



ISSUE OPENS	18	11	2014	BANKER'S/
ISSUE CLOSES	05	12	2014	STOCKBROKER'S SEAL
EARLIEST CLOSING	18	11	2014	MASTER SERIAL NO.
DATE	28	10	2014	(For office use only)

PLEASE STAPLE THE CHEQUE/BANK DRAFT HERE

**LANKA ORIX LEASING COMPANY PLC – DEBENTURE ISSUE 2014**

Lanka ORIX Leasing Company PLC was incorporated in 1980 under the provisions of the Companies Act No. 17 of 1982 and re-registered under the Companies Act No. 7 of 2007 on 15 October 2007. In 1982 the Company was listed on the Colombo Stock Exchange.

**APPLICATION FORM**

**AN ISSUE OF FIFTY MILLION (50,000,000) RATED, SENIOR, UNSECURED, REDEEMABLE DEBENTURES AT A FACE VALUE OF LKR 100/- EACH TO RAISE UPTO SRI LANKA RUPEES FIVE BILLION (LKR 5,000,000,000/-)**

**TO: BOARD OF DIRECTORS – LANKA ORIX LEASING COMPANY PLC – No. 100/1, SRI JAYAWADENEPURA MAWATHA, RAJAGIRIYA.**

I/We, the undersigned hereby apply for and request you to allot me/us the number of Debentures stated below as per the Prospectus dated 28 October 2014. The amount payable on application is attached herewith. I/We, hereby agree to accept the Debentures applied for or such smaller number as may be allotted to me/us, subject to the terms and conditions contained in the Prospectus. I/We irrevocably give my/our authority and consent to Deutsche Bank AG, Colombo Branch to act as my/our Trustee subject to the terms and conditions stipulated in the Trust Deed dated 24 October 2014 entered into between Lanka ORIX Leasing Company PLC and the said Trustee. I/We authorize you to procure my/our name(s) to be placed in the register of the holders of the above mentioned Debentures for such number of Debentures that may be allotted on the basis of acceptance by Lanka ORIX Leasing Company PLC.

Please use block capitals and read Instructions on the reverse carefully.

DEBENTURES IN ISSUE	
5 Year (2014/2019) Fixed interest rate of 9.00% p.a. payable quarterly (AER 9.31%)	

NUMBER OF DEBENTURES								PRICE PER DEBENTURE LKR 100/-		AMOUNT TO BE PAID IN SRI LANKAN RUPEES AT LKR 100/- PER DEBENTURE							

MODE OF PAYMENT - CHEQUE/BANK DRAFT/ BANK GUARANTEE /RTGS DETAILS				
PLEASE TICK (✓) AS APPROPRIATE		NAME OF BANK	NAME OF BRANCH	CHEQUE/BANK DRAFT/BANK GUARANTEE NUMBER
CHEQUE <input type="checkbox"/>	BANK DRAFT <input type="checkbox"/>	BANK GUARANTEE <input type="checkbox"/>	RTGS <input type="checkbox"/>	

The allotted Debentures would be credited to the CDS account specified below. (Please refer instructions overleaf)

CDS ACCOUNT NO.																	
-----------------	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

SOLE/FIRST APPLICANT				JOINT APPLICANTS			
STATUS (MR./ MRS/ MS./ OTHER)				1		2	
SURNAME WITH INITIALS/ NAME OF CORPORATE BODY				1			
NAMES DENOTED BY INITIALS				1			
ADDRESS				1			
NATIONAL IDENTITY CARD NO. / COMPANY NO. / PASSPORT NO.				1		2	
CONTACT TELEPHONE NO.				1		2	
NATIONALITY(Please tick (✓) as appropriate)	SRI LANKAN		OTHER	1	SRI LANKAN		OTHER
RESIDENCY IN SRI LANKA (Please tick (✓) as appropriate)	RESIDENT		OTHER	1	RESIDENT		NON-RESIDENT
NAME, ADDRESS AND SIGNATURE OF FINANCIER (MARGIN TRADING ONLY)				2	RESIDENT		NON-RESIDENT
REFUND PAYMENT INSTRUCTIONS (Please tick (✓) as appropriate)	DIRECT TRANSFERS VIA SLIPS			CHEQUE SENT VIA ORDINARY POST TO THE ABOVE ADDRESS			
BANK CODE	BRANCH CODE		ACCOUNT NUMBER				

