PROSPECTUS

VIPB SEBL 1ST UNIT FUND

VIPB Asset Management

Your Trusted Investment Manager

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন।

Investment in capital market involves certain degree of risks. The investors are required to read the prospectus and risk factors carefully, assess their own financial conditions and risk taking ability before making their investment decision.

If you have any queries about this document, you may consult your bank manager, lawyer, professional accountant or other relevant professional advisers

PROSPECTUS

VIPB SEBL 1ST UNIT FUND

AN OPEN-ENDED MUTUAL FUND SCHEME

Initial size of issue	Tk. 150,00,00,000 (taka one hundred and fifty crore)
Initial number of units	15,00,00,000 units (fifteen crore units)
Initial offer price	Tk. 10.00 (taka ten per unit)
Existing unitholders contribution	Tk. 142,89,06,080.00 (taka one hundred forty-two crore eighty-nine lac six thousand and eighty)
Initial public offering	As existing unitholders' contribution meet the minimum subscription requirement, no initial public offer is being made.

Southeast Bank Limited™
a bank with vision

VIPB Asset Management
Your Trusted Investment Manager

Sponsor:	Asset Manager:	Trustee & Custodian:
Southeast Bank Limited	VIPB Asset Management Company Limited	Investment Corporation of Bangladesh (ICB)
Registered Office: Eunoos Trade Center 52-53, Dilkusha, C/A, Dhaka - 1000, Bangladesh	Registered Office: Suite 11(H), Police Plaza Concord Tower 1, Plot 2, Level 11, Road 144 Gulshan 1, Dhaka 1212	Registered Office: 8, Rajuk Avenue, BDBL Bhaban, (Level 14 -17), Dhaka 1000

PROSPECTUS PUBLICATION DATE: December 08, 2021

EXECUTIVE SUMMARY

VIPB Asset Management Company Limited successfully managed Southeast Bank 1st Mutual Fund (Ticker: SEBL1STMF), a closed-end Mutual Fund for the full tenure since its listing on May 16, 2011. Investment Corporation of Bangladesh (ICB), the Trustee of the Fund has approved the modality for conversion of the Fund as per BSEC Directive dated July 08, 2015 on conversion of a closed-end Mutual Fund into and open-ended one. In a Trustee Committee meeting held on February 14, 2021, the Trustee decided on the following dates:

Date of trade suspension:	May 16, 2021
Effective date:	May 17, 2021
Date of unitholder's meeting:	May 25, 2021

Upon getting approval from BSEC on April 26, 2021, the Trustee held a unitholders' meeting on May 25, 2021 on an online platform where 78.85% holders of the units of the Fund cast their vote, and 99.23% of them voted in favor of conversion of the Fund into an open-ended Fund named VIPB SEBL 1st Unit Fund.

Southeast Bank Limited is the Sponsor and VIPB Asset Management Company Limited is the asset manager of this Fund, whereas Investment Corporation of Bangladesh (ICB) is both the Trustee and the Custodian of the Fund. This is a 'continuous offer' Fund by nature, which facilitates the investors to subscribe and redeem units at their will. The Fund is going to offer electronic (online) purchases and repurchases process considering the convenience of the investors.

Currently, VIPB Asset Management Company manages one closed-end Mutual Fund and three open-ended Mutual Funds. The closed-end Fund named as NLI First Mutual Fund (Ticker: NLI1STMF) has consistently outperformed the market. Both SEBL1STMF and NLI1STMF Funds have been among the best performing Mutual Funds in last 10 years. SEBL1STMF had an initial size of Tk. 90.71 crore. The Fund has disbursed Tk. 88.80 crore in the form of cash dividends in last 10 years. On the day of trade suspension at maturity of the Fund, the Fund's size in terms of total NAV at market value was BDT 142.89 crore.

VIPB Accelerated Income Unit Fund, the first open-ended Fund managed by VIPB, has showcased similar performance since its inception on July 2016. The Fund generated a return of 33.1% in 2017, the best among all unit Funds in Bangladesh. This tremendous success of the company lies in its strict adherence to value investment philosophy. The company generally invests in well-governed companies which are market leaders in their respective industries. VIPB has subsequently launched 2 (two) more open-ended Mutual Funds named VIPB Growth Fund and VIPB Balanced Fund in 2017 and 2020 respectively and is hopeful of continuing its successful track record in managing the proposed VIPB SEBL 1st Unit Fund.

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 VIPB SEBL 1st Unit Fund (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 Sponsor, Asset Management Company or the Fund is not guaranteeing any returns.

The particulars of the Fund have been prepared in accordance with বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১ as amended till date and filed with Bangladesh Securities and Exchange Commission. The investors are advised, in their own interest, to carefully read the contents of the Prospectus, in particular the risk factors before making any investment decision

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন।

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FUND DIRECTORY

Registered Office	Suite 11(H), Police Plaza Concord, Tower 1, Level 11, Road 144, Gulshan 1, Dhaka 1212 Tel: + 88 02 55045193, 55045194, 55045195 Fax: + 88 02 55045196
Sponsor	Southeast Bank Limited Eunoos Trade Center 52-53, Dilkusha, C/A, Dhaka - 1000, Bangladesh
Asset Manager	VIPB Asset Management Company Limited Suite 11(H), Police Plaza Concord, Tower 1, Level 11, Road 144, Gulshan 1, Dhaka 1212 Tel: + 88 02 55045193, 55045194, 55045195 Fax: + 88 02 55045196
Trustee & Custodian	Investment Corporation of Bangladesh (ICB) BDBL Bhaban, (Level 14 -17), 8, Rajuk Avenue, Dhaka 1000
Auditor	Zoha Zaman Kabir Rashid & Co. Chartered Accountants Rupayan Karim Tower, Level-7, Suite # 7/A 80, Kakrail, Dhaka-1215, Bangladesh Tel: +88 02 22229725, +88 01791935555
Banker	Southeast Bank Limited Eunoos Trade Center 52-53, Dilkusha C/A, (Level – 2, 3, 16) Dhaka-1000, Bangladesh.
Selling Agents	The Asset Manager may appoint and cancel selling Agent(s) in future subject to approval of the Trustee and with the intimation to the BSEC

DEFINITIONS AND ELABORATION OF ABBREVIATED TERMS

Rule / বিধিমালা	:	সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১)
Act	:	বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন আইন, ১৯৯৩
Application Form	:	A form meant to be used by an investor to purchase Units in the Scheme.
Asset Manager / Asset Management Company / Fund Manager / Investment Manager /AMC / VIPB AMCL	:	VIPB Asset Management Company Limited
BB	:	Bangladesh Bank
Book Closer	:	Sale and repurchase of unit certificates issued by Asset Management Company shall remain closed during the month of July unless the Commission decides otherwise
BO A/C	:	Beneficiary Owner's Account or Depository Account
BSEC	:	Bangladesh Securities and Exchange Commission
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 are 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	:	Chief Executive Officer
CIP	:	Cumulative Investment Plan
CDBL	:	Central Depository Bangladesh Limited
CDS	:	Central Depository System
Certificate	:	Certificate of the Fund in dematerialized form under CDBL
Commission	:	Bangladesh Securities and Exchange Commission
Companies Act	:	কোম্পানি আইন, ১৯৯৩
Confirmation of Unit Allocation	:	Letter confirming allocation of units
CSE	:	Chittagong Stock Exchange Limited
Custodian	:	Investment Corporation of Bangladesh (ICB)
Date of trade suspension	:	Last trading day of SEBL1STMF (May 16, 2021)
Dividend	:	Income distributed by the Fund, when and where applicable.
DSE	:	Dhaka Stock Exchange Limited
Effective Date	:	Immediate next day to the date of Trade Suspension (May 17, 2021)
EPU	:	Earnings Per Unit
FC Account	:	Foreign Currency Account
FI	:	Financial Institution
FIS	:	Fixed Income Securities

Government	:	The Government of the People's Republic of Bangladesh
Guardian	:	The Trustee of the Fund
IDRA	:	Insurance Development & Regulatory Authority Bangladesh
IFRS	:	International Financial Reporting Standards
IPO	:	Initial Public Offering
Issue	:	Public issue
Mutual Fund / The Fund / Unit Fund / Open End Mutual Fund	:	VIPB SEBL 1st Unit Fund
Sales Agent / Selling Agent / Point of Sales	:	VIPB AMCL designated official points for accepting transaction /service requests from investors.
MD	:	Managing Director
NAV	:	Net Asset Value
NBFI	:	Non-Banking Financial Institution
NBR	:	National Board of Revenue
Net Assets	:	The excess of assets over liabilities of the Fund
Net Asset Value	:	Per unit value of the Fund arrived at by dividing the net assets by the number of units outstanding of the Fund
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
Offering Price	:	Price of the Units of the Fund being offered
Offer Document	:	This document is issued by VIPB SEBL Bank 1st Unit Fund, 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.
Ongoing Offer Period	:	Offer of Fund Units after the initial offer period closure.
Prospectus	:	The advertisements or other documents (approved by the BSEC), which contain the investment and all other information in respect of the Mutual Fund, as required by the বিধিমালা and is circulated to invite the public to invest.
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 Unit holder(s)
Repurchase Price	:	The price at which the Units can be redeemed/repurchased and calculated in the manner provided in this offer document.
Selling Agents	:	AMC designated official points for accepting any transaction/service requests form investors
Sponsor	:	Southeast Bank Limited
Trustee / Guardian	:	Investment Corporation of Bangladesh (ICB)
Unit Certificate / Certificate	:	Certificate of the Fund in dematerialized form under CDBL
Unit Holder	:	A person holding Units of VIPB SEBL 1st Unit Fund 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'.

