PLC – The Company which ceased to exist after the amalgamation

For the Year ended 31st march (LKR'000)	2013	2014	2015
Operating Results			
Income	836,361	1,076,075	1,229,524
Interest Income	738,462	992,642	1,121,811
Interest expenses	(349,903)	(486,905)	(500,466)
Operating expenses & provisions	(288,494)	(491,825)	(662,785)
Profit before income tax	197,964	97,346	66,273
Profit for the year	168,859	78,557	49,530

	2013	2014	2015
ROE	23.27%	9.46%	5.66%
ROA	5.46%	1.84%	0.82%
Basic Earnings Per Share (LKR)	1.46	0.68	0.43
Net Asset Value Per Share (LKR)	6.94	7.43	7.72

Source: Annual Report 2014 of former Orient Finance PLC and Audited Financial Statements 2014/15



Source: Annual Report 2014 of former Orient Finance PLC and Audited Financial Statements 2014/15

As at 31st March

Statutory Ratios	2014	2015
Core Capital to Risk Weighted Assets Ratio (Min.5%)	18.15%	14.06%
Total Capital to Risk Weighted Assets Ratio (Min.10%)	18.15%	14.06%
Liquidity Ratio	12.65%	14.66%

Source: Annual Report 2014 of former Orient Finance PLC and Audited Financial Statements 2014/15

10.0 COMPANY OVERVIEW

Orient Finance PLC (Formerly; Bartleet Finance PLC) is a subsidiary of Janashakthi PLC.

Janashakthi PLC, the parent company of Janashakthi Insurance PLC (holding percentage: 67.85% as at 30th September 2015) and Janashakthi Capital Ltd (holding percentage: 99.99% as at 30th September 2015), holds 99.95% of Orient Finance PLC as at 30th September 2015.

10.1 History of Orient Finance PLC (Amalgamated with Bartleet Finance PLC)

Orient Finance PLC (formerly known as Orient Financial Services Corporation Ltd) was incorporated on 28th April 2003 under the provisions of the Companies Act No. 17 of 1982 and re-registered under the Companies Act No. 7 of 2007 on 27th November 2007.

The Company commenced commercial operations with an issued and paid up capital of LKR 125 Mn in July 2003 as a Specialised Leasing Company with the approval of the Central Bank of Sri Lanka. The promoters of the Company were Readywear Industries Ltd and United Motors Lanka PLC. Readywear Industries Ltd held 80% of the issued capital and for strategic reasons subsequently sold their stake of ownership to United Motors Lanka PLC (the agent of Mitsubishi Vehicles in Sri Lanka and an entity listed on the Colombo Stock Exchange listed on the 20th of November 2003). During the third year of operations, the major shareholders infused more capital placing their confidence in the operation of the Company. In February 2011, United Motors Lanka PLC sold a majority stake to Orient Capital Ltd (which was earlier known as People's Venture Investment Company Ltd) which is a subsidiary of Janashakthi Capital Ltd.

The Company was listed on the Colombo Stock Exchange on 7th June 2012.

On 16th July 2015, Orient Finance PLC (pre-amalgamation) sold its assets and liabilities to Bartleet Finance PLC (pre-amalgamation). Details of the transaction are shown in the Sections 10.2 and 10.3.

The entity was delisted from the Colombo Stock Exchange and the Company ceased to exist.

10.2 History of Bartleet Finance PLC (Known as Orient Finance PLC after the amalgamation)

Bartleet Finance PLC, presently known as Orient Finance PLC, is a Public Limited Company domiciled in Sri Lanka incorporated on the 24th July 1981 under the Companies Ordinance No. 51 of 1938 and re-registered under the new Companies Act No. 7 of 2007 on the 27th July 2009. The Company is licensed by the Monetary Board of the Central Bank of Sri Lanka to accept fixed deposits from the public. The Company is registered under the Finance Leasing Act No. 56 of 2000 and Finance Business Act No. 42 of 2011. Bartleet Finance PLC is in compliance with the CBSL regulations and was listed on the CSE via Debt Introduction (Debentures) on the 30th June 2011.

Originally, Bartleet Finance PLC was a member of the Bartleet Group of Companies. The Company's parent undertaking was Bartleet Transcapital Limited.

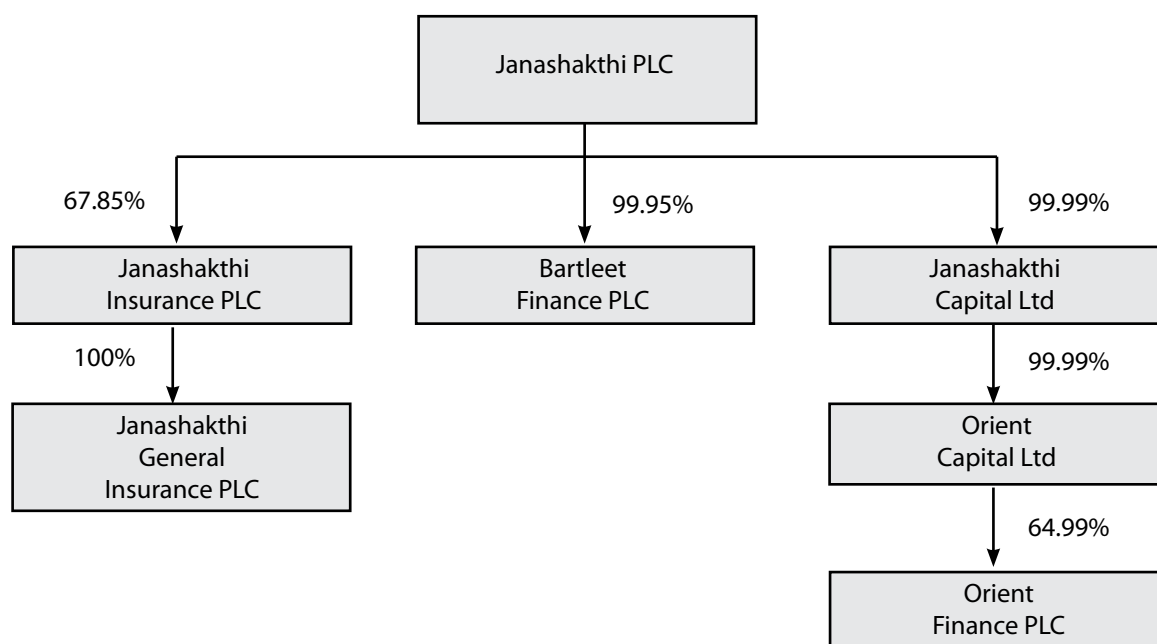
Pursuant to the requirement imposed and guidelines given by the Central Bank of Sri Lanka in its Master Plan on Consolidation of Finance Sector companies, Janashakthi PLC (parent company of Orient Finance PLC) signed an MoU with Bartleet Transcapital Ltd, (parent Company of Bartleet Finance PLC), to amalgamate Orient Finance PLC and Bartleet Finance PLC in August 2014. On the 22nd January 2015, Janashakthi PLC acquired 86.79% stake of Bartleet Finance PLC representing 6,639,998 Ordinary Voting Shares. With the above acquisition, Janashakthi PLC acquired a total stake of 99.45% of Bartleet Finance PLC (7,608,747 Ordinary Voting Shares). Subsequently, 39,375 shares were bought by Janashakthi PLC from minority shareholders of Bartleet Finance PLC increasing total shareholding of Janashakthi PLC in Bartleet Finance PLC to 99.95%.

On 25th June 2015, shareholders of both entities approved the amalgamation at an Extraordinary General Meeting. Later, on 16th July 2015, the Registrar of Companies issued the certificate of amalgamation, and assets

and liabilities of Orient Finance PLC were acquired by Bartleet Finance PLC, which continued to be the surviving entity. On 14th August 2015, the Company was re-named as "Orient Finance PLC".

Group Structure (Pre-amalgamation)

As at 15th July 2015



10.3 Recent Transaction

Bartleet Finance PLC and Orient Finance PLC which were owned by Janashakthi PLC, were amalgamated on 16th July 2015. The amalgamation was effected in a manner whereby Orient Finance PLC was absorbed into Bartleet Finance PLC and the shareholders of Orient Finance PLC were paid in the following manner in lieu of their shareholding in Orient Finance PLC.

Bartleet Finance PLC offered LKR 14.97 per share for every one Ordinary Voting Share of Orient Finance PLC or one Ordinary Voting Share in Bartleet Finance PLC for every 9.075 share held in Orient Finance PLC as the purchase consideration.

The transaction was completed by paying a cash sum of LKR 1,730,741,430.30 for 115,613,990 Shares and allotting 1,213 Bartleet Finance PLC shares for 11,010 shares of Orient Finance PLC. Refer the next table for a breakup of the transaction.

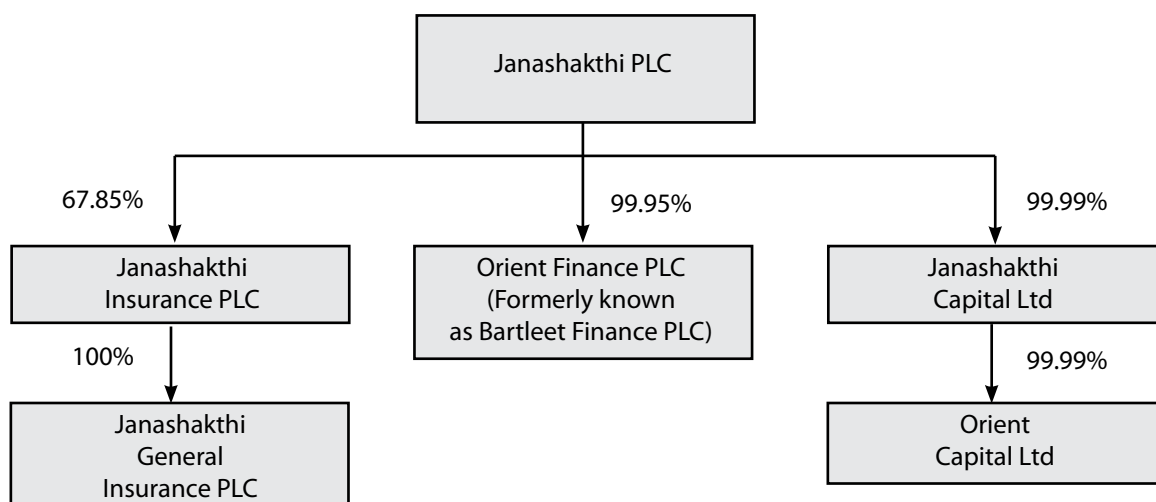
Shareholder Name	Effective Date	No Shares	Amount LKR
First Capital Holdings PLC	24th July 2015	28,907,500	432,745,275.00
Orient Capital Ltd	28th July 215	75,149,994	1,124,995,410.18
Others	23rd July 2015	11,556,496	173,000,745.12
Others (By way of shares)	28th July 2015	11,010	*
Total		115,625,000	1,730,741,430.30

*Allotting 1,213 Bartleet Shares for 11,010 Orient Shares

With the amalgamation, the share of Orient Finance PLC were delisted and the Company ceased to exist. Existing debentures of Orient Finance PLC will continue under the same security ID until maturity. The amalgamated company was renamed as Orient Finance PLC and continues with the CSE code of "BFN". A brand valuation of "Orient Finance PLC" amounting to LKR 235,880,000 of was recognised with this transaction.

Group Structure (Post-amalgamation)

As at 30th September 2015



Group Structure - Post IPO

Post-IPO the group structure would remain the same, however, Janashakthi PLC's shareholding in Orient Finance PLC (Former Bartleet Finance PLC) will dilute up to 80%.

10.4 Vision:

"To be a Leading Provider of Unique Financial Solutions".

10.5 Mission:

- Striving to maintain the highest service excellence to our customers
- Creating wealth for our shareholders
- Engage in best business practices
- Assuring the well-being of our employees

10.6 Values of the Company

- Integrity
- Accountability
- Maintaining confidentiality
- Professionalism

10.7 Business Overview

Orient Finance PLC (Formally known as Bartleet Finance PLC) is a licensed finance company which has registered under the Monetary Board of the Central Bank of Sri Lanka, Finance Leasing Act No. 56 of 2000 and Finance Business Act No. 42 of 2011. Thereby the Company has licenses to accept deposits from the General Public and carry out Finance Leasing activities in line with other financial operations. Orient Leasing, Orient Trade-In, Orient Top Up Card, Orient Factoring, Orient Gold Loan Service and Fixed Deposits are the main product items in the product portfolio of Orient Finance PLC. At present, Orient Finance PLC operates via 26 branches (with the Head Office in Colombo) and 5 window offices. The Company employs 412 employees as at 30th September 2015 including the top level management.

10.8 Product Portfolio;

10.8.1 Orient Leasing:

Car Leasing: For savvy executives a drive away Luxury car or SUV, with or without guarantors, Orient Leasing offers custom made leasing solutions.

Commercial Vehicle Leasing: Flexible, affordable and hassle free leasing offers from Orient Leasing has made business entrepreneurs and self-employees' transportation need easy.

Motorbike & Three-Wheeler Leasing: The Microfinance unit caters to such beginners by offering leasing facilities to purchase Two and Three wheelers of choice and offer the following facilities;

- Tailor made leasing to suite income and payment patterns
- Minimum documentation
- Door step service
- Lease period of choice up to four years
- Facility within a day
- Ex stock Three Wheelers (no waiting lists)
- Special package for corporate entities

Machinery & Equipment Leasing: Orient has been able to modernise farming community offering leasing facilities for "Combined Harvesting Machines" and equipment. Be it heavy construction equipment or Medical Analytical equipment orient leasing provides financial solutions for all their needs.

Professional Leasing: Orient's Professional leasing offers unmatched personalised door step service from documentation handling to delivery of your dream vehicle.

10.8.2 Orient Factoring:

Factoring is a financial transaction and a type of debtor finance in which a business sells its accounts receivable to a third party (called a factor) at a discount.

Benefits offered by Orient:

- Receive up to 70% - 80% of your invoice value immediately
- Take advantage of trade discounts paying cash upfront
- Accelerate your cash flow by utilising our professional collection techniques
- Eliminate internal collection costs
- Reduce amounts receivable accounting expenses
- Reduce bad debt expenses
- Grow at your own pace. As your sales increase so will your financing
- Sales ledger management
- Improves relationship with your customers
- Negative pledge

10.8.3 Gold Loan Service:

Orient Ran Naya Gold Loan service was established with a view to further diversify the product portfolio of Orient Finance. Maximum security, customer confidentiality efficient service and the ability for the customer to pay in installments place our service on par are the main advantages that the customers of Orient Gold Loan get. Orient vested its focus on establishing gold loan centers throughout its branch network to offer customers the convenience of accessing services.

10.9 Future Strategies of the Company

In light of the increasing demand for BFN's lending products, the Company intends to pursue several strategies as indicated below.

1. Introduction of new products and portfolio expansion:

The surge in demand for Leasing is expected to continue in line with the future prospects of the industry as explained in Section 7.0. In that context, BFN intends to introduce new products with a number of specific operational features that differentiate their products from the other products in the market, speed of service delivery being one of the key features. Some of the products planned to be introduced within the next year are segment focused business loans, bridge loan facilities, education loans, loans for solar systems and import finance.

2. Improving recoveries:

BFN plans on implementing best lending practices and develop the Information Technology Support system to improve recoveries. The Company intends to launch a Call Centre to better cater to the growing customer base and to ensure timely recoveries.

3. Expansion of Branch Network:

BFN intends to capitalise on market opportunities utilising Janashakthi branch network to establish new markets whilst extending its branch network. By utilising the network of over 100 Janashakthi Insurance branches the Company expects maintain a profitable portfolio prior to opening fully fledged branches in new locations. Furthermore, BFN expects to convert five window offices to fully fledged branches to better serve its existing and potential customer base.

BFN would also undertake the following strategies in order to better equip the organisation for the future:

- Recruiting and training a pool of skilled marketing staff
- Improvements to Management Information Systems
- Extensive training and development
- CSR events aimed at improving the brand image

10.10 Assumptions and Risks Associated with Future Strategies

10.10.1 Assumptions

BFN expects the macroeconomic environment of the country to be conducive to businesses, particularly in the Leasing segment. The Company also expects that the accelerated economic development would fuel overall economic activity and the demand for credit.

The Northern and Eastern provinces of the country are also expected to be strong contributors to the overall growth.

BFN assumes the current tax legislation applicable to its financial products to either remain unchanged or have no adverse change.

BFN assumes no adverse change in the interest rate environment which may have a negative impact on the margin spread of the Company.

It is also expected that BFN would have access to and availability of funding to facilitate future lending at a feasible cost.

10.10.2 Risks Associated With Future Strategies

1. Introduction of new products and portfolio expansion:
BFN has already carried out adequate planning with regard to new product development. However, they may face the risk of a failure/delay and also a variety of operational risks in introducing products with different features to the market. Moreover, speedy credit evaluation process may also lead to increased default risk.
2. Improving recoveries:
The plans drawn by BFN to improve recovery position may be derailed as a result of technology limitations, time taken to recruit adequate staff and the need to provide sufficient training. This may lead to BFN being unable to maintain expected level of recoveries immediately.
3. Expansion of Branch Network:
Aggressive branch expansion plans of competitors would dampen the strategy of opening branches by BFN in geographical areas where the Company intend to venture into. This may adversely impact the lending portfolio growth and hence the profitability. However, the Company together with the strength of Janashakthi Insurance, branch network would be able to minimise the threat of impending competition.

11.0 CORPORATE INFORMATION

11.1 Corporate Structure

The Board of Directors of Orient Finance PLC

The Board of Directors of Orient Finance PLC provides entrepreneurial leadership through effective formulation and execution of policies and procedures to attain goals and objectives of the Company. As at the date of the Prospectus, the Board of Orient Finance PLC consists of seven Independent Non-Executive Directors and two Non-Executive Directors.

Name: Dr. Dayanath Chandrajith Jayasuriya

Address: No.40/12, Swarnadisi Place, Off Koswatte, Nawala.

Directorship: President's Counsel – Chairman, Independent Non -Executive Director

Description:

Dr. Dayanath Jayasuriya (LLB (Ceylon); Ph.D. (Colombo); Fellow - International Compliance Association (U.K.); Hony Fellow - Society for the Advanced Study of Law (U.K.); Member -Singapore Institute of Directors). He was the Director General and CEO of the Securities and Exchange Commission and the Insurance Board of Sri Lanka and held these posts until 2003. In 2004 he was appointed as the Chairman of both these regulatory bodies. Dr. Jayasuriya is the Founder Chairman of the South Asian Insurance Regulators' Forum. In 2005 he served as the Chairman of the International Organisation of Securities Commission (IOSCO) President's Committee and as the Vice Chairman of the IOSCO Multilateral MOU Monitoring Committee.

Currently he is the Managing Partner of Corporate Governance Advisory Services Pte. Ltd., a consultancy firm registered in Singapore. From 2005 to 2013 he was a Director of the International Financing Facility for Immunization Co. Ltd. (U.K.) which is the third largest charity in the U.K. and served as a member of its audit committee. Dr. Jayasuriya has been a Senior State Counsel in the Attorney-General's Department and a Director of the Public Utilities Commission, the Public Enterprises Reform Commission, the Accounting and Auditing Standards Monitoring Board, the National Procurement Agency and a Trustee of the Construction and Guarantee Fund. Over a period of twenty years he worked for the UN and its specialised agencies in Geneva, Vienna, New Delhi, Bangkok and Islamabad and held key positions as UNDP Regional Adviser on HIV and Development for Asia and the Pacific; Head of the UNAIDS Secretariat and Senior Programme Adviser to the Government of Pakistan; and Chief Technical Adviser to the UN International Drug Control Programme. He has undertaken consultancy missions for the UN and international organisations covering more than 40 countries in Europe, Asia, the Pacific, Africa, Central Asian Republics, South America and the Caribbean.

Dr. Jayasuriya has been a Visiting Scholar at Harvard University and has lectured at many leading universities including Oxford University, Cambridge University, Institute of Advanced Legal studies of the University of London, Georgetown Law School, Delaware Law School, McGill University, University of New South Wales, University of Tasmania, Mahidol University etc. For several years he was a Visiting Professor of Mercantile Law at the University of the Free State, South Africa. He has written more than 20 books, 25 monographs and published over 200 articles.

Name: Mr. Prakash Anand Schaffter

Address: No.15M, Ekanayake Avenue, Nugegoda.

Directorship: Non -Executive Director

Description:

Mr. Prakash Schaffter is the Managing Director of Janashakthi Insurance PLC. He is a Fellow of the Chartered Insurance Institute and counts industry experience of over two decades in the United Kingdom and Sri Lanka, complemented by a thorough knowledge of international insurance practice.

He possesses a Bachelor's Degree in Political Science from the University of London and a Masters in Business Administration from the University of Cambridge. He is also the President of the Insurance Association of Sri Lanka (IASL) having served on the Committee for several years. He has also been a part of consultative committees on various industry related matters.

He was a part of the core team that founded Janashakthi Insurance and was initially Deputy General Manager Finance and Administration before being appointed as General Manager. In 1998 he was appointed to the Board of Janashakthi Insurance as Director/General Manager and was instrumental in the acquisition and subsequent amalgamation of the business of National Insurance Corporation Limited.

He has played cricket at a high level, having represented both Cambridge University and London University. Currently he is serving as the Secretary of Sri Lanka Cricket and was also the Secretary of the Interim Committee which governed Sri Lanka Cricket. He is a former President of the Tamil Union Cricket & Athletic Club, at which Club he has served as a Committee Member since 1992.

Name: Mr. Ramesh Schaffter

Address: No.15B, Ekanayake Avenue, Nugegoda.

Directorship: Non -Executive Director

Description:

A versatile personality with over two decades experience in Finance & Marketing, he is a Fellow Member and former Council Member of the Chartered Institute of Management Accountants Sri Lanka Division and an Associate member of the Chartered Institute of Marketing. Having served as Secretary to the Board of Janashakthi Insurance since the inception of Janashakthi Insurance in 1994, he was appointed to the Board of Janashakthi Insurance in 2004. He has also served on the Boards of several public listed and unlisted companies.

An accomplished public speaker he is a multiple award winner at National and International level Toastmasters' contests. He is the President of Habitat for Humanity Sri Lanka, a NGO engaged in providing housing for low-income families and is on the Board of World Vision for Sri Lanka. He has founded Swarga TV and Swargam TV which are television channels carried on a cable TV platform in addition to Christian Arts Foundation (Chraft) an organisation which promotes music and drama.

Name: Mr. Ananda Wijetilake Atukorala

Address: No.42/1, Horton Place, Colombo 07.

Directorship: Independent Non -Executive Director

Description:

Mr. Atukorala possesses extensive experience in banking, having been with the ANZ Banking Group both in Sri Lanka & Overseas. He has served as Deputy General Manager, ANZ Grindlays Bank, Sri Lanka; Country Manager Sri Lanka, Mashreq Bank PSC and was a former advisor to the Ministry of Policy Development & Implementation. He was a Director of Union Bank PLC for a period of 9 years and retired in 2012.

Presently, he serves as an Independent Non-Executive Director of United Motors Lanka PLC, UB Finance Ltd., Pragnya Tech Parks Lanka (Pvt.) Ltd, Arni Holdings and Investments (Pvt.) Ltd., Unawatuna Boutique Resort Pvt Ltd, DFCC Bank PLC, TVS Lanka (Pvt) Ltd. and Unimo Enterprises Ltd

Mr. Atukorala had also served as a Member of the Technology Initiative for the Private Sector - an USAID sponsored project with the Ministry of Industrial Development. He was also a Working Committee Member - Commercial Banking Sector - Presidential Commission on Finance and Banking, Committee Member - Banker's Club of Sri Lanka and a Former Director - Sri Lanka Banks Association (Guarantee) Ltd. and CRIB - Credit Information Bureau of Sri Lanka. He holds a B.Sc (Leeds, UK), MTT (North Carolina, USA) and a MBA.

Name: Mrs. Lakshmi Kumari Gunatilake
Address: No.56, Moronthuduwa Road, Wadduwa.
Directorship: Independent Non -Executive Director

Description:

Mrs. Gunatilake possesses 28 years of executive experience at the Central Bank of Sri Lanka, which she began as an Economist in 1979. She served in the Economic Research Department (as an Economist and later as a Senior Economist) up to 1991. Since then; she served in the Banking Department of the Central Bank. In 1996, she was promoted as a Deputy Director of Economic research and in 2000 she was appointed an Additional Director of Economic Research. In 2001, she was appointed the Director of the Department of Supervision of Non-Bank Financial Institutions. She held this position up to her retirement in 2007. She was a Member of the Financial System Stability Consultative Committee of the Central Bank from January 2008 to June 2011.

Mrs. Gunatilake is a Fellow and an Associate Member of the Institute of Bankers of Sri Lanka and she holds a B.A (General) with Economics as a subject from University of Peradeniya, B.A (Hons) in Monetary Economics from University of Peradeniya, M.Sc in Agricultural Economics from University of Peradeniya and M.A in Economics from University of Manchester, UK.

Name:Mr. Kalukumara Mudiyanseelage Anil Tikiri Banda Tittawella
Address: No.8, 2nd Lane, Galpotta Road, Nawala.
Directorship: Independent Non -Executive Director

Description:

Mr. Anil Tittawella is a President's Counsel and has had a varied professional career with a wide range of subjects both in terms of litigation and under other dispute resolution mechanisms. His expertise is in civil and commercial law litigation, alternate dispute resolution mechanisms, legal documentation, drafting, negotiation, mergers and acquisitions, corporate legal matters and legal due diligence. Some of the countries that he has represented his clients in are Pakistan, South Korea, Hong Kong, Sweden, UAE, Thailand, Singapore, England, USA, India, Mauritius, New Zealand and Switzerland.

Mr. Tittawella has been a member of the Bar Association of Sri Lanka Committee on Company Law Reform (1995-1996), member of the Ceylon Chamber of Commerce Committee on Company Reforms (1993) and Member of the Sri Lanka Swedish joint legal team to formulate the new Arbitration Act of Sri Lanka (1994-1997). He was also the Legal Consultant to the Airport and Civil Aviation Authority of Sri Lanka (1994-1997) and the founder member of the Institute of Commercial Law and Practice in Sri Lanka (1995). Mr. Tittawella also functioned as a commission member of the Securities and Exchange Commission of Sri Lanka from 2000 to 2002 and was also a Member of the Insurance Board of Sri Lanka from 2001 to 2002.He is a Member of the Bar Association of Sri Lanka and the Colombo Law Society.

Mr. Tittawella is an Attorney-at-Law of the Supreme Court of Sri Lanka and holds Solicitors (final) Examination of the Law Society of the United Kingdom and Masters in Law (Hons) University of Waikato, New Zealand.

Name:Mr. Drayton Sarath Palitha Wikramanayake
Address: No.8, Swarna Place, Nawala.
Directorship: Independent Non -Executive Director

Description:

Mr. Wikramanayake is a Chartered Accountant. He has worked with the Bank of Butterfield, a Bermuda-based international bank for 19 years, where he reached the position of Executive Vice-President.

Since returning to Sri Lanka, he has been the Chief Executive Officer of Union Assurance Limited and the President of the Insurance Association of Sri Lanka in 2002. Mr. Wikramanayake has also served as; a Council Member of the Chamber of Construction Industry, Chairman of the Insurance Sub-Committee of the Ceylon Chamber and Member of two Sub-Committees in a Governmental Financial Sector Reforms initiative.

He is currently engaged in providing consultancy services to the Financial Services and ICT Industries.

Mr. Wikramanayake serves as Director of two other companies, viz., National Development Bank PLC and NDB Capital Holdings. He is currently the Chairman of the NDB Investment Bank and NDB Wealth Management Limited. He also serves on several other Boards of Directors.

Name: Mr. Asela Indrajith Fernando

Address: No.102/10, Kithulwatte Road, Colombo 08.

Directorship: Independent Non -Executive Director

Description:

Mr. Indrajith Fernando is a Professional Accountant in Business and has over 25 years of experience in business and in the profession. He is a fellow of CA-Sri Lanka, CMA Sri Lanka, CIMA-UK and a senior member-CPA- Maldives. He holds a MBA from USQ Australia.

He is serving as the Managing Director of Bartleet Trans Capital Ltd, a financial services group. He is also holding directorships at FLC Capital Holdings PLC, FLC Hydro Power PLC, Stromme Foundation and Strategic Research (Pvt) Ltd.

He was a President of The Institute of Chartered Accountants of Sri Lanka and a Vice President of the Organisation of Professional Association of Sri Lanka. He was a member of the International Federation of Accountant (IFAC) committee namely the Developing Nations Committee. He was also the President of South Asian Federation of Accountants (SAFA). He is currently serving as a member of the advisory committee of Chartered Institute of Securities and Investments ("CISI"), (UK).

Name: Ms. Minette Delicia Anne Perera

Address: 248/167, Hill Street, Lotus Grove, Dehiwela.

Directorship: Independent Non -Executive Director

Description:

Ms. Minette Perera was the Group Finance Director of the MJF Group, which comprises several tea growing, packing and exporting companies, supplying the "Dilmah Tea" brand around the world, from September 2000 till March 2013. During the period of her employment with the MJF Group, she was appointed a Director of the MJF Group of Companies including MJF Holdings Limited and held the Board positions till December 2014. She has also held board positions before joining the MJF Group.

Ms. Perera currently serves on the Boards of First Capital Holdings PLC and its Subsidiaries as an Independent Non-Executive Director. Ms. Perera is also on the Boards of Ceylon Tea Services PLC since September 2000, Kahawatte Plantations PLC since January 2001 and Talawakelle Tea Estates PLC since January 2012.

Ms. Perera is a Fellow Member of the Institute of Chartered Accountants of Sri Lanka, the Chartered Institute of Management Accountants of UK and the Association of Chartered Certified Accountants of UK. She has over 35 years working experience as a qualified accountant having worked in leading local and international companies as an Executive Director.

