



PROSPECTUS SAMORITA HOSPITAL LIMITED

A Public Company Limited By Shares

For Public Issue of 300,000 Ordinary Shares of Tk. 100 Each (At par) For Tk. 30,000,000
(Including Foreign Placement of 100,000 Ordinary Shares of Tk. 100 each at par)

Subscription Opens: 7th July 1997 Subscription Closes: 16th July 1997

AUTHORISED CAPITAL
Tk. 200,000,000 divided into
2,000,000 Ordinary Shares
of Tk. 100 each

REGISTERED OFFICE
69/D, Green Road
Dhaka-1205.

MANAGER TO THE ISSUE
First Securities Services Limited
Baliadi Mansion (6th floor)
16 Dilkusha C/A, Dhaka-1000

CO-MANAGER TO THE ISSUE
Satcom Securities & Management Ltd.
18/1 Bokshi Bazar (1st & 2nd Floor)
Dhaka-1100

UNDERWRITERS TO THE ISSUE
First Securities Services Limited
Satcom Securities & Management Ltd.
Millennium Investment Management Co. Ltd.
Goldmen Securities & Consultants Ltd.
Members of Dhaka Stock Exchange Ltd.
Members of Chittagong Stock Exchange Ltd.

COMPANY PROFILE CORPORATE DIRECTORY

DIRECTORS
Chairman
Dr. Abu Ahmed Chowdhury

Managing Director
Dr. A.B.M. Haroon

Mrs. Farida Bano
Mrs. Shamsa Chowdhury
Dr. Arifur Rahman
Mr. A. M. Shaikat Ali

**REGISTERED OFFICE &
HOSPITAL LOCATION**
69/D Green Road
Dhaka

LEGAL ADVISOR:
Jashim Uddin Ahmed
L.L.B. (Hons) L.L.M.
Advocate
Bangladesh Supreme Court
(High Court Division)
Ga-184, Mohakhali, Dhaka-1212,
Bangladesh.

BANKERS
Agrani Bank
WAPDA Branch, Motijheel
C/A, Dhaka-1000.

AUDITORS
Syful Islam & Co.
Chartered Accountants
28/A Kakrail (3rd Floor)
Dhaka

UNDERWRITERS
First Securities Services Limited
Satcom Securities & Management Ltd
Millennium Investment Management Co. Ltd.
Goldmen Securities & Consultants Ltd.
Members of Dhaka Stock Exchange Ltd.
Members of Chittagong Stock Exchange Ltd.

MANAGER TO THE ISSUE
First Securities Services Limited
Baliadi Mansion (6th Floor)
16, Dilkusha C/A, Dhaka-1000

CO-MANAGER TO THE ISSUE
Satcom Securities & Management Ltd.
18/1, Bokshi Bazar, (1st & 2nd Floor), Dhaka

KEY DATA SUMMARY

Activities of the Project

Samorita Hospital Ltd. has been planned with 150 hospital beds (increase of 80 beds), most up-to-date diagnostic facilities & about 2 (two) or more different specialized facilities of medical treatment.

The Issue
The Project is seeking to raise Tk. 30,000,000 by issue of 300,000 ordinary shares of Tk. 100 per share.

Purpose of the Issue

The purpose of the issue is to BMRE of the present hospital to be located at new site with an objective to introduce latest development in medical science & technology & health services in the Country.

The Public Offer

The company is now offering 200,000 ordinary shares of Tk. 100 per share payable in cash in full on application.

Minimum Subscription

The minimum amount which in the opinion of the Directors must be raised by the issue of shares offered for subscription by this Prospectus is the full amount so offered.

Key Dates

Subscription Opens: 7th July, 1997
Subscription Closes: 16th July, 1997

Stock Exchange Listing

Permission will be sought for the shares of the Company to be admitted to the official lists of Dhaka & Chittagong Stock Exchanges for quotation thereof.

