

# PROSPECTUS (Abridged Version) LANKABANGLA FIXED INCOME FUND

Praasad Trade Centre (4th Floor), 6 Kemal Ataturk Avenue, Banani, Dhaka-1213, Bangladesh

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Website: <http://www.lbamcl.com>

**Size of the Issue:** Initial Size Tk. 250,000,000 (Taka Twenty-Five Crore) of 25,000,000 (Two Crore & Fifty Lac) Units of Tk. 10 (Taka Ten) Each

**Initial/Opening Price:** Tk. 10 (Taka Ten) per Unit

**Subscription Open:** 05 April, 2026

**Registered Office:** Safura Tower (Level-11), 20, Kemal Ataturk Avenue, Banani C/A, Dhaka-1213



## Sponsor and Asset Manager

LankaBangla Asset Management Co. Ltd.  
Praasad Trade Centre (4th Floor), 6 Kemal  
Ataturk Avenue, Banani, Dhaka-1213,  
Bangladesh



## Trustee

Sandhani Life Insurance Co. Ltd.  
Sandhani Life Tower  
Rajuk Plot 34, Bangla Motor, Dhaka 1000.



## Custodian

Commercial Bank of Ceylon PLC.  
Hadi Tower, House No. NW(K)-1,  
Road No. 50, Kemal Ataturk Avenue,  
Gulshan-2, Dhaka-1212, Bangladesh

This offer document outlines key information about LANKABANGLA FIXED INCOME FUND (hereinafter referred to as the Fund) that a prospective investor ought to know before investing in the Fund. All information in this document should be read in detail before lodging any application for the units of the Fund. Investing in the Fund entails certain risks that should be taken into due consideration by the investor before investing in the Fund. Unit Funds and Securities investments are subject to market risks and may lead to loss of principal amount invested. There can be no assurance and no guarantee that the objective of Fund will be achieved. The Net Asset Value (NAV) of the Fund may go up or down depending upon the factors and forces affecting the securities market. Investors should read this document meticulously and be aware of the risk factors outlined before taking any investment decision.

The Particulars of the Fund have been prepared in accordance with সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) নিয়ন্ত্রণাবলি, ২০২৫, as amended till date and filed with Bangladesh Securities and Exchange Commission.

## Fund Highlights

<b>Name of the Fund</b>	LankaBangla Fixed Income Fund
<b>Initial Size of the Fund</b>	Tk. 250,000,000.00 (BDT Twenty Five Crore Only) divided into 25,000,000.00 (Two crore Fifty Lac) Units of Tk. 10 (BDT Ten) each.
<b>Face Value</b>	Tk. 10 (BDT Ten) per unit.
<b>Nature</b>	Open end with perpetual life and unlimited size.
<b>Objective</b>	The objective of the fund is to earn superior risk adjusted return by investing in capital market of Bangladesh as permitted by BSEC.
<b>Minimum Application Amount</b>	For individuals 100 (One hundred) units and for institutions 5,000 (five thousand) units.
<b>Target Group</b>	Individuals (both resident and non-resident Bangladeshis), institution (both local and foreign), Mutual Funds and Collective Investment Schemes are eligible to subscribe the units of the Fund.
<b>Dividend</b>	Minimum 70 (seventy) percent of annual net income of the Fund will be distributed as dividend in Bangladeshi Taka or as CIP (based on investors' preference) only at the end of each accounting year. The Fund shall create a dividend equalization reserve to ensure consistency in dividend.
<b>Dividend Distribution</b>	The dividend will be distributed within 30 (thirty) days from the date of declaration.
<b>Transferability</b>	The units of the Fund are transferable by way of inheritance/gift and/or by specific operation of the law.
<b>Encashment</b>	The unit holders can surrender their units through the Asset Manager and the Authorized Selling Agents.
<b>Tax</b>	Investments in the LankaBangla Fixed Income Fund are eligible for tax rebate as per Income Tax Act -2023.
<b>Reports and Accounts</b>	Every Unit holder is entitled to receive annual report along with the yearly, half yearly and quarterly statements of accounts as and when published on the asset management company's website ( <a href="http://www.lbamcl.com">www.lbamcl.com</a> ).

## ফান্ড এর সংক্রান্ত বিবরণী

নাম	লংকাব্যাংলা ফিক্সড ইনকাম ফান্ড
তহবিলের প্রাথমিক আকার	২৫০,০০০,০০০.০০ (পঁচিশ কোটি টাকা মাত্র) ২৫,০০০,০০০.০০ (দুই কোটি পঞ্চাশ লক্ষ) ইউনিট বিক্রয়, প্রতি ইউনিট ১০(দশ) টাকা।
স্বত্বাধিকৃত মূল্য	প্রতি ইউনিটে ১০ (দশ) টাকা।
ফান্ডের প্রকৃতি	সীমাহীন আকারের বহুমুখী মিউচুয়াল ফান্ড
উদ্দেশ্য	তহবিলের উদ্দেশ্য হল বিদেশি/স্থানীয় কর্তৃক অনুমোদিত বাংলাদেশের পুঁজি বাজারে বিনিয়োগ করে উচ্চতর ঝুঁকি-সামঞ্জস্যপূর্ণ প্রাপ্তি অর্জন করা।
মূল্যায়ন আবেদনের পরিমাণ	ব্যক্তিগত রকম ১০০ (একশ) ইউনিট এবং প্রতিষ্ঠানের রকম ৫,০০০ (পাঁচ হাজার) ইউনিট।
সম্মত বিনিয়োগকারী	বাজি (বোর্সী) এবং দেশে কারাবাজারী উচ্চতর, প্রতিষ্ঠান (সেনি-সেনিট্রি উচ্চতর), মিউচুয়াল ফান্ড এবং স্বাধীনভাবে তহবিলের ফান্ড মূহর। আর্থিকসংস্থার পরিচ, কাজে ইউনিট ক্রয় করার সম্ভাব্য রয়েছে।
লক্ষ্য	প্রতিটি বিনিয়োগের শেষে তহবিলের বার্ষিক নিট আয়ের মূল্যের ৭০ (সাত্বাশ) শতাংশ বালোদেশী টাকায় লক্ষ্যে বিনিয়োগ করা হবে। বিনিয়োগকারীদের পক্ষে উপর ভিত্তি করে) হিসাবে বিক্রয় করা হবে। লক্ষ্যে বিক্রয়কারী হিসাবে নিষ্কাশিত করা ফান্ড একটি লক্ষ্যে সমীচীন বিক্রয় করে দেবে।
লক্ষ্যের স্বাধীনতা	ম্যানেজার তারিখ থেকে ৩০ (ত্রিশ) দিনের মধ্যে লক্ষ্যে বিনিয়োগ করা হবে।
সম্পদ বহনকারী	উৎসাহিতকর অথবা উপহার অথবা আইনের নিরিখে ক্রিয়াকলাপের মাধ্যমে তহবিলের ইউনিটগুলি হস্তান্তরযোগ্য।
সম্পদ বহনকারী	সম্পদ বহনকারী এবং অনুমোদিত বিক্রয় একেবন্ধনের মাধ্যমে ইউনিটগুলি আয়ের ইউনিট সম্পূর্ণ করতে পারবে।
কর সুবিধা	ফান্ডের আর্জিগ্যাস, ২০২৫ অনুযায়ী আয় নির্দিষ্ট সীমা পর্যন্ত করসহ: আমরক আইন ২০২৩ অনুযায়ী কর রয়েছে।
প্রতিবেদন এবং হিসাব	প্রতিটি ইউনিট হারক সম্পদ বহনকারী কোম্পানির ওয়েবসাইটে ( <a href="http://www.lbamcl.com">www.lbamcl.com</a> ) প্রকাশিত হবে। বার্ষিক প্রতিবেদন, বার্ষিক, অর্ধ-বার্ষিক এবং ত্রৈমাসিক হিসাব বিবরণী পাঠ্যের আধার।

