

**THIS VERSION OF THE AMENDMENTS IS IN DRAFT FORM AND
SUBJECT TO CHANGE. IT IS ALSO SUBJECT TO REVIEW BY THE
ATTORNEY GENERAL’S CHAMBERS**

**SECURITIES AND FUTURES
(OFFERS OF INVESTMENTS) (SECURITIES AND
SECURITIES-BASED DERIVATIVES CONTRACTS)
REGULATIONS 2018**

FOURTH SCHEDULE

Regulations 2(3) and 35(4)

**INTERPRETATION OF TERMS USED IN
FIFTH TO NINETEENTH SCHEDULES**

1. In this Schedule and the Fifth to Nineteenth Schedules, unless the context otherwise requires —

“annual financial statements” —

- (a) in relation to an entity, means financial statements covering a financial year of the entity; or
- (b) in relation to a business trust, means financial statements kept by the trustee-manager of the business trust covering a financial year of the business trust;

“associate” —

- (a) in relation to an entity, means —

- (i) in a case where the entity is a substantial shareholder ~~or, controlling shareholder,~~ substantial interest-holder ~~— or — controlling interest holder~~ — its related corporation, related entity, associated company or associated entity; ~~or~~

- (ii) in a case where the entity (A) is a controlling shareholder, controlling interest-holder or controlling unitholder —

- (A) its related corporation or related entity;

- (B) a corporation in which —

- (BA) A or one or more of its related corporations or

- related entities;
- (BB) A, one or more of its related corporations and one or more of its related entities together;
- (BC) A and one or more of its related corporations together;
- (BD) A and one or more of its related entities together; or
- (BE) one or more of the related corporations of A and one or more of the related entities of A together,
- has or have a direct interest, in the voting shares of the corporation, of not less than 30% of the total votes attached to all voting shares in the corporation;
- (C) an entity (not being a corporation) in which —
- (CA) A or one or more of its related corporations or related entities;
- (CB) A, one or more of its related corporations and one or more of its related entities together;
- (CC) A and one or more of its related corporations together;
- (CD) A and one or more of its related entities together; or
- (CE) one or more of the related corporations of A and one or more of the related entities of A together,
- has or have a direct equity interest of not less than 30% of the total equity interests in the entity; or
- (D) a corporation or an entity (not being a corporation), the policies of which —
- (DA) A or one or more of its related corporations or related entities;
- (DB) A together with one or more of its related corporations and one or more of its related entities;
- (DC) A together with one or more of its related corporations;
- (DD) A together with one or more of its related entities; or
- (DE) one or more of the related corporations of A together with one or more of the related entities of A,
- is or are able to control or influence materially; or

(iii) in any other case —

- (A) a director or an equivalent person of the entity;
- (B) where the entity is a corporation, a controlling shareholder of the entity;
- (C) where the entity is not a corporation, a controlling interest-holder of the entity;
- (D) a subsidiary, a subsidiary entity, an associated company, or an associated entity, of the entity; or
- (E) a subsidiary, a subsidiary entity, an associated company, or an associated entity, of the controlling shareholder or controlling interest-holder, as the case may be, of the entity;

(b) in relation to a business trust, means —

- (i) ~~the trustee-manager of the business trust;~~ in the case where the business trust (A), through its trustee-manager (acting in its capacity as trustee-manager of the business trust), is a controlling shareholder or controlling interest-holder or controlling unitholder —

- (A) its related corporation or related entity;

- (B) a corporation in which —

- (BA) the trustee-manager of A (acting in its capacity as trustee-manager of the business trust) or one or more of A's related corporations or related entities;

- (BB) the trustee-manager of A (acting in its capacity as trustee-manager of the business trust), one or more of A's related corporations and one or more of A's related entities together;

- (BC) the trustee-manager of A (acting in its capacity as trustee-manager of the business trust) and one or more of A's related corporations together;

- (BD) the trustee-manager of A (acting in its capacity as trustee-manager of the business trust) and one or more of A's related entities together; or

- (BE) one or more of A's related corporations and one or more of A's related entities together,

has or have a direct interest, in the voting shares of the corporation, of not less than 30% of the total votes attached to all voting shares in the corporation;

- (C) an entity (not being a corporation) in which —

- (CA) the trustee-manager of A (acting in its capacity as trustee-manager of the business trust) or one or more of A's related corporations or related entities;

- (CB) the trustee-manager of A (acting in its capacity as trustee-manager of the business trust), one or more of A's related corporations and one or more of A's related entities together;
- (CC) the trustee-manager of A (acting in its capacity as trustee-manager of the business trust) and one or more of A's related corporations together;
- (CD) the trustee-manager of A (acting in its capacity as trustee-manager of the business trust) and one or more of A's related entities together; or
- (CE) one or more of A's related corporations and one or more of A's related entities together,
has or have a direct equity interest of not less than 30% of the total equity interests in the entity; or
- (D) a corporation or an entity (not being a corporation), the policies of which —
 - (DA) the trustee-manager of A (acting in its capacity as trustee-manager of the business trust) or one or more of A's related corporations or related entities;
 - (DB) the trustee-manager of A (acting in its capacity as trustee-manager of the business trust), one or more of A's related corporations and one or more of A's related entities together;
 - (DC) the trustee-manager of A (acting in its capacity as trustee-manager of the business trust) and one or more of A's related corporations together;
 - (DD) the trustee-manager of A (acting in its capacity as trustee-manager of the business trust) and one or more of A's related entities together; or
 - (DE) one or more of A's related corporations and one or more of A's related entities together,
is or are able to control or influence materially; or

- (ii) ~~a director or controlling shareholder of the trustee-manager of the business trust;~~in any other case —

- (A) the trustee-manager of the business trust;
- (B) a director or controlling shareholder of the trustee-manager of the business trust;
- (C) a controlling unitholder of the business trust;
- (D) a subsidiary, a subsidiary entity, an associated company, or an associated entity, of the trustee-manager of the

business trust;

(E) a subsidiary or a subsidiary entity of the controlling shareholder of the trustee-manager of the business trust, or of the controlling unitholder of the business trust; and

~~(iii) a controlling unitholder of the business trust;~~

~~(iv) a subsidiary, a subsidiary entity, an associated company, or an associated entity, of the trustee-manager of the business trust; or~~

~~(v) a subsidiary, a subsidiary entity, an associated company, or an associated entity, of the controlling shareholder of the trustee-manager of the business trust, or of the controlling unitholder of the business trust; and~~

Explanatory Note (1): The amendments to the definition of “associate” are proposed for better alignment with the corresponding definition under the SGX Listing Rules, so that the scope of interested person transactions required to be disclosed at IPO and post-IPO (on continuing basis) will be consistent.

(c) in relation to an individual, means —

(i) any member of the individual’s immediate family;

(ii) a trustee of any trust of which the individual or any member of the individual’s immediate family is —

(A) a beneficiary; or

(B) where the trust is a discretionary trust, a discretionary object,

when the trustee acts in that capacity; or

(iii) any corporation in which the individual, one or more members of the individual’s immediate family, or the individual and one or more members of the individual’s immediate family together, whether directly or indirectly, has or have interests in voting shares of an aggregate of not less than 30% of the total votes attached to all voting shares;

“associated company” —

(a) in relation to an entity, means —

(i) any corporation, other than a subsidiary of the entity, in which —

(A) the entity or one or more of its subsidiaries or subsidiary

entities;

- (B) the entity, one or more of its subsidiaries and one or more of its subsidiary entities together;
- (C) the entity and one or more of its subsidiaries together;
- (D) the entity and one or more of its subsidiary entities together; or
- (E) one or more of the subsidiaries of the entity and one or more of the subsidiary entities of the entity together,

has or have a direct interest, in the voting shares of the corporation, of not less than 20% but not more than 50% of the total votes attached to all voting shares in the corporation; or

- (ii) any corporation, other than a subsidiary of the entity, the policies of which —

- (A) the entity or one or more of its subsidiaries or subsidiary entities;
- (B) the entity together with one or more of its subsidiaries and one or more of its subsidiary entities;
- (C) the entity together with one or more of its subsidiaries;
- (D) the entity together with one or more of its subsidiary entities; or
- (E) one or more of the subsidiaries of the entity together with one or more of the subsidiary entities of the entity,

is or are able to control or influence materially; and

- (b) in relation to a business trust, means —

- (i) any corporation, other than a subsidiary of the business trust, in which —

- (A) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) or one or more of the subsidiaries or subsidiary entities of the business trust;
- (B) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust), one or more of the subsidiaries of the business trust and one or more of the subsidiary entities of the business trust together;
- (C) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) and one or more of the subsidiaries of the business trust together;
- (D) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) and one or more of the subsidiary entities of the business trust together; or

- (E) one or more of the subsidiaries of the business trust and one or more of the subsidiary entities of the business trust together,

has or have a direct interest, in the voting shares of the corporation, of not less than 20% but not more than 50% of the total votes attached to all voting shares in the corporation; or
- (ii) any corporation, other than a subsidiary of the business trust, the policies of which —
 - (A) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) or one or more of the subsidiaries or subsidiary entities of the business trust;
 - (B) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) together with one or more of the subsidiaries of the business trust and one or more of the subsidiary entities of the business trust;
 - (C) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) together with one or more of the subsidiaries of the business trust;
 - (D) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) together with one or more of the subsidiary entities of the business trust; or
 - (E) one or more of the subsidiaries of the business trust together with one or more of the subsidiary entities of the business trust,

is or are able to control or influence materially;

“associated entity” —

- (a) in relation to an entity, means —
 - (i) any entity (not being a corporation), other than a subsidiary entity of the firstmentioned entity, in which —
 - (A) the firstmentioned entity or one or more of its subsidiaries or subsidiary entities;
 - (B) the firstmentioned entity, one or more of its subsidiaries and one or more of its subsidiary entities together;
 - (C) the firstmentioned entity and one or more of its subsidiaries together;
 - (D) the firstmentioned entity and one or more of its subsidiary entities together; or
 - (E) one or more of the subsidiaries of the firstmentioned entity and one or more of the subsidiary entities of the

firstmentioned entity together,
has or have a direct equity interest of not less than 20% but not more than 50% of the total equity interests in the entity; or

