

**SCHEME PARTICULARS**

**OF**

**DALEX VISION FUND PLC**

**JANUARY 2023**

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## **PREFACE**

This document explains what you should know about this mutual fund before you invest. Please read it carefully. The Securities and Exchange Commission has licensed the Fund to operate as a mutual fund. The Securities & Exchange Commission assumes no responsibility for the correctness of any of the statements contained in this document.

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

The shares are offered on the basis of the information and representations contained in this document, and other documents referred to herein. Any further information and representations made by any person may not be relied upon as having been authorized by the Fund. Neither the delivery of this document nor the allotment of shares shall under any circumstances create any implication that there has been no change in the affairs of the Fund since the date hereof.

Before deciding whether to apply for shares, you should consider whether shares in a mutual fund are a suitable investment for you. The market of shares can go up as well as down. Past performance is not necessarily indicative of future performance. If you need advice, you should consult a qualified investment representative for professional advice.

## THE MANAGER

Name: CIDAN Investments Limited

Country of Incorporation: Ghana

Registration Number: CS300932013

TIN Number: C0002801698

Nature of Corporate Form: Limited Liability

Address: HNo.261 Haatso, North Legon

Telephone Number: +233 27 6900 011, 55 9899 935

Email Address: [info@cidaninvestments.com](mailto:info@cidaninvestments.com)

Website: [www.cidaninvestments.com](http://www.cidaninvestments.com)

Date of Incorporation: 5<sup>th</sup> January, 2005

Amount of Issued Shares: 5,000,000

Paid up Capital: GH¢5,000,000.00

Names of Directors: Mr. Francis Kofi-Tettey Kumah  
Mr. Samuel Appiah  
Dr. Daniel Raziel Obeng-Okon  
Mrs. Helen Cindy Obeng-Okon  
Dr. John-Mark Akandekumtiim

Holding Company: CIDAN Group Limited

## DIRECTORS OF THE MANAGER

Name	Position	Other Directorship	Address	Occupation	Nationality
Mr. Francis Kofi-Tettey Kumah	Board Chair	Greenfield Microfinance Limited	HNo. 23, SHC Estate, Adenta,	Legal Practitioner	Ghanaian
Mr. Samuel Appiah	Director	CIDAN Group Limited CIDAN Capital Microfinance Limited	HNo. D 323, Iron City, Kasoa	Auditor	Ghanaian
Dr. Daniel Raziel Obeng-Okon	CEO	CIDAN Group Limited CIDAN Capital Microfinance Limited VITALITY Health Insurance Limited CIDAN Opportunities Limited Vikings Hostels Limited Ghana Investment and Securities Institute Limited (GISI)	HNo. AF 74 Kwaku Sueye Street, Spintex Road, Baatsonaa, Nungua, Accra	Investment Banker	Ghanaian
Mrs. Helen Cindy Obeng-Okon	Director	CIDAN Group Limited CIDAN Capital Microfinance Limited CIDAN Opportunities Limited VITALITY Health Insurance Limited	HNo. AF 74 Kwaku Sueye Street, Spintex Road, Baatsonaa, Nungua, Accra	Finance and Marketing Executive	Ghanaian
Dr. John-Mark Akandekumtiim	Director	CIDAN Capital Microfinance Limited	HNo. 60 Mama Mabel School, Accra	Economist /Lecturer	Ghanaian

## **THE CUSTODIAN**

The Custodian of the Dalex Vision Fund Plc is CAL Bank Ghana Limited. CAL Bank Ghana Limited is a private limited liability company incorporated under the Companies Code, 1963 (Act 179) in 2004 and is licensed by the Securities and Exchange Commission to provide custodial services.

The contact details of CAL Bank Ghana Limited:

Physical Address:	CAL Bank Ghana Limited No. 23 Independence Avenue Accra
Postal	CAL Bank Ghana Limited P. O. Box 14596 Accra
Direct Tel. Line:	+233 302 661260
Main Tel. Line:	+233 302 680061-69, 680079 ext. 325 & 424
Fax:	+233 302 661261
Email:	<a href="mailto:CustodyServices@calbank.net">CustodyServices@calbank.net</a>

The principal business activity of CAL Bank Ghana Limited is banking. It was incorporated in Ghana on March 1, 1989 and is supervised by the Bank of Ghana under the Banking Acts of 1970 and 1979 and Banking Law of 1989. Cal Bank Ghana Limited was licensed on July 1, 2010 to operate as a custodian under the Securities Industry Act, 2016, Act 929.

CAL Bank Ghana Limited has authorized share capital of 2,000,000,000 ordinary shares of no-par value with paid-up capital of GH¢400,000,000.00.

