

PROSPECTUS

PENINSULA AMCL BDBL UNIT FUND ONE

This Offer Document sets forth concisely the information about the Fund that a prospective investor ought to know before investing. This Offer Document should be read before making an application for the Units and should be retained for future reference.

Investing in the Peninsula AMCL BDBL Unit Fund One (hereinafter the Fund) bears certain risks that investors should carefully consider before investing in the Fund. Investment in the capital market and in the Fund bears certain risks that are normally associated with making investments in securities including loss of principal amount invested. There can be no assurance that the Fund will achieve its investment objectives. The Fund value can be volatile and no assurance can be given that investors will receive the amount originally invested. When investing in the Fund, investors should carefully consider the risk factors outlined in the document.

The particulars of the Fund have been prepared in accordance with সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউসিএফ) বিধিমালা, ২০০৯, as amended till date and filed with Bangladesh Securities and Exchange Commission of Bangladesh.

Size of Issue

Initial Size BDT 10,00,00,000 (BDT Ten Crore)

Total Number of Units 1,00,00,000 (One Crore)

Initial / Opening Price

BDT 10 (Taka Ten) per Unit

Initial Subscription Opens

XXX 5 January, 2016

Sponsor

Bangladesh Development Bank Limited

Asset Manager

Peninsula Asset Management Company Limited

Trustee & Custodian

Investment Corporation of Bangladesh

Bankers

Southeast Bank Limited

Auditor

Malek Siddiqui Wali, Chartered Accountants

Date of Publication of Prospectus

Date/Month/Year in XXXX

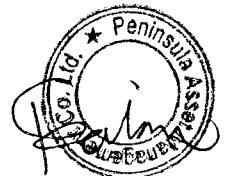


Table of Content

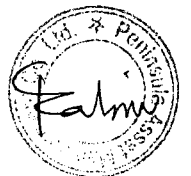
	Particulars	Page No.
	Fund Directory	3
	Definitions and Elaborations of Abbreviated Terms	4
	Fund Highlights	6
Chapter 1	Preliminary	7
	1.1 Publication of Prospectus for Public Offering	7
	1.2 Consent of the Bangladesh Securities and Exchange Commission	7
	1.3 Listing of Fund	7
	1.4 Documents Available for Inspection	7
	1.5 Conditions under Section 2CC of the BSEC Ordinance,1969	7
	1.6 General Information	9
	1.7 Sale and Repurchase of Units	9
	1.8 Declarations	9
Chapter 2	Background	12
	2.1 Preamble to Formation of Peninsula AMCL BDBL Unit Fund One	12
	2.2 Necessity of Unit Fund in the context of the current state of affairs of the Capital Market	12
	2.3 Advantages of Investing in Peninsula AMCL BDBL Unit Fund One	12
Chapter 3	The Fund	14
	3.1 Formation of the Fund	14
	3.2 Life of the Fund	14
	3.3 Face Value and Denomination	14
	3.4 Some Important Policies regarding Investment and Operation of the Fund	14
	3.5 Investment Policies	14
	3.6 Investment Restrictions	15
	3.7 Valuation Policy	15
	3.8 Limitation of Expenses	16
	3.9 Price Fixation Policy, Sale and Re-purchase Procedure	16
	3.10 Winding Up Policy	17
	3.11 Procedure of Winding Up	17
	3.12 Manner of Winding Up	17
	3.13 Effect of Winding Up	17
	3.14 Investment Management	18
	3.15 Dividend Policy	18
Chapter 4	Investment Approach and Risk Factors	19
Chapter 5	Formation, Management and Administration	20
	5.1 Sponsor of the Fund	20
	5.2 Trustee of the Fund	21
	5.3 Custodian of the Fund	21
	5.4 Asset Manager	21
	5.5 Auditors	23
	5.6 Fees and Expenses	23
Chapter 6	Size of the Fund, Tax and Rights of Unit Holders	25
	6.1 Size of Issue	25
	6.2 Sponsor's Subscription	25
	6.3 Tax	25
	6.4 Rights of the Unit Holders	25
Chapter 7	Unit Subscription	26
	7.1 Terms and Conditions of Unit Subscription	26



Chapter 8	Sales Agents	27
	8.1 Names of Selling Agents	27
	8.2 Selling Agents "Details"	27
	8.3 Bankers	30
	Forms	

Fund Directory

Registered Office	House No 80, Road No 11, Block E, Banani Dhaka 1213, Bangladesh Tel: + 8802-9615907
Corporate Office	DK Tower (Level 5), 94 Sonargaon Road Dhaka 1000, Bangladesh Tel: + 8802-9615907
Sponsor	Bangladesh Development Bank Limited Head Office: 8 RAJUK Avenue Dhaka 1000, Bangladesh Tel: + 8802-9555151-59, 9560014-15
Trustee	Investment Corporation of Bangladesh (ICB) BDBL Bhaban, 8 RAJUK Avenue (Level 14-17) Dhaka 1000, Bangladesh Tel: + 8802-9563455
Custodian	Investment Corporation of Bangladesh (ICB) BDBL Bhaban, 8 RAJUK Avenue (Level 14-17) Dhaka 1000, Bangladesh Tel: + 8802-9563455
Asset Manager	Peninsula Asset Management Company Limited House No 80, Road 11, Block E, Banani Dhaka-1213, Bangladesh Tel: + 8802-9615907
Auditor	Makek Siddiqui Wali, Chartered Accountants 9-G, Motijheel C/A (2 nd Floor) Dhaka 1000, Bangladesh
Banker	Southeast Bank Limited Banasree Branch Twin Tower, Plot No 13, Block C Banasree Main Road, Banasree R/A, Rampura Dhaka 1219, Bangladesh Tel: + 8802-8399141, 8399143 Fax: + 8802-8399142



Definitions and Elaboration of Abbreviated Terms

Rule/বিধিমালা	:	সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১
Act	:	সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন আইন, ১৯৯৩
Asset Manager/Asset Management Company/Fund Manager/Investment Manager/AMC	:	The Asset Management Company (AMC) refers to "Peninsula Asset Management Company Limited"
Application Form	:	A form meant to be used by an investor to purchase Units of the Scheme.
BB	:	Bangladesh Bank
BDT	:	Bangladeshi Taka
B/O A/C	:	Beneficial Owner Account or Depository Account
Business Day	:	A day not being: (1) A weekend; (2) A day on which the stock exchanges are closed; (3) A day on which purchase and repurchase of Units is suspended or a book closure period/record date announced by the Trustee/AMC; or (4) A day on which normal business cannot be transacted due to unavoidable circumstances or such other events as the AMC may specify from time to time; (5) A day on which banks are closed.
CAGR	:	Compound Annual Growth Rate
CEO/MD	:	Chief Executive Officer/Managing Director
CIP	:	Cumulative Investment Plan
CDBL	:	Central Depository Bangladesh Ltd
Commission/BSEC	:	Bangladesh Securities and Exchange Commission
Companies Act	:	কোম্পানি আইন, ১৯৯৪
Confirmation of Unit Allocation	:	Letter confirming allocation of Units
DSE	:	Dhaka Stock Exchange Ltd.
CSE	:	Chittagong Stock Exchange Ltd.
Dividend	:	Income distributed by the Fund, when/where applicable.
Custodian	:	Investment Corporation of Bangladesh (ICB)
Effective Date	:	The date of registration of the Trust Deed
EPS	:	Earnings Per Share
FIS	:	Fixed Income Securities
Government	:	The Government of the People's Republic of Bangladesh
ICB	:	Investment Corporation of Bangladesh
Mutual Fund/The Fund/Unit Fund/Open End Mutual Fund	:	Peninsula AMCL BDBL Unit Fund One



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Sales Agent/Selling Agent/Point of Sales	:	AMC designated official points for accepting transaction/service requests from investors.
ISO	:	Initial Subscription Offering
NAV	:	Net Asset Value
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	:	This document issued by Peninsula AMCL BDBL Unit Fund One, offering Units of the Fund for subscription. Any modifications to the offer document will be made by way of an addendum which will be attached to offer document. On issuance of any such addendum, prior approval from BSEC is required and the offer document will be deemed to be updated by the addendum.
Ongoing Offer Period	:	Offer of Units of the Fund after the closure of the initial offer period.
Purchase/Subscription	:	Subscription to/purchase of Units of the Fund
Purchase Price	:	The price, calculated in the manner provided in this offer document, at which the Units can be purchased.
Repurchase	:	Repurchase of Units by the Fund from a Unit holder
Repurchase Price	:	Price at which the Units can be redeemed/repurchased and calculated in the manner provided in this offer document.
Sponsor	:	Bangladesh Development Bank Limited
Trustee/Guardian/ICB	:	Investment Corporation of Bangladesh (ICB)
Unit Certificate/Certificate	:	Unit Certificate of the Fund
Unit Holder	:	A person holding Units of Peninsula AMCL BDBL Unit Fund One offered under this offer document.

Interpretation

For all purposes of this offer document, except as otherwise expressly provided or unless the context otherwise requires:

- Singular terms used in this offer document include the plural, and plural terms include the singular.
- Pronouns having a masculine or feminine gender shall be deemed to include the other.
- A "crore" means "ten million" and a "lakh" means a "hundred thousand".



FUNDHIGHLIGHTS

Name	Peninsula AMCL BDBL Unit Fund One
Type	Open End Fund
Life and Size of the Fund	Perpetual life and unlimited size
Sponsor	Bangladesh Development Bank Limited (BDBL)
Asset Manager	Peninsula Asset Management Company Limited (Peninsula AMCL)
Trustee	Investment Corporation of Bangladesh (ICB)
Custodian	Investment Corporation of Bangladesh (ICB)
Initial Size of the Fund	Tk. 10,00,00,000 (Taka Ten crore) divided into 1,00,00,000 (One crore) Units of Tk. 10 (Taka ten) each
Face Value	Tk.10(Taka ten)per Unit
Objective	The objective of the Peninsula AMCL BDBL Unit Fund One is to achieve superior risk adjusted return to the unit holders in forms of Capital Appreciation, dividend, interest income by investing the proceeds of the fund in the capital market and money market and to provide attractive dividend payments to the unit holders.
Minimum Application Amount	Tk.5,000.00/-per application (500 Units) for individuals Tk.50,000.00/-per application (5,000Units) for institutions
Transparency	NAV will be calculated on a weekly basis and shall be published on the website of the Fund manager (www.peninsula-amcl.com) and as prescribed in the Rule
Target Group	Individuals -both resident and non-resident, institutions-both local and foreign, mutual funds and collective investment schemes are eligible to subscribe the Units of the Fund.
Dividend	Minimum 70 (seventy) percent of realized income of the Fund will be distributed as dividend in Bangladeshi Taka only in each accounting year
Dividend Distribution	The dividend warrant will be distributed 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 operation of the law.
Encashment	The Unit holders can surrender and encash their Units to the Asset Manager and through selling agents appointed by the Asset Manager.
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 from the website (www.peninsula-amcl.com). Every Unit holders will also get quarterly statements of portfolio in the official website of the Asset Manager.
Tax	Dividend income of the Fund will be tax free up to a certain level as permitted by the Finance Act.