11.2 Other Directorships of Directors

Dr. Dayanath Chandrajith Jayasuriya	<ul style="list-style-type: none">• Citystate Insurance Company Limited – Director• Corporate Governance Advisory Services Pte Ltd (a company incorporated in Singapore) – Managing Director• Global Investment Prosperity (Pvt) Ltd – Director• EAP Holdings – Director• EAP Broadcasting Company Limited – Chairman• EAP Films & Theatres Limited – Chairman
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Mr. Prakash Anand Schaffter	<ul style="list-style-type: none"> • Janashakthi Insurance PLC – Managing Director • Janashakthi PLC – Director • Janashakthi General Insurance Limited – Director • Janashakthi Capital Limited – Director • Orient Capital Limited – Director • Second Janashakthi Investment Trust Limited – Director • Acland Insurance Services Limited – Director • First Alliance Money Brokers (Private) Limited – Director • Loland Holdings Limited – Director • Pan Nippon Development (Private) Limited – Director • Real Entertainment (Private) Limited – Director • Rock Foundation (Pvt) Ltd – Director • Schaffters (Private) Limited – Director • K H L Corporate Services Limited – Director
Mr. Ramesh Schaffter	<ul style="list-style-type: none"> • Janashakthi Insurance PLC – Director • Janashakthi PLC – Director/CEO • Janashakthi General Insurance Limited – Director • Janashakthi Capital Limited – Director • Orient Capital Limited – Director • Second Janashakthi Investment Trust Limited – Director • Janashakthi Investment Trust Limited – Director • Acland Insurance Services Limited – Director • Loland Holdings Limited – Director • Pan Nippon Development (Private) Limited – Director • Real Entertainment (Private) Limited – Director • Rock Foundation (Pvt) Ltd – Director • Schaffters (Private) Limited – Director • K H L Corporate Services Limited – Director • Agrisquad (Private) Limited – Director • Habitat for Humanity of Sri Lanka – Director • Kotmale Livestock & Agricultural Co. Ltd – Director • World Vision Sri Lanka – Director
Mr. Ananda Wijetilake Atukorala	<ul style="list-style-type: none"> • United Motors Lanka PLC -Independent Non-Executive Director • UB Finance Ltd. Independent Non-Executive Director • DFCC Bank PLC – Independent Director • Pragnya Tech Parks Lanka (Pvt.) Ltd Independent Non-Executive Director • Arni Holdings and Investments (Pvt.) Ltd. - Independent Non-Executive Director • Unawatuna Boutique Resort Pvt Ltd.-Independent Non-Executive Director • TVS Lanka (Pvt) Ltd. Independent Non-Executive Director • Unimo Enterprises Ltd. – Independent Non-Executive Director
Mrs. Lakshmi Kumari Gunatilake	<ul style="list-style-type: none"> • N/A
Mr. Kalukumara Mudiyansele Anil Tikiri Banda Tittawella	<ul style="list-style-type: none"> • Shipping & Cargo Logistics (Pvt) Ltd - Director • Hyundai Lanka (Private) Limited – Director

Mr. Drayton Sarath Palitha Wikramanayake	<ul style="list-style-type: none"> Mr. Wikramanayake serves as Director of National Development Bank PLC and NDB Capital Holdings. He is currently the Chairman of the NDB Investment Bank and NDB Wealth Management Limited.
Mr. Asela Indrajith Fernando	<ul style="list-style-type: none"> Bartleet Trans Capital Ltd - Managing Director FLC Capital Holdings - Non-Executive Director FLC Hydro Power PLC - Director Strategic Research (Pvt) Ltd – Director Stromme Foundation – Director
Ms. Minette Delicia Anne Perera	<ul style="list-style-type: none"> First Capital Holdings PLC – Director First Capital Treasuries Limited – Director First Capital Limited – Director First Capital Markets Limited – Director First Capital Asset Management Limited – Director First Capital Equities (Private) Limited – Director First Capital Investments (Private) Limited – Director Ceylon Tea Services PLC – Director Forbes & Walkers (Pvt) Ltd – Director Kahawatte Plantations PLC – Director Talawakelle Tea Estates PLC – Director Tea Trails (Pvt) Ltd – Alternate Director for Mr. Merrill J Fernando Aitken Spence Plantation Management PLC – Alternate Director for Mr. Merrill J Fernando Elpitiya Plantations PLC – Alternate Director for Mr. Merrill J Fernando Hayleys Plantation Services Ltd – Alternate Director for Mr. Merrill J Fernando

11.3 Shareholders of Orient Finance PLC (As at 30th September 2015)

Name of Shareholders	Number of Shares	Percentage (%)
Janashakthi PLC	76,481,120	99.95131
Mr. N. A. De Silva	12,500	0.01634
Mrs. M.C.N. De Saram	12,500	0.01634
Mr. E.A.N.K. Abeyawardena	11,020	0.01440
Mr. K.C.S. Jayatilaka	1,100	0.00144
Mr. D. C.R. Gunawardena	20	0.00003
Mr. C.P. Malalanayake	10	0.00001
Mr. C.T.A. Schaffter	10	0.00001
Mr. P.A. Schaffter	10	0.00001
Mr. R. Schaffter	10	0.00001
Mrs. M. Mathews	10	0.00001
Mr. D. Schaffter	10	0.00001
Mrs. L.S. Schaffter	10	0.00001
Mrs. E.S. Schaffter	10	0.00001
Mrs. E.A.M.S. Schaffter	10	0.00001
Mr. J.P. Mathews	10	0.00001
Mrs. T.S. Schaffter	10	0.00001
Total	76,518,370	100.00000

11.4 Directors' Interest in Shares

Mr. Prakash A. Schaffter and Mr. Ramesh Schaffter hold 10 shares each of Orient Finance PLC and the other Directors hold no Shares of the Company as at the date of the Prospectus.

The above shares were transferred at LKR 10/- per share (per share price is prior to the share split) on the 25th June 2015. The purpose of the transfer is to create a quorum for shareholder meetings.

All the Directors except Mr. Mr. Asela Indrajith Fernando were shareholders of Former Orient Finance PLC.

There has no sale/purchase of shares by directors during the last one year apart from the share transfer mentioned above.

11.5 Directors' Interest in Assets

LKR 165 Mn Lease and Hire purchase debtors were transferred to Bartleet Transcapital Limited, the former Holding Company where there were common directors in 2014/2015 financial year.

LKR 57 Mn Pledge Loans were transferred to Bartleet Transcapital Limited, the former Holding Company where there were common directors in 2013/2014 financial year.

The common Directors between Bartleet Transcapital Limited and Bartleet Finance PLC were Mr M. Eraj Wijesinghe, Mr Indrajith Fernando and Mr Eshanth Wijesinghe.

The above assets were transferred as there were recoverability issues relating the assets and were transferred for a cash consideration of LKR 165 Mn for Lease and Hire purchase debtors and LKR 57 Mn for Pledge Loans.

The Directors of Orient Finance PLC hold no any interest either directly or indirectly in any other assets acquired, disposed or leased by the Company within the preceding two years from the date of this Prospectus. Further, it is not proposed that the Directors of the Company will hold any interest in assets to be acquired, disposed or leased by the Company subsequent to the Issue.

Directors, Promoters or Proposed Directors of the Company had no interest regarding the assets/properties which were completed within the last two preceding years.

11.6 Directors' Interest in Contracts

There are no contracts or arrangements in force as at the Prospectus date, in which the Directors of Orient Finance PLC are materially interested in relation to the business of the Company.

11.7 Directors' Emoluments

Orient Finance PLC (former company) and Bartleet Finance PLC (former company) has paid LKR 3,210,000 and LKR 2,425,000 as emoluments to its Directors for the financial year ended 31st March 2015, respectively. Directors of Orient Finance PLC (new entity) are expected to be remunerated in the form of salaries, bonuses and/or profit sharing payments for the financial year of 31st March 2016 which is estimated to be LKR 4,220,000.

11.8 Statement - Board of Directors

No Director or person nominated to become a director of the Company has been involved in any of the followings;

- A petition under any bankruptcy laws filed against such person or any partnership in which he was a partner or any corporation of which he was an executive officer:
- Conviction for fraud, misappropriation or breach of trust or any other similar offence which the CSE considers disqualification.

12.0 CORPORATE GOVERNANCE

12.1 Audit Committee

The Audit Committee of Orient Finance PLC comprises of five Independent Non-Executive Directors and one Non-Executive Director. The Chairman of the committee is Mr. D. S. P. Wickramanayake and the member of the Audit Committee are as follows;

Mr. D. S. P. Wikramanayake	Chairman, Independent Non-Executive Director
Mr. A. W. Atukorala	Independent Non-Executive Director
Mr. R. Schaffter	Non-Executive Director
Mrs. L. K. Gunatilake	Independent Non-Executive Director
Mr. I. Fernando	Independent Non-Executive Director
Ms. M. D. A. Perera	Independent Non-Executive Director

Function of the Committee:

The primary function of the Audit Committee of Orient Finance is to assist the Board in fulfilling its oversight responsibilities, primarily through:

- Overseeing the Management's conduct of the Company's financial reporting process and systems of internal accounting and financial controls.
- Monitoring the independence and performance of the Company's external auditors.
- Providing an avenue of communication amongst the external auditors, internal auditors, Management and the Board.
- Formulating internal policies and procedures with the approval of Board of Directors.

12.2 Remuneration and Human Resources Committee

12.2.1 Composition

With the amalgamation, the Human Resources and Remuneration Committee comprise of two Independent Non-Executive Directors and one Non-Executive Director, namely

Mr. Ananda W. Atukorala	(Chairman of the committee) Independent Non-Executive Director
Mr. Prakash Schaffter	Non-Executive Director
Mr. Anil Tittawella	Independent Non-Executive Director

These Directors formulated and obtained the approval of the Board of Orient Finance PLC in 2014/2015 for the remuneration policy as well the policy governing increments and bonuses etc. These are being harmonised with the policies and practices that prevailed at Orient Finance PLC.

The Committee is headed by an Independent Non-Executive Director Mr. Ananda W. Atukorala, with the Company Secretary as the Secretary of the Committee.

The Chief Executive Officer (CEO) is available to assist in the deliberations of the Committee along with any others as required, and attends by invitation.

The Committee is authorised by the Board to seek appropriate professional advice from within & outside the Company as and when it is considered necessary.

12.2.2 Functions

The Committee is to operate under the delegated authority of the Board and its activities are governed by the Board.

The Committee is dedicated to the principles of accountability and transparency and ensures that the HR & remuneration policy demonstrates a clear link between reward and performance.

The Committee is responsible for setting up the remuneration policy and determining the remuneration packages of the Key Management Personnel (KMP) including Corporate Management and Managerial Staff.

The CEO will advise the Committee on significant changes in salary structures and the Terms & Conditions affecting KMP.

12.2.3 Remuneration Policy

Is to provide competitive rewards to attract motivate and retain staff of the highest calibre who are willing to spend significant amounts of time and effort to achieve the Company's goals.

- Apply demanding key performance indicators.
- Link significant component of pay to individual and Company performance.
- Ensure remuneration arrangements are equitable and fair to all employees.

Due care is to be taken to ensure that the remuneration for Key Management Personnel, Corporate Management & Staff are commensurate with their skills, knowledge, competencies, involvement in Board / Corporate activities and in keeping with industry standards.

12.3 Corporate Management

The Corporate Management of Orient Finance PLC possesses extensive knowledge and excellent business acumen in functioning of its business operation. Brief profiles of the key management of Orient Finance PLC are provided below.

12.3.1 Chief Executive Officer

Mr. Suresh M. Amerasekera – Chief Executive Officer
MBA(Australia), CIMA- Adv. Dip. MA
Address: No. 18, Sri Sangaraja Mawatha, Colombo 08.

Mr. Amarasekara is a Life Member of the Association of Professional Bankers Sri Lanka and holds a MBA from Edith Cowan University Western Australia. He also has completed an Advanced Diploma in Management Accounting from the Chartered Institute of Management Accountants (UK) and a Post Graduate Certificate in Asset and Liability Management from the post Graduate Institute of Management, University of Sri Jayawardenepura. Previously he held the position as the General Manager/Chief Executive Officer at HDFC Bank, Chief Operating Officer at Alliance Finance PLC, Assistant General Manager at Seylan Bank. Out of his 33 years' experience in Banking and Finance, he served at Seylan Bank for nearly 20 years and the balance period at HDFC Bank, State Bank of India & Bank of America. He has a substantial exposure to retail and corporate banking.

Mr. Suresh M. Amarasekera was not involved in any petition under any bankruptcy laws filed against him or any partnership in which he was a partner or any corporation of which he was an executive officer.

Further, Mr. Amarasekara was not convicted for fraud, misappropriation or breach of trust or any other similar offence which the Exchange considers a disqualification.

12.3.2 Senior Management

Mr. Buwaneka Subasinghe – Director (Non-Board)

Mr. Subasinghe has over 30 year's hands on experience in Finance sector. He joined Bartleet Finance PLC on 05th August 1985, and was made a Board Director on 13th May 2009 and retired as Board member in August 2014. He is in charge of Deposit Mobilization of the Company. During his career at Bartleet Finance, he has held many positions and contributed immensely to the growth of the company.

Mr. Nilantha Jayanetti - Senior Assistant General Manager – Marketing

Mr. Jayanetti possesses degree in B.B.Mgt (Accountancy) Special from the University of Kelaniya and obtained a MBA in Banking and Finance from the Postgraduate Institute of Management (PIM), University of Sri Jayawardenepura. Mr. Jayanetti is a member of Chartered Institute of Marketing-UK.

Mr. Jayanetti possesses over 15 years of frontline experience and prior to join with former Orient Finance in 2011 he worked at Merchant Credit of Sri Lanka Ltd a subsidiary of Merchant Bank of Sri Lanka PLC.

Mr. Susantha Caldera -Assistant General Manager- Credit & Credit Operations

Mr. Caldera has over 20 years' experience in marketing, of which more than 13 years involved experience in marketing and credit related to leasing and other financial products. He holds a MBA from Cardiff Metropolitan University of United Kingdom.

He started his career at Mercantile Investments Ltd, and has work at Lanka Orix Factors Ltd (LOFAC), a subsidiary of Lanka Orix Leasing Ltd (LOLC) and Mercantile Leasing Ltd. In October 2005, Mr. Caldera joined former Orient Finance in the capacity of Senior Manager – Special Projects and was entrusted with the responsibility of setting up the Bike Unit (Orient Ride).

Mr. Asela Wijayabandara - Assistant General Manager - Finance

Mr. Wijayabandara is an Associate Member of the Institute of Chartered Accountants of Sri Lanka and Certified Management Accountants of Sri Lanka. He holds B.B.Mgt (Accountancy) Special Bachelor's Degree from the University of Kelaniya, the International Diploma in Compliance from the International Compliance Association- United Kingdom and Diploma in Banking & Finance from the Institute of Bankers of Sri Lanka.

He counts over 14 years' experience in Finance and joined former Orient Finance PLC in 2011 after serving three years at the Merchant Bank of Sri Lanka PLC in the capacity of Manager Finance & Treasury Management. He has also served at Central Industries PLC as the Accountant and the Auditor General's Department as an Audit Examiner.

Mrs. Geethika Wickramasinghe - Assistant General Manager – Fund Mobilizing

A double Master's Degree holder from American City University USA and University of Colombo, Mrs. Geethika counts over 25 years of experience in the Banking and Financial sector. She holds the International Diploma in Compliance from the International Compliance Association- United Kingdom and the Intermediate Diploma in Banking & Finance from the Institute of Bankers of Sri Lanka.

Geethika has headed Operations and Credit Administration/ International Trade in several branches at Seylan Bank PLC before joining Union Bank of Colombo PLC as a branch manager. Later, she joined UB Finance Company Ltd as an Assistant General Manager.

Mrs. Prasadi Perera - Assistant General Manager - Factoring

Mrs. Perera counts over 14 years of work experience in Credit, Collections and Account Management in the financial and telecommunication service sectors and has been served in the managerial capacity for more than 7 years. She started her career at Lanka Orix Factors Limited (LOFAC), a subsidiary of LOLC Group and served at Suntel Limited prior to joining the Factoring Division of Orient Finance PLC. She is an Associate member of the Sri Lanka Institute of Credit Management.

Mr. Damitha Giriagama - Assistant General Manager- Insurance & Recoveries

Mr. Giriagama counts over 22 years' experience in the Field of Insurance and Recoveries. He has served in Union Assurance and Mercantile Leasing Ltd prior to joining former Orient Finance in 2003.

He holds a Master of Business Administration from Cardiff Metropolitan University of United Kingdom.

Mr. Sampath Nishantha - Assistant General Manager- Special Recoveries

Mr. Sampath count over 21 years of experience in Leasing and joined Bartleet Finance PLC in 1994. Before being appointed to the current position, he has held many positions during his career at Bartleet Finance. He holds a National Diploma in Sales Management from Sri Lanka Institute of Marketing.

Mr. Nilantha Perera - Senior Manager – Human Resources

Mr. Perera joined former Orient Finance PLC in 2012. Prior to joining OFL, he served 18 years at Ceylinco Insurance PLC in Finance and Human Resources divisions and he held the position of Manager- HR from 2007 at Ceylinco Insurance (General).

He graduated with a Bachelor of Human Resources Management degree from University of Sri Jayawardhanapura and Master of Business Studies from University of Colombo. Mr. Perera is a member of the Institute of Personnel Management (MIPM), Member of Human Resources Professionals (MHRP) and Member of Certified Professional Managers (MCPM).

12.3.3 Remuneration of the Senior Management

The aggregate emoluments, including all bonus and/or profit sharing payments paid to the Senior Management team for the year ended 31st March 2015 are as follows;

- Bartleet Finance PLC – LKR 25.05 Mn
- Former Orient Finance PLC – LKR 26.00 Mn

The aggregate emoluments, including any bonus and/or profit sharing payments payable for the Senior Management team is estimated as LKR 50 Mn for the financial year ending on 31 March 2016.

Management Agreement

There are no any management agreements as at 30th September 2015 in force or currently being considered including particulars of any consideration passing to or from the Entity.

12.4 Human Resources

Orient Finance PLC is consisted and driven by highly skilled, qualified and motivated staff focused on core functions of the Company. The Company remains committed in developing the skills and knowledge base of its employees at all levels. Training programs are organised on a regular basis and employees have been provided with opportunities for developing their knowledge and skills in keeping with the Company's focus on continuous professional development.

Orient Finance PLC periodically reviews staff welfare in order to uplift the quality of work life of its staff. Current staff strength of the Company consists of 412 permanent employees as at 30th September 2015. The employees of the Company are not members of any labour union and the Company has not entered into any agreements with any labour union.

Employee Category	Number of Employees
Chief Executive Officer	1
Assistant General Manager and Above	11
Managers/ Sub Managers/ Assistant Managers	72
Senior Executive/ Executive	107
Junior Executive	198
Minor Staff	17
Total	412

13.0 OTHER COMPANY INFORMATION

13.1 Relationship with Key Clients and Suppliers

Orient Finance PLC has established a good relationship with its clients via the Company's strong and skilled sales force. However, it should be noted that there is no significant dependency as a client. Hence, there is no dependency on any single customer that would affect the performance of Orient Finance PLC.

13.2 Dividend Policy

Subject to the provisions of the Companies Act No. 7 of 2007 and the Articles of Associations of the Company, the Board of Directors may recommend and declare distributions to shareholders by way of dividends from and out of the profits of the Company. The dividend rate will be determined based on number of factors, including but not limited to the Company's earnings, capital requirements and overall financial condition.

Details of dividend payments during the preceding financial years have been stated under Section 3.5 - "Dividends" in Section 16.1 - "Accountants' Report" of this Prospectus.

13.3 Details of Material Indebtedness

Particulars of Debt and Loan Capital

I. Particulars of loan capital outstanding as at 30th September 2015;

- Subordinated Term Debt (Listed) amount of LKR 1,204 Mn is outstanding as at 30th September 2015.

Category	CSE Listing	Interest Payment Frequency	Allotment Date	Maturity Date	Number of Debentures Issued	Face Value	Issue Price
Rated, Unsecured, Redeemable, Five (05) years (2011/2016) Debentures carrying fixed interest payable monthly, until the expiry from the date of allotment							
Fixed interest rate of 13% p.a.	Listed	Monthly	16th June 2011	15th June 2016	2.04 Mn	LKR 100	LKR 100
Rated, Guaranteed, Redeemable, Five (05) year (2014/2019) Debentures carrying fixed interest payable semi-annually, until the expiry from the date of allotment							
Fixed interest rate of 9.05%p.a.	Listed	Semi-annually	26th December 2014	26th December 2019	10 Mn	LKR 100	LKR 100

II. Particulars of term loans, other borrowings or indebtedness in the nature of borrowings, including bank overdrafts and liabilities under acceptance (Other than normal trading bills) or acceptance credits as at 30th September 2015;

- Bank overdraft as at 30th September 2015: LKR 693,916,410
- Debt issued and other borrowings as at 30th September 2015: LKR 3,773,816,500

III. Leasing, lease purchase and hire purchase commitments as at 30th September 2015;

- As at 30th September 2015, the Company has no leasing, lease purchase and hire purchase commitments.

IV. Guarantees and other material contingent liabilities as at 30th September 2015;

- As at 30th September 2015, the Company has no guarantees and other material contingent liabilities.

V. A statement of mortgages and charges on the assets of the Entity, as at 30th September 2015;

- Total assets pledged as securities (leasing and HP receivables) to obtain facilities from banks and for debentures amount to LKR 4,505,872,095 as at 30th September 2015.

13.4 Taxation

According to the guidelines issued by the Monetary Board in terms of section 31 of the Inland Revenue Act, no 10 of 2006 as amended by the Inland Revenue (Amendment) Act, No. 8 of 2014 and section 22 of the Value Added Tax Act, No.14 of 2002 as amended by the Value Added Tax (amendment) Act, No 7 of 2014, the entirety of the cost of acquisitions/mergers as per guidelines issued by the CBSL will be considered as a qualifying payment and could be deducted from the year of acquisition subject to a maximum limit of 1/3 of the assessable income and any amount remaining could be carried forward and set off against assessable income in subsequent years of assessment subject to the same limitation.

As such, the Company is entitled to an investment tax relief on the purchase consideration of LKR 1,730,741,430.30 paid to acquire the assets and liabilities of former Orient finance PLC.

The above entitlement has been confirmed in the Guidelines issued by the Central Bank Governor on 10 October 2014.

The Company is entitled to a deferred tax benefit at 28% on the total consideration of LKR 1,730,741,430.30 which amounts to a total of LKR 484,607,600.40. However, as a measure of prudence, only LKR 281,860,000 has been recognised and the Company expects to claim this amount within 3-4 years. The claims to be made by the Company is in compliance with the applicable laws, rules and regulations specified above.

In the Budget Proposals for 2016 which were presented to the Parliament on the 20th November 2015, it was proposed to remove with retrospective effect, the relief granted on cost of acquisition or merger of banks or finance companies under the Banking and Financial institutions consolidation process. However, the Company confirms that based on their discussions with the relevant authorities, the budget proposal to withdraw qualifying payment will not apply retrospectively.

13.5 Takeover Offers

Shares of Orient Finance PLC (known as Bartleet Finance PLC at the time of the acquisition) were acquired by Janashakthi PLC (ultimate parent company of former Orient Finance PLC) in January 2015 with the objective of amalgamating the Company with former Orient Finance PLC in line with the CBSL Finance Sector consolidation requirements. Details of the purchases are as follows;

- Purchase of 968,749 shares for a total purchase consideration of LKR 106,562,390 constituting approximately 12.66% between 07 January 2015 and 10 January 2015
- Purchase of 6,639,998 shares from Bartleet Transcapital Limited at a purchase consideration of LKR 874,818,419 constituting approximately 86.79% on 22 January 2015
- 39,375 shares were bought by Janashakthi PLC from minority shareholders subsequently

(The above shares were subject to a split of 1:10 on 24th September 2015).

On 16th July 2015, the assets and liabilities of former Orient Finance PLC were acquired by Bartleet Finance PLC (subsequently renamed as Orient Finance PLC), which continued to be the surviving entity. For this amalgamation, Bartleet Finance PLC offered LKR 14.97 per share for every one Ordinary Voting Share of former Orient Finance PLC or one Ordinary Voting Share in Bartleet Finance PLC for every 9.075 share held in former Orient Finance PLC as the purchase consideration.

Other than the above, there have been no takeover offers by third parties in respect of the Company's Shares during the past two (02) years, preceding the date of this Prospectus.

The Company has not made any takeover offers in respect of Shares of a third party during the past two (02) years, preceding the date of this Prospectus.

13.6 Related Party Transaction Review Committee

The Related Party Transaction Review Committee (RPTRC) of Orient Finance PLC is in place. Applicable related party transactions will be reviewed by the RPTRC.

13.7 Working Capital

The Board is of the opinion that working capital is sufficient for the purpose of carrying out day-to-day operations of the Company.

13.8 Litigation, Disputes and Contingent Liabilities

As at 30th September 2015, there are no material legal, arbitration or mediation proceedings pending against the Company that would materially affect the current financial position, future operations or profits of the Company. The Company was not involved in any legal, arbitration or mediation proceedings in the recent past (within the preceding two years) which had any significant effects on the Company's financial position or profitability. Further, there are no penalties imposed by any regulatory or state authority against the Company within the preceding two years.

As at 30th September 2015, there are no penalties imposed by any regulatory or state authority against the Company.

As at 30th September 2015, there are no contingent liabilities that would affect current and future profits of the Company.

Material Contracts

As at 30th September 2015, there are no material contracts entered into or any agreements entered into with other parties by the Company within the preceding two years other than those contracts entered into as part of the ordinary course of business.

Details of Commissions Paid

Other than the commission payable on the IPO there were no commissions paid in the two (02) years preceding the issue or payable for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any Shares of the Company.

13.9 Details of Benefits paid to Promoters

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

13.10 Details of Management Agreements

There are no any management agreements presently in force or currently being considered as at the prospectus date.

13.11 Capital Structure

13.12 Shareholding Structure

As at 30th September 2015, the Stated Capital of the Company stood at LKR 306,189,810 comprising 76,518,370 fully paid Ordinary Voting Shares.

Shareholding structure as at the date of the Prospectus is shown below.

	Name of Shareholder	No. of Shares	No of Shares after share split	Percentage (%)
1	Janashakthi PLC	7,648,112	76,481,120	99.95132
2	Mr. N. A. De Silva	1,250	12,500	0.01634
3	Mrs. M.C.N. De Saram	1,250	12,500	0.01634
4	Mr. E.A.N.K. Abeyawardena	1,102	11,020	0.01440
5	Mr. K.C.S. Jayatilaka	110	1,100	0.00144
6	Mr. C.P. Malalanayake	1	10	0.00001
7	Mr. D. C.R. Gunawardena	2	20	0.00003
8	Mr. C.T.A. Schaffter	1	10	0.00001
9	Mr. P.A. Schaffter	1	10	0.00001
10	Mr. R. Schaffter	1	10	0.00001
11	Mrs. M. Mathews	1	10	0.00001
12	Mr. D. Schaffter	1	10	0.00001
13	Mrs. L.S. Schaffter	1	10	0.00001
14	Mrs. E.S. Schaffter	1	10	0.00001
15	Mrs. E.A.M.S. Schaffter	1	10	0.00001
16	Mr. J.P. Mathews	1	10	0.00001
17	Mrs. T.S. Schaffter	1	10	0.00001
		7,651,837	76,518,370	100.00000

13.11.1 Details of shares transferred within the two years preceding the date of the Prospectus

Date	Transferor	Transferee	Number of shares	Purchase Consideration Per Share (LKR)	Purchase Consideration (LKR)
7-Jan-15	M. J. H. Wijemanne	Janashakthi PLC	6,041	110.00	664,510.00
7-Jan-15	Mr. Eshanth Wijesinghe	Janashakthi PLC	9,375	110.00	1,031,250.00
7-Jan-15	R. Muralidaran	Janashakthi PLC	12,500	110.00	1,375,000.00
7-Jan-15	S. T. Kanagasabai	Janashakthi PLC	18,750	110.00	2,062,500.00
7-Jan-15	Dr. S. Smarasinghe	Janashakthi PLC	30,000	110.00	3,300,000.00
7-Jan-15	Yoropa Investment & Trading (Pvt) Ltd	Janashakthi PLC	117,500	110.00	12,925,000.00
7-Jan-15	Mr. M. Eraj Wijesinghe	Janashakthi PLC	194,791	110.00	21,427,010.00
8-Jan-15	D. D. M. Jayamanne	Janashakthi PLC	2,500	110.00	275,000.00
8-Jan-15	K. Rambukwella	Janashakthi PLC	5,000	110.00	550,000.00
8-Jan-15	S. G. Amarasuriya	Janashakthi PLC	5,000	110.00	550,000.00
8-Jan-15	Estate of the Late N. B. hariharan	Janashakthi PLC	5,000	110.00	550,000.00
8-Jan-15	P. Perera	Janashakthi PLC	12,500	110.00	1,375,000.00
8-Jan-15	D. A. Cabral	Janashakthi PLC	13,750	110.00	1,512,500.00
8-Jan-15	S. S. De Lanerolle	Janashakthi PLC	18,750	110.00	2,062,500.00
8-Jan-15	P. N. Thenabadu	Janashakthi PLC	25,000	110.00	2,750,000.00
8-Jan-15	I. G. S. Smarasinghe	Janashakthi PLC	35,000	110.00	3,850,000.00
8-Jan-15	S. C. Wijesinghe	Janashakthi PLC	64,167	110.00	7,058,370.00
8-Jan-15	G. A. Weerasekara	Janashakthi PLC	144,375	110.00	15,881,250.00
8-Jan-15	S. De Alwis	Janashakthi PLC	248,750	110.00	27,362,500.00
22-Jan-15	Bartleet Transcapital Limited	Janashakthi PLC	6,639,998	131.75	874,818,419.00
13-Feb-15	V. Eswaranathan	Janashakthi PLC	2,500	110.00	275,000.00
13-Feb-15	S. V. Samaranayake	Janashakthi PLC	3,750	110.00	412,500.00
20-Feb-15	D. L. Jayanetti	Janashakthi PLC	25,000	110.00	2,750,000.00
25-Jun-2015	Janashakthi PLC	Mr. C.T.A. Schaffter	1	10.00	10.00
25-Jun-2015	Janashakthi PLC	Mr. P.A. Schaffter	1	10.00	10.00
25-Jun-2015	Janashakthi PLC	Mr. R. Schaffter	1	10.00	10.00
25-Jun-2015	Janashakthi PLC	Mrs. M. Mathews	1	10.00	10.00
25-Jun-2015	Janashakthi PLC	Mr. D. Schaffter	1	10.00	10.00
25-Jun-2015	Janashakthi PLC	Mrs. L.S. Schaffter	1	10.00	10.00
25-Jun-2015	Janashakthi PLC	Mrs. E.S. Schaffter	1	10.00	10.00
25-Jun-2015	Janashakthi PLC	Mrs. E.A.M.S. Schaffter	1	10.00	10.00
25-Jun-2015	Janashakthi PLC	Mr. J.P. Mathews	1	10.00	10.00
25-Jun-2015	Janashakthi PLC	Mrs. T.S. Schaffter	1	10.00	10.00
28-Jul-15	Mrs. R. Sylvester	Janashakthi PLC	4,375	110.00	481,250.00
28-Jul-15	Mrs. L. B. De Run	Janashakthi PLC	3,750	110.00	412,500.00

It should be noted that 10 Non-public shares were transferred twice between shareholders during the period of 07th January 2015 to 25th June 2015.

