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PROSPECTUS

(Abridged Version)

BANGLADESH FUND

Size of Issue

Initial Size Tk. 5,000,00,00,000.00 (five thousand crore) of 50,00,00,000 (fifty crore) Units of Tk. 100.00 (one hundred) each

Initial/Opening Price

Tk. 100.00 (one hundred) per Unit

Asset Manager

ICB Asset Management Company Limited

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

Sponsors

Investment Corporation of Bangladesh

Sonali Bank Limited

Janata Bank Limited

Agrani Bank Limited

Rupali Bank Limited

Bangladesh Development Bank Limited

Sadharan Bima Corporation

Jiban Bima Corporation

Trustee & Custodian

ICB Capital Management Limited

Subscription Opens

....., 2011

Registered Office

BDBL Bhaban (Level-17), 8, DIT Avenue, Dhaka- 1000, Bangladesh.

Phone: 7160303 (Auto hunting), Fax: 880 02 9570176

E-mail: ceoamcl@accesstel.net

Web site: www.icbamcl.com.bd

Date of publication of Prospectus

....., 2011

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.

FUND HIGHLIGHTS		
01.	Name	Bangladesh Fund
02.	Sponsors	Investment Corporation of Bangladesh Janata Bank Limited Bangladesh Development Bank Limited Sadharan Bima Corporation Sonali Bank Limited Agrani Bank Limited Rupali Bank Limited Jiban Bima Corporation
03.	Trustee	ICB Capital Management Limited
04.	Custodian	ICB Capital Management Limited
05.	Asset Manager	ICB Asset Management Company Limited
06.	Initial Size of the Fund	Tk. 5,000,00,00,000.00 (five thousand crore) divided into 50,00,00,000 (fifty crore) units at par value of Tk. 100.00 (one hundred) each.
07.	Face Value	Tk. 100.00 (one hundred) per unit
08.	Nature	Special Purpose Open-end Growth Mutual Fund with unlimited size
09.	Objective	The main objective of the Fund is to help stabilize the capital market, provide liquidity in the market and declare attractive dividend to the unit holders.
10.	Prospective Investors	a) NRB b) Local Investors i) Any government organizations including state-owned banks & financial institutions ii) Authority autonomous bodies iii) Projects iv) Private commercial banks v) Insurance companies vi) Non-banking financial institutions vii) Merchant banks viii) Asset management companies ix) Individual and others
11.	Sale / Surrender / Transfer of Units	Over the Counter (OTC) of the Asset Manager and designated Selling Agent's Branch Offices.
12.	Dividend	The Fund shall as soon as may be, after the closing of the annual accounts, declare and distribute dividend if any, to the unit holders in accordance with the বিধিমালা. Being a "Growth Scheme" in nature, the Fund shall distribute at least 50 (fifty) percent of the total net profit earned in the respective year or as determined by the Commission from time to time. The Fund shall create a dividend equalization reserve fund by suitable appropriation from the income of the Fund to ensure consistency in dividend.
13.	Mode of Distribution of Dividend	The dividend warrant will be distributed within 45 (forty five) days from the date of declaration.

14.	Transferability	The unit certificates of the Fund shall be freely transferable by way of inheritance/gift and/or by specific operation of the law.
15.	Encashment	The unit holders can surrender their unit certificates during the business hour as specified by the Asset Management Company. The Asset Management Company shall be liable to repurchase the units on behalf of the Fund.
16.	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.
17.	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		
01.	The performance of the Fund is directly related with the macro economic situation particularly the capital market of Bangladesh.	
02.	Since the capital market of Bangladesh is highly volatile, there is no assurance of achieving the stated objective of the Fund.	
03.	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.	
04.	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.	
05.	If the companies wherein the Fund will be invested fail to pay expected dividend may affect the return of the Fund.	
06.	For investing in Pre-IPO Placement securities i.e. in unlisted securities by the Fund may involve liquidity risk.	
07.	Uncertainties like political and social instability may affect the value of the Fund's assets.	
08.	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 (ICB AMCL) 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 consent 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 Bangladesh Fund.

The Trust Deed of the Fund registered on **April 28, 2011** 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 **May 04, 2011** under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

2. Consent of the Securities and Exchange Commission

“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, SPONSORS AND/OR CUSTODIAN.”

2.1 Documents available for inspection

- (01) Copy of this Prospectus will be available with the Offices of authorized selling agents and at the head 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 (www.icbamcl.com.bd).
- (02) Copy of the Trust Deed, the 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

- (01) The Fund shall not account for any upward revaluation of its assets creating reserve without clearance from the Securities and Exchange Commission.
- (02) The Fund shall not be involved in option trading, short selling or carry forward

transactions.

- (03) Unit Certificates shall be issued at the cost of the Fund at par value of Tk. 100.00 (one hundred) each within 90 (ninety) days from the date of sale of such units.
- (04) Money receipt issued at the time of sale of units will be treated as allotment letter, which shall not be redeemable / transferable.
- (05) The Annual Report of the Fund / or its abridged version will be published within 45 (forty five) days of the closure of each accounting year of the Fund.
- (06) 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.
- (07) Half-yearly accounts/financial results of the Fund will be published in at least one English and another Bangla national daily newspapers within 30 (thirty) days from end of the period.
- (08) Dividend shall be paid within 45 (forty five) days of its declaration and a report shall be submitted to the SEC, Trustee and Custodian within 7 (seven) days of dividend distribution.
- (09) Net Asset Value (NAV) of the Fund shall be calculated and disclosed publicly at least once in every 10 (ten) days.
- (10) After initial public subscription, the sale and re-purchase/surrender price of units will be determined by the Asset Management Company. NAV calculated on a date shall form the re-purchase price of units by rounding up the amount and shall be effective up to next calculation of NAV of the Fund. Difference between sale and re-purchase price shall not be over 5% of the face value of the unit.
- (11) SEC may appoint auditors for special audit/investigation on the affairs of the Fund, if it so desires.
- (12) The Fund shall maintain separate bank account(s) to keep the sale proceeds of units and to meet up day-to-day transactions including payment against re-purchase of units. All transactions of the account shall be made through banking channel and shall be properly documented.
- (13) The Prospectus/abridged version of the Prospectus shall be published in one widely circulated Bengali national daily newspaper. Provided that information relating to publication of Prospectus be published in two national daily newspapers (Bengali and English).
- (14) If abridged version of the Prospectus is published in the newspaper, complete Prospectus shall be made available to the applicants.
- (15) If the Fund Manager fails to collect the minimum 60% of the initial target amount under বিধি ৪৮ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, will refund the subscription money within 30 (thirty) days without any deduction. In case of failure, the Fund Manager will refund the same with an interest @ 18% per annum from its own account within the next month.
- (16) On achievement of 60% of the initial target amount, the Fund is allowed to

commence investment activities of the Fund with permission of the Trustee.

- (17) The size of the Fund will be increased from time to time by the Asset Management Company subject to approval of the Trustee and with intimation to the Commission.
- (18) Unit Certificates of the Sponsors contribution amounting to Tk. 1,500,00,00,000.00 (one thousand five hundred crore) only shall be subject to a lock-in period of minimum three years from the date of formation of the Fund as per the বিধিমালা and after that period entire holding may be transferred to any eligible institution who has the qualification to be a Sponsor of a Mutual Fund with prior permission of the SEC.
- (19) A Jumbo Certificate will be issued in favour of the Sponsors. The said certificate shall be in the custody of Trustee. No splitting of the certificate shall be made without prior approval of the Commission.

