

INFORMATION MEMORANDUM



Dated 30th September 2010

IMPORTANT INFORMATION

Guardian Fund Management Limited (the “Manager”) accepts full responsibility for the accuracy of the information contained in this Information Memorandum of the The Sri Lanka Fund (the “Fund”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief, there are no facts the omission of which would make any statement misleading.

The distribution of this Information Memorandum and the offer of Participating Shares in certain jurisdictions may be restricted or subject to registration requirements and, accordingly, persons who come into possession of this Information Memorandum are required by the Fund, and the Manager to inform themselves about and to observe any such restrictions. This Information Memorandum does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not explicitly authorised nor to any person to whom it is or would be unlawful to make such offer or solicitation.

The Participating Shares are being offered on the basis of the information and representations contained in this Information Memorandum and any information given, representations made, or opinions expressed otherwise by any person may not be relied upon as having been authorised by the Fund, the Directors, or the Manager. Neither the delivery of this Information Memorandum nor the allotment or issue of Participating Shares shall under any circumstances be construed or taken as an indication that there has been no change in the Fund's affairs or circumstances since the date hereof.

Investors should seek independent professional advice to ascertain (a) the possible tax consequences (b) the legal requirements and (c) any foreign exchange transactions or exchange control requirements they may encounter under the laws of the countries of their citizenship, residence, domicile and which may be relevant to the subscription, holding or disposal of the Participating Shares.

Under Fund's Articles of Association (the “Articles”), Participating Shares may not be purchased or held by or for the benefit of any Non-Qualified Person (as defined hereinafter) at any time. A Non-Qualified Person holding Participating Shares, including those held by an otherwise qualified person for the benefit of a Non-Qualified Person, will not be entitled to exercise any voting rights in relation to such Participating Shares and the Articles provide for the compulsory transfer of Participating Shares beneficially owned by Non-Qualified Persons.

Potential investors should appreciate that the value of the Participating Shares and the income from them can fall as well as rise. Changes in exchange rates and other factors extraneous to the underlying investments' price performance on the

exchange can also have a material impact on the value of the Participating Shares. Therefore the prospective investors should be aware that the Net Asset Value of the Fund can be subject to considerable fluctuations depending on external factors. Prospective investors' attention is also drawn to the "Risk Factors" section on pages 10 and 11.

This Information Memorandum has been prepared on the basis of an interpretation of the relevant Sri Lankan legislation, and regulatory structures which are believed by the Directors to accurately reflect the current interpretation thereof by the relevant Sri Lankan authorities. It should be appreciated that the legislation, regulatory structures, foreign exchange controls, and tax laws applicable to holders of Sri Lankan securities, and their interpretation and application by Sri Lankan authorities may be subject to change from time to time.

Distribution or circulation of this Information Memorandum after the Fund has published any annual or interim report approved by the Directors will not be authorised unless it is accompanied by a copy of the Fund's last such report and will also be subject to the limitations upon distribution and circulation set forth herein.

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THE FUND

The Sri Lanka Fund is an investment fund incorporated in the Cayman Islands for the purpose of investing in selected Sri Lankan equities. It was incorporated under the provisions of the Companies Law of the Cayman Islands on October 21, 1993 as an exempted company with limited liability (registered number 51057).

Its focus is on medium-to long term holdings of liquid, high-growth stocks of well-managed Sri Lankan companies exposed to the key economic sectors of the country. The Fund will invest in equity and equity linked securities, selected by the Manager as well as fixed income investments based on the risk return profile of the portfolio. It is an open ended investment company with its share capital and accounts denominated in US Dollars. Most investments held by the Fund are denominated in Rupees, which are converted to US Dollars for valuation purposes and hence changes in relative exchange rates will impact the valuations of the Fund.

INVESTMENT POLICY

The Fund, based on the Manager's evaluation of the volatility and liquidity of the stocks listed on the Colombo Stock Exchange, will invest in a diversified portfolio designed and managed so as to maximise the capital and income performance of the Fund.

The Fund will seek to achieve its investment objectives by acquiring, holding and realising the following types of investment:

- (i) equity securities, including convertible bonds and warrants (at such time as they are available), listed on the Colombo Stock Exchange;
- (ii) equity and equity related instruments, including convertible bonds and warrants issued outside Sri Lanka by any corporation organised in and under the laws of Sri Lanka and which has its shares listed on the Colombo Stock Exchange;
- (iii) such other securities as may, for the time being, be authorised for investment by the Fund under the laws and regulations of Sri Lanka; and
- (iv) equity securities issued by listed investment companies and funds, wherever established, which invest primarily in equity issued by Sri Lankan companies listed on the Colombo Stock Exchange.

The Fund may maintain a portion of its funds in cash accounts to prepare for and facilitate redemptions, allow new subscriptions to be gradually invested into the Sri Lankan securities markets, and provide for operating expenses. Such cash investments may consist of US Dollar or Rupee denominated bank accounts, bank certificates of deposit, government bonds and debentures, financing bonds, and government backed or guaranteed corporate bonds, commercial paper, and other money-market instruments.

The Articles permit the Fund to borrow and the Manager may negotiate such credit facilities as are necessary or desirable. However, it is not currently anticipated that the Fund will need to borrow except for the temporary purpose of meeting redemption requests.

The following investment policy has been adopted by the Directors. This may be further restricted to comply with any applicable Sri Lankan or Cayman Islands regulations that may be introduced in the future.

- (a) No investment may be made which would result in more than 20 per cent. of the Fund's net asset value being invested in any one company other than in a listed company whose primary business is to acquire, sell, deal in and hold securities issued by other companies, whether such investment is in the nature of equity linked debt or equity or a combination of both.
- (b) Not more than 5 per cent. of the Fund's net asset value may be invested in unlisted securities, other than securities evidencing indebtedness issued or guaranteed by governments or banks or related or linked to listed securities, or in the case of privatizations where the Manager reasonably expects that the company will be listed within 6 months of the acquisition of shares, in which case the investment maximum shall be 10 per cent. of the Fund's net asset value.
- (c) The Fund may only invest in the equity or equity-linked securities of companies or bodies incorporated or established in Sri Lanka. Nothing in this restriction, however, shall be construed as restricting the Fund's ability to invest in any form of depository receipts, equity-linked debt issues, equity warrants or shares of or in respect of holding companies which hold as their sole or principal asset shares in a Sri Lankan company or interests represented by global certificates, or other instruments that may be issued in any market in respect of underlying Sri Lankan equities.
- (d) The Fund may not invest in commodities, commodities contracts or futures contracts relating to commodities.
- (e) The Fund may not invest in land or any interest in land.