CAL Bank Ghana Limited provides custodial services for pension funds and collective investment schemes.

## **THE AUDITOR**

Physical Address:	Audax Consult Hse.No. A982/1 Guggisberg Avenue Mamprobi Accra
GPS Address:	GA-2697-187
Postal Address:	Audax Consult P. O. Box 19031

Mamprobi, Accra

Tel: +233 24 558 9990  
+233 24 479 0359

Email: [samartey@audaxconsultgh.com](mailto:samartey@audaxconsultgh.com)

Website: [www.audaxconsultgh.com](http://www.audaxconsultgh.com)

## **THE LAWYER**

Name of Lawyer: Michael Amafu Dey, ESQ  
Address: No. B811/10, Feo Oyeo Street  
North Kaneshie  
Postal Address: P. O. Box CT 9997  
Accra  
Principal Business Activity: Legal Services

## **THE REGISTER**

The register may be inspected at the office of the Fund

Manager

Name: CIDAN Investments Ltd  
HNo.261 Haatso,  
North Legon, Accra  
Telephone Number: +233 27 6900 011, 55 9899 935  
E-mail address [info@cidaninvestments.com](mailto:info@cidaninvestments.com)



## DIRECTORS OF DALEX VISION FUND PLC

<b>Name</b>	<b>Position</b>	<b>Other Directorship</b>	<b>Address</b>	<b>Occupation</b>
Sandy Osei-Agyeman	Chairman / Director	Slid Industries	No. 27, 1 <sup>st</sup> Close McCarthy Hill, Accra	Entrepreneur
Addison Abraham Simon Nii Allotey	Member	OctaneDC Money Market Fund	HS No 142 Guggisberg Ave, Camara, Mamprobi	Retirement & Personal Finance Consultant
Pavis-Djre, Papa Kwabla Geoffrey	Member	1) Eliseli Ltd. 2) Gamma Petroleum & Energy Services Ltd. 3) Atom Alloys Africa Ltd.	HNO. WL 442/1, Windy Hills, CP, Kasoa	Investment Analyst

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

Dalex Vision Fund Limited was incorporated as a Private Limited Company on 27<sup>th</sup> March 2014 and begun operations on 19<sup>th</sup> August 2015. In compliance with Section 73 of the Securities Industry Act, 2016 (Act 929), the fund was converted to a Public Limited Company and incorporated as such on 22<sup>nd</sup> May 2020.

New Name of Scheme: (Initial Name of Scheme)	Dalex Vision Fund Plc (Dalex Vision Fund Limited)
New Date of Incorporation (Initial Date of Incorporation)	22 <sup>nd</sup> May 2020 (27 <sup>th</sup> March 2014)
New Date of Establishment: (Initial Date of Establishment)	22 <sup>nd</sup> May 2020 (27 <sup>th</sup> March 2014)
Nature of Scheme:	Authorised Mutual Fund
Promoters of the company:	OctaneDC Limited
Fund Managers of the company:	CIDAN Investments Limited
Duration of Scheme:	Indefinite

## INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

### Investment Objective

The Dalex Vision Fund Plc is a balanced mutual fund which seeks to achieve competitive returns through the construction of a well-diversified portfolio of equity and fixed income instruments.

### Investment Strategy

The Fund seeks to achieve its objective through investment in a diversified portfolio of equities, Government and corporate bonds, money market and private equity instruments. Below is the asset allocation of the fund with an allowance of  $\pm 5\%$ .

Asset Class	Target Allocation
Equities	15%
Corporate Bonds	20%
Government/Cocoa Bills and Bonds	20%
Money Market	20%
Collective Investment Schemes	10%
Private Equity	10%
Cash	5%

### Investment Policy

- a) The Fund's investment will include the following:
  1. Government bonds
  2. Corporate bonds
  3. Money market instruments
  4. Certificates of deposits;
  5. Equities
  6. Collective Investment Schemes
  7. Private Equity Investments
  8. Debt obligations issued or guaranteed as principal and interest by the Ghana Government or its agencies such as Government of Ghana, Bank of Ghana, Municipal authorities;
  9. Repurchase agreements, which may be viewed as a type of secured lending by the Fund.
- b) The Fund may invest up to 20% of the scheme's total net assets value in Government securities of the same issue.
- c) In the interest of prudent and efficient management of the Fund, the Manager will

- maintain discreet levels of liquidity.
- d) The Manager may invest up to 10% of the interests of the scheme in collective investment schemes managed by the Manager or by an associate of the Manager.

