



Monetary Authority of Singapore

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# **SECURITIES AND FUTURES ACT (CAP. 289)**

## **GUIDELINES ON THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (TEMPORARY EXEMPTION FROM SECTIONS 277(1)(c) AND 305B(1)(b)) REGULATIONS 2020**

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## **GUIDELINES ON THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (TEMPORARY EXEMPTION FROM SECTIONS 277(1)(c) AND 305B(1)(b)) REGULATIONS 2020**

### **1 PURPOSE**

1.1 These Guidelines are issued pursuant to section 321 of the Securities and Futures Act (Cap. 289) (“**SFA**”). They aim to provide guidance to issuers (defined below) and their professional advisers on the publication of an Electronic OIS (defined below) and the inclusion of cautionary statements in relation to offers of securities, securities-based derivatives contracts or units in collective investment schemes (“**CIS**”) made in reliance on sections 277 or 305B of the SFA, read with the Securities and Futures (Offers of Investments) (Temporary Exemption from Sections 277(1)(c) and 305B(1)(b)) Regulations 2020 (“**Exemption Regulations**”).

1.2 These Guidelines should be read in conjunction with the provisions of the SFA, the Exemption Regulations, and other relevant legislation, notices, guidelines and FAQs issued by the Monetary Authority of Singapore.

### **2 DEFINITIONS**

2.1 Unless otherwise defined below, terms used in these Guidelines have the same meaning as defined in the SFA and the Exemption Regulations. In these Guidelines –

- “issuer” means —
  - (a) in relation to an offer of securities or securities-based derivatives contracts, the entity that issues or will be issuing the securities or securities-based derivatives contracts being offered; or
  - (b) in relation to an offer of units in a collective investment scheme, the responsible person for the collective investment scheme;
- “Electronic OIS” means an electronic version of an offer information statement mentioned in section 277(1)(b) or 305B(1)(a) of the SFA; and

- “OPERA website” means the Authority’s Internet website at <http://www.mas.gov.sg> (under “OPERA”), or at <https://eservices.mas.gov.sg/opera>.

### **3 PUBLICATION OF ELECTRONIC OIS**

3.1 For the purposes of regulations 3(2)(a) and 4(2)(a) of the Exemption Regulations, the issuer should ensure that –

- (a) the Electronic OIS published on SGXNET and the website of the issuer (if available) –
  - (i) is easily accessible for viewing online or easily downloadable for viewing by a potential investor, at the address of the online location of the Electronic OIS as specified in the offer pursuant to regulation 3(2)(c)(iii) or regulation 4(2)(c)(iii), as the case may be;
  - (ii) does not differ significantly in form or content from the lodged offer information statement that is published on the OPERA website;
  - (iii) is provided as a standalone document and not combined with any other document into one file; and
  - (iv) if the Electronic OIS is accessible for viewing on an Internet browser, the contents of the Electronic OIS is displayed in its entirety on the webpage where it is located, and not combined with the contents of any other document on that same webpage; and
- (b) any promotional material are not made available in a way that encourages an investor to make decisions on the basis of the promotional material rather than on the basis of the offer information statement.

3.2 For the purposes of paragraph 3.1(a)(ii), a copy of the Electronic OIS does not differ significantly in form or content from the lodged offer information statement if –

- (a) the Electronic OIS contains the same information (and no more information) in substantially the same sequence as the lodged offer information statement;

- (b) the Electronic OIS is legible;
- (c) any difference in format and layout between the Electronic OIS and the lodged offer information statement is immaterial; and
- (d) the Electronic OIS is clearly demarcated so that there is no doubt as to which information forms part of the offer information statement and can be relied on, and which does not form part of the offer information statement and hence should not be relied on. To inform a potential investor that only information which forms part of the Electronic OIS should be relied on, the issuer may include an advisory statement to such effect. The advisory statement may appear on the physical document in which the offer is made itself, and in a font size no smaller than that used in the Electronic OIS. An example of such an advisory statement is as follows:

*“Any information/material falling outside the demarcated areas does not form part of the offer information statement. The securities, securities-based derivatives contracts or units in the CIS (as applicable) offered herein are offered on the basis of the information in the offer information statement as set out within the demarcated areas.”*

3.3 For the purposes of paragraph 3.2(c), “immaterial” differences include the use of –

- (a) a hyperlink to the Electronic OIS, from one section of the Electronic OIS to another or from the Electronic OIS to any electronic document for inspection, in accordance with paragraph 3.4;
- (b) a facility to search for expressions within the offer information statement;
- (c) a zoom facility allowing enlargement or reduction of fonts or images;
- (d) different font types, colours or font sizes (but not less than 8-point Times New Roman); and
- (e) different margins or spacing.

3.4 For the purposes of paragraph 3.3(a) –

- (a) a hyperlink to the Electronic OIS should not be provided in a manner which selectively presents only parts of the Electronic OIS or which reduces the likelihood of an investor reading any part of the Electronic

OIS. In particular, the issuer should ensure the following:

- (i) a hyperlink to the Electronic OIS should bring a potential investor directly (i.e. without any detour to other intermediate webpages or messages) to the front page of the Electronic OIS, or a page which displays the contents of the Electronic OIS in its entirety; and
  - (ii) a potential investor should be able to navigate from the front page or contents page of the Electronic OIS to the other pages of the offer information statement. A hyperlink may be provided within the Electronic OIS to enable a potential investor to navigate from page to page or section to section; and
- (b) there should not be any hyperlink from the Electronic OIS to promotional material or to other websites or webpages, other than to the application form or any electronic document for inspection. The website or webpage containing the application form or any electronic document for inspection (referred to in the offer information statement) should contain only such documents and the Electronic OIS. The contents of the electronic version of such documents should be the same as those of the printed versions of those documents.

3.5 For the purposes of regulations 3(2)(c)(iii) and 4(2)(c)(iii) of the Exemption Regulations, the issuer may include a QR code to the address of the online location of the Electronic OIS in addition to specifying the address.

#### **4 CAUTIONARY STATEMENTS TO BE INCLUDED ON THE PHYSICAL DOCUMENT**

The issuer should ensure that the physical document in which the offer is made includes cautionary statements which warn potential investors that –

- (a) all investments come with risk, including the risk that the investor may lose all or part of his investment; and
- (b) the potential investor is responsible for his own investment decisions.