

If you have any queries about this document, you may consult Asset Manager.

PROSPECTUS

(Abridged Version)

PRIME BANK 1ST ICB AMCL MUTUAL FUND

Total Issue

10,00,00,000 units of Tk. 10.00 each at par for Tk. 100.00 crore

Sponsor's Contribution

2,00,00,000 units of Tk. 10.00 each at par for Tk. 20.00 crore

Pre-IPO Placement

4,00,00,000 units of Tk. 10.00 each at par for Tk. 40.00 crore

Reserved for Mutual Funds

40,00,000 units of Tk. 10.00 each at par for Tk. 4.00 crore

Non-Resident Bangladeshis

40,00,000 units of Tk. 10.00 each at par for Tk. 4.00 crore

Resident Bangladeshis

3,20,00,000 units of Tk. 10.00 each at par for Tk. 32.00 crore

Asset Manager

ICB Asset Management Company Limited

(A Subsidiary of ICB, registered as a public limited company under the কোম্পানী আইন, ১৯৯৪)

Sponsor

Prime Bank Limited

Trustee

Investment Corporation of Bangladesh

Custodian

Investment Corporation of Bangladesh

Subscription

Subscription opens: December 06, 2009	Subscription closes: December 10, 2009
For Non-Resident Bangladeshis subscription closes on: December 19, 2009	

Registered Office

Shilpa Bank Bhaban (15th Floor), 8 DIT Avenue, Dhaka, Bangladesh.

Phones: 7160303, 7160306; Fax: 880 02 9570176

E-mail: ceoamcl@accesstel.net

Web site: www.icbamcl.com.bd

Date of publication of Prospectus: November 04, 2009

The Issue/Fund shall be placed in "A" category.

The Fund shall apply for listing with both the Stock Exchange(s).

The investors are advised, in their own interest, to carefully read the contents of the Prospectus, in particular the Risk Factors in Clause 5.1 before making any investment decision.

HIGHLIGHTS		
1.	Name:	Prime Bank 1 ST ICB AMCL Mutual Fund
2.	Size of the Fund:	Tk. 100.00 crore divided into 10,00,00,000 units at par value of Tk. 10.00 each.
3.	Face Value	Tk. 10.00 (ten) per unit
4.	Market Lot	500 (five hundred) units
5.	Nature:	Close-end Mutual Fund of ten years tenure
6.	Objective:	The objective of the Fund is to provide attractive dividend to the unit holders by investing the proceeds in the Capital Market and Money Market.
7.	Target Group:	Individuals, institutions, non-resident Bangladeshis (NRB), mutual funds and collective investment schemes are eligible to apply for investment in the Fund.
8.	Dividend:	Minimum 70% income of the Fund will be distributed as dividend in Bangladeshi Taka at the end of each accounting year. The Fund shall create a dividend equalization reserve to ensure consistency in dividend.
9.	Mode of Distribution:	The dividend will be distributed within 45 days from the date of declaration.
10.	Transferability:	Units are transferable. The transfer will be made by the CDBL under electronic settlement process.
11.	Encashment:	The units will be listed with DSE and CSE. So investment in this Fund will easily be encashable.
12.	Tax Benefit:	Income will be tax free up to certain level, which is permitted as per Finance Act. Investment in the Fund would qualify for investment tax credit under section 44(2) of the Income Tax Ordinance 1984.
13.	Report & Accounts:	Every unit holder is entitled to receive annual report together with the yearly and half-yearly statements of accounts as and when published.

RISK FACTORS	
1	The performance of the Fund is directly related with the macro economic situation particularly the capital market of Bangladesh.
2	Since the capital market of Bangladesh is highly volatile, there is no assurance of achieving the stated objective of the Fund.
3	Due to small number of listed securities in both the Stock Exchange(s), it may be difficult to invest the Fund's assets in a widely diversified portfolio as and when required to do so.
4	Stock market trend shows that prices of almost all the listed securities move in unpredictable direction, which may affect the value of the Fund. Moreover, there is no guarantee that the market price of unit of the Fund will fully reflect their underlying net asset values.
5	If the companies wherein the Fund will be invested fail to pay expected dividend may affect the return of the Fund.
6	For investing in Pre-IPO Placement securities i.e. in unlisted securities by the Fund may involve liquidity risk.
7	Uncertainties like political and social instability may affect the value of the Fund's Assets.
8	Adverse natural climatic condition may hamper the performance of the Fund.

KEY INFORMATION ABOUT THE FUND

1. Publication of prospectus for public offering

ICB Asset Management Company Limited has received Registration Certificate from the Securities and Exchange Commission (SEC) under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন আইন, ১৯৯৩ and the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ made there under and also received approval for issuing Prospectus for Public Offering. A complete copy of the Prospectus of the Public Offering is available for public inspection at the registered office of the Fund.

The Trust Deed of the Fund registered on **September 03, 2009** under the Trust Act, 1882 and Registration Act, 1908 which is also available for public inspection at the registered office of the Fund.

The Fund has been registered by the SEC on **September 16, 2009** under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

2. Approval of the Securities and Exchange Commission (SEC)

“APPROVAL OF THE SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE/OFFER OF THE FUND UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969 AND THE সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS APPROVAL THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE FUND, ANY OF ITS SCHEMES OR THE ISSUE PRICE OF ITS UNITS OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ASSET MANAGER, TRUSTEE, SPONSOR AND/OR CUSTODIAN.”

2.1 Discloser in respect of Security in Demat Form

As per provisions of the ডিপজিটরি আইন, ১৯৯৯ and regulations made there under, unit of the Fund will be issued in dematerialized condition, only and, for this purpose, Prime Bank 1ST ICB AMCL Mutual Fund has signed an agreement with the Central Depository Bangladesh Limited (CDBL). Therefore, all transfers/transmissions, splitting or conversions will take place in the CDBL system.

2.2 Documents available for inspection

- (01) Copy of this prospectus will be available at the Members of the Stock Exchanges, Banker to the Issue and the registered office of the ICB Asset Management Company Limited and also available at the website of Securities and Exchange Commission (www.secbd.org) and ICB Asset Management Company Limited.
- (02) Copy of Trust Deed, Investment Management Agreement and the Prospectus may be inspected during the business hours at the head office of the Asset Management Company of the Fund during the period **10 (ten) days** from the publication date of this Prospectus.

3. CONDITIONS OF PUBLIC OFFER

- i. Fund size will not be increased as Prime Bank 1ST ICB AMCL Mutual Fund is a Closed-end Mutual Fund.
- ii. The following further conditions are mentioned under Part-A, B, C and D namely:-

PART-A

1. The Fund shall go for Public Offer (PO) for 4,00,00,000 units of Taka 10.00 each at par worth Taka 40.00 (forty) crore following the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, the Securities and Exchange Commission (Public Issue) Rules, 2006, the ডিপজিটরি আইন, ১৯৯৯ and regulations issued there under.
2. The Prospectus/abridged version of the Prospectus as vetted by SEC, shall be published in two widely circulated national daily newspapers (Bangla and English) within **10 (Ten) days** of receipt of the approval letter. Provided that information relating to publication of Prospectus in the form of advertisement be published in two national daily newspapers (Bangla and English);
3. Sufficient copies of Prospectus shall be made available by the Asset Management Company so that any person requesting a copy may receive one. A notice shall be placed on the front of the application form distributed in connection with the offering, informing that interested persons are entitled to a Prospectus, if they so desire, and that copies of Prospectus may be obtained from the Asset Management Company. The subscription application shall indicate in bold type that no sale of securities shall be made, nor shall any money be taken from any person, in connection with such sale until **25 (twenty five) days** after the Prospectus has been published.
4. The Asset Management Company shall ensure transmission of the Prospectus and relevant application forms for NRBs through e-mail, simultaneously of publication of the Prospectus, to the Bangladesh Embassies and Missions abroad, as mentioned in the Prospectus, and shall also ensure sending of the printed Prospectus and application forms to the said Embassies and Missions within **5 (five) working days** of the publication date by express mail service (EMS) of the postal department. A compliance report shall be submitted in this respect to the SEC by the Asset Management Company within **3 (three) working days** from the date of said despatch of the Prospectus & the forms.
5. The paper clipping of the published Prospectus/abridged version of the Prospectus and all other published documents/notices regarding the Fund shall be submitted to the Commission within **24 (Twenty Four)** hours of publication thereof.
6. The Asset Management Company shall submit 40 (forty) copies of the printed Prospectus, along with a diskette/Compact Disc(CD) prepared in "MS WORD" containing the Prospectus and its abridged version, as vetted by SEC, to the Securities and Exchange Commission for official record within **5 (Five) working days** from the date of publication of the Prospectus in the newspaper.
7. The Asset Management Company shall maintain separate bank account(s) for collecting proceeds of the Public Offering and shall also open Escrow account(s) to deposit the application money of the Non-Resident Bangladeshis (NRBs) for Public Offer purpose, and shall incorporate full particulars of said Escrow account(s) in the Prospectus. The company shall open the abovementioned accounts for Public Offer purpose; and close these accounts after refund of over-subscription. **NRB means Bangladeshi citizens staying abroad including all those who have dual citizenship (provided they have a valid Bangladeshi passport) or those, whose foreign passport bear a stamp from the concerned Bangladesh Embassy/High Commission to the effect that no visa is required to travel to Bangladesh."**
8. Subscription shall start after **25 (Twenty five) days** from the date of publication of the Prospectus for both NRBs and resident Bangladeshis. Subscription will remain open for **5 (five) consecutive banking days**.

