



**AUDITORS' REPORT**  
**On IPO Proceeds Utilization**

We have audited the annexed Statement of Initial Public Offering (IPO) Proceeds Utilization of **SEA PEARL BEACH RESORT & SPA LIMITED** as on December 31, 2019.

**Management's Responsibility for the IPO Proceeds Utilization**

Management is responsible for the preparation and fair presentation of this IPO Proceeds Utilization Statement and its related documents in accordance with Bangladesh Securities and Exchange Commission (BSEC) guidelines.

**Auditor's Responsibility**

Our responsibility is to express an independent opinion on this Initial Public Offering (IPO) Proceeds Utilization Statement based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISA) and Bangladesh Securities and Exchange Commission (BSEC) guidelines.

We believe that the audit evidence we have obtained as provided by the management of the company is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our Opinion, the Statement of Initial Public Offering (IPO) Proceeds Utilization prepared in accordance with Bangladesh Securities and Exchange Commission (BSEC) guidelines presents fairly in all material respects, of the statement as on 31 December 2019 and complies with the prospectus.

**We draw attention to the following matters,**

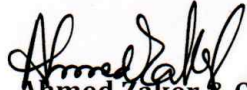
1. The Company has utilized total amount of Tk. 44,493,190 from IPO proceeds as described in the Prospectus in respect of Interior, finishing, furniture & fixture of Tk. 16,567,000 ; Acquisition of land for Tk. 11,413,490 and IPO Expenses for Tk. 16,512,700.
2. During the month, The Company has utilized Tk. Nil.
3. A sum of Tk. 157,345 has been deducted by Bank as Bank charges from IPO Proceeds account no. 2104313030420 which has been adjusted from interest received on IPO proceeds during this month.
4. It is mentionable here that the time line for utilization of IPO fund for the purpose of Acquisition of Land has been expired on November, 2019 according to the proceed receiving date but according to share trading date the time line will be expired on January 15, 2020.

**We also state that referred to above:**

- a) IPO proceeds have been utilized for the purposes as specified in the prospectus and IPO Utilization plan;
- b) IPO proceeds have been utilized in line with the conditions as stipulated in the BSEC's Consent letter for the IPO;
- c) Utilization of IPO proceeds is being under completion within the time frame as specified in the prospectus (Reference to above Note No.4);
- d) Utilization of IPO proceeds is accurate for the purposes of the company as mentioned in the prospectus;
- e) The annexed audited Statement of IPO Proceeds Utilization has been made upon verification of all necessary documents/papers/vouchers in support of utilization of IPO Proceeds making reconciliation with the Bank statement as submitted by the management of the company for the purpose.

Place: Dhaka;

Date: January 13, 2020.

  
**Ahmed Zaker & Co.**  
Chartered Accountants



## Report on Utilization of IPO Proceeds

for the month of December 31, 2019

Name of the Company	: SEA PEARL BEACH RESORT & SPA LIMITED
Amount (BDT) of Capital Raised through IPO	: Tk. 150,000,000
Date of Closing Subscription	: May 06, 2019
Proceeds Receiving Date	: May 26, 2019
Proceeds Utilization Starts Date	: Proceeds utilization starts after share trade with stock exchanges i.e. after 16 July, 2019.
Last date of Full Utilization of Fund as per Prospectus	: Within 12 months of receipt of IPO fund

Sl	Purpose Mentioned in the Prospectus	Time line as per Prospectus	Amount as per Prospectus	Status of Utilization			Status of Un-utilization		Remarks
				This Month	Up to this month	Utilized (%)	Total Un-utilized Amount	Un-utilized (%)	
1	Interior, finishing, furniture & fixture (157 rooms)	Within 12 months of receipt of IPO fund	106,827,300		16,567,000	16%	90,260,300	84%	
2	Acquisition of land	Within 06 months of receipt of IPO fund	26,660,000	-	11,413,490	43%	15,246,510	57%	
3	IPO Expenses	As and when required	16,512,700	-	16,512,700	100%	-	0%	
<b>Total</b>			<b>150,000,000</b>	<b>-</b>	<b>44,493,190</b>		<b>105,506,810</b>		

Net interest on IPO Proceeds	1,274,800
Un-utilized IPO Proceeds	105,506,810
<b>Total Un-utilized IPO Proceeds with Interest Income</b>	<b><u>106,781,610</u></b>

**Percentage:**

Net Interest on IPO Proceeds: 0.85%  
 Un-Utilized IPO proceeds with Interest Income : 71.19%

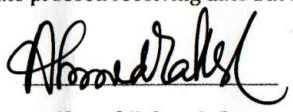
**Notes:**

- During the month, The Company has utilized Tk. Nil.
- A sum of Tk. 157,345 has been deducted by Bank as Bank charges from IPO Proceeds account no. 2104313030420 which has been adjusted from interest received on IPO proceeds during this month.
- It is mentionable here that the time line for utilization of IPO fund for the purpose of Acquisition of Land has been expired on November,2019 according to the proceed receiving date but according to share trading date the time line will be expired on January 15, 2020.

 <b>Managing Director</b> Md. Aminul Haque Managing Director Sea Pearl Beach Resort & Spa Ltd	 <b>Independent Director</b> Md. Rafiqul Islam Independent Director Sea Pearl Beach Resort & Spa Ltd.
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**Chief Financial Officer**  
 Mizanur Rahmar  
 Chief Financial Officer  
 Sea Pearl Beach Resort & Spa Ltd

  
**Company Secretary**  
 Md. Azaharul Mamun  
 Company Secretary  
 Sea Pearl Beach Resort & Spa Ltd.

  
**Ahmed Zaker & Co.**  
 Chartered Accountants  
 (AKM Mohitul Haq, FCA)  
 Senior Partner