

Prospectus

"Smarter and better.....enhanced return in a less risky manner"

CAPM Unit Fund

A very professionally managed risk adjusted investment vehicle effectively designed for institutional and wealthy individual investors who are expecting regular Dividend Income with continual growth of Capital.



A Smarter Way to "Save & Invest"



Safura Tower (5th Floor) 20 Kemal Ataturk Avenue Banani C/A, Dhaka-1213 Tel: +88-02-9856268, 9856269 Fax: +88-02-9820990 E-mail: contact@capmbd.com www.capmbd.com



If you have any queries about this document, you may consult your bank manager, lawyer, professional accountant or other professional adviser.

Prospectus CAPM Unit Fund

Initial Issue size of Tk. 100,000,000.00 (one hundred million) of 1,000,000 (one million) Units of Tk. 100.00 (one hundred) each

Initial/Opening Price of Tk. 100 (One Hundred) each

Initial Subscription Period: 19 March 2014 – 02 May 2014



The Sponsor & Asset Manager





Registered Office Flat-A-2, Plot- 07, Road 17, Rupsha Tower, Banani C/A, Dhaka 1213, Bangladesh Tel: + 88-02-9856268, 9856269 E-mail: contact@capmbd.com, Website: www.capmbd.com

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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.



Executive Summary

Mutual Funds are trust funds established with the intention of investing a pool of savings in various types of financial instruments for the benefits (monetary) of investors over a time period. There are two types of mutual funds based on the life and size of funds; one is open-end whose size and life are not defined and the other one is closed-end whose life and size are specifically defined.

CAPM Unit Fund is an Open-End Mutual Fund in Bangladesh with global standard practices. CAPM Unit Fund has been designed ingeniously but keeping integrity with the true concept of an open-End mutual fund. This is a 'continuous offer' fund by nature, which enables investors to subscribe and redeem at their will. The Fund has redesigned the purchases and repurchases processes from the current paper based one to an electronic (online) one considering the convenience of the investors.

This professionally managed investment vehicle will help to increase the participation of general people by taking the service available at a higher level. The scheme has been designed to serve the latent demand of better return oriented savings scheme in the country. This will allow investors to save and invest simultaneously. However, investors return maximization is the ultimate goal of the scheme.



Table of Contents

	Sl. No.	Торіс	Page Number
A	1	Definition and Elaboration of Abbreviated Terms	1-2
1	2	Fund Highlights	3
Part	3	List of Transaction Agents	4-09
ш	4	List of Application Collection Bank	09-11
	1	Preliminary	12
	1.1	Publication of Prospectus for Public Offering	12
	1.2	Consent of the Bangladesh Securities and Exchange Commission	12
	1.3	Listing of the Fund	12
	1.4	Availability of Documents for Inspection	12
	1.5	Conditions Under 2CC of BSEC Ordinance, 1969	13
	1.6	General Information	14
	1.7	Sale and Repurchase of Units	14
	1.8	Meticulous Declaration	14
	1.9	Declaration of Responsibilities	14
	1.9.1	Declaration about the Responsibility of the Sponsor	14
	1.9.2	Declaration about the Responsibility of the Trustee	15
- 8	1.9.3	Declaration about the Responsibility of the Custodian	15
Part - B	1.9.4	Declaration about the Responsibility of the Asset Manager	16
	2	Investment Benefits	17
	2.1	Preamble to Formation of CAPM Unit Fund	17
	2.2	Necessity of CAPM Unit Fund	17
	2.3	Advantages of Investing in CAPM Unit Fund	17-18
	3	The Fund	19
	3.1	Formation of the Fund	19
	3.2	Life of the Fund	19
	3.3	Face Value and Denomination of the Fund	19
	4	Investment Objectives and Policies	20
	4.1	Investment Objective	20
	4.2	Important Policies Regarding Investments and Operations	20
	4.3	Investment Restrictions	20-21



4.4	Valuation Policy	21-22
4.5	Investment Management	22
4.6	Dividend Policy	22
4.7	Price Fixation Policy and Sale and Re-Purchase Procedure	22-25
5	Risk Management	26
5.1	Risk Factors	26
5.2	Risk Control Approaches	26
5.3	IT Risk Control	27
6	Formation, Management and Administration of the Fund	28
6.1	The Sponsor and The Asset Manager	28
6.2	Key Officials of CAPM	28-29
6.3	The Trustee	29
6.4	The Custodian	29
6.5	The Auditor	29
6.6	The Transaction Agents	30
6.7	The Application Collection Bank	30
7	Financial Charges	31
7.1	Limitation of Expenses	31
7.2	Fees and Expenses	31-33
8	Size of the Fund, Tax Status and Rights of Unit Holders	34
8.1	Size of Issue	34
8.2	Sponsor's Subscription	34
8.3	Tax Status	34
8.4	Rights of the Unit Holders	34-35
9	Winding Up Policy	36
9.1	Procedure of winding Up	36
9.2	Manner of Winding Up	36
9.3	Effect of Winding Up	36
10	Unit Subscription	37
10.1	Terms and Conditions of Unit Subscription	37
· · · · · · · · · · · · · · · · · · ·	Annexure	



<u> Part – A</u>

Contents

- Definition and Elaboration of Abbreviated Terms
- Fund Highlights
- List of Transaction Agents
- List of Application Collection Bank



Definition and Elaboration of Abbreviated Terms

Act	সিকিউরিটিজ এন্ড এক্সচেঞ্চ কমিশন আইন, ১৯৯৩
Allotment	Allotment of units to each individual investor's unique Investor ID
Application/Registration Form	The forms designed by the Asset Manager to use during the registration process or purchase process of units of the fund by investors
Asset Manager/Asset Management Company/AMC/CAPM	CAPM (Capital & Asset Portfolio Management) Company Ltd.
BB	Bangladesh Bank
BBL	BRAC Bank Limited
BDT	Bangladeshi Taka
BO A/C	Beneficial Owner Account or Depository Account
BSEC	Bangladesh Securities and Exchange Commission
Business Day	All the working day except declared holidays
CDBL	Central Depository Bangladesh Ltd.
CEO/MD	Chief Executive Officer/Managing Director
CIP	Cumulative Investment Plan
Commission	Bangladesh Securities and Exchange Commission
Companies Act	কোম্পানি আইন, ১৯৯৪
Custodian	BRAC Bank Limited
Dividend	Income distributed by the Fund, when and where applicable.
Effective Date	The date of registration of the Trust Deed
EPS	Earnings Per Share
FC Account	Foreign Currency Account
FI	Financial Institution
FIS	Fixed Income Securities i.e. capital market securities having maturity more than one year.
Government	The Government of the People's Republic of Bangladesh
IPO	Initial Public Offering
IDRA	Insurance Development & Regulatory Authority
Issue	Public Issue



Market Price	The Subscription and redemption prices determined by the Asset Manager of the fund
Mutual Fund / The Fund / Unit Fund / Open End Mutual Fund	CAPM Unit Fund
NAV	Net Asset Value
NBFI	Non-Banking Financial Institution
NBR	National Board of Revenue
Net Asset Value Per Unit	Per unit value of the Fund arrived at by dividing the net assets by the number of unit outstanding of the Fund.
Net Assets	The excess of assets over liabilities of the Fund
Non Resident Bangladeshi /NRB	Non-resident Bangladeshi (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
Offer Document	The document issued by CAPM Unit Fund, offering Units of the Fund for subscription
Offering Price	Price of the Securities of the Fund being offered
Ongoing Offer Period	Offer of Units of the Fund after the closure of the initial offer period.
sale	The buying of units of the fund by the investors from the Asset Manager. The term Sale also means Purchase/Subscription.
Repurchase/ Surrender	The selling of units of the fund by the investors to the Asset Manager. This also may be termed as Redemption.
বিধিমালা	সিকিউরিটিজ ও এক্সচেঞ্চ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১
Selling Agent	An entity such as a Brokerage firm, Merchant Bank, Financial Institution, Bank, and insurance company either in Bangladesh or abroad etc. appointed by the Asset Manager, and through which Units of the CAPM Unit Fund would be Purchased & Re-purchased as well as other investor support services would be delivered. Selling Agent also may be termed as Transaction Agent/Point of Sale.
SMS	Short Messaging System.
Sponsor	CAPM(Capital & Asset Portfolio Management) Company Ltd
SND A/C	Short Notice Deposit Account
STD A/C	Short Term Deposit Account
Subscription	Application Money
The Fund / Unit Fund/Fund	CAPM Unit Fund
Trustee / Guardian / BGIC	Bangladesh General Insurance Company Limited
Unit	One undivided share in the Fund
Unit Certificate / Certificate	The acknowledgement receipt of Purchase which may be the paper version or the electronic format
Unit Holder	Unit holders of the Fund whose name appears on the register of the Fund for the time being