All the above shares were transferred within 12 months immediately preceding the date of the Prospectus.

Share allotted within the two years preceding the date of the Prospectus

1,213 shares were allotted on 28 July 2015 to three shareholders as a part of the consideration paid in acquiring assets and liabilities of former Orient Finance PLC by the Company. Shares were allotted at a consideration of LKR 135.85.

Mr. E. A. N. K. Abayawardena	1,102 shares
Mr. K. C. S. Jayatilaka	110 shares
Mr. C. P. Malalanayake:	1 share

(The shares were subject to a split of 1:10 on 24th September 2015).

All the above shares were allotted within 12 months immediately preceding the date of the Prospectus.

13.11.2 Movement and Details of Shares, for the Past Two Years

(i.e., 30th September 2013 to the date of Prospectus)

Details	Date (as at/ on)	Shares owned by	No Shares	LKR
Issued Number of Shares	30th September 2013	Bartleet Transcapital Limited	6,639,998	LKR 306,189,810 (Stated Capital)
		Other	1,010,626	
		Total	7,650,624	
Transfer of Shares*	7th January 2015	Public Non Public	388,957	LKR 110.00 per share
Transfer of Shares*	8th January 2015	Public Non Public	579,792	LKR 110.00 per share
Transfer of Shares*	22nd January 2015	Public Non Public	6,639,998	LKR 131.75 per share
Transfer of Shares*	13th February 2015	Public Non Public	6,250	LKR 110.00 per share
Transfer of Shares*	20th February 2015	Public Non Public	25,000	LKR 110.00 per share
Transfer of Shares*	25th June 2015	Public Non Public	10	LKR 10.00 per share
Transfer of Shares*	28th July 2015	Public Non Public	8,125	LKR 110.00 per share
Issue of Shares to the Shareholders of Orient Finance PLC (as part of the amalgamation)	28th July 2015	Public	1,213	LKR 135.85 per share
Status of Shares	31st July 2015		7,651,837	LKR 306,189,810 (Stated Capital)
Sub-division of 7,651,837 Shares (1:10)	24th September 2015		76,518,370	LKR 306,189,810 (Stated Capital)
Status of Shares	30th September 2015		76,518,370	LKR 306,189,810 (Stated Capital)
IPO			71,500,000	LKR 15.00 per share
As at the date of listing		Public/Non Public	148,018,370	LKR 1,378,689,810 (Stated Capital)

***For further details on share transfers, please see the “Details of shares transferred within the two years preceding the date of the Prospectus” Table under Section 13.11.1.1”**

Transactions between Janashakthi PLC and former shareholders of Bartleet Finance PLC (Bartleet Transcapital Limited and other minority shareholders) took place at prices agreed between the parties to the transactions.

10 shares transferred from Janashakthi PLC to 10 Public shareholders (one share per each) on 25 June 2015, were transferred at a nominal value. The purpose of the transfer was to create a quorum for shareholder meetings.

1,213 shares were allotted on 28 July 2015 to three shareholders as a part of the consideration paid in acquiring assets and liabilities of former Orient Finance PLC by the Company. Shares were allotted at a price per share of LKR 135.85 and the price was determined based on the share swap ratio used for the purpose of the amalgamation. The share swap ratio was determined based on individual company valuations carried out by an independent valuation expert. The share values of individual companies were based on pre-merger scenarios and on the valuation technique used by the independent expert. 8,125 shares which were transferred from minority shareholders of former Bartleet Finance PLC to Janashakthi PLC on the same day (28 July 2015) were priced at LKR 110 per share. As stated above the transactions between the former shareholders of Bartleet Finance PLC and Janashakthi PLC took place at prices agreed between the parties to the transactions.

Other than the above shares, there were no new issues of shares by the Company within the past 12 months.

There were no share reductions/share repurchases within the last two preceding years.

There are no shares or debentures as at the prospectus date which have been issued within the two preceding years for consideration other than cash, apart from the shares allotted to the shareholders of former Orient Finance PLC as part of the amalgamation process.

The company has not issued any other class of Shares other than the Shares stated above as at the date of the Prospectus.

There are no options to subscribe for shares or debenture given to any person as at the date of the Prospectus. Further there are no securities of the same or other class subscribed or sold privately in conjunction with this offering.

13.11.3 Details of Convertible Debt Securities

The Company has no outstanding convertible debt securities as at the 30st September 2015.

14.0 INVESTMENT CONSIDERATIONS AND ASSOCIATED RISKS

This Section describes the potential risks associated with Orient Finance PLC's business and risks associated with investing in Orient Finance PLC's Shares. It does not purport to list every risk that may be associated with an investment in Orient Finance PLC's Shares now or in the future, and the occurrence of consequences of some of the risks described in this Section are partially or completely outside the control of Orient Finance PLC, its Directors and senior management team.

The selection of risks has been based on an assessment of a combination of the probability of the risk occurring and impact of the risk if it did occur. The assessment is based on the knowledge of the Directors as at the date of this Prospectus, but there is no guarantee or assurance that the importance of different risks will not change or other risks will not appear.

Before applying for Shares, you should satisfy yourself that you have a sufficient understanding of these matters and should consider whether Shares are a suitable investment for you, having regard to your own investment objectives, financial circumstances and taxation position. If you do not understand any part of this Prospectus or are in any doubt as to whether to invest in Shares, it is recommended that you seek professional guidance from your Stockbroker, Solicitor, Accountant, Tax Advisor or other independent and qualified professional advisor before deciding whether to invest.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's loans and advances to customers. For risk management reporting purposes, the Company considers and consolidates all elements of credit risk exposure (such as individual obligor default risk, country and sector risk).

Market risks

Market risk arises due to changes in market prices, such as interest rates, equity prices, foreign exchange rates and credit spreads (not relating to changes in the obligor's/ issuer's credit standing) which affect income or the value of its holdings in financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Operational risks

Operational risk is the risk of direct or indirect loss arising from wide variety of causes associated with the Company's involvement with financial instruments, including processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behavior. The Company's objective is to manage operational risk so as to avoid the financial losses and damage to the Company's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

Compliance risk

Compliance risk in the financial services is the financial or reputational loss that may be suffered as a result of failure to comply with laws, regulations or other standard of good practices. Distinct contemplation is given on regulatory risk arising due to non-compliance with Central Bank regulations which can lead to penalties or sanctions.

Risks of investing in the Company

BFN is subject to risks and uncertainties including but not limited to regulatory changes in the finance sector and its ability to respond to them, the Company's ability to successfully adapt to technological changes, inflationary pressures, interest rate volatilities and changes in competition in the industry and further uncertainties that may or may not be in the control of the Company. Such factors may cause actual performance of the Company to materially differ from that expected.

Risks associated with not being able to meet the expected/specified timeline

The primary objective of the Issue is to settle the loan facility obtained from Orient Capital Ltd (an affiliated company of Janashakthi group) for the settlement of shareholders of Former Orient Finance PLC. The Company expects to settle the loan within five days from the date of Listing of the shares of the Company. In the event that the Company not meeting the specified timeline, the company will continue to incur interest expenses on the loan obtained from Orient Capital Ltd.

Risks of Issuer not being able to fulfill objectives of the IPO as applicable

In the event that the Issuer not being able to fulfill the objectives of the IPO, the Company will not be able to meet the regulatory capital requirement of the Company. Further, BFN will not be able to settle the liability to Orient Capital Ltd.

The Company does not foresee any specific risk factor that may lead to non-achievement of IPO objectives subsequent to raising of funds within the specified timeline. Janashakthi PLC is expected to subscribe to a minimum of 80% of the IPO. In the case of a delay, the Company will continue to service the debt obtained from Orient Capital Ltd. Utilisation of funds and timely achievement of the objectives do not depend on any future outcome.

15.0 STATUTORY DECLARATIONS

15.1 Signing of Prospectus and Statutory Declaration by the Directors

8th January 2016

We, the undersigned being the Directors of Orient Finance PLC, hereby declare and confirm that this Prospectus has been seen and approved by us and we collectively and individually accept full responsibility for the accuracy of the information given and confirm that the provisions of the Listing Rules of the Colombo Stock Exchange and the Companies Act No. 7 of 2007 and any amendments made thereto from time to time, have been complied with and after making all reasonable inquiries and to the best of our knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or inaccurate.

Where representations regarding the future performance of the Company have been given in the Prospectus, such representations have been made after due and careful inquiry of the information available to the Company and making assumptions that are considered to be reasonable at the present point in time and according to our best judgments.

Name of the Director	Designation	Signature
Dr. Dayanath Chandrajith Jayasuriya	President's Counsel – Chairman, Independent Non -Executive Director	Sgd.
Mr. Prakash Anand Schaffter	Non -Executive Director	Sgd.
Mr. Ramesh Schaffter	Non -Executive Director	Sgd.
Mr. Ananda Wijetilake Atukorala	Independent Non -Executive Director	Sgd.
Mrs. Lakshmi Kumari Gunatilake	Independent Non -Executive Director	Sgd.
Mr. K. M. Anil Tikiri Banda Tittawella	Independent Non -Executive Director	Sgd.
Mr. D. S. P. Wikramanayake	Independent Non -Executive Director	Sgd.
Mr. Asela Indrajith Fernando	Independent Non -Executive Director	Sgd.
Ms. Minette Delicia Anne Perera	Independent Non -Executive Director	Sgd.

15.2 Statutory Declaration by the Managers to the Issue

8th January 2016

We, Kenanga Investments Corporation Limited, of No. 385, 4th Floor, Landmark Building, Galle Road, Colombo 03 being Managers to the Issue of BFN, hereby declare and confirm that to the best of our knowledge and belief the Prospectus constitutes full and true disclosure of all material facts about the Issue and BFN and we have satisfied ourselves that profit forecasts had been stated by the directors after due and careful enquiry.

The Common Seal of Kenanga Investments Corporation Limited affixed on this 8th day of January 2016 at Colombo in the presence of two directors.

Sgd.
R. S. W. Senanayake
Director

Sgd.
Surath Peiris
Director

15.3 Statutory Declaration by the Company

8th January 2016

We, Orient Finance PLC, having our Registered Office at of No. 2, Deal Place, Colombo 03 hereby declare that to the best of our knowledge and belief this Prospectus constitutes full and fair disclosure of all material facts about the Issue and the Company.

An application has been made to the Colombo Stock Exchange for permission to deal in and for a listing for all of the Ordinary Voting Shares issued by the Company and those Ordinary Shares, which are the subject of this issue. Such permission will be granted when Ordinary Voting Shares are listed on 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 the Company or of the Shares issued

The Common Seal of Orient Finance PLC of Sri Lanka affixed on this 8th day of January 2016 , at Colombo in the presence of two Directors.

Sgd.
Director

Sgd.
Director

15.4 Reports by Experts

KPMG Sri Lanka has not withdrawn their written consent to the issue of the prospectus regarding the Share Price valuation Report included in the Prospectus as at the prospectus date.

15.5 Statutory Declaration by the Independent Valuer

Orient Finance PLC (Formerly Bartleet Finance PLC) has engaged KPMG to carry out a valuation of Bartleet Finance PLC post the acquisition and amalgamation with Orient Finance PLC as at 30th June 2015.

In relation to the above, KPMG would like to confirm the following on request of the Management of Orient Finance PLC;

- KPMG is neither a related party of the applicant Entity as defined in Sri Lanka Accounting Standards nor has a significant interest or financial connection with the applicant entity and/or the group;
- KPMG is a member of good standing in a professional association relevant to the valuation assignment undertaken and has the necessary skills and resources available at their disposal to arrive at a competent independent opinion in determining fair value range.
- KPMG has made all the inquiries that they believe are desirable and appropriate in order to arrive at a competent independent opinion on the fair value range.

Sgd.
KPMG

16.0 FINANCIAL STATEMENTS AND AUDITORS' REPORT

As per the CSE Listing Rules 3.1.12 (a) (i) and (iii), Orient Finance PLC (the Company being listed) is required to include the following financial information in the Prospectus for the purpose of the subjected IPO.

1. Audited financial statements made up to a date not more than 12 months from the date of submission of the listing application.
2. Summarised Profit and Loss Account and the Balance Sheet for the five years preceding the date of the application stating the Accounting Policies adopted by the Entity certified by the Auditors. Qualifications carried in any of the Auditors Reports covering the period in question and any material changes in Accounting Policies in the relevant period should be disclosed.

However, as Bartleet Finance PLC and former Orient Finance PLC were amalgamated on the 16th July 2015, Audited Financial Statements and the five year summary are not available for the amalgamated entity.

Considering the above, a waiver of Rules 3.1.12 (a) (i) and (iii) of the CSE Listing Rules with regard to inclusion of the Audited Financial Statements and the five year summary of Orient Finance PLC in the Prospectus has been granted by the CSE.

Complying with the requirements stipulated by the CSE, the Prospectus contains the following financial information.

1. Financial Statements for the amalgamated entity (Orient Finance PLC) for the period ending 31st July 2015 subject to a limited audit review
2. The Unaudited Interim Financial Statements for the amalgamated entity (Orient Finance PLC) as at 30th September 2015
3. Accountants Report and five year summary for Bartleet Finance PLC (pre-amalgamation) up to 31st March 2015.
4. Accountants Report and five year summary for Orient Finance PLC (pre-amalgamation) up to 31st March 2015.

All of the above mentioned financial statements and in addition the audited financial statements as at 31st march 2015 for both Bartleet Finance PLC (pre amalgamation) and Orient Finance PLC (pre amalgamation) would be hosted on the websites of the company and the CSE.

16.1 Accountants' Report – Bartleet Finance PLC



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Chartered Accountants
"Charter House"
65/2, Sir Chittampalam A Gardiner Mawatha
Colombo 02
Sri Lanka

24th September, 2015

The Board of Directors
Orient Finance PLC
No.18, Sri Sangaraja Mawatha,
Colombo 10.

Dear Sirs,

ACCOUNTANT'S REPORT FOR INCLUSION IN THE PROSPECTUS OF ORIENT FINANCE PLC (PREVIOUSLY KNOWN AS BARTLEET FINANCE PLC)

1. SCOPE

This report has been prepared for the inclusion in the prospectus in connection with the invitation to the public to subscribe for the issue of Rs. 1,072,500,000/- Ordinary Shares of Orient Finance PLC (Previously known as Bartleet Finance PLC). We conducted our procedures in accordance with the Sri Lanka Standard on Related Services applicable to agreed-upon procedures engagement.

We have examined the financial statements of Orient Finance PLC (Previously known as Bartleet Finance PLC) and report as follows;

2. INCORPORATION AND OTHER REGISTRATIONS

Orient Finance PLC (Previously known as Bartleet Finance PLC) is a public limited liability company incorporated on and domiciled in Sri Lanka. The registered office of the company and its principal place of business are situated at No. 02, Deal Place, Colombo 03. The Company is regulated under the Finance Companies Act No.78 of 1988 and the company is re-registered under the Finance Business Act No.42 of 2011. The company is listed in Colombo Stock Exchange by issuing debentures to the public during 2011.

3. FINANCIAL STATEMENTS

3.1 Five-Year Summary of Audited Financial Statements

A summary of the company's audited Statement of comprehensive Income and Statement of Financial Position for the financial years ended 31st March 2011 to 31st March 2015, based on the audited financial statements is attached to this report (Please refer annexure 1).

3.2 Audited Financial Statements

Our audit report for the year ended 31st March 2015 together with such financial Statements comprising the Statement of Financial Position, Statement of Comprehensive Income, and Statements of Changes in equity and Cash Flow Statement along with the accounting policies and notes thereon are given in the prospectus.

BDO Partners, a Sri Lankan Partnership, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

Partners : S. Rajapakse FCA, FCMA, MBA, Tishan H. Subasinghe FCA, ACMA, CISA, MBA, H.S. Ratnayake FCA, ACMA, Ashani J.W. Jayasekara FCA, FCMA (UK), MBA, H.M. Saman Siri Lal FCA, ACMA, MBA.



3.3 Audit Reports

We have audited the Financial Statements of the Company for the year ended 31st March 2011 to 31st March 2015. Following audit reports have been issued for respective periods.

1) Financial Year Ended 31st March, 2011 - Unqualified Audit Report

A matter has been emphasized regarding aggregate amount of investments in the issued share capital exceeding the 25% limit of the capital funds of the company.

2) Financial Year Ended 31st March, 2012- Qualified audit opinion

Opinion has been qualified on the following matter.

The company's accounting policy for valuing dealing securities is at cost or market value whichever is lower. However, the company has valued the dealing securities at cost as of 31st March 2012, which results in an overstatement of the value of the same by Rs. 76,896,136/- in the financial statements as of that date. This practice is not in accordance with Sri Lanka Accounting Standards.

Further, a matter has been emphasized regarding individual and aggregate amount of investment in the issued share capital exceeding the 5% and 25% limits of the capital funds of the company.

3) Financial Year Ended 31st March, 2013 - Qualified Audit Opinion

Opinion has been qualified on the following matter.

The company has adopted for the first time the LKAS 39 on Financial Instruments; Recognition and Measurement. The effect on measurement of securitization loan as per LKAS 39 has been deferred whereas it should have been charged to the statement of comprehensive income. However, the total liability has been duly recognized. This deferred interest relevant to the current year profit and retained earnings are stated in note no 29 to the financial statements.

4) Financial Year Ended 31st March, 2014 - Qualified Audit Opinion

Opinion has been qualified on the following matters.

(a) Loans and Advances to Customers

As per LKAS 39 Financial Instruments; Recognition and Measurement, the impairment provision should be computed for individually significant customers and other customers (Collective assessment) separately. However, the provision made in the financial statements amounting to Rs. 77,329,328/- is not complied with such requirements.

(b) Available for Sales Reserve

Fair value loss amounting to Rs.184, 122,696 /- which is relevant to available for sales financial assets disposed during the year has not been accounted in the statement of comprehensive income whereas it has directly transferred to the retained earnings through the statement of changes in equity.

Further, a matter has been emphasized concerning the non- compliance with the Finance Companies (Risk Weighted Capital Adequacy Ratio) Direction No. 02 of 2006 issued by the Central Bank of Sri Lanka.

5) Financial Year Ended 31st March 2015 - Unqualified audit opinion.



3.4 Accounting Policies

The Financial Statements of the Company for the year ended 31st March 2011 to 31st March 2015 complied with the Sri Lanka Accounting Standards except for the matters discussed in 3.3.

First-time adoption of Sri Lanka Accounting Standards ("SLFRS/LKAS")

For all periods up to and including the year ended 31st March 2011, the Company prepared their financial statements in accordance with previous accounting standards (SLASs). Financial statements for the year ended 31st March 2012 are the first set of financial statements the Company has prepared in accordance with revised accounting standards comprising SLFRS and LKAS.

3.5 Dividends

The Company declared dividend in respect of Ordinary Shares of the Company for following financial years.

Year	Net Dividends declared Rs.	Dividend per share Rs.
2011	36,722,994	6.00
2012	5,787,068	0.76
2013	-	-
2014	-	-
2015	-	-

3.6 Events after the Reporting Date

Board of directors of Bartleet Finance PLC and Orient Finance PLC at the meeting held on 29th April 2015, have resolved to amalgamate Orient Finance PLC with Bartleet finance PLC. Further to above, Monetary Board of Central Bank of Sri Lanka has granted its approval in principle for the proposed amalgamation on 21st April, 2015.

No circumstances have arisen except above, since the reporting date which would require adjustments to, or disclosures, in the financial statements.

3.7 Restriction of Use

This report is made solely for the purpose of board of directors of Orient Finance PLC in usage in the application for the purpose of offering of Rs. 1,072,500,000/- Ordinary Shares. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the addressee, for our audit work, for this report we have formed. This report should not be used, circulated, quoted or otherwise referred to for any other purpose.

Yours faithfully

CHARTERED ACCOUNTANTS

Colombo 02

24th September, 2015

TS/cc

Statement of Financial Position

As at	As per SLFRS/LKAS			
	31.03.2015	31.03.2014	31.03.2013 (Restated)	31.03.2012 (Restated)
Assets				
Cash and Cash Equivalents	194,035,452	200,985,276	161,988,830	118,154,287
Due from Banks and Other Financial Institutions	27,258,987	25,671,588	23,232,837	43,210,187
Loans and Advances to Customers	4,933,959,608	5,615,826,468	5,323,316,296	4,981,730,616
Financial Investments - Available for Sale	3,200,000	11,120,000	186,023,921	355,015,564
Financial Investments - Held to Maturity	695,740,846	1,165,132,749	1,061,578,733	729,076,154
Amount Due from Related Parties	265,825,725	-	147,236,450	5,000,000
Economic Service Charges Recoverable	25,744,211	23,021,978	23,021,978	18,706,043
Other Debtors, Deposits and Prepayments	92,794,231	78,968,512	79,000,415	56,842,620
Income Tax Refund Due	54,021	54,021	54,021	54,021
Real Estate Stocks	47,227,436	78,299,260	90,753,998	108,661,522
Property, Plant and Equipment	446,863,819	533,064,250	292,712,706	203,261,041
Deferred Interest Expense on Securitization Loans	-	-	-	39,034,069
Three-wheeler Stock	-	-	100,940	38,692,840
Investment Property	-	128,000,000	59,000,000	42,882,112
Capital Work-in-Progress	-	-	255,105,386	248,717,598
Total Assets	6,732,704,336	7,860,144,102	7,703,126,511	6,989,038,674
LIABILITIES AND SHAREHOLDERS' FUNDS				
Liabilities				
Deposits from Customers	5,580,072,379	6,463,960,243	5,747,762,378	5,075,410,149
Interest Bearing Borrowings	118,380,288	378,751,005	923,320,499	1,032,408,543
Deferred Tax Liabilities	50,300,826	50,300,826	37,286,529	17,023,243
Subordinated Term Debt	204,000,000	204,000,000	204,000,000	204,000,000
Other Liabilities	165,069,120	165,097,781	254,572,778	193,469,898
Retirement Benefit Obligations	44,882,599	36,621,013	32,138,079	27,014,836
	6,162,705,212	7,298,730,868	7,199,080,263	6,549,326,669
Shareholders' Funds				
Stated Capital	306,024,990	306,024,990	306,024,990	61,204,990
Statutory Reserve	171,016,612	170,180,249	158,706,852	157,196,452
Revenue Reserve	-	-	-	70,000,000
Revaluation Reserve	116,471,908	148,094,569	148,094,569	40,257,763
Available for Sale Reserve	(3,374,004)	(7,778,079)	(191,900,775)	(185,667,350)
Investment Fund Reserve	-	1,868,462	1,868,462	1,868,462
Retained Earnings	(20,140,382)	(56,976,957)	81,252,150	294,851,688
Total Shareholders' Funds	569,999,124	561,413,234	504,046,248	439,712,005
Total Liabilities and Shareholders' Funds	6,732,704,336	7,860,144,102	7,703,126,511	6,989,038,674
				4,883,314,583
				3,630,633,479
				457,294,150
				-
				-
				177,733,850
				23,278,574
				4,288,940,053
				61,204,990
				142,375,438
				70,000,000
				41,400,474
				(1,380,274)
				684,990
				280,088,912
				594,374,530
				4,883,314,583

Statement of Comprehensive Income

	As per SLFRS/LKAS				As per SLASs	
	2014/2015 (Rs)	2013/2014 (Rs)	2012/2013 (Rs)	2011/2012 (Rs)	2010/2011 (Rs)	
Income	1,362,664,433	1,605,009,721	1,552,160,380	1,178,759,922	1,150,826,211	
Interest and Similar Income	1,283,086,649	1,465,702,872	1,336,170,268	1,054,054,870	780,286,524	
Interest and Similar Expenses	(805,279,228)	(1,039,248,295)	(964,201,580)	(614,026,166)	(487,490,995)	
Net Interest Income	477,807,421	426,454,577	371,968,688	440,028,704	292,795,529	
Fee and Commission Income	15,502,142	17,684,345	17,813,267	27,643,302	21,930,298	
Net Fee and Commission Income	15,502,142	17,684,345	17,813,267	27,643,302	21,930,298	
Net Trading Income/(Expenses)	(1,253,121)	10,138,040	2,109,305	(249,975)	234,745,689	
Other Operating Income	65,328,763	111,484,464	196,067,540	97,311,725	113,863,700	
	64,075,642	121,622,504	198,176,845	97,061,750	348,609,389	
Total Operating Income	557,385,205	565,761,426	587,958,800	564,733,756	663,335,216	
Impairment Charges for Loans and Other Losses	(188,291,956)	(50,000,000)	(139,032,668)	(20,725,292)	(83,792,077)	
Net Operating Income	369,093,249	515,761,426	448,926,132	544,008,464	579,543,139	
Operating Expenses						
Personnel Expenses	(134,102,111)	(143,565,980)	(159,304,508)	(167,837,829)	(102,166,609)	
Depreciation of Property, Plant and Equipment	(24,494,931)	(20,719,048)	(47,514,007)	(46,585,770)	(29,889,960)	
Other Operating Expenses	(206,314,392)	(281,095,114)	(220,931,059)	(239,063,346)	(206,471,419)	
Total Operating Expenses	(364,911,434)	(445,380,142)	(427,749,574)	(453,486,945)	(338,527,988)	
Operating Profit Before Value Added Tax on Financial Services	4,181,815	70,381,284	21,176,558	90,521,519	241,015,151	
Value Added Tax on Financial Services	-	-	-	-	(14,049,287)	
Profit Before Tax	4,181,815	70,381,284	21,176,558	90,521,519	226,965,864	
Income Tax Expenses	-	(13,014,297)	(13,624,560)	(16,416,448)	(4,902,492)	
Profit/(Loss) for the Year	4,181,815	57,366,987	7,551,998	74,105,071	222,063,372	
Other Comprehensive Income/(Expenses)						
Net Gain on Revaluation of Property, Plant and Equipment	-	-	114,475,532	-	-	
Appreciation/(Depreciation) in Fair Value of Available for Sale Financial Assets	-	-	(6,233,425)	(184,287,076)	-	
Total Other Comprehensive Income/(Expenses) for the Year, Net of Tax	-	-	108,242,107	(184,287,076)	-	
Total Comprehensive Income for the Year, Net of Tax	4,181,815	57,366,987	115,794,105	(110,182,005)	-	

16.2 Accountants' Report – Former Orient Finance PLC



KPMG
(Chartered Accountants)
32A, Sir Mohamed Macan Markar Mawatha,
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Colombo 00300,
Sri Lanka.

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Fax : + 94 - 11 244 5872
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Internet : www.lk.kpmg.com

08th October 2015
The Board of Directors
Orient Finance PLC
No.18, Sri Sangaraja Mawatha,
Colombo 10
Sri Lanka

Dear Sirs/Madam,

ACCOUNTANTS' REPORT FOR INCLUSION IN THE PROSPECTUS OF ORIENT FINANCE PLC

This report has been prepared for the inclusion in the Prospectus issued in connection with the issuance of 71,500,00 Ordinary shares at the issue price of LKR 15/- each to raise Sri Lankan Rupee 1,072,500,000.

We have examined the financial statements of Orient Finance PLC from the year ended 31 March 2011 to 31 March 2015, included in the prospectus and report as follows.

1. INCORPORATION

Orient Finance PLC ("Company") is a public limited liability Company incorporated on 28 April 2003 under the provisions of the Companies Act No. 17 of 1982 and domiciled in Sri Lanka. As per section 487 (2) of the Companies Act No 07 of 2007 the Company has been re-registered bearing registration No. PB 75/PQ.

2. FINANCIAL STATEMENTS OF THE COMPANY

2.1 Five Years Summary of Financial Statements

A summary of the Statements of the Comprehensive Income and Statements of Financial Position of the Company for the financial years ended 31st March 2011 to 31st March 2015, based on the audited financial statements of the Company are set out in the appendix one to this report.

2.2 Audited Financial Statements for the year ended 31st March 2015

Audit report on the financial statements for the year ended 31 March 2015 together with the financial statements comprising the Statement of Financial Position and Statement of profit or loss and other comprehensive Income, Statements of Changes in Equity and Statement of Cash Flows along with the Accounting Policies and Notes thereon, is available on the websites of CSE, www.cse.lk.