RISK FACTORS

Investing in the Peninsula AMCL BDBL Unit Fund One (hereinafter the Fund) involves certain risks that investors should carefully consider before investing in the Fund. Investment in the capital market and in the Fund bears certain risks that are normally associated with making investments in securities including loss of principal amount invested. There can be no assurance that the Fund will achieve its investment objectives. The Fund value can be volatile and no assurance can be given that investors will receive the amount originally invested. When investing in the Fund, investors should carefully consider the risk factors outlined below, which are not necessarily exhaustive or mutually exclusive:

1. General: There is no assurance that the Fund will be able to meet its investment objective and investors could potentially incur losses, including loss of principal when investing in the Fund. Investment in the Fund is not guaranteed by any government agency, the Sponsor or the AMC. Mutual funds and securities investments are subject to market risks and there can be no assurance or guarantee that the Fund's objectives will be achieved. As with any investment in securities, the Net Asset Value of the Fund may go up or down depending on the various factors and forces affecting the Capital Market and Money Market. Past performance of the Sponsors and their affiliates and the AMC do not indicate the future performance of the Fund. Investors should study this Offer Document carefully before investing.

2. External Risk Factor: Performance of the Fund is substantially dependent on the macroeconomic situation and in the capital market as well as money market of Bangladesh. Political and social instability may have an adverse effect on the value of the Fund's assets. Adverse natural calamities may impact the performance of the Fund.

3. Market Risk: The Bangladesh capital market is highly volatile and mutual fund prices and prices of securities can fluctuate significantly. The Fund may lose its value or incur a sizable loss on its investments due to such market volatility. Stock market trends indicate that prices of majority of all the listed securities move in unpredictable direction which may affect the value of the Fund.

4. Concentration Risk: Due to a limited number of listed securities in both the DSE and CSE, it may be difficult to invest the Fund's assets in a widely diversified portfolio as and when required to do so. Due to a very thin secondary fixed income/debt market in Bangladesh, it would be difficult for the Fund Manager to swap between asset classes, if and when required. Limited options in the money market instruments will narrow the opportunity of short term or temporary investments of the Fund which may adversely impact the returns.

5. Dividend Risk: Despite careful investment selection of companies in the Fund, if the companies fail to provide the expected dividend or fail to disburse the dividends declared in a timely manner, this will impact the income of the Fund and the overall return of the Fund.

6. Underlying Liquidity Risk: For investing in Pre-Public Offer Placement securities i.e. in unlisted equity securities by the Fund, may involve liquidity risk. In addition, market conditions and investment allocation may have an impact on the ability to sell securities during periods of market volatility. Debt securities, while somewhat less liquid, lack a well-developed secondary market, which may restrict the selling ability of the Fund and may lead to the Fund incurring losses till the security is finally sold. While securities that are listed on the stock exchange carry lower liquidity risk, the ability to sell these investments is limited by the overall trading volume on the stock exchanges and may lead to the Fund incurring losses till the security is finally sold.

7. Investment Strategy Risk: Since the Fund will be an actively managed investment portfolio; the Fund is subject to management strategy risk. Although the AMC will apply its investment process and risk minimization techniques when making investment decisions for the Fund, there can be no guarantee that such process and techniques will produce the desired outcome.



8. Credit Risk: Since the Fund will seek to also invest as per the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ in both equity and fixed income securities; the credit risk of the fixed income issuers is also associated with the Fund. Investment in fixed income securities are subject to the risk of an issuer's inability to meet interest and principal payments on its obligations and market perception of the creditworthiness of the issuer.

9. Interest Rate Risk: The Net Asset Value (NAV) of the Fund, to the extent invested in Debt and Money Market securities, will be affected by changes in the general level of interest rates. The NAV of the Fund is expected to increase from a fall in interest rates while it would be adversely affected by an increase in the level of interest rates. In addition, zero coupon securities do not provide periodic interest payments to the holder of the security; these securities are more sensitive to changes in interest rates. Therefore, the interest rate risk of zero coupon securities is higher. The AMC may choose to invest in zero coupon securities that offer attractive yields. This may increase the risk of the portfolio.

10. Issuer Risk: In addition to market and price risk, value of an individual security can, in addition, be subject to factors unique or specific to the issuer, including but not limited to management malfeasance, lack of accounting transparency, management performance, management decision to take on financial leverage. Such risk can develop in an unpredictable fashion and can only be partially mitigated, and sometimes not at all, through research or due diligence. To the degree that the Fund is exposed to a security whose value declines due to issuer risk, the Fund's value may be impaired.

11. Repurchase Pressure Risk: In the event of a very large number of repurchase requests, the NAV of the fund may be affected and there may be delays in the delivery of the payment.

12. Risk Associated with change of Government Policy: Government policy and Tax laws may change, affecting the return on investments of the fund, which may eventually affect the NAV and return of the Units.

13. Risk from Natural Calamities: Bangladesh has been prone to natural disaster and political instability over last few decades. Undesirable events such as these may impact the value and performance of the fund.



1.1 Publication of Prospectus for Public Offering

Peninsula Asset Management Company Limited (Peninsula AMCL) has received Registration Certificate from the Bangladesh Securities & Exchange Commission under Bangladesh Securities & Exchange Commission Act, 1993 and সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ made there under and also received consent for issuing prospectus for public offering. A complete copy of the prospectus of the public offering is available for public inspection at DK Tower (Level 5), 94 Sonargaon Road, Dhaka 1000, Bangladesh, Corporate office of Peninsula AMCL - the asset manager of the Peninsula AMCL BDBL Unit Fund One, 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 SECURITIES AND EXCHANGE ORDINANCE, 1969 AND THE সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS APPROVAL THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE FUND, ANY OF ITS SCHEMES OR THE ISSUE PRICE OF ITS UNITS OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ASSET MANAGER, TRUSTEE, SPONSOR AND/OR CUSTODIAN."

1.3 Listing of Fund

The securities will be kept in dematerialized form in Central Depository Bangladesh Limited (CDBL) to facilitate the holding and transfer of the securities of the Fund. Unit certificates will always be available for sale and surrender/repurchase except on the last working day of every week and during book closure period of the Fund at the corporate office of Peninsula AMCL and the authorized selling agents. Peninsula AMCL shall disclose selling price and surrender value/repurchase price of unit at the beginning of business operation on the first working day of every week as per বিধিমালা.

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 exchanges make arrangement in future. In that case public communication will be made as per BSEC approval.

1.4 Availability of Documents for Inspection

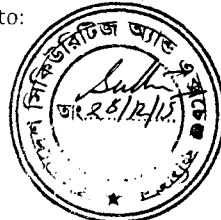
- I. Copy of this prospectus will be available at the corporate office of the Asset Manager and offices of the authorized selling agents of the Fund. This prospectus will also be available at the website of Bangladesh Securities and Exchange Commission (www.secbd.com), Peninsula Asset Management Company Limited (www.peninsula-amcl.com) and Bangladesh Development Bank Limited (www.bdbl.com.bd);
- II. Copy of the trust deed will be available for public inspection during business hours at the office of the asset manager of the Fund. One will be able to purchase a copy of the trust deed by paying the price as determined by the Asset Manager.

1.5 Conditions under Section 2CC of the Securities & Exchange Ordinance, 1969

- i. The Fund shall not account for any upward revaluation of its assets creating reserve without clearance from Bangladesh Securities and Exchange Commission;
- ii. The Fund shall not be involved in option trading, short selling or carry forward transaction;
- iii. A confirmation of Unit allocation shall be issued at the cost of the Fund at par value of Tk.10.00



- (Taka ten) each within 90 (ninety) days from the date of sale of such Units;
- iv. Money receipt/acknowledgement slip issued at the time of sale of Units will be treated as allotment letter, which shall not be redeemable/transferrable;
 - v. 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;
 - vi. An annual report and details of investment and savings of the Fund shall be submitted to the Commission, Trustee and Custodian within 90 (ninety) days from the closure of the accounts;
 - vii. Half-yearly accounts/financial results of the Fund will be published in at least one English and another Bangla national daily newspaper within 30 (thirty) days from end of the period;
 - viii. Dividend shall be paid within 45(forty five) days of its declaration, and a report shall be submitted to BSEC, Trustee and Custodian within 7 (seven) days of dividend distribution;
 - ix. Net Asset Value (NAV) of the Fund shall be calculated and disclosed publicly at least once a week and additionally post the Net Asset Value (NAV) at cost and market price with detailed holdings of the listed securities and other assets at the official website of the asset manager on quarterly basis.
 - x. After initial public subscription, the sale and repurchase/surrender price of Units will be determined by the Asset Management Company as per the Rule. NAV at market price calculated on a date shall form the purchase price/sales price of Units by rounding up the amount and shall be effective up to next calculation of NAV of the Fund. Difference between sale and repurchase price shall not be over 3% of the face value of the Unit; and may increase up to 5% of the sales price per unit.
 - xi. BSEC may appoint auditors for special audit on the affairs of the Fund, if it desires;
 - xii. 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;
 - xiii. The approved 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 in the form of advertisement be published in two national daily newspapers (Bengali and English);
 - xiv. If abridged version of the prospectus is published in the newspaper, complete prospectus shall be made available to the applicants;
 - xv. If the Fund manager fails to collect the minimum 40% of the initial target amount under section 48 of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউফায়াল ফান্ড) বিধিমালা, ২০০৯, it will refund the subscription money within 30 days from the closure of subscription without any deduction. In case of failure, the Fund manager will refund the same with an interest @ 18 percent per annum from its own account within the next month;
 - xvi. 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;
 - xvii. The size of the Fund may be increased from time to time by the AMC subject to approval of the Trustee and with intimation to the Commission;
 - xviii. Confirmation of Unit Allocation of the sponsor's contribution amounting to Tk2,00,00,000/- (BDT Two Crore) only shall be subject to a lock-in for a period of three years from the date of formation of the Fund and after that period, entire holding may be transferred, with approval of the BSEC, to any institution eligible to be a sponsor of a mutual fund.
 - xix. A Confirmation of Unit Allocation amounting Tk. 2,00,00,000/- (20% of the Fund) will be issued in favor of the sponsor. The said unit allocation confirmation shall be in the custody of the Trustee. No splitting of the Unit of Sponsor shall be made without prior approval of the Commission.
 - xx. Ensure that the following are adhered to:



- a. All the publications related to prospectus and all other published documents/notices regarding the Unit Fund shall be submitted to the Commission within 24 hours of publication thereof.
- b. The Asset Management Company shall submit 10 (ten) copies of printed prospectus to the Commission for official record within 7 (seven) working days of prospectus approval.
- c. The Asset Management Company shall ensure in writing to the Commission that the prospectus is published correctly and is a verbatim copy of the prospectus vetted by the Commission.
- d. The AMC shall submit to the Commission a diskette containing the vetted prospectus.
- e. The Securities under kept in the custodian account shall be kept under Peninsula AMCL BDBL Unit Fund One.
- f. All conditions imposed under Section 2CC of the Securities and Exchange Ordinance, 1969 must be complied with and be incorporated in the body of the Prospectus.

