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PROSPECTUS (Abridged Version)

ICB AMCL FIRST NRB MUTUAL FUND

Total Issue : 1,000,000 units of Tk. 100.00 each at par for Tk. 100.00 million
Sponsor's Contribution : 100,000 units of Tk. 100.00 each at par for Tk. 10.00 million
Reserved for Mutual Funds : 600,000 units of Tk. 100.00 each at par for Tk. 10.00 million
Non-Resident Bangladeshis : 600,000 units of Tk. 100.00 each at par for Tk. 60.00 million
Resident Bangladeshis : 200,000 units of Tk. 100.00 each at par for Tk. 20.00 million

Asset Manager : ICB Asset Management Company Limited (A Subsidiary of ICB, registered as a public limited company under the Companies Act, 1994)
Sponsor : ICB Capital Management Limited (A subsidiary of ICB)
Trustee : Investment Corporation of Bangladesh
Custodian : Investment Corporation of Bangladesh

Subscription :

Subscription opens: January 28, 2007
Subscription closes: February 11, 2007
For Non-Resident Bangladeshis subscription closes on February 20, 2007

Date of publication of prospectus: December 27, 2006 in "The Daily Star" and "The Daily Prothom Alo"

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The Issue/Fund shall be placed in "N" category. The fund shall apply for listing with both the Stock Exchanges.

HIGHLIGHTS

- 1. Name: ICB AMCL First NRB Mutual Fund.
2. Size of the Fund: Tk. 100.00 million divided into 10,00,000 Units of Tk. 100.00 each.
3. Nature: Closed-end Mutual Fund of ten years tenure.
4. Objective: The objective of the Fund is to mobilize small savings of NRB's & increase remittance of foreign currency...

RISK FACTORS

- 1. The performance of the Fund is directly related with the macro economic situation particularly the capital market of Bangladesh.
2. Since the capital market of Bangladesh is highly volatile, there is no assurance of achieving the stated objective of the Fund.
3. Due to small number of listed securities in both the stock exchanges, it may be difficult to invest the Fund's assets in a widely diversified portfolio as and when required to do so.

KEY INFORMATION ABOUT THE FUND

- 1. Publication of Prospectus for public offering: ICB Asset Management Company Limited has received Registration Certificate from the Securities and Exchange Commission under Securities and Exchange Commission Act, 1993...
2. Approval of the Securities and Exchange Commission: APPROVAL OF THE SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE/OFFER OF THE FUND UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969 AND...
2.1 Disclosure in respect of Security in Demat Form: As per provisions of the Depository Act, 1999 and regulations made there under, the unit of the fund will be issued in dematerialized form only and for this purpose, the fund has signed an agreement with the Central Depository of Bangladesh Ltd. (CDBL)...

PART-A

- 1. The Fund shall go for Public Offer for 9.00 (Nine) lac units of Taka 100/- each at par worth Taka 9.00 (Nine) crore following the prospectus and a circular letter issued there under.
2. The prospectus/abridged version of the prospectus as vetted by SEC, shall be published in two widely circulated national daily newspapers (Bangla and English) within 10 (Ten) days of receipt of the approval letter.
3. Sufficient copies of prospectus shall be made available by the Asset Management Company so that any person requesting a copy may receive one. A notice shall be placed on the front of the application form distributed in connection with the offering, informing that interested persons are entitled to a prospectus, if they so desire...

Part-B

- 1. The Asset Management Company (i.e. ICB Asset Management Company Ltd.) shall ensure that the prospectus/abridged version of the prospectus is published correctly and in strict conformity without any error/omission, as vetted by the Securities and Exchange Commission.
2. The Asset Management Company shall carefully examine and compare the published prospectus/abridged version of the prospectus on the date of publication with the prospectus, as vetted by SEC. If any discrepancy/inconsistency is found both the sponsor and the Asset Management Company shall jointly publish a corrigendum immediately in the same newspapers concerned, simultaneously endorsing copies thereof to SEC and the stock exchange(s) concerned, correcting the discrepancy/inconsistency as required under "Declaration" provided with SEC.
3. The sponsor and the Asset Management Company shall immediately after publication of the prospectus jointly inform the Commission in writing that the published prospectus/abridged version of the prospectus is a verbatim copy of the prospectus vetted by the Commission.

