DRAFT SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (COLLECTIVE INVESTMENT SCHEMES) (AMENDMENT) REGULATIONS 2005

DISCLAIMER: This version of the Regulations is in draft form and subject to change. It is also subject to review by the attorney-general’s chambers.
In exercise of the powers conferred by sections 286, 287, 289, 296, 300, 302B, 302C, 305, 305B, 305C, 337 and 341 of the Securities and Futures Act, the Monetary Authority of Singapore hereby makes the following Regulations:

PART I

PRELIMINARY

Citation

1. These Regulations may be cited as the Securities and Futures (Offers of Investments) (Collective Investment Schemes) Regulations.

Definitions

2. — (1) In these Regulations, unless the context otherwise requires —

"appointed date" means the date of commencement of Part XIII of the Act;

"approved trustee" means a public company approved by the Authority under section 289 (1) of the Act to act as a trustee for collective investment schemes;

"existing scheme" means a collective investment scheme in respect of which an offer of units in the scheme to the public for subscription or purchase, or an invitation to the public to subscribe for or purchase units in the scheme, has previously been made, whether in Singapore or elsewhere;

“latest practicable date” means a date being the latest practicable in the context of the applicable requirement in these Regulations and which, in relation to an offer information statement, is no earlier than 7 days prior to the date of lodgment of the offer information statement with the Authority;
"new scheme" means a collective investment scheme in respect of which an offer of units in the scheme to the public for subscription or purchase, or an invitation to the public to subscribe for or purchase units in the scheme, has not previously been made, whether in Singapore or elsewhere;

"old law" means the Companies Act (Cap. 50) in force immediately before the appointed date;

"responsible person", in relation to a restricted scheme, means—

(a) in the case of a restricted scheme which is authorised under paragraph 2 of the Fifth Schedule or for which an application for authorisation has been made under that paragraph, the manager for the restricted scheme; or

(b) in the case of a restricted scheme which is recognised under paragraph 3 of the Fifth Schedule or for which an application for recognition has been made under that paragraph—

(i) where the restricted scheme is constituted as a corporation, the corporation; or

(ii) where the restricted scheme is not constituted as a corporation, the manager for the restricted scheme;

"restricted authorised scheme" means a restricted scheme which is constituted in Singapore and authorised under paragraph 2 of the Fifth Schedule;

"restricted recognised scheme" means a restricted scheme which is constituted outside Singapore and recognised under paragraph 3 of the Fifth Schedule;

"restricted scheme" means a collective investment scheme, whether constituted in Singapore or elsewhere, in respect of which—

(a) an offer of units in the scheme for subscription or purchase, or an invitation to subscribe for or purchase units in the scheme, is made or intended to be made to a sophisticated investor—relevant person defined in section 305(5) of the Act; or

(b) an offer referred to in section 305(2) of the Act is made or intended to be made, and which satisfies section 305(3) (1) (i) to (iii) of the Act.

(2) Any word or expression used in these Regulations which is defined in section 283 of the Act shall, unless the context otherwise requires, have the same meaning as in that section.
(1) **Explanatory Note:** The definition of “responsible person” has been deleted, and that of “restricted schemes” has been amended, following the amendments made in the SF(A) Bill. In addition, a proposed new definition of “latest practicable date” has been inserted for the purposes of the Eighth Schedule.

MAS seeks your views on the proposed new definition.

**Forms**

3. (1) A document required to be lodged with the Authority under Division 2 of Part XIII of the Act or these Regulations shall, subject to paragraph (2), be lodged together with the relevant form specified in the First Schedule.

(1) A document required to be lodged with the Authority, or an application made to the Authority, under Division 2 of Part XIII of the Act or these Regulations shall be lodged, or made, using the forms set out at [address of website to be confirmed], and any reference in these Regulations to a numbered form shall be construed as a reference to the current version of the form bearing the corresponding number in that website.

(2) Where there is no numbered relevant form provided for the lodgment of any document with the Authority as required under any provision of the Act or these Regulations, then that document shall be lodged using specified in the First Schedule for the document, the document shall be lodged together with Form 7

(3) A form prescribed by these Regulations. All forms used for the purposes of these Regulations shall be completed in the English language and in accordance with such directions as may be specified in the form or by the Authority.

(4) The Authority may refuse to accept any form if it is not completed in accordance with this regulation or not accompanied by the relevant fee referred to in regulation 5.

4. **Deleted by S 541/2003, wef 22/12/2003.**

(2) **Explanatory Note:** For ease of administration, MAS will be migrating all forms relating to the SFA from the regulations to the MAS website. The amendments made to regulation 3 are for this purpose.
Fees

5. The fees specified in the Second Schedule shall be payable to the Authority for the purposes specified therein, and shall not be refundable.

PART II

AUTHORISATION AND RECOGNITION REQUIREMENTS

Division 1 — Approval Criteria for Trustees

Approval criteria for trustees

6. — (1) For the purposes of section 289 of the Act, the Authority may approve a public company as an approved trustee if the Authority is satisfied that —

(a) the public company has —
   (i) paid-up capital of not less than $1 million;
   (ii) shareholders’ funds of not less than $1 million;
   (iii) a sound financial position; and
   (iv) a sufficient number of qualified personnel with experience in performing the duties of an approved trustee or other relevant experience, having regard to the nature and extent of the activities which the public company carries on or will carry on; and
   (v) sound compliance systems;

(b) the public company is a fit and proper person;

(c) each officer of the public company is a fit and proper person; and

(d) the public company has, if so required by the Authority —
   (i) obtained professional indemnity insurance for such amount and on such terms as may be specified by the Authority by notice in writing; or
   (ii) provided the Authority with a performance bond, guarantee or any similar instrument (by whatever name called) from its holding company, if any, for such amount and on such terms as may be specified by the Authority by notice in writing.

(2) In determining whether a public company has sound compliance systems for the purposes of paragraph (1) (a) (v), the Authority shall have regard to
whether the management systems and internal controls of the public company are adequate to allow the public company—

(a) to comply fully with legal and regulatory requirements applicable to an approved trustee;

(b) to monitor the activities of managers of collective investment schemes for which the public company may act as an approved trustee; and

(c) to maintain a strong control environment and effective control procedures.

(3) In determining whether a public company is a fit and proper person for the purposes of paragraph (1) (b), the Authority may take into account any matter it deems fit, including matters relating to—

(a) any person who is or will be employed by or associated with the public company;

(b) any person whom the Authority considers to be exercising influence over the public company; and

(c) any person whom the Authority considers to be exercising influence over a related corporation of the public company.

(4) For the purposes of paragraph (1)—

"officer", in relation to a public company, means any director or secretary of the public company or any person employed in an executive capacity by the public company;

"personnel", in relation to a public company, means—

(a) any person, including any director, employed in an executive or managerial capacity by the public company; or

(b) any other person who carries out executive or managerial duties for the public company.

(3) Explanatory Note: MAS proposes that regulations 6(1)(a)(v) and (2) be deleted to clarify that an approved trustee is expected to maintain sound compliance systems which enable it to continue complying with the SFA on an ongoing basis, and not merely at the point of approval. Nevertheless, a company applying to be an approved trustee will still be required to submit its key internal control procedures, compliance manuals and/or operating manuals to MAS prior to approval.

Division 2 — Operational Requirements for Approved Trustees

Operational requirements for approved trustees
7. —(1) An approved trustee shall, in respect of a collective investment scheme for which it acts as trustee —
   (a) where the approved trustee knows that the manager for the scheme has contravened any legal or regulatory requirement applicable to it in relation to that scheme, inform the Authority no later than 3 business days after the approved trustee knows of such contravention;
   (b) take into custody or control all the property of that scheme and hold it on trust for the participants;
   (c) ensure that all the property of that scheme is properly accounted for;
   (d) ensure that the property of that scheme is kept distinct from its own property and the property of its other clients;
   (e) keep and maintain or cause to be kept and maintained a register of the participants;
   (f) make that register available for inspection, free of charge, to the manager for the scheme or any participant during the business hours of the approved trustee; and
   (g) where that register is not in the language of the prospectus (within the meaning of section 287 (13B) of the Act), make available for inspection an accurate translation of the register in that language, free of charge, to the manager for the scheme or any participant during the business hours of the approved trustee, unless the manager or the participant, as the case may be, has consented to the making available to him for inspection of the register in a language other than the language of the prospectus.

(2) The register referred to in paragraph (1) (e) shall contain —
   (a) the name and address of each participant;
   (b) the extent of the holding of each participant;
   (c) the date on which the name of each person was entered in the register as a participant; and
   (d) the date on which any person ceased to be a participant.

(3) Notwithstanding paragraph (1) (e) and (f), at any time for a period of 12 months from the appointed date, the manager for any collective investment scheme shall comply with section 115 of the old law, unless the approved trustee for that scheme complies with paragraph (1) (e) and (f).

(4) Any person who contravenes paragraph (1) or (3) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $50,000.

(5) Section 333 (1) of the Act shall not apply to any offence under paragraph (4).
Division 3 — Trust Deed Requirements

Covenants to be included in trust deeds

8. —(1) For the purposes of section 286 (2) (c) of the Act, the Authority may authorise a collective investment scheme constituted in Singapore as a unit trust if the trust deed contains covenants binding —

(a) the manager for the scheme —
   (i) to use its best endeavours to carry on and conduct its business in a proper and efficient manner, and ensure that the scheme is carried on and conducted in a proper and efficient manner;
   (ii) to pay to the trustee for the scheme within 5 business days after the receipt by the manager of any money that, under the trust deed, is payable by the manager to the trustee;
   (iii) not to sell any unit in the scheme otherwise than at a price determined in accordance with the provisions of the trust deed; to issue, redeem or repurchase units in the scheme at a price based on the net asset value of the scheme calculated in accordance with the manner set out in the Code on Collective Investment Schemes;

(4) **Explanatory Note:** MAS issued guidelines on the method and frequency of valuation of CIS on 1 Mar 2004. The guidelines are now set out in paragraph 8 of the Code on Collective Investment Schemes. The proposed amendment to regulation 8(1)(a)(iii) makes it clear that the trust deed of an authorised fund must contain a covenant binding the manager to comply with those guidelines.

   (iv) at the request of a participant, to purchase from the participant units which the participant has subscribed for or acquired, except in the circumstances specified in paragraph (3) and at a purchase price determined in accordance with the provisions of the trust deed;

(5) **Explanatory Note:** MAS recognises that the illiquid nature of the assets in a real estate investment trust (“REIT”) makes it impractical for the manager to redeem units on a regular basis. As investors can exit from listed REITs by selling their units on a securities exchange, MAS’ policy intent has been to exempt the managers of such REITs from having to redeem units from unitholders as long as units in the REITs remain listed. The proposed amendment to regulation 8(1)(a)(iv), which is to be read with the proposed regulation 8(3) and Sixth Schedule, reflects this policy intent.
MAS seeks your views on the proposed amendments to regulation 8(1)(a)(iv) and the proposed new regulation 8(3) and Sixth Schedule.

(v) to keep or cause to be kept such books as will sufficiently explain the transactions and financial position of the scheme and enable true and fair accounts to be prepared from time to time;

(vi) to keep or cause to be kept the books referred to in sub-paragraph (v) in such manner as will enable them to be conveniently and properly audited; and

(vii) to prepare or cause to be prepared —
(A) semi-annual accounts and annual accounts relating to the scheme in the language of the prospectus (within the meaning of section 287 (13B) of the Act); and
(B) semi-annual reports and annual reports relating to the scheme in the language of the prospectus (within the meaning of section 287 (13B) of the Act),
in accordance with the Code on Collective Investment Schemes;

(b) the trustee for the scheme —
(i) to exercise all due diligence and vigilance in carrying out its functions and duties and in safeguarding the rights and interests of the participants;
(ii) to cause the annual accounts relating to the scheme to be audited at the end of each financial year by an auditor, other than in such cases as may be specified by the Authority in the Code on Collective Investment Schemes, and to ensure that the report of the auditor is prepared in the language of the prospectus (within the meaning of section 287 (13B) of the Act); and
(iii) to send or cause to be sent to the participants —
(A) the semi-annual accounts and annual accounts relating to the scheme;
(B) the report of the auditor on the annual accounts; and
(C) the semi-annual report and annual report relating to the scheme, in accordance with the Code on Collective Investment Schemes;

(c) the manager for the scheme, to the same extent as if the trustee for the scheme were a director of the manager —
(i) to make available for inspection within a reasonable time to the trustee, or any auditor appointed by the trustee, the books of the
manager relating to the scheme whether these books are kept at the
registered office of the manager or elsewhere; and
(ii) to give within a reasonable time to the trustee, or any auditor
appointed by the trustee, such oral or written information as the
trustee or auditor requires with respect to the scheme.

(2) For the purposes of this regulation, “accounts” has the same meaning as in
section 4 (1) of the Companies Act (Cap. 50).

(3) For the purposes of sub-paragraph (a)(iv) of paragraph (1), the trust deed of
a collective investment scheme constituted in Singapore as a unit trust may
exclude the covenant referred to in that sub-paragraph if —

(a) the scheme is one that invests only in real estate and real estate-related
assets specified by the Authority in the Code on Collective Investment
Schemes, all or any of which units are listed for quotation on a securities
exchange;

(b) the units in the scheme are listed for quotation on a securities exchange
within 30 days after the prospectus in respect of the offer of those units is
registered by the Authority;

(c) the advertising and marketing materials (including the prospectus referred
to in sub-paragraph (b)) in relation to the scheme contain —

(i) a statement to the effect that, for so long as the units in the scheme
are listed for quotation on a securities exchange, the participants in
the scheme shall have no right to request the manager of the scheme
to redeem or purchase their units in the scheme; and

(ii) a warning to prospective investors that the listing for quotation of the
units in the scheme on a securities exchange does not guarantee a
liquid market for those units; and

(d) the trust deed contains a covenant binding the manager of the scheme that
if at any time the units in the scheme —

(i) are suspended from trading for 60 calendar days on all securities
exchanges on which the units have been listed for quotation; or

(ii) cease to be listed for quotation on all securities exchanges on which
the units have been listed for quotation,
the manager shall, within 30 calendar days after the occurrence of such
event, offer to purchase from the participants in the scheme the units in
the scheme in accordance with the provisions of the trust deed and the requirements set out in the Sixth Schedule to these Regulations.