KPMG, a Sri Lankan partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

M.R. Mihular FCA	P.Y.S. Perera FCA	C.P. Jayatilake FCA
T.J.S. Rajakarier FCA	W.W.J.C. Perera FCA	Ms. S. Joseph FCA
Ms. S.M.B. Jayasekara ACA	W.K.D.C. Abeyratne ACA	S.T.D.L. Perera FCA
G.A.U. Kanunaratne ACA	R.M.D.B. Rajapakse ACA	Ms. B.K.D.T.N. Rodrigo ACA
R.M. Rajan ACA		

Principals - S.R.I. Perera FCMA(UK), LLB, Attorney-at-Law, H.S. Goonewardene ACA



2.3 Audit Reports

We have audited the financial statements of the Company for the years ended 31st March 2011 to 31st March 2015. Unqualified audit opinions have been issued for the said financial years.

2.4 Application of Accounting Standards and Accounting Policies

The financial statements of the Company for the years ended 31st March 2011 to 31st March 2015 complied with applicable Sri Lanka Accounting Standards.

The accounting policies of the Company are stated in detail in the audited financial statements of Orient Finance PLC for the year ended 31st March 2015. The adoption of revised/ new accounting standards and any changes to the accounting policies of the Company since 31st March 2011 to 31st March 2015 are given below.

Financial Year	Adoption of revised/ new accounting standards, changes to accounting policies
31 st March 2011	There were no material changes.
31 st March 2012	There were no material changes.
31 st March 2013	Following the convergence of Sri Lanka Accounting Standards with the International Financial Reporting Standards (IFRS's) all existing /new Sri Lanka Accounting standards were prefixed as SLFRS and LKAS (referred to as "SLFRS" in these Financial Statements) to represent Sri Lanka Accounting Standards corresponding to International Accounting Standards (IAS's), respectively. Accordingly the company adopted these new Sri Lanka Accounting Standards (which are commonly known as SLFRS's) applicable for financial periods commencing from April 1, 2012.
31 st March 2014	There were no material changes
31 st March 2015	There were no material changes.

2.5. Dividends

The Company has declared the following dividends in respect of Ordinary Shares during the five financial years ended up to 31st March 2015.

Financial Year	Dividend Paid (Rs.)	Dividend Per Share(Rs.)
2011	-	-
2012	4,625,000	0.10
2013	17,343,750	0.15
2014	23,125,000	0.20
2015	11,562,500	0.10



2.6. Events after the Reporting period

Board of directors of Bartleet Finance PLC (BFP) and Orient Finance PLC (OFP) have decided, after due consideration, that it would be in the best interest of both Companies, their shareholders and other stakeholders to amalgamate the OFP and BFP which are subsidiaries of Janashakthi PLC in terms of part VIII of section 239 of Companies act No. 07 of 2007. Company has obtained the shareholders approval for the said matter at the Extraordinary General Meeting held on 25th June 2015.

Further BFP shall be the surviving entity upon the completion of the amalgamation and continue its activities as a single legal entity which is a licensed finance Company. The amalgamation shall be effective from the date as may be approved by the Register General of companies.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'K. M. M.' with a stylized flourish at the end.

Chartered Accountants
Colombo
UK/HA



**ORIENT FINANCE PLC
INCOME STATEMENT**

Appendix One

	Company				
	Based on the financial statements prepared under SLFRS				
For The Year Ended 31 March,	2015 Rs.	2014 Rs.	2013 Rs.	2012 Rs.	2011 Rs. Restated
Income	1,229,523,857	1,076,075,447	836,361,413	523,225,353	334,622,314
Interest Income	1,121,810,806	992,642,060	738,462,412	432,323,729	295,692,939
Interest Expense	(500,466,241)	(486,904,757)	(349,902,881)	(140,496,374)	(128,398,098)
Net Interest Income	621,344,565	505,737,303	388,559,531	291,827,355	167,294,841
Other income	107,713,051	83,433,387	97,899,001	90,901,624	38,929,375
Operating Income	729,057,616	589,170,690	486,458,532	382,728,979	206,224,216
Provision for Impairment	(252,233,047)	(146,371,239)	(31,080,034)	6,814,884	11,217,498
Net Operating Income	476,824,569	442,799,451	455,378,498	389,543,863	217,441,714
Operating Expenses					
Personnel Expenses	(203,167,074)	(166,913,542)	(117,670,931)	(86,887,925)	(67,723,181)
Premises, Equipment & Establishment Expenses	(61,562,074)	(49,913,211)	(40,574,811)	(29,884,560)	(26,227,482)
Other Overhead Expenses	(128,835,740)	(115,966,957)	(89,670,067)	(62,247,008)	(47,185,449)
(Provision)/Reversal of for Doubtful Receivable					
Operating Profit Before Value Added Tax & NBT	83,259,681	110,005,741	207,462,689	210,524,370	76,305,602
Value Added Tax on Financial Services, NBT	(16,987,146)	(12,660,189)	(9,498,334)	(9,369,751)	(13,033,081)
Profit Before Income Tax	66,272,535	97,345,552	197,964,355	201,154,619	63,272,521
Income Tax Expense	(16,742,315)	(18,787,962)	(29,105,758)	(66,570,511)	8,664,567
Profit for the Year	49,530,220	78,557,590	168,858,597	134,584,108	71,937,088
Other Comprehensive Income					
Increase of Fair Value of Available for Sale Financial Assets During the Year	3,255,611	2,932,005	2,234,291	-	-
Net change in fair value of AFS Financial Assets re-classified to income statement	(6,255,473)	(2,172,140)	-	-	-
Actuarial Gain/ (Loss) on retirement benefit plan	(1,562,990)	(36,965)	(285,941)	1,916,954	-
Tax on Other Comprehensive Income	-	10,350	-	-	-
Other Comprehensive Income for the year - Net of tax	(4,562,852)	733,250	1,948,350	1,916,954	-
Total Comprehensive Income for the Year	44,967,368	79,290,840	170,806,947	136,501,062	-



ORIENT FINANCE PLC
STATEMENT OF FINANCIAL POSITION

Appendix One

	Company				
	Based on the financial statements prepared under SLFRS				
As At 31 March,	2015 Rs.	2014 Rs.	2013 Rs.	2012 Rs.	2011 Rs Restated
ASSETS					
Cash and Cash Equivalent	51,903,139	38,064,778	26,422,955	10,288,418	5,914,126
Available for Sale Financial Assets	224,841,423	81,334,729	18,913,166	-	-
Loans and Receivables from Customers	6,100,885,468	4,489,266,526	3,385,691,526	2,278,146,315	1,099,740,779
Investment Securities	498,338,899	127,936,968	32,324,505	70,632,761	-
Income Tax Recoverable	-	3,885,521	-	-	-
Trade and Other Receivable	131,033,839	61,071,342	75,650,519	91,241,166	60,792,315
Other Equity Investments - CRIB Shares	30,600	30,600	30,600	30,600	30,600
Deferred Tax Asset	43,793,854	43,793,854	49,912,413	57,245,879	102,310,936
Non Current Assets Held For Sale	10,000,000	10,000,000	10,000,000	-	-
Intangible Assets	1,142,658	1,767,658	3,501,091	3,406,480	5,109,720
Property, Plant and Equipment	32,722,330	46,266,537	47,631,801	23,033,314	12,910,380
Total Assets	7,094,692,210	4,903,418,513	3,650,078,576	2,534,024,933	1,286,808,856
LIABILITIES					
Bank Overdrafts	143,864,608	71,085,989	416,280,627	303,078,307	233,619,207
Deposits from Customers	2,579,728,116	1,473,271,543	316,400,867	-	-
Interest Bearing Borrowings	1,963,714,872	2,285,675,362	1,934,035,981	1,382,956,388	584,403,925
Current Tax Payable	1,023,595,482	-	21,505,793	4,593,142	13,817,699
Related Party Payable	12,211,564	-	-	499,980	49,732
Trade and Other Payable	465,916,361	203,665,471	150,096,763	185,750,135	141,443,582
Non Interest Bearing Security Deposits	2,812,689	3,547,480	2,712,063	2,040,403	11,487,883
Retirement Benefit Obligations	10,752,499	7,481,517	6,521,171	6,044,464	7,300,796
Total Liabilities	6,202,596,191	4,044,727,362	2,847,553,265	1,884,962,819	992,122,824
EQUITY					
Stated Capital	500,000,000	500,000,000	500,000,000	500,000,000	277,499,980
Reserve Fund	28,414,455	25,937,944	22,010,064	13,567,134	6,742,081
Investment Fund	-	27,795,752	20,772,000	11,294,000	-
Available for sale Fair Value Reserve	(5,706)	2,994,156	2,234,291	-	-
Retained Earnings	363,687,270	301,963,299	257,508,956	124,200,980	10,443,971
Total Equity	892,096,019	858,691,151	802,525,311	649,062,114	294,686,032
Total Equity and Liabilities	7,094,692,210	4,903,418,513	3,650,078,576	2,534,024,933	1,286,808,856

16:3 Limited Review Financial Statements as at 31st July 2015



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Website : www.bdo.lk

Chartered Accountants
"Charter House"
65/2, Sir Chittampalam A Gardiner Mawathia
Colombo 02
Sri Lanka

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE BOARD OF DIRECTORS OF THE BARTLEET FINANCE PLC (SUBSEQUENTLY KNOWN AS ORIENT FINANCE PLC)

We have reviewed the accompanying financial statements of Bartleet Finance PLC, which comprise the statement of financial position as at 31st July 2015, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the period from 01st April 2015 to 31st July 2015, and other explanatory information.

Board's Responsibility for the Financial Statements

The Board of Directors ("Board") is responsible for the preparation and fair presentation of these financial statements in accordance with Sri Lanka Accounting Standards and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the accompanying financial statements. We conducted our review in accordance with Sri Lanka Standard on Review Engagements (SLSRE) 2400 (Revised), Engagements to Review Historical Financial Statements. SLSRE 2400 (Revised) requires us to conclude whether anything has come to our attention that causes us to believe that the financial statements, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework. This Standard also requires us to comply with relevant ethical requirements.

A review of financial statements in accordance with SLSRE 2400 (Revised) is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with Sri Lanka Standards on Auditing. Accordingly, we do not express an audit opinion on these financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that these financial statements do not give a true and fair view of the financial position of Bartleet Finance PLC as at 31st July 2015 and its financial performance and cash flows for the period from 01st April 2015 to 31st July 2015, in accordance with the Sri Lanka Accounting Standards.

CHARTERED ACCOUNTANTS

Colombo

24th September, 2015

TS/um

BDO Partners, a Sri Lankan Partnership, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

Partners : S. Rajapakse FCA, FCMA, MBA, Tishan H. Subasinghe FCA, ACMA, CISA, MBA, H.S. Rathnawera FCA, ACMA, Ashane J.W. Jayasekera FCA, FCMA (UK), MBA, H.M. Saman Siri Lal FCA, ACMA, MBA.



ORIENT FINANCE PLC

Unaudited Interim Financial Statements

For the Period Ended 31 July 2015

ORIENT FINANCE PLC
STATEMENT OF COMPREHENSIVE INCOME
INTERIM FINANCIAL STATEMENTS FOR THE 04 MONTHS ENDED 31ST JULY 2015

For the period ended	31 July 2015 (04 Months) (Un Audited)	31 July 2014 (04 Months) (Unaudited)
Income	446,436,668	465,519,123
Interest and Similar Income	400,876,092	441,651,060
Interest and Similar Expenses	(238,287,404)	(316,936,236)
Net Interest Income	162,588,688	124,714,824
Fee and Commission Income	9,079,828	6,770,392
Net Fee and Commission Income	9,079,828	6,770,392
Net Trading Income / (Expenses)	-	-
Other Operating Income	36,480,748	17,097,672
	36,480,748	17,097,672
Total Operating Income	208,149,264	148,582,888
Impairment Charges for Loans and Other Losses	(91,261,708)	(24,100,000)
Net Operating Income	116,887,556	124,482,888
Operating Expenses		
Personnel Expenses	(58,864,929)	(70,299,047)
Depreciation of Property, Plant and Equipment	(7,775,503)	(8,644,414)
Other Operating Expenses	(68,035,215)	(49,448,306)
Total Operating Expenses	(134,675,647)	(128,391,767)
Profit / (Loss) Before Tax	(17,788,091)	(3,908,879)
Income Tax Expenses	281,860,000	-
Profit / (Loss) for the Period	264,071,909	(3,908,879)
Other Comprehensive Income / (Expenses)		
Total Other Comprehensive Income / (Expenses) for the Period, Net of Tax	(10)	-
Total Comprehensive Income for the Period, Net of Tax	264,071,900	(3,908,879)
Basic Earnings per Share	34.51	(0.51)

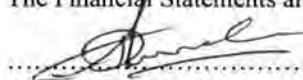
Figures in brackets indicate deductions.

ORIENT FINANCE PLC
STATEMENT OF FINANCIAL POSITION
INTERIM FINANCIAL STATEMENTS FOR THE 04 MONTHS ENDED 31ST JULY 2015

AS AT	31-07-2015 Rs. (Un Audited)	31-03-2015 Rs. (Audited)
ASSETS		
Cash and Cash Equivalents	166,608,833	194,035,452
Due from Banks and Other Financial Institutions	370,916,102	27,258,987
Loans and Advances to Customers	12,136,845,976	4,933,959,608
Financial Investments - Held to Maturity	827,504,051	695,740,846
Financial Investments - Available for Sale	3,230,600	3,200,000
Deferred Tax Asset	275,353,029	-
Amount Due from Related Parties	-	265,825,725
Economic Service Charges Recoverable	27,367,853	25,744,211
Other Debtors, Deposits and Prepayments	313,149,516	92,794,231
Income Tax Refund	-	54,021
Real Estate Stocks	47,335,391	47,227,436
Goodwill on Acquisition	572,001,676	-
Intangible Asset - Brand	235,880,000	-
Property, Plant and Equipment	462,958,074	446,863,819
Investment Property	-	-
Total Assets	15,439,151,101	6,732,704,336
LIABILITIES AND SHAREHOLDERS' FUNDS		
Liabilities		
Deposits from Customers	8,265,698,387	5,580,072,379
Interest Bearing Borrowings	2,729,371,561	118,380,288
Amount due to Related Parties	1,124,995,410	-
Deferred Tax Liabilities	-	50,300,826
Subordinated Term Debt	1,204,000,000	204,000,000
Income Tax Payable	4,635,885	-
Other Liabilities	1,223,752,885	165,069,120
Retirement Benefit Obligations	52,507,462	44,882,599
	14,604,960,590	6,162,705,212
Shareholders' Funds		
Stated Capital	306,189,810	306,024,990
Statutory Reserve	171,016,612	171,016,612
Revaluation Reserve	116,471,909	116,471,908
Available for Sale Reserve	(3,420,347)	(3,374,004)
Retained Earnings	243,931,527	(20,140,382)
Total Shareholders' Funds	834,190,511	569,999,124
Total Liabilities and Shareholders' Funds	15,439,151,101	6,732,704,336
Net Assets per Share	109.02	74.50

Figures in brackets indicate deductions.

The Financial Statements are in compliance with the requirements of the Companies Act No.07 of 2007

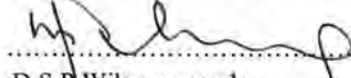


 Asela Wijayabandara
 Asst. General Manager - Finance

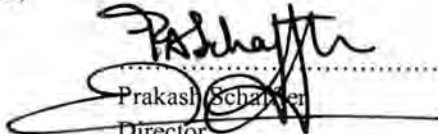


 Suresh Amerasekera
 Chief Executive Officer

The Board of Directors is responsible for the preparation and presentation of these Financial Statement
 Approved and signed for and on behalf of the Board;



 D.S.P. Wikramanayake
 Director
 24th September 2015



 Prakas Scharfer
 Director

ORIENT FINANCE PLC
 INTERIM FINANCIAL STATEMENTS FOR THE 04 MONTHS ENDED 31ST JULY 2015
 STATEMENT OF CHANGES IN EQUITY

	Stated Capital Rs.	Statutory Reserve Rs. (Restated)	Revaluation Reserve Rs.	Available for Sale Reserve Rs.	Investment Fund Reserve Rs.	Retained Earnings Rs. (Restated)	Total Rs.
Balance as at 31st March, 2014	306,024,990	170,180,249	148,094,569	(7,778,079)	1,868,462	(56,976,957)	561,413,234
Net Profit for the Year	-	-	-	-	-	4,181,815	4,181,815
Transfer to Retained Earnings - Investment Fund	-	-	-	-	(1,868,462)	1,868,462	-
Transfer to Retained Earnings on Disposal Land	-	-	(31,622,661)	-	-	31,622,661	-
Disposal of AFS Investment	-	-	-	4,404,075	-	-	4,404,075
Transfer to Statutory Reserve	-	836,363	-	-	-	(836,363)	-
Balance as at 31st March, 2015	306,024,990	171,016,612	116,471,908	(3,374,004)	-	(20,140,382)	569,999,124
Issue of shares	164,820	-	-	-	-	-	164,820
Net Profit for the Year	-	-	-	-	-	264,071,909	264,071,909
Fair Value Changes of AFS Financial Assets	-	-	-	(46,342)	-	-	(46,342)
Balance as at 31st July, 2015	306,189,810	171,016,612	116,471,908	(3,420,346)	-	243,931,527	834,190,511

Figures in brackets indicate deductions.

ORIENT FINANCE PLC
CASH FLOW STATEMENT
FOR THE FOUR MONTHS ENDED 31ST JULY, 2015

	Four Months Ended 31st July 2015 (Unaudited) Rs.	Year Ended 31st March 2015 (Audited) Rs.
Profit Before Taxation	(17,788,076)	4,181,815
Adjustment for :		
AFS PROVISION	(46,343)	-
Depreciation	7,775,503	24,494,931
Impairment Charges for Loans and Other Losses	91,261,708	188,291,956
(Profit)/Loss on Disposal of Property, Plant and Equipment	19,442,274	(17,918,189)
Profit/ Loss on Sale of Investment Securities	-	1,253,121
Dividend Income	-	(571,326)
Hire Purchase Interest	-	143,020
Interest Income	(29,451,239)	(80,469,178)
Provision for Staff Retirement Benefits	(2,017,428)	12,000,000
Interest on Borrowings	238,287,404	56,979,192
Operating Profit /(Loss) Before Working Capital Changes	307,463,802	188,385,342
Withdrawals/(Investments) of Fixed Deposit in Other Financial Inst	(113,368,753)	(1,587,399)
Withdrawals/(Investments) in Government Securities	115,520,670	469,391,903
Net (Payment)/ Receipt from Loan and Advances	308,667,871	220,542,704
Sale Proceeds /(Investment Made) on Real Estate Stock	(107,955)	31,071,824
Net (Payment)/ Receipt Other Receivables, Deposit and F	(52,843,226)	(13,825,717)
(Increase)/Decrease of Amount Due from Related Parties	265,825,725	-
Net Placement of Fixed Deposit Made by Customers	(693,885,923)	(883,887,864)
Net Payment to the Creditors & Accruals	204,440,413	(28,661)
Cash Generated From/ (Used In) Operations	341,712,624	10,062,132
Gratuity Paid	(5,325,995)	(3,738,414)
Economic Service Charges Paid	(1,623,642)	(2,722,233)
Net Cash From /(Used In) Operating Activities	334,762,987	3,601,485
Cash Flows From Investing Activities		
Dividend Received	-	571,326
Interest Received	29,451,239	80,469,178
Acquisition of Property, Plant and Equipment	(9,214,562)	(2,182,431)
Payment to shareholders of Orient Finance PLC	(1,730,741,430)	-
Sales Proceeds from Investment Securities	-	13,566,127
Sales Proceeds from Investment Properties	-	132,500,000
Sales Proceeds from Property, Plant and Equipment	19,442,274	81,874,400
Net Cash From/(Used In) Investing Activities	(1,691,062,479)	306,798,600
Cash Flows From Financing Activities		
Interest on Debentures	(238,287,404)	(26,520,000)
Net Borrowings/(Repayment) of Bank Loans	1,091,251,966	(27,305,495)
Net Borrowing/(Repayment) Securitization Loans	-	(343,869,339)
Loan Obtained from Related Party	1,124,995,410	-
Net Borrowing/(Repayment) Hire Purchase Rental Paid	-	(4,803,375)
Net Cash From/(Used In) Financing Activities	1,977,959,972	(402,498,209)
Net Increase /(Decrease) in Cash and Cash Equivalents	621,660,480	(92,098,124)
Cash and Cash Equivalents at the Beginning of the Period (Note A)	107,415,559	199,513,683
Cash and Cash Equivalents at the End of the Period (Note B)	729,076,039	107,415,559
Cash and Cash Equivalents at the Beginning of the Period		Note A
Cash in Hand and Cash at Bank	194,035,452	200,985,276
Bank Overdraft	(86,619,893)	(1,471,593)
	107,415,559	199,513,683
Cash and Cash Equivalents at the End of the Period		Note B
Cash in Hand and Cash at Bank	166,608,833	194,035,452
Bank Overdraft	562,467,206	(86,619,893)
	729,076,039	107,415,559

Figures in brackets indicate deductions.

ORIENT FINANCE PLC**Interim Financial Statements for the Four Months Ended 31st July 2015****Explanatory Notes**

1. These Interim Financial Statements of the Company have been prepared based on the Sri Lanka Accounting Standards that came into effect from January 01, 2012 (SLFRS/LKAS). There were no changes to the Accounting Policies and methods of computation since the publication of the Audited Financial Statements for the Year Ended 31 March 2015. Further, these Interim Financial Statements have been prepared in compliance with the requirements of the Sri Lanka Accounting Standard 34 (LKAS 34) on Interim Financial Reporting. Previous year figures and phrases have been re-arranged wherever necessary to conform to the current presentation.
2. There are no material events that took place after the reporting date that require adjustments to or disclosure in the Financial Statements except the following.
3. All known expenses have been provided for in these Financial Statements.
4. Pursuant to the Shareholder approval at the Extraordinary General Meeting held on 25th June 2015, the Assets and Liabilities of Orient Finance PLC (OFP) were purchased by Bartleet Finance PLC (BFP) and amalgamate the OFP and BFP in terms of part VIII of section 239 of Companies act No. 07 of 2007.

Further BFP shall be the surviving entity upon the completion of the amalgamation and continue its activities as a single legal entity which is a licensed finance Company. The amalgamation is effective from 16th July 2015, the date approved by the Register General of Companies.

Subsequently on 14th August 2015 the Company was renamed as Orient Finance PLC.
5. There are no significant changes in the nature of the Contingent Assets or Contingent Liabilities which were disclosed in the Audited Financial Statements for the year ended 31st March 2015.

Selected Performance Indicators

	For the three months ended	
	<u>31-07-2015</u>	<u>31-07-2014</u>
Profitability		
Return on Equity - Annualized	37.61%	-2.12%
Return on Assets - Annualized	2.38%	-0.15%
Asset Quality (Rs. '000)		
Non Performing Accommodations (Net of Interest in Suspense)	1,547,542	546,621
Total Accommodations (Net of interest in Suspense)	12,615,768	5,199,681
Net Total Accommodations (Net of Provision for Bad and Doubtful Debts and Interest in Suspense)	11,792,572	4,933,960
Liquidity (Rs. '000)		
Required minimum amount of Liquid Assets	1,095,814	689,948
Available amount of Liquid Assets	1,251,270	760,597
Required minimum amount of Government Securities	707,658	483,193
Available amount of Government Securities	800,035	534,320

Ordinary Share Information

The Company's Ordinary Shares are not quoted in the Colombo Stock Exchange (CSE).

<u>Stated Capital</u>	<u>31st July 2015</u>	<u>31st July 2014</u>
Value of Ordinary Shares (Rs.)	306,189,810	306,024,990
No. of Ordinary Shares	7,651,837	7,650,624

Shareholders as at 31st July 2015

<u>Name</u>	<u>No. of Shares</u>	<u>%</u>
1. Janashakthi PLC	7,648,112	99.95%
2. Mr. N. A. De Silva	1,250	0.02%
3. Mrs. M.C.N. De Saram	1,250	0.02%
4. Mr. D. C.R. Gunawardena	2	0.00%
5. Mr. C.P. Malalanayake	1	0.00%
6. Mr. K.C.S. Jayatilaka	110	0.00%
7. Mr. E.A.N.K. Abeyawardena	1,102	0.01%
8. Mr. C.T.A. Schaffter	1	0.00%
9. Mr. P.A. Schaffter	1	0.00%
10. Mr. R. Schaffter	1	0.00%
11. Mrs. M. Mathews	1	0.00%
12. Mr. D. Schaffter	1	0.00%
13. Mrs. L.S. Schaffter	1	0.00%
14. Mrs. E.S. Schaffter	1	0.00%
15. Mrs. E.A.M.S. Schaffter	1	0.00%
17. Mr. J.P. Mathews	1	0.00%
18. Mrs. T.S. Schaffter	1	0.00%
Total	<u>7,651,837</u>	<u>100.00%</u>

Directors' Shareholding as at 31st July 2015

<u>Name of the Director</u>	<u>No. of Shares</u>	<u>%</u>
1. Dr. D.C. Jayasuriya PC - Chairman	-	-
2. Mr. Prakash Schaffter	1	-
3. Mr. Ramesh Schaffter	1	-
4. Mrs. Lakshmi K. Gunatilake	-	-
5. Mr. D. Sarath P. Wikramanayake	-	-
6. Mr. Ananda W. Atukorala	-	-
7. Mr. K. M. A. T. B. Tittawella	-	-
8. Mr. A. I. Fernando	-	-
9. Ms. Minette D. A. Perera	-	-
Total	<u>2.00</u>	<u>-</u>

CEO's Shareholding as at 31st July 2015

Mr. Suresh M. Amerasekera	-	-
Public Holding as at 31 July 2015	2,502	0.03%
Number of Public Shareholders	3	

Listed Debenture Information

Debenture	31st July 2015	31st July 2014
Debentures Issued in 2011 (Deb. 01)	204,000,000	204,000,000
Debentures Issued in 2014 (Deb. 02)	1,000,000,000	-
	<u>1,204,000,000</u>	<u>204,000,000</u>
	<u>31st July 2015</u>	<u>31st July 2014</u>
Debenture 01		
Market Prices - Debenture		
Highest price	83.78	100.00
Lowest price	83.78	83.78
Last traded price	83.78	83.78
Debenture 02		
Market Prices - Debenture		
Highest price		
Lowest price	Not Traded as at 31	
Last traded price	July 2015	
Debt to Equity Ratio (Times)	14.53	12.92
Interest Coverage Ratio (Times)	1.07	0.97
Liquid Asset Ratio	20.44%	17.06%
Interest Rate of Comparable Government Securities	8.11%	8.93%
Interest yield as at date of last trade (01/06/2015)	15.52%	15.52%
Yield to maturity of trade done on (01/06/2015)	31.15%	22.90%

ORIENT FINANCE PLC

Interim Financial Statements for the Four Months Ended 31st July 2015
Segmental Information

Rs. '000

	Lease, Hire purchase and Loans		Factoring		Unallocated		Total	
	2015/16	2014/15	2015/16	2014/15	2015/16	2014/15	2015/16	2014/15
Income								
Interest Income	389,464	441,651	11,292	-	120	-	400,876	441,651
Interest Expenses	(232,709)	(316,936)	(5,578)	-	-	-	(238,287)	(316,936)
Net Interest Income	156,755	124,715	5,714	-	120	-	162,589	124,715
Fee based income & Others	26,572	6,770	3,191	-	15,798	17,098	45,560	23,868
Total Operating Income	183,327	131,485	8,905	-	15,918	17,098	208,149	148,583
Impairment Charges for Loans and Other Losses	(89,280)	(24,100)	(1,948)	-	(35)	-	(91,262)	(24,100)
Segmental Results	94,047	107,385	6,957	-	15,883	17,098	116,887	124,483
Unallocated Expenses							(134,675)	(128,392)
Profit / (Loss) Before Tax							(17,788)	(3,909)
Income Tax Expenses							281,860	-
Profit / (Loss) for the Period							264,072	(3,909)
Segment Assets	11,330,912	4,933,960	792,602	-	3,315,637	1,798,745	15,439,151	6,732,704
Segment Liabilities	773,120	13,975	-	-	13,831,841	6,148,730	14,604,961	6,162,705

16.4 Unaudited Financial Statements as at 30th September 2015

UNAUDITED INTERIM FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2015



ORIENT FINANCE PLC

Orient Finance PLC | 18 | Sri Sangaraja Mawatha | Colombo 10 .
+94 117 577 577 (G) orientfinance@orient.lk www.orientfinance.com

ORIENT FINANCE PLC
STATEMENT OF COMPREHENSIVE INCOME

For the	Three months ended			Six months ended		
	30-Sep-2015 Rs.	30-Sep-2014 Rs.	Variance %	30-Sep-2015 Rs.	30-Sep-2014 Rs.	Variance %
Income	646,468,903	538,142,636	20.1	882,714,627	894,580,710	(1.3)
Interest and Similar Income	575,007,777	334,719,293	71.8	791,527,916	677,698,328	16.8
Interest and Similar Expenses	(295,864,987)	(216,359,248)	36.7	(440,428,996)	(458,169,363)	(3.9)
Net Interest Income	279,142,790	118,360,045	135.8	351,098,920	219,528,965	59.9
Fee and Commission Income	32,218,430	3,630,768	787.4	32,759,289	8,854,246	270.0
Net Fee and Commission Income	32,218,430	3,630,768	787.4	32,759,289	8,854,246	270.0
Net Trading Income / (Expenses)	-	3,150,951	-	-	3,150,951	(100.0)
Other Operating Income	39,242,696	196,641,624	(80.0)	58,427,422	204,877,185	(71.5)
	39,242,696	199,792,575	(80.4)	58,427,422	208,028,136	(71.9)
Total Operating Income	350,603,916	321,783,388	9.0	442,285,631	436,411,347	1.3
Impairment Charges for Loans and Other Losses	(81,090,584)	(187,800,000)	(56.8)	(126,926,843)	(204,300,000)	(37.9)
Net Operating Income	269,513,332	133,983,388	101.2	315,358,788	232,111,347	35.9
Operating Expenses						
Personnel Expenses	(104,044,707)	(38,186,459)	172.5	(134,220,550)	(77,805,087)	72.5
Depreciation of Property, Plant and Equipment	(9,363,938)	(7,809,944)	19.9	(13,964,744)	(12,938,915)	7.9
Other Operating Expenses	(61,800,862)	(51,591,514)	19.8	(99,292,745)	(102,180,330)	(2.8)
Total Operating Expenses	(175,209,507)	(97,587,917)	79.5	(247,478,039)	(192,924,332)	28.3
Profit / (Loss) Before Tax	94,303,825	36,395,471	159.1	67,880,749	39,187,015	73.2
Income Tax / Deferred Tax (Expense) / Reversal	282,007,733	-	-	282,007,733	-	-
Profit / (Loss) for the Period	376,311,558	36,395,471	934.0	349,888,482	39,187,015	792.9
Other Comprehensive Income / (Expenses)						
Appreciation / (Depreciation) in Fair Value of Available for Sale Financial Assets	(24,781)	-	-	(24,781)	-	100.0
Total Other Comprehensive Income / (Expenses) for the Period, Net of Tax	(24,781)	-		(24,781)	-	100.0
Total Comprehensive Income for the Period, Net of Tax	376,286,777	36,395,471	933.88	349,863,701	39,187,015	792.8
Basic Earnings per Share	4.92	4.76		4.57	5.12	

Figures in brackets indicate deductions.