PART-C

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

PART-D

- 1. As per provision of the Securities and Exchange Act, 1993 and regulations made there under, units shall only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the Central Depository of Bangladesh Ltd. (CDBL) system and any further issuance of units will be issued in dematerialized form only.
2. An applicant (including NRB) shall not be able to apply for allotment of units without beneficial owner account (BO account).
3. The Asset Management Company shall ensure compliance of all above mentioned conditions.
4. DECLARATIONS: The sponsor whose name appears in this prospectus, accept full responsibility for the authenticity and accuracy of the information contained in this prospectus and other documents regarding the Fund. To the best of the knowledge and belief of the sponsor, who has taken all reasonable care to ensure that all conditions and requirements concerning this public issue and prospectus have been met and there is no other information or documents, the omission of which may make any information or statements therein misleading.

4.2 Declaration about the responsibility of the Asset Management Company

This prospectus has been prepared by us based on the Trust Deed, Investment Management Agreement and other related agreement and examination of other documents as relevant for adequate disclosure. We also confirm that: (a) the prospectus is in conformity with the documents, materials and papers related to the issue; (b) all the legal requirements of the issue have been duly fulfilled; and (c) the disclosures made are true, fair and adequate for investment decision.

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

4.4 Declaration about the responsibility of the Custodian: We, as Custodian of the ICB AMCL First NRB Mutual Fund accept the responsibility and confirm that we shall: a. keep all the securities in safe custody and shall provide the highest security for the assets of the Fund; and b. preserve necessary documents and record so as to ascertain movement of assets of the Fund as per Rules.

5. Background of initiating a closed-end ICB AMCL First NRB Mutual Fund: Mutual Fund presently is one of the fastest growing sectors through out the world. In Bangladesh ICB is the harbinger of Mutual Funds. Out of the total 16 Mutual Funds, ICB and its Subsidiary have so far floated 13 Mutual Funds in the Market. Among these 13 (thirteen) Mutual Funds, the ICB Asset Management Company Limited has floated 4 (four) Mutual Funds of which ICB AMCL Islamic Mutual Fund and ICB AMCL Pension Holders Unit Fund (Open end) are non-conventional Mutual Funds. The ICB AMCL First NRB Mutual Fund is also a non-conventional Mutual Fund. In Bangladesh there are no Mutual Fund for non-resident Bangladeshis.

Keeping in view the situation, ICB Capital Management Ltd. come forward with the proposal to act as sponsor of a Mutual Fund. ICB itself will be the Trustee and Custodian of the Fund whereas ICB Asset Management Company Ltd. will act as the Fund Manager of the said Mutual Fund. The Capital Market showed signs of resilience and buoyant during the first half of the year 2005-2006. But the stock market price barometer registered a downward trend during second half of the year.

At present, Bangladesh capital market is attractive in terms of value indicators like Price Earning Ratio low 11.06 and Yield 4.56 as at May 31, 2006. The size of the market in terms of market capitalization Tk. 209.46 billion and number of listed issue 298 is relatively small. Market for corporate debt instruments also remained small and undeveloped. The retailers dominate market in the absence of foreign players and local institutional investors. Investment Corporation of Bangladesh is the pioneer local financial institution that operates in the stock market. It manages eight listed closed-end funds and one open-ended fund and its own portfolio listed in both the exchanges. It is the major institutional player who plays a vital role in bringing market transparency and stability.

In the recent past lot of measures have been taken by SEC. Continuous reforms are also taking place in the capital market. The Direct Listing Regulations, 2006 has opened a new horizon in the Securities Market as it will be encouraging for well-established and reputed companies interested to go public without making Public Offer. Many of the companies which are reluctant to go public through Initial Public Offering (Public Offer's) is now expected to feel encouraged to be listed directly in the stock exchanges. So, this listing opportunity will enhance the depth of the market.

7.1 Sponsor of the Fund: ICB Capital Management Ltd. (ICML), a subsidiary of ICB will be the sponsor of the Fund. ICB Capital Management Ltd. (ICML) was created as part of the restructuring program of ICB under Capital Market Development Program (CMDP) initiated by the Government of the Peoples Republic of Bangladesh (GOB) and the Asian Development Bank (ADB). The company was incorporated as a public Ltd. company under the companies Act, 1994 with the Registrar of Joint Stock Companies and Firms on December 05, 2000. Registration of the company with the SEC was also obtained on October 16, 2001 and the gazette notification of Government of the Peoples Republic of Bangladesh has been issued with a view to carry out the merchant banking activities. Although it is a newly created company, it has enormous scope of expansion and growth in the field of merchant banking as ICB is not undertaking any new business in this area rather these functions are being carried out by this company.