## CHAPTER ONE: PRELIMINARY

### 1.1 Publication of Prospectus for Public Offering

LankaBangla Asset Management Company Limited received Registration Certificate from Bangladesh Securities and Exchange Commission under Securities and Exchange Commission Act, 1993 and বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ১৯৯৩ (which were subsequently repealed and replaced by the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫) made thereunder and also received consent for issuing prospectus for public offering of "LankaBangla Fixed Income Fund". A complete copy of the prospectus is available for inspection at Praasad Trade Centre (4th Floor), 6, Kemal Ataturk Avenue, Banani C/A, Dhaka-1213, the corporate office of LankaBangla Asset Management Company Limited (LBAMCL) – the Asset Manager of LankaBangla Fixed Income Fund, hereinafter referred to as the Fund.

### 1.2 Consent of Bangladesh Securities and Exchange Commission

"APPROVAL OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE/OFFER OF THE FUND UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969 AND THE বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫. 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 the 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 approval.

Units of the Fund will be available for sale and surrender/repurchase on every working day of the week except during book closure period/record date of the Fund at the office of the Asset Manager and the offices of authorized selling agents. Asset Manager shall determine the value of the units on every trading day and disclose selling price and surrender/repurchase price per unit of each scheme of the Fund at the beginning of business operation.

### 1.4 Availability of Documents for Inspection

Copy of this prospectus will be available at the 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 on the website of the Trustee, Custodian, Asset Manager and the Commission.

Copy of 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 imposed under Section 2CC of the Securities and Exchange Ordinance, 1969

- The Fund shall not account for any upward revaluation of its assets creating reserve without clearance from the Bangladesh Securities and Exchange Commission;
- The Fund shall not be involved in option trading, short selling or carry forward transactions;
- A confirmation of Unit allocation shall be issued at the cost of the Fund at par value of Tk. 10.00 (ten) each within 03 (three) working days from the date of sale of such units;
- Money receipt/acknowledgment slip issued at the time of sale of units will be treated as allotment letter, which shall not be redeemable/transferable;
- The Asset Manager Company shall calculate the Net Asset Value (NAV) per unit at cost value and fair value on daily basis and be disclosed in the manner specified in the বিবরণী or prescribed by the Commission;
- The Asset Manager Company shall calculate sale price and repurchase price (surrender value) per unit of the Fund and its scheme and disclose in the manner specified in the বিবরণী or prescribed by the Commission. The difference between sale price and repurchase/surrender price shall not exceed 3% of the sale price. The sale price per unit shall be calculated in consideration with Net Asset Value (NAV) per unit at fair value of the Fund or its scheme. The difference between per unit sale price and Net Asset Value (NAV) shall not exceed 2% of the NAV per unit at fair value of the Fund or its scheme.
- The redemption (or repurchase) of units of a Fund, or a Scheme of the Fund, shall be made on first-come-first-serve basis. The repurchase proceeds shall be paid to the unit holders within a period not exceeding 03 (three) trading days. The unit holders shall be entitled to receive the surrender price applicable on the date on which he/she submits his/her request/application for surrender of units (Surrender Request).
- The declared cash dividend shall be paid within 30 (thirty) days from the date of approval by the Board of Trustees, and a report shall be submitted to the Commission, Trustee and Custodian within 07 (seven) days of dividend distribution;
- BSEC may appoint auditor(s) or may direct the Trustee to appoint auditor(s) for special audit/investigation on the affairs of the Fund, if it so desires;
- All unit sale and repurchase or surrender transactions, investment-related transactions, expenses prescribed under the Regulations, and all other lawful financial transactions of each mutual fund or any of its schemes shall be settled through the operational bank account of the respective fund or its scheme. All transactions of the account shall be made through banking channel and shall be properly documented;
- The prospectus/abridged version of the prospectus shall be published as per বিধি ৪৫ of the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫.
- If abridged version of the prospectus is published in the newspaper, complete prospectus shall be made available to the applicants;
- Initial target size of the fund shall be Tk. 25.00 (twenty-five) crore. The Sponsor shall hold at least 10 (ten) percent of the initial target size and shall disclose Sponsor's amount in the offer document/published prospectus. The size of the fund may be increased from time to time by the Asset Manager subject to approval of the Trustee and with intimation to the Commission. The Asset Manager shall ensure compliance of বিধি ৪৫ of the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫;
- If the fund is unable to collect the minimum required amount of funds under বিধি ৪৫ (১) of the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫, or minimum 40% of the initial target amount, whichever is higher, shall refund the subscription money, under বিধি ৫০ of the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫ within 15 (fifteen) days without any deduction. In case of failure, the Asset Manager will refund the sale price and interest @ 18 (eighteen) percent per annum from its own account within the next month;
- The Fund will be allowed to transfer the money from Escrow Account to Operational Account and to commence investment activities of the fund subject to the compliance of বিধি ৫০ of the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫;
- Unit allocation of the Sponsor's contribution amount shall be subject to a lock-in period of 01 (one) year from the date of declaration of the scheme of the fund and then 1/10th of the Sponsor's contribution only shall be subject to a lock-in period of full tenure of the scheme of the Fund until liquidation;
- A confirmation of Unit allocation of the Sponsor's contribution amounting 10% of the fund will be issued in favor of the Sponsor. The said confirmation letter shall be in the custody of Trustee. No splitting of the Unit of Sponsor shall be made without prior approval of the Commission;
- Annual fee of the fund shall be submitted to the Commission, under বিধি ১১ of the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫ and may adjust the fee in the next year, if required;
- Subscription period of the scheme of the fund will be 45 (forty-five) working days which will be started on 5th April 2026 and be ended on 14th June 2026 as per বিধি ৪৯ of the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫.