Management & Technical Expertise

The Board of Directors of the Company consists of persons with long experience in running Hospital business. The Directors have successfully proven their ability in providing services to the people in the areas of medical facilities and have earned fame as an excellent provider of medical services in the Country.

Directors' Control

The categories of shareholders including the Directors qualifying shares in the issued share capital of the Project is summarized below in the following percentages:-

	Ordinary Shares	
	In nos.	In%
Sponsors	3,00,000	50.00
Foreign Institutional Investors	1,00,000	16.66
ICB	30,000	5.00
Employees	10,000	1.67
Non Resident Bangladeshis	10,000	1.67
General Public	1,50,000	25.00
	6,00,000	100.00

Disclaimer

The Key Data Summary is intended to provide readers with an overview of the information in the prospectus. Prior to making an investment decision, the prospectus must be examined in full.

PROSPECTUS

SAMORITA HOSPITAL LIMITED

Public Company Limited by Shares
Public Offer of 200,000 Ordinary Shares of Tk. 100 per share

Registered Office: 69/D, Green Road, Dhaka-1205
Authorized Capital
Tk. 200,000,000 divided into
2,000,000 Ordinary shares of Tk. 100 each

PART I DECLARATIONS

Approval of Prospectus by Securities & Exchange Commission

"Consent of the Securities & Exchange Commission has been obtained to the issue of share capital under the Securities and Exchange Ordinance, 1969 as amended in 1993 by an order of which a complete copy is open to public inspection at the registered office of the Company. It must be distinctly understood that in giving this consent the Commission does not take any responsibility for the financial soundness of any scheme or for the correctness of any of the statements made or opinion expressed with regard to them".

Filing of Prospectus with Registrar of Joint Stock Companies

A dated and signed copy of this prospectus will be filed for registration with the Registrar of Joint Stock Company, Bangladesh as required by Section 138 (1) of the Companies Act, 1994.

Listing of Shares with Stock Exchanges

Application will be made to Dhaka & Chittagong Stock Exchanges (DSE & CSE) for admission of Share of the Company for dealings in the stock market and for their quotation in the DSE & CSE. If, for any reason, the application for listing is not accepted by DSE & CSE, within 6 (six) weeks of the closure of subscription list, any allotment in terms of this prospectus shall be void, and the company shall refund the subscription money within 30 (thirty) days from the expiry of 6 (six) weeks of the closure of subscription lists. In case of non-refund of the subscription money within the aforesaid 30 days, the directors, in addition to the Company, shall be responsible collectively and severally to refund the money with interest at 5% above the bank rate.

Due Diligence Certificates

A) Sponsors/Directors'

This is to certify that information/Documents/Financial Statements submitted by us and the Auditors in support of our application to raise share capital is correct and true to the best of our knowledge and belief and we hold ourselves liable individually and collectively for any falsification and/or concealment in any such information, documents and financial statements and SEC may take such appropriate action as per law as deemed fit.

Sd/- Dr. Abu Ahmed Chowdhury Chairman	Sd/- Dr. A.B.M. Haroon Managing Director	Sd/- Dr. Arifur Rahman Director
Sd/- Mrs. Farida Bano Director	Sd/- Mrs. Shamsa Chowdhury Director	Sd/- Mr. A.M. Shaikat Ali Director

B) Issue Manager

Securities and Exchange Commission
Jiban Birna Tower (15th & 16th Floor)
10, Dilkusha C/A,
Dhaka-1000

Sub: Public Issue of Securities of Samorita Hospital Limited by First Securities Services Limited and Satcom Securities & Management Limited as a Manager to the issue and Co-manager to the issue respectively.

Dear Sir,

We, the under-noted Issue managers to the above mentioned forthcoming Issue state as follows:

- We, while finalising the draft prospectus pertaining to the said issue, have examined various documents and other material (as per list attached) as relevant for adequate disclosure to the investor.
- On the basis of such examination, and the discussion with the Company, its Directors and other officers and other agencies independent verification of the statements concerning objects of the issue and the contents of the documents and other material furnished by the Company.

