

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

DRAFT PROSPECTUS

for

Blue-Wealth 1st Balanced Fund

Initial Size of the Fund

Taka 25,00,00,000 (Twenty-Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lacs) units at par value of Taka 10 (Ten) each

Sponsor's Contribution

Taka 2,50,00,000 (Two Crore Fifty Lacs) divided into 25,00,000 (Twenty-Five Lacs) units at par value of Taka 10 (Ten) each

Public Subscription

Taka 22,50,00,000 (Twenty-Two Crore Fifty Lacs) divided into 2,25,00,000 (Two Crore Twenty-Five lacs) units at par value of Taka 10 (Ten) each

Sponsor & Asset Manager:



Blue-Wealth Assets Limited

Blue-Wealth Assets Limited

Trustee:



**Sandhani Life Insurance
Company Limited**

Custodian:



আব্রাহাম অবিচল

BRAC Bank Limited

Subscription Opens: _____, 2022

Subscription Closes: _____, 2022

For Non-Resident Bangladeshis subscription closes on _____, 2022

Date of Publication of Prospectus:, 2022

The investors are advised, in their own interest, to carefully read the Prospectus, in particular the risk factors before making any investment decision.



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 Blue-Wealth 1st Balanced 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 সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, as amended till date and filed with Bangladesh Securities and Exchange Commission.

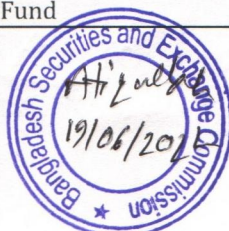
The investors are advised, in their own interest, to carefully read the contents of the Prospectus, in particular, the risk factors before making any investment decision.

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন।”



Table of Contents

	Particulars	Page No.
	Fund Directory	04
	Definitions and Elaborations of Abbreviated Terms	05-07
	Fund Highlights	08-10
Chapter 1	Preliminary	
	1.1 Publication of Prospectus for Public Offering	11
	1.2 Consent of the Bangladesh Securities and Exchange Commission	11
	1.3 Listing of Fund	11
	1.4 Availability of Documents for Inspection	11
	1.5 Conditions imposed under Section 2CC of the BSEC Ordinance, 1969	12-14
	1.6 General Information	14
	1.7 Sale and Repurchase of Units	15
	1.8 Systematic Investment Plan (SIP)	15-16
	1.9 Declarations	17-18
	1.10 Due Diligence Certificate	19-22
Chapter 2	Background	
	2.1 Preamble to Formation of Blue-Wealth 1 st Balanced Fund	23
	2.2 Capital Market of Bangladesh	23
	2.3 Advantages of Investing in Blue-Wealth 1 st Balanced Fund	24
Chapter 3	The Fund	
	3.1 Formation of the Fund	25
	3.2 Life of the Fund	25
	3.3 Face Value and Denomination	25
	3.4 Investment Objective	25
	3.5 Investment Policies	25-26
	3.6 Investment Restrictions	26-27
	3.7 Accounting for Net Asset Value per Unit of the Fund and Fair Valuation of Financial Instruments	27-28
	3.8 Accounting and Reporting for Provision for Diminution (or Appreciation) in Fair Value of Investments in Financial Assets	29
	3.9 Expenses of the Fund and Limitations	29-31
	3.10 Price Fixation Policy, Sale and Re-purchase Procedure	31
	3.11 Winding Up Policy	32
	3.12 Investment Management	33
	3.13 Measurement of Earnings and Payment of Dividends	33
Chapter 4	Risk Factors & Investment Approach and Risk Control	34-36
Chapter 5	Formation, Management and Administration	
	5.1 Sponsor of the Fund	37
	5.2 Trustee of the Fund	37



	5.3	Custodian of the Fund	37
	5.4	Asset Manager	37-40
	5.5	Auditors	40
	5.6	Fees and Expenses	41
Chapter 6	Size of the Fund and Rights of Unit Holders		
	6.1	Size of Issue	42
	6.2	Sponsor's Subscription	42
	6.3	Rights of the Unit Holders	42-43
Chapter 7	Unit Subscription		
	7.1	Terms and Conditions of Unit Subscription	44
Chapter 8	Sales Agents		45
Chapter 9	Forms		45

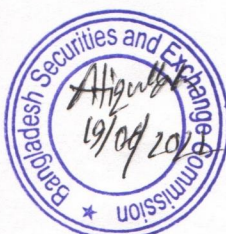


Fund Directory

Sponsor & Asset Manager	Blue-Wealth Assets Limited Corporate Office: House#85, Level-4, Road#3, Block#F, Banani, Dhaka-1213, Bangladesh Phone: 09677333666 Email: bluewealthassets@gmail.com
Trustee	Sandhani Life Insurance Company Ltd. Sandhani Life Tower, Rajuk Plot No. 34, Bangla Motor, Dhaka- 1000, Bangladesh Website: http://www.sandhanilife.com Tel: 02-9611197, 02-9664931, 01833325681-82
Custodian	BRAC Bank Limited Anik Tower, 220/B, Tejgaon-Gulshan Link Road, Tejgaon I/A, Dhaka-1208, Bangladesh Website: www.bracbank.com Tel: 02-8801301-32
Auditor	Hoda Vasi Chowdhury & Co. Chartered Accountant BTMC Bhaban (7 & 8* level) 7-9 Kawran Bazar Commercial Area, Dhaka- 1215, Bangladesh Tel: 02-9120090, 02-9199323
Banker	BRAC Bank Limited Head Office, Anik Tower, Level-11, 220/B, Tejgaon-Gulshan Link Road, Dhaka-1208, Bangladesh Website: www.bracbank.com Tel: 02-8801301-32
Investor Relation Office	Blue-Wealth Assets Limited House#85, Level-4, Road#3, Block#F, Banani, Dhaka-1213 Phone: 09677333666 Email: bluewealthassets@gmail.com

A person interested to get a prospectus may obtain from the Asset Management Company.

"If you have any query about this document, you may consult the Asset Management Company"



Definitions and Elaboration of Abbreviated Terms

Act	বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন আইন, ১৯৯৩
Rule/ বিধিমালা	সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১
Asset Manager/Asset Management Com- pany/Fund Manager/ Investment Manager/ AMC	The Asset Management Company (AMC) refers to Blue-Wealth Assets Limited/Ltd.
Application Form	A form meant to be used by an investor to purchase Units of the Scheme
Allotment	Letter of Allotment for units
BB	Bangladesh Bank
BEFTN	Bangladesh Electronic Fund Transfer Network
BO A/C	Beneficiary Owner's Account
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 is 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.
BDT	Bangladeshi Taka
Book Closure	Sale and repurchase of units issued by Asset Management Company and Selling Agent shall remain closed during the first two weeks of January unless the Commission decides otherwise
CEO/MD	Chief Executive Officer / Managing Director
CDBL	Central Depository Bangladesh Ltd
CAGR	Compound Annual Growth Rate
Commission/BSEC	Bangladesh Securities and Exchange Commission
Companies Act	কোম্পানি আইন, ১৯৯৪
Confirmation of Unit Allocation	Letter confirming allocation of Units
CSE	Chittagong Stock Exchange Ltd.
Custodian	BRAC Bank Limited
CIP	Cumulative Investment Plan
CDS	Central Depository System
Dividend	Income distributed by the Fund, when / where applicable.
DSE	Dhaka Stock Exchange Ltd.
Effective Date	The date of registration of the Trust Deed
EFT	Electronic Fund Transfer via BEFTN, NPSB and/or RTGS
EPU	Earnings Per Unit
FC Accounts	Foreign Currency Account
FI	Financial Institution
Government	The Government of the People's Republic of Bangladesh
SLIC	Sandhani Life Insurance Company Limited
BBL	BRAC Bank Limited
IPO	Initial Public Offering



DRAFT PROSPECTUS: BLUE-WEALTH 1ST BALANCED FUND

Issue	Public Issue
IDRA	Insurance Development & Regulatory Authority Bangladesh
SND A/C	Special Notice Deposit Account
Mutual Fund/ The Fund/ Unit Fund/ Open End Mutual Fund	Blue-Wealth 1 st Balanced 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
NAV	Net Asset Value
NBFI	Non-Bank Financial Institution
NBR	National Board of Revenue
NPSB	National Payment Switch Bangladesh
Ongoing Offer Period	Offer of units of the Fund after the closure of the initial offer period.
Offering Price	Price of the Securities of the Fund being offered
Offer Document	This document issued by Blue-Wealth 1 st Balanced 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 by the addendum.
Prospectus	The advertisement 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 in the mutual fund.
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 a unit holder
Repurchase Price	Price at which the units can be redeemed/repurchased and calculated in the manner provided in this offer document.
RJSC	Registrar of Joint Stock Companies and Firms
RTGS	Real-Time Gross Settlement
SIP	Systematic Investment Plan
Sponsor	Blue-Wealth Assets Limited
Sales Agent/ Selling Agent/Point of Sales	AMC designated official points for accepting transaction/ service requests from investors.
Securities	Units of the Fund
Subscription	Application Money
Trustee	Sandhani Life Insurance Company Limited
Unit Holder	A person holding units of Blue-Wealth 1st Balanced Fund offered under this offer document.
Unit Certificate/Certificate	Unit Certificate of the Fund in dematerialized form under CDBL
Unit	One undivided share in the Fund

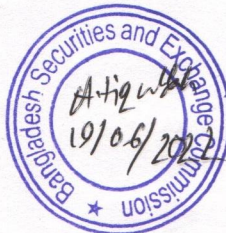




Interpretation

For all purposes of this offer document, except as otherwise expressly provided or unless the context otherwise requires:

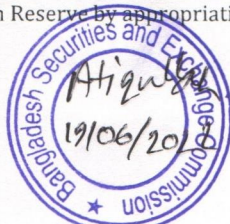
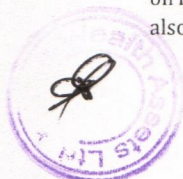
- ❖ Singular terms used in this offer document include the plural, and plural terms include the singular.
- ❖ Pronouns having a masculine or feminine gender shall be deemed to include the other.
- ❖ A “crore” means “ten million” and a “lacs” means a “hundred thousand”.



Fund Highlights

Name	Blue-Wealth 1 st Balanced Fund
Type	Open-End Mutual fund
Life and Size of the Fund	Perpetual life and unlimited size
Sponsor	Blue-Wealth Assets Limited
Asset Manager	Blue-Wealth Assets Limited
Trustee	Sandhani Life Insurance Company Limited
Custodian	BRAC Bank Limited
Initial Size of the Fund	Tk. 25,00,00,000 (Taka Twenty-Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lacs) Units of Tk.10 (Taka Ten) each
Face Value	Tk. 10 (Taka ten) per Unit
Nature	Open end Mutual Fund with unlimited size.
Objective	To generate long term capital appreciation along with current income by investing in a mix of Equity, Debt Instruments and money market instruments. These include listed equities, open end & closed end mutual funds, bonds, government securities, IPO & Pre-IPO placements. The fund also targets to achieve lower risk or standard deviation than the market by constructing a balanced portfolio.
Minimum Application Amount	Tk. 5,000/- per application (500 Units) for individuals. Tk. 100,000/- per application (10,000 Units) for institutions. Not Applicable for SIP investors.
Transparency	NAV will be calculated on a weekly basis and shall be published on the website of the Fund manager (www.bluewealthaml.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	Minimum 70 (seventy) percent of realized profit ¹ of the Fund will be distributed as dividend in Bangladeshi Taka in each accounting year.
Dividend Distribution	The dividend warrant will be distributed within 45 (forty-five) days from the date of declaration.
Tax Benefit	❖ Income from a mutual fund or a unit fund up to tk. 25,000.00 (Twenty-Five Thousand) is exempted from tax under Income Tax Ordinance 1984. ❖ Investment in the Blue-Wealth 1st Balanced Fund would qualify for investment tax credit under section 44(2) of the Income Tax Ordinance. ❖ The income of the Fund will also be exempted from Tax.
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 re-purchase the units on behalf of Fund.
Transferability	The Units of the Fund are transferable by way of inheritance/ gift and/ or by specific operation of the law.
Prospectus, 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 on the asset management company's website (www.bluewealthaml.com).
Systematic Investment Plan (SIP) Facility	Systematic Investment Plan (SIP) allows investor to invest a certain pre-determined amount at a regular interval (monthly, quarterly, yearly etc.). A SIP is a planned approach towards investments and helps to inculcate the habit of saving and building wealth for the future. Investor can start SIP with a very

¹Before deriving the annual distributable income and declaring dividend, the Fund shall provide for future depreciation on investments and appropriate provision for bad and doubtful investments to the satisfaction of the Auditors and shall also create a sufficient Dividend Equalization Reserve by appropriation from the income of the Fund.



