

## TABLE OF CONTENTS

<b>CAMPUS MUTUAL FUND .....</b>	<b>2</b>
<b>THE OFFERING.....</b>	<b>4</b>
<b>PROSPECTUS SUMMARY.....</b>	<b>5</b>
<b>OFFER TIMETABLE.....</b>	<b>6</b>
<b>BOARD OF DIRECTORS AND ADVISORS .....</b>	<b>6</b>
<b>DEFINITIONS .....</b>	<b>8</b>
<b>THE CONSTITUTION AND OBJECTIVES OF THE SCHEME .....</b>	<b>10</b>
<b>THE CHARACTERISTICS OF INTEREST IN THE FUND .....</b>	<b>14</b>
<b>VALUATION OF PROPERTY, CHARGES, DISTRIBUTION and FEES ...</b>	<b>15</b>
<b>ISSUE OF SHARES .....</b>	<b>17</b>
<b>REDEMPTION OF SHARES .....</b>	<b>18</b>
<b>SUSPENSION IN DEALINGS.....</b>	<b>19</b>
<b>PUBLICATION OF SHARE PRICE .....</b>	<b>20</b>
<b>MARKET FOR THE SHARES .....</b>	<b>20</b>
<b>RISK FACTORS AND SPECIAL CONSIDERATIONS.....</b>	<b>20</b>
<b>GENERAL and ADDITIONAL INFORMATION .....</b>	<b>22</b>
<b>APPLICATION AND DISPATCH OF CONTRACT NOTE .....</b>	<b>25</b>

## **CAMPUS MUTUAL FUND**

Campus Mutual Fund Limited (“The Fund”) is an open-end mutual fund which shall invest primarily in equity securities listed on the Ghana Stock Exchange (GSE) and money market securities. The objective of the Fund is to systematically grow the monies provided by its investors who are primarily students of tertiary institutions as well as the general public, by investing in companies listed on the GSE with good potential for growth and also in other money market instruments. The Fund seeks a combination of capital appreciation and current income for shareholders.

The address for the fund is

**P. O. Box GP 14198, Accra/P.O. Box KS 1941 Adum-Kumasi**

And the contact telephone numbers are

**Tel: 233- 21 – 669372 – 5 Accra**

**Tel: 233- 51 -40967 Kumasi**

Investors are advised to read this prospectus and to retain it for future reference.

## Document Notice

The information contained herein known as the “Prospectus” gives details of the initial public offer and a description of Campus Mutual Fund (the “Fund”). The directors of the Fund, whose names appear on page 7 of this document, accept responsibility for the information contained in this document. To the best knowledge of the promoters; Securities Discount Company Ltd, the information contained in this document is factual. A copy of this document has been delivered to the Registrar General’s Department in Ghana for registration. The Registrar has not checked and will not check on the accuracy or completeness of any statement made herein and accepts no responsibility therefore or for the financial soundness of the fund.

No person has been authorized to give any information or to make any representations, other than those contained in the Prospectus, and if given or made, such other information or representations must not be relied upon as having been authorized by the Fund or the manager. This Prospectus does not constitute an offering in any country in which such an offering may not lawfully be made.

Neither the delivery of this document nor the allotment of shares shall under any circumstances create any implication that there has been no changes in the affairs of the fund since the date hereof.

An application has not been made to list the shares of the Fund on the Ghana Stock Exchange or on any other exchange. Anybody wishing to dispose of shares can only do so by placing a request with the Manager.

If you need advice, you should consult an appropriate professional advisor.

THE VALUE OF SHARES CAN FALL AS WELL AS RISE.

*This Prospectus should be read in its entirety before making an application for Shares and should be retained for future reference.*

## **THE OFFERING**

The Fund is initially offering 500,000 shares. Campus Mutual Fund, consists of an unlimited number of shares at an initial cost of ¢1,000 per share.

The minimum investment purchase of shares is set at 100 shares and thereafter in multiples of 50 shares.

The prospectus is being issued under the Securities Industry Law 1993(P.N.D.C 333) as amended and The Unit Trusts and Mutual Funds Regulations (L.I 1695). A copy of the prospectus, together with copies of documents specified therein, has been delivered to the Securities and Exchange Commission (“The Commission”)

The initial offering period for shares of Campus Mutual Fund will begin from 8:00am on March 29, 2007 and end 5:00 pm on April 18, 2007.

Any change to this period will be made by the Manager with the approval of the Commission. All applications for shares should be directed to the Manager at its registered offices:

**1<sup>st</sup> Floor, Former NPART Building  
Adjacent AMA Accra  
P. O. Box GP 14198  
Accra  
Tel: 021 – 669372 – 5**

**and**

**Ampomah Arcade,  
Opposite Ramseyer Presby Church  
P.O. Box KS 1941  
Adum-Kumasi  
Tel: 051-40967**

## PROSPECTUS SUMMARY

The following summary is qualified in its entirety by the more detailed information included elsewhere in this prospectus.

