



Stanbic Cash Trust Prospectus

Initial Public Offer
300,000 units of no par
value at GH¢ 1.00

Offer opens: November 27th 2012
Offer ends: December 18th 2012

Manager: Stanbic Investment
Management Services Ltd

 **Stanbic**
Investment Management Services

Stanbic Cash Trust Prospectus

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Summary of the Offer

Name of Fund:

Stanbic Cash Trust
Herein referred to as Cash Fund or 'The Fund'

Investment Objectives:

The Stanbic Cash Trust is a money market open-ended unit trust offered to investors who are seeking to maximize short-term income while preserving capital.

Fund Manager:

The Stanbic Cash Trust is managed and administered by Stanbic Investment Management Services Limited (SIMS), a company duly registered with the Securities and Exchange Commission to provide portfolio management and investment advisory services.

Trustee:

Merchant Bank (Ghana) Limited

Units on Offer:

300,000 units

Initial Offer Price:

GH¢1.00

Subscription:

During the IPO, investors can buy a minimum of 20 units and in multiples of 5 units thereafter.

Subscription Method:

Directly in person or banker's draft or direct lodgement with receiving Agents as specified in the Offer document.

Payment Terms:

In full on application

Nature of Fund:

The Stanbic Cash Trust is a money market open-ended unit trust. After the offer period, additional units in the Fund will be created and purchased on demand by subscribers on an ongoing basis at a price computed in accordance with the terms of this scheme's particulars.

The Fund will re-invest all investment income earned or received. Investors in the Fund will benefit from the capital appreciation of the unit price.

The Fund is authorised and registered in Ghana as a Unit Trust Scheme. The Fund is governed by a Trust



Deed.

The Trustee of the Fund shall be vested with all the assets of the Fund, as mandated by Law and the Regulations to protect the interest of investors.

Investment Objective:

The Stanbic Cash Trust is a money market open-ended unit trust offered to investors who are seeking to maximize short-term income with preservation of capital and liquidity.

Target Investors:

The Fund is targeted at individuals, corporate bodies, associations, pension and provident funds. The Fund is tailored to meet the investment needs of the following types of investors:

- i. Ghanaian citizens and corporate bodies (including those based abroad)
- ii. Ghanaian financial institutions and insurance companies
- iii. Provident, Pension and Endowment Trusts
- iv. Religious organizations
- v. Educational institutions
- vi. Associations and Investment clubs

vii. Foreigners

Valuation of Units:

The net asset value of the Fund will be determined by the Manager once daily, at 5:00 p.m GMT. This time currently represents a reasonable time after the close of business of the money and capital markets in Ghana.

Any assets or liabilities that are initially not expressed in Ghanaian cedis will be translated into Ghanaian cedis before the Fund is valued. The Net Asset Value (NAV) will be computed by dividing the value of the securities held by the Fund plus any cash or other assets minus all liabilities (including accrued expenses) by the total number of units outstanding at such time. Expenses including fees payable to the Manager and Trustee are accrued daily.

Mode of Redemption:

Investors seeking to redeem all or any part of their interests may do so by giving notice in writing to the Manager of the Fund. Investors' holdings will be redeemed by the Fund at a unit price calculated in accordance with the terms of this scheme's particulars.

Mandatory Subscription:

In accordance with the Unit Trusts and Mutual Trusts regulations 2001, L.I. 1695 sections 7 (2) and (4), the promoter and manager of the Trust will contribute a minimum of 5% of the minimum initial subscription as well as guarantee this initial subscription. The full amount to be raised is guaranteed by Stanbic Investment Management Services Limited.



The Stanbic Cash Trust
Scheme Particulars

The Stanbic Cash Trust Scheme Particulars

Name of Scheme:	Stanbic Cash Trust
Registered Office:	Valco Trust House, Castle Road, Ridge, Accra Ghana
Trustee:	Merchant Bank Ghana Limited 57, Examination Loop, North Ridge, Accra
Auditor:	KnowledgeWarehouse 2nd Floor-D3, RND Plaza 53 Baatsona, Spintex Road

Fund Manager

Stanbic Investment Management Services Limited, (“the Manager”) will act as the Manager of the Fund and provide the Fund with management and investment advisory services. The Manager is owned and controlled by Stanbic Bank Ghana Limited (“SBG”) a Ghanaian licensed Universal bank and a subsidiary of the Standard Bank Group, the largest bank in Africa with presence in 17 African countries and over 21 worldwide; headquartered in Johannesburg, South Africa.

The Standard Bank Group is the largest asset manager in Africa with over USD60 billion under management. Leveraging on the group’s network and experience allows SIMS to tap onto a world class technological platform and gives it access to several frontier markets at low cost.

The Manager also manages the Stanbic Income Fund which is a medium term fixed income unit trust.

