

PROSPECTUS / SCHEME PARTICULARS

OFFER FOR SUBSCRIPTION OF SHARES
IN
GALAXY BALANCED FUND LIMITED
(A Licensed Mutual Fund)

At GH¢0.50 per share
Payable in full on Application



...you create wealth, we manage it!!!

TABLE OF CONTENTS

DEFINITIONS	iv
GALAXY CAPITAL MONEY MARKET FUND LIMITED	vi
DISCLAIMER	vii
IMPORTANT INFORMATION	viii
THE OFFER	ix
PROSPECTUS SUMMARY	x
OFFER TIME TABLE	xii
1.0 THE MANAGER	1
2.0 THE CUSTODIAN AND OTHER PARTIES	3

3.0 CONSTITUTION AND OBJECTIVE OF GALAXY BALANCED FUND	4
3.1 The Fund	4
3.2 Investment Objective of the Fund	5
3.3 Investment Strategy of the Fund	5
3.4 Investment Policy of the Fund	5
3.5 Base Currency	6
3.6 Target Investors	6
3.7 Tax Incentive	7
3.8 Investment Discretion	7
3.9 Investment Restrictions	7
3.10 Dividend Policy	8
3.11 Borrowing Power	8
3.12 Management of the Fund	9
3.13 Custodian of the Fund	10
3.14 Liquidity of the Fund	10
3.15 Winding Up of Scheme	10
3.16 Accounting Date	10
4.0 CHARACTERISTICS OF INTEREST IN THE SCHEME	11
4.1 Organization of the Fund	11
4.2 Type of Interests	11
4.3 Share Certificates	11
4.4 Voting Rights	11
4.5 Dividend	12
4.6 Minimum Investment	12

5.0 VALUATION OF ASSETS , CHARGES, DISTRIBUTION AND FEES	13
5.1 Valuation and Pricing	13
5.2 Pricing Fund Shares	13
5.3 Fees Deductible from the Fund's Assets	14
5.4 Shareholder Fees paid directly from the investment of shareholders	17
6.0 THE ISSUE AND REDEMPTION OF INTEREST IN THE SCHEME	18
6.1 Issue of Share	18
6.2 Front Load	20
6.3 Redemption of Shares	20
6.4 Exit Fees	20
6.5 Reservations	21
6.6 Publication of Share Price	21
6.7 Market for the Shares	21
6.8 Suspension of Dealings in Interests	21
7.0 RISK FACTORS	23
8.0 GENERAL AND ADDITIONAL INFORMATION	26
8.1 Guarantee of Minimum Initial Subscription	26
8.2 Reports	26
8.3 Meetings, Attendance and Voting	26
8.4 Inspection of Documents	27
8.5 Complaints Reporting	27

8.6 Regular Investment Plan	28
8.7 Account Information Changes	28
8.8 Taxation	28
8.9 Additional Information	29

9.0 APPLICATION AND DISPATCH OF CONTRACT NOTE	30
--	-----------

9.1 Application	30
9.2 Receiving Agent	30
9.3 Dispatch of Contract Notes	30

10.0 FORM	32
------------------	-----------

DEFINITIONS

“Application Form”	The application form attached hereto.	“the Fund Manager” or “The Manager”	Galaxy Capital Ltd.
“BoG”	Bank of Ghana.	“GSE”	Ghana Stock Exchange.
“Bid Price”	The price an investor will receive for one share on redemption.	“GOG”	The Government of Ghana.
“Business Day”	Monday to Friday excluding any day designated by the Government of Ghana as a public holiday.	“The Fund”	Galaxy Balanced Fund Limited.
“Closing Date”	The date that the Application for the Offer closes.	“the Offer”	The Offer of shares of the Galaxy Balanced Fund to the general public within the Offer Period.
“Code”	Companies Act of 1963, Act 179.	“Offer Period”	The period between the opening and the closing dates of Application as approved by the Securities and Exchange Commission. The Initial offer will last for 15 working days.
“Continuous Offer”	Offer of the Galaxy Balanced Fund shares after closing of the initial offer.	“Offer Price”	The price an investor will pay for one share when subscribing to the Fund after the initial subscription period.
“Custodian”	CAL Bank Limited.	“Opening Date”	The date that the Application for the Offer opens.
“the Directors”	Board of Directors of Galaxy Balanced Fund Limited.		

“Open Ended Mutual Fund”	A mutual fund that has an unlimited number of shares in issue and has no restrictions on the amount of shares to issue such that the fund creates shares for investors who want to buy shares and buys back from investors who want to sell	“the Scheme”	Galaxy Balanced Fund.
“Payment Date”	The date on which distributable income from the Fund shall be paid into the accounts of Shareholders.	“SEC” or “The Commission”	Securities and Exchange Commission of Ghana.
“Receiving Agent”	CAL Bank Limited Zenith Bank Limited Galaxy Capital Limited	“Shareholder” or “Investor”	Any holder of the shares of the Galaxy Balanced Fund.
“Regular Investment Plan”	A regular investment plan exists for the benefit of investors who would like to purchase shares on a regular basis. The initial minimum deposit is set at GH¢50 and the additional deposit for investors on the regular investment plan purchase is set at a minimum value of GH¢10	“Sponsor” & “Administrator”	Galaxy Capital Limited
		“Subscription Period”	The period within which the Application for the Offer will remain open to the public.
		“Subscription Price”	The price at which a share of the Fund will be offered to the public during the Offer Period.
		“Valuation Day”	The assets of the Fund shall be valued at the close of each business day.

GALAXY BALANCED FUND LIMITED

Galaxy Balanced Fund Limited (“The Fund”) is an open ended mutual fund which seeks to achieve sustainable growth in capital and income by investing in a diversified portfolio of listed equities and fixed income securities over the medium to long term.

DISCLAIMER

This Prospectus has been seen and approved by us the Directors of the Fund, and we collectively and individually accept full responsibility for the accuracy of the information given and that after making all reasonable inquiries and to the best of our knowledge and belief there are no facts; the omission of which would make any statement in the document referred to above misleading.

A copy of this Prospectus has been delivered to the Registrar of Companies, Ghana, for filing. The Registrar has not checked and will not check the accuracy of any statements made and accepts no responsibility therefore or for the financial soundness of the issuer or the value of the securities concerned.

This Prospectus has been reviewed and approved by the Securities and Exchange Commission in accordance with Section 9 of the Securities Industry Law, 1993 (PNDCL 333) as amended. In its review, the Commission examined the contents of the prospectus to ensure that adequate disclosures have been made. To ascertain the financial soundness or value of the securities on offer, investors are advised to consult a dealer, investment advisor or other professional for appropriate advice.

Mutual funds and securities investments are subject to market risks and there is no assurance or guarantee that the objective of the Scheme will be achieved. As with any investment in securities, the NAV of the shares issued under the Scheme can go up or down depending on the factors and forces affecting the capital markets. Past performance of the Sponsor/Mutual Fund is not indicative of the future performance of the Scheme.

The Sponsor is not responsible or liable for any loss resulting from the operation of the Scheme beyond their initial contribution towards the setting up of the Mutual Fund and such other accretions and additions to the corpus.

The NAV of the Scheme may be affected, inter alia, by changes in the market conditions, interest rates, trading volumes, settlement periods and transfer procedures. The mutual fund is not assuring that it will make periodical dividend distributions. However, dividend policy is subject to the approval of the Board of Directors of the Fund.

