



INVESTRUST BANK PLC

(Incorporated in the Republic of Zambia)

(Registration number 21906)

ZMK 100 BILLION

MEDIUM TERM NOTE PROGRAMME

(“the Programme”)

LISTING ANNOUNCEMENT AND OFFER OPENING

Investrust Bank Plc (“the Issuer”), a public limited company listed on the Lusaka Stock Exchange (“LuSE”), wishes to announce that it has applied for and has been granted a listing of its ZMK 100,000,000,000 (“One hundred billion Kwacha”) Medium Term Note Programme (“the Programme”) commencing on 20 July 2007.

The Programme is a debt issuance exercise whereby the Issuer seeks to raise a total of ZMK 100 billion, over a period of two years, via issuance of separate bonds or debt type instruments (“the Notes”), in Tranches, at different periods in time. The first Tranche under the Programme is for ZMK 30 billion and USD 2,500,000 as summarized below.

LISTING ANNOUNCEMENT

In respect of

- **an offer for subscription to the Notes under the Programme**
- **the listing of the Programme and the Notes on the LuSE.**

Comprising as Tranche No 1 of the Programme

- **ZMK 30,000,000,000 Subordinated Unsecured Notes; and**
- **US\$ 2,500,000 Subordinated Unsecured Notes**

Structured as

Series 1A: ZMK 18 Billion, Non-Tier capital, 3-year Floating Rate Subordinated Notes Due 2010

Series 1B: ZMK12 Billion, Tier II capital, 6-year Floating Rate Subordinated Term Notes Due 2013

Series 1C: US\$2,500,000, Tier II capital, 6-year Floating Rate Subordinated Term Notes Due 2013

1. INTRODUCTION AND PURPOSES OF THE OFFER

Zambia has recorded and experienced stability in financial market conditions in the past five years resulting in a stable exchange rate, the lowest inflation rate in thirty years of 7.9% recorded in November 2006 and GDP growth rate of 6.0% in 2006. For 2007, GDP growth rate is projected at 7%. Such high economic growth rates which Zambia is experiencing can only be sustained through efficient mobilisation of domestic savings into the productive sectors of the economy and through active participation by the private sector. The financial services

sector, in particular the banking sector, is therefore challenged to support such high economic activity in Zambia and growth rates through long term lending.

Investrust Bank Plc therefore has made a conscious decision to raise long-term finance from the capital market in Zambia via a debt issuance programme, namely the Investrust Bank Plc ZMK 100 billion Medium Term Note Programme.

The Programme gives Investrust Bank the capacity to raise long term funds to support the projected high economic growth rates in Zambia over the medium to long term - and in particular meet the needs of its clients and private sector who are desperate for long term finance. Accordingly the funds mobilised under the Programme will be used as follows:-

- The net proceeds from each issue of Notes will be used by the Issuer as medium to long term finance to extend the maturity of its existing term loan book and support the Issuer's credit expansion programme in Zambia.
- Under the Programme, the Issuer will issue Notes that qualify as regulatory capital and this increase in Tier I and Tier II capital will permit the Issuer to raise its regulatory imposed prudential lending limits, thus giving it capacity to fund larger projects and compete effectively in line with the growth of the Zambian economy.
- In addition, funds raised under the Programme will diversify the Issuer's sources of finance and long term capital and reduce the Issuers' overall long-term weighted average cost of capital.

2. BOND STRUCTURE FOR TRANCHE No. 1 UNDER THE PROGRAMME [ZMK 30 billion + US\$ 2.5 million]

The table below gives a summary of Tranche No 1 under the Programme:

Item	Series A	Series B	Series C
LuSE Stock Code	INV 1A07	INV 1B07	INV 1C07
Bank of Zambia Regulatory Capital	Non – Tier	Tier 2	Tier 2
Tenor	3 years	6 years	6 years
Aggregate Nominal Amount	K18 billion	K12 billion	\$2.5 million
Pricing	Floating	Floating	Floating
Pricing Reference Rate + Margin	182 day GRZ treasury bill plus a margin of 2.50%	182 day GRZ treasury bill plus a margin of 3.25%	6 months USD Libor plus a margin of 3.00%
Minimum Subscription	K10 million	K10 million	US\$ 10,000.00
Minimum Denomination	K1,000,000.00	K1,000,000.00	US\$ 10,000.00
Method of Issue	Public Offer	Public Offer	Public Offer
Issue Date	20 July 2007	20 July 2007	20 July 2007

3. BACKGROUND TO AND HISTORY OF INVESTRUCT BANK PLC

Investrust Bank Plc was incorporated on 19 September 1996 as Investrust Merchant Bank Zambia Limited and was registered as a bank under the Banking and Financial Services Act of Zambia. In 2004, the bank converted to a public company and changed its name to Investrust Bank Plc and became quoted on the Lusaka Stock Exchange (“LuSE”). The bank applied for and was granted a full listing on the LuSE on 18 June 2007.