1.6 General Information

- i. This prospectus has been prepared by Peninsula Asset 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 there are no other material facts, the commission of which would make any statement herein misleading.
- ii. No person is authorized to give any information to make any representation not contained in this prospectus and if so given or made, such information or representation must not be relied upon as having been authorized by Peninsula Asset Management Company Limited.
- iii. The issue as contemplated in this document is made in Bangladesh 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

Peninsula AMCL will maintain BO Accounts with Investment Corporation of Bangladesh, custodian of Peninsula AMCL BDBL Unit Fund One for creation and redemption of units of Peninsula AMCL BDBL Unit Fund One. In this case sale/Purchase of unit funds by the investor, units will be transferred to the unit holders BO Accounts as per instruction of Peninsula AMCL after the acceptance of demat setup by the Custodian.

In this case of redemption/Repurchase of units by the Asset Manager, units will be taken out from the Central Depository System after setting up remat request by the Custodian and acceptance of remat request by the Asset Manager.



A handwritten signature in black ink, appearing to be "F. Rahman".

1.8 Declarations

Declarations about the responsibility of the Sponsor

The Sponsor, whose name appears in the "Peninsula AMCL BDBL Unit Fund One" Prospectus, accepts full responsibility for the authenticity and accuracy of the information contained in this Prospectus and other documents regarding the Fund. To the best of the knowledge and belief of the Sponsor, who has taken all reasonable care to ensure that all the conditions and requirements concerning this public offer and all 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 an informed decision for investment.

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

Declaration about the responsibility of the Custodian

We, as Custodian of the Peninsula AMCL BDBL Unit Fund One, accept the responsibility and confirm that we shall:

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

Sd/-
(Mohammed Shahjahan)
Deputy General Manager
Trustee Division
Investment Corporation of Bangladesh

Declaration about the responsibility of the Trustee

We, as Trustee of the Peninsula AMCL BDBL Unit Fund One, accept the responsibility and confirm that we shall:

- i. be the guardian of the Fund, held in trust for the benefit of the unit holders in accordance with the Rules & Trust Deed;
- ii. always act in the interest of the unit holders;
- iii. take all reasonable care to ensure that the Fund floated and managed by the Asset Management Company are in accordance with the Trust deed and the Rules;
- iv. make such disclosures by the Asset Management Company to the investors as are essential in order to keep them informed about any information, which may have any bearing on their investments; and
- v. 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 relevant Rules.



Sd/-
(Mohammed Shahjahan)
Deputy General Manager
Trustee Division
Investment Corporation of Bangladesh



Declaration about the responsibility of the Asset Manager

This Peninsula AMCL BDBL Unit Fund One Prospectus has been prepared by us based on the Trust Deed, the Investment Management Agreement, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2006, the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, ডিপজিটরি আইন, ১৯৯৯ and other documents as relevant for adequate disclosure of the Fund's objectives and investment strategies to the investors. We also confirm that:

- i. the prospectus is in conformity with the documents, materials and papers related to the public offer;
- ii. all the legal requirements of the offer have been duly fulfilled; and
- iii. the disclosures made are true, fair and adequate for investment decision.

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

Sd/-
(Firoz Kabir)
Chief Executive Officer
Peninsula Asset Management Company Limited



CHAPTER 2: BACKGROUND

2.1 Preamble

The mutual fund industry has a long history tracing as far back as the early 1800's with its humble beginnings generally considered to be in Europe. Today, mutual funds are widely considered to offer investors attractive risk adjusted returns by pooling assets for various investment purposes. Despite of having huge potential, the open end unit fund in Bangladesh in particular, is at its early or nascent stages, offering room for greater growth and product innovation.

In Bangladesh unit fund was introduced by Investment Corporation of Bangladesh (ICB), a public sector investment bank, in 1981. Later ICB Asset Management Company, a subsidiary of ICB, has launched few unit funds but there has not been any initiative to launch an open end unit fund by private sector till 2013. Later few progressive AMCs launched some unit fund. Today nine open end unit funds are in operation in Bangladesh.

Considering the vital role that open-end mutual funds can play in improving the capital market efficiency, Bangladesh Development Bank Limited has come forward and sponsored an open end mutual fund. Bangladesh Development Bank Limited feels Bangladesh capital market is entering into a new growth phase and sponsorship of Peninsula AMCL BDBL Unit Fund One will offer them a responsible and profitable way of participating in this growth.

Bangladesh Development Bank Limited has chosen two trusted partners: Peninsula Asset Management Company Limited (Peninsula AMCL), as the Asset Manager, and Investment Corporation of Bangladesh (ICB) as the Trustee and the Custodian of the Fund.

2.2 Necessity of Unit Fund in the Context of the Current State of Affairs of the Capital Market of Bangladesh

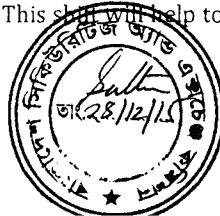
Capital market of Bangladesh presents opportunities and challenges of a frontier market like other markets. Expansionary monetary policy, relaxed regulatory framework, overvaluation of primary market and behavioral aspect originated a four year bull-run which commenced in 2007 before burst in December 2010. Index reached to all time high of 8,918 on December 05, 2010 with highest daily turnover reaching over BDT 3.0 bln.

After the bubble burst, while bearish mood continued till now from the inception of 2011, market is gradually finding a baseline around 4,000 index after long four years. We can decompose this bearish trend into three phases; in the first phase, the overvalued market went through correction during 2011 and 2012 and in second phase, uncertain political climate is denting the investment confidence and subsequent bearish mood in 2013 and 2014 and after the anniversary of the last national election, recently we are optimistic to term the present condition a little bit stable one.

Bangladesh's economy has consistently been rising over last three decades and now stable with average GDP growth rate around 6.0% for almost ten (10) years. Consistent growth in GDP indicates underlying strength of our economy and beckons further growth potential in days ahead. And capital market is an integral part of this economic growth. At present, mutual funds, 41 close end funds (only 1.77% of market capitalization and 2.68% of turnover) and 9 open end unit funds, represent a very small percentage of the total market capitalization; thus allowing greater scope for market growth in the mutual fund sector.

Being at a nascent stage of development, Bangladesh's capital market is going through volatility that is prevalent in any frontier market. The capital market of Bangladesh has thousands of individual small investors who do not have access to the proper investment decision-making tools such as equity research, market information etc. That is why rumors and personal whim have become the investment tools for these individuals speculating about the stock prices. As a result the country's capital market does not behave rationally.

As riding on volatility requires professional skill to generate abnormal return at higher risk, fundamentals of the economy is also exhibiting strength, which is translated in sound return based on buy & hold strategy in specific scrips. A paradigm shift is expected to take place with institutions and professional money managers representing a more sizable and reasonable proportion of the market compared to retail and short term investors. This shift will help to reduce unnecessary market volatility,



lead to more rational price discovery and limit the influence of rumor-based trading in the market on a day-to-day basis. This growth and maturity in the market will play a pivotal role to attract fund from both local and foreign sources.

2.3 Advantages of Investing in Peninsula AMCL BDBL Unit Fund One

The investors of Peninsula AMCL BDBL Unit Fund One will have some great advantages because mutual fund when compared to direct investment in securities of the capital market enjoys the following:

- i. The Bangladesh Securities and Exchange Commission has strict policies in place which regulates the mutual fund industry in Bangladesh. The extensive disclosures of operation and management of mutual funds to the regulator as well as to general public assures the transparency and security for investors.
- ii. Peninsula Asset Management Company Limited will ensure the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিউসিএফ) বিধিমালা, 2001 will be followed dutifully under all circumstances.
- iii. This Fund will help lower the investment risk of small investors because of the diversified fund portfolio. The diversified portfolio of the Fund will also help the small investors gain broad exposure to whole stock market which would have been difficult at individual level.
- iv. Stock selection and market timing by the Asset Manager may generate higher return.
- v. Unit Funds offer automatic reinvestment (i.e. Cumulative Investment Plan) efficiently. Investors who like to receive current dividend income can enjoy receiving yearly dividends. Alternatively, investors who want to see their Unit Funds grow can easily and automatically have capital gains and dividends reinvested. Over time, reinvesting dividends can add substantially to the value of a fund as the result of compounding.
- vi. Under current rules of Initial Public Offerings (IPOs) in Bangladesh, the mutual funds are entitled to participate in a 10 (ten) per cent reserved quota during the lottery. It may be noted that IPOs have historically outperformed the general index.
- vii. Dividend income from this Fund will be tax free up to a certain level as permitted by the Finance Act.
- viii. This Unit Fund will add liquidity to the market by pooling small investors' savings.



CHAPTER 3: THE FUND

3.1 Formation of the Fund

The Trust Deed of the Fund was registered on July 30, 2015 under the Trust Act, 1882 and Registration Act, 1908.

The Fund was registered by the BSEC on September 14, 2015 under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

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 Tk 10,00,00,000 (Taka ten crore) only divided into 1,00,00,000 (one crore) units of Tk 10 (Taka ten) each. Size of the Fund will be increased from time to time by the Asset Manager subject to approval of the Trustee and with due intimation to the BSEC.

3.3 Face Value and Denomination

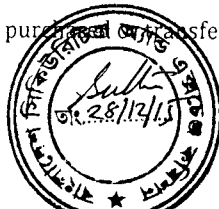
Face value of each Unit will be Tk.10 (Taka Ten) only. Initially, unit holders of the Fund shall be issued with a Confirmation of Unit Allocation letter by the Asset Manager at the cost of the Fund in any denomination but not less than 500 (five hundred) units for individuals and 5,000 (five thousand) units for institutions.

3.4 Investment Objective

The objective of the Peninsula AMCL BDBL Unit Fund One is to achieve superior risk adjusted return to the unit holders in forms of Capital Appreciation, dividend, interest income by investing the proceeds of the fund in the capital market and money market and to provide attractive dividend payments to the unit holders.

3.5 Some important policies regarding investment and operation of the Fund

- i. The Fund shall invest subject to the বিধিমালা and only in those securities, deposits and investments approved by the Bangladesh Securities and Exchange Commission and/or the Bangladesh Bank and/or the Insurance Development and Regulatory Authority (IDRA) of Bangladesh or any other competent authority in this regards.
- ii. Not less than 60 (sixty) per cent of the total assets of the Scheme of the Fund shall be invested in capital market instruments out of which at least 50 (fifty) per cent shall be invested in listed securities.
- iii. Not more than 25 (twenty five) per cent of the total assets of the Scheme of the Fund shall be invested in Fixed Income Securities (FIS).
- iv. Not more than 15 (fifteen) per cent of the total asset of the Scheme of the Fund shall be invested in pre-IPOs at one time.
- v. 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.
- vi. The Fund shall get the securities purchased and transferred in the name of the Fund.



- vii. 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.

3.6 Investment restrictions

- i. The Fund shall not invest more than 10 (ten) per cent of its total assets in any one particular company.
- ii. The Fund shall not invest in more than 15 (fifteen) percent of any company's paid up capital.
- iii. The Fund shall not invest more than 20 (twenty) percent of its total assets in shares, debentures or other securities of a single company or group.
- iv. The Fund shall not invest more than 25 (twenty five) percent of its total assets in shares, debentures or other securities in any one industry.
- v. The Fund shall not invest in, or lend to, any scheme under the same Asset Management Company.
- vi. 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.
- vii. 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.
- viii. 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.
- ix. The Fund shall not involve in option trading or short selling or carry forward transaction.
- x. The Fund shall not buy its own unit.