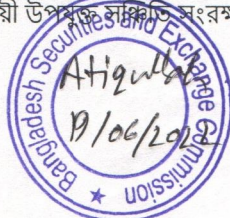
	small amount that is minimum BDT 1,000 or any multiple of BDT 1,000.
Cumulative Investment Plan (CIP) Facility	Cumulative Investment Plan or CIP allows investor to re- invest the cash dividend in the fund at the prevailing NAV with ease. Reinvestment allows investors to compound their earnings from capital gain and thus increase their wealth for the future.



ফান্ডের সংক্ষিপ্ত বিবরণী

নাম	ব্লু-ওয়েল্থ ফার্স্ট ব্যালেন্সড ফান্ড
ধরণ	বে-মেয়াদী মিউচুয়াল ফান্ড
ফান্ডের মেয়াদকাল	অসীম এবং বে-মেয়াদি
উদ্যোগ	ব্লু-ওয়েল্থ অ্যাসেটস লিমিটেড
সম্পদ ব্যবস্থাপক	ব্লু-ওয়েল্থ অ্যাসেটস লিমিটেড
ট্রাস্টি	সন্ধানী জীবন বিমা কোম্পানি লিমিটেড
হেফাজতকারী	ব্র্যাক ব্যাংক
ফান্ডের প্রাথমিক আকার	টাকা ২৫,০০,০০,০০০ (পঁচিশ কোটি) ২,৫০,০০,০০০ (দুই কোটি পঞ্চাশ লাখ) ইউনিটে বিভক্ত যার প্রতিটির অভিহিত মূল্য ১০ টাকা
অভিহিত মূল্য	টাকা ১০ (দশ) প্রতি শেয়ারের মূল্য
ফান্ডের প্রকৃতি	বে মেয়াদী ফান্ড এবং সীমাহীন আকার
উদ্দেশ্য	মূলধনী মুনাফা ও লভ্যাংশ আয় অর্জন এবং সঞ্চিতি তৈরির মাধ্যমে ফান্ড-এ বিনিয়োগকারীদের আকর্ষণীয় রিটার্ন প্রদান করা।
নূন্যতম বিনিয়োগ	টাকা ৫,০০০ ব্যক্তিগত আবেদনের বিপরীতে টাকা ১০০,০০০ প্রতিষ্ঠানের আবেদনের বিপরীতে (এটি নিয়মিত বিনিয়োগ পরিকল্পনা বা CIP বিনিয়োগকারীদের জন্য প্রযোজ্য নয়)
স্বচ্ছতা	বিধিমালা অনুযায়ী ফান্ডের NAV প্রতি সপ্তাহে গণনা করা হবে এবং সম্পদ ব্যবস্থাপকের ওয়েব সাইটে প্রকাশ করা হবে। সম্পদ ব্যবস্থাপকের ওয়েব সাইটের ঠিকানাঃ www.bluewealtham.com
সম্ভাব্য বিনিয়োগকারী	ব্যক্তি (প্রবাসী এবং দেশে বসবাসকারী উভয়ই), প্রতিষ্ঠান (দেশি-বিদেশী উভয়ই), মিউচুয়াল ফান্ড এবং সমষ্টিগত তহবিলের ক্ষম সমূহ যেগুলো আইনগত ভাবে গঠিত তারা ফান্ডের শেয়ার ক্রয় করার ক্ষমতা রাখে
লভ্যাংশ	প্রতিটি হিসাব বছরের শেষে বার্ষিক লাভের নূন্যতম ৭০% শতাংশ অর্থ লভ্যাংশ হিসেবে বিতরণ করা হবে
লভ্যাংশ বিতরণ	লভ্যাংশ পত্র (ডিভিডেন্ড ওয়ারেন্ট) লভ্যাংশ ঘোষণার ৪৫ দিনের মধ্যে বিতরণ করতে হবে
হস্তান্তর যোগ্যতা	উত্তরাধিকার/ উপহার অথবা আইন দ্বারা অনুমোদিত ভাবে ফান্ডের ইউনিট সমূহ হস্তান্তর করা যাবে।
নগদায়ন	ইউনিটহোল্ডারগণ তাদের ইউনিট সরাসরি সম্পদ ব্যবস্থাপকের মাধ্যমে অথবা সম্পদ ব্যবস্থাপকের নিয়োগকৃত বিক্রয় প্রতিনিধির মাধ্যমে নগদায়ন করতে পারবেন
নিয়মিত বিনিয়োগ পরিকল্পনা বা Systematic Investment Plan (SIP)	নিয়মিত বিনিয়োগ পরিকল্পনা এর মাধ্যমে এস আই পি (SIP) বিনিয়োগকারীরা নির্দিষ্ট সময় অন্তর অন্তর (মাসিক, ত্রৈমাসিক, বার্ষিক) পূর্ব নির্ধারিত পরিমাণ অর্থ বিনিয়োগ করতে পারবেন। এস আই পি একটি পরিকল্পিত পথ যা সঞ্চয় এবং ভবিষ্যৎ সম্পদ গড়ার ক্ষেত্রে সহায়ক। বিনিয়োগকারীগণ নূন্যতম ১,০০০ টাকা বিনিয়োগ করে এস আই পি ক্ষম শুরু করতে পারবেন।
প্রসপেক্টাস, বার্ষিক প্রতিবেদন এবং হিসাব সমূহ	যে কোন বিনিয়োগকারী সম্পদ ব্যবস্থাপকের ওয়েব সাইট থেকে এই প্রসপেক্টাসটি দেখতে পারবেন। প্রত্যেক ইউনিটহোল্ডার ওয়েব সাইট এ প্রকাশিত বাৎসরিক আর্থিক বিবরণী দেখতে পারবেন। এছাড়া ইউনিটহোল্ডারগণ সম্পদ ব্যবস্থাপকের ওয়েব সাইটে পোর্টফলিওর প্রান্তিক প্রতিবেদন ও পাবেন।
কর রেয়াত জনিত সুবিধা	ক) Income Tax Ordinance 1984 এ মিউচুয়াল ফান্ড অথবা ইউনিট ফান্ড হতে আয় এর ২৫,০০০ টাকা পর্যন্ত করের আওতামুক্ত থাকবে। খ) ইউনিট ফান্ডে Income Tax ordinance 1984, এর সেকশন ৪৪(২) বিনিয়োগ অনুযায়ী বিনিয়োগ কর রেয়াত (investment tax credit) সুবিধা পাবেন। এ সম্পর্কে বিস্তারিত আলোচনা প্রসপেক্টাস এর সেকশন ২.৪ এ বর্ণিত আছে।

২ বার্ষিক বণ্টনযোগ্য আয় নিরূপণ এবং লভ্যাংশ ঘোষণার পূর্বে ফান্ড ভবিষ্যতে বিনিয়োগ মূল্য হ্রাস, মন্দ ও সন্দেহজনক বিনিয়োগের বিপরীতে নিরীক্ষকের সন্তুষ্টি অনুযায়ী উপযুক্ত সীমিত সংরক্ষণ করবে এবং ফান্ডের অবস্থিত আয় হতে পর্যাপ্ত ডিভিডেন্ড সমতাকরণ তহবিল গঠন করবে।



Chapter1: Preliminary

1.1 Publication of Prospectus for Public Offering

Blue-Wealth Assets Limited has received registration certificate from the Bangladesh Securities & Exchange Commission under Securities & Exchange Commission Act, 1993 and সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল 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 House#85, Level-4, Road#3, Block#F, Banani, Dhaka-1213, the corporate office of Blue-Wealth Assets Limited, the Sponsor and Asset Manager of Blue-Wealth 1st Balanced Fund, here in after referred to as the Fund.

1.2 Consent of the 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 সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল 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.

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 office of the Asset Manager and the office so 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 Rule.

The unitholders may surrender their units 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.

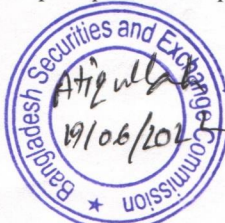
1.4 Availability of Documents for Inspection

- I. Copy of this prospectus will be available at the corporate office of the Asset Manager and offices of the authorized selling agents of the Fund. This prospectus will also be available at the website of Bangladesh Securities and Exchange Commission ([www. sec.gov.bd](http://www.sec.gov.bd)), Blue-Wealth Assets Limited (www.bluewealthaml.com).
- II. Copy of the trust deed will be available for public inspection during business hours at the office of the asset manager of the Fund. A person 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**PART-A**

- I. The Fund shall not account for any upward revaluation of its assets creating reserve without clearance from the Bangladesh Securities and Exchange Commission;
- II. The Fund shall not be involved in option trading, short selling or carry forward transactions;
- III. A confirmation of Unit Allocation shall be issued at the cost of the Fund at par value of Tk. 10.00 (Taka ten) each within 90 (ninety) days from the date of sale of such units;
- IV. Money receipt/acknowledgement slip issued at the time of sale of Units will be treated as allotment letter, which shall not be redeemable/transferable;
- V. 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;
- VI. An annual report and details of investment and savings of the Fund shall be submitted to the Commission, Trustee and Custodian of the fund within 90 (ninety) days from the closure of the accounts;
- VII. Half-yearly accounts/ financial results of the Fund will be published in at least one English and another Bangla national daily newspapers within 30 (thirty) days from end of the period;
- VIII. 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;
- IX. Net Asset Value (NAV) of the Fund shall be calculated and disclosed publicly at least once a week;
- X. The script wise detail portfolio statement consisting of all securities holdings of the fund shall be disclosed in the website of the AMC and will be sent to Unit Holders on quarterly basis within thirty (30) days of each quarter end;
- XI. After initial public subscription, the sale and repurchase/surrender price of units will be determined by the Asset Management Company. NAV at market price calculated on a date shall form the sale price of units by rounding up the amount and shall be effective up to next calculation of NAV of the Fund. The difference between sale price and repurchase/surrender price shall not exceed 1% of the NAV per unit at fair value of the fund;
- XII. BSEC may appoint auditors for special audit/ investigation on the affairs of the Fund, if it so desires;
- XIII. 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;
- XIV. The prospectus/abridged version of the prospectus shall be published in one widely circulated Bengali national daily newspaper. Provided that information relating to publication of the prospectus be published in 2 (two) national daily newspapers (Bengali and English) and one online newspaper;
- XV. If abridged version of the prospectus is published in the newspaper, complete



prospectus shall be made available to the applicants;

- XVI. Initial target size of the fund shall be Tk. 25 (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 AMC subject to approval of the Trustee and with intimation to the Commission;
- XVII. If the Asset Manager fails to collect the minimum 40% of the initial target amount under সিসি ৪৬ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, shall refund the subscription money within 30 days without any deduction. In case of failure, the Asset Manager will refund the same with an interest @18 (eighteen) percent per annum from its own account within the next month;
- XVIII. On the achievement of 40% of the initial target amount, the fund will be allowed to transfer the money from Escrow Account to Operational Account and to commence investment activities of the fund with permission of the Trustee;
- XIX. The AMC should ensure compliance of সিসি ৪৬ of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.
- XX. Unit allocation of the Sponsor's contribution amount shall be subject to a lock-in period of 01 (one) year from the date of formation 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 Fund until liquidation;
- XXI. A Confirmation of Unit allocation of the Sponsor's contribution amount 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;
- XXII. Annual fee of the fund shall be submitted to the Commission on the Fund size i.e. year-end Net Asset Value at market price of the Fund on advance basis as per Rule; and may adjust the fee in the next year if necessary;
- XXIII. Subscription period of the fund will be 45 (forty-five) days which will be started on, 2022 and be ended on, 2022 as per বিধি of ৪৭ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

PART-B

Please ensure that the following are adhered to:

- a) As per provisions contained in the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, regarding limitation of time on closure of subscription, the initial public subscription will remain open for forty-five days or for a period up to achievement of the initial target amount, whichever is earlier;
- b) The paper cutting of the published prospectus and all other published documents/ notices regarding the Unit Fund shall be submitted to the Commission within 24 (twenty-four) hours of publication thereof;
- c) The asset management company shall submit 20 (twenty) copies of printed prospectus to the Commission for official record;
- d) The Asset Management Company shall ensure in writing to the Commission that the prospectus/ abridged version is published correctly and is a verbatim copy of the prospectus/abridged version vetted by the Commission;





- e) The expiry date of the sponsor's locked-in portion shall be specifically mentioned on the body of the jumbo confirmation of Unit allocation;
- f) The AMC shall apply the spot buying rate (TT clean) of Sonali Bank prevalent on the date of the opening of subscription for conversation of foreign currencies;
- g) The AMC shall submit to the Commission a diskette containing the vetted prospectus and its abridged version;
- h) 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 and in its abridged version;
- i) After due approval by the Trustee regarding issue and formation expenses, the AMC shall submit in detail along with supporting documents to the Commission regarding issue and formation expenses within 15 (fifteen) days of operation of the Fund. The Auditor of the Fund shall also put opinion about the above expense in the initial financial statements of the fund;
- j) Bank statement along with the subscriber list, copies of agreements with Custodian and Selling Agents (if applicable) shall be submitted to the Commission within 15 (fifteen) days of the completion of subscription;
- k) The investment policy and guideline and information on constituents of Investment Committee of the Fund approved by the Board shall be submitted to the Commission within 30 (thirty) days from the receipt of the Consent Letter. The investment policy and guideline shall include among other issues, the investment delegation power of Chief Executive Officer and the Committee separately and also the meeting resolution presentation process;
- l) After due approval of the Trustee, the Asset Manager shall submit the Systematic Investment Plan (SIP) brochure to the Commission complying the Rules within 30 (thirty) days of the issuing of consent letter.

1.6 General Information

- I. This prospectus has been prepared by Blue-Wealth Assets 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.
- II. No person is authorized to give any information or 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 Blue-Wealth Assets Limited.
- III. 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

Blue-Wealth Assets Limited will maintain 2 (two) BO Accounts with BRAC Bank Limited, custodian of Blue-Wealth 1st Balanced Fund for creation and redemption of units namely "Blue-Wealth 1st Balanced Fund - Sale of units" and "Blue-Wealth 1st Balanced Fund – Repurchase of units".

For sale of units Blue-Wealth Assets Limited will issue a certificate for the units sold and send it to BRAC Bank Limited for setting-up of demat request. After the acceptance of demat setup by Blue-Wealth Assets Limited from its terminal, units will be credited to the BO Account "Blue-Wealth 1st Balanced Fund - Sale of units". Then BRAC Bank Limited will transfer the units from "Blue-Wealth 1st Balanced Fund - Sale of units" to the unit holders BO Accounts as per instruction of Blue-Wealth Assets Limited.

In the case of redemption/Repurchase by the Asset Manager the unit holder will transfer his/her/ the Institutional holders' units to the "Blue-Wealth 1st Balanced Fund – Repurchase of units" account. Corresponding Stock Broker of the respective unit holder will debit the unit certificates from the investor's BO Accounts and transfer it to the "Blue-Wealth 1st Balanced Fund – Repurchase of units" account. Simultaneously, the payment will be made through A/C payee Cheque or funds will be transferred to investor's Bank Account through EFT as per the request of the client.

1.8 Systematic Investment Plan

A Systematic Investment Plan or SIP is a smart and easier mode for investing money in mutual funds. SIP allows an investor to invest a certain pre-determined amount at a regular interval (monthly, quarterly, yearly etc.). A SIP is a planned approach towards investments and helps to inculcate the habit of saving and building wealth for the future.

Buy and Surrender SIP Process:

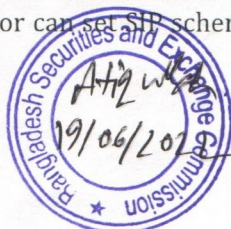
An investor can invest through SIP either by auto debit system provided against investor's bank account or by providing monthly predetermined cheques via asset manager or the selling agents at a regular interval (monthly, quarterly, yearly etc.). Investor must have a BO Account. Investor will get SIP units in their BO Accounts based on a discount from the latest/ongoing effective Weekly Sale price of the fund.

It is advisable to continue SIP investments with a long-term perspective, there is no compulsion. Investors can discontinue the plan at any time. If an investor wants to terminate the SIP before two (2) years, up to 1% discount from the repurchase/ surrender price will be applicable on total accumulated invested amount on the date of cancellation of the scheme. After maturity of SIP, the investor can easily surrender through AMC or Selling Agents.

Benefits may be offered for Investors as such:

SIP encourages a disciplined investment. While invested through SIP, investor commits himself to save regularly. Different benefits may be offered as follows:

- **Flexibility:** Investor can start SIP with a very small amount that is 1,000/2,000/3,000/4,000/5,000 or multiple of 1000/500. One can also increase/decrease the amount being to be invested in regular fashion.
- **Flexible SIP Tenor:** The scheme will be offered for at least 2 years or any other period set by AMC. However, investor can set SIP scheme for 3 years/ 5 years/ 10 years. After





this time period the individual scheme will be matured and may surrender or continue holding the Units after maturity. If surrendered, no fees/charges will be charged on surrender and may also offer highest premium over the declared surrendered price.

- **No Minimum lot size:** Under SIP, there will be no minimum lot size as like normal investors. Based on a discount from declared sales price per unit available, units will be credited to investor's account. However, any fraction amount remaining will be converted when it sums up to one unit. The fractional amount will be kept as liability of the fund in a separate account head.
- **Sale at discount and premium at Surrender:** SIP investor may buy units at a discount from weekly Sales Price offered to normal investor. In addition to that SIP investor can surrender at a premium of repurchase price offered to normal unit holders at maturity as per SIP brochure.
- **CIP option for the SIP investors:** SIP investors can choose either option of cash dividend or cumulative investment plan (CIP) or mix of both. If a SIP investor chooses CIP (i.e Dividend reinvestment process) instead of cash dividend, they will also enjoy CIP units at a discount of prevailing Sales price used for CIP conversion. After CIP conversion, they will get dividend on total number of units in the next year.





1.9 Declarations

Declarations about the responsibility of the Sponsor

The sponsor, Blue-Wealth Assets Limited, accepts full responsibility for the authenticity and accuracy of the information contained in this Prospectus and other documents regarding Blue-Wealth 1st Balanced 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 the 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 documents, 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 an informed decision for investment.

Sd/-

Md. Tajul Islam

Managing Director & CEO

Blue-Wealth Assets Limited

Declarations about the Responsibility of the Trustee

We, as Trustee of the Blue-Wealth 1st Balanced 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 Rules and the Trust Deed;
- 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 sure that there is no contradiction between Prospectus and Trust Deed & সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১,
- 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 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/-

Md. Mizanur Rahman

Company Secretary

Sandhani Life Insurance Company Limited





Declarations about the Responsibility of the Custodian

We, as Custodian of the Blue-Wealth 1st Balanced Fund, accept the responsibility and confirm that we shall:

- a) keep all the securities in safe custody and shall provide the highest security for the assets of the Fund.
- b) preserve necessary documents and record so as to ascertain movement of assets of the Fund as per সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

Sd/-

Tareq Refat Ullah Khan

DMD & Head of Corporate Banking
BRAC Bank Limited

Declarations about the Responsibility of the Asset Manager

We, as the Asset Manager of Blue-Wealth 1st Balanced Fund, accept the responsibility and confirm that:

This Prospectus has been prepared by us based on the Trust Deed, the Investment Management agreement, the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, and other related agreements and examination of other documents as relevant for adequate disclosure of the Funds 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 public offer;
- ii. All the legal requirements of the public offer have been duly fulfilled; and
- iii. The disclosures made are true, fair and adequate for 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 be aware of the risks associated with any investment in the Fund.

Sd/-

Md. Tajul Islam

Managing Director & CEO
Blue-Wealth Assets Limited



1.10 Due Diligence Certificate

Due Diligence Certificate By Sponsor
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: **Blue-Wealth 1st Balanced 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 (মিউচুয়াল 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 prospectus forwarded to the Commission is authentic and accurate;
- b. We as sponsor of the fund as mentioned above will act as per clauses 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 (মিউচুয়াল 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/-

Md. Tajul Islam
Managing Director & CEO
Blue-Wealth Assets Limited





Due Diligence Certificate By Trustee

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: **Blue-Wealth 1st Balanced 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 (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, 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), Trust Deed of the Fund and the Rules, orders, guidelines, directives, notifications and circulars 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 (মিউচুয়াল 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 (মিউচুয়াল 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/-

Md. Mizanur Rahman

Company Secretary

Sandhani Life Insurance Company Limited



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 Bhavan
E-6/C, Agargaon,
Sher-e-Bangla Nagar Administrative Area Dhaka-1207, Bangladesh.

Subject: **Blue-Wealth 1st Balanced Fund.**

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

1. We, while acting as custodian to the above mentioned fund on behalf of the investors, shall comply with the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, 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:

- a. We will keep all the securities (both listed and Non-listed) and Assets of the “Blue-Wealth 1st Balanced Fund” including FDR receipts in safe and separate custody as per বিধি ৪১ of সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল 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 (মিউচুয়াল 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/-

Tareq Refat Ullah Khan
DMD & Head of Corporate Banking
BRAC Bank Limited



Due Diligence Certificate By Asset Manager

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

To

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

Subject: **Blue-Wealth 1st Balanced 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 (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, Dhaka Stock Exchange (Listing) Regulations, 2015, Chittagong Stock Exchange (Listing) Regulations, 2015, 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/-

Md. Tajul Islam

Managing Director & CEO
Blue-Wealth Assets Limited



Chapter 2: Background

2.1. Preamble to formation of Blue-Wealth 1st Balanced Fund

A Mutual Fund is an investment vehicle that collects money from investors who share a common financial goal, and invest the proceeds in different asset classes, as defined by the investment objective. It is a financial intermediary, set up with an objective to professionally manage the money pooled from the investors at large.

The pooling of resources is the biggest strength for mutual funds. The investors of the mutual funds can enjoy economies of scale and purchase stocks or bonds at a much lower trading costs compared to direct investing in capital markets. The relatively lower amounts required for investing into a mutual fund scheme enables small retail investors to enjoy the benefits of professional money management and provide access to different markets, which they otherwise may not be able to access.

An investor in a mutual fund scheme receives units which are in accordance with the quantum of money invested by him. These units represent an investor's proportionate ownership into the assets of a scheme and his liability in case of loss to the fund is limited to the extent of amount invested by him.

Blue-Wealth Assets Limited, a new generation asset management company managed by a group of renowned investment professionals having a strong track-record in Fixed Income Securities (FIS) market is committed to provide its investors the benefits of the fixed income segment along with the equity market segment of Bangladesh. Blue-Wealth Assets Limited is committed to launch its first ever balanced fund which will provide its investors a consistent and steady return having a lower standard deviation.

Blue-Wealth Assets Limited is the Sponsor and Asset Manager of the Fund. The other parties include Sandhani Life Insurance Company and BRAC Bank Limited being the Trustee and the Custodian of the Fund, respectively.

2.2. The Capital Market of Bangladesh

Capital market acts as a bridge of long term financing for the industrial development of a country. Bangladesh has experienced remarkable economic growth in the last decade with an average GDP growth rate of more than 6%. The country aims to attain the status of developed country within 2041 by leveraging its demographic dividends and its capital market is ready to fuel the unprecedented economic growth. The capital market of Bangladesh has witnessed robust performance since June 2020. The broad index, DSEX reached its highest level at 7,368 points since its inception in 2013. Pro-active regulatory regime under the new BSEC, with a number of timely initiatives and reforms, has created vibrancy in the capital market. However, the capital market is yet to reach its potential. The market cap to GDP ratio in Bangladesh is still around 15.5% (one of the lowest in the world) compared to its peers e.g. Pakistan (31%), Vietnam (45%), India (93%) and Thailand (126%).