### 1.6. General Information

- This prospectus has been prepared by LankaBangla 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.
- 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 LankaBangla Asset Management Company Limited.
- The issue as contemplated in this document is made in Bangladesh and 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.
- No provision or declaration inconsistent with the trust deed of the fund is described or disclosed in this prospectus.

### 1.7. Sale and Repurchase of Units

LankaBangla Asset Management Company Limited will maintain two BO Accounts with Commercial Bank of Ceylon PLC, custodian of LankaBangla Fixed Income Fund, for creation and redemption of units, namely "LankaBangla Fixed Income Fund - Sale of units" and "LankaBangla Fixed Income Fund - Repurchase of units", with due approval of the Trustee of the Fund. For sale of units, LankaBangla AMCL will issue a certificate for the units sold and send it to Commercial Bank of Ceylon PLC for setting up of demat request. After the acceptance of demat setup by Commercial Bank of Ceylon PLC from its terminal, units will be credited to the BO Account of "LankaBangla Fixed Income Fund Sale of units". Then Commercial Bank of Ceylon PLC will transfer the units from "LankaBangla Fixed Income Fund - Sale of units" to the unit holders' BO Accounts as per instruction of LankaBangla AMCL.

In the case of redemption / repurchase by the Asset Manager, the unit holder will transfer his / her / the Institutional holder's units to the "LankaBangla Fixed Income Fund - Repurchase of units". Commercial Bank of Ceylon PLC will remit the units from the "LankaBangla Fixed Income Fund - Repurchase of units" BO account as per instruction of LankaBangla AMCL. Simultaneously, the payment will be made to the investor's Bank Account through Cheque / BEFTN / RTGS / NPSB and/or Mobile Financial Services (MFS) account as per the request of the investor.

### 1.8. Systematic Investment Plan (SIP)

Systematic Investment Plan (SIP) allows an investor to invest a certain pre-determined amount at a regular interval (monthly). A SIP is a planned approach towards investments and helps to inculcate the habit of saving and building wealth for the future. An investor can invest through SIP either by Electronic Fund Transfer, Mobile Financial Services (MFS) or Cheque at a regular interval (monthly). Investor must have a BO Account, he /she will get the SIP units in his/her BO Account from ongoing daily "Investor's Buy Price" of the mutual fund. It is advisable to continue SIP investments with a long-term perspective. At maturity of SIP, the investor can easily surrender his/her total units through the AMC or the Selling Agents. Investor can start SIP with a minimum amount of Tk. 1,000 (BDT One Thousand). The scheme will be offered for at least 12

months or any other period set by AMC. However, investor can set SIP scheme for any period from 12 to 120 months (1-10 years). After this time period the individual scheme will be matured and may surrender or continue holding the Units after maturity.

### 1.9. Declarations

#### Declarations about the responsibility of the Sponsor

We, as the Sponsor of LankaBangla Fixed Income Fund, accept full responsibility for the authenticity and accuracy of the information contained in this prospectus and other documents regarding LankaBangla Fixed Income Fund. To the best of the knowledge and belief, we have 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 (AMC), have been met and there is no other information or document, the omission of which may make any information or statements therein misleading. We also confirm that full and fair disclosures have been made in this prospectus to enable the investors to make an investment decision.

Sd/-

#### Simon Ibn Muzib

Chief Executive Officer  
LankaBangla Asset Management Company Limited.

#### Declaration about the responsibility of the Trustee

We, as Trustee of the LankaBangla Fixed Income Fund, accept the responsibility and confirm that we shall:

- be the guardian of the Fund, held in trust for the benefit of the unit holders in accordance with the relevant Act, Rules, Trust Deed and Orders, Guidelines, Directives, Notifications and Circulars that may be issued by the Commission from time to time;
- always act in the interest of the unit holders;
- 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;
- make such disclosure by the Asset Management Company to the investors as are essential in order to keep them informed about any information, which may have any bearing on their investment; and
- 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 the relevant Rules.

Sd/-

#### Md. Mizanur Rahman

Company Secretary  
Sandhani Life Insurance Company Limited.

#### Declaration about the responsibility of the Custodian

We, as the Custodian of the "LankaBangla Fixed Income Fund" accept the responsibility and confirm that we shall:

- keep all the assets including securities, cash & cash equivalents, bank balance in safe custody and shall ensure the highest security measures for the safekeeping of the assets of the Fund so provided to us under our custody; and
- preserve necessary documents and record of the Fund provided by the Asset Management Company as per বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫.

Sd/-

#### Md. Mehedi Hasan Khan

Custodian Services Department  
Commercial Bank of Ceylon PLC.

#### Declaration about the responsibility of the Asset Management Company

This Prospectus has been prepared by LankaBangla Asset Management Company Limited based on the Trust Deed, the Investment Management Agreement, the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫ 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:

- the Prospectus is in conformity with the documents, materials and papers related to the public offer;
  - all the legal requirements of the public offer have been duly fulfilled; and
  - the disclosures made are true, fair and adequate for investment decision.
- Investors should be aware that while fixed income investments are generally considered lower risk compared to equity investments, they are not entirely risk-free. Interest rate changes, credit risk, reinvestment risk, and inflation risk may affect the performance of the Fund. No guarantee can be made about the returns from the investments that the Fund will generate. Only investors with a conservative to moderate risk appetite and an investment horizon aligned with the Fund's objectives should consider investing. Investors are requested to pay careful attention to the risk factors as detailed in the "Risk Factors" section and to take proper cognizance of the risks associated with any investment in the Fund.

Sd/-

#### Simon Ibn Muzib

Chief Executive Officer  
LankaBangla Asset Management Company Limited.

### 1.10. Due Diligence Certificates

#### DUE DILIGENCE CERTIFICATE BY SPONSOR

পক্ষম তফসিল-(১) এর (ক) বিধি ৪৫(২) সূত্র।

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: LankaBangla Fixed Income Fund.

We, the Sponsor of the above mentioned forthcoming mutual fund, state as follows:

- We, as the Sponsor of the above-mentioned fund, have examined the prospectus and other documents and materials as relevant to our decision; and
  - We warrant that we shall comply with the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫, 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:
- All information in the prospectus forwarded to the Commission is authentic and accurate;
  - 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;
  - We shall also abide by the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫ and conditions imposed by the Commission as regards of the Fund; and
  - We shall act to our best for the benefits and interests of the unit holders of the Fund.