3.7 Valuation policy

- i. For listed securities, the average quoted closing 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.
- ii. 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.
- iii. The fund shall fix the valuation method for the Scheme subject to the prior approval of the Commission.
- iv. 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 non-listed investment, if any, 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.
- v. 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.
- vi. 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.



- vii. 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.
- viii. Asset Management Company and Trustee will value the non-listed securities at least once in every three months.
- ix. In case of deferred expenses, accrued expenses for the period will be taken into account for determining total liabilities.
- x. Net Asset Value (NAV) calculation

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

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

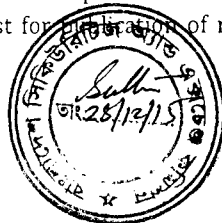
$$\text{NAV per unit} = \text{Total NAV} / \text{No. of units outstanding}$$

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

L_T = Value of all securities payable + Payable against purchase of investments + Payable as brokerage and custodial charges + Payable as Trustee fees + All other payable related to printing, publication and stationery + Accrued deferred expenses with regard to management fee, annual fee, audit fee and safe keeping fee

3.8 Limitation of Expenses

- i. All expenses should be clearly identified and appropriated to the Fund.
- ii. The Asset Management Company may charge Fund for Investment Management and Advisory fees as per the বিধিমালা.
- iii. Asset Management Company may amortize the initial issue costs of the Fund over a period as provided for in the বিধিমালা;
- iv. Provided that initial issue expenses/Initial Public Offering (IPO) costs shall not exceed 5% of the collected amount raised under the Fund and will be amortized within 7 (seven) years on a straight line method.
- v. In addition to the fees mentioned hereinabove the Asset Management Company may charge the Scheme of the Fund with the following recurring expenses, namely;
 - a. Marketing and selling expenses including commissions of the agents, if any;
 - b. Brokerage and Transaction costs;
 - c. Cost of registrar services for transfer of securities sold or redeemed;
 - d. Trusteeship fees;
 - e. Custodian fees;
 - f. Dematerialization fees and others if any;
 - g. Re-registration fees, if any.
 - h. Relevant expenditure for calling meeting by the trustee committee; and
 - i. Other expenses applicable to the Mutual Fund.
- vi. The total expenses charged to any Scheme of 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, cost for preparation of reports and periodicals, bank charge, etc.,



shall not exceed 4% of the weekly average net assets outstanding of the Scheme during any accounting year.

- vii. The expenses referred to hereinabove and any other fees payable or reimbursable to the Asset Management Company or the Trustee shall be charged to the open-end Mutual Fund.

3.9 Price Fixation Policy, Sale & Repurchase Procedure

After completion of initial subscription, the Fund will be made open to the investors for regular buy-sale of Units. The date of re-opening shall be declared by the asset manager upon approval of the Trustee and with due intimation to the BSEC.

The asset manager shall calculate the Net Asset Value (NAV) per unit on the last working day of every week as per formula prescribed in the বিধিমালা and shall disclose sales price and repurchase/surrender price per unit determined on the basis of NAV before commencement of business operation 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. In case of holidays, the Asset Management Company shall notify the same on the next working day.

The difference between sales price and surrender value shall be Tk 0.3 (Taka point three) per unit and may increase up to 5% of the sales price at the decision of the Board of Directors of the Asset Management Company. (The difference between sales price and surrender value shall not exceed 5% of the sales price per unit).

The unit holders may surrender their unit certificates during the business hour as specified by the Asset Management Company. The Fund shall be liable to repurchase the units at the surrender value determined by the Asset Management Company. Sale and repurchase of unit certificates by Asset Management Company shall remain closed during first two weeks of July unless the Commission decides otherwise.

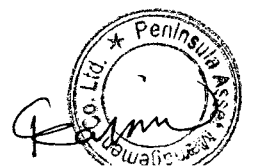
3.10 Winding up Policy

3.10.1 Procedure of Winding Up

- i. If the total number of outstanding unit certificates held by the unit holders after repurchase at any point of time falls below 25% of the actual certificate issued, the Fund will be subject to wound up.
- ii. 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.
- iii. The Scheme may also be wound up if the Commission so directs in the interest of the unit holders.
- iv. 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 newspaper having circulation all over Bangladesh.

3.10.2 Manner of Winding Up

- i. 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.
- ii. The Trustee shall dispose of 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 বিধিমালা, 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.

- iii. 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.

3.10.3 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

- i. Cease to carry on any business activities of the open-end fund;
- ii. Cease to create and cancel unit of the open-end fund;
- iii. Cease to issue and redeem units of the open-end fund.

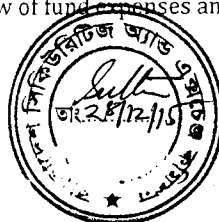
3.11 Investment Management

Peninsula Asset Management Company Limited shall conduct the day-to-day management of the fund's portfolio as the Asset Manager subject to the provisions laid down in the বিধিমালা and trust deed or any general directions given by the Trustee and/or the Commission. However, Asset Manager shall have discretionary authority over the Fund's portfolio about investment decisions. For investment decision an Investment Committee (IC) shall be formed comprising of the following -

- Managing Director/Chief Executive Officer
- Chief Investment Officer
- Head of Research & Development
- Chief Compliance Officer

Managing Director/Chief Executive Officer will be heading the IC and have full authority for investment and exit decision within the frame work of সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়ালফান্ড) বিধিমালা, ২০০১ and parameters set in the Investment Policies and approved by the Board of Director of Peninsula AMCL. IC shall review the present and future economic condition from the research report and regular updates from the IC and will take investment decision. IC shall deliberate and resolve the following matters in connection with investment:

- Developing investment objectives, asset allocation strategy and performance guidelines
- Short, mid and long term investment policies of the fund and amend it time to time as necessary
- Develop and maintain investment guidelines and performance criteria for each investment along with entrustment of each asset class
- Determine the Fund's risk tolerance and investment horizon and communicate such to the working committee as risk management policies of the fund
- Evaluate investment performance
- Oversee the working committee
- Monitoring fund cash flow, liquidity and overall net asset value (NAV) of the fund
- Compare Portfolio composition with desired composition and entrust portfolio rebalancing if necessary
- Administrative decision including review of fund expenses and Accounting control



3.12 Dividend Policy

- i. The accounting year of the Fund shall be July 01 to June 30;
- ii. 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 dividend can be given in the form of cash and/or re-investment Unit or both the option. The Fund shall create a dividend equalization reserve by appropriation from the income of the Scheme;
- iii. 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;
- iv. Surpluses arising simply from the valuation of investments shall not be available for dividend;
- v. Dividend warrants will be dispatched within 45 days from the declaration of such dividends.
- vi. Before registration for transfer of ownership, a transferee shall not possess the right to any dividend declared;
- vii. There will be a Cumulative Investment Plan (CIP) scheme in this Unit Fund. Under this scheme a unit holder instead of receiving dividend may reinvest such dividend income accrued for purchasing Unit at a concession rate. In such case, dividend amount accrued must have the value of at least 50 (fifty) Units;



CHAPTER4: INVESTMENT APPROACH AND RISK CONTROL

A top down and bottom up approach may adopt the following investment approaches and risk control measures, namely:-

- i. Investments will be pursued in selected sectors based on the analysis of business cycles, regulatory reforms, competitive advantage, etc;
- ii. Selective stock picking will be done from the selected sectors;
- iii. The Asset Management Company in selecting scripts will focus 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;
- iv. In addition, the Asset Management Company will study the macro-economic conditions, including the political, economic environment and factors affecting liquidity and interest rates;
- v. Since disciplined investing requires risk management, the Asset Management Company would incorporate adequate safeguards for controlling risks in the portfolio construction process;
- vi. 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.



CHAPTER5: FORMATION, MANAGEMENT AND ADMINISTRATION

5.1 Sponsor of the Fund

To emerge as the country's prime Financial Institution for supporting private sector industrial and other projects of great significance to the country's economic development, Bangladesh Development Bank Ltd. (BDBL) was incorporated on 16 November, 2009 as a Public Company Limited by shares under the Companies Act, 1994 by amalgamation of former Bangladesh Shilpa Bank (BSB) and Bangladesh Shilpa Rin Sangstha (BSRS), two Development Financial Institutions (DFIs) in the public sector. 100% of its share is owned by the Government of Bangladesh.

BDBL is also active participant in commercial banking by introducing new lines of product and providing excellent services to the customers. It extends financial assistance for setting up industries and provides all kinds of commercial banking services to its customers through its branch network in Bangladesh.

The BDBL also inherited membership of Dhaka Stock Exchange Limited (DSE) and Chittagong Stock Exchange Limited (CSE). In order to contribute to the capital market, it acts as stock dealer and stock broker and operates a brokerage house to provide services to the small and medium investors. BDBL also established a fully owned subsidiary company namely BDBL Securities Limited and transferred its one membership with DSE and another membership with CSE. It acts as stock dealer and stock broker.

As a part for its continuous contribution to private sector development and overall country's economic development, BDBL will act as the Sponsor of the Fund. Other than this Fund, BDBL has successfully managed and completed the tenor of a close-end Mutual Fund named "First BSRS Mutual Fund". And recently has decided to sponsor another close-end Mutual Fund.

BDBL has geographically diversified its operation in 30 branch offices all over Bangladesh. The company is being managed by a group of efficient professional people.

5.2 Trustee and Custodian of the Fund

Investment Corporation of Bangladesh (ICB) will act as the Trustee and Custodian of the Fund.

In the backdrop of rapid and functional change in economic policy The Investment Corporation of Bangladesh (ICB) was established on October 1, 1976 under "The Investment Corporation of Bangladesh Ordinance, 1976" (No. XL of 1976). The establishment of ICB was a major step in a series of measures undertaken by the government to accelerate the pace of industrialization and to develop a well-organized and vibrant capital market, particularly securities market in Bangladesh. ICB provides institutional support to meet the equity gap of the companies. In view of the national policy of accelerating the rate of savings and investment to foster self reliant economy, ICB assumes an indispensable and pivotal role.

Through the enactment of the Investment Corporation of Bangladesh (Amendment) Act, 2000 (Act No 24 of 2000), reform in operational strategies and business policies have been implemented by establishing and operating subsidiary companies under ICB. Today ICB has three subsidiary companies, namely, ICB Capital Management limited, ICB Asset Management Company Limited and ICB Securities Trading Company Limited. Apart from several offices in Dhaka, it has six branch offices in the major cities in Bangladesh.

ICB has a proven record of being "Trustee" and "Custodian" for existing mutual funds and corporate bonds. Its dynamic team of dedicated professionals with superior underwriting and trustee skill can boost growth of the company. The company has authorized capital of Tk. 1,000 crore and paid up capital of Tk. 421.88 crore and is listed on both the DSE and the CSE.



5.3 Asset Manager

Peninsula Asset Management Company Limited (Peninsula AMCL) will act as the Asset Manager of the Fund.

Peninsula AMCL incorporated in Bangladesh under the Companies Act, 1994, on January 3, 2010 and awarded with asset management license by Bangladesh Securities and Exchange Commission (BSEC) on September 4, 2013.

The vision of the company is to establish itself as the best asset manager in the country in five years by generating highest risk adjusted return consistently for its clients over the investment horizon with highest level of transparency.