<b>The Fund</b>	The name of the fund is <b>Campus Mutual Fund</b> . It is an open – end Mutual Fund, which was established on September 26, 2005 with an unlimited duration. The fund will invest in equity securities listed on the GSE as well as other money markets instruments.
<b>Shares offered</b>	Ordinary shares of no par value
<b>Minimum Initial Purchase</b>	100 shares and thereafter in multiples of 50 at a cost of ₵1,000 per share.
<b>Investment objective and policy</b>	The investment objective of the Fund is to systematically grow the monies provided by investors by investing in companies listed on the Ghana Stock Exchange (GSE) with good potential for high returns and also in other money market instruments. The Fund seeks a combination of capital appreciation and current income for shareholders. It is anticipated that at least 50% of the fund will be in listed equities, 30% in Government Treasury Bills and 20% in other money market instruments not issued by government.
<b>The Manager</b>	SDC Brokerage Services Limited, the Manager of the Fund, was incorporated in 1994 and is a Licensed Dealing Member of the GSE.
<b>Regular Investment Purchases</b>	A regular investment plan exists for the benefit of investors who would like to purchase shares on a regular basis. This is set at a minimum investment of ₵50,000 (and multiples of ₵10,000 thereafter) per month
<b>Lump Sum investment</b>	A one time investment in the Fund with a minimum investment value of ₵100,000 (and multiples of ₵50,000 )
<b>Management fee</b>	The Manager shall receive a monthly fee at the annual rate of 2.5% of the Fund's average daily net asset value
<b>Dividends and Distributions</b>	No dividends shall be paid out to investors. All net investment income and realized capital gains, if any will be reinvested. Any investor who wishes to cash out his/her investment may redeem their shares
<b>Redemption</b>	Shares can be redeemed by applying in person at the offices of the Manager or in writing to the Manager on every business day except on public and statutory holidays
<b>Base Currency</b>	The base currency of the Fund is the Ghanaian Cedi
<b>Risk factors</b>	The Fund is a newly organized investment company that will invest in equity securities and money market instruments. Investments of the Fund will be subject to normal market fluctuation. Investments in the securities carry certain risks associated with greater economic uncertainty, small size of markets, and greater price volatility.

**OFFER TIMETABLE**

<b>Application list opens</b>	March 29, 2007
<b>Application list closes</b>	April 18, 2007
<b>Receiving Agents make returns to Fund Manager</b>	By April 26, 2007
<b>Allotment period ends, Issue and distribution of Contract Notes</b>	April 30, 2007
<b>Final Dispatch of Contract Notes</b>	May 8, 2007
<b>Continues offer begins</b>	May 11, 2007.

## **BOARD OF DIRECTORS**

### **BOARD OF DIRECTORS OF THE FUND**

The Board of Directors of the Fund will consist of the following persons;

<b><u>NAME</u></b>	<b><u>POSITION</u></b>	<b><u>OTHER AFFILIATIONS</u></b>
Mr. Andre Lalumiere	Director	CEO, Securities Discount Company Ltd
Mr. Steve Lartey	Director	G.M, Securities Discount Company Ltd
Mr. Emile Yartey	Non-Executive Director	G.M, Treasury Ghana Commercial Bank.
Mr. Ben Jones Agbai	Non-Executive Director	Area Manager-industrial Relations VALCO
Mr. R. Hansen-Thompson	Non-Executive Director	C.E.O, James Quagraine & Co.

The Board of Directors of the Fund is responsible for the overall supervision of the operations of the Fund.

### **BOARD OF DIRECTORS OF THE FUND MANAGER**

<b><u>NAME</u></b>	<b><u>POSITION</u></b>	<b><u>OTHER AFFILIATIONS</u></b>
Mr. K. O. Sekyere	Chairman	CDH Malawi Ltd; Indebank, Malawi Nasek Export Produce. Sandpark Properties
Mr. R. S. Abbey	Director	Chairman, CHD Malawi.
Mr. Ato Graham	Director	Chairman- ABM Structures Ltd. Moretrade Co. Ltd Urban City Development Co. Ltd
Anin Kofi Addo	Director	N/A
Sammy Osei Bonsu	Director	Venture Capital Fund Limited.
Lovelace Prempeh	Director	Lillygold Oil Ltd. Densu Industries Ltd. Golden Development Holding Co.Ltd.
Andre Lalumiere	CEO	Securities Discount Co. Ltd SDC Brokerage Services Ltd.

**ADVISORS**

**THE FUND MANAGER**

**SDC BROKERAGE SERVICES LTD.**  
1<sup>st</sup> Floor, Former NPART Building  
Adjacent AMA Accra  
P. O. Box GP 14198  
Accra  
Tel: 021 – 669372 - 5

**THE CUSTODIAN**

**BARCLAYS BANK [GHANA] LTD.**  
Barclays House High Street,  
Accra

**THE AUDITORS**

**KPMG**  
Mobil House  
Accra

**THE SOLICITORS**

**GENERAL LAW CONSULT**  
No. 8 Dr. Isert Road, North Ridge,  
P.O. Box TF 330  
Accra

**THE REGISTRARS**

**SDC BROKERAGE SERVICES LTD.**  
1<sup>st</sup> Floor, Former NPART Building  
Adjacent AMA Accra  
P. O. Box GP 14198  
Accra.  
Tel: 021 – 669372 - 5

**DEFINITIONS**

In this document, the words and expressions set out below have the meanings set out opposite them:

“Application Form”	- The form of application for shares enclosed with this document
“Business Day”	- Monday to Friday excluding any day designated as a public or statutory holiday in Ghana
“The Code”	- Companies code of 1963, Act 179
“The Custodian”	- Barclays Bank [Ghana] Ltd
“The Directors” or “Board of Directors	- The Directors of Campus Mutual Fund
“The Fund”	- Campus Mutual Fund
“Lump Sum Purchase”	- A one time purchase.
“The Manager”	- SDC Brokerage Services Ltd



- “Management Fee”** - Annual charge of 2.5% of the average daily Net Value of the Fund due to the Manager for providing management, advisory and supervisory services to the Fund.
- “Net Asset Value”** - The value the net assets of the Fund as determined in accordance with the terms of this Prospectus
- “The Offer”** - The offer of shares of Campus Mutual Fund to the general public
- “The Promoters”** - Securities Discount Company Ltd.
- “Regular Investment Purchase”** - The regular monthly purchase of shares
- “Share”** - Ordinary Shares of no par value of the Fund which are hereby offered
- “Shareholder”** - The registered holder of ordinary shares in the Fund.

## **THE CONSTITUTION AND OBJECTIVES OF THE SCHEME**

### **1. Name of the Scheme**

The name of the Scheme is **Campus Mutual Fund** (the “Fund”)

### **2. Nature of the Scheme**

The Scheme is an open-end mutual fund.

