



# First Capital

A Janashakthi Group Company



## FIRST CAPITAL TREASURIES PLC DEBENTURE ISSUE 2025

P R O S P E C T U S

# FIRST CAPITAL TREASURIES PLC



## PROSPECTUS

**FOR AN ISSUE OF TEN MILLION (10,000,000) DEBENTURES CONSTITUTED OF TYPE A LISTED RATED SUBORDINATED UNSECURED REDEEMABLE DEBENTURES 2025-2030 AND TYPE B LISTED RATED SUBORDINATED UNSECURED REDEEMABLE DEBENTURES 2025-2030 AND TYPE C LISTED RATED SUBORDINATED UNSECURED REDEEMABLE DEBENTURES 2025-2030 EACH OF THE PAR VALUE OF SRI LANKAN RUPEES ONE HUNDRED (LKR100/-) BY FIRST CAPITAL TREASURIES PLC WITH AN OPTION TO ISSUE UPTO A FURTHER TEN MILLION (10,000,000) OF THE SAID DEBENTURES AT THE DISCRETION OF THE COMPANY IN THE EVENT OF AN OVERSUBSCRIPTION OF THE INITIAL TRANCHE AND WITH A FURTHER OPTION TO ISSUE UP TO A FURTHER TEN MILLION (10,000,000) OF THE SAID DEBENTURES AT THE DISCRETION OF THE COMPANY IN THE EVENT OF AN OVERSUBSCRIPTION OF THE INITIAL ISSUE AND THE SECOND TRANCHE, TO RAISE UPTO A MAXIMUM OF AMOUNT OF SRI LANKAN RUPEES THREE THOUSAND MILLION (LKR 3,000,000,000/-)**

**TO BE LISTED ON THE COLOMBO STOCK EXCHANGE  
RATED “A STABLE” BY LANKA RATING AGENCY LIMITED**

**ISSUE OPENS ON  
21 APRIL 2025**

**MANAGERS TO THE ISSUE**



**FIRST CAPITAL ADVISORY SERVICES (PVT) LTD**

**This Prospectus is dated 09 April 2025**

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 this Prospectus. Moreover, the CSE does not regulate the pricing of the Debentures which is decided solely by the Issuer. Please note that the company is bound by the enforcement rules set out in the CSE Listing Rules (as applicable).

The delivery of this Prospectus shall not under any circumstances constitute a representation or create any implication or suggestion that there has been no material change in the affairs of the Company since the date of this Prospectus. If there are material changes, such material changes will be disclosed to the market.

If you are in any doubt regarding the contents of this document or if you require any clarification or advice in this regard, you should consult the Managers to the Issue, investment advisor, lawyer or any other professional advisor.

**Responsibility for the Content of the Prospectus**

This Prospectus has been prepared by First Capital Advisory Services (Pvt) Limited (hereinafter referred to as Managers to the Issue/ Manager’) on behalf of First Capital Treasuries PLC (hereinafter referred to as ‘FCT’ or the ‘Company’). FCT and its Directors confirm that to the best of their knowledge and belief this Prospectus contains all information regarding the Company and Debentures offered herein which is material; such information is true and accurate in all material aspects and is not misleading in any material respect; any opinions, predictions or intentions expressed in this Prospectus on the part of the Company are honestly held or made and are not misleading in any material respect; this Prospectus contains all material facts and presents them in a clear fashion in all material respects and all proper inquiries have been made to ascertain and to verify the foregoing. The Company accepts responsibility for the information contained in this Prospectus.

No person has been sanctioned to make any representations not contained in this Prospectus in connection with this offer for Subscription of the Company’s Debentures. If such representations are made, they must not be relied upon as having been authorised. Neither the delivery of this Prospectus nor any sale made in the offering shall, under any circumstances, create an implication that there has not been any change in the facts set forth in this Prospectus or in the affairs of the Company since the date of this Prospectus.

Investors should be informed that the value of investments can vary, and that past performance is not necessarily indicative of future performance. In making such investment decisions, prospective investors must rely on their knowledge, perception together with their own examination and assessment on FCT and the terms and conditions of the Debentures issued including risks associated.

The delivery of this Prospectus shall not under any circumstances 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.

**Registration of the Prospectus**

A copy of this Prospectus has been registered with the Registrar General of Companies in Sri Lanka in accordance with the Companies Act No. 07 of 2007 (The “Companies Act”). The following are the documents attached to the copy of the Prospectus delivered to the Registrar of Companies for registration pursuant to section 40(1) of the Companies Act.

- a. The written consent of the Auditors and Reporting Accountants to the Issue for the inclusion of their name in the Prospectus as Auditors and Reporting Accountants to the Issue.
- b. The written consent of the Trustee to the Issue for the inclusion of their name in the Prospectus as Trustee to the Issue.
- c. The written consent of the Bankers to the Issue for the inclusion of their name in their Prospectus as Bankers to the Issue.
- d. The written consent of the Company Secretary for the inclusion of their name in the Prospectus as Company Secretary.
- e. The written consent of the Managers to the Issue for the inclusion of their name in the Prospectus as the Managers to the Issue.
- f. The written consent of the Registrars to the Issue for the inclusion of their name in the Prospectus as Registrars to the Issue.
- g. The written consent of the Lawyers to the Issue for the inclusion of their name in the Prospectus as Lawyers to the Issue.
- h. The written consent of the Credit Rating Agency to the Issue for the inclusion of their name in the Prospectus as the Credit Rating Agency to the Issue and to the Company.
- i. The declaration made and subscribed to, by each of the Directors of the Company herein named as a Director, jointly and severally confirming that each of them have read the provisions of the Companies Act and the CSE Listing Rules relating to the Issue of the Prospectus and that those provisions have been complied with.
- j. The said Auditors and Reporting Accountants to the Issue and to the Company, Trustee to the Issue, Bankers to the Issue and Company, Company Secretary, Managers to the Issue, Registrars to the Issue, Lawyers to the Issue and Credit Rating Agency have not, before the delivery of a copy of the Prospectus for registration with the Registrar General of Companies in Sri Lanka, withdrawn such consent.

**Registration of the Prospectus in Jurisdictions Outside of Sri Lanka**

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

**Investment Considerations**

It is important that this Prospectus is read carefully prior to making an investment decision. For information concerning certain risk factors, which should be considered by prospective investors, see Section 5.16 'Risks Involved in Investing in the Debentures' of this Prospectus.

**Forward Looking Statements**

Any statements included in this Prospectus that are not statements of historical fact constitute 'Forward Looking Statements'. These can be identified by the use of forward-looking terms such as 'expect', 'anticipate', 'intend', 'may', 'plan to', 'believe', 'could' and similar terms or variations of such terms.

However, these words are not the exclusive means of identifying Forward Looking Statements. As such, all or any statements pertaining to expected financial position, business strategy, plans and prospects of the 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 adapt to technological changes, exposure to market risks, general economic and fiscal policies of Sri Lanka, inflationary pressures, interest rate volatilities, the performance of financial markets both globally and locally, changes in domestic and foreign laws, regulation of taxes and changes in competition in the industry and further uncertainties that may or may not be in the control of 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.

## OFFER AT A GLANCE

<b>Issuer</b>	First Capital Treasuries PLC								
<b>Type of Debt Security/Debenture</b>	Listed, Rated, Subordinated, Unsecured, Redeemable Debentures								
<b>Listing</b>	The Debentures will be listed on the Colombo Stock Exchange								
<b>Number of Debentures to be issued</b>	In the event of the Debenture issue being fully subscribed, the Debentures issued are up to a maximum of 30,000,000 (Thirty Million) Debenture.								
<b>Aggregate Face Value/ Investment Value of the Issue</b>	Sri Lankan Rupees One Thousand Million (LKR 1,000,000,000/-) with an option to raise Sri Lanka Rupees One Thousand Million (LKR 1,000,000,000/-) at the discretion of the Company in the event of an oversubscription of the initial tranche and with a further option to issue up to another Sri Lankan Rupees One Thousand Million (LKR 1,000,000,000/-) at the discretion of the Company in the event of an oversubscription of the initial tranche and the second tranche in order to raise up to a maximum of Sri Lankan Rupees Three Thousand Million (LKR. 3,000,000,000)								
<b>Issuer Rating</b>	A+ with Outlook Stable by Lanka Rating Agency Limited								
<b>Issue Rating</b>	A with Outlook Stable by Lanka Rating Agency Limited								
<b>Par Value</b>	LKR 100.00 per Debenture								
<b>Issue Price</b>	LKR 100.00 per Debenture								
<b>Interest Rates</b>	<table border="1"> <thead> <tr> <th>Type of Debentures</th><th>Interest rate (per annum)</th></tr> </thead> <tbody> <tr> <td>Type A</td><td>Fixed Rate of 12.00% p.a. payable annually (AER 12.00%)</td></tr> <tr> <td>Type B</td><td>Fixed Rate of 11.66% p.a. payable semi-annually (AER 12.00%)</td></tr> <tr> <td>Type C</td><td>Floating Rate of 364 Days Treasury Bill + 2.25% p.a. payable and repriced annually</td></tr> </tbody> </table>	Type of Debentures	Interest rate (per annum)	Type A	Fixed Rate of 12.00% p.a. payable annually (AER 12.00%)	Type B	Fixed Rate of 11.66% p.a. payable semi-annually (AER 12.00%)	Type C	Floating Rate of 364 Days Treasury Bill + 2.25% p.a. payable and repriced annually
Type of Debentures	Interest rate (per annum)								
Type A	Fixed Rate of 12.00% p.a. payable annually (AER 12.00%)								
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Type C	Floating Rate of 364 Days Treasury Bill + 2.25% p.a. payable and repriced annually								
<b>Maturity/ Redemption from the Date of Allotment</b>	05 Years								
<b>Minimum Number of Debentures to be subscribed</b>	Minimum subscription per application is 100 debentures Sri Lankan Rupees Ten Thousand (LKR 10,000) and applications exceeding the minimum subscription should be in multiples of 100 debentures.								
<b>Interest Payment Dates</b>	<p>Type A and Type C: The dates on which the payments of interest in respect of Type A and Type C Debentures shall fall due which shall be the twelve (12) months from the Date of Allotment and every twelve (12) months therefrom of each year from the Date of Allotment until the Date of Redemption and includes the Date of Redemption.</p> <p>Type B: The dates on which payments of interest in respect of Type B Debentures shall fall due, which shall be the date six (06) months from the Date of Allotment and every date six (06) months therefrom of each year from the Date of Allotment until the Date of Redemption and includes the Date of Redemption.</p> <p>Interest would be paid not later than Three (03) Market Days from each Interest Payment Date.</p>								

<b>Interest Period</b>	<p>Type A and Type C: The twelve (12) months period from an Interest Payment Date and ending on the date immediately preceding the next Interest Payment Date (inclusive of the aforementioned commencement date and end date) and shall include the period commencing from the Date of Allotment and ending on the date immediately preceding the first Interest Payment Date (inclusive of the aforementioned commencement date and end date) and the period from the last Interest Payment Date before the Date of Redemption and ending on the date immediately preceding the Date of Redemption (inclusive of the aforementioned commencement date and end date).</p> <p>Type B: The six (06) months period from an Interest Payment Date and ending on the date immediately preceding the next Interest Payment Date (inclusive of the aforementioned commencement date and end date) and shall include the period commencing from the Date of Allotment and ending on the date immediately preceding the first Interest Payment Date (inclusive of the aforementioned commencement date and end date) and the period from the last Interest Payment Date before the Date of Redemption and ending on the date immediately preceding the Date of Redemption (inclusive of the aforementioned commencement date and end date).</p>
<b>Method of Payment of Principal and Interest</b>	Principal Sum and Interest will be paid to Debenture Holders through an electronic fund transfer mechanism recognized by the banking system of Sri Lanka such as SLIPS and RTGS in the event accurate bank details have been provided, or by crossed cheques marked “Account Payee Only” in the event accurate bank details have not been provided.
<b>Issue Opening Date</b>	21 April 2025, however, applications may be submitted forthwith
<b>Issue Closing Date</b>	<p>Closing Date (09 May 2025) or such earlier date at 4.30 pm on which,</p> <ul style="list-style-type: none"> <li>• The maximum of 30,000,000 debentures being fully-subscribed: or</li> <li>• The Board of Directors of the Company decides to close the Issue upon the initial issue of 10,000,000 debentures becoming fully subscribed or the initial issue 10,000,000 debentures and second tranche of 10,000,000 debentures becoming fully subscribed.</li> </ul> <p>In the event the Board of Directors of Company decides to exercise the option to issue the second tranche of 10,000,000 (initial issue of 10,000,000 debentures being fully subscribed) or third tranche of 10,000,000 debentures (having subscribed the initial issue of 10,000,000 debentures and the second tranche of 10,000,000 debentures) but subsequently decides to close the subscription list upon part of either second tranche or third tranche becoming subscribed, and/or;</p> <p>In the event the Board of Directors of the Company decides to close the Debenture Issue without the full subscription of initial issue of 10,000,000 debentures, such decision is to be notified to the CSE on the day such decision is made and the subscription list will be closed on the following market day at 4.30 p.m.</p>
<b>Date of Allotment</b>	The Date on which the Debentures will be allotted by the Company to the Applicants subscribing thereto.
<b>Basis of Allotment</b>	In the event of an oversubscription, the basis of allotment will be decided by the Board of Directors of the Company in a fair and equitable manner within Seven (07) Market Days from the Closing Date. As per Board Resolution dated 10 <sup>th</sup>

	<p>February 2025, the Board has authorized any two Directors to decide on the basis of allotment.</p> <p>The Board however shall reserve the right to allocate up to a maximum of 75% of the number of Debentures to be allotted under this Prospectus on a preferential basis, to identified investor/s of strategic and operational importance with whom the Company might have mutually beneficial relationships in the future.</p> <p>Number of Debentures to be allotted to identified investor/s of strategic and operational importance, on a preferential basis will not exceed 75% of the total number of Debentures to be issued under this prospectus under any circumstances, unless there is an undersubscription from the other investors (Investors that do not fall under preferential category).</p>
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## 1.0 CORPORATE INFORMATION

<b>Name of the Company</b>	First Capital Treasuries PLC
<b>Legal Form of the Entity</b>	Incorporated under the Companies Act No 17 of 1982 on 19th August 1982 and re-registered under the Companies Act No 7 of 2007. Quoted in the Colombo Stock Exchange on 02nd March 2015. A Registered Primary Dealer licensed by the Local Treasury Bills Ordinance No. 8 of 1923 of Central Bank of Sri Lanka.
<b>Company Registration Number</b>	PB 127/ PQ
<b>Date of Incorporation</b>	19 August 1982
<b>Company Rating</b>	A+ Outlook Stable by Lanka Rating Agency Limited
<b>Registered Address</b>	No. 02, Deal Place Colombo 03 Sri Lanka Tel : +94 112 639 898 Fax : +94 11 2639 819 Website: www.firstcapital.lk
<b>Board of Directors</b>	Mrs. M. Mathews–Non-Independent Non-Executive Director /Chairperson Mr. S. Perera – Non-Independent Executive Director /CEO Ms. M.D.A. Perera - Non-Executive Non-Independent Director Mr. G. D. Wirasekara - Non-Independent Non-Executive Director Dr. N. C. de Mel - Independent Non-Executive Director Mr. R. Schaffter - Non-Independent Non-Executive Director Mr. C. de Silva - Independent Non-Executive Director Ms. C. C. M. Wijesinghe - Independent Non-Executive Director
<b>Company Secretary</b>	Janashakthi Corporate Services Limited No.15, Walukarama Road Colombo 03. Tel: +94 11 2145032 Fax: +94 11 2372498
<b>Auditor to the Company</b>	M/s. KPMG, Chartered Accountants No. 32A, Sir Mohamed Macan Markar Mawatha Colombo 03. Tel: +94 115 426 426 Fax: +94 112 445 872
<b>Credit Rating Agency</b>	Lanka Rating Agency Limited 145, Kynsey Road Colombo 08 Tel: +94 114 500 099
<b>Bankers</b>	Seylan Bank PLC Hatton National Bank PLC Nations Trust Bank PLC Bank of Ceylon People's Bank NDB Bank PLC Commercial Bank of Ceylon PLC

