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

PROSPECTUS

for

Blue-Wealth First Stable Return Fund (Open-End)

Initial Size of the Fund

Taka 30,00,00,000 (Thirty Crore) divided into 3,00,00,000 (Three Crore) units at par value of Taka 10 (Ten) each

Sponsor's Contribution

Taka 3,00,00,000 (Three Crore) divided into 30,00,000 (Thirty Lacs) units at par value of Taka 10 (Ten) each

Public Subscription

Taka 27,00,00,000 (Twenty-Seven Crore) divided into 2,70,00,000 (Two Crore-Seventy lacs) units at par value of Taka 10 (Ten) each

Sponsor & Asset Manager:

Blue-Wealth Assets Limited

Trustee:

Sandhani Life

Sandhani Life Insurance Company Limited

Custodian:

COMMERCIAL BANK

Commercial Bank of Ceylon PLC

Subscription Opens: August 02, 2026 **Subscription Closes: October 05, 2026**

For Non-Resident Bangladeshis subscription closes on **October 05, 2026**

Date of Publication of Prospectus: 26 July, 2026

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

Notice to Investor

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 First Stable Return Fund (hereinafter the Fund) bears certain risks that investors should carefully consider before investing in the Fund. Investment in the capital market and in the Fund bears certain risks that are normally associated with making investments in securities including loss of principal amount invested. There can be no assurance that the Fund will achieve its investment objectives. The Fund value can be volatile, and no assurance can be given that investors will receive the amount originally invested. When investing in the Fund, investors should carefully consider the risk factors outlined in the document.

THE SPONSOR, ASSET MANAGEMENT COMPANY OR THE FUND IS NOT GUARANTEEING ANY RETURNS.

The particulars of the Fund have been prepared in accordance with **বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫** 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.

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

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Fund Directory

Sponsor & Asset Manager	**Blue-Wealth Assets Limited** Office: House: 85, Level: 04, Road:03, Block: F, Banani, Dhaka-1213, Bangladesh. Phone: +880 09677333666 Website: www.bluewealthaml.com Email: hello@bluewealthaml.com
Trustee	**Sandhani Life Insurance Company Ltd.** Sandhani Life Tower, Rajuk Plot No. 34, Bangla Motor, Dhaka-1000, Bangladesh Website: www.sandhanilife.com Tel: 02-9611197, 02-9664931, 01833325681-82
Custodian	**Commercial Bank of Ceylon PLC** Hadi Tower, House No. NW(K)-1, Road No.50, Kemal Ataturk Avenue, Gulshan-2, Dhaka-1212, Bangladesh Website: www.combank.net.bd Tel: +88022 6606601-10
Auditor	**Hoda Vasi Chowdhury & Co.** Chartered Accountant BTMC Bhaban (7 & 8* level) 7-9 Kawran Bazar Commercial Area, Dhaka-1215, Bangladesh Website: www.hodavasi.com Tel: 02-9120090, 02-9199323
Banker	**BRAC Bank PLC** 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: 04, Road: 03, Block: F, Banani, Dhaka-1213 Phone: 09677333666 Mobile: +880 17876 73335 Email: hello@bluewealthaml.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”

Definition and Elaboration of Abbreviated Terms

Act	বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন আইন, ১৯৯৩
Rule/ বিধিমালা	বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫
Asset Manager/Asset Management Company/ /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
ATB	Alternative Trading Board
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; (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 four weeks of January unless the Commission decides otherwise
CBC	Commercial Bank of Ceylon PLC
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	Commercial Bank of Ceylon PLC
CIP	Cumulative Investment Plan
CDS	Central Depository System
DSE	Dhaka Stock Exchange Ltd.
Dividend	Income distributed by the Fund, when/where applicable.
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
IPO	Initial Public Offering
ITA	Income Tax Act 2023
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 First Stable Return Fund
MFS	Mobile Financial Services
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 First Stable Return 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
SLIC	Sandhani Life Insurance Company Limited

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 First Stable Return 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 of the Fund	"Blue-Wealth First Stable Return Fund"
Nature/Type	Open-Ended Fund in nature of Fixed Income Scheme
Life & 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	Commercial Bank of Ceylon PLC
Initial Size of the Fund	BDT 300,000,000 (Thirty Crore) divided into 30,000,000 (Three Crore Units)
Face Value	BDT 10 (ten) per unit
Fund Objective	Our aim is to meet the needs of investors seeking stability and attractive returns through low-risk, high-security investments. To generate return through investments mostly in a range of fixed-income securities; predominantly in Government Securities, Treasury-Bond and Treasury Bill.
Electronic Platform Listing	The Fund may be listed on electronic platform prescribed by the Bangladesh Securities and Exchange Commission (BSEC)
Minimum Application Amount	BDT 5,000 (five thousand) per application (500 Units) for individuals. BDT 100,000 (One Lac) per application (10,000 Units) for institutions. BDT 1,000 (One thousand) per application (100 Units) for SIP investor. Not applicable for CIP Investor.
Exit Load	The difference between the sale price and repurchase/surrender price shall not exceed 1% of the NAV per unit at fair value of the fund if redemption does not take place within 365 (Three hundred sixty-five) calendar days of purchase of unit. In case of redemption before 365 calendar days of holding, a maximum additional 1% load can be imposed. For SIP investors a maximum additional 1% load can be imposed if the investment less than 2 (two) years.
Maximum Investment Amount for High net worth Individual Investors	Any sum amount can be invested on the consent of BSEC.
Prospective Investors	Individuals (resident and non-resident), institutions (local and foreign), mutual funds and collective investment schemes are eligible to subscribe the Units of the Fund.
Sales/Surrender/Transfer of units	Directly from the Asset Manager or designated selling agent or any platform approved by BSEC.
Transparency	NAV will be calculated as per বিধিমালা and shall be published on the website of the Asset Manager or any other relevant parties deemed necessary by the AMC or Commission (www.bluewealthaml.com)

Dividend Policy	The proposed fund aims to achieve long-term capital appreciation through minimum dividend declaration as per বিধিমালা. The unitholders can realize their returns through redemption of the units during the business hour as specified by the Asset Management Company. Fund shall distribute minimum dividend which not less than 70%, or as may be determined by Trustee, Asset Management and as per বিধিমালা from time to time. If the majority investor demand to provide maximum dividend, then the fund will provide maximum dividend through most from the net profit.
Dividend Distribution	Dividend shall be paid within 30 (thirty) days of its declaration.
Tax Benefit	Unitholders will enjoy tax benefits as per the Income Tax Act (ITA) 2023. • Individuals have an exempt on capital gain up to BDT 50 lakh from taxable income as per Section 36, Six Schedule, (Part-1) of ITA 2023 • Yearly investment of up to BDT 5 Lakh in the Fund is allowed for TAX Rebate as per Clause 2(7)(b) of Six Schedule (Part-3) of ITA 2023, • The income of the fund level will be exempted from tax, as per clause 10 (a) of the Six Schedule (part-1) of ITA 2023.
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	Unit holders can view the prospectus on the asset manager's website, physical copies are also available at the AMC office. Every Unit holder is entitled to receive annual report along with the yearly, half yearly, and monthly 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.). 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 small amount that is minimum BDT 1,000 or any multiple of BDT 1,000/500.
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.
Office of Asset Manager	House: 85, Level: 04, Road: 03, Block: F, Banani, Dhaka-1213, Bangladesh

Before 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.

ফান্ডের সংক্ষিপ্ত বিবরণী

নাম	ব্লু-ওয়েল্থ ফার্স্ট স্টাবেল রিটার্ন ফান্ড (বে-মেয়াদী)
ফান্ডের ধরণ/ প্রকৃতি	ফিক্সড ইনকাম স্কিম অনুযায়ী গঠিত বে-মেয়াদী মিউচ্যুয়াল ফান্ড
ফান্ডের মেয়াদকাল	অসীম এবং বে-মেয়াদী
ফান্ডের উদ্যোক্তা	ব্লু-ওয়েল্থ এসেটস লিমিটেড
সম্পদ ব্যবস্থাপক	ব্লু-ওয়েল্থ এসেটস লিমিটেড
ট্রাস্টি	সন্ধানী জীবন বিমা কোম্পানি লিমিটেড
হেফাজতকারী	কমার্শিয়াল ব্যাংক অফ সিলন পিএলসি
ফান্ডের প্রাথমিক আকার	টাকা ৩০,০০,০০,০০০ (ত্রিশ কোটি) ৩,০০,০০,০০০ (তিন কোটি) ইউনিটে বিভক্ত যার প্রতিটির অভিহিত মূল্য ১০ টাকা
অভিহিত মূল্য	টাকা ১০ (দশ) প্রতি শেয়ারের মুলো
উদ্দেশ্য	আমাদের লক্ষ্য হল কম ঝুঁকিপূর্ণ, উচ্চ-নিরাপত্তা দেয় এমন ক্ষেত্রে বিনিয়োগের মাধ্যমে স্থিতিশীলতা এবং আকর্ষণীয় রিটার্ন প্রদান করা যা বিনিয়োগকারীদের স্থিতিশীল রিটার্ন এর চাহিদা পূরণ করে। আমরা মূলত সরকারি সিকিউরিটিজ, ট্রেজারি-বন্ড এবং ট্রেজারি বিলে বিভিন্ন ধরণের স্থায়ী আয়ের সিকিউরিটিতে বিনিয়োগের মাধ্যমে রিটার্ন তৈরি করব।
ইলেকট্রনিক প্ল্যাটফর্ম তালিকা	বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (বিএসইসি) কর্তৃক নির্ধারিত ইলেকট্রনিক প্ল্যাটফর্মে তালিকাভুক্ত হতে পারে।
ন্যূনতম বিনিয়োগ	টাকা ৫,০০০ ব্যক্তিগত আবেদনের বিপরীতে টাকা ১০০,০০০ প্রতিষ্ঠানের আবেদনের বিপরীতে টাকা ১,০০০ ব্যক্তিগত আবেদনের বিপরীতে নিয়মিত বিনিয়োগ পরিকল্পনা SIP (CIP বিনিয়োগকারীদের জন্য প্রযোজ্য নয়)
এক্সিট লোড/প্রস্থান	ইউনিট কেনার ৩৬৫ (তিনশত পঁয়ষট্টি) ক্যালেন্ডার দিনের মধ্যে যদি রিডেম্পশন না করা হয়, তাহলে বিক্রয় মূল্য এবং পুনঃক্রয়/সমর্পণ মূল্যের মধ্যে পার্থক্য তহবিলের ন্যায্য মূল্যে প্রতি ইউনিট সর্বোচ্চ ১% অতিরিক্ত লোড আরোপ না করা, হোল্ডিংয়ের ৩৬৫ ক্যালেন্ডার দিনের আগে রিডেম্পশনের ক্ষেত্রে, সর্বোচ্চ ১% অতিরিক্ত লোড আরোপ করা যেতে পারে। পদ্ধতিগত বিনিয়োগ পরিকল্পনার (SIP) ক্ষেত্রে বিনিয়োগের মেয়াদ ২ (দুই) বছরের কম হলে সর্বোচ্চ অতিরিক্ত ১% লোড আরোপ করা যেতে পারে।
উচ্চ মূল্যের ব্যক্তিগত বিনিয়োগকারীদের জন্য সর্বোচ্চ বিনিয়োগের পরিমাণ	বিএসইসির সম্মতিতে যেকোনো পরিমাণ বিনিয়োগ করা যেতে পারে।
সম্ভাব্য বিনিয়োগকারী	ব্যক্তি (প্রবাসী এবং দেশে বসবাসকারী উভয়ই), প্রতিষ্ঠান (দেশি-বিদেশী উভয়ই), মিউচুয়াল ফান্ড এবং সমষ্টিগত তহবিলের স্কিম সমুহ যে গুলো আইনগত ভাবে গঠিত তারা ফান্ডের শেয়ার ক্রয় করার ক্ষমতা রাখে
ইউনিট বিক্রয়/সমর্পণ/স্থানান্তর	ইউনিটহোল্ডারগণ তাদের ইউনিট সরাসরি সম্পদ ব্যবস্থাপকের মাধ্যমে সম্পদ ব্যবস্থাপকের নিয়োগকৃত বিক্রয় প্রতিনিধির অথবা কমিশন কর্তৃক নির্ধারিত মাধ্যমে নগদায়ন করতে পারবেন।
স্বচ্ছতা	বিধিমালা অনুযায়ী ফান্ডের NAV গণনা করা হবে এবং সম্পদ ব্যবস্থাপকের ওয়েব সাইটে প্রকাশ করা হবে। সম্পদ ব্যবস্থাপক অথবা কমিশন কর্তৃক বিবেচিত অন্য কোনও প্রাসঙ্গিক পক্ষের ওয়েবসাইটে প্রকাশ করা হবে। সম্পদ ব্যবস্থাপকের ওয়েব সাইটের ঠিকানাঃ www.bluewealthaml.com
লভ্যাংশ	প্রস্তাবিত তহবিলের লক্ষ্য হলো বিধিমালা অনুসারে ন্যূনতম লভ্যাংশ ঘোষণার মাধ্যমে দীর্ঘমেয়াদী মূলধন অর্জনে সহায়তা করা। বিনিয়োগকারীরা সম্পদ ব্যবস্থাপক কোম্পানি

