

S S P Corporate Services (Private) Limited

corporate secretaries, computer bureau services & recruitment services

Co. Reg. No. PV 931

Branch Office:

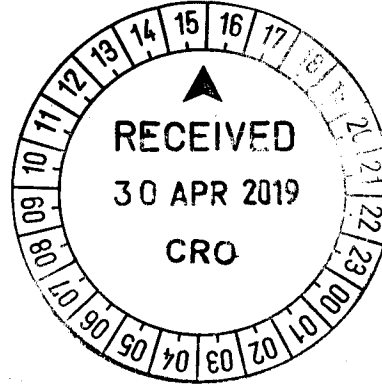
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your ref :

our ref : LA/362/2019

Mr. Renuke Wijayawardhane
Chief Regulatory Officer
Colombo Stock Exchange
04 - 01, West Block
World Trade Centre
Echelon Square
Colombo 01.



30th April 2019

Dear Sir,

PANASIAN POWER PLC – PRIVATE PLACEMENT OF SHARES

The Board of Directors of Panasian Power PLC (the “Company”) has decided, to issue by way of a private placement, One Hundred and Twenty Five Million (125,000,000) ordinary voting shares of the Company (“Private Placement Shares”) to Emerald Sri Lanka Fund I Limited (“Emerald Fund”) at a consideration of Three and Twenty Cents (LKR 3.20) per ordinary voting share amounting to a total consideration of Sri Lanka Rupees Four Hundred Million (LKR 400,000,000) (“Private Placement”).

Emerald Fund is the largest Private Equity Fund dedicated to Sri Lanka, seeking to make Growth Capital Investments in the range of USD 2Mn – USD 6Mn in equity and equity-linked securities. The Emerald Fund is managed by NDB Zephyr Partners Limited, a joint venture between NDB Capital Holdings Limited (60%) and Zephyr Management L.P (USA) (40%). The contributors to the Emerald Fund include NDB Capital Holdings Limited, International Finance Corporation (IFC), Deutsche Investitions -und Entwicklungsgesellschaft mbH (DEG) and Nederlandse Financierings-Maatschappij voor Ontwikkelingslanden N.V.(FMO).

The Private Placement of Shares once issued, shall constitute Twenty decimal Zero per centum (20.00%) of the issued ordinary voting shares of the Company immediately after such issue.

The Private Placement Shares will rank *pari passu* in all respects with the existing ordinary voting shares of the Company with a right to (i) one vote on a poll at a meeting of the Company on any resolution, (ii) an equal share in dividends paid by the Company and (iii) an equal share in the distribution of the surplus assets of the Company on liquidation.

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The proceeds of the Private Placement will be utilised to part finance several ground solar power projects earmarked by the Company to commence in the year 2019 amounting to total investment of approximately LKR 1.3Bn.

The stated capital of the Company at present is Sri Lanka Rupees Six Hundred and Thirty Million (LKR 630,000,000).

The issue of the Private Placement Shares is subject to the Company executing an investment agreement with Emerald Fund, the Colombo Stock Exchange ("CSE") approving in principle the issue and listing of the Private Placement Shares and obtaining shareholder approval at a general meeting.

An Extraordinary General Meeting shall be convened to obtain shareholder approval for the aforesaid Private Placement, upon the receipt of the approval of the CSE therefor.

Yours truly,

For and on behalf of

Panasian Power PLC

S S P CORPORATE SERVICES (PRIVATE) LIMITED



REGISTRARS

- Copy to:
1. Panasian Power PLC
 2. NDB Investment Bank Limited, Managers to the Private Placement