Purpose

The Stanbic Cash Trust is a diversified money market unit trust under the management of Stanbic Investment Management Services Limited.

The Cash Fund is tailored to investors seeking to maximize short term income while preserving capital and maintaining liquidity. It is directed at investors seeking to build up a diversified but liquid and safe investment portfolio with minimum amounts under the professional management of qualified investment advisors.

Investment options that the Fund will focus on are:



- i. Money market securities (including treasury bills, fixed deposits, debentures, placement with financial institutions).
- ii. Listed and unlisted governmental, quasi-governmental and corporate debt securities (bonds).
- iii. Preference shares

Subscription

There will be an initial offer period of twenty one (21) days during which a public offer of 300,000 units will be made available by the Manager at GH¢1.00 per unit amounting to GH¢300,000.00 (Three hundred thousand Ghana cedis). Subscriptions must be for a minimum of 20 (twenty) units. The offer will open on November 21st 2012 and close on December 11th 2012.

Being an open-ended Trust, units of the Trust will be created, offered and redeemed on a continuing basis throughout the life of the Trust. The Trust will thus issue new units when investors put in money and redeem units when investors withdraw money. The price at which units will be offered and redeemed will

be determined by the Net Asset Value of the Trust.

Authorised Business of the Fund

The authorized business of The Cash Fund is:

- (1) to invest funds on behalf of the members and;
- (2) to hold and arrange for the management of securities and other property acquired with such funds.

Working Capital

The Cash Fund is a start-up and therefore has no current working capital requirement. The Trustees confirm that in their opinion, proceeds realized from the sale of the Fund's units will be sufficient for the Fund's near term expected level of operations.

Property of the Fund

The Cash Fund has not acquired any property outside the ordinary course of its business and there is no connection between any contract of acquisition and this invitation.

Promotion of the Fund

The promoter of the Cash Fund is Stanbic Investment Management Services Limited, SIMS. No cash or other benefit was paid to SIMS as promoter. No abnormal or extraordinary expenses have been incurred in the promotion of The Cash Fund.

The Cash Fund will hold its annual general meeting in June of each year as the Trustee may determine.

Voting rights for Trustees are not cumulative. Each ordinary unit is entitled to participate equally in dividends declared by the fund and in the net assets of the fund upon liquidation or dissolution after satisfaction of outstanding liabilities.

Applications of Units

Applications received before the launch date will not be accepted.



Investment Objective, Policies and Benefits



Stanbic

Investment Management Services

Investment Objective, Policies and Benefits

Objective

The principal objective of the Cash Fund is to optimize investors' interest income in the short term, provide liquidity and preserve capital.

The Fund will seek to maximize short-term income and provide liquidity by investing in money market instruments and listed and unlisted government and corporate debt securities in Ghana. While enhancing income in the short-term, the Fund Manager will ensure capital preservation.

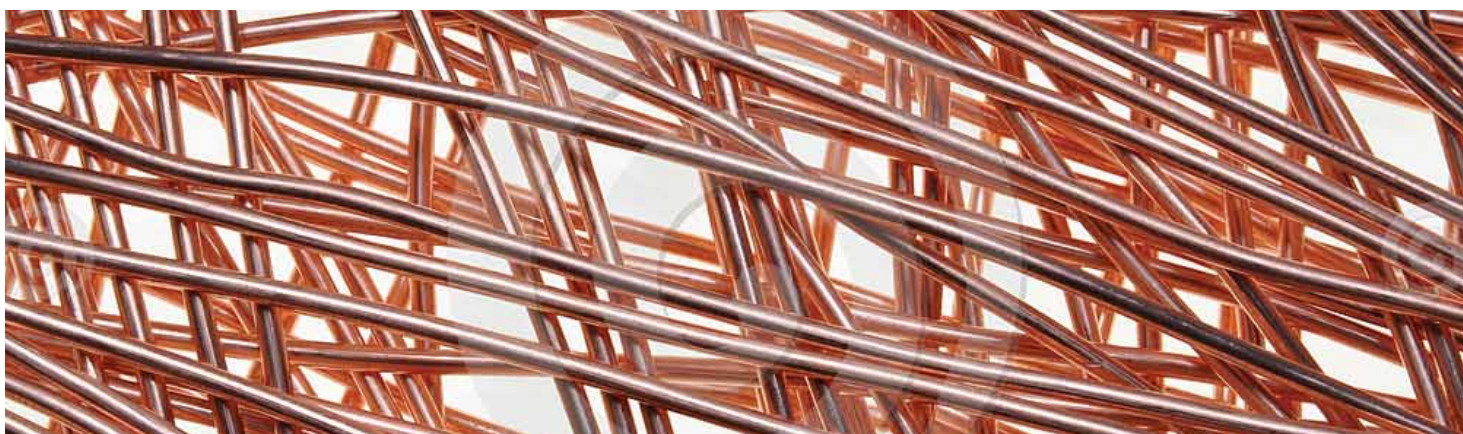
Policies

The Stanbic Cash Trust will investment in financial instruments available on the Ghanaian financial market. Under normal market conditions, at least 70% of the total assets of the Cash Fund will be invested in money market instruments. A maximum of 5% of the fund will be invested in preference shares listed on a stock exchange. A maximum of 20% of the total assets of the Cash Fund will be invested in both government and corporate debt securities (bonds). The Manager shall maintain a cash allocation of 5% of the net asset of the Fund. The Manager may employ short-term tactical deviations from this policy asset mix of up to $\pm 10\%$ of the fund's total assets. This