Peninsula is mandated to manage funds across the entire risk-return continuum, which includes equity, debt and money market oriented funds. It provides investment management, risk management and advisory services to institutional and intermediary investors in particular.

Integrity, transparency, experience, professional approach and continuous plunge for knowledge are the major strengths of the company. The main sponsor's vast experience as top government official, blended with judicious management skill of the executives, has made this AMC a unique one. Peninsula AMCL with its highly skilled, research oriented and market savvy team as well as advanced technological support, is an ideal asset management company of the country.

5.3.1 Investment Management Process

Peninsula AMCL sees investment management as a process of building and continually adjusting portfolio to stay consistent with your personal market situation and financial goals. These measures are integrated with big-picture asset allocation factors such as economic conditions, market fundamentals and appropriate investment selection. Based on that Peninsula AMCL has an integrated asset management approach:-

Selecting Universe of Stocks: Firstly Peninsula AMCL identify the universe of the stocks that helps to achieve financial goal then these stocks are classified in different categories based on Peninsula AMCL's selection Criteria.

Preparing Prospective Stock List: Peninsula AMCL then prepare prospective stock list and narrowed down the universe. This step is usually done through Peninsula AMCL's filtering process and fundamental inputs.

Top Down and Bottom Up Approach: Top Down Approach Analysis generally starts with analysis of macroeconomic trends, analysis on broad market indices, analysis of fund flow trend to formulate sector biases and sector allocations. Bottom Up Approach involves a combination of individual security analysis based on multiple parameters, including valuation, qualitative analysis to identify business trends, competitive outlook and corporate management. These analyses are supplemented by company visits and information exchange with management.

Portfolio Construction and Risk Management: Peninsula AMCL then construct an optimum portfolio with the goal of maximizing returns and minimizing risks. Risk Management step applies the pre-determined position limits to the portfolio, limiting sector exposure and individual stock exposure. Maintaining lower volatility is also an important concern; to this end, beta adjustment and other sophisticated risk analysis is used.

Execution of Trade: Peninsula AMCL uses a combination of quantitative strategies and market information to maximize its trade executions. To this end, Peninsula AMCL has selected a panel of brokers to execute its trades in an efficient and confidential manner.



5.3.2 The Brief Profiles of the Senior Management are as follows

Dr. A KA Mubin

Chairman

Dr. Mubin, the main sponsor, has long experience in management, policy making and coordination in the Ministry of Finance, Banking, and Planning, Commerce and Economic Relation Division and multilateral development agencies. He holds Ph.D. degree in Development Economics from Strathclyde University, Glasgow, UK and M.A. in Economics from University of Dhaka. He was involved in formulating several economic policies and reforms for different key economic and regulatory bodies, as well as development and reform of the banking and financial system in Bangladesh. Since 2002, he has been working as a consultant in a number of short term assignments for DFID, EU, CIDA, JBIC, CPD, ADB and WB.

Mr. Sayyied Bin Kabir

Managing Director

Mr. Kabir attained his MA degree in Economics (International Trade, Finance and Health Economics), University of Boston, Massachusetts, USA, and BA in Mathematical Analysis of Economics, Rice University, Houston, Texas, USA. Mr. Sayyied Bin Kabir possesses long experience in media industry. He has served as CEO of Radio Foorti Limited, Inter-speed Advertising Limited, Ekushey Television (UK) Limited. He acted as National Research Fellow for Bangladesh Population Council, New York, USA. He also provides short term consultancy services to several international organizations including International Food Research Institute (IFPRI), British Broadcasting Corporation (BBC), Deutsche Welle (DW), KATALYST, etc. as well as for various USAID, DFID and WB funded projects.

Mr. Firoz Kabir

Chief Executive Officer

Mr. Firoz Kabir has over 12 years of working experience in various capacities in financial institutions with the top AMCs and he possesses in-depth knowledge in designing and marketing of corporate financial products. He earned Masters of Business Administration (MBA) degree from the Institute of Business Administration (IBA), University of Dhaka. He did his Bachelor of Science in Civil Engineering from Bangladesh University of Engineering and Technology (BUET). Previously he worked for a leading AMC, who manages funds around BDT nine billion. He also has working and managing experience of a top rated research team, keen to identify potential stocks and sectors.

5.4 Auditors

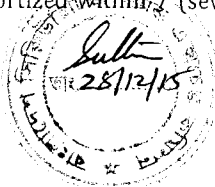
Malek Siddiqui Wali, Chartered Accountants, has been appointed as the Auditor of the Fund for the first year. They are one of the reputed audit firms of the country. Subsequent auditors shall be appointed by the Trustee.

5.5 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 of legal and consulting service, auditing, other professional fees and expenses, brokerage, share/debenture registration expenses and fees due to the BSEC. The Fund shall 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:

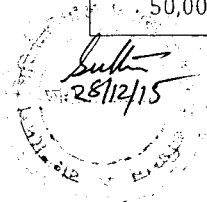
5.5.1 Issue and Formation Expenses

Initial issue and formation expenses are estimated not to be over 5 (five) percent of the collected amount. The issue and formation expenses will be amortized within 7 (seven) years on a straight-line method.



Assuming the initial collected amount as Tk. 100 million, the estimated expenses for the issue and formation of the Fund are presented below:

Issue and Formation Expenses					
SL	Type of Expenses	Percentage of Total Target Fund	Total Tk.	Sub Total/Details	Description
1	Formation Fee Payable to AMC	1.00%	1,000,000.00	Set-fee	Formation fee to AMC on collected fund of approved fund size.
2	Management Fee for Pre-scheme formation period	0.76%	758,219.18	On Scheme	Management fee of AMC for pre-Scheme formation period (Approximate) as per BSEC Directive (No.:SEC/CMRRCD/2009- 193/160) dated 28 May 2014.
3	Legal & Compliance related Expenses (Application, Registration fees etc.)	1.51%	1,514,732.88		
				10,000.00	BSEC Application Fees
				200,000.00	BSEC Registration Fees (0.2% of Initial Fund Size)
				273,500.00	CDBL Fee (Distribution of 1 cr Units X Tk 10 X 0.00015 CDBL Fee Rate = Tk. 15,000; CDBL Documentation Fee = Tk. 2,500; Depository Connection Fee @ Tk. 500 per month X 12 for the year from the date of allotment= Tk. 6,000; Fixed Annual Fee for the year from the date of allotment = Tk. 50,000; Refundable Security Deposit of Issuer = Tk. 200,000.
				100,000.00	Trust Deed Registration fee
				100,000.00	Trustee Fee (0.1% of Fund Size)
				100,000.00	Custodian Fee (0.1% of the Balance Securities held by the Fund)
				100,000.00	Legal advisory Fee
				631,232.88	15% VAT on Formation, Management and Trustee Fee
4	Printing & Publication	1.63%	1,625,000.00		
				375,000.00	Printing of Prospectus
				500,000.00	Publication of Abridged version of Prospectus & IPO notification in Daily Newspaper
				500,000.00	Road Show for IPO
				150,000.00	Bank charge as IPO collection fee (0.1% of the total subscription amount)
				100,000.00	Courier & Distribution Expenses
5	Other expenses	0.10%	100,000.00		
				50,000.00	Post issue Manage/Data Entry, data processing and other related job



			50,000.00	Others/Misc
Total	5.00%	4,997,952.05		

*the above costs are made in best estimates, which may vary in actual.

5.5.2 Annual Expenses

5.5.2.1 Management Fee

As per the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, the Fund shall pay a management fee to the Asset Management Company @ 2.50 percent per annum of the weekly average NAV upto Tk. 5.00 crore and @ 2.00 per cent per annum for additional amount of the weekly average NAV upto 25.00 crore over Tk. 5.00 crore and @ 1.50 percent per annum for additional amount of the weekly average NAV upto Tk 50.00 crore over 25.00 crore and @ 1.00 per cent per annum for additional amount of the weekly average NAV over Tk. 50.00 crore, accrued and payable quarterly.

5.5.2.2 Trustee Fee

The Trustee shall be paid an annual Trusteeship fee of @ 0.1% of the Net Asset Value (NAV) of the Fund on semi-annual in advance basis, during the life of the Fund or as may be agreed upon between the parties.

5.5.2.3 Custodian Fee

The Fund shall pay to the Custodian a safe keeping fee @ 0.1% of balance securities held by the Fund calculated on the basis of average month end value per annum. In any case total custodian fee shall not exceed 0.10% of the initial fund size annually. Any out of pocket expenses may be applicable to the Fund operation from time to time.

5.5.2.4 CDBL Fee

The Fixed Annual Fee of CDBL will be Tk. 50,000 plus VAT. Annual Central Depository System (CDS) Connection Fee will be Tk. 6,000 plus VAT.

5.5.2.5 Fund Registration and Annual Fee

The Fund has paid Tk 2,00,000 (Taka two lac, 0.2% of the Initial Fund Size) only to the Bangladesh Securities and Exchange Commission as registration fee. In addition, the Fund will have to pay @ 0.10 per cent of the Fund value or Tk 50,000 (Taka fifty thousand), whichever is higher, as annual fee in terms of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

5.5.2.6 Commission Payable to Selling Agent(s)

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

5.5.2.7 Audit Fee

The audit fee will be Tk 15,000 (Taka thirty thousand) only for the first accounting year and the Trustee will fix fees for subsequent years.

5.5.2.8 Brokerage Fee

The fund will pay to the stock broker commission of 0.20% - 0.40% of the total amount of transaction including Howla, Laga, CDBL fees and any other associated costs.

5.5.2.9 Amortization of Issue and Formation Expenses



The initial issue expenses in respect of the fund shall not exceed 5 (Five) percent of the collected amount of the fund raised under the scheme and will be amortized within 7 (Seven) years on a straight-line method.

The total expense charged to the fund, except the amortization of initial issue expense and including transaction cost in the form of stock brokerage against buy and sale of securities forming a part of acquisition and disposal cost of such securities, transaction fee payable to the custodian against acquisition or disposal of securities, the annual registration fees payable to the Commission, Audit Fees, Cost for publication of reports and periodicals, Bank Charge, etc, shall not exceed 4 (Four) percent of the weekly average net asset outstanding during any accounting year.



CHAPTER6: SIZE OF THE FUND AND RIGHTS OF UNIT HOLDERS

6.1 Size of Issue

The initial size of the Fund shall be Tk 10,00,00,000 (Taka ten crore) only divided into 1,00,00,000 (one crore) units of Tk 10 (Taka ten) each which may be increased from time to time by 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:

Subscribers	No. of Units	Face Value (Taka per Unit)	Amount (Taka)	Remarks
Sponsor	20,00,000	10	2,00,00,000	Subscribed
General investors	80,00,000	10	8,00,00,000	Yet to subscribe
Total	1,00,00,000	10	10,00,00,000	

6.2 Sponsor's Subscription

Bangladesh Development Bank Limited, the Sponsor, has already subscribed Tk. 2,00,00,000 (Taka two crore) only for 20,00,000 (twenty lac) units of Tk 10 (ten) each at par on July 30, 2015, the effective date.