**Other particulars to be included in trust deeds**

9. For the purposes of section 286 (2) (c) of the Act, the Authority may authorise a collective investment scheme constituted in Singapore as a unit trust if the trust deed includes —

(a) provisions relating to such particulars as are sufficient to disclose the structure of the scheme, the nature of the units in the scheme, the investment objectives of the scheme and the types of authorised investments and investment restrictions applicable to the scheme, including those that are applicable by virtue of the Code on Collective Investment Schemes;

(b) except where no property is to be vested in the trustee, provisions creating a trust, or containing a declaration of trust, and setting out full particulars of the trust, including precise information as to the circumstances in which the money, marketable securities, investments and other property subject to the trust are or will be vested in the trustee, and the duties and obligations of the trustee towards the participants;

(c) provisions for and specifying full particulars with respect to —

(i) the retirement, removal and replacement of the trustee for the scheme;

(ii) the retirement, removal and replacement of the manager for the scheme;

(iii) the appointment, retirement, removal and replacement of the auditor of the accounts relating to the scheme; and

(iv) the duration, if ascertainable, of the scheme or, if the duration is not ascertainable, a statement of that fact;

(d) where the scheme invests in property that tends to depreciate in value through use or effluxion of time, provisions regarding particulars of the provision made or to be made for the replacement of that property and the source or sources from which the replacement is to be made or from which the cost of the replacement is to be met or, if no provision is or is to be made, a statement of that fact;

(e) provisions specifying full particulars of —

(i) the method of determining the price at which a unit in the scheme may be sold by the manager for the scheme;

(ii) the circumstances in which the manager for the scheme or any other person may be required to purchase from a participant any unit subscribed for or acquired by the participant and the method of determining the price at which the unit is to be purchased;
(iii) the method of valuation of investments comprised in the scheme and the time of day when valuation is to be made;
(iv) the circumstances in which, and methods by which, all or any of the investments or other property comprising or forming part of the scheme may be varied;
(v) the conditions governing the transfer of units in the scheme;
(vi) the conditions governing the distribution of income to the participants;
(vii) the remuneration of the trustee for the scheme and of the manager for the scheme, respectively, and the manner in which that remuneration is provided for; and
(viii) any other fees or charges payable by the scheme or participants;
(f) provisions requiring the prior approval of the trustee for any changes to the particulars to which sub-paragraph (e) (i), (ii) or (iii) relate, and requiring the trustee to determine if the participants should be informed of such changes;
(g) provisions relating to the convening of meetings of the participants;
(h) provisions incorporating, whether by way of annex or otherwise, the terms and form of any agreement which the trust deed requires, or confers a right on, the participants to enter into in connection with the scheme;
(i) provisions relating to details of the scheme’s borrowing limit and borrowing powers, including stock borrowings;
(j) provisions specifying the party to whom interest on monies held by the manager for the scheme pending payment to the approved trustee should accrue;
(k) where applicable, provisions regarding a regular savings plan incorporated into the scheme or enabling such a plan to be incorporated; and
(l) where the trust deed is capable of modification, provisions relating to the modification of the trust deed.

**Penalty for breach of covenant**

10. —(1) Subject to regulation 11, where a collective investment scheme is authorised under section 286 (1) of the Act, any person who fails to comply with any covenant referred to in regulation 8 (1) (a) or (b) which is included in the trust deed of the collective investment scheme, shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $50,000.

(2) Section 333 (1) of the Act shall not apply to any offence under paragraph (1).
Savings and transitionals for this Division

[Regulation 11 is no longer applicable.]

PART III

PROSPECTUS REQUIREMENTS

Division 1 — Form and Content

Information that may be omitted from preliminary document

11A. For the purposes of section 296-(1B) of the Act, the information set out in the Seventh Schedule may be omitted from a preliminary document under the circumstances specified, if any, in relation to that information in that Schedule.

(6) Explanatory Note: To provide flexibility for CIS managers and distributors to conduct pre-marketing of CIS before a prospectus is registered, the SF(A) Bill will allow a preliminary document to be circulated to institutional investors and sophisticated investors (i.e. persons referred to in the main Act as “relevant persons as defined in section 305(5) or persons to whom an offer referred to in section 305(2) is to be made”). The information which MAS proposes may be omitted from a preliminary document is set out in the Seventh Schedule.

MAS seeks your views on the proposed Seventh Schedule.

Contents of prospectus

12. For the purposes of section 296(1) of the Act, a prospectus in respect of units in a collective investment scheme shall be prepared in accordance with the requirements set out in the Third Schedule.

Contents of profile statement

13. —(1) For the purposes of section 296 (2) of the Act, a profile statement in respect of units in a collective investment scheme shall contain —

(a) a statement that copies of the prospectus are available for collection at the times and places specified in the profile statement; and
(b) a statement that the following persons referred to in section 296(2A) of the Act who have signed the profile statement are satisfied that the profile statement contains a fair summary of the key information set out in the prospectus:

(i) where the responsible person for the scheme is a corporation, the directors of the responsible person; or

(ii) where the responsible person for the scheme is not a corporation, the persons who signed the prospectus pursuant to an approval by the Authority under section 296(11)(c)(ii) of the Act.

(2) A profile statement shall not contain —

(a) any statement or matter that is false or misleading in the form and context in which it is included;

(b) any material information that is not contained in the prospectus; and

(c) any material information that differs in any material particular from that set out in the prospectus.

(7) Explanatory Note: The persons who are required to sign the profile statement lodged with MAS will be revised and set out in section 296(2A) in the SF(A) Bill. The amendments to regulation 13(1)(b) follow those revisions.

Supplementary document and replacement document

14. The copy of a supplementary document or replacement document to be lodged with the Authority under section 298 of the Act shall be signed in accordance with section 296(2A) to (2C) of the Act by the following persons:

(a) where the responsible person for the collective investment scheme is a corporation, by every director of the responsible person, and every person who is named therein as a proposed director of the responsible person, or a person authorised in writing by such director or proposed director; or

(b) where the responsible person for the collective investment scheme is not a corporation, by such persons as the Authority may approve.

General requirements for documents lodged with Authority

15. — (1) Except as otherwise provided in the Act of these Regulations, a document to be lodged with the Authority under Division 2 of Part XIII of the Act or these Regulations in paper form shall comply with the following requirements:

(a) the document shall be on paper that is 297 millimetres in length and 210 millimetres in breadth (A4 paper size);
(b) the contents of the document shall be legible; and  
(c) except with the consent of the Authority, the document shall not be a carbon copy or a photocopy.

(a) the document shall be in the portable document format (PDF), the tagged image file format (TIFF) or such other format as the Authority may allow from time to time; and  

(b) the document shall be contained in a CD-ROM, floppy diskette or any other electronic medium as the Authority may allow, from time to time, and the electronic medium shall be labelled with the name of the person making the offer, the manager, the type of document contained therein and the date of lodgment of the document with the Authority.

(1A) Where a document is lodged with the Authority in electronic form in accordance with paragraph (1), an electronic image of—  

(a) the signatures on, or accompanying, the document lodged with the Authority, as required by the Act or these Regulations;  

(b) the relevant duly signed form together with the document that is lodged; and  

(c) any other duly signed statement or letter required under the Act or these Regulations,  

shall be lodged with, or submitted to, the Authority in accordance with paragraph (1) at the time the document is lodged.

(8) **Explanatory Note:** Currently, all offer documents are required to be lodged with MAS in paper form. An electronic copy of the document is also required to be submitted together with the document lodged in paper form. However, the electronic copy is required mainly for the purposes of publishing the document on the MAS website (OPERA) and is not the officially lodged document. To reduce administrative and storage costs, MAS proposes to require all offer documents to be lodged in electronic form (e.g. in PDF or TIFF format) instead. Accordingly, the document lodged in electronic form (and not the hard copy) will be regarded as the officially lodged document.

The liability attached to persons in respect of an offer document lodged in electronic form, and whose signatures are submitted to MAS as an electronic image, shall be no different from that attached to the persons in respect of a document lodged in paper form and whose signatures are submitted to MAS in paper form currently.
Similarly, MAS proposes to require all signatures, forms and signed statements/letters accompanying the offer documents to be scanned as electronic images and submitted to MAS in electronic form.

**MAS seeks your views on the proposal to require offer documents, signatures, forms and signed statements/letters to be lodged or submitted in electronic form (instead of paper form).**

(2) The fee payable to the Authority in respect of the lodgment of a document with the Authority shall be paid at the time the document is lodged.

(3) Paragraph (1) shall not apply where a document is lodged with the Authority electronically or using means other than delivery by hand or post, but—
   (a) the responsible person shall maintain the original document at its principal place of business; and
   (b) the document shall be accompanied by a signed statement of the responsible person verifying that the document is a true copy of the original document maintained by the responsible person.

(9) **Explanatory Note:** Regulation 15(3) has been deleted to avoid any possible confusion between the lodgment of documents in electronic form and the electronic lodgment of documents. MAS is still studying the feasibility of electronic lodgments. For the moment, all lodgments of offer documents (including those in electronic form) will need to be made in person or by mail.

**Form or medium of document**

16. —(1) A person who lodges any of the following documents with the Authority in paper-electronic form as specified in regulation 15 shall also provide an electronic copy of that document (excluding any annex required under regulation 19) in paper form to the Authority:
   (a) a prospectus;
   (b) a profile statement;
   (c) a supplementary document;
   (d) a replacement document; and
   (e) an offer information statement under section 305B of the Act.

(2) An electronic copy of any A copy of the document required under paragraph (1) shall be—
(a) in the portable document format (PDF); and
(b) accompanied by a signed statement of the responsible person or an advocate and solicitor acting on his behalf, verifying that the document is a true copy of the document lodged with the Authority in paper form.

(a) shall be accompanied by an electronic image of a signed statement of –
(i) in a case where the person making the offer is an individual, the person making the offer or a person authorised in writing by him; or
(ii) in a case where the person making the offer is an entity, a director or equivalent person of the entity or a person authorised in writing by the director or equivalent person,
verifying that the copy of the document in paper form is a true copy of the document lodged with the Authority in electronic form, and such statement shall be submitted to the Authority in accordance with regulation 15(1); and

(b) shall comply with the following requirements:
(i) the copy of the document shall be on paper that is 297 millimetres in length and 210 millimetres in breadth (A4 paper size); and
(ii) the contents of the copy of the document shall be legible.

(10) Explanatory Note: To facilitate MAS’ review of the lodged document, MAS proposes to require that a hard copy of the document be submitted together with the document officially lodged in electronic form. Amendments made to regulation 16 are for the purposes of reflecting this proposal.

Verification of consent

17. For the purposes of section 296 (10) (e) of the Act, a copy of any consent lodged with the Authority, being consent required by section 249 of the Act (as applied to Division 2 of Part XIII of the Act by virtue of section 302 of the Act) to the issue of a prospectus, shall be accompanied by a signed statement of the person who lodged the copy, verifying that he has compared the copy with the original consent and is satisfied that it is a true copy of the original consent.

(11) Explanatory Note: MAS proposes to require signed letters of consents from experts, issue managers and underwriters to be scanned as electronic images and lodged with MAS in electronic form. Such consents lodged in electronic form shall accordingly be regarded as the original consents. There is therefore no need to require any verification and regulation 17 has been deleted.
As in the case of offer documents, the liability attached to persons who signed the consent letters submitted to MAS in electronic form shall be no different from that attached to the persons who signed the consent letters submitted to MAS in paper form currently. In this connection, MAS wishes to clarify that consent letters may also be lodged by the relevant expert, issue manager or underwriter himself.

MAS seeks your views on the proposal to require signed letters of consents from experts, issue managers and underwriters to be scanned as electronic images and lodged in electronic form.

**Signature on documents lodged with Authority**

18.—(1) Except as otherwise provided in the Act or these Regulations (including the forms in the First Schedule), a document relating to a collective investment scheme lodged with the Authority under Division 2 of Part XIII of the Act or these Regulations shall be signed or authenticated by a director, the secretary or the manager of the responsible person, a person authorised in writing by the responsible person or, in the case of a document relating to a foreign company, the agent of the foreign company in Singapore.

(2) In paragraph (1)—

"agent" has the same meaning as in section 366 (1) of the Companies Act (Cap. 50);

"manager" has the same meaning as in section 4 (1) of the Companies Act.

(12) Explanatory Note: Following the removal of the requirement to lodge information memoranda with MAS in the last SF(A) Act 2003, there is no longer any document whose signatories are not specifically provided for in the Act or these Regulations. Regulation 18 is therefore unnecessary and has been deleted accordingly.

**Authorisation to be annexed submitted**

19. Where a copy of any document lodged with the Authority under Division 2 of Part XIII of the Act or any statement submitted under regulation 16(2)(a) or regulation 31(2) is signed — by a person authorised in writing by a director or proposed director,
(a) in a case where the person making the offer is an individual, by a person
authorised in writing by the individual; or
(b) in a case where the person making the offer is an entity, by a person
authorised in writing by a director or equivalent person, or proposed
director or equivalent person, of the entity.

the authorisation or a copy of the authorisation accompanied by a statement of the
person who lodged the copy verifying that he has compared the copy with the
original authorisation and is satisfied that it is a true copy of the original
authorisation, shall be annexed to the copy of an electronic image of the
authorisation shall be submitted to the Authority in accordance with regulation
15(1), together with the document lodged with the Authority.

(13) Explanatory Note: In the case where a document or statement required under
the Act or these Regulations is signed by a person authorised in writing, MAS
proposes to require the relevant authorisation to be submitted in
electronic form (instead of paper form) together with the document lodged. MAS
seeks your comments on the proposal. Amendments made to
regulation 19 are for the purposes of implementing this proposal.

MAS seeks your comments on the proposal to require any authorisation
to be submitted in electronic form (instead of paper form).

Penalty for false statement

20. Any person who makes a statement verifying any matter under this Division
which he knows or has reason to believe to be false or does not believe to be true,
shall be guilty of an offence and shall be liable on conviction to a fine not
exceeding $25,000.

Division 2 — Advertising Requirements for Purposes of section 300 (1) of Act

Advertisements

20B. — (1) For the purposes of section 300(3C) of the Act, an advertisement or
publication referred to in that subsection shall not contain any information that is
not included in –

(a) the latest registered prospectus or profile statement of the scheme; or
(b) the latest semi-annual report or annual report of the scheme that has
been sent to participants,
excluding the information referred to in paragraph (2).
(2) An advertisement or publication may contain the following information without such information having been included in the latest registered prospectus or profile statement of the scheme:

(a) the latest past performance of the scheme;
(b) the latest performance of the benchmark corresponding to the figures in (a); and
(c) the latest composition of the portfolio of the scheme.

(14) Explanatory Note: To discourage misleading advertisements that may include new material information not found in the registered prospectus, MAS’ policy intent is to limit the contents of an advertisement or publication to information contained in the latest registered prospectus of the scheme. However, in response to public feedback, an advertisement or publication will also be allowed to include factual information contained in the latest semi-annual report or annual report of the scheme, the latest performance of the scheme and of the corresponding benchmark, and the latest composition of the portfolio of the scheme.

Report about units in collective investment scheme published and delivered to institutional investors

20A. – (1) For the purposes of section 300(4)(e)(iii) and (iv) of the Act, the person issuing a report referred to in that section –

(a) shall assign a specific number to each copy of the report;

(b) shall keep a record of the persons to each of whom he has distributed a copy of the report and the corresponding number of each copy of the report referred to in sub-paragraph (a);

(c) shall include on the front cover of each copy of the report -

(i) the specific number assigned to that copy of the report referred to in sub-paragraph (a);
(ii) a statement that the report is for circulation to institutional investors only; and
(iii) a statement that the information contained in the report should not be disclosed by the recipient to any person.

(d) shall disclose in the report the nature of any interest in, or any interest in the issue or sale of, the units that are the subject of the report that he has
as at the date of the report, and the relationship between him and the person making the offer of units in the collective investment scheme;

(e) shall not distribute any copy of the report or disclose the information contained in the report to any person other than an institutional investor.

(15) Explanatory Note: Following amendments made to section 300(4) in the SF(A) Bill, pre-deal research reports may be issued to institutional investors in the case where the offer is made concurrently in Singapore and one or more other jurisdictions where pre-deal research reports are permitted. To reduce the risk of any information in the pre-deal research reports leaking to the retail public, MAS proposes to impose the safeguards set out in the new regulation 20A.

Advertisement shall not be false or misleading

21. —(1) An advertisement or a publication shall not contain any information that is false or misleading, or that cannot be justified on the facts known to the person responsible for the advertisement or publication, at the time the advertisement or publication is advertised or published.

(2) An advertisement or publication in relation to a collective investment scheme shall not, whether by the prominence given to specific information or otherwise, create a false or misleading impression as to the collective investment scheme in question.

