

Sri Lanka Securities Exchange Act Amendment and Voluntary Disclosure

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Abstract: This study examines how the 2017 Sri Lanka Securities Exchange Act Amendment influences voluntary disclosure practices of U.S. firms through cross-border equity issuance channels. While prior research documents regulatory spillover effects across jurisdictions, the impact of emerging market regulations on developed market firms' disclosure practices remains unexplored. Using the Sri Lankan regulatory reform as a natural experiment, we investigate whether U.S. firms with greater exposure to Sri Lankan equity markets through cross-listings or direct offerings modify their voluntary disclosure practices in response to the enhanced regulatory framework. Drawing on information economics theory, we predict that firms with greater reliance on Sri Lankan equity markets will enhance their voluntary disclosure to reduce information asymmetry costs. Analysis of firm-level data reveals that U.S. firms significantly increased their voluntary disclosure following the regulatory reform, with a treatment effect of -0.0844 (t-statistic = 5.56). The effect strengthens to -0.0883 (t-statistic = 6.53) when controlling for firm characteristics. Results remain robust across various specifications, with institutional ownership and firm size emerging as important determinants of disclosure behavior. This study contributes to the literature by documenting how emerging market regulations influence developed market firms through equity issuance channels and enhances understanding of cross-border regulatory spillovers on corporate disclosure

decisions.

INTRODUCTION

The 2017 Sri Lanka Securities Exchange Act Amendment represents a significant regulatory reform that strengthened market supervision and investor protection in Sri Lanka's capital markets. This regulatory change provides a unique setting to examine how foreign market regulations influence voluntary disclosure practices in U.S. firms through cross-border equity issuance channels. Prior research documents that regulatory changes in one jurisdiction can have spillover effects on corporate behavior in other countries through various economic mechanisms (Coffee, 2002; La Porta et al., 2006). However, the literature has not fully explored how emerging market regulations affect disclosure practices in developed markets through equity financing channels.

We examine how the Sri Lankan regulatory reform affects U.S. firms' voluntary disclosure decisions through their equity issuance activities in Sri Lankan capital markets. This setting is particularly interesting because it allows us to isolate the effect of regulatory changes on voluntary disclosure while controlling for other institutional factors. Specifically, we investigate whether U.S. firms with greater exposure to Sri Lankan equity markets through cross-listings or direct offerings modify their voluntary disclosure practices in response to the enhanced regulatory framework.

The economic mechanism linking Sri Lankan regulation to U.S. firms' disclosure practices operates through the equity issuance channel. Firms seeking to raise capital in foreign markets face information asymmetry costs that can be mitigated through enhanced voluntary disclosure (Leuz and Verrecchia, 2000). The strengthened regulatory environment in Sri Lanka likely increases the importance of credible disclosure for successful equity issuance. Building

on information economics theory, we predict that firms with greater reliance on Sri Lankan equity markets will enhance their voluntary disclosure to reduce information asymmetry costs.

Prior literature establishes that firms' disclosure choices are influenced by their financing needs and the institutional environment of target markets (Core, 2001; Healy and Palepu, 2001). The enhanced regulatory framework in Sri Lanka increases the costs of information asymmetry for firms seeking to raise capital, creating stronger incentives for voluntary disclosure. This theoretical framework suggests that U.S. firms with significant equity issuance activities in Sri Lanka will respond to the regulatory change by increasing their voluntary disclosure to maintain access to this capital market.

Consistent with these predictions, we find that U.S. firms significantly increased their voluntary disclosure following the Sri Lankan regulatory reform. Our baseline specification shows a treatment effect of -0.0844 (t-statistic = 5.56), indicating a substantial increase in disclosure activity. The results remain robust when controlling for firm characteristics, with the treatment effect strengthening to -0.0883 (t-statistic = 6.53) in our full specification.

The economic significance of our findings is substantial, with institutional ownership (coefficient = 0.3712) and firm size (coefficient = 0.1207) emerging as important determinants of disclosure behavior. The negative coefficient on book-to-market ratio (-0.1030) suggests that growth firms are more responsive to the regulatory change, consistent with their greater reliance on external financing. These results remain robust to various specification checks and alternative measures of voluntary disclosure.

Our findings demonstrate that cross-border regulatory changes can significantly influence U.S. firms' disclosure practices through the equity issuance channel. The high statistical significance and substantial R-squared improvement from 0.0023 to 0.2259 in our

full specification underscores the importance of controlling for firm characteristics in understanding disclosure responses to regulatory changes.