6.3 Tax

The Asset Manager has applied to National Board of Revenue (NBR) on October 4, 2015 for allowing investment in the Fund by individual investor for tax exemption benefit under Section 44(2) of the Income tax Ordinance, 1984.

6.4 Rights of the Unit holders

6.4.1 Voting Rights

All the unit holders shall have usual voting rights. Voting right can be exercised in person or by proxy in a meeting held in connection with any proposal to amend the characteristics of the Fund or any other agenda of meeting called by the Trustee in the circumstances mentioned in the Trust Deed or the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১. In case of show of hands, every unit holder present in person or/and by proxy shall have only one vote and on a poll, every unit holder present in person and/or by a proxy shall have one vote for every unit of which he/she is the holder.

6.4.2 Transfer of Units

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

6.4.3 Dividend

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

6.4.4 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 Selling Agent(s) to be appointed by the Asset Manager from time to time and any other means as the Asset Manager may deem fit.

6.4.5 Accounts and Information

The Fund's financial year will be closed on June 30th every year and the first year end will be June 30, 2016. Annual report or major head of income & expenditure account and balance sheet in line with schedule VI of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ will be published within 45 (forty five) days from the closure of each accounting year. Furthermore, the NAV of the Fund, NAV per unit, any suspension or alteration of the calculation of NAV of the Fund will be published / notified to the DSE and CSE by the Asset Manager as per বিধিমালা.

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6.3.5 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.

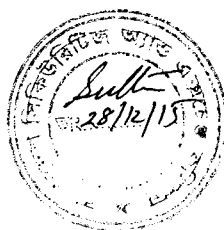


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CHAPTER 7: UNIT SUBSCRIPTION

7.1 Terms and Conditions of Unit Subscription

- i. The Units of Peninsula AMCL BDBL Unit Fund One, hereinafter referred to as the Fund, may be bought through Peninsula Asset Management Company Limited and authorized selling agents appointed by Peninsula AMCL from time to time. Surrender of Units is allowed only through Peninsula Asset Management Company Limited's designated offices and/or through selling agents appointed by Peninsula AMCL.
- ii. Application must be made by an individual (both resident and non-resident), a corporation or company (both local and foreign), a trust or a society (registered in or outside Bangladesh) and not by a firm, minor or person of unsound mind.
- iii. Joint application by two persons is acceptable. In such cases, registration and issuance of Confirmation of Unit Allocation will be in favor of principal applicant while dividend and other benefits, if any, will be addressed to bank account of principal applicant mentioned in the application form/bank account mentioned in BO account. In case of the death of any of the joint holders, only the survivor shall be recognized as having any title to the Units. On death of both the joint holders, the title to the Units will be stowed upon the nominee mentioned in the application form.
- iv. Minimum purchase amount for individual investors is 500 (Five hundred) Units and for institutional investors is 5,000 (Five thousand) Units.
- v. Application for purchase of Units should be accompanied by an account payee cheque/pay order/bank draft in favor of "Peninsula AMCL BDBL Unit Fund One" for the total value of the Units.
- vi. 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. The units will also be delivered to the unit holder's BO A/C in demat form.
- vii. Partial surrender is allowed without any additional cost subject to minimum surrender quantity is 500 (five hundred) Units both for 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.
- viii. 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.
- ix. 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.
- x. All payments/receipts in connection with or arising out of transactions of the Units applied for shall be in Bangladeshi Taka.



CHAPTER 8: SALES AGENTS

8.1 Name of Selling Agents

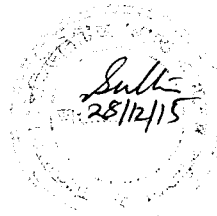
The following members of Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) have shown interest to act as the selling agents of the Fund to sale and repurchase of Units of the Fund on behalf of the Asset Manager:

SI No.	Name of the Selling Agent	Membership
1	Bangladesh Development Bank Limited	DSE and CSE
2	Dragon Securities Limited	DSE
3	Alpha Capital Management Limited	DSE
4	NLI Securities Limited	DSE

The Asset Manager may appoint more willing stock broker(s)/merchant bank(s)/commercial bank(s)/other organizations as selling agents in future subject to approval of the Trustee and with due intimation to the BSEC.

8.2 Selling Agents' Details:

SI No	Name of the Selling Agent	Branch Name	Branch Location	Branch Phone
1	Bangladesh Development Bank Limited	Principal Branch	BDBL Bhaban, 8, Rajuk Avenue, Dhaka-1000	T: +88(02) 9558326
		Motijheel Branch	49, Motijheel, AK Khan Building, Dhaka-1000	T: +88(02) 9560169
		Karwanbazar Branch	12, karwanbazar, Dhaka	T: +88(02) 9144173
		Elephant Road Branch	299, Elephant Road, Dhaka	T: +88(02) 9675282
		Ashulia Branch (Palli Branch)	Three Star Super Market, Jamgora, Mouja- Diakhali, Union-Yerpur, Police Station- Ashulia, District- Dhaka	T: + 88(02) 7789156
		Narayanganj Branch	10, S M Maleh Road(1st and 2nd Floor), Tan Bazar, Narayanganj	T: +88(02) 7643144
		Faridpur Branch	Chamber Building, Mojib Sarak, Nilltoli, Faridpur	T: +88(0631) 63267
		Mymensingh Branch	19/D Shaheb Ali Road, Notun Bzar, Mymensingh.	T: +88(091) 65825
		Agrabad Branch	BDBL Bhaban, 106, Agrabad, C/A, Chittagong	T: +88(031) 716178, 724162
		Khatungonj Branch	6 Ramjoy Mohajan Lane, Asadgang, Khatungang, Chittagong	T: +88(031) 618547
		Rajshahi Branch	108/6, kumerpara, Rajshahi	T: +88(0721) 772337, 775802



		Noakhali Branch	460, Dakhin Bazar, Choumohoni, Noakhali	T: +88(0321) 52306
		Cox's Bazar Branch	Uma Barmij Market, Main Road Techpara, Cox's bazar, Chittagong	T: +88(0341) 63753,63743
		Sylhet Branch	Alo-01, Century Shopping Centre (1st Floor), Sunamganj Road, Aberkhana, Sylhet	T: +88(0821) 716627, 726470
		Comilla Branch	Samobay Bank Bhaban, kandir par, Commilla	T: +88(081) 76191
		Khulna Brance	25-26,KDA Commercial Area, Uper Jessor Road, Khulna	T: +88(041) 720261,714710
		Jhenidah Branch	Roni Tower, 1st floor, 18, Moulana Bhasani Sarak, Jhenidah	T: +88(0451) 62464
		Barisal Branch	Abdur Rahman Bhuiyan & Sons (ARBS) Bhaban, 41, Chalkbazar, Barisal	T: +88(0431) 64456
		Bogra Branch	Khan Plaza (1st Floor), Chakjadu Road, Badurtola, Bogra	T: +88(051) 66154
		Pabna Branch	Bhai Bhai Super Market, Abdul Hamid Road, Pabna	T: +88(0731) 66160
		Rangpur Branch	Sharif Building, Station Road, Rangpur	T: +88(0521) 62487
		Ashugonj Branch (Palli Branch)	Holding No-117, Station Road, Ashuganj, Brahmanbaria	T: +88(08528) 74009
		Moulavibazar Branch	Rahmania Tower, 361, M. Saifur Rahman Road, Moulavibazar Poursava, Moulavibazar	T: +88(0861) 64201
		Dinajpur Branch	Abedin plaza, Gonesh Tola, Dinajpur	T: +88(0531) 63972
2	Dragon Securities Limited	Head Office	Bilquis Tower (8th Floor) Plot 6 (New), Gulshan2 Dhaka 1212	T: +88(02) 8818173-78, 9861969 F: +88(02) 8818180
		Motijheel Office	Swantex Bhaban (5th Floor) 9/I Motijheel C/A Dhaka 1000	T: +88(02) 7115460, 7122464,7122465, 9511371 F: +88(02) 8818180
		Karwan Bazar Office	TK Bhaban (8th Floor) 13 Karwan Bazar Dhaka 1215	T: +88(02) 8119981, 9124920 F: +88(02) 8818180
3	Alpha Capital Management Limited	Head Office	National Scout Bhaban (5th Floor), 70/1 Inner Circular Road, Kakrail Dhaka 1000	T: +88(02) 8316540
4	NLI Securities Limited	Head Office	79 Motijheel (1st Floor) Dhaka	T: +88(02) 9589224-5

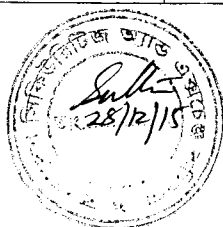


		Karwan Bazar Branch	54 Kazi Nazrul Islam Avenue (1 st Floor), Karwan Bazar Dhaka	T: +88(02) 9124742, 9124782
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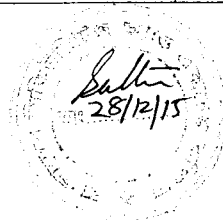
8.3 Bankers

Southeast Bank Limited is appointed as the collection bank for Peninsula AMCL BDBL Unit Fund One. The following branches are nominated by the Southeast Bank to collect the application forms from investors during the initial subscription period. At the end of the initial subscription period all sales proceed to be credited through Southeast Bank Limited and application forms to be collected through the sales agents.

Region	Sl. No	Branch	Address
Dhaka	1	Aganagar Branch	Hassan Market (1st Floor), Dag#506, Khatian#25, Mouza : Zinfira, Union: Aganagar, Thana: Keranigonj, Dist: Dhaka
	2	Ashulia Branch (Rural)	Helim Shopping Complex, (Opposite Fantasy Kingdom), Ashulia, Dhaka
	3	Banani Branch	Plot #71, Block #B, Kamal Ataturk Avenue, Banani, Dhaka
	4	Banasree Branch	Twin Tower, Plot No. 13, Block No. C, Banasree Main Road, Banasree R/A, Rampura, Dhaka - 1219
	5	Bandura Branch	Puraton Bandura Bazar, Mouza : Puraton Bandura, Union : Bandura, Thana : Nawabgonj, Dist: Dhaka
	6	Bangshal Branch	14/3, North South Road, Dhaka
	7	Bashundhara Branch	Plot#142, Block# B, Bashundhara R/A, Baridhara, Dhaka -1212
	8	Dhanmondi Branch	House#23 (New), Road#16 (New) / 27(Old), Dhanmondi R/A, Dhaka
	9	Imamganj Branch	Bhuiyan Market, 163/2, Metford Road, Dhaka
	10	Joypara Branch(Rural)	Begum Aysha Shopping Complex (1st Floor), Holding # 222, Joyapara Pourasava, Thana - Dohar, District - Dhaka
	11	Kakrail Branch	"Toma Tower", Holding No:-77/1, Anjuman Mofidul Islam Road (VIP Road), Kakrail, Dhaka
	12	Karwan Bazar Branch	Jamuna Bhaban (1st Floor) 2, Kawran Bazar C/A, Dhaka-1215
	13	Mirpur Branch	Simpletree, Plot # 01, Road # 08, Block - C Section-06, Mirpur Housing Estate Pallabi, Dhaka
	14	Mohakhali Branch	Bay's (1st Floor), 50 Mohakhali C/A, Dhaka
	15	Mohammadpur Branch	Axis Delvista (1st Floor), Holding No:7/1, Block - A, Aurongajeb Road, Mohammadpur Housing Estate, Mohammadpur, Dhaka
	16	Mouchak Branch	Karnaphuli Point (1st Floor), 70 New Circular Road, Malibagh, Dhaka
	17	New Elephant Road Branch	Kazi Bhaban 39, New Elephant Road, (1st & 2nd Floor), P.S. : Dhanmondi, Dhaka - 1205
	18	New Eskaton Branch	Chowdhury Center, 23/Ka, New Eskaton Road (1st Floor), P.S. : Ramna, Dhaka - 1000
	19	Pragati Sarani Branch	Plot No. GA - 25/5/1, Shahjadpur Pragoti Sarani, Gulshan, Dist.: Dhaka
	20	Sat Mashjid Road Branch	ADC Empire Plaza (1st & 2nd Floor), Plot#183 (Old) 91 (New), Road# 22 (Old) 12/A (New), Satmasjid Road, Dhanmondi, Dhaka
	21	Savar Branch	Plot # A -109, Bazar Road (1st Floor), Pauroshava & P.S.: Savar, Dhaka