Investrust currently has 4 branches nationwide in Lusaka (Head office), Kitwe, Chipata and Luangwa which opened in 2006. The Bank also has 2 agency offices in Lusaka at Arcades Shopping Mall and at Mulungushi House, Ridgeway.

The core activity of Investrust Bank is the provision of commercial retail banking and leasing services in Zambia. The bank is progressively positioning itself in the Zambian financial market by offering personal banking products as well as corporate banking products focused on medium-sized enterprises, emergent Zambian owned enterprises, parastatals, NGOs, Government agencies and other corporate institutions.

The bank has recorded significant growth in the past ten years. In 2006, deposits were ZMK 243 billion and profit before tax was ZMK 12.1 billion.

In 2007/8, the bank expects to open branches in Mumbwa and Chililabombwe.

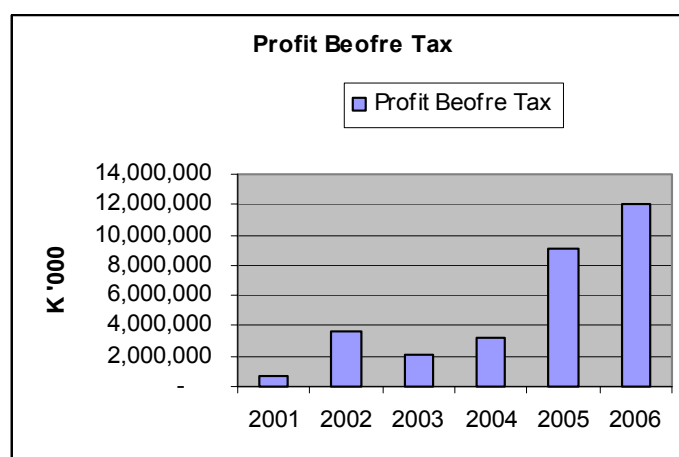
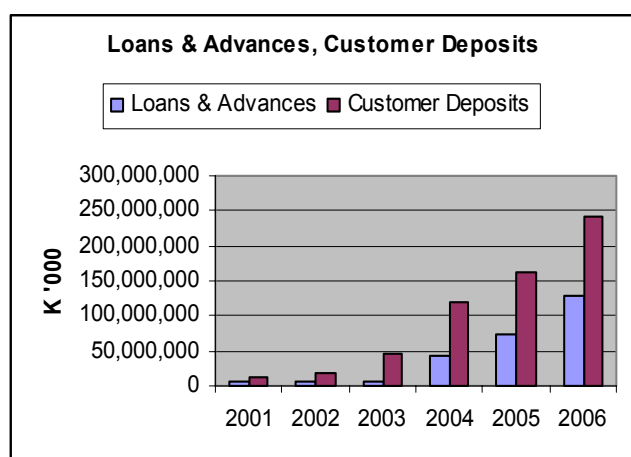
Key Milestones in the History of Investrust Bank Plc

- 1996** Investrust Merchant Bank formed with one branch in Lusaka
- 1998** Second branch is opened in Kitwe
- 1999** Opened an Agency at Mulungushi House
- 2002** Changed the bank name from Investrust Merchant Bank Zambia Limited to Investrust Bank Limited
- 2003** Opened an Agency at Arcades Shopping Centre
- 2004** Third branch is opened in Chipata
- 2004** Total Assets exceeded K 100 billion for the first time
- 2004** Total Deposits exceeded K 100 billion for the first time
- 2004** Converted from a private company to a public company and name changed to Investrust Bank Plc
- 2004** Investrust Bank is quoted on the Lusaka Stock Exchange
- 2005** An ultra modern Savings centre is opened at the Lusaka branch
- 2006** The InvestLease Product, to cater for small to medium size leases, is launched
- 2007** Online banking across Bank network is to be introduced
- 2007** Launch of ATM services through ZAMLINK
- 2007** Opening of branches in Chililabombwe
- 2007** Investrust Bank Plc fully listed on the LuSE

4. SUMMARY FINANCIAL PERFORMANCE

At 31 December

Performance Indicator	2006		2005
	K'000		K'000
	(Audited)	%Change	(Audited)
Income attributable to ordinary shareholders	9,118,256	48%	6,133,561
Profit Before Tax	12,073,607	33%	9,080,561
Total assets	286,926,967	46%	196,866,159
Total capital and reserves	23,149,248	50%	15,440,800
Loans and Advances	127,481,547	75%	72,648,897
Customer Deposits	243,283,266	49%	162,912,248



5. CAPITALISATION

Capital Position (ZMK' Million)		
	31 December 2006	31 March 2007
Primary Capital	23,149.2	25,672.0
Minimum Requirement	5,301.5	5,682.0
Excess (deficiency)	17,847.7	19,990.0
Secondary Capital	0.0	0.0
Total (Regulatory) Capital	23,149.2	25,733.0
Minimum Total Capital Requirement	10,603.0	11,364.0
Excess (deficiency)	13,149.2	14,369.0