General Information

- (01) This Prospectus has been prepared by ICB Asset Management Company Limited based on the Trust Deed executed between the Trustee and the Sponsors of the Fund which is approved by the Commission and available publicly. The information contained herein is true and correct in all material aspects and that there are no other material facts, the Commission of which, would make any statement herein misleading.
- (02) No person is authorized to give any information to make any representation not contained in this Prospectus and if given or made, any such information or representation must not be relied upon as having been authorized by the ICB Asset Management Company Limited.
- (03) The issue as contemplated in this document is made in Bangladesh and is subject to the exclusive jurisdiction of the court of Bangladesh. Forwarding this Prospectus to any person residing outside Bangladesh in no way implies that the issue is made in accordance with the laws of that country or is subject to the jurisdiction of the laws of that country.

4. Sale and Re-purchase of Units

Sale and Repurchase of units of Bangladesh Fund Certificates will commence at the counter of registered office of ICB Asset Management Company Limited, ICB Branch Offices and designated Bank Branches at the opening of banking business hours on, 2011 and will continue until winding up of the Fund.

5. Declarations

Declarations about the responsibility of the Sponsors

The Sponsors, whose name appears in this Prospectus, accepts full responsibility for his institution's contribution / portion 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 Sponsors, who has taken all reasonable care to ensure that all conditions and requirements concerning this public offer and all the information contained in this document, drawn up by virtue of the Trust Deed of the Fund by the entrusted Asset Management Company, have been met and there is no other information or documents, the omission of which may make any information or statements therein misleading.

The Sponsors also confirms that full and fair disclosures have been made in this Prospectus to enable the investors to make a uniformed decision for investment.

Sd/-
(Md. Fayekuzzaman)
Managing Director
Investment Corporation of Bangladesh

Sd/-
(Md. Humayun Kabir)
Managing Director & CEO
Sonali Bank Limited

Sd/-
(S. M. Aminur Rahman)
Managing Director & CEO
Janata Bank Limited

Sd/-
(Syed Abdul Hamid)
Managing Director & CEO
Agrani Bank Limited

Sd/-
(Shaikh Ahmed)
Managing Director (Additional Charge)
Rupali Bank Limited

Sd/-
(Dr. Md. Zillur Rahman)
Managing Director
Bangladesh Development Bank Limited

Sd/-
(Md. Rezaul Karim)
Managing Director
Sadharan Bima Corporation

Sd/-
(Parikshit Datta Choudhury)
Managing Director
Jiban Bima Corporation

Declaration about the responsibility of the Asset Management Company

This Prospectus has been prepared by us based on the Trust Deed, the Investment Management Agreement, the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ and other related agreements and examination of other documents as relevant for adequate disclosure of the Fund's objectives and investment strategies to the investors. 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.

Investors should be aware that the value of investments in the Fund could be volatile and as such no guarantee can be made about the returns from the investments that the Fund will make. Like any other equity investment, only investors who are willing to accept a moderate amount of risk, should invest in the Fund. Investors are requested to pay careful attention to the “Risk Factors” as detailed in the Risk Factor section and to take proper cognizance of the risks associated with any investment in the Fund.

Sd/-
(Md. Alauddin Khan)
Chief Executive Officer
ICB Asset Management Company Limited

Declaration about the responsibility of the Trustee

We, as Trustee of the Bangladesh 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 সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ and 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 বিধিমালা;
- (d) make such disclosures 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; and
- (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/-
(Nasir Uddin Ahmed)
Chief Executive Officer
ICB Capital Management Limited

Declaration about the responsibility of the Custodian

We, as Custodian of the Bangladesh 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 the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

Sd/-
(Nasir Uddin Ahmed)
Chief Executive Officer
ICB Capital Management Limited

6. Background of initiating an open end Mutual Fund

Unit Fund in other words open-end Mutual Fund is one of the most common and widely accepted investment vehicles all over the world. Unit Funds are synonymous with Mutual Funds world wide as most of them are open-end Mutual Funds in nature. Elsewhere in the world, Mutual Funds have proved to be safe intermediately in capital market and money market. Safety of funds, disposal of risks and satisfactory yield are the hallmarks of Mutual Funds. In Bangladesh ICB is the harbinger of Mutual Funds. Out of the total 37 (thirty seven) Mutual Funds, ICB and its subsidiary have so far floated 22 (twenty two) Mutual Funds in the capital market of Bangladesh. Among this 22 (twenty two) Mutual Funds, the ICB AMCL has floated the following 13 (thirteen) Mutual Funds:

Name of the Conventional Mutual Funds	Name of the Sponsor	Nature
ICB AMCL First Mutual Fund	ICB Capital Management Limited	Close-end
Prime Finance First Mutual Fund	Prime Finance and Investment Ltd.	Close-end
ICB AMCL Second Mutual Fund	ICB Capital Management Limited	Close-end
ICB Employees Provident Mutual Fund One: Scheme One	ICB Employees Provident Fund	Close-end
Prime Bank 1 st ICB AMCL Mutual Fund	Prime Bank Limited	Close-end
Phoenix Finance 1 st Mutual Fund	Phoenix Finance and Investment Ltd.	Close-end
ICB AMCL Unit Fund	ICB Capital Management Limited	Open-end
Name of the Non-Conventional Mutual Funds		
ICB AMCL Islamic Mutual Fund	ICB Capital Management Limited	Close-end
ICB AMCL First NRB Mutual Fund	ICB Capital Management Limited	Close-end
ICB AMCL Second NRB Mutual Fund	ICB Capital Management Limited	Close-end
ICB AMCL Third NRB Mutual Fund	ICB Capital Management Limited	Close-end
IFIL Islamic Mutual Fund-1	Islamic Finance and Investment Ltd.	Close-end
ICB AMCL Pension Holders' Unit Fund	ICB Capital Management Limited	Open-end

At the beginning of 2010 huge trust of investors, participation of institutions, liquidity of commercial banks, number of Mutual Funds, technological transparency for trading of securities, branches of securities of member houses were the main components of capital market in Bangladesh. So, the capital market of Bangladesh continued to rally handsomely in 2010. The market capitalization to GDP ratio has been increased over the year from 30% to 50%. DSE General Index (DGEN) has gained its peak at 8,918.51 points in December 05, 2010. Along with other factors, at least a portion of the upward movement of the market can be explained by the inadequate number of securities and huge fund flow in the capital market. Opposite picture had been started at the end of 2010, where the capital market of Bangladesh experienced the highest fall of its index. Market investors in panic started to sell their shares which made the market more unstable. The bullish trend of market suddenly turned to bearish more than expected which ultimately made the market plummet and reduced confidence level that adversely affected to the trading behavior and attitude of retail investors. So, the capital market has fallen in great crisis and would go to more instability for losing the trust of investors and shortage of liquidity to the money market. To make the capital market stable, the Government of Bangladesh has taken some steps and directed ICB to take the initiative to develop the base of capital market. The Board of Directors of ICB approved to Sponsor an open end Mutual Fund namely **“Bangladesh Fund”** aiming to stabilize the capital market, long-term development of capital market and increase the supply of liquidity to the money market. The other 7 (seven) different organizations i.e. Sonali Bank Limited, Janata Bank Limited, Agrani Bank Limited, Rupali Bank Limited, Bangladesh Development Bank Limited, Sadharan Bima Corporation and Jiban Bima Corporation has agreed to be the Sponsor of the said Fund which would be unique and highest volume open end Mutual Fund ever in the history of the country. ICB Capital Management Limited will be the Trustee and Custodian of the Fund whereas ICB AMCL will act as the Fund Manager or Asset Manager.