- (f) The Fund may not invest, without the express consent of the Directors, in any other open-ended mutual fund or open-ended collective investment scheme other than those listed on the Colombo Stock Exchange which invest primarily in equity issued by Sri Lankan companies listed on the Colombo Stock Exchange.
- (g) The Fund may not assume, guarantee, endorse or otherwise become directly or contingently liable for or in connection with any obligation or indebtedness of any person in respect of borrowed money.
- (h) Loans (except to the extent that the acquisition of an investment or the making of deposits might constitute a loan) may only be made with the consent of the Directors.
- (i) No investment may be acquired which may involve the Fund in or expose the Fund to any unlimited liability.
- (j) The realization of any one investment carried at the Directors' valuation amounting to 50 per cent. or more of the Fund's portfolio will be conditional upon the prior approval of the Shareholders.
- (k) The Fund is not required to sell investments if the above limits are exceeded as a result of changes in the market value of any of the Fund's investments, or as a result of redemptions or new issues of shares or capital reconstructions. However, if these limits are exceeded, the Manager may not increase its affected exposure.

DISTRIBUTION POLICY

The Fund has the option, subject to applicable law, of paying US Dollar dividends annually in respect of any dividend and interest income received and to the extent that they are covered by surpluses arising from the realisation of investments, after the deduction of any applicable withholding taxes, from its investment portfolio after taking account of all applicable expenses. No distributions will be paid out of unrealised capital gains.

Dividends will be paid to holders of Participating Shares on the Fund's Register of Shareholders on the relevant record date set by the Directors at the time of declaring the dividend. No provision will be made by the Fund for any tax for which Shareholders may be liable.

FUND PERFORMANCE

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Sri Lanka's first dedicated country fund is managed by Guardian Fund Management Limited, which has a track record of managing one of the largest privately managed equity funds in Sri Lanka. Guardian Fund Management Limited is registered with the Securities and Exchange Commission of Sri Lanka, the capital markets regulator under the category of an Investment Manager. It is a part of a diversified conglomerate Carson Cumberbatch PLC, listed on the Colombo Stock Exchange and manages the Group's portfolio investment business vested in a listed investment trust named the Ceylon Guardian Investment Trust PLC, which holds a portfolio of approximately USD150mn. The performance review on the Fund can be viewed on the Fund's website www.thesrilankafund.com.

SHARE CAPITAL

On incorporation, the Fund's authorised share capital was US\$900,000 divided into 100 Founder Shares (with a par value of US\$1.00 each) and 89,990,000 Participating Shares (with a par value of US\$0.01 each). On October 29, 1993, 1 Founder Share was transferred to the Manager and the remaining 99 Founder Shares were issued to the Manager. The Founder Shares exist solely to enable all the Participating Shares to be redeemed.

The current structure of shareholding is as follows

Authorised		Issued
US\$ 100 Founder Shares of US\$1.00		US\$100
US\$ 899,900 Participating Shares US\$0.01	Class A	US\$30,000
	Class B	

- No share or loan capital of the Fund has been issued or agreed to be issued whether for cash or otherwise and no such capital of the Fund is proposed to be issued or is under option or is agreed conditionally or unconditionally to be put under option.
- Under the Articles, all Participating Shares in the Fund for the time being unissued shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms and in such manner as they think fit.
- Except as disclosed herein, no commissions, discounts, brokerages or other special terms have been granted by the Fund in connection with the issue or sale of any Participating Share.
- Potential investors should note that there are no provisions under the Companies Law or in the Articles which confer preemption rights in respect of the future allotment and issue of Participating Shares.
- As at the date of this document the Fund had no loan capital outstanding or created but unissued, no outstanding mortgages, charges or other borrowings or indebtedness in the nature of borrowing, including bank overdrafts and liabilities under acceptances or acceptance credits, hire purchase commitments, guarantees or other contingent liabilities:

RISK FACTORS

Potential investors are advised to consider the following factors in their consideration of whether to subscribe for Participating Shares in the Fund. Potential investors are further advised to consult with their professional advisors, such as lawyers, accountants or investment advisors, when determining whether an investment in the Fund is suitable for them under their own particular circumstances.

1. **Tax Status of the Fund** - Capital gains realised on the disposition of Sri Lankan securities will be exempt from tax under current tax legislation. The imposition of a capital gains tax would have an adverse impact on the Fund's operations as the Fund would not be entitled to relief from any Sri Lankan capital gains tax by reason of any tax treaty.

2. **Foreign Exchange Risk** - The US Dollar value of the Fund's Rupee denominated investments will depend on changes in the exchange value of the Rupee, relative to the US Dollar.

3. **Limited Market Liquidity** - The Fund will invest primarily in the equity securities of Sri Lankan companies listed on the Colombo Stock Exchange. Trading on the exchange as a whole is subject to the level of liquidity of the market, which at times could be low especially if faced with volatility due to external developments. This liquidity situation may inhibit the Fund's ability to obtain shares in quantity without having a marked effect on the shares' market price and may further prevent the Fund from being able to liquidate a position at the prevailing market price.

4. **Nationalization** - The Government of Sri Lanka passed the Business Undertakings (Acquisition) Act in 1971 that targeted many listed companies and plantations owned by foreigners in a programme of nationalisation. This Act was repealed in 1988 and has been eschewed by subsequent Governments.

5. **Volatility** - The Colombo Stock Exchange has exhibited considerable volatility in the past due to such factors as the country situation, security concerns, limited liquidity and global upheavals as well as weakening of economic fundamentals.

