


Offer Opening Date	20	July	2023
Offer Closing Date	10	August	2023
Earliest Offer Closing Date	20	July	2023
Date			2023

**UB FINANCE COMPANY LIMITED – INITIAL PUBLIC OFFERING**

 **UB FINANCE**  
A UNION BANK COMPANY

*A limited liability company incorporated in Sri Lanka on July 12, 1961 under the Companies Ordinance No. 51 of 1938 as “The Finance & Guarantee Company Limited”. It commenced business operations as a Licensed Finance Company on April 27, 1989 and regulated under Section 5 (7) of the Finance Business Act No. 42 of 2011 and the Finance Leasing Act No. 56 of 2000. The company was renamed and re-registered under Companies Act No. 07 of 2007 (as amended) as “UB Finance Company Limited” on April 25, 2012.*

**Please follow the instructions given on the reverse and use CAPITAL LETTERS to fill the Application Form.**

AN INVITATION TO INVEST IN THE INITIAL PUBLIC OFFERING OF UP TO 55,000,000 ORDINARY VOTING SHARES, AT THE SHARE OFFER PRICE OF LKR 1/- PER SHARE, PAYABLE IN FULL ON APPLICATION.

(Please refer the Prospectus as to the Number of Shares reserved to be allotted to Retail Individual Investors/Non-Retail Investors/Unit Trust Investor categories)

**To: The Board of Directors – UB Finance Company Limited,**  
I/We, the undersigned hereby apply for and request you to allot me/us the number of Ordinary Voting Shares stated below as per the Prospectus dated June 27, 2023. The amount payable on application is attached herewith. I/We, hereby agree to an allotment of Shares applied for or a lesser number as may be applicable, subject to the terms and conditions contained in the Prospectus and the Articles of Association of the Company. Please enter my/our name (s) in the register of shareholders of UB Finance Company Limited for such number of Shares that may be allotted on the basis of acceptance by the Company.

**Applicant/s should indicate the Applicant's CDS Account Number.** Applications which do not carry a valid CDS Account Number, which is not opened at the time of the closure of the subscription list or which indicate an incorrect CDS Account Number shall be rejected and no allotment will be made. If you wish to open a CDS Account you may do so prior to making the Application through any Trading Participant of the CSE or any Custodian Bank. You can also open a CDS account through the 'CSE Mobile App'. The CSE Mobile Application can be downloaded from the Apple App Store (for Apple IOS users) or the Google Play Store (for Google Android users). Please refer the Prospectus for details. The allotted Shares would be **credited to the CDS Account specified below. No Share Certificates will be issued.** Please note that your information such as Full Name, Address, National Identity Card No./Passport No./Residency will be downloaded from the CDS, based on the CDS Account Number indicated below. Such information shall take precedence over information supplied herein.

Please tick (✓) as appropriate (Please refer Section A - Instructions overleaf for definitions of Retail Individual Investor, Non-Retail Investor and Unit Trust Investor Categories)

[illegible]

3.	CDS ACCOUNT NO.				-										-			-	
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(PLEASE TICK (✓) AS APPLICABLE) – IF SPECIFIC INSTRUCTIONS ARE NOT INDICATED BY TICK (✓) THE SHARES WILL BE DEPOSITED TO THE TRADING BALANCE ACCOUNT.					
4.	<table border="1"> <tr> <td>TRADING BALANCE</td> </tr> <tr> <td>DO NOT DEPOSIT the Shares to my “locked” balance of the CDS account mentioned above</td> </tr> <tr> <td>LOCKED BALANCE</td> </tr> <tr> <td>DEPOSIT the Shares to my “locked” balance of the CDS account mentioned above (I understand that the Shares in the ‘locked’ balance WOULD NOT BE AVAILABLE FOR TRADING PURPOSE and would not be visible to the respective CDS participants)</td> </tr> </table>	TRADING BALANCE	DO NOT DEPOSIT the Shares to my “locked” balance of the CDS account mentioned above	LOCKED BALANCE	DEPOSIT the Shares to my “locked” balance of the CDS account mentioned above (I understand that the Shares in the ‘locked’ balance WOULD NOT BE AVAILABLE FOR TRADING PURPOSE and would not be visible to the respective CDS participants)
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**Mode of Payment** (Please tick (✓) as appropriate).