Sd/-

#### Simon Ibn Muzib

Chief Executive Officer  
LankaBangla Asset Management Company Limited

#### DUE DILIGENCE CERTIFICATE BY TRUSTEE

পক্ষম তফসিল-(১) এর (ক) বিধি ৪৫(২) সূত্র।

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: LankaBangla Fixed Income Fund.

We, the under-noted trustee to the above-mentioned forthcoming mutual fund, state as follows:

- 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
  - We warrant that we shall comply with the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫, Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, Dhaka Stock Exchange (Listing) Regulations, 2015, Chittagong Stock Exchange (Listing) Regulations, 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:

- 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 has been approved by us;
- We have also collected and examined all other documents relating to the fund;
- While examining the above documents, we find that all the requirements of the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫ have been complied with;
- 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;
- We shall also abide by the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫ and conditions imposed by the Commission as regards of the fund; and
- We shall act to our best for the benefit and sole interests of the unit holders of the fund.

Sd/-

#### Md. Mizanur Rahman

Company Secretary  
Sandhani Life Insurance Company Limited.

#### DUE DILIGENCE CERTIFICATE BY CUSTODIAN

পক্ষম তফসিল-(১) এর (ক) বিধি ৪৫(২) সূত্র।

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: LankaBangla Fixed Income 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 বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫, Depository Act, 1999, Depository Regulation, 2000, Depository (User) Regulation, 2003, 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:
- We will keep all the assets including securities, cash & cash equivalents, bank balance of the "LankaBangla Fixed Income Fund" including FDR receipts in safe and separate custody as per বিধি ৪৯ of বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫ and will provide highest security for the assets of the Fund.
  - 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;
  - We shall also abide by the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫ and conditions imposed by the Commission as regards of the fund; and
  - We shall act to our best for the benefit and sole interests of the unit holders of the fund.

Sd/-

#### Md. Mehedi Hasan Khan

Custodian Services Department  
Commercial Bank of Ceylon PLC.

#### DUE DILIGENCE CERTIFICATE BY ASSET MANAGER

পক্ষম তফসিল-(১) এর (ক) বিধি ৪৫(২) সূত্র।

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: LankaBangla Fixed Income Fund.

We, the under noted Asset Manager of the above mentioned forthcoming mutual fund, state as follows:

- We, while act as the Asset Manager of the above-mentioned Fund, declare and certify that the information provided in the prospectus, is complete and true in all respects;
- We further certify that we shall inform Bangladesh Securities and Exchange Commission immediately of any change in the information of the Fund; and
- We warrant that we shall comply with the Securities and Exchange Ordinance, 1969, the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫, Bangladesh Securities and Exchange Commission (Public Issue) Rules,

2015, Dhaka Stock Exchange (Listing) Regulations, 2015 and Chittagong Stock Exchange (Listing) Regulations, 2015 (if the Fund is listed with the stock exchanges), 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:

- The prospectus forwarded to the Commission is in conformity with the documents, materials and papers relevant to the Fund;
- All the legal requirements connected with the said Fund have been duly complied with; and
- The disclosures made in the prospectus are true, fair and adequate to enable the investors to make a well-informed decision for investment in the proposed Fund.

For Asset Manager,

Sd/-

#### Simon Ibn Muzib

Chief Executive Officer  
LankaBangla Asset Management Company Limited.

### 1.11. Registration of the Trust Deed

The trust deed of the fund was registered on 19 June, 2025, while the previous regulation namely সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০১৫ was effective. Later, the Commission issued new regulations namely বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫ on November 12, 2025 and the prospectus of the fund has been prepared as per বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫. Now, it is hereby declared and confirmed that, upon review, no provision or statement has been included, described, or published in the Prospectus that is in conflict with or contrary to the provisions of the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সিইসিআইসি) আইন, ২০২৫ and trust deed of the fund.

If any contradiction or confusion arises at any time about any clause or explanation of this Prospectus, the বাংলাদেশ সিকিউরিটি

- (a) In the case of listed securities, such transfer is carried out on a spot basis (direct transaction) at the prevailing market price; and
- (b) The securities so transferred are consistent with the investment objectives of the scheme to which they are transferred.
- 9) The fund shall not, except in cases of winding up or liquidation, buy or sell securities owned by or under another mutual fund or scheme through the block market or by means of any direct or indirect agreement.
- 10) The fund shall not deposit more than twenty percent (20%) of its total assets in any bank account (current, savings or term deposit accounts, etc.)
- Provided that, with any one bank, not more than fifteen percent (15%) of the total assets of that single scheme may be kept in bank accounts (current, savings or term-deposit accounts, etc.)
- 11) The asset manager shall not keep more than 10 (ten) of the total assets of all mutual funds or schemes under its management in any one bank in any type of bank account (such as current, savings or term, etc.)
- Provided that this shall not be applicable at the initial stage of a mutual fund scheme or in the case of its winding up or termination;
- Provided further that no bank account shall be opened or closed, nor shall any funds be transferred from one account to another, without the approval of the Trustee.
- 12) No cash shall be withdrawn from any bank account maintained in the name of the fund.
- 13) Except for fees or expenses payable in accordance with these Rules, no amount of money shall be lent, advanced, paid, or otherwise transferred to the asset manager or any fund-related party, or to any of their directors or chief executive officers, or any of their related parties, or to any connected person, or to their bank accounts, in any manner whatsoever.
- 14) The fund shall not involve in option trading, short selling, or carry forward transaction.
- 15) The fund shall not invest in any non-listed securities, except government securities.
- 16) 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.
- 17) The Fund or the Asset Management Company on behalf of the Fund shall not give or guarantee term loans for any purpose or take up any activity in contravention of the বিধানমালা.

### 3.7. Investment Approach and Risk Control

- A top down and bottom up approach may adopt the following investment approaches and risk control measures, namely:-
- Investments will be pursued in selected sectors based on the analysis of business cycles, regulatory reforms, competitive advantage, etc.
  - Selective debt and equity investments will be done from the selected sectors.
  - The Asset Management Company in selecting scrips will focus on the fundamentals of the business, the industry structure, the quality of management, sensitivity to economic factors, the financial strength of the company and key earnings drivers.
  - In addition, the Asset Management Company will study the macro-economic conditions, including the political, economic environment and factors affecting liquidity and interest rates.
  - Since disciplined investing requires risk management, the Asset Management Company would incorporate adequate safeguards for controlling risks in the portfolio construction process.
  - Risk will also be reduced through adequate diversification of the portfolio. Diversification will be achieved by spreading the investments over a range of industries / sectors.