	কর্তৃক নির্ধারিত কার্যকালের মধ্যে ইউনিটগুলি হস্তান্তরের মাধ্যমেও তাদের রিটার্ন আদায় করতে পারবেন। প্রতিটি হিসাব বছরের শেষে বার্ষিক লাভের নূন্যতম ৭০% শতাংশ অর্থ লভ্যাংশ হিসেবে বিতরণ করা হবে অথবা ট্রাস্টি এবং সম্পদ ব্যবস্থাপনা কর্তৃক সময়ে সময়ে বিধিমালা অনুসারে নির্ধারিত লভ্যাংশ প্রদান করবে। যদি সংখ্যাগরিষ্ঠ বিনিয়োগকারী সর্বোচ্চ লভ্যাংশ প্রদানের দাবি করেন, তাহলে তহবিল নীট মুনাফা থেকে সর্বাধিক লভ্যাংশ প্রদান করবে।
লভ্যাংশ বিতরণ	লভ্যাংশ পত্র (ডিভিডেন্ড ওয়ারেন্ট) লভ্যাংশ ঘোষণার ৩০ দিনের মধ্যে বিতরণ করা হবে
কর রেয়াত জনিত সুবিধা	ইউনিটধারীরা আয়কর আইন ২০২৩ অনুসারে কর সুবিধা ভোগ করবেন। • আয়কর আইন ২০২৩, ষষ্ঠ তফসিলের (প্রথম অংশ) ধারা ৩৬ অনুসারে ব্যক্তিদের করযোগ্য আয় থেকে ৫০ লক্ষ টাকা পর্যন্ত মূলধন লাভের উপর ছাড় রয়েছে। • আয়কর আইন ২০২৩-এর ষষ্ঠ তফসিলের (তৃতীয় অংশ) ধারা ২(৭)(খ) অনুযায়ী, ফান্ডে বার্ষিক ৫ লক্ষ টাকা পর্যন্ত বিনিয়োগে কর রেয়াত পাওয়া যাবে। • • আয়কর আইন ২০২৩ - ষষ্ঠ তফসিলের (প্রথম অংশ) ধারা ১০ (ক) ফান্ডের আয় ফান্ড স্তরে করমুক্ত থাকবে।
হস্তান্তর যোগ্যতা	উত্তরাধিকার/ উপহার অথবা আইন দ্বারা অনুমোদিত ভাবে ফান্ডের উনিটসমূহ হস্তান্তর করা যাবে।
প্রতিবেদন ও আর্থিক বিবরণী	সকল ইউনিটহোল্ডারগন বার্ষিক রিপোর্ট এবং বাৎসরিক, অর্ধবার্ষিক ও মাসিক হিসাব বিবরণী দেখতে পারবেন, যা প্রকাশের পর অ্যাসেট ম্যানেজমেন্ট কোম্পানির ওয়েবসাইটে (www.bluewealthaml.com) পাওয়া যাবে।
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 পন্থা যা সঞ্চয় এবং ভবিষ্যৎ সম্পদ গড়ার ক্ষেত্রে সহায়ক। বিনিয়োগকারীগণ নূন্যতম ১,০০০ টাকা বিনিয়োগ করে এস আই পি স্কিম শুরু করতে পারবেন যাহা ১,০০০/৫০০ টাকার গুনিতক হইবে।
সমষ্টিগত বিনিয়োগ পরিকল্পনা বা Cumulative Investment Plan (CIP) Facility	সমষ্টিগত বিনিয়োগ পরিকল্পনা (CIP) বিনিয়োগকারীদের ঘোষিত নগদ লভ্যাংশকে ফান্ডের উক্ত দিনের NAV অনুযায়ী পুনঃবিনিয়োগ করার সহজ ও কার্যকর ব্যবস্থা প্রদান করে। পুনঃবিনিয়োগের মাধ্যমে অর্জিত আয় মূলধনের সঙ্গে যুক্ত হয়ে চক্রবৃদ্ধি হারে বৃদ্ধি পেতে থাকে, ফলে বিনিয়োগকারীর দীর্ঘমেয়াদি সম্পদ সঞ্চয়ে ভূমিকা রাখে।
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।
সম্পদ ব্যবস্থাপকের কার্যালয়	বাড়ী নং: ৮৫, লেভেল: ০৪, রোড নং: ০৩, ব্লক: এফ, বনানী, ঢাকা–১২১৩, বাংলাদেশ

বার্ষিক বণ্টনযোগ্য আয় নিরুপন এবং লভ্যাংশ ঘোষণার পূর্বে ফান্ড ভবিষ্যতে বিনিয়োগ মূল্য হ্রাস, মন্দ ও সন্দেহজনক বিনিয়োগের বিপরীতে নিরীক্ষকের সন্তুষ্টি অনুযায়ী উপযুক্ত সঞ্চিতি সংরক্ষণ করবে এবং ফান্ডের অবণ্টিত 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 (BSEC) under Securities & Exchange Commission Act, 1993 and বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫ made thereunder and also received consent for issuing prospectus for public offering. A complete copy of the prospectus is available for public inspection at the registered office of Blue-Wealth Assets Limited located at House: 85, Level: 04, Road: 03, Block: F, Banani, Dhaka-1213. Furthermore, Blue-Wealth Assets Limited is the Sponsor and Asset Manager of Blue-Wealth First Stable Return Fund (herein 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 বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS APPROVAL THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE FUND, ANY OF ITS SCHEMES OR THE ISSUE PRICE OF ITS UNITS OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ASSET MANAGER, TRUSTEE, SPONSOR AND/OR CUSTODIAN.”

1.3 Description of the procedures for transferring units through Stock Exchanges or Commission-approved platforms (for dematerialized units), or at the Asset Manager's counter (for physical unit certificates)

As an open-ended mutual fund, the Fund shall not be listed on any stock exchange in Bangladesh. Accordingly, its Units shall not be traded through the secondary market, where the Bangladesh Securities and Exchange Commission ("the Commission") and the relevant exchanges may authorize such trading in future. In the event of such approval, the Asset Manager will duly notify the public in accordance with regulatory requirements.

All Units shall be issued and maintained in dematerialised form with Central Depository Bangladesh Limited (CDBL), thereby facilitating efficient holding and transfer of ownership. Open-ended mutual funds need to be included on a platform approved by the BSEC to facilitate unit transfers in the dematerialized form. Units will remain continuously available for subscription and redemption, subject only to temporary suspension during the book closure/record dates declared for the Fund. Transactions may be conducted at the registered/corporate office of Blue-Wealth Assets Ltd. or its online investors' portal or any BSEC approved platform or through its duly appointed Selling Agents.

In line with the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫, the Asset Manager shall publish the applicable subscription and redemption prices at the commencement of every business/ working day. Redemption requests may be lodged during business hours specified by the Asset Manager, and Units shall be repurchased by the Asset Manager, on behalf of the Fund, strictly on a first-come, first-served basis.