For details of scheme features and for scheme specific risk factors, please refer to the Scheme Information Document.

IMPORTANT INFORMATION

If an investor is in doubt as to what action you should take, it is recommended that you review this Prospectus thoroughly and seek independent financial advice, where appropriate, from your accountant, solicitor or other independent financial advisor, in order to reach a judgement in respect of this Offer.

The distribution of this document and the offering of the Shares in certain jurisdictions outside of Ghana may be restricted by law; persons into whose possession this document comes are required by the Manager to inform themselves about, or observe any such restrictions. This document does not constitute an offer, and may not be used for the purpose of an offer to, or solicitation by, anyone in any jurisdiction or in any circumstances in which such offer or solicitation is not authorised or is unlawful.

The shares are offered on the basis of the information and representations contained in this Offer document and other

documents referred to herein. Any further information given or representations made by any person may not be relied upon as having been authorised by the Directors, the Custodian or the Manager.

Persons interested in acquiring shares should inform themselves as to: -

- 1) Any foreign exchange restrictions or exchange control requirements, which they might encounter on the acquisition of shares.
- 2) The income tax and other taxation consequences which might be relevant to the acquisition, holding or disposal of shares.
- 3) The details of the Custodian Agreement and the supplemental deed governing the FUND can be inspected at the company's registered office.

THE OFFER

The Fund is initially offering a minimum of 200,000 shares. Galaxy Balanced Fund is an open-ended mutual fund and, consists of an unlimited number of shares at **an initial cost of GH¢0.50 per share.**

The minimum investment purchase of shares under the IPO is set at 100 shares and thereafter in multiples of 20 shares.

The prospectus is being issued under the Securities Industry Law 1993 (P.N.D.C.L 333) as amended and the Unit Trusts and Mutual Funds Regulations (L.I 1695). Copies of the prospectus, together with copies of documents specified

therein, have been delivered to the Securities and Exchange Commission.

The initial offering period for shares of the Galaxy Balanced Fund will begin from 9:30am on April 7, 2016 and end 5:00pm on April 27, 2016.

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 office below:

GalaxyCapital
Limited

751/3, 1st Otswe Street, Off Accra - La Road
Opposite Jokers & Near La General Hospital, Accra
Tel: 050 143 5980 - 2 / 024 276 9066

PROSPECTUS SUMMARY

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

The following information should be read with the full text to this Prospectus, from which it was derived.

Manager/Sponsor:

The Fund is sponsored and managed by Galaxy Capital Limited. The company is licensed by the Securities and Exchange Commission.

Custodian to the Fund:

CAL Bank Limited

Initial Offer Price

GH¢0.50 per Share

Minimum Subscription:

100 Shares and in multiples of 20 shares thereafter

Subscription Method:

Directly in personal or banker's cheques or direct cash lodgements with receiving agent as specified in the Offer document

Payment Terms:

In full on application

Nature of the Fund:

Galaxy Balanced Fund is an open-ended mutual fund scheme. After the Offer period, which will last for a period of 15 working days, additional shares in the Fund will be created and purchased on demand by subscribers on an on-going basis at a price computed in accordance with the Unit Trusts and Mutual Funds Regulations, L.I. 1695 approved basis of offer price computation. The Fund is a legal entity incorporated as a public company limited by shares under the Companies Act, 1963, Act 179. The Fund is managed under the control and supervision of a Board of Directors. The Board of Directors appoints and contracts the fund manager through the execution of a fund management agreement. The Custodian, who shall be vested with all the assets of the Fund, is mandated by the Law and Regulations to protect the interest of investors.

Investment Objective:

The Galaxy Balanced Fund is an investment vehicle with the objective of mobilising funds for investment in fixed income instruments and listed equities by way of a collective investment scheme.

The Fund seeks to achieve sustainable growth in capital and income by investing in a diversified portfolio of listed equities and fixed income securities over the medium to long term.

Target Investors:

The Fund is open to individuals, companies, societies, pension funds, churches, educational institutions and provident funds, irrespective of nationality.

Valuation of Shares:

The assets of the Fund shall be valued at the close of business day. The price per share shall be computed by dividing the value of the securities held by the Fund plus any cash or other

assets (including interest and dividends accrued but not yet received) minus all liabilities (including accrued expenses) divided by the total number of outstanding shares at such time. Expenses including the fees payable to the Manager are accrued daily.

Redemption Method:

Investors seeking to redeem all or any part of their interest can do so by giving notice in writing to the Managers of the Fund. Investors' holdings will be redeemed by the Fund at the prevailing share price at the time of redemption.

Mandatory Subscription:

As required under the Unit Trusts and Mutual Funds Regulations, 2001, L.I 1695, the Sponsor of The Fund shall subscribe a minimum of five percent (5%) of the minimum initial subscription as required by regulation 7(4) of L.I. 1695.

OFFER TIME TABLE

EVENT	DATE
Launch / Offer Opens	April 7, 2016
Offer closes	April 27, 2016
Continuous Offer Period Begins	April 28, 2016

1.0 THE MANAGER

Name of Manager:	Galaxy Capital Limited
Country of Incorporation:	Ghana
Registration Number:	CS266362013
Nature of Corporation:	Limited Liability Company
Principal Place of Business:	Galaxy Capital Limited 751/3, 1st Otswe Street Off Accra - La Road Opposite Jokers & Near La General Hospital, Accra

DIRECTORS OF THE MANAGER

NAME	POSITION	OTHER AFFILIATIONS	OCCUPATION
Mrs. Pearl Ensua MENSAH	Chairperson	Feniks Limited Ashesi University College Global Media Alliance Limited SPD Development Limited	Accountant, Banker
Mr. Mac Roberts KITTOE	Director	Galaxy Microfinance Limited Galaxy Property Limited	Banker
Mr. Seth KUGBLEBU	Director	Galaxy Microfinance Limited Galaxy Property Limited	Sales and Marketing Expert

DIRECTORS OF THE MANAGER (cont.)

NAME	POSITION	OTHER AFFILIATIONS	OCCUPATION
Mr. Samuel BRIGHT-KAITOO	Director	Galaxy Microfinance Limited Galaxy Property Limited	Investment Banker
Ms Gladys Afarchoe ODOI	Secretary	Galaxy Microfinance Limited Afram Publications Limited	Administrative Secretary

DIRECTORS OF THE FUND

NAME	POSITION	OTHER AFFILIATIONS	OCCUPATION
Suzy Aku PUPLAMPU	Chairperson	OAK Partners Limited PsyconHR Limited	Accountant Investment Banker
Hubert SEVOR	Director	Galaxy Microfinance Company Limited Gavel & Cross Solicitors	Lawyer
Patrick OTIEKU-BOADU	Director	Victory Bible Church	Reverend Minister

2.0 THE CUSTODIAN AND OTHER PARTIES

CUSTODIAN:

Name of Custody:	CAL Bank Limited
Country of Incorporation:	Ghana
Registration Number:	C - 37, 181
Nature of Incorporation:	Limited Liability Company
Principal Place of Business:	No 23 Independence Avenue, Accra
Address:	P.O. Box 14596, Accra.
Telephone:	+233 (0) 302 680061-9, 302 680079, 302 661260
Fax:	+233 (0) 302 661261
Email Address:	custodyservices@calbank.net
Paid up Capital:	GH¢ 100,000,000.00
Principal Business Activity:	Custody Services, Commercial Banking, Corporate & Investment Banking.