The investor base of the capital market of Bangladesh is still dominated by the retail investors. The participation of institutions is relatively low in our market compared to our peers. Such market structure drives significant market inefficiencies and volatility. People are still reluctant to go for professional investment management services and invest through Mutual Funds. Currently there are only 36 close end mutual funds and about 80 open end mutual funds in Bangladesh and total AUM is approximately BDT 163.6 billion as on May 05, 2022. Mutual Funds



can play a significant role in channelizing unorganized retail funds to institutional funds in the capital market in Bangladesh. Blue-Wealth 1st Balanced Fund is committed to provide the institutional expertise required to manage those funds coming towards the institutions.

2.3. Advantages of Investing in Blue-Wealth 1st Balanced Fund

Blue-Wealth 1st Balanced Fund offers following value-propositions to the potential investors:

- I. **Economies of scale:** Deep dedication and belongingness of the asset manager will have impact on cost minimization and profit maximization of the fund. The investors of Blue-Wealth 1st Balanced will be able to save significantly in transaction costs due to their access to a large number of securities by purchasing a single unit of the proposed mutual fund.
- II. **Diversification:** Small investors cannot make meaningful investments across different assets due to smaller funds available to them. Investing in Blue-Wealth 1st Balanced Fund allows the investors to diversify their investment in different asset classes such as corporate & government bonds, as well as different sectors.
- III. **Liquidity:** Investors can buy/sell their units anytime, at prevailing NAV based prices with the asset manager and its sales agents providing them with easier liquidity option.
- IV. **Transparency:** The management of Blue-Wealth Assets Ltd. practices highest integrity standards to their investments and strictly follow the guidelines of the Bangladesh Securities & Exchange Commission (Mutual Fund) Rules, 2001.
- V. **Professional Management:** The management of Blue-Wealth Assets Ltd. has strong expertise with proven track record in fund management. The AMC have a strong research team which performs macro, sector research, equity research to filter the best performing stocks from the market.
- VI. **IPO quota:** The proposed Blue-Wealth 1st Balanced will qualify for the 5% quota reserved for mutual funds in Initial Public Offerings (IPOs) under fixed pricing method and book-building method. The performance of those IPOs in the listed equity market are many-fold which helps generating higher returns for the fund.
- VII. **Tax Benefits:** Dividend income from the Fund will be tax-free for up to Taka 25,000 as permitted under the Finance Act. Investment in the Fund will qualify for investment tax credit in a range of 10-15% under section 44(2) of the Income Tax Ordinance 1984.

Income of the fund will be 100% tax free, thus will increase net income of fund. The dividend income by the fund is also 100% tax free according to income tax ordinance.
- VIII. **Attractive Return:** The Fund is designed to generate a consistent return. This return will be generated from a combination of investment into both capital as well as money market financial instruments. Return will be generated in the form of Dividend Income and Capital Gain.



Chapter 3: The Fund

3.1. Formation of the Fund

The trust deed of the Fund was registered on 19th April 2022 under the Trust Act, 1882 and Registration Act, 1908. The Fund was registered by the BSEC on 11th May 2022 under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

3.2. Life of the Fund

The Fund will be an open-end mutual fund with a perpetual life. Institutional, local and foreign, and individual investors, resident and non-resident, are eligible to invest in this Fund. The initial proposed size of the Fund will be Tk 25,00,00,000.00 (Taka Twenty-Five Crore) only divided into 2,50,00,000 (Two Crore Fifty Lacs) Units of Tk 10 (Taka ten) each. Size of the Fund will be increased from time to time by the Asset Manager subject to approval from the Trustee and with due intimation to the BSEC.

3.3. Face Value and Denomination

Face value of each Unit will be Tk.10 (Taka Ten) only. Initially, unit holders of the Fund shall be issued with a confirmation of unit allotment letter by the Asset Manager at the cost of the Fund in any denomination but not less than 500 (five hundred) units for individuals and 10,000 (Ten thousand) units for institutions.

3.4. Investment Objective

To generate long term capital appreciation along with current income by investing in a mix of Equity, Debt Instruments and money market instruments. These include listed equities, open end & closed end mutual funds, bonds, government securities, IPO & Pre-IPO placements. The fund also targets to achieve lower risk or standard deviation than the market by constructing a balanced portfolio.

3.5. Investment Policies

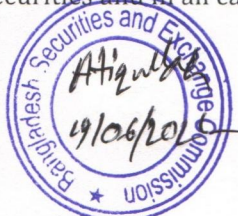
- i. The Fund shall invest, subject to the বিধিমালা, only in those securities, deposits and investments approved by the Bangladesh Securities and Exchange Commission and/or the Bangladesh Bank and/or the Insurance Development & Regulatory Authority (IDRA) of Bangladesh or any other competent authority in this regard.
- ii. Subject to other provisions of the Rules, the mutual fund may invest moneys collected under the Fund, or any of its schemes, only in—
 - a. securities listed with a stock exchange;
 - b. money market instruments including government securities;
 - c. privately placed bonds, preference shares, debentures and pre-IPO capital of entities with explicit plan to be listed with a stock exchange within two years from the date of the investments;
 - d. securitized debt instruments, which are either asset backed or mortgage backed securities;
 - e. open-end mutual funds approved by the Commission
- iii. Not more than 70% of total assets of the Fund shall be invested in capital market



- instruments. Of this, at least 75% shall be invested in listed securities that are actively trading in stock exchanges. Investments in Government Securities shall not be considered as an exposure to capital market instruments.
- iv. Not less than 30% (thirty percent) of the total asset of the Fund shall be invested in fixed income securities including Government Securities.
 - v. Non-listed securities that enjoy "investment grade" credit rating by a recognized credit rating agency are eligible for investments by a mutual fund. The fund can invest in unlisted corporate securities only after a prior approval of the Commission.
 - vi. The Fund shall get the securities purchased or transferred in the name of the Fund.
 - vii. Only the Asset Management Company shall make the investment decisions and place orders for securities to be purchased or sold for the Scheme's portfolio.

3.6. Investment Restrictions

- i. The fund shall not, under any circumstance, trade in units of mutual funds, schemes of mutual funds, under the control of the same Asset Management Company.
- ii. The Asset Management Company shall never for the purpose of inducing, dissuading, effecting, preventing, or in any manner influencing or framing to its advantage, the sale or purchase of any security, directly or indirectly,
 - a. create a false and misleading appearance of active trading in any security;
 - b. effect any transaction in securities between mutual funds under the control of an Asset Management Company;
 - c. directly or indirectly effect a series of transactions in any security creating the appearance of actively trading therein or of raising of price for the purpose inducing its purchase by others or depressing its price for the purpose of inducing its sale by others;
- iii. Not more than 10% of the total assets of the fund shall be invested in pre-IPO shares and units of other's Mutual Funds. In case of investment in non-listed corporate bonds or pre-IPO capital, the asset manager shall obtain prior approval of the Commission.
- iv. The Fund shall not invest more than 10% of paid-up capital (or other securities such as bond or debenture) issued by any company.
- v. The Fund shall not invest more than 10% of its total assets in shares, debentures or other securities of a single company or a group of companies under the control of a parent company. This condition shall not be applicable in case of investments in Government Securities.
- vi. The Fund shall not invest in, or lend to, any scheme under the same Asset Management Company.
- vii. 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.
- viii. 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 বিধিমালা.
- ix. 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 the stock exchanges.

- x. The Fund shall not involve in option trading or short selling or carry forward transaction.
- xi. The Fund shall not buy its own unit.

3.7. Accounting for Net Asset Value per Unit of the Fund and Fair Valuation of Financial Instruments

- i. The Asset Management Company shall calculate Net Asset Value (NAV) per unit of a mutual fund at fair value on a weekly basis and be disclosed in the manner specified by the Commission.
- ii. The Net Asset Value of a Fund shall be equal to the fair value of identifiable assets minus the fair value of liabilities of the Fund. Net asset Value per unit shall be calculated by dividing the Net Asset Value by units outstanding of the Fund at the measurement date.
- iii. An asset is identifiable if it either:
 - (a) is separable, i.e. capable of being separated or divided from the entity, or sold, transferred, licensed, rented, or exchanged, either individually or together with a related contract, identifiable asset or liability, regardless of whether the entity intends to do so; or
 - (b) arises from contractual or other rights, regardless of whether those rights are transferable or separable from the entity or from other rights and obligations.
- iv. Identifiable assets may include intangibles including monetary assets without physical substance but shall exclude fictitious assets such as unamortized issue costs, preliminary costs, and/or advances, deposits and prepayments which embody no future economic benefits and cash flows to the company.
- v. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement shall be done for a particular asset or liability. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or in the absence of the principal market, in the most advantageous market for the asset or liability.
- vi. In order to do fair valuation of assets and liabilities of a Fund, the Asset Management Company shall strictly comply with accounting recognition and measurement principles and disclosure provisions of International Financial Reporting Standards (IFRSs) particularly including that of IFRS 13 (Fair Value Measurement).
- vii. The Asset Management Company shall recognize a financial asset or a financial liability in its statement of financial position when, and only when, the company becomes a party to the contractual provisions of the financial instrument. At initial recognition, a company shall measure a financial asset or a financial liability at its fair value plus (or minus) transaction costs that are directly attributable to the acquisition (or issue) of the financial asset or financial liability.
- viii. After initial recognition of a financial asset, the Asset Management Company shall classify, subject to the approval of the Commission, the financial asset as subsequently measured



at fair value through profit or loss, fair value through other comprehensive income, or amortized cost on the basis of both:

- (a) the company's business model for managing financial assets and
 - (b) the contractual cash flow characteristics of the financial assets.
- ix. The AMC shall have the option, at initial recognition, to irrevocably designate a financial asset and a financial liability to be measured at fair value through profit or loss.
- x. After initial recognition, that is, at subsequent balance sheet dates, the AMC shall measure a financial asset at fair value through profit or loss, fair value through other comprehensive income or amortized costs and in compliance with provisions of IFRSs.
- xi. After initial recognition of a financial liability, the AMC shall classify and measure, subject to the approval of the Commission, all financial liabilities at fair value through profit or loss, or amortized costs and comply with provisions of IFRSs. An AMC shall have the option, at initial recognition, to irrevocably designate a financial liability to be measured at fair value through profit or loss.
- xii. A gain or loss on a financial asset or financial liability that is measured at fair value shall be recognized in profit or loss unless:
 - (a) it is an investment in an equity instrument and the AMC has elected present to present gains and losses on that investment in other comprehensive income.
 - (b) it is a financial asset measured at fair value through other comprehensive income;
 - (c) it is a financial liability designated as at fair value through profit or loss but the entity is required to present the effects of changes in the liability's credit risk in other comprehensive income. In that case, the remainder amount of change in the fair value shall be presented in profit or loss.
- xiii. At initial recognition, the AMC may elect to present in other comprehensive income subsequent changes in the fair value of an investment in an equity instrument which is not held for trading. The AMC shall however recognize in profit or loss any dividends from investments in equity instruments that are not held for trading.
- xiv. A gain or loss on a financial asset measured at fair value through other comprehensive income shall be recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses.
- xv. Adequate disclosure shall be made on the valuation of investment in securities and other financial instruments in both the interim and annual financial statements. Trustee shall not approve any financial statements without adequate disclosure of accounting policies as to the fair valuation of investments in securities.
- xvi. Independent external auditor shall give opinion as to the fair value of investments in securities and/or financial instruments of the Fund. The external auditor shall specifically comment on assumptions and inputs used for the valuation of investments in unlisted securities of the Fund.



3.8. Accounting and Reporting for Provision for Diminution (or Appreciation) in Fair Value of Investments in Financial Assets

- i. After the initial recognition of a financial asset, the Asset Management Company shall make provision for diminution in the fair value of investments in securities of a mutual fund whenever the fair value of a security is less than its acquisition cost. At subsequent balance sheet dates, if the fair value of the financial asset further decreases, a new provision to that extent shall accrue with respect to that particular financial asset. On the other hand, if the fair value rises since the previous balance sheet date but remains below the acquisition costs of the financial asset, a reversal of past provision to the extent of the rise shall be made and added to the earnings for the period of the Fund.
- ii. Investments in financial assets shall be reported at fair value, not at acquisition costs, in the statement of financial position of a mutual fund.
- iii. If the fair value of investments in a security exceeds the acquisition cost, the excess of the fair value over the acquisition cost shall be recognized as 'other comprehensive income,' not to be offset against aggregate provision for diminution in the fair value of investments in other securities.
- iv. Other comprehensive income shall be reported as a part of the unit holders' equity of the Mutual Fund.
- v. Any financial asset, which is not actively trading in any organized stock exchange, shall be classified as a "Non-performing financial asset" if the issuer of the security fails to pay a return, either a dividend or an interest income in consecutive two financial years.
- vi. The fair value of a 'non-performing financial asset shall be done following International Financial Reporting Standards (IFRSs), supplemented by a full disclosure of inputs and methods of the valuation, and be subject to the approval of the Trustee of the Fund.
- vii. The external auditor shall comment on the fair valuation of investments in financial assets which are either unlisted or not actively trading in a stock exchange and on the quality of accompanying disclosure on investments in financial assets.