7. Present condition of the capital market regarding formation of an open end Mutual Fund

The capital market of Bangladesh has experienced an enormous growth in terms of both transaction volume and price level over the last five years. The DSE General Index on the Dhaka Stock Exchange (DSE) has grown at an impressive CAGR of 38% from 2005 to 2010. On the other hand, the daily average market turnover has augmented significantly from BDT 6.05 billion in 2009 to 16.43 billion in 2010, a rise of 1.72%. The market continues to be dominated by active local retail participation along with strong domestic institutional participation, primarily being local commercial and merchant banks. As on December 30, 2010 market capitalization of DSE is around BDT 3,508 billion which is more than fifteen times of the market capitalization of the year 2005.

But this is where the paradox lies. The capital market of Bangladesh has thousands of individual small investors who do not have access to the proper investment decision-making tools such as equity research, market information etc. That is why rumors and personal whim have become the investment tools for these individuals speculating about the stock prices. As a result the country's capital market does not behave rationally.

The Dhaka Stock Exchange (DSE) general index rose sharply by 105.8% in the year to the end of June 2010. The market price–earnings ratio rose from 18.4 to 24.1. Market capitalization also doubled in the same period, reaching \$38.6 billion (about 39.0% of GDP), reflecting new listings and rapid rise in stock prices (Figure 25). The bullish trend in stock prices continued into the first half of FY2011 as the DSE index peaked on 5 December—44.0% higher than at the end of June 2010. Thereafter, a process of price correction set in, as the index declined by 41.7% by end-February after the commercial and merchant banks resorted to heavy selling and booked large profits, followed by selling pressures from nervous retail investors. To stabilize the market and improve investor confidence, the government announced measures including advising commercial and merchant banks to reinvest their profits, instructing merchant banks to stop the practice of forcing clients to sell shares, and removing index circuit breakers. The state-owned Investment Corporation of Bangladesh, in collaboration with seven other state-owned financial institutions, is creating a Tk50 billion (about \$715 million) open-ended mutual fund (the Bangladesh Fund) to prop up the market. The government also formed a committee to investigate causes of the market instability.

In the present scenario Mutual Fund has emerged as the effective investment vehicle for those who like to rely on professional fund manager for investment management as it has been tested over time all around the world in both developed and emerging economies. The professional fund management, portfolio diversification, low cost but high quality investing, convenience, flexibility, and liquidity are distinct features of a mutual fund that make it a very reliable market instrument for small investors. It is apparent that there is ample opportunity for growth of our nascent Mutual Fund industry.

It can be said that in course of time Mutual Fund will play a vital role in our capital market because of its inherent strength of being a professionally managed investment vehicle and the small individual investors will gradually go under the umbrella of professional fund managers like those in any other emerging market.

8. Brief description of the Fund

8.1 Sponsors of the Fund

The **Investment Corporation of Bangladesh (ICB)** was established on October 01, 1976, under “The Investment Corporation of Bangladesh Ordinance, 1976” (no. XL of 1976). The establishment of ICB was a major step in a series of measures undertaken by the Government to accelerate the pace of industrialization and to develop a well-organized and vibrant capital market particularly securities market in Bangladesh. ICB caters to the need of institutional support to meet the equity gap of the Companies. In view of the national policy of accelerating the rate of savings and investment to foster self-reliant economy, ICB assumes an indispensable and pivotal role. Through the enactment of the Investment Corporation of Bangladesh (Amendment) Act, 2000 (no. 24 of 2000), reforms in operational strategies and business policies have been implemented by establishing and operating subsidiary companies under ICB. The main objectives of ICB are to encourage and broaden the base of investment, develop the capital market, mobilize savings, promote and establish subsidiary companies for business expansion and provide for matters ancillary thereto. The present authorized capital of ICB is Tk. 500.00 crore and paid up capital is Tk. 250.00 crore.

Soon after independence of the country **Sonali Bank** emerged as the largest and leading Nationalized Commercial Bank by proclamation of the Banks' Nationalization Order 1972 (Presidential Order-26) liquidating the then National Bank of Pakistan, Premier Bank and Bank of Bhawalpur. As a fully state owned institution, the Bank had been discharging its nation-building responsibilities by undertaking government entrusted different socio-economic schemes as well as money market activities of its own volition, covering all spheres of the economy. The Bank has been converted to a public limited company with 100% ownership of the government and started functioning as Sonali Bank Limited from November 15, 2007 taking over all assets, liabilities and business of Sonali Bank. After corporatization, the management of the Bank has been given required autonomy to make the bank competitive & to run its business effectively. The present authorized capital of the Bank is Tk. 1,000.00 crore and paid up capital is Tk. 900.00 crore.

Immediately after the emergence of Bangladesh in 1971, the erstwhile United Bank Limited and Union Bank Limited were renamed as **Janata Bank**. On November 15, 2007 the Bank has been corporatized and renamed as Janata Bank Limited, second largest commercial bank in Bangladesh with 851 branches and an asset base of Tk. 282.00 billion. The Bank is fully owned by Government of Bangladesh. The mission of the Bank is to actively participate in the socio-economic development of the nation by operating a commercially sound banking organization. The Bank received operational autonomy in 2007 after it became a public limited company under a World Bank financed program. Realizing the potential of our capital market, Janata Bank Limited expanded into stock markets in 2009 through launching its own merchant banking operation. The present authorized capital of the Bank is Tk. 2,000.00 crore and paid up capital is Tk. 500.00 crore.

Agrani Bank Limited, a leading commercial bank with 868 outlets strategically located in almost all the commercial areas throughout Bangladesh, overseas Exchange Houses and hundreds of overseas Correspondents, came into being as a public limited company on May 17, 2007 with a view to take over the business, assets, liabilities, rights and obligations of the Agrani Bank which emerged as a nationalized commercial bank in 1972 immediately after the emergence of Bangladesh as an independent state. Agrani Bank Limited started functioning as a going concern

basis through a Vendors Agreement signed between the ministry of finance, Government of the People's Republic of Bangladesh on behalf of the former Agrani Bank and the Board of Directors of Agrani Bank Limited on November 15, 2007 with retrospective effect from July 01, 2007. The bank has 10 Circle offices, 30 Divisions in head office, 53 zonal offices and 868 branches including 27 corporate and 40 AD (authorized dealer) branches. The present authorized capital of the Bank is Tk. 800.00 crore and paid up capital is Tk. 546.52 crore.

Rupali Bank Limited was constituted with the merger of 3 (three) erstwhile commercial banks i.e. Muslim Commercial Bank Ltd., Australasia Bank Ltd. and Standard Bank Ltd. operated in the then Pakistan on March 26, 1972 under the Bangladesh Banks (Nationalization) Order 1972 (P.O. No. 26 of 1972), with all their assets, benefits, rights, powers, authorities, privileges, liabilities, borrowings and obligations. Rupali Bank worked as a nationalized commercial bank till December 13, 1986. Rupali Bank Limited emerged as the largest Public Limited Banking Company of the country on December 14, 1986. The present authorized capital of the Bank is Tk. 700.00 crore and paid up capital is Tk. 125.00 crore.

Bangladesh Development Bank Limited (BDBL), a state-owned commercial Bank (formed through merger of Bangladesh Shilpa Bank & Bangladesh Shilpa Rin Sangstha) has been converted to a public limited company with 100% ownership of the government and started functioning as Bangladesh Development Bank Limited from November 16, 2009 taking over all assets, liabilities and business of former Bangladesh Shilpa Bank & Bangladesh Shilpa Rin Sangstha. The Bank obtained Banking License from Bangladesh Bank on November 19, 2009. BDBL started functioning through a Vendors Agreement signed between the Government of Bangladesh and the Board of Directors of BDBL nominated by the Government on December 31, 2009. The present authorized capital of the Bank is Tk. 1,000.00 crore and paid up capital is Tk. 400.00 crore.