Directors of the Custodian:

Paarock Asuman VanPercy (Chairman)
Frank Brako Adu Jnr. (Managing Director)
Philip Owiredu
Malcolmn Dermott Pryor
James Chamberlain Brenner
Kobina Quansah
Eduardo Gutierrez
Noel Addo
Ken Kobina Dela Alor
Helen Nankani

**Secretary to the Board of
the Custodian:**

Veritas Advisors Limited

OTHER PROFESSIONAL PARTIES:

Solicitor to the Fund:

Gavel & Cross, Solicitors
No. 4, Kofi Djata Street, Dzorwulu - Accra.

Auditors to the Fund:

Forbes Consult International
Behind Crystal Palm Hotel, Tesano - Accra.
P.O. Box 19400, Accra-Ghana

Receiving Agents:

CAL Bank Limited
Zenith Bank Ghana Limited
Galaxy Capital Limited



3.0 CONSTITUTION AND OBJECTIVE OF THE GALAXY BALANCED FUND

Name of Scheme:	Galaxy Balanced Fund Limited
Country of Incorporation:	Ghana
Date of Incorporation:	25th March 2014
Registration Number:	CS395392014
Nature of Corporation:	Limited Liability Company
Nature of Scheme:	Authorised Mutual Fund
Promoters of the company:	Galaxy Capital Limited
Duration of Scheme:	Indefinite

3.1 The Fund

Galaxy Balanced Fund is an authorised open-ended mutual fund promoted and sponsored by Galaxy Capital Limited.

The Fund is an investment vehicle established in Ghana with the objective to mobilise funds for investment in well selected listed equities and fixed income instruments by way of a collective investment scheme. The strength of this vehicle lies in the large number of individual investors who together can provide the necessary funds to enable investments in listed and unlisted equities as well as fixed

income securities, with the possibility of high earnings. The investment capital of the Fund is to be made up of the subscriptions of investors to shares of the Fund. Being an open-ended fund, shares therein shall be created, offered and redeemed on an on-going basis throughout the life of the Fund. The price at which the shares will be offered and redeemed will be determined by the Net Asset Value of the Fund and specifically will reflect such proportion of the Net Asset Value of the Fund as is attributable to each existing share in the Fund as at the time of each creation and redemption. The determination of Net Asset Value

creation, valuation and redemption of shares are detailed in the sections that follow.

There will be an Offer period during which shares may be purchased at GH¢0.50 per share by investors. The minimum subscription for success is GH¢100,000.00 (One Hundred Thousand Ghana Cedis). The initial Offer period lasts for 15 working days. The Offer will open on April 7, 2016 and will close on April 27, 2016.

The Fund is a legal entity constituted under the Companies Act of 1963, Act 179. Subject to such powers and provisions in favour of investors in the Fund as is contained in the Regulations of the Company, the interest of investors shall be protected by the Custodian, who shall be vested with, and stand possessed of, the assets of the Fund and any income thereon.

The Fund's principal place of business is at 751/3, 1st Otswe Street, Off Accra - La Road. Galaxy Capital Limited being duly licensed by the Securities and Exchange Commission as Fund Manager and Investment Advisors will serve as Manager and Administrator of the Fund and will provide all investment advisory services required.

3.2 Investment Objective of the Fund

The Fund seeks to achieve sustainable growth in capital and income by investing in a diversified portfolio of listed

equities and fixed income securities over the medium to long term.

3.3 Investment Strategy of the Fund

The Fund seeks to achieve its objective through investment in a diversified portfolio of listed equities and fixed income securities.

The strategy of the Fund is to:

- Invest in high growth and strategic sectors of the economy mainly in stocks listed on the Ghana Stock Exchange.
- Seek growth in periods of rising market and to preserve capital in periods of market decline and uncertainty.
- Offer a well-diversified blend of securities to the Fund in such a way that the Fund's portfolio will be well cushioned to withstand any market volatility.
- Periodically review and modify investment and investment strategies as market conditions change.

3.4 Investment Policy of the Fund

1. The Fund is authorized to invest in listed equities and fixed income securities. It will invest in a full range of the asset class to achieve its investment objective. The Fund's investments shall include the following:

a. Investment in Fixed Income Securities

Investments in fixed income securities such as treasury bills, commercial papers, debentures, fixed deposits and bonds issued by Government of Ghana and blue-chip companies. This will also include other short and money market securities.

c. Investment in cash and cash equivalent**b. Investment in Listed Equities**

Investment in well selected equities on the Ghana Stock market and international stock exchanges in emerging markets with approval from the Securities and Exchange Commission.

ASSET	PERCENTAGE	REBALANCING RANGE
Fixed Income Securities	45.00%	+/- 15.00%
Equity	45.00%	+/- 10.00%
Cash & cash equivalents	10.00%	+/- 5.00%
TOTAL	100.00%	

- The investment advisor will be responsible for determining the eligibility of assets to be held and will be expected to fully comply with investment policy guidelines approved by the Board of Directors of the Fund.
- In the interest of prudence and efficient management of the Fund, the Manager will maintain prudent levels of liquidity.
- The Manager is authorized to invest in other collective investment schemes whether managed by the Manager,

its associates or by any other person up to 10 per cent. The assets of the scheme may be invested in an asset which is managed by the Manager.

3.5 Base Currency

The base currency of the Fund is the Ghana Cedi (GH¢).

3.6 Target Investors

Galaxy Balanced Fund is open to individuals, companies, societies, pension funds and provident funds, irrespective of nationality. The Fund is suitable especially for the following classes of investors:

- (i) Ghanaian citizens and institutions (including those based abroad),
- (ii) Foreigners and foreign institutions (including those based in Ghana),
- (iii) Associations, companies and investment clubs,
- (iv) Religious organisations and educational institutions,
- (v) Pension funds and
- (vi) Other mutual funds.

3.7 Tax Incentive

Galaxy Balanced Fund is designed and structured to take full advantage of the tax incentive provided by the Internal Revenue Act 2000 (Act 592) to Mutual Funds and Unit Trusts. This is to allow the Fund as well as investors an opportunity to maximise their returns from their investment in the Fund.

These include:

- (i) Exemption from taxation of interest/dividends or any income of mutual funds and
- (ii) The exemption from taxation of dividends or interest income distributed by mutual funds to its shareholders.

However, since tax laws are subject to change, it is impossible for the Manager to guarantee investor's current or future income after tax under the Fund.

3.8 Investment Discretion

Investments of the Fund will be undertaken at the discretion of the Fund Manager acting in accordance with the Fund's stated objectives, policies and restrictions as approved by the Board of Directors. Within these limits, the Fund Manager will be responsible for all decisions regarding investment strategies, types, amounts and timing of investments to be undertaken by the Fund.

3.9 Investment Restrictions

The Fund Manager shall observe the following restrictions in accordance with the Fund's policies and in line with regulatory requirements;

- The Fund shall not invest in commodities, futures or options.
- The Fund shall not invest more than 10 per cent of its total net assets in any type of real estate other than the securities of real estate companies or companies that have engaged in real estate investment activities.
- The Fund shall not invest more than 25 per cent of the net asset value of the scheme in securities issued by a single issuer.
- The Fund shall not invest more than 10 per cent of the net asset value of the scheme in any particular class of securities issued by a single issuer.
- The Fund shall not invest more than 10 per cent of the

net asset value of the scheme in any other collective investment schemes issued by a single issuer.