- (ii) any entity (not being a corporation), other than a subsidiary entity of the firstmentioned entity, the policies of which —
 - (A) the firstmentioned entity or one or more of its subsidiaries or subsidiary entities;
 - (B) the firstmentioned entity together with one or more of its subsidiaries and one or more of its subsidiary entities;
 - (C) the firstmentioned entity together with one or more of its subsidiaries;
 - (D) the firstmentioned entity together with one or more of its subsidiary entities; or
 - (E) one or more of the subsidiaries of the firstmentioned entity together with one or more of the subsidiary entities of the firstmentioned entity,is or are able to control or influence materially; and

(b) in relation to a business trust, means —

- (i) any entity (not being a corporation), other than a subsidiary entity of the business trust, in which —
 - (A) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) or one or more of the subsidiaries or subsidiary entities of the business trust;
 - (B) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust), one or more of the subsidiaries of the business trust and one or more of the subsidiary entities of the business trust together;
 - (C) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) and one or more of the subsidiaries of the business trust together;
 - (D) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) and one or more of the subsidiary entities of the business trust together; or
 - (E) one or more of the subsidiaries of the business trust and one or more of the subsidiary entities of the business trust together,

has or have a direct equity interest of not less than 20% but not more than 50% of the equity interests of that entity; or

- (ii) any entity (not being a corporation), other than a subsidiary entity of the business trust, the policies of which —
 - (A) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) or one or more of the subsidiaries or subsidiary entities of the business trust;
 - (B) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) together with one or more of the subsidiaries of the business trust and one or more of the subsidiary entities of the business trust;
 - (C) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) together with one or more of the subsidiaries of the business trust;
 - (D) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) together with one or more of the subsidiary entities of the business trust; or
 - (E) one or more of the subsidiaries of the business trust together with one or more of the subsidiary entities of the business trust,

is or are able to control or influence materially;

“business”, in relation to a registered business trust, means the business relating to the trust property of the business trust and managed and operated by the trustee-manager of the business trust in its capacity as trustee-manager of the business trust;

“chief executive officer”, in relation to the trustee-manager of a registered business trust, has the meaning given by section 86(10) of the Business Trusts Act;

“control”, in relation to a business trust, means the capacity to determine the outcome of decisions on the financial and operating policies of the business of the business trust, having regard to the following considerations:

- (a) the practical influence that can be exerted (rather than the rights which can be enforced); and
- (b) any practice or pattern of behaviour affecting the financial or operating policies of the business trust (even if the practice or pattern of behaviour involves a breach of an agreement or a breach of trust),

but excludes any capacity to influence decisions on such financial and operating policies where such influence is required to be exercised for the benefit of other persons pursuant to an obligation imposed under any written law, rule of law, contract or order of court;

“controlling interest-holder”, in relation to an entity (not being a corporation), means —

- (a) a person who has an equity interest in the entity and who exercises control over the entity; or

- (b) a person who has an equity interest in the entity of an aggregate of not less than ~~30~~15% of the total equity interests in the entity, unless that person does not exercise control over the entity;

“controlling shareholder”, in relation to a corporation, means —

- (a) a person who has an interest in the voting shares of the corporation and who exercises control over the corporation; or
- (b) a person who has an interest in the voting shares of the corporation of an aggregate of not less than ~~30~~15% of the total votes attached to all voting shares in the corporation, unless that person does not exercise control over the corporation;

“controlling unitholder”, in relation to a business trust, means —

- (a) a person who has an interest or interests in units in the business trust and who exercises control over the business trust; or
- (b) a person who has an interest or interests in units representing not less than ~~30~~15% of the total voting rights of all the unitholders of the business trust, unless that person does not exercise control over the business trust;

Explanatory Note (2): The amendments to the definitions of “controlling interest-holder”, “controlling shareholder” and “controlling unitholder” are proposed for better alignment with the corresponding definitions under the SGX Listing Rules, so that the scope of interested person transactions to be disclosed at IPO and post-IPO (on continuing basis) will be consistent.

“convertible debentures” means debentures that are —

- (a) convertible into or exchangeable for other securities or securities-based derivatives contracts, equity interests or property; or
- (b) attached with options, warrants or other similar rights to subscribe for or purchase other securities or securities-based derivatives contracts, equity interests or property;

“depositor”, in relation to a securitisation transaction where the transfer of assets in that transaction is a two-step process, means a special purpose vehicle created by the sponsor of that securitisation transaction to hold the assets that will subsequently be transferred or assigned to the entity issuing the asset-backed securities;

“enhancement” —

- (a) in relation to an offer of asset-backed securities, means any arrangement by a person to compensate a special purpose vehicle for a pre-determined amount of loss incurred as a means of insuring against any type of risk associated with any asset transferred or assigned to the special purpose vehicle under a securitisation transaction; and
- (b) in relation to an offer of structured notes, means any arrangement by a person to compensate a single purpose vehicle or specified financial institution for a pre-determined amount of loss incurred as a means of insuring against any type

of risk associated with any reference asset or, where the issuer is a single purpose vehicle, any pool asset;

“entity at risk”, in relation to a transaction or loan with an interested person, or a proposed transaction or loan with an interested person, means —

- (a) the entity concerned or the trustee-manager of the business trust concerned (acting in its capacity as trustee-manager of the business trust concerned);
- (b) a subsidiary or subsidiary entity of the entity or the business trust concerned; or
- (c) an associated company of the entity or the business trust concerned, or an associated entity of the entity concerned, over which control is exercised by any of the following persons:
 - (i) the entity concerned or the trustee-manager of the business trust concerned (acting in its capacity as trustee-manager of the business trust concerned), as the case may be;
 - (ii) one or more subsidiaries or subsidiary entities of the entity concerned or the business trust concerned;
 - (iii) the entity concerned or the trustee-manager of the business trust concerned (acting in its capacity as trustee-manager of the business trust concerned), together with one or more of its related parties;
 - (iv) one or more subsidiaries or subsidiary entities of the entity concerned or the business trust concerned together with one or more other related parties of the entity concerned or the business trust concerned, as the case may be;

“equity interest”, in relation to an entity, means any right or interest, whether legal or equitable, in the entity, by whatever name called, and includes any option to acquire any such right or interest in the entity;

“financial position and results”, in relation to a business trust, means —

- (a) the financial position of the business trust derived from the accounting records and other records kept by the trustee-manager of the business trust; and
- (b) the results with respect to the operations of the business trust carried out by the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust);

“financial statements” means profit and loss statements, balance sheets and cash flow statements, and includes any attached notes and schedules which are required by the body of accounting standards adopted by the entity concerned or the trustee-manager of the business trust concerned in preparing the financial statements of the entity concerned or the business trust concerned, as the case may be;

“group”, except for paragraph 5 of Part 5 of the Fifth Schedule, paragraph 5 of Part 5 of the Sixth Schedule, paragraph 2 of Part 5 of the Seventh Schedule, paragraph 2 of Part 5 of the

Tenth Schedule, and paragraph 5 of Part 5 of the Seventeenth Schedule, means —

- (a) a corporation, its subsidiaries and its subsidiary entities (if any);
- (b) an entity (not being a corporation), its subsidiaries and its subsidiary entities (if any); or
- (c) a business trust and the subsidiaries and subsidiary entities (if any) of the business trust;

“interested person” —

(a) in relation to an entity, means —

- (i) a director or an equivalent person of the entity;
- (ii) the chief executive officer or equivalent person of the entity;
- (iii) where the entity is a corporation, a controlling shareholder of the entity;
- (iv) where the entity is not a corporation, a controlling interest-holder of the entity; or
- (v) an associate of any person mentioned in sub-paragraph (i), (ii), (iii) or (iv); and

(b) in relation to a business trust, means —

- (i) the trustee-manager of the business trust acting in its own capacity;
- (ii) a related corporation of the trustee-manager of the business trust (other than a subsidiary of the business trust) or a related entity of the trustee-manager of the business trust (other than a subsidiary entity of the business trust);

(iii) ~~an associated company of the trustee-manager of the business trust (other than an associated company of the business trust) or an associated entity of the trustee-manager of the business trust (other than an associated entity of the business trust); any corporation, other than a subsidiary of the trustee-manager of the business trust, in which —~~

- (A) the trustee-manager of the business trust (acting in its own capacity) or one or more of its related corporations or related entities;
- (B) the trustee-manager of the business trust (acting in its own capacity), one or more of its related corporations and one or more of its related entities together;
- (C) the trustee-manager of the business trust (acting in its own

capacity) and one or more of its related corporations together;

(D) the trustee-manager of the business trust (acting in its own capacity) and one or more of its related entities together;
or

(E) one or more of related corporations of the trustee-manager of the business trust (acting in its own capacity) and one or more of its related entities together.

has or have a direct interest, in the voting shares of the corporation, of not less than 30% of the total votes attached to all voting shares in the corporation;

(iv) any entity (not being a corporation), other than a subsidiary entity of the trustee-manager of the business trust, in which —

(A) the trustee-manager of the business trust (acting in its own capacity) or one or more of its related corporations or related entities;

(B) the trustee-manager of the business trust (acting in its own capacity), one or more of its related corporations and one or more of its related entities together;

(C) the trustee-manager of the business trust (acting in its own capacity) and one or more of its related corporations together;

(D) the trustee-manager of the business trust (acting in its own capacity) and one or more of its related entities together;
or

(E) one or more of related corporations of the trustee-manager of the business trust (acting in its own capacity) and one or more of its related entities together.

has or have a direct equity interest of not less than 30% of the total equity interests in the entity;

(v) any corporation or entity (not being a corporation), other than a subsidiary entity of the trustee-manager of the business trust, the policies of which —

(A) the trustee-manager of the business trust (acting in its own capacity) or one or more of its related corporations or related entities;

(B) the trustee-manager of the business trust (acting in its own capacity), one or more of its related corporations and one or more of its related entities together;

(C) the trustee-manager of the business trust (acting in its own capacity) and one or more of its related corporations together;

(D) the trustee-manager of the business trust (acting in its own

capacity) and one or more of its related entities together;
or

(E) one or more of related corporations of the trustee-manager
of the business trust (acting in its own capacity) and one
or more of its related entities together,

is or are able to control or influence materially;

- (~~iv~~i) a director or an equivalent person, the chief executive officer or equivalent person, or a controlling shareholder, of the trustee-manager of the business trust;
- (~~v~~ii) a controlling unitholder of the business trust; or
- (~~vi~~iii) an associate of any person mentioned in sub-paragraph (~~iv~~i) or (~~v~~ii);

Explanatory Note (3): The amendments to the definition of “interested person” are proposed for better alignment with the corresponding definition under the SGX Listing Rules, so that the scope of interested person transactions required to be disclosed at IPO and post-IPO (on continuing basis) will be consistent.

