



Monetary Authority of Singapore

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**Shares and Debentures Practice Note 1/2005**

**LODGMENT OF DOCUMENTS**

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Issued on 15 October 2005 (Last Updated 15 October 2010)

## **OFFERS OF INVESTMENTS (SHARES AND DEBENTURES)**

### **Lodgment of Documents**

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#### **I Purpose**

1 This Practice Note is issued by the Monetary Authority of Singapore (the "Authority") pursuant to section 321 of the Securities and Futures Act (Cap.289) ("SFA") to set out the administrative procedures for the lodgment of prospectuses and other documents pursuant to provisions in Division 1 of Part XIII of the SFA.

2 This Practice Note is not meant to contain an exhaustive description of all the requirements in respect of documents to be lodged pursuant to provisions in Division 1 of Part XIII of the SFA. Please also refer to the SFA and the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 ("SFR") to ensure that all requirements are complied with when lodging a document.

3 The *Practice Note 1/2002 Lodgement of Documents* issued on 21 June 2002 (last updated on 1 September 2004) is revoked.

#### **II Definitions**

4 In this Practice Note:

- (a) "Form 1" means Form 1 of the SFR as set out at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Licensing");
- (b) a reference to a paragraph by number is a reference to the paragraph of that number in this Practice Note;
- (c) a reference to a section by number is a reference to the section of that number in the SFA; and
- (d) a reference to a regulation or Schedule by number is a reference to the regulation or Schedule of that number in the SFR.

#### **III Place and time for lodgment**

5 Lodgment of documents pursuant to provisions in Division 1 of Part XIII of the SFA should be made between 8.30 a.m. and 12.30 p.m. and between 1.30 p.m. and 5.30 p.m. from Mondays to Fridays (except public holidays) at the following address:

Capital Markets Department  
MAS Building #25-00  
10 Shenton Way  
Singapore 079117

6 An appointment should be made with the Authority at least one day in advance for the lodgment of prospectuses (including preliminary documents, base prospectuses and pricing statements under section 240A and documents which are deemed to be prospectuses under section 257), profile statements, amended prospectuses or profile statements, supplementary or replacement documents and offer information statements. Appointments can be made at the telephone number 6 229 9222 or 6 229 9956 (alternative).

#### **IV Payment of lodgment fees**

7 Lodgment fees must be paid by cheque made payable to “The Monetary Authority of Singapore” at the time of lodgment of the document. The lodgment fee payable in respect of each type of document to be lodged with the Authority is set out in the First Schedule.

#### **V Lodgment of prospectus pursuant to section 240(1)(a)**

8 Paragraphs 9 to 14 inclusive and 20 shall apply to a prospectus lodged pursuant to section 240(1)(a) (including a preliminary document under section 240(2), a base prospectus and a pricing statement under section 240A and a document deemed to be a prospectus under section 257) unless otherwise stated.

9 A prospectus must be lodged in electronic form (in searchable format) and shall comply with the requirements set out in regulation 11.

#### **Items to be lodged and submitted**

10 A true and complete **electronic image** of the following should be lodged with or submitted to the Authority together with the prospectus lodged in electronic form:

- (a) every signature accompanying the prospectus;
- (b) duly signed Form 1;
- (c) duly signed undertaking not to make an exempt offer referred to in regulation 10 (a sample of which can be found at Annex 1 herein);
- (d) duly signed confirmation by the person making the offer, or where the person making the offer is an entity, by each and every director or equivalent person of the entity, that he is aware of the criminal liability

under section 253 for any false or misleading statement, or omission of information required to be included, in the prospectus (a sample of which can be found at Annex 5 herein);

- (e) duly signed statement that the copy of the prospectus submitted in paper form is a true copy of the prospectus lodged with the Authority in electronic form (a sample of which can be found at Annex 2 herein);
- (f) duly signed letter or report (other than a statutory audit report) enclosed in or forming part of the prospectus<sup>1</sup>;
- (g) duly signed expert's consent required to be lodged under section 240(13)(e) (together with duly signed Form 1) (a sample of which can be found at Annex 3 herein);
- (h) duly signed issue manager's consent required to be lodged under section 240(13)(ea)<sup>2</sup> (together with duly signed Form 1);
- (i) duly signed underwriter's consent required to be lodged under section 240(13)(eb)<sup>2</sup> (together with duly signed Form 1);
- (j) if applicable, the authorisation referred to in regulation 13;
- (k) except in the case of a preliminary prospectus or a base prospectus relating to a debenture issuance programme, all the application forms in respect of the offer to which the prospectus relates; and
- (l) any pre-deal research report which has been issued in respect of the securities to which the prospectus relates.