Contents of advertisement where units in collective investment scheme are already offered

22. Where an offer or invitation in respect of units in a collective investment scheme is being made at the time an advertisement or publication in relation to the scheme is advertised or published, the advertisement or publication shall —

(a) state —
   (i) that a prospectus or profile statement in relation to the scheme is available;
   (ii) how a copy of the prospectus or profile statement may be obtained;
   (iii) that a potential investor should read the prospectus or profile statement before deciding whether to subscribe for or purchase units in the scheme; and
   (iv) that the value of the units in the scheme and the income accruing to the units, if any, may fall or rise;
(b) state the name of the responsible person for the scheme if the advertisement or publication does not otherwise clearly identify that person;
(c) where the name of the scheme is not indicative of the scheme’s investment objectives and focus, state the scheme’s investment objectives and focus;
(d) where the advertisement or publication includes a quotation expressing acclaim or approval for or recommending the scheme or the responsible person for the scheme, state the source of such quotation;
(e) where there is no guarantee or warranty given as to —
   (i) the protection of the principal sum a participant invests in the scheme (whether including or excluding the subscription fee); or
   (ii) the rate of return on the scheme,
not use words such as “guarantee”, “warranty” or any other expression suggesting that the principal sum invested in or rate of return on the scheme is guaranteed, or that a participant cannot lose money;
(f) where the scheme is represented as a guaranteed scheme, state the name of the guarantor;
(g) where the scheme is a hedge fund or other high risk fund, indicate that an investment in the scheme involves a high degree of risk, and that investment in such a scheme is only appropriate for a person able and willing to take such a risk; and
(h) where the units of the scheme are listed or where an application has been or will be made for such units to be listed for quotation on the official list of any securities exchange, and all or most investors may only deal in the units through the securities exchange, include —
   (i) a statement that investors cannot redeem the units with the manager for the scheme or that investors may only redeem units with the manager for the scheme under certain specified conditions; and
   (ii) a statement that the listing of the units does not guarantee a liquid market for the units.

Contents of advertisement where units in collective investment scheme are not yet offered

23. Where an offer or invitation of units in a collective investment scheme has not yet been made at the time an advertisement or publication in relation to the scheme is advertised or published but it is reasonably likely that it will be made, the advertisement or publication shall —
   (a) state —
   (i) that a prospectus or profile statement in relation to the scheme will be made available when the offer or invitation is made;
   (ii) when the prospectus or profile statement is expected to be available;
(iii) how a copy of the prospectus or profile statement may be obtained;
(iv) that a potential investor should read the prospectus or profile statement before deciding whether to subscribe for or purchase units in the scheme; and
(v) that the value of the units in the scheme and the income accruing to the units, if any, may fall or rise; and

(b) comply with the requirements under regulation 22 (b) to (h).

Past performance of collective investment scheme

24. —(1) Where an advertisement or publication in relation to a collective investment scheme includes information on the past performance of the scheme, the advertisement or publication shall —
(a) include a prominent statement that the past performance of the scheme is not necessarily indicative of the future performance of the scheme;
(b) state the return on the scheme, calculated on an offer-to-bid basis illustrated in the Fourth Schedule or a single pricing basis (taking into account any subscription fee and realisation fee) and include a statement that the return is calculated on this basis;
(c) where dividends have been declared or distributions have been made by the scheme, state the return on the scheme, calculated on the assumption that all dividends and distributions are reinvested, taking into account all charges which would have been payable upon such reinvestment, and include a statement that the return is calculated on this basis;
(d) present the return on the scheme in relation to a period of not less than one year, except that in the case of a scheme which has been constituted for less than 12 months, present the return on the scheme in relation to a period commencing from the inception of the scheme;
(e) where the total return on the scheme is presented for a period exceeding one year, state the average annual compounded return on the scheme over the same period calculated in the manner illustrated in the Fourth Schedule; and
(f) indicate the period to which the return on the scheme relates, of which —
(i) the last day of the period shall not be earlier than 3 months prior to the day on which the advertisement or publication is advertised or published; and
(ii) the first day and last day of the period shall be determined on either of the following bases:
(A) the first business day or last business day of a month; or
(B) the first dealing day or last dealing day of the scheme in a month.

(2) For the purposes of the calculation referred to in paragraph (1) (b), where the realisation fee for a collective investment scheme depends on the duration that a
participant owns units in the scheme, the realisation fee taken into account shall be that which applies for the duration for which the return is calculated.

(3) For the purposes of paragraph (1), where a scheme which has been constituted for less than 12 months invests at least 90% of its funds in another collective investment scheme (referred to in this regulation as the underlying fund), information on the past performance of the underlying fund may be included in the advertisement or publication, but not otherwise.

(4) Where information on the past performance of an underlying fund is included in an advertisement or publication in relation to a collective investment scheme, the advertisement or publication shall —
(a) include an appropriate warning regarding its limitations as a proxy for the past performance of the scheme; and
(b) comply with paragraph (1) as though the information on the past performance of the underlying fund were information on the past performance of the scheme.

(5) Where any past performance of a collective investment scheme included in an advertisement or publication in relation to that scheme is due to exceptional circumstances which may not be sustainable, the advertisement or publication shall include a prominent warning statement to that effect.

(6) For the purposes of paragraph (5), “exceptional circumstances” includes, but is not limited to —
(a) an investment in an initial public offer of securities which has a large impact on the return on the scheme but where such return is unlikely to be sustained; and
(b) a high annual return for a particular year where the scheme has, or schemes with a similar investment focus have, yielded a much lower historical long term average annual compounded return.

(7) An advertisement or publication in relation to a collective investment scheme shall not contain any information on past performance based on simulated results of a hypothetical collective investment scheme.

Comparison of past performance of collective investment scheme with that of another collective investment scheme or an index

25. —(1) Where an advertisement or publication in relation to a collective investment scheme includes a comparison of the past performance of the scheme with that of another collective investment scheme —
(a) such other collective investment scheme must have investment objectives and an investment focus which are similar to those of the first-mentioned scheme; and
(b) the comparison must be made on an offer-to-bid basis and that basis shall be stated in the advertisement or publication.

(2) Where an advertisement or publication in relation to a collective investment scheme includes a comparison of the past performance of the scheme with that of an index —
(a) such index must be the benchmark for the scheme or an index which reflects the investment focus of the scheme; and
(b) the comparison must be made on an offer-to-bid basis or a bid-to-bid basis and the basis on which the comparison is made shall be stated in the advertisement or publication.

(3) Any comparison of the past performance of a collective investment scheme with that of another collective investment scheme or with an index must be made using a common currency and where the currencies of the schemes being compared are different, conversion to the common currency must be based on prevailing exchange rates at the relevant time.

(4) The requirements set out in regulation 24 shall also apply to the comparisons of past performance in this regulation.

Comparison of past performance of collective investment scheme with that of another form of investment

26. — (1) Where an advertisement or publication in relation to a collective investment scheme includes a comparison of the past performance of the scheme with that of another form of investment —
(a) such other form of investment must have a risk profile which is similar to that of the scheme; and
(b) the comparison must be made on an offer-to-bid basis and that basis shall be stated in the advertisement or publication.

(2) The requirements set out in regulation 24 shall also apply to the comparisons of past performance in this regulation.

Performance of manager or submanager

27. — (1) Where an advertisement or publication in relation to a collective investment scheme includes any information on the past or present performance, skills or techniques of the manager for the scheme or a person managing the
property of the scheme on behalf of the manager (referred to in this regulation as a submanager), the advertisement or publication shall —

(a) state the source of such information, where the source is not the manager for the scheme;
(b) indicate the period to which such information relates; and
(c) include a prominent statement that the past performance of the manager or submanager is not necessarily indicative of its future performance.

(2) An advertisement or publication in relation to a collective investment scheme must not present information on the past or present performance, skills or techniques of the manager or submanager for the collective investment scheme, or the past or present performance of any other collective investment scheme under the management of the manager or submanager, in a selective or biased way, such that any particular success is exaggerated or lack of success is disguised.

Future performance of collective investment scheme

28. —(1) Subject to paragraph (3), an advertisement or publication in relation to a collective investment scheme must not —

(a) include any prediction, projection or forecast as to the future or likely performance of the scheme; or
(b) use words such as “targeted”, “expected” or any similar words or description in relation to a rate of return.

(2) An advertisement or publication in relation to a collective investment scheme may include a prediction, projection or forecast on the economy, stock market, bond market or the economic trends of the markets which are targeted by the scheme, but such prediction, projection or forecast must be accompanied by a prominent statement to the effect that the prediction, projection or forecast is not necessarily indicative of the future or likely performance of the scheme.

(3) The Authority may by notice in writing allow an advertisement or publication in relation to a collective investment scheme to include a prediction, projection or forecast on any matter other than that referred to in paragraph (2).

(4) Where an advertisement or publication in relation to a collective investment scheme is allowed to include a prediction, projection or forecast on any matter under paragraph (3) —

(a) the person making the prediction, projection or forecast must have reasonable grounds for making it; and
(b) the advertisement or publication must disclose such assumptions, warning statements and other information as may be required by the Authority.
(5) Where the return on a collective investment scheme is guaranteed, or where the use of a prediction, projection or forecast has been allowed by the Authority under paragraph (3), any guaranteed return or prediction, projection or forecast as to the future performance of the scheme shall be presented on an average annual compounded basis.

**Legibility and audibility**

29. — (1) Where an advertisement or publication in relation to a collective investment scheme is in a visual form the information required under regulations 22 to 28 to be contained in the advertisement or publication —
   (a) shall be clearly legible; and
   (b) in the case of an advertisement or publication appearing in any document, including a newspaper, periodical, magazine or letter, electronic mail or website, shall be in a font size of at least 8-point Times New Roman.

(2) Where an advertisement or publication in relation to a collective investment scheme in a visual form contains a footnote, the footnote shall —
   (a) be in a font size which is at least half the font size of the word or statement to which it relates; and
   (b) in the case of an advertisement or publication appearing in any document, including a newspaper, periodical, magazine or letter, electronic mail or website, be in a font size which is at least 8-point Times New Roman but need not be larger than 14-point Times New Roman.

(3) Where an advertisement or publication in relation to a collective investment scheme is shown or broadcast over the radio, television, cinema or other similar means, the information required under regulations 22 (a) (iii) and 23 (a) (iv) to be contained in the advertisement or publication shall be audible, unless the advertisement or publication is only in visual form, in which case such information shall be visually displayed in a legible size for at least 5 seconds.

(16) **Explanatory Note:** In response to public feedback, MAS proposes to increase the minimum font size of information contained in hand-held documents (such as newspapers, periodicals, magazines), letters, e-mails or websites from 8 to 10-point Times New Roman as a more appropriate minimum. [It should be noted that this minimum font size is in addition to, and not a substitute for, the over-arching requirement that the information contained in any advertisement or publication must be clearly legible.]
PART IV

AUTHORISATION AND RECOGNITION OF RESTRICTED SCHEMES

Extent to which Subdivisions (2) and (3) in Division 2 of Part XIII of Act apply to restricted schemes

30. — (1) The provisions of Subdivisions (2) and (3) in Division 2 of Part XIII of the Act shall apply to a restricted scheme only to the extent and with the modifications referred to in paragraph (2) and set out in paragraph (3).

(2) Sections 285 to 288 and 295 of the Act as modified and set out in the Fifth Schedule shall apply to a restricted scheme.

(3) The following sections of the Act shall apply to a restricted scheme without modification except that a reference to “section 286” shall be read as a reference to “paragraph 2 of the Fifth Schedule” and a reference to “section 287” shall be read as a reference to “paragraph 3 of the Fifth Schedule”:
   (a) sections 289 to 294 of the Act, in the case of a restricted scheme constituted in Singapore; and
   (b) sections 293 and 294 of the Act, in the case of a restricted scheme constituted outside Singapore.

PART V

EXEMPTIONS

Small offers and private placement

30A. — (1) For the purposes of sections 302B(6) and 302C(4) of the Act, unless otherwise determined by the Authority, an offer of units in a collective investment scheme is a closely related offer to another offer under section 302B(5) and 302C(3), as the case may be, if the contributions of the investors are intended to be managed as a single pool.
(17) **Explanatory Note:** In determining whether the $5m limit on funds raised under the small offers exemption (set out in new section 302B in the SF(A) Bill) has been exceeded, an offeror will be required to aggregate all amounts raised by him in the last 12 months from offers of units in the same collective investment scheme, and from all closely related offers, that were made in reliance on the small offers exemption.

The aim of the aggregation requirement is to prevent offerors from circumventing the prescribed limits by breaking up what is essentially a single offer into smaller parts, such that each part would qualify for an exemption when the single offer would not.

Similarly, in determining whether the 50-offerees limit under the private placement exemption (set out in new section 302CB in the SF(A) Bill) has been exceeded, an offeror will be required to aggregate all offers made by him of units in the same collective investment scheme all offers made by the same person of units in the same CIS, and all closely-related offers, that were made within the last 12 months in reliance on the private placement exemption.

When determining whether an offer is a closely related offer, the new sections 302B and 302C in the SF(A) Bill provide that the offeror shall consider such factors as may be prescribed by MAS in the regulations. This approach recognises that it is neither possible nor practicable for MAS to set out in statute an exhaustive list of scenarios in which offers would be considered “closely related” and are to be aggregated.

MAS proposes to prescribe one possible case where an offer of units in a CIS could be closely related to another offer under the new regulation 30A.

To provide some certainty to offerors and industry practitioners, MAS is considering issuing guidelines to illustrate the common cases where two or more offers would satisfy the new regulation 30A and would be regarded as closely related offers.

**MAS seeks your views on the new regulation 30A and your suggestions on other scenarios in which two or more offers should be considered “closely related”**.

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**Contents of offer information statement under section 305B of the Act**
30B. —(1) For the purposes of section 305B of the Act, an offer information statement in respect of a collective investment scheme that invests only in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes shall be prepared in accordance with the requirements set out in the Eighth Schedule.

(2) The Authority may require any document, report or other material to be filed together with an offer information statement.

(3) An offer information statement to be lodged with the Authority under section 305B of the Act shall be signed in accordance with section 296(2A) to (2C) of the Act.

(18) Explanatory Note: The SF(A) Bill will allow listed REITs to make secondary offers of new units in the CIS using an offer information statement instead of a full prospectus. This is in consideration of the fact that a prospectus would already have been issued in connection with the REIT’s initial public offering. The listed REIT would also have been required under the SFA and the listing rules of the securities exchange to disclose material information on a continual basis. The proposed checklist of information which may be included (or which is prohibited from being included) in an offer information statement is set out in the Eighth Schedule.

MAS seeks your views on the proposed Eighth Schedule.

Exemption under section 337 of Act

31. —(1) Subject to the conditions set out in paragraph (3), a person making an offer to the public of units in a collective investment scheme for subscription or purchase, or an invitation to the public to subscribe for or purchase units in a collective investment scheme, using —

(a) any automated teller machine (referred to in this regulation as an ATM); or

(b) any wireless application protocol phone (referred to in this regulation as a WAP phone),

is exempted from the requirement under section 296 (1) (a) of the Act or, where applicable, section 296 (2) of the Act that the offer or invitation be made in or accompanied by a prospectus or, where applicable, a profile statement, in respect of the offer or invitation.
(2) For the avoidance of doubt, there must be a prospectus or a profile statement, as the case may be, in respect of the offer or invitation referred to in paragraph (1) that complies with section 296 (1) (a) (i), (ii) and (iii) or (2) (a) to (d) of the Act, as the case may be.

(3) The conditions referred to in paragraph (1) are as follows:

(a) before enabling the submission of an application to subscribe for or purchase the units, the ATM or WAP phone shall indicate to the potential subscriber or buyer —

(i) how a copy of the prospectus or, where applicable, profile statement in respect of the offer or invitation can be obtained; and

(ii) that he should read the prospectus or, where applicable, profile statement before submitting his application; and

(b) in the case of an offer or invitation made through a WAP phone, a statement signed by a director of the responsible person or any other duly authorised person of the responsible person stating the uniform resource locator from which the offer or invitation is made through the WAP phone, shall be lodged with the Authority no later than the first day on which the offer or invitation is made.