“issue manager”, in relation to an offer, means the issue manager of the offer, whether called by that name or any other name (such as a lead manager or an arranger);

“key executive” —

- (a) in relation to an entity, means an individual who is employed in an executive capacity by the entity, and who —
 - (i) makes or participates in making decisions that affect the whole or a substantial part of the business of the entity; or
 - (ii) has the capacity to make decisions that affect significantly the financial standing of the entity;
- (b) in relation to a business trust, means an individual who is employed in an executive capacity by the trustee-manager of the business trust, and who —
 - (i) makes or participates in making decisions that affect the whole or a substantial part of the business of the business trust; or
 - (ii) has the capacity to make decisions that affect significantly the financial standing of the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust); and
- (c) in relation to a group, means an individual who is employed in an executive capacity by an entity in the group or by the trustee-manager of a business trust in

the group, and who —

- (i) makes or participates in making decisions that affect the whole or a substantial part of the business of the group; or
- (ii) has the capacity to make decisions that affect significantly the financial standing of the group;

“latest practicable date” —

- (a) in relation to a requirement (in these Regulations) that applies to a prospectus, means a date that —
 - (i) is the latest practicable in the context of that requirement; and
 - (ii) is no earlier than 14 days before the date of lodgment of that prospectus with the Authority; or
- (b) in relation to a requirement (in these Regulations) that applies to an offer information statement, means a date that —
 - (i) is the latest practicable in the context of that requirement; and
 - (ii) is no earlier than 7 days before the date of lodgment of that offer information statement with the Authority;

“originator” means the entity that creates the receivables, loans or other financial assets that form the relevant assets of any asset-backed securities;

“pool assets”, in relation to an offer of structured notes, means the assets held by a single purpose vehicle (whether as a legal owner or as an equitable owner);

“profit estimate” means a profit estimate for any period of time from the end of the financial period covered by the most recent financial statements (whether audited, pro forma or interim) included in the document that is the subject of the relevant Schedule to a date no later than the date of lodgment of that document with the Authority;

“related corporation” —

- (a) in relation to a corporation, has the meaning given by section 4(1) of the Companies Act (Cap. 50);
- (b) in relation to an entity (not being a corporation), means a corporation that is a related corporation of the entity under paragraph 6; and
- (c) in relation to a business trust, means a corporation that is a related corporation of the business trust under paragraph 7;

“related entity” —

- (a) in relation to an entity, means any entity (not being a corporation) that is a related entity of the firstmentioned entity under paragraph 8; and

- (b) in relation to a business trust, means any entity (not being a corporation) that is a related entity of the business trust under paragraph 9;

“relevant assets”, in relation to an offer of asset-backed securities, means the assets held by a special purpose vehicle pursuant to a securitisation transaction;

“servicer” —

- (a) in relation to an offer of asset-backed securities, means the entity that is principally responsible for the ongoing administration of the relevant assets; and
- (b) in relation to an offer of structured notes pursuant to a synthetic securitisation transaction, means the entity that is principally responsible for the ongoing administration of the reference assets;

“single purpose vehicle” has the meaning given by section 240AA(5) of the Act;

“special purpose vehicle” has the meaning given by section 262(3) of the Act;

“sponsor” —

- (a) in relation to a securitisation transaction, means the entity that initiates the securitisation transaction by originating or acquiring and packaging, either directly or indirectly, a group of assets for resale as asset-backed securities; and
- (b) in relation to a synthetic securitisation transaction, means the entity that initiates the synthetic securitisation transaction by originating and packaging, either directly or indirectly, exposure to a group of reference assets for sale in the form of structured notes;

“subsidiary” —

- (a) in relation to a corporation, has the meaning given by section 5(1) of the Companies Act;
- (b) in relation to an entity (not being a corporation), means a corporation that is a subsidiary of the entity under paragraph 2; and
- (c) in relation to a business trust, means a corporation that is a subsidiary of the business trust under paragraph 3;

“subsidiary entity” —

- (a) in relation to an entity, means any entity (not being a corporation) that is a subsidiary entity of the firstmentioned entity under paragraph 4; and
- (b) in relation to a business trust, means any entity (not being a corporation) that is a subsidiary entity of the business trust under paragraph 5;

“substantial interest-holder”, in relation to an entity (not being a corporation), means a person who has an equity interest in the entity representing not less than 5% of the total equity interests in the entity;

“substantial unitholder”, in relation to a business trust, means a person who has an interest or interests, in units of the business trust, representing not less than 5% of the total voting rights

of all the unitholders of the business trust.

2.—(1) For the purposes of this Schedule and the Fifth to Nineteenth Schedules, a corporation is, subject to sub-paragraph (4), a subsidiary of an entity (not being a corporation), if —

(a) the entity —

- (i) controls the composition of the board of directors of the corporation;
- (ii) controls more than half of the voting power of the corporation; or
- (iii) holds more than half of the issued share capital of the corporation (excluding any part of the issued share capital that consists of preference shares); or

(b) the corporation is a subsidiary of another entity that is a subsidiary of the firstmentioned entity.

(2) For the purposes of sub-paragraph (1)(a)(i), an entity controls the composition of the board of directors of a corporation if the entity has the power to, without the consent or concurrence of any other person, appoint or remove all or a majority of the directors.

(3) For the purposes of sub-paragraph (2), an entity has the power mentioned in that sub-paragraph if —

- (a) a person cannot be appointed as a director without the exercise in the person's favour by the entity of that power; or
- (b) a person's appointment as a director follows necessarily from the person holding an appointment in relation to the entity that is equivalent to that of a director or officer of a corporation.

(4) In determining whether a corporation is a subsidiary of an entity —

- (a) any shares held in, and any powers exercisable over, the corporation by the entity in a fiduciary capacity are not to be treated as held or exercisable by the entity;
- (b) subject to sub-paragraphs (c) and (d), any shares held in, and any powers exercisable over, the corporation —
 - (i) by any person as a nominee for the entity (except where the entity is concerned only in a fiduciary capacity); or
 - (ii) by, or by a nominee for, a subsidiary of the entity, not being a subsidiary that is concerned only in a fiduciary capacity,

are to be treated as held or exercisable by the entity;

- (c) any shares held in, and any powers exercisable over, the corporation by any person by virtue of the provisions of any debentures of the corporation, or of a trust deed for securing any issue of such debentures, are to be disregarded; and
- (d) any shares held in, and any powers exercisable over, the corporation by, or by a nominee for, the entity or its subsidiary (not being any shares or powers mentioned in sub-paragraph (c)) are not to be treated as held or exercisable by the entity, if —

- (i) the ordinary business of the entity or its subsidiary (as the case may be) includes the lending of money; and
- (ii) the shares are held or powers are exercisable as security only for the purposes of a transaction entered into in the ordinary course of that business.

3.—(1) For the purposes of this Schedule and the Seventeenth and Eighteenth Schedules, a corporation is, subject to sub-paragraph (4), a subsidiary of a business trust, if —

- (a) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) —
 - (i) controls the composition of the board of directors of the corporation;
 - (ii) controls more than half of the voting power of the corporation; or
 - (iii) holds more than half of the issued share capital of the corporation (excluding any part of the issued share capital that consists of preference shares); or

(b) the corporation is a subsidiary of another corporation that is a subsidiary of the business trust.

(2) For the purposes of sub-paragraph (1)(a)(i), the trustee-manager of a business trust (acting in its capacity as trustee-manager of the business trust) controls the composition of the board of directors of a corporation if the trustee-manager has the power to, without the consent or concurrence of any other person, appoint or remove all or a majority of the directors.

(3) For the purposes of sub-paragraph (2), the trustee-manager has the power mentioned in that sub-paragraph if —

- (a) a person cannot be appointed as a director without the exercise in the person's favour by the trustee-manager of that power; or
- (b) a person's appointment as a director follows necessarily from the person being a director or other officer of the trustee-manager.

(4) In determining whether a corporation is a subsidiary of a business trust —

- (a) subject to sub-paragraphs (b) and (c), any shares held in, and any powers exercisable over, the corporation by, or by a nominee for, a subsidiary or subsidiary entity of the business trust, not being a subsidiary or subsidiary entity that is concerned only in a fiduciary capacity, are to be treated as held or exercisable by the trustee-manager;
- (b) any shares held in, and any powers exercisable over, the corporation by any person by virtue of the provisions of any debentures of the corporation, or of a trust deed for securing any issue of such debentures, are to be disregarded; and
- (c) any shares held in, and any powers exercisable over, the corporation by, or by a nominee for, the trustee-manager or a subsidiary or subsidiary entity of the business trust (not being any shares or powers mentioned in sub-paragraph (b)) are not to be treated as held or exercisable by the trustee-manager, if —

- (i) the ordinary business of the trustee-manager or the subsidiary or subsidiary entity of the business trust (as the case may be) includes the lending of money; and
- (ii) the shares are held or powers are exercisable as security only for the purposes of a transaction entered into in the ordinary course of that business.

4.—(1) For the purposes of this Schedule and the Fifth to Nineteenth Schedules, an entity (not being a corporation) (called in this paragraph the first entity) is, subject to sub-paragraph (4), a subsidiary entity of another entity (called in this paragraph the second entity), if —

(a) the second entity —

- (i) controls the composition of the board of persons (called in this paragraph the board) of the first entity that is equivalent to the board of directors of a corporation;
- (ii) controls more than half of the voting power of the first entity; or
- (iii) holds more than half of the issued equity interests of the first entity; or

(b) the first entity is a subsidiary entity of another entity that is a subsidiary or subsidiary entity of the second entity.

(2) For the purposes of sub-paragraph (1)(a)(i), the second entity controls the composition of the board of the first entity if the second entity has the power to, without the consent or concurrence of any other person, appoint or remove all or a majority of the board of the first entity.

