



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

JIBON BIMA TOWER (14, 15, 16 & 20 FLOOR), 10 DILKUSHA C/A, DHAKA-1000, BANGLADESH

BSEC/MF&SPV/MF-123/2014/799
December 28, 2015

Chief Executive Officer

Peninsula Asset Management Company Limited
(Asset Manager of Peninsula AMCL BDBL Unit Fund One)
House No.-80, Road No.-11, Block -E,
Banani, Dhaka-1212.

Managing Director

Investment Corporation of Bangladesh
(Custodian & Trustee of Peninsula AMCL BDBL Unit Fund One)
8, Rajuk Avenue (level-14), Dhaka-1000

Managing Director

Bangladesh Development Bank Ltd.
(Sponsor of Peninsula AMCL BDBL Unit Fund One),
BDBL Bhaban, 8, RAJUK Avenue, Dhaka.

Subject: Approval for Issuance of Prospectus and Abridged Version of Peninsula AMCL BDBL Unit Fund One.

Dear Sir,

With reference to your letter dated 18 October and 17 December 2015, I am directed to inform you that the Commission is pleased to accord consent to issue the prospectus of Peninsula AMCL BDBL Unit Fund One subject to following conditions imposed under Section-2CC of the Securities and Exchange Ordinance, 1969:

- (1) The Fund shall not account for any upward revaluation of its assets creating reserve without clearance from the Bangladesh Securities and Exchange Commission;
- (2) The fund shall not be involved in option trading, short selling or carry forward transactions;
- (3) A confirmation of Unit allocation shall be issued at the cost of the Fund at par value of Tk. 10.00 each within 90 (ninety) days from the date of sale of such units;
- (4) Money receipt/acknowledgement slip issued at the time of sale of units will be treated as allotment letter, which shall not be redeemable/ transferable;
- (5) The annual report of the Fund /or its abridged version will be published within 45 (forty-five) days of the closure of each accounting year of the Fund;
- (6) An annual report and details of investment and savings of the Fund shall be submitted to the Commission, Trustee and Custodian of the Fund within 90 (ninety) days from the closure of the accounts;
- (7) Half-yearly accounts/financial results of the Fund will be published in at least one English and another Bangla National daily newspapers within 30(thirty) days from end of the period;

[Signature]

Page 1 of 3



BANGLADESH SECURITIES AND EXCHANGE COMMISSION

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- (8) 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 days of dividend distribution;
- (9) Net Asset Value (NAV) of the fund shall be calculated and disclosed publicly at least once a week;
- (10) After initial public subscription, the sale and repurchase/surrender price of units will be determined by the Asset Management Company. NAV at market price calculated on a date shall form the sale price of units by rounding up the amount and shall be effective up to next calculation of NAV of the Fund. Difference between sale and repurchase price shall primarily be Tk. 0.30, which may be changed in future, but not be over 5% of the sale price of the unit;
- (11) BSEC may appoint auditors for special audit/investigation on the affairs of the Fund, if it so desires;
- (12) The Fund shall maintain separate bank account(s) to keep the sale proceeds of units and to meet up day-to-day transaction including payment against Repurchase of units. All transactions of the account shall be made through banking channel and shall be properly documented;
- (13) The prospectus/abridged version of the prospectus shall be published in one widely circulated Bengali national daily newspaper. Provided that information relating to publication of prospectus be published in 2 national daily newspapers (Bengali and English);
- (14) If abridged version of the prospectus is published in the newspaper, complete prospectus shall be made available to the applicants;
- (15) If the Fund Manager fails to collect the minimum 40% of the initial target amount under বিধি ৪৮ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, will refund the subscription money within 30 days without any deduction. In case of failure, the Fund Manager will refund the same with an interest @ 18 per cent per annum from its own account within the next month;
- (16) On achievement of 40% of the initial target amount, the fund is allowed to commence investment activities of the fund with permission of the Trustee;
- (17) The size of the fund will be increased from time to time by the AMC subject to approval of the Trustee and with intimation to the Commission;
- (18) Confirmation of Unit allocation of the Sponsor's contribution amounting to Tk. 2,00,00,000/- (Tk. two crore) only shall be subject to a lock in period of minimum three years from the date of formation of the fund and after that period entire holding may be transferred to any eligible institution who has the qualification to be a sponsor of a mutual fund with prior permission of BSEC.
- (19) 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 confirmation letter shall be in the custody of Trustee. No splitting of the Unit of Sponsor shall be made without prior approval of the Commission.

Please ensure that the following are adhered to:

1. As per provisions contained in the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ regarding limitation of time on closure of subscription, the initial public subscription will remain open for forty five days or for a period up to achievement of the initial target amount, whichever is earlier;

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2. The paper cutting of the published prospectus and all other published documents/notices regarding the Unit Fund shall be submitted to the Commission within 24 hours of publication thereof;
3. The asset management company shall submit 40 (forty) copies of printed prospectus to the Commission for official record;
4. The asset management company shall ensure in writing to the Commission that the prospectus/abridged version is published correctly and is a verbatim copy of the prospectus/abridged version vetted by the Commission;
5. The expiry date of the sponsor's locked-in portion shall be specifically mentioned on the body of the jumbo confirmation of Unit allocation;
6. The AMC shall apply the spot buying rate (TT clean) of Sonali Bank prevalent on the date of opening of subscription for conversion of foreign currencies;
7. The AMC shall submit to the Commission a diskette containing the vetted prospectus and its abridged version;
8. 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 and in its abridged version.
9. After due approval by the Trustee regarding issue and formation expenses, the AMC shall submit in details to the Commission regarding issue and formation expenses within 15 days of fund operation.

Prospectus and abridged version thereof vetted by the Commission enclosed herewith for taking necessary actions at your end.

Thanking you

Yours faithfully,

Sultana Parveen
Assistant Director

Enclosure: Vetted Prospectus and Abridged Version

CC to:

- Chairman, National Board of Revenue
- Registrar of Joint Stock Companies and Firms
- Office of the Chairman, BSEC
- Office of all Commissioners, BSEC
- All Departmental Heads, BSEC
- Website of the Commission