



CARSONS MANAGEMENT SERVICES (PRIVATE) LIMITED
No. of Company PV 315

16th February 2021

Mr. Renuke Wijayawardhane
Chief Operating Officer
Colombo Stock Exchange
4-01, West Block, World Trade Centre
Echelon Square, Colombo 1

Our Ref.: WAPO/CSE/ANN/2021/NS/02

Dear Sir,

ANNOUNCEMENT

**GUARDIAN CAPITAL PARTNERS PLC ('THE COMPANY')
RELATED PARTY TRANSACTIONS**

The following disclosure is made to the Colombo Stock Exchange (CSE) in terms of Rule 9.3.1 of the Listing Rules of the CSE, as the value of the undermentioned Non-Recurrent Related Party Transactions exceeds 5% of the Total Assets of the Company as per the latest Audited Financial Statements of 31st March 2020.

1. The date of the transaction or the period

15th February 2021

2. Name of the relevant Related Party

Ceylon Guardian Investment Trust PLC ("CGIT")

3. Relationship between the Company and the Related Party

Ceylon Guardian Investment Trust PLC is the holding company of Guardian Capital Partners PLC ("GCP").

4. Details of the Transaction

The related party transactions which is the subject of this announcement is the disposal of the following two private equity investments of GCP, namely Findmyfare (Pvt) Ltd and hSenid Business Solutions (Pvt) Ltd, to the parent company, CGIT.

The said disposals were carried out at the considerations shown below based on an Independent Valuation by PricewaterhouseCoopers Sri Lanka, which was reviewed by KPMG Sri Lanka.

Values of the transaction

Disposal of hSenid Business Solutions (Pvt) Ltd	Rs.123,157,487/-
Disposal of Findmyfare Private Limited	Rs.28,948,112/-
Total Value of the RPT Transactions	Rs.152,105,599/-

Cont...2/-

5. Rationale for entering into the Transaction

As per the Share Sale and Purchase Agreement (“SSPA”) entered into by the Company, Ceylon Guardian Investment Trust PLC and Gazelle Asset Management Pte Ltd (“GAZELLE”) for the sale of 21,692,800 ordinary shares being 83.97% stake held by CGIT in the Company to GAZELLE as part of the preconditions to the transaction, GAZELLE has requested GCP to hold only cash in the Balance Sheet immediately prior to the disposal. Accordingly, the private equity investments of GCP, were required to be disposed to the Parent Company, CGIT, since an opportunity to dispose the said investments to a third party was unlikely to be achieved within GAZELLE’s (the buyer’s) stipulated timeline.

6. The aggregate value of the Non-Recurrent Related Party Transactions for the financial year with the particular Related Party whose transaction is the subject of the Announcement and the aggregate value of all Related Party Transactions for the same financial year

The aggregate value of the Non-Recurrent Related Party Transactions between Ceylon Guardian Investment Trust PLC and Guardian Capital Partners PLC for the period between 1st April 2020 - 14th February 2021 is Rs.0/- (Excluding the transaction in subject but including the transfer of fully written off shares of The Swiss Insitute for Service Industry Development (Private) Limited, as part of the aforementioned SSPA condition fulfillment, at zero consideration from the Company to CGIT as the said investee company completely ceased operations in 2017) and the aggregate value of all Related Party Transactions entered into by Guardian Capital Partners PLC for the period 1st April 2020 - 14th February 2021 (unaudited) is Rs.395,000/- (Excluding the transaction in subject).

The Related Party Transactions Review Committee (RPTRC) of Carson Cumberbatch PLC, which functions as the RPTRC of the Company, has perused the Independent Valuation issued by PricewaterhouseCoopers Sri Lanka, which was reviewed by KPMG Sri Lanka prior to forming its view on the transaction. The RPTRC is of the view that the above transfer of private equity investments are on normal commercial terms based on the said Valuations and are not prejudicial to the interests of the Company and its minority Shareholders.

Yours faithfully,
For and on behalf of
GUARDIAN CAPITAL PARTNERS PLC
Carsons Management Services (Private) Limited



Director
Secretaries
KS/VW/ns