### **3. Date of Establishment and Duration**

The Scheme was established on September 26, 2005 with an unlimited duration.

### **4. Investment Objectives of the Fund**

The investment objective of the Fund is to systematically grow money given to it by its subscribers by investing in companies listed on the Ghana Stock Exchange (GSE) with good potential for high returns and also in other money market instruments. The Fund seeks a combination of capital appreciation and current income for its shareholders.

### **5. Fundamental Investment Policy**

The Fund shall be established and will operate in accordance with L.I.1695. The Fund shall be marketed as a 'balanced fund', which means it will invest in a combination of listed equities, bonds, as well as other suitable money market securities to achieve its investment objective.

The Fund’s investment objective is to outperform the GSE All-Share Index. In order to achieve this objective, it is essential that the Fund has an equity bias when the stock market is performing well and a money market bias when the stock market is trending downwards.

The Fund Manager shall have the discretion to select specific investments within these asset classes. However the following limits shall be in place:

- Ghana Government Treasury Bills - 30% of total portfolio value
- Other money market instruments (not issued by government) - 20%;
- GSE listed securities - 50%.

These limits shall be subject to an annual review.

Although the funds will be managed to achieve maximum returns, due to the inherent risk in stocks the total attainment of the objectives of the investment cannot be guaranteed. The Fund Manager shall however be expected to deliver optimum returns on a best efforts basis.

### **6. Permissible Investments**

The Fund is authorized to invest in securities issued by listed companies operating in any sector of the economy within Ghana as well as money market instruments and to employ a variety of investment techniques to hedge against market and currency risks to the extent available and permissible by law.

## **7. Hedging transactions**

The Manager may enter into hedging transactions allowed by law. Notwithstanding the availability and permissibility of hedging transactions, the Manager, with the prior approval from the SEC, will only engage in hedging activities from time to time and only when such activities are deemed to be appropriate and prudent.

At any rate, hedging will be undertaken on a very limited basis and as risk management tool as opposed to an investment strategy. For instance, if the Cedi were to undergo rapid depreciation, the Manager should consider the possibility of buying foreign currency forwards from any counterparty bank. This would enable the proceeds from maturing money market instruments to be immediately dollarized to retain their value. Specific hedging strategies and implied costs shall depend on the related circumstances and can only be quantified when the situation arises.

## **8. Investment in Schemes or Property managed by the Manager or its Associates.**

The Manager is authorized to invest in other collective investment schemes whether managed by the Manager, its associates or by any other person. The Property of the Scheme may be invested in a property which is managed by the Manager or by an associate of the Manager.

No more than 10% of the net asset value of the scheme should at any time be invested in other collective investment schemes managed by the Manager.

## **9. Limitations on Investment**

*Except with the prior approval of the Commission, the Manager shall not undertake the following on behalf of the Scheme:*

- a. Invest in commodities, futures or options;
- b. Invest more than 10% of the net asset value of the scheme in any type of real estate other than the securities of real estate companies or companies that have engaged in real estate investment activities.
- c. Invest more than 25% of the net asset value of the scheme in securities issued by a single issuer;
- d. Invest more than 10% of the net asset value of the scheme in any particular class of securities issued by a single issuer
- e. Invest more than 10% of the net asset value of the scheme in other collective investment schemes
- f. Invest more than 15 per cent of the total net asset value of the scheme in securities not listed or quoted on an authorized stock exchange
- g. Purchase securities on margin, except that the Manager may obtain such short term credit as may be necessary for the clearance of purchases and sales of securities constituting or to be included in the assets of the scheme;

- h. Make any investment that will result in the Manager, trustee or the scheme gaining management control of a company in which the investment has been made;
- i. Make short sales of securities or maintain a short position;
- j. Acquire any securities which are unpaid or partly paid for;
- k. Apply any part of the assets of the scheme in the acquisition of an investment which is likely to involve the scheme in any liability, contingent or otherwise;
- l. Enter into underwriting or sub-underwriting contracts in relation to the subscription or purchase of any investment;
- m. Invest in any securities of class in a company or other body if any officer or a collectively officers of the Manager of the scheme own more than 5% of the total nominal amount of the securities of that class issued by the company or body;

#### **10. Dividend Policy**

It is the intention of the Fund to re-invest all its investment income, if any. Therefore dividends will neither be declared nor distributed. As such, individual investors should benefit from a growth in the Net Asset Value of each unit of the Fund they hold.

#### **11. Borrowing Powers**

- 1. Subject to any statutory requirements and prohibitions for the time being in force and to the terms and conditions of the constitution of the scheme and the scheme particulars, the Board of Directors may upon the request of the manager borrow for the account of the scheme, any monies whether in local or foreign currency for the sole purpose of enabling the manager to meet request for redeeming interests of the scheme.
- 2. The following provisions shall apply in connection with the borrowing:
  - a. the borrowing may be from the custodian or its associate on the best commercial terms;
  - b. the aggregate outstanding of borrowings whether in local or foreign currency at any time shall not exceed 15 per cent of the net value of the assets of the scheme;
  - c. any interest on the borrowing and expenses incurred in negotiating, entering into, varying, carrying into effect and terminating the borrowing arrangements shall be payable out of the assets of the scheme;
  - d. for the purpose of securing the borrowing, the Board of Directors of the Fund is entitled, with the concurrence of the manager, to charge or pledge in any manner all or any part of the assets of the scheme, and where any part of the assets of the scheme or any document of title of the assets is for the time being under the custody and control of a person other than the custodian in consequence of any charge or pledge, the provisions of the Law as to the

custody and control of the assets of the scheme or the documents of title to the assets shall be deemed not to have been infringed;