### **Base Currency**

The base currency of the Fund is the Ghana Cedi.

### **Annual accounting period**

The accounting date for every financial year ends on 31<sup>st</sup> December.

### **Investment Restrictions**

The investments of the Fund will be subject to the following restrictions:

The manager shall not for or on behalf of a scheme,

- (a) Invest directly in commodities, futures or options;
- (b) Invest more than 10 per cent of the net asset value of the scheme in any type of real estate other than the securities of real estate companies or companies that have engaged in real estate investment activities;
- (c) Invest more than 25 per cent of the net asset value of the scheme in securities issued by a single issuer;
- (d) 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;
- (e) Invest more than 10 per cent of the net asset value of the scheme in other collective investment schemes;
- (f) Invest more than 15 per cent of the total net asset value of the scheme in securities not listed or quoted on an authorized stock exchange,
- (g) Purchase securities on margin, except that the manager may obtain such short-term credit as may be necessary for the clearance of purchases and sales of securities constituting or to be included in the assets of the scheme;
- (h) Make any investment that will result in the manager, trustee or the scheme gaining management control of a company in which the investment has been made;
- (i) Make short sales of securities or maintain a short position;
- (j) Acquire any securities which are unpaid or partly-paid for;
- (k) Apply any part of the assets of the scheme in the acquisition of an investment which is likely to involve the scheme in any liability, contingent or otherwise;
- (l) Enter into underwriting or sub-underwriting contracts in relation to the subscription or purchase of any investment; or
- (m) 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.

## **BORROWING POWERS**

The Fund can borrow for the sole purpose of enabling the manager meet requests for redeeming interests of the scheme.

The following provisions shall apply in connection with the borrowing:

- (a) the borrowing may be from the trustee or the custodian or any associate of any of them on the best commercial terms;
- (b) the aggregate outstanding of borrowings whether in local or foreign currency at any time shall not exceed 15 per cent of the net value of the assets of the scheme;
- (c) any interest on the borrowing and expenses incurred in negotiating, entering into, varying, carrying into effect and terminating the borrowing arrangements shall be payable out of the assets of the scheme;
- (d) for the purposes of securing the borrowing, the board of directors of a mutual fund are entitled, with the concurrence of the manager, to charge or pledge in any manner all or any part of the assets of the scheme, and where any part of the assets of the scheme or any document of title of the assets is for the time being under the custody and control of a person other than the trustee or custodian in consequence of any charge or pledge, the provisions of these 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 mutual fund demanding repayment of the monies secured;
- (f) where borrowing is undertaken for the account of the scheme, assets that form a part of the deposited property may be registered in the lender's name or in the name of a nominee appointed by the lender; provided that the lender or its nominee, enters into a written commitment that under no circumstances will it pledge or obligate any part of the assets to any other person or use any part of them to margin, guarantee, secure, discharge or settle any borrowing, trades or contracts, or dispose of any part of them, or treat them as if any person other than the mutual fund and the lender had any interest in them.
- (g) Where the assets of the scheme or any part of the assets is registered in the name of a lender as security for a loan obtained for and on behalf of the scheme, the trustee or custodian is liable for any act or omission of the lender or the lender's agent with respect to the property.
- (h) Any cash raised by borrowing for the scheme shall constitute a part of the assets of the scheme.

## **APPOINTMENT OF A MANAGER AND CUSTODIAN**

The directors of a company applying to operate as a mutual fund shall appoint for the mutual fund

- a) A Manager which shall be a company incorporated in Ghana, approved by the Commission and independent of the mutual fund company; and
- b) A custodian which shall be independent of the mutual fund company and is a bank, an insurance company or any other financial institution approved by the Commission or a wholly owned subsidiary of any of them approved by the Commission.
- c) The custodian shall have and maintain such minimum capital requirement as shall be determined by the Commission.

### **Management of the fund**

- (1) The manager shall manage the mutual fund on a day-to-day basis, select investments to be owned by the company and carry out any other functions assigned to it under contract from the mutual fund.
- (2) The manager shall be subject to the directions of the directors of the mutual fund and shall perform the normal functions carried out by the managing director of a company.
- (3) Where the directions given to the manager by the directors of the mutual fund contravene this Law or any other enactment, the manager shall refer the matter to the Commission for guidance.
- (4) The manager of a mutual fund shall maintain such minimum paid up capital and have the amount and type of financial and material resources as may be directed by the Commission.
- (5) The manager shall not allow the property of the company to be used or invested contrary to the investment restrictions under this Law or Regulations made under this Law.
- (6) The manager shall ensure that its directors or other persons concerned with the management of its business have the necessary qualifications and experience required by the Commission.
- (7) The manager shall act in accordance with investment policies laid down by its directors and the provisions of this Law.