investment objective is a fundamental policy of the Fund and may not be changed without the authorisation of unit holders. In spite of the Fund's objective the portfolio might change in the light of shifting market conditions.

The Manager also believes that growth may result from government policies directed toward market oriented economic reform. The Cash Fund may invest in unrated or high yield securities issued by corporate entities including debt securities, preferred stocks and convertible securities if they are considered by the Manager to be of high quality. The Fund may also invest in debt securities issued by government ("Sovereign debt securities"), provinces and municipal agencies (governmental entities).

Portfolio Transaction: - Subject to policies established by the Trustee of the Cash Fund, the Manager is primarily responsible for the execution of the Fund's portfolio transactions. In executing portfolio transactions, the Manager seeks to obtain the best net results for the Fund, taking into account such factors as price (including the applicable brokerage commission or dealer spread), size of order, difficulty of execution and operational facilities of the



firm involved and the firm's risk in positioning a block of securities. While the Manager generally seeks reasonably competitive fees, commissions or spreads, the Cash Fund does not necessarily pay the lowest fee, commission or spread available.

Lending of Portfolio Securities: - The Cash Fund, from time to time, may lend securities from its portfolio, up to an aggregate value not exceeding one fifteenth (1/15) of its total assets, to banks, brokers and other financial institutions and receive collateral in cash or securities issued or guaranteed by pre-approved sovereign entities which will be maintained at all times in an amount at least equal to 100% of the current market value of the loaned securities. This limitation is a fundamental policy, and it may not be changed without the approval of the majority of the Fund's unit holders.

Portfolio Turnover: - The Cash Fund is expected to hold at least 70% of its portfolio in money market securities that it will trade from time to time as they mature. The fund may however employ short-term tactical deviations from the policy asset mix of up to 10% of the total Fund size. The Fund may dispose of any of its securities without regard to the time they

have been held when such actions, for defensive or other reasons, appear advisable to the Manager in the light of a change in circumstances in general market, economic or financial conditions, provided that the Fund's portfolio composition conforms to the parameters outlined under "Investment Objectives and Policy". As a result of its investment policies, the fund may engage in a substantial number of portfolio transactions.

Repurchase Agreements: - The Cash Fund may invest in securities pursuant to repurchase agreements. Repurchase agreements may be entered into only with banks that are duly licensed in the Republic of Ghana or that are duly licensed to operate in other African countries. Such banks may meet minimum financial criteria as determined by the Manager. Repurchase agreements may be construed to be collateralized loans by the purchaser to the seller secured by the securities transferred to the purchaser. As a purchaser, the fund will require the seller to provide additional collateral if the market value of the securities fall below the repurchase price at any time during the term of the repurchase agreement. In the event of default by the seller, the underlying securities are not owned by the fund but

only constitute collateral for the seller's obligation to pay the repurchase price. Therefore, the fund may suffer time delays and incur cost or possible losses in connection with the disposition of the collateral.

Benefits

Investing in the units of the Cash Fund potentially offers several benefits. Many investors, particularly individuals, lack the information or capability to invest in a number of different securities. This could significantly change the characteristics of the investment portfolio in terms of risk diversification, liquidity and earnings. Individuals and organisations may also not be privy to investment opportunities available on the financial markets to invest in.

The Stanbic Cash Trust offers investors the potential to maximise income on the short end of the financial market through a diversified portfolio of mixed – short term securities – maturity profiles and medium to long-term debt securities.

The Stanbic Cash Trust will provide investors with:

- Competitive returns on the money market,
- Diversification based on different maturity profiles at different yields,
- Liquidity – easy access to investments,
- Preservation of capital – not exposed to the equity market which is volatile,
- Professional fund management services

In managing such a portfolio, the Manager will provide the fund and its unit holders with professional analysis of investment opportunities, the use of professional investment management techniques, and the opportunity to participate in other high yielding instruments.

Investment Types/Vehicles:

The Manager will invest the Fund's assets in the following:

- i. Variety of money market securities including notes,

treasury bills, fixed deposits, debentures, certificate of deposits and placements and others as approved by the SEC.