5.	Cheque		NAME OF BANK	NAME OF BRANCH	CHEQUE /BANK DRAFT/BANK GUARANTEE NO. OR DEPOSIT SLIP, CEFT/SLIPS/RTGS TRANSFER REFERENCE NO.
	Bank Draft				
	Deposit Slip				
	Bank Guarantee				
	RTGS Transfer				
	CEFT/SLIPS Transfer				

6.	REFUND PAYMENT INSTRUCTIONS - Refer Instruction E overleaf (Please tick (✓) as appropriate)	DIRECT TRANSFER VIA SLIPS	CHEQUE SENT BY ORDINARY MAIL TO THE ADDRESS RELEVANT TO THE ABOVE CDS ACCOUNT
	<p><b>DETAILS FOR DIRECT TRANSFER THROUGH SRI LANKA INTER-BANK PAYMENT SYSTEM (SLIPS)</b></p> <p>*Please provide accurate information to avoid delays in receipt of refund payments. Consult your bank branch manager regarding the account details if in doubt.</p> <p>Non-resident investors are advised to include their valid and accurate details of the IIA in order to forward the refund to IIA through which the application is made.</p>		

[illegible]

Name & Address of the Financier (Margin Trading Only)		Signature of Margin Provider
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7.	Sole Applicant				Joint Applicants											
	Title (Mr./Mrs./Ms./Other)															
	Full Name/Name of Corporate Body/Name of Unit Trust															
	Address															
	Telephone No.															
	NIC No./Passport No./Company Registration No.															
	Nationality (Please (✓) as appropriate)				Sri Lankan		Other		Sri Lankan		Other		Sri Lankan		Other	
	Residency (Please (✓) as appropriate)				Resident		Non-Resident		Resident		Non-Resident		Resident		Non-Resident	
Authorised Signatory																

**8. DECLARATION REQUIRED TO FACILITATE COMPLIANCE WITH THE FOREIGN EXCHANGE ACT AND RELEVANT REGULATIONS MADE THEREUNDER**

Applicants must tick (✓) one box only		<p><b>For Sri Lankan citizens resident in Sri Lanka and corporate bodies incorporated in Sri Lanka</b></p> <p>I/We, the above applicant(s), of the above mentioned Ordinary Voting Shares hereby declare that I am/we are citizens of and residents in Sri Lanka and I am/we are not acting as nominee(s) of any person(s) resident outside Sri Lanka.</p>
		<p><b>For Non-residents, foreign citizens and corporate bodies established outside Sri Lanka.</b></p> <p>I/We, the above applicant(s), of the above mentioned Ordinary Voting Shares hereby declare that I/we have made the remittances enclosed through my/our IIA. Confirmation from the bank to such effect is attached to this Application.</p>

INSTRUCTIONS

A. Definitions

Retail Individual Investor Category	Individual investors who subscribe for Shares up to a maximum of 100,000 Shares (value of not more than LKR 100,000)
Unit Trust Investor Category	Growth and Balanced Unit Trusts operated by managing companies licensed under the SEC to operate such Unit Trusts, where such Unit Trusts comprise of not less than 500 unit holders resident in Sri Lanka who together hold at least 50% of that Unit Trust, as per SEC Directive dated June 06, 2011 (Ref: SEC/Leg/11/06/01)
Non-Retail Investor Category	Investors who do not fall under Retail Individual Investor Category and Unit Trust Investor Category