(3) For the purposes of sub-paragraph (2), the second entity has the power mentioned in that sub-paragraph if —

- (a) a person cannot be appointed as a member of the board of the first entity without the exercise in the person's favour by the second entity of that power; or
- (b) a person's appointment as a member of the board of the first entity follows necessarily from the person holding an appointment in relation to the second entity that is equivalent to that of a director or officer of a corporation.

(4) In determining whether an entity (not being a corporation) (called in this paragraph the first entity) is a subsidiary entity of another entity (called in this paragraph the second entity) —

- (a) any equity interests held in, and any powers exercisable over, the first entity by the second entity in a fiduciary capacity are not to be treated as held or exercisable by the second-mentioned entity;
- (b) subject to sub-paragraphs (c) and (d), any equity interests held in, and any powers exercisable over, the first entity —
 - (i) by any person as a nominee for the second entity (except where the second entity is concerned only in a fiduciary capacity); or

- (ii) by, or by a nominee for, a subsidiary or subsidiary entity of the second entity, not being a subsidiary or subsidiary entity that is concerned only in a fiduciary capacity,

are to be treated as held or exercisable by the second entity;

- (c) any equity interests held in, and any powers exercisable over, the first entity by any person by virtue of the provisions of any debentures of the first entity, or of a trust deed for securing any issue of such debentures, are to be disregarded; and
- (d) any equity interests held in, and any powers exercisable over, the first entity by, or by a nominee for, the second entity or its subsidiary or subsidiary entity (not being any equity interests or powers mentioned in sub-paragraph (c)) are not to be treated as held or exercisable by the second entity, if —
 - (i) the ordinary business of the second entity or its subsidiary or subsidiary entity (as the case may be) includes the lending of money; and
 - (ii) the equity interests are held or powers are exercisable as security only for the purposes of a transaction entered into in the ordinary course of that business.

5.—(1) For the purposes of this Schedule and the Seventeenth and Eighteenth Schedules, an entity (not being a corporation) is, subject to sub-paragraph (4), deemed to be a subsidiary entity of a business trust, if —

- (a) the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) —
 - (i) controls the composition of the board of persons of the entity (called in this paragraph the board) that is equivalent to the board of directors of a corporation;
 - (ii) controls more than half of the voting power of the entity; or
 - (iii) holds more than half of the issued equity interests of the entity; or
- (b) the entity is a subsidiary entity of another entity that is a subsidiary or subsidiary entity of the business trust.

(2) For the purposes of sub-paragraph (1)(a)(i), the trustee-manager of a business trust (acting in its capacity as trustee-manager of the business trust) controls the composition of the board of an entity (not being a corporation) if the trustee-manager has the power to, without the consent or concurrence of any other person, appoint or remove all or a majority of the board of the entity.

(3) For the purposes of sub-paragraph (2), the trustee-manager has the power mentioned in that sub-paragraph if —

- (a) a person cannot be appointed as a member of the board of the entity without the exercise in the person's favour by the trustee-manager of that power; or
- (b) a person's appointment as a member of the board of the entity follows necessarily from the person being a director or other officer of the trustee-manager.

(4) In determining whether an entity (not being a corporation) is a subsidiary entity of a business trust —

- (a) subject to sub-paragraphs (b) and (c), any equity interests held in, and any powers exercisable over, the entity by, or by a nominee for, a subsidiary or subsidiary entity of the business trust, not being a subsidiary or subsidiary entity that is concerned only in a fiduciary capacity, are to be treated as held or exercisable by the trustee-manager;
- (b) any equity interests held in, and any powers exercisable over, the entity by any person by virtue of the provisions of any debentures of the entity, or of a trust deed for securing any issue of such debentures, are to be disregarded; and
- (c) any equity interests held in, and any powers exercisable over, the entity by, or by a nominee for, the trustee-manager or a subsidiary or subsidiary entity of the business trust (not being any equity interests or powers mentioned in sub-paragraph (b)) are not to be treated as held or exercisable by the trustee-manager, if —
 - (i) the ordinary business of the trustee-manager or the subsidiary or subsidiary entity of the business trust (as the case may be) includes the lending of money; and
 - (ii) the equity interests are held or powers are exercisable as security only for the purposes of a transaction entered into in the ordinary course of that business.

6. For the purposes of this Schedule and the Fifth to Nineteenth Schedules, a corporation is related to an entity (not being a corporation) if the corporation is —

- (a) a subsidiary of the entity;
- (b) the holding company of the entity; or
- (c) a subsidiary of the holding company or holding entity of the entity.

7. For the purposes of this Schedule and the Seventeenth and Eighteenth Schedules, a corporation is related to a business trust if the corporation is —

- (a) a subsidiary of the business trust;
- (b) the holding company of the business trust; or
- (c) a subsidiary of the holding company or holding entity of the business trust.

8. For the purposes of this Schedule and the Fifth to Nineteenth Schedules, an entity (not being a corporation) (called in this paragraph the first entity) is related to another entity (called in this paragraph the second entity) if the first entity is —

- (a) a subsidiary entity of the second entity;
- (b) the holding entity of the second entity; or
- (c) a subsidiary entity of the holding company or holding entity of the second entity.

9. For the purposes of this Schedule and the Seventeenth and Eighteenth Schedules, an entity (not being a corporation) is related to a business trust if the entity is —

- (a) a subsidiary entity of the business trust;

- (b) the holding entity of the business trust; or
- (c) a subsidiary entity of the holding company or holding entity of the business trust.

10. For the purposes of this Schedule and the Fifth to Nineteenth Schedules, a corporation is the holding company of an entity if the corporation —

- (a) controls more than half of the voting power of the entity; or
- (b) holds more than half of the issued equity interests of the entity.

11. For the purposes of this Schedule and the Seventeenth and Eighteenth Schedules, a corporation is the holding company of a business trust if the corporation —

- (a) controls more than half of the voting power of the business trust; or
- (b) holds more than half of the issued units of the business trust.

12. For the purposes of this Schedule and the Fifth to Nineteenth Schedules, an entity (not being a corporation) (called in this paragraph the first entity) is the holding entity of another entity (called in this paragraph the second entity) if the first entity —

- (a) controls more than half of the voting power of the second entity; or
- (b) holds more than half of the issued equity interests of the second entity.

13. For the purposes of this Schedule and the Seventeenth and Eighteenth Schedules, an entity (not being a corporation) is the holding entity of a business trust if the entity —

- (a) controls more than half of the voting power of the business trust; or
- (b) holds more than half of the issued units of the business trust.

14. For the purposes of this Schedule and the Fifth to Nineteenth Schedules —

- (a) any reference to a director or an equivalent person of an entity, or a director of the trustee-manager of a business trust, includes a reference to a person named, with that person's consent, in the prospectus or offer information statement as a proposed director or an equivalent person of the entity or of the trustee-manager of the business trust, as the case may be;
- (b) any reference to the most recently completed financial year or years is a reference to the most recently completed financial year or years before the lodgment with the Authority of the document that is the subject of the relevant Schedule; and
- (c) any reference to a pro forma group, in relation to an entity or a business trust, is a reference to a pro forma group of which the entity or the trustee-manager of the business trust (acting in its capacity as trustee-manager of the business trust) (as the case may be) is the holding entity.

FIFTH SCHEDULE

Regulations 2(3), 9(1)(a) and 41(2)(a)

PARTICULARS TO BE INCLUDED UNDER SECTION 243(1) OF ACT IN PROSPECTUS FOR
OFFER OF SHARES OR UNITS OF SHARES IN CASE MENTIONED IN REGULATION 9(1)(a)

PART 1

FRONT COVER

1. On the front cover of the prospectus, provide —

- (a) the date of registration of the prospectus or, in the case of a supplementary prospectus or replacement prospectus, the date of lodgment of the supplementary prospectus or replacement prospectus;
- (b) the following statements:
 - (i) “This document is important. Before making any investment in the securities being offered, you should consider the information provided in this document carefully, and consider whether you understand what is described in this document. You should also consider whether an investment in the securities being offered is suitable for you, taking into account your investment objectives and risk appetite. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax or other professional adviser. You are responsible for your own investment choices.”;
 - (ii) “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 2001, or any other legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of the shares or units of shares, as the case may be, being offered for investment.”;
- (c) the name of the corporation (called in this Schedule the relevant corporation) in respect of which the shares or units of shares, as the case may be, are being offered, and its country of incorporation;
- (d) a statement that an application has been or will be made to an approved exchange to list for quotation or quote the shares or units of shares, as the case may be, being offered on that approved exchange, and the name of that approved exchange; and
- (e) a statement that no shares or units of shares, as the case may be, may be allotted or allocated on the basis of the prospectus later than 6 months after the date of registration of the prospectus by the Authority.

PART 2

IDENTITY OF DIRECTORS, KEY EXECUTIVES, ADVISERS AND AGENTS

Directors and Key Executives

1. Provide the names, addresses and occupations of each of the directors and key executives of the relevant corporation.

Company Secretary

2. Provide the name and professional qualifications of the company secretary of the relevant corporation.

Advisers

3. Provide the names and addresses of —

(a) the principal banker or bankers —

(i) of the relevant corporation; and

(ii) where the relevant corporation is the holding company of a group, of the group;

(b) the issue manager to the offer;

(c) the underwriter to the offer, if any;

(d) the legal adviser for or in relation to the offer;

(e) the introducer, if any; and

(f) the consultant, if any, engaged by the relevant corporation to assist in —

(i) any group restructuring exercise to be undertaken by the relevant corporation in conjunction with the offer and its application to list for quotation on the approved exchange; or

(ii) the issue of securities or securities-based derivatives contracts to investors during the period of 12 months prior to the date of lodgment of the prospectus, for the purposes of facilitating the offer and its application to list for quotation on the approved exchange.

Auditors

4. Provide the names, addresses and professional qualifications (including any membership in a professional body) of the relevant corporation's auditors for the 3 most recently completed financial years. If applicable, provide also the name, address and professional qualifications (including any membership in a professional body) of any other auditor engaged by the relevant corporation in relation to the requirements under Parts 6 and 9 of this Schedule.

5. In a case where 2 or more persons are engaged by the relevant corporation to jointly audit, report

on or prepare financial information for the relevant corporation, all of these persons are treated as auditors for the purposes of the requirements under Parts 6 and 9 of this Schedule if at least one of these persons satisfies the definition of auditor in section 2(1) of the Act.