Sadharan Bima Corporation (SBC) emerged on May 14, 1973 under the Insurance Corporation Act. (Act. No.VI) of 1973 as the single state owned organization to deal with all classes of General Insurance & Re-insurance business emanating in Bangladesh. In the pre-liberation days there were as many as 49 privately owned insurance companies underwriting general insurance business along with one central Govt. run-organization, namely, Pakistan Insurance Corporation. After liberation the insurance industry was nationalized vide P.O. No. 95 of 1972. By virtue of nationalization order, 5 Corporations were set up to manage the insurance industry of which four were subsidiary corporation two each for life and General and an apex body, viz., Jatiya Bima Corporation as a controlling corporation. This organizational set up continued till May 14, 1973 when the Insurance Act. VI. of 1973 was enacted establishing Sadharan Bima Corporation to take over the assets and liabilities of the two subsidiaries Corporation, viz, Karnafuly and Teesta Bima Corporation was also dissolved. Thereafter Sadharan Bima Corporation was acting as the sole insurer of general insurance till permission has given to the private company to operate in the field of insurance. The present authorized capital of the SBC is Tk. 20.00 crore and paid up capital is Tk. 10.00 crore.

The **Jiban Bima Corporation (JBC)** is the lone state-owned life Insurance company in Bangladesh, which started its maiden journey on May 14, 1973 with assets and liabilities worth Tk. 15.70 crore of defunct 37 life insurance companies. Since its inception, JBC is working among the people of Bangladesh with two basic objectives: firstly, to cover the risks and raise savings habits among the people and secondly, create funds for the country's economic development through innovative life insurance schemes. Meanwhile, the life fund of Jiban Bima Corporation has shot up to Tk. 9.89 billion (year 2008), the highest in industry which was only Tk. 213 million in 1973. JBC has paid Tk.

15.00 billion against various claims, the highest such payments in the country's life insurance business. The JBC's investment has reached Tk. 9.10 billion from only Tk. 197 million in 1973. The JBC has the largest network all over the country with 6 regional, 10 zonal, 64 sales and 400 branch offices. The present authorized capital of the JBC is Tk. 20.00 crore and paid up capital is Tk. 5.00 crore.

8.2 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 **ICB Capital Management Limited**, a subsidiary of ICB would act as the Trustee and Custodian of the Fund.

As a part of the restructuring program of ICB under Capital Market Development Program (CMDP) initiated by the Government of the Peoples Republic of Bangladesh and the Asian Development Bank (ADB), ICB Capital Management Limited (ICML) has been created as a subsidiary of ICB to carry out merchant banking activities including issue management, underwriting and portfolio management. The Company was incorporated under the কোম্পানী আইন, ১৯৯৪ on December 05, 2000 and registration from the Securities and Exchange Commission was obtained on October 16, 2001. The Company started its' operation from July 01, 2002 upon issuance of gazette notification by the Government.

The ICB Capital Management Limited has acted as Manager to the Issue of 09 companies amounting to Tk. 716.87 crore as on December 31, 2010. The ICML has participated as underwriter of 08 companies amounting to Tk. 115.17 crore as on December 31, 2010. The ICML has purchased shares amounting to Tk. 34.03 crore under private placement for its own portfolio as on December 31, 2010. The ICML has participated as an institutional bidder for shares of 02 companies under Book Building Method. One of the foremost activities of ICML is the Investors' Scheme which has been widely accepted and appreciated by general investors since its inception in the year 2002. The ICML maintains investors' account through its head office and seven branch offices at Chittagong, Rajshahi, Khulna, Barisal, Bogra, Sylhet and Uttara. The ICML has opened total 35007 number of account under investors' schemes up to December 31, 2010. The ICML has also provided consultancy services to the Sponsors of the Equity and Entrepreneurship Fund (EEF) of the Bangladesh Bank including financial engineering and other financial advisory services. The present authorized capital of the ICML is Tk. 100.00 crore and paid up capital is Tk. 81.90 crore.

8.3 Asset Manager of the Fund

ICB Asset Management Company Limited (ICB AMCL) a subsidiary of ICB would act as the Asset Manager of the Fund. ICB AMCL was created as part of the restructuring 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 crore and paid-up capital is Tk. 21.00 crore. The Company has been successfully managing 11 (eleven) close-end Mutual Funds and 2 (two) open-end Mutual Funds for the last 9 (nine) years of operations.

As per relevant provision of the ICB Ordinance, ICB shall hold all or majority shares of the Company 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.

8.4 Auditors

M. J. Abedin & 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.

8.5 Selling Agents

The following institutions have shown interest to act as the Selling Agents of the Bangladesh Fund to sale and repurchase of units of the Fund on behalf of the Asset Manager:

Sl. No.	Name of the Selling Agents
01.	Investment Corporation of Bangladesh
02.	Sonali Bank Limited
03.	Janata Bank Limited
04.	Agrani Bank Limited
05.	Rupali Bank Limited
06.	Bangladesh Development Bank Limited
07.	Sadharan Bima Corporation

The Asset Manager may appoint more willing institution(s) as Selling Agents in future subject to approval of the Trustee and with due intimation to the SEC.

8.6 Formation of the Fund

The Trust Deed of the Fund was registered on **April 28, 2011** under the Trust Act, 1882 and Registration Act, 1908. The Fund was registered by the SEC on **May 04, 2011** under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

8.7 Life of the Fund

The Fund will be an open-end Mutual Fund with a perpetual life established to broaden the base of investment and develop the capital market. Institutional, local and foreign, and individual investors, resident and non-resident, are eligible to invest in this Fund. The initial target size of the Fund will be of Tk. 5,000,00,00,000.00 (five thousand crore) only divided into 50,00,00,000 (fifty crore) units of Tk. 100.00 (one hundred) each. Size of the Fund will be increased from time to time by the Asset Management Company subject to approval of the Trustee and with due intimation to the SEC.

8.8 Face Value, Market Lot and Denomination

Face value of each unit will be Tk. 100.00 (one hundred) and the market lot will be 100 (one hundred) units. Unit holders of the Fund shall be issued with certificates by the Asset Management Company at the cost of the Fund in any denomination.

8.9 Target Group

Only the Non-Resident Bangladeshis (NRB), Local Investors i.e. any government organizations including state-owned banks & financial institutions, authority autonomous bodies, projects, private commercial banks, insurance companies, non-banking financial institutions, merchant banks, asset management companies, individual and others shall be eligible to invest in this Fund.

8.10 Advantages in investing in Bangladesh Fund

Generally investment in Mutual Funds enjoys 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 Mutual Fund industry gives investors more and better information than any other investment industry.
- (06) Expertise in stock selection and timing is made available to investors by generating higher return to them.
- (07) The investors will be able to save a great deal in transaction/operating cost as they will have access to a larger number of securities by purchasing a single unit of the Fund.
- (08) The unit holders can surrender their unit certificates to enable the investors to enjoy liquidity of their investment as well as to realize appreciation available as a result improving the Net Asset Value (NAV) of the Fund.
- (09) Investment in Mutual Funds may relieve investors from various rules and regulations applicable to individual investment parameters.
- (10) 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.
- (11) Tax exemption is available for investors of Mutual Fund. Dividend Income from the Fund will be tax free up-to certain level, which is permitted as per Finance Act.
- (12) Investment in the Fund would qualify for investment tax credit under section 44(2) of the Income Tax Ordinance, 1984.
- (13) 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.

9. Investment Objectives and Policies

9.1 Investment Objective

The objective of the Fund is to make the capital market stable, long-term development of capital market, increase the supply of liquidity to the money market and also provide attractive dividend to the unit holders by investing the proceeds in the capital market and money market.