Fund Highlights

Fund Name	CAPM Unit Fund
Face Value	Tk. 100.00 (one hundred) per Unit
Nature	Open end fund with perpetual life and unlimited size
Sponsor	CAPM (Capital & Asset Portfolio Management) Company Limited
Trustee	Bangladesh General Insurance Company Limited (BGIC)
Custodian	BRAC Bank Limited
Asset Manager	CAPM (Capital & Asset Portfolio Management) Company Limited
Auditor	Hoda Vasi Chowdhury & Co.
Initial Size of the Fund	Initial Size Tk. 100,000,000.00 (one hundred million) of 1,000,000 (one million) Units of Tk. 100.00 (one hundred) each.
Objective	To Achieve long term capital appreciation with regular dividend income by investing in a diversified portfolio predominantly consisting of equity and debt related securities of Bangladesh Capital Market. The second objective is to outperform Bangladesh price inflation in the long run.
Prospective Investors	Individuals as well as the institutional investors are eligible for investment in the Fund from home and abroad.
Online Based Transaction	The Subscription and Redemption of the fund will be performed through a dedicated online transaction module incorporated in the website of CAPM (www.capmbd.com).
Price Disclosure	NAV will be calculated on weekly basis and shall be published on the website of the Asset Management Company (www.capmbd.com) and as prescribed in the Rule. Investors will also be able to know the Subscription and Redemption price through SMS inquiry in future.
Dividend	The fund shall distribute minimum 70 (seventy) percent of realized income as dividend in each accounting year. The fund may declare dividend in quarterly, semiannually and/or annually as decided in the trustee meeting based on the earnings.
Dividend Distribution	The cash dividend warrant will be distributed within 45 (forty five) days from the date of declaration. The Stock dividend will also be allocated to each investors individual IDs within 45 (forty five) days from the date of declaration.
Transferability	The Units of the Fund are transferable by way of inheritance/ gift and/or by specific operations of the law.
Surrender or Encashment	The Unit holders can surrender and encash their Units to the Asset Manager through the Asset management company, selling/transaction agents and independently through the online module of the Asset Manager on all working days except initially on Thursdays and during book closure period of the Fund.
Reports and Accounts	Every Unit holder is entitled to receive annual report along with the yearly and half-yearly statements of accounts as and when published.
Tax Benefit	15% tax rebate benefit on the investment amount upto 30% of income or Tk. 1.5 Crore whichever is lower. Dividend income from the fund is tax exempted upto Tk. 25,000.00.
Re-investment	There is a Cumulative Investment Plan wherein the investors can re-invest the income of the fund at the prevailing sale price.



1. Trust Bank Limited

	Branch List of Trust Bank Limited				
SL. No.	Branch ID	Branch Name	Branch Address	Phone Numbers	
01	1	Head Office	Peoples Insurance Bhaban(2 nd Floor), 36, Dilkusha C/A, Dhaka-1000 2), NSC Tower, 62/3, Purana Paltan, Dhaka.	9570261, 9570263, 9572012-13	
02	2	Principal Branch	al Branch Trust Bhaban, 98 Shaheed Sarani, Dhaka Cantonment, Dhaka-1206. 98710		
03	3	Sena Kalyan Bhaban Branch	Sena Kalyan Bhaban, 195, Motijheel C/A, Dhaka-1000	7126157, 9561721	
04	4	Bogra Cantonment Branch	Bogra Cantonment, Bogra	051-69473	
05	5	Comilla Cantonment Branch	Mainamati Super Market (1st floor), Comilla Cantonment, Comilla	081-76381-7	
06	6	Chittagong Cantonment Branch	Bangladesh Tea Board Bhaban, Ground Floor 171-172, Baijid Bostami Road Nasirabad, Chittagong	031-2581170, 031-2581171 (T-PABX)	
07	7	Rangpur Cantonment Branch	Rangpur Cantonment, Rangpur	0521-66653	
08	8	Jessore Cantonment Branch	Jessore Cantonment, Jessore	0421-61043, 0421-73075, Ext-3178	
09	9	Momenshahi Cantonment Branch	Mymensingh Cantonment, Mymensingh	091-55601-3	
10	10	Savar Cantonment Branch	Savar Cantonment, Savar, Dhaka	7791931, 7791100-9	
11	11	Jalalabad Cantonment Branch	Jalalabad Cantonment, Sylhet	0821-872135, 710001-6	
12	12	Agrabad Branch	Rafiq Tower, Ground & 5th Floor, 92 Agrabd C/A, Chittagong.	031-2524462, 031-2524463	
13	13	Shaheed Salauddin Cantonment Branch	Shaheed Salauddin Cantonment, Ghatail, Tangail	09225-5600-13, Ext-3178	
14	14	Dhanmondi Branch	BDR Gate No-4, PeelKhana, BDR Head Quarters, Dhaka	8623401, 9677553	
15	15	Khatunganj Branch	205, Main Road, Plot No-218, Kahtunganj, Chittagong	031-627860, 841718	
16	16	Gulshan Corporate Branch	110 Gulshan Avenue, Dhaka	8828088, 8815594	
17	17	Dilkusha Corporate Branch	Peoples Insurance Bhaban 36, Dilkusha C/A (1st Floor) Dhaka-1000	9570261, 9570262, 9570263	
18	18	Radisson Water Garden Hotel Branch	Radisson Water Garden Hotel, Airport Road, Joar Sahara, Dhaka	8752065	
19	19	Khaja Yunnis Ali Medical College & Hospital Branch	Enayetpur, Sirajgonj	075163897, 075163898	



20	20	CDA Avenue Branch	Holding No-1827 (New), Elite House (1st & 2nd floor), CDA Avenue, Chittagong	031-2550936 -7, Ext-133
21	21	Sylhet Corporate Branch	BMA Bhaban, Chowatta, Kotoewali, Sylhet	0821-719063
22	22	Millenium Corporate Branch	Beer Shrestho Shaheed Jahangir Gate 546, Dhaka Cantonment ,Dhaka-1206	8712075-6
23	23	Uttara Corporate Branch	Holding-111/A (Ground & 1st floor), Road-7, Sector-4, Uttara, Dhaka-1230	7914732,7914658, 8921312
24	24	Hali Shahar Branch	Monirat Plaza, 230/A, Block-G, Road-4, Port Connecting Road, Barapool, Halishahar	031 2512592-3
25	25	Beanibazar Branch	Al-Amin Super Market College Road, Beanibazar Sylhet	08223-56008
26	26	Moulvibazar Branch	Holding-10, Court Road, Chowmohona, Thana-Kotwali Moulvibazar.	0861-62883
27	27	Goalabazar Branch	Hazi Nasirullah Market (1st floor), Main Road, Union-Goalabazaar, Thana-Osmaninagar, Sylhet	08242-56712
28	28	Mirpur Branch	Road-3, Block-A, Section-11 Mirpur, Dhaka	9008310, 9008218, 9008310
29	29	Naval Base Branch	BNC, Isha Khan, Naval Base Anchor Building Potenga	031-747833, 031-741834
30	30	Kawran Bazar Branch	EDB Trade Center, 93, Kazi Nazrul Islam Avenue, Kawran Bazar, Dhaka-1215	9126554, 9120856
31	31	Feni	Kazi Center, Holding-106 SSk Road, Feni	33163535
32	32	Joypara Branch	Ashan Ali Moshan Ali Shooping Complex, Union-Raypura Thana-Dohar, Dist-Dhaka	027768097
33	33	Joydevpur Branch	Vaowal Point Vill-Vogra, Up-Bason, PO-National University, Thana- Joydebpur, Dist-Gazipur	9262852, 9262853
34	34	Narsindi Branch	Salam Mension, Holding-13/9, Thana-Narsingdi, Dist-Narsingdi	062451684-6
35	35	Narayangonj Branch	1 No.B.B. Road, Alam Khan Road (1st & amp; 2nd Floor) Narayangonj	7648283, 7648282
36	36	Jubilee Road Branch	64 Jublee Road,Chittagong	031-2857212
37	37	Shahjalal Uposhahor Branch	Bodor Tower Holding# 14 Block-E Main Road, Shahjalal Uposhahar, Sylhet	88-0821-727691
38	38	Amirabad Lohagara Branch	Best Chowdhury Plaza, 1st Floor, Main Road, Amirabad, Lohagara, Chittagong.	03034-56349
39	39	Ashugonj Branch	Char Char Tala Thana, Ashugong, Brahmanbaria	8734502
40	40	Khulna Branch	Shena Kalyan Bhaban, 1st Floor, 1 KDA Avenue, Khulna	041-2831570-2
41	41	Kafrul Branch	28, North Kafrul, Kafrul, Dhaka	8715459, 8715457
42	42	Tongi Branch	Sena Kalyan Commercial Complex, 1st Floor, Plot-09, Block-9	9816721-3



43	43	Chowmohoni Branch	1st & 2nd Floor, Holding No. 309 & 310, Chowmohoni Pourashava	02-9816765
44	44	Prograti Sarani Branch	KA-74, Progati Sarani, Kuril Chowrasta, Ward#17 Dhaka City Corporation, PS: Badda, Dhaka	8412245,8412258
45	45	Cox's Bazar Branch	Diganta Annexure Complex (1st Floor) Cinema Hall Super Market, Thana & Porashava: Cox's Bazar, Dist: Cox's Bazar	034152108,0341-52109
46	46	Ashulia Branch	1st floor of Bhuiyan National Plaza-1, Jamgara Chowrasta, Ashulia, Dhaka.	7790843
47	47	Comilla Branch	1st & 2nd floor of Omori Mansion Badurtala 1st Lane, Kandirpar,Comilla	8164249
48	48	Rangamati Branch	1st Floor of SR Tower, 107, Shahid Abdur Rashid Sarak, Banarupa, Rangamati	0351-61885-6
49	49	Rajshahi Branch	1st floor of Dainik Bartta Complex, Alupatty, Ghoramara, Rajshahi	0721-774051
50	50	Kadamtali Branch	1st & 2nd Floor of Royal Plaza,431, DT Road, Kadamtali Bus Station Kadamtali, Chittagong	0312529951-4
51	51	Barisal Branch	S Rahman Market (Ground floor), 78, Sadar Road, Barisal City Corporation Area	0431-64506, 0431-2177324
52	52	Rajendrapur Cantonment Br.	Holding No 551 (1st floor), Vill: Nayanpur, Union: Mirzapur, Ward: 02,PS: Gazipur Sadar, Gazipur	9201791-92
53	53	Elephant Road Branch M.R. Mansion (1st floor), 19, Elephant Road, Dhaka-1205 9		9611032, 9614126, 9614127
54	54	Dayarampur Branch	1st Floor of MK Shopping Complex, Doyarampur Bazar,Kadirabad Cantt Road, Doyarampur , Dist: Natore	772272351
55	55	Khawja Garib Newaz Avenue	1st Floor of Plot no 36, Khawja Gharib Newaz Avenue, Sector- 11, Uttara, Dhaka	027914666(PABX)
56	56	Banani Branch	1st Floor of dalta Dahlia Complex, 36, Kamal Ataturk Avenue, Dhaka	9863053, 9863107
57	57	Gopalgonj Branch	Adhunik Samabay Biponi, 172, Puratan Bazar Road, Gopalgonj sadar, Gopalgonj	6681166, 01716368566
58	58	Kishorgonj Branch	1st Floor of Hajee Abdul Majid Munshi Building, Ishakhan Road,Terripatty, Bara Bazar, Kishorgonj. Kishoreganj-2300	0941-62609
59	59	Faridpur Branch	M K Shopping Complex, Holding no-15/18, Faridpur Sadar, Faridpur	0631-65249
60	60	Saidpur Branch	Abandoned Military Police Check Post Building Saidpur Cant.	552673631
61	61	Mongla Branch	1st Floor of BN School & College Campus, Mongla , Khulna	466275396
62	62	Bandarban Branch	1st Floor of Chairman Market, Bandarban Bazar, Bandarban	036163204-5
63	63	Khagrachari Branch	College Road, Khagrachari	037161370, 037161390
64	64	Bhairab Branch	Ground Floor, Holding # 173, Kali Bari Road, Bhairab Bazar, Bhairab, Kishoregonj	02-9471501