- ii. Corporate and Governmental or Quasi-governmental debt issues listed and unlisted, and

- iii. Preference shares listed on an exchange

The optimal asset allocations will be as follows:

Cash:	5%
Money Market:	70%
Bonds:	20%
Preference Shares:	5%

Other investments that may be considered are:

Warrants: - The Cash Fund may invest in warrants, which are securities permitting, but not obliging, their holder to subscribe for other securities. Warrants do not carry with them the right to dividends or voting rights with respect to the securities that they entitle their holders to purchase, and they do not represent any rights in the assets of the issuer.

Illiquid Securities: - The Cash Fund may invest part of its total assets in securities that lack an active secondary trading market or otherwise are considered illiquid. The Fund may invest in securities of issuers in private placement transactions between the issuers and their purchasers and that are neither listed on an exchange. In many cases, privately placed securities will be subject to contractual or legal restrictions on transfer. As a result of the absence of a public trading market, privately placed securities in turn may be less liquid and more difficult to value than publicly traded securities.

Investment in other Investment Companies and Venture Capital Funds

The Cash Fund may invest in other investment

companies whose investment objectives and policies are consistent with those of The Fund. If The Fund acquires units in investment companies or venture capital funds, unit holders would bare their proportionate share of expenses in The Fund (including management and advisory fees) and indirectly, the expenses of such investment companies of venture capital funds.

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 Trustee. Within these limits, the Fund Manager will be responsible for all decisions as to investment strategies, amounts and timing of the investments to be undertaken by the Fund.

Investment Strategies

The Cash Fund's investment management philosophy is based upon the premise that preservation of capital and the generation of income is the key priority. It will therefore seek to add value to clients' portfolios through the use of modern investment disciplines and the development of appropriate benchmarks and reporting mechanisms.

The manager seeks to achieve the fundamental objective of The Fund by:

1. Establishing criteria for the level of risk that the fund wishes to accept;
2. Establishing performance benchmarks.

The investment process will begin with fundamental research and market analysis to identify the impact of expected macro-economic trends on the value of each portfolio.

This "top-down" approach will be combined with rigorous analysis of the asset classes available, as well as the individual securities to be selected. Due

consideration will be given to issues such as the liquidity of the instruments, credit risk, historical and projected financial performance, price and trading history and relative value analysis. This may involve discussions with the management of issuers to gain insights into their businesses.

The Fund will also evaluate the trade-offs between the various maturities available and determine the extent to which the pricing and liquidity of these securities adequately compensates investors for longer-term exposure. As a result of this evaluation process, the Fund will at all times, have a "universe" of potential investment avenues which will be updated on a regular basis and to which funds will be allocated. Investment decisions will be implemented primarily through banks and brokers with whom the Fund will negotiate significant price concessions to keep transaction costs to a minimum.

The strategies of the Fund will be periodically reviewed and modified as market conditions warrant and as the Fund Manager deems such modifications to be in the best interest of the Fund. Holding periods for the Fund's trading and investment positions will be principally dependent upon their anticipated short to long term income and capital appreciation potentials and the market conditions that may prevail over time.

Asset Allocation

The table below shows the Fund's asset allocation:

Asset Class	Asset Allocation Range, % (Min – Max)
Preference Shares	0 – 5
Long Term Bonds & Medium Term Fixed Income Products	0 – 20
Money Market Instruments	70 – 95
Cash/Near Cash	5 – 10





Investment Risks and Restrictions

Investment Risks and Restrictions

Investing on an International Basis

The Stanbic Cash Trust shall not invest in securities outside the Ghanaian financial market.

Restriction on Foreign Investment

The Stanbic Cash Trust may invest in debt securities of foreign entities available on the Ghanaian financial markets. Such investments will be converted into the Ghanaian cedi equivalent for the purposes of valuation.

No Rating Criteria for Debt Securities

The Cash Fund has not established any rating criteria for the debt securities in which it may invest and such securities will probably not be rated at all for creditworthiness by internationally recognised rating organizations, such as Standard & Poor Ratings Group ("S&P"). Debt securities on the Ghanaian financial markets may generally be unrated.

In purchasing debt securities, the Fund will rely on the Manager's judgment, analysis and experience in evaluating the creditworthiness of an issuer. The Manager will take into consideration, among other things, the issuer's resources, its sensitivity to economic conditions and trends, its operating history,

the quality of the issuers' management, and regulatory matters.

See "Investment Objectives and Policies".

Borrowing

The Cash Fund may borrow up to 15% of its total assets, taken at market value, (but only from a reputable bank). Such borrowing will be a temporary measure for extraordinary or emergency purposes, such as meeting redemption (so as not to force the fund to liquidate securities at a disadvantageous time) or to settle securities transactions. The fund will not purchase securities while borrowings exceed 15% of its total assets, except (a) to honour prior commitments or (b) to exercise subscription rights when outstanding borrowing have been obtained exclusively for settlements of other securities transactions. The purchase of securities while borrowings are outstanding will have the effect of leveraging the Fund. Such leveraging increases the fund's exposure to capital risk, and borrowed funds are subject to interest costs, which will reduce net income.