6. **Reliability of Information** - While reasonable efforts have been made to ensure the reliability of the information contained regarding Sri Lanka of this Information Memorandum, there is no guarantee that the sources of information are wholly reliable. Official statistics may also be produced on a basis different to that used in developed countries. Official sources of published data have been used whenever possible.

Other Information

(a) The Fund has not since its incorporation been engaged in and is not currently engaged in any litigation or arbitration nor, so far as the Directors are aware, is there any litigation or claim pending or threatened against the Fund.

(b) The Fund does not have, nor has it had since its incorporation, any employees.

(c) The Fund has not made any loans to any of its Directors nor provided any guarantee for their benefit.

(d) The Fund does not have any borrowing or indebtedness in the nature of borrowing, including bank overdrafts and liabilities under acceptances or acceptance credits, mortgages, charges, hire purchase commitments, guarantees or other contingent liabilities. The Artides permit borrowing and the Directors intend to negotiate borrowing facilities at such times as is thought necessary or desirable, provided that, unless previously sanctioned by the Company in general meeting, no borrowing may be incurred which would, if incurred, cause the total amount for the time being remaining undischarged of moneys borrowed or secured as aforesaid to exceed an amount representing 50 per cent. of the net asset value of the Company for the time being.

(e) The Auditors have given and have not withdrawn their written consent to the issue of this document with the inclusion herein of the references to their name and report, in the form and context in which they appear.

(f) The Manager has agreed that it will not, and will procure that the Custodian will not, exercise their voting rights in respect of any resolution put to Shareholders in which they or any associated company may have a material interest.

(g) All authorizations, approvals and consents or other orders of all regulatory authorities required by the Fund and the Manager under the laws of Sri Lanka and the Cayman Islands for the issue of the Participating Shares and for the Manager to undertake its obligations under the Management Agreement and for the Fund to carry out its investment objectives in the manner contemplated by this document, have been given.

Documents available for inspection

Copies of the documents listed below will be available for inspection from the date of this document during normal business hours on any weekday (Saturdays and public holidays excepted) at the offices of the Administrator as well as on line at www.the.srilankafund.com

- (a) The Artides;
- (b) The Companies Law (2007 Revision) of the Cayman Islands;
- (c) The Material Contracts;
- (d) Last annual report of the Fund

ADMINISTRATIVE STRUCTURE

Directors and officers of the Fund and their interest

Directors of the Company		
<i>Directors</i>	<i>Nationality</i>	<i>Address</i>
Don Chandima Rajakaruna Gunawardena	Sri Lankan	595/12, Wasana Mawatha, Nawala Road, Rajagiriya, Sri Lanka
Adrian John Reginald Collins	British	4 Campden Hill Square, London W8 7LB, England
Wedage Yasanthi Ruwini Fernando	Sri Lankan	17/36C Wijayabawatha, Nawala Road, Nugegoda, Sri Lanka
SECRETARY		
Carsons Management Services (Pvt) Ltd	Sri Lankan company	No.61, Janadhipathi Mawatha, Colombo 01

Biographies of the Directors

Don Chandima Rajakaruna Gunawardena

Chandima Gunawardena is a Director of Carson Cumberbatch PLC. He serves as a Director in most of the Carsons Group companies in Sri Lanka and overseas. He is a member of the Group's Strategic Planning Forum. He also serves as a member of the Audit Committee/s of the Group, in Sri Lanka and overseas. Mr. Gunawardena has over three decades of experience in varied fields of business and commercial activities and has held senior positions in the corporate sector. He is a Fellow of the Chartered Institute of Management Accountants, UK.

Adrian John Reginald Collins

Adrian Collins, has worked in the fund management business for over 35 years, a large part of which was at Gartmore Investment Management Limited where latterly he was managing director. He is a consultant to Strand Partners Limited, a corporate finance business based in the West End of London and is also on the Boards of City Natural Resources High Yield Trust plc, Deutsche Land plc, Midas Capital PLC, New City High Yield Trust plc, and a number of other companies

Ruvini Fernando

Director of Guardian Fund Management Limited and the Sri Lanka Fund. Director of Durdans Medical and Surgical Hospital Limited a private equity project which the Guardian Group has invested in. Counts approximately 20 years work experience in the fields of management accounting, strategic planning, business development and investments. Former visiting faculty member of a leading Sri Lankan university's Postgraduate Institute of Management in the MBA programme. Was a member of the Regaining Sri Lanka Tourism Steering Committee, a key policy making forum of the government from 2002 to 2004. Associate of the Chartered Institute of Management Accountants, UK and Fellow of the Association of Chartered Certified Accountants. Holds a Masters in Business Administration from the University of Sri Jaywardenepura, Sri Lanka.

No Director (nor any spouse or child under 18 of a Director) has any interest, direct or indirect, in any assets which have been or are proposed to be acquired or disposed of by or leased to or by the Fund and no Director is materially interested in any contract or arrangements subsisting on the date hereof which is significant in relation to the business of the Fund. None of the Directors individually has a service contract with the Fund nor is it currently intended that there should be any such service contract.

Brokerage orders on the Fund's behalf may, in future, be made through the Manager, which will be entitled to charge commissions at customary rates. All services provided by any such party will be provided on commercial arm's length terms.

The Manager, its holding company, its holding company's shareholders, any subsidiaries of its holding company and any of their officers, employees, agents and affiliates ("Interested Parties") may be involved in other financial, investment or other professional activities which may on occasion cause conflicts of interest with the Fund. If a conflict does arise the Manager will endeavour to ensure that it is resolved fairly. Wherever possible, processes and systems to prevent such conflicts have been set in place.

Any Interested Party may hold Shares.

The Manager

The Fund is managed by **Guardian Fund Management Limited** a Company incorporated under the Laws of Sri Lanka having its registered office at No. 61, Janadhipathi Mawatha, Colombo 01, Sri Lanka (Registration No. PB 236) which is wholly owned by Carson Cumberbatch PLC (Registration No. PQ 41) a diversified conglomerate listed in the Colombo Stock Exchange. Guardian Fund Management is registered with the Securities and Exchange Commission of Sri Lanka (the capital markets regulatory authority) and has to conform to all the regulatory provisions applicable to the category of Investment Managers. Registration is renewed annually. An independent compliance officer is charged with the responsibility of signing off on all matters of compliance related to external regulations as well as internal controls.