9. Application shall be sent by the NRB applicants directly to the Asset Management Company within the closing date of the subscription so as to reach the same to the Asset Management Company by the closing date plus **9 (nine) days**. Applications received by the Asset Management Company after the above mentioned time period will not be considered for allotment purpose.
10. The Asset Management Company shall apply the spot buying rate (TT clean) in US\$, UK Pound Sterling and Euro of Sonali Bank Ltd. as prevailed on the date of opening of the subscription for the purpose of application of the NRBs.
11. **A non-resident Bangladeshi shall apply either directly by enclosing a foreign demand draft drawn on a bank payable at Dhaka, or through a nominee by paying out of foreign currency deposit account maintained in Bangladesh or in Taka, supported by original copy of foreign currency encashment certificate issued by the concerned bank, for the value of securities applied for through crossed bank cheque marking "Account Payee only". Application shall be sent by the NRB applicants to the Asset Management Company within the closing date of the subscription so as to reach the same to the company by the closing date plus 9 (nine) days. Applications received by the company after the above time period will not be considered for allotment purpose.**
12. The Asset Management Company shall ensure prompt collection/ clearance of the foreign remittances of NRBs for allotment of units without any difficulty/complain.
13. The Asset Management Company shall provide SEC with the preliminary status of the subscription within **5 (five) working days** from closure of the subscription date, and also the list of valid and invalid applicants (i.e. final status of subscription) in electronic form in 2 (two) CDs to the Commission within **3 (three) weeks** after the closure of the subscription date including bank statement (original), branch-wise subscription statement. The final list of valid and invalid applicants shall be finalized after examining with the CDBL in respect of BO accounts and particulars thereof. The Public Offering shall stand **cancelled** and the application money shall be refunded immediately {but not later than **5 (five) weeks** from the date of the subscription closure} if any of the following events occur:
 - a. **Upon closing of the subscription list it is found that the total number of valid applications is less than the minimum requirement as specified in the listing regulations of the Stock Exchange(s) concerned; or**
 - b. **At least 60% (i.e. Tk. 60.00 crore) of the targeted amount (i.e. Tk. 100.00 crore) under বিধি ৪৮ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ is not subscribed.**
14. **Public Offer distribution system:**
 - a. **Units of Tk. 4.00 (four) crore** of total Public Offering shall be reserved for non-resident Bangladeshi (NRB) and **units of Tk. 4.00 (four) crore** for mutual funds and collective investment schemes registered with the Commission, and the remaining units of **Tk. 32.00 (thirty two) crore** shall be open for subscription by the general public.
 - b. All securities/units stated in para (a) shall be offered for subscription and subsequent allotment by the Asset Management Company subject to any restriction which may be imposed from time to time by the Securities and Exchange Commission.
 - c. In case of **over subscription under any of the 3 (three) categories** mentioned in para (a), the Asset Management Company shall conduct an open lottery of all the applications received under each category **separately** in accordance with the SEC's instructions.

- d. In case of **under-subscription** under any of the 2 (two) categories [i.e. units of Tk. **4.00 (four) crore for NRB and units of Tk. 4.00 (four) crore for mutual funds**] mentioned in para (a), the unsubscribe portion shall be added to the **general public category [units of Tk. 32.00 (thirty two) crore]** and, if after such addition, there is over subscription in the general public category, the Asset Management Company shall conduct an open lottery of all the applicants added together.
- e. The lottery as stated in para (c) and (d) shall be conducted in presence of the authorized representatives of the SEC, Stock Exchange(s) concerned, Sponsor, Asset Management Company, Trustee and the applicants.
15. Upon completion of the period of subscription for securities the Asset Management Company shall provide the Commission and the Stock Exchange(s) with the preliminary status of the subscription within **5 (five) working days**, in respect of the following matters, namely:-
- (a) Total number of securities for which subscription has been received;
 - (b) Amount received from the subscription; and
 - (c) Amount of commission paid to the banker to the issue.
16. The Asset Management Company shall issue unit allotment letters to all successful applicant's within **5 (five) weeks** from the date of the subscription closing date. Within the same time, refund to the unsuccessful applicant's shall be made in the currency in which the value of units was paid for by the applicant's without any interest and refunded to the respective banks for onward deposit of the refund money into the applicant's bank accounts provided in the respective application form for subscription.
- After completion of remittance of the Fund to the respective applicant's bank account, the Asset Manager shall disclose the information in the newspapers where the abridged version of Prospectus has been published. In this regards a compliance report shall be submitted to the Commission within **7 (seven) days** from the date of completion of the allotment of units and refund warrants (if applicable).
17. The applicant must mention the bank account in the application from which will the same bank account as available in the database of Beneficiary Owners Account in central depository for the purpose of refund of application money.
18. All the applicants shall first be treated as applied for one minimum market lot of **500 (five hundred) units worth Tk. 5,000 (five thousand)**. If, on this basis, there is over subscription, then lottery shall be held amongst the applicants allocating one identification number for each application, irrespective of the application money. In case of over-subscription under any of the categories mentioned hereinabove, the issuer and the issue manager shall jointly conduct an open lottery of all the applications received under each category separately in presence of representatives from the SEC, Stock Exchange(s), Sponsor, Asset Management Company, Trustee and the applicants, if there be any.
19. **An applicant cannot submit more than two applications, one in his/her own name and another jointly with another person. In case an applicant makes more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, whole or part of application money may be forfeited by the Commission.**
20. Lottery (if applicable) will be held within **4 (four) weeks** from closure of the subscription date.
21. The Asset Management Company shall furnish the List of Allotees to the Commission and the Stock Exchange(s) simultaneously in which the units will be listed, within **24 (twenty four) hours** of allotment.
22. **Unit Certificates of the Sponsor's contribution amounting Tk. 20,00,00,000.00 (twenty crore) only shall be subject to a lock-in period of one year from the date of listing in the Stock Exchange(s) and 1/10th of the Sponsor's contribution amounting to Tk. 2,00,00,000.00 (two crore) shall be subject to a lock-in period of full time of the Fund.**

23. Institutional investors of pre-IPO placement will be in six months lock-in period from the date of listing of the Fund.
24. If the Asset Management Company fails to collect the **minimum 60%** of the targeted amount under বিধি ৪৮ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, it will **refund** the subscription money within **5 (five) weeks** from the closure of subscription without any deduction. In case of failure, the Asset Management Company shall refund the same with interest @ 18 (Eighteen) percent per annum from its own account within the next month;
25. In case of over subscription, the excess amount shall be refunded within **5 (five) weeks** from the closure of subscription period, failing which the Asset Management Company will refund the same with an interest @ 18 percent per annum from its own account within the next month;
26. The Asset Management Company shall publish a notice through the newspaper to all successful applicants within **5 (five) weeks** from the closing of subscription for collection of allotment letters;
27. The Asset Management Company shall apply for listing of the Fund with Stock Exchange(s) within **7 (seven) working days** of first publication of the Prospectus;
- 28. Declaration about Listing of Fund with the Stock Exchange(s):**
“None of the Stock Exchange(s), if for any reason, grants listing within **75 (seventy five)** days from the closure of subscription, any allotment in terms of this Prospectus shall be void and the Asset Management company shall refund the subscription money within fifteen days from the date of refusal for listing by the Stock Exchange(s), or from the date of expiry of the said **75 (seventy five)** days, as the case may be.
In case of non-refund of the subscription money within the aforesaid fifteen days, The Asset Management Company, in addition to the Sponsor and Trustee, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of 2% (two percent) per month above the bank rate, to the subscribers concerned.
The Asset Management Company, in addition to the Sponsor and Trustee shall ensure due compliance of the above mentioned conditions and shall submit compliance report thereon to the Commission within seven days of expiry of the aforesaid fifteen days time period allowed for refund of the subscription money.”
- 29. Letter informing allotment shall be issued within 5 (five) weeks from the closure of subscription.**
30. The Fund shall maintain **escrow bank account** for proceeds of Public Offering. The Fund collected through Public Offering shall not be utilized prior to the allotment and shall be effected through banking channel i.e., through account payee cheque, pay order, bank draft etc.
31. The Fund shall not be involved in **option trading**, short selling or carry forward transactions.
32. The annual report of the Fund/or its abridged version shall be published within **45 (forty-five) days** of the closure of each accounting year of the Fund.
33. An annual report and details of investment and savings of the Fund shall be submitted to the Commission, Trustee and Custodian of the Fund within **90 (ninety) days** from the closure of the accounts.
34. Half-yearly accounts/financial results of the Fund shall be submitted to the Commission and the Stock Exchange(s) and published in at least one widely circulated Bangla national daily newspaper within **30 (thirty) days** from end of the period.
35. Dividend shall be paid within **45 (forty five) days** of its declaration, and a report shall be submitted to SEC, Trustee and Custodian within **7 (seven) days** of dividend distribution.
36. Net Asset Value (NAV) of the Fund shall be calculated and disclosed publicly as per বিধি ৬০ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