FUND HIGHLIGHTS

Name	VIPB SEBL 1st Unit Fund
Nature	Open-ended Mutual Fund
Life and Size of the Fund	Perpetual life and unlimited size
Sponsor	Southeast Bank Limited
Asset Manager	VIPB Asset Management Company Limited
Trustee	Investment Corporation of Bangladesh (ICB)
Custodian	Investment Corporation of Bangladesh (ICB)
Initial Size of the Fund	BDT 150,00,00,000 (One Hundred and Fifty crore) divided into 15,00,00,000 (Fifteen crore) units of Tk. 10 (Taka ten) each
Face Value	Tk. 10 (Taka ten) per Unit
Objective	The objective of the Fund is to provide attractive risk adjusted return to the unit holders by investing the proceeds in the capital market and money market.
Minimum Application Amount	Tk. 20,000.00/- per application (2,000 Units) for individuals Tk. 50,000.00/- per application (5,000 Units) for institutions
Prospective investors	Individuals, institutions, Non-Resident Bangladeshi (NBR), Mutual Funds and collective investment schemes are eligible to invest in this Fund.
Sale/ Surrender / Transfer of Units	Over the Counter (OTC) of the Asset Manager and designated Selling Agents
Transparency	NAV will be calculated on a weekly basis and shall be published on the website of the Fund manager (www.vipbamc.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 Policy	Minimum 70% (seventy percent) of realized profit of the Fund will be distributed as dividend in Bangladeshi Taka or CIP (if requested by the investor) in each accounting year as per বিধি ৬৬ of সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১
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 the authorized selling agents appointed by

	the Asset Manager. The Asset Manager or selling agent shall be liable to repurchase the units on behalf of Fund.
Tax benefit	Income shall be tax free up to certain level, which is permitted as per Finance Act. Investment in the Fund would qualify for investment tax credit under section 44(2) of the Income Tax Ordinance 1984. Income from the Fund is also exempted up to Tk. 25,000 (Taka Twenty Five thousand Only) under section 22A of Sixth Schedule of the Income Tax Ordinance 1984. The income of the Fund will also be exempted from Tax.
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.vipbamc.com) of the Asset Manager.

CHAPTER 1: PRELIMINARY

1.1 Publication of Prospectus for Public Offering

VIPB Asset Management Company Limited has received registration certificate from the Bangladesh Securities & Exchange Commission under Securities & Exchange Commission Act, 1993 and সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১ made thereunder and also received consent for issuing prospectus for public offering. A complete copy of the prospectus is available for public inspection at Suite 11(H), Police Plaza Concord, Tower 1, Plot 2, Level 11, Road 144, Gulshan 1, Dhaka 1212, the corporate office of VIPB Asset Management Company Limited, the asset manager of VIPB SEBL 1st Unit Fund, hereinafter referred to as "the Fund".

1.2 Consent of the Securities and Exchange Commission

"APPROVAL OF 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 (মিউচ্যুয়াল 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 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 exchange houses make arrangement in future. In that case, public communication will be made as per BSEC's approval.

The securities will be kept in dematerialize form in Central Depository Bangladesh Limited (CDBL) to facilitate the holding and transfer of the units of the Fund. Units of the Fund will always be available for sale and surrender/repurchase except on the last working day of every week and during book closure period/record date of the Fund at the corporate office of the VIPB Asset Management and the offices of authorized selling agents. The Asset Manager shall disclose selling price and surrender/repurchase price of Units at the beginning of business operation on the first working day of every week as per the বিধিমালা.

The unit holders may surrender their unit certificates during the business hour as specified by the Asset Management Company. The Asset Management Company shall be liable to repurchase the units on behalf of the Fund. The redemption will be made on first come first serve basis.

1.4 Availability of Documents for Inspection

1. Copy of this prospectus will be available at the registered office of the Asset Manager and offices of the authorized selling agents of the Fund. This prospectus will also be available for viewing and downloading from the website of Bangladesh Securities and Exchange Commission (www.secbd.gov.bd) and the website of the Asset Manager (www.vipbamc.com).
2. 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 the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১ and 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 (Taka Ten Only) 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, 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 as per বিধি ৬৯ of সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১
6. 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 as per বিধি ৭০(২)(ক) of সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১
7. Half-yearly accounts/financial results of the Fund will be published in at least one English and one Bengali national daily newspaper within 30 (thirty) days from the end of the period as per বিধি ৭৩ of সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১;
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 (seven) days of dividend distribution as per বিধি ৬৬ of সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১
9. Net Asset Value (NAV) of the Fund shall be calculated and disclosed publicly at least once a week as per বিধি ৬০(২-৩) of সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১;

10. Details statements of quarterly status of portfolio and other assets shall be published in asset manager website within one month of the end of the quarter as per বিধি ৭০(২)(ঘ) of সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১;
11. 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 calculated on a date shall form the repurchase price of Units by rounding up the amount and shall be effective up to next calculation of NAV of the Fund. The difference between sales price and surrender value shall not be over Tk. 0.30 (thirty paisa) per unit and may increase up to 5% (five percent) of the sale price at the decision of the Board of Directors of the Asset Management Company;
12. BSEC may appoint auditors for special audit/investigation on the affairs of the Fund, if it so desires;
13. 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;
14. The prospectus/abridged version of the prospectus shall be published in one of the widely circulated Bengali national daily newspapers. Provided that information relating to publication of prospectus in the form of advertisement be published in two national daily newspapers (Bengali and English);
15. If approved, abridged version of the prospectus will be published in the newspaper and complete prospectus shall be made available to the applicants through website of AMC;
16. The approved prospectus shall be available at the head office of AMC, Custodian and Trustee of the Fund and the sales offices of the Fund;
17. The size of the Fund will be increased from time to time by the Asset Manager subject to approval of the Trustee and with intimation to the Commission;
18. Under the conversion, the legal requirement of minimum subscription of the Sponsor of the scheme is exempted under clause 19 of BSEC Directive dated July 08, 2015 on conversion of a closed-end Mutual Fund into an open-ended one. However, the existing unitholders shall be treated as Initial Subscribers. In this case, Southeast Bank Limited, Sponsor and initiator of the earlier closed-end Fund, Southeast Bank 1st Mutual Fund may also play the role of Sponsor for the newly converted open-ended Fund without having any requirements.
19. 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 the publication thereof;
20. The Asset Management Company shall submit 10 (ten) copies of printed prospectus to the Commission for official record within 7 (seven) days of prospectus approval;
21. 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;
22. The AMC shall submit to the Commission a diskette containing the vetted prospectus;

23. If the Fund manager fails to collect the minimum 40% (forty percent) of the initial target amount under বিধি ৪৮ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১, it will refund the subscription money within 30 (thirty) days from the closure of subscription without any deduction. In case of failure, the Fund manager will refund the same with an interest at 18% (eighteen percent) per annum from its own account within the next month;
24. On achievement of 40% (forty percent) of the initial target amount, the Fund is allowed to commence investment activities of the Fund with permission of the Trustee;
25. The asset manager shall issue Confirmation of Unit Allocation to the unitholders of the newly converted open-ended Fund as per বিধিমালা and the BSEC Directive on the conversion of a closed-end Mutual Fund into an open-ended one dated July 08, 2015. No splitting of the Confirmation of Unit Allocation letter shall be made without prior approval of the Commission.
26. After approval by the Trustee regarding issue and conversion expenses, the AMC shall submit in details to the Commission regarding issue and formation expenses within 15 (fifteen) days of Fund operation;
27. Annual fee of the Fund shall be submitted to the Commission on the Fund size i.e. – year-end NAV at market price of the Fund on an advance basis as per বিধিমালা; and may adjust the fee in the next year if necessary;
28. 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

1. This prospectus has been prepared by VIPB 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.
2. 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 VIPB Asset Management Company Limited.
3. 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

Sale and repurchase of Units of VIPB SEBL 1st Unit Fund will commence at the office of VIPB Asset Management Company Limited, Suite 11(H), Police Plaza Concord, Tower 1, Plot 2, Floor 11, Road 144, Gulshan 1, Dhaka 1212 and the designated Selling Agent(s) and/or Branch Offices at the opening of banking business hours on **January 02, 2022** and continue until winding up of the Fund except book closure period as per Rules.

VIPB AMCL will maintain BO accounts with Investment Corporation of Bangladesh (ICB), the Custodian of VIPB SEBL 1st Unit Fund for creation and redemption of units of VIPB SEBL 1st Unit Fund. In case of sale/ purchase of units of the Funds by the investors, units will be transferred to the unit holders BO accounts as per instruction of VIPB AMCL after the acceptance of demat setup by the Custodian.

In 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.

1.8 Declarations:

Declarations about the Responsibility of the Sponsor

The Sponsor, Southeast Bank Limited, accepts full responsibility for the authenticity and accuracy of the information contained in this prospectus and other documents regarding VIPB SEBL 1st Unit 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 document, 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 a decision for investment.

Sd/-
Mr. M. Kamal Hossain
Managing Director
Southeast Bank Limited

Declarations about the Responsibility of the Custodian

We, as Custodian of the VIPB SEBL 1st Unit Fund, 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 সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১

Sd/-

Mr. Md. Golam Mostofa
Deputy General Manager (Trustee Division)
Investment Corporation of Bangladesh (ICB)

Declarations about the Responsibility of the Trustee

We, as Trustee of the VIPB SEBL 1st Unit Fund, 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 and the 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 we have reason to believe that the conduct of business of the Fund is not in conformity with relevant Rules.

Sd/-
Mr. Md. Golam Mostofa
Deputy General Manager (Trustee Division)
Investment Corporation of Bangladesh (ICB)

Declarations about the Responsibility of the Asset Manager

This Prospectus has been prepared by us based on the Trust Deed, the Investment Management Agreement, the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১ and other related agreements and examination of 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 issue;

ii. all the legal requirements of the issue have been duly fulfilled; and

iii. the disclosures made are true, fair and adequate for making investment decision.