Illiquid Securities

The Fund may invest up to 15% of its total assets in securities that are not actively traded due to lack of liquidity or are otherwise considered illiquid even though listed on an established local stock exchange. Liquidity of a security relates to the ability to dispose easily of the security and the price to be obtained upon disposition of the security, which may be less than a comparable more liquid security. Investments of the Fund's assets in illiquid securities may restrict the ability of the Fund to dispose of its investments in a timely fashion and for a fair price as well as its ability to take advantage of market opportunities.

The risks associated with illiquidity will be particularly acute in situations in which The Fund's operation require cash, such as when the Fund redeems units and could result in the fund borrowing to meet short-term cash requirements or incurring capital losses on the sale of illiquid investments.

Further, issuers whose securities are not publicly traded are not subject to the disclosure and other investor protection requirements that are applicable to publicly traded securities. In addition, the Fund may invest in privately placed securities which may or

may not be freely transferable under the regulations or other contractual restrictions on transfer.

Other Risk Considerations

Although the primary goal of the Fund is to preserve capital and create income for the investor there are risk considerations that are beyond the control of the Manager. The value of the Cash Fund is subject for example to the effects of interest rate and exchange rate fluctuations, inflation, and any other adverse changes in the economic environment. The combined effects of all of these may adversely affect the value of the Fund.

Withholding and other Taxes

Income and capital gains on securities held by the Fund may be subject to withholding and other taxes, which would reduce the return to the Fund on those securities.

Taxes

The Cash Fund qualifies for the special tax treatment afforded authorized mutual funds under the Securities Industries Law, The Internal Revenue Act, 2000 (Act 592) and under the Unit Trust and Mutual Fund Regulations (LI 1695). Some of the tax incentives

include:

- i. Capital Gains Tax exemption for capital gains on the sale of units listed on the Ghana Stock Exchange.
- ii. Interests, dividends or any income of a mutual Fund is exempt from tax
- iii. The exemption of dividends or interest income distributed by mutual funds to its Unit holders

However since tax legislations are subject to changes, the Manager is not in a position to guarantee investor's current or future after-tax incomes under the fund.

Fund Restrictions

Under Section 39 of L.I. the fund may not:

- (a) invest in any type of real estate other than the securities of real estate companies or companies engaged in real estate investment activities
- (b) invest more than 25% of securities issued by a single issuer at book value of market value
- (c) invest more than 10% of the net asset value of the scheme in any particular class of securities issued by a single issuer
- (d) invest more than 10% of the net asset value of the scheme in other collective investment schemes
- (e) invest more than thirty per cent of the total net asset value of the scheme in government securities of the same issue
- (f) invest more than 15% of the total net asset value of the scheme in securities not listed or quoted on an authorized stock exchange
- (g) make any investments that will result in the manager, trustee or the scheme gaining management control of a company in which the investment has been made

(h) make short sales of securities which are unpaid or partly paid for

(i) 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

(j) enter into underwriting or sub-underwriting contracts in relation to the subscription or purchase of any investment; or

(k) 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% of the total nominal amount of the securities of that class issued by the company or body.

Investment restrictions and policies that are non-fundamental policies may be changed by the Trustee without unit holders approval. As non-fundamental policy, the fund may not borrow money or pledge its assets, except that the fund:

- (a) may borrow from a bank as a temporary measure for extraordinary or emergency purposes or to meet redemptions in amounts not exceeding 15% (taken at market value) of its total assets and pledge its assets to secure such borrowings,
- (b) may obtain such short-term credit as may be necessary for the clearance of purchases and sales of portfolio securities and
- (c) may purchase securities on margin to the extent permitted by applicable law.

The purchase of securities while borrowings are outstanding will have the effect of leveraging the fund. Such leveraging or borrowing increases the fund's exposure to capital risk and borrowed funds are subject to interest costs which will reduce net income.



Purchase and Redemption of Units

Purchase and Redemption of Units

Determination of Net Asset Value

The net asset value per share of the Cash Fund is determined once daily at 5.00 p. m. (1700hrs) GMT after the close of business on each business day.

Any assets or liabilities initially expressed in terms of currencies other than the Ghanaian Cedi are translated into Cedis on the day of the valuation at the prevailing market rates using the U.S. Dollar as a cross currency for translation purposes. The net asset value per share is 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) by the total number of units outstanding at such time.