We confirm that:

- the draft prospectus forwarded to the Commission is in conformity with the documents, materials and papers to the issue.
- to the best of our knowledge and as appears from the papers and documents all the legal requirements connected with the said issue have been duly complied with and
- the disclosures made in the draft prospectus are true, fair and adequate to enable the investors to make a well-informed decision as investment in proposed issue.

Place: Dhaka
Date: 16/06/97

Sd/-
M.A. Malek FCA
Chairman
Co-Manager to the issue
Satcom Securities & Management Ltd.

Sd/-
Al-Haj Giasuddin Ahmed
Managing Director
Manager to the issue
First Securities Services Limited

THE SUBSCRIPTION LIST OF 200,000 ORDINARY SHARES OF TK. 100 EACH BEING HEREBY OFFERED WILL OPEN AT THE COMMENCEMENT OF BANKING HOURS ON 7TH JULY 1997 AND WILL CLOSE ON 16TH JULY 1997 AT THE CLOSE OF BANKING HOURS.

LIST OF DOCUMENTS AND REPORTS REFERRED INTO THE PROSPECTUS OR ANNEXED THERETO UNDER SECTION 138 (3) OF COMPANIES ACT, 1994 IS AS FOLLOWS.

- Underwriting Agreements.
- Issue Management Agreement between the Company and First Securities Services Limited (Manager to the Issue) and Satcom Securities & Management Ltd (Co-Manager to the Issue).
- Auditors' Report under Section 213 (3), (4) and (5) of the Companies Act, 1994 together with audited financial statements for the year ended at 31st December, 1996.
- Auditors' Report under para 24(1) of part 2 of the Third Schedule of the Companies Act, 1994.
- Memorandum of Association of the Company.
- Consent Order of the Securities and Exchange Commission.

PART II HIGHLIGHTS FOR THE POTENTIAL INVESTORS

Past Ratios:

Ratios	1992-93	1993-94	1994-95	1995-96	01.07.96-31.12.96
Gross Profit Percentage (%)	46.82%	47.17%	43.07%	58.93%	62.78%
Net Profit Percentage (%)	1.51%	1.79%	1.64%	12.40%	13.65%
Earning per share (Tk)	2.95	1.13	87	10.57	11.32
NAV per Share (Tk.)	94	98	189	244	269
EBV per share (Tk)	—	—	—	116	125

Projected Ratios:

Ratios	1996-97	1997-98	1998-99	1999-2000	2000-2001	2001-2002
Gross Profit Margin (%)	46.21%	46.68%	47.44%	48.08%	48.56%	49.31%
Net Profit Margin (%)	22.77%	34.11%	35.23%	36.37%	37.27%	38.40%
Earning per share (Tk)	11.66	28.69	31.75	34.96	38.08	41.52
Dividend per share (Tk.)	—	20	25	25	25	30
NAV per Share (Tk.)	212	165	172	182	196	206
EBV per share (Tk)	128	315.59	349.25	384.56	418.88	456.72

RISK FACTORS

Profitability of the Company may suffer if there is a rise in the prices or shortage of supply of imported medicine and other supplies.

Status of the Company is dependent on Government policies. Incongruent regulations regarding import and foreign exchange may influence the profitability of the Company. Any material change in the taxes tariffs, duties, and currency exchange rates may affect the profitability of the Company.

Significant disruption arising from political unrest may affect the operation and productivity of the Company.

PURPOSE OF THE ISSUE

The purpose of the issue is to BMRE of the present hospital to be located at new site with the objective to introduce latest development in medical science & technology & health services in the Country.