	22	Shaymoli Branch	ASA Tower (2nd Floor), 23/3 & 23/14, Khilji Road, Block # B, Mohammadpur, Shyamoli, Thana: Mohammadpur, Dist.: Dhaka
	23	Uttara Branch	House #1, Road #11, Sector #1, Uttara, Dhaka-1230
Chittagong	24	Agrabad Branch	Jahan Building, 59, Agrabad Commercial Area, Chittagong
	25	CDA Avenue Branch	Ali Villa, 1640/1861 (New), CDA Avenue, Asian Highway, East Nasirabad, Thana - Panchliash, Dist.: Chittagong
	26	Halishahar Branch	House # 03, Block - G, Port Connecting Road, Halishahar Housing Estate, Halishahar, Chittagong
	27	Jubilee Road Branch	Haji Golam Rasul Market, 96 Jubilee Road, Chittagong
	28	Khatunganj Branch	410/411, Khatunganj, Chittagong
	29	Madambibir Hat Branch	Madambibir Hat Union, Bhatiary, P.S.:Sitakunda, Dist.:Chittagong
	30	Momin Road Branch	Moitri Bhaban, Holding # 370/A-378, Momin Road, Chittagong, Chittagong City Corporation, P.S: Kotwali, Dist.: Chittagong
	31	Pahartali Branch	Hajrat Taiyabia Complex, Holding # 801(New), D.T. Road, Alongkar Mour, Abdul Alir Hat, Pahartoli, Chittagong
Sylhet	32	Bandar Bazar Branch	Karim Ullah Market, (1st Floor), Bandar Bazar, Sylhet
	33	Chouhatta Branch	Manru Shopping City, Plot# 4953/4943 (1st Floor), Chouhatta Mirboxtola Road, Chouhatta, Sylhet
	34	Hetimgonj Branch	Khoyriganj Jame Masjid Market Complex (1st Floor), Dag# 2551, 2552, 2553 and 2554, J.L# 37, Khatian# 649, Mouza-Maizbag, Union-Fulbari, Hetimgonj Chourasta, Thana: Golapgonj, Dist. - Sylhet
	35	Laldighirpaar Branch	1778/1779, New Market, Sylhet
	36	Pathantula Branch	Holding #1227/1228 (New) and 2406/2407 (Old), Pathantula, J.L. # 90, Namjari Khantian # 392/1, Dag # 1076 and 1077, P.S.: Sylhet Sadar, Dist.: Sylhet
	37	Shahjalal Uposahar Branch	Plot # 07, Block# D, Main Road, Shahjalal Uposahar, Sylhet
Gazipur	38	Konabari Branch (Rural)	Plot # A-147/148, BSCICI/R, VUnion: Konabari, P.S. - Joydebpur, Dist - Gazipur
	39	Tongi Branch	8/B, Anarkoli Road (1st Floor), Tongi Bazar, Gazipur
Moulvibazar	40	Kulaura Branch (Rural)	Aziz Roushan Shopping Center and Garden City, Holding No: 334, Pouroshova: Kulaura, Thana: Kulaura, Dist.: Moulvibazar Bazar
	41	Moulvibazar Branch	Jarif Tower 199/2, M. Saifur Rahman Road, Thana - Moulvibazar, Dist.: Moulvibazar
Feni	42	Chhagalnaiya Branch	Mir Shopping Complex (1st Floor), Dag # 2741/2974, Chhagalnaiya Bazar, P.S.:Chhagalnaiya, Feni
	43	Feni Branch	Surma Sadan, (1st and 2nd Floor), 176,177 and 178 Trunk Road, P.S.: Feni Sadar, Dist. - Feni
Noakhali	44	Bashurhat Branch (Rural)	Syeed Mansion, Holding # 75, Main Road, Bashur Hat Pouroshava, Union: Shirajpur, Thana: Companyganj, Dist.: Noakhali
	45	Chowmuhani Branch	Hossain Market, Holding # 276-284, D.B Road, Chowmuhani Pouroshava, Thana: Begumganj, Dist.: Noakhali
Comilla	46	Comilla Branch	359/328, Jhawtala, 1st Kandir Paar, Thana:



			Kotwali, Dist.: Comilla
Cox's Bazar	47	Cox's Bazar Branch	Asha Shopping Complex 430-431, Bazar Ghata (1st Floor), Cox's Bazar
Bogra	48	Bogra Branch	Bhandari Monzil, (2nd Floor), 776-777 Barogola, Bogra
Barisal	49	Barisal Branch	54, Sadar Road (1st Floor), Kotowali, Barishal
Brammon Baria	50	Brammon Baria Branch	Sikder Plaza, 1001, Dr. Faridul Huda Road, Brahmanbaria Pourashava, Brahmanbaria
Khulna	51	Khulna Branch	Haji Hanif Complex (1st floor), 12 & 13, Khan Jahan Ali Road, Khulna.
Narshingdi	52	Madhabdi Branch (Rural)	"Islam Plaza" (1st Floor), Holding # 1, Maddha Kanda Para, Sadar Road, Ward # 4, Narsingdi Pauroshava, Thana: Narsingdi Sadar, Dist: Narsingdi
Naogaon	53	Naogaon Branch	Kazi Habibur Rahman Market, Holding #301, Ward # 2, Old Hospital Road, (Bridge Mour), Pauroshava: Naogaon, Thana: Naogaon Sadar, Dist.: Naogaon
Narayanganj	54	Narayanganj Branch	Holding #26-29, S.M. Maleh Road, Tan Bazar, Narayanganj
Rangpur	55	Rangpur Branch	RDRS Complex Holding # 9416, Jail Road, Radhaballab, Rangpur

Forms

Specimen copies of the following forms are given in the following pages:

- i. Application Form to Purchase Units, Individual
- ii. Application Form to Purchase Units, Institution
- iii. Surrender / Repurchase Form
- iv. Transfer Form



Signature(s) and Photograph

Principal Applicant

Joint Applicant

Nominee's Photograph Attested by Principal Applicant

TERMS & CONDITIONS

1. The Units of Peninsula AMCL BDBL unit Fund One, hereinafter referred to as the Fund, may be bought through Peninsula Asset Management Company Limited (Peninsula AMCL) and authorized selling agents appointed by Peninsula AMCL from time to time. Surrender of Units is allowed only through Peninsula Asset Management Company Limited or the selling agents appointed by Peninsula AMCL.
2. Application may be made by an individual (both residence and non-resident), a corporation or company (both local and foreign), a trust or a society (registered in or outside of Bangladesh) and not by a firm, minor or unsound mind.
3. Joint application is acceptable by two persons. Registration and Unit allocation will be in favor principal applicant while dividend and others benefits, if any, will be addressed to the bank account or principal applicant mentioned in the application form. In case of the death of any of the joint holders, only the survivor shall be recognized as having any title of the Units. On death of both the joint holders, the Units will bestow upon the nominee.
4. Minimum purchase amount of the individual investor is 500 (five hundred) Units and for institutional investor is 5,000 (five thousand) Units.
5. Application for purchase of Units should be accompanied by a crossed cheque/ pay order / bank draft in favor of "Peninsula AMCL BDBL Unit Fund One"
6. After clearance/encashment of cheque/draft/pay order, the applicant will be allocated Units of the Fund against every purchase with a denomination of number of units he/she applies for. The units will also be delivered to the unit holder's BO A/C in demat form.
7. Partial surrender is allowed subject to minimum surrender quantity is 500 (five hundred) Units both for individuals and institutions. Upon partial surrender, the Unit holder will be issued with a new Confirmation of Unit Allocation representing the balance of Unit Holding.
8. 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.
9. Unit holders may split their Unit Certificates subject of minimum denomination of 500 (Five Hundred) units. In case of split, the fund will charge a nominal fee as decided by Peninsula AMCL from time to time.
10. Dividend may be delivered in cash or by way of Units under Cumulative Investment Plan (CIP) as the application mentioned in the application form.
11. All payments in connection with or arising out of transactions in the Units hereby applied for shall be in BDT.

FOR OFFICE USE ONLY

Date: DD / MM / YY
 Registration No: _____ Sale No: _____
 No. of Units: _____ Certificate No: _____

Issuing Office Sign, seal & Stamp

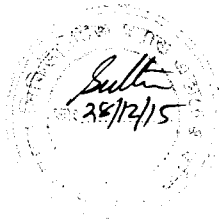
[Empty box for Issuing Office Sign, seal & Stamp]

I/we confirm that I/we have received the Confirmation of Unit Allocation Mentioned above and also that I/we agree to abide by the terms cited above as may be altered, replaced and modified from time to time by Peninsula Asset Management Company Limited.

Applicant's Signature:

Principal Applicant

Joint Applicant (If any)



PENINSULA AMCL BDBL UNIT FUND ONE

Asset Manager: Peninsula Asset Management Company Limited (Peninsula AMCL)

APPLICATION FORM TO PURCHASE UNITS-INSTITUTION

(Please read Terms and Conditions on reverse carefully)

To,
The Chief Executive Officer
Peninsula Asset Management Company Limited
DK Tower (Level 5), 94 Sonargaon Road, Dhaka 1000

For Office Use only
Registration No.: _____
Sale No.: _____

(Please fill up the Form in BLOCK LETTERS)

I/ we would like to purchase _____ units of Peninsula AMCL BDBL Unit Fund One at a price of TK. ___ per unit, prevailing on the sale date. I/we enclose a Cheque/ P.O./D.D. No. _____ Bank _____ Branch _____ for an amount of TK. _____ (in words _____) with this application.

Name of Institutions: _____

Type of Institutions: Local Company Foreign Company Society Trust Other

Registration No: _____ TIN No.: _____

Address: _____

Tel No.: _____ Fax No.: _____ Email: _____

BO A/C No. _____ Units Hold (if any): _____

Bank: _____ Branch: _____

Bank A/C No. _____ Dividend Option Cash CIP

Name of CEO / MD: _____

Details of Authorized Person(s), if any:

Sl.	Name	Designation	Signature
1.	_____	_____	_____
2.	_____	_____	_____

Mode of Corporation: Jointly by _____ Singly by _____

Document Enclosed:

- Memorandum and Article of Association Extract of Board Resolution
- Power of Attorney in Favor of Authorized Person(s) TIN Certificate
- Trust Deed Certificate of Incorporation

Applicant's Signature

Seal & Signature of the Authorized Person Date of Application: DD / MM /YY _____

ACKNOWLEDGEMENT

Certified that this selling agent / bank has received a Cheque / P.O./ D.D. No. _____ Bank _____ Branch _____ for an amount of Tk. _____ (in words _____) Only from _____ being the application money for _____ Units of Peninsula AMCL BDBL Unit Fund One.