65	65	Keraniganj Branch	1st Floor, Azhar Plaza, Ferry Ghat, Bus Road, Zinjira, Keraniganj, Dhaka	88-02-7764268 88-02-7764267
66	66	Jahanabad Cantt Branch	Cinema Hall Complex, jahanabad Cantonment, Gilatala, Fultala, Khulna	01755552685, 880-41-785101
67	67	Jhenaidah Branch	Ground Floor, Holding # 54, Jhenaidah Sadar, Jhenaidah (Adjacent to Shishu Kunjo School & College inside Jhenaidah Cadet College campus)	0451-61317, 01755-636233
68	68	Dewan Bazar Branch	Iqbal Tower (1st Floor), 85/86 Dewan Bazar, Nawab Sirajuddowla Road, Chittagong	031-2869825,
69	69	Munshiganj Branch	Vill: Munshiganj, PO-Kalinagar, PS-Shyamnagar, Satkhira	01755552689
70	70	Dhamrai Branch	1st Floor of Siddique Super Market, Holding # A-29, Dhamrai Pourashava, Dhamrai, Dhaka	01755636239, 88-02-7731027
71	71	Sreenagar Branch	1st Floor, M Rahman Complex, Sreenagar Bazar, Bhagyakul Road, Sreenagar, Munshiganj	
72	72	Bir Uttam Shaheed Mahboob Cantonment Branch	Cantonment Board Market, Bir Uttam Shaheed Mahbub Cantonment, Dinajpur	
73	73	Patuatuly Branch	1st Floor, Lucky Mansion, 70/A, Patuatuly, Katwali, Dhaka	
74	74	Mohakhali Branch	Holding No-100 (1 st Floor), AK Khandakar Road, Mohakhali C/A, Dhaka-1212	9881750, 9881350,

2. LankaBangla Securities Limited

	Branch Location of LBSL					
SL. No.	Branch Name	Branch Address	Phone Numbers			
01	Corporate Office	A.A. Bhaban (Level – 5) 23 Motijheel, C/A, Dhaka-1000	9563901			
02	Banani Branch	Faruk-Rupayan Tower, (6th Floor) 32, Kemal Ataturk Avenue, Banani Dhaka-1213	9820669			
03	Chittagong Office	Shafi Bhaban (2nd Floor) 1216/A, SK Mujib Road, Agrabad, Chittagong.	0 31 724547			
04	Comilla Branch	Nahar Plaza (1st Floor), 67/58, Nazrul Islam Avenue, Kandirpar, Comilla.	0 81 62117			
05	Islampur Branch	Jahangir Tower (11th Floor) 114-116, Islampur Road Dhaka-1100	7396117			



06	Karwan Bazar Branch	NLI Tower (1st Floor) 54, Karwan Bazar Kazi Nazrul Islam Avenue, Dhaka-1215.	9102548-49
07	Khatungonj Branch	Asma Chamber 1016 (old) Ram joy mohajan Lane Khatungonj, Chittagong	0 31 630011
08	Narayanganj Branch	Hazi Plaza, (2nd Floor), 53/1, S.M. Maleh Road, Tan Bazar, Narayanganj	7630582
09	Nasirabad Branch	Rahima Centre (5th Floor), 1618/1839, CDA Avenue, Nasirabad Chittagong.	0 31 2554171
10	Principal Branch	DSE Annex Building (1st Floor) 9/E Motijheel C/A, Dhaka-1000.	9561868
11	Sylhet Branch	R N Tower (4th Floor) Chowhatta, Sylhet-3100	0 821 711143

3. BRAC EPL Stock Brokerage Limited

	Branch Location of BESBL					
SL. No.	Branch Name	Branch Address	Phone Numbers			
01	Head Office	WW Tower, (Level-8), 68 Motijheel C/A, Dhaka-1000	+88 02 9514721- 30			
02	Registered Office	DSE Annex Building (9th Floor), 9/E Motijheel C/A, Dhaka- 1000	+88 02 9561070, 9561232, 9564959			
03	Gulshan Branch	121/B Gulshan Avenue, Dhaka-1212	+ 88 02 8819421-5			
04	Chittagong Branch	Ayub Trade Centre (8th Floor), 1296/B Sheikh Mujib Road, Agrabad Commercial Area , Chittagong, Bangladesh	+88 031 2512908-12			
05	Comilla Branch	35/32 (3rd Floor), Zilla School Road, Monoharpur, kandirpar, Comilla-3500	+081 60002-6			
06	Chowmuhani Branch	NSS Bhaban (2nd Floor), Feni Road, Chowmuhani, Noakhali-3824	+0321 56018-20			
07	Sylhet Branch	Firoz Centre (2nd Floor), 891/KA, Chowhatta, Sylhet	+ 0821 2831763, 2831746			

4. Be Rich Limited

Branch Location of Be Rich Limited					
Sl. No.	Branch Name	Branch Address	Phone Numbers		
01	Central Office	C & F Tower (9th Floor), 1222 Sk. Mujib Road, Agrabad, Chittagong	+88 031 2514650-53, +88 017 3004 2525		
02	Chawkbazar Office	Fortune Tower (2nd Floor), 112/113 Kapasgola Road, Chawkbazar, Chittagong	+88 031 2866500-06, +88 017 3004 2532		



03	Dhaka Office	Meherba Plaza, Floor-12, Room 12/A, 33 Topkhana Road, Dhaka	+88 02 7123292, +88 017 3004 2518
04	GEC Office	Golden Plaza (5th Floor), 1692, GEC, Chittagong	+88 031 2556361-62, +88 017 3004 2515
05	Asadgonj Office	952/B Osman Monjil (1st Floor), Asadgonj, Chittagong	+88 031 2858578, +88 017 3004 2538
06	A K Khan Office	Speed Track Pvt Ltd (2nd Floor), Espahani Rail Gate, Chittagong	+88 018 1948 7080
07	CEPZ Office	Gazi Complex (3rd Floor), CEPZ Circle, Chittagong	+88 031 741605, +88 017 3004 2514
08	Cox's Bazar Office	Eden Garden City (3rd Floor), Laldighi, Cox'sBazar	+88 017 3033 9160
09	Rangpur Office	Chittra Kala Bhaban (1st Floor), Kachari Bazar, Rangpur	+88 017 3004 2531

List of Application Collection Bank

One Bank Limited

Branch Name	Branch Address	District
Banani Branch	Plot 158, Block E, Banani R/A, Dhaka-1213	Dhaka
Banasree Branch	Al-Kauser Palace, House#2, Road#5, Block-D, Banasree R/A, Dhaka	Dhaka
Bangshal Branch	22, Bangshal Road, Bangshal, Dhaka	Dhaka
Bashaboo Branch	Dhaka Complex Pvt. Ltd., 1/Ga, Central Bashaboo, Sabujbagh, Dhaka	Dhaka
Dhanmondi Branch	House No. 21, Road No. 8, Dhanmondi R/A, Dhaka	Dhaka
Elephant Road Branch	Globe Center(1st Floor), 216, Elephant Road, New Market, Dhaka	Dhaka
Ganakbari (EPZ) Branch	Somser Plaza(2nd Floor), Ganakbari Savar, Dhaka	Dhaka
Gulshan Branch	97, Gulshan Avenue, Dhaka	Dhaka
Imamganj Branch	18, Roy Iswar Chandra Shill Bahadur Street (1st Floor), Imamganj, Dhaka	Dhaka
Jagannathpur Branch	Ka-43, Jagannathpur,Nadda, Dhaka	Dhaka
Jatrabari Branch	Mansur Complex (1st Floor), 249/B/2, South Jatarabari, Dhaka	Dhaka
Joypara Branch	Monowara Mansion, Joypara Bazar, Latakhola, Raipara, Dohar, Dhaka	Dhaka