## 2.0 RELEVANT PARTIES TO THE ISSUE

<b>Managers to the Issue</b>	First Capital Advisory Services (Pvt) Ltd No. 02, Deal Place Colombo 03 Tel: +94 112 639 812 Fax: +94 112 576 866
<b>Lawyers to the Issue</b>	Nithya Partners No. 97 A, Galle Road Colombo 03 Tel: +94 114 712 625 Fax: +94 112 328 817
<b>Trustees to the Issue</b>	Hatton National Bank PLC HNB Towers No. 479, T. B. Jayah Mawatha Colombo 10 Tel: +94 112 664 664 Fax: +94 112 662 814
<b>Registrars to the Issue</b>	Central Depository Systems (Pvt) Limited Ground Floor, M & M Centre 341/5, Kotte Road, Rajagiriya. Tel : +94 112 356 444 Fax: +94 112 440 396
<b>Bankers to the Issue</b>	Hatton National Bank PLC – Head Office HNB Towers No. 479, T. B. Jayah Mawatha Colombo 10 Tel: +94 112 664 664 Fax: +94 112 662 814
<b>Credit Rating Agency to the Issue</b>	Lanka Rating Agency Limited 145, Kynsey Road Colombo 08 Tel: +94 114 500 099
<b>Auditors and Reporting Accountants to the Issue</b>	M/s. KPMG, Chartered Accountants No. 32A, Sir Mohamed Macan Markar Mawatha Colombo 03. Tel: +94 115 426 426 Fax: +94 112 445 872

### 3.0 ABBREVIATIONS USED IN THE PROSPECTUS

<b>AER</b>	Annual Effective Rate
<b>AWPLR</b>	Average Weighted Prime Lending Rate published on a weekly basis by the Central Bank of Sri Lanka
<b>CAR</b>	Capital Adequacy Ratio
<b>CBSL</b>	Central Bank of Sri Lanka
<b>CDS</b>	Central Depository Systems (Private) Limited
<b>CSE</b>	Colombo Stock Exchange
<b>FCT/Issuer/Company</b>	First Capital Treasuries PLC
<b>LKR/ Rupees/ Rs.</b>	Sri Lankan Rupees
<b>NIC</b>	National Identity Card
<b>POA</b>	Power of Attorney
<b>RTGS</b>	Real Time Gross Settlement
<b>SEC</b>	Securities and Exchange Commission of Sri Lanka
<b>IIA</b>	Inward Investment Account
<b>SLIPS</b>	Sri Lanka Inter-Bank Payment System

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

<b>Applicant/s</b>	Any person who submits an Application Form under this Prospectus.
<b>Application Form / Application</b>	The Application Form that constitutes part of this Prospectus through which an Applicant may apply for the Debentures in Issue.
<b>Closing Date</b>	<p>09 May 2025 or such earlier date at 4.30 pm on which;</p> <ul style="list-style-type: none"> <li>• The maximum of 30,000,000 debentures being fully-subscribed: or</li> <li>• The Board of Directors of the Company decides to close the Issue upon the initial issue of 10,000,000 debentures becoming fully subscribed or the initial issue 10,000,000 debentures and second tranche of 10,000,000 debentures becoming fully subscribed.</li> </ul> <p>In the event the Board of Directors of Company decides to exercise the option to issue the second tranche of 10,000,000 (initial issue of 10,000,000 debentures being fully subscribed) or third tranche of 10,000,000 debentures (having subscribed the initial issue of 10,000,000 debentures and the second tranche of 10,000,000 debentures) but subsequently decides to close the subscription list upon part of either second tranche or third tranche becoming subscribed, and/or;</p> <p>In the event the Board of Directors of the Company decides to close the Debenture Issue without the full subscription of initial issue of 10,000,000 debentures, such decision is to be notified to the CSE on the day such decision is made, and the subscription list will be closed on the following market day at 4.30 p.m.</p>
<b>Debentures</b>	All of the Listed, Rated, Subordinated, Unsecured, Redeemable Debentures to be issued pursuant to this Prospectus.
<b>Debenture Holder(s)</b>	Any person who is for the time being the holder of the Debentures and includes his/her respective successors in title.
<b>Date of Allotment</b>	The date on which the Debentures will be allotted to the Debenture Holders, which will be notified to the Debenture Holders.
<b>Date of Redemption</b>	The date on which Redemption of the Debentures will take place as referred to in Section 5.12 of this Prospectus.
<b>Entitlement Date</b>	The Market Day immediately preceding the respective Interest Payment Date or Date of Redemption on which a Debenture Holder would need to be recorded as being a Debenture Holder on the list of Debenture Holders provided by the CDS to the Company /in whose name the Debentures are registered in the Debenture Holders' register of the Company (where applicable), in order to qualify for the payment of any interest or any Redemption proceeds.
<b>Interest Payment Date(s)</b>	<p>Type A and Type C: The dates on which the payments of interest in respect of the Type A and Type C Debentures shall fall due which shall be the twelve (12) months from the Date of Allotment and every twelve (12) months therefrom of each year from the Date of Allotment until the Date of Redemption and includes the Date of Redemption.</p> <p>Type B: The dates on which payments of interest in respect of Type B Debentures shall fall due, which shall be the date six (06) months from the Date</p>

	<p>of Allotment and every date six (06) months therefrom of each year from the Date of Allotment until the Date of Redemption and includes the Date of Redemption.</p> <p>Interest would be paid not later than Three (03) Market Days from each Interest Payment Date.</p>								
<b>Issue</b>	The offer of Debentures pursuant to this Prospectus.								
<b>Market Day</b>	Any day on which trading takes place at the CSE.								
<b>Non-Resident(s)</b>	Foreign institutional investors including country funds, regional funds or mutual funds, corporate bodies incorporated outside Sri Lanka, citizens of foreign states whether resident in Sri Lanka or outside Sri Lanka and Sri Lankans resident outside Sri Lanka.								
<b>Principal Sum</b>	The product of the number of Debentures allotted and Par Value.								
<b>Prospectus</b>	This prospectus dated 09 April 2025 issued by FCT.								
<b>Rate of Interest</b>	<table> <tr> <th>Type of Debentures</th><th>Interest rate (per annum)</th></tr> <tr> <td>Type A</td><td>Fixed Rate of 12.00% p.a. payable annually (AER 12.00%)</td></tr> <tr> <td>Type B</td><td>Fixed Rate of 11.66% p.a. payable semi-annually (AER 12.00%)</td></tr> <tr> <td>Type C</td><td>Floating Rate of 364 Days Treasury Bill + 2.25% p.a. payable and repriced annually</td></tr> </table>	Type of Debentures	Interest rate (per annum)	Type A	Fixed Rate of 12.00% p.a. payable annually (AER 12.00%)	Type B	Fixed Rate of 11.66% p.a. payable semi-annually (AER 12.00%)	Type C	Floating Rate of 364 Days Treasury Bill + 2.25% p.a. payable and repriced annually
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Type C	Floating Rate of 364 Days Treasury Bill + 2.25% p.a. payable and repriced annually								
<b>Redemption</b>	The repayment of the Principal at maturity together with any interest accruing up to that time.								
<b>Registered Address</b>	When used in relation to a Debenture Holder means the address provided by the Debenture Holder to the CDS.								
<b>Subordinated</b>	the claims of the Debenture Holders shall in the event of winding up of the Company rank after all the claims of secured and other unsecured creditors of the Company and any preferential claims under any Statutes governing the Company but pari passu to the claims of subordinated creditors of the Company and shall rank in priority to and over the claims and rights of the ordinary and preference shareholder/s of the Company.								
<b>Trust Deed</b>	Trust deed executed between First Capital Treasuries PLC and Hatton National Bank PLC on 14 March 2025.								
<b>Working Day</b>	A day (other than a Saturday or Sunday or any statutory holiday) on which licensed commercial banks are open for business in Sri Lanka.								

## 5.0 INFORMATION RELATING TO THE ISSUE

### 5.1 Invitation to Subscribe

The Board of Directors of First Capital Treasuries PLC resolved by the resolution dated 10<sup>th</sup> February 2025 to raise a sum of LKR One Thousand Million (LKR 1,000,000,000/-) with the option to raise LKR One Thousand Million (LKR 1,000,000,000/-) at the discretion of the Company in the event of an oversubscription of the initial issue with a further option to issue up to another LKR One Thousand Million (LKR 1,000,000,000/-) at the discretion of the Company in the event of an oversubscription of the initial issue and the second tranche in order to raise a maximum of amount of LKR Three Thousand Million (LKR 3,000,000,000/-), from the public by the issue of Listed, Rated, Subordinated, Unsecured, Redeemable Debentures of Five (5) Years.

The below mentioned Debentures will be offered to the public:

Debenture Type	Tenure	Interest Rate Basis	Issue Price per Debenture (LKR)	Description
A	5 Years	Fixed	100.00	12.00% p.a. payable annually (AER12.00%)
B	5 Years	Fixed	100.00	11.66% p.a. payable semi-annually (AER12.00%)
C	5 Years	Floating	100.00	364 Days Treasury Bill + 2.25% p.a. payable and repriced annually

It is the intention of the Company to list the Debentures on the Colombo Stock Exchange. The Colombo Stock Exchange has given its in-principle approval for the listing of the Debentures on the Colombo Stock Exchange.

Listed, Rated, Subordinated, Unsecured, Redeemable Debentures issued under the prospectus are not subject to an early redemption or have a “convertible option”. However, Debentures shall become immediately payable at the option of the Trustee on the occurrence of event of default as specified in Clause 10 of the trust deed. These debentures are fully paid, freely transferable and issued only for cash. Further, these debentures are not collateralized by any asset of the company.

The instrument rating of these Debentures is one notch below the entity rating due to its subordinate nature and Tier II characteristics.

### 5.2 Subscription List

Subject to the provisions contained below, the subscription list for the Debentures will open at 9.30 a.m. on 21 April 2025 and will remain open for Fourteen (14) Market Days including the Issue Opening Date until Closing Date at 4.30 p.m. on 09 May 2025.

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

- The maximum of 30,000,000 debentures being fully-subscribed: or
- The Board of Directors of the Company decides to close the Issue upon the initial issue of 10,000,000 debentures becoming fully- subscribed or the initial issue 10,000,000 debentures and second tranche of 10,000,000 debentures becoming fully subscribed.

In the event the Board of Directors of Company decides to exercise the option to issue the second tranche of 10,000,000 (initial issue of 10,000,000 debentures being fully subscribed) or third tranche of 10,000,000 debentures (having subscribed the initial issue of 10,000,000 debentures and the second tranche of 10,000,000



debentures) but subsequently decides to close the subscription list upon part of either second tranche or third tranche becoming subscribed, and/or;

In the event the Board of Directors of the Company decides to close the Debenture Issue without the full subscription of initial issue of LKR One Thousand Million (LKR 1,000,000,000), such decision is to be notified to the CSE on the day such decision is made and the subscription list will be closed on the following market day at 4.30 p.m.

Applications can be made forthwith in the manner set out in Section 6.0 of this Prospectus and duly completed Application Forms will be accepted at any one of the Collection Points set out in Annexure III of this Prospectus.

### 5.3 Objectives of the Issue and Specific Risks Relating to the Objectives

The primary objective of the proposed Debenture Issue is to optimize Capital and enhance Return on Equity of the Company. Therefore, FCT intends to issue Listed, Rated, Subordinated, Unsecured, Redeemable Debentures up to LKR 3.0Bn as Tier II Capital of the Company, which in turn allows the Company to optimize its capital structure, and enhance the Capital Adequacy position.

Primary Dealers are required to maintain a minimum Risk Weighted Capital Adequacy Ratio (RWCAR) of 10% at any given time in accordance with CBSL Direction No. 02 of 2015 (Risk Weighted Capital Adequacy Ratio – amendment) dated 28 October 2015.

FCT has obtained the approval from the Central Bank of Sri Lanka for the Debenture Issue and to include the same in the same in the computation of RWCAR from the date of allotment of the Debentures.

The Capital Adequacy ratio as at 31<sup>st</sup> December 2024 stood at 17.95% (statutory minimum – 10%) and with the proposed listed debenture issue of LKR 3.0Bn, the capital adequacy ratio will increase to 24.80%.

Also, as per the CBSL Directive issued by the Monetary Board on 9 July 2021 under the Local Treasury Bills Ordinance and Registered Stock and Securities Ordinance Directions No. 01 of 2021, Primary Dealers at all times are required to maintain the core capital at a level not less than LKR 2.5Bn from 1 January 2023 onwards with which the Company has duly complied with.

<b>The capital adequacy requirement as per the CBSL Direction No. 02 of 2015(Risk Weighted Capital Adequacy Ratio – amendment) dated 28th October 2015</b>	<b>The timeline to achieve such requirements</b>	<b>The level of compliance by the company, at 31<sup>st</sup> December 2024</b>	<b>The level of compliance by the company, after the capital infusion</b>
The ratio of Available Capital to Total Risk Weighted Assets (Minimum 10%)	Primary Dealers should meet the requirement at all times	17.95 %	24.80%

The Company intends to utilize the proceeds of LKR 3.0 Bn (the entirety of it) to expand the Government Securities portfolio depending on the market conditions and interest rate outlook prevalent at the time of the receipt of funds. It is the nature of the business to actively invest in Government Securities when the Company foresees lucrative opportunities in the market. This investment will be made within a period of three months of receiving the funds. During the quarter ended 31<sup>st</sup> December 2024, FCT had a monthly average purchase of LKR 112.9Bn (gross) in government securities

Reasons for raising additional funds for capital adequacy, even though compliant at present (sub-objectives),

- To replace the subordinated debenture matured in January 2025

Previously, FCT issued listed, rated, subordinated, unsecured, redeemable Debentures in January 2020 amounting to LKR 750Mn which matured in January 2025.

- Efficient usage of Tier I Capital

Raising debt through this Debenture Issue will enable FCT to maintain a healthy balance between Equity and Debt Capital, thereby encouraging efficient usage of Tier I Capital.

- Increase of Tier II Capital makes the Company tax efficient.

Through this Debenture Issue, FCT will be able to achieve tax savings on the Corporate Income tax as the interest paid on the Debentures will be allowed as a tax deductible in the computation of corporate income tax.

- Manage the maturity mismatches efficiently between short-term borrowings and medium/long-term investments.

At present, the Company's trading portfolio which amounts to LKR 66.1Bn as of 31 December 2024, the majority of which comprise of Government Treasury Bonds have been funded by REPO borrowings. This has led to a maturity mismatch. Therefore, the proceeds of this Debenture Issue will enable the Company to reduce this maturity mismatch by securing long term funding.

Objectives of the issue do not constitute a "Major Transaction" as provided in Section 185 of the Companies Act No. 07 of 2007. Therefore, the Company will not seek shareholder approval for the Debenture Issue as it is not applicable.