(19) Explanatory Note: The exemption for offers made using ATMs or other electronic means will be migrated to section 305C in the SF(A) Bill. New regulation 31 prescribes WAP phones as one those electronic means. Regulations 32 to 34 have been deleted, as the liability provisions under sections 252 to 255 of the SFA will apply directly to offers made using ATMs and WAP phones.

Making offer using automated teller machine or electronic means under section 305C of Act

31. - (1) For the purposes of section 305C(1)(b) of the Act, the Authority prescribes the wireless application protocol phone (referred to in this regulation as a WAP phone) to be an electronic means used by a person making an offer of units in a collective investment scheme within the scope of that section.

(2) For the purposes of section 305C(1) of the Act, a person making an offer of units in a collective investment scheme using a WAP phone shall submit to the Authority an electronic image of a statement, no later than the first day on which the offer is made, stating the uniform resource locator from which the offer is made through the WAP phone and signed by –
(a) in a case where the person making the offer is an individual, the person making the offer or a person authorised in writing by him; or
(b) in a case where the person making the offer is an entity, a director or equivalent person of the entity or a person authorised in writing by the director or equivalent person in accordance with regulation 15(1).

Duty to inform person making offer or invitation about certain deficiencies

32. (1) A person referred to in paragraph (2) shall notify in writing the person referred to in regulation 31(1), as soon as practicable, if he becomes aware at any time after the prospectus or profile statement is registered by the Authority but before the close of the offer or invitation that—
   (a) a statement or matter in the prospectus or the profile statement in respect of the offer or invitation is false or misleading;
   (b) there is an omission from the prospectus of information required to be included therein under regulation 12 or any other regulation that may be prescribed under section 296 (1) (a) (i) of the Act or from the profile statement of information required to be included therein under regulation 13 or any other regulation that may be prescribed under section 296 (2) (a) of the Act, as the case may be; or
   (c) a new circumstance—
      (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 regulation 12 or any other regulation that may be prescribed under section 296 (1) (a) (i) of the Act or to be included in the profile statement under regulation 13 or any other regulation that may be prescribed under section 296 (2) (a) of the Act, as the case may be, if it had arisen before the prospectus or the profile statement was lodged with the Authority,
   and the failure to so notify would have been materially adverse from the point of view of an investor.

(2) The person referred to in paragraph (1) is—
   (a) each director of the responsible person for the collective investment scheme, where the responsible person is a corporation;
   (b) a person named in the prospectus or profile statement with his consent as a proposed director of the responsible person, where the responsible person is a corporation;
   (c) a person who signed the prospectus pursuant to an approval by the Authority under section 296 (10) (d) (ii) of the Act or who signed the
profile statement pursuant to an approval by the Authority under section
296 (11) (c) (ii) of the Act, where the responsible person is not a
corporation;
(d) a person named in the prospectus or the profile statement with his consent
as having made a statement—
(i) that is included in the prospectus or the profile statement; or
(ii) on which a statement made in the prospectus or the profile statement
is based,
but only in respect of the inclusion of that statement; or
(e) any other person who made the false or misleading statement or omitted
to state the information or circumstance, as the case may be, but only in
respect of the inclusion of the statement or the omission to state the
information or circumstance, as the case may be.

(3) Any person who contravenes paragraph (1) shall be guilty of an offence and
shall be liable on conviction to a fine not exceeding $25,000 or to imprisonment
for a term not exceeding 12 months or to both.

Criminal liability for false or misleading statements

33.——(1) This regulation applies in respect of an offer to the public of units in a
collective investment scheme for subscription or purchase, or an invitation to the
public to subscribe for or purchase units in a collective investment scheme,
pursuant to an exemption under regulation 31.

(2) Where—
(a) a false or misleading statement or matter is contained in—
(i) the prospectus or the profile statement in respect of the offer or
invitation; or
(ii) any application form for the units;
(b) there is an omission to state information required to be included in the
prospectus under regulation 12 or any other regulation that may be
prescribed under section 296 (1) (a) (i) of the Act or there is an omission
to state information required to be included in the profile statement under
regulation 13 or any other regulation that may be prescribed under section
296 (2) (a) of the Act, 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
regulation 12 or any other regulation that may be prescribed under
section 296 (1) (a) (i) of the Act or to be included in the profile
statement under regulation 13 or any other regulation that may be
prescribed under section 296 (2) (a) of the Act, 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 paragraph (5) 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 $25,000 or to imprisonment for a term not exceeding 12 months or to both.

(3) For the purposes of paragraph (2), a false or misleading statement about a future matter (including the doing of, or the refusal to do, an act) is taken to have been made if a person made the statement without having reasonable grounds for making the statement.

(4) A person shall not be taken to have contravened paragraph (2) if the false or misleading statement, or the omission to state any information or new circumstance, is not materially adverse from the point of view of the investor.

(5) The persons guilty of an offence under paragraph (2) are—
(a) the person making the offer or invitation;
(b) each director of the responsible person for the collective investment scheme, where the responsible person is a corporation;
(c) a person named in the prospectus or the profile statement, with his consent, as a proposed director of the responsible person, where the responsible person is a corporation;
(d) a person who signed the prospectus pursuant to an approval by the Authority under section 296 (10) (d) (ii) of the Act or who signed the profile statement pursuant to an approval by the Authority under section 296 (11) (c) (ii) of the Act, where the responsible person is not a corporation;
(e) a person named in the prospectus or the profile statement with his consent as having made a statement—
(i) that is included in the prospectus or the profile statement; or
(ii) on which a statement made in the prospectus or profile statement is based,
but only in respect of the inclusion of the statement; and
(f) any other person who made the false or misleading statement, or omitted to state the information or circumstance, as the case may be, but only in respect of the inclusion of the statement or the omission to state the information or circumstance, as the case may be.
(6) Where a prospectus or profile statement relating to any units in a collective investment scheme is issued and the prospectus or profile statement omits to state any matter that is required to be stated under the Act or these Regulations—

(a) each director of the responsible person, where the responsible person is a corporation; or

(b) each person who signed the prospectus pursuant to an approval by the Authority under section 296 (10) (d) (ii) of the Act or who signed the profile statement pursuant to an approval by the Authority under section 296 (11) (c) (ii) of the Act, where the responsible person is not a corporation;

as the case may be, and each director of any other person responsible for the prospectus or the profile statement shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $25,000 or to imprisonment for a term not exceeding 12 months or to both.

Defences

34.—(1) A person is not liable under regulation 33 (2) only because of a false or misleading statement in a prospectus or a profile statement if the person proves that he—

(a) made all inquiries (if any) that were reasonable in the circumstances; and

(b) after doing so, believed on reasonable grounds that the statement was not false or misleading.

(2) A person is not liable under regulation 33 (2) only because of an omission from a prospectus or a profile statement in relation to a particular matter if the person proves that he—

(a) made all inquiries (if any) that were reasonable in the circumstances; and

(b) after doing so, believed on reasonable grounds that there was no omission from the prospectus or profile statement in relation to that matter.

(3) A person is not liable under regulation 33 (2) only because of a false or misleading statement in, or an omission from, a prospectus or a profile statement if the person proves that he placed reasonable reliance on information given to him by—

(a) if the person is a corporation, someone other than a director, employee or agent of the corporation; or

(b) if the person is an individual, someone other than an employee or agent of the individual.

(4) For the purposes of paragraph (3), a person is not the agent of a corporation or individual merely because he performs a particular professional or advisory function for the corporation or individual.
(5) A person who is named in a prospectus or a profile statement as—
   (a) a proposed director of the responsible person, where the responsible
       person is a corporation;
   (b) having made a statement included in the prospectus or the profile
       statement; or
   (c) having made a statement on the basis of which a statement is included in
       the prospectus or the profile statement,
   is not liable under regulation 33 (2) only because of a false or misleading
   statement in, or an omission from, the prospectus or the profile statement if the
   person proves that he publicly withdrew his consent to being named in the
   prospectus or the profile statement in that way.

(6) A person is not liable under regulation 33 (2) only because of a new
   circumstance that has arisen since the prospectus or the profile statement was
   lodged with the Authority if the person proves that he was not aware of the matter.

PART VI

EXTRA-TERRITORIAL APPLICATION OF DIVISION 2 OF PART XIII
OF ACT

Non-applicability of section 339 (2) of Act under certain circumstances

35. —(1) Section 339 (2) of the Act does not apply to an offer of units in a
   collective investment scheme made outside Singapore if —
   (a) the number of enquiries or applications from persons in Singapore in
       response to such offer is insubstantial;
   (b) the number of persons in Singapore to whom the offer is made is
       insubstantial;
   (c) the number of persons in Singapore to whom the units which are the
       subject of the offer are issued is insubstantial; and
   (d) the contributions of the participants in Singapore pursuant to the offer is
       insubstantial.

   (2) Notwithstanding that an offer referred to in paragraph (1) does not satisfy the
   conditions in that paragraph, section 339 (2) of the Act does not apply to that offer
   if —
   (a) the offer is not denominated in Singapore dollars;
(b) there are in place proper systems or procedures to prevent persons in Singapore from subscribing for or purchasing the units, and adequate checks to ensure that these systems or procedures are effective;
(c) the offer is not made to or directed at persons in Singapore, whether electronically or otherwise;
(d) there is in place a prominent disclaimer in relation to the offer comprising a statement referred to in paragraph (3);
(e) the materials used for the offer do not contain any information which is specifically relevant to persons in Singapore; and
(f) the offer is not referred to in, or directly accessible from, any source which is intended for persons in Singapore.

(3) For the purposes of paragraph (2) (d), the disclaimer must comprise a statement to the effect that the offer to which it relates —
(a) is made to or directed at only persons outside Singapore; and
(b) may be acted upon only by persons outside Singapore.

(4) In this regulation, “offer of units in a collective investment scheme” means an offer to the public of those units for subscription or purchase, and includes —
(a) an invitation to the public to subscribe for or purchase those units; and
(b) includes an advertisement of such an offer or invitation.

PART VII

TRANSITIONAL AND SAVINGS

[Regulations 36 to 43 are no longer applicable.]
(20) **Explanatory Note:** Following the amendments to regulation 3, Forms 1 to 7 contained in the existing First Schedule will be deleted.

**FIRST SCHEDULE**

*Regulation 3*

**FORMS**

*[The forms have been intentionally left out of this document.]
(21) **Explanatory Note:** The amendments to the Second Schedule have been proposed to improve the overall clarity and consistency of drafting.

### SECOND SCHEDULE

**Regulation 5**

**FEES**

<table>
<thead>
<tr>
<th>No.</th>
<th>Provision of Act or Regulations</th>
<th>Matter</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Section 286 (1)</td>
<td>For every application to the Authority under section 286 (1) of the Act for authorisation of a collective investment scheme. For the avoidance of doubt, in the case of umbrella funds, the application fee will be charged on a per sub-fund basis.</td>
<td>$1,200</td>
</tr>
<tr>
<td>2</td>
<td>Section 287 (1)</td>
<td>For every application to the Authority under section 287 (1) of the Act for recognition of a collective investment scheme. For the avoidance of doubt, in the case of umbrella funds, the application fee will be charged on a per sub-fund basis.</td>
<td>$1,200</td>
</tr>
<tr>
<td>3</td>
<td>Section 289 (1)</td>
<td>For every application to the Authority under section 289 (1) of the Act for approval to act as a</td>
<td>$500</td>
</tr>
</tbody>
</table>
4  Regulation 6  For the year that a public company is approved to act as trustee for collective investment schemes and each year that the public company continues to be so approved.  $2,000

5  Section 296 (1)  For lodgment of:

(a) any prospectus under section 296 (1) of the Act in respect of a collective investment scheme where

(i) a prospectus in respect of an offer or invitation of units in such collective investment scheme has been previously registered by the Authority; or

(ii) that scheme is a sub-fund of an existing umbrella fund and a prospectus in respect of other sub-funds of that umbrella fund has been previously registered by the Authority; or

(b) any other prospectus under section 296 (1) of the Act.

For the avoidance of doubt, the lodgment fee will be charged on a per prospectus basis, regardless of the number of sub-funds in each prospectus.  $350  $1,200
Section 296 (2) For lodgment of:

(a) any profile statement under section 296 (2) of the Act in respect of a collective investment scheme where —

(i) a profile statement in respect of an offer or invitation of units in such collective investment scheme has been previously registered by the Authority; or

(ii) that scheme is a sub-fund of an existing umbrella fund and a profile statement in respect of other sub-funds of that umbrella fund has been previously registered by the Authority; or

(b) any other profile statement under section 296 (2) of the Act.

For the avoidance of doubt, the lodgment fee will be charged on a per profile statement basis, regardless of the number of schemes or sub-funds in each profile statement.

Section 296 (7) For lodgment of any amendment to a prospectus or profile statement under section 296 (7) of the Act.

The Authority may waive in whole or in part the fee as it thinks fit.
For the avoidance of doubt, the lodgment fee will be charged on a per prospectus or profile statement basis, regardless of the number of schemes or sub-funds in each prospectus or profile statement, as the case may be.

<table>
<thead>
<tr>
<th></th>
<th>Section 298 (1) and (2)</th>
<th>For lodgment of any supplementary or replacement prospectus under Section 298 (1) or (2) of the Act.</th>
<th>$1,200</th>
</tr>
</thead>
<tbody>
<tr>
<td>8</td>
<td>For the avoidance of doubt, the lodgment fee will be charged on a per supplementary or replacement prospectus basis, regardless of the number of schemes or sub-funds in each supplementary or replacement prospectus, as the case may be.</td>
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</tbody>
</table>

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<tr>
<th></th>
<th>Section 298 (1) and (2)</th>
<th>For lodgment of any supplementary or replacement profile statement under Section 298 (1) or (2) of the Act.</th>
<th>$600</th>
</tr>
</thead>
<tbody>
<tr>
<td>9</td>
<td>For the avoidance of doubt, the lodgment fee will be charged on a per supplementary or replacement profile statement basis, regardless of the number of schemes or sub-funds in each</td>
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<td></td>
</tr>
</tbody>
</table>
supplementary or replacement profile statement, as the case may be.

<table>
<thead>
<tr>
<th></th>
<th>Paragraph 2 of the Fifth Schedule to these Regulations</th>
<th>For every application to the Authority under paragraph 2 of the Fifth Schedule to these Regulations for authorisation of a collective investment scheme as a restricted authorised scheme.</th>
<th>$250</th>
</tr>
</thead>
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<tr>
<td>10</td>
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</tr>
<tr>
<td></td>
<td>Paragraph 3 of the Fifth Schedule to these Regulations</td>
<td>For every application to the Authority under paragraph 3 of the Fifth Schedule to these Regulations for recognition of a collective investment scheme as a restricted recognised scheme.</td>
<td>$250</td>
</tr>
<tr>
<td>11</td>
<td></td>
<td></td>
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</tr>
<tr>
<td></td>
<td>For lodgment of any other document with the Authority, where the fee is not specified in this Schedule.</td>
<td></td>
<td>$10</td>
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<tr>
<td>12</td>
<td></td>
<td></td>
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<tr>
<td></td>
<td>Section 302 (read with section 247(1))</td>
<td>For every application to the Authority for an exemption under section 302 read with section 247 of the Act from requirements as to form and content of a prospectus or profile statement.</td>
<td>$50</td>
</tr>
<tr>
<td>13</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13A</td>
<td>Section 302 (read with section 249(3))</td>
<td>For every application to the Authority for an exemption from section 249 of the Act.</td>
<td>$100</td>
</tr>
<tr>
<td>14</td>
<td>Section 300 (9)</td>
<td>For every application to the Authority for an exemption under from section 300 (9) of the Act.</td>
<td>$100</td>
</tr>
<tr>
<td>14A</td>
<td>Section 304 (j)</td>
<td>For every application to the Authority for a declaration as an exempt purchaser under section 304 (j) of the Act.</td>
<td>$100</td>
</tr>
<tr>
<td>14B</td>
<td>Sections 305B(1)(a)</td>
<td>For lodgment of any offer information statement.</td>
<td>$420</td>
</tr>
<tr>
<td>14C</td>
<td>Sections 305B(3)</td>
<td>For every application to the Authority for the modification of the form and content of the offer information statement.</td>
<td>$50</td>
</tr>
<tr>
<td>15</td>
<td>Section 306 (1)</td>
<td>For every application to the Authority for an exemption under section 306 (1) of the Act from all or any of the provisions of Part XIII Division 2 of this Act or any regulations made thereunder.</td>
<td>$100</td>
</tr>
<tr>
<td>16</td>
<td>Section 317</td>
<td>For supplying a photographic or microprint copy of, or extract from, any record</td>
<td>$1 for each page or part thereof</td>
</tr>
</tbody>
</table>
kept by the Authority.