1.4 Availability of Documents for Inspection

I. Copy of this prospectus will be available at the registered/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), 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 the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫ and Section- 2B of the Securities and Exchange Ordinance, 1969

PART-A (Subscription Procedures)

(1) Initial target size of the Scheme of the Fund shall be TK. 30.00 (thirty) 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 Scheme of the Fund may be increased from time to time by the Asset Manager subject to approval of the Trustee and with intimation to the Commission. The Asset Manager shall ensure compliance of বিধি ৪৮ of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫;

(2) Unit allocation of the Sponsor's contribution amount shall be subject to a lock-in period of **01 (one) year** from the date of declaration of the Scheme of the Fund and then **1/10th** of the Sponsor's contribution only shall be subject to a lock-in period of full tenure of the Scheme of the Fund until liquidation;

(3) A confirmation of Unit allocation of the Sponsor's contribution amounting 10% of the Scheme of the Fund will be issued in favor of the Sponsor. The said confirmation letter shall be in the custody of Trustee. No splitting of the Unit of Sponsor shall be made without prior approval of the Commission;

(4) The expiry date of the sponsor's locked-in portion shall be specifically mentioned on the body of the jumbo confirmation of Unit allocation;

(5) Subscription period of the Scheme of the Fund will be 45 (forty-five) working days which will be **started on August 02, 2026 and be ended on October 05, 2026** as per বিধি ৪৯ of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫. The initial public subscription will remain open for 45 (forty-five) working days or for a period up to achievement of the initial target amount, whichever is earlier;

(6) The prospectus/abridged version of the prospectus shall be published as per বিধি ৪৫ of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫;

(7) If abridged version of the prospectus is published in the newspaper, complete prospectus shall be made available to the applicants;

(8) The Asset Manager shall apply the spot buying rate (TT clean) of Sonali Bank prevalent on the date of opening of subscription for conversion of foreign currencies;

(9) If the Asset Manager fails to collect the minimum required amount of the Scheme of the Fund under বিধি ৪৮(১) of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫, or minimum 40% of the initial target amount, whichever is higher, shall refund the subscription money, under বিধি ৫০ of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫, within 15 (fifteen) 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;

(10) The Scheme of the Fund will be allowed to transfer the money from Escrow Account to Operational Account and to commence investment activities of the Scheme of the Fund subject to the compliance of বিধি ৫০ of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫;

(11) A confirmation of Unit allocation shall be issued at the cost of the Scheme of the Fund at par value of Tk. 10.00 (ten) each within 03 (three) working days from the date of sale of such units;

(12) Money receipt/acknowledgement slip issued at the time of sale of units will be treated as allotment letter, which shall not be redeemable/transferable;

(13) All unit sale and repurchase or surrender transactions, investment-related transactions, expenses prescribed under the Regulations, and all other lawful financial transactions of the Scheme of the Fund shall be settled through the operational bank account of the respective Scheme of the Fund. All

transactions of the account shall be made through banking channel and shall be properly documented;

(14) Annual fee of the Scheme of the Fund shall be submitted to the Commission, under বিধি ১১ of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫ and may adjust the fee in the next year, if required.

PART-B (Regulatory Reporting)

(1) The paper cutting of the published prospectus and all other published documents/notices regarding the Scheme of the Fund shall be submitted to the Commission within **24 (twenty-four) hours** of publication thereof,

(2) The Asset Management Company shall submit **10 (ten) copies** of printed prospectus to the Commission for official record;

(3) The Asset Management Company shall ensure in writing to the Commission that the prospectus/abridged version of prospectus is published correctly and is a verbatim copy of the prospectus/abridged version of prospectus vetted by the Commission;

(4) The Asset Manager shall submit to the Commission a soft copy of the vetted prospectus and its abridged version in a diskette or pen drive or in such other electronic form and manner as may be prescribed by the Commission;

(5) Upon obtaining due approval from the Trustee in respect of the initial issue expenses and pre-scheme formation fee, the Asset Manager shall, within **15 (fifteen) working days** from the commencement of operation of the Scheme of the Fund, submit to the Commission a detailed statement of such initial issue expenses and pre-scheme formation fee along with all supporting documents. The Auditor of the Scheme of the Fund shall also provide an opinion on the said expenses in the initial financial statements of the Scheme of the Fund;

(6) The Asset Manager shall submit a report to the Commission, which shall include, among others, the total number of units issued, the total amount of subscription collected, and such other relevant information within **05 (five) working days** following the expiry of the initial subscription period;

(7) Bank Statements along with the subscribers list, copies of custodian agreement, copies of selling agent agreements (if applicable) shall be submitted to the Commission within **15 (fifteen) working days** of the completion of the subscription;

(8) Information regarding the composition of the Investment Committee of the Scheme of the Fund, together with the clearly defined investment procedures duly approved by the Board, shall be submitted to the Commission and the Trustee within **30 (thirty) working days** from the date of receipt of the Consent Letter.

Such clearly defined investment procedures shall, inter alia, specify the delegated investment authority of the Chief Executive Officer and that of the Investment Committee separately, and shall also set out the procedure for recording and submission of resolutions adopted at meetings of the Committee.

Any subsequent changes in the Investment Committee and investment procedures shall also be intimated to the Commission and the Trustee;

(9) Upon obtaining due approval from the Trustee, the Asset Manager shall, within **30 (thirty) days** from the date of issuance of the Consent Letter, submit to the Commission the Systematic Investment Plan (SIP) brochure in compliance with the Rules.

PART-C

The following conditions are imposed under Section-2CC of the Securities and Exchange Ordinance, 1969:

(1) In the event of any inconsistency among the Prospectus, Trust Deed and the বিধিমালা, the provisions of the বিধিমালা shall prevail. Any amendment to any provision of the Trust Deed or the বিধিমালা or any order/directives/notifications issued by the Commission shall be deemed to have been automatically incorporated into the Prospectus;

(2) The Trustee may appoint auditor(s) for special audit/investigation on the affairs of the Scheme of the Fund if it so desires for the interest of the unitholders with due intimation to the Commission;

(3) All units of the fund shall be issued in dematerialized form.

PART-D (General Conditions)

(1) The Asset Manager, the Trustee and the Custodian shall ensure due compliance of all the above conditions, the 'বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫' and any other applicable Act, Rules and Regulations etc.;

(2) The Trustee shall act as the legal owner of the Fund and its Scheme(s) on behalf of the unit holders and shall discharge fiduciary responsibilities for the protection and preservation of the beneficial interests of the unit holders;

(3) The enclosed draft prospectus and abridged version of prospectus, as submitted by you and vetted by the Commission, shall be revised (if required) to ensure that all the conditions/information in the prospectus and abridged version of prospectus are in conformity with this Consent Letter;

(4) Notwithstanding anything contained hereinabove, the aforesaid conditions shall not in any manner limit, restrict, or override the provisions of the 'বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫', or any other applicable Laws, Acts, Rules, Regulations, Notifications, Directives, or Orders for the time being in force; and in the event of any inconsistency, the provisions of such applicable Laws, Acts, Rules, Regulations, Notifications, Directives, or Orders shall prevail to the extent of such inconsistency;

(5) The Commission may impose further conditions/restrictions etc. from time to time as and when considered necessary which shall also be binding upon the Fund and parties of the Fund.

1.6 Duration of Subscription Period

The Fund will collect BDT 270 million through the Public Offer, in addition to BDT 30 million already subscribed by the Sponsor. The initial subscription shall be collected in accordance with the application process outlined in the Consent Letter issued by the Commission. Following the Commission’s consent, the Scheme shall not remain open for more than 45 (forty-five) working days for sale at face value, or until the targeted amount of initial subscription is fully collected—whichever occurs earlier.

Provided that, in special circumstances, the Commission may extend this period. If the subscription amount equivalent to the targeted initial subscription is deposited in the designated bank account prior to the closing date of the subscription period, the Asset Manager shall immediately take the necessary steps to close the subscription.

1.7 Declarations about the responsibilities by the Sponsor, Trustee, Custodian and Asset Management Company

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 First Stable Return 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 and the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫ 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/-

Sayed Md. Shafiqur Rahman
Managing Director
Blue-Wealth Assets Limited

Declarations about the Responsibility of the Trustee

We, Sandhani Life Insurance Company Limited, as the Trustee of the BLUE-WEALTH FIRST STABLE RETURN FUND, accept the responsibility and confirm that we shall,

i. Be the guardian of the Fund, held in trust, for the benefit of the Unit holders in accordance with the Rules and the Trust Deed;
ii. Always act in the interest of the Unit holders;
iii. Take all reasonable care to ensure that the Fund floated and managed by the Asset Management Company are in accordance with the Trust Deed and the Rules;
iv. Make sure that there is no contradiction between the Prospectus, Trust Deed and বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫
v. 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
vi. 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
Vice President & Company Secretary
Sandhani Life Insurance Company Limited

Declarations about the Responsibility of the Custodian

We, as Custodian of the Blue-Wealth First Stable Return Fund, accept the responsibility and confirm that we shall:

I. Keep all the assets including securities, cash & cash equivalents, bank balance, cheque book in safe custody and shall ensure the highest security measures for the safekeeping of the assets of the Fund so provided to us under our custody; and

II. preserve necessary documents and record of the fund provided by the Asset Management Company as per বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫.

Sd/-

Ujjayinee Progga Mitra
Senior Officer
Custodian Service Department

Sd/-

Md. Mehedi Hasan Khan
Senior Executive Officer
Custodian Service Department

Commercial Bank of Ceylon PLC

Declarations about the Responsibility of the Asset Manager

We, as the Asset Manager of Blue-Wealth First Stable Return Fund, accept the responsibility and confirm that:

This Prospectus has been prepared by us based on the Trust Deed, the Investment Management agreement, the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫, 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/-

Sayed Md. Shafiqur Rahman
Managing Director
Blue-Wealth Assets Limited

1.8 Due Diligence Certificate

Due Diligence Certificate By Sponsor

পঞ্চম তফসিল-(১)-এর (জ) [বিধি ৪৫ (২) দ্রষ্টব্য]

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 First Stable Return 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 বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫, Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, Trust Deed of the Fund and the rules, orders, guidelines, directives, notifications and circulars that may be issued by Commission from time to time in this respect.

WE CONFIRM THAT:

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 বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫ 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/-

Sayed Md. Shafiqur Rahman
Managing Director
Blue-Wealth Assets Limited

Due Diligence Certificate By Trustee

পঞ্চম তফসিল-(১)-এর (জ) [বিধি ৪৫ (২) দ্রষ্টব্য]

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 First Stable Return Fund**.

We, **Sandhani Life Insurance Company Limited,** the Trustee of the above mentioned forthcoming mutual fund, state as follows:

1. We, while act as the Trustee of the above-mentioned fund on behalf of the investors, have examined the prospectus and other documents and materials as relevant to our decision; and
2. We warrant that we shall comply with the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫, Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, Dhaka Stock Exchange (Listing) Regulations, 2015 and Chittagong Stock Exchange (Listing) Regulations, 2015 (if the Fund is listed with the stock exchanges), Trust Deed of the Fund and the rules, orders, guidelines, directives, notifications and circulars that may be issued by the Commission from time to time in this respect.

WE HEREBY 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 বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫ have been complied with;
d. We shall act as the Trustee of the Fund as mentioned above as per the 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 বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫ and conditions imposed by the Commission as regards of the Fund; and
f. We shall act to our best for the benefits and sole interests of the unit holders of the Fund.

For Trustee

Sd/-

Md. Mizanur Rahman
Vice President & Company Secretary
Sandhani Life Insurance Company Limited

Due Diligence Certificate By Custodian

পঞ্চম তফসিল-(১)-এর (জ) [বিধি ৪৫ (২) দ্রষ্টব্য]

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 FIRST STABLE RETURN FUND**.

We, the Custodian of 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 বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫, Depository Act, 1999, Depository Regulation, 2000, Depository (User) Regulation, 2003, Trust Deed of the Fund and the Rules, guidelines, circulars, orders and directions that may be issued by the Bangladesh Securities and Exchange Commission from time to time in this respect.