- The Fund shall not invest more than 15 per cent of the total net asset value of the scheme in securities not listed or quoted on an authorised stock exchange.
- The Fund shall not 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.
- The Fund shall not make any investment that will result in the Manager, Custodian or the scheme gaining management control of a company in which the investment has been made.
- The Fund shall not make short sales of securities or maintain a short position.
- The Fund shall not acquire any securities which are unpaid or partly-paid for.
- The Fund shall not 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.
- The Fund shall not enter into underwriting or sub-underwriting contracts in relation to the subscription or purchase of any investment.
- Invest in any securities of a class in a company or other

body if any officer or collectively, officers of the Manager of the scheme own more than 5 per cent of the total nominal amount of the securities of that class issued by the company or body.

Changes in prices of securities or properties may result in the above restrictions being affected.

3.10 Dividend Policy

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

3.11 Borrowing Power

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 in 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 Fund.
- 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. The custody and control of a person other than the custodian in consequence of any charge or pledge, the provisions of the regulations 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 part of the deposited property may be registered in the lender's name or

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's agent with respect to the property scheme.
4. Any cash raised by borrowing for the schemes shall constitute a part of the assets of the scheme.

3.12 Management of the Fund

The Fund has appointed Galaxy Capital Limited as the Manager and will provide investment management and advisory services as well as administrative services. For the efficient management of the Fund, the Directors of the Fund has entered into an investment advisory and management agreement with the Manager. Under this agreement the Manager is obligated to perform administrative and management services. The Manager will receive for its

services, management fee of 1.5 percent of the value of the Fund.

The management of the Fund will be based on sound research analysis in various sectors of the economy where the Fund may find attractive to invest or do business. The buying, selling or holding of a particular security will rest with the Manager subject to the review and approval of the Board of Directors.

3.13 Custodian of the Fund

The Fund has appointed CAL Bank Limited as Custodian of the Fund's assets, including the securities and cash of the Fund which will be held on behalf of the Fund either directly by CAL Bank Limited, or agents of CAL Bank Limited.

The Custodian shall ensure that assets are held in accordance with the Securities Industry Law 1993, (PNDC 333) as amended from time to time.

3.14 Liquidity of the Fund

The Manager of the Fund will at all times maintain prudent levels of liquidity.

3.15 Winding Up of Scheme

The Fund will be wound up in accordance with the Companies Code of Ghana, Act 179:

1. If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Companies Code Act, 1963 (Act 180) or by the Bodies Corporate (Official Liquidations), divided amongst the members in specie or kind the whole or part of the assets of the Company, whether they shall consist of assets of the same kind or not, and may for such purpose set such value as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
2. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall think fit.
3. Notwithstanding the foregoing no member shall be compelled to accept any securities whereon there is any liability.

3.16 Accounting Date

The accounting period of the scheme or the fund shall begin from the 1st day of January and end on the 31st day of December in each calendar year, except for the year of establishment.

4.0 CHARACTERISTICS OF INTEREST IN THE SCHEME

4.1 Organization of the Fund

The Fund was incorporated under Ghanaian law on 25th March, 2014. It has authorized shares of 100,000,000 common shares of no par value. Each share has one vote.

An investor will be entitled to participate in the property and the income of the Fund in proportion to his/her holdings.

The shareholders of the company have the same rights of a shareholder under the Companies Code, 1963 (ACT 179).

4.2 Type of Interests

Interest in the Fund will be in the form of shares. Each interest represents one undivided share in the assets of the Fund. Investors' interest in the Fund will be shares which will have same and equal rights. Shareholders are entitled to participate in the assets of the Fund in proportion of their respective holdings, that is, shares.

4.3 Share Certificates

Certificates of interest shall be issued to investors within 5 working days after payment of interest. However, receipt issued for cash/cheque payment can be used as evidence of title should the delivery of the certificate delay.

4.4 Voting Rights

Shareholders are entitled to vote on matters submitted to shareholders' vote. Each share is entitled to one voting right at a meeting of investors.

The voting rights of shareholders are as follows:

On a show of hands, each member and each proxy lawfully present at the meeting shall have one vote, and on a poll, each member present in person or by proxy shall have one vote for each share held.

In the event of a postal ballot being directed pursuant to sub-sections (6), (7) and (8) of Section 170 of the Companies

Code, each member entitled to attend and vote at the meeting shall have one vote for each share held by him.

4.5 Dividend

It is the intention of the Fund to re-invest all its interest income and dividends, 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 share of the Fund they hold.

4.6 Minimum Investment

The minimum number of shares an investor may purchase during the IPO is 100 initially priced at GH¢0.50 per share

and thereafter in multiples of 20 shares. Thus, the initial investment amount is GH50.00 and in multiples of GHC10 thereafter.

After the IPO, additional investments shall be a minimum of GHC20 by lump sum investments and GHC10 by regular investment plan.

If a shareholder reduces his or her total investment in the Fund to less than GHC20 shares, the investment will be subject to mandatory redemption.

5.0 VALUATION OF ASSETS, CHARGES, DISTRIBUTION AND FEES.

5.1 Valuation and Pricing

1. The offer and redemption prices of the scheme shall be calculated on the basis of the net asset value of the scheme divided by the number of interests or shares outstanding.
2. The offer and redemption prices of the scheme may be adjusted by the fees, levies and charges permitted to be made from the assets of the scheme in accordance with the Regulations.
3. An issue price quoted or published shall be the maximum price payable on the purchase of interests and the redemption price shall be the net price receivable on the redemption of interests.
4. There shall be no further charges payable by investors other than stamp duty or other taxes.

5.2 Pricing Fund Shares and Valuation

The price of Fund shares, called the Net Asset Value (NAV) per share, shall be expressed in the base currency which is the Ghanaian Cedi. The Net Asset Value per share will be determined in respect of any valuation day by dividing the net assets of the Fund, being the value of the assets of the Fund less liabilities, by the number of Fund shares then outstanding and shall be rounded up or down to two decimal places as the Board of Directors will decide.

In valuing the assets, the following shall be considered to guide the process:-

1. Listed or quoted securities that are traded on a Stock Exchange are valued at the most recent closing pricing on the Exchange.
2. Over the counter (OTC) securities are valued at the average of current bid and offer prices.

3. Fixed income securities are valued by the amortized cost method which involves valuing a debt obligation in reference to its cost, rather than market value. An instrument is valued at cost and thereafter assumes a constant amortization to maturity of any discount or premium regardless of the impact of fluctuating interest rates on the market value of the instrument. Thus, unquoted fixed income securities shall be valued at historical cost plus accrued interest to date.

While this method provides certainty in valuation, it may result in periods during which value, as determined by amortized cost, is higher or lower than the price the Fund would receive if it sold the instrument.

4. The value of investments not listed or quoted shall be based on the net asset value per share based on the last available financial statements subject to an adjustment upwards or downwards of up to 10 per cent to take into account post balance sheet market conditions except that any adjustment in the price by more than 10 per cent in view of market conditions may be made only in consultation with the Board of Directors of the Fund.

The Manager shall keep all records used to support the valuation of securities.

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.

The first valuation of the Fund's assets shall be done on the last working day of the week following the ending of the Initial Public Offer (IPO).

Shares purchased during the IPO shall be at a fixed price and no fee will be charged for the purchase.

The Net Asset Value (NAV) is the price at which shares are issued and redeemed. It is the basis for determining management fees and custodian charges.