The Fund has appointed CIDAN Investments Limited, the Manager to provide management & administrative services, manage its business affairs and invest its assets, including the placing of orders for the purchase and sale of portfolio securities.

The Board of Directors are responsible for the Fund's management and control, including the determination of investment policy. The manager of this fund also offers advisory and management services to collective investment funds, endowment funds, institutions and high net-worth individuals.

### **Management of other schemes and portfolios**

(1) The manager of a scheme shall only deal with the management of licensed mutual fund schemes except that the manager may with the prior written approval of the Commission manage other investment portfolios subject to conditions that the Commission may impose.

(2) The manager of a scheme may manage more than one scheme if:

(a) Each scheme has an investment officer;

(b) The names and characteristics of each scheme operated are disclosed to the investors of all schemes under the management;

(c) Separate accounts are maintained for each scheme; and

(d) The basis of allocation of expenses between each scheme is disclosed to the investors of all schemes under the management.

The Manager is responsible for the actual management of the Fund's portfolio and constantly reviews the holding of the Fund in light of its research analysis and research from other relevant sources. The responsibility for making decisions to buy, sell or hold a particular security rest with the Manager.

The Fund pays the Investment Manager a monthly management fee as remuneration for services to the Fund. The fee is paid out of the net assets of the scheme at a rate of 2% per annum.

## **Custodian**

CAL Bank Ghana Limited has been appointed 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 Ghana Limited, or agents of CAL Bank Ghana Limited.

The Custodian shall ensure that assets are held in accordance with the Securities Industry Act 2016, (ACT 929) as amended from time to time.

1. The Custodian appointed under section 72 shall take into his custody or put under its control the property of the mutual fund which shall be held in accordance with this Act and any relevant agreement not inconsistent with this Act.
2. The Custodian of a mutual fund shall have the minimum capital requirement determined by the Commission.
3. The Custodian may give notice to the Manager that it is not prepared to accept the transfer of assets in contravention of this Act and may require the Manager to give security for the transfer of assets.
4. Subject to subsection (3), the terms of its contract of appointment and this Act, the Custodian shall carry out the instructions of the Manager as regards investments which comprise the assets of the company.

## **DIVIDEND AND DISTRIBUTION POLICY**

The Fund passes substantially its earnings along to its investors as "distributions." The Fund earns interest from fixed-income investments as well as realized capital gains whenever it sells securities for a higher price than it paid for them. These "distributions" if any are distributed annually on the income allocation date which will be the end of the financial year, 31<sup>st</sup> December, depending on the dividend policy adopted by the Directors of the Fund. The dividend policy shall be such that any dividend distribution will not jeopardize the Fund's ability to operate effectively.



## **WINDING-UP**

- 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 or by the Bodies Corporate (Official Liquidations) Act, 1963 (Act 180), divide among 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 the liquidator considers fair upon any assets to be divided and may determine how such division shall be carried out as between the members or different classes of members.
- 2) The liquidator may, 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.

Regulation (7) of L.I. 1695 which states the minimum subscription requirement for issue of license has been complied with.

## **CHARACTERISTICS OF INTEREST IN THE SCHEME**

### **Organization of the Fund**

The Fund was incorporated under Ghanaian law on 22<sup>nd</sup> May 2020. It has authorized issued shares of 1,000,000,000 common shares of no-par value. Each share has one vote. As at the date of the document, the Company was capitalized at GH¢100,000.

An investor will be entitled to participate in the property and the income of the Fund in proportion to his/her holdings. The Fund may declare dividends by an ordinary resolution in respect of any year. Any dividends will be declared on a per share basis.

The shareholders of the company have the same rights of a shareholder under the Companies Act 2019 (Act 992).

### **Share Certificates**

Contract notes shall be issued to prospective shareholders in respect of purchase of shares as evidence of title of shares.

### **Votes of Members**

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 by him or her.

In the event of a postal ballot being directed pursuant to paragraph 16 of the 8<sup>th</sup> schedule of The Companies Act 2019 (Act 992), each member entitled to attend and vote at the meeting shall have one vote for each share held by him or her.

### **Valuation of assets, charges, distribution and fees.**

#### *Valuation and pricing*

- (1) The offer and redemption prices of a scheme shall be calculated on the basis of the net asset value of the scheme divided by the number of interests outstanding.
- (2) The offer and redemption prices of a scheme may be adjusted by the fees, levies and charges permitted to be made from the assets of the scheme in accordance with the regulation
- (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 prices receivable on the redemption of interests.
- (4) There shall be no further charges payable by investors other than stamp duty or other taxes.