### 3.8. Valuation Policy

- The Fund shall comply with accounting recognition and measurement principles and disclosure rules of International Financial Reporting Standards (IFRS), International Accounting Standards (IAS) and বাংলাদেশ প্রিন্সিপালস অফ এক্সচেঞ্জ কমিশন (নিউট্রাল ফান্ড) বিধানমালা, ২০২৫ and instructions, guidelines, notifications and directives issued by the Commission from time to time for the valuation of investments in securities and other financial instruments. Provided that, the method by which the investment has been valued, regardless of the manner adopted, shall be stated in the annual report.
- For listed securities, the average quoted market price on the stock exchanges on the date of valuation shall form basis of any calculation of Net Asset Value of such securities in the portfolio of the Fund.
- For secured 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.
- The fund shall fix the valuation method for the Scheme subject to the prior approval of the Commission.
- In case of deferred expenses, accrued expenses for the period will be taken into account for determining total liabilities.
- The valuation of investments in securities delisted from the Main Board and the SME platform of the stock exchange, securities previously invested in or listed under the Z category, or securities with very low trading activity (thinly traded securities) shall be carried out in accordance with the valuation guidelines issued by the Commission from time to time; and the asset manager and the trustee shall, on a quarterly basis, re-examine the investment value of such securities, and the auditor shall comment thereon in the annual report of the mutual fund.
- The fund shall follow বিধি ১৩ of বাংলাদেশ প্রিন্সিপালস অফ এক্সচেঞ্জ কমিশন (নিউট্রাল ফান্ড) বিধানমালা ২০২৫ of valuation of non-performing, illiquid, or impaired investments (if any).

### 3.9. Net Asset Value (NAV) calculation

The fund shall determine the per-unit net asset value of the fund (separately on the basis of cost price and fair value) on daily basis in the following manner;

Total Net Asset Value (NAV) = Total Assets of the Fund – Total Liabilities of the Fund

Net Asset Value (NAV) per unit = 
$$\frac{\text{Total Net Asset Value (NAV)}}{\text{Total Number of un-redeemed units}}$$

Total Assets of the Fund = Value of all securities kept in custody + Cash in hand and at bank account(s) + Value of all securities receivables + Receivables from proceeds of sale of investments + Dividend receivables net of tax + Interest/profit receivables net of tax + Remaining preliminary & issue expense after deducting amortization + Any other approver prepaid expenses

Total Liabilities of the Fund = Value of all payable securities + Payable against purchase of investments + Payable as brokerage and custodial charges or fees + Fees payable to parties related to the Funds + All other payable related to printing, publication and stationery + Accrued deferred expenses (Trustee Fee, Annual Fee, Audit Fee etc. related management fees) and any other type of liabilities.

### 3.10. Classification of Earnings

The Fund shall present capital gains and other income separately in the accounts of each of its schemes and shall also comply with international accounting standards as well as the directions specified in the Trust Deed.

### 3.11. Dividend Policy

- The accounting year of the Fund shall be January 01 to December 31;
- The Fund shall, in its accounts, make a disclosure by segregating its earnings into capital gains and other incomes in its respective accounts;
- The Fund shall distribute minimum Seventy percent (70%), or as may be determined by the বিধানমালা from time to time, of the annual net income of the Fund as cash dividend at the end of each accounting period,

Provided that before declaring any dividend, the asset manager shall, in accordance with the International Financial Reporting Standards (IFRS)/International Accounting Standards (IAS) and the guidelines issued by the Commission from time to time, make necessary provisioning in the financial statements of each mutual fund or its scheme for losses arising from the fair value of invested assets being lower than their acquisition cost, and shall disclose the method of determining such provisioning in the notes to the financial statements.

Provided further that, the fund shall create a dividend equalization reserve by appropriation from the income, which shall not be less than five percent (5%) of the annual net profit. The Fund can distribute dividends from the dividend equalization reserve, subject to the approval of the Trustee;

- At the same meeting of the Board of Trustees of a mutual fund at which the audited financial statements of the relevant fund or scheme are adopted/approved, a specific decision regarding the declaration of dividend and the record date for the relevant year shall be taken and announced, which shall not be changed:

Provided that, in taking and disclosing decisions relating to price-sensitive information, the procedure prescribed in the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 shall be followed;

- Surpluses arising simply from the valuation of investments shall not be available for dividend;
- The declared cash dividend shall be distributed within thirty (30) days from the date of approval by the Trustee Board, based on the options collected from the unit holders, either by transferring the funds to the unit holders' bank accounts, MFS accounts, or digital bank accounts through the concerned bank, MFS, or digital bank, or by sending a cheque or dividend warrant to the name and address provided by the unit holder. A compliance report on dividend distribution shall be submitted to the Commission, the Trustee, and the Custodian within the subsequent seven (07) days;
- Provided that any service charges or similar fees imposed by the unit holder's bank, MFS, or digital bank in connection with the distribution of dividends shall be borne by the unit holder;
- Provided further that at the time of remittance of dividends to the unit holders, a letter of intimation shall simultaneously be issued to each unit holder, stating, among other things, details of withholding tax (if any), the date of remittance of the cash dividend, the amount, and the name of the concerned bank, MFS, or digital bank.

### 3.12. Limitation of Expenses

- All expenses should be clearly identified and appropriated to the Fund.
- The Asset Management Company may charge investment management and advisory fee, pre-formation fee and performance fee (based on performance) as per the rate prescribed in the বিধানমালা;
- The Fund may amortize the initial issue costs of the Fund over a period as provided for in the বিধানমালা; Provided that initial issue expenses/Initial Public Offering (IPO) costs shall not exceed 2% of the collected amount raised under the Fund.
- In addition to the fees mentioned hereinabove the Asset Management Company may charge the Scheme of the Fund with the following recurring expenses, namely;
  - Trustee fees;
  - Custodian fees;
  - Fund registration and annual fee;
  - Depository fee;
  - Audit fee;
  - Bank charge;
  - Brokerage commission (maximum @ 0.30%) and Transaction costs;
  - Marketing and selling expenses including commissions of the selling agents as per agreement, if any;
  - Listing fee (if any);
  - Any other expenses related to issue, creation and surrender of units of the Fund;
- The annual total regular expenses excluding the initial issue expenses of each mutual fund or its scheme, shall not exceed 3.50% of the total daily average net assets value, determined at fair value, for the accounting year.
- Where the Trustee takes any legal action against any party related to the fund or any of its schemes, or initiates any legal action for the protection of investors' interests, the Trustee may recover the related legal expenses from the concerned fund or scheme, subject to the approval of the Commission;

Provided that no party other than the Trustee in relation to a fund or its scheme shall be entitled to claim any legal expenses from such fund or scheme;

Provided further that if litigation expenses incurred in connection with a case against any party related to a fund or its scheme result in a judgment in favor of the fund or scheme, such expenses may be recovered from the opposing party;

Provided further that any litigation against the Trustee shall be conducted by the sponsor of the fund or scheme, and the related legal expenses may be recovered from the concerned fund or scheme.