- e. any charge or pledge on the assets of the scheme shall be made upon the terms that no action shall be taken to enforce the security constituted until thirty days after notice in writing has been given to the Board of Directors of the Fund demanding repayment of the monies secured;
  - f. where borrowing is undertaken for the account of the scheme, assets that form a part of the deposited property may be registered in the lender's name or in the name of a nominee appointed by the lender; provided that the lender or its nominee, enters into a written commitment that under no circumstances will it pledge or obligate any part of the assets to any other person or use any part of them to margin, guarantee, secure, discharge or settle any borrowing, trades or contracts, or dispose of any part of them, or treat them as if any person other than the Fund and the lender had any interest in them.
3. Where the assets of the scheme or any part of the assets is registered in the name of lender as security for a loan obtained for and on behalf of the scheme, the custodian is liable for any act or omission of the lender or the lender's agent with respect to the property.
  4. Any cash raised by borrowing for the scheme shall constitute a part of the assets of the scheme.

## **12. Maintenance of Prudent Levels of Liquidity**

In the interest of prudence and efficient management of the scheme, the Manager will maintain prudent levels of liquidity.

## **13. Winding Up of Scheme**

Any business entity stands the risk of failure and as such if the Fund has to wind up it shall be done in accordance with the provisions of the Companies Code, 1963 (Act 179).

Where the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction, divide amongst the shareholders in specie or kind the whole or part of the company's assets, whether the assets consist of property of the same kind or not, and may for this purpose set a value that the liquidator considers is fair upon any property to be divided as mentioned and may determine how the division is to be carried out as between the members or different classes or members.

The liquidator may vest the whole assets or any part of the assets in trustees upon trust for the benefit of the shareholders on such conditions as the liquidator thinks fit.

No member shall be compelled to accept any securities on which there is any liability.

## **14. Accounting Date**

The accounting period of the scheme of the Fund shall begin from the first day of January and end on the last day of December in each calendar year.

## **THE CHARACTERISTICS OF INTEREST IN THE FUND**

### **1. Type of Interests**

Interest in the Fund will be in the form of income shares. Each interest represents one undivided share in the property of the Fund.

### **2. Nominal Value of Shares**

All shares to be issued will have a nominal value (the value of a share at the time of issue) of ₪1,000.

### **3. Entitlement of Shares**

All shares are entitled to equal participation in the income and property of the scheme. A shareholder's right in respect of the scheme as represented by his or her shares is that of a right as a shareholder in the company.

### **4. Evidence of Shares**

Contract Note will be issued to shareholders for the purchase of shares and will be evidence of title to his or her shares.

### **5. Voting Rights**

Shareholders are entitled to vote on the election of Directors and other matters submitted to shareholders' vote. The voting rights of shares are as follows:

- a. If there is a show of hands, every member present at the meeting in person or by proxy shall have one vote; and
- b. If there is a poll every member present at the meeting in person or by proxy shall have one vote for every share held.

## **VALUATION OF PROPERTY, CHARGES, DISTRIBUTION and FEES**

### **1. Determination of Net Asset Value**

The Manager of the Fund shall state on its website ( [www.sdcgh.com](http://www.sdcgh.com) ) the Net Asset Value of the shares of the Fund at 4.00 pm on days that the Ghana Stock Exchange is open for trading and in a well circulated newspaper at least two working days in a week.

The Net Asset Value (NAV) per share will be computed by dividing the net value of the Fund's assets (the value of its assets less than its liabilities) by the total number of shares outstanding at such time.

#### **The following methods will be used in valuing the Funds' assets:**

- All listed equities for which market quotations are readily available will regardless of purchase price, be valued at the last sales on the date of determination;
- Money market instruments shall be valued at their discounted values

The NAV shall be quoted weekly in the print media on a mid-market basis. The purchase / redemption price will normally not include any charges.

The Manager will continually assess the methods of valuation and recommend changes where necessary to ensure that the Fund's investments are valued at their fair value as determined in good faith by the board of directors.

### **2. Manager's Remuneration**

The Manager shall be paid a management fee from the assets of the Fund.

The Management fee of 2.5% per annum shall be computed and paid at the end of each month based on the number of days within the period divided by the number of days in the year i.e. 365 days or 366 days in a leap year. The management fee shall be paid out of the assets of the scheme.

The Management fee shall be payable only out of the Fund's income. In the event that the Fund's income is insufficient the balance will be carried forward as cumulative charge against subsequent incomes. The Board and the Manager by mutual agreement can authorize the Management fee to be calculated and paid at periods other than monthly intervals provided the interest of the shareholders is not jeopardized.

### **3. Custodian Remuneration**

The Custodian shall be entitled to an annual fee of 40 basis points (0.4%) p.a., which shall accrue on the 28<sup>th</sup> day of each calendar month. The fee shall begin to accrue from the closing date of the first offer of interests in the scheme,

The Custodian's fee shall be payable from the assets of the scheme. In addition, the Fund shall reimburse the Custodian for agreed upon out-of-pocket expenses incurred by the Custodian in connection with the performance of its duties as Custodian.

#### **4. Director's Remuneration**

The remuneration of directors of the Fund will be determined from time to time by its Board of Directors and approved by shareholders. The remuneration and other expenses of directors shall be paid out of the assets of the scheme.

The Board/ Governing body of the Fund Manager shall not directly receive any remuneration and expenses from the Fund.

#### **5. Other Expenses**

All other expenses allowed by law, including fees payable to Auditors, Registrars and Regulators will be paid out of the assets of the scheme. Other expenses incurred by the Fund will relate to direct costs associated to its operation such as bank charges, publication of annual reports etc.

#### **6. Annual and Interim Allocation Dates**

The Board of Directors and the Manager are responsible for determining periodic allocations of income while the Custodian shall be responsible for holding the Distribution Account.