### **Pricing Fund Shares and Valuation**

The price of Fund Shares, called the net asset value 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 four decimal places as the Board of Directors will decide.

The Fund determines the value of its portfolio of securities using the Fair Value through Other Comprehensive Income (FVOCI) or mark-to-market approach which involves valuing a debt at its fair market value using end-of-day average prices published on a recognized Stock Exchange.

Portfolio securities that are traded on a Stock Exchange are valued at the last trade price on the Exchange as of the close of business on the day the securities are being valued, or lacking any sales at the last available trade price. Securities traded in the over-the-counter market are valued at the last available trade price in the over-the-counter market prior to the time of valuation.

### **Valuation of unquoted securities**

- (1) 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.

(2) The manager shall keep all records used to support the valuation of unquoted securities.

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

The Net Asset Value per share of the Fund is determined every business day after 4:00pm GMT when all trading platforms have closed. Shares will not be priced on days that trading does not take place on the Ghana Stock Exchange, and on days that banks are closed for business.

### **Remuneration of the Manager**

- (a) The management and administrative fees shall be calculated in respect of successive calendar monthly periods (“payment periods”) and shall not exceed a maximum of 2.5% per annum of the value of the net assets of the Fund. The Management and Administrative Fees will be calculated as 2.00% and 0.45% respectively of the value of the net assets of the Fund divided by 365 (or, in a leap year, 366) and multiplied by the number of days comprised in the relevant payment order. The management and administrative fees will be paid out of the property of the Fund.
- (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.

### **Remuneration of the Custodian**

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.

- a. Subject as stated herein, the periodic charge payable to the Custodian shall be calculated in respect of successive calendar quarterly 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 quarter 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;
- b. The custodian fees will be calculated as 0.10% of the value of the assets of the Fund 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 custodian fees will be paid out of the property of the Fund.
- c. 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 determined by using the bid basis of valuation at the relevant valuation point. The relevant valuation point shall be the most recent point to have occurred; and

- d. 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.
- e. 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.
- f. 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.

### **Remuneration of Directors**

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

### **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 marketing and client services by way of remuneration for their services and to make payments by way of contributions to the expenses of regulatory bodies.
- b. The Manager shall be entitled, out of the assets of the Fund, to meet the costs incurred in connection with the production of certificates of title, distribution, stationery and the mailing thereof. Accounting and legal expenses; cost of maintaining the Fund's existence; cost of shareholders' reports and meetings; and the cost of preparing and printing prospectus and statements of additional information will be borne by the fund.

## Fees and Expenses

This table summarizes the fees and expenses an investor may pay if he or she invests in the Fund.

### Annual Fund Operating Expenses (Expenses that are deducted from fund assets)

	<b>Fund Expenses (on Net Asset of the Fund)</b>
Fund Management	2.00% p.a
Fund Administration	0.50% p.a
Custody Fees	0.10% p.a
<b>Total Fees</b>	<b>2.60% p.a</b>

The annual management and administrative fees are taken into account in the pricing of the Fund. Other expenses cover items such as audit fees, accounting charges, marketing and client services, shareholder services and all other charges and expenses incurred in the operation of the Fund are taken into account in the pricing of the Fund.

## THE ISSUE AND REDEMPTION OF INTEREST IN THE SCHEME

### Issue of Shares

The shares of the Fund are not listed on the Stock Exchange. Applicants may set up a new account to buy Fund shares. When applicants buy Fund shares, the shares are purchased at the last published price.

Applicants can buy shares of the Fund within normal business hours on every business day that is between 8:00am GMT and 5:00pm GMT.

The Manager will be available to receive request for the issue and redemption of shares between 8:00am GMT and 5:00pm 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 Cedi. 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 issued shares will not be listed on the Ghana Stock Exchange.

The issue of shares is conditional upon receipt of subscription monies and cleared funds by 5p.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 the Fund will be issued during any period when calculation of the net asset value per share is suspended by the Fund.

### **Minimum Investments**

The minimum initial investment value for all investors not on the regular investment plan is GH¢50. Additional investments should be a minimum of GH¢50.

### **Maximum Investments**

An investor may not purchase shares which will result in him/her holding more than 15% of the total value of the fund.

### **Payment Options**

*(1) Contact CIDAN Investments Limited:* Applicants may buy Fund shares with cash or cheque, by contacting personnel of CIDAN Investments Limited. Representatives of the company will assist applicant to fill the investment application form. The fillable application form is also available on our website [www.cidaninvestments.com](http://www.cidaninvestments.com) which can be completed and emailed to [info@cidaninvestments.com](mailto:info@cidaninvestments.com).