3.9. Expenses of the Fund and Limitations

- i. The Asset Management Company shall be entitled to asset management fees which will be calculated once a week on the basis of net asset value (NAV) at fair value of a mutual fund at the end of each quarter of a financial year and according to rates as per the Rules.
- ii. Asset management fees shall be payable on a quarterly basis.
- iii. The Fund shall pay annual fees, by a pay order or bank draft, at the rate of 0.10 percent of the net asset value (NAV) at fair value of the Fund, or the scheme of the Fund, or Tk. 100,000, whichever is higher, to the Commission within 90 days from the end of the financial year.

Provided that in case of a failure to pay the annual fees within the aforesaid deadline, the Asset Management Company, not the mutual fund, shall be liable to pay a fine equivalent



to the half of the annual fees for a delay of every month or a part thereof.

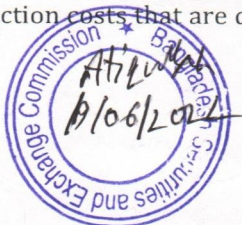
The Asset Management Company shall not be allowed to launch a new mutual fund, or a new scheme of a mutual fund, if it fails to pay annual fees as stipulated in clause iii.

- iv. In addition to the asset management fees as defined in Rule 65 (2) the Asset Management Company shall also be eligible to charge the following additional expenses:
- a. Asset Management Company shall amortize the initial issue costs of the Fund within a maximum period of five (05) years. In case of availability of profits, Asset Management Company can amortize the initial issue expense over a period which is smaller than five years.

Provided that, the initial issue cost in respect of the Fund shall not exceed 3% of capital actually raised under the Fund or the scheme of the Fund. The Asset Management Company shall furnish a detailed breakdown of such expenses in the prospectus/offer document of the fund.
 - b. Trustee fee;

The Trustee shall be paid an annual Trusteeship fee @ 0.10% of the Net Asset value (NAV) at Fair Value of the Fund on a semi-annual basis, during the life of the Fund.
 - c. Custodian fee;

The fees for Custodian services will be 0.08% per annum of the fair value of securities (both listed and non-listed) held by the Fund, to be calculated and paid on a semiannual-annual basis.
 - d. Besides, the fund will bear all other expenses viz (a) transaction fee of BDT 200 per transaction (b) local duties and fees like stamp duty on transaction, stamp duty on transfer deed (c) levies, brokerage, registrar's fees, local counsel/representation, external auditors at the client's request, depository fees etc.
 - e. Bank charges
 - f. Annual fees payable to the Commission as per the Rule (11)
 - g. CDBL fees
 - h. Listing fees
 - i. Audit fees
 - j. Cost of publication of reports and periodicals specifically related to the Fund
 - k. Valid expenses for organizing a unit holders' meeting in compliance with the Mutual Fund Rules-2001
- v. For an open-end mutual fund, no selling/marketing expense shall be applicable for the issue of new units to investors.
- vi. Legal expenses of the Asset Management Company shall not be a charge against income of a Mutual Fund.
- vii. The Asset Management Company shall not charge transaction costs (including brokerage commission) as an expense in the statement of profit or loss and other comprehensive income.
- viii. At initial recognition, the Asset Management Company shall measure a financial asset at its fair value plus transaction costs that are directly attributable to the acquisition of the



financial asset. Likewise, the AMC shall recognize a sale of a financial asset at net realized value, that is, the selling price net of transaction costs.

- ix. Total operating expense, excluding amortization of initial issue costs and provision for diminution in the fair value of investments, of a mutual fund, a scheme of a fund, shall not exceed 4 (four) percent of net asset value (NAV) at fair value of the Fund.
- x. All expenses should be clearly identified and appropriated to the Fund.
- xi. The Asset Management Company may charge fee to the Fund for Pre-Scheme Formation, and for Investment Management fee as per বিধিমালা.

3.10. Price Fixation Policy, Sale & Repurchase Procedure

After completion of initial subscription, the Fund will be made open 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 Management Company shall disclose selling price and repurchase price (or surrender price) per unit of the Fund to be calculated on the basis of the Net Asset Value (NAV) per unit at fair value. The difference between selling price and repurchase price per unit shall not exceed 1% (one percent) of the NAV per unit at fair value of the Fund.

Sale and repurchase procedure is given below:

- i. The Units of Blue-Wealth 1st Balanced Fund, hereinafter referred to as the Fund, may be bought and Surrendered through Blue-Wealth Assets Limited and authorized selling agents appointed by Blue-Wealth Assets Limited from time to time.
- ii. Minimum purchase amount for individual investors is BDT 5,000 (five thousand taka) and for institutional investors it is BDT 100,000 (One Lac taka).
- iii. Application for purchase of units should be accompanied by an account payee cheque/ pay order/ bank draft/ electronic fund transfer in favor of "Blue-Wealth 1st Balanced Fund" for the total value of Units purchased.
- iv. After clearance/encashment of cheque/ draft/ pay order/ electronic fund transfer, units will be allocated in favor of the principal applicant against every purchase with a denomination of number of units proportionate to the prevailing NAV. Units will also be delivered to the Unit holder's BO account in demat form.
- v. After submitting surrender application for unit redemption, the said units need to be transferred from the Unit holder's BO account to Blue-Wealth 1st Balanced Fund's designated BO account. After receiving the DP40 report, confirming the completion of unit transfer, the client will be paid in 3 (three) working days through account payee cheque or EFT as per client's request.
- vi. Partial surrender is allowed subject to minimum surrender quantity of 500 (five hundred) units both for individuals and institutions. Upon partial surrender, the Unit holder will be issued with a new Confirmation of Unit Allocation representing the balance of Unit Holding.
- vii. All payments/ receipts in the connection with or arising out of transactions in the units hereby applied for shall be in Bangladeshi Taka.



3.11. Winding up Policy

3.11.1. Procedure of Winding Up

- i. If the total number of outstanding unit certificates held by the unit holders after repurchase at any point of time falls below 25% of the actual certificate issued, the Fund will be subject to wound up.
- ii. 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.
- iii. The Scheme may also be wound up if the Commission so directs in the interest of the unit holders.
- iv. 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.

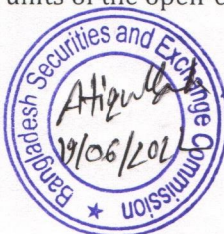
3.11.2. Manner of Winding Up

- i. The Trustee shall call a meeting within 30 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 such.
- ii. The Trustee shall dispose of the assets of the Scheme of the Fund in the best interest of the unit holders;
- iii. Provided that the proceeds of sale made in pursuance of the Rules, 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.
- iv. 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.

3.11.3. 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

- a) Cease to carry on any business activities of the open-end fund;
- b) Cease to create and cancel unit of the open-end fund;
- c) Cease to issue and redeem units of the open-end fund.



3.12. Investment Management

Blue-Wealth Assets 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, Blue-Wealth Assets Limited shall have discretionary authority over the Fund's portfolio about investment decisions.

3.13. Measurement of Earnings and Payment of Dividends

- i. The accounting year of the Fund shall be January 01 to December 31;
- ii. The Fund shall distribute minimum 70%, 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 each accounting period after making provision for bad and doubtful investments. The dividend of the Fund shall be distributed in the form of cash. However, the Unit holders will have the option to request the Asset Manager to issue units under the cumulative investment plan (CIP) against the cash dividend.
- iii. Net income for a financial period of a mutual fund shall be measured following International Financial Reporting Standards (IFRSs) and after incorporating all valid income, eligible expenses as well as provision for diminution in the fair value of investments in securities and other financial assets.
- iv. Trustee shall examine every item of expenses of a mutual fund and determine their eligibility to be a valid charge against income of the Fund.
- v. Adequate disclosure shall be made with respect to provision (or reversal of provision) for diminution (or appreciation) in fair value of investments in securities. The excess of fair value over cost of investments in securities, if true in aggregate, shall be reported as an 'other comprehensive income' in the Statement of Profit or Loss or Other Comprehensive Income and not be a part of earnings for the period.
- vi. Other comprehensive income shall be reported as a separate line item under the unit holders' equity and not be aggregated with any other reserve(s).
- vii. A mutual fund shall make a full disclosure of the provision for diminution in fair value of investments in the statement of changes in unit holders' equity specifically showing changes in the provision account during the period.
- viii. The Fund shall not issue reinvestment unit (RIU) under any circumstance.
- ix. Dividend shall never be paid out of other comprehensive income and/or unrealized capital gains.
- x. Without violating provisions of this Directive, a mutual fund may create a dividend equalization reserve in order to stabilize payments of dividends in future.
- xi. Dividend will be dispatched within 45 days from the declaration of such dividends.



Chapter 4: Risk Factors & Investment Approach and Risk Control

Risk Factors

Investing in the Blue-Wealth 1st Balanced Fund (hereinafter the Fund) involves certain risks which investors should carefully consider before investing in the Fund. There is no assurance that the Fund will achieve its mentioned investment objectives. The Fund value can fluctuate and no assurance can be given that investors will receive the amount originally invested. The Fund is suitable for investment by the investors who understands the risks involved and are willing to assume the risks associated. Investors should carefully consider the risk factors outlined below:

General

There is no guarantee that the Fund will be able to meet its investment objective and the investors may potentially incur losses, including loss of principal, when investing in the Fund. Mutual funds and securities investments are subject to market risks and there can be no assurance that the Fund's objective will be achieved. Investors should study this Offer Document carefully before investing. Due to the fluctuation of the price/ value/ interest rates of the securities in which Scheme invests, the value of investment in the Scheme may go up or down depending on the various factors and forces affecting the capital markets and money markets.

External Risk Factor

Performance of the Fund is substantially dependent on the macro- economic situation and capital market as well as money market of Bangladesh. Political and social instability may have an adverse effect on the value of the Fund's assets. Adverse natural calamities may impact the performance of the Fund.

Market Risk

The Bangladesh capital market is highly volatile and mutual fund prices and prices of securities can fluctuate significantly from their respective fundamental value estimates, at times for prolonged period. 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 a limited number of high-quality listed securities in both the DSE and CSE, it may be difficult to invest the Fund's assets in a widely diversified portfolio of securities as and when required to do so. Very narrow and highly thinly traded bond market of the country has not been supporting the Asset Manager to design and implement optimum asset allocation decisions from time to time. 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 securities fail to generate the expected income or dividend, or fail to disburse interest income, principal repayment or dividends declared in a timely manner that will 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 debt or 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 investment portfolio; the Fund performance will remain subject to the investment management strategy risk. The AMC will undertake rigorous investment research and risk management exercise at all the time; however, there can be no guarantee that such process and techniques will produce the desired outcome.

Credit Risk

Since the Fund will seek to also invest as per the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১, in 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 directly related to any changes in the general level of interest rates. The NAV is supposed to fall with a rise in the level of interest rates to the extent it is invested in fixed income securities (debt and money Market securities). Zero coupon securities do not provide periodic interest/ principal payments to their investors hence they are more sensitive to changes in interest rates.

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 corporate governance risk, management malfeasance, accounting irregularities, unfavorable changes in management team or management strategy leading to corporate under-performance. Such risks can develop in an unpredictable way and can only be partially mitigated, and sometimes cannot be mitigated at all by thorough 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.

Liquidity Risk

The Fund can be exposed to market liquidity risks given the lower liquidity levels for debt securities, in general. Additionally, untimely significant redemption of Fund-units by existing investors may add to overall level of liquidity risks for the Fund beside dragging performance.