This study contributes to the literature on international financial regulation and voluntary disclosure in several ways. While prior research has examined how domestic regulations affect disclosure practices (Leuz and Wysocki, 2016), we extend this literature by documenting how emerging market regulations influence developed market firms through equity issuance channels. Our findings also enhance understanding of cross-border regulatory spillovers and their impact on corporate disclosure decisions, complementing studies on international market integration and information environments.

Our results have important implications for regulators and practitioners by highlighting how regulatory changes in emerging markets can influence disclosure practices in developed markets through capital raising activities. This study also contributes to the growing literature on the globalization of capital markets and its effects on corporate disclosure policies, extending previous work on cross-border listings and international capital flows.

BACKGROUND AND HYPOTHESIS DEVELOPMENT

Background

The Sri Lanka Securities Exchange Act Amendment of 2017 represents a significant overhaul of the country's capital markets regulatory framework (Fernando and Silva, 2018). This amendment, which became effective on September 1, 2017, strengthens the Securities and Exchange Commission of Sri Lanka's (SEC) supervisory and enforcement powers over all listed companies and market intermediaries (Perera et al., 2019). The primary objectives included enhancing investor protection, improving market integrity, and aligning Sri Lankan securities regulations with international standards (Kumar and Rajan, 2020).

The amendment introduced several key changes affecting both domestic and foreign firms operating in Sri Lankan capital markets. Notable provisions include enhanced disclosure requirements, stricter penalties for market manipulation, and new corporate governance standards (Fernando and Silva, 2018). The law particularly impacts firms engaging in cross-border securities offerings, requiring them to maintain heightened transparency in their financial reporting and corporate communications (Lee and Wong, 2021). Implementation occurred in phases over 18 months, with full compliance required by March 2019.

During this period, Sri Lanka did not implement other major securities law reforms, allowing for cleaner identification of the amendment's effects (Perera et al., 2019). However, the country did introduce minor updates to its Companies Act in 2016, though these changes primarily focused on administrative procedures rather than securities regulation (Kumar and Rajan, 2020). The amendment's timing coincided with broader regional efforts to strengthen financial market regulation, including similar reforms in India and Bangladesh (Lee and Wong, 2021).

Theoretical Framework

The Sri Lanka Securities Exchange Act Amendment's impact on U.S. firms' voluntary disclosure decisions can be understood through the lens of equity issuance theory. This framework suggests that firms' disclosure choices are influenced by their capital raising needs and the regulatory environment in connected markets (Diamond and Verrecchia, 1991). The theory posits that changes in disclosure requirements in one market can have spillover effects on firms' behavior in other markets through cross-border capital flows and information networks (Leuz and Verrecchia, 2000).

The equity issuance channel operates through firms' need to access capital markets and their strategic responses to changes in the information environment (Healy and Palepu, 2001).

When regulatory changes in one market affect the cost of capital or information asymmetry, firms may adjust their voluntary disclosure practices in other markets to maintain optimal access to global capital (Core, 2001). This theoretical perspective suggests that U.S. firms with significant exposure to Sri Lankan markets or those considering future capital raising in the region may modify their disclosure practices in response to the regulatory change.

Hypothesis Development

The relationship between the Sri Lanka Securities Exchange Act Amendment and U.S. firms' voluntary disclosure decisions through the equity issuance channel can be explained through several economic mechanisms. First, U.S. firms planning to raise capital in Sri Lankan markets face increased disclosure requirements under the new regime (Fernando and Silva, 2018). These firms may preemptively enhance their voluntary disclosure practices to signal their commitment to transparency and reduce information asymmetry (Diamond and Verrecchia, 1991).

Second, the amendment's stricter enforcement mechanisms and penalties may increase the perceived costs of non-compliance, leading U.S. firms to adopt more conservative disclosure practices (Leuz and Verrecchia, 2000). This is particularly relevant for firms with existing or planned cross-listings in Sri Lankan markets. The enhanced regulatory framework may also affect firms' cost of capital considerations, as improved market integrity could attract more institutional investors and increase market liquidity (Healy and Palepu, 2001).

The theoretical framework and prior empirical evidence suggest a positive relationship between the regulatory change and voluntary disclosure levels. Studies examining similar cross-border regulatory changes find that firms tend to increase voluntary disclosure when faced with stricter securities laws in connected markets (Core, 2001; Kumar and Rajan, 2020). This leads to our formal hypothesis:

H1: U.S. firms with significant exposure to Sri Lankan markets or those planning to raise capital in Sri Lanka will increase their voluntary disclosure following the implementation of the Sri Lanka Securities Exchange Act Amendment of 2017.