11 Every electronic image lodged with or submitted to the Authority should comply with the requirements set out in regulation 11.

12 When lodging a prospectus, the following items must be submitted (in hard copy) to the Authority at the same time:

- (a) a printed copy of the prospectus; and
- (b) the appropriate prospectus compliance checklist, indicating in respect of each provision in the applicable Schedule, the page and section under which the information required by the relevant provision can be found or where appropriate, the corresponding remark as set out in Annex 4 herein.

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<sup>1</sup> Any letter or report enclosed in or forming part of a prospectus or profile statement should be signed and an electronic image of such signed letter or report should be submitted to the Authority. The electronic image must be of the signed pages in the prospectus or profile statement. Signed copies of the report or letter which are given separately from the prospectus or profile statement will not be accepted. The requirement to sign the letter or report enclosed in or forming part of a prospectus or profile statement will similarly apply to a preliminary document. Please refer to paragraph 17.

<sup>2</sup> Where the issue manager is also the underwriter for the offer, the consent to being named as issue manager and underwriter can be given in the same letter.

For more information on the requirements in respect of an expert's written consent, refer to paragraphs 44 to 47.

#### Date of the prospectus

13 The registration date of the prospectus need not be stated in the prospectus lodged with the Authority but must be stated in all copies of the prospectus meant for dissemination to the public. In the case of a preliminary document, the lodgment date thereof must be stated in both the copy of the prospectus lodged with the Authority and all copies of the prospectus meant for dissemination pursuant to section 251(3).

14 Where, in addition to the date of registration of the prospectus or the date of lodgment of the preliminary document, as the case may be, the date of issue or publication of the prospectus or preliminary document is stated on the front cover of the prospectus or preliminary document, such date should not be earlier than the date of registration of the prospectus or the date of lodgment of the preliminary document, as the case may be.

#### Preliminary document

15 Pursuant to section 240(2), a preliminary document lodged with the Authority for the purpose of section 251(3) will be deemed to be a prospectus lodged with the Authority. A separate copy of the preliminary document need not be lodged with the Authority for the purpose of applying for registration.

16 Where the issuer wishes to exclude any information required to be included in the prospectus under section 243 other than information which can be omitted from a preliminary document by virtue of section 240(3), an application must be made and an exemption from compliance with the requirement to include such information must be obtained pursuant to section 247 before the preliminary prospectus excluding such information is lodged with the Authority.

17 Subject to paragraph 18, any letter or report enclosed in or forming part of a preliminary document should be dated and signed and an electronic image of such signed letter or report should be submitted to the Authority, notwithstanding that certain information in the letter or report may have been excluded pursuant to section 240(3) or an exemption granted under section 247. For more information on the requirements in respect of letters and reports enclosed in or forming part of a prospectus are to be signed, refer to paragraphs 41 to 43.

18 Paragraph 17 does not apply if –

- (a) the letter or report sets out the opinion of an auditor in respect of the financial statements of the entity whose securities are the subject of the offer or, if it is the holding company or holding entity of a group, the group;

- (b) the restructuring exercise resulting in the formation of the group has yet to be completed; and
- (c) the date or dates on which the restructuring exercise is to be undertaken is or are omitted from the preliminary prospectus pursuant to the Second Schedule.

19 Pursuant to section 240(9), where a prospectus lodged with the Authority is a preliminary document, a copy of the prospectus amended so as to:

- (a) include such information which was omitted from the preliminary document by virtue of section 240(3) and the Second Schedule; and
- (b) exclude the statements specified in section 251(3) or the Second Schedule,

(the “final prospectus”) must be lodged with the Authority.

For information on the lodgment of an amended prospectus (including a final prospectus), refer to paragraphs 26 to 31.

#### Notification of registration

20 The person who lodged the prospectus will be notified in writing when the prospectus is registered.

### **VI Lodgment of profile statement pursuant to section 240(4)(b)**

21 A profile statement (including a base profile statement under section 240A(2)) must be lodged in electronic form (in searchable format) and shall comply with the requirements set out in regulation 11.