WE CONFIRM THAT:

a) We will keep all the Assets including securities, cash & cash equivalents, bank balance of the "BLUE-WEALTH FIRST STABLE RETURN FUND" including FDR receipts, cheque books in safe and separate custody as per বিধি ৪৩ of বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫, 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 বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫, 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/-	Sd/-
Ujjayinee progga Mitra	**Md. Mehedi Hasan Khan**
Senior Officer	Senior Executive Officer
Custodian Service Department	Custodian Service Department

Commercial Bank of Ceylon PLC

Due Diligence Certificate By Asset Manager

পঞ্চম তফসিল-(১)-এর (জ) [বিধি ৪৫ (২) দ্রষ্টব্য]

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 First Stable Return 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 বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫, 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/-

Sayed Md. Shafiqur Rahman
Managing Director
Blue-Wealth Assets Limited

1.9 Declaration that no provision or declaration in conflict with the Trust Deed is described or disclosed in the Prospectus

The Asset Manager hereby declares that this Prospectus has been prepared in full conformity with the provisions of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫. The Trust Deed of the Fund was registered on 08 October 2025 in accordance with the provisions of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১. Subsequently, the Fund obtained its Registration Certificate from the Bangladesh Securities and Exchange Commission (BSEC) on 11 November 2025.
However, following the issuance of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫, certain provisions of the Trust Deed are not fully aligned with the requirements of the new regulatory framework as the Trust Deed was written in accordance with the provisions of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১. Accordingly, following deviations have arisen due to the issuance of new regulatory framework.

A. Investment Allocation and Objective

The Trust Deed of the Fund was executed in accordance with the provisions of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১, under which the Fund pursued an investment strategy aimed at generating stable returns for the unit holders by maximizing the investment in fixed-income securities. In accordance with the provisions of the Trust Deed, the Fund could invest a maximum of 40% of its total assets in fixed-income securities. Furthermore, as per clause 3.2.3 of the Trust deed, the Fund could also invest in listed Government Securities as a capital market instrument in addition to the said allocation in fixed-income securities.

However, pursuant to the provisions of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫, the fund shall be classified as a Fixed Income Fund which aligns with the investment strategy only if a minimum of 75% of its total assets (at cost value) is invested in fixed-income securities. Accordingly, the investment allocation requirement of the Fund shall be applied in accordance with the provisions of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫ of fixed income fund.

B. Reclassification of the Fund

Clause 3.1.2 of the Trust Deed states that: "The Fund shall be an Open-Ended Balanced Fund." However, pursuant to the provisions of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫, the Fund has been reclassified as a Fixed Income Scheme. Accordingly, Clause 3.1.2 of the Trust Deed shall be deemed as follows: "The Fund shall be an Open-Ended Fixed Income Fund."

C. Change of Custodian

The Sponsor appointed BRAC Bank PLC as the Custodian of the Fund stated in the trust deed. Subsequently, BRAC Bank PLC stepped down from its position as Custodian and communicated its decision to the Trustee as per custodian agreement through a letter dated March 01, 2026 (Ref: BBL/TB/15114/2026).

Thereafter, the Trustee proposed Commercial Bank of Ceylon PLC as the new Custodian of the Fund, which was subsequently approved by the Bangladesh Securities and Exchange Commission (BSEC) vide its letter dated 26 April 2026 (Ref: Ref: BSEC/MF & CISS/506/2025/231).
Accordingly, wherever the name BRAC Bank PLC appears as the Custodian in the Trust Deed, it shall be read and deemed to have been replaced by Commercial Bank of Ceylon PLC.

D. Legal Status and Regulatory Transition

Blue-Wealth First Stable Return Fund was registered under the provisions of the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০০১ and received its Registration Certificate from the Bangladesh Securities and Exchange Commission (BSEC) on 11 November 2025. Subsequently, on 12 November 2025, the BSEC issued a Gazette notification introducing the updated regulatory framework, namely the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫.
In light of this regulatory transition, the Fund shall comply with the provisions of the updated বিধিমালা. In the event of any inconsistency between the earlier framework (সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড)

বিধিমালা, ২০০১) and the updated framework, the provisions of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫ shall prevail, and the relevant clauses shall be deemed amended accordingly.

The Prospectus contains only those matters that are accurate, compliant, and fully supportive of the Fund's operational and legal framework.

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 BSEC under the provision বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫ and it's 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 Bangladesh Securities and Exchange Commission. 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.

1.10 Sale and Repurchase of Units

Blue-Wealth Assets Limited will maintain 2 (two) BO Accounts with Commercial Bank of Ceylon PLC, custodian of Blue-Wealth First Stable Return Fund for creation and redemption of units namely "Blue-Wealth First Stable Return Fund - Sale of units" and "Blue-Wealth First Stable Return Fund – Repurchase of units".

For sale of units Blue-Wealth Assets Limited will issue a certificate for the units sold and send it to Commercial Bank of Ceylon PLC for setting-up of demat request. After the acceptance of demat setup by Blue-Wealth Assets Limited from its terminal, units will be credited to the BO Account "Blue-Wealth First Stable Return Fund - Sale of units". Then Commercial Bank of Ceylon PLC will transfer the units from "Blue-Wealth First Stable Return Fund - Sale of units" to the unit holders BO Accounts as per instruction of Blue-Wealth Assets Limited. Simultaneously, the payment will be made through A/C payee Cheque or mobile financial service or bank deposit or funds will be transferred to Fund Bank Account through EFT as per the client preference.

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 First Stable Return 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 First Stable Return Fund – Repurchase of units" account. Simultaneously, the payment will be made through A/C payee Cheque or mobile financial service or funds will be transferred to investor's Bank Account through EFT as per the request of the client.

Chapter 2: Investment Benefits

2.1 Preamble to formation of Blue-Wealth First Stable Return 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 stable return 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 Commercial Bank of Ceylon PLC being the Trustee and the Custodian of the Fund, respectively.

2.2 Significance of the Mutual Fund in The Capital Market of Bangladesh

The capital market plays an imperative function in the economic progress of Bangladesh by providing a platform for mobilizing long-term funds for businesses along with easing investment opportunities for individuals and institutions. Moreover, it converts idle savings into investment funds used for much needed industrialization & infrastructure development thereby ensuring sustainable economic growth. It's to mention that Bangladesh has already experienced noteworthy economic growth in the last decade with an average GDP growth rate of more than 6%. In line with the national Long-Term Perspective Plan 2021–2041, Bangladesh aspires to attain the status of an upper-middle-income country by 2031 and a developed country by 2041. In this consonance, capital market can put a transcendent force to accelerate the economic transformation.

Additionally, having gained requisite momentum, the capital market of Bangladesh has now reached a stage where it can effectively support the country's economic advancement as it has witnessed a stable performance on average since 2020. During this period the broad index, DSEX (benchmark index of DSE) reached its highest level at 7,368 points on October 10, 2021, since its inauguration back in 2013. Alongside, the average broad index (DSEX) value from January 01, 2020, to June 30, 2025, is 5,811 even amidst the adverse economic consequences begets from the pandemic covid-19, Russia-Ukraine war, upward trajectory of dollar price & dollar crisis phases. It's of highest importance to mention that proactive regulatory stance of BSEC with several timely initiatives and reform measures upheld the enthusiasm in the capital market. However, the capital market of Bangladesh is yet to reach its full potential as it's evident by the market cap to GDP ratio (for the year 2024) of Bangladesh is still around 19.5% (one of the lowest in the world) compared to its peers e.g. Pakistan (54.6%), Vietnam (43%), India (131.1%) and Thailand (98.7%).

Likewise, the investor base of Bangladesh capital market is still dominated mostly by the retail investors, and the participation of institutions is relatively low compared to our peers. Hence, such market structure brings forth inefficiencies and volatilities in the market mechanism. Investors are still reluctant to invest through Mutual Funds or to go for professional investment management services.

Above all, currently there are 36 close end mutual funds and 104 open end mutual funds in Bangladesh having a total issue size of approximately BDT 13,091 crore as on April, 2026. Most importantly, Mutual Funds can play an immense role in pooling unorganized retail funds & invest it into a diversified portfolio that enables retail investors to enter the market with low capital (financial inclusion). Hereby, Blue-Wealth First Stable Return Fund is committed to deliver the proven institutional expertise required to manage the fund pooled from the retail & institutional investors. And this is how it has a substantial potential to contribute to capital market development, financial inclusion, and investment diversification.

2.3 Advantages of Investing in Blue-Wealth First Stable Return Fund

Blue-Wealth First Stable Return 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 First Stable Return Fund 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 First Stable Return 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 বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫

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 First Stable Return Fund 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:** Unitholders will enjoy tax benefits as per the Income Tax Act 2023.
   a. Individuals have an exempt on capital gain up to BDT 50 lakh from taxable income as per Section 36, Six Schedule, (Part-1) of ITA 2023
   b. Yearly investment of up to BDT 5 Lakh in the Fund is allowed for TAX Rebate as per Clause 2(7)(b) of Six Schedule (Part 3) of ITA 2023,
   c. The income of the Fund level will be exempted from tax, as clause 10 (a) of the Six Schedule (part 1) of ITA 2023.

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 Interest income, Dividend Income and Capital Gain.

Chapter 3: The Fund

3.1 Formation of the Fund

The Trust Deed of the Fund was registered on 8th day of October 2025 under the Trust Act, 1882 and Registration Act, 1908. The Fund was registered by the BSEC on 11th November 2025 under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০০১. Furthermore, on 12 November 2025, the Bangladesh Securities and Exchange Commission published a Gazette in relation to the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫.

3.2 Type of the Fund

Blue-Wealth First Stable Return Fund is established as an open-ended mutual Fund of perpetual duration, structured in accordance with the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫ and other applicable regulations. The Fund is open to investment by institutional investors, as well as local and foreign individuals or institutions, both resident and non-resident, subject to applicable laws and regulations.

The initial size of the Fund is BDT 30,00,00,000 (Taka Thirty Crore only), divided into 3,00,00,000 (Three Crore) Units of BDT 10 (Taka Ten) each. The size of the Fund may be increased from time to time by the Asset Manager, subject to the approval of the Trustee and due intimation to the Bangladesh Securities and Exchange Commission (BSEC). The Fund shall comply with all applicable regulations as per the বিধিমালা and any instructions, circulars, or directives issued by the BSEC from time to time.

3.3 Scheme Type of the Fund: Fixed Income Scheme

The Blue-Wealth First Stable Return Fund is a “Fixed-Income scheme” in nature to provide investors with steady, predictable returns through a meticulously diversified portfolio. The Fund aims to balance consistent yield generation with a rigorous focus on capital preservation and risk mitigation. To achieve its objective of low-volatility, the Fund strategically invests in a broad spectrum of high-quality instruments, including-
Government Securities: Ensuring sovereign-backed safety.
Money Market Instruments: Maintaining liquidity and capturing short-term yields.
IPO & Pre-IPO Placements: Accessing high-growth opportunities before they hit the secondary market.
Regulatory-Compliant Securities: Other fixed-income instruments as permitted under the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫ or any directive issued by the commission.