9.2 Some important policies regarding investment and operation of the Fund

- (01) The Fund shall invest subject to the বিধিমালা and only in those securities, deposits and investments approved by the Securities and Exchange Commission and/or the Bangladesh Bank and/or the Insurance Regulatory Authority (IRA) of Bangladesh or any other competent authority in this regards.
- (02) Not less than 75% of the total assets of the Scheme of the Fund shall be invested in capital market instruments out of which at least 50 percent shall be invested in listed securities or as determined by the Commission from time to time.
- (03) Not more than 25% of the total assets of the Scheme of the Fund shall be invested in Fixed Income Securities or as determined by the Commission from time to time.
- (04) Not more than 15% of the total asset of the Scheme of the Fund shall be invested in pre-IPOs at one time.
- (05) All money collected under the Fund shall be invested in en-cashable/transferable instruments, securities whether in money market or capital market or privately placed pre-IPO equity, preference shares, debentures or securitized 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 for the Scheme's portfolio.
- (08) The 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.

10. Investment Restrictions

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

- (01) The Fund shall not invest more than 10% of its total assets in any one particular company.
- (02) The Fund shall not invest in more than 15% of any company's paid up capital.
- (03) The Fund shall not invest more than 20% of its total assets in shares, debentures or other securities of a single company or group.
- (04) 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, any 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.

11. 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 বিধি ৬০ 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 market price on the stock exchanges 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) 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 of such securities in the portfolio of the Fund.
- (03) The valuation of listed securities not traded within previous one month will be made based on their reasonable value by the Asset Management Company and approved by the Trustee and commented upon by the auditors in the Annual Report of the Scheme of the Mutual Fund but shall not be more than the intrinsic value of the securities.
- (04) 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 Scheme.
- (05) 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.
- (06) Asset Management Company and Trustee will value the non-listed securities at least once in every three months.
- (07) In case of deferred expenses, accrued expenses for the period will be taken into account for determining total liabilities.

(08) Net Asset Value (NAV) calculation

The Fund will use the following formula to derive NAV per unit:

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

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

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 + Payable as Trustee fees + All other payable related to printing, publication and stationery + Accrued deferred expenses with regard to management fee, annual fee, audit fee and safe keeping fee

12. Price fixation Policy and Sale & Re-purchase Procedure

After initial public subscription, the sale and repurchase/surrender price of units will be determined by the Asset Management Company. NAV calculated on a date shall form the repurchase price of units by rounding up the amount and shall be effective up to next calculation of NAV of the Fund. Difference between sale and repurchase price shall primarily be Tk. 3.00, which may be changed in future, but not be over 5% of the face value of the unit.

Units of the Fund could be purchased from the counter of the Asset Management Company, ICB Branch Offices and designated Selling Agents by submitting properly filled in prescribed unit sale form along with necessary payment for the units to be purchased at the prevailing sale price. Money receipt issued at the time of sale will be treated as allotment letter. Certificate will be issued within 90 (ninety) days from the date of sale.

Unit certificates could be repurchased at the counter of the Asset Management Company and designated Selling Agents by submitting properly filled in prescribed unit surrender form along with unit certificates to be surrendered at the prevailing surrender price. Payment will be made on the same or next day through account payee cheque. The redemption will be made on first come first serve basis. In the event the redemption request on a particular day exceed 2% of the unit outstanding, the Asset Manager may defer, if required, the redemption request over 2% for a maximum period of 7 (seven) days. The Asset Manager shall proceed to sell adequate assets and/or arrange loan as it deems fit to pay the surrender money within the stipulated time in the best interest of the unit holders.

13. Accounting Year

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

14. Limitation of Expenses

- (01) The initial issue expenses in respect of the Fund shall not exceed 5% of the targeted amount of the Fund raised under the Scheme or any ceiling as determined by the AMC which is approved by the Commission and the Trustee and will be amortized within 7 (seven) years on a straight-line method.
- (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 and 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, the annual registration fees payable to the Commission, audit fees and other professional fees, advisory fees, cost for publication of reports and periodicals, bank charge, etc., shall not exceed 4% of the weekly average net assets outstanding of the Fund during any accounting year.

15. Fees and Expenses

- (01) The Fund will pay the fees of Asset Manager, 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 together with certain other costs and expenses incurred in its operation, including without limitation expenses, legal & consulting service, auditing, other professional fees, advisory fees & expenses, brokerage, share/debenture registration expenses 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 and fair operation.
- (02) Keeping in mind, the initial size of the Fund will be Tk. 5,000,00,00,000.00 (five thousand crore) only, ICB AMCL estimated the normal annual operating expenses of the Fund, which will not exceed 4% 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:

15.1 Issue and Formation Expenses

Issue and formation expenses are estimated to be not over 5% of the initial target size of Tk. 5,000,00,00,000.00 (five thousand crore) only. The issue and formation expenses will be amortized within 7 (seven) years on a straight-line method. The estimated expenses for the issue and formation of the Fund are presented below:

1.	Legal and Regulatory Expenses	0.40 percent
2.	Formation Fee payable to AMC	1.50 percent
3.	Printing & Publication	0.60 percent
4.	Promotional expenses	0.25 percent
5.	Other Expenses	0.50 percent
	Total	3.25 percent

15.2 Management Fee

The Asset Management Company shall be entitled to charge the Fund an annual management fee for Investment Management at the following rate:

- i) @ 2.5% per annum of the weekly average Net Asset Value (NAV) of the Fund up to Tk. 50,000,000 (Taka five crore).
- ii) @ 2% per annum for additional amount of the weekly average NAV of the Fund over Tk. 50,000,000 (Taka five crore) up to Tk. 250,000,000 (Taka twenty-five crore).
- iii) @ 1.5% per annum for additional amount of the weekly average NAV of the Fund over Tk. 250,000,000 (Taka Twenty five crore) up to Tk. 500,000,000 (Taka fifty crore).
- iv) @1% per annum for additional amount of the weekly average NAV of the Fund over Tk. 500,000,000 (Taka fifty crore).

Above accrued fees shall be paid semi-annually by the Fund.

15.3 Trustee Fee

The Trustee shall be paid an annual Trusteeship fee of @ 0.10% of the Net Asset Value (NAV) of the Fund on semi-annual in advance basis, during the life of the Fund.

15.4 Custodian Fee

The Fund shall pay to the Custodian a safe keeping fee @ 0.10% of balance (dematerialized and non-dematerialized) securities held by the Fund calculated on the basis of average month end value per annum.

15.5 Fund Registration and Annual Fee

The Fund has paid 0.20% of the initial target size of the Fund i.e. Tk. 10,00,00,000.00 (ten crore) 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 value or Tk. 50,000.00 (fifty thousand) only whichever is higher as annual fee in terms of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ or as determined by the Commission from time to time.

15.6 Commission payable to Selling Agent(s)

The Fund shall pay commission to the authorized selling agent(s) to be appointed by the Asset Management Company @ 0.25% on the transaction amount of sales and redemptions which may change in future with the approval of the Trustee.

15.7 Audit Fee

The audit fee will be Tk. 50,000.00 (fifty thousand) only for the first accounting year and the Trustee will fix fees for subsequent years.

16. Dividend Policy

- (01) The accounting year of the Fund shall be July 01 to June 30.
- (02) The Fund shall as soon as may be, after the closing of the annual accounts, declare and distribute dividend if any, to the unit holders in accordance with the বিধিমালা. Being a “Growth Scheme” in nature, the Fund shall distribute at least **50 (fifty)** percent of the total net profit earned in the respective year or as determined by the Commission from time to time.
- (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 (forty five) days from the declaration of such dividends.
- (06) The Fund shall create a dividend equalization reserve by suitable appropriation from the income of the Fund.
- (07) Before registration for transfer of ownership, a transferee shall not possess the right to any dividend declared.
- (08) There will be a Cumulative Investment Plan (CIP) scheme in this Fund. Under this Scheme a unit holder instead of receiving dividend may re-invest such dividend income accrued for purchasing Unit at a concession rate. In such case, Units will be issued at Tk. 1.00 discount from the opening price of that financial year.