Annual allocations of income shall be made to shareholders on 31<sup>st</sup> December of every year. Interim allocations of income (if any) shall be made on 30<sup>th</sup> June of every year.



## **ISSUE OF SHARES**

### **1. Initial Offer of Interests and Minimum Interest**

The Initial Offering of interests in the scheme will be at ₵1,000 per share and expected to raise a minimum amount of **₵500 million**. The initial offer will remain open for a period not exceeding twenty-one days inclusive of the days on which the offer opens and closes. **The minimum initial purchase per investor shall be ₵100,000 (100 shares) and subsequently in multiples of 50 shares.**

### **2. Days and Times for Issues and Redemption**

The Manager will be available to receive requests by investors for the purchase and redemption of interests of the Fund on every business day from 8:00 am to 5:00 pm at the offices of the Manager.

### **3. Purchase of Shares**

The office of the Manager shall be open from 8:00 am GMT to 5:00 pm GMT from Monday to Fridays except on weekends and statutory public holidays to receive requests for the purchase of shares.

The price at which shares of the Fund shall be purchased will reflect the Net Asset Value of the Fund at any time.

The Manager reserves the right to reject any order received for the purchase of shares in the Fund.

### **4. Procedure for purchase**

Applicants shall complete standard application forms which shall be then sent to the office of the Manager. Telephone or electronic requests must be confirmed in writing. Application for shares shall be at the discretion of the board of directors. Cheques will be cleared first before the processing of applications by the Manager.

The base currency is the Ghanaian Cedi. However, applicants making purchases with other currencies should allow for currency conversion which may result in a delay. The Fund will inform an applicant if possible, the total number of shares allotted and the total cost after the price at which the shares are to be issued has been established. Payments for shares shall be made in Ghanaian Cedis; however, applicants can settle their payments with easily convertible currencies but will bear the foreign exchange transaction cost.

Shares can only be issued after receipt of subscription monies by 4:00 pm GMT on valuation day. Application may lapse and be cancelled if timely settlement is not made. The Fund may bring an action against any defaulting applicant to obtain a compensation for any loss resulting from the failure by the applicant to settle his payments by the settlement date.

After the subscription monies have been fully paid and the registration particulars submitted, share certificates and contract notes shall be mailed to the applicant or his appointed agent if requested at the risk of the applicant. The board of directors has the right to reject any application. When an application is rejected the subscription monies (without interest) shall be returned to the applicant through the post or electronic transfer at the risk of the applicant.

## **REDEMPTION OF SHARES**

- a) Shares can be redeemed by applying in person at the offices of the Manager or in writing to **SDC Brokerage Services Limited, P. O. Box 14198 Accra/P.O. Box KS 1941 Adum-Kumasi**, on every business day except on public and statutory holidays.
- b) The Manager shall on receipt by it or by its duly authorized agent of a from an investor to redeem all or any part of the interests comprised in the investor's holding, proceed to do so at a price per interest as at the date of receipt of the request less any fee, levies and charges attached to the redemption.
- c) A request for redemption should be satisfied by the manager on first come first serve basis.
- d) A request for redemption is not valid unless the investor has delivered to the manager or its authorized agent the certificate representing the interests to be purchased, with an endorsement duly completed by the investor or in the case of joint investors, by both or all of them; and where the constitution of the scheme has dispensed with the issue of certificates, the document evidencing ownership in interests in the scheme issued to the investor.
- e) An investor is not entitled to require the manager to purchase only part of the investor's interests if, as a result of the purchase, the investor would remain an investor with less than a minimum number of interests where such a minimum has been specified.
- f) The maximum interval between the receipt of a properly documented request for the purchase of interests in a scheme by the manager and the payment of the redemption money to the investor shall not exceed five working days except that if for any reason it is not possible to make payment of the redemption money within this time frame, the Commission shall be notified immediately of this with reasons.
- g) A receipt signed by the investor for the monies paid to the investor in respect of the interests held by the investor shall be a valid and sufficient discharge to the manager and Board of Directors of the Fund, of all obligations on account of an application for redemption of receipts of interests, and in the case of several persons who are registered as joint investors, the receipt shall be signed by every one of the investors.

## **2. Redemption Charge**

The Manager shall receive as fees a redemption charge. A sliding charge of 5% shall be placed on funds redeemed during the first year of investment and 3% during the second year, and no

charge after the second year. The redemption charge which shall be paid to the Manager at the time of redemption shall be deducted from the price of the share before redemption.

### **3. Procedure for Redemption**

Notice of redemption shall be deposited with the Manager, and accompanied by the Contract Note relating to the shares to be redeemed together with such other evidence as may be required to prove the holder's title and the right to redeem. The notice will require among other things signatures of all persons, in whose names the shares are registered, signed exactly as their names appear on the purchase documents. In the event that no Contract Note is issued to a shareholder, evidence of his or her investment will be via the person's records in the register of the Fund.

The Manager shall redeem all the investments of a shareholder in the Fund if as a result of the redemption the investor would remain an investor with less than ₵100,000. Cheques shall be issued for payment of shares and shall be drawn on an account lodged with the custodian. The payment of the redemption money for a properly documented request shall not exceed five (5) bank business working days from the date of receipt of redemption instruction, unless for any reason it is not possible to make payment of the redemption money within the time frame. Under such situation payment will be effected as soon as practicable when the difficulty is resolved.

If constraints prevail in the financial markets of Ghana to such extent that it affects redemption, the Board of Directors, with the approval of the Securities & Exchange Commission shall extend the period for payment of redemption proceeds to a period of not than thirty (30) working days. Any further extension of the payment period shall be approved by the SEC.

The Board of Directors may require that redemption requests be made 24 hours prior to when investors wish to withdraw their interests in the Fund.