- The expenses referred to hereinabove and any other applicable fees as per বিধানমালা payable or reimbursable to the Asset Management Company or the Trustee shall be charged to the open-ended Mutual Fund.

- The aforementioned expenses are subject to change or modification as determined by the Commission from time to time.

### 3.13. Price Fixation Policy and Sale & Repurchase Procedure

After completion of initial subscription, 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 of the Trustee and with due intimation to the BSEC. The asset manager shall calculate the Net Asset Value (NAV) per unit on daily basis as per formula prescribed in the weqawjv and shall disclose sales price and repurchase/surrender price per unit determined on the basis of NAV at the beginning of each trading day to the Commission and the investors through the website of the asset management company and the authorized selling agents of the Fund and/or on any electronic system or platform as determined by the Commission.

The difference between sales price and surrender value shall not exceed 3% of the sale price of the unit. However, the difference between sale price per unit and NAV per unit shall not exceed 2% of NAV per unit at fair value.

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. At the year-end, sale and repurchase of units by Asset Management Company shall remain closed during the audit period of the Fund.

Sale and repurchase procedures are given below:

- The dematerialized unit of LankaBangla Fixed Income Fund, hereinafter referred to as the Fund, may be bought/ surrendered through LankaBangla Asset Management Company Limited and authorized selling agents appointed by the Asset Manager from time to time on all working days except book closes period/record date of the fund. Provided that when related facilities are materialized, the units of LankaBangla Fixed Income Fund, may be bought and sold from any trading platform approved by the stock exchange(s) or the Commission.
- Minimum purchase amount for individual investors is 100 (one hundred) Units and for institutional investors is 5,000 (Five thousand) Units. Whereas minimum SIP investment amount is Tk. 1,000 (BDT One Thousand) per month for individual investors.
- Application for purchase of Units should be accompanied by an account payee cheque/pay order/bank draft/any form of digital payment in favor of LankaBangla Fixed Income Fund for the total value of Units.
- After clearance/encashment of cheque/pay order/bank draft, 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.
- After submitting surrender application for unit redemption, the said units need to be transferred from the Unit holder's BO account to LankaBangla Fixed Income Fund's designated BO account. After receiving the DP40 report, confirming the completion of unit transfer, the client will be paid within 3 to 7 working days through account payee cheque or EFT as per client's request.
- Partial surrender (fraction of total units held under a Unit Allocation Confirmation) is allowed without any additional cost subject to minimum surrender quantity is 100 (one hundred) 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.
- All payments/receipts in connection with or arising out of transactions in the Units shall be in Bangladeshi Taka.

### 3.14. Winding Up Policy

Procedure of winding up

If, at any time, the total number of outstanding units of the fund falls below 25% (twenty-five percent) of the number of units issued after repurchase, the scheme shall be wound up.

The fund may also be wound up if—

- the trustee, with the approval of the Commission, considers the winding up of the fund necessary due to any special event or mismanagement of the fund; or
- at least 75% (seventy-five percent) of the unit holders (based on the number of units) approve a proposal in favor of winding up the fund; or
- the Commission directs the winding up of the fund in the interest of protecting the capital or investment of the fund's unit holders.

When a scheme is to be wound up, the trustee and the asset manager shall, simultaneously and separately, immediately issue a notice including the details of the scheme's winding up—

- to the Commission; and
- if the Commission approves the reason for the winding up, publish it in at least two national daily newspapers in Bangladesh, including at least one widely circulated Bangla newspaper.

II. Manner of winding up

For the purpose of considering the winding up of a scheme, the trustee shall, within thirty (30) days from the date of the notice issued under sub-rule (3) of Rule 55 of the বিধানমালা, convene a special meeting of the unit holders, to be held in physical, electronic, or hybrid form, and at such meeting the unit holders present and voting shall, by a three-fourths majority vote (based on the number of units) through a secret ballot, authorize the trustee to take measures for winding up the scheme. If it fails to have three-fourth majority mandate, the Commission shall have the power to supersede the mandate if situation demands such.

After a decision taken to wind up the scheme, the trustee shall, within thirty (30) working days of such decision, submit a report to the Commission and the unit holders on the winding-up activities, and shall publish such report for the information

of the unit holders in one widely circulated Bangla newspaper and one English newspaper in Bangladesh, as well as on the websites of the trustee and the asset manager. Such report shall state the reasons for winding up, the steps taken for the sale of the scheme's assets prior to winding up, the expenses incurred for winding up, and the net assets available for distribution among the unit holders, and shall be accompanied by the auditors' report of the scheme.

### III. 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:

- cease to carry on any business activities of the Open-End fund;
- cease to create and cancel unit of the Open-End fund;
- cease to issue and redeem units of the Open-End fund.

### IV. Approval of Winding Up and Disbursement of Funds

- Upon receiving the report from the Trustee, if it deems to the Commission that all actions required for the winding-up of the scheme have been duly completed, the Commission shall notify the trustee and the scheme shall be considered wound up.
- After receiving Commission's notification issued under sub-regulation (a), the Trustee shall disburse entire payable amount to the unitholders through bank draft, pay order, or electronic fund transfer within the next 07 (seven) working days. After the disbursement, the trustee shall submit a report on this matter to the Commission within the next 07 (seven) days.
- In the case where a mutual fund consists of a single scheme, the Trustee shall take necessary steps to cancel the registration of the relevant trust deed within 30 (thirty) working days from the date of submission of the report to the Commission under sub-regulation (b), and after cancellation of the trust deed registration, the trustee shall submit a report along with supporting documents to the Commission.

Provided that, if any asset, securities, or money remains even after the winding-up of the scheme and the cancellation of the trust deed registration, it shall be kept in a special account in favor of the trustee, and necessary measures shall be taken for distribution or transfer in accordance with the Commission's instructions.

### 3.15. Investment Management

LankaBangla Asset Management Company Limited (LBAMCL) shall carry out day to day management of the fund's portfolio as the Asset Manager subject to the provisions laid down in the বাংলাদেশ প্রিন্সিপালস অফ এক্সচেঞ্জ কমিশন (নিউট্রাল ফান্ড) বিধানমালা, ২০২৫ and Trust Deed or any general directions given by the Trustee and /or the Commission. However, the Asset Manager shall have discretionary authority over the fund's portfolio and investment decisions.