DECLARATION IN TERMS OF THE PROVISIONS OF THE EXCHANGE CONTROL ACT			
TICK (✓) ONE BOX ONLY	<p><b>For Sri Lankan Citizens resident in Sri Lanka, and Corporate Bodies Incorporated in Sri Lanka in terms of the provisions of the Exchange Control Act</b> I/We, the Applicant(s) of the above mentioned Debentures hereby declare that I am/we are a citizen(s) of and resident in Sri Lanka and I am/we are not acting as nominee(s) of any person(s) resident outside Sri Lanka.</p>		
	<p><b>For Non-Resident and Non-Citizens in terms of the provisions of the Exchange Control Act :</b> I/We, the Applicant(s) of the above mentioned Debentures hereby declare that, I am/we are resident outside of Sri Lanka and that, I/we have made the remittance as stipulated by the Controller of Exchange. A confirmation/endorsement from my/our bank to such effect is attached to this Application.</p>		
SIGNATURE(S) OF APPLICANT(S)	SOLE/FIRST APPLICANT	JOINT APPLICANT (1)	JOINT APPLICANT (2)

## INSTRUCTIONS

- All Applicants should indicate their respective CDS account number in the Application Form.
- 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 will be rejected and no allotment will be made.
- If you wish to open a CDS account, you may do so prior to make the Application through any Member/Trading Member of the CSE as set out in Annexure II or through any Custodian Bank as set out in Annexure III of the Prospectus.
- The allotted Debentures would only be credited to the Applicant's CDS account.
- NO DEBENTURE CERTIFICATE WILL BE ISSUED

### (1) Application Form

- The Application Form must be completed in FULL in BLOCK CAPITALS.
- Please tick (✓) in the boxes appropriate to you.
- In the event a particular section in this Application Form is not applicable, please indicate "N/A" in the relevant section.
- All Applicants should meet the eligibility criteria set out under section 2.2 in the Prospectus
- Applications should be made on the Application Form, issued with the Prospectus. Application Forms will be made available from the collection points listed in Annexure II of the Prospectus and can also be downloaded from [www.cse.lk](http://www.cse.lk) and [www.lolc.com](http://www.lolc.com), exact sized photocopies of the original Application Form will also be accepted. Care must be taken to follow the instructions given in the Application Form.
- Applicants shall use a separate application form for each class of Debenture they wish to apply for.
- Applicants should subscribe to a minimum of One Hundred (100) Debentures (LKR 10,000/-) and multiples of Hundred (100) Debentures (LKR 10,000/-).
- Applications which do not strictly conform to instructions and the other conditions set out herein or which are incomplete or illegible may be rejected.
- Two or more Applications submitted by an Applicant for the same type of Debenture will not be accepted. If two or more Application Forms are submitted from a single Applicant, those would be construed as multiple Applications or suspected multiple Applications.
- If the ownership of the Debentures is desired in the name of one Applicant, full details should be given only under the heading SOLE/FIRST APPLICANT in the Application Form. In the case of joint Applicants, the signatures and particulars in respect of all Applicants must be given under the relevant headings in the Application Form.
- An Applicant of a joint Application will not be eligible to apply through a separate Application Form either individually or jointly. Such Applicants are also deemed to have made multiple Applications and will be rejected. In the case of joint Applications, the refunds (if any), interest payments and the Redemption will be remitted in favour of the First Applicant as identified in the Application Form.
- The Company shall not be bound to register more than three (03) natural persons as joint holders of any Debentures (except in the case of executors, administrators or heirs of a deceased member).
- Applications by Companies, Corporate bodies, Societies, Approved Provident Funds, Trust Funds and Approved Contributory Pension Schemes registered/ incorporated/ established in Sri Lanka should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for the Debentures and should be made under their common seal or in any other manner as provided by their article of association or such other constitutional document of such Applicant or as per the statutes governing them. In the case of Approved Provident Funds, Trust Funds and Approved Contributory Pension Schemes, the Applications should be in the name of the trustee/board of management.
- All Applicants should indicate in the Application for Debentures, their CDS account number.
- In the event the name, address or NIC number/passport number/company registration number of the Applicant mentioned in the Application Form differ from the name, address or NIC number/passport number/company registration number as per the CDS records, the name, address or NIC number/company registration number as per CDS records will prevail and be considered as the name, address or NIC number/passport number company registration number of such Applicant. Therefore Applicants are advised to ensure that the name, address or NIC number/passport number company registration number mentioned in the Application Form tally with the name, address or NIC number/passport number/company registration number given in the CDS account as mentioned 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, will be rejected.
- Applicants who wish to apply through their margin trading accounts should submit the Application Forms in the name of the "Margin provider /Applicants name" signed by the margin provider, requesting direct deposit of the Debentures to the Applicant's margin trading account in CDS. The margin provider should indicate the relevant CDS account number relating to the margin trading account in the Application Form. A photocopy of the margin trading agreement must be submitted along with the Application.