The Company will not be lending the proceeds of the Issue for any related party of the Company.

#### **Specific Risk relating to the Objective**

The Company is not exposed to any risk of not being able to achieve the said sub objective of investing into Government Securities within the stipulated timelines as they are considered part of its ordinary course of business.

The Company will begin utilizing Debenture issue proceeds upon allotment of Debentures issued under this Prospectus. During the interim period until utilization, the funds would be invested in REPOs against Government Securities at current market rates.

Hence, there are no significant risk factors that may lead to the non-achievement of Debenture IPO objectives within the specified timeline.

The Company undertakes to disclose the progress of the utilization of proceeds in all of their future interim and annual financial statements, until funds are fully utilized for the objective stated in the Prospectus in the format presented below. Continuous Disclosure regarding the status of utilization of funds raised via the Debenture Issue will be presented in the subsequent interim and annual financial statements.

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

Objective number	Objective as Per Prospectus	Amount allocated as Per prospectus in LKR	Proposed date of Utilization as per prospectus	Amount allocated from proceeds in LKR (A)	% of total proceeds	Amounts utilized in LKR (B)	% of utilization against allocation (B/A)	Clarification if not fully utilized including where the funds are invested (e.g.: whether lent to related party/s etc.)
1	Improve the Teir II Capital	Up to a maximum of LKR 3.0Bn	Upon the allotment of Debentures					
2	Invest in Government Securities		Within a period of 3 months from the date of allotment					

In the event the proceeds raised are fully utilized in terms of the objectives disclosed in the prospectus between two financial periods, the Entity shall disclose such fact in the immediate succeeding Annual Report or the Interim Financial Statement, whichever is published first.

## 5.4 Interest

The Debenture Issue comprises of Debentures of Type A, Type B and Type C that will carry rates of interest as described below on the interest payment dates:

Type of Debentures	Interest Rate (per annum)	Maturity/ Redemption from the Date of Allotment
Type A	Fixed Interest Rate of 12.00% p.a. Payable Annually (AER 12.00%)	5 Years
Type B	Fixed Interest Rate of 11.66% p.a. Payable Semi-annually (AER 12.00%)	5 Years
Type C	364 Days Treasury Bill + 2.25% p.a. Payable and Repriced Annually	5 Years

In relation to the Type A and Type C Debentures, Interest on the Debentures accruing on a daily basis will be paid annually as applicable from the Date of Allotment until the Date of Redemption on the outstanding Principal Sum. In relation to the Type B Debentures, Interest on the Debentures accruing on a daily basis will be paid semi-annually as applicable from the Date of Allotment until the Date of Redemption on the outstanding Principal Sum.

The interest due on the Debentures for a particular Interest Period will be calculated based on the actual number of days (irrespective of holidays) in such Interest Period (actual/actual) and will be paid not later than Three (03) Market Days from each Interest Payment Date. In order to accommodate the Debenture interest cycles in the CDS, the payment of interest for a particular Interest Payment Date will include Debenture Holders holding Debentures in the CDS as of the Entitlement Date.

Payment of the interest on the Debentures will be made after deducting any taxes and charges thereon (if any) in Sri Lanka Rupees as per the applicable law prevalent at the time of interest payment to the Debenture Holders. Please refer Section 5.11 for further details on taxes applicable for Debentures.

## **5.5 Payment of Principal Sum and Interest**

The Company will redeem the Debentures on the Date of Redemption as specified in Section 5.12.

The payment of Principal Sum and Interest will be made either through an electronic fund transfer mechanism recognised by the banking system of Sri Lanka such as SLIPS and RTGS in the event accurate bank account details of the Debenture Holders are provided to the CDS to effect such transfers or by cheque/s marked "Account Payee Only" sent by ordinary mail to the addresses provided by the Debenture Holders to the CDS, at the risk of the Debenture Holders if bank account details are not provided to the CDS or the bank account details provided to the CDS are inaccurate.

RTGS transfers however could be effected only for amounts over and above the maximum value that can be accommodated via SLIPS transfers (i.e. LKR 5,000,000/- as of the date of this Prospectus).

The payment of Principal Sum and Interest will be made in Sri Lanka Rupees in favour of the Debenture Holders as of the Entitlement Date. In the case of joint Debenture Holders, the payment of Principal Sum and Interest will be made to the one whose name stands first in the register of Debenture Holders.

## **5.6 Inspection of Documents**

The Articles of Association, Trust Deed, Accountant's Report and Five Years (05) Summary of Financial Statements for the five years ended 31 March 2020 to 31 March 2024, Audited Financial Statements for the Five (05) years immediately preceding the date of this Prospectus, and Interim Financial Statements for the Quarter ended 31 December 2024, Issue Rating Report and all other documents referred to in Rule 3.3.13 (a) of the CSE Listing Rules, including material contracts and management agreements entered or in the case of contracts not reduced into writing, a Memorandum giving full particulars thereof by the Company if any, would be made available from Seven (07) Market Days prior to the Date of Opening of the subscription list, for inspection by the public, during normal working hours at the registered office of the Company, No. 03, Deal Place, Colombo 03, Sri Lanka until the Date of Redemption of the Debentures.

The Prospectus, Trust Deed and Articles of Association of the Company are available on the website of CSE ([www.cse.lk](http://www.cse.lk)) and the website of the Company ([www.firstcapital.lk](http://www.firstcapital.lk)) from Seven (07) Market Days prior to the date of opening of the subscription list until the Date of Redemption of the Debentures as stipulated in Rule 3.3.13 (b) of the CSE Listing Rules.

FCT has requested for a waiver of Rule 2.4 (f) of the CSE Listing Rules (relating to the printing of the prospectus) via Company's letter addressed to CSE dated 8th April 2025 as it would not be feasible to arrange printing and distribution within the available timeline and in view of the upcoming holidays. CSE, upon careful deliberation of the said request made by the Company, has decided to grant a waiver.

## **5.7 Underwriting**

The Issue is not conditional upon any minimum subscription amount being raised. The Company has not entered into any underwriting arrangement with regard to this Issue.

In the event the Issue is undersubscribed, the subscribers shall be allotted in full and funds raised shall be utilized to the extent of such amount to meet the Objectives of the Issue as stipulated in Section 5.3 of this Prospectus.

## **5.8 The Minimum Subscription Applicable for Investors**

The minimum subscription requirement applicable for an investor applying for Debentures shall be One Hundred (100) Debentures (LKR 10,000/-) and Applications exceeding the minimum subscription should be in multiples of 100 debentures.

## **5.9 Cost of the Issue**

The Board estimates that the total cost of the Issue including fees to professionals, printing, advertising, brokerage and other costs connected with the Issue will be approximately LKR 33Mn. Such costs will be financed by the internally generated funds of the Company.

## **5.10 Brokerage**

Brokerage of 15 cents (LKR 0.15) per Debenture shall be paid in respect of the number of Debentures allotted on Applications bearing the original seal of any bank operating in Sri Lanka or a trading participant of the CSE or Managers to the Issue or any other party identified by the Managers to the Issue as involved in the Issue.

## **5.11 Taxation**

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

## **5.12 Redemption**

First Capital Treasuries PLC shall redeem the said Debentures on the expiry of Five (05) years respectively from the Date of Allotment in accordance with the provisions contained in the Trust Deed. Early redemption is not applicable for Debentures issued under this Prospectus, subject to the provisions contained in the Trust Deed. On the Date of Redemption of the Debentures, the Company shall in accordance with the provisions contained in the Trust Deed pay to the Debenture Holders the Principal Sum of the Debentures which ought to be redeemed and interest (if any) remaining unpaid up to the Date of Maturity/ Redemption of the Debenture. If the Date of Redemption falls on a day which is not a Market Day, then the Date of Redemption shall be the immediately succeeding Market Day and Interest shall be paid up to the date immediately preceding such Market Day (including holidays).

## **5.13 Rating of the Debentures**

Lanka Rating Agency Limited has assigned a rating of A with Stable Outlook, “A Stable”, to these Debentures. A copy of the Rating report issued by Lanka Rating Agency Limited is set out in Annexure II. The Board of Directors of FCT undertakes to keep the market and the Trustee to the Issue immediately informed on any change to the credit rating of the Debenture when either the Company or any of the Directors are aware of any changes to the credit rating of the Debentures being issued under this Prospectus. In the event the rating assigned to the Debt Securities listed on the Exchange falls below the Investment Grade rating, such securities will be subjected to enforcement actions as set out in Section 7.12.2 d) of the CSE Listing rules.

The Rating of FCT has not been downgraded during the last 3 years.

## **5.14 Trustee to the Issue**

Hatton National Bank PLC has agreed to act as the Trustee to the Debenture Holders. The Company has entered into an agreement with the Trustee (hereinafter called the "Trust Deed") who is in compliance with the requirements Rule 2.2.1 (k) (ii), (iii) and (iv) of the CSE Listing Rules. Debenture Holders in their Application Forms for subscription will be required to authorise the Trustee to act as their agent in entering into such deeds, writings, and instruments with the Company and to act as the agent and Trustee for the Debenture Holders.

The rights and obligations of the Trustee are set out in the Trust Deed and the Debentures will be subject to the terms and conditions incorporated in the said Trust Deed. The monthly fee payable to the Trustee will be LKR 40,000/- plus statutory levies until maturity of the Debentures. Further, the Trustee/its directors have no conflict of interest with the Company.

## **5.15 Rights and Obligations of the Debenture Holder**

(a) Debenture Holders are entitled to the following rights.

- Receiving interest at the Rate of Interest as set out in Section 5.4 of this Prospectus and the Principal Sum on the Date of Redemption as set out in Section 5.5 of this Prospectus.
- In the event of liquidation, rank above the ordinary voting shareholders of the Company.
- To receive a copy of the Annual Report of the Company within the timeline stipulated in terms of Rule 7.5 (a) of the CSE Listing Rules.
- Calling and attending meetings of Debenture Holders under this Debenture Issue as set out in the Trust Deed.
- The other rights of the holders of these debentures as set out in the Trust Deed.

(b) Debenture Holders do not have the following rights:

- Attending and voting at meetings of holders of Shares and other Debentures
- Sharing in the profits of the Company
- Participating in any surplus in the event of liquidation
- Calling for redemption before maturity, subject to the provisions stated in the Trust Deed

(c) Obligations on the Debentures

Each Debenture Holder must ensure that the information in respect of the securities account maintained with the CDS/the Company Secretaries or Registrars (where applicable) is up to date and accurate. Each Debenture Holder absolve the Company from any responsibility or liability in respect of any error or inaccuracy or absence of necessary changes in the information recorded with the CDS/Company.

Provided further that the Debenture Holders absolve the CSE and the CDS from any responsibility or liability in respect of any error or inaccuracy or absence of necessary changes in the information recorded with the CDS where such errors or inaccuracies or absence of changes are attributable to any act or omission of the Debenture Holders.

## **5.16 Risks Involved in Investing in the Debentures**

Subscribers to the Debentures will be exposed to the following risks. It is vital to note that these risks are not unique to Debentures Issued by FCT and apply generally to any Debenture listed in the CSE.

### **Reinvestment Risk**

The calculation for Annual Effective Rate (AER) assumes that the investor is able to reinvest his coupons at the same interest rate. The investor who is paid periodic coupon faces the risk of investing these coupon payments to generate the required AER on his investment. Assuming the investor is unable to invest these coupon payments at the same interest rate on the Debenture, the Debenture Holder may not be able to generate the required AER. In case the investor can find an investment, which yields a higher interest rate than the Debenture interest, the Debenture Holder can generate a higher AER by reinvesting the coupon in such instruments.

### **Interest Rate Risk**

The price of a Debenture will have a negative correlation with the market interest rates. Interest rate risk captures this relationship between market interest rates and the value of Debentures. If market interest rates rise, the value of the Debentures may fall as market interest rates fall, the value of Debentures may rise (all other factors being equal). If the investor wishes to sell the Debenture prior to its maturity, he might be facing a capital loss/gain if the market interest rates have increased/decreased subsequently. Interest rate risk is irrelevant for the investor who wishes to hold the Debenture until maturity.

### **Credit Risk / Default Risk**

Risk of the Issuer not being able to pay interest and principal payments as promised on a timely basis is default risk/ credit risk. It is advisable for prospective Debenture investors to take into account the credit rating awarded to the Company and its Debentures by Lanka Rating Agency Limited, present financial strength as reflected in the Balance Sheet of the Company, assets and earnings growth, experiences and skills of the Directors and the senior management when forming an opinion on default risk.

### **Call Risk**

Call risk refers to the risk that the issuer will retire all of the Principal Value of the Debentures before maturity. The risk to investor is in that, the timing of the call is not known and the investor will be faced with a re-investment risk in the event the call is made at a time when the market interest rates have declined. The Debentures issued under this prospectus do not have a call option hence free from call risk.

### **Liquidity Risk**

Liquidity risk refers to the ease with which the Debentures can be sold in the secondary market, after the initial placement. Since the Debentures are listed, should an investor require an exit option; they will be able to sell the Debentures through the CSE in order to convert them to cash and to exit from the investment. Therefore, the liquidity risk is mitigated to a greater degree in the Debenture. Investors have to be mindful of the fact that even though the Debentures are listed, trading of listed debt is not at an advanced stage as the equity markets in Sri Lanka.

### **5.17 Benefits of Investing in the Debentures**

- Provides an opportunity to earn a regular cash flow of interest payments on a periodic basis, up to a fixed period of five (05) years.
- Opportunity to realize capital gains according to interest rate fluctuations in the financial market. Also, if held to maturity, there will be no capital loss incurred.
- Listed Debentures provide the investor with an exit option through the CSE thereby bringing liquidity to these Debentures.
- These Debentures could be used as collateral to obtain both corporate and personal facilities from financial institutions, subject to the policies of those institutions.

### **5.18 Transfer of Debentures**

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

### **5.19 Listing**

An application has been made to the CSE for permission to obtain a listing for the Debentures and the CSE has granted its approval in-principle for the same. However, the CSE reserves the right to withdraw such approval, in the circumstances set out in Rule 2.3 of the Listing Rules of the CSE. It is the intention of the Company to list the Debentures on the Colombo Stock Exchange upon the allotment thereof.

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



## **6.0 PROCEDURE FOR APPLICATION**

### **6.1 Eligible Applicants**

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

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

Applications will not be accepted from Applicants who are under the age of 18 years, or in the names of sole proprietorships, partnerships or unincorporated trusts.

“Individuals resident outside Sri Lanka” will have the same meaning as in the notice published under the Foreign Exchange Act in Gazette No. 12 of 2017 in Gazette No. 2045/56 dated 17 November 2017.

When permitting Non-residents to invest in the Debentures, the Company will comply with the relevant Exchange Control Regulations including the conditions stipulated in the notice under the Foreign Exchange Act with regard to the Issue and transfer of Debentures of companies incorporated in Sri Lanka to foreign investors as published in the Government Gazette (Extraordinary) No. 2045/56 dated 17 November 2017.

### **6.2 How to Apply**

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

#### **6.2.1 Application via CSE Mobile App**

**RESIDENT AND NON-RESIDENT INDIVIDUAL APPLICANTS WHO HAVE A VALID CDS ACCOUNT AT THE TIME OF APPLICATION HAVE THE OPTION OF APPLYING FOR THE DEBENTURES ON OFFER VIA CSE MOBILE APP IN THE MANNER SET OUT IN THIS SECTION.**

Applicants who register with the CSE Mobile App should follow the instructions set out in the said Mobile App and submit their application as per the instructions. Submission of digital Application Forms through such CSE Mobile App is limited to both citizens of Sri Lanka who are resident in or outside Sri Lanka and are above 18 years of age and, foreign citizens above 18 years of age (irrespective of whether they are resident in Sri Lanka or overseas) only.