Investors should be aware that the value of investments in the Fund could be volatile and 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 degree 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 and to take proper cognizance of the risks associated with any investment in the Fund

Sd/-
Shahidul Islam, CFA
Chief Executive Officer
VIPB Asset Management Company Limited

1.9 Due Diligence Certificates:

Due Diligence Certificate by Sponsor

চতুর্থ তফসিল - (১) এর (জ) [বিধি ৪৩ (৩) দ্রষ্টব্য]

The Chairman
Bangladesh Securities and Exchange Commission
Securities Commission Bhaban
E-6/C, Agargaon
Sher-e-Bangla Nagar Administrative Area
Dhaka-1207, Bangladesh

Subject: VIPB SEBL 1st Unit Fund

We, the Sponsor of the above-mentioned forthcoming Mutual Fund, state as follows:

1. We, as the Sponsor to the above-mentioned Fund, have examined the draft prospectus and other documents and materials as relevant to our decision; and

2. We warrant that we shall comply with the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১, Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, Trust Deed of the Fund and the rules, orders, guidelines, directives, notifications and circulars that may be issued by Commission from time to time in this respect.

WE CONFIRM THAT:

a) All information in the draft prospectus forwarded to the Commission are authentic and accurate;

b) We as Sponsor of the Fund as mentioned above will act as per clause of the trust deed executed with the Trustee and shall assume the duties and responsibilities as described in the trust deed and other constitutive documents;

c) We shall also abide by the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১ and conditions imposed by the Commission as regards of the Fund; and

d) We shall act to our best for the benefit and interests of the unit holders of the Fund.

For Sponsor

Sd/-
Mr. M. Kamal Hossain
Managing Director
Southeast Bank Limited

Due Diligence Certificate by Trustee

চতুর্থ তফসিল - (১) এর (জ) [বিধি ৪৩ (৩) দ্রষ্টব্য]

The Chairman
Bangladesh Securities and Exchange Commission
Securities Commission Bhaban
E-6/C, Agargaon
Sher-e-Bangla Nagar Administrative Area
Dhaka-1207, Bangladesh

Subject: VIPB SEBL 1st Unit Fund

We, the under-noted Trustee to the above-mentioned forthcoming Mutual Fund, state as follows:

1. we, while act as Trustee to the above-mentioned Fund on behalf of the investors, have examined the draft prospectus and other documents and materials as relevant to our decision; and

2. we warrant that we shall comply with the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১, Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, Trust Deed of the Fund and the Rules, guidelines, circulars, orders and directions that may be issued by the Bangladesh Securities and Exchange Commission from time to time in this respect.

WE CONFIRM THAT:

a) all information and documents as are relevant to the issue have been received and examined by us and the draft prospectus forwarded to the Commission have been approved by us;

b) we have also collected and examined all other documents relating to the Fund;

c) while examining the above documents, we find that all the requirements of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১, have been complied with;

d) we shall act as Trustee of the Fund as mentioned above as per provisions of the trust deed executed with the Sponsor and shall assume the duties and responsibilities as described in the Trust Deed and other constitutive documents;

e) we shall also abide by the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১, and conditions imposed by the Commission as regards of the Fund; and

f) we shall act to our best for the benefit and sole interests of the unit holders of the Fund;

For Trustee

Sd/-
Mr. Md. Golam Mostofa
Deputy General Manager (Trustee Division)
Investment Corporation of Bangladesh (ICB)

Due Diligence Certificate by Custodian

চতুর্থ তফসিল - (১) এর (জ) [বিধি ৪৩ (৩) দ্রষ্টব্য]

To
The Honorable Chairman
Bangladesh Securities and Exchange Commission
Securities Commission Bhaban
E-6/C, Agargaon
Sher-e-Bangla Nagar Administrative Area
Dhaka-1207, Bangladesh.

Subject: VIPB SEBL 1st Unit Fund

We, the under-noted Custodian to the above-mentioned forthcoming Mutual Fund, state as follows:

We, while act as Custodian to the above-mentioned Fund on behalf of the investors, shall comply with the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১, Depository Act, 1999, Depository Regulation, 2000, Depository (User) Regulation, 2003, Trust Deed of the Fund and the Rules, guidelines, circulars, order and directions that may be issued by the Bangladesh Securities and Exchange Commission from time to time in this respect.

WE CONFIRM THAT:

a) we will keep all securities (both) listed and unlisted and Assets of the "VIPB SEBL 1st Unit Fund" including FDR receipts in safe and separate custody as per সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১ and will provide highest security for the assets of the Fund;

b) we shall act as Custodian of the Fund as mentioned above as per provisions of the Custodian agreement executed with the asset management company and shall assume the duties and responsibilities as described in the trust deed of the mentioned Fund and other constitutive documents;

c) we shall also abide by the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১, and conditions imposed by the Commission as regards of the Fund; and

d) we shall act to our best for the benefit and sole interests of the unit holders of the Fund;

For Custodian

Sd/-

Mr. Md. Golam Mostofa
Deputy General Manager (Trustee Division)
Investment Corporation of Bangladesh (ICB)

Due Diligence Certificate by Asset Manager

চতুর্থ তফসিল - (১) এর (জ) [বিধি ৪৩ (৩) দ্রষ্টব্য]

The Chairman
Bangladesh Securities and Exchange Commission
Securities Commission Bhaban
E-6/C, Agargaon
Sher-e-Bangla Nagar Administrative Area
Dhaka-1207, Bangladesh

Subject: VIPB SEBL 1st Unit Fund

We, the under-noted Asset Manager to the above-mentioned forthcoming Mutual Fund, state as follows:

1. we, while act as asset manager to the above-mentioned Mutual Fund, declare and certify that the information provided in the prospectus, is complete and true in all respects;

2. we further certify that we shall inform the Bangladesh Securities and Exchange Commission immediately of any change in the information of the Fund; and

3. we warrant that we shall comply with the Securities and Exchange Ordinance, 1969, the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১, Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, Trust Deed of the Fund and the Rules, guidelines, circulars, orders and directions that may be issued by the Bangladesh Securities and Exchange Commission from time to time in this respect.

WE CONFIRM THAT

a) the draft prospectus forwarded to the Commission is in conformity with the documents, materials and papers relevant to the Fund;

b) all the legal requirements connected with the said Fund have been duly complied with; and

c) the disclosures made in the draft prospectus are true, fair and adequate to enable the investors to make a well-informed decision for investment in the proposed Fund.

For the Asset Manager

Sd/-
Shahidul Islam, CFA
Chief Executive Officer
VIPB Asset Management Company Limited

CHAPTER 2: BACKGROUND

2.1 Background of conversion into open-ended Fund

Southeast Bank 1st Mutual Fund (SEBL1STMF) was the first closed Mutual Fund managed by VIPB Asset Management Company Limited, launched in 2010-11 and listed with the stock exchanges on May 16, 2011. The Fund has been de-listed from the bourses on May 15, 2021 upon completion of its tenure as per বিধিমালা. The size of the Fund was Tk. 997,843,000 (ninety-nine crore seventy-eight lac forty-three thousand only) divided into 99,784,300 units of Tk. 10 (ten) each at the end of its 10-year tenure. Upon getting approval from BSEC on April 26, 2021, the Trustee held a unitholders' meeting on May 25, 2021 on an online platform where 78.85% (7,86,75,608 units) of all the unitholders (99,784,300 units) gave their consent. In the meeting, 99.23% of the present unitholders of the Fund passed a resolution in favor of the conversion.

BSEC has approved the conversion of Southeast Bank 1st Mutual Fund from a closed-end fund into an open-ended fund on June 30, 2021, after completion of its maturity following বিধি ৫০(গ) of বিধিমালা, ২০০১ and the terms specified in the consent letter dated **November 24, 2021**. Existing unit holders of the said Fund shall be entitled to unit certificates through conversion at NAV per unit of Tk. 14.32 as decided by the appointed Auditor and approved by the Commission. Zoha Zaman Kabir Rashid & Co. Chartered Accountants has been appointed for the Auditing purpose and for the asset valuation and Net Asset Value (NAV) determination, Malek Siddiqui Wali & Co. Chartered Accountants has been appointed as the Valuation Auditor, which were also decided based on online voting of the unitholders.

Below is the summary of historical performance of the Fund:

Particulars	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	Total
NAV/ Unit at year-end (in Tk.)	11.66	11.76	12.24	12.54	12.39	15.16	15.17	14.17	10.50	
EPU (in Tk.)	1.48	1.03	1.42	1.41	1.44	1.54	1.41	0.98	(0.76)	
Dividend (%)	11%	10% (RIU)	12%	12.50%	13%	13.50%	13%	12%	3%	
Dividend (in Tk.-Crore)	9.97	9.07	11.97	12.47	12.97	13.47	12.97	11.97	2.99	**97.85**
Payout ratio (%)	74%	97%	85%	89%	91%	87%	92%	123%	N/A	

The above table illustrates that the Fund has declared 13.50% cash dividend at its highest and 3% cash dividend at its lowest during the previous 09 (nine) years of its operation. During its operation, the Fund

has disbursed Tk. 88.80 crore in the form of cash dividend in total, amongst its investors against the collection of Tk. 90.71 crore in the public offering.

Open-ended Mutual Fund is widely popular throughout the world among all kinds of investors. It is highly accepted and one of the most sought investment vehicles offering a lot more flexibilities. Globally, at present, most of the Mutual Funds are open-ended ones. The scenario in Bangladesh has changed a lot over the last couple of years as a good number of open-ended Funds were launched. At present there are 71 open-ended Mutual Funds (as of October, 2021) approved by BSEC. More Funds are in the pipeline waiting to get the approval from the regulator.