Portfolio securities which are traded on stock exchanges are valued at the last sale price (regular way) on the exchange on which such securities are traded, as of the close of business on the day the securities are being valued or, lacking any sales, at the last available bid price prior. Securities that are traded over-the-counter market are valued at the last available bid price prior to the time of valuation. Securities that are traded over-the counter and on a

stock exchange are valued according to the broadest and most representative market. Securities and assets for which market quotations are not readily available are valued at fair market value as determined in good faith by or under the direction of the Trustee.

Money market securities and all other fixed income securities are valued at cost plus accrued interest as at date of valuation. Bonds are generally treated as held-to-maturity for the purposes of valuation. However, where a bond is actively traded on the secondary market and is noted as available-for-sale, for the purposes of valuation, such bond will be marked to market.

Purchase of Units

Units of the Fund may be purchased from the offices of the Fund Manager or other Stanbic Bank Ghana Limited branches throughout the country or other designated affiliates of the Manager and Trustee. The minimum initial purchase is GH¢20.00 (minimum of 20 units at GH¢1.00). After the IPO, new units may be purchased under a regular investment plan and or a lump sum investment.



Regular Investment - Investors may purchase units under a regular investment plan set at a minimum investment of GH¢10.00 per month and or Lump Sum Investment - Investors may do a one-time minimum investment of GH¢20.00 and do additional investments at their discretion.

The Fund offers its units at an offering price equal to the next determined net asset value per unit. The applicable offering price for purchase orders is based upon the last net asset value of the Fund determined before receipt of the purchase order. The Fund may suspend the continuous offering of the Fund's units at any time in response to conditions in the securities markets or otherwise and may thereafter resume such offering from time to time. Neither the Fund Manager nor its affiliates are permitted to withhold placing orders to benefit themselves by price change. Any order may be rejected by the Fund.

Unit Classes

The Stanbic Cash Trust shall have two classes – Class A and Class B:

- Class A – shall comprise of all clients excluding Class B investors.

- Class B – shall comprise of all SIMS discretionary clients investing in the Fund. This class of investors shall bear all other expenses of the Fund as is the case with Class A investors except for the fund management fee.

The unit classes are designed to grow the asset base of the fund to enhance its leverage in negotiating for interest rates as well as allow for capacity to participate in large debt securities. Discretionary clients are charged fund management services by SIMS and will be allowed to invest in the Fund without additional fund management charges.

Redemption of Units

The Fund is required to redeem for cash all units of the Fund on receipt of a written request.

Unit holders liquidating their holding will receive upon redemption the value of units at the time of redemption which may be more or less than the unit holder's cost, depending on the market value of the securities held by the Fund at such time.

Redemption Fees

The Stanbic Cash Trust has NO redemption fee.

Subscribers or investors may invest and exit from the Fund as and when desired.



Management of the Cash Fund

Management of The Fund

Stanbic Investment Management Services Limited (SIMS), a wholly owned subsidiary of Stanbic Bank Ghana Limited (SBG), will act as the Manager for the Fund and will provide the Fund with management services. SIMS was incorporated in April 2007 and has an issued and paid-up capital of GH¢239,000.00. SIMS is a licensed Investment Advisor under the Securities and Exchange Commission (SEC). The Company's principal business is to provide investment advisory services, fund's management and stockbrokerage services to clients.

Code of Ethics

The Trustee of the Fund has adopted a Code of Ethics. The Code of Ethics significantly restrict the personal investing activities of all employees of the Manager and, as described below, impose additional, more onerous, restrictions on Fund investment personnel.

The Code requires that all employees of the Manager pre-clear any personal securities investment (with limited exceptions, such as government securities). The pre-clearance requirement and associated procedures are designed to identify any substantive prohibition or limitation applicable to the proposed investment. The substantive restrictions applicable to all employees of the Manager include a ban on acquiring any securities in a "hot" public offering and a prohibition from profiting on short-term trading in securities. In addition, no employee may purchase or sell any security, which at the time is being purchased or sold (as the case may be), or to the knowledge of the employee is being considered for purchase or sale, by the Fund advised by the Manager.

Furthermore, the Code provides for trading "blackout periods" which prohibit trading by investment personnel of the Fund within periods of trading by the Fund in the same (or equivalent) security (15 or 30 days depending upon the transaction).

Trustee

Merchant Bank (Ghana) Limited will act as the Fund's Trustee pursuant to a Trust Deed. The responsibilities of the Trustee are outlined in the Trust Deed.



Administration of The Fund

Administration of The Fund

The Fund pays certain expenses incurred in its operations including among other things, the management fees; legal and audit fees; unaffiliated Director' fees and expenses; registration fees; Trustee fees, accounting and pricing costs; and certain of the costs of printing proxies, unit holder reports, prospectuses and statements of additional information.

Administration of the Fund

The fees and charges that will be incurred in setting up the Fund, including the Fund Manager's initial administrative charge, fees payable to Receiving agents, the Commission and Professional parties, and all other related expenses, are payable by the Fund and deductible from the Fund. These costs (charges and fees) of the public offer will not exceed 15% of the offer proceeds and are to be amortised over a period of 2 years by the Fund.