Kakrail Branch	Musafir Tower 90 Kakrail, Dhaka	Dhaka
Kawran Bazar Branch	HRC Bhaban, 46, Kawaran Bazar C/A, Dhaka	Dhaka
Lalbagh Branch	47, Horonath Ghosh Road, Lalbagh, Dhaka	Dhaka
Madhabdi Branch	355, Madhabdi Bazar (Bot Tola), Narsingdi	Dhaka
Mirpur Branch	Plot No. 2, Road No. 1, Section No. 6, Block No. C, Mirpur-11, Dhaka	Dhaka
Moghbazar Branch	Erra Tower, 1/B, Outer Circular Road, Moghbazar Wireless, Ramna, Dhaka – 1217	Dhaka
Motijheel Branch	Sharif Mansion (Ground Floor), 56-57, Motijheel C/A, Dhaka	Dhaka
Narayangonj Branch	Haque Plaza, Plot 05, B.B. Road, Chashara C.A. Narayangonj	Narayangonj
Nawabgonj Branch	Sikder Plaza, Bagmara Bazar, Nawabgonj	Dhaka
Principal Branch	45, Dilkusha C/A, Dhaka	Dhaka
Progoti Sharani Branch	Ridge Dale, Cha-75/2, Uttar Badda, Dhaka	Dhaka
Ring Road Branch	6/7, Adarsha Chayaneer, Ring Road, Shamoli, Dhaka	Dhaka
Tongi SME/Agriculture Branch	Shahjalal Shopping Complex, 1/1 - A, Sahajuddin Sarkar Road, Tongi, Gazipur	Dhaka
Uttara Branch	House No.14, Road No. 14B, Sector No. 4, Uttara Model Town, Dhaka	Dhaka
Agrabad Branch	95, Agrabad C.A., Chittagong	Chittagong
Boalkhali Branch	Joinab Tower, Upazila Sadar, Gomdandi, Boalkhali, Chittagong	Chittagong
Brahmanbaria SME/Agriculture Branch	Bhuiyan Mansion, 1081, Masjid Road, Brahmanbaria	Brahmanbaria
CDA Avenue Branch	Avenue Center, 787/A, CDA Avenue, East Nasirabad, Kotwali, Chittagong	Chittagong
Chandgaon Branch	Khawaja Complex, 1706/D, Arakan Road, Chandgaon, Chittagong	Chittagong
Chandragonj Branch	Chandragonj Bazar, Lakshmipur	Lakshmipur
Chowmuhuni Branch	Bhuiyan Market, D.B. Road, Railgate, Chowmuhuni, Noakhali	Noakhali
Comilla Branch	Habiba Mansion, 358, Monoharpur, Comilla	Comilla
Cox's Bazar Branch	Monora Complex, East Laldighir Par, Court Hill Lane, Main Road, Cox's Bazar	Cox's Bazar
Dagon Bhuiyan Branch	Khair Shopping Complex, Fazilaer Ghat Road, Dagon Bhuiyan, Feni, Bangladesh	Feni
Dovashi Bazar Branch	Tayabia Madrasa Market, Chandraghona, Rangunia, Chittagong	Chittagong
Feni Branch	Zulfikar Chamber (1st & 2nd Floor), 244, Islampur Road, Feni	Feni
Halishahar Branch	House# 2, Road# 3, Block# L, Halishahar Housing Estate, Boropole, Chittagong	Chittagong



Hathazari Branch	J & G Shopping Complex, Ramgor Road, Hathazari Bus Station, Hathazari, Chittagong	Chittagong
Jubilee Road Branch	Kader Tower (2nd Floor), 128 Jubilee Road, Chittagong	Chittagong
Khatungonj Branch	110-111, Khatungonj, Chittagong	Chittagong
Laksham Branch	Mojumder Complex, 972, Doulatgonj Bazar, Laksham, Comilla	Comilla
Maijdee Court Branch	1241 & 1459, Main Road, Maijdee Court, Noakhali	Noakhali
Mandari Bazar Branch	Bank Road, Mandari Bazar, Lakshmipur	Lakshmipur
Nanupur Bazar Branch	Central Plaza, Nanupur Bazar, Fatickchari, Chittagong	Chittagong
Raipur Branch	Sattar Complex (1st Floor), 187 Thana Council Road, Raipur, Laxmipur	Laxmipur
Ramganj Branch	Nur Plaza, 378/1, Uttara Bazar, Main Road, Ramganj, Laxmipur	Laxmipur
Rangamati Branch	H. B. Plaza, 72/Ma, Banarupa Bazar, Rangamati	Rangamati
Ranirhat Branch	Ferdous Shopping Complex, Ranirhat, Rajanagar, Rangunia, Chittagong	Chittagong
Raozan Branch	Al - Baraka Mazda Bhaban, 10/742 Munshirghata, Raozan, Chittagong	Chittagong
Sitakunda Branch	BBC Steel Bhaban, South Shitalpur, Sitakunda, Chittagong	Chittagong
Bogra Branch	Jamil Building, Borogola, Bogra	Bogra
Rajshahi Branch	40, Malopara, Emaduddin Road, Rajshahi	Rajshahi
Shahjadpur SME/Agriculture Branch	Mawlana Saifuddin Yahia Super Market (1st Floor) 138, Monirampur Bazar, Shahjadpur, Sirajgonj	Sirajgonj
Sirajgonj Branch	Mostofa Plaza, 104 S. S. Road, Sirajgonj Sadar, Sirajgonj	Sirajgonj
Rangpur Branch	Shah Bari Tower, 286, Station Road, Guptapara, Rangpur	Rangpur
Jessore Branch	M.S. Orchid Centre, 44, M.K. Road, Jessore	Jessore
Khulna Branch	J. K. Tower, 79 Khan-A-Sabur Road, Picture Palace, Khulna	Khulna
Satkhira Branch	Mehedi Super Market, 480, Boro Bazar Sarak, Pransayer, Satkhira – 9400	Khulna
Barisal Branch	K Jahan Centre, 106, Sadar Road, Kotwali, Barisal	Barisal
Laldighirpar Branch	1827 & 2324, Ward-14, Laldighirpar, Sylhet	Sylhet
Islampur Branch	Kayum Complex (1st Floor), Islampur Bazar, Sylhet	Sylhet
Sherpur Branch	Royel Market (1st Floor), Sherpur Chowmuhani, Moulvi Bazar	Sylhet
Sylhet Branch	Firoz Center, 891/KA, Chouhatta,Sylhet	Sylhet



<u> Part – B</u>

Contents

- Preliminary
- Investment Benefits
- The Fund
- Investment Objectives and Policies
- Risk Management
- Formation, Management and Administration of the Fund
- Financial Charges
- Size of the Fund, Tax Status and Rights of Unit Holders
- Winding Up Policy
- Unit Subscription



1. Preliminary

1.1 Publication of Prospectus for Public Offering

CAPM (Capital & Asset Portfolio Management) Company Limited has received registration certificate from the Bangladesh Securities & Exchange Commission Act, 1993 and সিকিউরিটিজ ও এক্সচেঞ্চ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১ made thereunder and also received consent for issuing prospectus for public offering. A complete copy of the prospectus is available for public inspection at Flat # A-2, Plot # 07, Road # 17, Rupsha Tower, Banani C/A, Dhaka 1213 – the registered office of CAPM (Capital & Asset Portfolio Management) Company Ltd – the Asset Manager of CAPM Unit Fund, hereinafter referred to as "the Fund".

1.2 Consent of the Bangladesh Securities and Exchange Commission

"APPROVAL OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE/OFFER OF THE FUND UNDER THE BANGLADESH SECURITIES AND EXCHANGE ORDINANCE, 1969 AND THE পিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল 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."

1.3 Listing of Fund

The Fund, being an open-ended one, will not be listed with any stock exchanges of the country; hence the Units of the Fund will not be traded in the stock exchanges unless otherwise BSEC and stock exchange houses make arrangement in future. In that case public communication will be made as per BSEC's approval.

Units will always be available for Subscription and Repurchase/Surrender on all working days except Thursday (initially) and during book closure period of the Fund at the head office of the CAPM (Capital & Asset Portfolio Management) Company Limited and designated transaction agents. CAPM (Capital & Asset Portfolio Management) Company Limited shall disclose weekly Subscription and Repurchase/Surrender prices of units as per the বিধিমালা.

1.4 Availability of Documents for Inspection

- Copy of this Prospectus will be available with the offices/branches of authorized selling agents and at the head office of CAPM (Capital & Asset Portfolio Management) Company Limited and also available at the website of Bangladesh Securities and Exchange Commission (www.secbd.org) and CAPM (Capital & Asset Portfolio Management) Company Limited (www.capmbd.com).
- 2. 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. One may also purchase a copy of the trust deed by paying the price as determined by the Asset Manager.



1.5 Conditions under Section 2CC of Bangladesh Securities and Exchange Ordinance, 1969

- 1) The Fund shall not account for any upward revaluation of its assets creating reserve without clearance from the Bangladesh Securities and Exchange Commission.
- 2) The Fund shall not be involved in option trading, short selling or carry forward transactions.
- 3) A confirmation of Unit Allocation 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.
- 4) Money receipt/acknowledgement slip issued at the time of sale of units will be treated as allotment letter, which shall not be redeemable / transferable.
- 5) 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.
- 6) 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.
- 7) 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.
- 8) Dividend shall be paid within 45 (forty five) days of its declaration and a report shall be submitted to the BSEC, Trustee and Custodian within 7 (seven) days of dividend distribution.
- 9) Net Asset Value (NAV) of the Fund shall be calculated and disclosed publicly at least once a week.
- 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 Net Asset Value of the unit.
- 11) BSEC 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 repurchase 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 (will be published in the website).
- 15) If the Fund Manager fails to collect the minimum 40% of the initial target amount under section 48 of the সিকিউরিটিজ ও এক্সচেঞ্চ কমিশন (মউচ্য়াল 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 40% 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) Units of the Sponsor's contribution amounting to Tk. 10,000,000.00 (Taka One 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 BSEC.
- 19) A Confirmation of Unit Allocation amounting Tk. 10,000,000/- (10% of the initial target size of the Fund) will be issued in favour of the sponsor. The said confirmation letter shall be in the custody of the Trustee. No splitting of the Confirmation of Unit Allocation letter shall be made without prior approval of the Commission.