5.3 Fees Deductible from the Fund Assets

5.3.1 Remuneration of the Manager

The Manager shall be entitled to receive the management fee.

- a. The Management Fee will be calculated as 1.5 (%) per annum of the value of the net assets of the Fund divided by 364 (or, in a leap year, 365) and multiplied by the number of days comprised in the relevant month order.

The Management Fee shall be accrued on a daily basis and paid in the successive calendar monthly periods ("payment periods"). The management fees shall not exceed a maximum of 2.5(%) per annum of the value of the net assets of the Fund. The management fee will be

paid out of the assets of the Fund to the Manager.

In the event that the Fund's income is insufficient, the balance will be carried forward as a cumulative charge against subsequent income.

The fee structure shall be valid for a period until it is changed at an Annual General Meeting (AGM) of shareholders.

- b. Any indirect tax chargeable in respect of services supplied by the Manager in consideration of the Management Fee shall be paid out of the assets of the Fund.

5.3.2 Remuneration of the Custodian

- a. The Custodian is entitled to receive remuneration for its services which (together with any indirect taxation thereon) shall be paid out of the net asset of the Fund. Such remuneration shall consist of a periodic charge calculated in accordance with sub-clauses (b) and (c) below.
- b. Subject as stated herein, the periodic charge payable to the Custodian shall be calculated in respect of successive calendar month periods ("Payment Periods") provided that no charge shall be payable in respect of the initial offer period and the first Payment Period shall begin on

the day following the end of the initial offer period and end on the last day of the month in which such offer period expires and in respect of the first Payment Period the relevant valuation point shall be the first valuation point of the Fund following the end of the initial offer period;

- c. The amount of the periodic charge for each such Payment Period shall be calculated as such percentage (as the Manager and the Custodian shall in their discretion from time-to-time agree) of the value of the assets of the Fund divided by 364 (or, in a leap year, 365) and multiplied by the number of days (including fractions of a day) comprised in the relevant Payment Period;
- d. For the purposes of calculating the Custodian's periodic charge in respect of any Payment Period, the net asset value of the Fund shall be used; and
- e. In the event of a winding up of the Fund, the final Payment Period for the purpose of calculating the Custodian's periodic charge shall end on the day on which the final distribution in such winding up shall be made or, in the case of a winding up following the passing of an extraordinary resolution at a meeting of shareholders pursuant to the Regulations such other day as may be specified by the resolution of the terms

of the Fund or proposal thereby approved.

- f. The calculation of the remuneration to which the Custodian is entitled under this Regulation shall be made without taking into account any indirect taxation in respect thereof.
- g. Any amount of remuneration payable to the Custodian calculated under sub- Regulation (b) above in respect of any Payment Period shall accrue on a daily basis and shall be paid to the Custodian on or as soon as possible after the date on which the relevant Payment Period ends.
- h. 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. However out – of – pocket expenses will be incurred only after obtaining clearance from the Fund.

5.3.3 Remuneration of Directors

The fees of executive directors will be paid out of the property of the Fund after approval by shareholders at an annual general meeting.

5.3.4 Other Expenses Chargeable to the property of the Fund

- a. The Manager shall be entitled, out of the assets of the Fund, to make payments to service providers including registrars, auditors and distribution services, by way of remuneration for their services.
- b. The Manager is also entitled to make payment by way of contributions to the expenses of regulatory bodies out of the Fund.
- c. The Manager shall be entitled, out of the assets of the Fund, to meet the costs incurred in connection with the production, distribution and the mailing thereof of clients' statements, certificates of title, financial statements and other materials.
- d. Accounting and legal expenses; cost of maintaining the Fund's existence; cost of shareholders' meetings; and the cost of preparing and printing prospectus and statements of additional information will be borne by the Fund.
- e. All other expenses of 1.5 (%) per annum shall be accrued on a daily basis and shall not exceed 1.5 (%) per annum.
- f. Initial Public offer (IPO) expenses shall be accrued over a one year period.

5.4 Shareholder Fees paid directly from the investment of shareholders

5.4.1 Front Load

The Fund shall charge no front load upon purchase.

5.4.2 Back Load/ Exit Fees

The Fund shall charge a back load upon redemption. A sliding charge of 4 percent on funds redeemed during the first year of investment, 3 percent during the second year,

2 percent during the third year, 1 percent during the fourth year and no charge thereafter.

6.0 THE ISSUE AND REDEMPTION OF INTEREST IN THE SCHEME

The shares of the Fund are not listed on the Stock Exchange.

6.1 Issue of Shares

Applicants may set up a new account to buy Fund shares. When applicants purchase Fund shares, the shares are purchased and issued at the last published price on the date of receipt of the request.

Applicants may buy shares of the Fund on any business day within normal business hours that is between 8am GMT and 4pm GMT by filling an application form accompanying this Prospectus or as prescribed from time to time.

The Manager will be available to receive request for the issue and redemption of shares between 8am GMT and 4pm GMT on Mondays to Fridays except on statutory public holidays. Applicants settling in a currency other than the base currency of the Fund may experience a delay in processing the application to allow for currency conversion. Payment of the total amount due should be made in Ghanaian Cedis. However, payment can be made in a freely convertible currency and the necessary foreign exchange transaction

will be arranged on behalf of and at the expense of the applicant. Shares will be issued and redeemed on any day except Saturdays, Sundays and statutory public holidays.

The issue of shares is conditional upon receipt of subscription monies and cleared funds by 4p.m. GMT on a valuation day. If timely settlement is not made, an application may lapse and be cancelled. In such circumstances, the Fund has the right to bring an action against the defaulting applicant to obtain compensation for any loss directly or indirectly resulting from the failure by the applicant to make good settlement by the settlement date.

No shares of any Fund will be issued during any period when calculation of the net asset value per share is suspended by the Fund.

Notice of any suspension will be given to applicants for shares, and applications made or pending during such suspension may be withdrawn by notice in writing received by the Fund prior to the lifting of such suspension. Unless withdrawn, applications will be considered on the first

Valuation Day following the end of the suspension, as if received on that Valuation Day.

6.1.1 Initial Offer of Shares

The initial offer will be opened for 15 working days inclusive of the days on which the offer begins and ends. Two Hundred Thousand (200,000) shares will be on offer at an initial price of GH¢0.50 per share. A minimum amount of GH¢100,000 is expected to be raised during the offer.

The minimum initial purchase per investor shall be 100 shares and subsequently in multiples of 20 shares. Subject to receipt of the subscription monies in full and the registration particulars, contract notes together will be dispatched in accordance with the applicant's instructions to the applicant or his nominated agent at the risk of the applicant. If any application is not accepted in whole or in part the subscription monies (without interest) will be returned by crossed cheque to the applicant within 14 working days after the closure of the Offer.

Monies are deemed to have been returned to the applicant when an announcement is made in the media for the applicants to collect their monies. The right is reserved by the Board of Directors to reject any application. No shares of the Fund will be issued during any period when calculation of the net asset value per share is suspended by the Fund. The receiving agents are:

CAL Bank Limited.
Zenith Bank Ghana Limited.
Galaxy Capital Limited

6.1.2 Regular Investment Plan:

This is a purchase plan that allows applicants to make payments to the Manager on a periodic basis to purchase shares in the Fund.

Money may be transferred automatically from the applicant's bank account on a monthly basis or through the issue of post-dated cheques periodically to the Manager for investment in the Fund.