Operating Expenses

The Fund will bear the cost of acquiring, valuing and disposing of investments. All administrative, accounting charges, unit holder services, research and other related expenses incurred during the course of the day-to-day operation of the Fund, will also be payable by the Fund. This could entail payments to SIMS and other professionals in respect of specific services provided for the Fund as well as periodic payments of regulatory fees. The Fund will be subject to annual audits by its Auditors or such other Auditors, as the Trustee shall approve from time to time.

Operating expenses shall be charged to the fund as and when incurred or amortised over an appropriate period.

Management Fees

The Manager shall be entitled to receive the Management fee.

The Management Fee shall be calculated in respect of successive calendar monthly periods ("payment periods") and shall not exceed a maximum of 2.50% per annum of the average value of the property of the Fund divided by 365 (or in a leap year 366) and multiplied by the number of days comprised in the relevant payment period.

The management fee shall be accrued daily and paid at the end of the month out of the property of the Fund.

This fee serves as compensation for the Manager's efforts in the day-to-day management of the Fund's portfolio of investments and for financial planning and advice to the Fund.



Trustee Fees

The Trustees is entitled to receive remuneration for its service which, together with any indirect taxation, shall be paid out of the net asset value of the Fund. The remuneration shall consist of a periodic charge calculated in accordance with the paragraphs below:

- a. Pursuant to the Trust Deed, the Trustee shall receive an initial once off sign on fee of GHS1,500 and an annual fee of 0.40% of the total net asset value of the fund.
- b. The periodic charge payable to the Trustee shall be calculated in respect of successive calendar month periods ("payment periods") except that no charge shall be payable in respect of the initial offer period. The first payment period shall begin on the day after the end of the initial offer period.
- c. 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.
- d. The amount of the periodic charge for each payment period shall be set out in the Trust Deed of the Fund as amended from time to time and shall be calculated as such a percentage of the value of the property of the Fund or flat amount as the manager and the Trustee may agree; divided by 365 or, in a leap year, 366 and multiplied by the number of days, including fractions of a day, comprised in the relevant payment period. The percentage shall not in any event exceed what shall be determined by the Commission.
- e. For the purposes of calculating the Trustee's periodic charge in respect of any payment period, the value of the property of the Fund shall be determined by the Net Asset Value at the relevant valuation period. The relevant valuation point shall be the most recent point to have occurred before the beginning of that payment period. The periodic charge payable will accrue daily or monthly and be paid at the end of the accounting period.
- f. In the event of a winding up of the Fund, the final payment period for the purpose of calculating the Trustee's periodic charge shall end on the day on which the final distribution in the winding up is made; or in the case of a winding up following the

passing of a special resolution at a meeting of unit holders pursuant to the regulations, such other day as may be specified by the resolution or the terms of the Fund or a proposal approved by the Trustee.

- g. The Trustee is entitled to receive out of the property of the fund payment byway of reimbursement of expenses properly incurred by the Trustee in performing duties imposed upon it or exercising powers conferred upon it by the law.

Dealing and Brokerage Commission

The Manager will be responsible for the Fund's dealing activities. In selecting brokers for the purchase and sale of securities, the Manager will aim to optimize benefits to the Fund's in relation to cost. Issues such as counterparty risk will be fully considered, and whilst full cognizance will be taken of statutory maximum applicable brokerage commissions as provided by regulatory authorities from time to time, decisions will not be taken on the basis of cost factors alone.

Independent Auditor

KnowledgeWarehouse (Chartered Accountants) whose office is at 2nd Floor, RND Plaza, 53 Baatsona-Spintex Road, have been appointed as the auditor of the Fund. KnowledgeWarehouse shall act in such capacity to audit the books of accounts and other records relating to the activities of the Fund in each year or such period thereof ending December 31st.

Independent Record keeping

Independent bank accounts and records of activities will be maintained for the Fund. As far as is practicable, all matters relating to the Fund will be fully segregated in the books and records of SIMS.

Dividend Policy

It is the Fund's intention to reinvest all its net income if any. Dividends will therefore not be declared nor distributed. Unit holders will benefit from the growth in the net asset value of the fund as shown by the unit price movement.

Complaints Procedure

The Manager of the Fund shall maintain a register into which the date and details of all complaints regarding the operation of management of the Fund and interests of share holders will be recorded. Complaints may be made to SIMS, the Manager and also to the Commission.

Base Currency

The base currency of the Fund is the Ghanaian Cedi.

Annual Accounting Period

The accounting date for every financial year is December 31st.