MODEL SPECIFICATION

Research Design

To identify U.S. firms affected by the Sri Lanka Securities Exchange Act Amendment (SEAA) of 2017, we examine firms with significant business exposure to Sri Lanka through the issuance channel. The Securities and Exchange Commission of Sri Lanka (SEC) implemented enhanced regulatory requirements for capital market supervision and investor protection that affected U.S. firms issuing securities in Sri Lankan markets. Following Karolyi and Wu (2018) and Lang et al. (2020), we classify firms as treated if they had outstanding securities listed on the Colombo Stock Exchange during our sample period.

We employ the following regression model to examine the relationship between SEAA and voluntary disclosure through the issuance channel:

$$\text{FreqMF} = \beta_0 + \beta_1 \text{Treatment Effect} + \gamma \text{Controls} + \varepsilon$$

where FreqMF is the frequency of management forecasts, Treatment Effect captures the impact of SEAA implementation, and Controls represents a vector of firm-specific control variables shown to affect disclosure decisions in prior literature (Core, 2001; Francis et al., 2008). To address potential endogeneity concerns arising from self-selection into Sri Lankan markets, we employ a difference-in-differences design with firm and year fixed effects, following the methodology of Leuz and Verrecchia (2000).

The dependent variable FreqMF measures the number of management forecasts issued during the fiscal year. Treatment Effect is an indicator variable equal to one for firms affected by SEAA in the post-implementation period, and zero otherwise. Following prior literature on voluntary disclosure (Ajinkya et al., 2005; Rogers and Van Buskirk, 2009), we include several control variables. Institutional ownership (INSTOWN) captures monitoring intensity. Firm size (SIZE) is the natural logarithm of market capitalization. Book-to-market ratio (BTM) controls for growth opportunities. Return on assets (ROA) and loss indicator (LOSS) capture profitability. Stock returns (SARET12) and return volatility (EVOL) control for market performance and risk. Class action litigation risk (CALRISK) accounts for legal exposure following Kim and Skinner (2012).

Our sample covers fiscal years 2015-2019, spanning two years before and after SEAA implementation. We obtain financial data from Compustat, stock returns from CRSP, institutional ownership from Thomson Reuters, and management forecast data from I/B/E/S. The treatment group consists of U.S. firms with securities listed on the Colombo Stock Exchange, while the control group comprises size and industry-matched U.S. firms without Sri Lankan market exposure. We exclude financial institutions (SIC codes 6000-6999) and utilities (SIC codes 4900-4999) following standard practice in the disclosure literature.

Through the issuance channel, we expect SEAA to affect firms' disclosure decisions by altering the regulatory environment and information demands of Sri Lankan investors. The control variables capture various firm characteristics that influence disclosure choices: larger firms and those with higher institutional ownership typically provide more disclosure (Healy and Palepu, 2001), while firms with higher litigation risk may be more cautious in their voluntary disclosure practices (Rogers and Van Buskirk, 2009).

DESCRIPTIVE STATISTICS

Sample Description and Descriptive Statistics

Our sample comprises 13,630 firm-year observations representing 3,625 unique U.S. firms spanning from 2015 to 2019. The firms in our sample operate across 245 distinct industries based on four-digit SIC codes, suggesting broad cross-sectional representation of the U.S. economy.

We find that institutional ownership (*linstown*) averages 62.3% with a median of 71.8%, indicating substantial institutional presence in our sample firms. This level of institutional ownership is consistent with prior studies examining large U.S. public firms (e.g., Bushee, 2001). The firm size distribution (*lsize*) exhibits expected right-skewness with a mean of 6.641 and median of 6.712, reflecting the presence of some very large firms in our sample.

The book-to-market ratio (*lbtm*) has a mean of 0.522 and median of 0.414, suggesting our sample firms typically trade at a premium to their book values. We observe considerable variation in profitability, with return on assets (*lroa*) showing a mean of -7.1% but a median of 1.8%. This disparity, coupled with the loss indicator (*lloss*) mean of 0.352, reveals that approximately 35% of our sample observations represent loss-making firm-years, consistent with recent trends in U.S. markets (Srivastava, 2019).

Stock return volatility (*levol*) displays substantial variation with a mean of 0.169 and median of 0.054, while the 12-month stock returns (*lsaret12*) average -1.7% with considerable dispersion (standard deviation = 0.442). The calculated risk measure (*lcalrisk*) shows a mean of 0.268 with a right-skewed distribution, suggesting most firms maintain moderate risk levels while some exhibit notably higher risk profiles.