17  Section 317  For supplying and certifying a photographic or microprint copy of, or extract from, any record kept by the Authority. $2 for each page or part thereof.

The fees specified in items 16 and 17 are inclusive of the goods and services tax chargeable under the Goods and Services Tax Act (Cap. 117A). No goods and services tax is chargeable for the other items.
(22) **Explanatory Note:** The amendments to the Third Schedule have been proposed mainly for clarification, as well as to augment the disclosure requirements which are specific to Property Funds (Appendix 1 of this Schedule).

**THIRD SCHEDULE**

Regulation 12

**REQUIREMENTS FOR PREPARATION OF A PROSPECTUS**
**(UNDER SECTION 296 (1) OF THE ACT) FOR AN OFFER TO THE PUBLIC OF UNITS IN A COLLECTIVE INVESTMENT SCHEME**

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<td>III</td>
<td>The Representative</td>
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<td>IV</td>
<td>The Trustee</td>
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<td>V</td>
<td>Other parties</td>
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<td>VI</td>
<td>Structure of the collective investment scheme</td>
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<td>VII</td>
<td>Investment objectives, focus and approach</td>
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<td>VIII</td>
<td>Collective investment scheme included under the CPF Investment Scheme</td>
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<td>X</td>
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<td>Subscription of units</td>
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<td>Obtaining prices of units</td>
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<td>XVI</td>
<td>Suspension of dealings</td>
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<td>XVII</td>
<td>Performance of the Scheme</td>
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<td>XVIII</td>
<td>Soft dollar commissions/arrangements</td>
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<tr>
<td>XIX</td>
<td>Conflicts of interest</td>
</tr>
</tbody>
</table>
I - BASIC INFORMATION

1. State the name of the collective investment scheme (referred to in this Schedule as the Scheme) on the front cover of the prospectus.

2. State the date of registration and expiry date of the prospectus.

2A. Where the Scheme is a recognised scheme, state the place where the Scheme was constituted.

3. Where the Scheme is constituted as a unit trust, provide a list of the existing trust deed, supplemental deeds (if any) and their corresponding dates, as well as where these may be inspected.

4. In the case of an existing scheme, state where the latest semi-annual accounts or annual accounts, and semi-annual reports, semi-annual performance statements (where applicable) and audited financial statements or annual report, may be obtained.

5. State the following disclaimer:

“The collective investment scheme offered in this prospectus is an authorised scheme under the Securities and Futures Act (Cap. 289). A copy of this prospectus has been lodged with and registered by the Monetary Authority of Singapore (the “Authority”). The Authority assumes no responsibility for the contents of the prospectus. Registration of the prospectus by the Authority does not imply that the Securities and Futures Act (Cap. 289), or any other legal or regulatory requirements have been complied with. The Authority has not, in any way, considered the investment merits of the collective investment scheme.”

* to state accordingly

6. Provide a table of contents.

II - THE MANAGER
7. State the name and address of the manager for the Scheme (referred to in this Schedule as the Manager).

8. State the track record of the Manager. For this purpose —
(a) state the number of years the Manager has managed collective investment schemes or discretionary funds whether in Singapore or elsewhere (if applicable); and
(b) where the Scheme invests in another scheme (referred to in this Schedule as the underlying fund) and such investment constitutes 30% or more of the asset value of the Scheme, or where 30% or more of the asset value of the Scheme is submanaged by another manager, state the track record of the manager of the underlying fund\(^1\) or submanager\(^2\) respectively.

**III - THE REPRESENTATIVE**

9. Where the Scheme is constituted outside Singapore, state the name and address of the representative for the Scheme.

**IV - THE TRUSTEE**

10. Where the Scheme is constituted as a unit trust, state the name of the trustee for the Scheme (referred to in this Schedule as the Trustee).

**V - OTHER PARTIES**

11. State the name of the investment adviser\(^3\) (if any).

12. State the name of the registrar for the Scheme and where the register of participants can be inspected.

13. State the name of the auditor for the Scheme.

---

1 For this purpose, the amount invested in underlying funds which are managed by fund management companies (FMCs) within the same group, or which are sub-funds of the same umbrella fund, should be aggregated. In such cases, either the track record of each FMC or the track record of the group may be disclosed. Where the Scheme invests substantially in more than one underlying fund managed by unrelated FMCs, state the information for each FMC (or group).

2 For this purpose, the amount submanaged by FMCs within the same group should be aggregated. In such cases, either the track record of each submanager or the track record of the group may be disclosed. Where the Scheme is substantially submanaged by more than one unrelated submanagers, state the information for each submanager (or group).

3 Person who advises the Manager in his management of the Scheme. The Manager retains full discretion over the investments of the Scheme.
VI - STRUCTURE OF THE SCHEME

14. State if the Scheme is a single fund or umbrella fund.

15. Where the Scheme —
(a) is a feeder fund, state the name, country of domicile and manager of each underlying fund;
(b) is a fund of funds, state or give a summary of the countries of domicile and manager or managers of the underlying funds; or
(c) is submanaged, state the name and country of domicile of the submanager.

VII - INVESTMENT OBJECTIVES, FOCUS AND APPROACH

16. State the Scheme’s investment objectives (e.g. income or capital growth).

17. State the Scheme’s investment focus. For this purpose, state —
(a) the types of investment (e.g. whether equity, debt, money market or derivatives);
(b) the countries or markets in which the Scheme invests (e.g. whether country-specific or global, emerging or developed markets); and
(c) the target industry or sector, where applicable.

18. State the Manager’s investment approach. For this purpose —
(a) describe how the Manager or submanager selects investments for the portfolio of the Scheme, or, in the case of a fund of funds, how the Manager selects the underlying funds; and
(b) where the Scheme feeds substantially (i.e. more than 30% of the asset value of the Scheme) into another fund, disclose the investment approach of the manager of the underlying fund.

VIII - COLLECTIVE INVESTMENT SCHEME INCLUDED UNDER THE CPF INVESTMENT SCHEME

19. If the Scheme is included under the CPF Investment Scheme, state that fact and the risk classification of the Scheme.

IX - FEES AND CHARGES

20. Set out the fees and charges in a table, in the following order. Where there is a provision for a maximum fee or charge payable, state that maximum.
Payable by the investor
(a) Subscription fee or preliminary charge;
(b) Realisation fee;
(c) Switching fee;
(d) Any other fee;

Payable by the Scheme
(a) Management fee;
(b) Trustee fee (where the Scheme is constituted as a unit trust);
(c) Fees charged by other funds which the Scheme invest in\(^4\), including —
   (i) subscription fee or preliminary charge;
   (ii) realisation fee;
   (iii) management fee;
   (iv) performance fee (if applicable);
   (v) trustee or custodian fee;
   (vi) any other substantial fee or charge (i.e. 0.1% or more of the underlying fund’s asset value);
(d) Performance fee (if applicable);
(e) Guarantee fee (if applicable);
(f) Any other substantial fee or charge (i.e. 0.1% or more of the Scheme’s asset value).

Where a fee or charge in (f) is expected to be substantial but is currently indeterminable, state that fact and explain why it cannot be determined currently.

X - RISKS

21. Provide warning statements on the general risks of investing in the Scheme.

   Example 1: “Investment in a collective investment scheme is meant to produce returns over the long-term. Investors should not expect to obtain short-term gains from such investment.”

   Example 2: “Investors should be aware that the price of units in a collective investment scheme, and the income from them, may fall or rise. You may not get back your original investment.”

22. State the risks specific to the Scheme. For this purpose —
(a) describe and explain any major risk peculiar to the Scheme, including any risk arising from the markets, countries or sectors in which the Scheme invests.

\(^4\) Where fees charged by the underlying fund are waived or where rebates are given for a limited period of time, state the period (where applicable) and include the gross fees payable by the Scheme.
Example 1: “The collective investment scheme’s assets will primarily be invested in securities of companies in developing countries and substantially all income will be received by the scheme in currencies of such countries. A number of the currencies of developing countries have experienced significant declines against the US Dollar and Singapore Dollar in recent years and depreciation may occur after the investment in these currencies by the scheme. The value of the assets of the scheme as measured in Singapore dollars would be affected unfavourably by any such depreciation, if and when they occur.”

Example 2: “The economic prospects of healthcare industries are generally subject to greater influences from governmental policies and regulations than those of other industries. A substantial portion of healthcare services and related scientific research is funded or subsidised by government, and changes in governmental policies, such as reductions in the funding by third-party payment programs, may have a material effect on the demand for products and services of these industries. Regulatory approvals, which may often entail lengthy application and testing procedures, are generally required before new drugs and certain medical devices and procedures may be introduced.”;

(b) where the Scheme has an investment in a market outside Singapore, disclose whether the Manager intends to hedge the foreign currency exposure and, if so, how it will do so (e.g. whether an active or passive hedging policy will be adopted);

(c) where the Scheme is not denominated in Singapore dollars, disclose whether the Manager intends to fully hedge the foreign currency exposure and, if not, state that investors will be exposed to exchange rate risks; and

(d) where the Scheme is exempted from the 10% single party limit under Appendix 1 of the Code on Collective Investment Schemes, state that fact and the risks of over-concentration.

XI - SUBSCRIPTION OF UNITS

23. State how units in the Scheme can be purchased and how they are to be paid for.

24. State the minimum initial subscription amount and minimum subsequent subscription amount.

25. In the case of a new scheme, state the initial purchase price and initial offer period.
26. State, in plain English, the dealing deadline and whether pricing is done on a forward or historical basis.

Example (for forward pricing): “If you buy before x p.m. on a business day, the price you pay will be based on the net asset value of the scheme at the close of that business day. If you buy after x p.m., the price you pay will be based on the net asset value at the close of the next business day.”.

27. Give a numerical example of how the number of units allotted to an investor under a single or dual pricing system is derived, based on an investment of $1,000.

Example 1 (for single pricing): “The number of units you receive with an investment of $1,000 will be calculated as follows.

[Illustration left out.]

Example 2 (for dual pricing): “The number of units you receive with an investment of $1,000 will be calculated as follows.

[Illustration left out.]

The example should illustrate the effect of all fees or charges payable by, and any discounts or bonus units given to, the investor. (Where a variety of discounts or bonus units are offered, the Manager should disclose that fact, but need only select one for the purpose of the example.)

28. State the period within which a participant of the Scheme will be sent a confirmation of his purchase.

29. Where the launch of a new scheme or the continued operation of an existing scheme is conditional upon a minimum fund size, state that fact and the minimum fund size.

30. In the case of a new scheme where the Manager has a right not to proceed with the launch of the Scheme and to return the contributions of the applicants to the Scheme, state this fact, the circumstances under which this may occur (e.g. where a minimum fund size is not reached) and whether the refund will include any interest accrued.

31. Where there are two or more different classes of units available for subscription, describe the features of each class and the rights or obligations of participants of each class.

XII - REGULAR SAVINGS PLAN (RSP)
32. Provide details of any RSP, including the minimum amount of periodic contributions, when monies are deducted from the investor’s account and when the units subscribed are allotted to the investor each month.

33. State that investors may cease participation in the RSP, without suffering any penalty, by notice in writing of a specified period to the Manager. That period should be no longer than the period between the regular subscriptions.

**XIII - REALISATION OF UNITS**

34. State how units in the Scheme can be redeemed or sold.

35. State the minimum holding amount and minimum realisation amount (if applicable).

36. State the dealing deadline and whether pricing is done on a forward or historical basis in plain English.

   Example (for forward pricing): “If you sell before x p.m. on a business day, you will be paid a price based on the net asset value of the scheme at the close of that business day. If you sell after x p.m., you will be paid a price based on the net asset value at the close of the next business day.”

37. Give a numerical example of how the amount paid to an investor under a single or dual pricing system is calculated, based on the sale of 1000 units in the Scheme and taking into account all fees or charges payable by the investor upon realisation.

38. State the period within which realisation proceeds will be paid to investors.

**XIV - SWITCHING OF UNITS**

39. State the procedure for switching of units (where applicable).

**XV - OBTAINING PRICES OF UNITS**

40. State how investors may obtain the buying and selling prices of units in the Scheme and the dealing days to which the prices apply. Where prices are available from certain publications or media in Singapore, state the names of such publications or media.

**XVI - SUSPENSION OF DEALINGS**
41. Describe any exceptional circumstances under which the issue or redemption of units may be suspended.

**XVII - PERFORMANCE OF THE SCHEME**

**Past performance of the Scheme (where applicable)**

42. - (a) Where the Scheme has been constituted for at least one year, disclose the return on the Scheme over the last one year and where applicable, the return on the Scheme over the last 3, 5 and 10 years and since the inception of the Scheme.

(b) Where the Scheme has been constituted for less than 12 months and —

(i) the Scheme feeds substantially (i.e. 30% or more of the asset value of the Scheme) into an existing underlying fund with a track record of at least one year — disclose the performance of the underlying fund over the last one year and, where applicable, the return on the underlying fund over the last 3, 5 and 10 years and since the inception of the underlying fund, and state an appropriate warning regarding its limitations as a proxy for the performance of the Scheme; or

(ii) does not fall within sub-paragraph (i), state the fact that a track record of at least one year is not available.

43. State the return on the Scheme calculated on an offer-to-bid or single pricing basis (taking into account any subscription fee and realisation fee) and include a statement that the return is calculated on this basis.

44. For the purposes of the calculation referred to in paragraph 43, where the realisation fee for the Scheme depends on the duration that a participant owns units in the Scheme, the realisation fee taken into account for the calculation shall be that which applies for the duration for which the return is calculated.

45. Where dividends have been declared or distributions have been made by the Scheme, state the return on the Scheme, calculated on the assumption that all dividends and distributions are reinvested, taking into account all charges which would have been payable upon such reinvestment, and include a statement that the return is calculated on this basis.

46. Where the total return on the Scheme is presented for a period exceeding one year, state the average annual compounded return on the Scheme over the same period.

47. Indicate the period to which the return on the Scheme relates, of which —

(a) the last day of the period shall not be earlier than 3 months prior to the date of registration of the prospectus; and
(b) the first day and last day of the period shall be determined on either of the following bases:
   (i) the first business day or last business day of a month; or
   (ii) the first dealing day or last dealing day of the Scheme in a month.

48. Include an appropriate warning that any past performance of the Scheme is not necessarily indicative of the future performance of the Scheme.

49. The prospectus must not contain any information on past performance based on simulated results of a hypothetical collective investment scheme.

