



Bogawantalawa Tea Estates PLC (PQ 124)

Debenture Issue 2019

A Public Limited Liability Company incorporated in Sri Lanka on 22nd June 1992 under the Companies Act No. 17 of 1982 & re-registered under the Companies Act No. 07 of 2007 and listed on the Colombo Stock Exchange.
Registered office is at No. 153, Nawala Road, Narahenpita, Colombo 05, Sri Lanka

Issue Opens	18	07	2019	Managers'/ Banker's / stockbroker's stamp
Issue Closes	06	08	2019	
Earliest closing	18	07	2019	Master Serial No. (For Office use Only)
Date	dd	mm	2019	

APPLICATION FORM

INITIAL ISSUE OF TEN MILLION (10,000,000) SENIOR, LISTED, RATED, CONVERTIBLE, UNSECURED, REDEEMABLE, LKR 100 DEBENTURES ISSUED AT LKR 85 EACH. DEBENTURES TO BE LISTED ON THE COLOMBO STOCK EXCHANGE, PAYABLE IN FULL ON APPLICATION

To: The Board of Directors – Bogawantalawa Tea Estates PLC, C/o P W Corporate Secretarial (Pvt) Ltd, Registrars to the Issue, No. 3/17, Kynsey Road, Colombo 08
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 20th June 2019. The amount payable on the Application is attached herewith. I/We hereby agree to accept the Debentures applied for me/us 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 Hatton National Bank PLC to act as my/our Trustee subject to terms and conditions stipulated in the Trust Deed dated 21st June 2019 entered in to between Bogawantalawa Tea Estates 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 Bogawantalawa Tea Estates PLC.

Please read the instructions on the reverse carefully and use **BLOCK CAPITALS**.

Type of Debentures	Interest Rate (based on Redemption Price LKR 100)	Actual Rate of Interest (based on Issue Price LKR 85)	Term of Debentures	Please tick (✓) one Type Only.
Type A	Fixed interest rate of 13.00% p.a. payable quarterly (AER-13.65%)	15.2941% (AER – 16.1938%)	5 Years	
Type B	Fixed interest rate of 13.25% p.a. payable quarterly (AER-13.92%)	15.5882% (AER – 16.5233%)	6 Years	
Type C	Fixed interest rate of 13.50% p.a. payable quarterly (AER-14.20%)	15.8824% (AER – 16.8536%)	7 Years	

Number of Debentures (Minimum of 100 Debentures and in multiples of 100 Debentures thereof)	Price per Debenture (LKR)	Total amount to be paid (LKR)
0000000000	85/-	0000000000

CDS Account Number									
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Mode of Payment (please tick ✓)	Bank	Branch	Cheque/Bank Draft/Bank Guarantee/RTGS Reference number
Cheque <input type="checkbox"/> Bank Draft <input type="checkbox"/> Bank Guarantee <input type="checkbox"/> RTGS <input type="checkbox"/>			

	Sole / First Applicant	Joint Applicants (1 & 2)	
Status (Mr./ Mrs./ Ms./ Other)		1.	2.
Surname with initials/ Name of Corporate Body		1.	
		2.	
Names denoted by initials		1.	
		2.	
Address		1.	
		2.	
Tax File No. (If Applicable)		1.	2.
Contact telephone number		1.	2.
National Identity Card No / Passport No / Company Registration No		1.	
		2.	
Nationality (please tick ✓)	Sri Lankan <input type="checkbox"/> Other <input type="checkbox"/>	1. Sri Lankan <input type="checkbox"/> Other <input type="checkbox"/>	
		2. Sri Lankan <input type="checkbox"/> Other <input type="checkbox"/>	
Residency in Sri Lanka (please tick ✓)	Resident <input type="checkbox"/> Non-resident <input type="checkbox"/>	1. Resident <input type="checkbox"/> Non-resident <input type="checkbox"/>	
		2. Resident <input type="checkbox"/> Non-resident <input type="checkbox"/>	
Name, Address and Signature of Financer (Margin Trading Only)			