Winding up

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 or by the Bodies Corporate, divide amongst the members in specie or kind the whole or part of the assets of the company, whether they shall consist of property of the same kind or not, and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

Termination Provisions

The occurrence of any of the following events will cause the termination of the Trust and will cause the suspension of redemption of units as provided in the ordinary course of business:

- i. When an event, date or state of affairs specified for the purpose in the Fund's constitution occurs;
- ii. When the Manager of the Fund in writing and with the approval of the Commission, terminates the Fund on the ground that the purpose of the Fund has been, or cannot be, accomplished;
- iii. When the court on an application by the Manager of the Fund or by the Commission, a unit holder in the Fund, or a director of the Manager, makes an order to terminate the Fund if and when the court considers it just and equitable to do so or if the Fund is insolvent;
- iv. A special resolution for termination is passed by the share holders.

When an event of termination occurs, the Manager shall, on a best effort basis, effect a market sale of all of the Fund's assets for the best prices available at such times. The unit holders will subsequently be entitled to receive a distribution in proportion to their respective interests in the Fund of the net cash proceeds derived from the realization the assets of the Fund and which are available for distribution.

Publication of Unit Price

Except when the determination of the sale and redemption prices have been suspended, the unit price will be published on every business day by the Manager and in widely circulated newspapers on a regular basis as determined by the Manager.

Documents for Inspection

Copies of the following documents relating to the Fund may be inspected at the offices of the Manager:

- i. Particulars of the Scheme/Fund
- ii. Certificate of Incorporation of the Fund Manager
- iii. Certificate of Commencement of Business of the Fund Manager;
- iv. Trust Deed
- v. The Prospectus





Unitholder Services

Unitholder Services

The Fund offers a number of unit holder services and investment plans designed to facilitate investment in units of the Fund.

Investment Account

Each unit holder will maintain an “Investment Account” with the Fund Manager and will receive semi-annually, statements from the Fund Manager.

The statements will show any other activity in the account since the preceding statement. Unit holders will receive separate transaction confirmations for each purchase or sale transaction other than automatic investment purchase and the reinvestment of income dividends.

Automatic Investment Plans

Regular additions of units may be made to an investor’s account through the issuing of post-dated cheques to the Fund. Posted cheques will however be received at the discretion of the Manager and presented to the bank as and when they fall due.

Unit holders’ Voting Rights

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 Unit held by him. The units confer on the unit holder exclusive participation in the returns on any assets of the Fund

and a right to receive notices to attend and to vote at any general meeting of the Fund.

Unit holders’ Reports and Meetings

Only one copy of each unit holder report and certain unit holder communications will be mailed to each identified unit holder regardless of the number of accounts such unit holder has.

The annual general meeting of unitholders will be held each year. Notices of all meetings will be published in a widely circulated print media at least twenty-one (21) days prior to the meeting. In addition notices will be sent to registered unit holders by post or to unit holders email addresses at least twenty-one (21) days prior to the meeting at their addresses in the register of unit holders.

The Trustee shall prepare or cause to be prepared in accordance with the Unit Trusts and Mutual Fund Regulations 2001, LI 1695, a report referred to as and “Investors’ Report” in respect of each annual and half-yearly accounting period in order to facilitate the review of the performance of the Fund by holders of interests.



Suspension of Issue, Redemption and Determination of Net Asset Value

In the event of any of the following, the Manager may, with the approval of the Trustee of the Fund, suspend the determination of net asset value of the Fund, the creation, issue and redemptions of units of the Fund:

- a. Where a breakdown occurs in the means ordinarily employed by the Manager in determining the value of the investments or if for any reason the Manager is of the opinion that it cannot reasonably, promptly and accurately ascertain the value of assets of the Fund on the valuation date concerned;
- b. Where an event of termination has occurred (see termination provisions);
- c. Any period when the stock exchange on which any investments that forms part of assets of the scheme for the time being are listed, is closed or when dealings at that exchange are restricted or suspended;

- d. 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;
- e. Any period when remittance of money which will or may be involved in the realization of the investment of the Fund or in the payment for investments cannot be carried out

Assignment

Unit holders may assign all or part of their interest in the Fund whether as collateral for borrowings procured by them or for any other reason.

Unit holder Enquiries

Unit holder enquiries may be addressed to the Fund Manager or its affiliates.

Appendix:

**Addresses of
Trustee and
Auditor**

TRUSTEE

Merchant Bank (Ghana) Limited

57 Examination Loop
North Ridge, P.O. Box 401,
Accra

AUDITOR

KnowledgeWarehouse

(Chartered Accountants)
2nd Floor-D3, RND Plaza
53 Baatsona, Spintex Road
P.O. Box SK 1016
Tema



Stanbic Cash Trust Prospectus

Initial Public Offer
300,000 units of no par
value at GH¢ 1.00

Offer opens: November 27th 2012
Offer ends: December 18th 2012

Manager: Stanbic Investment
Management Services Ltd

 **Stanbic**
Investment Management Services