B. Application Form

1. **Exact size photocopies** of the original Application Form **will also be permissible**.
2. **Only one** Application should be made by an Applicant either under **Retail Individual Investor Category, Non-Retail Investor Category** and **Unit Trust Investor Category**. If an Applicant has forwarded more than one Application Form, it will be construed as **multiple Applications and will be rejected**. An Applicant of a Joint Application applying through another Application Form is also deemed to have made multiple Applications and will be rejected. An Applicant who has made an Application under a Margin Trading Account should not apply on a separate Application Form. Such Applications will also be construed as multiple Applications and will be rejected.
3. The Application should be made for a minimum of Five Thousand (5,000) Shares or in multiples of One Thousand (1,000) Shares thereafter. **ANY APPLICATION MADE FOR LESS THAN FIVE THOUSAND (5,000) SHARES OR FOR A NUMBER WHICH IS NOT A MULTIPLE OF ONE THOUSAND (1,000) SHARES WILL BE REJECTED.**
4. Applications will **NOT** be accepted from individuals below 18 years of age.
5. In the case of Applications made under Power of Attorney (POA), a copy of the said POA certified by a Notary Public should accompany such Applications. The original POA **should not** be attached.
6. Applicants, who wish to apply through their Margin Trading Account, should submit the Application in the name of the “Margin Provider/Applicant’s Name” signed by the margin provider. The Applicant should state the relevant CDS Account number relating to the Margin Trading Account in the space provided for the CDS Account number in the Application Form. A photocopy of the Margin Trading Agreement should accompany the Application. Please note that the margin provider can apply under its own name and such Applications will not be construed as multiple Applications.
7. All non-resident Applicants and corporate applicants should ensure that the passport number/company registration number (if relevant) is stated in the relevant cages of the Application Form.
8. In the event a particular section in this Form is not applicable, please write “N/A” in the relevant section.
9. Information such as Name/Address/NIC No./Passport No. will be downloaded from the CDS and therefore in the event of any discrepancy in the information between the CDS and the information in the Application, the information downloaded from the CDS shall prevail.

As per the Directive of the Securities and Exchange Commission made under Circular No. 08/2010 dated November 22, 2010 and Circular No. 13/2010 issued by the Central Depository System (Private) Limited dated November 30, 2010, all Shares shall be directly uploaded to the CDS and all Applicants should indicate their CDS account number. Applicants who do not have a CDS account are advised to open a CDS account **prior** to making the Application, in order to facilitate the uploading of allotted Shares to the CDS. **UPON THE ALLOTMENT OF NEW SHARES UNDER THIS ISSUE, THE ALLOTTED SHARES WILL ONLY BE CREDITED TO THE APPLICANT’S CDS ACCOUNT SO INDICATED. PLEASE NOTE THAT SHARE CERTIFICATES SHALL NOT BE ISSUED. APPLICATIONS WHICH DO NOT CARRY THE CDS ACCOUNT NUMBER, WHICH IS NOT OPENED AT THE TIME OF THE CLOSURE OF THE SUBSCRIPTION LIST OR WHICH INDICATE AN INACCURATE/INCORRECT CDS ACCOUNT NUMBER, SHALL BE REJECTED AND NO ALLOTMENT WILL BE MADE.** You can open a CDS Account through any Trading Participant of the CSE as set out in Annexure A or any Custodian Bank as set out in Annexure B of this Prospectus. You can also open a CDS account through the ‘CSE Mobile App’. The CSE mobile application can be downloaded from the Apple App Store (for Apple IOS users) or the Google Play Store (for Google Android users).

If the Applicant has not specified that his/her Shares be deposited to his/her ‘locked’ balance, please note that the said Shares would be deposited to the Applicant’s ‘trading’ balance. **In order to preserve the confidentiality of shareholder information and to ensure that securities are not made available for trading for those shareholders who do not want to trade the securities, the CDS would provide a mechanism where securities can be “locked” in the CDS account. The CDS would maintain two balances for each CDS account, namely a trading balance and a locked balance. The trading balance would be visible to the CDS participant and all dealings and trading would be permitted on the said trading balance, as done presently. The locked balance will not be visible to the CDS participant and all dealings on such locked balance would be suspended thereby maintaining the confidentiality of the information and also safeguarding the account holder from an unauthorized sale by a broker.**

C. Mode of Payment

- (i) Payment should be made separately in respect of each Application by way of a cheque or bank draft or unconditional bank guarantee or RTGS/CEFT/SLIPS (as applicable) transfer for the full amount payable on application. **Remittances on Applications will be deposited in a separate bank account in the name of “UB Finance Company Limited IPO - Physical”.**

**Applications may be supported by a cheque or bank draft or bank guarantee or single RTGS/CEFT/SLIPS transfer** (as applicable). In the case of cheques, bank drafts, and bank guarantees, Application Forms should be accompanied by **ONLY ONE cheque or bank draft or bank guarantee and should be issued for the full amount indicated in the Application Form**. Cheques or bank drafts should be drawn on any licensed commercial bank in Sri Lanka and crossed “**Account Payee Only**” and made payable to “**UB Finance Company Limited IPO - Physical**”. **Applications accompanying two or more cheques or bank drafts or bank guarantees or RTGS/CEFT/SLIPS transfers will be rejected at the outset. Proof of RTGS/CEFT/SLIPS transfer needs to accompany the Application.**