Refund Payment Instructions (Please tick (✓) as appropriate)	Direct Transfers (SLIPS / RTGS / IIA)	Cheque sent via ordinary post to the above Address
Bank Code	Branch Code	Account Number

Declaration in terms of the provisions of the Foreign Exchange Act No. 12 of 2017	
Tick one box only	For Sri Lankan Citizens in Sri Lanka, and Corporate Bodies Incorporated in Sri Lanka in terms of the Provisions of the Exchange Control Act I/We, the applicant(s) of the above mentioned Debentures hereby declare that I/we are 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.
	For non-resident and non-citizens in terms of the Provisions of the Exchange Control Act I/We, the applicant(s) of the above mentioned Debentures hereby declare that I am /we are resident outside Sri Lanka and that, I / we have made the remittance as stipulated by the Controller of Exchange. A confirmation / endorsement from the bank to such effect is attached to this application.

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 submitting the Application through any Member/Trading Member of the CSE as set out in Annex IV or through any Custodian Bank as set out in Annex V 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

- i. The Application form must be completed in **FULL**, in **BLOCK CAPITALS**.
- ii. Please tick (✓) in the boxes appropriate to you.
- iii. In the event a particular section in this Application form is not applicable, **please indicate "N/A" in the relevant section.**
- iv. All Applicants should meet the eligibility criteria set out under section 2.02 in the prospectus.
- v. Applications should be made on the Application Form, issued with the Prospectus. Application Forms will be made available from the collection points listed in Annex IV of the prospectus and can also be downloaded from www.cse.lk, www.bogawantalawa.com and www.aveva.lk. **Exact sized photocopies of the original Application Form will also be permissible. Care must be taken to follow the instructions given in the Application Form.**
- vi. Applicants shall use a separate application form for each type of debenture they wish to apply subject to the minimum subscription under each type.
- vii. Applicants should subscribe to a minimum of One Hundred (100) Debentures and multiples of One Hundred (100) Debentures thereafter.
- viii. Applications which do not strictly conform to instructions and the other conditions set out herein or which are incomplete or illegible may be rejected.
- ix. **Applicants should apply only for one Type of Debentures under one Application Form.**
- x. In the event an Applicant wishes to apply for more than one Type of Debentures, separate Application Forms should be used. Once an Application Form has been submitted for a particular Type of Debentures, it will not be possible for an Applicant to switch between the Types of Debentures.
- xi. More than one Application submitted by an Applicant under the same Type of Debentures will not be accepted. If two or more Application Forms are submitted for one type of Debentures from a single Applicant, those would be construed as multiple Applications and the Company will not accept such multiple Applications or suspected multiple Applications.
- xii. 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.
- xiii. An Applicant of a joint Application will not be eligible to apply for the same Type of Debenture through a separate Application Form either individually or jointly. Such Applicants are also deemed to have made multiple Applications and will be rejected.
In the case of joint Applications, the refunds (if any), interest payments and the Redemption will be remitted in favour of the First Applicant as identified in the Application Form.
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).
- xiv. 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.
- xv. 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/passport number/company registration number as per the 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.
- xvi. 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 a direct deposit of the Debentures to the Applicant's margin trading account in the CDS. The Margin Provider should indicate the relevant CDS account number relating to the margin trading account in the Application Form. A photocopy of the margin trading agreement must be submitted along with the Application.
Margin providers can apply under their own name and such Applications will not be construed as multiple Applications.
- xvii. 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.**

- xviii. Funds for the investments 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 "Inward Investment Account" (IIA) (formally known as 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 IIA (also known as 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 IIA.

- xix. Non-Resident(s): institutional investors, corporate bodies incorporated outside Sri Lanka, individuals 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 the Debentures and may be affected by the laws of the jurisdiction of their residence. If the Non-Resident Applicants wish to apply for the Debentures, it is their responsibility to comply with the laws relevant to the jurisdiction of their residence and of Sri Lanka.