Registrars and Agents

6. Provide the names and addresses of the relevant corporation's share registrars, transfer agents and receiving bankers for the shares or units of shares, as the case may be, being offered.

PART 3

OFFER STATISTICS AND TIMETABLE

Offer Statistics

1. For each method of offer, state the offer price and the number of shares or units of shares, as the case may be, being offered, but if the offer price or number of shares or units of shares being offered has not been fixed at the time of registration of the prospectus by the Authority, state —

- (a) (if the offer price has not been fixed) the range of prices within which the shares or units of shares are being offered;
- (b) (if the number of shares or units of shares has not been fixed) the range of number of shares or units of shares which are being offered; and
- (c) how and when the final offer price and the number of shares or units of shares will be published.

2. State the market capitalisation of the relevant corporation at the time the shares or units of shares, as the case may be, will be listed for quotation or quoted on the approved exchange but if the offer price, number of shares or units of shares, or both, has or have not been fixed at the time of registration of the prospectus by the Authority, state the range of market capitalisation of the relevant corporation at the time the shares or units of shares, as the case may be, will be listed for quotation or quoted on the approved exchange.

3. To avoid doubt, where the number of shares or units of shares can be increased beyond the range of number of shares or units of shares stated in paragraph 1(b) of this Part, such as by the exercise of an underwriter's over-allotment option or "greenshoe option", the amount by which the offer can be increased must be disclosed under paragraph 11 of Part 10 of this Schedule.

Method and Timetable

4. Provide the information mentioned in paragraphs 5 to 10 of this Part to the extent applicable to —

- (a) the offer procedure; and
- (b) where there is more than one group of targeted potential investors and the offer procedure is different for each group, the offer procedure for each group of targeted potential investors.

5. State the time at, date on, and period during which the offer will be kept open, and the name and address of the person to whom the purchase or subscription applications are to be submitted. If the exact time, date or period is not known on the date of the registration of the prospectus by the Authority, describe the arrangements for announcing the definitive time, date or period. State the circumstances under which the offer period may be extended or shortened, and the duration by which the period may be

extended or shortened. Describe the manner in which any extension or early closure of the offer period will be made public.

6. Where the offer price or number of shares or units of shares being offered has not been fixed at the time of registration of the prospectus by the Authority, state the method by which the offer price or number of shares or units of shares, as the case may be, is to be determined.

7. State the method and time limit for paying up for the shares or units of shares, as the case may be, being offered and where payment is to be partial, the manner in which, and dates on which, amounts due are to be paid.

8. State, where applicable, the methods of and time limits for —

- (a) the delivery of the documents evidencing title to the shares or units of shares, as the case may be, being offered (including temporary documents of title, if applicable) to subscribers or purchasers; and
- (b) the book-entry transfers of the shares or units of shares, as the case may be, being offered in favour of subscribers or purchasers.

9. In the case of any pre-emptive rights to subscribe for or purchase the shares or units of shares, as the case may be, being offered, state the procedure for the exercise of any right of pre-emption, the negotiability of such rights and the treatment of such rights which are not exercised.

10. Provide a full description of the manner in which results of the allotment or allocation of the shares or units of shares, as the case may be, being offered are to be made public and, where appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).

PART 4

KEY INFORMATION

Selected Financial Data

1. Provide, in the same currency as the financial statements to be provided under Part 9 of this Schedule —

- (a) selected audited profit and loss data or, where audited financial statements have been restated under paragraph 8(b)(i) of Part 9 of this Schedule, selected restated profit and loss data of the relevant corporation or, if the relevant corporation is the holding company of a group, the group containing at least the information specified in paragraph 3 of this Part in respect of the financial years for which annual financial statements have been included in the prospectus;
- (b) if interim financial statements have been included in the prospectus, selected profit and loss data containing at least the information specified in paragraph 3 of this Part in respect of the interim period and, where annual financial statements in respect of the previous financial year have been included in the prospectus, comparative profit and loss data in respect of the corresponding interim period of the previous financial year; and
- (c) selected balance sheet data containing at least the information specified in paragraph 4 of this Part, as at the end of —

- (i) the most recently completed financial year for which annual financial statements have been included in the prospectus; or
- (ii) if interim financial statements for any subsequent period have been included in the prospectus, that period.

2. If the selected profit and loss data or the selected balance sheet data for any interim period is not audited, that fact must be stated.

3. For the selected profit and loss data, the specific line items presented must be expressed in the same manner as the corresponding line items in the audited or interim financial statements, as the case may be. Such data must include items generally corresponding to the following:

- (a) net sales or revenue;
- (b) profit or loss before tax;
- (c) net profit or loss after tax;
- (d) net profit or loss after tax attributable to shareholders of the company;
- (e) net profit or loss after tax attributable to non-controlling interests;
- (f) earnings or loss per share;
- (g) earnings or loss per share, after any adjustment to reflect the sale of new shares or units of shares.

Per share amounts to be included must be determined in accordance with the body of accounting principles used in preparing the financial statements.

4. For the selected balance sheet data, the specific line items presented must be expressed in the same manner as the corresponding line items in the audited or interim financial statements, as the case may be. Such data must include items generally corresponding to the following:

- (a) total assets;
- (b) total liabilities;
- (c) net assets or liabilities;
- (d) issued capital and reserves.

5. Where the financial statements of the relevant corporation are prepared in a currency other than the Singapore currency, provide —

- (a) the exchange rate between that foreign currency and the Singapore currency as at the latest practicable date;
- (b) the highest and lowest exchange rates between that foreign currency and the Singapore currency for each month ~~during the previous 6 months; and~~ for the period commencing from
==
 - (i) the end of the most recently completed financial year for which annual financial statements have been included in the prospectus; or

- (ii) if interim financial statements for any subsequent period have been included in the prospectus, the end of that period,

to the latest practicable date; and

Explanatory Note (4): Consequential amendments in paragraph 5(b) arising from the proposed amendments to the requirements on interim financial statements (see Explanatory Note (28)).

- (c) for the 3 most recently completed financial years for which audited financial statements have been included in the prospectus and any interim period for which interim financial statements have been included in the prospectus, the average exchange rates for each period, calculated by using the average of the exchange rates between that foreign currency and the Singapore currency on the last day of each month during the period.

Explanatory Note (5): The amendments in paragraph 5(c) are proposed to clarify the references made to “most recently completed financial years” and “interim period”.

Capitalisation and Indebtedness

6. Provide a statement of capitalisation and indebtedness (including the amount of cash and cash equivalents) as ~~of a~~ at the date of the latest balance sheet that is contained in the audited financial statements included in the prospectus or, if any interim financial statements have been included in the prospectus, the date of the latest balance sheet that is contained in that interim financial statements ~~no earlier than 60 days prior to the date of lodgment of the prospectus~~, showing the capitalisation and indebtedness (distinguishing between guaranteed and non-guaranteed, and secured and unsecured, indebtedness) of —

- (a) the relevant corporation; or
(b) if the relevant corporation is the holding company of a group, the group,

as the case may be, and if applicable, adjusted to reflect ~~the sale of new shares or units of shares, as the case may be, being issued and the intended application of the net proceeds from the sale.~~ —

- (a) any significant change since the date of such statement; and
(b) the sale of new shares or units of shares, as the case may be, being issued and the intended application of the net proceeds from the sale.

For the purposes of this paragraph, indebtedness includes indirect and contingent indebtedness.

Explanatory Note (6): The amendments in paragraph 6 are proposed to allow issuers to align the date of the statement of capitalisation and indebtedness with that of the most recent balance sheet (from which such statement is usually derived) included in the prospectus, while ensuring that investors will continue to receive updates on any recent significant changes.

7. Disclose any other significant contingent liabilities and the nature of such liabilities.

Use of Proceeds from Offer and Expenses Incurred

8. In the same section, provide the information set out in paragraphs 9 to 13 of this Part.

9. Disclose the estimated amount of the proceeds from the offer (net of the estimated amount of expenses incurred in connection with the offer) (called in this paragraph and paragraph 10 of this Part the net proceeds). Where only a part of the net proceeds will go to the relevant corporation, indicate the amount of the net proceeds that will be raised by the relevant corporation. If none of the proceeds will go to the relevant corporation, provide a statement of that fact.

10. Disclose how the net proceeds raised by the relevant corporation from the offer will be allocated to 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 of the relevant corporation, must be raised by the offer of shares or units of shares, as the case may be.

11. ~~For each dollar of the proceeds from the offer that will be raised by the relevant corporation, state the estimated amount that will be allocated to each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the offer. Provide the following information for each dollar of the proceeds:~~

- ~~(a) the estimated amount that will be used to pay for expenses incurred in connection with the offer;~~
- ~~(b) other than the amount mentioned under sub-paragraph (a), the estimated amount that will not go to the relevant corporation;~~
- ~~(c) the estimated amount that will be allocated to each principal intended use; and~~
- ~~(d) if applicable, the estimated amount that is proposed to be applied for general uses under paragraph 10 of this Part.~~

Explanatory Note (7): The amendments in paragraph 11 are proposed to provide clarity on the uses of each dollar of proceeds raised from investors.

12. If any material part of the proceeds to be raised by the relevant corporation will be used, directly or indirectly, to acquire or refinance the acquisition of any asset, business or entity, briefly describe the asset, business or entity and state its purchase price. Provide information on the status of the acquisition and the estimated completion date. Where funds have already been expended for the acquisition, state the amount that has been paid by the relevant corporation, or, if the relevant corporation is a holding company, the amount that has been paid by the relevant corporation or any other entity in the group, as at the latest practicable date. If the asset, business or entity has been or will be acquired from an interested person of the relevant corporation, identify the interested person and state how the cost to the relevant corporation is or will be determined and whether the acquisition is on normal commercial terms~~an arm's length basis~~.

13. If any material part of the proceeds to be raised by the relevant corporation will be used to discharge, reduce or retire the indebtedness of the relevant corporation or, if the relevant corporation is the holding company of a group, of the group, 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.