The above figures are provisional and subject to audit.

ORIENT FINANCE PLC
STATEMENT OF FINANCIAL POSITION


AS AT	Unaudited 30-Sep-2015 Rs.	Audited 31-Mar-2015 Rs.
ASSETS		
Cash and Balances Due from Banks	394,307,719	194,035,452
Due from Banks and Other Financial Institutions	565,814,977	27,258,987
Loans and Advances to Customers	12,440,482,756	4,933,959,608
Financial Investments - Available for Sale	609,155,376	3,200,000
Financial Investments - Held to Maturity	-	695,740,846
Amount Due from Related Parties	-	265,825,725
Economic Service Charges Recoverable	27,367,853	25,744,211
Other Debtors, Deposits & Prepayments	379,622,085	92,794,231
Deferred Tax Asset	275,353,029	54,021
Real Estate Stocks	46,223,606	47,227,436
Brand Value	235,880,000	-
Goodwill	572,115,899	-
Property, Plant & Equipment	457,805,958	446,863,819
Total Assets	16,004,129,258	6,732,704,336
LIABILITIES AND SHAREHOLDERS' FUNDS		
Liabilities		
Bank Overdraft	693,916,410	86,619,893
Due to Customers	8,498,193,663	5,580,072,379
Debt Issued and Other Borrowed Funds	3,773,816,500	31,760,395
Deferred Tax Liabilities	-	50,300,826
Debentures	1,204,000,000	204,000,000
Income Tax Payable	2,136,341	-
Other Liabilities	859,937,557	165,069,120
Retirement Benefit Obligations	52,101,142	44,882,599
	15,084,101,613	6,162,705,212
Shareholders' Funds		
Stated Capital	306,189,810	306,024,990
Statutory Reserve	171,016,612	171,016,612
Revaluation Reserve	116,471,908	116,471,908
Available for Sale Reserve	(3,398,785)	(3,374,004)
Retained Earnings	329,748,100	(20,140,382)
Total Shareholders' Funds	920,027,645	569,999,124
Total Liabilities and Shareholders' Funds	16,004,129,258	6,732,704,336
Net Assets per Share	12.02	7.45

Figures in brackets indicate deductions.
The above figures are provisional and subject to audit.

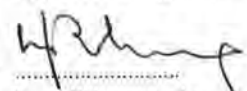
Certification

The Financial Statements are prepared in compliance with the requirements of the Companies Act No. 07 of 2007.


.....
Asela Wijayabandara
A.G.M. - Finance


.....
Suresh M. Amerasekera
Chief Executive Officer

The Board of Directors is responsible for the preparation and presentation of these financial statements.
Approved and signed for and on behalf of the Board.


.....
Sarath Wikramanayake
Director


.....
Prakash Fernando
Director

Colombo,
09th November 2015

ORIENT FINANCE PLC
STATEMENT OF CHANGES IN EQUITY

	Stated Capital Rs.	Statutory Reserve Rs.	Revaluation Reserve Rs.	Available for Sale Reserve	Investment Fund Reserve	Retained Earnings Rs.	Total Rs.
Balance as at 31st March, 2014	306,024,990	170,180,249	148,094,569	(7,778,079)	1,868,462	(56,976,957)	561,413,234
Net Profit for the Year	-	-	-	-	-	4,181,815	4,181,815
Transfer to Retained Earnings - Investment Fund	-	-	-	-	(1,868,462)	1,868,462	-
Transfer to Retained Earnings on Disposal Land	-	-	(31,622,661)	-	-	31,622,661	-
Disposal of AFS Investment	-	-	-	4,404,075	-	-	4,404,075
Transfer to Statutory Reserve	-	836,363	-	-	-	(836,363)	-
Balance as at 31st March, 2015	306,024,990	171,016,612	116,471,908	(3,374,004)	-	(20,140,382)	569,999,124
Issue of shares	164,820	-	-	-	-	-	164,820
Net Profit for the Year	-	-	-	-	-	349,888,482	349,888,482
Fair Value Changes of AFS Financial Assets	-	-	-	(24,781)	-	-	(24,781)
Balance as at 30th September, 2015	306,189,810	171,016,612	116,471,908	(3,398,785)	-	329,748,100	920,027,646

Figures in brackets indicate deductions.

ORIENT FINANCE PLC
CASH FLOW STATEMENT

	For the six months ended	
	30-Sep-2015	30-Sep-2014
	Rs.	Rs.
Profit Before Taxation	67,880,749	39,187,016
Adjustment for :		
Depreciation	13,964,744	12,938,915
Impairment Charges for Loans and Other Losses	126,926,843	204,300,000
(Profit) / Loss on Disposal of Property, Plant & Equipment	(20,428,936)	(32,928,980)
Interest Income on Investments	(33,256,528)	(57,570,273)
Provision for Staff Retirement Benefits	3,198,358	6,000,000
Interest on Borrowings	440,428,996	41,912,744
Operating Profit / (Loss) Before Working Capital Changes	598,714,226	213,839,422
(Increase) / Decrease in Operating Assets		
Net (Payment) / Receipt from Loan and Advances	(213,157,460)	27,174,413
Sale Proceeds / (Investment Made) on Real Estate Stock	1,003,830	29,811,120
Net / (Payment) Receipt Other Receivables, Deposit & Prepayment	(119,315,795)	(53,232,177)
(Increase) / Decrease of Amount Due from Related Parties	265,825,725	-
Net Placement of Fixed & Saving Deposit Made by Customers	(461,390,647)	(88,697,041)
Net Payment to the Creditors & Accruals	(159,374,915)	71,705,252
Cash Generated from / (Used in) Operations	(87,695,036)	200,600,989
Gratuity Paid	(8,930,673)	(1,361,481)
Income Tax Paid	-	-
Economic Service Charges Paid	-	-
Net Cash from / (Used in) Operating Activities	(96,625,709)	199,239,508
Cash Flows from Investing Activities		
Payment to shareholders of former Orient Finance PLC	(1,730,741,430)	-
Dividend Received	-	216,041
Interest Received on Investments	33,252,925	30,742,369
Acquisition of Property, Plant and Equipment	(2,684,546)	(960,003)
Sales Proceeds from Investment Property	-	128,000,000
(Increase) / Decrease of Investments	28,832,317	194,015,761
Sales Proceeds from Property, Plant & Equipment	34,525,887	43,725,000
Net Cash from / (Used in) Investing Activities	(1,636,814,847)	395,739,168
Cash Flows from Financing Activities		
Interest on Borrowings	(440,428,996)	(13,296,329)
Net Borrowings / (Repayment) of Interest Bearing Borrowings	1,766,845,304	(290,466,951)
Net Cash from / (Used in) Financing Activities	1,326,416,308	(303,763,280)
Net Increase / (Decrease) in Cash and Cash Equivalents	(407,024,250)	291,215,396
Cash and Cash Equivalents at the Beginning of the Period (Note A)	107,415,559	199,513,683
Cash and Cash Equivalents at the End of the Period (Note B)	(299,608,691)	490,729,079
Cash and Cash Equivalents at the Beginning of the Period		Note A
Cash in Hand and Cash at Bank	194,035,452	200,985,276
Bank Overdraft	(86,619,893)	(1,471,593)
	107,415,559	199,513,683
Cash and Cash Equivalents at the End of the Period		Note B
Cash in Hand and Cash at Bank	394,307,719	524,368,675
Bank Overdraft	(693,916,410)	(33,639,596)
	(299,608,691)	490,729,079

Figures in brackets indicate deductions.

The above figures are provisional and subject to audit.

ORIENT FINANCE PLC
STATEMENT OF CHANGES IN EQUITY

Business Segments

The Company has two reportable segments, as described below, which are the Company's strategic divisions. The strategic divisions offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the strategic divisions, the Company's management reviews internal management reports on at least a monthly basis. The following summary describes the operations in each of the Company's reportable segments.

Hire Purchase & Leasing - Provision of Hire Purchase and Leasing Facilities to customers
Factoring - Debt Factoring

For the Period Ended September	30			Total		
	Lease & Hire purchase			Unallocated		
	2015 Rs.	2014 Rs.	2015 Rs.	2015 Rs.	2014 Rs.	2015 Rs.
Income						
Interest Income	758,549,182	782,488,661	32,477,304	501,430	9,039,255	791,527,916
Interest Expenses	(419,543,526)	(458,169,363)	(20,558,714)	(326,756)	(6,111,141)	(440,428,996)
Net Interest Income	339,005,656	324,319,298	11,918,590	174,674	2,928,114	351,098,920
Fee based income & Others	13,766,343	177,221,237	8,426,883	68,993,485	39,661,145	91,186,711
Total Operating Income	352,771,999	204,019,594	20,345,473	69,168,159	42,589,259	442,285,631
Impairment Charges for Loans and Other Losses	(118,182,746)	(204,300,000)	(8,828,473)	84,376	-	(126,926,843)
Segmental Results	234,589,253	204,019,594	11,517,000	69,252,535	42,589,259	315,358,788
Expenses	(165,465,086)	(192,924,332)	(8,742,636)	(73,270,317)	-	(247,478,039)
Profit / (Loss) Before Tax	69,124,166	11,095,262	2,774,364	(4,017,782)	42,589,259	67,880,749
Income Tax Expenses	-	-	-	282,007,733	-	282,007,733
Profit / (Loss) for the Period	69,124,166	11,095,262	2,774,364	277,989,952	223,034,740	349,888,482
Segmental Assets	11,675,949,254	5,574,525,160	752,900,357	3,575,279,647	1,158,179,176	16,004,129,258
Segmental Liabilities	399,977,948	5,092,286,224	-	14,684,123,664	1,070,418,988	15,084,101,612

Explanatory Notes

1. These Interim Financial Statements of the Company have been prepared based on the Sri Lanka Accounting Standards that came into effect from 01st January 2012 (SLFRS/LKAS). There were no changes to the Accounting Policies and methods of computation since the publication of the Audited Financial Statements for the Year Ended 31st March 2015. Further, these Interim Financial Statements have been prepared in compliance with the requirements of the Sri Lanka Accounting Standard 34 (LKAS 34) on Interim Financial Reporting. Previous year figures and phrases have been re-arranged wherever necessary to conform to the current presentation.
2. There are no material events that took place after the reporting date that require adjustments to or disclosure in the Financial Statements except the following.
- 2.1 As per the Central Bank guidelines on Investment Tax Relief on Financial Sector Consolidation, a Deferred Tax gain of Rs. 282 Mn on the purchase consideration paid to owners of former Orient Finance PLC has been recognised to the comprehensive income, to the extent of future profit estimates.
- 2.2 There is no income tax liability since qualifying payment on acquisition of Assets and Liabilities of former Orient Finance PLC can be deducted from the assessable income.
- 2.3 The company has increased its Ordinary Shares by way of a sub-division thereof without any changes to the stated capital of the Company. Sub division has been done by splitting every one existing ordinary share into 10 ordinary shares. Accordingly the number of shares has been increased to 76,518,370 without any change to the Stated Capital of the Company.
- 2.4 Pursuant to the Shareholder approval at the Extraordinary General Meeting held on 25th June 2015, the Assets and Liabilities of Orient Finance PLC (OFP) were amalgamated with Bartleet Finance PLC (BFP) in terms of part VIII of section 239 of Companies act No. 07 of 2007.
- Further BFP is the surviving entity upon the completion of the amalgamation and continues its activities as a single legal entity which is a licensed finance Company. The amalgamation is effective from 16th July 2015, the date approved by the Registrar of Companies.
- Subsequently on 14th August 2015 the Company was renamed as Orient Finance PLC.
- e Out of the total Goodwill on the acquisition of Orient Finance PLC, Rs.236 Mn has been allocated as Brand Value of former Orient Finance PLC and balance 572 Mn has been recognized as Goodwill in the Balance Sheet.
3. All known expenses have been provided for in these Financial Statements.
4. There are no significant changes in the nature of the Contingent Assets or Contingent Liabilities which were disclosed in the Audited Financial Statements for the year ended 31st March 2015.

ORIENT FINANCE PLC
NOTES TO THE FINANCIAL STATEMENTS

Ordinary Share Information

The Company's Ordinary Shares are not quoted in the Colombo Stock Exchange (CSE).

<u>Stated Capital</u>	<u>30th September 2015</u>	<u>30th September 2014</u>
Value of Ordinary Shares (Rs.)	306,189,810	306,024,990
No. of Ordinary Shares	76,518,370	7,650,624

Shareholders as at 30th September 2015

<u>Name</u>	<u>No. of Shares</u>	<u>%</u>
1. Janashakthi PLC	76,481,120	99.95%
2. Mr. N. A. De Silva	12,500	0.02%
3. Mrs. M.C.N. De Saram	12,500	0.02%
4. Mr. D. C.R. Gunawardena	20	0.00%
5. Mr. C.P. Malalanayake	10	0.00%
6. Mr. K.C.S. Jayatilaka	1,100	0.00%
7. Mr. E.A.N.K. Abeyawardena	11,020	0.01%
8. Mr. C.T.A. Schaffter	10	0.00%
9. Mr. P.A. Schaffter	10	0.00%
10. Mr. R. Schaffter	10	0.00%
11. Mrs. M. Mathews	10	0.00%
12. Mr. D. Schaffter	10	0.00%
13. Mrs. L.S. Schaffter	10	0.00%
14. Mrs. E.S. Schaffter	10	0.00%
15. Mrs. E.A.M.S. Schaffter	10	0.00%
17. Mr. J.P. Mathews	10	0.00%
18. Mrs. T.S. Schaffter	10	0.00%
Total	76,518,370	100.00%

Directors' Shareholding as at 30th September 2015

<u>Name of the Director</u>	<u>No. of Shares</u>	<u>%</u>
1. Dr. D.C. Jayasuriya PC - Chairman	-	-
2. Mr. Prakash Schaffter	10	-
3. Mr. Ramesh Schaffter	10	-
4. Mrs. Lakshmi K. Gunatilake	-	-
5. Mr. D. Sarath P. Wikramanayake	-	-
6. Mr. Ananda W. Atukorala	-	-
7. Mr. K. M. A. T. B. Tittawella	-	-
8. Mr. A. I. Fernando	-	-
9. Ms. Minette D. A. Perera	-	-
Total	20.00	-

CEO's Shareholding as at 30th September 2015

Mr. Suresh M. Amerasekera	-	-
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Public Holding as at 30th September 2015	37,150	0.03%
Number of Public Shareholders	6	

ORIENT FINANCE PLC

NOTES TO THE FINANCIAL STATEMENTS

Listed Debenture Information		
Debenture	30-Sep-15	30-Sep-14
Debentures Issued in 2011 (Deb. 01)	204,000,000	204,000,000
Debentures Issued in 2014 (Deb. 02)	1,000,000,000	-
	<u>1,204,000,000</u>	<u>204,000,000</u>
	<u>30th September 2015</u>	<u>30th September 2014</u>
Debenture 01		
Market Prices - Debenture		
Highest price	93.78	100.00
Lowest price	83.78	83.78
Last traded price	93.78	83.78
Debenture 02		
Market Prices - Debenture		
Highest price	Not Traded as at 30	
Lowest price	Sep 2015	
Last traded price		
Debt to Equity Ratio (Times)	15.40	10.51
Interest Coverage Ratio (Times)	1.15	1.17
Liquid Asset Ratio	20.44%	16.00%
Interest Rate of Comparable Government Securities	7.33%	8.93%
Interest Yield as at Date of Last Trade (28/09/2015)	13.86%	12.88%
Yield to maturity of trade done on (28/09/2015)	21.92%	12.37%

CORPORATE INFORMATION

NAME OF THE COMPANY

Orient Finance PLC

LEGAL FORM

A public limited liability company incorporated on 24th July 1981 under the Companies Act No.17 of 1982 and was re-registered in terms of the Companies Act No. 07 of 2007 on 27th July 2009.

The Company is registered under the Finance Business Act No.42 of 2011 and Finance Leasing Act No.56 of 2000.

COMPANY REGISTRATION NUMBER

PB 1079 PQ (previous PVS/PBS 7651)

TAX PAYER IDENTIFICATION NUMBER

104076513

BOARD OF DIRECTORS

Dr. D.C. Jayasuriya PC - Chairman

Mr. Prakash Schaffter

Mr. Ramesh Schaffter

Mrs. Lakshmi K. Gunatilake

Mr. D. Sarath P. Wikramanayake

Mr. Ananda W. Atukorala

Mr. K. M. A. T. B. Tittawella

Mr. Indrajith Fernando

Ms. Minette D. A. Perera

STOCK EXCHANGE LISTING

The Debentures of the Company are listed on the Main Board of the Colombo Stock Exchange of Sri Lanka.

HEAD OFFICE

18, Sri Sangaraja Mawatha

Colombo 10

Tel : 0117 577 577

Fax : 0117 444 200

Web : www.orientfinance.com

E-mail : orientfinance@orient.lk

COMPANY SECRETARY

KHL Corporate Services Ltd,

No. 02, Deal Place, Colombo 03

Tel : 0112 639 878

Fax : 0112 639 868

EXTERNAL AUDITORS

BDO Partners,

Chartered Accountants,

"Charter House", 65/2,

Sir Chittampalam A Gardiner Mawatha,

Colombo 02.

ACCOUNTING YEAR END

31st March

ANNEXURE A - COLLECTION POINTS

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

Managers to the Issue

Kenanga Investment Corporation Ltd
4th Floor, Landmark Building,
No. 385, Galle Road, Colombo 03.
Tel: +94 11 523 8441
Fax: +94 11 523 8442

Registrars to the Issue

K H L Corporate Services Limited
No. 2, Deal Place, Colombo 03
Tel: +94 11 263 9878
Fax: +94 11 263 9868

Bankers to the Issue

Seylan Bank PLC
Seylan Towers
No 90, Galle Road, Colombo 03
Tel: +94 11 2 008 888
Fax: +94 11 2 421 597

Members of the CSE

Acuity Stockbrokers (Private) Limited
Level 6, Acuity House,
53, Dharmapala Mawatha, Colombo 03.
Tel : 011 2 206 206
Fax : 011 2 206 298-9
E-mail : sales@acuitystockbrokers.com

Asha Phillip Securities Limited
2nd Floor, Lakshmans Building,
321, Galle Road, Colombo 03.
Tel : 011 2 429 100
Fax : 011 2 429 199
E-mail : apsl@ashaphillip.net

Asia Securities (Private) Limited
Level 21, West Tower, World Trade Centre,
Echelon Square, Colombo 01.
Tel : 011 2 423 905 / 011 5 320 000
Fax : 011 2 336 018
E-mail : enquiry@asiacapital.lk

Assetline Securities (Private) Limited
120, 120A, Pannipitiya Road, Battaramulla.
Tel : 011 4 700 111 / 011 2 307 366
Fax : 011 4 700 112
E-mail : colombo.dpglobal@dpmcfs.com

Bartleet Religare Securities (Private) Limited
Level "G", "Bartleet House"
65, Braybrooke Place, Colombo 02.
Tel : 011 5 220 200
Fax : 011 2 434 985
E-mail : info@bartleetstock.com

Capital TRUST Securities (Private) Limited
42, Sir Mohamed Macan Markar Mawatha,
Colombo 03.
Tel : 011 2 174 174
Fax : 011 2 174 173
E-mail : inquiries@capitaltrust.lk

CT CLSA Securities (Private) Limited
4-14, Majestic City,
10, Station Road, Colombo 04.
Tel : 011 2 552 290-4
Fax : 011 2 552 289
E-mail : info@ctclsa.lk

First Capital Equities (Pvt) Limited
01, Level 02, Lake Crescent, Colombo 02.
Tel : 011 2 145 000
Fax : 011 5 736 264
E-mail : inquiries@firstcapital.lk

J B Securities (Private) Limited
150, St. Joseph Street,
Colombo 14.
Tel : 011 2 490 900 / 077 2 490 900-1
Fax : 011 2 430 070
E-mail : jbs@jb.lk

John Keells Stockbrokers (Private) Limited
186, Vauxhall Street, Colombo 02.
Tel : 011 2 342 066-7
Fax : 011 2 342 068
E-mail : jkstock@keells.com

Lanka Securities (Private) Limited
228/2, Galle Road, Colombo 04.
Tel : 011 4 706 757 / 011 2 554 942
Fax : 011 4 706 767
E-mail : lankasec@sltnet.lk

NDB Securities (Private) Limited
5th Floor, NDB Building
40, Navam Mawatha, Colombo 02.
Tel : 011 2 314 170-8
Fax : 011 2 314 181
E-mail : mail@ndbs.lk

Somerville Stockbrokers (Private) Limited
137, Vauxhall Street, Colombo 02.
Tel : 011 2 329 201-5 / 011 2 332 827 / 011 2 338 292-3
Fax : 011 2 338 291
E-mail : ssb-web@sltnet.lk

Trading Members

Capital Alliance Securities (Private) Limited
Level 5, "Millennium House"
46/58, Navam Mawatha, Colombo 02.
Tel : 011 2 317 777
Fax : 011 2 317 788
E-mail : general@capitalalliance.lk

Claridge Stockbrokers (Private) Limited
10, Gnanartha Pradeepa Mawatha, Colombo 08.
Tel : 011 2 697 974
Fax : 011 2 689 250
E-mail : csb@mackwoods.com

First Guardian Equities (Private) Limited
32nd Floor, East Tower, World Trade Centre,
Echelon Square, Colombo 01
Tel : 011 5 884 400
Fax : 011 5 884 401
E-mail : info@firstguardianequities.com

Navara Securities (Private) Limited
25-2/1, Milepost Avenue, Colombo 03.
Tel : 011 2 358 700-20
Fax : 011 5 005 551

Entrust Capital Markets (Private) Limited
Level 15, East Tower, World Trade Centre,
Echelon Square, Colombo 01.
Tel : 011 5 500 600 / 011 5 500 698
Fax : 011 2 565 699
E-mail : info@serendibsb.com

Nation Lanka Equities (Private) Limited
44, Guildford Crescent, Colombo 07.
Tel : 011 4 889 061-3 / 011 2 684 483
Fax : 011 2 688 899
E-mail : info@nlequities.com

S C Securities (Private) Limited
2nd Floor, 55, D. R. Wijewardena Mawatha,
Colombo 10.
Tel : 011 4 711 000-1
Fax : 011 2 394 405
E-mail : ceo@sampathsecurities.lk

Candor Equities Ltd
Level 8, South Wing, Millennium House,
46/58, Navam Mawatha, Colombo 02.
Tel : 011 2 359 100
Fax : 011 2 305 522
E-mail : info.cel@candorh.com

Enterprise Ceylon Capital (Private) Limited
27th Floor, East Tower, World Trade Centre,
Echelon Square, Colombo 01.
Tel : 011 2 333 000
Fax : 011 2 333 383
E-mail : info@ecc.lk

LOLC Securities (Private) Limited
Level 18, West Tower, World Trade Centre,
Echelon Square, Colombo 01
Tel : 011 7 880 880
Fax : 011 2 434 771

Richard Pieris Securities (Pvt) Ltd
55/20, Vauxhall Lane, Colombo 02.
Tel : 011 5 900 800
Fax : 011 2 330 711
E-mail : dilruk@rpsecurities.com

SMB Securities (Private) Limited
102/1, Dr N. M. Perera Mawatha,
Colombo 08.
Tel : 011 4 388 138
Fax : 011 2 670 294
E-mail : admin@smbsecurities.lk

Softlogic Stockbrokers (Private) Limited
06, 37th Lane, Queens Road, Colombo 03.
Tel : 011 7 277 000
Fax : 011 7 277 099
E-mail : info@equity.softlogic.lk

Taprobane Securities (Private) Limited
2nd Floor, 10, Gothami Road, Colombo 08.
Tel : 011 5 328 200
Fax : 011 5 328 277
E-mail : info@taprobane.lk

TKS Securities (Private) Limited
4th Floor, 245, Dharmapala Mawatha,
Colombo 07.
Tel : 011 7 857 799
Fax : 011 7 857 857
E-mail : info@tkslk

Seylan Bank-Branches**Contact No.**

Ambalantota	047-2225482/3/4
Aralaganwila	027-2257274 / 027-2257275
Akkaraipatthu	0672279781/0672279782/
Akuressa	0412284951 / 0412284952
Ambalangoda	091-228010/2256154
Ampara	063-2224897-9
Anuradapura	025-2224649/ 4580940
Attidiya	2738453 / 4203565 / 2729696 / 2722967
Awissawella	036-2222007 / 5673333
Balangoda	045- 2287007 / 2288028
Bambalapitiya	011-2506295, 011-2506294
Batticaloa	065- 2224419 / 2224587
Bandaragama	038-2290706 / 4290263
Badulla	055-2223414 / 4499524
Bandarawela	057-2223144 /2231085
Bogawantalawa	052-2267576
Borella	2681191-22/2678189
Beliatte	047-2243619 /2251478
Battaramulla	0112-876102/03
Boralesgamuwa	2517548-9
Beruwala	034-2279887 / 034-2279211
Bowatta	032-2245771 / 032-2245752
Colombo Fort Branch	2445840-3/4714655
Colombo Gold Centre	011-2339840 / 011-2339841
Cinnamon Gardens	2694966/2683726
Chavakachcheri	021-2270526/021-2270525
Chilaw	032-2222121/4860550
Chankanai	021-3205965 / F 021-2250025
Chenkalady	065-3063525 / 065-2241511
Dambulla	066-2283022/367
Dehiwala	2726395/4210756-7
Dehiattakandiya	027-2250268-9
Dam Street	011-2345797 / 4718344 / 4718345
Dummalasuriya	032-2242221 / 2242223
Embilipitiya	047-2230340/1 /4379635
Eppawala	025-2249923/4 F- 025-2249922
Gampaha	033-2222618 / 2230717
Godagama	011-2895741/2
Galle	091-2223514 / 5454647
Galenbidunuwewa	025-2258778 / 025-2258777
Gampola	081-2352741-2 / 4485435
Ganemulla	033-2260230 / 2260738
Grandpass	2331726-7 / 2451061
Gothatuwa (Kotikawatte)	011-2410985 / 011-2411256
Hambantota	047-220507 / 2220518
Hikkaduwa	091-2276964,091-2276965
Homagama	4442021-2 / 2855065
Hingurakgoda	027-2246242 / 027-2246087
Horana	034-2261176 / 2261018
Hatton	051-2222347 / 2222234
Havelock Town	2596550-3 / 2597497
Ingiriya	034-2269754 / 034-2268390
Jaffna	021-2223047 / 2225073
Ja-ela	2237421 / 5858373

Kalubowila	4202648 / 5557567
Kantale	0262234478-9
Kiribathgoda	2910581 / 2912378 / 2908113
Kochchikade	031-2277661 / 2277580
Kaduruwela	027 2225319/027 2225320
Kadawatha	2925594-5 / 4816821
Kandy	081-2232767 / 2233484
Kegalle	035-2223538 / 2222100
Kelaniya	011-2987321 / 011-2987322
Koggala	091-2283390
Kurunegala	037-2223581-2 / 2224276
Kotiyakumbura	035-2289035 / F-035-2289067
Kekirawa	025-2264590-1 / 2263215
Kattankudy	065-2247456 / 2246625
Kilinochchi	021-2285310
Kalutara	034-2225035-7 / 5081841
Kalmunai	067-2225841/2225842/
Katunayaka	225256 / 6225146 / 2252567
Kottawa	2842682-3 / 4304784
Kollupitiya	2576910-3
Kirindiwela	033-2269709 / F 033- 2269606
Kirulapone	011-2829054 / 011-2803001 / F 011-2768432
Kotahena	0112-447041 / 0112-337911 F-2399660
Katuneriya	031-2255209, 031-2257764, 031-2253149
Kuliyapitiya	037-2281450 / 4696450
Kalawanchikudy	065-2251536 / 065-2251823 / F-065-2251535
Maradagahamula	031-2246377 / 2246096
Maradana	2473281 / 2473773
Medawachchiya	025-2245383/F-025-2245384
Meegoda	2830820 / 2830817
Moneragala	055-2276212 / 21 / 164
Maharagama	2841997-9
Mahiyanganaya	055-2258112/3/4
Malabe	4547400 / 2560403
Millenium Branch	2456135/ 2456141
Mount Lavinia	2731266-7 / 4213194
Minuwangoda	011-2299004 / 011-2294199
Manampitiya	027-2224455
Mannar	023-2223241-3
Moratuwa	011-2655555
Manipay	021-2255526 / 021-2256245 / F-021-2255527
Mirigama	033-2273001-2
Matara	041-2221181-2 / 2222393
Matugama	034-2247544-5 / 034-4931350
Matale	066-2223241-2 / 4460123
Moratumulla	0011-2652084 / 011-2652094
Mullativu	021-2290065/2290066
Mawathagama	037-2298666 / F-037-2296366
Mawanella	035-2246007 / 2246988
Nochiyagama	025-2257220 / F-025-2257324
Negombo	031-2224334/6 / 2233054
Nelliyady	021-3205961-3
Nittambuwa	033-2295270-1
Nawalapitiya	054-2222056-7 / 2222018
Nuwara Eliya	052-2223026 / 2234338
Narammala	037-2248764/5/45

Nugegoda	2811180-1 / 2809955
Nawala	2806727 / 2807329
Old Moor Street	011-2447537 / 2447539
Pelmadulla	045-2275034 / 2275625
Pettah	2337823-5 / 2441471
Pitakotte	0112827871-2 / F 0112827873
Pallekele	081-2423958 / F-081-2423135
Piliyandala	2604982-3
Panadura	038-2233172-3 / 2238355
Polonnaruwa	027-2223168-9 / 2224590
Pussellawa	081-2478131 / 2 / 5
Puttalam	032-2265194 / 2265580
Raddalugama	2292778/ 2292252
Rideegama	037-2252690,037-2252691,
Ratnapura	045-2225801-2
Ranpokunagama	033-2282242 / 033-2283266
Ruwanwella	036-2267446 / 2267445
Sarikkalimulla	038-42828445
Soysapura	011-2622756 / 2623939 / 5524673
Trincomalee	026-2227701-2 / 222277704
Thalawakele	052-2258635
Tissamaharama	047-2237161 / 2 / 3
Udappu	032-2258830 / 34
Veyangoda	033-2295050-1 / 033-2295051
Vavuniya	024-2222633-4 / 2220077
Wadduwa	038-2294672, 038-2294205
Wellawatte	2593405/4510030
Wijerama	011-2803001 / 011-2803154
Warakapola	035-2267628-9 / 2267100
Welimada	057-2245617 / 2244628
Weliweriya	033-2255291 / 4814717
Wattala	4814717 / 2946266
Yakkala	033-2226378 / 2227014
Yatiantota	036-2271480 / F 036-2271481

ANNEXURE B - INDEPENDENT VALUATION



The Board of Directors
Bartleet Finance PLC,
Level 3, No. 2,
Deal Place,
Colombo 03.