#### Items to be lodged and submitted

22 A true and complete **electronic image** of the following should be lodged with or submitted to the Authority together with the profile statement lodged in electronic form:

- (a) every signature accompanying the profile statement;
- (b) duly signed Form 1;
- (c) duly signed confirmation by the person making the offer, or where the person making the offer is an entity, by each and every director or equivalent person of the entity, that he is aware of the criminal liability under section 253 for any false or misleading statement, or omission of information required to be included, in the profile statement;

- (d) duly signed statement that the copy of the profile statement submitted in paper form is a true copy of the profile statement lodged with the Authority in electronic form;
- (e) duly signed letter or report (other than a statutory audit report) enclosed in or forming part of the profile statement<sup>1</sup>;
- (f) duly signed expert's consent required to be lodged under section 240(14)(ca) (together with duly signed Form 1);
- (g) duly signed issue manager's consent required to be lodged under section 240(14)(cb)<sup>2</sup> (together with duly signed Form 1);
- (h) duly signed underwriter's consent required to be lodged under section 240(14)(cc)<sup>2</sup> (together with duly signed Form 1);
- (i) if applicable, the authorisation referred to in regulation 13; and
- (j) except in the case of a preliminary profile statement or a base profile statement relating to a debenture issuance programme, all the application forms in respect of the offer to which the profile statement relates.

23 A printed copy of the profile statement must be submitted at the time the profile statement is lodged with the Authority in electronic form.

#### Date of the profile statement

24 The registration date of the profile statement need not be stated in the profile statement lodged with the Authority but must be stated in all copies of the profile statement meant for dissemination to the public. Where, in addition to the date of registration of the profile statement, the date of issue or publication of the profile statement is stated on the front cover of the profile statement, such date should not be earlier than the date of registration of the profile statement.

#### Notification of registration

25 The person who lodged the profile statement will be notified in writing when the profile statement is registered.

### **VII Lodgment of amended prospectus or profile statement pursuant to section 240(10) or section 240(11)**

26 Any amendment to a prospectus or profile statement must be lodged in electronic form (in searchable format) and shall comply with the requirements set out in regulation 11.

Items to be lodged and submitted

27 A true and complete **electronic image** of the following should be lodged with or submitted to the Authority together with the amended prospectus or profile statement lodged in electronic form:

- (a) every signature accompanying the amended prospectus or profile statement;
- (b) duly signed Form 1;
- (c) duly signed statement that the copy of the amended prospectus or profile statement submitted in paper form is a true copy of the amended prospectus or profile statement lodged with the Authority in electronic form;
- (d) if applicable, the authorisation referred to in regulation 13;
- (e) where the amended prospectus or profile statement is the final prospectus or profile statement -
  - (i) duly signed confirmation by the person making the offer, or where the person making the offer is an entity, by each and every director or equivalent person of the entity, that he is aware of the criminal liability under section 253 for any false or misleading statement, or omission of information required to be included, in the amended prospectus or profile statement;
  - (ii) duly signed letter or report (other than a statutory audit report) enclosed in or forming part of the prospectus or profile statement<sup>1</sup>;
  - (iii) duly signed expert's consent required to be lodged under section 240(13)(e) or 240(14)(ca) (together with duly signed Form 1)<sup>3</sup>;
  - (iv) duly signed issue manager's consent required to be lodged under section 240(13)(ea) or section 240(14)(cb) (together with duly signed Form 1)<sup>3</sup>;

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<sup>3</sup> The consent from the expert, issue manager or underwriter, as the case may be, need not be given at the time of lodgment of the amended prospectus or profile statement if such consent to the issue of the final prospectus has already been given at the time of lodgment of the preliminary prospectus or profile statement, and the amendments made to the preliminary prospectus or profile statement are solely for the purposes of including the information which has been omitted from the preliminary document by virtue of section 240(3) and the Second Schedule, or for the purposes of excluding the statements specified in section 251(3) or the Second Schedule, which are no longer relevant for the final prospectus or profile statement.

- (v) duly signed underwriter's consent required to be lodged under section 240(13)(eb) or section 240(14)(cc) (together with duly signed Form 1)<sup>3</sup>; and
- (vi) all the application forms in respect of the offer to which the prospectus or profile statement relates.

For more information on the requirements in respect of an expert's written consent, refer to paragraphs 44 to 47.