This option is not permitted for applicants applying via margin trading accounts, power of attorney, joint applicants, foreign citizens, corporate bodies and unit trusts.

Following procedure to be followed when making an application via CSE Mobile App:

- If the applicant is a first-time user of the CSE Mobile App, he/ she has to go through the registration process by following the instructions prompted via the App and complete the user account creation process, prior to making an application
- Existing users can directly proceed to apply after biometric/ PIN verification.
- Applicants should follow the instructions provided in the CSE Mobile App and complete the application. It is the responsibility of the Applicant to attach documents required in relevant sections within the application form as prompted by the CSE Mobile App.
- If the debenture value applied for is equal to or lesser than LKR 49,900.00 the system will automatically enable the user to perform the payment through HelaPay Payment App, integrated to the CSE Mobile App. Applicant can select this online payment gateway or use any other valid payment option as instructed in this Prospectus.

The Applicant must comply with the instructions stated on the CSE mobile app when submitting the online Application.

### **6.2.2 Applications Made via CDS Web Portal**

The applicant can use the online application web portal accessible via <https://ipo.cse.lk/> or [www.cds.lk](http://www.cds.lk) or <https://www.linkedin.com/company/cds-srilanka> . Only Resident and non-resident individual applicants who have a valid CDS account at the time of application can apply via the web portal.

This option is not permitted for applicants applying via margin trading accounts, power of attorney, joint applicants, foreign citizens, corporate bodies and unit trusts.

The applicant must comply with the instructions stated on the web portal when submitting the online application.

- First time user applicants of the web portal must first register for the web portal and read the instructions given on the web portal carefully and click on “Apply Now” option. Applicants will be directed to a page to self-register and create a login by validating their mobile number and email address. Once the applicant logs-in to the web portal the application can be completed and submitted via the CDS web portal
- Existing users can directly proceed to apply after log-in verification.
- If the debenture value applied for is equal to or lesser than LKR 49,900.00 the system will automatically enable the user to perform the payment through HelaPay Payment App, integrated to the CDS Web Portal. Applicant can select this online payment gateway or use any other valid payment option as instructed in this Prospectus.

The Applicant must comply with the instructions stated on the Web Portal when submitting the online Application.

### **6.2.3 Applications Made via CDS eConnect web portal**

Institutional users (CDS Account types of Local Customer & Foreign Customer) who are registered to the CDS eConnect facility are allowed to apply for the IPO through their registered CDS eConnect.

Registered eConnect Institutional users have an option for “eIPOs” within their eConnect facility, through which they are enabled to select the relevant IPO and apply.

**APPLICANTS SHOULD APPLY ONLY THROUGH ONE INVESTOR CATEGORY (INCLUDING JOINT APPLICANTS & MARGIN APPLICANTS) 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 UNDER DIFFERENT CATEGORIES WILL BE CONSTRUED AS MULTIPLE APPLICATIONS AND WILL BE REJECTED.**

#### **6.2.4 Applications Made via physical delivery**

- (a) Applications should be made on the Application Forms, which accompany and constitute a part of this Prospectus (exact size photocopies of Application Forms will also be accepted). Care must be taken to follow the instructions given herein and in the Application Form.

The Application Form can also be downloaded from the website of CSE, [www.cse.lk](http://www.cse.lk), the website of the Company and Managers, [www.firstcapital.lk](http://www.firstcapital.lk) until the Closing Date.

The Prospectus will be made available and can be downloaded from the website of CSE, [www.cse.lk](http://www.cse.lk) the website of the Company, [www.firstcapital.lk](http://www.firstcapital.lk) until the Date of Redemption of the Debentures.

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

Applicants should apply only for one Type of Debentures (i.e. either Type A or Type B or Type C Debentures) under one Application Form.

In the even 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.

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 Application Form from a single applicant, those would be considered as multiple Applications and the Company will not accept such multiple Applications or suspected multiple applications.

- (b) 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.
- (c) An applicant of a joint application will not be eligible to apply for the same Type of Debentures 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). Joint Applicants should note that all parties to the Application should either be residents of Sri Lanka or Non-Residents.

- (d) Applications by companies, corporate bodies, societies, approved provident funds, trust funds and approved contributory pension schemes registered/incorporated/established in Sri Lanka should have

obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for the Debentures and should be made under their common seal or in any other manner as provided by their articles of association or such other constitutional documents of such Applicant or as per the statutes governing them. In the case of approved provident funds, trust funds and approved contributory pension schemes, the Applications should be in the name of the trustee/board of management.

- (e) All Applicants should indicate in the Application for Debentures, their CDS account number.

All resident individual Applicants should ensure that;

- If the Applicant's CDS account carries the NIC number, the NIC number of the Applicant is stated in the relevant cage of the Application Form; or
- If the Applicant's CDS account carries the passport number, the passport number of the Applicant is stated in the relevant cage of the Application Form.

All Non-Resident individual Applicants and corporate Applicants should ensure that the passport number/company number and CDS Identification Number (CDS ID) are stated in the relevant cages of the Application Form.

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

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

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

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

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

- (g) 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.

- (h) Funds for the investment in Debentures and the payment for Debentures by Non-Residents should be made only out of the monies available to the credit of a “Inward Investment Account” (IIA) of the Non-Resident Applicants opened and maintained in a licensed commercial bank in Sri Lanka in accordance with the directions given by the Controller of Exchange in that regard to licensed commercial banks.

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

- (i) Non-Residents should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for the Debentures and may be affected by the laws of the jurisdiction of their residence. If the Non-Resident Applicants wish to apply for the Debentures, it is their responsibility to comply with the laws relevant to the jurisdiction of their residence and of Sri Lanka.

### **6.3 Submission of Physical Applications**

Investors applying through Margin trading accounts or making payment through bank guarantee, Non-Resident Applicants and Foreign Citizens must send 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 “**FIRST CAPITAL TREASURIES PLC – DEBENTURE ISSUE 2025**” on the top left hand corner in capital letters and dispatched by post or courier or delivered by hand to the Registrars to the Issue or Collection Points mentioned in Annexure III of this Prospectus.

Applications sent by post or courier or delivered to any Collection Point set out in Annexure III of this Prospectus should reach the office of the Registrars to the Issue, **Central Depository Systems (Pvt) Limited, Ground Floor, M & M Centre, 341/5, Kotte Road, Rajagiriya local time 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.

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

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

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

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

**Hence, DEBENTURE CERTIFICATES WILL NOT BE ISSUED.**

## **6.4 Number of Debentures to be Subscribed**

Applicants are allowed to invest in either Debentures of Type A and/or Debentures of Type B and/or Debentures of Type C subject to the minimum subscription of 100 Debentures (LKR 10,000.00). Applications exceeding the minimum subscription should be in multiples of 100 Debentures (LKR 10,000.00).

## **6.5 Mode of Payment**

### **6.5.1 For CSE Mobile App or CDS Web Portal Applicants or CDS eConnect web portal**

CSE Mobile App and CDS Web Portal is now integrated with the Helakurusuper Payment App & Direct CDS payments through Banking App.

#### **1. Payments through Helakurusuper App**

Only the LOCAL INDIVIDUAL applicants, with applied debenture values less or equal to LKR 49,900.00 will be able to use the Helakurusuper app after completing the applications on the said eIPO platform. If the applicant has already made a payment to the IPO account prior to starting the application process, such applicants should not select the 'Helakurusuper' option.

Customer charges of LKR 100.00 charged by 'Helakurusuper' will apply for such payment and to be borne by the applicants.

Please note that the applicants who wish to use the integrated Helakurusuper App platform through the CSE Mobile App or CDS Web portal should have the 'Helakurusuper' Mobile App installed in their mobile devices.

#### **2. Direct CDS payments through your own bank's mobile app or internet banking platform.**

This is applicable only for the list of banks given below, through which Direct CDS payment is enabled up Rs.10,000,000/- per transaction. You must complete the IPO application and submit the same. After successful submission of the application, you will receive an application reference number. You can visit your banking app/internet banking platform and login to your account and select the IPO payments option from CDS Payment category and complete the payment by entering the received application reference number. Once we receive an automated message from your banker, that the payment was successful, you will receive an email confirming the successful submission of the IPO application.

#### **List of Banks with Direct CDS Payments Enabled**

- Sampath Bank PLC
- Commercial Bank PLC
- Peoples Bank
- Cargills Bank PLC

Alternatively, Individual applicants who wish to use the payment modes of SLIPS, CEFTS, RTGS transfers must ensure to initiate such transfers prior to making the application using the CSE Mobile App, CDS Web Portal or CDS eConnect, in order to attach the proof of payment which is a mandatory requirement in submitting their applications via online platforms.

**When SLIPS/CEFTS/RTGS transfers are made, ensure to enter the CDS account number of the Applicant in the 'Beneficiary Narration/Beneficiary Remark/ Reference / Remark / Comment' field to identify the payments. If the payment cannot be identified Application may get rejected.**

### 6.5.2 For Physical Applications

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

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

**In the case of Application values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-), multiple bank drafts/cheques drawn upon any licensed commercial bank operating in Sri Lanka each of which should be for a value less than LKR 100,000,000/- will be accepted.**

- (c) Cheques or bank drafts should be made payable to **“FIRST CAPITAL TREASURIES PLC – DEBENTURE ISSUE 2025”** and crossed **“Account Payee Only”** and must be honoured on the first presentation.
- (d) In case of bank guarantees, such bank guarantees should be issued by any licensed commercial bank in Sri Lanka in favour of **“FIRST CAPITAL TREASURIES PLC – DEBENTURE ISSUE 2025”** in a manner acceptable to the Company and be valid for a minimum of one (01) month from the Issue opening date (i.e. 21 May 2025).

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

- (e) In case of RTGS transfers, such transfers should be made to the credit of **“FIRST CAPITAL TREASURIES PLC – DEBENTURE ISSUE 2025”** bearing the account number **003010556747** at Hatton National Bank PLC – Head Office Branch (7083-003) with value on the Issue opening date (i.e. the funds to be made available to the above account on the Issue opening date).

The Applicant should obtain a confirmation from the Applicant’s bank, to the effect that arrangements have been made to transfer payment in full for the total value of Debentures applied for to the credit of **“FIRST CAPITAL TREASURIES PLC – DEBENTURE ISSUE 2025”** bearing the account number 003010556747 at Hatton National Bank PLC – Head Office Branch (7083-003) with value on the Issue opening date (i.e. the funds to be made available to the above account on the Issue opening date) and should be attached with the Application Form.

For RTGS transfers above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-), the Applicants are entitled to an interest at the rate of three decimal Zero *per centum* (3.00%) per

annum from the date of such transfers up to the Date of Allotment. However, no interest will be paid if the RTGS transfers are not realised before the end of the Closing Date. Furthermore, even if such RTGS transfers are effected prior to the Issue opening date, no interest will be paid for the period prior to the Issue opening date.

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

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

- (h) The amount payable should be calculated by multiplying the number of Debentures applied as the minimum subscription per application is 100 debentures Sri Lankan Rupees Ten Thousand (LKR 10,000/-) and Applications exceeding the minimum subscription should be in multiples of 100 debentures.

If there is a discrepancy in the amount payable and the amount specified in the cheque/bank draft or bank guarantee or transferred via RTGS, the Application will be rejected.

- (i) In the event that cheques are not realised prior to the date of deciding the basis of allotment, the monies will be refunded and no allotment of Debentures will be made. Cheques must be honoured on first presentation for the Application to be valid.
- (j) All cheques/bank drafts received in respect of the Applications for Debentures will be banked commencing from the Working Day immediately following the Closing Date.

## **6.6 Rejection of Applications**

- Application Forms and the accompanying cheques/bank drafts/bank guarantee or RTGS transfers, which are illegible or incomplete in any way and/or not in accordance with the terms, conditions and instructions, set out in this Prospectus and in the Application Form will be rejected at the sole discretion of the Company.
- Applications received from Applicants who are under the age of 18 years or in the names of sole proprietorships, partnerships and unincorporated trusts will also be rejected.
- Any Application Form, which does not state a valid CDS account number, will be rejected and no allotment shall be made to such investor.
- More than one application submitted by an applicant will not be accepted. If two or more application forms are submitted from a single applicant, those would be considered as multiple applications and the Company will not accept such multiple applications or suspected multiple applications.
- Any application form with more than three (03) natural persons as joint applicants for any type of Debentures will be rejected.



- Applications delivered by hand to the Registrars to the Issue after the subscription list is closed will be rejected. Applications received by post or courier after 4.30 p.m. on the Market Day immediately following the Closing Date will be also rejected even if they carry a post mark dated prior to the Closing Date.
- Applications delivered to any place mentioned in Annexure III should also reach the office of the Registrars to the Issue at least by 4.30 p.m. on the Market Day immediately following the Closing Date. Applications received after the said duration will be rejected even though they have been delivered to any of the said Collection Points prior to the Closing Date.
- In the event that cheques are not realised prior to the date of deciding the basis of allotment and realised after such date, the monies will be refunded and no allotment of Debentures will be made. Cheques must be honoured on first presentation for the Application to be valid. In the event cheques are dishonoured/returned on first presentation, such Applications will be rejected.

## **6.7 Basis of Allotment**

In the event of an oversubscription, the Board shall reserve the right to allocate up to 75% of the number of Debentures to be allotted under this Prospectus on a preferential basis, to identified investor/s of strategic and operational importance with whom the Company might have mutually beneficial relationships in the future.

In the event of an oversubscription, the basis of allotment will be decided by the Board of Directors of the Company in a fair and equitable manner as soon as practicable to ensure compliance with the CSE Listing Rules. As per the Board Resolution dated 10<sup>th</sup> February 2025, the Board has authorized any two Directors to decide on the final basis of allotment. The maximum allocation under preferential allotment is 75% of the total number of Debentures to be issued with this Prospectus under any circumstances, unless there is an under subscription from the other investors (Investors that do not fall into the preferential category).

Upon the allotments being decided, an announcement will be made to the CSE, within Seven (07) Market Days of closing the Issue. The Company reserves the right to reject any Application or to accept any Application in part only, without assigning any reason thereto. A written confirmation informing successful Applicants on their allotment of Debentures will be dispatched within Ten (10) Market Days from the Closing Date as required by the CSE.

## **6.8 Banking of Payments**

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

## **6.9 Refunds**

- Where an Application is rejected for reasons given in Section 6.6 of this Prospectus, subsequent to the cheque being realized, the applicant's money in full or where an Application is accepted only in part, the balance of the applicant's money will be refunded.
- The Applicants may indicate the preferred mode of refund payments in the Application Form (i.e. direct transfer via SLIPS/RTGS/Cheques).

- If the Applicant has provided accurate and complete details of his/her bank account in the Application, the Bankers to the Issue will make refund payments up to and inclusive of Rupees Five Million (LKR 5,000,000/-) to the bank account specified by the Applicant, through SLIPS and a payment advice will be sent.
- If the applicant has provided accurate and complete details of his/her bank account in the application, the Bankers to the Issue will make refund payments up to and inclusive of Rupees One Hundred Million (LKR 100,000,000/-) to the bank account specified by the Applicant, through RTGS and a payment advice will be sent.
- Funds received via IIA accounts will be refunded via IIA accounts in the event there are refunds to be made.

