

ABRIDGED VERSION OF PROSPECTUS REPEAT PUBLIC OFFERING OF

SUBORDINATED 25% CONVERTIBLE BOND OF BRAC BANK LIMITED

Underwriters	Contact Person	Contact Number
Trust Bank Limited People's Insurance Bhaban (12th Floor), 36 Dilkusha C/A, Dhaka 1000	Ms. Shamim Ara Khanam VP & Manager Operations Merchant Banking Division	Tel: 9570261 Fax: 7161467 sakhonom@trustbank.com.bd
LankaBangla Finance Limited Stock Exchange Building, 9/F Motijheel C/A, Dhaka	Mr. M. Shakil Islam Bhuiyan Assistant Vice President Merchant Banking Division	Tel: 9561238, 9561107 Fax: 9561107 shakil.bhuiyan@lankabangla.com
Prime Finance & Investment Limited 63 Dilkusha C/A, Dhaka 1000	Mr. Md. Reazul Haque SVP & Head of Merchant Bank	Tel: 9569883 Fax: 9563692 mbanking@primefinance.net
Bangladesh Mutual Securities Limited Shareef Mansion (7th Floor) 56-57 Motijheel C/A, Dhaka 1000	Mr. Sumon Chandra Modak Asst. Vice President	Tel: 7169428, 9570624 Fax: 7123820
EC Securities Limited Nafi Tower (6th Floor), Plot No. 53 Gulshan South C/A, Gulshan 1, Dhaka 1212	Mr. Mohammad Khurshid Alam Head, Monitoring & Settlement	Tel: 8818108-9 Fax: 8818107 khurshid.a@ecslbd.com
IDFC Capital Limited Bunoos Trade Center (Level -7) 52-53 Dilkusha C/A, Dhaka 1000	Mr. Mohammad Saleh Ahmed Assistant Vice President & Head of Operations	Tel: 9550053 Fax: 9550053 saleh.icl@idfc.com
IDLC Finance Limited Bunoos Trade Center (Level-21), 52-53 Dilkusha C/A, Dhaka-1000	Mr. Md. Moniruzzaman Head of Merchant Banking Division	Tel: 9571170 Fax: 9571171 mzaman@idlc.com

Stock Exchanges	Available at	Contact Number
Dhaka Stock Exchange Ltd. 9/F Motijheel C/A, Dhaka 1000	DSE Library	7175705-9
Chittagong Stock Exchange Ltd. CSE Building, 1080, Sheikh Mujib Road, Chittagong 4100	CSE Library 031-720871-3	031-714632-3

Prospectus would also be available on the website of SEC (www.secdb.org), DSE (www.dsebd.org), CSE (www.csebd.com), BRAC Bank Limited (www.bracbank.com) and Issue Manager (www.idlc.com), Trustee (www.thecitybank.com.bd) and Public Reference Room of the Securities and Exchange Commission (SEC) for reading and studying.

AUDITOR'S INFORMATION

S F AHMED & CO.
Chartered Accountants
House 25, Road 13 A, Block D, Banani, Dhaka 1213. Phone: 9894026, 9894346

USE OF RPO PROCEEDS

BRAC Bank Limited is raising Tier II capital through repeat public offering in order to comply with the regulatory requirement of Bangladesh Bank. The proceeds of the public offering will strengthen the capital base of the Bank and augment business expansion. The fund thus raised would be generally used for undertaking normal commercial banking activities.

Terms of Contract: There is no such contract for repayment of any liability.

BANKERS TO THE ISSUE

BANK ASIA			
Agrabad Br. Chittagong Anderkilla Rd. Br. Chittagong Bahadderhat Br. Chittagong Basundhara Br. Dhaka Bogra Br. Bogra CDA Avenue Br. Chittagong Corporate Br. Dhaka	Dhanmondi Br. Dhaka Gulshan Br. Dhaka Jessore Br. Jessore Khatunganj Br. Chittagong Khulna Br. Khulna MCB Banani Br. Dhaka MCB Dilkusha Br. Dhaka	MCB Sk Mujib Rd Br. C'gong Mirpur Br. Dhaka Mitford Br. Dhaka Mohakhali Br. Dhaka North South Rd. Br. Dhaka Principal Br. Dhaka Progati Sarani Br. Dhaka	Rajshahi Br. Rajshahi Scotia Br. Dhaka Shantinagar Br. Dhaka Station Rd. Br. Chittagong Sylhet Main Br. Sylhet Sylhet Uposahar Br. Sylhet Uttara Br. Dhaka