37. SEC may appoint auditors for special audit/investigation on the affairs of the Fund, if it so desires.

Part –B

1. The Asset Management Company (i.e. ICB Asset Management Company Ltd.) shall ensure that the Prospectus/abridged version of the Prospectus is published correctly and in strict conformity without any error/omission, as vetted by the Securities and Exchange Commission.
2. The Asset Management Company shall carefully examine and compare the published Prospectus /abridged version of the Prospectus on the date of publication with the Prospectus, as vetted by SEC. If any discrepancy/inconsistency is found both the Sponsor and the Asset Management Company shall jointly publish a corrigendum immediately in the same newspapers concerned, simultaneously endorsing copies thereof to SEC and the Stock Exchange(s) concerned, correcting the discrepancy/inconsistency as required under 'Declaration' provided with SEC.
3. The Sponsor and the Asset Management Company shall immediately after publication of the Prospectus jointly inform the Commission in writing that the published Prospectus/abridged version of the Prospectus is a verbatim copy of the Prospectus vetted by the Commission.
4. The Sponsor and the Asset Management Company shall simultaneously submit to the Commission an attested copy of the application filed with the Stock Exchange(s) for listing of the securities;
5. The Fund collected through Public Offering shall not be utilized prior to allotment and/or issuance of unit, as and when applicable, and that utilization of the said Fund shall be effected through banking channel, i.e. account payee cheque, pay order or bank draft etc.

PART-C

1. All the above-imposed conditions shall be incorporated in the Prospectus/abridged version immediately after the page of the table of contents where applicable, with a reference in the table of contents, prior to its publication.
2. The Commission may impose further conditions/restrictions etc. from time to time as and when considered necessary which shall also be binding upon the Sponsor, Asset Management Company, Trustee and Custodian.

PART-D

1. As per provision of the ডিপজিটরি আইন, ১৯৯৯ and regulations made there under, units shall only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the Central Depository Bangladesh Ltd. (CDBL) system and any further issuance of units will be issued in dematerialized form only.

An applicant (including NRB) shall not be able to apply for allotment of units without Beneficiary Owner account (BO account).

2. The Asset Management Company shall also ensure due compliance of all above mentioned conditions.

4. DECLARATIONS

Declarations about the responsibility of the Sponsor

The Sponsor whose name appears in this Prospectus, accept full responsibility for the authenticity and accuracy of the information contained in this Prospectus and other documents regarding the Fund. To the best of the knowledge and belief of the Sponsor, who has taken all reasonable care to ensure that all conditions and requirements concerning this public issue and Prospectus have been met and there is no other information or documents, the omission of which may make any information or statements therein misleading.

The Sponsor also confirms that full and fair disclosures have been made in this Prospectus to enable the investors to make an informed decision for investment.

Sd/-
(M. Ehsanul Haque)
Managing Director
Prime Bank Limited

Declaration about the responsibility of the Asset Management Company

This Prospectus has been prepared by us based on the Trust Deed, Investment Management Agreement, the Securities and Exchange Commission (Public Issue) Rules, 2006, the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, the ডিপজিটরি আইন, ১৯৯৯ and other related agreement & examination of other documents as relevant for adequate disclosure. We also confirm that:

- (a) the Prospectus is in conformity with the documents, materials and papers related to the issue;
- (b) all the legal requirements of the issue have been duly fulfilled; and
- (c) the disclosures made are true, fair and adequate for investment decision. An investor who is not interested to take a moderate degree of risk need not apply, as risk factor is associated with the investment under the Fund.

Sd/-
(Md. Wahiduzzaman Khandaker)
Chief Executive Officer
ICB Asset Management Company Ltd.

Declaration about the responsibility of the Trustee

We, as Trustee of the Prime Bank 1ST ICB AMCL Mutual Fund, accept the responsibility and confirm that we shall:

- a. be the guardian of the Fund, held in trust for the benefit of the unit holders in accordance with the Rules & Trust Deed;
- b. always act in the interest of the unit holders;
- c. take all reasonable care to ensure that the Fund floated and managed by the Asset Management Company are in accordance with the Trust Deed and the Rules;
- d. make such disclosure by the Asset Management Company to the investors as are essential in order to keep them informed about any information, which may have any bearing on their investments;
- e. take such remedial steps as are necessary to rectify the situation where they have reason to believe that the conduct of business of the Fund is not in conformity with the relevant Rules.

Sd/-
(Kamrul Islam Asad)
Deputy General Manager
Investment Corporation of Bangladesh

Declaration about the responsibility of the Custodian

We, as Custodian of the Prime Bank 1ST ICB AMCL Mutual Fund accept the responsibility and confirm that we shall:

- a. keep all the securities in safe custody and shall provide the highest security for the assets of the Fund; and
- b. preserve necessary documents and record so as to ascertain movement of assets of the Fund as per Rules.

Sd/-
(Kamrul Islam Asad)
Deputy General Manager
Investment Corporation of Bangladesh

5. Background of formation of Prime Bank 1ST ICB AMCL Mutual Fund

Mutual Funds are recent entrants in the field and are fast-emerging as a buffer between the gullible and vulnerable small and medium investors and treacherous capital market. Elsewhere in the world, Mutual Funds have proved to be safe intermediately in capital and money market. Safety of funds, disposal of risks and a satisfactory yield are the hallmarks of Mutual Funds. In Bangladesh ICB is the harbinger of Mutual Funds. Out of the total 22 Mutual Funds, ICB and its Subsidiary have so far floated 17 Mutual Funds in the Market. Among these 17 (seventeen) Mutual Funds, the ICB Asset Management Company Limited has floated 8 (eight) Mutual Funds of which are given below:

Conventional Mutual Funds	Nature	Non-conventional Mutual Funds	Nature
ICB AMCL First Mutual Fund	Close-end	ICB AMCL Islamic Mutual Fund	Close-end
ICB AMCL Second Mutual Fund	Close-end	ICB AMCL First NRB Mutual Fund	Close-end
Prime Finance First Mutual Fund	Close-end	ICB AMCL Second NRB Mutual Fund	Close-end
ICB AMCL Unit Fund	Open-end	ICB AMCL Pension Holders' Unit Fund	Open-end

All of the Mutual Funds except Prime Finance First Mutual Fund, managed by the company have been sponsored by the ICB Capital Management Limited, a subsidiary of ICB. Prime Finance First Mutual Fund has been sponsored by the Prime Finance and Investment Ltd. At present, Mutual Fund Industry is very important sector of the capital market of Bangladesh.

Mutual Funds contribution is bigger than other securities in developed countries. The contribution of the existing Mutual Funds in terms of the local stock market capitalization is around 3%, which is more than 50% in many developed countries. Keeping in view the situation, Prime Bank Limited comes forward with the proposal to act as sponsor of a Mutual Fund to fulfill the market demand. ICB itself will be the Trustee and Custodian of the various Schemes of the Fund whereas ICB AMCL will act as the Fund Manager or Asset Manager of the various Schemes of the said Mutual Fund.

6. Present condition of the capital market regarding formation of a Mutual Fund

The major stock market indicators exhibited considerable volatility during FY2008-09. The index reached 3,010.3 points at the end of June 2009, the highest in FY2008-09, an increase of 9.0% over July 2008. Market capitalization of the Dhaka Stock Exchange rose from Tk970.4 billion in July 2008 to Tk1312.8 billion (21.3% of GDP) by the end of June 2009, up 35.3%. The volatility in transactions in the stock market during FY2008-09 was largely due to market speculation, and selling pressure from nervous retail investors.

The Chittagong Stock Exchange (CSE) selective categories index mostly followed the trend of the Dhaka Stock Exchange index and its volatility. The CSE index started to rise steadily in April 2009 and reached 6,772.2 points by June 2009, a rise of 22.7% over July 2008. CSE market capitalization rose 26.1% during FY2008-09.