The Manager operates the Fund pursuant to the terms of the Management Agreement and has the responsibility, subject to the overall policy, direction, supervision and control of the Directors, for the Fund's ongoing management, the provision of administration services to the Fund and the investment and reinvestment of the Fund's assets.

The Manager is responsible for calculating the Fund's net asset value on each Valuation Day and shall arrange for the delivery to the Directors of a monthly statement as to the Fund's portfolio, which statement shall contain a valuation of the investments held and details of all transactions since the last statement. The Manager will also arrange for the preparation of annual reports and such other materials as required by the Articles or any applicable jurisdiction that requires reporting by the Fund, or as the Fund may request for distribution to Shareholders. The Manager will be responsible for ensuring that accounts and such other records are maintained as may be required and for effecting all necessary registrations.

The Manager shall be responsible, in conjunction with the Registrar, the Custodian and any transfer agents or brokers or selling agents secured by the Managers for such purpose, for dealing with redemptions of Participating Shares and soliciting and processing new subscription applications.

By the Management Agreement, the Manager has agreed to act as the investment manager of the Fund to manage, subject to the overall supervision of the Directors the investment and reinvestment of the assets of the Fund in order to achieve the investment objectives of the Fund from time to time laid down by their Directors. The Manager is also expected to liaise with the Custodian and Registrar of the Fund in carrying out its duties.

The Management Agreement contains provisions exempting the Manager from, and requiring the Fund to indemnify the Manager against, any liability of any nature

whatsoever incurred by or asserted against the Manager in performing its obligations under the Management Agreement (except in case of its wilful misfeasance, negligence, bad faith, reckless disregard of duties or fraud).

Custodian

The Fund has appointed **Deutsche Bank AG**, incorporated in the Federal Republic of Germany, acting through its Colombo office at No. 86, Galle Road, Colombo 3 Sri Lanka, as Custodian and holder of record of the Fund's assets held. By the Custodian Agreement the Custodian will act as custodian of the money and assets of the Fund and make arrangement to invest in securities under the direction of the Manager and keep in its custody any documents of title reflecting the investments made.

Registrar

The Fund has appointed **Deutsche Bank AG**, incorporated in the Federal Republic of Germany, acting through its Colombo office at No. 86, Galle Road, Colombo 3 Sri Lanka, as the Registrar of the Fund. A copy of the Shareholders' Register will be maintained and updated on a periodic basis.

Administrator

Carsons Management Services (Private) Limited (Registration No. PV 315) has been appointed by the Manager as the Fund's administrator. The performance of the Administrator's duties under the Administration Agreement are subject to the control and review of the Manager on behalf of the Fund and the Directors.

Auditors

KPMG, Cayman Islands are the Auditors and reporting accountant of the Fund. The Financial year end of the Fund is 31st December of each year. The financial report are available on line at www.thesrilankafund.com.

Regulatory Jurisdictions

The Fund is regulated by the Cayman Islands Monetary Authority, since its incorporation is based there. Further it is registered with the Monetary Authority of Singapore as a "restricted foreign scheme" thus permitting the fund to be marketed to a select clientele in Singapore.

CONFLICT OF INTEREST

The Managers are of the view that there is no conflict of interest in carrying out their duties as the staff of the management company are bound by the Code of Ethics established in 2005 by the Managers. As per this Code of Ethics the Managers are bound to disclose to its clients any material conflict of interest relating to the Manager and/or any material beneficial ownership of the securities or other investments involved that could reasonably be expected to impair its liability to render unbiased and objective advice.

By this Code of Ethics all employees of the Manager are bound to take due care in treating all clients 'fairly' including those with whom multiple relationships do not exist. Thus they are bound to ensure that all transactions are allocated promptly and equitably among participating clients.

Further all such employees of the Manager has an obligation to segregate information that may preclude him from acting legally in the best interest of the clients. Where necessary the employees of the Manager are expected to establish appropriate "Chinese Walls" to limit the flow of confidential and price sensitive information.

THE OPERATION OF THE FUND

Note: VALUATION DAYS AND DEALING DAYS

Every Tuesday in Sri Lanka shall be determined as a Valuation Day. All Valuation Days shall be Dealing Days. Subscriptions and redemptions of Shares are carried out on Dealing Days.

SUBSCRIPTION

Method of Subscribing

The Directors may from time to time determine the method of subscription for Participating Shares and currently subscriptions are accepted upon receipt of the duly completed subscription form and supporting documents by the Managers and/or Registrars. Prior to accepting each subscription the Registrar and the Manager have the right to request sufficient details to determine the source of funds and to have a record of customer details.

Subscription applications must be made in writing and in a form prescribed or approved by the Directors. Application forms should be completed and delivered by hand, post, facsimile or by telex, and in each case, sent to the Manager. Subscription applications must confirm payment for subscribed Participating Shares in the form prescribed for such purpose by the Manager. The forms are available on line at www.thesrilankafund.com.

Time line for Subscriptions

Subscription applications must be received at least five clear Business Days before the immediately succeeding Dealing Day. In the event, the application is not received within this period or is not accompanied by their supporting documents indicated therein, the Manager will hold the application, at its discretion, until the next Dealing Day after the date of receipt of the subscription application. A subscription application constitutes an irrevocable undertaking to subscribe for new shares.

Subscription forms must be received by the Manager at least two clear Business Days prior to the Dealing Day. Subscribers that fail to meet the said time period or it is not accompanied by necessary documents, will have their subscription applications held over by the Manager, at its discretion, until the next Dealing Day.

Minimum Subscription

New subscribers must subscribe for a minimum of US \$50,000 worth Participating Shares. Any application for lesser amounts will, unless the Directors otherwise determine, be rejected. The subscription price shall be determined by the Directors, which power shall be delegated to the Manager, and shall consist of the net asset value of the Participating Shares together with the initial charge set by the Directors, as well as any applicable selling fees. No fractions of Participating Shares will be issued.