17. 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.

- (01) The performance of the Fund is directly related with the macro economic situation particularly the capital market of Bangladesh.
- (02) Since the capital market of Bangladesh is highly volatile, there is no assurance of achieving the stated objectives of the Fund.
- (03) Due to small number of listed securities in both the stock exchanges, it may be difficult to invest the Fund's assets in a widely diversified portfolio as and when required to do so.
- (04) Due to absence of organized secondary debenture market in Bangladesh, it would be difficult for the Fund Manager to swap between asset classes if and when required.
- (05) Limited money market instruments narrowed the opportunity of short term or temporary investments of the Fund.
- (06) 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.

- (07) If the companies fail to provide expected dividend, this may affect the return of the Fund.
- (08) For investing in Pre-Public Offer Placement securities i.e. in unlisted equity securities by the Fund may involve liquidity risk.
- (09) Uncertainties like political and social instability may affect the value of the Fund's Assets.
- (10) Government policy and tax laws may change, affecting the return on investment in Units.
- (11) Adverse effect of the economic crisis of the international community on the capital market of Bangladesh may affect the performance of the Fund.
- (12) Adverse natural climatic condition may hamper the performance of the Fund.

18. Expected Market performance of the Fund

- (01) It is expected that demand of the unit certificates of the Fund will be increasing due to attractive return on the outstanding units.
- (02) Image of ICB, being the holding company of the ICB AMCL for successful marketing of 8 (eight) close-end and 1 (one) open-end Mutual Fund may motivate investors to invest in this Fund.
- (03) Successful launching and subsequent satisfactory performance of 11 (eleven) close-end and 2 (two) open-end Mutual Funds managed by the ICB AMCL may attract the investors to invest in this Fund.
- (04) Due to tax incentives and some other distinct advantages including lien, ready liquidation facilities, the Fund may attract the investors for investment in this Fund.

19. Who to invest and how much to invest

Institutional investors i.e. any government organizations including state-owned banks & financial institutions, authority autonomous bodies, projects, private commercial banks, insurance companies, non-banking financial institutions, merchant banks, asset management companies and other institutional investors; individual investors i.e. Non-Resident Bangladeshis (NRB) & general public and other individuals can invest in this Fund.

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.

20. Investment Management

ICB AMCL shall conduct the day-to-day management of the Fund's portfolio as the Asset Management Company subject to the provisions laid down in the বিধিমালা and Trust Deed or any general directions given by the Trustee and/or the Commission.

However, ICB AMCL will have discretionary authority over the Fund's Portfolio about investment decisions.

21. Size of the fund, tax status and rights of unit holders

21.1 Size of Issue

The initial target size of the Fund shall be Tk. 5,000,00,00,000.00 (five thousand crore) only divided into 50,00,00,000 (fifty crore) units of Tk. 100.00 (one hundred) each which may be increased from time to time by Asset Management Company subject to approval of the Trustee with due intimation to the Commission till liquidation of the Fund. The initial distribution of the Fund's unit holding shall be as follows:

(Amount in Taka)

Subscribers	No. of units	Face Value (Per Unit)	Amount (Tk.)	Remarks
Sponsors (30% of total issue)	15,00,00,000	100.00	1,500,00,00,000	25% of total issue has already subscribed
Institutional Investors, Others and Public Offer (70% of total issue)	35,00,00,000	100.00	3,500,00,00,000	Yet to be subscribed
Total	50,00,00,000		5,000,00,00,000	

21.2 Subscription from Sponsors

The Sponsors i.e. Investment Corporation of Bangladesh, Sonali Bank Limited, Jantata Bank Limited, Agrani Bank Limited, Rupali Bank Limited, Bangladesh Development Bank Limited, Sadharan Bima Corporation and Jiban Bima Corporation has already subscribed Tk. 500,00,00,000.00 (five hundred crore) only for 5,00,00,000 (five crore) units of Tk. 100.00 (one hundred) each at par on April 28, 2011, the effective date. The rest amount i.e. Tk. 1,000,00,00,000.00 (one thousand crore) only for 10,00,00,000 (ten crore) units of Tk. 100.00 (one hundred) each at par shall be deposited in the bank account of the Fund within one year in accordance with the advice of the Asset Management Company and approval of the Trustee.

21.3 Listing of Fund

Listing is not needed for an open-end Mutual Fund, as it will not be traded on the bourses. Unit certificates will always be available for sale and surrender/re-purchase on all working days except Thursday and during book closure period of the Fund at the head office of the ICB AMCL and designated selling agents. The ICB AMCL shall disclose weekly sale and surrender/re-purchase prices of units as per the বিধিমালা.

21.4 Tax Exemption

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

21.5 Rights of the Unit holders

- Dividend:** All the unit holders have equal but proportionate right in respect of dividend. The units carry rights to dividends as explained in the "Dividend Policy" of the Fund, set forth in Chapter-4.
- Transfer of Units:** Units of the Fund are transferable by way of inheritance/gift and/or by specific operation of law.

- (c) **Sale and Re-purchase Price:** After initial public subscription, the Asset Management Company shall disclose the sales price and surrender value per unit calculated on the basis of NAV in a manner that all possible investors may be notified. The difference between sales price and surrender value shall be Tk. 3.00 (Taka three) per unit.
- (d) **Re-purchase of Units:** The unit holders may surrender their unit certificates during the business hour as specified by the Asset Management Company. The Asset Management Company shall be liable to repurchase the units on behalf of the Fund.
- (e) **Initial Price:** The initial sale price of each unit of the Fund will be fixed at Tk. 100.00 (one hundred). Re-purchase price of each unit of the Fund will be fixed after achieving the initial target amount or after closing of initial public subscription whichever is earlier.
- (f) **Voting Rights:** 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.
- (g) **Beneficial Interest:** The unit holders shall preserve only the beneficial interest in the trust properties on pro rata basis of their ownership of the respective Schemes.
- (h) **Periodic Information:** All the unit holders of the Fund shall have the right to receive the Annual Report and Audited Accounts of the Fund. Moreover, the unit holders shall be informed of the NAV of the Fund on weekly basis through the DSE, the CSE and newspapers.
- (i) **Accounts and Information:** The Fund's financial year will be closed on 30 June every year and the first year end will be June 30, 2012. Annual Report or major head of Income & Expenditure Account 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 of the Fund, NAV per unit, any suspension or alteration of the calculation of NAV of the Fund will be published / notified to the Stock Exchanges by the Asset Management Company as per the বিধিমালা.

22. WINDING UP POLICY

22.1 Procedure of Winding up

- (01) If the total number of outstanding unit certificates held by the unit holders after repurchase at any point of time falls below 25% of the actual certificate issued, the Fund will be subject to wound up.
- (02) The Fund may be wound up on the happening of any event, which, in the opinion of the Trustee with approval from the Commission, requires the Scheme to be wound up.

- (03) The Scheme may also be wound up if the Commission so directs in the interest of the unit holders.
- (04) Where a Scheme is to be wound up in pursuance to the above, the Trustee and the Asset Management Company shall give simultaneously separate notice of the circumstances leading to the winding up of the Scheme to the Commission and if winding up is permitted by the Commission, shall publish in two national daily newspapers including a Bangla news paper having circulation all over Bangladesh.