18 August 2015

Attn: Mr. Asela Wijayabandara

Dear Sir,

Final Report Regarding the Valuation of Bartleet Finance PLC

We enclose our final report with regard to valuation of Bartleet Finance PLC ("BFN") post amalgamation with Orient Finance PLC ("ORIN").

This report has been prepared on the basis of fieldwork carried out up to 05 August 2015. We have completed the work required to enable us to report fully in accordance with the terms of reference set out in the engagement letter dated 16 July 2015.

We have not undertaken to update our report for events and circumstances arising after 16 July 2015. In carrying out our work, we have relied upon information provided by the Management of BFN and have not audited the information provided therein. Accordingly, we make no representations as to its accuracy and completeness.

For our report to be quoted or referred to, in whole or in part, our prior written consent should be obtained on the same.

The terms of reference for this report, included as part of the Engagement Letter, have been agreed by you and we will not accept responsibility to any other party to whom the report may be shown or who may acquire a copy

The report should be read in conjunction with the Letter of Engagement signed by BFN and KPMG (refer Appendix 1).

Yours faithfully,

KPMG



Terms of Engagement

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Terms of Engagement

- KPMG Deal Advisory ("KPMG") was appointed by Bartleet Finance PLC ("BFN", "Client"), to act as financial advisors in relation to carrying out a share valuation ("Project East", "Engagement") of BFN post their amalgamation with Orient Finance PLC
- KPMG's role is to provide a Share Valuation Range for 100% of the equity of BFN as at 30 July 2015 ("Valuation Date")
- This memorandum is prepared only for Management decision making purposes, in relation to the IPO of BFN. KPMG has given a range of values by providing an independent fair value range of the share, based on a number of methodologies. It will be the Management's prerogative to select a value for the respective purpose. KPMG will not be responsible for the ultimate selection of the value.
- This memorandum is addressed to the BOD of BFN and is intended for their decision making purposes only. However, KPMG has agreed with the Client that this memorandum can be shared and communicated along with the Prospectus in connection to the IPO of BFN. Nevertheless, this report can not be communicated, in whole or in part, to any other third party without KPMG's prior written consent.
- This memorandum is prepared based on the information sources listed in Appendix 2, KPMG has not independently verified the factual accuracy of the information presented in this memorandum, and has relied upon the directors of BFN to provide us with written representation that the information contained in this memorandum is materially accurate and complete, fair in the manner of its portrayal and therefore forms a reliable basis for the share valuation.
- This memorandum is based on information gathered or provided to KPMG which KPMG has not independently verified. KPMG, nor affiliated partnerships or bodies corporate, nor the directors, shareholders, managers, partners, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information contained in the report. All such parties and entities expressly disclaim any and all liability for or based on or relating to any such information contained herein, or errors or omissions from this memorandum or based on or relating to the use of this memorandum
- Further, the Client agrees to indemnify and hold harmless KPMG, its directors, employees and agents from and against any and all costs, expenses, losses, claims, demands, actions, suits or proceedings paid, incurred or suffered by or made or initiated against them or any of them by any third party arising out of or in connection with this engagement, except to the extent that any such costs, expenses, claims, demands, actions, suits or proceedings arise from our wilful default. In any event, our liability would be restricted to a maximum of one time our fees as per our Letter of Engagement.

Disclaimer

- Due to the inherent uncertainties and unforeseen factors affecting a share valuation, KPMG does not accept responsibility or liability for any loss or damage which may arise as a result of any decisions made based on the contents of this report.
- We have made all inquiries that we believe are desirable and appropriate in order to arrive at the conclusion of value range.
- It is the responsibility of the Company to decide the share price based on the value indications given in this report.
- As of the report date, the Company has obtained approval from the Central Bank of Sri Lanka for the name change from Bartleet Finance PLC to Orient Finance PLC. A copy of the certificate is available for reference in Appendix 7.

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Glossary of Terms

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BFN	Bartleet Finance PLC	MMM	Market Multiples Methodology
Bn	Billion	Mn	Million
CAPM	Capital Asset Pricing Model	NAV	Net Asset Value
Client	Bartleet Finance PLC	NBFI	Non Banking Financial Institutions
Company	Bartleet Finance PLC	NIM	Net Interest Margin
CSE	Colombo Stock Exchange	ORIN	Orient Finance PLC
FYE	Financial Year Ended	PBV	Price to Book Value
IPO	Initial Public Offer	PER	Price to Earnings Ratio
LKR	Sri Lankan Rupees	RI	Residual Income
LTTM	Latest Trailing Twelve Months	ROA	Return on Assets
Management	Management of Bartleet Finance PLC	ROE	Return on Equity

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Executive Summary

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Company Profile

Bartleet Finance PLC (BFN) was incorporated in 1981, under the Companies Act No.17 of 1982 and was re-registered in terms of the new Companies Act No. 07 of 2007 on 27th July 2009. Licensed by the Monetary Board of the Central Bank of Sri Lanka to accept fixed deposits from the public. The Company is registered under the Finance Leasing Act No. 56 of 2000 and Finance Business Act No. 42 of 2011. The Company in compliance with the Central Bank regulations, listed debenture notes and thus became a listed company.

Principal Activity of the Company

BFN provides full range of financial services including mobilization of deposits, hire purchase, leasing, pledge loans, trade financing, factoring, real estate development, equity investment, asset and portfolio management and related services.

Transaction Background

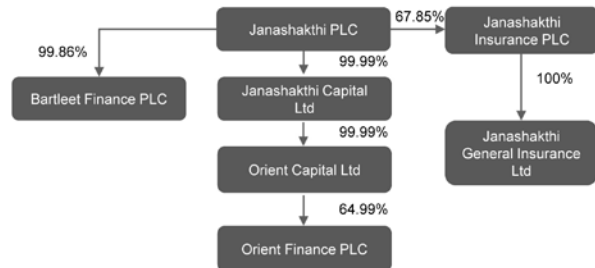
The Board of Directors of BFN and ORIN have resolved to amalgamate ORIN with BFN whereby the amalgamated entity will be BFN.

KPMG has been approached by BFN to carry out a Share Valuation of BFN as at 30 July 2015, post the amalgamation with Orient Finance PLC (ORIN).

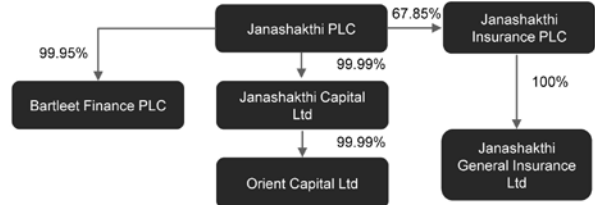
For every one ordinary voting share in ORIN as at the date of amalgamation, LKR 14.97 will be paid by BFN, to shareholders who will opt not to receive shares in BFN. This amount, in total is expected to be LKR 1.73Bn, and will be funded temporarily through a loan.

Prior to listing, there will be a share split where the post-amalgamation share of BFN will be split into 10 shares. Through the IPO, the Company plans to issue 71.5 Mn shares at LKR 15.00 each, raising LKR 1.08 Bn in new equity. The proceeds of the IPO will be used to settle a portion of the loan taken by BFN to acquire ORIN.

Group Structure - Pre Amalgamation



Group Structure - Post Amalgamation



Source – Management

Valuation Background

BFN has engaged KPMG to carry out an independent valuation of the Company, as per CSE listing rules section 3.1.4, pertaining to consideration of shares in an IPO (please refer Appendix 5 for additional details).

As such, KPMG has carried out the valuation of the BFN Group "as at the listing date", and has considered the IPO proceeds in the valuation. The range of values given below provides an independent opinion on the fair value range as at the date of the IPO, and does not constitute a recommendation.

Methodologies Used – Share Valuation

The Share Valuation has been carried out utilizing the audited and unaudited financial statements of the Company. The methodologies considered for the Share Valuation are:

- Net asset based methodology
- Market multiples methodology
- Residual income methodology

Investment Tax Relief

The Management have indicated that this transaction will qualify for the investment relief as proposed by the Financial Sector Consolidation Plan.

We note that the tax bill for 2015 contains an investment relief in relation to finance sector consolidation where the purchase consideration could be claimed as a qualifying payment relief for tax purposes. However the bill has not been passed by the Parliament and therefore does not have legal validity as of the date of this report. Hence we have not considered the investment relief for the purpose of this valuation.

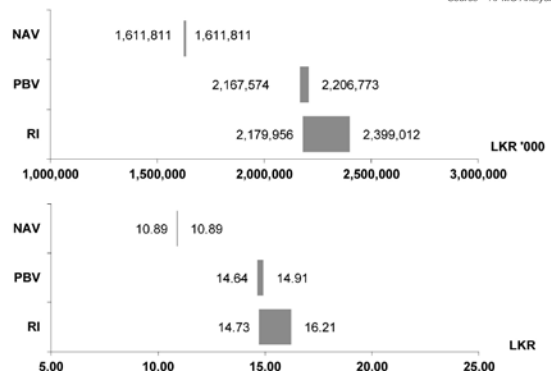
Key Points:

- The above value range does not constitute a recommendation as to whether to carry out the transaction based on this valuation.
- The value of BFN is in the range of LKR 1.61 Bn (NAV) to LKR 2.40 Bn (RI) indicating a per share value of LKR 10.89 (NAV) to LKR 16.21 (RI) as at 30 July 2015.
- The indicative PBV multiples for the above value range is between 1.00x to 1.49x based on the NAV of the share.
- Management assumptions made for the forecasts used in the RI method are available in Page 17.
- The Company was re-named as "Orient Finance PLC" on 14 August 2015 (refer Appendix 7).

Equity value of BFN post amalgamation

Equity valuation summary							
Methodology	Per share value in LKR		Total value in LKR '000		Implied PBV (x)		
	Min	Max	Min	Max	Min	Max	
NAV	10.89	10.89	1,611,811	1,611,811	1.00	1.00	
PBV	14.64	14.91	2,167,574	2,206,773	1.34	1.37	
RI	14.73	16.21	2,179,956	2,399,012	1.35	1.49	

Source – KPMG Analysis



Bartleet Finance PLC Post Amalgamation, Pre IPO

The equity position of the merged entity immediately following the amalgamation is as follows;

Equity	
Stated capital	306,190
Reserve fund	171,017
Revaluation reserve fund	116,472
AFS reserves	(3,374)
Accumulated profit/ (loss)	(50,995)
Total equity	539,310

Source – Management

Please refer Appendix 03 (page 29) for the balance sheet of the merged entity.

The balance sheet given for the merged entity has been prepared by the Management and the fair value of assets of ORIN was assumed to be equal to the book values by the Management. The resulting Goodwill is LKR 803.10 Mn.

Public Holding - Post IPO

The Client has confirmed that shares will be issued through the IPO at LKR 15.00 per share, with 71.5 Mn new shares being issued. This constitutes to approximately 48% of the ownership of BFN being held by the public.

No of Shares	
Currently in Issue	7,650,624
Offer Subscribed	1,213
	7,651,837
Share Split (1:10)	10
No. of Shares	76,518,370
Shares to be issued at IPO	71,500,000
No. of Shares after the IPO	148,018,370
No. of Shares ('000)	148,018
Percentage of public holding	48%

The Share Valuation was carried out taking into account/using the number of shares post the proposed share split which had been approved by the Board of Directors on 25 June 2015 and the Central Bank of Sri Lanka on 28 July 2015, pending the shareholders' approval at the Extraordinary General Meeting which will be held at a later date.

Source – KPMG Analysis

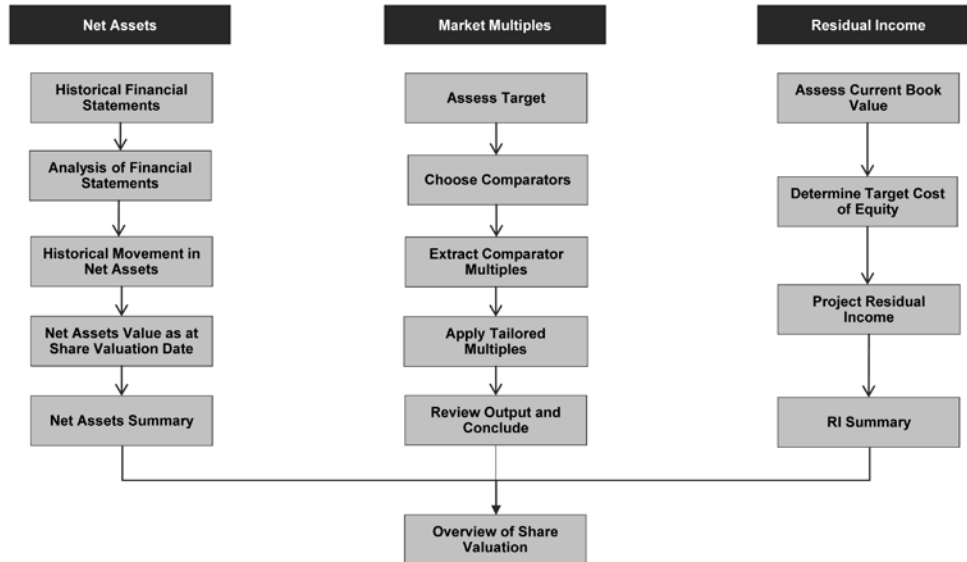
Key Points:

- It is the responsibility of BFN to decide the price at which shares are to be issued which is fair and reasonable to the entity and to all existing shareholders, based on the value indications given in this report.
- KPMG is neither a related party of the applicant entity as defined in SLAS nor has a significant interest or financial connection with the applicant entity/group.
- KPMG is a member of good standing in a professional association relevant to the valuation assignment undertaken and has the necessary skills and resources available at their disposal to arrive at a competent independent opinion in determining fair value range.
- The background, qualifications and experience of KPMG and the valuation team can be referred to in Appendix 6 (page 38).
- KPMG has made all the inquiries that they believe are desirable and appropriate in order to arrive at a competent independent opinion.

Methodology and Approach

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The methodology applied in carrying out the Share Valuation is summarised below:



Basis of Share Valuation

- This report values a 100% of the equity of BFN as at 30 July 2015.

Share Valuation methodology

- Value is derived by applying one or more of the following Share Valuation methodologies:
 - ❖ Net assets based methodology
 - ❖ Market multiples methodology
 - ❖ Residual income methodology

Net Assets Methodology	<ul style="list-style-type: none"> ■ Under a net assets approach, total value is based on the sum of net asset value plus, if appropriate, a premium to reflect the value of intangible assets not recorded on the balance sheet. ■ A premium is added, if appropriate, to the marked-to-market net asset value, reflecting the profitability, market position and the overall attractiveness of the business. The net asset value, including any premium, can be matched to the "book" net asset value, to give a price to book multiple, which can then be compared to that of similar transactions or quoted companies. ■ A net asset methodology is most applicable for businesses where the value lies in the underlying assets and not the ongoing operations of the business (e.g. real estate holding companies). A net asset approach is also useful as a cross-check to assess relative risk of businesses (e.g. relative levels of tangible asset backing).
Market Multiples Methodology	<ul style="list-style-type: none"> ■ An earnings based approach estimates a sustainable level of future earnings for a business ("maintainable earnings") and applies an appropriate multiple to those earnings, capitalizing them into a value for the business. The earnings bases to which a multiple is commonly applied include Revenue, EBITDA, EBIT, PAT (P/E) and Equity (P/BV). ■ In considering the maintainable earnings of the business being valued, factors to be taken into account include whether the historical performance of the business reflects the expected level of future operating performance, particularly in cases of development, or when significant changes occur in the operating environment, or the underlying business is cyclical. ■ An earnings approach is typically used to provide a market cross-check to the conclusions reached under a theoretical DCF approach.
Residual Income Methodology	<ul style="list-style-type: none"> ■ Residual Income is an approach to equity valuation that formally accounts for the cost of equity capital. "Residual Income" is the excess income after accounting for the opportunity costs measured relative to the book value of Shareholders' equity. ■ Residual income is calculated by deducting an equity charge from the earnings during the year. The equity charge is calculated as the beginning book value multiplied by the cost of equity. ■ As per the Residual Income Methodology the intrinsic value of the company is its current book value of the Company plus the present value of future residual income

Expected Return

- In theoretical terms the cost of equity should reflect the average rate of return required by the equity holders
- The built up cost of equity is analogous to the Capital Asset Pricing Model ("CAPM") in that the risk free interest rate as represented by the latest available 10 year treasury bond rate plus an equity risk premium attributed to the unsystematic risk specific to the company is considered

$$K_e = R_f + \text{Equity Risk Premium} + \text{Alpha}$$

- As such, we have considered for the Share Valuation a risk free rate of 8.89% which is the 10 year treasury bond rate as at 15 June 2015, to which an equity risk premium of 5.0% and an Alpha of 4.0% was added. Thus, for the purpose of this Share Valuation the required rate of return is 17.89%
- The Alpha of 4.0% was added to account for the business specific risks and forecasting risk in the financial projections provided by BFN given the aggressive growth in disbursements in the explicit period.



Key Points

- The computed cost of equity is 17.89%
- The required rate of return has been computed using a build up model where a risk premium and an alpha is considered over the risk free rate

Share Valuation and Interpretation

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Net asset computation	
As at 30 June 2015	Mgmt Accts
Currency LKR '000	
Total assets	15,068,127
Total liabilities	(14,528,816)
Net assets value	539,311
IPO proceeds	1,072,500
Net assets value (post IPO)	1,611,811
Number of shares '000	148,018
NAV per share (post IPO)	10.89

Assets	
As at 30 June 2015	Mgmt Accts
Currency LKR '000	
Property, plant and equipment	470,149
Goodwill - merger	803,101
Investment in CRIB	31
Land held for sale	-
Leasing, HP and loans	10,879,059
Factoring	808,555
Pawning	13,513
Deferred tax	43,794
Investment in treasury bond/bills	1,080,476
Other assets	333,104
Cash and cash equivalents	636,345
Total assets	15,068,127

Liabilities	
As at 30 June 2015	Mgmt Accts
Currency LKR '000	
Borrowing	3,210,870
Fixed deposits	8,334,855
Current tax liability	54,498
Security margin	2,586
Retirement benefit	54,152
Other liabilities	2,871,855
Total liabilities	14,528,816

Source - Management financial statements, KPMG analysis

Key Points

- The value of BFN based on the NAV methodology is LKR 1.61 Bn (post IPO) indicating a per share value of LKR 10.89

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Price to Book Value Methodology

- Under PBV methodology, BFN was valued based on two scenarios.
- The following companies were selected as comparables due to the similarities of total asset size with the asset value of the post merged entity;
 - Alliance Finance Company PLC
 - Senkadagala Finance PLC
 - Softlogic Finance PLC
 - Vallibel Finance PLC
- Under scenario 1 a PBV multiple of 1.34 times was used, being the average PBV of the NBFi Industry as at 31 March 2015 (Refer Appendix 4 for the detailed workings).
- Under scenario 2 a PBV multiple of 1.37 times was used, being the average PBV multiple of the comparable companies excluding outliers as at 31 March 2015 (Refer Appendix 4 for the detailed workings).
- In the calculation of multiples for the industry and for the comparable companies, the closing share prices as at 15 July 2015 and the latest available trailing 12 month financial information were used (Refer Appendix 4 for multiple calculations of comparable companies).

Price to book value methodology	
Scenario 01	
Average PBV of NBFi industry (x)	1.34
Total equity (post IPO)	1,611,811
Value of Equity - '000	2,167,574
No of ordinary shares '000	148,018
Equity value per share	14.64

Price to book value methodology	
Scenario 02	
Average PBV of comparable companies (x)	1.37
Total equity (post IPO)	1,611,811
Value of Equity - '000	2,206,773
No of ordinary shares '000	148,018
Equity value per share	14.91

Source - Management accounts, forecasted financial statements, interim financial statements of comparable companies, KPMG Analysis

Key Points

- The value of BFN based on PBV methodology is in the range of LKR 2.17 Bn to LKR 2.21 Bn, indicating a per share value range of LKR 14.64 to LKR 14.91

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Residual Income Methodology			
Period LKR '000	Q2-Q4 2016	FYE 2017	FYE 2018
Explicit period			
Beginning book value	1,611,811	1,659,470	2,019,595
Net profit	53,249	400,139	566,696
Dividends	(5,589)	(40,014)	(56,670)
Forecast book value	1,659,470	2,019,595	2,529,621
Cost of equity	17.9%		
Equity charge	216,265	296,879	361,306
Residual income	(163,016)	103,260	205,390
Discount factor	0.8839	0.7497	0.6360
Discounted residual income	(144,086)	77,419	130,622
PV of residual income	63,955		
Terminal value			
Terminal residual income	205,390		
Adjustment for taxes	(56,670)		
Terminal residual income (post adj)	148,720		
Terminal growth rate	2.00%		
Terminal multiplier	6.42		
Terminal period residual income	954,656		
Discounted terminal year residual income	607,135		
Equity value			
Adjusted opening book value	1,611,811	71%	
Explicit period	63,955	3%	
Terminal period	607,135	27%	
Value of equity	2,282,900	100%	
No of shares '000	148,018		
Equity value per share	15.42		

- Refer Appendix 3 for the detailed forecasted financial statements provided by the Management of BFN.
- The value of BFN as per RI methodology is subject to the achievability of the forecasts made by the Management.
- The assumptions provided by the Management relating to the forecasts are available in the following page.
- An alpha of 4.0% was added when estimating cost of equity, to account for the forecasting risk in the financial projections and the aggressive disbursements and cost reduction plans in the explicit period. Detailed workings for the methodology used to approximate cost of equity can be referred to in Page 12.
- RI was discounted using a cost of equity of 17.89%. Further, a 2.00% growth rate was assumed during the terminal period.
- The scenario analysis table below highlights the change in per share value in response to changes in both the cost of equity and the terminal growth rate.

Scenario Analysis - Excl Consolidation Tax Benefit						
		Cost of equity				
		16.9%	17.4%	17.9%	18.4%	18.9%
Terminal growth rate	1.0%	2,414,638	2,325,278	2,241,354	2,162,394	2,087,980
	1.5%	2,440,921	2,348,309	2,261,494	2,179,956	2,103,240
	2.0%	2,468,969	2,372,837	2,282,900	2,198,590	2,119,403
	2.5%	2,498,966	2,399,012	2,305,698	2,218,396	2,136,552
	3.0%	2,531,122	2,427,005	2,330,027	2,239,489	2,154,780

Source - Management financial statements, KPMG analysis

Key Points

- The value of BFN based on the RI methodology is in the range of LKR 2.18 Bn to LKR 2.40 Bn, indicating a per share value range of LKR 14.73 to LKR 16.21

Assumptions made by the Management

- An IPO at LKR 15.00 per share, with 71.5 Mn new shares to take place immediately after the amalgamation of BFN and ORIN. As per the Management, IPO funds will be utilized to retire short term borrowings and to improve capital base and the maturity mismatch.
- Dividend payout ratio of 10% for the next three years.
- Total number of business centers to be reduced to 32.
- As per the Management there won't be forced staff reductions and will be covered from normal staff turnover and back office staff to be reduced by 30-50.
- Overhead costs to be rationalized within two months of the amalgamation.
- It is assumed that during the forecasted period the impairment charges gradually increase from 3.0% to 3.5% of the total portfolio.
- Tax losses carried forward for ORIN was confirmed as LKR 616.70 Mn and for BFN as LKR 179.68 Mn. The statutory tax rate of 28% was assumed to be applicable in the terminal period.

Source- Management

Appendices

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Appendix 1 Terms of Engagement

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16th July 2015

The Board of Directors,
Orient Finance PLC,
Level 3, No. 3, Deaf Place,
Colombo 03.

Attn: Mr. Asoka Wijeyewardene

Dear Sir,

DEAL ADVISORY SERVICES – BARTLETT FINANCE PLC

We are writing to outline to the Board of Directors of Orient Finance PLC ("OFPL") ("the Client") in connection with the proposed acquisition of Bartlett Finance PLC ("BFIN") ("the Target") from the acquisition of Orient Finance PLC ("OFPL") and in this connection appointing KPMG to carry out the Valuation.

We are pleased to confirm that we are interested in assisting you as Financial Advisors in undertaking this engagement to provide you advisory services in connection with the Proposed Engagement.

This engagement letter ("this letter") sets out below, our understanding of and the proposed terms of reference for this engagement. This letter also specifies the services we are to deliver, the engagement team we have assigned to you, how you will communicate with us and the other terms and conditions governing our relationship. We request you to read this letter carefully and confirm your agreement with its terms by signing and returning to us the enclosed duplicate.

1. Background

We understand that BFIN, having its Registered Office at Level 3, No. 3, Deaf Place, Colombo 03 has approached KPMG to carry out a Valuation for internal decision making purposes. The Valuation will be carried out on the BFIN Group, after the acquisition of OFPL.

KPMG would advise the Client in determining a range of prices for the acquisition, which would be based on a number of methodologies. Based on this range of prices, it will be your prerogative to select a price for the respective purpose.

BFIN will provide the necessary financial statements, forecasts and assumptions for the purpose of the engagement. KPMG will not take ownership of the projections, we will only assess the reasonability of the forecasts and assumptions considered in the preparation of the financial information.

2. Our scope of work

We have described below the scope of work that KPMG will undertake ("the services") for this engagement.

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Deal Advisory Services – Bartlett Finance PLC

The determination of a Valuation would be driven by a host of industry and company related factors. Our work will utilize a variety of methodologies appropriate to the circumstances of this exercise and specifically may include methodologies based on:

Residual Income (RI)

Residual Income is an approach to equity valuation that formally accounts for the cost of equity capital. "Residual Income" is the excess income after accounting for the opportunity costs incurred relative to the book value of shareholders' equity.

Residual Income is calculated by deducting net equity charge from the earnings during the year. The equity charge is calculated as the beginning book value multiplied by the cost of equity.

As per the Residual Income methodology, the intrinsic value of the Company is its current book value plus the present value of future residual income.

Market Multiple Methodology

Market multiples are derived from the comparable companies and/or the relevant industry trading multiples. An appropriate multiple is applied to the company's earnings and/or book value, which would result into a value for the business. The earnings ratios to which a multiple is commonly applied include Revenue (multiple: P/Sales, EV/Sales), EBITDA (multiple: EV/EBITDA), EBIT (multiple: EV/EBIT), and PAT (multiple: P/E), whereas book value basis is commonly represented by the constant shareholders' equity, where a P/BV multiple will be applied. An earnings approach is typically used to provide a market cross-check to the conclusions reached under a financial DCF approach.

Net Book value

The net book value method normally provides the floor valuation of a business and takes into consideration the book value of assets and liabilities.

BFIN will be responsible for providing financial statements (prepared on the same basis as the audited financial statements) as at the Valuation date and the projections/budgeted information for a period of the next six months, and the underlying assumptions. We will depend on the projections and assumptions provided by you and will not verify the underlying assumptions. KPMG will only consider the reasonableness of the underlying assumptions used in preparing the projections.

3. Procedures

The procedures to be used in nature and extent will be based on your information needs, and will include interview and analysis, to gather relevant information. Furthermore, such procedures do not constitute an audit in accordance with Sri Lanka Auditing Standards and therefore, we do not express an opinion or make any other form of representation regarding the sufficiency of the procedures we performed for your informational needs. Unless otherwise indicated, our opinions will be directed at, and the data gathered will be obtained from BFIN's personnel.

4. Fees

Our fees are based upon our estimates of the time required for the individuals assigned to the engagement to complete their work and the necessary degree of skill and experience of the staff

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Appendix 1 Terms of Engagement (Cont.)

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members concerned, in estimating the time required to perform the assignment we necessarily take account of such factors as the scope of the engagement and the time frame.

Based on the above, our fees for this engagement will be LKR 300,000/- plus applicable local taxes.

Our fees will be payable as follows:

- 50% of the total professional fee of LKR 300,000/-, plus applicable local taxes on your acceptance of this letter; and
- The balance, plus out of pocket expenses and applicable local taxes on submission of our draft report

5. Deliverable

Our Valuation of BFN would be reliant on the provision of information by BFN, which we would ask you to represent to us as being accurate and not misleading and without material omissions. We would then include this information within a factual memorandum prepared for BFN. The factual memorandum would include a section on the proposed financial information.