VALUATIONS

Valuation for the Fund is done separately for each Class of Participating Shares. Valuations of the Class's net assets will be expressed in US Dollars as determined at the close of business on the relevant Valuation Day. In valuing the net assets, the assets and liabilities of the Fund will be determined in accordance with the following provisions:

(a) The value of any cash on hand or on deposit, bills, demand notes, accounts receivable, prepaid expenses, cash dividends and interest declared or accrued and not yet received shall be deemed to be the full amount thereof unless the Manager, on behalf of the Directors, shall have determined that any such deposit, bill, demand note or account receivable is not worth the full amount thereof in which event the value thereof shall be deemed to be such value as the Manager, on behalf of the Directors, shall deem to be the reasonable value thereof;

(b) All calculations based on the value of investments quoted, listed, traded or dealt in on any stock exchange shall be made by reference to the latest available quoted traded price (or, in the absence of any trades, at the latest available bid price) on the principal stock exchange for such investment prevailing as at the close of business in Sri Lanka on the Valuation Day as of which such calculation is to be made (or prevailing at such other time as the Manager, on behalf of the Directors, may determine). All calculations based on the value of investments traded or dealt in on any over-the-counter market which is the principal stock exchange thereof shall be made by reference to the latest available bid price quoted thereon provided always that if the Manager, on behalf of the Directors, in its discretion considers that the prices prevailing on a stock exchange other than the principal stock exchange for any such investment provide in all the circumstances a fairer criterion of value in relation to any such investment, it may adopt such prices;

(c) Bonds, debentures, financial notes and other securities not listed on any exchange will be valued at cost plus interest (if any) accrued but not paid from the

date of purchase to the relevant Valuation Day plus or minus the amount (if any) representing the premium on or discount from par value written off over the life of the security;

(d) The Manager, on behalf of the Directors, may, at its absolute discretion, permit some other method of valuation to be used if it considers that such valuation better reflects the true value of an investment;

(e) If no price quotations are available as above provided, the value thereof shall be determined in such manner as the Manager, on behalf of the Directors, shall determine;

(f) In calculating the value of assets, any value (whether of a security or cash) other than in US Dollars shall be converted into US Dollars at the rate (whether official or otherwise) which the Manager, on behalf of the Directors, shall in its absolute discretion deem appropriate to the circumstances having regard to any premium or discount which it considers may be relevant and to any costs of exchange; and

(g) If any investment is realised or contracted to be realised at a known value, the net proceeds of such realisation shall be taken into account in lieu of any other method of determining the value of the investment concerned, and if any investment is acquired or contracted to be acquired at a known value for a consideration payable out of the assets of the Fund, such investment shall be included among the assets of the Fund and valued in accordance with the foregoing provisions in lieu of the cost of acquisition.

In calculating the relevant net asset value of the Fund, all liabilities of the Fund and such contingency provisions and allowances as the Manager, on behalf of the Directors, considers appropriate in respect of the costs and expenses payable by the Fund will be deducted while there will be included in the valuation any interest, dividend or debts accrued, received or receivable as at the relevant date.

Net Asset Value Information

The net asset value of each class of Participating Shares will normally be calculated on each Valuation Day and published in a National Newspaper in Sri Lanka and the website www.thesrilankafund.com.

Valuation Days

The Fund will be valued at a time chosen by the Directors on each Valuation Day. Should the Valuation Day not be a business day in Sri Lanka or any other market where a reference price for Fund assets is available, the closing prices on the previous business day in Sri Lanka will be used.

The price at which Participating Shares may be redeemed or subscribed on the first Valuation Day of each month (i.e. Dealing Day), will be a price denominated in US Dollars which will reflect the net asset value per Participating Share, minus or plus such costs and charges as may be determined by the Directors.

Dealing Periods

The Directors have discretion (delegated to the Manager) for the purposes of redemptions and subscriptions to select Dealing Periods for the Fund referable to the Fund's Valuation Days. Dealing Periods are the periods within which applications must be received in order to be dealt with on the immediately succeeding Dealing Day.

For other Shareholders, Dealing Periods will be consecutive periods ending at the close of business (Sri Lankan time) on the day which is at least five clear Business Days prior to the immediately succeeding Dealing Day.

All applications for either subscriptions or redemptions received during any Dealing Period will be dealt with by reference to the first Dealing Day to follow that Dealing Period.

Valuation Days will generally be every Tuesday in Sri Lanka. If any Tuesday is not a Business Day, the Valuation Day will be the next Business Day.

The Directors may alter Dealing Periods, change which Dealing Periods will be referable to a Valuation Day and change the time of fixing asset values on each Valuation Day.

Suspension of Valuations

The Manager, with the consent of the Directors, may suspend the determination of the net asset value of the Fund for the whole or any part of a period during which:

(a) The stock exchange or over-the-counter market on which any significant portion of the investments of the Fund are listed, quoted, traded or dealt in is closed (other

than customary weekend and holiday closings) or trading on such stock exchange or market is suspended or restricted; or

(b) When circumstances exist as a result of which, in the opinion of the Directors, it is not reasonably practicable for the Fund to dispose of investments comprised in the Fund or as a result of which any such disposal, sale, transfer, delivering would be detrimental to the interest of Shareholders; or

(c) When a breakdown occurs (including communications disruptions) in any of the means normally employed in ascertaining the value of investments; or

(d) When for any other reason the value of any of the investments or other assets of the Fund cannot reasonably or fairly be ascertained; or

(e) During which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemptions of the Participating Shares cannot in the opinion of the Directors be effected at normal rates of exchange.

Such suspension shall take effect at such times as the Directors shall specify and notice of such suspension will be published in the Financial Times in Sri Lanka and www.thesrilankafund.com.

REDEMPTIONS

Method of redemption

Redemptions can be made by an application made directly to the Manager or any agents that may be designated by the Manager as parties that will accept redemption applications on the Manager's behalf. Redemption applications must be made in the form prescribed by the Directors or the Manager acting on their behalf. Requests for redemptions that are not submitted in the prescribed form may be redeemed or rejected at the Manager's discretion. Redemption forms are available on line at www.thesrilankafund.com.