3.4 Description of Guarantee

The Fund shall not issue or maintain any bank guarantee, third-party guarantee, or any other form of financial assurance in favor to the unit holders. All investments in the Fund shall be subject to market risks and shall be governed in accordance with the applicable provisions of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫.

3.5 Face Value and Denomination and Market Lot

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. For Systematic Investment Plan (SIP) 100 (one hundred) units for a minimum period 2 (two) years.

3.6 Investments Objectives, Allocation and Investment Policies

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 securities on the Main Board, SME Platform, IPOs/QIOs seeking listed on these platform, RPOs/ROIOs of any listed securities, Right Offer and Government securities.

Provided that, investments may be made in Debt Securities or Shariah-based securities listed on any board or platform of the stock exchange, with a minimum credit rating of “A”.

The Fund shall invest, subject to the বিধিমালা, only in those securities that approved by the Bangladesh Securities and Exchange Commission and shall be conducted in accordance with the specific investment objectives, sectors and rates specified in the trust document and prospectus of the scheme:

i. Minimum 75% (seventy-five) of the total asset (cost value) of the Fund shall be invested in Fixed Income Securities. where’s Fixed Income Securities means “securities from which one or more income or profits are obtained in a specified amount for a specified period and at the end of the period the principal amount invested is returned; however, all those securities which provide income or profits at an intrinsic or explicit rate shall also be included (As per বিধি ২ (ফ) বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫)”;

ii. All money collected under the Fund shall be invested only in encashable/transferable instruments, securities whether in money market or capital market;

iii. The Fund shall get the securities purchased or transferred in the name of the Fund;

iv. 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.

3.7 Description of Investment Restrictions as per বিধিমালা

i. The Fund shall not give any loans and advance for any purpose.

ii. The fund shall not lend or borrow money for the purpose of investing.

iii. The Fund shall not invest more than 10% of its total assets (at cost) in shares, debentures or other securities of a single company.

iv. The Fund shall not invest more than 25% of its total assets (at cost) in shares, bonds, debentures or other securities of a group of company.

v. The Fund shall not invest more than 10% of paid-up capital issued by investee company.

vi. All the mutual funds under the management of a single Asset Manager shall not invest more than 25% of the paid-up capital issued by an investee company.

vii. Under the same Asset Manager, the Fund shall not invest more than 30% of its total assets (at cost) in shares, bonds, debentures, or other securities in any one single sector.

viii. The Fund cannot invest in or lend to or transfer to another mutual fund under the same Asset Manager. However, one scheme may transfer securities to another scheme within the same Asset Manager during the liquidation or winding up of the former, provided the following two conditions are met:
   a. For listed securities the transfers must occur at a regular market price (spot trading).
   b. The transfer of securities must align with the investment objectives of the receiving mutual fund.

ix. The Fund shall not hold more than 20% of its assets in bank accounts, including current accounts, savings accounts, and fixed deposit receipts etc. Furthermore, not more than 15% of the fund's assets shall be held in bank accounts, including current accounts, savings accounts, and fixed deposit receipts with a single bank.

x. All funds managed by a single Asset Manager shall not hold more than 10% (in aggregate) of their total assets in bank accounts, including current accounts, savings accounts, and fixed deposit receipts with any single bank. This condition will not apply during the inception or liquidation or winding up phases of a fund. Additionally, no bank accounts may be opened or closed without permission from the Trustee.

xi. Cash withdrawal is not allowed from any accounts of the fund.

xii. Except for fees or expenses payable in accordance with the বিধিমালা, the funds shall not be lent, advanced, paid or otherwise transferred to the Asset Manager or any fund-related parties, or to any of their Directors or CEO or to any of their related parties or connected persons or to any bank account of such persons.

xiii. The Fund is prohibited from investing in securities that have been de-listed from the Main Board, or traded on the Over the Counter (OTC) Platform or any equity securities traded on the Alternative Trading Board (ATB) Platform, or any non-listed securities. If any investment falls into these categories following the Fund's investment, it must be liquidated or withdrawn within six months of the change.

xiv. Investments in debt securities or Shariah-based securities listed on a Board or Platform of any Stock Exchange must have a minimum credit rating of "A". If minimum credit rating falls below "A" following the Fund's investment, it must be liquidated or withdrawn within six months of the change in credit rating.

xv. The Fund shall not involve in option trading or short selling or carry forward transaction.

xvi. The Fund shall not under any circumstances invest in any non-listed securities.

3.8 Limitation of Expenses

i. The Asset Management Company shall be entitled to asset management fees which will be calculated on daily basis of net asset value (NAV) at fair value the fund according to rates as per the বিধিমালা. However, the AMC reserves the right to charge a lower management fee than the rate stipulated in the বিধিমালা at its own discretion. Asset management fees shall be payable on a quarterly basis.

ii. The Asset Manager is entitled for management and advisory fees at 0.5% of the declared fund size for pre-scheme formation period, i.e., starting from the registration date until the formation of the Fund. Provided, however, that if the Asset Manager fails to successfully form the Fund, no such fees shall be charged or imposed.

iii. The Fund shall pay annual fees by a pay order, bank draft or electronic fund transfer at the rate of 0.10 % of the latest 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 in advance before starting the fund Accounting period.

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 per বিধি ৭৭(৪) of the বিধিমালা 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 seven (07) years. In case of availability of profits, Asset Management Company can amortize the initial issue expense over a period which is five (05) years.

Provided that, the initial issue cost in respect of the Fund shall not exceed 2% (two) percent 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 0.10% per annum of the fair value of securities held by the Fund, to be calculated and paid on a semiannual-annual basis.

d. Besides, the fund will bear all other expenses (a) validation fee BDT 500 plus VAT per instance (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. (d)Bank charges (e) Annual fees payable to the Commission as per বিধিমালা (f) CDBL fees (g)Listing fees (h) Audit fees (i) 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 বিধিমালা.

v. For an open-end mutual fund, no selling/marketing expense shall be applicable for the issue of new units to investors.

vi. The Asset Management Company shall be entitled to performance fees as per বিধিমালা.

vii. Legal expenses of the Asset Management Company shall not be a charge against income of a Mutual Fund.

viii. 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.

ix. 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.

x. 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 3.50% (three and half) percent of net asset value (NAV) at fair value of the Fund.

xi. As per বিধি ৭৭ (৭) of the বিধিমালা, the Trustee may claim any fees associated with legal proceedings undertaken against any parties of the Fund to protect the interests of the unitholders, subject to BSEC approval. No other party, aside from the Trustee, is entitled to claim such fees. If a verdict is delivered in favor of the fund or its unitholders, legal fees may be claimed from the opposing party. Any litigation connected to the Fund and against the Trustee, will be managed by the Sponsor of the Fund or its scheme, and the associated fees may be claimed from the fund.

xii. As per বিধি ৭৭(৮) of the বিধিমালা, the Trustee, Custodian, and Asset Manager of all existing (already registered) funds must update their fee structures in accordance with the changes in the new বিধিমালা, However, the new fee schedule as proposed in the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫ will only take effect once the relevant clauses of the Trust Deeds have been duly amended.

xiii. All expenses should be clearly identified and appropriated to the Fund.

3.9 Valuation Policy

Asset Management Company shall calculate Net Asset Value (NAV) per unit of a mutual fund at fair value as per বিধিমালা and be disclosed in the manner specified by the Commission or as per বিধি ৭২(১) of the বিধিমালা.

As per বিধি ৭০(১) of the বিধিমালা, The valuation policy of the fund nees to be approved earlier by the BSEC. Valuation ceriteria so far approved in the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫ Are as follow:

i. In Compliance with the বিধি ৭২ (১) বিধিমালা the Fund will use the following formula to derive NAV per unit:

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

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

a. Total Assets of the Fund = Value of all securities kept in Custody + Cash in hand and at bank account(s) + Value of all securities receivables + Receivables from proceeds of sale of investments + Dividend receivables net of tax + interest/profit receivables net of tax + Remaining preliminary & issue expenses after deducting amortization + any other approved prepaid expenses

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

ii. As per বিধি ৭০(২) of the বিধিমালা, the Fund shall fix the valuation method as specified in the IASS/IFRSs. Where applicable, the Fund needs to follow the guidelines provided in the বিধিমালা as well as the directives issued by BSEC from time to time. Also the valuation policy will be disclosed in annual audit report.

iii. As per বিধি ৭০(৩) of the বিধিমালা, for the valuation of thinly traded securities, Z-category securities, or any securities that have been de-listed from the Main Board or SME Platform (but were not de-listed at the time of Investment on behalf of the Funds), the relevant party/valuer must adhere to directives issued by BSEC as needed. The Asset Manager and the Trustee are required to re-evaluate these investments quarterly, and the statutory auditor must provide an opinion on them in the annual report.

iv. As per বিধি ৭১ of the বিধিমালা, any non-compliant, impaired, or illiquid investments, as well as those that do not generate income for the Fund or are deemed ineligible by the Commission, needs to be excluded from the investment portfolio. The valuation policy for such investments must comply with directives issued by the BSEC from time to time. To determine the Fund's NAV, the write-off of these investments must also adhere to BSEC guidelines. The Trustee is responsible for conducting an impartial and independent evaluation to accurately reflect the recoverable amount in their valuations. This valuation policy must receive Trustee approval, and the statutory auditor is required to provide an opinion on it in the annual report.

v. As per বিধি ৭২ (২) of the বিধিমালা, the Asset Manager shall determine the NAV (at cost price and fair value) of the Fund at the end of every business day and disclose the same as directed in the বিধিমালা.

vi. As per বিধি ৭২(৩) of the বিধিমালা, the calculated NAV (at cost price and fair value) of the Fund shall be communicated to the BSEC and relevant stock exchanges (if applicable) via email before the commencement of trading on each business day also shall be disclosed on the Asset Manager's website (www.bluewealthaml.com) and notice board. If the Fund is listed on a BSEC-approved platform for unit transfers. the NAV must be uploaded on every trading day to the same.

It is further provided that when the Commission determines the electronic method or system for publishing the net asset value, sale price, repurchase price per unit of an open-ended scheme, the asset manager of the concerned scheme shall follow it and then the net asset value per unit of the scheme shall not be required to be informed to the Commission on a daily basis.

vii. 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.