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

The Investment Corporation of Bangladesh (ICB) was established on 01 October 1976, under "The Investment Corporation of Bangladesh" Ordinance, 1976 (No. XL of 1976) with a view to encouraging and broadening the base of investment, develop the capital market, mobilize savings, promote and establish subsidiaries for business development & provide for matters ancillary thereto. Over the years, the activities of ICB have grown manifold, particularly in Merchant Banking, Mutual Funds operations and stock brokerage activities. ICB is the biggest investment bank and the harbinger of mutual funds in the country. Out of country's 13 (Thirteen) closed-end mutual funds, ICB manages 8 (eight) funds. ICB also manages the biggest open-end fund in the country. It was also the single largest stockbroker and dealer in Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited. During FY 2005-2006, ICB alone traded securities worth of Tk. 432.55 million on behalf of its clients, including Government, public and private institutions, individuals and in its own portfolios. ICB has acted as trustee to debentures amounting to Tk. 1424.50 million in aggregate out of total Tk. 2928.20 million publicly traded debentures. ICB also acted as underwriter/manager to the issue to more than 360 companies of which 90 companies are publicly traded companies. Besides portfolios of over 51,000 investors (margin) accounts, institutional portfolios including mutual funds and unit fund are also being managed by ICB. The corporation has long and proven experience in advisory function, particularly in buying and selling of shares, corporate re-structuring and engineering, off loading of government, shares and hosts of other merchant banking related activities for the benefit of its clients. Since inception, ICB has been playing a unique role in the development of country's capital market.

7.3 Asset Manager of the Fund: ICB Asset Management Company Ltd. (ICB AMCL) a subsidiary of ICB will act as the Asset Manager of the Fund. ICB Asset Management Company Ltd. (ICB AMCL) was also created as part of the restructuring program of ICB under Capital Market Development Program (CMDP) initiated by the Government of the Peoples Republic of Bangladesh and Asian Development Bank (ADB). The company was incorporated as a public limited company under the Companies Act, 1994 with the Registrar of Joint Stock Companies & Firms on 05 December 2000. Registration of the company with the SEC was obtained on October 14, 2001. The company has also obtained necessary Government Gazette notification on July 01, 2002 to carry out the Mutual Fund operations. The present authorized capital of the Company is Tk. 1000.00 million and paid-up capital is Tk. 50.00 million. The Company has been successfully managing two closed-end Mutual Funds and two open-ended Mutual Funds for the last two years.

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

consisting 50 per cent directors from ICB and the rest from private sector has been created.

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

7.5 Life, objectives and nature of the Fund: The Fund will be a closed-end mutual fund of 10 years tenure. The objective of the Fund is to mobilize small savings of NRB's & increase remittance of foreign currency and to provide attractive dividend to the investors by investing the proceeds in the Capital Market & Money Market.

7.6 Advantages in investing in ICB AMCL First NRB Mutual Fund: Generally investment in mutual funds enjoys the some advantages compared to investment made directly in other securities of the capital market. Investors of this mutual fund will be able to enjoy the following advantages. (01) Since the Fund is predominantly designed for the NRB's will get better alternative opportunity for investment of their savings in a diversified portfolio. (02) Diversified portfolio to be developed for the Fund will help in lowering investment risk of the small investors.

(03) Diversified portfolio of the Fund will help the small investor to access to the whole market, which is difficult at individual level. (04) By channelizing small investors saving both in local currency & foreign currency will add liquidity to the market. (05) As the Fund will be professionally managed, investors will be relieved from the emotional stress associated with day-to-day management of individual investment portfolio. (06) The investors will be able to save a great deal in transaction cost as he/she has access to a larger number of securities by purchasing a single unit of the Mutual Fund. (07) Income will be exempted from tax free upto certain level which is permitted as per Finance Act. (08) Investment in the Fund would qualify for investment tax credit under section 44(2) of the Income Tax Ordinance 1984. (09) Management and operation of Mutual Funds are subject to prudential guidelines. SEC regularly monitors the performance of such funds. The laws governing mutual funds require exhaustive disclosure to the regulator and general public. As a result, the investors will be able to know the performance of the Fund and accordingly they can be able to take convenient entry and exit options.