## **SUSPENSION IN DEALINGS**

### **Suspension in dealings**

- (1) The Manager may, with the approval of the Board of Directors of the Fund, suspend dealings during
  - (a) any period when the stock exchange on which any investments that forms a part of assets of the scheme for the time being are listed, is closed or when dealings at that exchange are restricted or suspended;
  - (b) the existence of any state of affairs as a result of which disposal of investments of the scheme would not be reasonably practicable or might seriously prejudice the interests of the investors as a whole and of the assets of the scheme;
  - (c) any breakdown in the means of communication normally employed in determining the value of any investments of the scheme or the current price on any stock exchange or when, for any reason, the value of investments of the scheme cannot be promptly and accurately ascertained; or

- (d) any period when remittance of money which will or may be involved in the realization of the investment of the scheme or in the payment for investments cannot be carried out.
- (2) The Board of Directors of the Fund shall immediately notify the Commission of any suspension in dealings and shall provide the reasons for it.
- (3) A suspension in dealings may be permitted in exceptional circumstances having regard to the interests of investors and with the prior written consent of the Commission.
- (4) The suspension shall take effect immediately upon its declaration by the manager and dealings shall resume on the first dealing day after the day on which the condition that caused the suspension ceased.
- (5) A notice to the effect that dealings have been suspended or resumed shall be published immediately in the newspaper in which the scheme's prices are normally published and shall be published at least once a month after the first publication during the period of suspension.

### **PUBLICATION OF SHARE PRICE**

- a) The Manager shall publish or cause to be published in a newspaper of national circulation, the issue, and redemption prices of interests in the scheme on every business day except that with the prior approval of the Commission, the frequency of the publication may be reduced if the reduction is not prejudicial to the interests of investors.
- b) The prices published in consequence of (a), shall be those calculated at the last valuation point prior to the publication of the prices and shall apply only in respect of prospective transactions.
- c) The last valuation point shall be the close of business day immediately proceeding the day on which prices of the scheme are published.

### **MARKET FOR THE SHARES**

The shares of the Fund will not be listed on any stock exchange. All dealings in the shares will be at the registered office of the Manager.

### **RISK FACTORS AND SPECIAL CONSIDERATIONS**

#### **1. Cautionary Statements**

The investments of the Fund are subject to normal market fluctuations and other risks inherent in investing in securities. There can be no assurance that any appreciation in the value of investment will occur. The value of investments and the income derived from them may fall as well as rise and investors may not recoup the original amount they have invested in the Fund.

There is no certainty that the investment objectives of the Fund will actually be achieved and no warranty or representation given to the effect.

Investment advice may be sought by an investor before subscribing to the scheme.

## **2. Legal Risk**

Ghana's law regarding fiduciary duties of officers and directors of investment management firms, and the protection of investors are developing and laws may not exist to cover all contingencies. As a result, the administration of laws and regulations by government agencies may be subject to considerable discretion.

## **3. Market Risk-Availability and Liquidity of securities**

The Ghanaian securities market is small, illiquid and potentially volatile. The limited liquidity of the Ghanaian securities market may also affect the Fund's ability to acquire or dispose off securities at the price it so wishes to do.

## **4. No Rating Criteria For Debt Securities**

There is no credit rating agency in Ghana and therefore no rating criteria for the debt securities in which the Fund may invest. In purchasing such securities, the Fund will rely on the Manager's thorough due diligence analysis of such investments, professional judgment, analysis and experience in evaluating the credit worthiness of an issuer. The manager will take into consideration, among other things, the issuer's resources, and its sensitivity to economic regulatory matters.

## **5. Taxation**

Under Ghanaian tax laws, the interest, dividends, or any other income of a Mutual Fund is exempt from income tax. Capital gains on sale of securities listed on the Ghana Stock Exchange are exempted from tax until 2010. There is however a 10% withholding tax on dividends.

## **6. Issue Risk-Effect of Redemption Charge**

With the imposition of a redemption charge, an investor who realizes his/her shares after a short period may not (even in the absence of a fall in the value of the relevant investments) realize the amount originally invested. The purchase of campus mutual shares therefore should be viewed as a medium to long-term investment.

## **7. Issuer Specific Risk**

Campus Mutual is a new Fund that may encounter start-up difficulties that impact its operations. These may include disruptions to the computer systems that drive the business, staff adherence to internal policy relating to executing client order etc. An internal system of checks and balances shall be put in place to identify and resolve these issues as they occur.

## **8. Target Market Risk**

Campus Mutual has identified staff, students, and faculty of the tertiary institutions as its primary target market. The general public, recent graduates, young professionals, the Funds first time investors constitute the secondary market. There is the risk that members of the primary market may either have insufficient funds or interest in the scheme to make it a success

## **GENERAL and ADDITIONAL INFORMATION**

### **1. Publication of Reports**

The annual and half-year accounts and reports will be published before the expiry of four months and two months respectively after the end of the accounting period for a full and half-year. Annual and half-yearly accounts and reports will be mailed to shareholders at their registered addresses.

### **2. Inspection of constitution and reports of the fund**

Copies of the constitution of the scheme, any amending instrument to the constitution and the recent annual and half-yearly reports may be inspected and obtained from the Manager's Head office which is

**1<sup>st</sup> Floor, Former NPART Building,  
Adjacent AMA Accra,  
P. O. Box 14198  
Accra, Ghana**

### **3. Complaints Procedure**

- a) The Manager shall maintain a register into which shall be recorded every complaint received, the date on which the complaint was received, and the details of it.
- b) The Manager shall investigate or cause the investigation of all complaints received in an expeditious manner.
- c) If, for any reason, the complaint is not settled to the satisfaction of the complainant within three months after its receipt by the Manager, the manager shall give notice to the Commission of the details of the complaint, the action taken in response to it and inform the complainant that the Commission has been notified and provide the date of the notice.
- d) After receipt of the notice, the Commission shall investigate the complaint and provide the complainant with such redress as is provided under the Law.