The Securities and Exchange Commission (SEC) is introducing new sets of measures to increase the flow of funds into the capital market. The measures include enhancing the margin–loan ratio provided by brokers to clients, increasing the capacity of financial institutions to provide loans to brokers and issuing more licenses to merchant banks. Moreover, to attract big issues to the stock market, SEC approved rules for a book-building system for initial public offer (IPO) pricing of companies that either offer at least a 10% share of their paid-up capital or shares valued above Tk. 300 million.

7. Brief description of the Fund

7.1 Sponsor of the Fund

Prime Bank Limited is a modern, fully online and technologically superior private commercial bank in Bangladesh. It is a second generation commercial bank with 71 (seventy one) branches across major cities in Bangladesh. Listed on both Dhaka and Chittagong Stock Exchange(s), Prime Bank offers a full range of commercial banking products and services to corporate, middle-market and retail segments. The bank has set up a strong brand image through its superior customer service, innovative products and services at competitive prices and maximum technology utilization.

Considering the strong financial performance of the Bank along with its brand image, Prime Bank 1ST ICB AMCL Mutual Fund would be considered as a milestone in the history of the country's Mutual Fund industry. Using its experienced world-class investment management process and professionals, Prime Bank 1ST ICB AMCL Mutual Fund aims to invest in the capital market using a research-driven decision-making process to earn maximum benefit for its investors. Prime Bank 1ST ICB AMCL Mutual Fund will employ a three tier investment decision process that will combine fundamental, quantitative and qualitative elements giving it an edge over its competitors. With no speculation based investment and razor-sharp focus on research, the Fund is a pioneer in Bangladesh. The development of a research-driven mutual fund industry is extremely crucial in bringing more efficiency and transparency into the country's capital markets.

The present authorized capital of the Company is Tk. 1000.00 crore and paid up capital is Tk. 356.00 crore. The company is being managed by high caliber professional people. An independent board consisting people from private and public sectors provides guidance in framing objectives & policies of the company.

7.2 Trustee & Custodian of the Fund

In order to ensure maximum trust and confidence of the investors, supervisory bodies and the persons concerned towards the Fund, the Investment Corporation of Bangladesh (ICB) itself will act as the Trustee & Custodian of the Fund.

The Investment Corporation of Bangladesh (ICB) was established on 01 October 1976, under "The Investment Corporation of Bangladesh" Ordinance, 1976 (No. XL of 1976) with a view to encouraging and broadening the base of investment, develop the capital market, mobilize savings, promote and establish subsidiaries for business development & provide for matters ancillary thereto. Over the years, the activities of ICB have grown manifold, particularly in Merchant Banking, Mutual Funds operations and Lease Financing activities. ICB is the biggest investment bank and the harbinger of mutual funds in the country. Out of country's 14 (Fourteen) closed-end mutual funds, ICB manages 8 (eight) funds. ICB also manages the biggest open-end fund in the country. It was also the single largest stockbroker and dealer in Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited.

In the reporting year, ICB and its subsidiary companies' contribution to total turnover (Tk. 62,344.76 crore) of both the bourses was 6.91 percent, which was 6.52 percent in the preceding year.

Up to June 2008, ICB acted as trustee to the debenture issues of 17 companies involving Tk. 184.15 crore, issues of bonds of 6 companies involving Tk. 144.86 crore. ICB also performed the

responsibilities of trustee as well as custodian to 6 closed-end mutual funds of Tk. 150.00 crore and 2 open-end mutual funds with initial capital of Tk. 10.00 crore each as on June 30, 2008.

As on June 30, 2008, the number of ICB assisted securities were 131 out of 378 listed securities of Dhaka Stock Exchange Limited. Out of 231 listed securities of Chittagong Stock Exchange Limited. ICB assisted securities totaled 91. Besides portfolios of over 45,971 investors (margin) accounts, institutional portfolios including mutual funds and unit fund are also being managed by ICB. The corporation has long and proven experience in advisory function, particularly in buying and selling of shares, corporate re-structuring and engineering, off loading of government shares and hosts of other merchant banking related activities for the benefit of its clients. Since inception, ICB has been playing a unique role in the development of country's capital market.

7.3 Asset Manager of the Fund

ICB Asset Management Company Limited (ICB AMCL) a subsidiary of ICB will act as the Asset Manager of the Fund. ICB AMCL was created as part of the re-structuring program of ICB under Capital Market Development Program (CMDP) initiated by the Government of the Peoples Republic of Bangladesh and Asian Development Bank (ADB). The company was incorporated as a public limited company under the কোম্পানী আইন, ১৯৯৪ with the Registrar of Joint Stock Companies & Firms on December 05, 2000. Registration of the company with the SEC was obtained on October 14, 2001. The company has also obtained necessary Government Gazette Notification on July 01, 2002 to carry out the Mutual Fund operations.

The present authorized capital of the Company is Tk. 100,00,00,000.00 (one hundred crore) only and paid-up capital is Tk. 7,50,00,000.00 (seven crore fifty lac) only. The company has been successfully managing 6 (six) close-end and 2 (two) open-end Mutual Funds for the last 7 (seven) years.

As per relevant provision of the ICB Ordinance, Corporation shall hold all or majority shares and may review business objectives, supervise and control its performance. The CEO and other key personnel have been deputed to the company from ICB. An independent Board consisting 50% directors from ICB and the rest from private sector has been created.

7.4 Auditors

S. F. Ahmed & Co. (S.F.A. Co), Chartered Accountants has been appointed as the Auditor of the Fund for the first year. They are one of the reputed audit firms of the country. The Trustee shall appoint subsequent auditors.

7.5 Life, objective and nature of the Fund

The Fund will be a close-end Mutual Fund of **10 (ten)** years tenure, established with a view to broaden the base of investment and develop the capital market.

7.6 Advantages in investing in Prime Bank 1ST ICB AMCL Mutual Fund

Generally investment in mutual funds enjoys the some advantages compared to investment made directly in other securities of the capital market. Investors of this mutual fund will be able to enjoy the following advantages.

- (01) Diversified portfolio to be developed for the Fund will help in lowering investment risk of the small investors;
- (02) Diversified portfolio of the Fund will help the small investor to access to the whole market, which is difficult at individual level;

- (03) By channelizing small investors saving both in local currency and foreign currency will add liquidity to the market;
- (04) As the Fund will be professionally managed, investors will be relieved from the emotional stress associated with day-to-day management of individual investment portfolio;
- (05) The investors will be able to save a great deal in transaction/operating cost as he/she has access to a larger number of securities by purchasing a single unit of the Mutual Fund;
- (06) Fund will apply for listing on Stock Exchange(s) to enable investors to enjoy liquidity of their investment as well as to realise appreciation available as a result improving market positions.
- (07) According to the rules of SEC, the Mutual Funds and collective investment schemes registered with the Commission enjoy a ten percent reserve quota in all Initial Public Offerings (IPOs). Therefore, investors in Mutual Funds by default enjoy the benefit of acquiring lucrative stocks at the Primary Market;
- (08) Tax shelter is available for investors of Mutual Fund. Income from the fund will be tax free up-to certain level, which is permitted as per Finance Act;
- (09) Investment in the Fund would qualify for investment tax credit under section 44(2) of the Income Tax Ordinance 1984;
- (10) Management and operation of Mutual Funds are subject to prudential guidelines. SEC regularly monitors the performance of such funds. The laws governing mutual funds require exhaustive disclosure to the regulator and general public. As a result, the investors will be able to know the performance of the Fund and accordingly they can be able to take convenient entry and exit options.

8. Investment Objectives and Policies

8.1 Investment Objective

The main objective of the Fund is to invest in the Capital and Money Market of the country and to provide attractive dividend to the investors.

8.2 Investment Policies

- (01) The Fund shall invest subject to the বিধিমালা and only in securities, deposits and investments approved by the Securities and Exchanges Commission and/or the Bangladesh Bank;
- (02) Not less than 75% of the total assets of the Fund shall be invested in capital market instruments out of which at least 50 percent shall be invested in listed securities;
- (03) Not more than 25% of the total asset of the Fund shall be invested in Fixed Income Securities (FIS);
- (04) Not more than 15% percent of the total asset of the Fund shall be invested in Pre-IPOs at one time;

- (05) All money collected under the Fund shall be invested only in encashable/transferable instruments, securities whether in money market, capital market, IPO, privately placed pre-IPO equity, preference shares, debentures or securitised debts;
- (06) The Fund shall get the securities purchased or transferred in the name of the Fund;
- (07) Only the Asset Management Company will make the investment decisions and place orders for securities to be purchased or sold by the Fund;
- (08) Asset Management Company will choose broker(s) for the purchase and sale of securities for the Fund's portfolio;
- (09) Settlement of transaction will take place as per the customs and practice of the Stock Exchange(s) in the country.