The Fund will not be responsible for the consequences of delays and any charges imposed by the applicant's bank. The Fund may alter or terminate this arrangement at any time. Investments for the regular purchase plan may also be done by cash payment to the Manager or the designated agents of the Manager.

6.1.3 Minimum Investments

The initial minimum investment value for investors is GH¢50 and multiples of GH¢10 thereafter. After the IPO, additional investments should be a minimum of GH¢20 by lump sum investments and GH¢10 by regular investment plan.

6.2 Front Load

The Fund shall charge no front load upon purchase.

6.3 Redemption of Shares

Shareholders can redeem some or all of their Fund shares within normal business hours on every business day. Investors seeking to redeem all or part of their shares can do so by filling a standard form and subsequently handing over his or her certificate(s) to the Manager.

The Manager shall on receipt of a notification from an investor to redeem all or any part of the shares in the investor's holding, proceed to do so at the net asset value per share as at the date of the request less any charges attached to the redemption.

A request for redemption should be satisfied by the Manager on "first come first served" basis.

If a redemption request would result in a shareholder's investment in the Fund being less than GHC20, the Company may redeem the full amount in that Fund and pay the proceeds to the Shareholder. Also, the minimum value for partial redemption is GH¢20.

If a shareholder redeems a portion of his/her shares in the Fund, the Manager shall give notification and evidence for the balance.

The redemption price on the applicable business day shall be payable to the shareholder within the prescribed settlement period.

Notwithstanding the above, any redemption by an investor amounting to or in excess of 3 percent of the Net Asset Value of the Fund shall be settled within 10 working days.

6.4 Exit Fees

The Manager shall receive as fees a redemption charge. An exit load of 4 percent shall be charged on funds redeemed during the first year of investment, 3 percent during the second year and 2 percent during the third year, 1 percent during the fourth year, there shall be no charge after the third year. The redemption charge which shall be paid to the Manager at the time of redemption shall be deducted from the price of the shares before redemption.

6.5 Reservations

The Fund may stop offering its shares at any time and may reserve the right to reject any order for the purchase or exchange of shares. The Fund may also modify the conditions of purchase at any time and such information would be included in the updated scheme particulars. The Fund reserves the right to close an account if, in the opinion of the Fund the account is suspected of being opened for fraud or money laundering purposes. The Fund reserves the right to revise or terminate the telephone redemption

privilege at any time. In the event that a Fund suspends telephone redemption privileges, shareholders will still be able to redeem their shares by mail. A fax, e-mail and telephone indemnity must be provided by anyone who wishes to send instructions by fax, e-mail and telephone.

6.6 Publication of Share Price

The Manager shall publish the Fund's share price on every business day at the registered office and the website of the Manager.

1. The most recent issue and redemption prices will be published after determination of the Net Asset Value on every business day. However, 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 shareholders.
2. The prices published in consequence of (a), shall be those calculated at the last valuation point prior to the publication of the prices.

6.7 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. All shares shall be issued or redeemed at the last published price on the date of receipt of the request.

6.8 Suspension of Dealings in Interests

1. The Manager may, with the approval of the Board of Directors of the Fund suspend all dealings in the Fund during:-
 - (i) Any period when the stock exchange on which any investments that forms a part of the assets of the Fund at that period are listed, is closed or when dealings on the exchange is restricted or suspended.
 - (ii) The existence of 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.
 - (iii) Any breakdown in communication normally employed in determining the value of any investment of the scheme or the current price on the GSE or when, for any reason, the value of investments of the scheme cannot be promptly and accurately ascertained.
 - (iv) Any period when remittance of money, which shall or may be involved in the realisation of the investment of the scheme or in the payment for investments cannot be carried out.
2. Any such suspension shall be published by the Fund in such a manner, as it may deem appropriate to the

- persons likely to be affected thereby and shall be notified immediately to the Securities and Exchange Commission.
3. The Board of Directors of the Fund shall immediately notify the Commission of any suspension in dealings and shall provide the reasons for it.
 4. 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.
 5. 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.
 6. 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.

7.0 RISK FACTORS

The investments of the Fund are subject to normal market fluctuations and other risks inherent in investing in securities. Thus, there can be no assurance that any appreciation in the value of investment, which is linked to the Net Asset Value of the Fund will occur. Also, there is no certainty that the investment objectives of the Fund will actually be achieved and no warranty or representation given to that effect.

Investing in securities in Ghana and other newer emerging markets, involves certain considerations not usually associated with investing in securities of issues in more developed capital markets.

Investment advice may be sought by an investor before subscribing to the scheme. There are many potential rewards to investing in mutual funds, and there are also risks that must be recognized.

Some of the risks that can adversely affect the value of your investment in the fund are as follows:

Market Risk

The value of an investment may decline due to fluctuations in the market. Market fluctuations may affect the value of investments that the fund is invested, leading to changes in the value of the investments in the fund.

Stock prices can fluctuate widely in response to activities specific to the company as well as general market, economic and political conditions. The value of an investment may decline. Sometimes this is due to issues specific to the investment. Other times it is due to issues affecting the stock market as a whole. In extreme circumstances these losses can be significant.

Credit and Default Risk

Credit risk refers to the possibility that the issuer of a security will be unable to make interest payments and or repay the principal on maturity. Companies and governments may suffer adverse changes in financial condition which may lower the credit rating of the securities they issue and increase the volatility of the securities' prices. A drop in the quality rating of a security can affect its liquidity and make it more difficult to sell.

Interest Rate Risk

Interest rate risk refers to fluctuations in the value of a fixed-income security resulting from changes in the general level of interest rates. Interest rate changes may affect the value of investments, including investments that hold fixed income products, such as bonds. If interest rates increase, the value of bonds purchased will fall.

Fixed income securities have varying levels of sensitivity to changes in interest rates. In general, the fixed income prices can fall when interest rates rise and rise when interest rates fall. Securities with longer maturities are generally more sensitive to interest rate changes. Short-term securities tend to react to changes in short-term interest rates.

Liquidity Risk

Liquidity risk exists when investments are difficult to trade possibly preventing the Fund from selling out of these illiquid securities at an advantageous price. This could lead to extended withdrawal periods due to the Funds inability to meet redemption request.

Illiquid assets such as securities with a limited trading market and “restricted securities” may be difficult to value accurately or to sell, and may trade at a price significantly lower than their value. Restricted securities have contractual or legal restrictions on their resale and include “private placement” securities that a mutual fund may buy

directly from the issuer. The value of a fund that buys these investments may rise and fall substantially.

Currency Risk

Investments in a portfolio are valued in Ghana Cedis. However, underlying investments may be purchased with foreign currency. A change in the exchange rate between the two currencies can affect the Ghana Cedi value of those investments.

Foreign Investment Risk

Portfolios or underlying funds that hold foreign investments may be affected by world economic factors. There is often less information available about foreign companies and these companies may abide by less stringent accounting, auditing and reporting standards than Ghanaian companies. It can be more difficult to trade investments on foreign markets. Political, social or diplomatic instability may have an effect on the value of the investment. Consequently mutual funds that invest primarily in foreign investments may experience larger and more frequent price changes in the short term.

Operational Risk

The Fund will invest through the services of the Manager, brokers and custodians. There is no guarantee that these parties will not fail to trade or discharge their obligations as

expected. This risk can lead to the incurring of costs related to the replacement of the deal (replacement risk). Again this kind of risk may take the form of settlement risk when the Fund pays cash or delivers securities but the other party delays execution thereby causing illiquidity which may be

critical. While the Manager and the Custodian of the Fund intend to use the services of only the best qualified parties, the choice of available options may be limited.