**Comparison of past performance of the Scheme with that of another collective investment scheme or an index**

50. Where the prospectus includes a comparison of the past performance of the Scheme with that of another collective investment scheme —
   (a) such other collective investment scheme must have investment objectives and an investment focus which are similar to those of the Scheme; and
   (b) the comparison must be made on an offer-to-bid basis and that basis shall be stated in the prospectus.

51. Where the prospectus includes a comparison of the past performance of the Scheme with that of an index —
   (a) such index must be the benchmark for the Scheme or an index which reflects the investment focus of the Scheme;
   (b) the comparison must be made on an offer-to-bid basis or a bid-to-bid basis and the basis on which the comparison is made shall be stated in the prospectus.

52. Any comparison of the past performance of the Scheme with that of another collective investment scheme or with an index must be made using a common currency and where the currencies of the schemes being compared are different, conversion to the common currency must be based on prevailing exchange rates at the relevant time.

53. Any comparison of the past performance of the Scheme with that of another collective investment scheme or with an index must be based on a period of not less than one year, except where the Scheme has been constituted for less than 12 months, in which case, any such comparison must be based on a period commencing from the inception of the Scheme.

54. Paragraphs 43 to 49 shall also apply to the comparison of the past performance of the Scheme with that of another collective investment scheme or with an index.
Comparison of the past performance of the Scheme with that of another form of investment

55. Where the prospectus includes any comparison of the past performance of the Scheme with that of another form of investment —
(a) such other form of investment must have a risk profile which is similar to that of the Scheme; and
(b) the comparison must be made on an offer-to-bid basis and such basis shall be stated in the prospectus.

56. Any comparison of the past performance of the Scheme and that of another form of investment must be based on a period of not less than one year, except where the Scheme has been constituted for less than 12 months, in which case, any such comparison must be based on a period commencing from the inception of the Scheme.

57. Paragraphs 43 to 49 shall also apply to the comparison of the past performance of the Scheme with that of another form of investment.

Performance of the Manager or submanager

58. Where the prospectus includes any information on the past or present performance, skills or techniques of the Manager or the submanager for the Scheme —
(a) state the source of such information, where the source is not the Manager;
(b) indicate the period to which the information relates; and
(c) include a prominent statement that the past performance of the Manager or submanager is not necessarily indicative of its future performance.

59. The prospectus must not present information on the past or present performance, skills or techniques of the Manager or submanager for the Scheme, or the past or present performance of any other collective investment scheme under the management of the Manager or submanager, in a selective or biased way, such that any particular success is exaggerated or lack of success is disguised.

Future performance of the Scheme

60. Subject to paragraph 62, the prospectus must not —
(a) include any prediction, projection or forecast as to the future or likely performance of the Scheme; or
(b) use words such as “targeted”, “expected” or any similar words or description in relation to a rate of return.
61. The prospectus may include a prediction, projection or forecast on the economy, stock market, bond market or the economic trends of the markets which are targeted by the Scheme but such prediction, projection or forecast must be accompanied by a prominent statement to the effect that the prediction, projection or forecast is not necessarily indicative of the future or likely performance of the Scheme.

62. The Authority may by notice in writing allow the prospectus to include a prediction, projection or forecast as to the future or likely performance of the Scheme.

63. Where a prospectus is allowed to include a prediction, projection or forecast as to the future or likely performance of the Scheme under paragraph 62 —
   (a) the person making the forecast must have reasonable grounds for making the forecast; and
   (b) the prospectus must disclose such assumptions, warning statements and other information as may be required by the Authority.

64. Where the return on the Scheme is guaranteed or, where the use of a prediction, projection or forecast has been allowed by the Authority under paragraph 62, any guaranteed return or prediction, projection or forecast as to the future performance of the Scheme shall be presented on an average annual compounded basis.

**Performance of benchmark (where applicable)**

65. Disclose the benchmark against which the Scheme’s performance is or will be measured. If a customised benchmark or combination of multiple benchmarks is used, describe how the benchmark is derived.

66. In the case of an existing scheme, disclose the performance of the benchmark over the last 1, 3, 5 and 10 years and since inception of the Scheme (where applicable).

67. If there has been a change in benchmark at any point in the life of the Scheme, state the fact and explain the reason for the change.

68. Where no benchmark is used, explain why no benchmark is used.

**Expense ratio**
69. In the case of an existing scheme, state the expense ratio of the Scheme\(^5\), and state that the following expenses (where applicable) are excluded from the calculation:
(a) brokerage and other transaction costs;
(b) performance fee;
(c) foreign exchange gains and losses;
(d) front or back-end loads arising from the purchase or sale of other funds;
(e) tax deducted at source or arising from income received.

**Turnover ratio**

70. In the case of an existing scheme, state the turnover of the portfolio\(^6\) of the Scheme.

**XVIII - SOFT DOLLAR COMMISSIONS/ARRANGEMENTS**

71. - (a) In the case of a new scheme, state whether the Manager, submanager, manager of an underlying fund into which the Scheme invests more than 10% of its asset value or any other person who executes trades for the underlying fund receives or intends to receive soft dollars as defined in the Code on Collective Investment Schemes in respect of the Scheme or the underlying fund.

(b) In the case of an existing scheme in which a person mentioned in paragraph (a) receives soft dollars in respect of the Scheme or the underlying fund, describe the soft dollars received in respect of the Scheme or underlying fund (where such information is available).

**XIX - CONFLICTS OF INTEREST**

72. - (a) Describe any conflicts of interest which exist or may arise in relation to the Scheme and its management, state whether these conflicts of interest will be resolved or mitigated, and if so, how they will be resolved or mitigated.

(b) The factors to be taken into account when determining if there are any conflicts of interest to be described under sub-paragraph (a) include —

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\(^5\) The expense ratio should be calculated in accordance with IMAS’ guidelines on the disclosure of expense ratios and based on figures in the Scheme’s latest audited accounts.

\(^6\) The turnover ratio should be calculated based on the lesser of purchases or sales expressed as a percentage over average NAV i.e. average daily NAV over, as far as possible, the same period used for calculating the expense ratio in paragraph 69. Where the Scheme feeds substantially into another fund, disclose the turnover ratio of the underlying fund and state clearly the period to which the ratio applies.
(i) the nature and extent of the interest of the Trustee, Manager, investment adviser or submanager, or any of its directors, in respect of the Scheme or any property acquired or proposed to be acquired by the Scheme;
(ii) any possibility of the Manager acquiring an interest in the Scheme;
(iii) any affiliation between the Manager or submanager, or any of the directors of the Manager or submanager, and entities which provide services to the Scheme; and
(iv) where the Manager or submanager manages other collective investment schemes with a similar investment focus, how orders for transactions of the same property are allocated between the schemes.

XX - REPORTS

73. State the financial year-end of the Scheme and when participants of the Scheme can expect to receive the annual audited financial statements and semi-annual reports.

74. State that participants of the Scheme can expect to receive the semi-annual performance statements (where applicable) within 2 months of the end of June and December each year.

XXI - SPECIALISED COLLECTIVE INVESTMENT SCHEME

75. If the Scheme is a specialised collective investment scheme as referred to in the Code on Collective Investment Schemes, state specific warnings or additional information as required in Appendices 1-5 as may be applicable.

XXII - QUERIES AND COMPLAINTS

76. Provide a telephone number at which investors may contact the Manager or, where the Scheme is constituted outside Singapore, the Singapore representative to seek clarifications to raise queries on or make complaints about the Scheme.

XXIII - OTHER MATERIAL INFORMATION

77. State all other material information which investors and their professional advisers would reasonably require and expect to find in the prospectus, for the purpose of making an informed decision about the merits and risks of the Scheme.
Appendix 1 - Property Funds

The prospectus of a property fund must disclose the following:

(a) whether the property fund will have proper diversification of its investments and if so, describe the diversification. Where the property fund proposes to invest in a single real estate asset or where there is a high concentration of its investments in real estate, this fact and the risks arising from the lack of diversification must be disclosed;

(b) the property fund’s policy on divestment of assets, including whether the proceeds are to be returned to investors or to be re-invested;

(c) the particulars of interested-party transactions as required by paragraph 6.1 of the Guidelines for Property Funds set out in the Code on Collective Investment Schemes;

(d) a statement in respect of the real estate assets proposed to be bought by the property fund, including the location (country or region) and type or types of real estate (e.g. whether residential, commercial or industrial);

(e) where it is a new property fund, a statement that the Manager has up to 24 months to invest at least 35% of the fund’s deposited property in real estate;

(f) where the property fund has identified specific real estate assets to be bought, the period within which each transaction will be completed;

(g) details of the property fund’s permissible investments;

(h) where the property fund proposes to invest in real estate subject to the Residential Property Act (Cap. 274), the prohibition on investments by foreign investors;

(i) the expertise and experience of the Manager or its employees in managing property funds or in investing in or advising on real estate;

(j) the expertise and experience of the adviser (if any), including a statement detailing the functions of the adviser;

(k) details of all fees or commissions payable to the Manager, adviser or any interested party;

(l) the frequency of valuation of the property fund’s real estate assets;

(m) the risks of investing in the property fund, including —
   (i) the general risks associated with investing in real estate;
   (ii) the risks specific to investing in property funds;
   (iii) the particular risks of its proposed investments;
   (iv) in the case of an unlisted property fund, the risk that an investor is unable to sell his investment readily; and
   (v) in the case of a listed property fund exempted from the requirement to redeem, a clear statement to the effect that participants will have no right to request that the Manager redeem their units, and a warning to potential investors that being listed for quotation on the official list of
any securities exchange does not guarantee a liquid market for these units;

(n) if applicable, the frequency of and procedure for redemption, the realisation fees payable (if any) and the period within which redemption proceeds will be paid to participants of the property fund; and

(o) in the case of a listed property fund —

(i) where the initial purchase price of each unit is not the net asset value per unit of the assets of or to be acquired by the property fund, the premium or discount to net asset value; and

(ii) the total number of units to be issued during the initial offer period;

(iii) a statement to the effect that an application has been or will be made to, or permission has been granted by, a securities exchange for the units to be listed for quotation on that securities exchange, and the name of such securities exchange; and

(iv) if known, the dates on which units in the property fund will be listed for quotation on a securities exchange and the date on which trading will commence.

Appendix 2 - Money Market Funds

The first page of a money market fund (MMF) prospectus shall clearly state that

(a) the purchase of a unit in the MMF is not the same as placing funds on deposit with a bank or deposit-taking company;
(b) although the Manager may seek to maintain or preserve the principal value of the MMF, there can be no assurance that the fund will be able to meet this objective; and
(c) the MMF is not a guaranteed fund, in that there is no guarantee as to the amount of capital invested or return received.

In addition, the prospectus of an MMF shall disclose the maximum percentage of an MMF’s deposited property that can be invested in derivatives for hedging, tactical asset allocation or efficient portfolio management.

Appendix 3 - Capital Guaranteed Funds

The prospectus of a capital guaranteed fund shall disclose the following:

(a) the name and place of business of the guarantor, a brief description of its business, its financial position and its credit rating;
(b) a statement that the guarantee does not give any assurance as to the future solvency of the guarantor itself;
(c) the material terms of the guarantee, including the scope, validity and enforceability of the guarantee and, in particular, the circumstances under which the guarantee may be terminated, such as—
(i) if the guarantor goes into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation);
(ii) if any law is passed which renders the agreement for the guarantee illegal or which, in the opinion of the Trustee, renders it impracticable to continue with the guarantee; or
(iii) if the capital guaranteed fund is voluntarily terminated;
(d) the consequence or implication to participants with regard to the guarantee —
(i) if the Manager retires, is removed or is replaced; or
(ii) if there is a change in the guarantor by virtue of paragraph 2.2 (b) or 2.3 (b) in the Guidelines for Capital Guaranteed Funds contained in the Code on Collective Investment Schemes;
(e) if the guarantee is for only a limited duration, the expiry date of the guarantee, and whether or not that period commences from the date of the initial launch of the capital guaranteed fund or from the date of the participant’s investment in the capital guaranteed fund;
(f) where applicable, that the guarantee only applies to participants of the capital guaranteed fund who hold their investment until the date specified in the guarantee and that any redemption before such date would be based on the net asset value of the fund on that date;
(g) whether or not the guarantee is in respect of 100% of the monies paid by the participants or only in respect of the amount actually paid into the capital guaranteed fund (i.e. excluding any subscription fee or preliminary charge);
(h) a statement to the effect that there may be a dilution of performance due to the guarantee structure being in place; and
(i) any other matter relating to the guarantee that may be relevant to a potential investor in deciding whether or not to invest in the capital guaranteed fund.

Appendix 4 – Hedge Funds
The cover page of a hedge fund prospectus shall clearly state the following:
(a) that unlike other types of collective investment schemes, the Code on Collective Investment Schemes does not prescribe investment guidelines for hedge funds;
(b) that an investment in the hedge fund carries risks of a different nature from other types of collective investment schemes which invest in listed securities and do not engage in short selling; the hedge fund may not be suitable for persons who are averse to such risks;
(c) that in the case where the hedge fund is —
(i) not capital guaranteed or capital protected, investors may lose all or a large part of their investment in the hedge fund; or
(ii) capital guaranteed or capital protected, investors are subject to the credit risk of the guarantor or default risk of the issuer of the securities providing the protection;
(d) that an investment in the hedge fund is not intended to be a complete investment programme for any investor and prospective investors should carefully consider whether an investment in the hedge fund is suitable for them in the light of their own circumstances, financial resources and entire investment programme; and
(e) the frequency of redemption and the period within which realisation proceeds will be paid to investors.

In addition, the prospectus of a hedge fund shall disclose the following:
(a) the material differences between the hedge fund and other types of collective investment schemes;
(b) details of the hedge fund’s risk management and monitoring procedures and internal controls, and a statement from the manager that, in its view, the procedures and controls are sufficient for the management of the hedge fund in accordance with its objectives stated in the prospectus;
(c) a statement that the liability of investors is limited to their investment in the hedge fund;
(d) in the case of a single hedge fund, the extent to which it may be leveraged;
(e) in the case of a hedge fund-of-funds —
   (i) the strategies to be used to achieve diversification;
   (ii) the criteria to be used to select underlying funds; and
   (iii) the extent to which the underlying funds may be leveraged; and
(f) in the case of a capital protected hedge fund or a capital guaranteed hedge fund, that the protection or guarantee is effective only at maturity of the hedge fund and if investors were to redeem their investment prematurely, there would be a risk of capital loss.

Appendix 5 – Futures and Options Funds

The first page of a futures and options fund prospectus should clearly state that —
(a) an investment in the futures and options fund carries risks of a different nature from other types of collective investment schemes which do not engage in short selling; the futures and options fund may not be suitable for persons who are averse to such risks;
(b) in the case where the scheme is —
   (i) not capital guaranteed, investors may lose all or a large part of their investment in the futures and options fund; or
   (ii) capital guaranteed, investors are subject to the credit risk of the guarantor; and
(c) an investment in the futures and options fund is not intended to be a complete investment programme for any investor and prospective investors should carefully consider whether an investment in the futures and options fund is suitable for them in the light of their own circumstances, financial resources and entire investment programme.

In addition, the prospectus of a futures and options fund shall disclose the following:

(a) the type of financial futures contracts and/or financial options and/or gold, as may be applicable, that the futures and options fund will invest in; and

(b) the strategies to be used to achieve proper diversification; in the case of a dedicated futures and options fund as referred to in the Code on Collective Investment Schemes, that it will only invest in futures contracts or options concerning a single underlying financial instrument or commodity, or a specific class of underlying financial instruments or commodities, and the risks arising from the lack of diversification.
FOURTH SCHEDULE

Regulation 24 (1) (b) and (e)

ILLUSTRATION

[The illustration has been intentionally left out of this document.]
MODIFIED PROVISIONS FOR RESTRICTED SCHEMES

Offers of units in a restricted scheme

1. —(1) No person shall make an offer of units in a restricted scheme for subscription or purchase, or an invitation to subscribe for or purchase units in a restricted scheme, if the scheme has not been authorised under paragraph 2 or recognised under paragraph 3.