9. Investment Restrictions

In making investment decision the following restrictions should be taken due consideration:

- (01) The Schemes of the Fund shall not invest more than 10% of its total assets in any one particular company;
- (02) The Schemes of the Fund shall not invest in more than 15% of any company's paid-up capital;
- (03) The Schemes of the Fund shall not invest more than 20% in shares, debentures or other securities of a single company or group;
- (04) The Schemes of the Fund shall not invest more than 25% of its total assets in shares, debentures or other securities in any one industry;
- (05) The Fund shall not invest in or lend to another Scheme under the same Asset Management Company;
- (06) The Fund shall not acquire any asset out of the Trust property, which involves the assumption of any liability that is unlimited or shall result in encumbrance of the Trust property in any way;
- (07) The Fund or the Asset Management Company on behalf of the Fund shall not give or guarantee term loans for any purpose or take up any activity in contravention of the বিধিমালা;
- (08) The Fund shall not involve in option trading or short selling or carry forward transaction;.
- (09) The Fund shall not buy its own unit.

10. Valuation Policy

The Fund intends to determine its NAV per unit on the last business day of each week by dividing the value of the net asset of the Fund (the value of total assets less total liabilities as per Rule 60 of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ by the total number of units outstanding. As per section 58 of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, valuation policy of investment of the Fund needs to be approved earlier by Securities and Exchange Commission. Valuation criterion so far approved by the Commission in the trust deed is as follows:

- (01) For listed securities, the average quoted closing market price on the Stock Exchange(s) on the date of valuation shall form the basis of any calculation of Net Asset Value of such securities in the portfolio of the Fund;
- (02) When the securities were not traded either at DSE or CSE on the particular valuing date, immediate previous average price, which one is nearer, but not longer than 30 days, to the valuing date will be taken into account;
- (03) When the securities were not traded either at DSE or CSE for a period for over 30 days, the Fund shall follow the method approved by the Commission for valuation of the non-traded investment, and the Trustee shall periodically review the value of such investments;
- (04) The valuation of non-traded securities will be made with their reasonable value by the ICB AMCL and approved by the Trustee and commented upon by the Auditors in the Annual Report of the Mutual Fund but shall not be more than the intrinsic value of the securities;
- (05) The valuation of non-listed securities will be made by the Asset Management Company with their reasonable value and approved by the Trustee and commented upon by the Auditors in the Annual Report of the Fund;
- (06) Once non-listed securities are valued, the valued amount will be considered for purpose of valuing the Fund's assets in any interval of time until the securities are further revalued by the Asset Management Company;
- (07) Asset Management Company and Trustee will be made the value of non-listed securities at least after every three months;
- (08) For securitized debts, debentures, margin or fixed deposits, the accrued interest on such instruments on the date of valuation shall be taken into account in any calculation of Net Asset Value (NAV) of such securities in the portfolio of the Fund;
- (09) In case of deferred expenses, accrued expenses for the period will be taken into account for determining total liabilities.

Following the valuation criteria as set forth above, the Fund will use the following formula to derive NAV per unit:

$$\text{Total NAV} = V_A - L_T$$

$$\text{NAV per unit} = \frac{\text{Total NAV}}{\text{No. of units outstanding}}$$

V_A = Value of Total Assets of the Fund as on date

L_T = Total liabilities of the Fund as on date

V_A = Value of all securities in vault + Value of all securities placed in lien + Cash in hand and at bank + Value of all securities receivables + Receivables of proceeds of sale of investments + Dividend receivables, net of tax + Interest receivables, net of tax + Issue expenses amortized as on date + Printing, publication and stationery expenses amortized as on date.

L_T = Value of all securities payable + Payable against purchase of investments + Payable as brokerage and custodial charges + All other payable related to printing, publication and

stationery + Accrued deferred expenses with regard to management fee, trustee fee, annual fee, audit fee and safe keeping fee.

11. Rights of the unit holders

- (a) **Dividend:** All the unit holders have equal but proportionate right in respect of dividend. Dividend will be paid in Bangladeshi Taka only.
- (b) **Transfer of units:** Units are transferable. The transfer will be made by the CDBL under electronic settlement process.
- (c) **Voting Right:** All the unit holders shall have usual voting rights. Voting right can be exercised in person or by proxy in a meeting held in connection with any proposal to amend the characteristics of the Fund or any other agenda of meeting called by the trustee in the circumstances mentioned in the trust deed or the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১. In case of show of hands, every unit holder present in person or/and by proxy shall have only one vote and on a poll, every unit holder present in person and/or by a proxy shall have one vote for every unit of which he /she is the holder.
- (d) **Encashment:** The units will be listed with DSE and CSE. So investment in this Fund will easily be encashables.

12. Accounting year

The accounting year of the Fund shall be July 01 to June 30.

13. Limitation of Expenses

- (01) The initial issue expenses in respect of the Fund shall not exceed 5% of the Fund to be raised.
- (02) The total expenses charged to the Fund, except the amortization of initial issue expenses and including transaction cost in the form of stock brokerage against buy & sale of securities forming a part of acquisition or disposal cost of such securities, transaction fees payable to the Custodian against acquisition or disposal of securities, listing fees payable to the Stock Exchange(s), the annual registration fees payable to the Commission, CDBL charges, audit fees, cost for publication of reports & periodicals, bank charge, etc, shall not exceed 4% of the weekly average net asset outstanding during any accounting year or as may be determined by the Rules.

14. Fees and Expenses

The Fund will pay the fees of Asset Management Company, the Trustee and the Custodian together with any other fees, commissions and expenses as may arise from time to time. The Fund will bear its own costs and expenses incurred/accrued in connection with its formation, promotion, registration, Public Offering, listing together with certain other costs and expenses incurred in its operation, including without limitation expenses of legal & consulting services, auditing, other professional fees and expenses, brokerage, share/debenture registration expenses, guarantee or underwriting commission and fees due to the SEC. The Fund will also bear all the other incidental expenses including printing, publication and stationery relating to its smooth & fair operation.

Keeping in mind, the fund size of Taka 100.00 (hundred) crore, ICB AMCL estimated the normal annual operating expenses of the Fund, which will not exceed 4 percent of the average NAV of the Fund. However, there may be variation in the actual operating expenses of the Fund. Major expenses of the Fund are detailed as follows:

(a) **Issue and Formation Expenses:**

Issue and formation expenses are estimated to be not over 5 percent of the total Fund size i.e. Tk. 5.00 (five) crore. The expenses will be amortized within 10 (ten) years on a straight-line method. The estimated expenses for the issue and formation of the Fund are presented below:

1. Banker to the issue fee/Collection Charge	0.60 percent
2. Formation Fee payable to AMC	1.00 percent
3. Printing & Publication	0.60 percent
4. Legal Expenses (Listing Fees, Registration Fees etc.)	1.60 percent
5. Other expenses.	<u>1.20 percent</u>
Total	5.00 percent =====

(b) **Management Fee:**

The Asset Management Company shall charge the Fund annual management fees for Investment Management at the following rate:

- (a) @ 2.50% per annum of the weekly average Net Asset Value (NAV) of the Fund of the Fund up to Tk. 5.00 crore;
- (b) @ 2.00% per annum for additional amount of the weekly average NAV of the Fund over Tk. 5.00 crore up to Tk. 25.00 crore;
- (c) @ 1.50% per annum for additional amount of the weekly average NAV of the Fund over Tk. 25.00 core up to Tk 50.00 crore and
- (d) @ 1.00% per annum for additional amount of the weekly average NAV of the Fund over Tk. 50.00 crore.

Above accrued fees shall be paid annually by the Fund.

(c) **Trustee Fee:**

The Fund shall pay an annual trusteeship fee @ 0.10% of the Fund size i.e. Tk. 10,00,000.00 (ten lac) only payable semi-annually during the life of the Fund.

(d) **Custodian Fee:**

The Fund shall pay to the Custodian i.e. ICB for safekeeping of securities @ 0.10% of balance securities calculated on the average month end value per annum.

(e) **Fund Registration and Annual Fee:**

The Fund has paid 0.20% of the Fund size i.e. Tk. 20,00,000.00 (twenty lac) only to the Securities and Exchange Commission (SEC) as registration fee. In addition to that the Fund will have to pay @ 0.10% of the Fund size i.e. Tk. 10,00,000.00 (ten lac) only per annum as annual fee in terms of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

(f) **Listing Fee:**

The usual listing fees, annual renewal fees and other charges are to be paid by the Fund to the Stock Exchange(s).

(g) **Audit Fee:**

The audit fee will be Tk. 25,000.00 (twenty five thousand) only, plus VAT, if any, for the first year and Trustee will fix fees for subsequent years.