Investment Approach and Risk Control

Top down and bottom up approach may adopt the following investment approaches and risk control measures.

- i. Investments will be pursued in selected sectors based on the analysis of business cycles, regulatory reforms, competitive advantage, etc.
- ii. Selective stock picking will be done from the selected sectors.
- iii. The Asset Management Company in selecting scrips and FIS will focus on the fundamentals of the business, the industry structure, the quality of management, sensitivity to economic factors, the financial strength, and the key earnings drivers of a company.
- iv. In addition, the Asset Management Company will study the macro-economic conditions, including the political, economic environment and factors affecting liquidity and interest rates.
- v. Since disciplined investing requires risk management, the Asset Management Company would incorporate adequate safeguards for controlling risks in the portfolio construction process.
- vi. 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.



Chapter 5: Formation, Management & Administration

5.1. Sponsor of the Fund

Blue-Wealth Assets Limited will be the Sponsor of the Fund. It was founded in March 2018 and the Company got registration certificate as an asset management company from BSEC in January 2019. Blue-Wealth Assets Limited is committed to offer superior fund management services to the capital market investors of Bangladesh. As part of the commitment, Blue-Wealth Assets Limited will sponsor its first mutual fund- Blue-Wealth 1st Balanced Fund.

5.2. Trustee of the Fund

In order to ensure maximum trust and confidence of the investors, supervisory bodies and the persons concerned towards the Fund, the Sandhani Life Insurance Company Limited will act as the Trustee of the Fund.

Sandhani Life Insurance Company Limited is a leading insurance company so far engaged in Micro Insurance for the Poor People, Ordinary Life Policy for the General, Group Insurance for the Corporate, Education Policy for the Students, Hajj Policy for the Religious People activities and are Qualified and capable to act as the Trustee of a mutual fund.

The Trustee shall constitute Committee with a minimum of two members, which shall be responsible for discharging the obligations of the Trustee and the first such Committee shall be constituted with the following members, namely: -

1. Chairman, Sandhani Life Finance Ltd.
2. CFO, Sandhani Life Insurance Company Limited
3. Company Secretary, Sandhani Life Insurance Company Limited

The Trustee committee may be changed by the Trustee from time to time with approval of BSEC.

5.3. Custodian of the Fund

BRAC Bank Ltd, a banking company, incorporated under Companies Act, 1994 and Bank Companies Act, 1991 and registered with the Bangladesh Securities & Exchange Commission on December 15, 2009 to act as Custodian, engaged in, among others, custodial services having required capabilities, qualifications and adequate skills in its concerned field of activities.

5.4. Asset Manager

Blue-Wealth Assets Limited, a new generation asset management company managed by a group of renowned investment professionals having a strong track-record in Fixed Income Securities (FIS) market is committed to provide its investors the benefits of the fixed income segment along with the equity market segment of Bangladesh. Blue-Wealth Assets Limited is committed to launch its first ever balanced fund which will provide its investors a consistent and steady return having a lower standard deviation.

5.4.1. Investment Management Process

Investment Management at Blue-Wealth Assets Ltd. is a collaborative process, where investment decisions are made by the Investment Committee headed by the Chief Executive Officer, with recommendations from the Investment Team, according to the parameters set by the Securities & Exchange Commission (Mutual Fund) Rules, 2001.



The investment team shall follow an investment management process which is designed to respond to the Fund's investment objective needs while responding to the dynamics of the financial markets.

Step-1: Objective of the Investment

Investment Committee will determine the investment strategy and objectives of the investments considering the return expectation, risk parameters, macro-economic environment and regulatory aspects.

Step-2: Strategic and Tactical Asset Allocation

Investment Committee will determine the asset allocation strategy based on the investment objective and expected risk adjusted return from the investment. Investment Committee will develop asset allocation model that produces a set of expected returns within a mean variance optimization framework. The model will take into consideration the correlations and volatility of different asset classes considering the risk of investment to create an optimally diversified portfolio. Asset Allocation model will also consider long-term, short-term and forward-looking macro signals.

Step-3: Market Research and Asset Selection

The research and selection process of securities will be based on rigorous quantitative and qualitative analysis. For quantitative analysis, the research team considers companies' future earnings and cash flows and assess industry dynamics. The Research team will ensure reasonable caution about companies that exhibit high leverage, deep cyclicity or low return on equity. For qualitative analysis, the research team will analyze both past business performance, analyze their strengths and weaknesses, their quality of governance, and potential future opportunities. Our research team puts great emphasis on understanding underlying business features as well as the relevant accounting issues. Considering both qualitative and quantitative aspects, the research team will develop a preferred list of securities which will be considered for investment. Investment Committee goes through the preferred list and seek justification from the research team for rationale of selection and finalize the list of securities.

Step-4: Portfolio Implementation

Once preferred list of securities has been approved, the investment management team will go for purchasing of securities based both fundamental and technical analysis and will ensure that the allocations are within the investment guidelines of BESC and in compliance with the regulatory requirement. The investment management team will always ensure that investments will be done in both capital market and money market instruments at an optimum level which helps to reduce the risk of the portfolio.

Step 5: Monitoring and Performance Evaluation of the Portfolio

The asset allocation of the portfolio between various asset classes (shares, bonds and FDR, etc.) will be continuously managed and rebalanced according to the changing economic cycles and financial markets. Investment Committee will also continuously monitor to ensure that the portfolio exposures are within the recommended target asset allocations and the portfolio always adheres to investment management guidelines and in compliance with the regulatory requirement.



5.4.2. Brief Profile of Team members

Md. Tajul Islam**Managing Director & CEO**

15+ years of international experience in credit assessment, risk management and financial market development. Prior to joining Blue-Wealth Assets Ltd., he worked in Office of Risk Management, Asian Development Bank (ADB), Manila, as International Risk Management Specialist and independently monitored NSO portfolio which included 70 transactions in China, India, Lao PDR, Thailand, Indonesia, Philippine, Pakistan, Vietnam, Kyrgyz Republic, Georgia, Sri Lanka, and Myanmar.

He served as an International Consultant to ADB (on PPP/SME/Credit Rating/Economic & Financial Evaluation), JICA (Capital & Bond Market Development in Mongolia), World Bank (Basel II), UNCDF (Municipal Bond), IFC (Private Sector Dashboard), APO (Risk Evaluation), CMDA-Maldives, RMA-Bhutan, Nihon University-Japan (Capital & Bond Market in Asia), Fiji National University by taking part in technical assistance and advisory missions to a wide-range of economies around the world.

He started his career with Credit Rating Agency of Bangladesh (CRAB) as a Financial Analyst in 2004 and took over as Chief Rating Officer of CRAB in 2014, providing leadership, management and vision. During his time at CRAB he rated 7000+ clients totaling over US\$97 billion bank loan portfolio, US\$6.27 billion debt instruments and US\$3.01 billion infrastructure projects across all sectors.

Md. Farhad Ahamed**Head of Fixed Income & Equities**

Mr. Md. Farhad Ahamed is a passionate investment professional with more than ten years of experience in investment management and research in Bangladesh. He possesses large spectrum of knowledge in financial markets, asset valuation, financial modeling and macroeconomic analysis. Currently, working in a team who has executed over US\$ 1.1 billion of private and public capital raising and all aspects of business valuation and other advisory transactions, including buy side, sell side, and business formation.

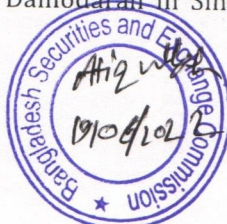
He started his career with RACE Management PCL, the largest private Asset Management Company in Bangladesh with asset size of US\$ 250 million, as a Research associate.

Sohel Haque**Chief Compliance Officer**

Mr. Sohel Haque has 10+ years professional experience as an Investment Analyst in the fixed income and equities arena. He possesses in-depth knowledge of rules & regulations, financial modeling and valuation techniques across multiple industries. He is skilled in working effectively with diverse groups at all organizational levels to achieve common objectives.

During the professional career of more than 10 years, Mr. Haque has been associated with various transactions ranging from issuance of subordinated bonds, seed capital raising, project finance, merger & acquisition, arranging foreign currency loan etc.

Mr. Haque has completed his BBA and MBA in Finance from Dhaka University. He has also attained various training and workshop held in both domestic and abroad including valuation training with Professor Aswath Damodaran in Singapore, Basel II & III and Internal Capital



Adequacy Assessment Process (ICAAP) - Learning Roadmap organized by Pearl Institute of Financial Market Ltd. (PIFM).

Mubashir Ahmed
Manager, Operations & Fund Management

Mr. Mubashir Ahmed has more than five years of experience of working in the Asset Management Industry. He has hands on experience in the mutual fund sector and performed different roles e.g. Research Analyst & Portfolio Manager in various organizations. He started his career as a Research Associate in Green Delta Capital and excelled himself as a successful portfolio manager. Mr. Ahmed has completed BBA & MBA from North South University with a concentration in Finance & Economics. He also participated in numerous training sessions related to fundamental analysis and technical analysis (by Bloomberg) and Workshop on Sukuk under the Project CMDP-III (2nd phase).

5.5. Auditors

Hoda Vasi Chowdhury & Co. having office at BTMC Bhaban (7th & 8th level), 7-9 Kawran Bazar Commercial Area, Dhaka-1215 Bangladesh shall be the first Auditor of the Fund and the auditor shall be paid a service fee of BDT 60,000 (Sixty Thousand) only, plus applicable VAT, only for the first accounting period.

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, promotion, registration, CDBL fees, 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:

5.6.1. Issue and Formation Expenses

The initial issue cost in respect of the Fund shall not exceed 3% of capital actually raised under the Fund or the scheme of the Fund. The estimated expenses for the issue and formation of the Fund are presented below:

Estimated Issue and Formation Expenses

SL	Type of Expenses	Percentage of total target fund	Total Tk.	Sub Total/ Details	Description
1	Formation Fee Payable to AMC	1.00%	2,500,000	Set-fee	Formation fee to AMC on collected fund of approved fund size.
2	Legal & Compliance related Expenses (Application, Registration fees etc.)	0.33%	810,000		
				100,000	BSEC Application fees.
				500,000	BSEC Registration fees (0.2% of Initial Fund Size)
				80,000	Trust Deed Registration related fee.
				37,500	CDBL Fee (Distribution of 2.5 crore unit* BDT 10* 0.00015)
				2,500	CDBL Documentation Fee

DRAFT PROSPECTUS: BLUE-WEALTH 1ST BALANCED FUND

				40,000	CDBL Annual Fee
				50,000	Legal advisory Fee
3	Printing & Publication	0.40%	1,000,000		
				500,000	Publication of abridge version of prospectus and IPO notification on daily newspaper
				400,000	Printing of prospectus & application forms
				100,000	Designing and Printing of Fund and Scheme Brochures
4	Other Expenses	0.02%	50,000		
	Total	1.75%	4,360,000		

* The above costs estimates may vary from the actual numbers. The Trustee shall approve the formation expenditure and will inform BSEC within 15 days of such formation meeting.

5.6.2. Fund Registration and Annual Fee

The Fund has paid Tk 500,000 (Taka five lacs) only to the Bangladesh Securities and Exchange Commission as registration fee. In addition, the Fund will have to pay @ 0.10% of the Fund value or Tk 100,000 (Taka One lac), whichever is higher, as annual fee in terms of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১.

5.6.3. Commission Payable to Selling Agent(s)

The Fund shall pay commission to the authorized selling agent(s) to be appointed by the Asset Manager at the rate of highest 1.00% (One Percent) on the total face value of unit sales which may change in future with the approval of the trustee. The selling agent commission will be applicable only for sales of unit. It will be not applicable on surrender of units. If individuals are appointed as selling agents by AMC the commission payable to them will vary and fixed as per AMC's after taking approval from trustee. Please note, selling agent commission applicable for individuals will be not more than 1.00% (One Percent) on the total face value of unit sales.

5.6.4. Audit Fee

The audit fee will be Tk 60,000 (Taka Sixty Thousand only), plus applicable VAT (if any), for the first accounting year and the Trustee will fix fees for subsequent years.

5.6.5. Annual CDBL Fee

The fixed annual CDBL fee will be Tk 40,000 (Taka Twenty Thousand Only), plus applicable VAT (if any). Annual CDS connection fee will be Tk 6,000 (Taka Six Thousand Only), plus applicable VAT (if any). These fees may be amended from time to time by the Commission in the future.