In the event the Applicant has not provided accurate and correct details of his bank account in the Application or if the Applicant has not provided details of the bank account in the Application Form, the Company will make such refund payments to the Applicant by way of a cheque and sent by post at the risk of the Applicant.

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

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

<https://www.lankapay.net/en/downloads/bank-branch-directory/>

Refunds on Applications rejected, or partly allotted Debentures would be made within eight (08) Market Days from the date of closing the issue (excluding the date of issue closure). Applicants would be entitled to receive interest at the rate of the last quoted Average Weighted Prime Lending Rate (AWPLR) published in the immediately preceding week by the Central Bank of Sri Lanka or any other authority (in the event that the Central Bank of Sri Lanka ceases to publish the AWPLR) for the delayed period on any refunds not made within this period.

#### **6.10 CDS Accounts and Secondary Market Trading**

Debentures allotted will be directly deposited to the respective CDS accounts given in the Application Forms before the expiry of twelve (12) Market Days, from the date of closure of the subscription list. A written confirmation of the credit will be sent to the Applicants within two (02) Market Days of crediting the CDS account, by ordinary post to the address provided by each Applicant.

The Company will submit to the CSE a 'Declaration' on direct upload to CDS on the Market Day immediately following the day on which the Applicants' CDS accounts are credited with the Debentures. Trading of Debentures on the secondary market will commence on or before the Third (3<sup>rd</sup>) Market Day from the receipt of the Declaration by the CSE as per the CSE Listing Rules.

## 7.0 FINANCIAL AND OTHER INFORMATION

All the financial information mentioned are based on audited financial statements of the Company except for the information as of 31 December 2024.

### 7.1 Financial Statements & Financial Summary

The following financial information is hosted on the Company's web site, [www.firstcapital.lk](http://www.firstcapital.lk) and CSE web site, [www.cse.lk](http://www.cse.lk);

- Audited financial statements of First Capital Treasuries PLC for the year ended 31 March 2024
- Interim financial statements of First Capital Treasuries PLC for the quarter ended 31 December 2024
- Summarized financial statement for the five years ended 31 March 2020 to 31 March 2024 preceding the date of the application stating the accounting policies adopted by the Company certified by the Auditors and Qualifications carried in any of the Auditors Reports covering the period in question and any material changes in accounting policies during the relevant period (Section 7.9)

### 7.2 Financial Year

The financial year of the Company commences on 01 April and ends on 31 March.

### 7.3 Particulars of Debt and Loan Capital

The outstanding borrowings of First Capital Treasuries PLC as at 31 December 2024 comprise the following categories of borrowings;

Amount (LKR.'000)	As of 31 December 2024 Amount (LKR.'000)
Securities sold under re-purchase agreements	62,219,772
Short term borrowings	NIL
Borrowing on listed debentures (Capital and Interest)	789,968
<b>Total</b>	<b>63,009,740</b>

Source : Unaudited financial statements as of 31 December 2024

### 7.4 Other Debt Securities in Issue - As at the date of the Prospectus

Debenture Code	Par Value (LKR)	Ranking	Tenor	Interest Rate p.a.	Issue Value LKR (Million)	Issue Date	Maturity Date
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

There are no outstanding Debt Securities convertibles to equity as at the Date of the Issue.

### 7.5 Key Financial Ratios

Description	FY2024	FY2023	FY2022	FY2021	FY2020
Interest cover* (times)	6.41	8.16	6.24	4.45	8.81
Debt/Equity Ratio** (times)	3.11	1.60	0.15	2.84	1.86

(a) Interest cover\* (times) = (Profit for the year + Interest expense) / Interest expense

(b) Debt/Equity ratio\*\* = (Interest bearing borrowings + Public deposits) / Total equity

## 7.6 Debt Servicing Details of First Capital Treasuries PLC

Description	FY2024	FY2023	FY2022	FY2021	FY2020
	LKR 000'	LKR 000'	LKR 000'	LKR 000'	LKR 000'
Gross interest due on Debentures	95,625	95,625	95,625	95,625	15,981
Debenture interest paid on or before due date	95,625	95,625	95,625	95,625	15,981
Debenture interest paid after due date	Nil	Nil	Nil	Nil	Nil
Debenture interest not paid as of due date	Nil	Nil	Nil	Nil	Nil

## 7.7 Litigation, Disputes and Contingent Liabilities as of 31 December 2024

The Company is not a party to any material contingent liabilities, litigation, mediation or arbitration proceedings and is not aware of any pending or threatened litigation or arbitration that, if decided adversely to the Company, would have a significant effect upon the Company's financial position or profitability, nor has it been a party to any such proceedings in the recent past.

During the financial year there were no penalties imposed by any regulatory authority and the company is complied with all regularly requirements. There was no ongoing case filed against the Company as at the date of the Prospectus.

## 7.8 Major Shareholders as of 31 December 2024

	Shareholder Name	Shares	%
1	First Capital Limited	550,093,968	89.36%
2	Employees Trust Fund Board	25,924,978	4.21%
3	Dr. K.A.S.S. Rodrigo	1,250,000	0.20%
4	Mr. D.N.P. Rathnayake	960,942	0.16%
5	Mr. R.C.D. De Silva	798,568	0.13%
6	Mr. P.A.C. Priyantha	653,645	0.11%
7	Mr. E.N. Weerakoon	514,603	0.08%
8	Mrs. T.T.A. De Silva Weerasooria	500,000	0.08%
9	Miss. D.R. Edussuriya	500,000	0.08%
10	Trading Partners (Pvt) Ltd	500,000	0.08%

## 7.9 Accountant's Report and 5-year summary



KPMG  
(Chartered Accountants)  
32A, Sir Mohamed Macan Markar Mawatha,  
P. O. Box 186,  
Colombo 00300, Sri Lanka.

Tel +94 - 11 542 6426  
Fax +94 - 11 244 5872  
+94 - 11 244 6058  
Internet www.kpmg.com/lk

27<sup>th</sup> February 2025

Board of Directors,  
First Capital Treasuries PLC,  
No. 02, Deal Place,  
Colombo 03.

Dear Sir / Madam,

### Accountant's Report for Inclusion in the Prospectus of First Capital Treasuries PLC

This report has been prepared for the purpose of the prospectus issued in connection with the issue of up to Ten Million (10,000,000) Listed, Rated, Subordinate, Unsecured, Redeemable Debentures of Rupees one hundred (Rs. 100/-) each with a further option to issue up to another Ten Million (10,000,000) at the discretion of the Company to raise a maximum amount of Sri Lankan Rupees Three Billion (Rs. 3,000,000,000/-) subject to obtaining all necessary regulatory and other approvals and that the said Debentures be listed on the Colombo Stock Exchange (CSE).

We have examined the Financial Statements of the First Capital Treasuries PLC ("the Company") for the years ended 31 March 2020 to 31 March 2024, and report as follows.

#### 1. Incorporation

First Capital Treasuries PLC ("the Company") is a public limited liability company incorporated on 19<sup>th</sup> August 1982 and domiciled in Sri Lanka. The debentures of the Company have a primary listing on the Colombo Stock Exchange. The Company engages in the business operations of a Primary Dealer in Government Securities. The registered office of the Company is situated at No. 2, Deal Place, Colombo 3.

#### 2. Financial Information

##### 2.1 Five Years Summary of Audited Financial Statements

A summary of Statement of Profit or Loss and Other Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and Statement of Cash Flows of First Capital Treasuries PLC for the years ended 31st March 2020 to 31st March 2024, based on the audited financial statements of the Company are set out in Annexure 1.

Summaries presented for Operating Results, Assets, Liabilities and Shareholders' funds for financial years ended 31st March 2020 to 31st March 2024 are based on the financial statements prepared in accordance with SLFRSs and LKASs.

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C. P. Jayatilake FCA  
Ms. S. Joseph FCA  
R.M.D.B. Rajapakse FCA  
M.N.M. Shameel FCA  
Ms. P.M.K. Sumanasekara FCA

T. J. S. Rajakarier FCA  
W. K. D. C. Abeyaratne FCA  
Ms. B.K.D.T.N. Rodrigo FCA  
Ms. C.T.K.N. Perera ACA  
R.W.M.O.W.D.B. Rathnadiwakara FCA

W. W. J. C. Perera FCA  
G. A. U. Karunaratne FCA  
R. H. Rajan FCA  
A.M.R.P. Alahakoon ACA

Principals: S.R.I. Perera FCA(UK), LL.B, Attorney-at-Law, H.S. Goonewardene ACA, Ms. F.R. Ziyad FCA(UK), FCIT, K. Somasundaram ACA(UK), R. G. H. Raddella ACA, Ms. D. Corea Dhamaratne



## 2. Financial Information (Continued)

### 2.2 Audit Reports

We have audited the Financial Statements of the Company for the years ended 31 March 2020 to 31 March 2024. Unmodified audit opinions have been issued for the said financial years by such auditor's reports 11<sup>st</sup> August 2020, 11<sup>st</sup> August 2021, 15<sup>th</sup> August 2022, 16<sup>th</sup> August 2023, and 4<sup>th</sup> June 2024 respectively.

### 2.3 Accounting Policies

The Financial Statements of the Company for the years ended 31 March 2020 to 31 March 2024 comply with Sri Lanka Accounting Standards. The accounting policies of the Company are stated in detail in the audited Financial Statements of First Capital Treasuries PLC for the year ended 31<sup>st</sup> March 2024.

### 2.4 Dividends

**2.4.1** The Company has paid dividend for the years ended 31 March 2020 to 31 March 2024 as follows.

Year	Dividend Per Share (Rs.)	Dividend Paid (LKR)
2020*	Rs. 1.29	Rs. 792.6 Mn
2021*	Rs. 0.84	Rs. 515.6 Mn
2022	-	-
2023	Rs. 1.50	Rs. 923.4 Mn
2024	Rs. 14.50	Rs. 8,926.2 Mn

\*This has been adjusted and presented to be comparable with the latest number of shares of the company (i.e. effect of the sub-division of shares executed – 2022/23).

### 2.4.2 Events after Reporting Date

#### Dividends

On 6<sup>th</sup> January 2025, the Board of Directors of the Company approved and declared an interim dividend of Rs. 2.60 per share amounting to Rs. 1,600.56 Mn for the year 2024/25.

### 3. Restriction on Use

This report is made solely for the purpose of the Board of Directors of First Capital Treasuries PLC for usage in the application for the purpose of issue of up to Ten Million (10,000,000) Listed, Rated, Subordinate, Unsecured, Redeemable Debentures of Rupees one hundred (Rs. 100/-) each with a further option to issue up to another Ten Million (10,000,000) at the discretion of the company to raise a maximum amount of Sri Lankan Rupees Three Billion (Rs. 3,000,000,000/-) subject to obtaining all necessary regulatory and other approvals and that the said Debentures be listed on the Colombo Stock Exchange (CSE). 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 the report, or for the opinion we have formed. This report should not be used, circulated, quoted or otherwise referred to any other purpose.

Yours faithfully,

**CHARTERED ACCOUNTANTS**

Colombo, Sri Lanka



**Annexure 1**  
**Five year summary of Financial Statements**

**FIRST CAPITAL TREASURIES PLC**  
**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

*For the year ended 31 March,*

	2024 Rs.'000	2023 Rs.'000	2022 Rs.'000	2021 Rs.'000	2020 Rs.'000
Income	26,598,738	9,969,951	622,824	4,294,461	3,708,401
Direct expenses	(7,893,976)	(6,305,233)	(1,054,939)	(1,322,859)	(2,056,410)
<b>Net trading income</b>	<b>18,704,762</b>	<b>3,664,718</b>	<b>(432,115)</b>	<b>2,971,602</b>	<b>1,651,991</b>
Other income	8,752	5,202	55,002	206,834	519
Net gain/ (loss) on fair valuation of financial assets recognised through profit or loss measured at fair value	(307,629)	1,077,830	(73,849)	(385,933)	362,930
	18,405,885	4,747,750	(450,962)	2,792,503	2,015,440
<b>Operating expenses</b>					
Personnel expenses	(1,641,574)	(443,479)	(110,893)	(324,084)	(199,523)
Premises, equipment and establishment expenses	(54,911)	(14,158)	(30,601)	(8,554)	(33,765)
Other operating expenses	(671,360)	(537,204)	(297,243)	(62,523)	(30,492)
	(2,367,845)	(994,841)	(438,737)	(395,161)	(263,780)
<b>Profit/(Loss) before Taxation</b>	<b>16,038,040</b>	<b>3,752,909</b>	<b>(889,699)</b>	<b>2,397,342</b>	<b>1,751,660</b>
Income tax (expense)/ reversal	(4,894,912)	(866,513)	237,254	(560,061)	(544,083)
<b>Profit/(Loss) for the year</b>	<b>11,143,128</b>	<b>2,886,396</b>	<b>(652,445)</b>	<b>1,837,281</b>	<b>1,207,577</b>
<b>Other comprehensive income</b>					
<i>Items that will never be reclassified to profit or loss</i>					
Loss on financial assets at fair value through other comprehensive inc	-	-	-	-	(1,000)
Actuarial gain/(loss) on retirement benefit obligation	(2,247)	(3,470)	9,049	(2,955)	(338)
Tax effect on other comprehensive income	674	1,041	(1,267)	709	94
<i>Item that are or may be reclassified to profit or loss</i>	-	-	-	-	-
<b>Other comprehensive income/ (loss)</b>	<b>(1,573)</b>	<b>(2,429)</b>	<b>7,782</b>	<b>(2,246)</b>	<b>(1,244)</b>
<b>Total Comprehensive income/(loss) for the year</b>	<b>11,141,555</b>	<b>2,883,967</b>	<b>(644,663)</b>	<b>1,835,035</b>	<b>1,206,333</b>
Basic and diluted earnings/ (loss) per share (Rs.)	18.10	4.68	(1.06)	11.94	7.85





**Annexure 1 (Continued)**  
**Five year summary of Financial Statements (Continued)**

**FIRST CAPITAL TREASURIES PLC**  
**STATEMENT OF FINANCIAL POSITION**

<i>As at 31 March,</i>	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>
	<b>Rs.'000</b>	<b>Rs.'000</b>	<b>Rs.'000</b>	<b>Rs.'000</b>	<b>Rs.'000</b>
<b>Assets</b>					
Cash at banks and in hand	29,161	24,023	348,585	146,614	8,361
Derivative financial instruments	51,933	51,194	5,190	2,315	2,734
Financial assets recognised through profit or loss - measured at fair value	56,684,886	50,753,172	24,509,930	23,085,413	36,212,069
Financial assets - at amortised cost	4,539,304	1,131,851	3,109,800	2,158,045	793,503
Receivable from related companies	5,245	3,744	2,060	165	360
Taxes receivable	-	-	-	-	508
Deferred tax asset	-	4,964	94,318	4,731	262,493
Other assets	2,922,901	338,354	338,345	316,406	94,272
Property, plant and equipment and right of use assets	321,891	16,112	7,782	9,849	7,195
Intangible assets	622	494	573	919	1,106
<b>Total assets</b>	<b>64,555,943</b>	<b>52,323,908</b>	<b>28,416,583</b>	<b>25,724,457</b>	<b>37,382,601</b>
<b>Liabilities</b>					
Derivative financial instruments	71,742	153,586	2,622	824	3,118
Securities sold under repurchase agreements	48,482,468	43,830,826	23,397,838	19,330,472	32,182,773
Creditors and other payables	4,279,710	1,453,226	363,897	336,366	227,058
Payable to related companies	279,955	11,755	6,528	18,515	19,698
Deferred tax liability	16,276	-	-	-	-
Taxes payable	2,971,647	629,708	-	740,959	439,878
Borrowing on listed debentures	764,042	762,076	760,577	759,255	758,342
Retirement benefit obligations	10,735	18,718	11,561	19,843	14,331
<b>Total liabilities</b>	<b>56,876,575</b>	<b>46,859,895</b>	<b>24,543,023</b>	<b>21,206,234</b>	<b>33,645,198</b>
<b>Equity</b>					
Stated capital	256,500	256,500	256,500	256,500	256,500
Risk reserve	2,789,746	1,675,433	1,386,793	1,386,793	1,203,065
Retained earnings	4,635,122	3,534,080	2,232,267	2,876,930	2,279,838
Fair valuation reserve	(2,000)	(2,000)	(2,000)	(2,000)	(2,000)
<b>Total Equity</b>	<b>7,679,368</b>	<b>5,464,013</b>	<b>3,873,560</b>	<b>4,518,223</b>	<b>3,737,403</b>
<b>Total Equity and liabilities</b>	<b>64,555,943</b>	<b>52,323,908</b>	<b>28,416,583</b>	<b>25,724,457</b>	<b>37,382,601</b>
Net assets per share (Rs.)	12.47	8.88	6.29	29.36	24.29