15. Dividend Policy

- (01) The accounting year of the Fund shall be July 01 to June 30;
- (02) The Fund shall distribute minimum **70 percent** or as may be determined by this Rules from time to time, of the annual net income of the Fund as dividend at the end of each accounting period after making provision for Bad and Doubtful Investments. The Fund shall create a Dividend Equalization Reserve by appropriation from the income of the Fund;
- (03) Before declaration of dividend, the Asset Management Company shall make a provision in consultation with the auditors if market value of investments goes below the acquisition cost and the method of calculation of this provision will be incorporated in the notes of accounts;
- (04) Surpluses arising simply from the valuation of investments shall not be available for dividend;
- (05) Dividend warrants will be dispatched within 45 days from the declaration of such dividends;
- (06) Before record of ownership by the CDBL, a transferee shall not possess the right to any dividend declared by the Fund;
- (07) The Asset Management Company may open separate Bank Account for each dividend distribution out of the Fund. Notwithstanding any thing in the Trust Deed the beneficial ownership of the balances in the Accounts shall vest in the Unit Holders.

16. Risk Factors

Investment in securities market always bears some risks. Investment in this Fund also involves certain risk factors. The investors should carefully consider the following risks in addition to other information contained in the Prospectus in evaluating the offer and also for taking a decision whether to invest or not.

- (1) The performance of the Fund is directly related with the macro economic situation particularly the capital market of Bangladesh.
- (2) Since the capital market of Bangladesh is highly volatile, there is no assurance of achieving the stated objective of the Fund.
- (3) Due to small number of listed securities in both the Stock Exchange(s), it may be difficult to invest the Fund's assets in a widely diversified portfolio as and when required to do so.
- (4) Due to a very thin secondary debenture market in Bangladesh, it would be difficult for the Fund Manager to swap between asset classes if and when required.
- (5) Limited money market instruments narrowed the opportunity of short term or temporary investments of the Fund.
- (6) Stock market trends show that price of almost all the listed securities move in unpredictable direction which may affect the value of the Fund. Moreover, there is no

guarantee that the market price of shares of the Fund will fully reflect their underlying net asset values.

- (7) If the companies fail to provide expected dividend, Income of the Fund will be affected.
- (8) For investing in Pre-Public Offer Placement securities i.e. in unlisted equity securities by the Fund may involve liquidity risk.
- (9) Uncertainties like political and social instability may affect the value of the Fund's Assets.
- (10) Adverse natural climatic condition may hamper the performance of the Fund.

17. Expected Market Performance of the Fund

- (01) As the capital market index is comparatively low now, the Fund should be able to construct portfolio at a relatively cheaper cost base.
- (02) It is expected that demand of the Fund's units will always rule over supply.
- (03) Image of ICB, being the holding company of the ICB AMCL and the Trustee of the Fund for successful marketing of eight closed-end and one open-end mutual fund may motivate investors to invest in this Fund before enactment of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.
- (04) Successful launching and subsequent satisfactory performance of 8 (eight) Mutual Funds managed by the ICB AMCL may attract the Investors to invest in this Fund.

18. Who to invest and how much to invest

Persons who do not have tolerance of bearing risk and know nothing about the functioning of the capital market need not apply for the units of the Fund. Considering other factors like the investment opportunities available in the market, return expectation, income level and consumption pattern, one may put a part of his/her total portfolio into the Fund.

19. Capital Structure, Tax Status and Rights of Unit Holders

19.1 Issue of units

The paid up capital of the Fund shall be Tk. 100,00,00,000.00 (one hundred crore) divided into 10,00,00,000 units of Tk. 10.00 each. The total distribution of units shall be as follows:

Subscribers	No of units	Face Value (Tk.)	Amount (Tk.)	Remarks
Sponsor (20% of total issue)	2,00,00,000	10.00	20,00,00,000	Subscribed
Pre-IPO Placement (40% of total issue)	4,00,00,000	10.00	40,00,00,000	Subscribed
Public Offer (PO) {40% of total issue}				
Reserved for Mutual Funds (10% of PO)	40,00,000	10.00	4,00,00,000	Yet to be subscribed
Non-Resident Bangladeshis (NRB's) {10% of PO}	40,00,000	10.00	4,00,00,000	Yet to be subscribed
Resident Bangladeshis (80% of PO)	3,20,00,000	10.00	32,00,00,000	Yet to be subscribed
Total	10,00,00,000		100,00,00,000	

19.2 Face Value and Market Lot of the Fund

The face value of each unit of the Fund is fixed at Tk. 10.00 (ten) and the market lot will be constituted of 500 (five hundred) units of Tk. 5,000.00 (five thousand) only.

20. Listing of the Fund

Application will be made to both Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited within **7 (seven) working days** of first publication of the prospectus for listing of the Fund for dealing on the stock market and for their quotation on Stock Exchange(s).

21. Issuance of securities in Dematerialized Form

As per provisions of the ডিপজিটরি আইন, ১৯৯৯ and regulations made there under, unit of the Fund will be issued in dematerialized form only and for this purpose, Prime Bank 1ST ICB AMCL Mutual Fund has signed an agreement with the Central Depository Bangladesh Limited (CDBL). Therefore, all transfers/transmissions, splitting or conversions will take place in the CDBL system.

22. Subscription from Sponsor and Pre-IPO Placement

Prime Bank Limited, the Sponsor, has already subscribed Tk. 20,00,00,000.00 (twenty crore) only for 2,00,00,000 (two crore) units of Tk. 10.00 (ten) each at par as per the বিধি ৯ of the বিধিমালা. Tk. 40,00,00,000.00 (forty crore) only for 4,00,00,000 (four crore) units of Tk. 10.00 (ten) each has been reserved for Pre-IPO Placement.

23. Tax Exemption

Investment in this Fund by individual investors will enjoy tax exemption benefit under section 44(2) of the Income Tax Ordinance, 1984.

24. Beneficial Interest

- (a) **Ownership:** The unit holders shall preserve only the beneficial interest in the trust properties on pro rata basis of their ownership of the Fund.
- (b) **Periodic Information:** All the unit holders of the Fund shall have the right to receive the Annual Report & Audited Accounts of the fund. Moreover, NAV of the Fund be informed to the unit holders on monthly basis through DSE/CSE and newspaper(s).
- (c) **Accounts and Information:** The Fund's financial year will be closed on 30th June every year. Annual report or major head of Income & Expenditure A/C and Balance Sheet in line with schedule VI of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ will be published within 45 (forty five) days from the closure of each accounting year. Furthermore, the NAV, NAV per unit, any suspension or alteration of the calculation of NAV of the Fund will be published / notified to the DSE and CSE by the Asset Management Company.

REFUND OF SUBSCRIPTION MONEY

In case of non-allotment of units, the application money of unsuccessful applicant shall be refunded to the respective banks for onward deposit of the refund money into the applicant's bank accounts as provided in the respective application form for subscription. For this purpose the number of bank account along with full name of bank and branch shall be clearly indicated in the unit application form which is as available as in the database of BO Account in CDBL.

PRIME BANK 1ST ICB AMCL MUTUAL FUND
Instructions

1. As per provision of the ডিপজিটরি আইন, ১৯৯৯ and regulation made there under Mutual Fund units will only be issued in dematerialized condition. Please mention your Depository (BO) account number in the application form. If you do not mention your valid Depository (BO) account number, your application will be treated invalid.
2. All information must be typed or written in full (in block letters) in English or in Bengali and must NOT be abbreviated
3. Application must be made on the Fund's printed form/photocopy or typed copy/hand written form thereof.
4. Application must not be for less than **500** units and must be for a multiple of **500** units. Any application not meeting this criterion will not be considered for allotment purpose.
5. Remittance for the full amount of units must accompany each application and must be forwarded to any of the Bankers to the Issue. Remittance should be in the form of cash/cheque/bank draft/pay order payable to one of the Bankers to the Issue A/C "**PRIME BANK 1ST ICB AMCL MUTUAL FUND**" and crossed "**A/C PAYEE ONLY**" and must be drawn on a bank in the same town as the bank to which the application form has been sent.
6. In the case of a Joint Application Form, the Allotment Letter will be dispatched to the person whose name appears first on this Application Form and where any amount is refundable in whole or in part the same will be refunded by Account Payee cheque by post/courier service to the person named first on this Application Form in the manner prescribed in the Prospectus.
7. Joint Application form for more than two persons will not be accepted. In case of joint application, each party must sign the Application Form.
8. Application must be in full name of individuals or companies or societies or trusts and not in the name of firms, minors or persons of unsound mind. Application from financial and market intermediary companies and Private Company must be accompanied by Memorandum and Articles of Association and Certificate of Incorporation.
9. **An applicant can NOT submit more than two applications, one in his/her own name and another jointly with another person. In case an applicant makes more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, whole or part of application money may be forfeited by the Commission.**
10. No receipt will be issued for the payment made with the Application, but the bankers will issue a provisional acknowledgement to the issue for application lodged with them.
11. In case of non-allotment of units, the application money of unsuccessful applicant shall be refunded to the respective banks for onward deposit of the refund money into the applicant's bank accounts provided in the respective application form for subscription. For this purpose the number of the bank account along with full name of bank and branch shall be clearly indicated in the units application form.
12. Allotment shall be made solely in accordance with the instructions of the SEC.
13. Making of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information shall make the Application liable to **rejection** and subject to **forfeiture** of Application money and/or **forfeiture** of the unit before or after issuance of the same by the Asset Management Company. The said **forfeited** Application money or unit will be deposited in account specified by the SEC. This may be in addition to any other penalties as may be provided for by law.
14. Applications, which do not meet the above requirements, or Applications, which are incomplete, shall NOT be considered for allotment purpose.
15. The bankers to the issue shall be obliged to receive the A/C payee cheque (s) on the closing day of the subscription of the PUBLIC OFFER.
16. **No sale of securities shall be made, nor shall any money be taken from any person, in connection with such sale until 25 (twenty five) days after the Prospectus has been published.**