VIPB Asset Management Company launched its first open-ended Fund naming, VIPB Accelerated Income Unit Fund in 2016. The Fund got tremendous response from both individual and institutional investors. The Fund was the best performer in 2017 among all Mutual Funds operational in Bangladesh. This sort of performance record isn't new for VIPB Asset Management. Even when the market went through a critical time since the market crash of 2010-11, the company continued to show robust performance in managing its two closed-end Mutual Funds, i.e. – Southeast Bank 1st Mutual Fund and NLI 1st Mutual Fund. That successful track record inspired the company to launch an open-ended Mutual Fund and eventually the Fund carried the success story further. VIPB Asset Management Company Limited lunched its second and third open-ended Mutual Funds naming, VIPB Growth Fund in 2018 and VIPB Balanced Fund in 2020. VIPB Asset Management Company Limited believes that it will continue to maintain its performance track record in case of the proposed VIPB SEBL 1st Unit Fund as well.

The parties to the Fund are: Southeast Bank Limited as the Sponsor, VIPB Asset Management Company Limited as the Asset Manager and Investment Corporation of Bangladesh (ICB) as the Trustee & Custodian of the Fund.

2.2 Advantages of Investing in VIPB SEBL 1st Unit Fund

Generally, investment in Mutual Funds provide certain incremental advantages when compared to investment made directly in the capital market. Highlighted below are some of the advantages the investors may benefit from when investing in VIPB SEBL 1st Unit Fund:

- Mutual Funds generally lower investment risks for small and retail investors through diversification into multiple sectors, companies, securities, and via investing in various asset classes. The Fund manager will attempt to maximize return for a given level of risk and always conduct a balance in its risk-return tradeoff.
- Mutual Funds through its diversified pool of investments will provide small investors access to returns of the wider market, which will be very costly for retail investors to achieve individually.
- Greater participation of Mutual Funds will add to enhanced liquidity to the overall market and, since most Mutual Funds are long term investment vehicles, this will create price stability, better price discovery and reduce short term volatility in the market.
- The Fund's performance will benefit from the VIPB Asset Management Company Limited proprietary investment process and research tools for both Fundamental and technical analysis. VIPB AMC has a highly skilled in-house research team who are experienced investment professionals dedicated to research the stock market, its scripts and the impact of the broader macro-economic factors that impact the market.
- In Bangladesh, Mutual Funds enjoy a reserved quota under Eligible Investor (EI) category for all Initial Public Offerings (IPOs). IPOs in Bangladesh have historically performed very well relative to the market index and have positively contributed to Mutual Fund performance.
- The investors will be able to save significantly in transaction costs as he/she will have access to a large number of securities by purchasing a single unit of the Mutual Fund.
- Income from the Fund is exempted up to Tk. 25,000 (Taka Twenty-Five thousand Only) under section 22A of Sixth Schedule of the Income Tax Ordinance 1984.
- Investment in the Fund will qualify for investment tax credit under section 44(2) of the Income Tax Ordinance 1984.
- Management and operations of Mutual Funds are subject to strict regulations from the BSEC and the Sponsor appointed Trustee, both of whom closely monitor the performance of the Fund. The laws governing Mutual Funds require exhaustive disclosure to the regulator and general public.
- VIPB SEBL 1st Unit Fund offers the investors to choose between receiving cash dividends and cumulative investment plan (CIP). The latter allows the Fund manager to reinvest the dividend in the market.
- Price of the Units of the Fund won't be determined by demand and supply, rather by Net Asset Value (NAV) of the Fund.

CHAPTER 3: THE FUND

3.1 Formation of the Fund

The Trust Deed of the Fund was registered on **October 10, 2021** under the Trust Act, 1882 and Registration Act, 1908. The Fund was registered by the BSEC on **October 19, 2021** under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১.

3.2 Life of the Fund

The Fund will be an open-ended Mutual Fund with a perpetual life. Institutional, local & foreign individual, resident & non-resident investors are eligible to invest in this Fund. The size of the Fund will be Tk. 150,00,00,000 (taka one hundred and fifty crore) only divided into 15,00,00,000 (fifteen crore) Units of Tk. 10 (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 (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 2,000 (two thousand) units for individuals and 5,000 (five thousand) units for institutions.

3.4 Investment Objective

The objective of the Fund is to generate healthy returns for the valued unit holders maintaining efficient risk management and making prudent investment decisions.

3.5 Investment Policies

1. The Fund shall invest subject to the বিধিমালা and only in those securities, deposits and investments approved by the Bangladesh Securities and Exchange Commission (BSEC) and/or any other competent authority in this regard.
2. Not **more** than 60% (sixty percent) of total assets of the Scheme of the Fund shall be invested in capital market instruments out of which at least 50% (fifty percent) shall be invested in listed securities. The fund can invest only in investment grade unlisted securities and after a prior approval of the trustee. The fund shall invest at least 30% (thirty percent) of total assets of the fund in government securities or government backed securities in order for prudentially managing risk and liquidity of the fund.
3. Not more than 25% (twenty-five percent) of the total asset of the Scheme of the Fund shall be invested in Fixed Income Securities (FIS).
4. Not more than 10% (ten percent) of the total assets of the fund shall be invested in non-listed securities at any particular date. In case of investment in non-listed corporate bonds or pre-IPO placement shares, the asset manager shall obtain approval on the Commission.

5. 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.
6. The Fund shall get the securities purchased or transferred in the name of the Fund.
7. 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.
8. Non-listed securities that are "investment grade" and enjoy "very strong" credit rating by a licensed credit rating agency are eligible for investment under this scheme of the mutual fund.
9. The Asset Management Company shall choose broker(s) for the purpose of purchase and sale of securities for the Fund's portfolio.
10. Settlement of transaction shall take place as per the customs and practice of the relevant laws.

3.6 Investment Restrictions

In making investment decision the following restrictions should be taken due consideration:

i. The Fund shall not invest more than 10% (ten percent) of its total assets in any one particular company.
ii. The fund shall not invest more than 10% (ten percent) of paid up capital (or other securities such as bond or debenture) issued by any company.
iii. The fund shall not invest more than 10% (ten percent) of its total assets in any one company or a group of companies under the control of a parent company. This condition shall not be applicable for investment in government securities.
iv. The Fund shall not invest more than 25% (twenty-five percent) of its total assets in shares, debentures or other securities in any single industry.
v. The Fund shall not invest in, or lend to, another 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 Manager 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 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

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 divided by the total number of units outstanding) as per বিধি ৬০ of the বিধিমালা. As per বিধিমালা ৫৮ of the বিধিমালা, the valuation policy of investment of the Fund needs to be approved earlier by the BSEC. Valuation criteria so far approved by the Commission in the Trust Deed is as follows:

i. For listed securities, the closing price on the Dhaka Stock Exchange (DSE) 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 in compliance with the International Financial Reporting Standards (IFRSs) and 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 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 in compliance with IFRSs and other securities regulations to be 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 the 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: **Total NAV = VA - LT**

NAV per Unit = Total NAV / Number of Units outstanding

VA = 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

LT = 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 expenses with regard to management fee, annual fee, audit fee and safe keeping fee.

3.8 Limitation of Expenses

The initial issue expenses in respect of the Fund shall not exceed 1% (one percent) of the collected amount of the fund raised under the Scheme or any ceiling as determined by the AMC which is approved by the Commission and the Trustee. The expense will be amortized within 7 (seven) years on a straight-line method as provided for in the বিধিমালা. The total expenses charged to the Fund, except the amortization of initial issue expenses and including transaction cost in the form of commission to the stock brokerages 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 AMC fees, Trustee fees, the annual registration fees payable to the Commission, audit fees, cost of the publication of reports and periodicals, bank charge, commission of selling agents, etc., shall not exceed 4% (four percent) of the weekly average net asset outstanding during any accounting year.

3.9 Price Fixation Policy and Sale & Repurchase Procedure

After completion of the conversion process, the Fund will be opened to the investors for regular buy/sale of Units. The date of re-opening shall be declared by the asset manager upon approval from 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.

The sale and repurchase/surrender price of units will be determined by the Asset Management Company based on NAV at fair value. The difference between sale price and repurchase/surrender price shall not exceed 1% (one percent) of the NAV per unit at fair value of the mutual fund.

The redemption shall be made on first come first serve basis. In the event the redemption request on a particular day exceed 1% (one percent) of the total unit outstanding, the Asset Management Company may defer, if required, the redemption request over 1% (one percent) for a maximum period of 3 (three) working days.

The unit holders may surrender their units 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 units of the Fund by Asset Management Company shall remain closed during first 04 (four) weeks of July unless the Commission decides otherwise.

Sale and repurchase procedure is given below:

i. The Units of VIPB SEBL 1st Unit Fund may be bought / surrendered through VIPB Asset Management Company Limited and authorized selling agents appointed by the Asset Manager from time to time and any other procedure as prescribed by the Asset Manager. Surrender of units is allowed only through VIPB AMCL or the selling agent from which the units are originally purchased.

ii. Application for purchase of Units should be accompanied by an account payee cheque/pay order/bank draft in favor of 'VIPB SEBL 1st Unit Fund' for the total value of Units.

iii. 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. If BO A/C is provided during the registration, the units will also be delivered to the Unit holder's BO A/C.

iv. Partial surrender (fraction of total units held under a Unit Allocation Confirmation) is allowed without any additional cost subject to minimum surrender quantity is 2,000 (two thousand) units for individuals and 5,000 (five thousand) units for institutions. Upon partial surrender, the Unit holder will be issued with a new Confirmation of Unit Allocation representing the balance of his Unit holding.

v. All payments/receipts in connection with or arising out of transactions in the Units shall be in Bangladeshi Taka.

