



**ASSOCIATED CONSTRUCTION  
DEVELOPMENT BANK**  
(IN-FORMATION)

Private Placement of  
**60,000,000,000**

Ordinary Shares of 50 kobo each

at

**52 kobo per share**

Payable in full on Application



Issuing House: **Wema Asset Management Ltd**  
(A subsidiary of Wema Bank Plc) RC 375525

Application List opens on Monday 27<sup>th</sup> of December, 2006  
Application List Closes on Monday 29<sup>th</sup> of January, 2007

This document is important and should be read carefully. If you are in any doubt about its contents or the action to take, please consult your stockbroker, Accountant, Banker, Solicitor or any other professional Adviser for Guidance immediately.

This Private Placement Memorandum is dated 12<sup>th</sup> December, 2006

## Preamble:

Having identified a ready need for a specialized bank, the promoters of Associated Construction and Development Bank with the full support of the Federal Government of Nigeria, intend the bank to offer specialized services that meet the long-term ideals of the construction industry. Working alliances will be established with both local and international financial institutions to complement existing capital, develop capacity, underwrite loans for viable projects and contribute meaningfully to Nigeria's economic and social development.

The bank will institute a board with the responsibility of ensuring strict adherence to good corporate governance and sound banking practices to ensure proportionate benefits to the entrepreneur who is in search of alternate customized modes of financing, the investor who will be purchasing securities in a sector of the Nigerian economy with a rich history of very good returns on investment and the society at large.

## SUMMARY OF OFFER

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- 1. Issuer:** Associated Construction Development Global Ltd (ACDGL)
- 2. Entity:** Associated Construction Development Bank Limited (In Formation)
- 3. Shares on Offer:** 60,000,000,000 Ordinary Shares of 50 kobo each
- 4. Method of Offering:** By Private Placement
- 5. Share Capital Authorized:** ~~₦~~30,000,000,000 comprising 60,000,000,000 ordinary shares of 50 kobo each
- 6. Purpose:** The Private placement is being undertaken to raise seed capital in order to facilitate the process of obtaining a banking license for the proposed bank by complying with the Central Bank of Nigeria's stipulated ~~₦~~25billion minimum capital base requirement for Nigerian banks.
- 7. Method of issue:** By Private Placement
- 8. Private Placement Price:** 52 kobo per share.
- 9. Payment:** In full on acceptance
- 10. Minimum Units of Sale:** 1,000,000 units and in multiples of 10,000 units.
- 11. Opening Date:** 27<sup>th</sup> of December, 2006
- 12. Closing Date:** 29<sup>th</sup> of January, 2007
- 13. Use of Proceeds:** Net proceeds of the Private Placement, after deducting costs and expenses, estimated at ₦1,560,000.000, representing approximately 5% of gross Offer proceeds of ₦31,2000,000.00 would be utilized as follows:

	Amount (₦m)	%
Corporate Set up	527	1.78
Branch Development	3,804	12.83
Information Technology	1,862	6.28
Working Capital	23,447	79.11
<b>Total</b>	<b><u>29,640</u></b>	<b><u>100</u></b>

**14. Allotment:** Allotment would be done on a “first come first served” basis and at the sole discretion of the Promoters of the Bank upon the recommendation of its Financial Advisers.

**15. Period for Expression Interest:** Within a period of 21 days from the date indicated on the letter transmitting the document, subject to the availability of yet to be allotted shares.

**16. Underwriting:** The offer will not be underwritten, at the instance of the issuer.

**17. Financial Summary:**  
(Extracts from the Reporting Accountants Reports):

	Year 1	Year 2	Year 3	Year 4	Year 5
	N(M)	N(M)	N(M)	N(M)	N(M)
Gross income	35,700	42,000	56,875	66,719	79,024
Profit before tax:	19,473	22,766	31,083	36,229	42,661
Taxation @ 30%:	5,842	6,830	9,325	10,869	12,798
Net Profit after Tax	13,631	15,936	21,758	25,360	29,863
Appropriations:					
Transfer to SMIEES @10%	1,363	1,594	2,176	2,536	2,986
Statutory Res. @ 30%	3,680	4,303	5,875	6,847	8,063
General Res.	8,587	7,028	9,595	11,184	13,169
Dividend (@30)	0	3,012	4,112	4,793	5,644

It is estimated that the bank will record a pre-tax profit of N19,473billion in the first year of operations, rising to N42,661billion by the fifth year; a similar pattern is expected for the profit after tax. Furthermore, the bank’s asset base is projected to grow by about 150% within the projection period.

**18. Claims and Litigations:** ACDGL has no pending claim or litigation against it and had not instituted any action against any third party.

**19. Quotation:** No application has been made to the council of the Nigerian Stock Exchange.

**20. Additives:** **Investors with share holdings above 5% of the issued capital would have a board position. Block shareholders would also be entitled to a board position while primary project promoters (as a group) would be entitled to two (2) seats on the board.**

## PRIMARY PROJECT PROMOTERS

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The Primary Promoters of the proposed Associated Construction Development Bank are listed below:

Mr. Olusegun Ajanlekoko  
Arc. (Mrs.) O.A. Ejiwunmi  
Arc. (Mrs.) Folake Olumogba  
Mr. Godwin Arah  
Bldr. (Dr.) A. Bamisile  
Engr. Lanre Sagaya  
Tpl. Alhaji Waheed Kadiri  
Tpl. (Dr.) C.L. Odimuko  
Surv. Prince Akin Laoye  
Engr. F. A. Somolu  
Engr. Mustapha Bulama  
Mr SPO Fortune-Ebie  
Mr. Gershom E. Henshaw  
Engr. E. B Osoba  
Nigerian Institute of Architects (N.I.A)  
Nigerian Institute of Quantity Surveyors (N.I.Q.S)  
Nigerian Institute of Surveyors (N.I.S)  
Nigerian Institute of Estate Surveyors & Valuers (N.I.E.S.V)  
Nigerian Institute of Building (N.I.O.B)  
Nigerian Society of Engineers (N.S.E)  
Association of Consulting Engineers (A.C.E.N)  
Nigerian Institute of Town Planning (N.I.T.P)  
Association of Town Planning Consultants of Nigeria (A.T.P.C.O.N)  
Federation of Construction Industry (F.O.C.I)  
Association of Housing Corporation of Nigeria (A.H.C.N)  
Association of Consulting Architects of Nigeria (ACAN)  
Real Estate Developer Association of Nigeria (REDAN)  
Lagos chambers of Commerce & Industries (L.C.C.I)

\*The individuals whose names appear above represent themselves as well as their respective professional bodies.

### Receiving Bankers

Wema Bank Plc,  
54, Marina,  
Lagos

United Bank for Africa,  
57, Marina  
Lagos

Sterling Bank Plc,  
67, Marina  
Lagos

**All enquiries and correspondence should be addressed to:**

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