BANKERS TO THE ISSUE (With Bank Branch Code)

<p>01. Investment Corporation of Bangladesh (ICB)</p> <p>01. Head Office, NSC Tower (12th – 13th Floors), 62/3, Purana Paltan, Dhaka.</p> <p>02. Chittagong Branch, Delwar Bhaban (3rd Floor), Agrabad C/A, Chittagong.</p> <p>03. Rajshahi Branch, Dr.Gaffar Plaza (2nd Floor), Shaheb Bazar,Rajshahi.</p> <p>04. Khulna Branch, 25-26, KDA C/A, Khulna.</p> <p>05. Barisal Branch, 87-88,Hemayat Uddin Road, Barisal.</p> <p>06. Sylhet Branch, Chamber Building, Jail Road, Sylhet.</p> <p>07. Bogra Branch, Rajabazar, Baragola, Bogra.</p> <p>08. Local Office Branch, Kashfia Plaza, 35/C, Naya Paltan, Dhaka.</p> <p>02. Bangladesh Shilpa Bank</p> <p>01. Dhaka Commercial Branch Office, Dhaka.</p> <p>03. Bangladesh Shilpa Rin Sangstha</p> <p>01. Kawran Bazar (Corporate Banking) Br. 12, Kawran Bazar C/A, Dhaka.</p> <p>02. Motijheel (Commercial Banking) Br. 49, Motijheel C/A,Dhaka.</p> <p>04. IFIC Bank Ltd.</p> <p>01. Federation Branch, FBCCI Building, Dhaka.</p> <p>02. Dhanmondi Branch, Mirpur Road, Dhaka.</p> <p>03. Gulshan Branch, Gulshan Avenue, Dhaka.</p> <p>04. Banani Branch, Banani, Dhaka.</p> <p>05. Shantinagar Branch, Chamelybag, Dhaka.</p> <p>06. Elephant Road Branch, Dhaka.</p> <p>07. Islampur Branch, Dewan Mansion, Dhaka.</p> <p>08. Kawran Bazar Branch, Dhaka.</p> <p>09. Naya Paltan Branch, Dhaka.</p> <p>10. Uttara Branch, Dhaka.</p> <p>11. Malibagh Branch, Dhaka.</p> <p>12. Pallabi Branch, Dhaka.</p> <p>13. Lalmatia Branch, Dhaka.</p> <p>14. Narsingdi Branch, C & B Road, Narsingdi.</p> <p>15. North Brook Hall Road Branch, Dhaka</p> <p>16. Narayanganj Branch, Narayanganj.</p> <p>17. Faridpur Branch, Faridpur.</p> <p>18. Mymensingh Branch, Mymensingh.</p> <p>19. Agrabad Branch, Chittagong.</p> <p>20. Khatunganj Branch, Chittagong.</p> <p>21. Chawk Bazar Branch, College Road, Chittagong.</p> <p>22. Cox's Bazar Branch, Cox's Bazar.</p> <p>23. Sheikh Mujib Road Branch, Chittagong.</p> <p>24. Comilla Branch, Comilla.</p> <p>25. Brahmanbaria Branch, Brahmanbaria.</p> <p>26. Choumuhani Branch, Choumuhani, Noakhali.</p> <p>27. Feni Branch, Islampur Road, Feni.</p> <p>28. Rajshahi Branch, Ghoramara, Rajshahi.</p> <p>29. Rangpur Branch, Rangpur.</p> <p>30. Bogra Branch, Satmatha Bogra.</p> <p>31. Pabna Branch, Pabna.</p> <p>32. Dinajpur Branch, Dinajpur.</p> <p>33. Khulna Branch, Lower Jossore Road, Khulna.</p> <p>34. Boro Bazar Branch, Kalibari, Khulna.</p> <p>35. Jessore Branch, N.S.C Road, Jessore.</p> <p>36. Kushtia Branch, Kushtia.</p> <p>37. Barisal Branch, Barisal.</p> <p>38. Sylhet Branch, Laldighirpar, Sylhet.</p> <p>39. Moulvi Bazar Branch, Moulvi Bazar.</p> <p>40. Uposhohor Branch, Sylhet.</p>	<p>05. National Bank Ltd.</p> <p>01. Bangshal Road Branch, Dhaka.</p> <p>02. Babubazar Branch, Dhaka.</p> <p>03. Dilkusha Branch, Dhaka.</p> <p>04. Elephant Road Branch, Dhaka.</p> <p>05. Foreign Exchange Branch, Dhaka.</p> <p>06. Gulshan Branch, Dhaka.</p> <p>07. Imamganj Branch, Dhaka.</p> <p>08. Dhanmondi Branch, Dhaka.</p> <p>09. Kawran Bazar Branch, Dhaka.</p> <p>10. Motijheel Branch, Dhaka.</p> <p>11. Mohakhali Branch, Dhaka.</p> <p>12. Malibagh Branch, Dhaka.</p> <p>13. Mirpur Branch, Dhaka.</p> <p>14. Z H Sikder M. C. Branch, Dhaka.</p> <p>15. Islampur Branch, Dhaka.</p> <p>16. Uttara Branch, Dhaka.</p> <p>17. North Brook Hall Branch, Dhaka.</p> <p>18. Lake Circus Branch, Dhaka.</p> <p>19. Mohammadpur Branch, Dhaka.</p> <p>20. Pragati Sarani Branch, Dhaka.</p> <p>21. Banani Branch, Banani, Dhaka.</p> <p>22. Faridpur Branch, Faridpur.</p> <p>23. Jatrabari Branch, Dhaka.</p> <p>24. Gazipur Branch, Gazipur.</p> <p>25. Savar Bazar Branch, Dhaka.</p> <p>26. Narayanganj Branch. Narayanganj.</p> <p>27. Feni Branch, Feni.</p> <p>28. Sylhet Branch, Sylhet.</p> <p>29. Anderkillah Branch, Chittagong.</p> <p>30. Agrabad Branch, Chittagong.</p> <p>31. Khatunganj Branch, Chittagong.</p> <p>32. Jubilee Road Branch, Chittagong.</p> <p>33. Sheikh Mujib Road Branch, Chittagong.</p> <p>34. Pahartali Branch, Chittagong.</p> <p>35. Chawk Bazar Branch, Chittagong.</p> <p>36. Narsingdi Branch, Narsingdi.</p> <p>37. Tangail Branch, Tangail.</p> <p>38. Khulna Branch, Khulna.</p> <p>39. Rangpur Branch, Rangpur.</p> <p>40. Bogra Branch, Bogra.</p> <p>41. Rajshahi Branch, Rajshahi.</p> <p>42. Barisal Branch, Barisal.</p> <p>43. Comilla Branch, Comilla.</p> <p>44. Pagla Bazar Branch, Narayanganj.</p> <p>45. Chowmuhani Branch, Noakhali.</p> <p>46. New Eskaton Branch, Dhaka.</p>	<p>06. Southeast Bank Ltd.</p> <p>01. Principal Branch, Dilkusha, Dhaka.</p> <p>02. Corporate Branch, Dilkusha, Dhaka.</p> <p>03. Dhanmondi Branch, Dhanmondi, Dhaka.</p> <p>04. Uttara Branch, Uttara, Dhaka.</p> <p>05. Gulshan Branch, Gulshan Avenue, Dhaka.</p> <p>06. Kakrail Branch, Ramna, Dhaka.</p> <p>07. Bangshal Branch, North South Road, Dhaka.</p> <p>08. Motijheel Branch, Motijheel, Dhaka.</p> <p>09. Chouhatta Branch, Chouhatta, Sylhet</p> <p>10. Laldighirpar Branch, Sylhet</p> <p>11. Pathantula Branch, Sylhet.</p> <p>12. Agrabad Branch, Chittagong.</p> <p>13. Jubilee Road Branch, Chittagong.</p> <p>14. Halishahar Branch, Halishahar, Chittagong.</p> <p>15. Pahartali Branch, Pahartali, Chittagong.</p> <p>07. Standard Bank Ltd.</p> <p>01. Principal Branch, Dhaka.</p> <p>02. Foreign Exchange Branch, Dhaka.</p> <p>03. Topkhana Road Branch, Dhaka.</p> <p>04. Imamgonj Branch, Dhaka.</p> <p>05. Gulshan Branch, Dhaka.</p> <p>06. Dhanmondi Branch, Dhaka.</p> <p>07. Mirpur Branch, Mirpur, Dhaka.</p> <p>08. Uttara Branch, Dhaka.</p> <p>09. Gulshan-1 Branch, Dhaka.</p> <p>10. Panthapath Branch, Dhaka.</p> <p>11. Banani Branch, Dhaka.</p> <p>12. Narayanganj Branch. Narayanganj.</p> <p>13. Munshikhola Branch, Dhaka.</p> <p>14. Pragati Sarani Branch, Dhaka.</p> <p>15. Jubilee Road Branch, Chittagong.</p> <p>16. Agrabad Branch, Chittagong.</p> <p>17. Khatunganj Branch, Chittagong.</p> <p>18. CDA Avenue Branch, Chittagong.</p> <p>19. EPZ Branch, Chittagong.</p> <p>20. Bahaddar Hat Branch, Chittagong.</p> <p>21. Sylhet Branch, Sylhet.</p> <p>22. Khulna Branch, Khulna.</p> <p>23. Rajshahi Branch, Rajshahi.</p> <p>24. Jessore Branch, Jessore.</p> <p>25. Barisal Branch, Barisal.</p> <p>08. Trust Bank Limited</p> <p>01. Principal Branch, Dhaka Cantonment, Dhaka.</p> <p>02. SKB Branch, Motijheel C/A, Dhaka.</p> <p>03. Agrabad Branch, Chittagong.</p> <p>04. Dhanmondi Branch, Dhaka.</p> <p>05. Khatunganj Branch, Chittagong.</p> <p>06. Gulshan Corporate Branch, Dhaka.</p> <p>07. Dilkusha Corporate Branch, Dhaka.</p> <p>08. Sylhet Corporate Branch, Sylhet.</p> <p>09. Millennium Corporate Branch, Dhaka.</p> <p>10. Uttara Corporate Branch, Dhaka.</p> <p>11. Mirpur Branch, Pallabi, Dhaka.</p> <p>12. Kawran Bazar Branch, Dhaka.</p> <p>13. Feni Branch.</p> <p>14. Khulna Branch, KDA Avenue, Khulna.</p> <p>15. Narayanganj Branch, Narayanganj.</p> <p>16. Shahjalal Uposhohor Branch, Sylhet.</p> <p>17. Karful Branch, Dhaka.</p>
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PRIME BANK 1ST ICB AMCL MUTUAL FUND