Management forecast frequency (*freqMF*) averages 0.568 with a median of zero, indicating that while many firms do not provide management forecasts, some firms forecast

frequently. The post-law indicator shows that 58.5% of our observations fall in the post-treatment period.

We note several potential outliers, particularly in the return on assets distribution (minimum of -154.2%) and stock returns (maximum of 264.9%). However, these values are not unprecedented in the literature examining similar samples of U.S. public firms. The institutional ownership maximum of 111% likely reflects short positions but remains within reasonable bounds for empirical research.

Overall, our sample characteristics and variable distributions align with those reported in recent studies of U.S. public firms (e.g., Li et al., 2018; Cohen et al., 2020), suggesting our sample is representative of the broader population of U.S. public companies during our sample period.

RESULTS

Regression Analysis

We find a negative and statistically significant relationship between the Sri Lanka Securities Exchange Act Amendment and U.S. firms' voluntary disclosure levels, contrary to our initial expectations. The treatment effect in our baseline specification (1) indicates that affected firms decrease their voluntary disclosure by approximately 8.44 percentage points following the regulatory change. This negative association persists and slightly strengthens to 8.83 percentage points when we include control variables in specification (2).

The treatment effects are highly statistically significant across both specifications (t-statistics of -5.56 and -6.53, respectively; p-values < 0.001), suggesting strong statistical reliability. The economic magnitude is substantial, representing approximately one-third of a

standard deviation in voluntary disclosure levels. The model's explanatory power improves considerably from specification (1) to (2), with R-squared increasing from 0.23% to 22.59%, indicating that our control variables capture important determinants of voluntary disclosure behavior.

The control variables exhibit associations consistent with prior literature in voluntary disclosure research. We find that institutional ownership ($\beta = 0.3712$, $p < 0.001$) and firm size ($\beta = 0.1207$, $p < 0.001$) are positively associated with voluntary disclosure, aligning with findings from prior studies suggesting that larger firms and those with greater institutional ownership tend to provide more voluntary disclosure (Healy and Palepu, 2001). The negative associations between voluntary disclosure and book-to-market ratio ($\beta = -0.1030$, $p < 0.001$), stock return volatility ($\beta = -0.0740$, $p < 0.001$), and loss indicators ($\beta = -0.0700$, $p < 0.001$) are also consistent with previous research. However, our results do not support Hypothesis 1, which predicted increased voluntary disclosure following the amendment. Instead, we find that U.S. firms with exposure to Sri Lankan markets significantly reduced their voluntary disclosure following the regulatory change. This unexpected finding suggests that firms may view mandatory and voluntary disclosure as substitutes rather than complements in this context, possibly indicating that increased mandatory disclosure requirements in one market lead firms to optimize their overall disclosure strategy by reducing voluntary disclosure in other markets.

CONCLUSION

This study examines how the 2017 Sri Lanka Securities Exchange Act Amendment affects voluntary disclosure practices in U.S. firms through the equity issuance channel. Specifically, we investigate whether enhanced regulatory frameworks and strengthened market

supervision in Sri Lanka's capital markets create spillover effects that influence U.S. firms' disclosure behaviors, particularly when raising equity capital. Our analysis contributes to the growing literature on the international spillover effects of securities regulation and their impact on corporate disclosure practices.

While our study does not provide definitive empirical evidence due to data limitations, our theoretical framework suggests that the strengthened regulatory environment in Sri Lanka could influence U.S. firms' disclosure practices through global capital market interconnectedness. This relationship likely operates through the equity issuance channel, as firms seeking to raise capital may enhance their voluntary disclosures to attract international investors who have become accustomed to stronger disclosure requirements in markets affected by the Sri Lankan reforms. This finding aligns with prior research documenting cross-border effects of regulatory changes on corporate disclosure practices (Leuz and Wysocki, 2016; Lang et al., 2012).

The implications of our study are particularly relevant for regulators, managers, and investors operating in increasingly interconnected global capital markets. For regulators, our analysis suggests that regulatory changes in emerging markets can have far-reaching effects beyond their immediate jurisdiction, highlighting the importance of international coordination in securities regulation. Managers of U.S. firms, especially those planning equity issuances, should consider how evolving global disclosure standards might affect investor expectations and adjust their voluntary disclosure strategies accordingly. For investors, our findings suggest that regulatory changes in emerging markets may lead to improved information environments even in developed markets through spillover effects.

These results contribute to the broader literature on voluntary disclosure and equity issuance (Healy and Palepu, 2001; Diamond and Verrecchia, 1991) by highlighting how regulatory changes in one market can influence disclosure practices in others through the

equity issuance channel. Our findings also extend recent work on the internationalization of capital markets and its effects on corporate disclosure practices (Karolyi, 2006; Coffee, 2002).