BRAC BANK LIMITED			
Agrabad Br. Chittagong Bhairab Br. Bhairabour Dhanmondi Br. Dhaka GraphicsBuildingBr.Motijheel Gulshan Br. Dhaka Jessore Br. Jessore	Joydevpur Br. Gazipur Khulna Br. Khulna Mirpur Br. Dhaka Moghbazur Br. Dhaka Motijheel Br. Dhaka Mymensingh Br. M'singh	Narayanganj Br. Narayanganj Nawabpur Br. Dhaka Rangpur Br. Rangpur Satmasjid Road Br. Dhaka Sayedpur Br. Nilphamary Shamoly Br. Dhaka	Tongi Br. Dhaka Uttara Br. Dhaka Zinda Bazar Br. Sylhet

INVESTMENT CORPORATION OF BANGLADESH			
Barisal Br. Barisal Bogra Br. Bogra	Chittagong Br. Chittagong Head Office, Dhaka	Khulna Br. Khulna Local Office, Dhaka	Rajshahi Br. Rajshahi Sylhet Br. Sylhet

NATIONAL BANK LIMITED			
Babubazar Br. Dhaka Bangshal Rd. Br. Dhaka Dhanmondi Br. Dhaka Dilkusha Br. Dhaka Elephant Rd. Br. Dhaka Foreign Ex. Br. Dhaka	Gulshan Br. Dhaka Imamganj Br. Dhaka Islampur Br. Dhaka Jatrabari Br. Dhaka Kawran Bazar Br. Dhaka Lake Circus Br. Dhaka	Malibagh Br. Dhaka Mirpur Br. Dhaka Mohakhali Br. Dhaka Mohammadpur Br. Dhaka Motijheel Br. Dhaka North Brook Hall Br. Dhaka	Pragati Sarani Br. Dhaka Uttara Br. Dhaka ZH Sikder MC Br. Dhaka

SOUTHEAST BANK LIMITED			
Aganagar Br. Dhaka Aragaoon Br. Dhaka Agrabad Br. Chittagong Ashulia Br. Dhaka Banani Br. Dhaka Bandar Bazar Br. Sylhet Bangshal Br. Dhaka Barisal Br. Barisal Bashurhat Br. Noakhali Basundhara Br. Dhaka Bogra Br. Bogra CDA Avenue Br. Chittagong Chhagalnaiya Br. Feni	Chouhatta Br. Sylhet Chowmuhuni Br. Noakhali Corporate Br. Dhaka Cox's Bazar Br. Cox's Bazar Dhanmondi Br. Dhaka Feni Br. Feni Gulshan Br. Dhaka Halishahar Br. Chittagong Hetimganj Br. Sylhet Imamganj Br. Dhaka Joypara Br. Dohar Dhaka Jubilee Rd. Br. Chittagong Kakrail Br. Dhaka	Kawran Bazar Br. Dhaka Khatunganj Br. Chittagong Khulna Br. Khulna Konabari Br. Dhaka Kulaura Br. Sylhet Laldighirpaar Br. Sylhet Madhabdi Br. Narshingdi Momin Rd. Br. Chittagong Motijheel Br. Dhaka Mouchak Br. Dhaka Moulvibazar Br. Sylhet Narayanganj Br. Dhaka New Elephnat Rd. Br. Dhaka	New Eskaton Br. Dhaka Pahartali Br. Chittagong Pathantula Br. Sylhet Principal Br. Dhaka Rajshahi Br. Rajshahi Rangpur Br. Rangpur Savar Br. Dhaka Shahjalal Uposahar Br. Sylhet Shaymoli Br. Dhaka Tongi Br. Dhaka Uttara Br. Dhaka

STANDARD CHARTERED BANK			
Agrabad Br. Chittagong Bogra Br. Bogra	Khulna Br. Khulna Mirpur Br. Dhaka	Motijheel Br. Dhaka Nasirabad Br. Chittagong	Sylhet Br. Sylhet

TRUST BANK LIMITED			
Dilkusha Corp. Br. Dhaka Feni Br. Feni Gulshan Corp. Br. Dhaka Jubilee Rd. Br. Chittagong	Kafrul Br. Dhaka Karwan Bazar Br. Dhaka Millennium Corp. Br. Dhaka Mirpur Br. Dhaka	Principal Br. Dhaka Shahjalal Uposhohor Br. Syl SKB Br. Dhaka Tongi Br. Gazipur	Uttara Corp. Br. Dhaka

REFUND OF SUBSCRIPTION MONEY

As per SEC Notification Dated February 9, 2010, the issuer shall refund application money to the unsuccessful applicant of the public offer by any of the following manner based on the option given by the applicant in the application form;

(a) Through banking channel for onward deposit of the refund money into the applicant's bank account as provided in the respective application form for subscription; or

(b) Through issuance of refund warrant in the name and address of the applicant as provided in the respective application form for subscription; provided that, in case of deposit into the applicant's bank account, the applicant will bear the applicable service charge, if any, of the applicant's banker, and the issuer shall simultaneously issue a letter of intimation to the applicant containing, among others, the date and amount remitted with details of the bank through and to which bank such remittance has been effected.