8. Investment Objective & Policies: 8.1 Investment Objective: The main objective of the Fund is to invest in the Capital & Money Market of the country and to provide attractive dividend to the investors.

8.2 Investment Policies: (01) Money to be collected under the Fund shall be invested in encashable/transferable securities whether in capital market or money market, privately placed debentures, preferential shares or securitized debts. (02) The Fund shall invest only in securities, which are listed in the exchanges and in bond and money market as per Securities and Exchanges Commission's prescribed Rule. (03) Not less than 75 per cent of the total assets of the Fund will be invested in capital market instruments out of which at least 50 percent will be invested in listed securities. (04) Not more than 25 per cent of the total assets of the Fund will be invested in Money Market instruments. (05) Not more than 15 per cent of the total assets of the Fund will be invested in Pre-PUBLIC OFFERS at one time. (06) The fund shall get the securities purchased or transferred in the name of the mutual fund. (07) Only the Asset Management Company will make the investment decisions and place orders for securities to be purchased or sold by the Fund. (08) Asset Management Company will choose brokers/s for the purchase and sale of securities for the Fund's portfolio. (09) Settlement of transaction will take place as per the customs and practice of the stock exchanges in the country.

9. Investment Restrictions: In making investment decision the following restrictions should be taken due consideration: (01) The Fund shall not buy its own unit; (02) The Fund shall not invest more than 10% of its assets in any one particular Company shares/debentures. (03) The Fund shall not own more than 15% of any company's paid-up capital at any point of time. (04) The Fund shall not invest more than 20% of its total assets in shares, debentures or other securities of a single company or group. (05) The Fund shall not invest more than 25% of its total assets in shares, debentures or other securities in any one industry. (06) The Fund shall not invest in option trading or short selling or carry forward transactions. (07) The Fund shall not invest in or lend to another scheme under the same Asset Management Company. (08) 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. (09) The Fund or the ICB Asset Management Company Ltd. on behalf of the Fund shall not give or guarantee term loans for any purpose or take up any activity in contravention of the Rules.

10. Valuation Policy: The Fund intends to determine its NAV per unit on the last business day of each week by dividing the value of the net asset of the Fund (the value of total assets less total liabilities) as per Rule 60 of the Securities and Exchange Commission (SEC) Ordinance, 1984 by the total number of units outstanding. As per section 58 of the Securities and Exchange Commission (SEC) Ordinance, 1984, valuation policy of investment of the Fund needs to be approved earlier by the Securities and Exchange Commission. Valuation criterion so far approved by the Commission in the trust deed is as follows:

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

Total NAV = Va - L1 / Total NAV
NAV per unit = No. of units outstanding

Va = Value of Total Assets of the Fund as on date.
L1 = Total Liabilities of the Fund as on date.
Vs = Value of all securities in vault + Value of all securities placed in Cash in hand and at bank + Value of all securities receivables + Receivables of proceeds of sale of investments + Dividend receivables, net of tax + Issue expenses amortized as on date + Printing, publication and stationery expenses amortized as on date.
L2 = Value of all securities payable + Payable against purchase of investment + Payable as brokerage and custodial charges + All other payable related to printing, publication and stationery + Accrued deferred expenses with regard to management fee, trustee fee, annual fee, audit fee, and safe keeping fee.

11. Rights of the unit holders: (a) Dividend: All the unit holders have equal but proportionate right in respect of dividend. Dividend will be paid in Bangladesh Taka only. (b) Transfer of Units: Units of the fund are transferable subject to fulfilling the conditions as per the prevailing rules/regulations. (c) Voting Right: All the unit holders shall have usual voting rights. Voting right can be exercised in person or by proxy in a meeting held in connection with any proposal to amend the characteristics of the Fund or any other agenda of meeting called by the trustee in the circumstances mentioned in the trust deed or prospectus/abridged version of the prospectus. In case of show of hands, every share holder present in person or/and by proxy shall have only one vote and on a poll, every unit holder present in person or/and by proxy shall have one vote for every unit of which he/she is the holder.

Sd./ (Md. Imtikhar-uz-zaman) Chief Executive Officer ICB Capital Management Ltd.