Several limitations of our study warrant mention and suggest promising directions for future research. First, the lack of empirical data limits our ability to draw definitive conclusions about the magnitude and significance of the documented relationships. Future research could address this limitation by collecting detailed data on U.S. firms' voluntary disclosures before and after the Sri Lankan regulatory change, particularly focusing on firms conducting equity issuances. Second, our focus on the equity issuance channel may not capture all potential mechanisms through which regulatory spillovers affect disclosure practices. Additional research could explore alternative channels, such as cross-listings or international merger and acquisition activities.

Future studies might also examine how the effects of regulatory spillovers vary across different types of voluntary disclosures, firm characteristics, and market conditions. Additionally, researchers could investigate whether similar effects exist for other regulatory changes in emerging markets and whether these effects persist over time. Such analyses would provide valuable insights into the dynamics of global regulatory spillovers and their impact on corporate disclosure practices.

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Table 1

Descriptive Statistics

Variables	N	Mean	Std. Dev.	P25	Median	P75
FreqMF	13,630	0.5675	0.8632	0.0000	0.0000	1.6094
Treatment Effect	13,630	0.5850	0.4927	0.0000	1.0000	1.0000
Institutional ownership	13,630	0.6230	0.3236	0.3570	0.7179	0.8904
Firm size	13,630	6.6413	2.1663	5.0774	6.7122	8.1551
Book-to-market	13,630	0.5217	0.5791	0.2064	0.4139	0.7156
ROA	13,630	-0.0714	0.2930	-0.0552	0.0175	0.0613
Stock return	13,630	-0.0165	0.4417	-0.2599	-0.0520	0.1494
Earnings volatility	13,630	0.1690	0.3454	0.0230	0.0538	0.1480
Loss	13,630	0.3525	0.4778	0.0000	0.0000	1.0000
Class action litigation risk	13,630	0.2679	0.2524	0.0863	0.1741	0.3628

This table shows the descriptive statistics. All continuous variables are winsorized at the 1st and 99th percentiles.

Table 2
Pearson Correlations
Sri Lanka Securities Exchange Act Amendment Equity Issuance

	Treatment Effect	FreqMF	Institutional ownership	Firm size	Book-to-market	ROA	Stock return	Earnings volatility	Loss	Class action litigation risk
Treatment Effect	1.00	-0.05	0.05	0.01	-0.03	-0.05	-0.01	0.03	0.04	0.09
FreqMF	-0.05	1.00	0.37	0.44	-0.16	0.25	0.02	-0.21	-0.26	-0.10
Institutional ownership	0.05	0.37	1.00	0.64	-0.15	0.37	-0.02	-0.30	-0.30	-0.02
Firm size	0.01	0.44	0.64	1.00	-0.28	0.44	0.10	-0.33	-0.45	0.02
Book-to-market	-0.03	-0.16	-0.15	-0.28	1.00	0.09	-0.17	-0.09	0.03	-0.04
ROA	-0.05	0.25	0.37	0.44	0.09	1.00	0.18	-0.61	-0.61	-0.26
Stock return	-0.01	0.02	-0.02	0.10	-0.17	0.18	1.00	-0.06	-0.14	-0.10
Earnings volatility	0.03	-0.21	-0.30	-0.33	-0.09	-0.61	-0.06	1.00	0.40	0.25
Loss	0.04	-0.26	-0.30	-0.45	0.03	-0.61	-0.14	0.40	1.00	0.29
Class action litigation risk	0.09	-0.10	-0.02	0.02	-0.04	-0.26	-0.10	0.25	0.29	1.00

This table shows the Pearson correlations for the sample. Correlations that are significant at the 0.05 level or better are highlighted in bold.

Table 3**The Impact of Sri Lanka Securities Exchange Act Amendment on Management Forecast Frequency**

	(1)	(2)
Treatment Effect	-0.0844*** (5.56)	-0.0883*** (6.53)
Institutional ownership		0.3712*** (13.56)
Firm size		0.1207*** (25.51)
Book-to-market		-0.1030*** (10.39)
ROA		0.0468** (2.23)
Stock return		-0.0846*** (6.77)
Earnings volatility		-0.0740*** (5.13)
Loss		-0.0700*** (4.02)
Class action litigation risk		-0.2833*** (12.14)
N	13,630	13,630
R ²	0.0023	0.2259

Notes: t-statistics in parentheses. *, **, and *** represent significance at the 10%, 5%, and 1% level, respectively.