COST & FINANCE OF THE PROJECT:

Particulars	As on 31/12/96		BMRE (Figure in '000')	
	As on 31/12/96	Total	BMRE	Total
Land & land development	15000	—	15000	—
Building & Civil construction	37101	7004	44105	—
Plant & Machinery	27189	5616	32805	—
Furniture & Fixture	1859	10978	12837	—
Motor Vehicles	235	2052	2287	—
Investment	397	—	397	—
Security Deposit	—	250	250	—
Preliminary Expenses	—	2500	2500	—
Working Capital	(1061)	1600	539	—
Total	Tk. 80720	30000	110720	—

MEANS OF FINANCE:

Particulars	Existing As at 31.12.96		BMRE (Tk. '000')	
	As at 31.12.96	Total	BMRE	Total
Share capital & Deposit against Share	30,000	30,000	60,000	—
Reserve & Surplus	31,909	—	31,909	—
Long Term/Short Term loan	18,661	—	18,661	—
Othe Finance	150	—	150	—
Total	80,720	30,000	1,10,720	—

PROJECT PROGRESS PLAN:

- Acquisition of land: Already done
- Construction of Building and other Civil Work: Construction Completed
- Work expected to be done under BMRE plan: Decoration and other works will be completed in November, 1997
- Opening of L/C for Import Machinery: August, 1997
- Receipt of Imported Machinery in Factory: September, 1997
- Commencement of erection of Machinery: September, 1997
- Completion of erection of Machinery: September, 1997
- Trial Operation: September, 1997
- Commercial Operation: September, 1997

CAPITAL STRUCTURE

Particulars	Par Value
Authorized Capital	Taka
20,00,000 Ordinary Shares of Tk. 100 each	20,00,00,000
Issued and Paid-up Capital & Deposits for Shares	3,00,00,000
3,00,000 Ordinary Shares of Tk. 100 each at par, fully paid	3,00,00,000
New Issue	3,00,00,000
Issue of 3,00,000 Ordinary Shares of Tk. 100 each at par	6,00,00,000
Out of the New Issue:	Sub Total A
A. Foreign Investors	1,00,00,000
1,00,000 Ordinary Shares of Tk. 100 each have been subscribed and paid for in cash in full by the following foreign investor: Peregrine Brokerage Ltd., 23/F New World Tower, 16-18 Queen's Road, Central Hong Kong	1,00,00,000
	1,00,00,000

B. Local Investors

- 30,000 Ordinary Shares of Tk. 100 each, at par are hereby being offered to ICB Unit/Mutual Funds for subscription in cash in full on application. 30,00,000
 - 10,000 Ordinary Shares of Tk. 100 each, to be kept reserve for employees of Samorita Hospital Ltd. 10,00,000
 - 10,000 Ordinary Shares of Tk. 100 each, to be kept reserve for Non-Resident Bangladeshis 10,00,000
 - 1,50,000 Ordinary Shares of Tk. 100 each, are hereby being offered to GENERAL PUBLIC for subscription in cash in full on application. 1,50,00,000
- Sub Total B 2,00,00,000
Grand Total A+B 3,00,00,000

CONDITIONS OF OFFER AND ALLOTMENT OF SHARES

Consent has been received from SEC for the issue of ordinary shares in the following manner:

- Foreign Investors-
1,00,000 Shares of Tk. 100 each at par to Peregrine Brokerage Ltd., 23/F New World Tower, 16-18 Queen's Road, Central Hong Kong.
- Local Investors
2,00,000 Shares of Tk. 100 each.
a) Investment Corporation of Bangladesh (ICB) shall have the right of preferential allotment of 30,000 shares of Tk. 30,00,000 for its Unit/Mutual Funds.
b) Employees of the Company shall also have the right of preferential allotment of 10,000 shares of Tk. 10,00,000
c) Non Resident Bangladeshis shall also have the right of preferential allotment of 10,000 shares of Tk. 10,00,000
d) General Public will get 1,50,000 Ordinary shares of Tk. 1,50,00,000