6. SHAREHOLDING, DIRECTORS AND SENIOR MANAGEMENT

Shareholders	Percentage
Mr. R.L Bvulani	16.64%
Mr. F.C Ndhlovu	16.79%
Dr. J.B Zulu	8.08%
Various individuals and institutional investors	58.50%
Total	100%

DIRECTORS

Name	Nationality
Justin. B. Zulu	Zambian
Friday C. Ndhlovu	Zambian
Reuben. L. Bvulani	Zimbabwean
Eva Jhala	Zambian
Mike. M. McNie	British

All directors have their business address at: Investrust House, Plot No. 4527/28, Freedom Way, P.O. BOX 32344, Lusaka, Zambia.

MANAGEMENT

Friday C. Ndhlovu	[Managing Director]
Harry Mafuta	[Financial Controller]
Polombwe Ndhlovu	[Head – Operations]
Alex Kalikiti	[Company Secretary & Legal Counsel]
Zacky Zimba	[Head – Treasury]
James Kapesa	[Head - Corporate Finance and Credit]
Christian Tembo	[Head - Internal Auditor]
Suresh Khambete	[Head Risk Management]

7. REGULATORY APPROVAL AND LISTING

- The Securities and Exchange Commission (“SEC”) duly approved the registration of the MTNP and Notes Issued under the Programme on 01 June 2007.
- The Bank of Zambia (“BOZ”) duly approved the MTNP and the Applicable Pricing Supplement for Tranche No. 1 of 2007 on 26 June 2007.
- The Lusaka Stock Exchange (“LuSE”) duly approved the listing of the MTNP and its Notes effective 20 July 2007.

8. IMPORTANT NOTICE

The Bank of Zambia has approved establishment of the Programme by the Issuer, and issuance of Notes thereunder in accordance with applicable laws and statutes. The Securities and Exchange Commission of Zambia has approved the registration of the Programme and Notes issued under the Programme. Approval of the Programme by the Bank of Zambia and the Securities and Exchange Commission should not be taken as an indication of the merits of the Issuer or of the Notes.

9. IMPORTANT SALIENT DATES AND TIMES

Opening date of the offer (09:00 hrs)	04 July 2007
Closing date of the offer (14:30 hrs)	19 July 2007
Issue Date	20 July 2007
Announcement of allocations	20 July 2007
Anticipated listing Date under the LuSE Codes [INV 1A07, 1B07 and 1C07]	20 July 2007

10. INFORMATION MEMORANDUM

The full original Programme Information Memorandum containing the Applicable Pricing Supplement for Tranche No. 1 [for ZMK 30 billion and US\$ 2.5 million] with the *subscription application form* can be obtained from the Sponsoring Broker and the Issuer at the following offices:

Stockbrokers Zambia Limited 2 nd Floor, Design House P.O Box 38956 Dar es Salaam Place Cairo Road Lusaka, Zambia Tel: +260 1 232456 Email: info@stockbrokerszambia.com.zm	Investrust Bank Plc Head Office Investrust House, Plot 4527/8, Freedom Way, P. O. Box 32344 Lusaka, Zambia Te: +260 1 238733 Email: harry@investrustbank.co.zm	Investrust Bank Plc Kitwe Branch Obote Avenue, P. O. Box 22001 Kitwe, Zambia Tel: +260 2 229761 Email: kitwe@investrustbank.co.zm
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11. RISK WARNING

Prospective investors are urged to exercise caution in dealing in securities that, by nature, are volatile and subject to price fluctuations and are advised to seek professional guidance when investing in securities.

12. ADVISORS ON THE MEDIUM TERM NOTE PROGRAMME

<i>ARRANGER</i>		<i>ARRANGER</i>
Stockbrokers Zambia Limited		LiquidAfrica Holding Limited (South Africa)
<i>REPORTING ACCOUNTANT</i>		<i>LEGAL ADVISOR</i>
Grant Thornton Associates Limited		Lewis Nathan Advocates
<i>TRANSFER AGENT</i>	<i>RECEIVING BANK</i>	<i>CALCULATING/PAYING AGENT</i>
LuSE Central Share Depository Ltd	Investrust Bank Plc	Investrust Bank Plc

12. MANDATES FOR TRANCHE No. 1 OF THE MTNP [ZMK 30 billion and US\$ 2.5 million]

<i>UNDERWRITER</i>	<i>SUB-ARRANGER</i>	<i>DEALER</i>
Aflife Financial Service (Part Underwriting of Series A)	Mukuba Pension Trustees Limited	Investrust Bank Plc

Sponsoring Broker:



Stockbrokers Zambia Limited

[Member of the LuSE]

[Regulated and licensed by the SEC]

First Issued in Lusaka on 04 July 2007