14. In the section containing the information mentioned in paragraphs 8 to 13 of this Part or in an

adjoining section —

- (a) disclose the amount of discount or commission per share or per unit of share, as the case may be, agreed upon between the underwriter, or other placement or selling agent in relation to the offer, and —
 - (i) the relevant corporation; or
 - (ii) the holder of shares or units of shares in the relevant corporation, who is selling such shares or units of shares;
- (b) provide a reasonably itemised statement of the major expenses incurred in connection with the offer and the issue and distribution of the shares or units of shares, as the case may be, being offered (in absolute terms and as a percentage of the total amount of the offer) that are payable by, or on behalf of, the relevant corporation;
- (c) if any expenses are to be paid by a person on behalf of the relevant corporation, identify the person; and
- (d) indicate the amount of any expense specifically charged to the subscriber or purchaser of the shares or units of shares, as the case may be, being offered.

The information may be given subject to future contingencies. Where the amount of any item is not known, estimates (identified as such) must be given.

Risk Factors

15. Disclose, in a specific section with the heading “Risk Factors”, the risk factors that are specific to the relevant corporation and its industry as well as the shares or units of shares, as the case may be, being offered, which had materially affected or could materially affect, directly or indirectly, the relevant corporation’s financial position and results and business operations, and investments by holders of shares or units of shares, as the case may be, in the relevant corporation. Where possible, state the extent to which the relevant corporation’s financial position or results had been or could be affected by the risk factor.

PART 5

INFORMATION ON THE RELEVANT CORPORATION

History of the Relevant Corporation

1. Provide the following information:

- (a) the date of incorporation and, where the constituent documents of the relevant corporation provide a limit as to the duration for which the relevant corporation is to exist, such duration;
- (b) the legal form of the relevant corporation, the legislation under which it operates, the address and telephone ~~and facsimile numbers~~ of its registered office and principal place of business (if different from those of its registered office), and the email address of the relevant corporation or a representative of the relevant corporation;

Explanatory Note (8): The amendments in paragraph 1 are proposed as facsimile is no longer a commonly used mode of business communication.

- (c) the length of time for which the business of the relevant corporation or, if the relevant corporation is the holding company of a group, of the group has been carried on, and the important events in the development of the business;
- (d) a description, including the amount invested, of each material expenditure on and divestment of capital investment (including any interest in another corporation) by the relevant corporation or, if the relevant corporation is the holding company of a group, by the group between the beginning of the period comprising the 3 most recently completed financial years for which audited financial statements have been included in the prospectus and the latest practicable date;

Explanatory Note (9): The amendments in paragraph 1(d) are proposed to clarify the reference made to “most recently completed financial years”.

- (e) a description of each material expenditure on and divestment of capital investment by the relevant corporation or, if the relevant corporation is the holding company of a group, by the group which is in progress, including the geographical location of the investment and the method of financing;
- (f) any public take-over offer, by a third party in respect of the relevant corporation’s shares or by the relevant corporation in respect of the shares of another corporation or the units of a business trust, which has occurred between the beginning of the most recently completed financial year and the latest practicable date, including the price or exchange terms attaching to such offer and the outcome of the offer.

Business Overview

2. Provide the following information in respect of the relevant corporation:

- (a) the nature of the operations and principal activities, the main categories of products sold and services performed for each of the 3 most recently completed financial years, any significant new product or service introduced between the beginning of the period comprising the 3 most recently completed financial years and the latest practicable date and, to the extent that the development of the new product or service has been publicly disclosed, the status of such development;
- (b) the principal markets in which the relevant corporation competes, including a breakdown of total revenue by category of activity and geographic market, for each of the 3 most recently completed financial years for which audited financial statements have been included in the prospectus;

Explanatory Note (10): The amendments in paragraph 2(b) are proposed to clarify the reference made to “most recently completed financial years”.

- (c) whether the main business is seasonal in nature and, if so, details of such seasonal nature;
- (d) whether the business or profitability of the relevant corporation is materially dependent on any patent or licence, industrial, commercial or financial contract (including a contract with

a customer or supplier) or new manufacturing process;

- (e) any material effect of government regulations on the business, identifying the regulatory body.

3. In paragraph 2 of this Part, a reference to the relevant corporation is, if the relevant corporation is the holding company of a group, a reference to the group.

4. Where the relevant corporation has made any statement regarding its position in comparison with its competitors, disclose the basis for such statement.

Organisational Structure

5. If the relevant corporation is part of a group, briefly describe the group, and the relevant corporation's position within the group. If the relevant corporation is the holding company of a group, provide information on every subsidiary, subsidiary entity, associated company and associated entity of the relevant corporation, being a subsidiary, a subsidiary entity, an associated company or an associated entity, as the case may be, the absolute amount of the net assets, net liabilities or profit or loss before tax of which accounts for 10% or more of the absolute amount of the net assets, net liabilities or profit or loss before tax, respectively, of the group for any of the 3 most recently completed financial years. Such information must include the name, country of incorporation or constitution, principal place of business, principal activities, proportion of ownership interest of the relevant corporation and, if different, proportion of voting power held by the relevant corporation.

Fixed Assets

6. Provide information regarding any material tangible fixed asset of the relevant corporation, including any leased property and any major encumbrances thereon. The information provided must include —

- (a) in the case of property, a description of the property (including the size, tenure and use of the property) and —
 - (i) where the property will be acquired or is beneficially owned by the relevant corporation, and the relevant corporation has not obtained legal title to the property at the date of registration of the prospectus by the Authority, a statement of that fact, the reasons why legal title has not been obtained, the potential impact of that fact on the relevant corporation's operations and, if applicable, the expected date by which the legal title will be transferred to the relevant corporation; or
 - (ii) where the property is leased by the relevant corporation, ~~the identity of the lessor,~~ the duration of the lease and, if the lease may be unilaterally terminated by the lessor, a statement of that fact and the potential impact of that fact on the relevant corporation's operations;

Explanatory Note (11): The amendment in paragraph 6(a)(ii) is proposed given industry feedback that the identity of an issuer's lessor is typically not relevant to investors, and that issuers may not be able to disclose their lessor's identity due to commercial constraints, such as in situations where they were unable to obtain their lessor's permission to do so, or where they were obliged to adhere to the relevant confidentiality clauses in their lease agreements.

- (b) in the case of a production facility, ~~information regarding its the productive capacity and extent of utilisation of the facility for each of the 3 most recently completed financial years, and for any interim period for which financial statements have been included in the prospectus, or, if the productive capacity or extent of utilisation for any of those financial years cannot be determined or, if such information is not meaningful in the context of the offer,~~ an explanation why;

Explanatory Note (12): MAS notes that the existing requirement in paragraph 6(b) could result in a significant amount of technical information being disclosed, especially when the issuer has many different business units and production lines. Such disclosure may also not be relevant to businesses that are less production-based. As such, the amendments in paragraph 6(b) are proposed to allow issuers more room to explain their operational capacity without overly technical specifications and in a way that is appropriate for the industry that they are operating in.

- (c) how the fixed asset is held;
- (d) the products produced; and
- (e) the location.

7. Describe every regulatory requirement and environmental issue that may materially affect the relevant corporation's utilisation of any of its material tangible fixed assets. With regard to any material plan to construct, expand or improve a facility, describe the nature of and reason for the plan, and give an estimate of the amount of expenditure, including the amount already expended. In addition, disclose the method of financing the plan, the estimated dates of commencement and completion of the plan, and any anticipated increase in production capacity after completion.

8. In paragraphs 6 and 7 of this Part, a reference to the relevant corporation is, if the relevant corporation is the holding company of a group, a reference to the group.

PART 6

OPERATING AND FINANCIAL REVIEW AND PROSPECTS

1. Information required under this Part must be provided in respect of the relevant corporation or, if the relevant corporation is the holding company of a group, of the group.

Operating Results

2. In respect of each of the 2 most recently completed financial years for which audited financial statements have been included in the prospectus and any interim period for which interim financial statements have been included in the prospectus, provide a narrative of the extent to which any material change in net sales or revenue, as compared to the previous financial year or previous corresponding

interim period, is attributable to a change in the price or volume of products being sold or services being performed, or to the introduction of a new product or service as compared to the previous corresponding period. Where the change in price or volume of products sold or services performed is due to any particular reason or factor, provide details of such reason or factor.

3. In respect of each financial year for which audited financial statements have been included in the prospectus and any interim period for which interim financial statements have been included in the prospectus, provide information regarding any significant factor, including any unusual or infrequent event or new development, which materially affected profit or loss before tax of the relevant corporation, and indicate the extent to which such profit or loss was so affected. Describe any other significant component of revenue or expenditure necessary to understand the profit or loss before tax for each of these financial periods.

4. If the impact of foreign currency fluctuations is material, state such impact and the extent to which foreign currency exposure and investment is hedged by currency borrowings or other hedging instruments.

Liquidity and Capital Resources

5. Provide the following information regarding liquidity (both short and long term):

- (a) a description of the material sources of liquidity, whether internal or external, and a brief discussion of any material unused sources of liquidity, as of the latest practicable date, including a statement by the directors of the relevant corporation as to whether, in their reasonable opinion, the working capital available to the relevant corporation or, if the relevant corporation is the holding company of a group, to the group, as at the date of lodgment of the prospectus, is sufficient for at least the next 12 months and, if insufficient, how the additional working capital considered by the directors to be necessary is proposed to be provided;
- (b) an evaluation of the material sources and amounts of cash flows from operating, investing and financing activities in respect of —
 - (i) each financial year for which audited cash flow statements have been included in the prospectus; and
 - (ii) if an interim cash flow statement has been included in the prospectus, the period covered by the interim cash flow statement;
- (c) the nature and extent of any legal, financial or economic restriction on the ability of a subsidiary or subsidiary entity of the relevant corporation to transfer funds to the relevant corporation in the form of cash dividends, loans or advances, and the impact such restrictions have had or are expected to have on the ability of the relevant corporation to meet its cash obligations;
- (d) the level of borrowings as at the end of the most recently completed financial year for which audited financial statements have been included in the prospectus or, if any interim financial statements have been included, the period covered by the interim financial statements, the extent to which the borrowings are at a fixed rate, and the maturity profile of the borrowings and committed borrowings facility, with a description of any restriction on its use;

Explanatory Note (13): The amendments in paragraph 5(d) are proposed to clarify the reference made to “most recently completed financial years”.