Any part of such allotment not taken up by the ICB Unit/Mutual Funds, employees of the Company and its associate, and Non Resident Bangladeshis, will be allowed to general public in the manner as determined by the SEC. AFTER DEDUCTING SHARES SUBSCRIBED BY ICB, THE EMPLOYEES OF SAMORITA HOSPITAL LTD. AND NON RESIDENT BANGLADESHIS 1,50,000 ORDINARY SHARES OF TK. 100 EACH ARE BEING OFFERED TO THE GENERAL PUBLIC AS FOLLOWS:

	Total Taka
I. 55% Shares, i.e. 82,500 Ordinary shares are being offered to the applicants for 50 Shares	82,50,000
II. 10% Shares, i.e. 15,000 Ordinary Shares are being offered to the applicants for over 50 but up to 500 Shares.	15,00,000
III. 10% Shares, i.e. 15,000 Ordinary Shares are being offered to the applicants for over 500 but up to 1000 Shares.	15,00,000
IV. 10% Shares, i.e. 15,000 Ordinary Shares are being offered to the applicants for over 1000 but up to 5000 Shares.	15,00,000
V. 15% Shares, i.e. 22,500 Ordinary shares are being offered to the applicants for over 5,000 Shares for financial institutions, financial & market intermediary Companies.	22,50,000
	Total 1,50,00,000

- The applicants of minimum lot of 50 shares shall be accommodated fully if the subscription in that slab is within 82,500 shares. In case of over-subscription, the allotment shall be made by lottery among such applicants in the presence of authorised representatives of SEC, DSE, ICB and the Members of the Board of the Company.
- Allotment amongst applicants for lots other than minimum lot shall be made proportionately in case of over-subscription.
- In case of difficulty arises with respect to implementation of 1.2 and 3 above, the allotment of shares to applicants shall be made in such manner as may be determined by the SEC.
- Applications must not be for less than 50 shares and must be for multiple of 50 shares. Any application not meeting this criterion will not be considered for allotment purpose.
- There are no founders, management or deferred shares. It is also not presently intended to issue any preference shares.
- No payment has been or is intended to be made to the promoters, directors or other persons for promotion of the company.
- The MINIMUM SUBSCRIPTION on which the Directors will proceed for allotment is the full amount of the present issue and that is the amount which in the opinion of the Directors must be raised in order to provide capital required for the project.

PART III

UNDERWRITERS, UNDERWRITING COMMISSION BROKERAGE AND TAX HOLIDAY

UNDERWRITING:

The public offer of 200,000 shares has been underwritten by the following:

Name of the Underwriter	No. of Shares	Value of Shares (in Taka)
First Securities Services Ltd.	15,000	15,00,000
Satcom Securities & Management Ltd.	15,000	15,00,000
Millennium Investment Management Co. Ltd.	10,000	10,00,000
Goldmen Securities & Consultants Ltd.	10,000	10,00,000
Members of Dhaka Stock Exchange Ltd.	1,00,000	1,00,00,000
Members of Chittagong Stock Exchange Ltd.	50,000	50,00,000
	2,00,000	2,00,00,000

B. Members of Dhaka Stock Exchange

Name of the Underwriter	Member No.	No. of Shares	Amount of Shares (in Taka)
1. M/S. Giasuddin Ahmed & Co. (Lead manager)	186	3000	300000
2. M/S. Khwaja Abdul Quddus & Co	37	1000	100000
3. M/S. M. Shamsul Alam & Co.	04	1000	100000
4. M/S. Khwaja Ghulam Rasul & Co.	10	1000	100000
5. M/S. B & B Enterprise	34	1000	100000
6. M/S. Anwar Securities Ltd.	160	1000	100000
7. M/S. Binowath Saha & Co.	111	1000	100000
8. M/S. Md. Atiqul Haque & Co.	18	1000	100000
9. M/S. Mohammadulash & Shabbir Ahmed	154	1000	100000
10. M/S. Securities Promotion & Management Ltd.	146	1000	100000
11. M/S. Md. Talha & Co.	69	1000	100000
12. M/S. Harunur Rashid & Co.	05	1000	100000