*(2) By Bank and Mobile Money Transfer:* To open a new account to buy Fund shares:

- Email the Application Form, completed and signed, to [info@cidaninvestments.com](mailto:info@cidaninvestments.com) or drop it at the office of The Manager, Dalex Vision Fund Plc c/o CIDAN Investments Limited, HNo. 261 Haatso, North Legon, Ghana. Before sending instructions by transfer, please email us at [info@cidaninvestments.com](mailto:info@cidaninvestments.com) or call us at +233 27 6900 011, 55 9899 935, weekdays from 8.00am to 5.00pm (at that time we will provide you with details of our bank account to which the Fund should be transferred).

Send the transfer instructions specifying the name of the Fund, your name, along with the investment amount. When you buy Fund shares, wire purchase instructions will be executed on the next business day. Your Bank may impose a fee for sending a wire.

You can also purchase shares using mobile money via Ecobank Ipay by following the steps outlined:

1. Dial \*725#
2. Select Pay Merchant
3. Enter Till Number 32633384
4. Enter Amount (amount must **not** include comma) and submit
5. Enter your name as transaction reference
6. Confirm Amount
7. Enter your mobile money Pin to confirm payment

Client will receive a receipt once payment is successful. Please note transfer charges will apply.

The Fund will not be responsible for the consequences of delays in the banking or mobile money transfer systems.

### **Additional Purchase Information**

Application 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. As soon as the price at which the shares are to be issued has been determined, the Fund will inform the applicant, if practicable, of the total number of shares allotted and the total cost including any applicable initial sales charge in respect of the number of shares applied for. 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 through the banking system as per Bank of Ghana regulations.

Subscription monies in cleared funds must be received on the valuation day before a purchase is made.

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.

### **Redemption of Shares**

You can sell some or all of your Fund shares within normal business hours on every business day. Your shares will be sold at the last published price. The minimum value of redemptions for partial redemptions is GH¢50. Shareholders who have not invested a minimum amount of (GH¢ 50) within the first twelve months of joining the Fund will have their investment redeemed.

- (1) *Contact CIDAN Investments Ltd:* To sell your shares, shareholders should simply call at CIDAN Investments Limited to be instructed on the procedure.  
Payment will be sent to the address to which the account is registered or otherwise according to the shareholder's

instruction at the redeemer's expense.

(2) *By Letter/Email:*

Shareholders may also sell their shares by writing or emailing a letter of instruction that includes:

- (a) The name of the Fund;
- (b) Shareholder's account number;
- (c) The account registration name(s) and address
- (d) The Cedi amount or the number of shares you wish to sell, and
- (e) The signature of each owner as it appears on the account.
- (f) The name of the payee

Mail the letter to the Manager, Dalex Vision Fund Plc, c/o CIDAN Investments Limited, HNo. 261 Haatso, North Legon, Ghana. Email to [info@cidaninvestments.com](mailto:info@cidaninvestments.com). A fund transfer will be made into accounts provided and bearing the name of the shareholder, or otherwise according to the shareholder's instructions at the redeemer's expense.

Clients need to provide a valid National Identification Card Number e.g. passport, Voter's ID, Driver's license, or National ID in order to be able to access this new product enhancement service.

Shares in the Fund may be redeemed within normal business hours on every business day at the net asset value per share last published price, except that dealings in orders received on any trading day on which any of the securities held by the Fund is traded shall be at the next published price.

If a redemption request would result in a shareholder's investment in the Fund being less than 20 shares, the Company may redeem the full shareholding in that Fund and pay the proceeds to the Shareholder.

The payment for redemption has been delegated to the Manager.

Payment for shares redeemed will be made by cheque not later than five (5) bank business days after the redemption request has been received in good order. A transfer can be made into the redeemer's bank account at the redeemer's expense. The right of redemption will be suspended with the approval of the SEC at times when:

- 1) any of the principal markets on which any substantial portion of the investments of the Fund quoted are closed otherwise than for ordinary holidays or during which dealings therein are restricted or suspended
- 2) the existence of any state of affairs which constitute an emergency as a result of which disposal or valuation of assets owned by the Fund would be impracticable; and
- 3) there is a breakdown in the means of communication normally employed in determining the price or value of any of the investments of the Fund or during any other period when the Securities Exchange Commission (the "SEC"), by order, so permits.



Any such suspension shall be published in a newspaper of national circulation by the Fund and shall be notified to shareholders requesting redemption of their shares by the Fund at the time of the filing of the request for such redemption.