1.6 General Information

- 1. This Prospectus has been prepared by CAPM (Capital & Asset Portfolio Management) Company Limited based on the Trust Deed executed between the Trustee and the Sponsor 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.
- 2. 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 CAPM (Capital & Asset Portfolio Management) Company Ltd.
- 3. 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.

1.7 Sale and Repurchase of Units

1.8 Meticulous Declaration

CAPM (Capital & Asset Portfolio Management) Company Limited will remain liable for any loss of unit holders, if occurs for any technical failure or damage.

1.9 Declaration of Responsibilities

1.9.1 Declaration about the responsibility of the Sponsor

The Sponsor, 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 Sponsor, 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 Sponsor 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/-Major Khalil Bin Wahid (Retd) Chairman CAPM (Capital & Asset Portfolio Management) Company Limited



1.9.2 Declaration about the responsibility of the Trustee

We, as Trustee of the CAPM Unit Fund, accept the responsibility and confirm that we shall:

- 1. be the guardian of the Fund, held in trust for the benefit of the unit holders in accordance with the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্রয়াল ফান্ড) বিধিমালা, ২০০১ and Trust Deed
- 2. always act in the interest of the unit holders
- 3. 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 rule
- 4. 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
- 5. 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 A.K.A.H. Chaudhury Managing Director Bangladesh General Insurance Company Limited (BGIC)

1.9.3 Declaration about the responsibility of the Custodian

We, as Custodian of the CAPM Unit Fund, accept the responsibility and confirm that we shall:

- 1. Keep all the securities in safe custody and shall provide the highest security for the assets of the Fund; and
- 2. Preserve necessary documents and record so as to ascertain movement of assets of the Fund as per the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুায়াল ফান্ড) বিধিমালা, ২০০১.
- 3. Maintaining an up-to-date Electronic Register showing key information of all the unit holders including the number of units held by each investor of the Fund.

-/Sd Mahmoodun Nabi Chowdhury Head of Corporate Banking Division BRAC Bank Limited



1.9.4 Declaration about the responsibility of the Asset Manager

This Prospectus has been prepared by us based on the Trust Deed, the Investment Management Agreement, the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্য়াল 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:

- 1. the Prospectus is in conformity with the documents, materials and papers related to the issue;
- 2. all the legal requirements of the issue have been duly fulfilled; and
- 3. the disclosures made are true, fair and adequate for investment decision.

Investors should be aware that the value of investments in the Fund bears market risks 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 some 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.

-/S SM Mahmud Hussain Managing Director and CEO CAPM (Capital & Asset Portfolio Management) Company Ltd



2. Investment Benefits

2.1 Preamble to Formation of CAPM Unit Fund

The Capital Market of Bangladesh has grown rapidly in both size and volume in last few years through the constant efforts of regulators, exchanges, brokerages, merchant banks and other related institutions. This rapid growth has given rise to the demand of professionally managed investment vehicles those work as capital market linked Investment & Savings Instruments for long term financial benefits of the small investors.

Though Mutual Fund Industry of Bangladesh has grown significantly during this rapid growth phase of Capital Market but unfortunately is yet to address the investors' demand of safe, convenient, above average return generating investment schemes. More so, general investors as well as industry professionals have so far failed to understand the basic concept of mutual funds as capital market linked Saving Schemes and causing some structural problems, such as intense volatility, speculation and irrational exuberance/depressions in relation to Mutual Funds!

These structural issues have lately been marked by the Regulator (BSEC) and measures are being taken for the long-term benefits of the mutual funds industry as well as the capital market of the country. Keeping these in mind CAPM Company Limited has designed its self-sponsored open-end mutual fund (CAPM Unit Fund) as **Equity Linked Savings Scheme** to facilitate the investors' long-term benefits.

2.2 Necessity of CAPM Unit Fund under current circumstances of the capital market

The capital market has experienced an enormous growth in the last few years and this growth raises some structural issues like extreme volatility, irrational exuberance, speculation based investing etc. The professionally managed mutual funds provide a long term solution for these issues. As well as the downtrend of 2010 has raised demand for professionally managed investment vehicles in the market.

The open-end mutual fund industry of Bangladesh did not develop properly due to inconveniency of the investors regarding investment, problematic subscription and Surrender processes. The formation and flotation of CAPM Unit fund has been initiated to eliminate these problems from the industry and create an atmosphere for the maximum involvement of the people around the country by making the service available at the door step.

CAPM Unit Fund will bring convenience, safety and good return generating investment instrument to the capital market arena of Bangladesh which will contribute to stabilize the current extreme price volatility of the market by increasing institutional participation in the market.

2.3 Advantages of Investing in CAPM Unit Fund

Convenience: CAPM Unit Fund eliminates the cumbersome processes of buying, selling and safekeeping of paper certificates. This fund will only issue units in electronic form.
 Easy online based subscription and Surrender processes as well as use of modern banking services will enable investors to encash the units at a shortest possible time. So, this instrument will enjoy high liquidity.



- Safety: The CAPM Unit Fund will be the safest investment instrument in terms of both lower return volatility and security of investment. The fund will issue the units in
 electronic form and thus eliminates the associated problems of safekeeping of paper certificate. The unit subscription and Surrender data will be stored separately in two
 different places at the same time; to the Custodian of the fund in addition to the Asset Manager.
- Automated Transaction Processes: All the transactions of CAPM Unit Fund will be performed on the online based transaction module in electronic form. Initially the
 transaction agents will facilitate the registration of Investors and help them to purchase, redeem or transfer the units. In near future, investors themselves can perform the
 transactions of their units using the dedicated platform provided by the asset manager.
- Liquidity: The CAPM Unit Fund will be the most liquid unit fund to date. The unit holder of the fund will be able to redeem the units of the fund to the asset manager on all
 working days except initially on Thursdays and during book closure period of the Fund. The Surrender request of amount below or equal to Tk. 5000.00 (five thousand) only
 will be processed instantly within the day, which will make CAPM Unit Fund a highly liquid investment tool for its investors.
- NAV Based Pricing: Purchase and Surrender price of CAPM Unit Fund will be fixed at least once a week based on the Net Asset Value (NAV). As the price is not fixed by
 demand and supply of the fund in the market, the risk of abnormal price fluctuation can be avoided for CAPM Unit Fund compared to exchange traded stocks and other
 closed end mutual funds.
- Easy Access to Information: Investors will be able to get their individual fund related information by visiting the website of the asset management company (<u>www.capmbd.com</u>). In future they will be able to observe their investment status by logging in to their individual investor ID and they will also be able to easily get the basic information through SMS inquiry.
- Professional management: The asset management company of the fund, CAPM (Capital & Asset Portfolio Management) Company Limited has a dedicated team of
 professionals having considerable skill, experience and resources to manage the pool of fund. The professionals thoroughly analyze individual securities as well as the market
 and economic dynamics to sort out good investment opportunities.
- Diversification: One of the most significant advantages of a mutual fund is the benefit of diversification. The principal of diversification will be followed in fund management by allocating investments among various financial instruments and industries. The investment will be diversified in a manner so that it can exploit every prevailing investment opportunity in the market and reduce the risk to minimum level.
- Cumulative Investment Plan: The Cumulative Investment Plan option will provide the investors with opportunity to re-invest the dividend to the fund's units at the prevailing market prices.
- Transparency and Accountability: CAPM Unit Fund will be operated by the asset manager under strict supervision and regulation of BSEC and sponsor appointed Trustee. The asset manager will be under obligation to disclose daily, weekly, monthly, quarterly, semiannual and annual reports containing relevant information to BSEC, Trustee, Custodian and public as per The Securities and Exchange Commission (Mutual Fund) Rule, 2001.
- Tax Benefit: The unit holders of the fund will enjoy tax benefits in two ways;

 - Dividend income from the fund is tax exempted upto Tk. 25,000.00 only



3. The Fund

3.1 Formation of the Fund

The Trust Deed of the Fund was registered on 24 March 2013 under the Trust Act, 1882 and Registration Act, 1908. The Fund was registered by the BSEC on May 05, 2013 under the সিকিউরিটিজ ও এরচেঞ্জ কমিশন (মিউচ্য়য়াল ফান্ড) বিধিমালা, 2001. The Fund received consent for issuing Prospectus for public offer from BSEC on 02 March 2013.

3.2 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. 100,000,000.00 (one hundred million) only divided into 1,000,000 (one million) 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 BSEC.

3.3 Face Value and Denomination of the Fund

Face value of each unit will be Tk. 100.00 (one hundred) and the market lot will be of 10 (ten) units. Unit holders of the Fund shall be issued with electronic units of the fund by the Asset Management Company at the cost of the Fund in any denomination.



4. Investment Objectives and Policies

4.1 Investment Objective

To achieve long term capital appreciation with regular dividend income by investing in a diversified portfolio predominantly consisting of equity and debt related securities of Bangladesh Capital Market. The second objective is to outperform Bangladesh price inflation in the long run.

4.2 Important Policies Regarding Investments and Operations of the Fund

- 1. 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 Development & Regulatory Authority (IDRA) of Bangladesh or any other competent authority in this regards.
- 2. Not less than 60% of the total assets of the Scheme of the Fund shall be invested in capital market instruments out of which at least 50 per cent shall be invested in listed securities.
- 3. Not more than 25% of the total asset of the Scheme of the Fund shall be invested in Fixed Income Securities (FIS).
- 4. Not more than 15% of the total asset of the Scheme of the Fund shall be invested in pre-IPOs at one time.
- 5. All money collected under the Fund shall be invested only in encashable /transferable instruments, securities whether in money market or capital market or privately placed pre-IPO equity, preference shares, debentures or securitized debts.
- 6. The Fund shall get the securities purchased or transferred in the name of the Fund.
- 7. 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.
- 8. The Asset Management Company will choose broker(s) for the purchase and sale of securities for the Fund's portfolio.
- 9. Time to time updated investment restrictions notified by BSEC will be entertained in the fund investment decisions.