3.10 Price Fixation Policy, Sale & Repurchase Procedure of Open End Fund

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.

i. The Asset Manager shall determine the sale/subscription and repurchase/redemption prices of the Fund before the beginning of each trading day.

ii. As per বিধি ৭৩ (২) of the বিধিমালা, The Asset Manager shall disclose the sale/subscription and repurchase/redemption prices of the Fund to all selling agents, as well as on its website and the designated electronic system or platform approved by the BSEC, ensuring that all relevant parties, including investors, are informed of this information.

iii. As per বিধি ৭৩ (৩) of the বিধিমালা, while determining the sale/subscription and repurchase/redemption prices of the Fund, the Asset Manager must ensure that the difference does not exceed 3% of the sale /subscription price. The sale /subscription price will be determined based on the NAV at fair value of the Fund. Furthermore, the difference between the sale /subscription price and the NAV at fair value must not exceed 2% of the NAV at fair value.

iv. As per বিধি ৭৩ (৪) of the বিধিমালা, Unitholders shall receive the repurchase/redemption value within 3 trading days of completing the unit sale/surrender procedures, which include submitting the surrender/unit sell form and transferring the units held by the Unitholders back to the Fund. Settlement will be conducted on a first-come, first-served basis. Unitholders are entitled to the repurchase/redemption price applicable on the day their surrender/sell request is made.

v. Sale and repurchase of Units of the Fund by Asset Management Company shall remain closed during first 4 (four) weeks of January for completion of annual statutory audit and dividend declaration, if any, unless the Commission decides otherwise.

Sale and repurchase procedure is given below:

i. The Units of Blue-Wealth First Stable Return Fund may be bought/Surrendered or sold/redeemed at he registered/corporate office of Blue-Wealth Assets Limited or its online investor’s portal or authorized selling agents appointed by Blue-Wealth Assets Ltd. or any BSEC approved platform.

ii. To facilitate the issuance or redemption of units and the acceptance or transfer of funds, the Asset Manager shall open a bank account or MFS account with prior approval from the Trustee of the Fund, or through any other method approved by the BSEC. Provided further that, until the issuance of physical certificates or dematerialized (BO) units, the deposit receipt issued by the Asset Manager against the received funds shall be treated as the valid instrument of investment for the investor. Provided further that, the Asset Manager shall remain fully liable and responsible for any funds collected by a sales agent against subscriptions to the Open-End Scheme, including all associated liabilities and obligations.

iii. 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). For Systematic Investment Plan (SIP) 100 (one hundred) units for a minimum period 2 (two) years.

iv. Application for purchase of units should be accompanied by an account payee cheque/ pay order/ bank draft/bank deposit/mobile financing or electronic fund transfer in favor of ‘Blue-Wealth First

Stable Return Fund' for the total value of Units purchased. For online fund transfers or BEFTN, the transfer has to be made from the investor's bank account to the Fund's designated bank account in the name of 'Blue-Wealth First Stable Return Fund'. Similarly, for transfers from an MFS or digital bank account, the transfer must originate from the investor's MFS or digital account to the Fund's designated account in the name of 'Blue-Wealth First Stable Return Fund'.

v. After clearance/encashment of cheque/ draft/ pay order/ mobile financing / receive bank deposit or 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.

vi. After submitting surrender application for unit redemption, the said units need to be transferred from the Unit holder's BO account to Blue-Wealth First Stable Return 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 mobile financing or EFT as per client's request.

vii. Partial surrender is allowed subject to minimum surrender quantity of 500 (five hundred) for individuals and 10,000 (ten thousand) for institutions. Upon partial surrender, the Unit holder will be issued with a new Confirmation of Unit Allocation representing the balance of Unit Holding.

viii. 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. As per বিধি ৫৫ (১) of the বিধিমালা, 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. As per বিধি ৫৫ (২)(ক) of the বিধিমালা 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. As per বিধি ৫৫ (২)(খ) of the বিধিমালা The Fund may be wound up if 75% of unitholder's (Based on number of Units) submit a request for winding up

iv. As per বিধি ৫৫ (২)(গ) of the বিধিমালা The Scheme may also be wound up if the Commission so directs in the interest of the unit holders.

v. As per বিধি ৫৫ (৩) of the বিধিমালা 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 Effect of Winding Up Notice

As per বিধি ৫৬ of the বিধিমালা, on and from the date of the notice of the winding up of the Fund, the Trustee or the Asset Management Company, as the case may be, shall:

i. Cease to carry on any business activities of the open-end fund;
ii. Cease to create and cancel unit of the open-end fund;
iii. Cease to issue and redeem units of the open-end fund.

3.11.3 Manner of Winding Up

i. As per বিধি ৫৭(১) of the বিধিমালা, The Trustee shall call a meeting within 30 days of the notifying the Unitholders in a notice, as per বিধি ৫৫ (৩) of the বিধিমালা to discuss and pass necessary resolutions by three-fourth majority (based on the number of units) of the unit holders present and voting at the meeting for authorizing the Trustee to take steps for winding up of the Scheme. The meeting may be held in person, online or hybrid format. If it fails to have three-fourth majority mandate, the Commission shall have the power to supersede the mandate if situation demands such.

ii. As per বিধি ৫৭(২) of the বিধিমালা, following the decision to wind up the Fund, the Trustee, being empowered by বিধি ৫৭(১) of the বিধিমালা, shall publish a report within 30 working days, in two widely circulated national daily newspapers, including one Bangla newspaper and English newspaper, as well as on the websites of both the Asset Manager and the Trustee, to inform the Unitholders. The report will detail the reasons for the winding up, outline the steps to be taken prior to the winding up, specify the expenditures related to the winding up, and disclose the remaining funds to be distributed to Unitholders in the form of Net Asset Value (NAV), alongside the Audited Report of the Fund.

iii. As per বিধি ৫৭(৩) of the বিধিমালা, following the decision to wind up the Fund, the Trustee, being empowered by বিধি ৫৭(১) of the বিধিমালা, shall dispose of the assets of the Scheme of the Fund in the best interest of the Unitholders; provided that the proceeds of sale made in pursuant to the বিধিমালা shall in the first instance be utilized to settle such liabilities as are due and after that, the balance shall be paid to the Unitholders based on their respective last proportional interest in the Fund or its Scheme according to বিধি ৫৮ of the বিধিমালা,

3.11.4 Approval of Winding Up and Disbursement of Funds

i. As per বিধি ৫৮(১) of the বিধিমালা, upon receiving the report from the Trustee, if it deems to the Commission that all actions required for the winding-up of the scheme have been duly completed, the Commission shall notify the trustee and the scheme shall be considered wound up.

ii. As per বিধি ৫৮(২) of the বিধিমালা, after receiving Commission's notification issued under sub-regulation I (a), the Trustee shall arrange for transfer entire payable amount to the unitholders through bank draft, pay order, or electronic fund transfer within the next 07 (seven) working days. After the disbursement, the trustee shall submit a report on this matter to the Commission within the next 07 (seven) days.

iii. As per বিধি ৫৮(৩) of the বিধিমালা, in the case where a mutual fund consists of a single scheme, the Trustee shall take necessary steps to cancel the registration of the relevant trust deed within 30 (thirty) working days from the date of submission of the report to the Commission as per বিধি ৫৮(২) of the বিধিমালা, and after cancellation of the trust deed registration, the trustee shall submit a report along with supporting documents to the Commission.

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

3.12 Investment Management

Investment Management at Blue-Wealth Assets Ltd. is a collaborative process. Investment decisions are made by the Investment Committee, chaired by the Chief Executive Officer or Managing Director, based on recommendations from the Investment team. All decisions align with the parameters set by the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা, ২০২৫.

While the Investment team adheres to the বিধিমালা, the trust deed, the prospectus, and any directives from the Trustee or the Commission, Blue-Wealth Assets Ltd. maintains discretionary authority over the Fund’s portfolio. This allows the firm to strategically meet investment objectives while remaining agile in response to shifting financial market dynamics.

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 cyclicality 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.

3.13 Dividend Distribution Policy

i. As per বিধি ৭৮(১) of the বিধিমালা, the Fund shall distribute a minimum 70% of the annual net income of the Fund in the form of dividend at the end of the accounting period after making provision for bad and doubtful Investments.

ii. As per বিধি ৭৮(২) of the বিধিমালা, dividends can be declared from the Dividend Equalization Reserve upon approval of the Trustee of the Fund.

iii. As per বিধি ৭৮(৩) of the বিধিমালা, the declaration on dividend and its record date shall be decided in the Trustee Committee meeting of the Fund, which cannot be changed later on, Unitholders, whose names will appear in the CDBL register on the record date for the respective year, will be eligible to receive the declared dividend.

iv. As per বিধি ৭৮(৪) of the বিধিমালা, dividend must be disbursed amongst the unitholders within 30 days from the declaration of dividend in the Trustee Committee meeting of the Fund, Correspondingly, a Dividend Distribution Compliance Report must be submitted to BSEC, Trustee and Custodian within next 7 days, from thereon. Expenses related to above shall be met from the Unitholders.

Furthermore, unitholders will receive a 'Letter of Intimation' outlining the following information, among others: any applicable tax deductions al source, the date of cash dividend transfer, the amount of the cash dividend, and the details of the credited beneficiary bank account. MFS account, or digital bank account.

v. The Asset Management Company shall open separate bank accounts for the purpose of dividend distribution, if any, of the Fund for each financial year, notwithstanding anything in this Trust Deed, the beneficial ownership of the balances in the accounts shall vest with the Unitholders.

vi. As per বিধি ১২(জ) of the বিধিমালা, the Fund offers a Cumulative Investment Plan (CIP) option, Under the CIP, Unitholders may reinvest their dividend income (after tax deductions) to purchase additional units instead of receiving dividends in the form of cash, based on the NAV adjusted for dividends, Le., after dividend adjusted NAV, Unitholders can change their dividend preference in the future as they prefer.

3.14 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 mobile financial service or auto debited instruction or bank deposit or prescribe system by the commission 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 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 10,000/15,000/20,000/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, a minimum charge 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 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.

3.15 Accounting and Measurement of Earnings

i. The accounting year of the Fund shall be January 01 to December 31;

ii. All accounting treatments, measurements and entries to the financial activities of the Fund shall be measured in accordance with the International Accounting Standards (IASs), International Financial Reporting Standards (IFRSs), বিধিমালা and other applicable rules.

iii. 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.

iv. As per বিধি ৭৯(১) of the বিধিমালা Adequate disclosure shall be made with respect to provision (or reversal of provision) for diminution (or appreciation) in fair value of investments in securities as per IASS/IFRSs, and other applicable rules as directed by BSEC from time to time. 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 and Other Comprehensive Income and not be a part of earnings for the period.

v. As per বিধি ৭৯(২) of the বিধিমালা, if there is any deficit (or accumulated deficit) to keep the provision for a diminution in fair value of investments of the Fund, the statutory auditor shall comment on the actions taken or to be taken to address this issue in the Fund's audited report.

vi. As per বিধি ৭৯(৩) of the বিধিমালা, the Fund shall create a Dividend Equalization Reserve by allocating at least 5% yearly net profit to the reserve.

vii. The financial statements of the Fund shall be prepared in accordance with IASS/IFRSs as well as the directives issued by BSEC from time to time. The financial statements of the Fund shall include Statement of Financial Position, Statement of Profit or Loss and Other Comprehensive Income, Statement of Cash Flows, Statement of Changes in Equity, Notes to the Financial Statements and Accounting Policies of the Fund which is highlighted in বিধি ৮২(২) (ক) and ৮২(২) (খ) of the বিধিমালা.

viii. 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).

ix. 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.

x. 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.

xi. 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.