Under normal circumstances, prior to redemption request, and before any payment will be made; the Manager must have received the registered share certificate(s), if any, to be redeemed and the duly completed transfer information. In the event that no share certificates are issued, evidence of one's investment will be via the person's records in the register of the Fund.

**The price at which shares in the Fund are redeemed may be more or less than the cost to the shareholder depending on the net asset value per share of the Fund at the time of redemption.**

A shareholder may not withdraw his request for redemption except in the event of a suspension of the valuation of assets of the Fund and, in such event; a withdrawal of a redemption request will be effective only if written notification is received by the Manager before termination of the period of suspension.

### **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 you will still be able to redeem your shares by mail. A fax and telephone indemnity must be provided by anyone who wishes to send instructions by fax and telephone.

### **Publication of Share Price**

The most recent issue and redemption prices will be published after determination of the Net Asset Value on every business day. The issue of the share price will be published on CIDAN Investments' website for easy access and subsequently, the Net price will be on the CIDAN Investments website daily.

### **Liability for scheme particulars**

(1) A person responsible for issuing a document that contains the particulars of a scheme is liable to pay compensation to any person who

- (a) purchases or agrees to purchase interests in the scheme; and
- (b) suffers loss due to an untrue or misleading statement or the omission of any particulars required by these Regulations to be in the scheme particulars.

(2) Where the form of a scheme particulars requires details which are not relevant to the particular scheme, the omission of those details shall not be considered as an omission for purposes of these Regulations.

(3) A person shall not incur any liability under these Regulations for any loss in respect of interests in a scheme if the person satisfies the court that at the time when the scheme particulars were prepared or ought to have been revised the person reasonably believed, having made such enquiries as were reasonable, that the statement was true and not misleading or that the matter which caused the loss was properly omitted if

- (a) the person continued in that belief until the time when the interests were acquired;
- (b) the interests were acquired before it was reasonably practicable to bring a correction to the attention of persons likely to acquire them;
- (c) before the interests were acquired the person had taken such steps as were reasonable for the person to have taken to ensure that a correction was brought to the attention of persons likely to acquire them; or
- (d) the person who acquired the interests was not influenced, or not influenced to any material extent, by that statement or would not have been influenced to any material extent, by the inclusion of the matter omitted in deciding to acquire the interest.

(4) A person shall not incur any liability under these Regulations if the person satisfies the court that:

- (a) before the interests were acquired, a correction was published in such a manner as to inform prospective participants in the scheme;
- (b) the person took such steps as were reasonable to secure the publication and believed it had taken place before the interests were acquired;
- (c) the purchaser acquired the interests with the knowledge that the statement was misleading or with the knowledge of the omitted matter; or
- (d) the failure to revise the scheme particulars was because the person reasonably believed that the change or new matter was not such as to require a revision of the scheme particulars.

## **GENERAL INFORMATION**

### **Information on Shareholders' Meetings and Reports**

The annual and half year reports will be published four months and two months respectively after the end of the accounting period. The annual general meeting of shareholders will be held each year. Notices of all meetings will be published in the print media as the Board of Directors shall from time-to-time determine in line with SEC rules and will be sent to registered shareholders by email at least twenty-one (21) days prior to the meeting at their email addresses in the register of shareholders. Such notices will include the agenda and specify the time and place of the meeting. In the event that the annual general meeting cannot be held physically, a virtual annual general meeting will be held. Details of the virtual annual general meeting will be provided to shareholders prior to the meeting taking place at their email addresses in the register of shareholders.

Audited annual reports and unaudited reports will be circulated to shareholders entered in the register. Copies of the constitution of the scheme, any amending instrument and the most recent annual and half-yearly reports may be inspected and obtained at the registered office of the fund manager, CIDAN Investments Limited, HNo. 261 Haatso, North Legon, Ghana. The accounting year of the Fund ends on 31<sup>st</sup> December in each year.

### **Meetings, attendance and voting**

(1) 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.

(2) The Board of Directors of the Fund shall at the request in writing of investors registered as holding not less than one-twentieth of the number of interests in issue or at the request of a trustee or custodian made in writing, convene a meeting of the investors within thirty days of the date of the request.

(3) The manager may attend any meeting of investors, but the manager is not entitled to vote or be counted for a quorum.

### **Performance Information**

For the purposes of advertising, performance will be calculated on the basis of average annual total return. Advertisements also may include performance calculated on the basis of total return.

The most recent issue and redemption prices will be published on CIDAN Investments' website after determination of the Net Asset Value on every business day.