4.3 Investment Restrictions

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

- 1. The Fund shall not invest more than 10% of its total assets in any one particular company.
- 2. The Fund shall not invest in more than 15% of any company's paid up capital.
- 3. The Fund shall not invest more than 20% of its total assets in shares, debentures or other securities of a single company or group.
- 4. The Fund shall not invest more than 25% of its total assets in shares, debentures or other securities in any one industry.
- 5. The Fund shall not invest or lend to any scheme under the same Asset Management Company.
- 6. The Fund may invest in any scheme under the same Asset Management Company with prior permission from BSEC.
- 7. 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.
- 8. 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.



- 9. The Fund shall buy and sell securities on the basis of deliveries and shall, in all cases of purchases, take delivery of securities and in all cases of sale, deliver the securities on the respective settlement dates as per the custom and practice of the stock exchanges and shall in no case put itself in a position whereby it has to make short sale or carry forward transaction.
- 10. The Fund shall not involve in option trading or short selling or carry forward transaction.
- 11. The Fund shall not buy its own unit.

4.4 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 (মিউচ্য়াল ফান্ড) বিধিমালা, ২০০১ by the total number of units outstanding). As per section 58 of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্য়াল 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:

- 1. 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.
- 2. 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.
- 3. The fund shall fix the valuation method for the Scheme subject to the prior approval of the Commission.
- 4. The Fund shall follow the method approved by the Commission for valuation of the non-listed investment, if any, and the Asset Management Company and the Trustee shall periodically review the value of such investments. The auditors shall comment in the annual report of the Scheme of the Fund.
- 5. 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.
- 6. 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.
- 7. 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.
- 8. Asset Management Company and Trustee will value the non-listed securities at least once in every three months.
- 9. In case of deferred expenses, accrued expenses for the period will be taken into account for determining total liabilities.
- 10. Net Asset Value (NAV) calculation:

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

Total NAV= V_A - L_T

NAV per unit = Total NAV / No. of units outstanding



Va= 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.

4.5 Investment Management

CAPM (Capital & Asset Portfolio Management) Company Limited 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 rule and Trust Deed or any general directions given by the Trustee and/or the Commission. However, CAPM (Capital & Asset Portfolio Management) Company Ltd will have discretionary authority over the Fund's Portfolio about investment decisions.

4.6 Dividend Policy

- 1. The accounting year of the Fund shall be July 01 to June 30;
- 2. The Fund shall distribute minimum 70%, or as may be determined by the বিধিমালা 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 may also declare dividend on semiannual or quarterly basis.
- 3. The Fund shall create a dividend equalization reserve by appropriation from the income of the Scheme
- 4. 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;
- 5. Surpluses arising simply from the valuation of investments shall not be available for dividend;
- 6. Dividend warrants will be dispatched within 45 days from the declaration of such dividends;
- 7. The dividends can be distributed in terms of both Cash and Stock
- 8. Reinvestment of dividend is also possible under Cumulative Investment Plan (CIP)

4.7 Price fixation Policy and Sale & Re-purchase Procedure

The Asset Management Company shall calculate the Net Asset Value (NAV) per unit on last working day of every week as per formula prescribed in the বিধিমালা. The Asset Management Company shall weekly disclose the sales price and surrender value per unit calculated on the basis of NAV before commencement of business operations of the first working day of the following week to the commission and to the investors through at least one national daily, the website of the Asset Management Company and the authorized selling agents of the fund. The difference between Subscription price and repurchase/surrender value shall be Tk 3.00 (Taka Three) per unit and may increase up to 5% of the face value of unit of the fund.

Units of the Fund could be purchased/subscribed from the counter of the Asset Management Company, designated Selling/transaction Agents and independently (very soon) through the online module of the Asset Manager at the prevailing sale price. A system generated digitally certified acknowledgement letter will be issued at the time of each successful subscription. This acknowledgement letter will be treated as allotment letter and should be kept in safe for future references.



The unit holders may surrender their units during the business hour through the Asset management company, selling agents and independently (in near future) through the online module of the Asset Manager on all working days except Thursdays (initially) and during book closure period of the Fund. The Surrender restriction of Thursdays may change in future with due permission from the Trustee and information to BSEC.

The whole subscription and Surrender process of the fund will be executed through a dedicated online based system. The transactions processes of the fund have been divided into two sections;

- First section is Registration
- Second section is Transactions (Subscription and Surrender)

Each investor has to register first (one time) to transact the units of CAPM Unit Fund. All the transactions including registration will be done through Transaction Agents. The Transaction Agents will perform all the transactions through a designated online based procedure incorporated in the CAPM's Website, <u>www.capmbd.com</u> and help investors to subscribe and redeem the units of CAPM Unit Fund. In future investors themselves can perform the registration as well as transactions (subscription and Surrender) of their units using the web interface mentioned above or any other platform addressed by the Asset management Company.

There will be no paper certificate for the units purchased. The investors will be provided with an electronically generated digitally signed subscription confirmation of the fund's unit which may be printed, if needed, and details of the transactions will be stored by AMC in an Electronic Database System. The registration, subscription and Repurchase/Surrender process is given below;

Registration

- For individual investors, the investors should submit a filled up registration form with associated documents (Photographs of applicant (s) and nominee, copy of NID/passport of applicant (s) & nominee and specimen signature card) to the Asset Manager or Transaction Agents
- For institutional investors, the investors should submit the filled up registration form with documents like copy of valid trade license/registration certificate, copy of valid tin certificate, copy of board resolution (optional), and filled specimen signature card of authorized signatories to the Asset Manager or Transaction Agents
- After successfully inputting all the data by transaction agents to the online transaction module a system generated digitally certified registration acknowledgement receipt will be generated with unique Investor ID. The digitally certified registration acknowledgement receipt will be mailed to the e-mail address provided by the investor at the time of registration which may be printed, if needed.
- Registration process completes here. The investors are allowed to subscribe and redeem units of CAPM Unit Fund against their Investor ID after successfully completing the registration.

Subscription

- During subscription of units of CAPM Unit Fund, the investors first need to fill up a printed subscription form available at the end each Transaction Agents and Asset Manager properly with a correct Investor ID, Investor Name, desired number of units to be subscribed & desired payment mode and have to sign it.
- Then the investors are required to submit the filled up subscription form to the designated employee of Transaction Agents or Asset Manager to proceed further.



- A system generated digitally certified unit subscription request receipt will be available for investors to print. A copy of that subscription request receipt will
 also be delivered to the e-mail address of investors.
- And then the investor should pay the full amount for all the units applied for subscription through either of the options (Electronic fund transfer facility, bank cheque/ pay order) selected during filling of subscription form.
- Once the subscription is confirmed a subscription confirmation (digitally certified with digital signature) will be delivered to the investors e-mail addresses.
 The subscription will be confirmed as soon as cash being cleared to CAPM Unit Fund's Account.
- An investor can also avail an updated holdings report from the Asset Manager any time through submitting a request.
- Repurchase/Surrender
 - Also during Surrender of units of CAPM Unit Fund, the investors first need to fill up a printed Surrender form available at the end each Transaction Agents and Asset Manager properly with a correct Investor ID, Investor Name, desired number of units to be redeemed & desired receiving mode and have to sign it.
 - A system generated digitally certified unit Surrender request receipt will be available for investors to print. A copy of that Surrender request receipt will also be delivered to the e-mail address of investors.
 - After successful scrutiny of the Surrender request the Asset Manager will make payment to the investors only through bank to bank transfer or electronic fund transfer or mobile banking services. Also, a digitally certified Surrender confirmation will be sent to the designated e-mail address of the investors.
 - The Surrender will be made on first come first serve basis. In the event of Surrender request, the Asset Manager may set a Surrender slab with information to the Trustee and BSEC. The Asset Manager shall proceed to sell adequate assets and/or arrange very short term loan as it deems fit to pay the surrender money within the stipulated time in the best interest of the unit holders.

The Asset Management Company may determine the minimum and the maximum limits of unit holding of a unit holder from time to time and may impose any restriction on subscription as well as Surrender of units to any single or group of investors for the benefit of the Fund, with information to the Trustee and in accordance with applicable laws.

During online transactions by the investors independently (as and when available) will also be required to register first for subscribing and redeeming the units of CAPM Unit Fund. To register independently, investors will be required to fill up an online Registration Application Form available at the website of CAPM Company Limited (<u>www.capmbd.com</u>) and attach the scanned copy of all the documents required (for individual investors Photographs of applicant (s) and nominee, copy of NID/passport of applicant (s) & nominee and specimen signature card and for institutional investors copy of valid trade license/registration certificate, copy of valid tin certificate, copy of board resolution (optional), and filled specimen signature card of authorized signatories).

After registering successfully, the investors will be provided with a unique Investor ID (which will be treated as Login ID also) and a password (which may be changed after getting logged in) as well as a digitally certified registration acknowledgement will be sent the registered e-mail of investors. Then the investors will be able to observe their investment positions and submit subscription and Surrender request to the Asset Manager by logging in to their individual panel. The online subscription and Surrender process is described on the next page;

- Subscription
 - Logging to the individual panel first and click subscription button provided thereon. Then fill up subscription application form and click submit button.



- A system generated digitally certified unit subscription request receipt will be available for investors to print. A copy of that subscription request receipt will also be delivered to the e-mail address of investors.
- And then the investor should pay the full amount for all the units applied for subscription through either of the options (Electronic fund transfer facility, bank cheque/ pay order) selected during filling of subscription form.
- Once the subscription is confirmed a subscription confirmation (digitally certified with digital signature) will be delivered to the investors e-mail addresses.
 The subscription will be confirmed as soon as cash being cleared to CAPM Unit Fund's Account.