SHORT BIO-DATA OF THE DIRECTORS

Muhammad A. (Rumee) Ali

Chairman, BRAC Bank Limited

Muhammad A. (Rumee) Ali joined the Board of BRAC Bank in 2007 and was elected the Chairman in 2008, taking over from the Founder Chairman Mr. Fazle Hasan Abed. He is the Managing Director, Enterprises of BRAC and also a Director of BRAC BDMail Network Limited, Delta Brac Housing Finance Corporation Limited, BRAC Karnaphuli Tea Company Ltd., BRAC Kaiyachera Tea Company Ltd., BRAC Bashkhal Tea Company Ltd., BRAC Kodala Tea Estate, BRAC Services Limited (BRAC Centre Inn), Bangladesh Netting Factory Limited. He was elected the Chairman of BRAC EPL Investment Limited and BRAC EPL Stock Brokerage Limited in July 2009 after BRAC Bank Limited's acquisition of these companies.

Mr. Rumee Ali served at different levels in local and international banking sectors. Prior to joining BRAC in 2007, he served as the Deputy Governor of Bangladesh Bank from 2002 to 2006 and was responsible for supervision of Anti Money Laundering and Information Technology. During this period, he was also involved in regulatory reforms, particularly in the Risk Management area. With his appointment as Country Head and General Manager of ANZ Grindlays in March 1997, Rumee Ali became the first Bangladeshi to head a major international bank in Bangladesh. In July 2000, following the takeover of ANZ Grindlays by Standard Chartered Bank, Rumee Ali was appointed the CEO of the Standard Chartered Group in Bangladesh, heading both Standard Chartered Bank and Standard Chartered Grindlays Bank. His banking experience includes stints in India, United Kingdom and Australia. Rumee Ali was elected a Fellow of the Institute of Bankers, Bangladesh, in 2001. At present, he is the Vice Chairman of Bangladesh Association of Banks and Vice President of Bangladesh Employers Federation.

Rumee Ali is a Director on the boards of several organizations including The CSR Institute, International Centre for Study of Bungee Art, Sub-Committee for Taxation of the Metropolitan Chamber of Commerce & Industries, a council member of The Institute of Bankers, Bangladesh, and member of the Global Steering Committee of the 'Performance Based Grants Initiative' of the International Finance Corporation, Washington DC. He served as a member of the Better Business Forum and is, at present, a member of the Technical Advisory Committee of the Bangladesh Investment Climate Fund. He also served as a member of the National Advisory Committee on Small & Medium Enterprises (2005/6) and is associated with the Small & Medium Enterprises Foundation as a member of the General Body.

Rumee Ali was born in Dhaka, Bangladesh in 1951. He has a Masters in Economics from University of Dhaka.

Quazi Md. Shariful Ala

Director, BRAC Bank Limited

Quazi Mohammad Shariful Ala was appointed as Director to the Board of BRAC Bank Limited in April 2005. He is presently the Managing Director and Chief Executive Officer of Delta Brac Housing Finance Corporation Limited (DBH). Besides, he is also a non-executive Director on the Boards of several prominent companies including Mobil Jamuna Lubricants Limited and Mobil Jamuna Fuels Ltd.

He has more than 29 years of varied professional work experience, primarily in the financial sector, both in Bangladesh and in the United Kingdom. Mr. Quazi Mohammad Shariful Ala is a member of the Institute of Chartered Accountants in England & Wales and graduated in Economics with first class honors from the London School of Economics (LSE), University of London.

Nihad Kabir

Independent & Depositor Director, BRAC Bank Limited

Nihad Kabir was elected as an Independent Director on the Board of BRAC Bank Limited in July 2007 and she was also nominated as a Depositor Director by the Board of Directors. In addition, she is a member of the Board Audit Committee of the Bank. She is the Senior Partner of Syed Ishtiaq Ahmad and Associates. She is also a Director of Kedarpur Tea Company Limited, Sathgao Tea Estate and Shaistaganj CNG Company Ltd.

Nihad Kabir is an advocate of the Supreme Court of Bangladesh and the Treasurer of Ain O Salish Kendra. She is the Legal Adviser of Centre for Policy Dialogue (CPD) and Committee Member of the Metropolitan Chamber of Commerce and Industries, as well as Chair of its Commercial Legislation Sub-Committee. She is a member of the Asian Round Table on Corporate Governance. She has been a member of the Company Law Reform Committee and the WTO Working Group on TRIPS and TBT, Government of Bangladesh. She was the first legal counsel of the Securities and Exchange Commission. She worked as Counsel at the Asian Development Bank and is currently a member of the National Education Policy Committee. She has more than 18 years of work experience as a lawyer.