### **4. Guarantee Minimum Initial Subscription**

The Board of Directors of the fund guarantees an initial minimum subscription of ₵500 million. In the event that after the closure of the Initial Public Offering the minimum subscription is not

raised the directors guarantee to purchase from the manager to make up for the short fall between the amount raised and the guarantee minimum subscription.

## **5. Regular Investment Plan**

This is a purchase plan that allows an investor to transfer money automatically from his or her bank to the Manager on monthly basis to purchase shares in the Fund. The minimum subscription to the Regular Purchase Plan shall be ₵100,000 and must be transferred automatically from a bank account on a monthly basis to the Manager for investment in the fund by the shareholder. The Fund may alter or terminate this arrangement at any time. Investors are to contact the Manager for further information about this service.

## **6. Investment Account**

The Manager shall maintain an “Investment Account” for every shareholder and send a statement on the account to the shareholder at least once a year. The statement will show activities in the account since the preceding statement, if any. Shareholders will receive separate confirmations for each purchase or sale transactions other than automatic investment purchases and the reinvestment of income dividends.

## **7. Benefits of investing in the Fund**

Investment in shares of the Fund potentially offers several benefits. Many investors, particularly individuals, lack the information or capability to invest in a variety of high capital appreciating and income earning securities. This Fund could significantly address this by changing the characteristics of the investor’s portfolio in terms of risk diversification, liquidity and high returns. The Fund offers investors the possibility of obtaining capital appreciation through strong portfolio of assets.

## **8. Material Contracts**

The contract entered into by the Fund which is considered material for the purpose of this issue is the Custodian Agreement dated the 30<sup>th</sup> December, 2005 between the Fund and Barclays Bank (Ghana) Ltd.

## **9. Claims and Pending Litigations**

There are no existing claims or pending litigations on the assets of the Fund.

## **10. Consents**

Barclays Bank (Ghana) Ltd. has given and not withdrawn its consent to the mention of its name in this Offering Circular.

## **11. Issue Costs**

All the expenses related to the making of this offer for subscription, including fees payable to the regulatory authorities, shall be paid from the assets of the scheme.

## **12. Meetings, attendance and voting**

- (1) The investors of a scheme shall meet for the transaction of business at such times and places as the Board of Directors of the Fund may determine except that the Manager shall hold such meetings at least once a year.
- (2) The Board of Directors of the Fund shall at the request in writing of investors registered as holding not less than one-twentieth of the number of interests in issue or at the request of the custodian made in writing, convene a meeting of the investors within thirty days of the date of request.
- (3) The Manager may attend any meeting of investors but the Manager is not entitled to vote or be counted for a quorum.

## **13. Shareholder Services**

The Fund may offer a number of shareholder services and plans designed to facilitate investment in shares of the Fund. Full details as to each of such services and plans may be obtained from the Manager. These services shall be free of charge.

## **14. Documents for Inspection**

*Copies of the following documents may be inspected at the offices of the Manager:*

- I. Regulations of the Campus Mutual Fund Limited
- II. Certificate of Incorporation of the Campus Mutual Fund Limited
- III. Audited Statement of Affairs of SDC Brokerage Services Limited.
- IV. Custodian Agreement between Campus Mutual Fund Limited and Barclays Bank (Ghana) Limited.
- V. Fund Agreement between Campus Mutual Fund Limited and SDC Brokerage Services Limited
- VI. List of investment services to be provided by the Fund
- VII. Certificate to Commence Business



## **APPLICATION AND DISPATCH OF CONTRACT NOTE**

### **1. Application**

Application must be made on the application form enclosed. Care must be taken to complete the form as wrongly completed forms will be rejected.

Application for the shares now offered will open at ₵1000 per share. Application for the shares must be for a minimum of 100 shares. The number of shares for which application is made and the amount of the cheque, money order or cash attached should be entered in the spaces provided. A single applicant should write his/her full name and address in the spaces provided. All other joint applications should provide their full names and addresses in the space provided.

Each application should be forwarded together with cheque or cash for the full amount of the purchase price to any of the Receiving Agents listed below. Cheques and money orders must be crossed “**CAMPUS MUTUAL FUND SHARE OFFER**” and made payable to the Receiving Agent with whom the application is lodged. All transfer charges if any, must be paid by applicant by boldly endorsing and signing as commission to the drawer’s account number. No application will be accepted unless this has been done. All cheques will be presented upon receipt and all applications in respect of which cheques are returned unpaid will be rejected.

### **2. Dispatch of Contract Notes**

The Manager reserves the right to accept or reject any application. Application monies will be retained in a separate bank account by **CAMPUS MUTUAL FUND**, pending investment. Contract Notes for accepted applications will be sent by post at the applicant’s risk within twenty eight (28) days of the close of the offer. If any application is not accepted, the amount paid on application will be returned in full – either in person to the subscriber, through the post, or a designated bank account within 28 days of the close of the offer, or after 28 days, interest will be paid at the prevailing Bank of Ghana Prime Rate.

### **3. Receiving Agents**

Copies of the scheme particulars may be obtained free of charge from the office of SDC BROKERAGE SERVICES LIMITED below:

SDC Brokerage Services  
1<sup>st</sup> Floor,  
Former NPART Building,  
Adjacent AMA Accra,  
P. O. Box 14198  
Accra, Ghana



**CAMPUS MUTUAL FUND  
APPLICATION FORM (PART 1)**

Note: This form is required to apply for lump sum investments.

Please send the completed form to: SDC Brokerage Services Limited  
P.O.Box GP 14198, Accra, Ghana

**REGISTRATION DETAILS (CAPITAL PLEASE )**

*Single Application*

Title:Mr./Mrs./Ms./Other

**First Names:** .....

**Surname:** .....

**Permanent Address:** .....

.....

.....