3.10 Winding up Policy

3.10.1 Procedure of Winding Up

i. If the total number of outstanding Units held by the Unit holders after repurchase at any point of time fall below 25% (twenty-five percent) of the actual Units issued, the Fund will be subject to wound up.

ii. If 75% (seventy-five percent) of the total unitholders accepts a proposal to wind up the Fund, the Fund will be subject to wound up.

iii. 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.

iv. The Scheme may also be wound up if the Commission so directs in the interest of the Unit holders.

v. 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 (thirty) 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 as 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-ended Fund;
ii. cease to create and cancel Units of the open-ended Fund;
iii. cease to issue and redeem Units of the open-ended Fund.

3.11 Fund Management

VIPB 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, VIPB AMCL shall have discretionary authority over the Fund's portfolio about investment decisions.

3.12 Dividend Policy

i. The accounting year of the Fund shall be from 1st July to 30th June;
ii. As per the rule, the Fund shall distribute minimum 70% (seventy percent)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 the accounting period after making provision for bad and doubtful investments.
The dividend will be in the form of cash. The Fund shall create a dividend equalization reserve by appropriation from the income of the Scheme;
iii. Net income for a financial period of a mutual fund shall be measured following IFRSs and after incorporating all expenses as well as provisions for diminution in the Value of Investments and other assets.
iv. Surpluses arising simply from the valuation of investments shall not be available for dividend;
v. The Fund shall create a dividend equalization reserve by suitable appropriation from the income of the Fund;
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 Units at a rate determined by VIPB AMCL. The unit holders may change their dividend preference in future as per their need.
viii. Dividend warrants will be dispatched within 45 (forty-five) days from the declaration of dividend and shall submit a statement within next 7 (seven) days to the commission.

CHAPTER 4: RISK FACTORS

Investing in the VIPB SEBL 1st Unit Fund (hereinafter the Fund) involves certain risks normally associated with making investments in securities. There can be no assurance that the Fund will achieve its investment objectives. The value of the Fund can fluctuate to increased or decreased level. On redemption, there is no assurance that the investors will receive the amount originally invested. The Fund is suitable for investment by investors who understand the risks involved and who are willing and able to survive the loss of their investments. In particular, prospective investors should consider the following risks.

General Risk

There is no assurance that the Fund will be able to meet its investment objectives 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 markets. 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 in its entirety before investing.

External Risk Factor

Performance of the Fund is substantially dependent on the macroeconomic situation and in the capital market of Bangladesh. Political and social instability may have an adverse effect on the value of the Fund's assets. Adverse natural climatic condition and epidemic may impact the performance of the Fund.

Market Risk

Bangladesh capital market is highly volatile and prices of other 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. Furthermore, there is no guarantee that the market prices of the units of the Fund will fully reflect their underlying Net Asset Values.

Concentration Risk

Due to the limited number of listed securities in both the stock exchanges (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.

Dividend Risk

Despite careful investment selection of companies in the Fund, if the companies fail to provide the expected dividend or fail to disburse dividends declared in a timely manner that will impact the income and the overall return of the Fund. Regulators may impose limit/ cap on the ability of the investee companies to declare dividends, which in turn may impact the income and the overall return of the Fund.

Underlying Liquidity Risk

For investing in Pre-Public Offer Placement securities (i.e. – in the 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 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.

Investment Strategy Risk

Since the Fund will be an actively managed 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.

Credit Risk

Since the Fund will seek to invest as per the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল 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 is 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.

Interest Rate Risk

The Net Asset Value (NAV) of the Fund is expected to increase consequent upon a fall in interest rate while it is supposed to fall with a rise in the interest rate to the extent it is invested in Debt and Money Market securities. Also, zero coupon securities do not provide periodic interest payments to the holders and hence these are more sensitive to changes in interest rates. So, if the Fund Manager opts for investing in zero coupon securities offering attractive yields that would increase the risk of the portfolio also.

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, and 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.

CHAPTER 5: FORMATION, MANAGEMENT AND ADMINISTRATION

According to Guidelines for conversion of closed-end Mutual Fund into an open-ended Mutual Fund, the legal requirement of minimum subscription of the Sponsor of the Fund as per rules is exempted. However, the existing unit holders shall be treated as Initial Subscriber to the newly converted open-ended Mutual Fund. The unit holders in their meeting didn't intend to change any of the parties (i.e. – asset manager, Custodian, Sponsor) of the Fund and thus the parties to the Fund remains the same as it was the case of the closed-end Mutual Fund.

5.1 Sponsor of the Fund

Southeast Bank Limited was incorporated as a Public Limited Company under Companies Act, 1994 on March 12, 1995 and started commercial banking operations on May 25, 1995 with a dream and a vision to become a pioneer banking institution of the country and contribute significantly to the growth of the national economy. The Bank was established by leading business personalities and eminent industrialists of the country with stakes in various segments of the national economy. During this short span of time the Bank has succeeded in positioning itself as a progressive and dynamic financial institution in the country.

The Bank has been widely acclaimed by the business community, from small entrepreneurs to large traders and industrial conglomerates, including the top-rated corporate borrowers, for its forward-looking business outlook and innovative financial solutions. Thus within this very short period of time it has been able to create an image and earn significant reputation in the country's banking sector as a Bank with Vision. The bank has 135 (one hundred and thirty-five) branches at the end of 2020 and 17 (seventeen) sub-branches.

Southeast Bank Limited has been licensed by the Government of Bangladesh as a Scheduled commercial bank in the private sector in pursuance of the policy of liberalization of banking and financial services and facilities in Bangladesh. In view of the above, the Bank, has achieved remarkable success in terms of capital adequacy requirement of Bangladesh Bank.

As evident from the financial statements, it has been growing rapidly as one of the leaders of the new generation banks in the private sector in terms of business and profitability.

5.2 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) will act as the Trustee & Custodian of the Fund.

The Investment Corporation of Bangladesh (ICB) was established on October 01, 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 Lease Financing activities.

The Corporation has long and proven experience in advisory function, particularly in buying and selling of shares, corporate restructuring and engineering, offloading of government shares and hosts of other merchant bank 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.

5.3 Asset Manager of the Fund

VIPB Asset Management Company Ltd. (VIPB AMCL) is a subsidiary of Venture Investment Partners Bangladesh (VIPB), the first private venture capital investment firm in the country. VIPB, incorporated as a Public Limited Company (PLC), is a joint-venture between Non-resident Bangladeshi (NRB) Investors from the US and local institutional Sponsors, including NCC Bank Ltd, National Life Insurance Company Ltd, Southeast Bank Ltd and The City Bank Ltd.

After incorporation in October 2006, VIPB started its journey in 2007 with a pre-operating phase of developing its innovative model and building up its Human Resources on this new financial services product for SME in Bangladesh. It has since then pioneered the use of venture capital type investment in the country, targeting the SME segment firms, who have huge Balanced potential but face significant hurdles in attracting Funding from conventional sources such as banks and leasing companies. VIPB AMCL was incorporated on March 2, 2009. It received license from BSEC on June 8, 2009, as an Asset Management Company. Brief profiles of the directors and key personnel of the company are as follows:

Mr. Zia Uddin Ahmed, Ph. D, Chairman

Dr. Ahmed has over 30 years of experience in development finance in South Asia. He has worked with major development agencies such as USAID, DFID, SDC, WB, IFC, ADB, IFAD etc. He has designed an innovative & unique business model for venture capital investment in Bangladesh based on international best practices. He holds a PhD in Economics from the University of Virginia, USA and BA from the University of Oklahoma, USA. He was awarded the Letseizer Gold Medal for the Outstanding Graduating Senior at the University of Oklahoma in 1975. He is the chairman of Venture Investment Partners Bangladesh Limited. He is also the chairman of Terra Resources International Investment & Marketing Services Inc. USA.

Brig Gen Rafiuddin Ahmed (Retd), Director

Mr. Ahmed served in the Bangladesh Army for 34 (thirty-four) years as a professional army officer and he retired as a Brigadier General in October 2004. He has a lot of experience in commanding platoons, companies, regiments, brigades and divisions. He also commanded management and logistic staff officers at regiments, divisions and Army headquarters. He served as the Defence Attaché of Bangladesh in the Bangladesh Embassy, Beijing for 3 (three) years and 8 (eight) months and received PLA (Peoples Liberation Army) Commemorative Medal from the Govt. of the People's Republic of China.

Mr. Golam Sarwar, Director

Mr. Sarwar holds a MSS and a BSS (HON) degree from Dhaka University. He is a successful businessman both in Bangladesh and in the USA. He is based in Plano, TX and is the Proprietor of Mercer USA which deals with RMG marketing in the US. In Bangladesh, he has extensive investments in the RMG sector. He is the Chairman of Posh Garments Ltd, S.F. Denim Apparels Ltd., S.F. Fashion Wears Ltd. He is also the Managing Director of S.F. Apparels LTD. He sits in the board of VIPB.

Mr. Upal Rahman, Director

Mr. Rahman is the Founder President & CEO of Intelligent Image Management Inc., USA which provides creative solutions to companies that outsource their business process operations offshore. He is also a director of US Bangladesh Investment Group Inc., USA. He is a committee member of several US trade bodies, formulating standards on offshore BPO services. In Bangladesh, he operates the country's one of the largest and oldest 100% export oriented information technology company, Digital Architects Ltd. that provides IT solutions to several Fortune 300 (three hundred) companies. Mr. Rahman has a BSc in EE from the Northeastern University, MA. He has work experience as software engineer in companies such as Vitrionics Corp., USA.

Mr. A. K. M. Nazmul Haider, Director

Mr. A. K. M. Nazmul Haider is serving as the 'Company Secretary' of Southeast Bank Limited. He obtained Bachelor of Business Administration with Honours in 1993 and MBA (Major in Accounting) in 1995 from the University of Chittagong. He worked in South Asia Capital Limited, Square Group, First Security Islami Bank Ltd., National Credit and Commerce Bank Limited in different capacities. He participated in many seminars, conferences, workshops, training programs on various important topics of Business, Banking, Investment and Capital Markets.