Repurchase/Surrender

- During Surrender of units of CAPM Unit Fund, the investors first need to Logging to the individual panel and click Surrender button provided thereon. Then fill up Surrender application form and click submit button.
- A system generated digitally certified unit Surrender request receipt will be available for investors to print. A copy of that Surrender request receipt will also be delivered to the e-mail address of investors.
- After successful scrutiny of the Surrender request the Asset Manager will make payment to the investors only through bank to bank transfer or electronic fund transfer or mobile banking services. Also, a digitally certified Surrender confirmation will be sent to the designated e-mail address of the investors.
- The Surrender will be made on first come first serve basis. In the event of Surrender request, the Asset Manager may set a Surrender slab with information to the Trustee and BSEC. The Asset Manager shall proceed to sell adequate assets and/or arrange very short term loan as it deems fit to pay the surrender money within the stipulated time in the best interest of the unit holders.



5.1 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 volatile, there is no assurance of achieving the stated objectives of the Fund. Although all reasonable care will be taken to generate a very competitive return.
- 3. 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.
- 4. Due to absence of organized secondary bond 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, this may affect the return of the Fund.
- 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. 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.

5.2 Risk Control Approaches

- 1. A top down and bottom up approach may adopt the following investment approaches and risk control measures, namely:
- 2. Investments will be pursued in selected sectors based on the analysis of business cycles, regulatory reforms, competitive advantage, etc.
- 3. Selective stock picking will be done from the selected sectors.
- 4. Focus will be on the fundamentals of the business, the industry structure, the quality of management, sensitivity to economic factors, the financial strength of the company and key earnings drivers.
- 5. In addition, a details study will be made on the macro-economic conditions, including the political, economic environment and factors affecting liquidity and interest rates.
- 6. Risk will also be reduced through adequate diversification of the portfolio. Diversification will be achieved by spreading the investments over a range of industries/sectors.



5.3 IT Risk Control

- 1. To ensure security of investors' unit holdings legally acceptable electronic form of evidence (digitally certified with digital signature) will be issued to investors for each successful transaction.
- 2. Appropriate security measures have been undertaken to protect against unauthorized access or hacking with modern technological solutions and security features. Transaction Agent's log-in system will be restricted for operators through string file verification processes for ensuring greater security.
- 3. The central server system is acquainted with parallel Backup Server system to provide seamless and error free data storage facility round the clock.
- 4. The Electronic Register or Database System has been designed with latest technological solutions considering both physical and technical specifications. The data center is maintained with highest level of security against unauthorized access.
- 5. Proper Backup Policy including keeping manual backups on regular basis to a separate physical Storage (flash drive) and storing it to another location as well as maintaining another separate Electronic Register with the Custodian of the fund (BRAC Bank Limited) has already been incorporated. Also, hardcopies of unit holding reports will be preserved on a bi-weekly basis.
- 6. Both Subscription and Surrender orders will be properly checked and examined by CAPM Company Limited before approving it.



6. Formation, Management and Administration of the Fund

6.1 The Sponsor and The Asset Manager

Capital & Asset Portfolio Management (CAPM) Company Limited is the Sponsor and Asset Manager of the CAPM Unit Fund. Capital & Asset Portfolio Management (CAPM) Company Limited is a new generation Asset Management Company (AMC) with the obsession to deliver the most innovative, prompt and cost effective financial solutions to the reverential investors around the country. CAPM has been incorporated as private limited company in January 2011 and licensed as AMC in September 2011 under Securities and Exchanges Commission (Mutual Fund) Rules 2001.

CAPM is the only joint venture asset management company of Bangladesh, promoted by a group of UK NRB and local entrepreneurs. CAPM is initiated by a distinguished bilateral team of experienced shareholders, majority of which is owned by Goldenbridge Investments Limited, an investment company in UK. CAPM is driven by a proactive team of highly professional executives skilled in investment management services, fund operations and other advanced financial product.

Investors benefit and 'ethical' service is the core of CAPM's professionalism. With this desire in heart CAPM is developing its every department with highly experienced and qualified professionals. Our investment in every instrument will be driven to deliver the " α " and followed by a dynamic process of investment evaluation approach. CAPM always maintains five core values to operate its businesses; integrity, understanding, excellence, unity and responsibility.

6.2 Key officials of CAPM

Mr. SM Mahmud Hussain CEO & CIO

Mr. Hussain performs both the roles of CEO as well as CIO in the company. Mr. SM Mahmud Hussain, CFA possesses advanced level of understandings and knowledge on capital market operations, financial management techniques, financial derivatives, asset management and fund management practices.

Mr. Hussain has educational background in three broad areas of finance. He is a CFA charter holder, has double MBA, one in Development Management from IBA, Dhaka University and other in Finance from International University of Japan, Japan. He also holds a Masters degree in Mathematical Finance from Oxford University and a post-graduate Certificate in Finance from Stern Business School of New York University.

Mr. Hussain has more than one and half decade of wide ranging local and global experience in financial services markets with world recognized organizations including World Bank, Deutsche Bank and Citigroup UK. Prior to joining CAPM, Mr. Hussain had been the Director of Capital markets & Banking, Citigroup UK, London, UK since 2006.

Major Abu Motahar Mohammad Sohel, psc (Retd) Head of Operations and Admin

Major Abu Motahar Mohammad Sohel, psc (Retd) joined Bangladesh Army in 1993 after completing Bachelor of Science from Chittanong University. He pursued his school and college level studies from Commilla Cadet College with brilliant result. He retired voluntarily in 2013 and joined CAPM as Head of Operations & Admin. As a military officer, he also served Kuwait & Sudan with Multinational Force and United Nations' Peace Keepers.



He completed his Masters in Defense Studies from National University and also pursuing Masters of Business Administration from Institute of Business Administration (IBA), Dhaka University.

Mr. Chandan Wasif Investment Manager

Mr. Wasif is associated with the Investment Team as Investment Manager. He possesses a good experience on Asset Management businesses. Before joining CAPM, Mr. Wasif served InvestAsia Capital and Asset Management Limited for one and half year. Mr. Wasif has strong skills in technical as well as fundamental analysis of securities and bonds. He has an experience of three and half years in the Investment Management areas. With a total experience of above five years Mr. Wasif maintains a very good corporate relation with different parties including the regulators.

Mr. Wasif has received different trainings on fundamental and technical analysis from various resource persons and institutions. He has a MBA on Finance from East West University, Bangladesh.

6.3 The Trustee

Bangladesh General Insurance Company Limited (BGIC) will act as the Trustee of the Fund. BGIC, incorporated on 29 July 1985, is the first private sector general insurance company in Bangladesh. BGIC has a proven record of being Trustee for existing mutual Funds and zero coupon bonds. Its dynamic team of dedicated professionals is of superior underwriting and Trustee skill. The company has authorized capital of Tk 1,000 million and paid up capital of Tk 540 million and is listed on both the DSE and the CSE.

6.4 The Custodian

BRAC Bank Limited (BBL) is the Custodian of the Fund. BBL, operating in Bangladesh since 2001, is one of the fastest growing private commercial banks of the country with 155 branches, 48 Krishi branches and 400 SME Units.

BBL provides personal banking, trade financing, SME, retail and corporate credit, lease financing, project financing, issuing debt and credit cards, SMS banking, internet banking, phone banking, call center, remittance facilities, dealing in government securities, custodial services etc. BBL is the fastest growing Custodian bank of the country having dedicated Custodial Services Department.

6.5 The Auditor

Hod Vasi Chowdhury & Co., Chartered Accountants, has been appointed as the Auditor of the Fund for the first year. They are one of the best reputed audit firms of the country. The Trustee shall appoint subsequent auditors.



6.6 The Transaction Agents

The following institutions have appointed to act as the Transaction Agents of the CAPM Unit Fund to facilitate the transactions (registration, subscription, Surrender) of units of the Fund on behalf of the Asset Manager:

SI. No.	Name of Transaction Agent		
1	Trust Bank Limited		
2	BRAC EPL Stock Brokerage Limited		
3	LankaBangla Securities Limited		
4	Be Rich Limited		

The Asset Manager may appoint more willing institution(s) as Transaction Agents of the fund in future with due information to the Trustee.

6.7 The Application Collection Bank

One Bank Limited is appointed as the collection bank for CAPM Unit Fund. All the branches are nominated by One Bank to collect the application forms from investors during the initial subscription period.



7. Financial Charges

7.1 Limitation of Expenses

The initial issue expenses in respect of the Fund shall not exceed 5% of the collected 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.

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 5% of the weekly average net assets outstanding of the Fund during any accounting year.

7.2 Fees and Expenses

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 BSEC. The Fund will also bear all the other incidental expenses including printing, publication and stationery relating to its smooth and fair operation. Major expenses of the Fund are detailed as follows:

Issue and Formation Expenses

Issue and formation expenses are estimated to be not over 5% of the collected amount of the fund. 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:

SI. No.	Expense Head	Percent
1	Legal and Regulatory Expenses	0.26%
2	Formation Fee payable to AMC	1.00%
3	Technological Development Fee payable to AMC	1.00%
4	Printing & Publication	0.74%
5	Promotional expenses	1.70%
6	Other Expenses	0.30%
	Total	5.00%



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).

The management fee shall be accrued and paid annually by the Fund.

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.

Custodian Fee

The Fund shall pay to the Custodian a safe keeping fee @ 0.05 percent per annum of balance securities held by the Fund calculated on the basis of average month end value per annum and trade settlement fees of BDT 200 per trade. A fee cap schedule is applicable as per the fee cap schedule provided by the Custodian, which is in this case 0.07% per annum on balance securities held by the fund. The fee for the custodian services will be realized semi-annually.