**Day Time Tel.#:** .....

**Email Address** .....

**Occupation:** .....

**Name & Address of Employer:** .....

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**CAMPUS MUTUAL FUND LIMITED  
APPLICATION FORM (PART2)**

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Note: This form applies to Automatic Investment (Regular Monthly) Purchases only

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**Please send the completed form to:**  
**SDC Brokerage Services Limited, Hse # D921/3, Adjacent AMA**  
**P.O.Box GP14198, Accra, Ghana**

**REGISTRATION DETAILS (CAPITALS PLEASE)**

***Single Application***

Title:Mr./Mrs./Ms./Other	.....
<b>First Names:</b>	.....
<b>Surname:</b>	.....
<b>Permanent Address:</b>	..... ..... ..... .....
<b>Day Time Tel. #:</b>	.....
<b>Email Address;</b>	.....
<b>Occupation:</b>	.....
<b>Name &amp; Address of Employer:</b>	..... ..... ..... .....



**APPLICATION FORM (PART 1)**

Note: This form is required in applying for lump sum investments

**Joint Application**

**Title:** Mr./Mrs./Miss/Ms./Other

**First Names:** .....

**Surname:** .....

**Permanent Address:** .....

.....

.....

.....

**Day Time Tel #:** .....

**Email Address:** .....

**Occupation:** .....

**Name & Address of Employer:** .....

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.....

.....

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Signature of Owner: .....

Signature of Co-Owner: .....

Number of Shares for which (Minimum xxxxx) application is made

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Amount of cheque or Money Order or Cash attached

¢..... )

I/we being of legal age wish to purchase shares of the Campus Mutual Fund Limited and establish an investment Account as described in the prospectus .I/we enclose a cheque for ¢ \_\_\_\_\_payable to Campus Mutual Fund Limited as an initial investment (minimum ¢.....).I /We understand that this purchase will be executed at the applicable offering price next to be determined after this application is received by you.



APPLICATION FORM (PART 2)

Note: This form is required to apply for Automatic Investment (Regular Monthly) Purchases only

Joint Application

**Title:** Mr./Mrs./Miss/Ms./Other

**First Names:** .....

**Surname:** .....

**Permanent Address:** .....  
 .....  
 .....  
 .....

**Day Time Tel #:** .....

**Email Address** .....

**Occupation:** .....

**Name & Address of Employer:** .....  
 .....  
 .....  
 .....

Signature of Owner: .....

Signature of Co-Owner: .....

I / We being of legal age wish to purchase shares of the Campus Mutual Fund limited and establish an investment account as described in the prospectus. I / We here by authorise the transfer of € \_\_\_\_\_ from my / our account each month to be used in purchasing shares in the Campus Mutual Fund (minimum €xxxx plus sales charges). I understand that this purchase will be executed at the applicable offering price next to be determined after this application is received by you.



**APPLICATION FORM**

**Campus Mutual Fund Account No: 048-120-4283, Barclays Bank, High Street**

<b>Personal Details:</b> To be completed by all applicants First Applicant (Mr/Mrs/Miss).....Surname..... First name(s)..... Postal Address:..... Home Telephone #..... Business Telephone & Fax #..... E-mail..... Marital Status :Single/Married-Other..... Nationality..... Country of Residence.....  <b>Occupational Details</b> Occupation..... Name & Address of Employer..... ..... .....		<b>Joint Applicant (if any)</b> Title (Mr/Mrs/Miss):.....Surname..... First Name(s):.....  Investment For Children/Group:An account may be opened for a child 18 yrs.or below in the name of and held in trust for the child.An account can also be opened for a group to be held in by a representative of the group.Simply complete the Personal Details Section with the adult's/representative's full name and address and enter the chil(ren)'s/Group's name(s) below. Child(ren)Group Name..... ..... ..... Beneficiary(ies):.....Relationship:.....(%).....	
<b>Lump-sum Investment</b> I/We wish to invest Complete this section if you wish to make a single lump-sum payment. The minimum is currently €100,000. Please make a cheque out for the amount payable to ..... Other:..... <b>CAMPUS MUTUAL FUND SHARE OFFER</b>		<b>Regular Investment Plan</b> The minimum is €50,000 per month. I/We understand that any monies paid to Campus mutual fund Limited, under the terms of the regular Investment Plan will be used to purchase shares on my/our behalf at the price prevailing on the next valuation day after receipt of any monies. I/We wish to invest monthly €..... €..... €..... Other:.....	
<b>Signatures</b> All applicants: (If joint applicants, both must sign) I am /We are aged 18 years or over			
<b>First Applicant</b> Signature:.....Date.....		<b>Joint Applicant (if any)</b> Signature:.....Date.....	
<b>Part B</b>			
<b>Please read this section thoroughly and sign below if you agree with the operation and management of SDC Brokerage Services Limited Campus Mutual Fund</b>  Campus Mutual Fund is an opened -ended mutual fund. It is an equity fund and long term in nature. Campus Mutual Fund aims to accumulate capital for investors in stocks listed on regulated stock markets. A shareholder is advised to be in the fund for at least 3years before making withdrawals. Any withdrawals made before 3years is subjected to a sales commission of 1-3%.Return on Campus mutual fund is in the form of capital gain/loss and not guaranteed interest. The price at which shares in the fund are redeemed may be more or less than the cost to the shareholder depending on the price per share of the fund at the time of redemption The minimum monthly deposit of €..... or a lump-sum start up of €..... is applicable. All payments are by cross-Cheque / cash. All Regular Investment Plan Applicants should fill the Bank Transfer Form.  Name of Client..... Signature.....  Today's date is ..... Day ..... Month..... Year.....  Witnessed by: <b>Name of Investment Advisor</b> ..... Designation.....Signature.....  Today's date is .....Day..... Month ..... Year .....			

Kindly fill and return original to SDC Brokerage Services and keep duplicate copy.