Mr. Md. Monirul Alam, FCS, Director

Md. Monirul Alam obtained his Masters Degree (M.Com) from Dhaka University. He is a fellow member of the Institute of Chartered Secretaries of Bangladesh (FCS). Mr. Alam is now working in National Credit and Commerce Bank Limited as Executive Vice President and Company Secretary. He has 30 (thirty) years of experiences in the financial service industry.

Shahidul Islam, CFA, Chief Executive Officer

Mr. Islam has had a career in finance and investment spanning over twenty years. Before Joining VIPB Asset Management Company Limited as a CEO in 2008 he worked in Investment Management in Asian Tiger Capital Partners. Prior to that he worked as the head of non-bank institutions in Citi Bank N.A. In 2000, he started his career as a treasury officer in American Express bank and in 2002 he joined Credit Agricole Indosuez as the head of treasury operations. After working 3 years there he joined IFC-SEDF of World Bank group in Business Development. He is a CFA charter holder and, previously held the position of President of CFA Society of Bangladesh. He also holds FRM certification. He is an MBA from institute of Business Administration, Dhaka University.

5.4 INVESTMENT MANAGEMENT

5.4.1 INVESTMENT MANAGEMENT PROCESS

a) Top-Down Approach

- Economic Analysis
  - Analyze domestic and global Macroeconomic Indicators
  - Forecast economic outlook of domestic and Global Economy
  - Review Monetary & Fiscal Policies and analyze their implication on macroeconomic condition
- Industry Analysis
  - Identify the prospective industries aligned with positive economic outlook
  - Understand the business dynamics of the industry and identify the key driving forces
  - Review the economic history of the industry in other countries with comparable economic status
- Company Analysis
  - Understand the business dynamics of the covered company
  - Comprehensively understand the Financials of the covered company
  - Interview top level officials of the targeted companies to have complete understanding on their future outlook and strategic vision
  - Apply multiple equity valuation models and estimate the intrinsic price of the stock

b) Supplementary Analysis

The Capital Market of Bangladesh is in an emerging phase and is neither strongly efficient nor very weak at present. Thus, the importance of the following supplementary analysis is very high.

- Technical Analysis
  - Analyze the stock price data to identify key arbitrage opportunities
  - Distinguish stocks which are Fundamentally strong and hold positive outlook with technical analysis with other stocks
- Quantitative Analysis
  - Build Time Series Econometric model to forecast the future price movement dynamics

5.4.2 Portfolio Management Policy:

1. Optimum sector-wise allocation of Fund is the key factor of portfolio Management process.
2. Invest in sectors with positive outlook but maintain the Regulation of সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১.
3. Focus on the nature of the Fund and make decision which is suitable for the total portfolio.
4. Must consider the market impact for the Investment Decision. Both buying and selling decision must have a significant implication on the overall market dynamics.
5. Market manipulation and utilizing nonpublic insider information is strictly forbidden.
6. The ethical standard and level of confidentiality of the Investment Manager and its research team are very important for the investors of the Fund and for the integrity of the capital market.

5.5 Auditors

Zoha Zaman Kabir Rashid & Co., Chartered Accountants, having office at Rupayan Karim Tower, Level 7, Suite 7A, 80, Kakrail, Dhaka -1000, has been appointed as the auditor of the fund for the first year. Zoha Zaman Kabir Rashid & Co., Chartered Accountants is the sole member firm of MSI Global Alliance, one of the world's leading organizations of independently owned and managed accounting and legal firms, in Bangladesh. MSI has over 250 independent member firms in more than 100 countries throughout the Americas, Asia-Pacific, Europe, Middle East and Africa regions. Subsequent auditors shall be appointed by the Trustee.

5.6 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, conversion, promotion, registration, CDBL fees, public offering together with certain other costs and expenses incurred in its operation, including 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:

5.6.1 Issue and Formation Expenses

The initial issue expenses in respect of the Fund shall not exceed 1% (one percent) of the collected amount of the fund raised under the Scheme or any ceiling as determined by the AMC which is approved by the Commission and the Trustee. The issue and conversion expenses will be amortized within 7 (seven) years on a straight-line method as provided for in the বিধিমালা. The estimated expenses for the conversion of the Fund are presented below with the assumption of Tk. 150,00,00,000 (One hundred fifty crore) to be collected:

SL	Type of expenses	Percentage of total target Fund	Total Tk.	Sub Total / Details	Description
1	Legal & Compliance related expenses (trust deed registration fees, auditor's fees)	0.01%	1,50,000	100,000	Trust deed registration fee
	Auditor's fees			50,000	Auditor's fees
2	Trustee fee	0.04%	6,00,000		Maximum Tk. 600,000 as per the Conversion Guideline
3	Conversion fees payable to AMC	0.80%	1,20,00,000		Maximum 0.80% of the collected Fund size as per clause 20 of the Conversion Guideline dated August 30, 2015
4	Printing & publications	0.02%	2,50,000		
				50,000	Printing of prospectus
				1,00,000	Publication of financial statements and valuation report on daily newspaper
				1,00,000	Printing of allotment letters and arranging courier
	Total	**0.87%**	**1,30,00,000**		

Note: **BSEC has exempted the registration fees of the Fund under special consideration.

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

5.6.2 Management Fee

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

5.6.3 Trustee Fee

The Trustee shall be paid an annual trusteeship fee @ 0.10% of the Net Asset Value (NAV) of the Fund on semi-annual in advance basis, during the life of the Fund or may be agreed upon between the parties.

5.6.4 Custodian Fee

The Fund shall pay to the Custodian a safekeeping fee of securities @ 0.10% of balance securities calculated on the average month end value per annum. Any out-of-pocket expenses may be applicable to the Fund operation from time to time.

5.6.5 CDBL Fee

The Annual fee of CDBL based on face value of total Fund size as follows:

Upto Tk. 5 crore	N/A
Above Tk. 5 crore up to Tk. 20 crore	Tk. 20,000/-
Above Tk. 20 Crore	Tk. 40,000/-

Annual Central Depository System (CDS) connection fee will be Tk. 6,000/-.

5.6.6 Fund Registration and Annual Fee

The Commission exempted the registration fees of the Fund under special consideration which was payable @ 0.20% of the initial target size of the Fund under বিধি ১০ of the বিধিমালা. In addition, the Fund will have to pay @ 0.10% of the Fund value or Tk 50,000 (taka fifty thousand), whichever is higher, as annual fee in terms of বিধি ১১ of the বিধিমালা.

5.6.7 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% on the transaction amount of sales and redemptions which may change in future with the approval of the Trustee.

5.6.8 Audit Fee

The audit fee will be Tk. 40,000 (taka forty thousand) only without VAT, for the first accounting year and the Trustee will fix fees for subsequent years.

5.6.9 Brokerage Fee

The Fund will pay to the stock broker commission of 0.18%-0.30% of the total amount of transaction including Howla, Laga, CDBL fees and any other associated costs.

5.6.10 Amortization of Issue and Conversion Expenses

Asset Management Company may amortize the initial issue costs of the Fund within 7 (seven) years on a straight-line method as provided for in the বিধিমালা; provided that initial issue expenses/initial Public Offer (IPO) costs shall not exceed 1% (one percent) of the Fund of the collected amount raised under the Fund.

The total expense charged to the Fund, except the amortization of initial issue expenses and including transaction cost in the form of stock brokerage against buy and sell 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.

CHAPTER 6: SIZE OF THE FUND AND RIGHTS OF UNIT HOLDERS

6.1 Size of the Issue

The initial size of the Fund was planned to be Tk. 150,00,00,000 (taka one hundred and fifty crore) only divided into 15,00,00,000 (fifteen crore) Units of Tk 10 (ten) each which may be increased from time to time by the Asset Manager subject to approval of the Trustee with due intimation to the Commission till liquidation of the Fund. As existing unitholders' contribution meet the minimum subscription requirement, no initial public offer is being made. The initial distribution of the Fund's Unit holding shall be as follows:

Particulars	**Face Value (per Unit)**	**No. of Units of SEBL1STMF (closed-end)**	**Conversion rate (Tk.)***	**No. of Units of VIPB SEBL 1st Unit Fund (open-ended)**	**Amount (Tk.)**	**Remarks**
Existing unit holders	10.00	9,97,84,300	1.432*	14,28,90,608	142,89,06,080.00**	Subscribed through conversion
Additional Subscriptions	10.00	-	-	-	-	Not applicable
Total		**9,97,84,300**	-	**14,28,90,608**	**142,89,06,080.00**	

* The conversion rate is the ratio of the NAV/unit of SEBL1STMF and the face value of VIPB SEBL 1st Unit Fund
** The difference of Tk. 5,096.00 represents the sum of the fraction amount which will remain with the Fund.

6.2 Existing Unitholders of Southeast Bank 1st Mutual Fund (Closed-end)

According to the decision in the unitholders' meeting for conversion, Tk. 142,89,06,080.00 (one hundred forty-two crore eighty-nine lac six thousand and eighty) only for 14,28.90,608 (fourteen crore twenty-eight lac ninety thousand six hundred and eight) units of Tk. 10.00 (ten) each is allotted in favor of the existing unitholders of Southeast Bank 1st Mutual Fund, which has already been subscribed through conversion of 9,97,84,300 (nine crore ninety-seven lac eighty-four thousand and three hundred) units of the said Fund @ NAV of Tk. 14.32. Sum of the fraction amount of Tk. 5,096.00 will remain with the Fund.

6.3 Tax

The investment tax benefits of the Fund would always comply with country's Finance Act and government tax policies. However, currently the following benefits are available;

- Income of the investors from the Fund will be tax free up to Tk. 25,000.00 (taka twenty-five thousand) only, under section 22A of Sixth Schedule of the Income Tax Ordinance 1984
- Up to 15% investment tax credit benefits under section 44(2) of the Income Tax Ordinance 1984
- Income of the Mutual Fund is exempted from Tax

6.4 Rights of the Unit holders

a) 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 (মিউচ্যুয়াল 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.