Selling Agent's Seal and Date

Sale No:

Authorized Signature
(Name & Designation)

Signature(s) and Photograph:



CEO/ MD

1st
Authorized
Person

2nd
Authorized
Person

TERMS & CONDITIONS

1. The Units of Peninsula AMCL BDBL Unit Fund One, hereinafter referred to as the Fund, may be bought through Peninsula Asset Management Company Limited (Peninsula AMCL) and authorized selling agents appointed by Peninsula AMCL from time to time. Surrender of Units is allowed only through Peninsula AMCL or the selling agents appointed by Peninsula AMCL.
2. Application may be made by an individual (both residence and non-resident), a corporation or company (both local and foreign), a trust or a society (registered in or outside of Bangladesh) and not by a firm, minor or unsound mind.
3. Joint application is acceptable by two persons. Registration and Unit allocation will be in favor principal applicant while dividend and others benefits, if any, will be addressed to the bank account or principal applicant mentioned in the application form. In case of the death of any of the joint holders, only the survivor shall be recognized as having any title of the Units. On death of both the joint holders, the Units will bestow upon the nominee.
4. Minimum purchase amount of the individual investor is 500 (five hundred) Units and for institutional investor is 5,000 (five thousand) Units.
5. Application for purchase of Units should be accompanied by a crossed cheque/pay order/bank draft in favor of "Peninsula AMCL BDBL Unit Fund One"
6. After clearance/encashment of cheque/draft/pay order, the applicant will be allocated Units of the Fund against every purchase with a denomination of number of units the institutional investor applies for. The units will also be delivered to the unit holder's B/O account in demat form.
7. Partial surrender is allowed subject to minimum surrender quantity is 500 (five hundred) Units both for individuals and institutions. Upon partial surrender, the Unit holder will be issued with a new Confirmation of Unit Allocation representing the balance of Unit Holding.
8. 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.
9. Unit holders may split their Unit Certificates subject of minimum denomination of 500 (Five Hundred) units. In case of split, the fund will charge a nominal fee as decided by Peninsula AMCL from time to time.
10. Dividend may be delivered in cash or by way of Units under Cumulative Investment Plan (CIP) as the application mentioned in the application form.
11. All payments / receipts in connection with or arising out of transactions in the Units hereby applied for shall be in Bangladeshi Taka.
12. Application by Charitable Organization/Provident Fund/Trust must be accompanied by the relevant documents as mentioned in the application form and the power of Attorney in favor of the parson(s) signing the application should be attached.

FOR OFFICE USE ONLY

Date: DD / MM / YY

Registration No: _____ Sale No: _____

No. of Units: _____ Certificate No: _____

Issuing Office Sign, Seal & Stamp

[Empty box for Issuing Office Sign, Seal & Stamp]

I/we confirm that I/we have received the Confirmation of Unit Allocation Mentioned above and also that I/we agree to abide by the terms cited above as may be altered, replaced and modified from time to time by Peninsula Asset Management Company Limited.

Applicant's Signature:

Seal & Signature of the Authorized Person

Date of Application



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PENINSULA AMCL BDBL UNIT FUND ONE

Asset Manager: Peninsula Asset Management Company Limited (Peninsula AMCL)

REPURCHASE/SURRENDER FORM

(Please read 'Terms and Conditions on reverse carefully)

Date: / /

To,
The Chief Executive Officer
Peninsula Asset Management Company Limited
DK Tower (Level 5), 94 Sonargaon Road, Dhaka 1000

For Office Use only
Surrender No.:

(Please fill up the Form in **BLOCK LETTERS**)

Registration No:

I/ we _____ address (if changed) _____
_____ am/are the holder(s) of _____ Units of Peninsula AMCL
BDBL Unit Fund One. I/ we would like to surrender _____ Units (in word _____
Units) at the repurchase price of TK. _____ per unit as declared by the Asset Manager on ___/___/ _____.
My/ our surrender request is summarized below:

Sl.No.	Confirmation of Unit allocation No.	Number of Units Held	Units to Surrendered		
			No. of Units	Repurchase Price Tk./Unit	Total Surrender Value

I/ we attach herewith the above mentioned Confirmation of Unit Allocation (s) .Please issue an account payee cheque in favor of me/us for total surrender amount and issue a Confirmation for balance units, if any.

Signature of Unit Holder(s)

Witness

1. Signature:

Name :

Father's/Husband's Name:

Address :

2. Signature:

Name :

Father's/Husband's Name:

Address :

For Office Use Only

Date ___/___/___

Checked and Verified by Name: _____

Signature: _____



ACKNOWLEDGEMENT

Received the Confirmation of Unit Allocation for surrender/partial surrender as mentioned below :

Registration No. _____

- 1 Confirmation of Unit Allocation No. _____ Quantity _____ Surrendered Quantity _____
- 2 Confirmation of Unit Allocation No. _____ Quantity _____ Surrendered Quantity _____

Seal and Date of Issuing Office Surrender No: Authorized Signature
(Name & Designation)

TERMS & CONDITIONS

- 1. The Units of Peninsula AMCL BDBL Unit Fund One, hereinafter referred to as the Fund, may be bought through Peninsula Asset Management Company Limited (Peninsula AMCL) and authorized selling agents appointed by Peninsula AMCL from time to time. Surrender of Units is allowed only through Peninsula AMCL or the selling agents appointed by Peninsula AMCL.
- 2. Units may be surrendered on all working days except last working day of the week and during the book closure period/record date of the Fund.
- 3. Minimum surrender quantity is 500 (five hundred) Units for both individual and institutional unit holders.
- 4. Partial surrender is allowed without any additional cost subject to minimum surrender quantity of 500 (five hundred) Units both for individuals and institutions. Upon partial surrender, the unit holder will be issued with a new Confirmation representing the balance of his /her Unit holding.
- 5. Unit holder is required to attach the Confirmation of Unit Allocation Letter(s) he/she/the institution wants to surrender along with this surrender form.
- 6. After verification of authenticity of Confirmation of Unit Allocation Letter(s), account payee cheque for surrender amount will be issued in favor of unit holder within maximum of seven working days. In case of joint holding, account payee cheque will be issued in favor of principal holder.

FOR OFFICE USE ONLY

Cheque No: _____ Bank: _____ Date: DD /MM/ YY
Amount Tk.: _____ (Tk. _____)

issued in favor of _____.

For balance Units, if any.

Registration No.: _____ Surrender No.: _____

No. of Units : _____ Confirmation of Unit Allocation No.: _____

Seal and Signature of Issuing Office



Received cheque and/or Confirmation of Unit Allocation (if any) as mentioned above.

Signature of Unit Holder

Date: ___ / ___ / ____



PENINSULA AMCL BDBL UNIT FUND ONE

Asset Manager: Peninsula Asset Management Company Limited (Peninsula AMCL)

TRANSFER FORM

(Please read "Terms and Conditions on reverse carefully")

To,
The Chief Executive Officer
Peninsula Asset Management Company Limited
DK Tower (Level 5), 94 Sonargaon Road, Dhaka 1000

For Office Use only
Transfer No.:
Registration No.:

(Please fill up the Form in BLOCK LETTERS)

I/We _____ address (if changed) _____
_____ hereinafter referred to as transferor, am/are the holder(s) of _____ Units of Peninsula
AMCL BDBL Unit Fund One. I/We would like to transfer _____ Units (in words _____
units) to the following person/institution, hereinafter referred to as transferee:

Transferee

Name: Mr./Ms./Mrs. _____ Father/Husband: _____
Mother: _____ Occupation: _____ registration No. (For existing unit holder
only): _____ Address: _____
Nationality: _____ National ID No./passport No. (if any): _____ Date of Birth: ___/___/___
Email: _____ Tel/Mob: _____ Bank: _____ Branch: _____

Bank A/C No.: _____ Dividend Option: Cash CIP

BO A/C No. _____

If Transferee is Institution

Registration no: (if existing unit holder): _____ No. of units held (if any): _____ Name of Institution: _____
TIN No.: _____ address: _____

Type of Institution: Local Company Foreign Company Society Trust Other
Tel./Mob No.: _____ Fax No.: _____ Email: _____
Bank: _____ Branch: _____

Bank A/C No.: _____ Dividend Option: Cash CIP

BO A/C No. _____

Details of Person (s), if any: _____

Sl. Name Designation Signature
1. _____
2. _____

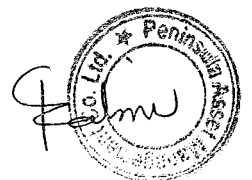
Mode of Operation: Jointly by _____ Singly by _____
Document Enclosed: Memorandum and Article of Association Extract of Board Resolution
 Power of Attorney in Favor of Authorized Person (s) TIN Certificate Certificate of Incorporation
 Society Registration Certificate Trust Deed

Witness

Applicant's Signature & Seal

1. Signature:
Name :
Father's/Husband's Name:
Address :

2. Signature:
Name :
Father's/Husband's Name:
Address :



For Office Use Only

Checked and Verified by:

Name _____ Signature: _____ Date: __/__/____

ACKNOWLEDGEMENT

Certified that this selling agent/ bank has received a request for transforming _____
Units of Peninsula AMCL BDBL Unit Fund One from _____ to

Seal and Date of Issuing Office

Transfer No. _____

Authorized Signature
(Name & Designation)

TERMS & CONDITIONS

1. 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 Peninsula Asset Management Company limited from time to time except in the case of transfer by way of inheritance.
2. Transfer of Units is allowed through the Asset Manager.
3. The Units will be transferred on all working days except the last working day of the week and during the book closer period/record date of the Fund.
4. The total number of Units held by a single certificate is required to be transferred at a time.
5. The Confirmation of Unit Allocation(s) of the transferor is/are required to be attached with the Transfer Form.
6. The unit certificate(s), the unit holder(s) intend to transfer is/are required to be attached with the transfer form.
7. After verification of authenticity of the transferor's Confirmation of Unit Allocation of Unit Allocation(s) as well as the information provided in the transfer Form, the Asset Manager will deliver the new Confirmation of Unit Allocation in the name of Transferee within a period of seven working days.
8. The conditions applicable for initial Confirmation of Unit Allocation will apply even after transfer of Units in the name of Transferee.

FOR OFFICE USE ONLY

Date: DD / MM / YY _____

Transferee's Registration No.: _____ Transfer No.: _____

Confirmation of Unit Allocation No.: _____ No. of Units _____ Certificate No.: _____

Seal and Signature of Issuing Office



I/We, the said transferee, have received the above mentioned Confirmation of Unit Allocation and do hereby agree to accept and take the said Confirmation of Unit Allocation on the same terms and conditions on which they were held by the said transferor.

Applicant's Signature:

Signature of Transferee

DD / MM / YY _____