**Annexure 1 (Continued)**  
**Five year summary of Financial Statements (Continued)**

**FIRST CAPITAL TREASURIES PLC**  
**STATEMENT OF CASH FLOWS**

*For the year ended 31 March,*

	2024	2023	2022	2021	2020
	Rs.'000	Rs.'000	Rs.'000	Rs.'000	Rs.'000
<b>Cash flows from operating activities</b>					
Interest receipts and gains realised	26,578,897	9,967,457	621,253	4,293,072	3,708,163
Interest payments and other direct cost	(6,792,098)	(6,199,981)	(974,173)	(1,259,725)	(1,782,628)
Other receipts	8,288	5,136	55,002	206,834	519
Cash payments to employees and suppliers	(2,364,419)	(480,172)	(434,861)	(278,232)	(138,229)
<b>Operating profit/(loss) before changes in operating assets and liabilities</b>	<b>17,430,668</b>	<b>3,292,440</b>	<b>(732,779)</b>	<b>2,961,949</b>	<b>1,787,825</b>
Increase in financial assets- fair value through profit or loss- measured at fair value	(6,321,926)	(25,060,452)	(1,499,443)	12,738,848	(6,314,752)
(Increase)/decrease in financial assets at amortised cost	(3,387,612)	1,980,444	(950,184)	(1,363,153)	1,070,731
Increase in other assets	(2,583,951)	(9)	(21,939)	(222,134)	(2,822)
(Increase)/ Decrease in short term borrowings	-	-	-	-	(991,384)
(Increase)/ Decrease in receivable from related companies	(1,502)	(1,684)	(1,895)	195	11,256
(Decrease)/Increase in creditors and accrued charges	979,090	(521,240)	27,531	(491)	14,834
(Decrease)/Increase in payable to related companies	268,200	5,227	(11,987)	(1,183)	18,982
(Decrease)/ Increase in securities sold under repurchase agreements	3,551,730	20,329,236	3,987,922	(12,914,521)	4,423,485
<b>Cash generated from operations</b>	<b>9,934,697</b>	<b>23,962</b>	<b>797,226</b>	<b>1,199,510</b>	<b>18,155</b>
Income tax paid	(2,531,059)	(335,588)	(594,559)	-	(5)
Gratuity paid	(557)	-	-	-	-
<b>Net cash flows generated from/ (used in) operating activities</b>	<b>7,403,081</b>	<b>(311,626)</b>	<b>202,667</b>	<b>1,199,510</b>	<b>18,150</b>
<b>Cash flows from investing activities</b>					
Acquisition of property, plant and equipment and right of use assets	(318,636)	(12,843)	(642)	(6,675)	(138)
Acquisition of intangible assets	(370)	(160)	(200)	(370)	(200)
Proceeds from sale of property, plant and equipment	463	67	146	3	-
Investment in financial assets fair value through other comprehensive income	-	-	-	-	(1,000)
<b>Net cash flows used in investing activities</b>	<b>(318,543)</b>	<b>(12,936)</b>	<b>(696)</b>	<b>(7,042)</b>	<b>(1,338)</b>
<b>Cash flows from financing activities</b>					
Dividend paid	(7,079,400)	-	-	(1,054,215)	(253,935)
Redemption of borrowing on debentures issued in February 2015	-	-	-	-	(500,000)
Borrowing on debentures issued in January 2020	-	-	-	-	750,000
<b>Net cash flows used in financing activities</b>	<b>(7,079,400)</b>	<b>-</b>	<b>-</b>	<b>(1,054,215)</b>	<b>(3,935)</b>
<b>Net increase in cash and cash equivalents</b>	<b>5,138</b>	<b>(324,562)</b>	<b>201,971</b>	<b>138,253</b>	<b>12,877</b>
Cash and cash Equivalents at the beginning of the year	24,023	348,585	146,614	8,361	(4,516)
<b>Cash and cash equivalents at the end of the year</b>	<b>29,161</b>	<b>24,023</b>	<b>348,585</b>	<b>146,614</b>	<b>8,361</b>



Annexure 1 (Continued)  
Five year summary of Financial Statements (Continued)

**FIRST CAPITAL TREASURIES PLC**  
**STATEMENT OF CHANGES IN EQUITY**

*For the years ended 31 March 2024 to 2020,*

	Stated Capital	Risk Reserve	Retained Earnings	Fair Valuation Reserve	Total Equity
	Rs.'000	Rs.'000	Rs.'000	Rs.'000	Rs.'000
Balance as at 1 April 2019 (Audited)	256,500	1,082,307	1,887,076	(1,000)	3,224,883
Impact on adoption of IFRIC 23	-	-	(439,878)	-	(439,878)
Adjusted balance as at 1 April 2019	256,500	1,082,307	1,447,198	(1,000)	2,785,005
<b>Total comprehensive income for the year</b>					
Profit for the year	-	-	1,207,577	-	1,207,577
Other comprehensive loss for the year	-	-	(244)	(1,000)	(1,244)
<b>Total comprehensive income for the year</b>	-	-	1,207,333	(1,000)	1,206,333
<b>Transactions with equity holders</b>					
<b>Distribution to equity holders</b>					
Dividend paid - Interim 2019/20	-	-	(253,935)	-	(253,935)
<b>Total distribution to equity holders</b>	-	-	(253,935)	-	(253,935)
<b>Total Transactions with equity holders</b>	-	-	(253,935)	-	(253,935)
Transfers to risk reserve	-	120,758	(120,758)	-	-
<b>Balance as at 31 March 2020 (Audited)</b>	<b>256,500</b>	<b>1,203,065</b>	<b>2,279,838</b>	<b>(2,000)</b>	<b>3,737,403</b>
<b>Balance as at 1 April 2020 (Audited)</b>	<b>256,500</b>	<b>1,203,065</b>	<b>2,279,838</b>	<b>(2,000)</b>	<b>3,737,403</b>
<b>Total comprehensive income for the year</b>					
Profit for the year	-	-	1,837,281	-	1,837,281
Other comprehensive loss for the year	-	-	(2,246)	-	(2,246)
<b>Total comprehensive income for the year</b>	-	-	1,835,035	-	1,835,035
<b>Transactions with equity holders</b>					
<b>Distribution to equity holders</b>					
Dividend paid - 2nd Interim 2019/20	-	-	(538,650)	-	(538,650)
Dividend declared - Interim for 2020/21	-	-	(515,565)	-	(515,565)
<b>Total distribution to equity holders</b>	-	-	(1,054,215)	-	(1,054,215)
<b>Total Transactions with equity holders</b>	-	-	(1,054,215)	-	(1,054,215)
Transfers to risk reserve	-	183,728	(183,728)	-	-
<b>Balance as at 31 March 2021 (Audited)</b>	<b>256,500</b>	<b>1,386,793</b>	<b>2,876,930</b>	<b>(2,000)</b>	<b>4,518,223</b>
<b>Balance as at 1 April 2021 (Audited)</b>	<b>256,500</b>	<b>1,386,793</b>	<b>2,876,930</b>	<b>(2,000)</b>	<b>4,518,223</b>
<b>Total comprehensive income for the year</b>					
Loss for the year	-	-	(652,445)	-	(652,445)
Other comprehensive income for the year	-	-	7,782	-	7,782
<b>Total comprehensive loss for the year</b>	-	-	(644,663)	-	(644,663)
<b>Transactions with equity holders</b>					
<b>Distribution to equity holders</b>					
<b>Total distribution to equity holders</b>	-	-	-	-	-
<b>Total Transactions with equity holders</b>	-	-	-	-	-
<b>Balance as at 31 March 2022 (Audited)</b>	<b>256,500</b>	<b>1,386,793</b>	<b>2,232,267</b>	<b>(2,000)</b>	<b>3,873,560</b>



Annexure 1 (Continued)  
Five year summary of Financial Statements (Continued)

**FIRST CAPITAL TREASURIES PLC**  
**STATEMENT OF CHANGES IN EQUITY (CONTINUED)**

*For the years ended 31 March 2024 to 2020,*

	Stated Capital	Risk Reserve	Retained Earnings	Fair Valuation Reserve	Total Equity
	Rs.'000	Rs.'000	Rs.'000	Rs.'000	Rs.'000
Balance as at 1 April 2022 (Audited)	256,500	1,386,793	2,232,267	(2,000)	3,873,560
Impact of surcharge tax liability	-	-	(370,114)	-	(370,114)
Adjusted balance as at 1 April 2022	256,500	1,386,793	1,862,153	(2,000)	3,503,446
<b>Total comprehensive income for the year</b>					
Profit for the year	-	-	2,886,396	-	2,886,396
Other comprehensive loss for the year	-	-	(2,429)	-	(2,429)
Total comprehensive income for the year	-	-	2,883,967	-	2,883,967
<b>Transactions with equity holders</b>					
<b><u>Distribution to equity holders</u></b>					
Dividend declared 2022/23	-	-	(923,400)	-	(923,400)
Total distribution to equity holders	-	-	(923,400)	-	(923,400)
Total transactions with equity holders	-	-	(923,400)	-	(923,400)
Transfers to risk reserve	-	288,640	(288,640)	-	-
Balance as at 31 March 2023 (Audited)	256,500	1,675,433	3,534,080	(2,000)	5,464,013
Balance as at 1 April 2023 (Audited)	256,500	1,675,433	3,534,080	(2,000)	5,464,013
<b>Total comprehensive income for the year</b>					
Profit for the year	-	-	11,143,128	-	11,143,128
Other comprehensive loss for the year	-	-	(1,573)	-	(1,573)
Total comprehensive income for the year	-	-	11,141,555	-	11,141,555
<b>Transactions with equity holders</b>					
<b><u>Distribution to equity holders</u></b>					
Dividend paid 2023/24 - 1 <sup>st</sup> interim	-	-	(6,156,000)	-	(6,156,000)
Dividend declared 2023/24 - 2 <sup>nd</sup> interim	-	-	(2,770,200)	-	(2,770,200)
Total distribution to equity holders	-	-	(8,926,200)	-	(8,926,200)
Total Transactions with equity holders	-	-	(8,926,200)	-	(8,926,200)
Transfers to risk reserve	-	1,114,313	(1,114,313)	-	-
Balance as at 31 March 2024 (Audited)	256,500	2,789,746	4,635,122	(2,000)	7,679,368

## ANNEXURE I – STATUTORY DECLARATIONS

### Statutory Declaration by the Directors

We, the undersigned who are named in the Prospectus issued by First Capital Treasuries PLC “The Company” in connection with its issue of up to 30,000,000 Listed, Subordinated, Unsecured, Redeemable, Rated, debentures (“The Prospectus”), as Directors of the company, hereby declare and confirm that we have seen and read the provisions of Companies Act No.7 of 2007 and the Listing Rules of CSE relating to the issue of the Prospectus and those provisions have been complied with.

This Prospectus has been seen and approved by the Directors of First Capital Treasuries PLC (“Company”) and we collectively and individually accept full responsibility for the accuracy and completeness of the information given and confirm that provisions of the CSE Listing Rules and the Companies Act No. 07 of 2007 and amendments thereto have been complied with and after making all reasonable enquiries and to the best of our knowledge and belief, that 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 enquiry of the information available to the Company and making assumptions that are considered to be reasonable at the present point in time in the best judgement of the Directors.

An application has been made to the Colombo Stock Exchange for permission to deal in and for a listing of the Debentures issued by the Company and those Debentures which are the subject of this issue. We are aware that such permission will be granted when the Securities are listed on the Colombo Stock Exchange and that the Colombo Stock Exchange assumes no responsibility for the correctness of any of the statements made, omitted statements or opinions expressed or reports included in this Prospectus. Further, the listing on the Colombo Stock Exchange is not to be taken as an indication of the merits of the Company or of the Debentures issued.

Name of Director	Designation	Signature
Ms. M. Mathews	Chairperson/ Non-Independent Non-Executive Director	Sgd.
Mr. D. F. S. N. Perera	CEO/ Non-Independent Executive Director	Sgd.
Mr. D. G. Wirasekara	Non-Executive Non-Independent Director	Sgd.
Mr. R. Schaffter	Non-Independent Non-Executive Director	Sgd.
Ms. M. D. A. Perera	Non-Independent Non-Executive Director	Sgd.
Dr. N. C. de Mel	Independent Non-Executive Director	Sgd.
Ms. C. C. M. Wijesinghe	Independent Non-Executive Director	Sgd.
Mr. C. De Silva	Independent Non-Executive Director	Sgd.

### **Statutory Declaration by the Managers to the Issue**

We, First Capital Advisory Services (Pvt) Ltd of No. 02, Deal Place, Colombo 03, who are named in the Prospectus as the Managers to the Issue hereby declare and confirm that to the best of our knowledge and belief based on the information provided to us by the Company, the Prospectus constitutes full and true disclosure of all material facts about the Issue and First Capital Treasuries PLC; and where appropriate, it has satisfied itself that profit forecasts have been stated by the directors after due and careful enquiry.

Signed by an authorized signatory of First Capital Advisory Services (Pvt) Ltd, being duly authorized thereto, on this 14<sup>th</sup> day of March 2025.

Sgd.