8.0 GENERAL AND ADDITIONAL INFORMATION

8.1 Guarantee of Minimum Initial Subscription

The Board of Directors of the Manager guarantees an initial minimum subscription of GH¢100,000 (One Hundred Thousand Ghana cedis) and in the event that the minimum subscription is not raised upon the closure of the Initial Public Offering, the Directors of the Manager guarantee to purchase from the Manager to make up for any shortfall between the amount raised and the guaranteed minimum subscription.

8.2 Reports

The Fund shall publish unaudited half year reports and an annual report within two months and three months respectively after the end of that period.

Shareholders can also request personal valuation statements at the office of the Manager upon giving sufficient notice to the Manager.

The Fund's price will be published on Galaxy Capital's website after the determination of the Net Asset Value on every business day.

Half yearly reports on the performance of the Fund will be made available to shareholders at the Galaxy Capital Premises and on the Galaxy Capital website.

8.3 Meetings, attendance and voting

The investors of the Fund shall meet for the transaction of business at such times and places as the Board of Directors of the mutual fund may determine except that the Manager shall hold such meeting at least once a year.

Annual General Meetings of shareholders will be held each year. The date for the meeting shall be determined by the Board of Directors and published in the newspapers, which have nationwide circulation.

Notices of all meetings will be published in the print media and will be mailed to shareholders at their registered

addresses at least twenty-one (21) days prior to the meeting at their addresses in the register of shareholders, as the Board of Directors shall from time-to-time determine in line with SEC rules. Such notices will include the agenda and specify the time and place of the meeting.

Copies of the notice for annual meetings will be sent to shareholders either by email or by post to their addresses in the register of shareholders.

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 a custodian made in writing, convene a meeting of the investors within thirty days of the date of the request.

The Manager may attend any meeting of investors but the Manager is not entitled to vote or be counted for a quorum.

8.4 Inspection of Documents

Copies of the of the following documents may be inspected and obtained from Galaxy Capital Limited (“the Manager”) at 751/3, 1st Otswe Street, ,Off Accra - La Road, Opposite Jokers & Near La General Hospital, Accra, Ghana:

- i. Regulations of the scheme, the Galaxy Balanced Fund Limited,
- ii. Certificate to Commence Business of the scheme, the Galaxy Balanced Fund Limited,

- iii. Certificate of Incorporation of scheme, the Galaxy Balanced Fund Limited,
- iv. Constitution of the scheme,
- v. Any amending instrument to the constitution,
- vi. Annual and half-yearly reports,
- vii. Scheme Particulars (Prospectus) of the Fund,
- viii. Management Agreement between Galaxy Balanced Limited and the Galaxy Balanced Fund Limited,
- ix. Custodian Agreement between CAL Bank Limited and the Galaxy Balanced Fund Limited,
- x. Guarantee Agreement for Minimum Subscription between the Board of Directors of the Fund and CAL Bank Limited and
- xi. Audited Financial Statement of Galaxy Balanced Limited.

8.5 Complaints Reporting

Complaints regarding the operation of the Fund may be contained in a formal letter addressed to the Manager of the Fund. The procedure for complaints may be as prescribed below:

1. The Manager of a scheme 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.

2. The Manager shall investigate or cause the investigation of all complaints received in an expeditious manner.
3. 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.
4. The complainant(s) may subsequently proceed to the Securities and Exchange Commission if the issues raised are not addressed to the satisfaction of the complainant within 30 days of making the complaint.

After receipt of the notice, the Commission shall investigate the complaint and provide the complainant with such redress as is provided under the Law.

8.6 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 GH¢10.00 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.

8.7 Account Information Changes

To change information regarding an account (including a new address, change of beneficiary, or change in the automatic or regular investment plan), Shareholders must send the new information to Galaxy Capital Limited.

8.8 Taxation

8.8.1 Taxation of the Company:

Under Ghanaian tax laws, interest, dividends, or any other income of mutual fund is exempt from income tax.

8.8.2 Taxation of Shareholders:

The interest payable to a member of a mutual fund is exempt from tax.

8.9 Additional Information

8.9.1 Claims and Pending Litigation

There are no existing or pending penalties, claims or litigation now or within the knowledge of the Promoters, Manager and Custodian pending against the Fund.

8.9.2 Exchange Control and Other Governmental Approvals

Galaxy Balanced Fund Ltd does not have any exchange control or other governmental approvals outstanding.

8.9.3 Consents

The Manager, Custodian, Auditor and Lawyer have given and not withdrawn their written consents to the mention of their names in the form and context in which they appear in this Scheme Document /Offering Circular.

8.9.4 Issue Costs

All the expenses of making this offer for sale including fees payable to the regulatory authorities will be settled and paid by the Manager. However, these expenses shall be accrued over a one year period from the assets of the Fund.

9.0 APPLICATION AND DISPATCH OF CONTRACT NOTES

9.1 Application

Application must be made on the application form enclosed and in accordance with the instructions set out below. Care must be taken to complete the form because applications, which do not comply, will be rejected.

Application for the shares now offered will open at GH¢0.50 per share on April 7, 2016 and close at GH¢0.50 per share on April 27, 2016.

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 space provided. All other joint applicants should provide their full names and addresses in the space provided. All applicant opening an account in trust for a child or children, must provide the full name(s) of the child or children in whose name the account is being held in trust.

Each application should be forwarded together with cheque or cash for the full amount of the purchase price to the Receiving Agents listed. Cheques and money orders must be crossed **“GALAXY BALANCED FUND LIMITED OFFER”** and made payable to the Receiving Agent with whom the application is lodged. All cheques will be presented upon receipt and all applications in respect of which cheques are returned unpaid will be rejected.

9.2 Receiving Agent

Copies of the prospectus/ scheme particulars and the official Application Forms may be obtained free of charge from selected branches of CAL Bank Limited, Zenith Bank Ghana Ltd and the offices of the Manager.

9.3 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 GALAXY BALANCED 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 through

the post within 28 days of the close of the offer, or after 28 days, interest will be paid at the prevailing Bank of Ghana (BoG) Prime Rate.

10.0 FORM



PHOTOGRAPH	PHOTOGRAPH
------------	------------

ACCOUNT OPENING FORM

ACCOUNT NUMBER

(PLEASE TICK) INDIVIDUAL ACCOUNT JOINT ACCOUNT ITF (IN TRUST FOR) ACCOUNT

MONEY MARKET FUND
 BALANCED FUND

Purpose for investing:
Term/How Long:

Source of Income:

PERSONAL DETAILS: TO BE COMPLETED BY ALL APPLICANTS

FIRST APPLICANT

Title <input type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Ms. <input type="checkbox"/> Miss. <input type="checkbox"/> Dr. <input type="checkbox"/> Prof. <input type="checkbox"/> Other (Please Specify) _____		Identification Details <input type="checkbox"/> Passport <input type="checkbox"/> Driver's License <input type="checkbox"/> NIBS ID <input type="checkbox"/> National ID <input type="checkbox"/> Voters ID <input type="checkbox"/> Other (Please Specify) _____	
Surname _____ First Name(s) _____ Other Name(s) _____		Mobile Number _____ Residential Telephone _____ Fax _____ Nationality _____ Country of Resident _____ ID Number _____ Date of Birth _____ Sex <input type="checkbox"/> Male <input type="checkbox"/> Female Issued Date _____ Issuing Authority _____ Expiry Date _____	
Postal Address _____ Residential Address _____ Occupation _____ Email Address _____ Mother's Maiden Name _____		Marital Status <input type="checkbox"/> Single <input type="checkbox"/> Married <input type="checkbox"/> Divorced <input type="checkbox"/> Widowed Level of Education <input type="checkbox"/> JHS <input type="checkbox"/> HES <input type="checkbox"/> Diploma <input type="checkbox"/> First Degree <input type="checkbox"/> Advanced Degree <input type="checkbox"/> Others _____	