In case of Applications made using direct deposit via cash/cheque/bank draft, such direct deposits should be made to the credit of of “**UB Finance Company Limited IPO - Physical**” **bearing the account number 9970101000000281 at Union Bank of Colombo PLC, Head Office Branch (Branch Code – 997)** prior to 4.30 p.m. local time on the IPO Closing Date. A copy of the deposit paying-in-slip, should be submitted to the Registrars to the Issue together with the Application Form prior to 4.30 p.m. local time on the Issue Closing Date

In case of RTGS/CEFT/SLIPS transfers, such transfers should be made to the credit of “**UB Finance Company Limited IPO - Physical**” **bearing the account number 9970101000000281 at Union Bank of Colombo PLC, Head Office Branch (Branch Code – 997)**, with value on the Offer Opening Date (i.e. the funds to be made available to the above account).

**Please note that bank guarantees should be valid for a minimum of one (1) month from the date of opening the Issue (i.e. July 20, 2023). Cash will not be accepted.**

- (ii) Investors residing in outstation areas from which cheque clearance may take over two (02) Market Days are advised to make payment via bank drafts to avoid any delays.
- (iii) In the event that cheques are not realised within two (02) Market Days from the day of presentation of the same to the bank for clearing, the Directors reserve the right to reject the Applications and return the Application monies. No allocation of Shares will be made to such Applicants.
- Please refer “Section 6.3 – Payment of Application Monies” in the Prospectus for further details.

D. Forwarding Completed Application Forms

Application Forms properly and legibly filled in accordance with the instructions thereof, may be forwarded online as referred to Section 6.2.1 of the Prospectus or if by way of delivery (by hand or post) enclosed in a sealed envelope marked “**UB Finance Company Limited – IPO**” on the top left-hand corner and be addressed and dispatched by post or courier or delivered by hand to the Registrars to the Offer at the address given below prior to 4.30 p.m. Local Time on the Offer Closing Date.

- (i) Where payment for Applications is made by a cheque or bank draft or bank guarantee such Applications accompanied with cheque or bank draft or bank guarantees can be delivered (by hand or post) as aforesaid.
- (ii) Where payment for Applications is made by way of RTGS/CEFT/SLIPS transfers, such Applications may be forwarded online as aforesaid, or by delivery (by hand or post) as aforesaid with the confirmation from the bank.

**Registrars to the Offer**  
**P W Corporate Secretarial (Private) Limited**  
**No. 3/17, Kynsey Road**  
**Colombo 08**

Applications may also be handed over to UB Finance Company Limited and its branches, Financial Advisor and Managers to the Offer and Trading Participants of the CSE, as set out in Annexure A prior to 4.30 p.m. Local Time on the Offer Closing Date. In the case of Applications dispatched by post, such Applications should reach the Registrars to the Offer not later than 4.30 p.m. Local Time on the Market Day immediately following the Offer Closing Date. Any Applications received after the above deadlines shall be rejected despite the fact the courier or post mark is dated prior to the Offer Closing Date.

E. Refunds on Applications

Any refund payment will be made to the bank account specified by the Applicant through RTGS/CEFT/SLIPS transfer on or before the expiry of eight (8) Market Days from the Closing Date of the Offer and a payment advice will be issued to the Applicant provided that the Applicant has submitted accurate and complete details of his/her bank account in the Application Form.

If the Applicant has not provided details of the bank account in the Application Form or has provided inaccurate or incomplete details of the bank account, the refund payments will be made by a crossed cheque in favour of the Applicant and sent by ordinary post at the risk of the Applicant. Refund amounts exceeding LKR 5,000,000/- will be made by a crossed cheque in favour of the Applicant and sent by ordinary post at the risk of the Applicant. In the case of joint Applications, a crossed cheque will be drawn in favour of the Applicant whose name appears first in the Application Form.

Where payment for Application is supported by a bank guarantee, such bank guarantees will be presented to the respective banks and called upon by the Registrars to the Offer only after the allotment of Shares on Offer. Please refer “Section 6.7 – “REFUNDING/RETURNING OF FUNDS ON PARTIALLY ACCEPTED/REJECTED APPLICATIONS” in the Prospectus for further details.

PLEASE REFER PROSPECTUS FOR DETAILS. APPLICATIONS NOT MADE IN ACCORDANCE WITH INSTRUCTIONS THEREIN WILL BE REJECTED.