28 When lodging an amended prospectus or profile statement, the following items should be submitted to the Authority at the same time:

- (a) a **printed** copy of the amended prospectus or profile statement;
- (b) an **electronic** copy (in searchable format) of the amended prospectus or profile statement with amendments tracked over the originally lodged prospectus;
- (c) a **printed** copy of the amended prospectus or profile statement with amendments tracked over the originally lodged prospectus;
- (d) a true and complete **electronic image** of the duly signed statement that the copy of the amended prospectus or profile statement (with amendments tracked over the originally lodged prospectus) submitted in paper form is a true copy of the amended prospectus or profile statement (with amendments tracked over the originally lodged prospectus) submitted to the Authority in electronic form.

29 The inclusion of information which has been omitted from a preliminary document by virtue of section 240(3) and the Second Schedule and the exclusion of the statements specified under section 251(3) or the Second Schedule will be considered amendments made with the consent of the Authority under section 240(11). Therefore, for purposes of section 240(8), if the only amendments made to a prospectus are the inclusion of such omitted information, the date of lodgment of the prospectus will still be the original date of lodgment of the prospectus. No fees will be charged for lodging a prospectus amended only to include such omitted information.

30 If, in addition to amendments which are made to a prospectus or profile statement solely to include information which has been omitted from a preliminary document by virtue of section 240(3) and the Second Schedule or to exclude the statements specified under section 251(3) or the Second Schedule, the issuer also incorporates other amendments, reasonable steps should be taken to draw the Authority's attention to such other amendments, for example, by using different font colours or highlights in the printed copy of the amended prospectus submitted to the Authority.

Date of the amended prospectus or profile statement

31 Except in the case of a final prospectus or profile statement, the date of lodgment of the amended prospectus or profile statement should be stated on the front cover of the amended prospectus or profile statement. Where such amendments are not incorporated in the prospectus or profile statement but annexed as an addendum to the originally lodged prospectus or profile statement, the date on which the amendments are lodged should similarly be stated on the first page of the addendum together with an identification of the originally lodged prospectus or profile statement to which the amendments relate.

**VIII Lodgment of supplementary or replacement document under section 241(1)**

32 A supplementary or replacement document must be lodged in electronic form (in searchable format) and shall comply with the requirements set out in regulation 11.

Items to be lodged and submitted

33 A true and complete **electronic image** of the following should be lodged with or submitted to the Authority together with the supplementary or replacement document lodged in electronic form:

- (a) every signature accompanying the supplementary or replacement document;
- (b) duly signed Form 1;
- (c) duly signed confirmation by the person making the offer, or where the person making the offer is an entity, by each and every director or equivalent person of the entity, that he is aware of the criminal liability under section 253 for any false or misleading statement, or omission of information required to be included, in the supplementary document (read together with the original prospectus and any previous supplementary document) or replacement document;
- (d) duly signed statement that the copy of the supplementary or replacement document submitted in paper form is a true copy of the supplementary or replacement document lodged with the Authority in electronic form;
- (e) duly signed letter or report (other than a statutory audit report) enclosed in or forming part of the supplementary or replacement document<sup>1</sup>;

- (f) duly signed consent from an expert, issue manager or underwriter (together with duly signed Form 1), as the case may be;
- (g) if applicable, the authorisation referred to in regulation 13; and
- (h) in the case of a replacement document, duly signed undertaking not to make an exempt offer referred to in regulation 10.

34 A printed copy of the supplementary or replacement document should be submitted at the same time the supplementary or replacement document is lodged with the Authority in electronic form.

35 When lodging a replacement document, the following items should also be submitted to the Authority at the same time:

- (a) an **electronic** copy (in searchable format) of the replacement document with amendments tracked over the originally registered prospectus;
- (b) a **printed** copy of the replacement document with amendments tracked over the originally registered prospectus; and
- (c) a true and complete **electronic image** of the duly signed statement that the copy of the replacement document (with amendments tracked over the originally registered prospectus) submitted in paper form is a true copy of the replacement document (with amendments tracked over the originally registered prospectus) submitted to the Authority in electronic form.

#### Date of the supplementary or replacement document

36 Where, in addition to the date of lodgement of the supplementary or replacement document, the date of issue or publication of the supplementary or replacement document is stated on the front cover of the supplementary or replacement document, such date should not be earlier than the date of lodgment of the supplementary or replacement document.

### **IX Lodgment of offer information statement under section 277(1) or regulation 32**

37 An offer information statement must be lodged in electronic form (in searchable format) and shall comply with the requirements set out in regulation 11.