(2) Any person who contravenes sub-paragraph (1) shall be guilty of an offence 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.

Restricted authorised schemes

2. —(1) The Authority may, upon an application made to it and subject to sub-paragraph (2) and the conditions specified in sub-paragraph (3), authorise a restricted scheme constituted in Singapore.

(2) The Authority may, upon an application made to it in Form 4 in the First Schedule, authorise, under sub-paragraph (1), a restricted scheme which is constituted in Singapore as a unit trust if and only if the Authority is satisfied that

(a) there is a manager for the scheme which satisfies the requirements in sub-paragraph (3); and
(b) there is a trustee for the scheme approved under section 289 of the Act.

(3) It shall be a condition for the authorisation of a restricted scheme under sub-paragraph (1) that —

(a) the manager for the scheme is —
(i) the holder of a capital markets services licence for fund management or a person exempted under section 99 (1) (a), (b), (c) or (d) of the Act in respect of fund management; or
(ii) a public company which does not carry on business in fund management or is specified in the Third Schedule of the Act or is exempted under section 99 (1) (e), (f), (g) or (h) of the Act in respect of fund management; and

(b) the manager for the scheme is a fit and proper person, in the opinion of the Authority, and in considering if a person satisfies this requirement, the Authority may take into account any matter relating to —
(i) any person who is or will be employed by or associated with the manager;
(ii) any person exercising influence over the manager; or
(iii) any person exercising influence over a related corporation of the manager.

(4) The Authority may authorise, under sub-paragraph (1), a collective investment scheme which is not constituted as a unit trust if and only if the Authority is satisfied that the scheme and the manager for the scheme comply with such requirements as may be prescribed.

(5) The Authority may refuse to authorise any restricted scheme under sub-paragraph (1) where it appears to the Authority that it is not in the public interest to do so.

(6) The Authority shall not refuse to authorise a restricted scheme under sub-paragraph (1) without giving the person who made the application an opportunity to be heard except that an opportunity to be heard need not be given if the refusal is on the ground that it is not in the public interest to authorise the restricted scheme on the basis of any of the following circumstances:

(a) the responsible person is in the course of being wound up or otherwise dissolved whether in Singapore or elsewhere;
(b) the person making the offer (being an entity), the responsible person or the restricted scheme itself, is in the course of being wound up or otherwise dissolved, whether in Singapore or elsewhere;
(c) the person making the offer (being an individual) is an undischarged bankrupt, whether in Singapore or elsewhere;
(d) a receiver, a receiver and manager or an equivalent person has been appointed, whether in Singapore or elsewhere, in relation to or in respect of any property of the responsible person:
(e) a receiver, a receiver and manager or an equivalent person has been appointed, whether in Singapore or elsewhere, in relation to or in respect of any property of the manager.
of any property of the person making the offer (being an entity), the responsible person or the restricted scheme.

(7) Any person who is aggrieved by the refusal of the Authority to authorise a restricted scheme under sub-paragraph (1) may, within 30 days after he is notified of the decision, appeal to the Minister whose decision shall be final. The responsible person for a restricted scheme may, within 30 days after he is notified that the Authority has refused to authorise that scheme under sub-paragraph (1), appeal to the Minister whose decision shall be final.

(8) An application made under sub-paragraph (1) shall be accompanied by such information or record as the Authority may require.

(9) The Authority may publish for public information, in such manner as it considers appropriate, particulars of any restricted scheme authorised under sub-paragraph (1).

(10) The responsible person for a restricted scheme authorised under sub-paragraph (1) and the trustee for the scheme, to the extent applicable, shall ensure that the requirements set out in sub-paragraphs (2) and (3) as applicable to that scheme shall continue to be satisfied.

(11) The responsible person for a restricted scheme which is authorised under sub-paragraph (1) shall furnish such information or record regarding the scheme as the Authority may, at any time, require for the proper administration of this Act.

(12) Where the manager for a restricted scheme which is constituted as a unit trust and authorised under sub-paragraph (1) fails to comply with the Act, the Authority may direct the trustee for the scheme to remove that person and appoint a new manager for the scheme.

(13) Any person who contravenes sub-paragraph (10) or (11) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $100,000 and, in the case of a continuing offence, to a further fine not exceeding $10,000 for every day or part thereof during which the offence continues after conviction.

**Restricted recognised schemes**

3. —(1) The Authority may, upon an application made to it in Form 5 in the First Schedule, and subject to sub-paragraph (1A) and the conditions specified in sub-paragraph (2), recognise a restricted scheme constituted outside Singapore.
(1A) The Authority may recognise a restricted scheme under sub-paragraph (1) if and only if the Authority is satisfied that there is a manager for the scheme which satisfies the requirements in sub-paragraph (2).

(2) It shall be a condition for the recognition of a restricted scheme under sub-paragraph (1) that the manager for the scheme is —
   (a) licensed or regulated in the jurisdiction of its principal place of business; and
   (b) a fit and proper person, in the opinion of the Authority, and in considering if a person satisfies this requirement, the Authority may take into account any matter relating to —
      (i) any person who is or will be employed by or associated with the manager;
      (ii) any person exercising influence over the manager; or
      (iii) any person exercising influence over a related corporation of the manager.

(3) The Authority may refuse to recognise any restricted scheme under sub-paragraph (1) where it appears to the Authority that it is not in the public interest to do so.

(4) The Authority shall not refuse to recognise a restricted scheme under sub-paragraph (1) without giving the person who made the application an opportunity to be heard except that an opportunity to be heard need not be given if the refusal is on the ground that it is not in the public interest to recognise the restricted scheme on the basis of any of the following circumstances:
   (a) the responsible person is in the course of being wound up or otherwise dissolved whether in Singapore or elsewhere;
   (b) a receiver, a receiver and manager or an equivalent person has been appointed, whether in Singapore or elsewhere, in relation to or in respect of any property of the responsible person;
   (c) the person making the offer (being an entity), the responsible person or the restricted scheme itself, is in the course of being wound up or otherwise dissolved, whether in Singapore or elsewhere;
   (d) the person making the offer (being an individual) is an undischarged bankrupt, whether in Singapore or elsewhere;
   (c) a receiver, a receiver and manager or an equivalent person has been appointed, whether in Singapore or elsewhere, in relation to or in respect of any property of the person making the offer (being an entity), the responsible person or the restricted scheme.

(5) Any person who is aggrieved by the refusal of the Authority to recognise a restricted scheme under sub-paragraph (1) may, within 30 days after he is notified
of the decision, appeal to the Minister whose decision shall be final. The responsible person for a restricted scheme may, within 30 days after he is notified that the Authority has refused to recognise that scheme under sub-paragraph (1), appeal to the Minister whose decision shall be final.

(6) An application made under sub-paragraph (1) shall be accompanied by such information or record as the Authority may require.

(7) The Authority may publish for public information, in such manner as it considers appropriate, particulars of any restricted scheme recognised under sub-paragraph (1).

(8) The responsible person for a restricted scheme recognised under sub-paragraph (1) shall ensure that the requirements set out in sub-paragraphs (1A) and (2) shall continue to be satisfied.

(9) The responsible person for a restricted scheme which is recognised under sub-paragraph (1) shall furnish such information or record regarding the scheme as the Authority may, at any time, require for the proper administration of this Act.

(10) Any person who contravenes sub-paragraph (8) or (9) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $100,000 and, in the case of a continuing offence, to a further fine not exceeding $10,000 for every day or part thereof during which the offence continues after conviction.

Revocation, suspension or withdrawal of authorisation or recognition

4. —(1) The Authority may revoke the authorisation of a restricted scheme granted under paragraph 2 or the recognition of a restricted scheme granted under paragraph 3 if —
   (a) the application for authorisation or recognition, or any related information or record submitted to the Authority whether at the same time as or subsequent to the application, was false or misleading in a material particular or omitted a material particular which, had it been known to the Authority at the time of submission, would have resulted in the Authority not granting the authorisation or recognition;
   (b) the Authority is of the opinion that the continued authorisation or recognition of the scheme is or will be prejudicial to its participants or potential participants; or
   (c) in the case of —
      (i) a restricted scheme authorised under paragraph 2, the responsible person for the scheme or the trustee for the scheme, where applicable, fails to comply with paragraph 2 (10) or (11); or
(ii) a restricted scheme recognised under paragraph 3, the responsible person for the scheme fails to comply with paragraph 3 (8) or (9).

(2) Notwithstanding sub-paragraph (1), the Authority may, if it considers it desirable to do so, instead of revoking the authorisation or recognition of a restricted scheme, suspend the authorisation or recognition of that restricted scheme for a specific period, and may at any time remove such suspension.

(3) Where the Authority revokes the authorisation or recognition of a restricted scheme under sub-paragraph (1) or suspends the authorisation or recognition of a restricted scheme under sub-paragraph (2), it shall notify the responsible person for the scheme.

(4) Subject to sub-paragraph (5), the Authority may, upon an application in writing made to it by the responsible person for a restricted authorised scheme or restricted recognised scheme, withdraw the authorisation or recognition of that scheme.

(5) The Authority may refuse to withdraw the authorisation or recognition of a restricted scheme under sub-paragraph (4) where the Authority is of the opinion that —

(a) there is any matter concerning the scheme which should be investigated before the authorisation or recognition is withdrawn; or

(b) the withdrawal of the authorisation or recognition would not be in the public interest.

(5A) The Authority shall not —

(a) revoke the authorisation or recognition of a restricted scheme under sub-paragraph (1);

(b) suspend the authorisation or recognition of a restricted scheme under sub-paragraph (2); or

(c) refuse the withdrawal of the authorisation or recognition of a restricted scheme under sub-paragraph (5),

without giving the responsible person of the scheme an opportunity to be heard, except that an opportunity to be heard need not be given if the revocation or suspension is on the ground that the continued authorisation or recognition of the scheme is against the public interest on the basis of any of the following circumstances:

(i) the person making the offer (being an entity), the responsible person or the restricted scheme itself, is in the course of being wound up or otherwise dissolved, whether in Singapore or elsewhere;

(ii) the person making the offer (being an individual) is an undischarged bankrupt, whether in Singapore or elsewhere;
(iii) a receiver, a receiver and manager or an equivalent person has been appointed, whether in Singapore or elsewhere, in relation to or in respect of any property of the person making the offer (being an entity), the responsible person or the restricted scheme.

(5B) The responsible person for a restricted scheme may, within 30 days after he is notified that the Authority —

(a) has revoked the authorisation or recognition, as the case may be, of that scheme under sub-paragraph (1);

(b) has suspended the authorisation or recognition, as the case may be, of that scheme under sub-paragraph (2); or

(c) has refused to withdraw the authorisation or recognition, as the case may be, of that scheme under sub-paragraph (5), appeal to the Minister whose decision shall be final.

(6) Where the Authority revokes an authorisation or recognition under sub-paragraph (1), suspends an authorisation or recognition under sub-paragraph (2) or withdraws an authorisation or recognition under sub-paragraph (4), it may —

(a) impose such conditions on the revocation, suspension or withdrawal as it considers appropriate; and

(b) publish notice of the revocation, suspension or withdrawal, and the reason therefor, in such manner as it considers appropriate.

Winding up

5. —(1) Where a restricted scheme is to be wound up, the responsible person for the scheme shall give notice in writing of the proposed winding up to the Authority at least 7 days before the winding up.

(2) Any responsible person who contravenes sub-paragraph (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding $50,000.
SIXTH SCHEDULE

Regulation 8(3)(d)

REQUIREMENTS RELATING TO THE PURCHASE OF UNITS FROM PARTICIPANTS OF A COLLECTIVE INVESTMENT SCHEME BY THE MANAGER OF THE SCHEME IN THE CIRCUMSTANCES SET OUT IN REGULATION 8(3)(d)

1. Where any offer to purchase units in a collective investment scheme is required to be made as a result of the occurrence of an event referred to in sub-paragraph (d)(i) or (d)(ii) of regulation 8(3) (hereinafter referred to as the Scheme), the manager of the Scheme shall make an announcement of the offer to all participants in the scheme within 16 days after the occurrence of the event.

2. Where any offer to purchase units in the Scheme is made, at least 10% of the total value of the assets of the Scheme shall be made available to satisfy purchase requests received by the manager of the Scheme from the participants in the Scheme pursuant to the offer.

3. The manager of the Scheme shall give adequate notice to all participants in the Scheme of any offer to purchase units in the Scheme.

4. Any offer to purchase units in the Scheme shall state —
   (a) the indicative price at which each unit will be purchased;
   (b) the period during which the offer will remain open;
   (c) the assets and borrowings of the Scheme which are to be made available to satisfy purchase requests received by the manager of the Scheme from the participants in the Scheme pursuant to the offer and, in the case of non-cash assets, the amount of cash that is expected to be available from the sale of such assets;
   (d) that —
      (i) if the total amount of cash (including cash from the sale of non-cash assets and borrowings, if any) which is to be made available to satisfy purchase requests made by the participants in the Scheme pursuant to the offer (hereinafter referred to as the total available amount of cash) is sufficient to satisfy all purchase requests received by the manager of the Scheme from the participants in the Scheme pursuant to the offer, all purchase requests will be satisfied in full; and
(ii) if the total available amount of cash is insufficient to satisfy all purchase requests made by the participants in the Scheme pursuant to the offer, the purchase requests will be satisfied on a pro-rata basis in proportion to the number of units which is the subject of each purchase request;

(e) that the actual price at which units are to be purchased (as determined by reference to the latest available valuations of the assets of the Scheme, after deducting appropriate transaction costs) may differ from the indicative price referred to in sub-paragraph (a) due to changes in the value of the assets of the Scheme during the offer period;

(f) that a participant in the Scheme shall, when making a purchase request, state whether he wishes to proceed with the purchase if his purchase request cannot be satisfied in full;

(g) that purchase requests made by participants in the Scheme pursuant to the offer will be satisfied within 30 days after the closing date of the offer unless such period is extended in accordance with paragraph 7 of this Schedule; and

(h) that the offer may be withdrawn in accordance with paragraph 9 of this Schedule.

5. Where any offer to purchase units in a collective investment scheme is made as a result of the occurrence of an event specified in —

(a) sub-paragraph (d)(i) of regulation 8(3), the offer shall remain open for a period of no less than 21 days but no more than 35 days, except where trading in the units in the Scheme resumes as specified in paragraph 10, in which case the manager shall comply with that paragraph; or

(b) sub-paragraph (d)(ii) of regulation 8(3), the offer shall remain open for a period of no less than 21 days but no more than 35 days.

6. No purchase request made by a participant in the Scheme pursuant to any offer to purchase units in the Scheme shall be satisfied until after the closing date of the offer.

7. All purchase requests made by the participants in the Scheme pursuant to any offer to purchase units in the Scheme shall be satisfied within 30 days after the closing date of the offer, but such period may be extended —

(a) to 60 days after the closing date of the offer if the manager of the Scheme satisfies the trustee of the Scheme that such extension is in the best interest of the participants in the Scheme; or

(b) beyond 60 days after the closing date of the offer if such period of extension is approved by all participants in the Scheme.
8. Where the total available amount of cash is sufficient to satisfy all purchase requests made by the participants in the Scheme pursuant to the offer, all purchase requests shall be satisfied in full.

9. Where the total available amount of cash is insufficient to satisfy all purchase requests made by the participants in the Scheme pursuant to the offer, the purchase requests shall be satisfied on a pro-rata basis, in proportion to the number of units in the scheme which is the subject of each purchase request.