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

c) Dividend: All the Unit holders have equal but proportionate right in respect of dividend.

d) 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.

e) Accounts and Information: The Fund's financial year will be closed on 30th June every year and the first year will end on June 30, 2022. Annual Report or major head of income and expenditure account and balance sheet in line with schedule VI of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল 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 by the asset manager as per বিধিমালা.

f) Beneficial Interest

1. The unit holders shall preserve only the beneficial interest in the trust properties on pro rata basis of their ownership of the Fund.

2. Furthermore, the NAV, NAV per unit, and any suspension or alteration of the calculation of NAV of the Fund will be published/notified by the Asset Management Company.

CHAPTER 7: UNIT SUBSCRIPTION

Terms and Conditions of Unit Subscription

i. The Units of VIPB SEBL 1st Unit Fund may be bought and surrendered/repurchased through VIPB Asset Management Company Limited and authorized Selling Agents appointed by VIPB AMCL from time to time.

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 persons 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 bestow upon the nominee mentioned in the application form.

iv. Minimum purchase amount for individual investors is 2,000 (two thousand) 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 '**VIPB SEBL 1st Unit Fund**' 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. If BO A/C is provided during the registration, 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 2,000 (two thousand) units for individuals and 5,000 (five thousand) units for 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 consent in the application form. The unit holders may change their dividend preference in future as per their need.

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 Selling agent:

Initially only the Asset Management Company will sell the units of the Fund. The asset manager in future may appoint other organizations as its agent or cancel any of the agents named above subject to approval of the Trustee and with due intimation to the BSEC.

Address for sell and repurchase:

VIPB Asset Management Company Limited
Suite 11(H), Police Plaza Concord,
Plot 2, Tower 1, Level 11, Road 144,
Gulshan 1, Dhaka 1212.

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
v. Power of attorney form

VIPB SEBL 1ST UNIT FUND
APPLICATION FORM TO PURCHASE UNITS – INDIVIDUAL

(Please Read Instructions Overleaf; Fill up the Form in Block Letters)

To
Chief Executive Officer
VIPB Asset Management Company Limited
Suite 11(H), Police Plaza Concord, Tower 1,
Level 11, Gulshan 1, Dhaka 1212.

Registration No.:_____

Sale No.:_____

We enclose Taka _____ (Taka _____)

vide Cheque /P.O. /D.D. No._____ Bank _____

Branch_____ dated _____ and request you to sell us _____ units of VIPB SEBL 1st Unit Fund. at the price of Tk. _____ per unit. We are giving necessary information as follows:

A. Principal Applicant

Registration No. (for existing unit holder only)_____
Name:_____
Father's/Husband's Name:_____
Mother's Name:_____
Date of Birth:_____ Occupation:_____
Nationality:_____ National ID no:_____
Address:_____
BO A/C:_____
Telephone No.:_____ Fax No.:_____
E-mail: _____ Bank: _____
Branch:_____ A/C No.:_____
Bank Routing No.: _____ eTIN No.: _____

Dividend option: Cash ☐ CIP ☐

B. Joint Applicant

Name:_____
Father's/Husband's Name:_____
Mother's Name:_____
Date of Birth:_____ Occupation:_____
Nationality:_____ National ID no.:_____
Address:_____
Telephone No.:_____ Fax No.:_____
E-mail: _____ Signature:_____

C. Nominee

Name:_____
Father's/Husband's Name:_____
Mother's Name:_____
Relationship with principal applicant:_____
Date of Birth:_____ Occupation:_____
Nationality:_____ National ID no. :_____
Address:_____
BO A/C:_____
Telephone No.:_____ Fax No.:_____
E-mail: _____ Signature:_____

Signature of Applicants

_____ _____

Principal Applicant **Joint Applicant**

Date of Application: _____

TERMS AND CONDITIONS

1. The units of **VIPB SEBL 1st Unit Fund**, hereinafter referred to as the Fund, may be bought /surrendered through **VIPB Asset Management Company Limited (VIPB AMCL)** and authorized selling agents appointed by **VIPB AMCL** from time to time. Surrender of units is allowed through **VIPB AMCL** or the selling agent from which the units are originally purchased.

2. Application must be made by an individual (both resident and non-resident) and not by a minor or persons of unsound mind.

3. Joint application by two persons is acceptable. In such a case, registration and issuance of unit allocation confirmation will be in favour of principal applicant while dividend and other benefits, if any, will be addressed to bank account of 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 to the units. On death of both the joint holders, the title to the units will bestow upon the nominee mentioned in the application form.

4. Minimum purchase quantity for individual investors is 2,000 (Two Thousand) units and for institutional investors is 5,000 (Five Thousand) units.

5. Application for purchase of units should be accompanied by an account payee cheque/pay order/bank draft in favor of **"VIPB SEBL 1st Unit Fund"** for the total value of units.

6. After clearance/encashment of cheque/draft/pay order, the applicant will be issued with a confirmation of unit allocation for every purchase with a denomination of number of units he/she/the institutional investor applies for. If BO A/C is provided during the registration, the units will also be delivered to the unit holder's BO A/C in demat form.

7. Partial surrender (fraction of total units held under a unit allocation confirmation) is allowed without any additional cost subject to minimum surrender quantity of 2,000 (Two Thousand) units for individuals and 5,000 (Five Thousand) units for institutions. Upon partial surrender, the unit holder will be issued with a confirmation of allocation representing the balance of his 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 **VIPB AMCL** from time to time except in the case of transfer by way of inheritance.

9. 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.

10. All payments /receipts in connection with or arising out of transactions in the Units hereby applied for shall be in Bangladeshi Taka.

FOR OFFICIAL USE ONLY

Registration No.:_____

Date:_____ Sale No.:_____

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

Sign and Seal of Issuing Office

I/we confirm that I/we have received the unit allocation confirmation mentioned above and also that I/we have read, understood and agree to abide by the terms set out above as may be altered, replaced and modified from time to time by VIPB Asset Management Company Limited.

_____
Signature of the Applicant(s)

VIPB SEBL 1ST UNIT FUND
APPLICATION FORM TO PURCHASE UNITS – INSTITUTION

(Please Read Instructions Overleaf; Fill up the Form in Block Letters)

To
Chief Executive Officer
VIPB Asset Management Company Limited
Suite 11(H), Police Plaza Concord, Tower 1,
Level 11, Gulshan 1, Dhaka 1212.

Registration No.:_____

Sale No.:_____

We enclose Taka _____ (Taka _____)

vide Cheque /P.O. /D.D. No._____ Bank _____

Branch_____ dated _____ and request you to sell us _____ units of VIPB SEBL 1st Unit Fund, at the price of Tk. _____ per unit. We are giving necessary information as follows:

Registration no. with VIPB SEBL 1st Unit Fund (for existing unit holder only) _____

Name of the institution:_____

Type of institution: Local company ☐ Foreign Company ☐ Trust ☐ Society ☐ Other ☐

Registration No.:_____ eTIN No.:_____

Address:_____ BO A/C: _____

Telephone No.:_____ Fax No.: _____ E-mail: _____

Bank:_____ Branch:_____

A/C No.:_____

Bank Routing No.: _____

Dividend option: Cash ☐ CIP ☐

Name of the CEO:_____

Details of Authorised Person(s), if any:

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

CEO	1st Authorized Person	2nd Authorized Person

Mode of operation: Jointly by_____ Singly by_____

Documents enclosed:

Incorporation certificate ☐
Trust Deed ☐
Society Registration certificate ☐
Memorandum and Article of Association ☐
TIN certificate ☐
Certificate of Incorporation ☐
Extract of Board resolution/ Authorization in favor of investment ☐
Letter of authority issued in favor of authorized person(s) ☐

Date of application:_____

_____
Seal and Signature of the Applicant

TERMS AND CONDITIONS

1. The units of **VIPB SEBL 1st Unit Fund**, hereinafter referred to as the Fund, may be bought /surrendered through **VIPB Asset Management Company Limited (VIPB AMCL)** and authorized selling agents appointed by **VIPB AMCL** from time to time. Surrender of units is allowed only through **VIPB AMCL** or the selling agent from which the units were originally purchased.

2. Application must be made by a corporation or company (both local and foreign), a trust or a society (registered in or outside of Bangladesh).

3. Joint application by two persons is acceptable. In such a case, registration and issuance of unit allocation confirmation will be in favour of principal applicant while dividend and other benefits, if any, will be addressed to bank account of 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 to the units. On death of both the joint holders, the title to the units will bestow upon the nominee mentioned in the application form.

4. Minimum purchase quantity for individual investors is 2,000 (Two Thousand) units and for institutional investors is 5,000 (Five Thousand) units.

5. Application for purchase of units should be accompanied by an account payee cheque/pay order/bank draft in favour of **"VIPB SEBL 1st Unit Fund"** for the total value of units.

6. After clearance/encashment of cheque/draft/pay order, the applicant will be issued with one unit Allocation Confirmation against every purchase with a denomination of number of units he/she/the institutional investor applies for. If BO A/C is provided during the registration, the units will also be delivered to the unit holder's BO A/C in demat form.

7. Partial surrender (fraction of total units held under a single unit allocation confirmation) is allowed without any additional cost subject to minimum surrender quantity of 2,000 (Two Thousand) units both for individuals and 5,000 (Five Thousand) units for institutions. Upon partial surrender, the unit holder will be issued with a new unit allocation confirmation representing the balance of his 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 VIPB AMCL from time to time except in the case of transfer by way of inheritance.

9. 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.

10. All payments /receipts in connection with or arising out of transactions in the units hereby applied for shall be in Bangladeshi Taka.