Fund Registration and Annual Fee

The Fund has paid 0.20% of the initial target size of the Fund i.e. Tk. 200,000.00 (two lac) only to the Bangladesh Securities and Exchange Commission (BSEC) 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 গিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্য়াল ফান্ত) বিধিমালা, ২০০১ or as determined by the Commission from time to time.

Digital Certification and Renewal Fee

The Fund will make payment to Mango Teleservices Limited (Certifying Authority) for issuance of Authenticated Digital Signature Certificate and related Services on Online Transaction Processes of the fund on actual. The Fund also carries a renewal fee against the Authenticated Digital Signature Certificate in every two years. The renewal charge is variable and subject to treat on actual basis. The Asset Management Company may change the Certifying Authority as and when required in the better interest of the unit holders with due information to the Trustee and BSEC.



SMS Services and Monthly Line Rent

The Fund shall pay for SMS Services (notification through SMSs) on actual basis to the Telephone Operators of Bangladesh and a Monthly Line rent on a proportionate basis with other funds operated by the Asset Manager.

Commission payable to Transaction Agent(s)

The Fund shall pay commission to the authorized transaction agent(s) to be appointed by the Asset Management Company @ 0.15% on both the subscription and Surrender amount which may change in future with the approval of the Trustee. The authorized transaction agent(s) will also be paid Tk. 20 for each successful registration function to the fund.

Audit Fee

The audit fee will be Tk. 35,000 (Taka thirty five thousand) only plus 4.5% VAT, for the first accounting year and the Trustee will fix fees for subsequent years.



8. Size of the Fund, Tax Status and Rights of Unit Holders

8.1 Size of Issue

The initial size of the Fund shall be Tk 100,000,000 (Taka Ten Crore) only divided into 1,000,000 (one million) Units of Tk 100 (Taka Hundred) each which may be increased from time to time by the Asset Manager 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:

Subscriber	No. of Units	Face Value (Tk.)	Amount (Tk.)	Status
Sponsor	100,000.00	100	10,000,000.00	Subscribed
Placement Investors	350,000.00	100	35,000,000.00	Subscribed
General Investors	550,000.00	100	55,000,000.00	Yet to Subscribe
Total	1,000,000.00	100	100,000,000.00	

8.2 Sponsor's Subscription

CAPM (Capital & Asset Portfolio Management) Company Limited, the sponsor, has already subscribed Tk. 10,000,000.00 (Taka one Crore) only worth of Units equivalent to 100,000 (one lac) Units of Tk. 100 (one hundred) each at par on 24 March 2013, the effective date.

8.3 Tax Status

The investment tax benefits of the fund would always comply with country's Finance Act and government tax policies. However, currently the following two benefits are available;

- Income will be tax free up Tk. 25,000.00 (Taka Twenty Five Thousand) only, which is permitted as per Finance Act
- 15% investment tax rebate benefits

8.4 Rights of the Unit holders

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 এক্লচেঞ্জকমিশন (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.



Transfer of Units

Units of the Fund are transferable by way of inheritance/gift and/or by specific operation of law.

Dividend

All the Unit holders have equal but proportionate right in respect of dividend.

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 newspaper, the website of the Asset Manager, the Transaction Agent(s) to be appointed by the Asset Manager from time to time and any other means as the Asset Manager may deem fit.

Accounts and Information

The Fund's financial year will be closed on 30 June every year. Annual report or major head of income and 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 by the asset manager as per বিধিমালা.

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.



9. Winding up Policy

9.1 Procedure of Winding up

- 1. If the total number of outstanding unit certificates/units 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.
- 2. 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.
- 3. The Scheme may also be wound up if the Commission so directs in the interest of the unit holders.
- 4. 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.

9.2 Manner of winding up

- 1. The Trustee shall call a meeting within 30 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 supersede the mandate if situation demands such.
- 2. 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 affairent, 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.
- 3. Within 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.

9.3 Effect of winding up

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.



10.1 Terms and Conditions of Unit Subscription

- 1. The Units of CAPM Unit Fund, hereinafter referred to as the Fund, may be subscribed and redeemed through CAPM (Capital & Asset Portfolio Management) Company Limited and authorized Selling/Transaction Agents appointed by the CAPM from time to time.
- 2. Application must be accompanied by a Cheque/PO/DD/EFT Instruction for the full value of units favoring "CAPM Unit Fund (Clients)" and crossed "ACCOUNT PAYEE ONLY".
- 3. As per provision 8.14 of the Trust Deed of CAPM Unit Fund, units of the fund will only be issued in electronic forms.
- 4. All information must be written or typed in Block Letters in English and must NOT be abbreviated.
- 5. Application must not be for less than 10 Units for individual investors and 100 units for institutional investors and must be for a multiple of 10 Units. Any Application not meeting this criterion will not be considered for allotment purpose.
- 6. Joint application by two persons will be acceptable. In such a case, allotment or refund shall be made to the first applicant.
- 7. 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.
- 8. Any Subscription/Surrender of units will be guided by the বিধিমালা and prospectus as approved by BSEC.
- 9. Surrender application of 10,000 or more units at a time will be followed by a minimum period of 07 days and a maximum period of 15 days.
- 10. 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 Bangladesh Securities and Exchange Commission (BSEC). This may be in addition to any other penalties as may be provided for by law.
- 11. After clearance/encashment of cheque/draft/pay order, the applicant will be issued with a Confirmation of Unit Allocation against every purchase of Units he/she/the institutional investor applies for.
- 12. Partial surrender is allowed without any additional cost subject to minimum surrender quantity is 10 (ten) Units for both individuals and institutions. Upon partial surrender, the Unit holder(s) will be issued with a new Confirmation of Unit Allocation representing the balance of his/her/their Unit holding.
- 13. The Units may be transferred by way of inheritance/gift and/or by specific operation of the law. In case of transfer, the Fund will charge a nominal fee as decided by the Asset Manager from time to time except in the case of transfer by way of inheritance.
- 14. Dividend may be delivered in cash or by way of Units under Cumulative Investment Plan (CIP) as the applicant gives option in the application form.
- 15. Any further addition and/or modification may take place with permission from Trustee and intimation to BSEC. Any such changes will be notified through publishing in the website of CAPM.



<u>Annexure</u>

Contents

- Registration & Application Form for Individual (both RB & NRB)
- Registration & Application Form for Institution (both local and foreign)
- Signature Card for Individual
- Signature Card for Institution

CAPM Unit Fund

Asset Manager: CAPM (Capital & Asset Portfolio Management) Company Limited

Registration and Unit Purchase Application Form

For Individual (both RB and NRB)

Instructions: Please read the terms and conditions overleap; fill-up the form in block letters.

Principal Applicant's Details

Principal Applicant's Details			
Name	(Must be Similar to NID)		
Father's/Husband's Name			
Mother's Name			
Mailing Address			
Occupation		Email	
National ID Card No		Date of Birth D D M M Y	
BO ID (if any)		Contact No.	
Bank Details			
Account Name Bank Account No.			
Bank Account No.			
Bank Name		Branch	
Preferred Dividend Option			
	Cumulative Inve	estment Plan (CIP)	
Second Applicant's Details			
Name			
Father's/Husband's Name			
Mother's Name			
Mailing Address			
Occupation		Contact No.	
National ID Card No.			
Nominee Details			
Name			
Father's/Husband's Name			
Mother's Name			
Relationship with principal			
Mailing Address			
Occupation	National ID Card No.		

Unit Purchase Application Details

Applied for ______ no. of units of 10 units per lot of BDT 100.00 each unit through Cheque/PO/DD/ Bank Transfer of ______ branch ______.

Bank Limited,

CAPM Unit Fund

Asset Manager: CAPM (Capital & Asset Portfolio Management) Company Limited

Registration and Unit Purchase Application Form

For Institutions (both local and foreign)

Instructions: Please read the terms and conditions overleap; fill-up the form in block letters.

Applicant's Details	
Name of Institution	
Type of Institution	Proprietorship Partnership Private Ltd. Public Ltd. Others
Trade License/Registration No	
Mailing Address	
Telephone No.	FAX E-mail
Bank Details	
Account Name	
Bank Account No.	
Bank Name	Branch
Preferred Dividend Option	
	Cumulative Investment Plan (CIP)
Authorized Person/s' or POA	Holder/s' Details
Authorized Person/POA Holde	<u>F1</u>
Name	
Designation	
National ID No.	
Contact No.	
Authorized Person/POA Holde	<u>r-2</u>
Name	
Designation	
National ID No.	
Contact No.	
Preferred Operating Mode	
	Singly Jointly
Unit Purchase Application De	tails
Applied for	no. of units of 10 units per lot of BDT 100.00 each unit through Cheque/PO/DD/ Bank Transfer ofBank Limited, bearing No



Date:....



CAPM (Capital & Asset Portfolio Management) Company Limited

Safura Tower (5th Floor), 20 Kemal Ataturk Avenue Banani C/A, Dhaka-1213

SPECIMEN SIGNATURE CARD

(Individual)

CAPM (Capital & Asset Portfolio Management) Company Limited

Safura Tower (5th Floor), 20 Kemal Ataturk Avenue Banani C/A, Dhaka-1213

SPECIMEN SIGNATURE CARD

(Institution)

Account Name:

Date:....

Principal Applicant		Authorized Person/POA Holder-01	
lame:		Name:	
IID/Passport:		NID/Passport:	
ignature:		Signature:	

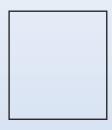
Second Applicant

Name:....

Account Name:

NID/Passport:....

Signature:....

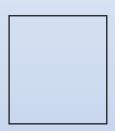


Nominee

Name:....

NID/Passport:....

Signature:....



Authorized Person/POA Holder-02

Name:
NID/Passport:
Signature:



Authorized Person/POA Holder-03

Name:.....NID/Passport:.....