#### Items to be lodged and submitted

38 A true and complete **electronic image** of the following should be lodged with or submitted to the Authority together with the offer information statement in electronic form:

- (a) every signature accompanying the offer information statement;
- (b) duly signed Form 1;
- (c) duly signed confirmation by the person making the offer, or where the person making the offer is an entity, by each and every director or equivalent person of the entity, that he is aware of the criminal liability under section 253 for any false or misleading statement, or omission of information required to be included, in the offer information statement;
- (d) duly signed statement that the copy of the offer information statement submitted in paper form is a true copy of the offer information statement lodged with the Authority in electronic form;
- (e) duly signed letter or report (other than a statutory audit report) enclosed in or forming part of the offer information statement<sup>4</sup>;
- (f) duly signed expert's consent required to be lodged under section 277(5) or paragraph (1)(g) of regulation 32 (together with duly signed Form 1);
- (g) duly signed issue manager's consent required to be lodged under section 277(6) or paragraph (1)(h) of regulation 32<sup>5</sup> (together with duly signed Form 1);
- (h) duly signed underwriter's consent required to be lodged under section 277(6) or paragraph (1)(h) of regulation 32<sup>5</sup> (together with duly signed Form 1);
- (i) if applicable, the authorisation referred to in regulation 13.

39 A printed copy of the offer information statement should be submitted at the same time the offer information statement is lodged with the Authority in electronic form.

#### Date of the offer information statement

40 Where, in addition to the date of lodgement of the offer information statement, the date of issue or publication of the offer information statement is stated on the front cover of the offer information statement, such date should not be earlier than the date of lodgment of the offer information statement.

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<sup>4</sup> Any letter or report enclosed in or forming part of an offer information statement should be signed and an electronic image of such signed letter or report should be submitted to the Authority. The electronic image should be of the signed pages in the offer information statement. Signed copies of the report or letter which are given separately from the offer information statement will not be accepted.

<sup>5</sup> Where the issue manager is also the underwriter for the offer, the consent to being named as issue manager and underwriter can be given in the same letter.

## **X Letters and reports**

41 Letters and reports (other than audit reports of annual financial statements for previous years) enclosed in or forming part of a prospectus, an amended prospectus, an offer information statement, or a supplementary or replacement document or any other document lodged with the Authority should be signed:

- (a) in the case of a letter or report issued by a corporation, by a director of the corporation; or
- (b) in the case of a letter or report issued by a business or professional firm, the proprietor or a partner of the firm.

42 A true and complete **electronic image** of the signed letter or report referred to in paragraph 41 should be submitted to the Authority at the time of lodgment of the relevant document. Any letter or report that is signed separately (that is, not on the report or letter enclosed in the relevant document) will not be accepted.

43 Where the pages of the letter or report referred to in paragraph 41 are numbered and a reference was made in the letter or report to such page numbers of the letter or report which does not correspond with the page numbers of the prospectus in which the report or letter is contained -

- (a) a cover page stating the equivalent page number in the prospectus should be included; and
- (b) the page numbers of the letter or report should be removed to avoid confusion with page numbers of the prospectus.

## **XI Expert's written consent**

44 All written consents required to be furnished under section 249 or 249A of the SFA are to be signed by a director (in the case of a consent given by a corporation) or the proprietor or a partner (in the case of a consent given by a business or professional firm) or a person duly authorised in writing to sign the written consent for and on behalf of the corporation or the business or professional firm.

45 The date of the written consent letter should be reasonably recent. As a general rule, a written consent furnished pursuant to section 249 or 249A should not be more than one month old.

46 A true and complete **electronic image** of the written consent letter lodged with the Authority shall comply with the requirements set out in regulation 11.

47 When lodging a written consent, a true and complete **electronic image** of the following shall also be submitted to the Authority at the same time:

- (a) duly signed Form 1; and
- (b) if applicable, the authorisation referred to in regulation 13.

## **XII Miscellaneous**

### Signatures on documents lodged with the Authority

48 The page containing the signature(s) accompanying a document lodged with the Authority shall clearly identify the document to which the signature(s) relate.

49 The name and designation of the person who has signed the document, e.g. "XYZ, Partner" or "ABC, Director", should be stated below his signature.

50 Where a written consent furnished pursuant to section 249 or 249A, or a letter or report enclosed in or forming part of a document lodged with the Authority under Division 1 of Part XIII of the SFA or the SFR is issued by a business or professional firm, the signature appearing on the consent, letter or report can be in the name of the firm or in the personal name of the signatory.