22.2 Manner of Winding up

- (01) The Trustee shall call a meeting within 30 (thirty) days from the notice date of the unit holders of a Scheme to consider and pass necessary resolutions by three-fourth majority of the unit holders present and voting at the meeting for authorizing the Trustee to take steps for winding up of the Scheme. If it fails to have three-fourth majority mandate, the Commission shall have the power to supercede the mandate if situation demands such.
- (02) The Trustee shall dispose off the assets of the Scheme of the Fund in the best interest of the unit holders.

Provided that the proceeds of sale made in pursuance of the Rules, shall in the first instance be utilized towards discharge of such liabilities as are properly due under the Scheme and after making appropriate provision for meeting the expenses connected with such winding up, the balance shall be paid to the unit holders in proportion to their respective interest in the assets of the Scheme as on the date when the decision for winding up was taken.

- (03) Within 30 (thirty) days from the completion of the winding up, the Trustee shall forward to the Commission and the unit holders a report on the winding up containing particulars, such as circumstances leading to the winding up, the steps taken for disposal of assets of the Scheme before winding up, expenses of the Fund for winding up, net assets available for distribution to the unit holders and a certificate from the auditors of the Scheme of the Fund.

22.3 Effect of Winding up

- (01) On and from the date of the notice of the winding up of the Fund, the Trustee or the Asset Management Company, as the case may be, shall
 - a. cease to carry on any business activities of the open-end Fund;
 - b. cease to create and cancel unit of the open-end Fund;
 - c. cease to issue and redeem units of the open-end Fund.

23. Terms and condition of unit subscription

- (01) Units will be sold initially through registered office of ICB Asset Management Company Limited and Selling Agents on all working days except Thursday and during book closure period of the Fund. The acceptance of any application shall be delayed until the realization of any cheque enclosed with it. As the clearance of cheques drawn on banks in towns other than that of the Issuing Office may take a long time, the applicants are advised to deposit a bank draft or a pay order in support of the application.
- (02) Application for units shall be made for minimum of 100 (one hundred) units.

- (03) Application should preferably be made on the prescribed printed forms. Application Form may be obtained from the registered office of ICB AMCL and designated Selling Agents offices. The Prospectus will be available at the issuing offices mentioned above. The application form and prospectus may also be downloaded from the web page.
- (04) Joint application form for more than two persons will not be accepted. In the case of joint application, each party must sign the application form. But all correspondence, transaction and dividend warrant will be made with the first applicant.
- (05) Application must contain full name and address of the applicant and the nominees. Minor can also be a nominee.
- (06) All completed application forms together with the value of units to be purchased shall be lodged by the investors, with any of the Issuing Offices.
- (07) The NRBs of the targeted groups are eligible to apply.
- (08) **APPLICATIONS NOT IN CONFORMITY WITH THE ABOVE REQUIREMENTS AND THE INSTRUCTIONS PRINTED ON THE APPLICATION FORM ARE LIABLE TO BE REJECTED.**

24. Authorized Selling Agents

Sl. No.	Name of the Selling Agent	Branch Name	Branch Location	Branch Phone No.
01.	Investment Corporation of Bangladesh	Chittagong Br.	Delwar Bhaban (3 rd Floor) 104, Agrabad C/A, Chittagong.	Tel: (031) 727064, 714851
		Rajshahi Br.	Dr. Gaffar Plaza (2 nd Floor), Main Road, Shaheb Bazar, Rajshahi.	Tel: (0721) 775402, 774661
		Khulna Br.	Shilpa Bank Bhaban 25-26, K.D.A. C/A, Khulna.	Tel: (041) 721689, 722984
		Bogra Br.	Afsar Ali Complex, Rajabazar, Baragola, Bogra.	Tel: (051) 66940, 66860
		Barisal Br.	87-88, Hemayet Uddin Road Barisal.	Tel: (0431) 64404
		Sylhet Br.	Ananda Tower (2 nd Floor) Jail Road, Sylhet.	Tel: (0821) 714703
		Local Office	Kashfia Plaza, 35/C, Nayapaltan, VIP Road, Dhaka- 1000.	Tel: (02) 9343288, 8360815

Sl. No.	Name of the Selling Agent	Branch Name	Branch Location	Branch Phone & Fax No.
02.	Sonali Bank Limited	Krishi Bhaban Br.	Dilkusha, Dhaka.	Tel: 9513474, 9551868
		Chak Bazar Br.	Chak Bazar, Dhaka.	Tel: 7318249, 7311121
		Dhanmondi Br.	Dhanmondi, Dhaka.	Tel: 8628723, 9661801 Fax- 02-9661801
		Mirpur Cantonment Br.	Mirpur, Dhaka.	Tel: 9002071
		Uttara Model Town Br.	Uttara, Dhaka.	Tel: 8914639, 8951211
		Wase Earners Br.	Agrabad, Chittagong.	Tel: 714291, 713405 Fax- 031-714291
		Comilla Corporate Br.	Comilla	Tel: 76288, 76362 Fax- 081-76574
		Rajshahi Corporate Br.	Rajshahi	Tel: 772358, 1713368300 Fax- 0721-772109
		Jessore Corporate Br.	Jessore	Tel: 68754, 65057 Fax- 0421-68092
		Khulna Corporate Br.	Khulna	Tel: 813294, 811000 Fax- 041-720508
		Faridpur Br.	Faridpur	Tel: 63084, 64208 Fax- 0631-62734
		Mymensingh Br.	Mymensingh	Tel: 62377, 64379 Fax- 091-62002
	Sonali Bank (U.K.) Ltd.	London Main Branch	29-33 Osborn Street, London E1 6TD, UK.	Tel: 00-44-020-7877-8219 Fax: 00-44-020-7375-2161
		Camden Booth Office	98/100 Eversholt Street Camden NW1 1BP, U.K.	Tel: 00-44-020-7877-8200
		Luton Booth Office	30A King Street, Beds LUI 2DP, UK.	Tel: 00-44-020-0158-239-1429 Fax: 00-44-020-0158-245-1541
		Birmingham Booth Office	380 Coventry Road Small Heath, Birmingham B 10 0UF, UK.	Tel: 00-44-0121-772-7240 Fax: 00-44-0121-772-8823
		Manchester Booth Office	19, Liver Street, Manchester, M 11 BY, UK.	Tel: 00-44-0161-236-4213 Fax: 00-44-0161-236-8412
		Bradford Booth Office	84, Manningham Lane, Bradford, West Yorkshire, BDI, 3ES, UK.	Tel: 00-44-01274-720-200 Fax: 00-44-01274-743-274

Sl. No.	Name of the Selling Agent	Branch Name	Branch Location	Branch Phone No, Fax No. & E-mail ID
03.	Janata Bank Limited	Local Office	1, Dilkusha, Dhaka.	Tel: 9553106 Fax-88-02-9563639
		Foreign Exchange Corporate Br.	57, Purana Paltan, Dhaka.	Tel: 9558047 Fax-88-02-9567389
		Kamal Ataturk Avenue Corporate Br.	20, Kamal Ataturk Avenue, Banani, Dhaka.	Tel: 989613 Fax-88-02-8852030
		Faridpur Corporate Br.	Janata Bank More, Mujib Sharak, Faridpur.	Tel: 0631-63509 Fax-88-0631-61936
		Mymensingh Corporate Br.	12 Durgabari Road, Mymensingh.	Tel: 091-66943
		Khulna Corporate Br.	77 Lower Jessore Road, Khulna.	Tel: 041-2830328 Fax-88-041-720421
		Kushtia Corporate Br.	146, N.S.Road, Kushtia.	Tel: 071-61930 Fax-88-071-61687
		Barisal Corporate Br.	City Corporation Super Market, Sadar Road, Barisal.	Tel: 0431-63675 Fax- 88-0431-64638