The Valuation would be provided in the form of a written report which would set out the methodologies used, the assumptions underlying each methodology, the results of such methodology and a summary of the Valuation results.

Thus the deliverables would be:

- A Factual Memorandum
- A Valuation Memorandum

All our deliverables will be for internal decision making of BFN.

6. The Engagement Team we have assigned to you

We have selected a team of professionals and support staff to undertake this Engagement. These staff will be under the immediate supervision and control of the Engagement Partner, Mr. Shihada Gooneratne. They will be assisted by other staff as necessary.

7. Timetable and responsibilities

We estimate that we will take two (2) working weeks from the receipt of the required information to provide you a draft report. Based on the correctness of its facts, you would sign factual accuracy letters furnished by us. An additional one (1) week will be taken to provide the final reports once BFN provides confirmation on the draft reports by signing the respective factual accuracy letters.

In order for us to carry out work in accordance with the required timetable, it will be important that we can be assured of the availability and co-operation of the management and staff of BFN in providing the information we may require.

While it will be our endeavour to complete the engagement in as short time as possible, as set out above, you would appreciate, this may need to be revised and updated if there are undue delays in providing us the requested information.

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8. Arrangements relating to updating reports

Because of its special nature, our report may not be suited for any purpose other than to assist you in the Valuation of BFN for the purpose of internal decision making by the Client, as such will be restricted for the stated purposes only. Additionally, our reports will indicate that we have no obligation to update our report or to revise the information contained therein because of events and transactions occurring subsequent to the date of the reports.

9. Restrictions on distribution of KPMG's report

As is usual, our reports are provided on the basis that they are for your information only and that they will not be quoted or referred to, in whole or in part, without our prior written consent.

10. Information, documents and working papers

Files, work papers and correspondence generated by KPMG and relating to this engagement shall be the sole property of KPMG.

11. Third party rights

This engagement shall not create or give rise to, nor shall it be intended to create or give rise to any third party rights. No third party shall have any right to enforce or rely on any provision of this engagement letter, which does or may confer any right or benefit on any third party, directly or indirectly, expressly or impliedly. The application of any legislation giving to or conferring on third parties contractual or other rights in connection with this engagement letter shall be excluded. No KPMG person shall be deemed to be a third party for the purposes of this clause.

12. Circumstances beyond the control of BFN or KPMG

Neither BFN nor KPMG shall be in breach of their contractual obligations nor shall either party incur any liability to the other if BFN or KPMG are unable to comply with this engagement letter as a result of any cause beyond BFN or KPMG's reasonable control. In the event of any such occurrence affecting one of the parties, that one shall be obliged as soon as reasonably practicable to notify the other.

13. Waiver, assignment and sub-contractors

Failure by any one of us (i.e., BFN or KPMG) to exercise or enforce any rights available to us shall not amount to a waiver of any rights available to either of us.

Neither of us shall have the right to assign the benefit or burden of this engagement letter without the written consent of the other of us.

KPMG shall have the right to appoint sub-contractors to assist in delivering the services under this engagement letter as members of the engagement team but KPMG shall consult and obtain the approval of BFN before doing so.

14. Notices

Any notice to BFN or KPMG delivered under this engagement letter shall be in writing and delivered to our respective addresses appearing in this engagement letter (or such other address as may be notified in writing).

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Appendix 1 Terms of Engagement (Cont.)

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15. Severability

Each clause or term of this engagement letter constitutes a separate and independent provision. If any of the provisions of this engagement letter are judged by any court or authority of competent jurisdiction to be void or unenforceable, the remaining provisions shall continue in full force and effect.

16. Entire agreement

This engagement letter and any documents incorporated hereto by reference sets out the entire agreement and understanding between BFN and KPMG in connection with the services mentioned above. Any modifications or variations to this letter must be in writing and signed by an authorized representative of BFN and KPMG.

17. Headings

The headings of the clauses contained in this engagement letter are for ease of reference only and shall not affect its interpretation hereof.

18. Standard terms and conditions

The standard terms set out in Appendix 1 (General Terms of Business - Advisory), will also govern the relationship between KPMG and the Client, on this engagement.

19. Indemnification and limitation of liability

By approving this assignment, you agree to indemnify us from certain risks inherent in projects of this nature. Specifically, you agree to indemnify and hold us harmless against and from any and all losses, claims, damages or liabilities to which we may become subject in connection with our report and other communication, under Sri Lankan law or otherwise. We shall not be indemnified to the extent of such losses, claims, damages or liabilities resulting from our bad faith or gross negligence (where BFN itself was not guilty of gross negligence or bad faith) in performing our services. In the event KPMG is requested pursuant to subpoena or other legal process to produce its documents relating to this engagement for BFN in judicial or administrative proceedings to which KPMG is not a party, BFN shall reimburse KPMG as stated below in responding to such a request.

You agree that the liability to you of this firm, its partners and employees (in contract or tort or under statute or otherwise) for any economic loss or damage suffered by you arising out of or in connection with this work, however the loss or damage is caused shall be limited to the amount of fees paid to us. We accept the benefits of this agreement in light and trustee for each of our partners, employees and agents.

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20. Cancellation

We look forward to working with you in relation to this assignment. Your confirmation of the acceptance of these arrangements, by signing and returning a copy of this letter to us, would be appreciated.

If you wish to discuss the contents of this Engagement Letter, please contact Mr. Shihada Gooneratne on +94 115 426 400.

Yours faithfully,

KPMG

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Acknowledgment

The terms and conditions of this engagement letter and attachments have been read and understood by the Board of Directors of SBH ("BOD") and I am authorized on behalf of the BOD to agree to and accept them.

On behalf of Orient Finance PLC:

Authorized Signature: 
Name: Sri Lanka
Designation:
Date: 18th July 2015

KPMG
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 (Client Account)
 200, St. Michael Street, Market Street,
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 Internet: www.kpmg.com

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31st August 2015

The Board of Directors,
Orient Finance PLC,
(Formerly Bartlett Finance PLC)
No. 18, Sri Sangaraja Mawatha,
Colombo-18.

Attn: Mr. Anila Wijesundere

Dear Sirs,

ADDENDUM TO THE ENGAGEMENT LETTER DATED 18th JULY 2015

Bartlett Finance PLC ("BFPN") has engaged KPMG to carry out a valuation of BFPN post the acquisition of Orient Finance PLC ("ORFIN"). Bartlett Finance PLC as of 18th August 2015 has obtained approval from the Central Bank of Sri Lanka for the name change from Bartlett Finance PLC to Orient Finance PLC.

Further to the KPMG Letter of Engagement dated 18th July 2015, for the provision of Deal Advisory Services, we wish to bring to your kind attention, the following modifications to the original LoE.

Restrictions on distribution of KPMG's report

As the valuation will be required for purposes of fulfilling the CSB listing requirements, we hereby permit Orient Finance PLC to make references and to include extracts from the KPMG valuation report in the Prospectus, which will be published in relation to the IPO of Orient Finance PLC.

All other terms and conditions will remain the same as per the LoE dated 18th July 2015.

Conclusion and Acceptance

Once you have formally acknowledged acceptance of this Addendum, it will form part of the LoE and be governed by the Standard Terms and Conditions set out in Appendix 1 of the original LoE.

Please confirm your agreement to and acceptance of the terms of this letter by signing and returning to us the enclosed copy. If there are any aspects that you wish to discuss, please do not hesitate to contact Mr. Shalika Gooneswera - Principal, KPMG on +94 115 426 484.

Yours faithfully,



KPMG

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Acknowledgment

The terms and conditions of this addendum have been read and understood by the Board of Directors of Orient Finance PLC ("BOD") and I am authorized on behalf of the BOD to agree to and accept them.

On behalf of Orient Finance PLC (Formerly Bartlett Finance PLC):

ORIENT FINANCE PLC

Signature: 
CHIEF EXECUTIVE OFFICER

Name: ANILA WIJESUNDERE

Designation: CHIEF EXECUTIVE OFFICER

Date: 31st August 2015



Appendix 2 Sources of Information

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All the following documents and information sources have been considered for this Share Valuation:

- Audited financial statements for the years ended 31 March 2011- 2015
- Management accounts for the three months ended 30 June 2015
- Financial projections for three years from 2016-2018
- Information provided by the Management
- Central Bank of Sri Lanka – www.cbsl.lk
- Colombo Stock Exchange – www.cse.lk/home.do



Appendix 3 Historical and Forecasted Financials - BFN

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Income statement					
FYE 31 March	2011	2012	2013	2014	2015
LKR '000	Audited	Audited	Audited	Audited	Audited
Revenue	1,150,826	1,178,760	1,552,160	1,605,010	1,362,664
Interest income	780,287	1,054,055	1,336,170	1,465,703	1,283,087
Interest expenses	(487,491)	(614,026)	(964,202)	(1,039,248)	(805,279)
Net interest income	292,796	440,029	371,969	426,455	477,807
Fee and commission income	-	27,643	17,813	17,684	15,502
Net trading income/(expenses)	-	(250)	2,109	10,138	(1,253)
Other income	370,540	97,312	196,068	111,484	65,329
Total operating income	663,335	564,734	587,959	565,761	557,385
Impairment charges	-	(20,725)	(139,033)	(50,000)	(188,292)
Net operating income	663,335	544,008	448,926	515,761	369,093
Personnel costs	(98,103)	(167,838)	(159,305)	(143,566)	(134,102)
Depreciation of property, plant and equipment	-	(46,586)	(47,514)	(20,719)	(24,495)
Provision for staff retirement benefits cost	(4,063)	-	-	-	-
Other operating expenses	(83,792)	(239,063)	(220,931)	(281,095)	(206,314)
Finance costs	(236,361)	-	-	-	-
	(422,320)	(453,487)	(427,750)	(445,380)	(364,911)
Profit from operations	241,015	90,522	21,177	70,381	4,182
Value added tax on financial services	(14,049)	-	-	-	-
Profit before tax	226,966	90,522	21,177	70,381	4,182
Income tax expenses	(4,902)	(16,416)	(13,625)	(13,014)	-
Profit for the year	222,063	74,105	7,552	57,367	4,182

Source- Management

Balance Sheet					
As at 31 March	2011	2012	2013	2014	2015
LKR '000	Audited	Audited	Audited	Audited	Audited
Assets					
Cash and balances due from banks	123,477	118,154	161,989	200,985	194,035
Due from banks and other financial institutions	88,065	43,210	23,233	25,672	27,259
Loans and advances to customers	3,005,992	4,981,731	5,323,316	5,615,826	4,933,960
Financial investments- available for sale	339,300	355,016	186,024	11,120	3,200
Financial investments- held for maturity	588,493	729,076	1,061,579	1,165,133	695,741
Real estate stocks	134,959	108,662	90,754	78,299	47,227
Amount due from related party	4,000	5,000	147,236	-	265,826
Economic service charges recoverable	8,405	18,706	23,022	23,022	25,744
Other debtors, deposits and prepayments	123,825	56,843	79,000	78,969	92,794
Differed interest expense on securitization loans	22,191	39,034	-	-	-
Income tax- Refund	(3,300)	54	54	54	54
Three-w heeler stock	-	38,693	101	-	-
Property, plant and equipment	186,512	203,261	292,713	533,064	446,864
Investment property	42,882	42,882	59,000	128,000	-
Capital work in progress	218,514	248,718	255,105	-	-
Total assets	4,883,315	6,989,039	7,703,127	7,860,144	6,732,704
Equity and liabilities					
Liabilities					
Due to customers	3,630,633	5,075,410	5,747,762	6,463,960	5,580,072
Interest bearing borrow ings	457,294	1,032,409	923,320	378,751	118,380
Differed tax	-	17,023	37,287	50,301	50,301
Subordinated term debt	-	204,000	204,000	204,000	204,000
Retirement benefit obligations	23,279	27,015	32,138	36,521	44,883
Other liabilities	177,734	193,470	254,573	165,098	165,069
Total liabilities	4,288,940	6,549,327	7,199,080	7,298,731	6,162,705
Shareholders funds					
Stated capital	61,205	61,205	306,025	306,025	306,025
Statutory reserve	142,375	157,196	158,707	170,180	171,017
Reverse reserve	70,000	70,000	-	-	-
Available for sale reserve	(1,380)	(185,667)	(191,901)	(7,778)	(3,374)
Investment fund reserve	685	1,868	1,868	1,868	-
Revaluation reserve	41,400	40,258	148,095	148,095	116,472
Retained earnings	280,089	294,852	81,252	(56,977)	(20,140)
Total equity	594,375	439,712	504,046	581,413	589,999
Total liabilities and equities	4,883,315	6,989,039	7,703,127	7,860,144	6,732,704

Source- Management

Income statement					
FYE 31 March	2011	2012	2013	2014	2015
Currency LKR '000	Audited	Audited	Audited	Audited	Audited
Revenue	334,622	523,225	836,361	1,076,075	1,229,524
Interest income	295,693	432,324	738,462	992,642	1,121,811
Interest expenses	(128,398)	(140,496)	(349,903)	(486,905)	(500,466)
Net interest income	167,295	291,827	388,560	505,737	621,345
Impairment charge/(Write Back)	-	6,815	(31,080)	(146,371)	(252,233)
Other income	34,929	90,902	97,899	83,433	107,713
Net operating income	202,224	389,544	455,378	442,799	476,825
Personnel costs	(67,723)	(86,888)	(117,671)	(166,914)	(203,167)
Premises, equipment and establishment expenses	(26,227)	(29,885)	(40,575)	(49,913)	(61,562)
Other overhead expenses	(47,185)	(62,247)	(89,670)	(115,967)	(128,836)
Reversal of provision for doubtful debts	11,217	-	-	-	-
Profit from operations	72,306	210,524	207,463	110,006	83,260
Value added tax on financial services	(13,033)	(9,370)	(9,498)	(12,660)	(16,987)
Profit before tax	59,273	201,155	197,964	97,346	66,273
Income tax expenses	8,665	(66,571)	(29,106)	(18,788)	(16,742)
Profit for the year	67,937	134,584	168,859	78,558	49,530

Source- Management



Appendix 3
Historical and Forecasted Financials - ORIN (cont...)

PRIVATE AND CONFIDENTIAL

Balance Sheet					
As at 31 March	2011	2012	2013	2014	2015
LKR '000	Audited	Audited	Audited	Audited	Audited
Assets					
Cash and cash equivalents	5,914	10,288	26,423	38,065	51,903
Available for sale financial assets	-	-	18,913	81,335	224,841
Loans and receivables from customers	1,099,741	2,278,146	3,385,692	4,489,267	6,100,885
Trade and other receivables	60,792	91,241	-	61,071	131,034
Differed tax asset	102,311	57,246	49,912	43,794	43,794
Investment in CR&B	31	31	31	31	31
Intangible assets	5,110	3,406	3,501	1,768	1,143
Property, plant and equipment	12,910	23,033	47,632	46,267	32,722
Investment securities	-	70,633	32,325	127,937	498,339
Other receivables	-	-	75,651	3,886	-
Non current assets held for sale	-	-	10,000	10,000	10,000
Total assets	1,286,809	2,534,025	3,650,079	4,903,419	7,094,692
Equity and liabilities					
Liabilities					
Bank overdrafts	233,619	303,078	416,281	71,086	143,865
Deposits from customers	-	-	316,401	1,473,272	2,579,728
Interest bearing borrowings	584,404	1,382,956	1,934,036	2,285,675	1,963,715
Unsubordinated term debt	-	-	-	-	1,023,595
Related party payables	50	500	-	-	-
Current tax payable	13,818	4,593	21,506	-	12,212
Trade and other payable	141,444	185,750	150,097	203,665	465,916
Non interest bearing security deposits	11,488	2,040	2,712	3,547	2,813
Retirement benefit obligations	7,301	6,044	6,521	7,482	10,752
Total liabilities	992,123	1,884,963	2,847,553	4,044,727	6,202,596
Shareholders funds					
Stated capital	277,500	500,000	500,000	500,000	500,000
Reserve fund	6,742	13,567	22,010	25,938	28,414
Investment fund	-	11,294	20,772	27,796	-
Available for sale fair value reserve	-	-	2,234	2,994	(6)
Retained earnings	10,444	124,201	257,509	301,963	363,687
Total equity	294,686	649,062	802,525	858,691	892,096
Total liabilities and equities	1,286,809	2,534,025	3,650,079	4,903,419	7,094,692

Source- Management

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Appendix 3
Historical and Forecasted Financials – Combined Entity (cont...)

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Combined Income Statement				
Period	3ME	FYE	FYE	FYE
LKR '000	30 June 2015	2016	2017	2018
Revenue	612,486	3,028,880	4,839,838	6,001,161
Interest income	544,132	2,785,389	4,659,838	5,794,161
Interest expenses	(287,673)	(1,665,976)	(2,749,938)	(3,405,897)
Net interest income	256,459	1,119,413	1,909,900	2,388,264
Fee and commission income	30,975	-	-	-
Other income	37,379	243,491	180,000	207,000
Total operating income	324,813	1,362,904	2,089,900	2,595,264
Impairment charges	(123,844)	(564,996)	(827,967)	(1,021,167)
Net operating income	200,969	797,908	1,261,934	1,574,097
Direct staff costs	(40,908)	(150,397)	(158,960)	(188,352)
Other staff costs	(59,598)	(238,531)	(200,000)	(220,000)
Administration and establishment	(72,667)	(254,612)	(264,664)	(277,937)
Marketing expenses	(14,576)	(74,150)	(70,000)	(80,000)
Profit from operations	13,220	80,218	570,310	807,808
Value added tax on financial services	(3,557)	(10,355)	(70,136)	(99,439)
Profit before tax	9,663	69,864	500,174	708,369
Income tax expenses	(7,021)	(13,973)	(100,035)	(141,674)
Profit for the year	2,642	55,891	400,139	566,696
Dividends		5,589	40,014	56,670

Source- Management

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Historical and Forecasted Financials – Combined Entity (cont...)

Combined Balance Sheet	
As at 30 June	2015
Currency LKR '000	Mgmt Acct
Assets	
Property, plant and equipment	470,149
Goodwill - merger	803,101
Investment in CRIB	31
Land held for sale	-
Leasing, HP and loans	10,879,059
Factoring	808,555
Pawning	13,513
Deferred tax	43,794
Investment in treasury bond/bills	1,080,476
Other assets	333,104
Cash and cash equivalents	636,345
Total assets	15,068,127
Liabilities	
Borrowing	3,210,870
Fixed deposits	8,334,855
Current tax liability	54,498
Security margin	2,586
Retirement benefit	54,152
Other liabilities	2,871,855
Total liabilities	14,528,816
Equity	
Stated capital	306,190
Reserve fund	171,017
Revaluation reserve fund	116,472
AFS reserves	(3,374)
Accumulated profit/ (loss)	(50,995)
Merger reserve	-
Total equity	539,310
Total liabilities and equity	15,068,127

Source- Management

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Historical and Forecasted Financials – Ratio Analysis (cont...)

Bartleet Finance PLC				
	2012	2013	2014	2015
Key Ratios				
Net interest margin	9.1%	6.0%	6.3%	7.4%
ROE	14.3%	1.6%	10.8%	0.7%
ROA	1.2%	0.1%	0.7%	0.1%
Total assets growth	43.1%	10.2%	2.0%	-14.3%
Total deposit growth	39.8%	13.2%	12.5%	-13.7%
Impairment charges/Interest bearing assets	0.4%	2.1%	0.7%	3.2%
Advances to deposit	98.2%	92.6%	86.9%	88.4%
Interest income margin	21.8%	21.5%	21.6%	20.0%
Interest expense margin	11.8%	14.6%	14.9%	12.4%
Interest spread	10.0%	6.9%	6.7%	7.5%
Cost to income	40.2%	36.5%	30.9%	40.6%

Orient Finance PLC				
	2012	2013	2014	2015
Key Ratios				
Net interest margin	17.2%	13.6%	12.7%	11.6%
ROE	28.5%	23.3%	9.5%	5.7%
ROA	7.0%	5.5%	1.8%	0.8%
Total assets growth	96.9%	44.0%	34.3%	44.7%
Total deposit growth	N/A	N/A	365.6%	75.1%
Impairment charges/Interest bearing assets	-0.3%	0.9%	3.2%	4.1%
Advances to deposit	N/A	1070.1%	304.7%	236.5%
Interest income margin	25.5%	25.9%	25.0%	21.0%
Interest expense margin	11.2%	16.1%	15.0%	10.5%
Interest spread	14.3%	9.8%	10.0%	10.5%
Cost to income	32.9%	33.4%	44.5%	52.5%

Source- KPMG Analysis

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Common Size Analysis - BFN Income Statement

FYE 31 March	2012 Audited	2013 Audited	2014 Audited	2015 Audited
Interest income	89.4%	86.1%	91.3%	94.2%
Interest expense	52.1%	62.1%	64.8%	59.1%
Net interest income	37.3%	24.0%	26.6%	35.1%
Fee and commission income	2.3%	1.1%	1.1%	1.1%
Net trading income/(expenses)	0.0%	0.1%	0.6%	-0.1%
Other income	8.3%	12.6%	6.9%	4.8%
Total operating income	47.9%	37.9%	35.2%	40.9%
Impairment charges	1.8%	9.0%	3.1%	13.8%
Net operating income	46.2%	28.9%	32.1%	27.1%
Personnel costs	14.2%	10.3%	8.9%	9.8%
Depreciation of property, plant and equipment	4.0%	3.1%	1.3%	1.8%
Other operating expenses	20.3%	14.2%	17.5%	15.1%
Profits from operation	7.7%	1.4%	4.4%	0.3%
FBT	7.7%	1.4%	4.4%	0.3%
PAT	6.3%	0.5%	3.6%	0.3%

YoY Growth Analysis - BFN Income Statement

FYE 31 March	2012 Audited	2013 Audited	2014 Audited	2015 Audited
Interest income	35.1%	26.8%	9.7%	-12.5%
Interest expense	26.0%	57.0%	7.8%	-22.5%
Net interest income	50.3%	-15.5%	14.6%	12.0%
Fee and commission income	N/A	-35.6%	-0.7%	-12.3%
Net trading income/(expenses)	N/A	-94.8%	380.6%	-112.4%
Other income	-73.7%	101.5%	-43.1%	-41.4%
Total operating income	-14.9%	4.1%	-3.8%	-1.5%
Impairment charges	N/A	570.8%	-64.0%	276.6%
Net operating income	-18.0%	-17.5%	14.9%	-28.4%
Personnel costs	71.1%	-5.1%	-9.9%	-6.6%
Depreciation of property, plant and equipment	N/A	2.0%	-56.4%	18.2%
Other operating expenses	185.3%	-7.6%	27.2%	-26.6%
Profits from operation	-62.4%	-76.6%	232.4%	-94.1%
PBT	-60.1%	-76.6%	232.4%	-94.1%
PAT	-66.6%	-89.8%	659.6%	-92.7%

Source- KPMG Analysis

Common Size Analysis - BFN Balance Sheet

As at 31 March	2012 Audited	2013 Audited	2014 Audited	2015 Audited
Cash and balances due from banks	1.7%	2.1%	2.6%	2.9%
Due from banks and other financial institutions	0.6%	0.3%	0.3%	0.4%
Loans and advances to customers	71.3%	69.1%	71.4%	73.3%
Financial investments- available for sale	5.1%	2.4%	0.1%	0.0%
Financial investments- held for maturity	10.4%	13.8%	14.8%	10.3%
Real estate stocks	1.6%	1.2%	1.0%	0.7%
Amount due from related party	0.1%	1.9%	0.0%	3.9%
Economic service charges recoverable	0.3%	0.3%	0.3%	0.4%
Other debtors, deposits and prepayments	0.8%	1.0%	1.0%	1.4%
Property, plant and equipment	2.9%	3.8%	6.8%	6.6%
Investment property	0.6%	0.8%	1.6%	0.0%
Capital work in progress	3.6%	3.3%	0.0%	0.0%
Due to customers	72.6%	74.6%	82.2%	82.9%
Interest bearing borrowings	14.8%	12.0%	4.8%	1.8%
Differed tax	0.2%	0.5%	0.6%	0.7%
Subordinated term debt	2.9%	2.6%	2.6%	3.0%
Retirement benefit obligations	0.4%	0.4%	0.5%	0.7%
Other liabilities	2.8%	3.3%	2.1%	2.5%
Stated capital	0.9%	4.0%	92.9%	4.5%
Statutory reserve	2.2%	2.1%	3.9%	2.5%
Reverse reserve	1.0%	0.0%	2.2%	0.0%
Available for sale reserve	-2.7%	-2.5%	0.0%	-0.1%
Revaluation reserve	0.6%	1.9%	0.0%	1.7%
Retained earnings	4.2%	1.1%	1.9%	-0.3%

YoY Growth Analysis - BFN Balance Sheet

As at 31 March	2012 Audited	2013 Audited	2014 Audited	2015 Audited
Cash and balances due from banks	-4.3%	37.1%	24.1%	-3.5%
Due from banks and other financial institutions	-50.9%	-46.2%	10.5%	6.2%
Loans and advances to customers	65.7%	6.9%	5.5%	-12.1%
Financial investments- available for sale	4.6%	-47.6%	-94.0%	-71.2%
Financial investments- held for maturity	23.9%	45.6%	9.8%	-40.3%
Real estate stocks	-19.5%	-16.5%	-13.7%	-39.7%
Amount due from related party	25.0%	2844.7%	-100.0%	N/A
Economic service charges recoverable	122.6%	23.1%	0.0%	11.8%
Other debtors, deposits and prepayments	-54.1%	39.0%	0.0%	17.5%
Income tax- Refund	-101.6%	0.0%	0.0%	0.0%
Property, plant and equipment	9.0%	44.0%	82.1%	-16.2%
Investment property	0.0%	37.6%	116.9%	-100.0%
Capital work in progress	13.8%	2.6%	-100.0%	N/A
Due to customers	39.8%	13.2%	12.5%	-13.7%
Interest bearing borrowings	125.8%	-10.6%	-59.0%	-68.7%
Differed tax	N/A	119.0%	34.9%	0.0%
Subordinated term debt	N/A	0.0%	0.0%	0.0%
Retirement benefit obligations	16.1%	19.0%	13.9%	22.6%
Other liabilities	8.9%	31.6%	-35.1%	0.0%
Stated capital	0.0%	400.0%	0.0%	0.0%
Statutory reserve	10.4%	1.0%	7.2%	0.5%
Available for sale reserve	13351.5%	3.4%	-95.9%	-56.6%
Investment fund reserve	172.8%	0.0%	0.0%	-100.0%
Revaluation reserve	-2.8%	267.9%	0.0%	-21.4%
Retained earnings	5.3%	-72.4%	-170.1%	-64.7%

Source- KPMG Analysis

Historical and Forecasted Financials – Ratio Analysis (cont...)

Common Size Analysis - ORIN Income Statement

FYE 31 March	2012 Audited	2013 Audited	2014 Audited	2015 Audited
Interest income	82.6%	88.3%	92.2%	91.2%
Interest expenses	26.9%	41.8%	45.2%	40.7%
Net interest income	55.8%	46.5%	47.0%	50.5%
Impairment charge/(Write Back)	1.3%	3.7%	13.6%	20.5%
Other income	17.4%	11.7%	7.6%	8.8%
Net operating income	74.5%	54.4%	41.1%	38.8%
Personnel costs	16.6%	14.1%	15.5%	16.5%
Premises, equipment and establishment expenses	5.7%	4.9%	4.6%	5.0%
Other overhead expenses	11.9%	10.7%	10.8%	10.5%
Profit from operations	40.2%	24.8%	10.2%	6.8%
Profit before tax	46.5%	-1.1%	-1.2%	-1.4%
Profit for the year	46.1%	23.7%	9.0%	5.4%

YoY Growth Analysis - ORIN Income Statement

FYE 31 March	2012 Audited	2013 Audited	2014 Audited	2015 Audited
Revenue	56.4%	59.8%	28.7%	14.3%
Interest income	46.2%	70.8%	34.4%	13.0%
Interest expenses	9.4%	149.0%	39.2%	2.8%
Net interest income	74.4%	33.1%	30.2%	22.9%
Impairment charge/(Write Back)	N/A	-556.1%	370.9%	72.3%
Other income	160.2%	7.7%	-14.8%	29.1%
Net operating income	92.6%	16.9%	-2.8%	7.7%
Personnel costs	28.3%	35.4%	41.8%	21.7%
Premises, equipment and establishment expenses	13.9%	35.8%	23.0%	23.3%
Other overhead expenses	31.9%	44.1%	29.3%	11.1%
Profit from operations	191.2%	-1.5%	-47.0%	-24.3%
Profit before tax	239.4%	-1.6%	-50.8%	-31.9%
Profit for the year	98.1%	25.5%	-53.5%	-37.0%

Source- KPMG Analysis

Historical and Forecasted Financials – Ratio Analysis (cont...)