51 Notwithstanding paragraph 50, where the letter or report relates to financial statements of the entity whose securities are being offered (other than a statutory audit report), the partner of the firm who is responsible for the letter or report should be stated.

52 Where a document is signed on behalf of a director or proposed director by an authorised person, the names of both the authorised person and the corresponding director or proposed director should be clearly stated below the authorised person's signature, for example by setting out the words, "Signed by (name of authorised person) on behalf of (name of director/proposed director)".

53 In respect of a letter or report enclosed in or forming part of the prospectus, the copies of the prospectus meant for distribution to the public need not carry the signature of the person who signed the letter or report.

### Authority furnished

54 Where a document lodged with the Authority is signed by a person authorised in writing by a director or proposed director, or a corporation or firm, the authorisation to be furnished under regulation 13, as a general rule, should not be more than 3 months old.

**Annex 1**

**Sample undertaking not to make an exempt offer<sup>#</sup> (where the document lodged is a preliminary document, prospectus, pricing statement or replacement document)**

1. We/I\* hereby undertake that we/I\* will not, at any time after the prospectus/pricing statement/replacement document\* has been registered by the Authority and before the expiration of the relevant period referred to in section 250(3) of the Securities and Futures Act (Cap. 289) (the "Act"), make any exempt offer in respect of the same securities. If we/I\* intend to do so, we/I\* will—

- (a) notify the Authority of our/my\* intention to make an exempt offer in respect of the same securities; and
- (b) we/I\* will take reasonable steps to inform in writing every investor to whom the exempt offer is made —
  - (i) of the specific provision in Subdivision (4) of Division 1 of Part XIII of the Act under which the exempt offer is made; and
  - (ii) that the offer is made in reliance on that provision.

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Signature of the person making the offer  
(where the person making the offer is an individual) /  
director or equivalent person of the entity (where the  
person making the offer is an entity) / authorised official  
of the government of the State (where the person  
making the offer is the government of a State) \*

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Name of the person making the offer  
(where the person making the offer is an individual) /  
director or equivalent person of the entity (where the  
person making the offer is an entity) / authorised official  
of the government of the State (where the person  
making the offer is the government of a State) \*

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Date (dd/mm/yy) of Undertaking

\* Please delete where inapplicable.

<sup>#</sup> In a case where there is more than one person making the offer, the undertaking should be signed by all such persons (either on the same sheet or on separate sheets).

**Annex 2**

**Sample statement to verify that the copy of the prospectus submitted to the Authority in paper form is a true copy of the prospectus lodged in electronic form**

I hereby verify, as required under regulation 12(2)(b) of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005, that the printed copy of the [(*identify the offer document lodged*)] relating to the [(*provide brief description of proposed offer*)] submitted to the Authority on [(*insert date*)] is a true copy of the [(*identify the offer document lodged*)] lodged with the Authority in electronic form on [(*insert date*)].

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Signature of the person making the offer  
(where the person making the offer is an individual) /  
director or equivalent person of the entity (where the  
person making the offer is an entity) / authorised official  
of the government of the State (where the person  
making the offer is the government of a State) /  
advocate and solicitor acting on behalf of the person  
making the offer \*

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Name of the person making the offer  
(where the person making the offer is an individual) /  
director or equivalent person of the entity (where the  
person making the offer is an entity) / authorised official  
of the government of the State (where the person  
making the offer is the government of a State) /  
advocate and solicitor acting on behalf of the person  
making the offer \*

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Date (dd/mm/yy)

\* Please delete where inapplicable.

**Annex 3**

**Sample expert's consent to be lodged under section 240(13)(e) of SFA**

[(insert date of letter)]

Board of Directors, ABC Company

Dear Sirs:

**ABC Company – [(identify the offer document lodged)] in relation to the [(provide brief description of proposed offer)] (the “Offer”)**

We, [(insert name of expert)], named as [(state capacity of expert in relation to the document lodged)] in the [(identify the offer document lodged)] to be lodged with the Monetary Authority of Singapore on [(insert date of lodgement)] in relation to the Offer, do hereby consent to act in that capacity in relation to the [(identify the offer document lodged)].