Sl. No.	Name of the Selling Agent	Branch Name	Branch Location	Branch Phone No, Fax No. & E-mail ID
03.	Janata Bank Limited	Laldighi East Corporate Br.	361 Bank Square, Laldighi East, Chittagong.	Tel: 031-611375 Fax-88-031-610338
		Sheikh Mujib Corporate Br.	27 Sheikh Mujib Road, Agrabad, Chittagong.	Tel: 031-2520434 Fax-88-031-716417
		Comilla Corporate Br.	Rajgonj Road, Comilla.	Tel: 081-76440 Fax-88-081-76846
		Maizdee Court Corporate Br.	Maizdee Court, Noakhali.	Tel: 0321-61626 Fax-88-0321-62154
		Rajshahi Corporate Br.	Ghoramara, Rajshahi.	Tel: 0721-810815 Fax-88-0721-810814
		Rangpur Corporate Br.	Collectorate Biponi Bitan Bhaban, Betpotti, Rangpur.	Tel: 0521-62735 Fax-88-0521-61923
		Dinajpur Corporate Br.	Ganeshtola, Dinajpur.	Tel: 0531-63293 Fax-88-0531-63964
		Sylhet Corporate Br.	42 New Market, Laldighirpar, Sylhet.	Tel: 0821-714716 Fax: 714938
		Abu Dhabi Br.	Obied Sayah Al-Mansuri Building, Electra Road, P.O. Box-2630 Abu Dhabi, U.A.E.	Tel: 00971-2-6344542 Fax: 00971-2-6331400 E-mail : jbadass@emi.ae
		Dubai Br.	Banias Complex (Naser Square), Al-Maktum Hospital Road, P.O. Box 3342, Dera, Dubai, U.A.E.	Tel: 00971-4-2281442 Fax: 00971-2-2246023 E-mail: jbdxb@emi.ae
		Sharjah Br.	Saqer Bin Rashid Al Quassim Building, P.O. Box- 5303 Sharjah, U.A.E.	Tel: 00971-6-5687032 Fax: 00971-6-5687846 E-mail: jbsbj@emi.ae
		Al Ain Br.	Sk. Khalifa Bin Mohd. Al-Nahyan Building, P.O. Box- 1107 Al Ain, U.A.E.	Tel: 00971-3-7513425 Fax: 00971-3-7644475 E-mail: jbbain@emi.ae

Sl. No.	Name of the Selling Agent	Branch Name	Branch Location	Branch Phone No, Fax No. & E-mail ID
04.	Agrani Bank Limited	Bangabandhu Avenue Corporate Br.	32, Bangabandhu Avenue, Dhaka.	Tel: 02-9553242
		Foreign Exchange Corporate Br.	1/D, DIT Avenue, Motijheel, Dhaka.	Tel: 7176449, 956715
		Amin Court Corporate Br.	62/63, Motijheel C/A, Dhaka.	Tel: 9572045
		Moulvi Bazar Corporate Br.	AL-Falah Market, 144, Mitford Road, Chawk Bazar, Lalbagh, Dhaka.	Tel: 7314426, 7313424, 7311245
		Sadarghat Corporate Br.	Greatwall Shopping Complex, Sadarghat Sutrapur, Dhaka.	Tel: 7118594
		Rajuk Bhaban Br.	Rajuk Avenue, Motijheel, Dhaka.	Tel: 9552159
		Jatiya Press Club Br.	Jatiya Press Club, Ramna, Dhaka.	Tel: 9571639
		Gulshan Br.	Gulshan, Dhaka.	Tel: 8824172
		Banani Corporate Br.	26, Kamal Ataturk Avenue, Banani, Dhaka.	Tel: 8816279
		Uttara Model Town Br.	Uttara, Dhaka.	Tel: 8914590
		Satmasjid Road Br.	Satmasjid Road, Dhaka.	Tel: 8123678
		Shaheb Bazar Br.	Shaheb Bazar, Ghoramara, Boalia, Rajshahi.	Tel: 721772393

Sl. No.	Name of the Selling Agent	Branch Name	Branch Location	Branch Phone No, Fax No. & E-mail ID
04.	Agrani Bank Limited	L.D. East. Corporate Br.	1012-1013 Lal Dighi East Side, Kotwali, Chittagong.	Tel: 031-611373, 031-630805, 031-616754,
		Agrabad Corporate Br.	Agrabad Comm. Area Agrabad, Chittagong.	Tel: 031-716370
		Laldighir Par Corp. Br	Laldighir Par, Sylhet.	Tel: 0821-716177, 717038, 725619
		Rajgonj Br.	Chak Bazar Road, Comilla.	Tel: 081-76022
		S.I.Road Corporate Br.	15, S.I. Road, Khulna.	Tel: 722949
		Chawkbazar Br.	Enaetur Rahman Sarak, Barisal.	Tel: 0431-64082, 62426
		Rangpur Main Br.	Central Road, Kotwali, Rangpur.	Tel: 0521-62393, 65437
	Agrani Exchange House Private Limited	Singapore	5A Lembu Road, Singapore 20844, Republic of Singapore.	Tel: (0065) 62959730-31 Fax: (0065) 62950595 E-mail: agraniex@signet.com.sg
	Agrani Remittance House Sdn. Bhd.	Malaysia	14-16, Jalan Hang Kasturii (2 nd Floor), 50050 Kuala Lumpur, Malaysia.	Tel: 006-03-20700215 Fax: 006-03-207268842 E-mail: agrani.rh@gmail.com

Sl. No.	Name of the Selling Agent	Branch Name	Branch Location	Branch Phone No.
05.	Rupali Bank Limited	Local Office	34, Dilkusha C/A, Dhaka.	Tel: 9564141
		Rupali Sadan Corporate Br.	156-157, Motijheel C/A, Dhaka.	Tel: 7126137-38, 712114
		Foreign Exchange Corporate Br.	9/G Motijheel C/A, Dhaka.	Tel: 9560858, 9567034

Sl. No.	Name of the Selling Agent	Branch Name	Branch Location	Branch Phone No.
06.	Bangladesh Development Bank Limited	Principal Br.	8, Rajuk Avenue, Dhaka.	Tel: 9558326
		Motijheel Br.	49, Motijheel C/A, Dhaka.	Tel: 9560169
		Karwanbazar Br.	12, Karwanbazar C/A, Dhaka.	Tel: 9146328
		Chittagong Br.	'Quecort' 106, Agrabad, Chittagong.	Tel: 031-716178, 724162
		Sylhet Br.	1375-Kha, Syed Complex (2 nd Floor), Amborkhana, Sylhet.	Tel: 0821-716627
		Khulna Br.	25/26, KDA C/A, Uper Jessore Road, Khulna.	Tel: 041-720261, 724710
		Rajshahi Br.	108/6, Kumerpara, Rajshahi.	Tel: 0721-772337, 775802
		Barisal Br.	Dr. Sobhan Complex, 130, C. Sadar Road (1 st Floor), Barisal.	Tel: 0431-64456
		Bogra Br.	Al-Amin Complex Bhaban, Nabab Bari Sharak, Bogra.	Tel: 051-66154

Sl. No.	Name of the Selling Agent	Branch Name	Branch Location	Branch Phone, Fax No. & E-mail ID
07.	SBC Securities & Investment Ltd. (A subsidiary of Sadharan Bima Corporation)	Head Office	Sadharan Bima Bhaban (3 rd Floor), Sadharan Bima Corporation, Head Office, 33 Dilkusha C/A, Dhaka- 1000.	Tel: 9550366, 7110705 Fax: 880-2-9564197 E-mail: sbcsecurities@yahoo.com

The Asset Manager may appoint and cancel Selling Agents in future subject to approval of the Trustee and with due intimation to the SEC.