Common Size Analysis - ORIN Balance Sheet

As at 31 March	2012 Audited	2013 Audited	2014 Audited	2015 Audited
Cash and cash equivalents	0.4%	0.7%	0.8%	0.7%
Available for sale financial assets	0.0%	0.5%	1.7%	3.2%
Loans and receivables from customers	89.9%	92.8%	91.6%	86.0%
Trade and other receivables	3.6%	0.0%	1.2%	1.8%
Differed tax asset	2.3%	1.4%	0.9%	0.6%
Intangible assets	0.1%	0.1%	0.0%	0.0%
Property, plant and equipment	0.9%	1.3%	0.9%	0.5%
Investment securities	2.8%	0.9%	2.6%	7.0%
Other receivables	0.0%	2.1%	0.1%	0.0%
Non current assets held for sale	0.0%	0.3%	0.2%	0.1%
Bank overdrafts	12.0%	11.4%	1.4%	2.0%
Deposits from customers	0.0%	8.7%	30.0%	36.4%
Interest bearing borrowings	54.6%	53.0%	46.6%	27.7%
Unsubordinated term debt	0.0%	0.0%	0.0%	14.4%
Current tax payable	0.2%	0.6%	0.0%	0.2%
Trade and other payable	7.3%	4.1%	4.2%	6.6%
Non interest bearing security deposits	0.1%	0.1%	0.1%	0.0%
Retirement benefit obligations	0.2%	0.2%	0.2%	0.2%
Stated capital	19.7%	13.7%	10.2%	7.0%
Reserve fund	0.5%	0.6%	0.5%	0.4%
Investment fund	0.4%	0.6%	0.6%	0.0%
Available for sale fair value reserve	0.0%	0.1%	0.1%	0.0%
Retained earnings	4.9%	7.1%	6.2%	5.1%

YoY Growth Analysis - ORIN Balance Sheet

As at 31 March	2012 Audited	2013 Audited	2014 Audited	2015 Audited
Cash and cash equivalents	74.0%	156.8%	44.1%	36.4%
Available for sale financial assets	N/A	N/A	330.0%	176.4%
Loans and receivables from customers	107.2%	48.6%	32.6%	35.9%
Trade and other receivables	50.1%	-100.0%	N/A	114.6%
Differed tax asset	-44.0%	-12.8%	-12.3%	0.0%
Investment in CRIB	0.0%	0.0%	0.0%	0.0%
Intangible assets	-33.3%	2.8%	-49.5%	-35.4%
Property, plant and equipment	78.4%	106.8%	-2.9%	-29.3%
Investment securities	N/A	-54.2%	295.8%	289.5%
Other receivables	N/A	N/A	-94.9%	-100.0%
Bank overdrafts	29.7%	37.4%	-82.9%	102.4%
Deposits from customers	N/A	N/A	365.6%	75.1%
Interest bearing borrowings	136.6%	39.8%	18.2%	-14.1%
Related party payables	905.3%	-100.0%	N/A	N/A
Current tax payable	-66.8%	368.2%	-100.0%	N/A
Trade and other payable	31.3%	-19.2%	35.7%	128.8%
Non interest bearing security deposits	-82.2%	32.9%	30.8%	-20.7%
Retirement benefit obligations	-17.2%	7.9%	14.7%	43.7%
Stated capital	80.2%	0.0%	0.0%	0.0%
Reserve fund	101.2%	62.2%	17.8%	9.5%
Investment fund	N/A	83.9%	33.8%	-100.0%
Available for sale fair value reserve	N/A	N/A	34.0%	-100.2%
Retained earnings	1089.2%	107.3%	17.3%	20.4%

Source- KPMG Analysis

Company	LTTM as of	Interest Income	Net Interest Income	Profit After Taxes	Total Assets	Total Equity	Market Capitalization	PER	PBV
Abans Finance PLC	3/31/2015	853,772	443,858	72,802	4,774,124	524,870	1,276,500	17.53	2.43
Alliance Finance Co. PLC	3/31/2015	3,575,629	1,753,897	364,061	20,004,773	2,480,125	2,065,500	5.67	0.83
AMW Capital Leasing and Finance PLC	3/31/2015	1,215,814	691,719	244,047	8,113,841	1,210,137	448,000	1.84	0.37
Arpico Finance Co. PLC	3/31/2015	1,014,164	488,056	269,320	6,210,207	891,634	1,190,000	4.42	1.33
Asia Asset Finance PLC	3/31/2015	850,447	369,450	101,186	5,344,408	1,285,710	1,426,653	14.10	1.11
Associated Motor Finance Co. PLC	3/31/2015	1,188,475	626,157	337,944	10,055,944	986,361	2,250,633	6.66	2.28
Bimpath Finance PLC	3/31/2015	671,346	497,295	218,879	4,617,637	963,388	2,898,027	13.24	3.01
BRAC Lanka Finance PLC	3/31/2015	521,883	359,338	177,595	3,768,144	765,794	-	-	-
Capital Alliance Finance PLC	3/31/2015	173,414	86,365	8,766	1,151,017	329,526	550,478	62.79	1.67
Central Finance Co. PLC	3/31/2015	12,463,439	8,359,293	3,633,279	71,203,715	24,318,596	27,269,667	7.51	1.12
Chilaw Finance PLC	3/31/2015	187,802	103,372	24,152	1,282,863	537,642	867,874	35.93	1.61
Citizens Development Business Finance PLC	3/31/2015	6,285,172	2,895,989	709,452	38,125,066	4,309,588	4,745,670	6.69	1.10
Commercial Credit and Finance PLC	3/31/2015	11,471,859	7,255,332	2,192,083	59,026,607	5,954,378	19,847,840	9.05	3.33
Commercial Leasing & Finance PLC	3/31/2015	7,907,049	5,457,869	1,593,009	45,429,078	10,123,276	26,786,396	16.81	2.65
George Steaurt Finance PLC	3/31/2015	289,637	158,495	(44,741)	1,358,004	283,776	447,750	(10.01)	1.58

- The companies highlighted were taken as comparable companies while others were excluded as they were considered as outliers.
- Market capitalization is calculated by multiplying the number of voting shares by the price per voting share. The closing share price as at 15 July 2015 was used as the share price. The prices were extracted from the CSE website.
- PER ratio is calculated as market capitalization divided by the LTTM earnings attributable to equity holders of the Parent company. It should be noted that earnings have not been adjusted due to the limited information disclosed in the interim statements.
- PBV ratio is calculated as market capitalization divided by the net assets after deducting non controlling interest and preference shares.

Source- Interim Financial Statements, KPMG Analysis

Company	LTTM as of	Interest Income	Net Interest Income	Profit After Taxes	Total Assets	Total Equity	Market Capitalization	PER	PBV
LB Finance PLC	3/31/2015	13,687,071	7,737,574	2,182,126	67,542,519	7,927,092	15,707,519	7.20	1.98
Lanka ORX Finance PLC	3/31/2015	10,871,227	5,892,915	1,483,582	67,861,900	7,993,596	11,759,999	7.93	1.47
Mercantile Investments and Finance PLC	3/31/2015	4,129,395	2,181,612	631,272	28,408,825	7,779,765	6,613,200	10.48	0.85
Merchant Bank of Sri Lanka PLC	3/31/2015	2,659,580	1,373,981	(67,480)	27,716,803	2,797,616	2,717,763	(40.28)	0.97
Multi Finance PLC	3/31/2015	202,410	83,355	3,319	1,022,341	320,919	534,597	161.07	1.67
Nation Lanka Finance PLC	3/31/2015	1,147,010	554,473	(428,650)	7,341,811	(144,200)	753,490	(1.76)	(5.23)
People's Leasing & Finance PLC	3/31/2015	19,595,091	10,244,819	4,101,542	117,160,979	22,052,859	36,968,783	9.01	1.68
Senkadagala Finance PLC	3/31/2015	3,584,911	1,838,616	482,364	18,027,000	2,481,714	3,913,653	8.11	1.58
Singer Finance (Lanka) PLC	3/31/2015	1,858,939	1,189,525	388,666	8,846,956	2,364,160	3,769,600	9.70	1.59
Sinhaputhra Finance PLC	3/31/2015	1,073,510	453,767	119,966	7,040,631	1,087,229	1,196,220	9.97	1.10
Softlogic Finance PLC	3/31/2015	3,673,995	1,592,619	216,490	20,013,834	1,949,635	2,694,009	12.44	1.38
Swarnamahal Financial Services PLC	3/31/2015	652,226	81,190	(470,613)	3,027,560	(1,275,600)	950,000	(2.02)	(0.74)
SMB Leasing PLC	3/31/2015	172,219	142,895	86,097	1,348,816	1,075,835	1,310,943	15.23	1.22
The Finance Co. PLC	3/31/2015	2,144,191	(1,022,792)	(1,843,022)	24,614,584	(10,707,586)	799,934	(0.43)	(0.07)
Trade Finance & Investments PLC	3/31/2015	480,285	373,698	185,799	2,179,426	930,477	-	-	-
Vallibel Finance PLC	3/31/2015	2,799,746	1,455,408	372,787	16,893,507	1,514,170	2,551,207	6.84	1.68
Average - NBFi								8.90	1.34
Average - Comparables								8.27	1.37

Source- Interim Financial Statements, KPMG Analysis

According to CSE listing rule no. 3.1.4. pertaining to consideration of shares in an IPO, a Company should meet the following requirements and it should be stated in the prospectus;

- A statement that the consideration for which the shares are to be issued is fair and reasonable to the Entity and to all existing shareholders as required by the Companies Act.
- A disclosure on the basis of determination of the consideration for which shares are to be issued (IPO Price) / Price Band in the case of Offer through Book Building (Price Band).
- Disclosures pertaining to a competent independent valuation in determining and justifying the IPO Price/Price Band in summarized form and in the event the valuation report is issued by a Firm of Valuers, qualifications and relevant experience of the individuals responsible for preparing the valuation report.
- A Declaration by the independent valuer that; the valuer is neither a related party of the applicant Entity as defined in Sri Lanka Accounting Standards nor has a significant interest or financial connection with the applicant entity and/or the group;
- The valuer is a member of good standing in a professional association relevant to the valuation assignment undertaken and has the necessary skills and resources available at his disposal to arrive at a competent independent opinion in determining the IPO Price/Price Band; and,
- The valuer has made all the inquiries that he believes are desirable and appropriate in order to arrive at a competent independent opinion.

Market Position and Reputation

KPMG is one of the oldest and largest professional practices in Sri Lanka with an illustrious history dating back over a century to inception 1897. Today, KPMG is one of the largest professional practices in the country with six offices across Sri Lanka in the districts of Colombo, Kandy, Kurunegala, Jaffna, Galle and Hambantota and having over 900 professionals and associates. KPMG has continued to lead THE LMD 50 Auditor League (Sri Lanka's only independent auditor ranking) for five consecutive years and in its most recent ratings audited 64% of THE LMD 50 companies. KPMG was also recognized as a "MOST RESPECTED ENTITY" in the year 2012 and is an ACCA Platinum Category Employer.

Clientele and Industry Insight

Our clients are key to our business and we are proud to have over 1,000 organization's in our clientele who have chosen KPMG in Sri Lanka as their advisor or auditor. Our clientele comprises over 40 multinational companies operating in Sri Lanka, over 50% of Colombo Stock Exchange listed companies and businesses across diversified industries and sectors. We understand our clients industries and the challenges they face, as well as the regulatory environment within which businesses operate. We leverage our skills, experiences and resources to provide quality advise and deliverables which help our clients to cut through complexity. Interestingly, KPMG has advised over a hundred inbound investments to Sri Lanka including a number of Strategic Development Projects.

KPMG Advisory Services in Sri Lanka

The Advisory Services Team in Sri Lanka comprise of over 100 qualified and experienced professionals with experience in carrying out a range of assignments for a large clientele. With over 20 years of experience in assisting some of the largest Multinationals, Conglomerates and Listed Companies, the team comprises of strong experience and capabilities which could deliver enhanced value to the engagement. The core competency lies in the firm's ability to provide advisory assistance across multiple areas whether it be Financials, IT, Internal Processes, Internal Controls, Data Security or related areas. Advisory resource personnel also undergo training in their focus areas both locally and overseas enabling them to keep up-to-date with global trends and developments.

In the sphere of transactions, our practice is one of the largest professional advisors to corporate and business transactions. Over the past decade, we have carried out over a hundred valuation and due diligence engagements across varied industries and also advised in a number of cross border transactions. Our Deal Advisory team extends to areas of Corporate Finance, Mergers & Acquisitions and Real Estate Advisory with in-house capabilities in business valuations, transaction advisory and real estate transaction advisory. Leveraging our experience and skill set, we strive to provide you with a value driven service focused on your business priorities.



Background of the Independent Valuer – KPMG : Recent Credentials

The following are some of the recent assignments carried out for clients in the Financial sector and other sectors;

Financial Sector

- **Valuation of Non-Banking Financial Institutes** – KPMG was approached by CBSL to carry out valuation of 11 NBFIs for the on going consolidation of NBFIs by CBSL. KPMG carried out valuation of these NBFIs using Discounted Cash Flows, Market Multiples and Residual Income Methodologies.
- **Valuation of a Large Listed Development Bank** – KPMG provided valuation assistance on a large development bank in Sri Lanka for a proposed merge. The valuation covered entities which were in to commercial banking, asset management, investment banking and stock brokering.
- **Valuation of an Islamic Financial Institute** – KPMG was approached by a local Islamic Financial Institute for a valuation of the entity for a private placement.
- **Valuation of overseas Branch of a local Commercial Bank** – KPMG in Sri Lanka carried out a valuation of the overseas branch of a local commercial bank, for internal restructuring purposes
- **Valuation of an Islamic Commercial Bank in Maldives** – KPMG in Sri Lanka was engaged by the only Sharia compliant commercial bank in Maldives to carry out a pricing analysis for financial reporting purposes
- **Valuation of Securities Companies and Stock Brokering Firm**– KPMG in Sri Lanka carried out a valuation of two securities companies and a stock brokering firm for use in the proposed merger of the three entities

Other Sectors

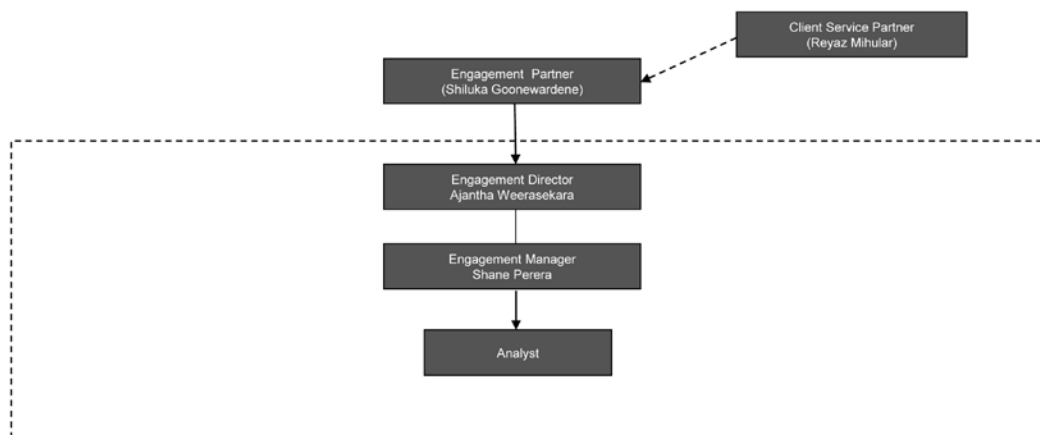
- **Valuation of an Engineering Company in Maldives** – The engagement was to value an engineering firm situated in Maldives for a divestment.
- **Valuation of a Investment Holding Company** – The valuation was carried out to determine the fair value of the holding company by valuing each subsidiary which were in hotels and investments sectors.
- **Valuation of an Infrastructure Development Entity** - The engagement involved valuing a leading infrastructure services provider in Sri Lanka for a proposed merger.
- **Valuation of a Leading Garment Manufacturer** - KPMG valued a popular shirt manufacturer in Sri Lanka for a private placement.
- **Valuation of a Beverage Manufacturing Company** – The assignment was to value the beer business of the target for a divestment. KPMG was approached by a large listed entity for the valuation.
- **Valuation of a Larger Conglomerate** - The engagement involved valuing a conglomerate which was in the business of freight, manufacturing, tourism and investments. KPMG carried out the valuation for a divestment of majority shares of the entity.

Background of the Independent Valuer – KPMG : Engagement Team

KPMG regards this proposed assignment as a key assignment and is committed to its success. Accordingly we would propose to conduct the engagement under the direct guidance and supervision of Engagement Partner, Mr. Shiluka Goonewardene Principal – Head of Deal Advisory - KPMG Sri Lanka.

The professionals selected for the engagement will comprise of a skilled team of individuals with strong experience in corporate finance including experience in business entity valuations. All key team members would be qualified professionals counting several years of experience in similar engagements.

The proposed engagement team is as follows:



Background of the Independent Valuer – KPMG : Engagement Team



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Name	Reyaz Mihular
Position	Managing Partner – KPMG Sri Lanka
Qualifications	<ul style="list-style-type: none"> • Fellow Member of the Institute of Chartered Accountants of Sri Lanka (FCA) • Fellow Member of the Chartered Institute of Management Accountants – UK (FCMA)
Experience	<ul style="list-style-type: none"> • Reyaz is the Managing Partner of KPMG in Sri Lanka. He leads a team comprising of over 900 professionals and associates. He counts over 30 years of experience in Audit and Advisory areas having led engagements in business valuations, due diligences, restructuring, accounting advisory, infrastructure advisory, mergers & acquisitions and related service engagement. • He previously served as the Regional Executive Officer of the KPMG Middle East & South Asia Regional Office where he was responsible for coordinating regional level strategy for KPMG member firms across 15 countries. He also served on KPMG's Global Corporate Finance Board, as the Head of Advisory for the KPMG MESA region and presently continues to serve as the Head of IFRS for the KPMG MESA region. • Reyaz has led engagement teams in due diligences and valuations for a vast number of cross border transactions covering both inbound investments to Sri Lanka and outbound investments by Sri Lankan companies. His experience in due diligences range from mass scale investments such as acquisitions of large state owned corporations and conglomerates to individual acquisitions of leisure properties and boutique hotels. He has also led a vast number of M&A Advisory engagements including functioning as the lead advisory in one of the single largest private placements raising over LKR 3bn for the formation of a banking entity in Sri Lanka. • His experience covers both buy side and sell side due diligences, independent reviews and advisory assistance throughout the various phases of the transaction process. • Reyaz is a Past President of the Institute of Chartered Accountants of Sri Lanka and served a five year term on the International Board of the International Accounting Standards Committee (IASC). He was also strongly involved in the development of a number of accounting standards.
Country Experience	UAE, Sri Lanka, United Kingdom, Maldives, Bangladesh, Pakistan
Domain experience	Financial Services, Infrastructure & Government, IT, Industrial Markets, Energy, Manufacturing, Consumer Markets, Leisure, Maritime & Freight

Background of the Independent Valuer – KPMG : Engagement Team



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Email: sgoonewardene@kpmg.com

Name	Shiluka Goonewardene
Position	Principal – Deal Advisory, KPMG in Sri Lanka.
Qualifications	<ul style="list-style-type: none"> • Associate Member of the Institute of Chartered Accountants of Sri Lanka (ACA)
Experience	<ul style="list-style-type: none"> • Shiluka is the Principal of the Financial Advisory Services division of KPMG in Sri Lanka. He counts over 18 years of experience in the spheres of Corporate Finance, Transaction Services, Mergers & Acquisitions and Real Estate Advisory Services and leads a team of 20 professionals and associates. • Has served as the Engagement Partner / Director in numerous advisory engagements ranging from business valuations, financial due diligences, private placements, restructuring and mergers for companies in varied industries. • Shiluka has recently led engagement teams in separate valuation engagements for three listed banking entities in Sri Lanka and a further series of valuations for leasing and financial services sector companies. • Led engagement teams in the conduct of due diligences for an overseas acquisition of a financial services company in Sri Lanka, a due diligence for an inbound investment into a banking entity in Sri Lanka and advised on the structuring of capital in relation to the setting up of an Insurance company in Sri Lanka. • Prior to rejoining KPMG, Shiluka served in the Mergers and Acquisitions Group of a multinational Fortune 500 company in the Middle East for a six year term where he was involved in a number of strategic acquisitions for the group. During his tenure with the group Shiluka was responsible for identifying viable business opportunities, evaluating and advising on due diligence, valuation and transaction structuring, presenting the financial aspects of the business case to the Executive Management and Board, and also involvement in the negotiation and closing process of transactions. • Shiluka has carried out transaction and corporate finance related assignments and projects in the United States, United Kingdom, Netherlands, China, Turkey, Algeria, Egypt, Sri Lanka, Bangladesh, Pakistan, Dubai, Iran, India and the Maldives. • Led the team that advised in a number of privatizations and restructuring engagements for several key State institutions in Sri Lanka, served as a key resource person in an advisory assignment involving the entry strategy for a multinational oil corporation in its entry to the petroleum and gas market in Sri Lanka and also led the due diligence for the divestment of a multinational financial services entity. • Serves as a Director of KPMG Sri Lanka's company secretarial and registrar services arm which advises and assists quoted companies, multinationals, inbound investments and newly incorporate companies in corporate secretarial services including liaising with the Colombo Stock Exchange, Registrar of Companies, Department of Exchange Control and the Board of Investment on requisite areas.
Domain experience	Financial Services, Infrastructure & Government, Manufacturing, Industrial Markets, IT, Chemicals, Energy, Consumer Markets, Leisure, Maritime & Freight

Background of the Independent Valuer – KPMG : Engagement Team


Contact details
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Name	Ajantha Weerasekara
Position	Director – Deal Advisory, KPMG Sri Lanka.
Qualifications	<ul style="list-style-type: none"> • Masters in Finance, London Business School • Chartered Financial Analyst (CFA) • Associate Member of the Chartered Institute of Management Accountants, UK (ACMA) • BSc. Finance (First Class), University of Sri Jayawardenepura, Sri Lanka
Experience	<ul style="list-style-type: none"> • Ajantha counts over eight years of experience in financial services in Sri Lanka and abroad, and has a successfully led and assisted in a range of advisory engagements including valuations, corporate finance, and restructuring transactions. • Has served as the Engagement Director in numerous advisory engagements ranging from business valuations, company restructuring, mergers and acquisition transactions for companies in a variety of industries. • Ajantha currently serves as the Engagement Director in a business restructuring transaction related to large listed conglomerate in Sri Lanka, which also involves detailed legal due diligence studies, accounting and tax advisory services and other transaction services. • Ajantha has recently led teams in a valuation engagement for a large banking group in relation to a merger transaction between two large banking groups in Sri Lanka. • He has led several valuation engagements in the Non Banking Financial Institutions (NBFIs) sector in Sri Lanka, in relation to the regulator lead Financial Sector Consolidation program. With regards to the same program, Ajantha currently serves as the Engagement Director on low restructuring engagements which involves preparing a business plan, valuations and providing transaction management services. • He also served as the Engagement Director in a large valuation transaction in the Beverages sector related to large conglomerates in Sri Lanka, which also involves intangible asset valuation, detailed financial due diligence, tax advisory services and accounting advisory services. • Ajantha also leads several Corporate Finance projects in Maldives by liaising with the KPMG Male office. • Prior to rejoining KPMG, Ajantha led the Corporate Finance division and Margin Trading operations in a diversified financial services company. He successfully coordinated the full-acquisition of this diversified financial services company in 2013 and was instrumental in introducing the parties to the transaction. • Ajantha has led valuation teams that have carried out earnings and asset based valuations of a number of companies across global markets such as UK, Europe, China, Hong Kong, India, Malaysia, etc. The sectors covered includes Insurance, Oil and Gas, Banks, Leisure, Retail, REITs, etc. • Experienced in leading teams to delegate responsibility, organize progress meetings to monitor performance with set milestones, prepare progress reports and deliver presentations while directly liaising with clients throughout the engagement process
Domain experience	Banking & Finance, Insurance, Financial Services, Telecommunication, Leisure, Manufacturing, Retail, Consumer goods, Food, Beverages and Tobacco

Background of the Independent Valuer – KPMG : Engagement Team


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Name	Shane Perera
Position	Assistant Manager – Deal Advisory, KPMG in Sri Lanka
Qualifications	<ul style="list-style-type: none"> • BA Business Management and Economics (First Class) - Keele University, UK • MSc Business and Management - Aston University, UK • Associate Member - Chartered Institute of Marketing (CIM – UK) • Passed Finalist - Chartered Institute of Management Accountants (CIMA – UK)
Experience	<ul style="list-style-type: none"> • Shane counts for three years of experience in deal advisory services at KPMG Sri Lanka, and has successfully lead and assisted in a range of advisory engagements including mergers and acquisitions, valuations, corporate business plans and commercial fairness opinions and several real estate projects. • Served as the team lead in the 100% divestiture of a manufacturing company in 2015. As team lead he liaised with the financial, tax, legal and technical due diligence teams to ensure a smooth transaction outcome. He also has significant exposure to various legal documentation such as the expression of interest, term sheet, share sales and purchase agreement and the escrow agreement. • Served as the team lead in fund raise process for a start-up life insurance company. As team lead he was part of investor pitch presentations to numerous organizations and high net worth individuals. • Served as a team member in carrying out a feasibility study for a large scale mixed development project worth USD 650 Mn. The project involved undertaking research into hotels, apartments, retail space and commercial office space to deliver a report and financial forecasts. • Served as a team leader and member in the preparation of transaction marketing documents, financial forecasts, financial analysis, business valuations, market & competitor analysis and country reports. • Assisted the Engagement Manager and Partner as team lead in several sell side engagements, in the investor search and identification process including short listing, contact and bid-evaluation process. • Functioned in the role of team leader and member in several valuation engagements which involved valuation methodologies such as DCF, Market Multiples and Residual Income, for a number of leading conglomerates and organizations in Sri Lanka. Further he was also involved in similar capacities for several engagements concerning the valuation of intangible assets.
Domain Experience	Agriculture, Banking & Finance, Construction, Education, FMCG, Leisure, Manufacturing, Insurance, Power and Energy, and Real Estate

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 DEMOCRATIC SOCIALIST REPUBLIC OF SRI LANKA
 P 8 1079 P 0
 The Companies Act, No. 7 of 2007
 CERTIFICATE OF INCORPORATION
 (A) නමින් සමාජ සංස්ථාව
 (B) නමින් සමාජ සංස්ථාව
 (C) නමින් සමාජ සංස්ථාව
 (D) නමින් සමාජ සංස්ථාව
 (E) නමින් සමාජ සංස්ථාව
 (F) නමින් සමාජ සංස්ථාව
 (G) නමින් සමාජ සංස්ථාව
 (H) නමින් සමාජ සංස්ථාව
 (I) නමින් සමාජ සංස්ථාව
 (J) නමින් සමාජ සංස්ථාව
 (K) නමින් සමාජ සංස්ථාව
 (L) නමින් සමාජ සංස්ථාව
 (M) නමින් සමාජ සංස්ථාව
 (N) නමින් සමාජ සංස්ථාව
 (O) නමින් සමාජ සංස්ථාව
 (P) නමින් සමාජ සංස්ථාව
 (Q) නමින් සමාජ සංස්ථාව
 (R) නමින් සමාජ සංස්ථාව
 (S) නමින් සමාජ සංස්ථාව
 (T) නමින් සමාජ සංස්ථාව
 (U) නමින් සමාජ සංස්ථාව
 (V) නමින් සමාජ සංස්ථාව
 (W) නමින් සමාජ සංස්ථාව
 (X) නමින් සමාජ සංස්ථාව
 (Y) නමින් සමාජ සංස්ථාව
 (Z) නමින් සමාජ සංස්ථාව
 I hereby certify under Section 8 of the Companies Act No. 7 of 2007 that BARTLETT FINANCE PLC
 having changed its name to ORIENT FINANCE PLC
 in accordance with the provisions of the Section 8 of the Companies Act,
 No. 7 of 2007 in this day accordingly incorporated as ORIENT FINANCE PLC
 and I hereby certify that the said company is a
 Government owned or controlled or substantially controlled company.
 Given under my hand at Colombo, this Five day of August



ANNEXURE C – CUSTODIAN BANKS

Bank of Ceylon

Head Office
11th Floor, 04, Bank of Ceylon Mawatha, Colombo 01.
Tel: 011 2 317 777 / 011 2 448 348
011 2 338 742-55 / 011 2 544 333

Banque Indosuez

C/O Hatton National Bank Limited
Cinnamon Garden Branch
251, Dharmapala Mawatha, Colombo 07.
Tel: 011 2 686 537 / 011 2 689 176

Citi Bank, N A

65 C, Dharmapala Mawatha.
P. O. Box 888, Colombo 07.
Tel: 011 2 447 316-8 / 011 2 447 318
011 2 449 061 / 011 2 328 526 / 011 4 794 700

Commercial Bank of Ceylon PLC

Commercial House
21, Bristol Street, P.O. Box 853, Colombo 01.
Tel: 011 2 445 010-15 / 011 2 381 935
011 2 430 420 / 011 2 336 700

Deutsche Bank AG

P.O. Box 314, 86, Galle Road, Colombo 03.
Tel: 011 2 447 062 / 011 2 438 057

Hatton National Bank PLC

HNB Towers, 479, T. B. Jayah Mawatha, Colombo 10.
Tel: 011 2 664 664

Union Bank of Colombo PLC

64, Galle Road, Colombo 03.
Tel: 011 2 374 100

Nations Trust Bank PLC

242, Union Place, Colombo 02.
Tel: 011 4 711 411

National Savings Bank

255, Galle Road, Colombo 03.
Tel: 011 2 573 008-15

The Hong Kong and Shanghai Banking

Corporation Limited
24, Sir Baron Jayathilake Mawatha, Colombo 01.
Tel: 011 2 325 435, 011 2 446 591
011 2 446 303, 011 2 346 422

Pan Asia Banking Corporation PLC

Head Office
450, Galle Road, Colombo 03.
Tel: 011 2 565 565

People's Bank

Head Office, 5th Floor,
Sir Chittampalam A Gardiner Mawatha, Colombo 02.
Tel: 011 2 781 481, 011 2 378 419
011 2 446 315-6, 011 2 430 561

Public Bank Berhad

340, R A De Mel Mawatha, Colombo 03.
Tel: 011 2 576 289, 011 7 290 200-7

Standard Chartered Bank

37, York Street, P. O. Box 112, Colombo 01.
Tel: 011 4 794 400, 011 2 480 000

Sampath Bank PLC

110, Sir James Peiris Mawatha, Colombo 02.
Tel: 011 5 331 441

State Bank of India

16, Sir Baron Jayathilake Mawatha, Colombo 01.
Tel: 011 2 326 133-5, 011 2 439 405-6
011 2 447 166, 011 2 472 097

Seylan Bank PLC

Level 8, Ceylinco Seylan Towers,
90, Galle Road, Colombo 03.
Tel: 011 2 456 789, 011 4 701 812
011 4 701 819, 011 4 701 829



Orient Finance PLC

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Colombo-10

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