We have given and have not before the registration of the [(identify the offer document lodged)] withdrawn our written consent to the issue of the [(identify the offer document lodged)] with the inclusion of the following:

- (a) our name and all references thereto;
- (b) [(in the case of a report or letter, insert the title of the report or letter, accompanied with a statement on where the report or letter can be found in the document lodged)]; and
- (c) [(in the case of a statement or paragraph, reproduce the statement or paragraph, accompanied with a statement on where the statement or paragraph can be found in the document lodged)].

in the form and context in which they are included in the [(identify the offer document lodged)].

Yours faithfully,

[signature]

[(insert name of expert)]

[(where applicable, insert name of partner of the expert)]

**Annex 4****Prospectus Compliance Checklist**

1 The prospectus compliance checklist should indicate, in respect of each disclosure item in the applicable Schedule to the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 (the “SFR”), the page and section where each of the required disclosures can be found. In the case where the required information has been omitted from the prospectus due to one of the circumstances set out below, indicate the appropriate remarks as follows:-

<b>Applicable Schedules</b>	<b>Circumstance</b>	<b>Remarks</b>
All	Where an item is not applicable or relevant.	Indicate “N/A” beside the relevant item and provide adequate explanation as to why that item is not applicable or relevant.
All	Where an exemption has been granted under section 247 of the Securities and Futures Act (Cap. 289) (the “SFA”) in respect of an item.	Indicate “Exemption granted under section 247 of the Securities and Futures Act pursuant to the Authority’s letter dated [..]” beside that item.
All	Where an item has been omitted in a preliminary document by virtue of section 240(3) of the Act.	Indicate “Omitted pursuant to section 240(3) of the Securities and Futures Act” beside that item.
Eleventh, Twelfth, Thirteenth and Fifteenth	Where an item has been omitted in a base prospectus pursuant to the Eleventh, Twelfth, Thirteenth or Fifteenth Schedule to the SFR.	Indicate “Information to be provided in pricing statement” beside that item.

**Annex 5**

**Sample confirmation by the person making the offer (“offeror”) # or the director or equivalent person^ of the offeror that he is aware of the criminal liability under section 253 for false or misleading statements, or omission of information required to be included, in the prospectus or profile statement**

I confirm that I am aware of the following provisions in the Securities and Futures Act (Cap. 289) (the “Act”):

(A) section 253(1) of the Act provides as follows:

“Where an offer of securities is made in or accompanied by a prospectus or profile statement, or, in the case of an offer referred to in section 280, where a prospectus or profile statement is prepared and issued in relation to the offer, and —

(a) a false or misleading statement is contained in —

- (i) the prospectus or the profile statement; or
- (ii) any application form for the securities;

(b) there is an omission to state any information required to be included in the prospectus under section 243 or there is an omission to state any information required to be included in the profile statement under section 246, as the case may be; or

(c) there is an omission to state a new circumstance that —

- (i) has arisen since the prospectus or the profile statement was lodged with the Authority; and
- (ii) would have been required to be included in the prospectus under section 243, or required to be included in the profile statement under section 246, as the case may be, if it had arisen before the prospectus or the profile statement was lodged with the Authority,

the persons referred to in subsection (4) shall be guilty of an offence even if such persons, unless otherwise specified, were not involved in the making of the false or misleading statement or the omission, and shall be liable on conviction to a fine not exceeding \$150,000 or to imprisonment for a term not exceeding 2 years or to both and, in the case of a continuing offence, to a further fine not exceeding \$15,000 for every day or part thereof during which the offence continues after conviction.”

(B) section 253(4) of the Act provides that the persons guilty of the offence in section 253(1) include:

- (a) the person making the offer; and
- (b) where the person making the offer is an entity —
  - (i) each director or equivalent person of the entity; and
  - (ii) if the entity is also the issuer, each person who is, and who has consented to be, named in the prospectus and profile statement as a proposed director or an equivalent person of the entity.

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Signature of the person making the offer  
(where the person making the offer is an individual) /  
director or equivalent person of the entity  
(where the person making the offer is an entity) /  
authorised official of the government of the State  
(where the person making the offer is the government  
of a State) \*

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Name of the person making the offer  
(where the person making the offer is an individual) /  
director or equivalent person of the entity  
(where the person making the offer is an entity) /  
authorised official of the government of the State  
(where the person making the offer is the government  
of a State) \*

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Date (dd/mm/yy) of Confirmation

# In a case where there is more than one person making the offer, the confirmation should be signed by all such persons (either on the same sheet or on separate sheets).

^ In a case where there is more than one director, the confirmation should be signed by each and every director (either on the same sheet or on separate sheets).

\* Please delete where inapplicable.