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

(xviii) Application Forms may be signed by a third party on behalf of the Applicant(s) provided that such person holds the power of Attorney (POA) of the Applicant(s). A copy of such POA certified by a notary Public as "True Copy" should be attached with the Application Form. **Original of the POA should not be attached.**

(xix) Funds for the investment in Debentures and the payment for the Debentures by Non-Resident(s): institutional investors, corporate bodies incorporated outside Sri Lanka, individuals resident outside Sri Lanka and Sri Lankans resident outside Sri Lanka should be made only out of funds received as inward remittances or available to the credit of "Securities Investment Account" (SIA) of the Non-Resident Applicants opened and maintained in a licensed commercial bank in Sri Lanka in accordance with directions given by the Controller of Exchange in that regard to licensed commercial banks.

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

(xx) Non-Resident(s): institutional investors, corporate bodies incorporate outside Sri Lanka, Individual resident outside Sri Lanka and Sri Lankans resident outside Sri Lanka should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for Debentures and may be affected by the laws of the jurisdiction of their residence. If the Non-Resident Applicants wish to apply for the Debentures, it is their responsibility to comply with the laws relevant to the jurisdiction of their residence and of Sri Lanka.

### (2) MODE OF PAYMENT

- Payment in full for the total value of Debentures applied for should be made separately in respect of each Application either by cheque/bank draft/bank guarantee drawn upon any licensed commercial bank operating in Sri Lanka or RTGS transfer directed through any licensed commercial bank operating in Sri Lanka, as the case may be, subject to (ii) below.
- Payments for Applications for values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-) should be supported by either a
  - o RTGS for Application value LKR 100,000,000/- and above
  - o bank guarantee issued by a licensed commercial bank; or
  - o Multiple bank drafts/cheques drawn upon any commercial bank operating in Sri Lanka, each of which should be for a value less than LKR. 100,000,000
  - o Multiple cheques or RTGS transfers will not be accepted for Application value below LKR. 100,000,000/-
- Cheques or bank drafts should be made payable to "LOLC DEBENTURE ISSUE 2014, crossed "Account Payee Only" and must be honoured on the first presentation. In case of RTGS transfers, such transfers should be made to the credit of "LOLC DEBENTURE ISSUE 2014" bearing the account number **0864 33479774 001** at Seylan Bank PLC, Millenium Branch with value on the Issue opening date (i.e. the funds to be made available to the above account on the Issue opening date).
- In case of bank guarantees, such bank guarantees should be issued by any licensed commercial bank in Sri Lanka in favour of "LOLC DEBENTURE ISSUE 2014 in a manner acceptable to the Company, and be valid for a minimum of one (01) month from the issue Opening Date, and should be paid unconditionally and immediately on being claimed by the registrar.
- All cheques/bank drafts received in respect of the Applications for Debenture will be banked commencing from the Market Day immediately following the Closing Date. Cheques must be honoured on first presentation for the Application to be valid.
- Please refer Section 2.3 and 2.4 of the Prospectus for further details.

### (3) FORWARDING COMPLETED APPLICATION

Application Forms properly filled in accordance with the instructions thereof together with the remittance for the full amount payable on Application should be enclosed in an envelope marked "LOLC DEBENTURE ISSUE 2014" on the top left hand corner in capital letters and dispatched by post or courier or delivered by hand to the Registrars to the Issue or any collection points mentioned in Annexure II of the Prospectus

Applications sent by post or courier or delivered to any collection points in Annexure II of the Prospectus should reach the office of the Registrars to the Issue **S S P Corporate Services (Private) Ltd, No. 101, Inner Flower Road, Colombo 03. (TP +94 112573894)**; at least by 4.30 p.m. on the following Market Day immediately upon the Closing Date. Applications received after the said period will be rejected even though they have been delivered to any of the said collection points prior to the Closing Date or carry a postmark dated prior to the Closing Date.

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

### (4) REFUNDS ON APPLICATIONS

Refunds on Applications rejected or partly allotted Debentures would be made within ten (10) Market Days (from the Closing Date).

Please refer Section 2.8 of the Prospectus for further details