- (e) if the relevant corporation or any other entity in the group is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the relevant corporation’s financial position and results or business operations, or the investments by holders of shares or units of shares, as the case may be, in the relevant corporation —
 - (i) a statement of that fact;
 - (ii) details of the credit arrangement or bank loan; and
 - (iii) any action taken or to be taken by the relevant corporation or other entity in the group, as the case may be, to rectify the situation (including the status of any restructuring negotiations or agreement, if applicable).

6. When ascertaining for the purposes of paragraph 5(a) of this Part whether working capital is sufficient, any financing facilities which are not available as at the date of lodgment of the prospectus must not be included, but net proceeds from the offer may be taken into account if the offer is fully underwritten. Where the offer is not fully underwritten, minimum net proceeds may be included only if it is an express condition of the offer that minimum net proceeds are to be raised and that the application moneys will be returned to investors if the minimum net proceeds are not raised.

7. Provide information on the use of any financial instrument for hedging purposes, including the nature of exposure, the type of financial instrument used, the hedging policy adopted by the relevant corporation and the control procedures put in place to ensure that the hedging policy is adhered to.

8. Provide information on any material commitment for capital expenditures as of the latest practicable date, and indicate the general purpose of such commitment and the anticipated source of funds needed to fulfil such commitment.

~~9. Where the amount of trade receivables is material, provide information on the relevant corporation’s credit policy, the circumstances under which credit terms may be extended, the average collection period for each of the 3 most recently completed financial years and any interim period for which interim financial statements have been included in the prospectus, and any material exposure to doubtful trade receivables for each of the 3 most recently completed financial years and any interim period for which interim financial statements have been included in the prospectus. If the amount of trade receivables as at the end of the most recently completed financial year, or as at the end of any interim period for which interim financial statements have been included in the prospectus, was material, state the amount which has been collected as of the latest practicable date.~~

Explanatory Note (14): The removal of paragraph 9 is proposed as information on trade receivables is also disclosed in the financial statements to be provided under Part 9 of this Schedule.

Research and Development

10. Where research and development activities are material to the relevant corporation's business, provide a description of the research and development policies of the relevant corporation for the 3 most recently completed financial years for which audited financial statements have been included in the prospectus and any interim period for which interim financial statements have been included in the prospectus, including the amount spent on research and development activities and the percentage of the net sales or revenue of the relevant corporation in each of those years and the interim period spent on such activities.

Explanatory Note (15): The amendments in paragraph 10 are proposed to clarify the reference made to "most recently completed financial years".

Trend Information and Profit Forecast or Profit Estimate

11. Discuss —

- (a) the business and financial prospects for the next 12 months from the latest practicable date;
- (b) any significant recent trends in production, sales and inventory, and in the costs and selling prices of products and services since the end of the most recently completed financial year for which audited financial statements have been included in the prospectus or, if any interim financial statements have been included, the period covered by the interim financial statements; and

Explanatory Note (16): The amendments in paragraph 11(b) are proposed to clarify the reference made to "most recently completed financial years".

- (c) any other known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources for at least the current financial year, or that may cause financial information disclosed in the prospectus to be not necessarily indicative of the future operating results or financial condition of the relevant corporation.

Where there are no trends, uncertainties, demands, commitments or events mentioned in sub paragraph (b) or (c), provide an appropriate statement to that effect.

12. Discuss the state of the order book since the end of the most recent period for which annual or interim financial statements have been provided under Part 9 of this Schedule. Where such information is not relevant to the business of the relevant corporation, provide an appropriate statement to that effect and the reason why such information is not relevant.

13. Where a profit forecast is disclosed, state the extent to which projected sales or revenues are based on secured contracts or orders, and the reasons for expecting to achieve the projected sales or revenues and profit, and discuss the impact of any likely change in business and operating conditions on the forecast.

14. Where a profit forecast or profit estimate is disclosed, state all principal assumptions, if any, upon which the directors of the relevant corporation have based their profit forecast or profit estimate, as the case may be.

~~15. Where a profit forecast is disclosed, include a statement by an auditor of the relevant corporation as to whether the profit forecast is properly prepared on the basis of the assumptions mentioned in paragraph 14 of this Part, is consistent with the accounting policies adopted by the relevant corporation, and is presented in accordance with the accounting standards adopted by the relevant corporation in the~~

preparation of its financial statements.

~~16. Where the profit forecast disclosed is in respect of a period ending on a date not later than the end of the current financial year of the relevant corporation, provide in addition to the statement mentioned in paragraph 15 of this Part —~~

- ~~(a) a statement by the issue manager to the offer, or by any other person whose profession or reputation gives authority to the statement made by that person, that the profit forecast has been stated by the directors of the relevant corporation after due and careful enquiry and consideration; or~~
- ~~(b) a statement by an auditor of the relevant corporation, prepared on the basis of the auditor's examination of the evidence supporting the assumptions mentioned in paragraph 14 of this Part 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 the auditor's attention which gives the auditor reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.~~

~~17. Where the profit forecast disclosed is in respect of a period ending on a date after the end of the current financial year of the relevant corporation, provide in addition to the statement mentioned in paragraph 15 of this Part —~~

- ~~(a) a statement by the issue manager to the offer, or by any other person whose profession or reputation gives authority to the statement made by that person, prepared on the basis of an examination by that issue manager or person of the evidence supporting the assumptions mentioned in paragraph 14 of this Part, to the effect that no matter has come to the attention of that issue manager or person which gives that issue manager or person reason to believe that the assumptions do not provide reasonable grounds for the profit forecast; or~~
- ~~(b) a statement by an auditor of the relevant corporation, prepared on the basis of the auditor's examination of the evidence supporting the assumptions mentioned in paragraph 14 of this Part 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 the auditor's attention which gives the auditor reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.~~

18. Where a profit forecast or profit estimate is disclosed, include a statement by the directors of the relevant corporation as to whether the profit forecast or estimate, as the case may be, —

- (a) is consistent with the accounting policies adopted in the preparation of the annual financial statements to be provided under paragraph 2 of Part 9 of this Schedule;
- (b) has been properly prepared on the basis of the assumptions mentioned in paragraph 14 of this Part; and
- (c) has been stated after due and careful enquiry and consideration by the directors of the relevant corporation.

Explanatory Note (17): Profit forecasts are useful to investors in assessing issuers' financial prospects. However, there has been feedback that it is often challenging for issuers to obtain attestations from professional firms, as profit forecast normally involves a high degree of business judgment by the issuer's board and management. The onus should thus be on the issuer's board to ensure that the profit forecast is prepared in manner that is consistent with the issuer's accounting policies and the assumptions underlying the profit forecast are reasonable. As such, the amendments above are proposed to require the issuer's board to provide the necessary attestation, instead of a third-party. This is in line with the approach in the EU and UK.

PART 7

SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY EXECUTIVES AND EMPLOYEES

Directors and Key Executives

1. Provide the following information with respect to each of the directors and key executives of the relevant corporation and any employee of the group, such as a scientist, researcher or designer, upon whose work the relevant corporation is dependent:

- (a) name, details of past working experience, educational and professional qualifications, if any, and areas of expertise or responsibility in the relevant corporation or, if the relevant corporation is the holding company of a group, in the group;
- (b) each principal business activity performed outside the relevant corporation or, if the relevant corporation is the holding company of a group, the group ~~and each principal directorship held at present or in the last 5 years other than in the relevant corporation;~~

(bb) each principal directorship held at present other than in the relevant corporation or, if the relevant corporation is the holding company of a group, the relevant corporation and any other entity in the group;

Explanatory Note (18): There has been industry feedback that information on past directorships, as well as those on existing directorships in entities held under the issuer, are not relevant to investors. Given that issuers are already required, under paragraph 8 of this Part, to disclose adverse matters that could affect investors' evaluation of the competency, character and integrity of the relevant persons, MAS proposes to streamline the existing requirement in paragraph 1(b) to focus only on the disclosure of existing directorships outside of the issuer group.

- (c) age;
- (d) the nature of any family relationship —
 - (i) between any of the persons named above; or
 - (ii) between any of the persons named above and any substantial shareholder of the relevant corporation;

- (e) any arrangement or understanding with a substantial shareholder, customer or supplier of the relevant corporation or other person, pursuant to which any person mentioned above was selected as a director or key executive of the relevant corporation.

Management Reporting Structure

~~2. Provide the management reporting structure of the relevant corporation.~~

Explanatory Note (19): The removal of paragraph 2 is proposed as issuers are already required to disclose details on their directors and key executives, including their areas of expertise or responsibility in the organisation.

Interest in Shares

3. Provide the names of each substantial shareholder and director and the chief executive officer of the relevant corporation, and state the number and percentage of shares of each class in which each of them has an interest, whether direct or deemed under section 4 of the Act, as of the latest practicable date and immediately after the offer. ~~Disclose any significant change in the percentage of ownership in the last 3 years prior to the latest practicable date.~~

3A. Disclose any significant change in the percentage of ownership of each substantial shareholder in the last 3 years before the latest practicable date.

Explanatory Note (20): The amendments in paragraph 3 are proposed as there has been industry feedback that historical information on directors' and CEO's pre-offer shareholding changes do not carry much informational value, and that the more relevant information for investors would be the directors' and CEO's shareholding interests at the point of the offer.

4. Indicate whether the shares in which the persons mentioned in paragraph 3 of this Part have interests carry different voting rights from those shares being offered, or provide an appropriate negative statement.

5. To the extent known to the relevant corporation, state whether the relevant corporation is directly or indirectly owned or controlled, whether severally or jointly, by any person or government, and if so, give the name of such person or government, and briefly describe the nature of such control, including the amount and proportion of capital held giving a right to vote.

6. Disclose any contractual undertaking provided by any party to observe a moratorium on the transfer or disposal of his or her interest, within the meaning of section 4 of the Act, in the shares of the relevant corporation.

7. Describe any known arrangement the operation of which may, at a subsequent date, result in a change in control of the relevant corporation.