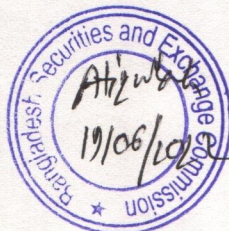
5.6.6. Amortization Expenditure

The Asset Management Company shall amortize the initial issue costs of the Fund within a maximum period of five (05) years. In case of availability of profits, the AMC can amortize the initial issue expense over a period which is smaller than five years. Provided that, the initial issue cost in respect of the Fund shall not exceed 3% of capital actually raised under the Fund or the scheme of the Fund. The Asset Management Company shall furnish a detailed breakdown of such expenses in the prospectus/offer document of the fund.

Total operating expense, excluding amortization of initial issue costs and provision for diminution in the fair value of investments, of a mutual fund, a scheme of a fund, shall not exceed 4 (four) percent of net asset value (NAV) at fair value of the Fund.

5.6.7. Brokerage Commission

Brokerage Commission rate will be 0.18 percent (eighteen basis points) of the total transaction amount which may vary in the future based on market practice.



Chapter 6: Size of the Fund and Rights of Unit Holders

6.1. Size of Issue

The initial size of the Fund shall be Tk 25,00,00,000 (Taka Twenty-Five Crore) only divided into 2,50,00,000 (Two crore Fifty lacs) Units of Tk 10 (Taka 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. The initial distribution of the Fund's Unit holding shall be as follows:

Subscriber	Number of Units	Face Value (Taka/Unit)	Amount (BDT)	Status
Blue-Wealth Assets Limited	25,00,000	10	2,50,00,000	Subscribed
General Investors	2,25,00,000	10	22,50,00,000	Yet to be Subscribed
Total	2,50,00,000	10	25,00,00,000	

6.2. Sponsor's Subscription

Blue-Wealth Assets Limited, the Sponsor, has already subscribed Tk 2,50,00,000 (Taka Two Crore Fifty Lacs) only worth of Units equivalent to 25,00,000 (Twenty-Five Lacs) Units of Tk 10 (ten) each at par on April 19th 2022, the effective date.

6.3. Rights of the Unit holders

6.3.1. 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 (মিউচুয়াল 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 holds.

6.3.2. Transfer of Units

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

6.3.3. 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.

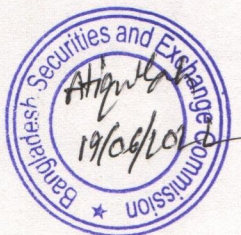
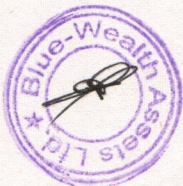
6.3.4. Accounts and Information

The Fund's financial year will be closed on 31st December every year. Annual report or major head of income and expenditure account and balance sheet in line with schedule VI of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচুয়াল ফান্ড) বিধিমালা, ২০০১ will be published within 45 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.



6.3.5. Beneficial Interest

The Unit holders shall preserve only the beneficial interest in the trust properties on pro rata basis of their ownership of the respective Schemes.



Chapter 7: Unit Subscription

7.1. Terms and Conditions of Unit Subscription

- a. The Units of Blue-Wealth 1st Balanced Fund, hereinafter referred to as the Fund, may be bought and Surrendered through Blue-Wealth Assets Limited and authorized selling agents appointed by Blue-Wealth Assets Limited from time to time.
- b. 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 minor or a person of unsound mind.
- c. Joint application by two persons is acceptable. In such case, registration and unit allocation will be in favor of the principal applicant while dividend and others benefit, if any, will be addressed to the bank account of principal applicant mentioned in the application form. In case of death of anyone of the joint holders, only the survivor shall be recognized as having any title of the Units. On death of both the joint holders, the Units will bestow upon the nominee.
- d. Units can be traded on every business day except Thursday (or the last trading session of the week) and during book closure period of the Fund.
- e. Minimum purchase amount for an individual investor is 500 (Five hundred) Units and for institutional investors it is 10,000 (Ten thousand) Units.
- f. Application for purchase of Units should be accompanied by an account payee cheque/pay order/bank draft/ electronic fund transfer in favor of "Blue-Wealth 1st Balanced Fund".
- g. After clearance/encashment of cheque/draft/pay order/electronic fund transfer, the units will be allocated in favor of the principal applicant against every purchase with a denomination of number of units proportionate to the prevailing NAV (Net Asset Value) of the week. Units will also be delivered to the unit holder's BO account in demat form.
- h. Partial surrender is allowed subject to minimum surrender quantity of 500 (five hundred) Units both for individuals and institutions. Upon partial surrender, the Unit holder will be issued with a new Confirmation of Unit Allocation representing the balance of Unit Holding.
- i. Surrender of Units should be done by transferring units from the Unit holder's BO account to mutual fund's designated BO account. The DP40 report will be submitted to the asset manager for confirming the surrender of unit.
- j. 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.
- k. Dividend may be delivered in cash or by way of Units under Cumulative Investment Plan (CIP) as the applicant mentioned in the application form. The unit holders may change their dividend preference in future as per their need.
- l. 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

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:

House#85, Level-4, Road#3, Block#F, Banani,
Dhaka-1213

Chapter 9: 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





Blue-Wealth Assets Limited

APPLICATION FORM TO PURCHASE UNITS - INDIVIDUAL

Asset Manager: Blue-Wealth Assets Limited

(Please read "Terms and Conditions" on reverse carefully)

(PLEASE FILL UP THE FORM IN BLOCK LETTERS)

To,
The Managing Director & CEO
Blue-Wealth Assets Limited
House#85, Level-4,
Road-3, Block-F,
Banani, Dhaka-1213

For Office Use only

Selling Agent's Name:

Registration No:

Sale No:

Blue-Wealth 1st Balanced Fund

I/ we would like to purchase units of the Fund at a price of BDT per unit, prevailing on the sale date.....

I/ we have enclosed following instrument(s) with the application.

Cheque/P.O/D.D No: or BEFTN/NPSB/ RTGS Tx ID:

Bank: Branch: Routing No:

Total amount in BDT in words

Principal Applicant

Mr ☐ Mrs ☐ Ms ☐

Name:
Father: Mother:
Occupation: NID/ Passport: Date of Birth: DD / MM / YYYY
Address:
Email: Mobile: ETIN:

Joint Applicant (if any) / Guardian (if Nominee is a minor)

Mr ☐ Mrs ☐ Ms ☐

Name:
Father: Mother:
Occupation: NID/ Passport: Date of Birth: DD / MM / YYYY
Address:
Email: Mobile: ETIN:

Nominee 1

Mr ☐ Mrs ☐ Ms ☐

Name:
NID:
Mobile:
Email:
Address:
Relation: % of Allocation:

Nominee 2

Mr ☐ Mrs ☐ Ms ☐

Name:
NID:
Mobile:
Email:
Address:
Relation: % of Allocation:

Other Information

Bank: Branch: Account No:

BO ID: Sales Proceed: ☐ Cheque ☐ BEFTN/ Online Transfer ☐

Dividend: Cash ☐ CIP (in the form equivalent amount of units) ☐ Mode of Operation: Joint ☐ Single ☐ Investment Option: SIP ☐ non SIP ☐

Acknowledgement (For official use only)

Certified that this selling agent has received following instrument(s) for an amount of BDT (in words

.....) from Mr / Mrs / Ms being the application

money for units of the Fund on

Cheque/P.O/D.D No: or BEFTN/NPSB/ RTGS Tx ID:

Bank: Branch: Routing No:

Selling Agent's Signature (with seal)

Selling Agent ID No

Sale No:

Authorized Person's Signature
(Name & Designation)

Documents Enclosed

- ☐ NID/ Passport (Applicant & Nominee) ☐ BO Acknowledgement ☐ Passport size Photograph (Applicant 2 copies, Nominee 1 copy)
☐ ETIN Certificate (Applicant) ☐ Photocopy of blank cheque leaf

Photograph(s)

Principal Applicant	Joint Applicant (if any)	Nominee 1's Photograph Attested by Principal Applicant	Nominee 2's Photograph Attested by Principal Applicant
---------------------	--------------------------	--	--

Terms and Conditions

- Units of the mutual fund may be bought and surrendered through Blue-Wealth Assets Limited and authorized selling agents from time to time.
- Subscription application may 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 of Bangladesh) and not by a minor or a person of unsound mind.
- Joint application is acceptable by two persons. Registration and Unit Allocation will be in favor of the principal applicant while dividend and others benefits, if any, will be addressed to the bank account of principal applicant mentioned in the application form. In case of death of anyone of the joint holders, only the survivor shall be recognized as having any title of the Units. On death of both the joint holders, the Units will bestow upon the nominee.
- Units can be traded on every business day except Thursday and during book closure period of the mutual Fund.
- Minimum purchase amount of an individual investor is 500 (five hundred) Units and 10,000 (ten thousand) Units for an institution.
- Application for purchase of Units should be accompanied by an account payee cheque/ pay order / bank draft/ online fund transfer as approved by the regulatory authority in favor of the mutual fund.
- After clearance/ encashment of cheque/ pay order/ bank draft/ online fund transfer, the units will be allocated in favor of the principal applicant against every purchase with a denomination of number of proportionate to the prevailing NAV (Net Asset Value) of the week. Units will also be delivered to the unit holder's BO account in demat form.
- Partial surrender is allowed subject to minimum surrender quantity of 500 (five hundred) Units both for individuals and institutions. Upon partial surrender, the Unit holder will be issued with a new Confirmation of Unit Allocation representing the balance of Unit Holding.
- Surrender of Units should be done by transferring units from the Unit holder's BO account to mutual fund's designated BO account. The DP40 report will be submitted to the asset manager for confirming the surrender of units.
- 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.
- Dividend may be delivered in cash or by way of Units under Cumulative Investment Plan (CIP) as the applicant mentioned in the application form. If Dividend Option in the Form remains blank, it will be considered as CIP by default.
- All payments in connection with or arising out of transactions in the Units hereby applied for shall be in BDT.

Applicant's Signature(s)

I/ we confirm that I/we have received the Confirmation of Unit Allocation Mentioned above and also that I/we agree to abide by the terms cited above as may be altered, replaced and modified from time to time by Blue-Wealth Assets Limited. I/ We also understand the fundamentals of Mutual Fund and the flowcharts, enclosed with this application form.

✓

Principal Applicant

✓

Joint Applicant (if any)

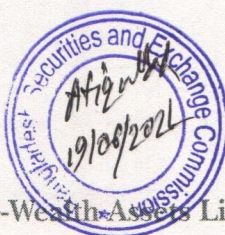
✓

Nominee 1

✓

Nominee 2 (if any)

Date of Application:



 Blue-Wealth Assets Limited

House#85, Level-4, Road-3, Block-F, Banani, Dhaka-1213, Bangladesh
Contact: +880 9677333666, E-mail: bluewealthassets@gmail.com, Website: www.bluewealthaml.com





Blue-Wealth Assets Limited

APPLICATION FORM TO PURCHASE UNITS - INSTITUTION

Asset Manager: Blue-Wealth Assets Limited

(Please read "Terms and Conditions" on reverse carefully)

(PLEASE FILL UP THE FORM IN BLOCK LETTERS)

To,
The Managing Director & CEO
Blue-Wealth Assets Limited
House#85, Level-4,
Road-3, Block-F,
Banani, Dhaka-1213

For Office Use only

Selling Agent's Name:

Registration No:

Sale No:

Blue-Wealth 1st Balanced Fund

I/ we would like to purchase units of the Fund at a price of BDT per unit, prevailing on the sale date.....

I/ we have enclosed following instrument(s) with the application.