3.16 Periodic Disclosure

i. The Fund, its sponsor, asset manager, trustee and custodian, shall make such disclosures or submit such documents as and when may be called upon by the Commission.

ii. Without prejudice to the generality of the directions above, the Fund shall furnish to the Commission the following reports, namely

a. A copy of duly audited annual financial statements of the Fund including Statement of Financial Position, Statement of Profit or Loss and Other Comprehensive Income, Statement of Cash Flows, Statement of Changes in Equity, and accompanying Notes to the Financial Statements and Accounting Policies of the Fund, that are prepared in accordance with IASs/IFRSs, shall be submitted to BSEC within 03 months from the end of the financial year,

b. A copy of unaudited quarterly financial statements of the Fund including Statement of Financial Position, Statement of Profit or Loss and Other Comprehensive Income, Statement of Cash Flows, Statement of Changes in Equity, and accompanying Notes to the Financial Statements and Accounting Policies of the Fund, that are prepared in accordance with IASs/IFRSs, shall be submitted to BSEC within 30 days from the end of each quarter:

c. A quarterly portfolio statement highlighting month-end changes in portfolio position of the Fund from the previous month shall be submitted to BSEC within 10 days from the end of each month

d. A quarterly statement highlighting the change in quarter-end NAV of the Fund from the previous quarter shall be subtitled to BSEC within 30 days from the end of each quarter,

e. For an open-end mutual Fund, a monthly statement highlighting the number of in new units issued, capital received, units repurchased, and capital redeemed in every trading days of a month for the Fund shall be submitted to BSEC within 7 working days from the end of each month:

iii. A complete quarter-end portfolio statement of the Fund shall be published to the Unitholders and uploaded in a prescribed format on the website of the Asset Manager within 30 days from the end of each quarter

iv. A copy of the unaudited quarterly financial statements of the Fund shall be uploaded on the website of the Asset Manager within 30 days from the end of each quarter.

v. Statements for all bank accounts, MFS accounts, accounts, and digital bank accounts of the Fund for the past year must be submitted to the BSEC within 15 days following the end of the year, after being verified/attested by the relevant issuing authority.

Chapter 4: Description of Investment Risk

Investing in the Blue-Wealth First Stable Return 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 বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫, 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 Second mutual fund- Blue-Wealth First Stable Return 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. Director, Sandhani Life Finance Ltd.
2. Independent Director, Sandhani Life Finance Ltd.
3. CEO, Sandhani Life Insurance Company Limited
4. 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

With an unblemished history of over a century in the Banking arena, Commercial Bank of Ceylon PLC (CBC) is the most internationally-lauded financial institution in Sri Lanka. CBC is the only Sri Lankan bank to be ranked among the Top 1,000 banks of the world and has the highest market capitalization among Sri Lankan banks. CBC's operational modality reflects extraordinary commitment and knowledge of the members of the Management for which the Bank is accorded the donor of AAA rating by CRISL (Credit Rating Information & Services Limited) Bangladesh for the 15th consecutive years during June 2025. In addition to above, CBC has received several awards and accolades closing year as well from world renowned magazines based in famous financial hubs such as USA, UK, Dubai, Singapore etc. where we have been adjudged as Best Foreign Bank in Bangladesh, Most recommended foreign Bank in Bangladesh, Most sustainable Bank in Bangladesh and Best Corporate Bank in Bangladesh. Currently CBC has 11 branches, 06 SME service centers and 02 sub Branches in Bangladesh. Nevertheless, the Bank continues to benefit immensely from the perspective shared by our major shareholder, International Finance Corporation (IFC). It is worth to mention that, the capital of CBC Bangladesh Operation stands at USD 254.55 million and the capital adequacy ratio stands at 56.91% as at 30 June 2025, which is one of the highest among banks operating in Bangladesh against BASEL III requirement of 12.50%. The Bank also records one of the lowest NPL ratios in the Bangladesh Banking industry at 0.85% which clearly shows our prudent management as well as our stability.

5.4 Asset Manager of the Fund

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 stable return fund which will provide its investors a consistent and steady return having a lower standard deviation.

5.4.1 Board of Directors and Senior Management of Blue-Wealth Assets Ltd.

Kazi Mahmood Sattar
Chairman

Mr. Sattar is a renowned banking professional. He is the Chairman of the Board of Directors of Blue Wealth Assets Limited. Over 40 years of his prolific career, he has successfully worked in leading positions of multiple prominent banks and financial institutions in Bangladesh and even abroad. With visionary leadership, he has demonstrated brilliant organizational transformation during his stint with different firms.
Mr. Sattar started his career with ANZ GrindlaysBank in 1981. Later he got the opportunity to work for the bank overseas, with postings in Mumbai and Melbourne. After returning from Australia, he successfully established country's first ever Investment Banking Arm/Corporate Finance Unit and started working for the Corporate Banking Division of ANZ Grindlays Bank. In 1995, he rose to the position of Head of Corporate and Investment Banking.
His tenures as the Managing Director and CEO of two of the leading private commercial banks of the country- Eastern Bank PLC and The City Bank PLC brought him huge appreciation from the banking fraternity. With his leadership, vision, knowledge and experience, Mr. Sattar revolutionized the organizational culture, developed technological capability, and ensured business growth of both the banks to enable them to compete with the international banks in country.
Recently he was Chairman at IDLC Finance PLC, Director at Unique Hotel & Resorts Limited, RSA Aviation Limited, RSA Solution Limited Alongside his responsibility as the Chairman of Blue Wealth Assets Limited and the Chairman of RSA Advisory Limited a boutique Investment Bank.

Eva Fardoshy
Shareholding Director

Mrs. Eva Fardoshy, completed her Bachelor of Commerce (Hon's) and Masters' of Commerce in Management from National University, Bangladesh and she also completed the course of Bachelor of Legislative Law (L.L.B). Ms. Eva is involved with the capital market since long by dint of her keen interest, she gathered immense knowledge in the capital market. She contributes her expertise in day to day operational activities in the business. She also has expertise in the field of Income Tax, Human Rights, International Migration, Trade Marks, Women & Children Affairs. She is involved in many social and philanthropic works and committed to make positive changes in the society. Polish it

Sayed Md. Shafiqur Rahman
Managing Director

Mr. Syed Md. Shafiqur Rahman is a highly skilled professional with strong academic credentials and extensive expertise in financial management, corporate affairs, and regulatory compliance. With a career rooted in both theoretical knowledge and practical experience, he has contributed significantly to the corporate and capital market sectors in Bangladesh.
Mr. Rahman has in-depth expertise in Portfolio Management, Fundraising, Capital Restructuring, Corporate Governance, and Regulatory Compliance. He also specializes in Income Tax Management, Human Resource Management, and Corporate Law.

Throughout his career, he has advised on a wide range of financial and legal matters, supporting businesses in achieving operational efficiency and regulatory alignment. His participation in numerous capital market-related seminars and training programs organized by the Dhaka Stock Exchange (DSE) and the Bangladesh Securities and Exchange Commission (BSEC) reflects his commitment to continuous professional development and staying updated with market practices.

Md. Farhad Ahamed

Chief Operating Officer & Compliance Officer

Farhad, Chief Operating Officer of Blue Wealth, is a seasoned investment professional with more than 15 years of experience in investment management, capital markets, structured finance, and research in Bangladesh. He possesses extensive expertise in financial markets, asset valuation, financial modeling, fixed income, and macroeconomic analysis.

Mr. Farhad began his career with RACE Management PCL, one of the largest private asset management companies in Bangladesh, as a Research Associate and later became Head of Research at a remarkably young age.

Over the years, he has been associated with several leading financial institutions, including RSA Advisory, where he has been involved in fixed income, equities, and strategic advisory transactions. In this capacity, he has contributed to several landmark transactions in Bangladesh, including the acquisition of EDOTCO, acquisition of IPDC, acquisition of Petromax by SHV, one of the country's largest M&A transactions, as well as nearly a billion dollars' worth of subordinated and corporate bond issuances.

At Blue Wealth, Mr. Farhad has played a pivotal role in strengthening and expanding the firm's investment portfolios during challenging market conditions. He also served as Director of ABSL and ABIL for six years, contributing to strategic leadership, corporate governance, and business development initiatives. In addition, he has professional exposure within the Dubai International Financial Centre (DIFC), providing him with valuable international experience in cross-border financial markets and advisory services.

He is widely regarded as one of the leading structured finance professionals in the current market.

He completed his EMBA and made the Director's honor list, from IBA, University of Dhaka, which is the most prestigious business school of Bangladesh.

Nazmus Sakib

Manager, Operations & Fund Management

Mr. Nazmus Sakib is an experienced professional in mutual fund operations, accounting, and fund management within the asset management industry. He has strong knowledge of operational frameworks, regulatory compliance, and investment management practices, enabling him to contribute effectively toward strategic objectives.

Mr. Sakib started his career at Universal Financial Solutions Ltd., where he gained hands-on experience in fund operations. He later joined Emerging Global Asset Management Limited, further strengthening his expertise in mutual fund operations and investment. Currently, he is serving as Manager, Operations & Fund Management at Blue-Wealth Assets Limited, where he is actively involved in fund structuring, investment operations, portfolio monitoring, and regulatory reporting to ensure efficient fund operations and effective portfolio management.

Mr. Sakib holds a Bachelor of Business Administration (BBA) from Eastern University and a Master of Professional Accounting (MPA) from University of Dhaka. He has also completed the Chartered Accountancy Certificate Course (CACC) from RMA.

5.5 Audit Related Description

A mutual fund or its schemes must appoint an auditor from the Commission's approved panel, excluding those who audit the trustee, custodian and asset manager. The trustee will appoint the auditor. The auditor submits the report to the trustee, asset manager, custodian, and the Commission, and the report becomes part of the annual financial statements, which must be signed by the asset manager, custodian, and trustee. The audit report must confirm whether all necessary information was received, the financial statements give a true and fair view, investments comply with regulatory limits, provisions and expense limits were maintained, and all accounts and related-party transactions were done on an arm's-length and fully disclosed basis.