Average annual total return quotations for the specified periods will be computed by finding the average annual compounded rates of return (based on net investment income and any capital gains or losses on the portfolio investments over such periods) that would equate the initial amount invested to the redeemable value of such investment at the end of each period. The return is expressed as a percentage rate which, if applied on a compounded annual basis, would result in the redeemable value of the investment at the end of the period.

Total return is computed on a per share basis. Total return generally is expressed as a percentage rate which is calculated by combining the income and principal changes for a specified period and dividing by the maximum offering price per share at the beginning of the period. Advertisements may include the percentage rate of total return or the value of total return. Total return may also be calculated by using the net asset value per share at the beginning of the period instead of the maximum offering price per share at the beginning of the period. Performance will vary from time to time and past results are not necessarily representative of future results. You should remember that performance is a function of portfolio management in selecting the type and quality of portfolio securities and is affected by operating expenses. Performance information, such as the described above, may not provide a basis for comparison with other investment or other investment companies using a different method of calculating performance.

## **Copies of Regulations**

Copies of the regulations of the scheme can be inspected and obtained from CIDAN Investments Limited (“the Manager”) at HNo. 261 Haatso, North Legon, Ghana.

The Management Agreement is between CIDAN Investments Limited and the Dalex Vision Fund Plc. Copies of Management Agreement of the scheme can be inspected and obtained from CIDAN Investments Limited (“the Manager”) at HNo. 261 Haatso, North Legon, Ghana.

## **Complaints**

Complaints about the operation of the scheme may be made to CIDAN Investments Limited (“the Manager”).

### **Complaints procedure**

- (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 Commissions have been notified and provide the date of the notice.
- (4) After receipt of the notice, the Commission shall investigate the complaint and provide the complainant with such redress as is provided under the Law.

## **Account Information Changes**

To change information regarding an account (including a new address, change of beneficiary, or change in the automatic investment plan), Shareholders must send CIDAN Investments Limited this new information. Please mail the new information to CIDAN Investments Limited (“the Manager”) at HNo. 261 Haatso, North Legon, Ghana. Include your Shareholder i.e. Dalex Vision Fund Plc’s account number, as well as name, address, signature and phone number, along with the new information. Shareholders may email or fax this information to Dalex Vision Fund Plc through [info@cidaninvestments.com](mailto:info@cidaninvestments.com) and + 233 55 989 9935/ +233 27 690 0011. Shareholders may confirm receipt of this information by calling CIDAN Investments Limited at + 233 55 989 9935/ +233 27 690 0011

## **ADDITIONAL INFORMATION**

### **Risk Factors**

There is no assurance that the Fund will achieve its investment objective. The investment of the Fund will be subject to normal market fluctuations and other risks inherent in investing in securities and there can be no assurance that any appreciation in value will occur. The value of investments and the

income derived therefrom, which is linked to the net asset value of the Fund, may rise or fall resulting in the possibility of the investor not realizing his initial investment. An investor who sells shares after holding for a short period may, in addition, not realise the amount originally invested.

Investing in securities in Ghana involves certain considerations not usually associated with investing in securities of issues in more developed capital markets may include:

- a *Greater economic uncertainty;*
- b *The current volatility of the financial industry and new banking reforms resulting in illiquidity.*
- c *The relative lack of publicly available information on businesses in the industry.*

There is the possibility of delays in the settlement of trades which may result in periods when the assets of the Fund are invested and no return is earned thereon. Shareholders who purchase shares using foreign currency may be subject to significant fluctuations of currency rates. Changes in foreign currency exchange rates will affect the value of securities when translated into the currency with which the shareholder invested.

Some other risk factors are:

*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 its debt.

*Interest rate risk* refers to fluctuations in the value of a fixed-income security resulting from changes in the general level of interest rates.

*Operational Risk*- the Fund will invest through the services of brokers, custodians, etc. This is no guaranty 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. Investors in the Fund will have to understand that they may have to bear such risk.

*Market Risk* The value of your investment may decline due to fluctuations in the market.

*Liquidity Risk* This risk exists when particular investments are difficult to purchase or sell, 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.

In addition, the mutual fund is particularly subject to the risk that the purchasing power of your investment may be eroded overtime by inflation. The Investment Manager actively manages the Fund's assets to reduce the risk of losing any principal investment as a result of the above mentioned.

## **Taxation**

*Taxation of the Company:* Under Ghanaian tax laws, the interest, dividends, or any other income of a mutual fund is exempt from income tax.

*Taxation of Shareholders:* The interest or dividends payable to a member of a mutual fund is exempt from tax.