(2) MODE OF PAYMENT

- i. Payment in full for the total value of Debentures applied for should be made separately in respect of each Application only by way of cheque/s, bank draft/s, bank guarantee drawn upon any licenced commercial bank operating in Sri Lanka or RTGS transfer directed through any licenced commercial bank operating in Sri Lanka, as the case may be, subject to (ii) below. **Cash will not be accepted.**
- ii. 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
 - Bank guarantee issued by a licensed commercial bank; or
 - Multiple bank drafts / cheques drawn upon any Licenced Commercial Bank operating in Sri Lanka, each of which should be for a value less than LKR 100,000,000/-; or
 - RTGS transfer with value on the Issue opening date
- iii. Cheques or bank drafts should be made payable to **"Bogawantalawa Tea Estates PLC – Debenture Issue 2019"** and crossed "Account Payee Only", and must be honoured on the first presentation.
In case of bank guarantees, such bank guarantees should be issued by any licensed commercial bank in Sri Lanka in favour of **"Bogawantalawa Tea Estates PLC – Debenture Issue 2019"** in a manner acceptable to the Company, and be valid for a minimum of one (01) month from the issue Opening Date (i.e. 18th July 2019).
- iv. In case of RTGS transfers (only for Application values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR100,000,000/-) such transfers should be made to the credit of **"Bogawantalawa Tea Estates PLC – Debenture Issue 2019" bearing the account number 1000179819 at Commercial Bank of Ceylon PLC Foreign 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).
The applicant should obtain a confirmation from the Applicant's bank, to the effect that arrangement have been made to transfer payment in full and should be attached to the Application Form.
For such RTGS transfers, an interest at the rate of Two Per centum (3%) p.a. will be paid from the date of such transfer up to the Date of Allotment. If any transfers are affected prior to the Issue Opening Date, no interest will be paid for the period prior to the Issue Opening Date. No interest will be paid if the RTGS transfers are not realized before the end of Closure Date.
- v. Applications for amounts below Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-) accompanied with multiple cheques/bank drafts/ bank guarantees or RTGS transfers would be rejected on the onset.
- vi. All cheques/bank drafts received in respect of the Applications for Debentures will be banked commencing from the Business Day immediately following the Closure Date. Cheques must be honoured on first presentation for the Application to be valid.
- vii. Please refer Section 2.06 of the prospectus for further details.

(3) FORWARDING COMPLETED APPLICATION

- i. 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 **"Bogawantalawa Tea Estates PLC – Debenture Issue 2019"** on the top left hand corner in capital letters and dispatched by post or courier or delivered by hand to the Registrars to the Issue or any collection points mentioned in Annex IV of the Prospectus.
- ii. Applications sent by post or courier or delivered to any collection points in Annex IV of the Prospectus should reach the office of the registrars to the Issue; **P W Corporate Secretarial (Pvt) Ltd, No. 3/17, Kynsey Road, Colombo 08** (Tel: +94-11-4640360) at least by 4.30 p.m. on the following Business Day immediately upon the Closure 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 Closure Date or carry a postmark dated prior to the Closure Date.
Applications delivered by hand to the Registrars to the Issue after the Closure Date of the Issue will also be rejected.

(4) REFUNDS ON APPLICATIONS

- i. Refunds on Applications rejected or partly allotted Debentures would be made within ten (10) Market Days from the Closure Date.
- ii. In the event accurate details have been provided refunds will be made via electronic funds transfer modes and refunds on payments via IIA accounts will be made only via IIA accounts.
- iii. Please refer Section 2.11 of the Prospectus for further details.

**PLEASE REFER PROSPECTUS FOR FURTHER DETAILS.
APPLICATIONS NOT MADE IN LINE WITH INSTRUCTIONS WILL BE REJECTED**