5.5 Fees and Expenses of the Fund

The Fund will pay the fees of Asset Manager, the Trustee and the Custodian, CDBL and BSEC 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

As per বিধি ৭৭(৪)(ক) of the বিধিমালা The initial issue expenses in respect of the Fund shall not exceed 2% of capital actually raised. 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%	3,000,000	Set-fee	Formation fee to AMC on collected fund of approved fund size.
2	Legal & Compliance related Expenses (Application, Registration fees etc.)	0.32%	951,500	100,000	BSEC Application fees.
				600,000	BSEC Registration fees (0.2% of Initial Fund Size)
				150,000	Trust Deed Registration related expenses and professional fees
				8,000	Trust Deed printing Fee
				45,000	CDBL Fee (Credit and Distribution of 3 crore unit* BDT 10* 0.00015)
				2,500	CDBL Documentation Fee
				6,000	Depository Connection fee for the year of allotment
				40,000	CDBL Annual Fee
3	Printing & Publication	0.27%	800,000	350,000	Publication of abridge version of prospectus and IPO notification on daily newspaper
				250,000	Printing of prospectus & application forms
				100,000	Designing and Printing of Fund and Scheme Brochures
				100,000	Courier, distribution and conveyance expenses
4	Other Expenses	0.02%	50,000	50,000	Payments of VAT & TDS, Bank charges, Procurements of CDBL vEDAC PC etc.
	Total	**1.60%**	**4,801,500**		

* 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 Management Fee

The Asset Management Company shall be entitled to receive asset management fees, which will be calculated on the basis of the Net Asset Value (NAV) of the Fund at fair value. The fees shall be charged in accordance with the provisions of the বিধিমালা.

5.6.3 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.

5.6.4 Custodian fee

The fees for Custodian services will be @ 0.10% per annum of the fair value of securities held by the Fund, to be calculated and paid on a semiannual-annual basis.

5.6.5 Fund Registration and Annual Fee

The Fund has paid Tk. 600,000 (Taka six 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 বিধিমালা, ২০২৫.

5.6.6 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. Hoda Vasi Chowdhury & Co. having office at BTMC Bhaban (7^{th} & 8^{th} level), 7-9 Kawran Bazar Commercial Area, Dhaka-1215 Bangladesh shall be the first Auditor of the Fund

5.6.7 Expenses for Marketing, Distribution and Selling Agent(s)

he Fund will charge valid and allowable expenses relating to its marketing, distribution, and selling agents, in compliance with other applicable rules and regulations within the বিধিমালা. The Fund shall pay commission to the authorized selling agent(s) to be appointed by the Asset Manager at the rate of highest 1% (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% (One Percent) on the total face value of unit sales.

5.6.8 Brokerage Commission

Brokerage Commission rate will be market competitive rate of the total transaction amount and as per বিধিমালা.

5.6.9 Others Charges related to Units

The Fund incurs various expenses including listing fees, bank charges, excise duty, ESS application fees, IPO bidding charges, BP ID charges, BO account maintenance fees, monthly CDBL charges and costs for Newspaper publication. All such expenses are borne by the Fund as part of its expenses.

The 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.

5.6.10 Amortization of Issue and Formation Expenses

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 2% 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 3.5% (three and half) percent of net asset value (NAV) at fair value of the Fund.

Chapter 6: Size of the Fund, Tax Benefit and Rights of Unit Holders

6.1 Size of Issue

The initial size of the Fund shall be Tk. 30,00,00,000 (Taka Thirty Crore) only divided into 3,00,00,000 (Three crore) 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	30,00,000	10	3,00,00,000	Subscribed
General Investors	2,70,00,000	10	2,700,00,000	Yet to be Subscribed
Total	3,00,00,000	10	30,00,00,000	

6.2 Tax Benefits:

Unitholders will enjoy tax benefits as per the Income Tax Act 2023.

- Individuals have an exempt on capital gain up to BDT 50 lakh from taxable income as per Section 36, Six Schedule, (Part-1) of ITA 2023
- Yearly investment of up to BDT 5 Lakh in the Fund is allowed for TAX Rebate as per Clause 2(7)(b) of Six Schedule (Part 3) of ITA 2023,
- The income of the fund level will be exempted from tax, as per clause 10 (a) of the Six Schedule (part 1) of ITA 2023.

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 বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫. 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 Dividend

Dividend shall be paid within 30 (thirty) days of its declaration. 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.

6.3.4 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 daily basis through 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.

6.3.5 Accounts and Disclosure

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 VII of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (মিউচ্যুয়াল ফান্ড) বিধিমালা,২০২৫ will be published within 60 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.

6.3.6 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.

6.3.7 Sponsor's Subscription

Blue-Wealth Assets Limited, the Sponsor, has already subscribed Tk. 3,00,00,000 (Taka three Crore) only worth of Units equivalent to 30,00,000 (Thirty Lacs) Units of Tk. 10 (ten) each at par on 28th October 2025, the effective date.

Chapter 7: Unit Subscription

Terms and Conditions of Unit Subscription

a. The Units of Blue-Wealth First Stable Return 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 or BSEC-approved platform.

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 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. For Systematic Investment Plan (SIP) 100 (one hundred) units for a minimum period 2 (two) years.

f. Application for purchase of Units should be accompanied by an account payee cheque/pay order/bank draft/bank deposit/electronic fund transfer/mobile financial service in favor of "Blue-Wealth First Stable Return Fund".After clearance/encashment of cheque/draft/pay order/electronic fund transfer, mobile financial service 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). Units will also be delivered to the unit holder's BO account in demat form.

g. Partial surrender is allowed subject to minimum surrender quantity of 500 (five hundred) Units of individuals, 10,000 (Ten thousand) Units of institutions. Upon partial surrender, the Unit holder will be issued with a new Confirmation of Unit Allocation representing the balance of Unit Holding.

h. 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.

i. 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.

j. 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.

k. 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: 04, Road: 03, 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.** SIP Application Form
- **iv.** Surrender / Repurchase Form
- **v.** 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 First Stable Return 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

1. Units of the mutual fund may be bought and surrendered through Blue-Wealth Assets Limited and authorized selling agents from time to time.
2. 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.
3. 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.
4. Units can be traded on every business day except Thursday and during book closure period of the mutual Fund.
5. Minimum purchase amount of an individual investor is 500 (five hundred) Units and 10,000 (ten thousand) Units for an institution.
6. Application for purchase of Units should be accompanied by an account payee cheque/ pay order / bank draft/ bank deposit /online fund transfer/ mobile financial service as approved by the regulatory authority in favor of the mutual fund.
7. 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.
8. Partial surrender is allowed subject to minimum surrender quantity of 500 (five hundred) Units. Upon partial surrender, the Unit holder will be issued with a new Confirmation of Unit Allocation representing the balance of Unit Holding.
9. In case of redemption before 365 calendar days of holding, a maximum additional 1% load can be imposed.
10. 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.
11. 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.
12. 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.
13. 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: hello@bluewealthaml.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 First Stable Return 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

Detials 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 ☐ Extract of Board Resolution ☐ Trade License/ Trust Deed

☐ Power of Attorney in Favor of Authorized Person(s) ☐ E-TIN Certificate ☐ Certificate of Incorporation

Photograph

MD/ CEO	1st Authorized Person	2nd Authorized Person

Terms and Conditions

1. Units of the mutual fund may be bought and surrendered through Blue-Wealth Assets Limited and authorized selling agents from time to time.
2. 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.
3. Units can be traded on every business day except Thursday and during book closure period of the mutual Fund.
4. Minimum purchase amount of an individual investor is 500 (five hundred) Units and 10,000 (ten thousand) Units for an institution.
5. 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.
6. 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.
7. Partial surrender is allowed subject to minimum surrender quantity of 10,000 (ten thousand) Units. Upon partial surrender, the Unit holder will be issued with a new Confirmation of Unit Allocation representing the balance of Unit Holding.
8. In case of redemption before 365 calendar days of holding, a maximum additional 1% exit load can be imposed.
9. 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.
10. 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.
11. 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.
12. All payments in connection with or arising out of transactions in the Units hereby applied for shall be in BDT.
13. 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, Banani, Dhaka-1213, Bangladesh
Contact: +880 9677333666 , E-mail: hello@bluewealthaml.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 First Stable Return 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 subject to minimum surrender quantity of 500 (five hundred) Units of individuals, 10,000 (Ten thousand) Units of institutions. Upon partial surrender, the Unit holder will be issued with a new Confirmation of Unit Allocation representing the balance of 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/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)

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 First Stable Return Fund

Transferor

I/ we .... , hereinafter referred to as transferror, 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/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)

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

Document Enclosed

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

Photograph(s)

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

Terms and Conditions

1. Transfer of Units is allowed through Blue-Wealth Assets Limited and authorized selling agents from time to time.
2. 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.
3. 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.
4. The Confirmation of Unit Allocation(s) of the transferor is/are required to be attached with the Transfer Form.
5. 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.
6. 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

APPLICATION FORM TO SUBSCRIBE FOR SYSTEMATIC INVESTMENT PLAN (SIP)

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 First Stable Return Fund

SIP Amount		Amount in words			
Tenure		Beginning Date		Ending Date	
Auto Renewal	Yes ☐ No ☐ No, matured amount will ☐ Remain as investment ☐ Be transferred to bank account			Installment Date	10th ☐ 25th ☐

Terms and Conditions

1. Units of the mutual fund may be bought and surrendered through Blue-Wealth Assets Limited and authorized selling agents from time to time.
2. 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.
3. 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.
4. Minimum SIP amount of an individual investor is BDT 1,000 (one thousand) and BDT 10,000 (ten thousand) for an institution.
5. This Authorization Form must reach Blue-Wealth Assets Limited at least 7 (seven) working days before the date on which it is to be activated. If the payment instruction date falls on a weekend day or a public holiday, the same may be effective on the next working day.
6. Investor should ensure that sufficient funds are available in the bank account at the time of debit date and this authorization is not dishonored. Sometimes it is possible that due to some technical or other reason, SIP installment is not debited on the debit date and is delayed for few days. Please ensure the availability of fund for at least 3 (three) working days after debit date to avoid dishonors. Blue-First Stable Return Fund will not be responsible for any dishonors raised by the bank and any dispute regarding same should be taken up with the bank only.
7. Any queries, questions, comments etc. with regards to Blue-First Stable Return Fund and payment amount will have to be raised to Blue-Wealth 1st Balanced Fund and payments to the bank with regard to the settlement of amounts paid in this regard are committed and not deferrable for any reason whatsoever. The transaction appearing on the account statement will be the proof of payment.
8. Under this instruction, the investor cannot dispute regarding the payment to Blue-Wealth 1st Balanced Fund debited from his/her bank account. If any excess or less than the correct amount is debited, the investor will have to contact Blue-Wealth Assets Limited for clarification. Any type of refund from Blue-Wealth 1st Balanced Fund on account of this instruction will be settled by respective funds to its investor.
9. No SIP installment receipt will be issued by Blue-First Stable Return Fund for BEFTN debit payments. An annual statement or certificate of SIP payments, (as applicable), may be obtained from Blue-Wealth Assets Limited upon written request of the investor.
10. 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.
11. 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: ....