Minimum shares for redemption

Shareholders may request the Manager to redeem all or part of their Participating Shares held, subject to the Fund's ability to compel redemption of any remaining Participating Shares held by a redeeming Shareholder if such Shareholder would otherwise hold less than 1,000 Participating Shares after the completion of the requested redemption.

Redemption price

The redemption price will be calculated as the net asset value per Participating Share minus a redemption charge of 0.5 per cent., payable to the Manager.

Payment of redemption proceeds in US Dollars will be made normally within 14 days following the relevant Dealing Day. The Manager, on the Directors' behalf, may extend this period further if the Manager deems it prudent to do so. Although the Fund can authorize the Manager to borrow funds to meet redemptions, it is expected that the Manager will usually pay redemption proceeds only after the trades necessary to generate the redemption funds have been settled. For payments in currencies other than US Dollars, the redemption proceeds will be paid within four Business Days after any necessary foreign exchange conversions have been completed.

Payment will be made by cheque, bank draft or money order despatched by ordinary post at the Shareholder's risk or by telegraphic transfer.

Subject to the Manager's approval, arrangements can be made for Shareholders to receive payment in currencies other than US Dollars and to receive payment by telegraphic transfer. Shareholders are required to specify application settlement instructions, including a currency designation request if payment is desired in other than US Dollars, when making their redemption applications. The costs of any currency conversion and other administrative expenses incurred in connection with complying with any redemption procedures requested by redeeming Shareholders which deviate from the Fund's normal terms or procedures for such redemptions will be borne by the redeeming Shareholders.

If the redemption proceeds are to be paid to a third party, the redeeming Shareholder's signature on the redemption application must be verified by a person acceptable to the Manager.

Limiting redemption

The Manager, on the Directors' behalf, may limit redemptions to 10 per cent. of the total outstanding Participating Shares in any Dealing Period. Unsatisfied redemption requests, including redemption requests held over from previous Dealing Periods, if any, will be held over until the immediately succeeding Dealing Day. The Manager has complete discretion in selecting which redemption notices will be accepted and which will be held over in such case. Under certain circumstances, the Manager, on the Directors' behalf, may suspend redemptions. See "Suspension of Valuations" on page no. 20.

Share Certificates

Participating Shares are held in registered form by entry of a Shareholder's name and address in the Fund's Register of Shareholders as holder of the relevant Participating Shares and such holders are entitled to receive a certificate representing their Participating Shares upon request. For Shareholders that are not issued share certificates, the Registrar will issue a notice confirming the investment. The convenience of holding shares in registered form only lies in the fact that certificates will not have to be surrendered to the Fund upon a redemption or transfer of Participating Shares.

Transfers

On application to the Manager or such transfer agent, Participating Shares can be transferred to a transfer agent and, upon registration of such transfer in the Register of Shareholders.

Shareholders will be entitled to transfer Participating Shares by an instrument in writing executed by or on behalf of the transferor and the transferee, in such form as may be approved by the Directors. No transfer of Participating Shares will be registered if the transferee is a Non-Qualified Person (as defined in the Articles -see "General Information" herein).

The Directors may decline to register any transfer unless:

- (a) The instrument of transfer is lodged with the Fund, accompanied, if so issued, by the certificate for the Participating Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- (b) In the case of a transfer to joint holders, the number of joint holders to whom the Participating Shares are to be transferred does not exceed four;
- (c) The instrument of transfer is properly stamped (if required); and
- (d) The Participating Shares concerned (not being fully paid up) are free of any lien in favour of the Fund.

No transfer of Founder Shares may be effected without the prior written consent of the Directors.

If the Directors refuse to register a transfer for any reason, they shall within two months after the date on which the transfer was lodged with the Fund send to the transferor notice of the refusal.

Should, for any reason, the Directors suspend the registration of transfers, the Directors will cause a notice of such suspension to be published in those publications used by the Fund for the publication of the Fund's net asset value.

CHARGES AND FEES

Fees to be paid by the Shareholder

<i>Front end Fees</i>	From US\$ 50,000 to US\$ 100,000 - 1.5% Over \$ 100,000 - Negotiable
<i>Redemption Fees</i>	Maximum of 0.5% of the redeemed value

Charges and Fees paid by the Fund

Management Fees	
<i>Annual Fee</i>	1.5 % of Net Asset Value per annum
<i>Performance Bonus</i>	20% of the amount at every year end, by which the Fund net asset value exceeds the previous highest net asset value attained at an year end (high watermark).
Administration Charges	
<i>Annual Fee</i>	0.2% Net Asset Value
Custodial Fees	
<i>Annual Fee</i>	0.15% of Net Asset Value subject to a minimum of USD 6,000
<i>Administration Fees</i>	USD 10,000

Ordinary Operating Expenses

The Fund expects to bear the following ordinary operating expenses.

- (a) Brokerage and other expenses payable on the purchase or sale of investments;
- (b) The annual registration and registered office maintenance fees;
- (c) The fees and expenses of the auditors;
- (d) The expenses of printing and distributing annual and half-yearly reports, accounts and other circulars relating to the Fund, subscription and redemption applications, transfer forms and other marketing materials promoting the Fund;
- (e) The expenses of publishing details and prices of Participating Shares in newspapers and other publications and through electronic quotation or information systems;
- (f) The charges and expenses of legal counsel in connection with the Fund's maintenance and operation;
- (g) The expenses incurred in convening Annual and Extraordinary General Meetings of Shareholders and meetings of Directors and any committees established by the Directors;
- (h) Any disbursements or out-of-pocket expenses properly incurred on behalf of the Fund by any of the Manager, Custodians, Remitting Banks, or Registrar and payable by the Fund under the terms of its agreement for services with such party;
- (i) Any cost and expenses of borrowing incurred by the Fund;
- (j) As and when applicable, the annual listing fee and all other fees required to obtain and maintain a listing of the Participating Shares.
- (k) All other operating costs, including, but not limited to, fees payable to the costs relating to the administration of the Fund, costs incurred by Directors in the performance of their duties, an annual fee payable to Directors, and a salary or annual fee payable to the company Secretary.