## CHAPTER FOUR: RISK FACTORS

Investors should be aware that investing in mutual funds involves certain risks. Although the LankaBangla Fixed Income Fund primarily invests in fixed income instruments, which are generally considered less volatile than equities, the Fund is still subject to various market and investment-related risks. Key risk factors include (but are not limited to) the following:

- Mutual Funds are subject to market risk and there is no guarantee that the objectives of the fund will be achieved, although the Asset Manager shall try its level best to deliver superior fund performance for its valued investors.
- Past performance/reputation of the Sponsor or Asset Manager should not be construed as any form of assurance of superior fund performance.
- As is the case with any securities investment, the NAV of the fund can go up or down depending on the factors and forces affecting the capital market and money market of Bangladesh.
- The NAV of the units issued under the Scheme may be affected, inter alia, by changes in market condition, interest rate, performance of individual stock, change in company's dividend policy, changes in credit rating, trading volume, settlement period and transfer procedure.
- Yield risk arises from fluctuations in interest rates, as changes in the general yield level can affect the Fund's NAV— rising yields may lower NAV while falling yields may raise it.
- The fund may be subject to liquidity risk when it invests in Pre-IPO placement securities.
- Investors are not being offered any guaranteed return from this fund.
- In the event of a very large number of repurchase request there may be some delay in delivery of payment.
- Changes in government policy and tax laws may affect the return of the fund.
- Adverse global economic condition may have negative effect on the capital market of Bangladesh and adversely affect fund performance.
- Bangladesh is susceptible to natural disaster (e.g. cyclone, earthquake etc.) and political/social instability. These may impact the value and performance of the fund.

## CHAPTER FIVE: FORMATION, MANAGEMENT AND ADMINISTRATION

### 5.1. Sponsor of the Fund

LankaBangla Asset Management Company Limited (LBAMCL) is an emerging asset management company in Bangladesh. It is a 99.99% subsidiary of LankaBangla Finance PLC., one of the leading providers of financial services in Bangladesh. LBAMCL was incorporated with the Registrar of Joint Stock Companies (RJSC) vide registration no. C-67738/289/2007 dated 16 July 2007 under the companies Act, 1994. It received its license from Bangladesh Securities & Exchange Commission (BSEC) on June 24, 2012 vide registration code: SEC/Asset Manager/2012/17 to operate as a full-fledged asset management company. It also received registration certificate from BSEC on December 20, 2016 to act as an Alternative Investment Fund Manager.

### 5.2. Trustee of the Fund

Sandhani Life Insurance Company Limited (SLIC) will be act as the Trustee of the Fund. Sandhani Life Insurance Company Limited started its journey in 1990 and has since been one of the leading Life Insurance companies in Bangladesh with having a proven track record of being the trustee for existing mutual funds in the country.

### 5.3. Custodian of the Fund

Commercial Bank or Ceylon PLC (CBC) shall be the Custodian of the Scheme of the Fund. The custodian shall keep the securities for the assets of the Fund in safe custody and shall provide highest security for the assets of the Fund. Since the commencement of operations in Bangladesh in 2003, CBC has expanded its branch network to 11 branches, 2 sub-branches, 1 specialized OBU section in Dhaka (Gulshan), and 6 SME service centers. Unique products and services, superior service quality, and efficient and customized solutions to the requirements of corporate and personal banking customers are hallmarks of the successful stride of CBC in Bangladesh. CBC has reached the rare height of achieving an "AAA" Credit Rating for 14 consecutive years.

### 5.4. Asset Manager

LankaBangla Asset Management Company Limited (LBAMCL) is an emerging asset management company in Bangladesh. It is a 99.99% subsidiary of LankaBangla Finance PLC., one of the leading providers of financial services in Bangladesh. LBAMCL was incorporated with the Registrar of Joint Stock Companies (RJSC) vide registration no. C-67738/289/2007 dated 16 July 2007 under the companies Act, 1994. It received its license from Bangladesh Securities and Exchange Commission (BSEC) on June 24, 2012 vide registration code: SEC/Asset Manager/2012/17 to operate as a full-fledged asset management company. It also received registration certificate from BSEC on December 20, 2016 to act as an Alternative Investment Fund Manager.

LBAMCL is the official fund management wing of LankaBangla group and is deeply committed in providing client driven solution and superior risk adjusted performance to its valued clients. LBAMCL's fund management service includes management of Mutual Fund, Alternative Fund, Discretionary Corporate Portfolio and management of Provident & Gratuity Fund.

LBAMCL values original thinking, due diligence, first-hand research and strict investment discipline. LBAMCL firmly believes in achieving solid long-term investment performance in line with the clients' needs and providing superior client relations for management. By keeping the target investors in focus it opts to become one of the leading asset management companies in Bangladesh.

**People Behind LankaBangla Asset Management Company Limited**

### BOARD OF DIRECTORS

#### Mr. Md. Fakhru Alam

#### Chairman

Mr. Md. Fakhru Alam is the Chairman of LankaBangla Asset Management Company Limited. He is also an Independent Director of LankaBangla Finance PLC, LankaBangla Securities PLC and LankaBangla Investments PLC.

Mr. Md. Fakhru Alam obtained his post-graduation from the Institute of Business Administration (IBA), University of Dhaka.

#### Mr. Al-Mamoon Md. Sanaul Huq

#### Director

Mr. Al-Mamoon Md. Sanaul Huq has 33 years of professional experience in different Government Organizations, International Bank and private sector of Bangladesh. He worked as Controller General of Accounts, Ministry of Finance, Government of People's Republic of Bangladesh. He has vast experience in working in Audit Department of Controller & Auditor General of Bangladesh. Mr. Huq has also worked as consultant with some international organizations like World Bank. He attended a number of trainings, workshops and seminars at home and abroad.

Mr. Huq accomplished his post-graduation diploma in Management Accounting from Highbury College of Technology, Ports-mouth, UK. He has also completed his Bachelor of Science and Master of Science in Applied Chemistry from University of Dhaka.

#### Humera Azam

#### Director

Humaira Azam, Managing Director of LankaBangla Finance PLC., is such a distinguished leader with 34 years of experience in the financial industry. She is also known for her exceptional ability to drive business turnaround and deliver outstanding leadership in challenging and multicultural environments. Humaira Azam is the first female Managing Director (MD) and Chief Executive Officer (CEO) of any bank and NBFII in Bangladesh namely Trust Bank Limited and IPDC Finance PLC. Her vast expertise spans corporate and commercial banking, foreign trade, treasury, retail banking, special assets, branch banking, Islamic banking, credit management, capital management, financial institutions and securities.

Humaira Azam holds both a Bachelor's and a Master's degree in International Relations from the University of Dhaka. Her professional development includes extensive participation in various training programs, workshops, and seminars, both within her home country and internationally.

#### Mr. Quamrul Islam

#### Director

Mr. Quamrul Islam has more than 20 years of professional experience in Banking and Finance Sector of Bangladesh. Currently he is working in LankaBangla Finance PLC. as Executive Vice President and looking after the Treasury & Financial Institutions Division. He started his career with "PRAN Group" one of the largest conglomerates of the country as a Management Trainee Officer in early 1997.