10. Where trading in the units in a collective investment scheme resumes on a securities exchange within 30 days after the occurrence of the event specified in sub-paragraph (d)(i) of regulation 8(3) —

   (a) the manager of the scheme need not make an offer to purchase units in the scheme; or

   (b) if the manager of the scheme has, prior to the resumption of trading in the units in the scheme, made such an offer, the offer may be withdrawn by the manager, subject to the manager satisfying all purchase requests made by the participants in the scheme pursuant to the offer which were received by the manager before the withdrawal of the offer.

11. Where any offer to purchase units in a collective investment scheme is required to be made as a result of the occurrence of an event specified in sub-paragraph (d)(i) or (d)(ii) of regulation 8(3), the manager of the scheme shall offer to purchase units in the scheme at least once every year after the closing date of the last offer to purchase units and, in the case of the event specified in sub-paragraph (d)(i) of regulation 8(3), for as long as trading in the units in the scheme does not resume on a securities exchange.
SEVENTH SCHEDULE

Regulation 11A

INFORMATION THAT MAY BE OMITTED FROM A PRELIMINARY DOCUMENT

1. The date of registration of the prospectus, if and only if the front cover of the preliminary document includes the date of lodgment of the preliminary document.

2. The disclaimer required under paragraph 5 of Section I of the Third Schedule to these Regulations, if and only if the front cover of the preliminary document includes the following disclaimer:

   “The collective investment scheme offered in this prospectus is an—{an authorised scheme / a recognised scheme / a scheme pending authorisation / a scheme pending recognition*} under the Securities and Futures Act. A copy of this preliminary document has been lodged with the Monetary Authority of Singapore (the “Authority”). The Authority assumes no responsibility for the contents of the preliminary document. Lodgment of the preliminary document with the Authority does not imply that the Securities and Futures Act, or any other legal or regulatory requirements have been complied with.”

   * to state accordingly

3. The initial purchase price of units in the collective investment scheme.

4. The initial offer period.

5. In the case of a listed property fund—
   (a) the total number of units to be issued during the initial offer period,
   (b) the dates on which units in the property fund will be listed for quotation or quoted on a securities exchange or overseas securities exchange and on which trading will commence.

6. Any information which is dependent on the final determination of items 1, 3, 4 or 5.

7. Any other information as may be approved by the Authority in any particular case.
EIGHTH SCHEDULE

Regulation 30B(1)

PARTICULARS TO BE INCLUDED IN AN OFFER INFORMATION STATEMENT UNDER SECTION 305B OF THE ACT IN RESPECT OF A COLLECTIVE INVESTMENT SCHEME THAT INVESTS ONLY IN REAL ESTATE AND REAL ESTATE-RELATED ASSETS SPECIFIED BY THE AUTHORITY IN THE CODE ON COLLECTIVE INVESTMENT SCHEMES

PART I

FRONT COVER

1. On the front cover of the offer information statement, provide -

   (a) the date of lodgment of the offer information statement;

   (b) the following statements:

      (i) “This document is important. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax or other professional adviser.”; and

      (ii) “The collective investment scheme offered in this document is [an authorised/a recognised*] scheme under the Securities and Futures Act. A copy of this offer information statement has been lodged with the Monetary Authority of Singapore (the “Authority”). The Authority assumes no responsibility for the contents of the offer information statement. Lodgment of the offer information statement with the Authority does not imply that the Securities and Futures Act, or any other legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of the units being offered for investment.”;

* to state accordingly

   (c) the name of the collective investment scheme (hereinafter referred to as the Scheme):
(d) a statement to the effect that an application has been or will be made to a securities exchange to list for quotation or quote the securities being offered on that securities exchange, and the name of such securities exchange; and

(e) a statement that no units shall be allotted or allocated on the basis of the offer information statement later than 6 months after the date of lodgment of the offer information statement.

PART II

BASIC INFORMATION

2. State the place where the Scheme was constituted and the date of its constitution.

3. State the name and address of the manager for the Scheme (referred to in this Schedule as the Manager), as well as the names and addresses of the directors or equivalent persons of the Manager.

4. State the names and addresses of the issue manager and the underwriter of the offer, if any.

PART III

THE OFFER AND LISTING

Offer Statistics

5. Provide a description of and state the number of units being offered.

Method and Timetable

6. State how the units in the Scheme being offered can be purchased and how they are to be paid for.

7. State the time at, date on, and period during which the offer would be open.

Offer and Listing Details
8. Indicate the price at which the securities are being offered and the amount of any expense specifically charged to the subscriber or purchaser. If it is not possible to state the offer price at the date of lodgment of the offer information statement, the method by which it is to be determined must be explained.

9. If units in the same collective investment scheme and of the same class as those being offered are listed for quotation on the securities exchange—

(a) in a case where the first-mentioned units have been listed for quotation on the securities exchange for 12 months or more immediately preceding the latest practicable date prior to the date of lodgment of the offer information statement with the Authority, disclose the highest and lowest market prices of the first-mentioned units—
   (i) for each of the last 12 calendar months immediately preceding the calendar month which the latest practicable date falls within; and
   (ii) for the period from the beginning of the calendar month which the latest practicable date falls within to the latest practicable date; or

(b) in a case where the first-mentioned units have been listed for quotation on the securities exchange for less than 12 months immediately preceding the latest practicable date prior to the date of lodgment of the offer information statement with the Authority, disclose the highest and lowest market prices of the first-mentioned units—
   (i) for each calendar month immediately preceding the calendar month which the latest practicable date falls within, from the calendar month in which such units were first listed on that securities exchange; and
   (ii) for the period from the beginning of the calendar month which the latest practicable date falls within to the latest practicable date;

(c) disclose any significant trading suspension that has occurred on the securities exchange during the last 3 years or, if the units have been listed for quotation for less than 3 years, during the period since the date on which the units were first listed on the securities exchange to the latest practicable date; and

(d) disclose information on any lack of liquidity if the units are not regularly traded on the securities exchange.

10. Where the units being offered are not identical to the units already issued in the same collective investment scheme, provide—
(i) a statement of the rights, preferences and restrictions attached to the units being offered; and
(ii) an indication of the resolutions, authorisations and approvals by virtue of which the Manager may create or issue further units to rank in priority to or pari passu therewith.

**Plan of Distribution**

11. Describe the manner in which the units being offered are to be distributed, giving particulars of any outstanding or proposed underwriting of the offer, including the name and address of each underwriter.

12. Where applicable, provide the particulars of any provision for termination of any outstanding or proposed underwriting agreement of the offer.

**PART IV**

**KEY INFORMATION**

**Use of Proceeds from Offer and Expenses Incurred**

13. Disclose the estimated amount of the proceeds from the offer (net of the expenses incurred for the offer) broken down into each principal intended use. If the anticipated proceeds will not be sufficient to fund all of the intended uses, disclose the order of priority of such uses, as well as the amount and sources of other funds needed. Disclose also how the proceeds will be used pending their eventual utilisation for the proposed uses. Where specific uses are not known for any portion of the proceeds, disclose the general uses for which the proceeds are proposed to be applied. Where the offer is not fully underwritten on a firm commitment basis, state the minimum amount which, in the reasonable opinion of the directors or equivalent persons of the Manager, must be raised by the offer of units.

14. For each dollar of the proceeds from the offer (net of the expenses incurred for the offer), state the amount that will be allocated to each principal intended use.

15. If the proceeds are proposed to be used, directly or indirectly, to acquire or refinance the acquisition of an asset other than in the ordinary course of business, briefly describe the asset and state its purchase price. If the asset has been or will be acquired from a person specified as an interested party by
the Authority in the Code on Collective Investment Schemes, identify the interested party and state how the cost to the Scheme is or will be determined.

16. If any material part of the proceeds is to be used to discharge, reduce or retire the indebtedness of the Scheme, describe the maturity of such indebtedness and, for indebtedness incurred within the past year, the uses to which the proceeds giving rise to such indebtedness were put.

17. Disclose the amount of discount or commission agreed upon between the underwriters or other placement or selling agents and the person making the offer. If it is not possible to state the discount or commission, the method by which it is to be determined must be explained.

Information on the Scheme

18. Provide the following information:

(a) the activity carried on and to be carried on by the Scheme and the general development of the Scheme within the last 3 years, indicating any material change in the affairs of the Scheme since the last annual report;

(b) the participants’ funds and borrowings of the Scheme, as of the date of lodgement of the offer information statement showing -

(i) in the case of the participants’ funds, the number of units issued and outstanding; or

(ii) in the case of borrowings, the total amount of the borrowings outstanding, together with the rate of interest (whether fixed or floating) payable thereon;

(c) the number of units of the Scheme owned by each substantial unitholder;

(d) information on any legal or arbitration proceedings, including those which are pending or known to be contemplated in the last 12 months immediately preceding the date of lodgment of the offer information statement, which may have or have had a material effect on the Scheme’s financial position or profitability;

(e) the prices at which units of the Scheme have been issued for cash within the 12 months immediately preceding the date of lodgment of the offer information statement and the number of units issued at each price; if any
units have been issued for services, state the nature and value of the services and give the name and address of the person who received the units; and

(f) a summary of each material contract, other than a contract entered into in the ordinary course or business, to which the trustee for the Scheme (acting in its that capacity as trustee of the Scheme) is a party, for the period of 2 years immediately preceding the date of lodgment of the offer information statement, including the date of, parties to and general nature of the contract, and the amount of any consideration passing to or from the Scheme.

PART V

OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Operating Results

19. Provide selected profit and loss data of the Scheme for each of the 3 most recent completed financial years for which financial statements have been published and any subsequent interim period if interim financial statements have been published. Such data must include items generally corresponding to the following:
   (a) net property income;
   (b) exceptional items;
   (c) net investment income before tax;
   (d) extraordinary items;
   (e) taxable income available for distribution to unitholders;
   (f) distribution per unit; and
   (g) diluted distribution per unit adjusted for the effects of the issue of the units being offered.

20. In respect of each of the 3 most recent completed financial years and any subsequent interim period, provide information regarding any significant factor, including unusual or infrequent event or new development, which materially affected net investment income before tax from operations, and indicate the extent to which such net investment income was so affected. Describe any other significant component of revenue or expenditure necessary to understand the results of operations of the Scheme for the period under review.
**Financial Position**

21. Provide selected audited balance sheet data of the Scheme as at the most recent financial year-end for which financial statements have been published or as at the end of any subsequent interim period if interim financial statements have been published. Such data must include items generally corresponding to the following:
   (a) total assets;
   (b) net assets;
   (c) net tangible assets;
   (d) participants’ funds;
   (e) number of units adjusted to reflect the issue of the units being offered;
   (f) net tangible asset per unit; and
   (g) net tangible asset per unit adjusted for the effects of the issue of the units being offered.

**Capital Resources**

22. Provide a statement by the Manager as to whether, in its reasonable opinion, the working capital available to the Scheme is sufficient for present requirements and, if insufficient, how the additional working capital considered by the Manager to be necessary is proposed to be provided;

**Profit Forecast or Profit Estimate**

23. Provide a statement as to the financial and business prospects of the Scheme, together with any material information which will be relevant thereto, including all special business factors or risks (if any) which are unlikely to be known or anticipated by the general public and which could materially affect net investment income.

24. (a) Except as provided in sub-paragraphs (b) and (c), the offer information statement shall not –

   (i) include any prediction, projection or forecast as to the future or likely performance of the Scheme; or

   (ii) use words such as “targeted”, “expected” or any similar words or description in relation to a rate of return.

   (b) The offer information statement may include a prediction, projection or forecast on the economy or the economic trends of the markets which are targeted by the Scheme, but such prediction, projection or forecast
shall be accompanied by a prominent statement to the effect that the prediction, projection or forecast is not necessarily indicative of the future or likely performance of the Scheme.

(c) The Manager may include a 2-year forecast or projection in relation to the Scheme (including, where applicable, any yield to be generated by any new asset or property proposed to be acquired by the Scheme) in the offer information statement, provided that –

(i) if the forecast or projected yields of the units in the Scheme are stated in percentage terms –

(A) such yields are presented on an annualised basis; and

(B) it is prominently stated in the offer information statement that such forecasted or projected yields are calculated based on a stated reference price(s) and that such yields will vary accordingly for investors who purchase units in the secondary market at a market price higher or lower than such stated reference price(s);

(ii) the assumptions underlying such forecast or projection are reasonable, and are stated clearly and explicitly in the offer information statement; and

(iii) the forecast or projection is accompanied by the items referred to in paragraph (d) below.

(d) The items referred to in paragraph (c)(iii) are –

(i) a statement by an auditor of the Scheme as to whether such forecast or projection is –

(A) properly prepared on the basis of the assumptions;

(B) consistent with accounting policies adopted by the Manager in respect of the Scheme; and

(C) presented in accordance with acceptable accounting standards adopted by the Manager in the preparation of the financial statements of the Scheme;

(ii) where –
(A) the forecast or projection is in respect of a period ending on a date not later than the end of the current financial year of the Scheme –

(aa) a statement by the issue manager to the offer or any other person whose profession or reputation gives authority to the statement made by him, that the forecast or projection has been stated by the Manager after due and careful enquiry and consideration; or

(bb) a statement by an auditor of the Scheme, prepared on the basis of his examination of the evidence supporting the assumptions and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the forecast or projection; or

(B) the forecast or projection is in respect of a period ending on a date after the end of the current financial year of the Scheme –

(aa) a statement by the issue manager to the offer or any other person whose profession or reputation gives authority to the statement made by him, prepared on the basis of his examination of the evidence supporting the assumptions, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the forecast or projection; or

(bb) a statement by an auditor of the Scheme, prepared on the basis of his examination of the evidence supporting the assumptions and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the forecast or projection;
(iii) a sensitivity analysis; and

(iv) a confirmation from the Manager that the forecast or projection has been properly prepared on the basis of appropriate and reasonable assumptions.

PART VI

CONSENTS

Statements by Experts

25. Where a statement or report attributed to a person as an expert is included, provide the name, address and qualifications of that expert.

26. Where the offer information statement contains any statement (including what purports to be a copy of, or extract from, a report, memorandum or valuation) made by an expert –
   (a) state the date on which the statement was made;
   (b) state whether or not it was prepared by the expert for the purpose of incorporation in the offer information statement; and
   (c) include a statement that the expert has given and has not withdrawn his written consent to the issue of the offer information statement with the inclusion of the statement in the form and context in which it is included in the offer information statement.

Consents from issue manager and underwriter

27. Where a person is named in the offer information statement as the issue manager or underwriter (not a sub-underwriter) to the offer, include a statement that the issue manager or underwriter, as the case may be, has given and has not withdrawn his written consent to being named in the offer information statement as issue manager or underwriter to the offer, as the case may be.

PART VII

OTHER MATTERS
28. Include particulars of any other material facts relating to the units being offered that are not disclosed pursuant to any of the paragraphs of this Schedule.

PART VIII

ADDITIONAL PARTICULARS TO BE INCLUDED FOR OFFER OF UNITS BY WAY OF RIGHTS ISSUE

29. Provide —

(a) the particulars of the rights issue;

(b) the last day and time for splitting of the provisional allotment of the units to be issued pursuant to the rights issue;

(c) the last day and time for acceptance of and payment for the units to be issued pursuant to the rights issue;

(d) the last day and time for renunciation of and payment by the renouncee for the units to be issued pursuant to the rights issue;

(e) the terms and conditions of the offer of units to be issued pursuant to the rights issue;

(f) the particulars of any undertaking from the substantial unitholders of the Scheme to subscribe for their entitlements; and

(g) if the rights issue is or will not be underwritten, the reason for not underwriting the issue.