FOR OFFICIAL USE ONLY

Registration No.:_____

Date:_____ Sale No.:_____

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

Sign and Seal of Issuing Office

We confirm that we have received the unit allocation confirmation mentioned above and also that we have read, understood and agree to abide by the terms set out above as may be altered, replaced and modified from time to time by VIPB Asset Management Company Limited.

_____
Signature of the Applicant(s)

VIPB SEBL 1ST UNIT FUND
SURRENDER FORM

(Please Read Instructions Overleaf; Fill up the Form in Block Letters)

Date:_____ Surrender no.: _____

To
Chief Executive Officer
VIPB Asset Management Company Limited
Suite 11(H), Police Plaza Concord, Tower 1,
Level 11, Gulshan 1, Dhaka 1212.

I/We_____
having the registration no. _____ is/are the holder(s) of _____ units of VIPB SEBL 1st Unit Fund.

I/We would like to surrender _____ units at the repurchase price of Tk_____ per unit as declared by you on _____ _____. My/Our surrender request is summarized below:

SL No.	Unit Allocation Confirmation No.	Unit Held Under This Allocation No.	To be Surrendered		
			No. of Units	Repurchase Price Tk/Unit	Total Surrender Value Tk
Total					

I/We attach herewith the above mentioned unit allocation confirmation(s). Please issue an account payee cheque in favor of me/us for total surrender amount and issue a unit allocation confirmation for balance units, if any, at your earliest convenience.

Thank you.

Witnesses **Signature of Unit Holder(s)**

1. Signature

   Name:

   Father's/Husband's Name: 1.

   Address:

2. Signature

   Name: 2.

   Father's /Husband's Name:

   Address:

VERIFICATION (OFFICIAL USE ONLY)

Checked and verified by _____ on_____

TERMS AND CONDITIONS

1. The units of **VIPB SEBL 1st Unit Fund**, hereinafter referred to as the Fund, may be bought /surrendered through **VIPB Asset Management Company Limited (VIPB AMCL)** and authorized selling agents appointed by **VIPB AMCL** from time to time. Surrender of units is allowed only through **VIPB AMCL** or the selling agent from which the units were originally purchased.

2. Units may be surrendered on all working days except last working day of the week and during the book closure period of the Fund.

3. Minimum surrender quantity is 2,000 (Two Thousand) units for individual and 5,000 (Five Thousand) units for institutions.

4. Partial surrender (fraction of total units held under a unit allocation confirmation) is allowed without any additional cost subject to minimum surrender quantity of 2,000 (Two Thousand) units for individuals and 5,000 (Five Thousand) units for institutions. Upon partial surrender, the unit holder will be issued with a new unit allocation confirmation representing the balance of his/her unit holding.

5. Unit holder is required to attach all the unit allocation confirmation he/she/the institution wants to surrender along with Surrender Form.

6. After verification of authenticity of certificate(s), account payee cheque(s) for surrender amount will be issued in favour of unit holder within maximum of seven working days. In case of joint holding, account payee cheque will be issued in favour of principal holder.

FOR OFFICIAL USE ONLY

Date of issuance of cheque_____

Cheque no._____ amount Tk. _____ (Taka _____)

in favour of _____

For balance unit, if any,

Date of issuance of Unit Allocation Confirmation: _____ Sale no._____

No. of Units_____ Unit Allocation Confirmation no._____

Sign and Seal of Issuing Office

Received cheque and/or Unit Allocation Confirmation(s) mentioned above.

Name of the official: _____

Date: _____

Signature of Unit holders

VIPB SEBL 1ST UNIT FUND
TRANSFER FORM

(Please Read Instructions Overleaf; Fill up the Form in Block Letters)

Date:_____ Transfer no.: _____

To
Chief Executive Officer
VIPB Asset Management Company Limited
Suite 11(H), Police Plaza Concord, Tower 1,
Level 11, Gulshan 1, Dhaka 1212.

I/We_____
having the registration no._____, hereinafter referred as Transferor, is/are the holder(s) of _____ units of VIPB SEBL 1st Unit Fund. I/We would like to transfer _____ units having the allocation confirmation no. _____ to the following person, hereinafter referred as Transferee:

Name:_____

Father's/Husband's Name:_____

Mother's Name:_____

BO A/C: _____

Date of Birth:_____ Occupation:_____

Relationship with Transferor:_____

Nationality:_____ National ID no. (if any):_____

Address:_____

Telephone No.:_____ Fax No.:_____

E-mail: _____ Bank: _____

Branch:_____ A/C No.:_____

Bank Routing No.: _____ eTIN No.: _____

Dividend option: Cash ☐ CIP ☐

Registration No. (for existing unit holder only) _____

Means of transfer: Inheritance ☐ Gift ☐ Operation of law ☐

Witnesses **Signature of Unit Holder(s)**

1. Signature

   Name:

   Father's/Husband's Name: 1.

   Address:

2. Signature

   Name: 2.

   Father's /Husband's Name:

   Address:

VERIFICATION (OFFICIAL USE ONLY)

Checked and verified by _____ on_____

TERMS AND CONDITIONS

1. The units of **VIPB SEBL 1st Unit Fund** 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 **VIPB AMCL** from time to time except in the case of transfer by way of inheritance.

2. Transfer of units is allowed only through VIPB AMCL or the selling agent from which the units were originally purchased.

3. The units will be transferred on all working days except the last working day of the week and during the book closure period of the Fund.

4. The total number of units held by a single unit allocation confirmation is required to be transferred at a time.

5. Partial transfer (fraction of total units held under a single unit allocation confirmation) is not allowed. However, the unit holders may split unit allocation confirmation to his/her desired denomination, but not less than 2,000 (Two Thousand) units per unit allocation confirmation, for the purpose of transfer.

6. The unit allocation confirmation(s) that the unit holder(s) intends to transfer is/are required to be attached with the Transfer Form.

7. After verification of authenticity of unit allocation confirmation (s) as well as the information provided in transfer form issuing office, **VIPB AMCL** or any of its authorized selling agent will deliver the unit certificate to the Transferee within a period of maximum seven working days.

8. The conditions applicable for original unit allocation confirmation will apply even after transfer of units in the name of Transferee.

FOR OFFICIAL USE ONLY

Date of Transfer:_____ Transfer no.:_____

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

Sign and Seal of Issuing Office

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

_____

Date_____ Signature of Transferee

VIPB SEBL 1ST UNIT FUND
Power of Attorney (POA) Form

Photograph of Power of Attorney (Attested by investor)

Name of Investor _____

Registered Folio No _____

Investors BO ID _____

Power of Attorney Holder's Details:

Name in full _____

NID No. _____

Residency: Resident ☐ Non-resident ☐ Nationality _____

Date of birth ____/____/____ Power of Attorney Effective from ____/____/____ to ____/____/____

Passport No. _____ Issue Place _____

Issue Date _____ Expiry Date _____

Power of Attorney Holder's Contact Details:

Address _____

City _____ Post Code _____ Division _____ Country _____

Telephone _____ Mobile _____ Fax _____

Email _____

Power of Attorney Holder's Signature _____

Declaration:

I declare that the particulars given by me are true to the best of my knowledge as on the date of making such application.

_____

Signature of Applicant(s)

মালেক সিদ্দিকী ওয়ালী, চার্টার্ড একাউনটেন্টস
৯-জি, মতিঝিল বাণিজ্যিক এলাকা, ঢাকা-১০০০

Malek Siddiqui Wali
CHARTERED ACCOUNTANTS
9-G, Motijheel C/A, 2nd Floor, Dhaka-1000, Bangladesh.
Extension Office : Property Heights, 1st Floor
12, R.K. Mission Road, Dhaka-1000.

PHONE : 9513471, 9569867
PABX: 9576118-9, 9576128
FAX: +88-02-9516236
Email: wali@satcombd.com
Web: www.msw-bd.com

June 08, 2021

Trustee Department
Investment Corporation of Bangladesh (ICB)
8, DIT Avenue (Level – 14 & 17)
Dhaka, Bangladesh.

Re: Draft Valuation Report of Assets and Liability under the possession of Southeast Bank 1st Mutual Fund.

Dear Sir,

We confirm having successfully completed our assignment in connection with the valuation of Assets and Liability of Southeast Bank 1st Mutual Fund. In order to accomplish the special assignment, the team has checked and confirmed arithmetical accuracy, market value of investment and present obligations. The main objective of the assignment is to determine the present/current value of company's asset and liability by applying recognized, accepted and realistic procedure of valuation methods on agreed date. The basic reasons for revaluation are to present a true and fair view of those assets and liability of the fund.

The report includes all the relevant documents, which were required for the successful completion of the assignment.

The summary of annexed valuation report is given below:

1. **Cut-off date of Valuation:** The cut of the valuation is May 16, 2021.

2. **Revaluation of Assets:**

Present value of Total Assets	**Tk. 1,434,944,099/-**

3. **Revaluation of Liabilities**

Present value of Total Liabilities	**Tk. 6,069,022/-**
Present Value of Net Asset (Total Assets – Total Liabilities)	**TK. 1,428,875,077/-**

4. **Net Asset Value at Present Value per share:**

4.01	Present Value of Net Asset (A)	TK. 1,428,875,077/-
4.02	Total number of units Outstanding (B)	99,764,300
4.03	**Net Assets Value (NAV) per Share (A/B)**	**TK. 14.32/-**

We would like to extend our appreciation for the courtesy and co-operation extended to us by the management and staff during the course of this special assignment.

Thanking you,

Sincerely Yours

Malek Siddiqui Wali
Chartered Accountants

Enclosure: 1) Valuation report



VIPB Asset Management

Your Trusted Investment Manager

Suit 11(H), Police Plaza Concord, Plot 2, Floor 11, Road 144, Gulshan 1, Dhaka-1212, Bangladesh
Tel: 550 451 93, 550 451 94, email: info@vipbamc.com, web: www.vipbamc.com