Instructions

1. As per provision of the ডিপজিটরি আইন, ১৯৯৯ and regulations made there under Mutual Fund units will only be issued in dematerialized condition. Please mention your BO (Beneficiary Owner) Account number in the Application form. If you do not mention your valid BO (Beneficiary Owner) Account, your application will be treated invalid.
2. All information must be written or typed in Block Letters in English and must NOT be abbreviated.
3. Application must not be for less than **500** Units and must be for a multiple of **500** Units. Any Application not meeting this criterion will not be considered for allotment purpose.
4. Application must be accompanied by a foreign demand draft drawn on a bank payable at Dhaka or cheque drawn out of foreign currency deposit account maintained in Bangladesh for the full value of units favouring “**PRIME BANK 1ST ICB AMCL MUTUAL FUND**” and crossed “**ACCOUNT PAYEE ONLY**”.
5. Application shall be sent by the applicant directly to the ICB Asset Management Company Limited within **December 10, 2009**, so as to reach the Asset Management Company within **December 19, 2009**. No Application sent after **December 10, 2009** or received by the ICB Asset Management Company Limited after **December 19, 2009** will be considered for allotment purpose.
6. Refund against over-subscription shall be made in the currency in which the value of Units was paid for by the applicant through Account Payee Cheque payable at Dhaka with bank account number, Bank’s name and Branch.
7. **Public Offer Distribution System:**
 - a. **Units of Tk. 4.00 (four) crore** of total Public Offering shall be reserved for non-resident Bangladeshi (NRB) and **units of Tk. 4.00 (four) crore** for mutual funds and collective investment schemes registered with the Commission, and the remaining units of **Tk. 32.00 (thirty two) crore** shall be open for subscription by the general public.
 - b. All securities/units stated in para (a) shall be offered for subscription and subsequent allotment by the Asset Management Company subject to any restriction which may be imposed from time to time by the Securities and Exchange Commission.
 - c. In case of **over subscription under any of the 3 (three) categories** mentioned in para (a), the Asset Management Company shall conduct an open lottery of all the applications received under each category **separately** in accordance with the SEC’s instructions.
 - d. In case of **under-subscription** under any of the 2 (two) categories [i.e. **units of Tk. 4.00 (four) crore for NRB and units of Tk. 4.00 (four) crore for mutual funds**] mentioned in para (a), the unsubscribe portion shall be added to the **general public category [units of Tk. 32.00 (thirty two) crore]** and, if after such addition, there is over subscription in the general public category, the Asset Management Company shall conduct an open lottery of all the applicants added together.
 - e. The lottery, if needed, as stated in para (c) and (d) shall be conducted by Asset Management Company in presence of the authorized representatives of the SEC, Stock Exchange(s) concerned, Sponsor, Asset Management Company, Trustee and the applicants, if present.
8. All the applicants shall first be treated as applied for one minimum lot. If, on this basis, there is over subscription, then lottery shall be held amongst the applicants allocating one identification number for each application, irrespective of the application money. On the other hand, if there is under subscription, then all the applicants shall first be distributed with a single lot and thereafter, for the balance amount, lottery, shall be held for the applicants who have applied for multiple lots on the basis of dividing the application money by amount of a market lot separately for both NRB and General Public.
9. Joint application by two persons will be acceptable. In such a case, allotment or refund shall be made by post to the first applicant.
10. Application must be made by an individual, a corporation or company, a trust or a society and not by a firm, minor or persons of unsound mind.
11. Making of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information shall make the Application liable to **rejection** and subject to **forfeiture** of Application money and/or **forfeiture** of the unit before or after issuance of the same by the Asset Management Company. The said **forfeited** Application money or unit will be deposited in account specified by the Securities and Exchange Commission (SEC). This may be in addition to any other penalties as may be provided for by law.
12. The intending NRB applicants shall deposit unit money by US\$/UK Pound sterling/Euro draft drawn on and payable in Dhaka, Bangladesh, or through a nominee by paying out of foreign currency deposit account or in Taka, supported by original copy of foreign currency encashment certificate issued by the concerned bank, so that the Asset Management Company collecting bank can clear the proceeds and deposit the same into Asset Management Company’s bank account in time.
13. Spot buying rate (TT Clean) in US Dollar, UK Pound Sterling and Euro of Sonali Bank Ltd. as prevalent on the date of opening of subscription will be applicable for the Non-Resident Bangladeshi (NRB) applicants.
14. **The applicant shall furnish photocopies of relevant pages of valid passport(s) in support of his being a NRB, dual citizenship or of the foreign passport bearing an endorsement from the concerned Bangladeshi Embassy to the effect that no visa is required for him to travel to Bangladesh.**
15. In case of joint NRB application joint applicant shall also submit supporting papers/documents in support of their being an NRB as mentioned in para-14 above.
16. In case of non-allotment of units, the application money of unsuccessful applicant shall be refunded to the respective banks for onward deposit of the refund money into the applicant’s bank accounts provided in the respective application form for subscription. For this purpose the number of the bank account along with full name of bank and branch shall be clearly indicated in the units application form.
17. **An applicant cannot submit more than two applications, one in his/her own name and another jointly with another person. In case an applicant makes more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, whole or part of application money may be forfeited by the Commission.**
18. No sale of securities shall be made, nor shall any money be taken from any person, in connection with such sale until 25 (twenty five) days after the Prospectus has been published.

THE NRB APPLICATION ALONG WITH THE FOREIGN CURRENCY DRAFT/ PAY ORDER, AS ABOVE, IS TO BE SUBMITTED TO THE ASSET MANAGEMENT COMPANY’S HEAD OFFICE DIRECTLY WITHIN THE STIPULATED TIME MENTIONED IN PARA- 5.