**Authorized Signatory**

## ANNEXURE II – CREDIT RATING REPORT



Lanka Rating Agency

### Rating Report

Report Contents
1. Rating Analysis
2. Financial Information
3. Rating Scale
4. Regulatory and Supplementary Disclosure

First Capital Treasuries PLC - Listed, Rated, Subordinated, Unsecured, Redeemable Debenture up to 3 Bn - Tenure 5 years

Rating History				
Dissemination Date	Long Term Rating	Outlook	Action	Rating Watch
05-Mar-2025	A	Stable	Preliminary	-

Rating Rationale and Key Rating Drivers
<p>The rating reflects First Capital Treasuries PLC's ("FCT" or "the Company") strong position in the Primary Dealer (PD) market, sustained profitability and robust capitalization. FCT continued to retain its position as a Standalone Primary Dealer (Non-bank). The Company enjoyed an exceptional year in terms of profitability in FY24 on the back of substantial trading gains on Government Bonds due to sharp decline in interest rates. The Company's Profit After Tax (PAT) in FY24 stood at LKR~11.1bn, compared to LKR~2.9bn in FY23. The performance trends normalized but remained strong (after the one-off gains in FY24) as FCT posted PAT of LKR~2.5bn in 9MFY25. The Company's direct income was LKR~8.6bn in 9MFY25 while direct expense (interest costs) stood at LKR~4.8bn in 9MFY25 showing a decline of ~17.8% from LKR~5.8bn in 9MFY24. This is due to the rather stable interest rate environment in 9MFY25 leading to lesser trading gains and mark-to-market gains on bond holdings and lower trading volume. The Company remains exposed to highly cyclical nature of Primary Dealer operations, where profitability is closely linked to interest rate movements and can be volatile. The Company strengthened its capital base to create cushion against potential down cycles as it retained majority of its profits. FCT recorded a healthy Capital Adequacy Ratio (CAR) of ~17.95% in 9MFY25. This is well above the statutory requirement of 10%. The credit risk of the Company remains minimum as a result of investing ~98.6% of its assets in the Government Securities. FCT is planning to issue a LKR~3bn listed, subordinate debenture issue. This will enhance the Company's Tier II capital and increase total CAR to ~24.80%. At present, borrowings of the Company comprise repo transactions backed by Government securities. FCT intends to adjust its portfolio proactively in line with interest rate dynamics in the country.</p> <p>The rating is dependent on the Company's ability to maintain its strong market position in the Primary Dealer Sector and sustain performance. Any adverse movement in interest rates, leading to sizeable loss and/or equity erosion will have negative impact on the rating.</p>

Disclosure	
Name of Rated Entity	First Capital Treasuries PLC - Listed, Rated, Subordinated, Unsecured, Redeemable Debenture up to 3 Bn - Tenure 5 years
Type of Relationship	Solicited
Purpose of the Rating	Debt Instrument Rating
Applicable Criteria	Methodology   Debt Instrument Rating(Aug-24)
Related Research	Sector Study   Primary Dealer(Feb-25)
Rating Analysts	Gayani Randima Ariyawansa   gayani@lra.com.lk   +94 114 500099





# Primary Dealers

Lanka Rating Agency

## Issuer Profile

**Profile** First Capital Treasuries PLC ("FCT" or "the Company") was incorporated on 19 August 1982 as a public limited liability company under the Companies Act, No. 07 of 2007. The Company is domiciled in Sri Lanka and the registered office of the Company is located at No. 02, Deal Place, Colombo 03, Sri Lanka. The Company was incorporated on 19th August 1982 as a money brokering company and was appointed as a Primary Dealer (PD) in Government Securities by the Central Bank of Sri Lanka (CBSL) in the year 1992. The principal activity of the Company is dealing (Primary Dealer) with government securities, appointed by the Central Bank of Sri Lanka (CBSL). The Company provides investment solutions, participating in primary auction, trading of secondary market government securities and engaging in depth research on the Government securities market.

**Ownership** The majority of the Company's shareholding (~89.4%) vests with First Capital Holdings PLC (FCH) through First Capital Limited (FCL), which is a 100% subsidiary of FCH. The Schaffter brothers, being the ultimate owners through Janashakthi Limited, possess ~68.4% of First Capital Holdings PLC directly. The second major shareholder, the Employees Trust Fund Board, owns ~4.2% of the shares of FCT. FCT draws stability from the ownership of First Capital Holdings PLC, which has held a major stake in the Company for over a decade and is, in turn, owned by Janashakthi Limited. The diversification and overall success of the sponsoring entities is a positive contributor to FCT. As the ultimate parent company of FCT, Janashakthi Limited has a strong consolidated asset base of LKR~134.1bn supported by an equity base of LKR~15.3bn as at FY24. FCH has a strong consolidated asset base of LKR~78.7bn supported by an equity base of LKR~7.9bn as at FY24.

**Governance** The Board of FCT consists of eight directors, seven are non-executive directors with three independent directors. The collective background of the Board of Directors (BoD) provides a balanced mix of skills and experience. Ms. Manjula Mathews was appointed as the Chairperson to the Board as a Non-Independent Non-Executive Director w.e.f. Jan 12, 2024. She has experience for over three decades in finance, marketing, and general management and is a Fellow member of the Chartered Institute of Management Accountants UK, with a Master's degree in Business Administration from the University of Cambridge UK. The Board comprises five board committees, namely, i) Audit Committee ii) Related Party Transactions Review Committee iii) Remuneration Committee iv) Investment, Asset and Liability Committee, and v) Enterprise Risk Management Committee. The Audit Committee is headed by Ms. Cilani Wijesinghe w.e.f. 20th August 2024. KPMG is the external auditor of the Company. They have given an unqualified opinion on the financial statements for the year-end 31st March 2024 (FY24).

**Management** The Company has a centralized organizational structure that flows from FCH and is divided into seven main departments, all of whom report to the Chief Executive Officer (CEO). The management team is headed by Director/CEO Mr. Sachith Perera. FCT has in place a well-qualified team comprising industry experts. FCT has a Management Committee in place implemented in January 2024 for the Company known as FCT MANCO, which is represented by the Director/CEO and head of each department in place. Monthly meetings are held to discuss performance and strategies. FCT uses DealNet system as its software to monitor and report functional activities. The DealNet is a web browser-based software solution that takes care of the entire spectrum of activities of an investment portfolio manager/securities dealer/treasurer from Deal Entry up to accounting. Its products can handle fixed-income securities and caters to outright purchases and sales, repurchase agreements, and reverse repurchase agreements. The internal audit function of the Company is outsourced to Ernst & Young. Internal Audits are conducted every six months in coordination with the Head of Risk and Compliance. Additionally, the ultimate parent company, Janashakthi Limited, implements further internal audit controls. Daily control measures are in place to ensure a smooth flow of operations and risk mitigation in terms of the management of securities and monitoring of the portfolio.

**Business Risk** The governing body for PDs in Sri Lanka is the CBSL. There are currently 13 PDs licensed in the country, while three of them are suspended from operations for various reasons. Out of the operational PDs, five are Licensed Commercial Banks while the rest are stand-alone PDs. FCT accounted for ~16.6% of the total T-Bill auction volume and ~16.8% of the T-Bond auction volume of FY23. In comparison to the PD industry, FCT, held ~33.7% of the total asset base which amounted to LKR~91.2bn in 9MFY24. The Company enjoyed an exceptional year in terms of profitability in FY24 on the back of substantial trading gains on Government Bonds due to a sharp decline in interest rates. The Company's direct income was recorded at LKR~8.6bn in 9MFY25 while direct expense (interest costs) stood at LKR~4.8bn in 9MFY25 showing a decline of ~17.8% from LKR~5.8bn in 9MFY24. This is due to the rather stable interest rate environment in 9MFY25 leading to lesser trading gains and mark-to-market gains on bond holdings and lower trading volume. The Company's PAT in FY24 stood at LKR~11.1bn, compared to LKR~2.9bn in FY23. The performance trends normalized in 9MFY25 but remained strong (after the one-off gains in FY24) as FCT posted a PAT of LKR~2.5bn in 9MFY25. The sharp PAT growth in FY24 was primarily driven by trading gains from bond trading amid falling interest rates, a wider investment spread, and lower borrowing costs. This performance reflects the highly cyclical nature of Primary Dealers, where profitability is closely linked to interest rate movements. The Company's commitment to sustainability is deeply embedded in the overarching vision of the FCH Group, i.e., "to enhance the lives of all Sri Lankans through financial solutions." This principle drives the Company to leverage its expertise and core business strengths to promote financial literacy, with a particular focus on capital markets.

**Financial Risk** The Company's credit risk remains minimal since ~98.6% of its assets are invested in government securities. Minor credit risk arises from their investment in securities purchased under resale agreements. However, due to the presence of collateral, in the form of government securities with sufficient haircuts, the credit risk remains nominal. FCT's investment portfolio is 100% dedicated to government securities and thus, is exposed to significant interest rate risk. FCT's investments in government securities made up ~98.6% of its total assets during 9MFY25 (FY24: ~94.8%). The Company's major source of funding is the securities sold under the Repurchase (REPO) agreements. These accounted for ~85.2% of the Company's total liabilities, amounting to LKR~48.5bn in FY24 (LKR~43.8bn in FY23). FCT's total equity amounted to LKR~10.1bn, which is well above the CBSL stipulated capital requirement of LKR~2.5bn. The Company's capital adequacy reduced to ~17.95% as at 9MFY25 (FY24: ~22.76%), while the minimum requirement by the CBSL is 10%. FCT intends to raise Subordinated, Unsecured, Redeemable Debenture of LKR~3bn as part of its plan to strengthen its Tier-II capital and enhance its Capital Adequacy Ratio (CAR).

## Instrument Rating Considerations

**About The Instrument** FCT intends to issue Listed, Rated, Subordinated, Unsecured, Redeemable Debenture up to LKR~ 3bn. The tenure of the debentures is five years. The objective of the issue is to optimize capital, which will increase Tier II capital of the Company which in turn will enhance the Capital Adequacy position.

**Relative Seniority/Subordination Of Instrument** The claims of the Debenture holders shall in the event of winding up of the Company rank after all the claims of the secured and other unsecured creditors of the Company and any preferential claims under any statutes governing the Company but in priority to and over the claims and rights of the shareholders of the Company.

**Credit Enhancement** The debenture is not underwritten. The debenture spans up to 5 years from the date of allotment and coupon will be paid on an annual/semi-annual basis and principal amount will be paid at the maturity date.

First Capital Treasuries PLC - Listed, Rated, Subordinated, Unsecured, Redeemable Debenture up to 3 Bn - Tenure 5 years Mar-25  
Rating Report <https://lra.com.lk>



## Lanka Rating Agency

First Capital Treasuries PLC		Dec-24	Mar-24	Mar-23	Mar-22
		9M	12M	12M	12M
A BALANCE SHEET					
1 Total Finance-net	6	5	4	2	
2 Investments	73,647	61,276	51,936	27,625	
3 Other Earning Assets	-	-	-	-	
4 Non-Earning Assets	1,063	3,275	384	790	
5 Non-Performing Finances-net	-	-	-	-	
<b>Total Assets</b>	<b>74,717</b>	<b>64,556</b>	<b>52,324</b>	<b>28,417</b>	
6 Funding	63,179	49,598	44,758	24,168	
7 Other Liabilities	1,404	7,279	2,102	375	
<b>Total Liabilities</b>	<b>64,582</b>	<b>56,878</b>	<b>46,860</b>	<b>24,543</b>	
<b>Equity</b>	<b>10,133</b>	<b>7,679</b>	<b>5,464</b>	<b>3,874</b>	
B INCOME STATEMENT					
1 Mark Up Earned	8,571	26,599	9,970	623	
2 Mark Up Expensed	(4,606)	(7,611)	(6,289)	(1,044)	
3 Non Mark Up Income	449	(582)	1,067	(30)	
<b>Total Income</b>	<b>4,414</b>	<b>18,406</b>	<b>4,748</b>	<b>(451)</b>	
4 Non-Mark Up Expenses	(811)	(2,368)	(995)	(438)	
5 Provisions/Write offs/Reversals	-	-	-	-	
<b>Pre-Tax Profit</b>	<b>3,603</b>	<b>16,038</b>	<b>3,753</b>	<b>(889)</b>	
6 Taxes	(1,150)	(4,895)	(867)	237	
<b>Profit After Tax</b>	<b>2,453</b>	<b>11,143</b>	<b>2,886</b>	<b>(651)</b>	
C RATIO ANALYSIS					
<b>1 PERFORMANCE</b>					
a Non-Mark Up Expenses / Total Income	18.4%	12.9%	21.0%	-97.1%	
b ROE	36.7%	169.6%	61.8%	-15.5%	
<b>2 CREDIT RISK</b>					
a Gross Finances (Total Finance-net + Non-Performing Advances + Non-Performing Debt Instruments) / Funding	0.0%	0.0%	0.0%	0.0%	
b Accumulated Provisions / Non-Performing Advances	N/A	N/A	N/A	N/A	
<b>3 FUNDING &amp; LIQUIDITY</b>					
a Liquid Assets / Funding	116.6%	123.5%	116.0%	115.7%	
b Borrowings from Repurchase Agreement Borrowings / Funding	98.7%	97.9%	98.3%	96.8%	
<b>4 MARKET RISK</b>					
a Investments / Equity	726.8%	797.9%	950.5%	713.2%	
b (Equity Investments + Related Party) / Equity	0.0%	0.0%	0.0%	0.0%	
<b>5 CAPITALIZATION</b>					
a Equity / Total Assets (D+E+F)	13.6%	11.9%	10.4%	13.6%	
b Capital formation rate (Profit After Tax - Cash Dividend) / Equity	42.6%	40.6%	50.7%	-14.4%	





## Credit Rating

Credit rating reflects forward-looking opinion on credit worthiness of underlying entity or instrument; more specifically it covers relative ability to honor financial obligations. The primary factor being captured on the rating scale is relative likelihood of default.

Scale		Long-Term Rating		
AAA	Highest credit quality. Lowest expectation of credit risk. Indicate exceptionally strong capacity for timely payment of financial commitments			
AA+ AA AA-	Very high credit quality. Very low expectation of credit risk. Indicate very strong capacity for timely payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.			
A+ A A-	High credit quality. Low expectation of credit risk. The capacity for timely payment of financial commitments is considered strong. This capacity may, nevertheless, be vulnerable to changes in circumstances or in economic conditions.			
BBB+ BBB BBB-	Good credit quality. Currently a low expectation of credit risk. The capacity for timely payment of financial commitments is considered adequate, but adverse changes in circumstances and in economic conditions are more likely to impair this capacity.			
BB+ BB BB-	Moderate risk. Possibility of credit risk developing. There is a possibility of credit risk developing, particularly as a result of adverse economic or business changes over time; however, business or financial alternatives may be available to allow financial commitments to be met.			
B+ B B-	High credit risk. A limited margin of safety remains against credit risk. Financial commitments are currently being met; however, capacity for continued payment is contingent upon a sustained, favorable business and economic environment.			
CCC CC C	Very high credit risk. Substantial credit risk "CCC" Default is a real possibility. Capacity for meeting financial commitments is solely reliant upon sustained, favorable business or economic developments. "CC" Rating indicates that default of some kind appears probable. "C" Ratings signal imminent default.			
D	Obligations are currently in default.			
Scale		Short-Term Rating		
A1+	The highest capacity for timely repayment.			
A1	A strong capacity for timely repayment.			
A2	A satisfactory capacity for timely repayment. This may be susceptible to adverse changes in business, economic, or financial conditions.			
A3	An adequate capacity for timely repayment. Such capacity is susceptible to adverse changes in business, economic, or financial conditions.			
A4	The capacity for timely repayment is more susceptible to adverse changes in business, economic, or financial conditions. Liquidity may not be sufficient.			
Rating Modifiers   Rating Actions				
<p>Outlook (Stable, Positive, Negative, Developing)</p> <p>Indicates the potential and direction of a rating over the intermediate term in response to trends in economic and/or fundamental business / financial conditions. It is not necessarily a precursor to a rating change. 'Stable' outlook means a rating is not likely to change. 'Positive' means it may be raised. 'Negative' means it may be lowered. Where the trends have conflicting elements, the outlook may be described as 'Developing'.</p>	<p>Rating Watch</p> <p>Alerts to the possibility of a rating change subsequent to, or, in anticipation of some material identifiable event with indeterminable rating implications. But it does not mean that a rating change is inevitable. A watch should be resolved within foreseeable future, but may continue if underlying circumstances are not settled. Rating watch may accompany rating outlook of the respective opinion.</p>	<p>Suspension</p> <p>It is not possible to update an opinion due to lack of requisite information. Opinion should be resumed in foreseeable future. However, if this does not happen within six (6) months, the rating should be considered withdrawn.</p>	<p>Withdrawn</p> <p>A rating is withdrawn on a) termination of rating mandate, b) the debt instrument is redeemed, c) the rating remains suspended for six months, d) the entity/issuer defaults., or/and e) LRA finds it impractical to surveil the opinion due to lack of requisite information.</p>	<p>Harmonization</p> <p>A change in rating due to revision in applicable methodology or underlying scale.</p>
<p>Surveillance. Surveillance on a publicly disseminated rating opinion is carried out on an ongoing basis till it is formally suspended or withdrawn. A comprehensive surveillance of rating opinion is carried out at least once every six months. However, a rating opinion may be reviewed in the intervening period if it is necessitated by any material happening. Rating actions may include "maintain", "upgrade", or "downgrade".</p>				
<p>Note: This scale is applicable to the following methodology(s):</p>		<p>a) Broker Entity Rating b) Corporate Rating c) Debt Instrument Rating d) Financial Institution Rating</p>	<p>e) Holding Company Rating f) Independent Power Producer Rating g) Microfinance Institution Rating h) Non-Banking Finance Company</p>	
<p>Disclaimer: LRA has used due care in preparation of this document. Our information has been obtained from sources we consider to be reliable but its accuracy or completeness is not guaranteed. LRA shall owe no liability whatsoever to any loss or damage caused by or resulting from any error in such information. Contents of LRA documents may be used, with due care and in the right context, with credit to LRA. Our reports and ratings constitute opinions, not recommendations to buy or to sell</p>				