REPORTS, NOTICES AND GENERAL MEETINGS

Reports

Shareholders will be sent annual reports and audited accounts certified by the Auditor and approved by the Directors. Annual reports are expected to be dispatched every March. Shareholders will also be sent an interim report every year and such other reports as may be approved by the Directors.

Notices

Shareholders will receive notices of meetings at which they are entitled to vote in conformity with the requirements of the Articles. For Annual General Meetings and Extraordinary General Meetings called for the consideration of a special resolution or the appointment of Directors, at least 21 days' clear notice in writing will be given to any shareholders eligible to attend and vote at such meeting. All other Extraordinary General Meetings shall be called with at least 14 days clear notice in writing.

Annual and Extraordinary General Meetings

Annual General Meetings will be held in locations as may be determined by the Directors, Notices convening each Annual General Meeting will be sent to Shareholders together with the annual report and audited accounts not later than twenty-one clear days before the date fixed for the Annual General Meeting.

The Directors may, and must on the request of Shareholders (submitted in conformity with the requirements of the Articles and the Companies Law) holding at the date of the deposit of the requisition not less than one-tenth of the Participating Shares of the Fund and as at the date of the deposit carrying the right to vote at General Meetings of the Fund, proceed to convene an Extraordinary General Meeting of the Fund.

If the Directors do not within 21 days after the date of the deposit of the requisition duly proceed to convene an Extraordinary General Meeting, the requisitionists, or any of them representing more than one-half of the total nominal capital of all of them, may themselves convene an Extraordinary General Meeting, but any meeting so convened must be held before the expiration of three months after the expiration of the aforesaid 21 days. Any such Extraordinary General Meeting convened by requisitionists shall be convened in conformity with the Articles in the manner as nearly as possible as that in which Extraordinary General Meetings are to be convened by Directors.

COUNTRY PROFILE

Sri Lanka

Sri Lanka is an island nation, best known as the pearl of the Indian Ocean which lies at the southern end of the Indian Peninsula with a population of 20 million people of ethnic and cultural diversity. Sri Lanka gained independence in 1948 after being ruled by successive colonial powers of the Portuguese, Dutch and the British. The governance of the country since independence has alternated between the two main political parties, the capitalist United National Party and the socialist Sri Lanka Freedom Party, and their coalition partners.

Sri Lanka is strategically located in the path of major sea routes between Europe and the Far East and is positioned to be a commercial and transshipment hub for logistical services. The economy has grown gradually and has one of the highest per capita incomes in South Asia.

Key Facts pertaining to Sri Lanka

Land area: 65,525 sq.km.

Commercial capital: Colombo

Estimated population: 20.00mn

Currency: Sri Lankan Rupee

Corporate tax rate: 35 per cent

Ports: Colombo, Galle and Trincomalee

Languages: Sinhala, Tamil and English

Further information on the country's economic prospects, business & investment opportunities and key economic indicators and reports would be available on www.thesrilankafund.com

CAYMAN ISLANDS LAWS & REGULATIONS

Selling Restriction

No offer or invitation to subscribe for participating shares may be made to the public in the Cayman Islands.

Taxation - Cayman Islands

The Government of the Cayman Islands, will not, under existing legislation, impose any income, corporate or capital gains tax, estate duty, inheritance tax, gift tax or withholding tax upon the Fund or the Shareholders. The Cayman Islands are not party to any double taxation treaties.

The Fund has obtained an undertaking from the Governor-in-Cabinet of the Cayman Islands dated 9 November 1993 that, in accordance with section 6 of the Tax Concessions Law of the Cayman Islands, for a period of 20 years from the date of the

undertaking, no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciations shall apply to the Fund or its operations and, in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable on the shares, debentures or other obligations of the Fund.

Mutual Funds Law

The Fund is regulated as a mutual fund under the Mutual Funds Law (2007 Revision) of the Cayman Islands ("**Mutual Funds Law**"). The Cayman Islands Monetary Authority (the "**Authority**") has supervisory and enforcement powers to ensure compliance with the Mutual Funds Law. Regulation under the Mutual Funds Law entails the filing of prescribed details and audited accounts annually with the Authority. As a regulated mutual fund, the Authority may at any time instruct the Fund to have its accounts audited and to submit them to the Authority within such time as the Authority specifies. Failure to comply with these requests by the Authority may result in substantial fines on the part of the Directors and may result in the Authority applying to the court to have the Fund wound up.

The Fund will not, however, be subject to supervision in respect of its investment activities or the constitution of the Fund's portfolio by the Authority or any other governmental authority in the Cayman Islands, although the Authority does have power to investigate the activities of the Fund in certain circumstances. Neither the Authority nor any other governmental authority in the Cayman Islands has passed judgment upon or approved the terms or merits of this document. There is no investment compensation scheme available to investors in the Cayman Islands.

The Authority may take certain actions if it is satisfied that a regulated mutual fund is or is likely to become unable to meet its obligations as they fall due or is carrying on or is attempting to carry on business or is winding up its business voluntarily in a manner that is prejudicial to its investors or creditors. The powers of the Authority include the power to require the substitution of Directors, to appoint a person to advise the Fund on the proper conduct of its affairs or to appoint a person to assume control of the affairs of the Fund. There are other remedies available to the Authority including the ability to apply to court for approval of other actions.

Anti-Money Laundering

In order to comply with legislation or regulations aimed at the prevention of money laundering the Fund is required to adopt and maintain anti-money laundering procedures, and may require subscribers to provide evidence to verify their identity and source of funds. Where permitted, and subject to certain conditions, the Fund may also delegate the maintenance of its anti-money laundering procedures (including the acquisition of due diligence information) to a suitable person.

The Fund, and the Registrar and the Manager on the Fund's behalf, reserve the right to request such information as is necessary to verify the identity of a subscriber, unless in any particular case the Directors, or the Registrar on the Fund's behalf, are satisfied that an exemption applies under the Money Laundering Regulations (2009 Revision) of the Cayman Islands, as amended and revised from time to time (the "**Regulations**"). Depending on the circumstances of each application, a detailed verification of identity might not be required where:

- (a) The applicant makes the payment for their investment from an account held in the applicant's name at a recognised financial institution; or
- (b) The applicant is regulated by a recognised regulatory authority and is based or incorporated in, or formed under the law of, a recognised jurisdiction; or
- (c) The application is made through an intermediary which is regulated by a recognised regulatory authority and is based in or incorporated in, or formed under the law of a recognised jurisdiction and an assurance is provided in relation to the procedures undertaken on the underlying investors.