Cheque/P.O/D.D No: or BEFTN/NPSB/ RTGS Tx ID:

Bank: Branch: Routing No:

Total amount in BDT in words

Institution's Credential

Name of Institution

Type of Institution ☐ Local Company ☐ Foreign Company ☐ Society ☐ Trust ☐ Other

Company Registration ETIN

Contact Person Mobile Email

Address

Name of MD/ CEO

Details of Authorised Person(s)

	Name	Designation	Contact	Signature
1		MD/ CEO		
2				
3				

Other Information

Bank Branch Account No

BO ID Sales Proceed ☐ Cheque ☐ BEFTN/ Online Transfer ☐

Dividend Cash ☐ CIP (in the form equivalent amount of units) ☐ Mode of Operation Joint ☐ Single ☐ Investment Option SIP ☐ non SIP ☐

Acknowledgement (For official use only)

Certified that this selling agent has received following instrument(s) for an amount of BDT (in words)

.....) from Mr / Mrs / Ms being the application

money for units of the Fund on

Cheque/P.O/D.D No: or BEFTN/NPSB/ RTGS Tx ID:

Bank: Branch: Routing No:

Selling Agent's Signature (with seal)
Selling ID No.

Sale No:

Authorized Person's Signature
(Name & Designation)

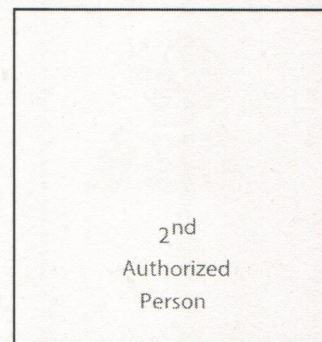
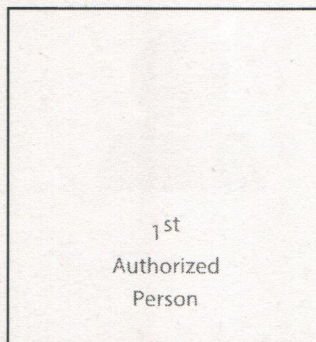
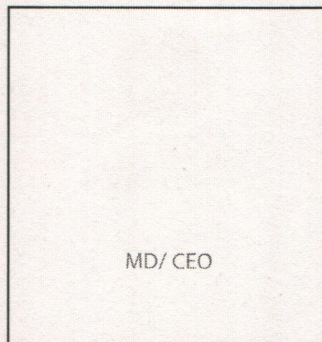
Documents Enclosed

- ☐ Memorandum and Article of Association
☐ Power of Attorney in Favor of Authorized Person(s)

- ☐ Extract of Board Resolution
☐ E-TIN Certificate

- ☐ Trade License/ Trust Deed
☐ Certificate of Incorporation

Photograph



Terms and Conditions

- Units of the mutual fund may be bought and surrendered through Blue-Wealth Assets Limited and authorized selling agents from time to time.
- Subscription application may 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 of Bangladesh) and not by a minor or a person of unsound mind.
- Units can be traded on every business day except Thursday and during book closure period of the mutual Fund.
- Minimum purchase amount of an individual investor is 500 (five hundred) Units and 10,000 (ten thousand) Units for an institution.
- Application for purchase of Units should be accompanied by an account payee cheque/ pay order / bank draft/ online fund transfer as approved by the regulatory authority in favor of the mutual fund.
- After clearance/ encashment of cheque/ pay order/ bank draft/ online fund transfer, the units will be allocated in favor of the applicant against every purchase with a denomination of number of proportionate to the prevailing NAV (Net Asset Value) of the week. Units will also be delivered to the unit holder's BO account in demat form.
- Partial surrender is allowed subject to minimum surrender quantity of 500 (five hundred) Units both for individuals and institutions. Upon partial surrender, the Unit holder will be issued with a new Confirmation of Unit Allocation representing the balance of Unit Holding.
- Surrender of Units should be done by transferring units from the Unit holder's BO account to mutual fund's designated BO account. The DP40 report will be submitted to the asset manager for confirming the surrender of units.
- 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.
- Dividend may be delivered in cash or by way of Units under Cumulative Investment Plan (CIP) as the applicant mentioned in the application form. If Dividend Option in the Form remains blank, it will be considered as CIP by default.
- All payments in connection with or arising out of transactions in the Units hereby applied for shall be in BDT.
- Application by Charitable Organization / Provident Fund / Trust must be accompanied by the relevant documents as mentioned in the application form and the power of Attorney in favor of the person(s) signing the application should be attached.

Applicant's Signature(s)

I/ we confirm that I/we have received the Acknowledgement against my/ our investment in the Fund and agree that I/ we will abide by all the terms cited above which may be altered, replaced and modified from time to time by Blue-Wealth Assets Limited as per regulatory requirements. I/ We also understand the fundamentals of Mutual Fund and the flowcharts, enclosed with this application form.

✓

MD/CEO

✓

1st Authorized Person

✓

2nd Authorized Person

Date of Application:



Blue-Wealth Assets Limited

House#85, Level-4, Road-3, Block-F, Dhaka-1213, Bangladesh
Contact: +880 9677333666, E-mail: bluewealthassets@gmail.com, Website: www.bluewealthaml.com





Blue-Wealth Assets Limited

APPLICATION FORM TO SURRENDER UNITS

Asset Manager: Blue-Wealth Assets Limited

(Please read "Terms and Conditions" on reverse carefully)

(PLEASE FILL UP THE FORM IN BLOCK LETTERS)

To,
The Managing Director & CEO
Blue-Wealth Assets Limited
House#85, Level-4,
Road-3, Block-F,
Banani, Dhaka-1213

For Office Use only

Selling Agent's Name:

Registration No:

Sale No:

Blue-Wealth 1st Balanced Fund

My/our surrender request is summarized below:

Sl No	Number of Units Held	Units to be Surrendered			Confirmation of Unit Allocation No.
		No. of Units	Surrender/ Repurchase Price BDT/ Unit	Total Surrender Value	

Please issue an account payee cheque/ BEFTN in favor of me/ us for total surrender amount and issue a Confirmation for balance units (if any).

Unit holder's Information

Name															
Broker House	DP ID														
Contact Person	Phone	Email													
Bank	Branch	Account													

Terms and Conditions

1. The Units of Fund may be surrendered through Blue-Wealth Assets Limited and authorized selling agents from time to time.
2. Units may be surrendered on all working days except last working day of the week and during the book closure period/ record date of the Fund.
3. Minimum surrender quantity is 500 (five hundred) Units for both individual and institutional unit holders.
4. Partial surrender is allowed without any additional cost subject to minimum surrender quantity of 500 (five hundred) Units both for individuals and institutions. Upon partial surrender, the unit holder will be issued with a new Confirmation of Allocation representing the balance of his /her Unit holding.
5. Surrender of Units should be done by transferring units from the Unit holder's BO account to mutual fund's designated BO account. The DP40 report will be submitted to the asset manager for confirming the surrender of units.
6. Unit holder is required to attach the Confirmation of Unit Allocation Letter(s) he /she / the institution wants to surrender along with this surrender form.
6. After verification of authenticity of Confirmation of Unit Allocation Letter(s), account payee cheque/BEFTN for surrender amount will be issued in favor of unit holder within maximum of seven working days. In case of joint holding, account payee cheque may be issued in favor of principal holder.

Signature

I/ we confirm that I/we have received the Confirmation of Unit Allocation (if any) as mentioned above and also that I/we agree to abide by the terms cited above as may be altered, replaced and modified from time to time by Blue-Wealth Assets Limited. ✓ ✓

Date of Application:

Joint Applicant (if any)

Principal Applicant

For office use only

Checked and Verified by

Name: Signature:

Unit holder's Bank Account No: Routing No: Bank:

Payment Instruction

Cheque/ BEFTN Tx ID: Bank: Date:

Acknowledgement (For official use only)

Certified that this selling agent has received following instrument(s) for an amount of BDT (in words) from Mr / Mrs / Ms being the application money for units of the Fund on

Cheque/P.O/D.D No: or BEFTN/APS/BEFTN Tx ID:

Bank: Branch: Routing No:

Selling Agent's Signature (with seal)
Selling ID No.

Sale No:

Authorized Person's Signature
(Name & Designation)



Blue-Wealth Assets Limited

APPLICATION FORM TO TRANSFER UNITS

Asset Manager: Blue-Wealth Assets Limited
(Please read "Terms and Conditions" on reverse carefully)
(PLEASE FILL UP THE FORM IN BLOCK LETTERS)

To,
The Managing Director & CEO
Blue-Wealth Assets Limited
House#85, Level-4,
Road-3, Block-F,
Banani, Dhaka-1213

For Office Use only

Selling Agent's Name:

Registration No:

Sale No:

Blue-Wealth 1st Balanced Fund

Transferor

I/ we hereinafter referred to as transferor, am/ are unit holder of
..... units of the mentioned Fund. I/ we would like to transfer units (in words
.....) to the following person, hereinafter referred to as transferee. **My/our transfer request is summarized below:**

Sl No	Number of Units Held	Units to be Transferred			Confirmation of Unit Allocation No.
		No. of Units	Prevailing NAV/ unit	Total Transfer Value	

Transferee- Principal Applicant

Mr ☐

Mrs ☐

Name
Father Mother
Occupation NID/ Passport Date of Birth DD / MM / YYYY
Address
Email
.....

Transferee- Joint Applicant (if any) / Guardian (if Nominee is a minor)

Mr ☐

Mrs ☐

Ms ☐

Name
Father Mother
Occupation NID/ Passport Date of Birth DD / MM / YYYY
Address
Email
.....

Other Information

Bank Branch Account No
BO ID Sales Proceed ☐ Cheque ☐ BEFTN/ Online Transfer ☐
Dividend Cash ☐ CIP (in the form equivalent amount of units) ☐ Mode of Operation Joint ☐ Single ☐ Investment Option SIP ☐ non SIP ☐

Acknowledgement (For official use only)

Certified that this selling agent has received following instrument(s) for an amount of BDT (in words
.....) from Mr / Mrs / Ms being the application
money for units of the Fund on

Cheque/P.O/D.D No: or BEFTN No: BTGS Tx ID:
Bank: Branch: Routing No:

Selling Agent's Signature (with seal)
Selling Agent ID No



Sale No:



Authorized Person's Signature
(Name & Designation)

Nominee 1		Nominee 2	
Mr ☐	Mrs ☐	Mr ☐	Mrs ☐
Name		Name	
NID		NID	
Mobile		Mobile	
Email		Email	
Address		Address	
Relation	% of Allocation	Relation	% of Allocation

Document Enclosed

- ☐ NID/ Passport (Applicant & Nominee) ☐ BO Acknowledgement ☐ Passport size Photograph (Applicant 2 copies, Nominee 1 copy)
☐ ETIN Certificate (Applicant) ☐ Photocopy of blank cheque leaf

Photograph(s)

Transferee- Principal Applicant	Transferee- Joint Applicant (if any)	Nominee 1 of Transferee	Nominee 2 of Transferee
------------------------------------	---	----------------------------	----------------------------

Terms and Conditions

- Transfer of Units is allowed through Blue-Wealth Assets Limited and authorized selling agents from time to time.
- 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 Blue-Wealth Assets Limited from time to time except in the case of transfer by way of inheritance.
- The Units will be transferred on all working days except the last working day of the week and during the book closer period/ record date of the mutual Fund.
- The Confirmation of Unit Allocation(s) of the transferor is/are required to be attached with the Transfer Form.
- After verification of authenticity of the transferor's Confirmation of Unit Allocation of Unit Allocation(s) as well as the information provided in the transfer Form, the Asset Manager or the respective authorized selling agent will deliver the new Confirmation of Unit Allocation in the name of Transferee within a period of seven working days. If there are any Units left with the transferor after such transfer, the Asset Manager will issue a new Confirmation of Unit Allocation for the remaining Units in the name of the Transferor.
- The conditions applicable for initial Confirmation of Unit Allocation will apply even after transfer of Units in the name of Transferee.

Applicant's Signature(s)

I/ we, the said transferee, have received the above mentioned Confirmation of Unit Allocation and do hereby agree to accept the said Confirmation of Unit Allocation on the same terms and condition on which they were held by the said transferor. I/ we also understand the fundamentals of mutual fund and the flowcharts, enclosed with this application form.

✓ _____ ✓ _____ ✓ _____ ✓ _____ ✓ _____
 Transferor Transferee Joint Applicant (if any) Nominee 1 Nominee 2 (if any)

Date of Application:/...../.....



Blue-Wealth Assets Limited

House#85, Level-4, Road-3, Block-F, Banani, Dhaka-1213, Bangladesh
 Contact: +880 9677333666 , E-mail: bluewealthassets@gmail.com, Website: www.bluewealthaml.com