SECOND APPLICANT

Title <input type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Ms. <input type="checkbox"/> Miss. <input type="checkbox"/> Dr. <input type="checkbox"/> Prof. <input type="checkbox"/> Other (Please Specify) _____		Identification Details <input type="checkbox"/> Passport <input type="checkbox"/> Driver's License <input type="checkbox"/> NIBS ID <input type="checkbox"/> National ID <input type="checkbox"/> Voters ID <input type="checkbox"/> Other (Please Specify) _____	
Surname _____ First Name(s) _____ Other Name(s) _____		Mobile Number _____ Residential Telephone _____ Fax _____ Nationality _____ Country of Resident _____ ID Number _____ Date of Birth _____ Sex <input type="checkbox"/> Male <input type="checkbox"/> Female Issued Date _____ Issuing Authority _____ Expiry Date _____	
Postal Address _____ Residential Address _____ Occupation _____ Email Address _____ Mother's Maiden Name _____		Marital Status <input type="checkbox"/> Single <input type="checkbox"/> Married <input type="checkbox"/> Divorced <input type="checkbox"/> Widowed Level of Education <input type="checkbox"/> JHS <input type="checkbox"/> HES <input type="checkbox"/> Diploma <input type="checkbox"/> First Degree <input type="checkbox"/> Advanced Degree <input type="checkbox"/> Others _____	

721/3, 1st Cross Street, Off Access - Near La General Hospital, La Road, Opposite Jokers, Accra | P.O. Box CT 9423, Cantonments, Accra
Phone: +233 302 88853/5 | Mobile: +233 807 838070 | Email: info@galaxycapital.com.gh | Website: www.galaxycapital.com.gh

IN TRUST FOR (ITF) MINORS (Children Under 18years)

Surname	Other Name(s)	ITF Date of Birth
_____	_____	____/____/____
ITF Address		

BENEFICIARY(IES) & NEXT OF KIN INFORMATION

Name	%Share	Contact Number
1. _____	<input type="checkbox"/>	_____
2. _____	<input type="checkbox"/>	_____
3. _____	<input type="checkbox"/>	_____
4. _____	<input type="checkbox"/>	_____
Beneficiary(ies) Address		Email Address
_____		_____
Next of Kin		Contact Number
Address		_____
_____		Email Address
_____		_____

NOTIFICATION
Do you want to receive Contact Notes, Statements or Correspondences on Investment by e-mail? Yes No
Do you want to subscribe to Galaxy capital Notification Alerts (sms/e-mail)? Yes No (**Terms and Conditions apply)

DATA PROVIDED IN THIS SECTION IS MAINLY FOR STATISTICAL PURPOSES

1st Applicant Employment Details / Educational Institution

EMPLOYMENT STATUS	<input type="checkbox"/> Unemployed	<input type="checkbox"/> Employed	<input type="checkbox"/> Student	<input type="checkbox"/> Retired	(Please Tick)
If Employed / Student					
Name of Employer / Educational Institution			Employer / School Address		
_____			_____		
Employer / School Telephone Number			_____		
_____			_____		

2nd Applicant Employment Details / Educational Institution

EMPLOYMENT STATUS	<input type="checkbox"/> Unemployed	<input type="checkbox"/> Employed	<input type="checkbox"/> Student	<input type="checkbox"/> Retired	(Please Tick)
If Employed / Student					
Name of Employer / Educational Institution			Employer / School Address		
_____			_____		
Employer / School Telephone Number			_____		
_____			_____		

FOR OFFICIAL USE ONLY

Name of Officer Setting-up Account	Signature	Date
_____	_____	____/____/____
Name of Supervising Officer	Signature	Date
_____	_____	____/____/____

C

**INDIVIDUAL
KNOW YOUR CLIENT (KYC) FORM**

INVESTOR BANK DETAILS

Name of Bank:

Bank Account Name:

Account Number: Branch:

INVESTOR RISK ANALYSIS & ASSESSMENT

Have you ever invested in Mutual Funds or Stocks? Yes No

Do you have an emergency funds (savings of 3-6 months after tax-income)? Yes No

When approximately would you need the money you are investing? _____

How would you feel if an investment you had committed to for five years or more lost 10% of its value during the first year?

- I would be extremely concerned and would sell my investment
- I would be concerned and may consider selling my investment
- I would be concerned, but I would not consider selling my investment
- I would not be overly concerned given my long-term investment philosophy

Investment Objectives	Investment Horizon	Personal Risk Tolerance	Investment Knowledge	Annual income (GHC)
<input type="checkbox"/> Safety	<input type="checkbox"/> Below 3 Month	<input type="checkbox"/> Very Low	<input type="checkbox"/> None	<input type="checkbox"/> Below 1,000
<input type="checkbox"/> Income	<input type="checkbox"/> 3 Months - 1 Year	<input type="checkbox"/> Low	<input type="checkbox"/> Average	<input type="checkbox"/> 1,000- 5,000
<input type="checkbox"/> Balance	<input type="checkbox"/> 1 - 2 Year(s)	<input type="checkbox"/> Medium	<input type="checkbox"/> Good	<input type="checkbox"/> 5,001 - 10,000
<input type="checkbox"/> Growth	<input type="checkbox"/> 3 - 5 Years	<input type="checkbox"/> High	<input type="checkbox"/> Excellent	<input type="checkbox"/> 10,001 - 20,000
<input type="checkbox"/> Speculation	<input type="checkbox"/> 5-10 Years	<input type="checkbox"/> Very High	<input type="checkbox"/> Professional	<input type="checkbox"/> Above 20,000

- Conservative:** - unwilling to risk losing any of the income ie willing to invest in instruments with low degree of risk/return
- Moderately Conservative:** - willing to invest more(less) in instruments with low (high) degree of risk/return
- Balanced:** - willing to select a balanced mix of investments across the risk/return
- Moderately Aggressive:** -willing to invest less (more) in instruments with low (high) degree of risk/return
- Aggressive:** - willing to take higher degree of risk with greater potentials for higher returns/loss

Account Holder(s) Authorization/signature(s): One to Sign Two to Sign

Declaration

I hereby declare that the details furnished above are true to the best of my knowledge and I undertake to inform you of any changes therein, immediately in case any of the above information is found to be untrue or misleading. I am aware that I may be held liable for it.

Name of Signatory: _____ Signature of 1st Applicant:

Name of Signatory: _____ Signature of 2nd Applicant:

Date: Date:

75/73, 1st Omoor Street, Off Accra - Near La General Hospital, La Road, Opposite Jubee, Accra | P.O. Box CY 8422, Cantonments, Accra
Phone: +233 202 288222 | Mobile: +233 997 838070 | Email: info@galaxy-capital.com.gh | Website: www.galaxy-capital.com.gh