For the purposes of these exceptions, recognition of a financial institution, regulatory authority or jurisdiction will be determined in accordance with the Regulations by reference to those jurisdictions recognised by the Cayman Islands Monetary Authority as having equivalent anti-money laundering regulations.

In the event of delay or failure on the part of the subscriber in producing any information required for verification purposes, the Fund, or the Administrator on the Fund's behalf, may refuse to accept the application, in which case any funds received will be returned without interest to the account from which they were originally debited.

The Fund, and the Administrator on the Fund's behalf, also reserve the right to refuse to make any redemption payment to a Shareholder if the Directors or the Administrator suspect or are advised that the payment of redemption proceeds to such Shareholder might result in a breach of applicable anti-money laundering or other laws or regulations by any person in any relevant jurisdiction, or if such refusal is considered necessary or appropriate to ensure the compliance by the Fund or the Administrator with any such laws or regulations in any applicable jurisdiction.

If any person resident in the Cayman Islands knows or suspects or has reasonable grounds for knowing or suspecting that another person is engaged in criminal conduct or is involved with terrorism or terrorist property and the information for that knowledge or suspicion came to their attention in the course of business in the regulated sector, the person will be required to report such knowledge or suspicion to (i) the Financial Reporting Authority of the Cayman Islands, pursuant to the Proceeds of Crime Law, 2008 of the Cayman Islands if the disclosure relates to criminal conduct or money laundering, or (ii) a police officer of the rank of constable or higher pursuant to the Terrorism Law, 2003 of the Cayman Islands if the disclosure relates to involvement with terrorism or terrorist financing and property. Such a report shall not be treated as a breach of confidence or of any restriction upon the disclosure of information imposed by any enactment or otherwise.

GLOSSARY OF TERMS

The following definitions shall apply throughout this Information Memorandum unless otherwise stated or the context otherwise requires:

<i>"Administration Agreement"</i>	The agreement between Guardian Fund Management Limited and Carsons Management Services (Private) Limited, dated 6 th June, 2001
<i>"Administrator"</i>	Carsons Management Services (Private) Limited
<i>"Articles"</i>	The Fund's Memorandum and Articles of Association as currently existing or as hereafter amended in accordance with their terms
<i>"Auditors"</i>	KPMG, Cayman Islands
<i>"Business Day"</i>	A day (other than Saturday) on which banks are open for normal banking business in Sri Lanka
<i>"Companies Law"</i>	The Companies Law (2007 Revision) of the Cayman Islands
<i>"Custodian Agreement"</i>	The agreement between Deutsche Bank AG, acting through its Colombo office and the Fund dated 26 th February 2009
<i>"Custodian"</i>	Deutsche Bank AG, acting through its Colombo office in its capacity as custodian of the Fund's assets located anywhere.
<i>"Dealing Day"</i>	Each Valuation Day shall be considered a Dealing Day.
<i>"Dealing Period"</i>	The period within which applications for subscription or redemption of Participating Shares must be received in order to be processed with on a particular Dealing Day

<i>"Directors"</i>	The Fund's Board of Directors for the time being.
<i>"Founder Shares"</i>	Shares of US\$1.00 par value each in the share capital of the Fund
<i>"Fund"</i>	The Sri Lanka Fund, an exempted company incorporated with limited liability in the Cayman Islands
<i>"Index"</i>	Colombo Stock Exchange All Share Price Index
<i>"Information Memorandum"</i>	This Information Memorandum
<i>"Management Agreement"</i>	Agreement dated 16 th August 2000 executed between The Guardian Fund Management, The Regent Sri Lanka Fund Limited, and Regent Europe Limited.
<i>"Manager"</i>	Guardian Fund Management Limited
<i>"Material Contracts"</i>	The Administration Agreement, the Management Agreement, the Registrar Agreement and the Custodian Agreement.
<i>"Non-Qualified Person"</i>	A "Non-Qualified Person" is any person to whom a transfer to, or holding by such person of Shares would: (1) be in breach of any law or requirement of any country or governmental authority in any jurisdiction whether on its own or in conjunction with any other relevant circumstances; or (2) result in the Fund incurring any liability to taxation which the Fund would not otherwise have incurred or suffered; or (3) may require the Fund to be registered under any statute, law or regulation whether as an investment fund, trust, scheme or otherwise or cause the Fund to be required to apply for registration or comply with any registration requirements in respect of any of its Shares whether in the United States of America or any other jurisdiction; or (4) cause the assets of the Fund to be considered "plan assets" within the meaning of the Employee Retirement Income Security Act of 1974.
<i>"Participating Shares"</i>	Class A and B Fund Participating redeemable shares of US\$0.01 par value each in the share capital of the Fund
<i>"Registrar"</i>	Deutsche Bank AG , in its capacity as the Fund's registrar
<i>"Registrar Agreement"</i>	The Letter of Undertaking signed by Deutsche Bank AG dated 31 st March 2009.
<i>"Rupee" or "Rs"</i>	The Sri Lanka Rupee, the lawful currency of Sri Lanka
<i>"SEC"</i>	Securities and Exchange Commission of Sri Lanka
<i>"Shareholder"</i>	A registered holder of any class of Participating Shares

<i>"Shares"</i>	Both Founder and both classes of Participating Shares
<i>"US Dollars" or "US\$"</i>	United States Dollars, the lawful currency of the United States of America
<i>"Valuation Day"</i>	A day on which the net asset value per Participating Share is to be calculated for the purposes of redemptions and subscriptions, as morefully described on page 21 of this Information Memorandum

DIRECTORY

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Directors

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Gunawardena

Adrian John Reginald Collins

Wedage Yasanthi Ruwini Fernando

Manager

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Custodian and Registrar

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