## Regulatory and Supplementary Disclosure

Nature of Instrument	Size of Issue (LKR)	Tenor	Security	Quantum of Security	Nature of Assets	Trustee	Book Value of Assets as at 6MFY25 (LKR)
Listed, Rated, Subordinated, Unsecured, Redeemable Debenture	3,000,000,000.00	5 Year	Unsecured	N/A	N/A	Hatton National Bank PLC	N/A

<b>Name of Issuer</b>	First Capital Treasuries PLC
<b>Issue Date</b>	15th March 2025 (Tentative)
<b>Maturity</b>	15th March 2030 (Tentative)
<b>Coupon Basis</b>	Bi-annual (Fixed)/ Annual (Fixed and Floating)
<b>Repayment</b>	Coupon will be paid on a annual/semi-annual basis and principal amount will be paid at the maturity date
<b>Option</b>	

## First Capital Treasuries PLC

Due Date Principal	Opening Principal	Principal Repayment	Coupon Due Date	Fixed Rate	Coupon	Principal Outstanding		
					YYYY-MM-DD	LKR		
<b>Type A</b>					<b>Fixed</b>			
			15-Mar-26	12.00%	144,000,000.00			
			15-Mar-27	12.00%	144,000,000.00			
			15-Mar-28	12.00%	144,394,520.55			
			15-Mar-29	12.00%	144,000,000.00			
		1,200,000,000	15-Mar-30	12.00%	144,000,000.00			
<b>Type B</b>					<b>Fixed</b>			
			15-Sep-25	11.66%	70,151,671.23			
			15-Mar-26	11.66%	69,768,328.77			
			15-Sep-26	11.66%	70,151,671.23			
			15-Mar-27	11.66%	69,768,328.77			
			15-Sep-27	11.66%	70,151,671.23			
			15-Mar-28	11.66%	70,151,671.23			
			15-Sep-28	11.66%	70,151,671.23			
			15-Mar-29	11.66%	69,768,328.77			
			15-Sep-29	11.66%	70,151,671.23			
		1,200,000,000	15-Mar-30	11.66%	69,768,328.77			
<b>Type C</b>				<b>Floating</b>	<b>Floating</b>			
			15-Mar-26	1 Year T-bill + 2.25%	1 Year T-bill + 2.25%			
			15-Mar-27	1 Year T-bill + 2.25%	1 Year T-bill + 2.25%			
			15-Mar-28	1 Year T-bill + 2.25%	1 Year T-bill + 2.25%			
			15-Mar-29	1 Year T-bill + 2.25%	1 Year T-bill + 2.25%			
		600,000,000	15-Mar-30	1 Year T-bill + 2.25%	1 Year T-bill + 2.25%			

### ANNEXURE III – COLLECTION POINTS

Copies of the Prospectus and Application Form can be obtained free of charge from the following Collection Points.

Managers to the Issue	Registrars to the Issue
First Capital Advisory Services (Pvt) Ltd No. 02, Deal Place, Colombo 03. T: +94 112 639 812 F: +94 112 576 866	Central Depository Systems (Pvt) Limited Ground Floor, M & M Centre 341/5, Kotte Road, Rajagiriya Tel : +94 112 356 444 Fax: +94 112 440 396

### Trading Participants of the CSE

Asha Securities Limited No. 60, 5 <sup>th</sup> Lane, Colombo 03. Tel: +94 11 2 429 100 Fax: +94 11 2 429 199 E-mail: <a href="mailto:asl@ashasecurities.net">asl@ashasecurities.net</a>	Asia Securities (Private) Limited 4 <sup>th</sup> Floor, Lee Hedges Tower, No.349, Galle Road, Colombo 03. Tel: +94 11 7 722 000 Fax: +94 11 2 372 280 E-mail: <a href="mailto:marketinfo@asiasecurities.lk">marketinfo@asiasecurities.lk</a>
Almas Equities (Pvt) Ltd Westin Tower, 5 <sup>th</sup> Level No. 2- 4/1, Lake Drive, Colombo 08 Tel: +94 707 144 551 Fax: +94 11 2 673 908 E-mail: <a href="mailto:info@almasequities.com">info@almasequities.com</a>	Bartleet Religare Securities (Private) Limited Level “G”, “Bartleet House”, 65, Braybrooke Place, Colombo 02. Tel: +94 11 5 220 200 Fax: +94 11 2 434 985 E-mail: <a href="mailto:info@bartleetstock.com">info@bartleetstock.com</a>
Capital Trust Securities (Private) Limited 42, Sir Mohamed Macan Markar Mawatha, Colombo 03. Tel: +94 11 2 174 174-5 Fax: +94 11 2 174 173 E-mail: <a href="mailto:inquiries@capitaltrust.lk">inquiries@capitaltrust.lk</a>	CT CLSA Securities (Private) Limited 4-14, Majestic City, 10, Station Road, Colombo 04. Tel: +94 11 2 552 290-4 Fax: +94 11 2 552 289 E-mail: <a href="mailto:info@ctclsa.lk">info@ctclsa.lk</a>
First Capital Equities (Private) Limited Level 12, Vallible Property Building, No. 480, Galle Road, Colombo 03. Tel: +94 11 2 639 898 Fax: +94 11 5 736 264 E-mail: <a href="mailto:equity@firstcapital.lk">equity@firstcapital.lk</a>	HNB Stockbrokers (Private) Limited 53, Dharmapala Mawatha, Colombo 03. Tel: +94 11 2 206 206 Fax: +94 11 2 206 298-9 E-mail: <a href="mailto:sales@hnbstockbrokers.lk">sales@hnbstockbrokers.lk</a>

<p>J B Securities (Private) Limited 150, St. Joseph Street, Colombo 14. Tel: +94 11 2 490 900 Fax: +94 11 2 430 070 E-mail: <a href="mailto:jbs@jb.lk">jbs@jb.lk</a></p>	<p>John Keells Stockbrokers (Private) Limited 186, Vauxhall Street, Colombo 02. Tel: +94 11 2 306 250 Fax: +94 11 2 342 068 E-mail: <a href="mailto:jkstock@keells.com">jkstock@keells.com</a></p>
<p>Lanka Securities (Private) Limited 3rd Floor, " M2M Veranda Offices" No 34, W.A.D. Ramanayeke Mawatha, Colombo 2. Tel: +94 11 4 706 757, +94 11 2 554 942 Fax: +94 11 4 706 767 E-mail: <a href="mailto:info@lankasec.com">info@lankasec.com</a></p>	<p>Somerville Stockbrokers (Private) Limited No. 410/95,1/1, Bauddhaloka Mawatha Colombo 7 Tel: +94-11 2 502 852/ 54/ 58/ 62 Fax: +94 11 2 502 852 E-mail: <a href="mailto:contact@somerville.lk">contact@somerville.lk</a></p>
<p>NDB Securities (Private) Limited Level 2, NDB Capital Building, No. 135, Bauddhaloka Mawatha, Colombo 04. Tel: +94 11 2 131 000 Fax: +94 11 2 314 181 E-mail: <a href="mailto:mail@ndbs.lk">mail@ndbs.lk</a></p>	<p>SC Securities (Private) Limited 5<sup>th</sup> Floor, No. 26B, Alwis Place, Colombo 03. Tel: +94 11 4 711 000 Fax: +94 11 2 394 405 E-mail: <a href="mailto:itdivision@sampathsecurities.lk">itdivision@sampathsecurities.lk</a></p>
<p>ACS Capital (Pvt) Limited No. 44, Guildford Crescent, Colombo 07. Tel: +94 11 7 898 302 E-mail: <a href="mailto:info@acscapital.lk">info@acscapital.lk</a></p>	<p>Softlogic Stockbrokers (Private) Limited Level 16, One Galle Face Tower, Colombo 02. Tel: +94 11 7 277 000 Fax: +94 11 7 277 099 Email: <a href="mailto:ssb.inquiry@softlogic.lk">ssb.inquiry@softlogic.lk</a></p>
<p>Capital Alliance Securities (Private) Limited Level 5, "Millennium House" 46/58, Navam Mawatha, Colombo 02. Tel: +94 11 2 317 777 Fax: +94 11 2 317 788 Email: <a href="mailto:info@cal.lk">info@cal.lk</a></p>	<p>Ambeon Securities (Pvt) Limited 2<sup>nd</sup> Floor No. 10, Gothami Road Colombo 08. Tel: +94 11 5 328 200 / +94 11 5 328 100 Fax: +94 11 5 328 177 E-mail: <a href="mailto:info@ambeonsecurities.lk">info@ambeonsecurities.lk</a></p>
<p>First Guardian Equities (Private) Limited 32<sup>nd</sup> Floor, East Tower, World Trade Centre, Echelon Square, Colombo 01. Tel: +94 11 5 884 400 Fax: +94 11 5 884 401 E-mail: <a href="mailto:info@fge.lk">info@fge.lk</a></p>	<p>Senfin Securities Limited 4<sup>th</sup> Floor, No.180, Bauddhaloka Mawatha, Echelon Square, Colombo 04. Tel: +94 11 2 359 100 Fax: +94 11 2 305 522 E-mail: <a href="mailto:info@senfinsecurities.com">info@senfinsecurities.com</a></p>
<p>LOLC Securities (Private) Limited No. 481, T.B. Jayah Mawatha, Colombo 10. Tel: +94 11 5 889 889 Fax: +94 11 2 662 883 E-mail: <a href="mailto:info@lolcsecurities.com">info@lolcsecurities.com</a></p>	<p>Enterprise Ceylon Capital (Private) Limited 2<sup>nd</sup> Floor-4B, Liberty Plaza, 250, R A De Mel Mawatha, Colombo 03 Tel: +94 11 2 445 644 E-mail: <a href="mailto:info@ecc.lk">info@ecc.lk</a></p>

Richard Pieris Securities (Private) Limited No. 310, Highlevel Road, Nawinna, Maharagama Tel: +94 11 4 310 500 Fax: +94 11 2 802 385 E-mail: <a href="mailto:communication@rpsecurities.com">communication@rpsecurities.com</a>	Nestor Stock Brokers (Pvt) Limited No. 428, 2/1, R.A. De Mel Mawatha, Colombo 3. Tel: +94 11 4 758 813 Fax: +94 11 2 550 100 E-mail: <a href="mailto:info@nestorstockbrokers.lk">info@nestorstockbrokers.lk</a>
ACAP Stock Brokers (Pvt) Ltd No. 46/46, Greenlanka Building, 6 <sup>th</sup> Floor, Nawam Mawatha, Colombo 02. Tel: +94 11 7 564 000 Fax: +94 112 331 756 E-mail: <a href="mailto:info@acapstockbrokers.lk">info@acapstockbrokers.lk</a>	Seylan Bank PLC Level 3, Seylan Towers, 90, Galle Road, Colombo 03 Tel: +94 11 245 6300 Fax: +94 11 245 2215 E-Mail: <a href="mailto:info@seylan.lk">info@seylan.lk</a>
Capital Alliance Limited Level 5, "Millenium House" 46/58, Nawam Mawatha, Colombo 2. Tel: +94 11 2 317 777 Fax: +94 11 2 317 788 E-Mail: <a href="mailto:info@cal.lk">info@cal.lk</a>	Wealthtrust Securities Limited No. 102/1, Dr. N.M. Perera Mawatha, Colombo 08. Tel: +94 11 2 675 091 – 4 Fax: +94 11 2 689 605 E-Mail: <a href="mailto:info@wealthtrust.lk">info@wealthtrust.lk</a>

#### ANNEXURE IV – CUSTODIAN BANKS

<b>Bank of Ceylon (Head Office)</b> 7 <sup>th</sup> Floor, 04, Bank of Ceylon Mawatha, Colombo 01. T: +94 11 2 448 348	<b>Citi Bank, N A</b> 65 C, Dharmapala Mawatha, Colombo 07. T: +94 11 4 794 733
<b>Commercial Bank of Ceylon PLC</b> Commercial House, 21, Sir Razik Fareed Mawatha, Colombo 01. T: +94 11 2 486 498	<b>Deutsche Bank AG</b> Level 21, One Galle Face Tower, No.1A, Centre Road, Galle Face, Colombo 02. T: +94 11 4 791 103
<b>Hatton National Bank PLC</b> HNB Towers, 479, T. B. Jayah Mawatha, Colombo 10. T: +94 77 7 712 406	<b>The Hong Kong and Shanghai Banking Corporation Limited</b> 24, Sir Baron Jayathilake Mawatha, Colombo 01. T: +94 11 4 451 275
<b>People's Bank (Head Office)</b> Treasury, 5 <sup>th</sup> Floor, 75, Sir Chittampalam A Gardiner Mawatha, Colombo 02. T: +94 11 2 206 782	<b>Standard Chartered Bank</b> 37, York Street, Colombo 01 T: +94 11 2 480 450
<b>Sampath Bank PLC</b> 110, Sir James Peiris Mawatha, Colombo 02. T: +94 11 5 406 939	<b>Seylan Bank PLC</b> Level 07, Seylan Towers, 90, Galle Road, Colombo 03. T: +94 11 2 456 701, +94 11 2 456 764
<b>Union Bank of Colombo Limited</b> 64 A, Galle Road, Colombo 03. T: +94 11 2 374 205	<b>Nations Trust Bank PLC</b> 256, Sri Ramanathan Mawatha, Colombo 15. T: +94 11 4 313 131
<b>National Development Bank PLC</b> No.40, Navam Mawatha Colombo 02. T: +94 (0) 11 2 448 448	<b>Pan Asia Banking Corporation PLC (Head Office)</b> 450, Galle Road, Colombo 03. T: +94 11 2 565 565
<b>DFCC Bank PLC</b> No.73/5, Galle Road Colombo 03. T: +94 112 442 031	



First Capital Treasuries PLC  
No 02, Deal Place, Colombo 03  
Tel: 011 2 651 651

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