Mr. Islam obtained his graduation with Honors and post-graduation in Accounting from the Faculty of Business Studies of Dhaka University.

#### Mr. Shamim Al-Mamun

Mr. Shamim Al-Mamun, FCA brings 10 years of professional experience in various institution. He is working as Chief Financial Officer of LankaBangla Finance PLC. since April 2013. Before joining this Company, he was the CFO & Company Secretary of Forest Stocks & Bonds Limited. He is a Fellow member of the Institute of Chartered Accountants of Bangladesh (ICAB). He obtained his Bachelor degree in Computer Science from American International University of Bangladesh (AIUB). He is also an ex-cadet and completed his secondary education from Sylhet Cadet College. Mr. Shamim possesses extensive competencies and experiences in Strategic Planning & Forecasting, Process design and Productivity improvement, Financial Governance & Modelling, Financial Reporting and Financial Management. He is also a resource person of ICAB in the capacity of providing training to students and in the process of educational development.

### MANAGEMENT

#### Mr. Khandaker Asad Ullah

#### Adviser

Mr. Khandaker Asad Ullah has joined LankaBangla Asset Management Company limited on 18th February, 2016 as Adviser. He has almost 20 years of experience in the capital market of Bangladesh, mainly at Dhaka Stock Exchange (DSE) in various positions of great responsibility. During his long and illustrious career in DSE he worked in several departments of the Exchange and successfully completed numerous assignments including some significant and critical projects like Dematerialization of the Exchange, DSE Automation Project, etc.

Mr. Asad was the Head of Monitoring, Investigation & Compliance (MIC) Department of DSE for long time. Mr. Asad also performed duty as General Manager, Operations and looked after the most crucial sections of Operation Division of DSE like Surveillance, MIC, Market Operation, Listing and Research & Development. His last position at DSE was General Manager, Administration, the highest permanent grade at the Exchange. Mr. Asad holds Master's Degree in History from University of Dhaka.

#### Mr. Simon Ibn Muzib

#### Chief Executive Officer

Mr. Simon Ibn Muzib was appointed as Chief Executive Officer of LankaBangla Asset Management Company Limited from May 21, 2025. Mr. Muzib brings with him over 14 years of extensive experience in investment management, fund operations, business development, and strategic leadership. He has been serving LankaBangla Asset Management Company Limited since February 02, 2014 with distinction in various leadership roles and has played an instrumental role in managing mutual and institutional funds, developing portfolio strategies, ensuring regulatory compliance, and driving sustainable business growth. Throughout his career, Mr. Muzib has consistently demonstrated strong analytical acumen, a deep understanding of financial markets, and a commitment to operational excellence. Previously, he was Associate Vice President in Asian Tigers Capital Partners Limited. He also worked in renowned Multi-National Company and local conglomerate namely, Ericsson Bangladesh and Mobil Jamuna Lubricant Bangladesh PLC. Mr. Muzib completed his MSc in Financial Mathematics with Distinction from University of Leeds and Bachelor of Business Administration from North South University.

#### Azmal Hossain Rafi

#### Senior Manager

Azmal Hossain Rafi is a fund manager at LankaBangla Asset Management Company Limited (LBAMCL). He has been managing LankaBangla AI-Araah Shariah Unit Fund since September 2020. He joined LBAMCL in 2017 as a research analyst and has extensively covered Telecommunication, Pharmaceuticals and FMCG sectors for identifying potential investment opportunities.

Mr. Rafi is a CFA charter holder. He completed his MSc in Investment and Finance from Queen Mary University of London and Bachelor's in Business Administration from North South University.

#### Md. Rakibuzzaman

#### Compliance Officer

Md. Rakibuzzaman, Manager, joined LankaBangla Asset Management Company Limited in May 2016. During his tenure of office he looked after different functions in Research, Marketing as well as Alternative Investment Department. Currently he is discharging the responsibility as Head of Operations & Compliance Department. In addition to the current role, he is also acting as the "Compliance Officer" of LankaBangla Asset Management Company Limited since March, 2021.

Md. Rakibuzzaman holds a BBA and MBA from University of Dhaka concentrating on Marketing.

### 5.5. Auditors

Zoha Zaman Kabir Rashid & Co., having office at Plot 6B, Road 32, Level 7 & 8, Gulshan 1, Dhaka 1212, Bangladesh, shall be the first auditor of the Fund and the auditor shall be paid a service fee of Tk 40,000.00 (Taka forty thousand only), only for the first accounting period.

### 5.6. Selling Agents

LankaBangla Investments PLC has been appointed as the selling agent of the Fund to sale and repurchase units of the Fund on behalf of the Asset Manager.

The Asset Manager may appoint more willing Stock Broker(s)/Merchant Bank(s)/Commercial Bank(s)/Non-Bank Financial Institution(s)/insurance companies or Bangladesh Institute of Capital Market (BICM) certified individual(s) as selling agents in future, subject to approval of the Trustee and with due intimation to BSEC.

### 5.7. Fees and Expenses

The Fund will pay the fees of Asset Manager, the Trustee and the Custodian together with any other fees, commission 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, promotion, registration, public offering together with certain other costs and expenses incurred in its operation, including without limitation 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:

### A. Issue and Formation Expenses

Initial issue and formation expenses are estimated not to be over 2 (two) percent of the collected Fund. The issue and formation expenses will be amortized within 7 (seven) years on a straight line method. The estimated expenses for the issue and formation of the Fund are presented below:

Sl.	Type of Expenses	Percentage of total Target Fund	Total (Taka)	Sub-Total / Calculation	Description
1	Management fee for pre-scheme formation period	0.25%	625,000.00	250,000,000*0.0025	Management & Advisory Fee for pre-scheme formation period, as per Sub-rule (3) of বিধি ৭৭ of বাংলাদেশ প্রিন্সিপালস অফ এক্সচেঞ্জ কমিশন (নিউট্রাল ফান্ড) বিধানমালা, ২০২৫
2	Legal & Compliance related expenses (Application, registration fees etc.)	0.40%	1,000,000.00	100,000.00/-	BSEC Application Fee
				500,000.00/-	BSEC Registration fee (0.2% of initial fund size)
				100,000.00/-	CDBL System and Initial Fee
				300,000.00/-	Trust Deed Registration Expense & professional fees
3	Printing, Publication and Marketing	0.64%	1,600,000.00	400,000.00/-	Designing and Printing of prospectus
				500,000.00/-	Publication of abridged version of prospectus and IPO notifications on daily newspaper
				400,000.00/-	Marketing and Promotional Expense, printing Forms, flyers, brochures, banners and other marketing documents
				100,000.00/-	