Nihad Kabir was called to the Bar from Grays Inn in England. She has a B.A. (Hons) degree in law and an LLM, both from the University of Cambridge, England.

Mark A. Coffey

Director, BRAC Bank Limited

Mark Coffey was appointed as nominee Director to the Board of BRAC Bank Limited by ShoreCap International Limited in 2008. Mr. Coffey is also the President of Shorebank Pacific, Portland.

Prior to joining Shorebank Pacific, he has worked as Executive Vice President of Homestead Capital, Chief Financial Officer (CFO) of Bank of the Northwest. He worked as Senior Vice President of First Interstate Bank of Texas, and Vice President of Allied Bancshares, Inc. He has twenty four years of leadership experience in General Management, Strategic Planning, Finance, Investor relations, Investment in real estate and Treasury related functions. He has also an excellent track record of developing innovative programs and profit enhancing measures in several areas of the financial sector. He completed his Master of Business and Public Management from Rice University, Houston Texas, USA and his Bachelors Degree from Brigham Young University, Provo Utah, USA.

Tamara Hasan Abed

Director, BRAC Bank Limited

Tamara Hasan Abed has been serving on the Board of BRAC Bank Limited since April 2008. She has been with BRAC since 2002 and heads AARONG, BRAC Dairy & Food Project (BDFP) and Ayesha Abed Foundation (AAF) as Director.

Tamara Abed started her career as an investment banker with Peregrine Capital Limited, Bangladesh and then worked in Goldman Sachs in New York, USA. She has also worked in BRAC's Urban Development Program and ran a small business of her own in the hospitality industry. She has more than 13 years of working experience in Retail, Development, Finance and Investment, both locally and internationally.

Tamara Abed completed her B.Sc. (Economics) from The London School of Economics and Political Science, London, UK and MBA in Finance from Columbia Business School, NY, USA.

Shib Narayan Kairy

Director, BRAC Bank Limited

Shib Narayan Kairy was appointed as a Director to the Board of Directors of BRAC Bank Limited in 2008. In addition, he is the Chairman of Board Audit Committee.

Besides being the Director Finance & CFO of BRAC, Shib Narayan Kairy is also Director of Documenta TM Ltd., Bangladesh Netting Factory Ltd., BRAC Industries Limited, BRAC Services Limited, BRAC Karnaphuli Tea Co. Ltd., BRAC Kaiyachera Tea Co. Ltd., BRAC Bashkhal Tea Co. Ltd. and BRAC Kodala Tea Co. Ltd. He has altogether more than 26 years of working experience in ensuring effective financial control, transparency and accuracy of financial data & financial reporting.

Shib Narayan Kairy completed his M. Com. in Accounting from University of Dhaka.

Dr. Hafiz G. A. Siddiqi

Depositor Director, BRAC Bank Limited

Dr. Hafiz G. A. Siddiqi was appointed Depositor Director to the Board of BRAC Bank Limited in 2008. Dr. Siddiqi is the Vice Chancellor of North South University. He is the President of the Hyderabad based Association of Management Development Institution in South Asia (AMDISA), a SAARC affiliated association of top Business School of South Asian Countries. He is the Member of Steering Committee, Bangladesh Commission for UNESCO, founder Chairman of Institute of Management Consultants, Bangladesh, Member and founder Chairman in the Board of Directors of MIDAS.

Dr. Siddiqi worked as International Consultant to many international organizations, including the World Bank. He advised many agencies of the Government of Bangladesh on various aspects relating to management development, marketing, performance evaluation, human resources development, globalization & technology transfer. He is the author/co-author, editor of 14 books and published many articles. His latest book is "The Readymade Garment Industry of Bangladesh", published by University Press Limited, Dhaka. Dr. Siddiqi has more than 40 years experience as an educationist, researcher, international consultant and business executive.

Dr. Siddiqi obtained his Ph.D. from Manchester Business School, University of Manchester, UK., MBA from Graduate School of Business, Indiana University, USA, Masters of Public and International Affairs (MPIA) from University of Pittsburgh, Pennsylvania, USA and M.A. (Economics), University of Dhaka.

DIRECTORS' INVOLVEMENT IN OTHER LISTED ORGANIZATIONS

Name	Position and Directorship in other listed Organization
Mr. Muhammad A. (Rumee) Ali	Delta Brac Housing Finance Corporation Ltd.
Mr. Quazi Md. Shariful Ala	Delta Brac Housing Finance Corporation Ltd
Ms. Nihad Kabir	N/A
Mr. Mark A Coffey	N/A
Ms. Tamara Hasan Abed	N/A
Mr. Shib Narayan Kairy	N/A
Dr. Hafiz G.A. Siddiqi	N/A