Material Background Information

8. Disclose the following matters concerning a director, key executive or controlling shareholder of the relevant corporation:

- (a) whether at any time during the last 10 years, an application or a petition under any bankruptcy laws of any jurisdiction was filed against him or her or against a partnership of which he or she was a partner at the time when he or she was a partner or at any time within 2 years after the date he or she ceased to be a partner;
- (b) whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he or she was a director or an equivalent person or a key executive, at the time when he or she was a director or an equivalent person or a key executive of that entity, or at any time within 2 years after the date he or she ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency;
- (c) whether there is any unsatisfied judgment against him or her;
- (d) whether he or she has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he or she is aware) for such purpose;
- (e) whether he or she has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he or she is aware) for such breach;
- (f) whether at any time during the last 10 years, judgment has been entered against him or her in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his or her part, or he or she has been the subject of any civil proceedings (including any pending civil proceedings of which he or she is aware) involving an allegation of fraud, misrepresentation or dishonesty on his or her part;
- (g) whether he or she has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust;
- (h) whether he or she has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust;
- (i) whether he or she has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body permanently or temporarily enjoining him or her from engaging in any type of business practice or activity;
- (j) whether he or she has ever, to his or her knowledge, been involved in ~~concerned with~~ the management or conduct, in Singapore or elsewhere, of the affairs of —
 - (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere;

- (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere;
- (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or
- (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,

in connection with any matter occurring or arising during the period when he or she was so ~~concerned with~~involved in the entity or business trust that is material to the evaluation of his or her competency, character or integrity; and

- (k) whether he or she has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Authority or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere, that is material to the evaluation of his or her competency, character or integrity.

Explanatory Note (21): The amendments in paragraphs 8(j) and 8(k) are proposed to streamline the scope of disclosable matters (being only those that are material to the evaluation of the relevant person's competency, character or integrity), so as to drive more targeted and meaningful disclosures for investors.

Compensation for Services

9. Disclose, in bands of up to \$250,000 —

- (a) the amount of compensation paid by the relevant corporation or its subsidiary or subsidiary entity for each of the 2 most recently completed financial years; and
- (b) the estimated amount of compensation paid and to be paid by the relevant corporation or its subsidiary or subsidiary entity for the whole of the current financial year,

to —

- (i) each director of the relevant corporation;
- (ii) the chief executive officer of the relevant corporation; and
- (iii) each key executive (not being the chief executive officer or a director) of the relevant corporation who is among the top 5 such key executives of the relevant corporation in terms of amount of compensation or, if the relevant corporation is the holding company of a group, who is among the top 5 such key executives of the group in terms of amount of compensation,

for services rendered by such a person in any capacity to the relevant corporation or its related corporation or related entity.

10. For the purposes of paragraph 9 of this Part —

- (a) compensation includes any benefit in kind; and

- (b) compensation that has already been paid includes any deferred compensation accrued for the financial year in question and payable at a later date.

11. For the purposes of paragraph 9(b) of this Part, any estimated amount of compensation that is to be paid pursuant to any bonus or profit-sharing plan or any other profit-linked agreement or arrangement, but which has not yet been paid, may be excluded from the calculation of the estimated amount of compensation in respect of the whole of the current financial year, provided that that fact is stated.

12. If any portion of the compensation was paid or is to be paid pursuant to any bonus or profit-sharing plan or any other profit-linked agreement or arrangement, identify the person to whom such compensation was or is to be paid, and briefly describe the plan, agreement or arrangement and the basis of the person's participation in the plan, agreement or arrangement.

13. Paragraph 12 need not be complied with in relation to compensation that was paid or is to be paid in any financial year to persons who are not directors or controlling shareholders, if —

- (a) the total amount paid and to be paid pursuant to any such plan, agreement or arrangement to such persons, on an individual basis, did not and will not account for more than 1% of the profit before tax of the relevant corporation or, if the relevant corporation is the holding company of a group, the group, in that financial year; and
- (b) the aggregate amount that was paid and the maximum aggregate amount that is to be paid to all such persons under all such plans, agreements or arrangements in that financial year are disclosed.

14. If any portion of the compensation was paid or is to be paid in the form of stock options, identify the persons to whom such compensation was or is to be paid, and provide the description and number of shares covered by the options, the exercise price, the option purchase price (if any), the period during which the options are exercisable, and the expiration date of the options.

15. State the total amounts set aside or accrued by the relevant corporation or its subsidiary or subsidiary entity to provide pension, retirement or similar benefits, if any.

16. Provide details of any existing or proposed service contract, entered or to be entered into by the directors of the relevant corporation with the relevant corporation or its subsidiary or subsidiary entity, which provides for benefits upon termination of employment, or an appropriate negative statement.

17. For a service contract mentioned in paragraph 16 of this Part with a fixed term, state the term of each such contract, the unexpired term and the name of the relevant director.

18. Disclose, in bands of up to \$5100,000, the amount of compensation paid by the relevant corporation, and any subsidiary or subsidiary entity of the relevant corporation, for each of the 2 most recently completed financial years to each employee who is a substantial shareholder, or an immediate family member of a substantial shareholder, director or chief executive officer, of the relevant corporation, and whose remuneration exceeds \$5100,000 during the relevant financial year, or explain why such information is not disclosed.

Explanatory Note (22): The amendments in paragraph 18 are proposed to align the requirements with Provision 8.2 of Principle 8 of the Code of Corporate Governance.

Board Practices

19. With respect to each of the directors of the relevant corporation, state the date of expiration of the current term of office, if applicable, and the period for which the person has served in that office.

20. In respect of the current financial year, provide details relating to the relevant corporation's audit committee, remuneration committee and nomination committee, if any, including the names of committee members and a summary of the terms of reference under which each committee operates.

Employees

21. Provide either —

- (a) the average number of employees of the relevant corporation or, if the relevant corporation is the holding company of a group, of the group for each of the 3 most recently completed financial years for which audited financial statements have been included in the prospectus and any interim period for which interim financial statements have been included in the prospectus, and the reason for any change in the average number of such employees, if material; or
- (b) the number of employees of the relevant corporation or, if the relevant corporation is the holding company of a group, of the group as at the end of each of the 3 most recently completed financial years for which audited financial statements have been included in the prospectus and any interim period for which interim financial statements have been included in the prospectus, and the reason for any change in the number of such employees, if material,

and, if possible, a breakdown of persons employed by activity and geographic location. Disclose information regarding the relationship between management and labour unions. If the relevant corporation or, if the relevant corporation is the holding company of a group, the group employs a significant number of temporary employees, disclose the average number of temporary employees in respect of the most recently completed financial year.

Explanatory Note (23): The amendments in paragraph 21 are proposed to clarify the reference to “most recently completed financial years” and “interim period”.

Share Options

22. Unless otherwise disclosed pursuant to paragraphs 9 to 14 of this Part, provide information as to the options on the shares of the relevant corporation granted to each of the directors and the chief executive officer of the relevant corporation, including, in respect of each option —

- (a) the description and number of shares covered by the option;
- (b) the exercise price;
- (c) the option purchase price (if any);
- (d) the period during which the option is exercisable; and
- (e) the expiration date of the option.

23. Describe any arrangement which involves the employees of the relevant corporation and, if the relevant corporation is a holding company, the directors or employees of a subsidiary, a subsidiary entity, an associated company or an associated entity of the relevant corporation, in the capital of the relevant corporation, including any arrangement that involves the issue or grant of options or shares or any other securities or securities-based derivatives contracts of the relevant corporation.

PART 8

INTERESTED PERSON TRANSACTIONS, RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS

Interested Person Transactions

1. Provide as of the latest practicable date, the following information with respect to each transaction or loan, or proposed transaction or loan, ~~between the beginning of the 3 most recently completed financial years and the latest practicable date, and~~ between the entity at risk and an interested person of the relevant corporation, ~~that is expected to continue, or that is expected to be repaid, partly or wholly, after the close which are material in the context~~ of the offer:

- (a) the nature of the transaction ~~and the quantum involved~~;
- (b) ~~the amount~~ a description of the loan (including a guarantee of any kind) made or expected to be made by the entity at risk or interested person to or for the benefit of the interested person or entity at risk respectively, such information to include ~~the largest amount outstanding during the period covered, the amount outstanding as at the latest practicable date~~, the nature of the loan and the transaction in which it was or will incurred, ~~and~~ the interest rate on the loan, and where applicable, the amount outstanding as at the latest practicable date.

Explanatory Note (24): There has been industry feedback that the requirement to provide information on past interested person transactions (“IPTs”) is burdensome, and that the information provided is not relevant to investors in assessing an issuer’s prospects. Given that the financial statements would typically contain similar information (i.e., information on historical related party transactions), MAS proposes to streamline the disclosure requirements on IPTs, to focus only on IPTs that will continue post-offer. In this regard, MAS seeks comments on proposed amendments in paragraphs 1, 2 and 3, and on proposed paragraphs 4A.

2. For each transaction mentioned in paragraph 1 of this Part —

- ~~(a) if that transaction has been completed or will be completed at or before the close of the offer, disclose whether or not the transaction has been or will be carried out on an arm’s length basis;~~
- (b) if that transaction has taken place ~~will continue after the close of the offer~~, disclose —
 - (i) whether or not the transaction has been carried out on normal commercial terms or terms that are not prejudicial to the interests of the relevant corporation and its minority shareholders ~~an arm’s length basis~~; and
 - (ii) ~~the~~ whether any procedure has been undertaken or ~~which~~ will be undertaken to ensure that the transaction will be carried out on normal commercial terms or terms that are not prejudicial to the interests of the relevant corporation and its minority shareholders ~~an arm’s length basis~~, and if so, a description of the procedure; or
- (c) if that transaction has been proposed, disclose ~~the~~ whether any procedure has been undertaken

~~or which~~ will be undertaken to ensure that such transaction will be carried out on normal commercial terms or terms that are not prejudicial to the interests of the relevant corporation and its minority shareholders~~an arm's length basis~~.

3. For each loan mentioned in paragraph 1 of this Part —

- ~~(a) if that loan has been repaid or will be repaid at or before the close of the offer, disclose whether or not the loan was made on an arm's length basis;~~
- (b) if that loan ~~is to be repaid, whether partly or wholly, after the close of the offer~~has been made, disclose —
 - (i) whether or not the loan was made on normal commercial terms or terms that are not prejudicial to the interests of the relevant corporation and its minority shareholders~~an arm's length basis~~; and
 - (ii) when the loan is intended or required to be repaid; or
- (c) if that loan has been proposed, disclose ~~the~~whether any procedure has been undertaken or ~~which~~ will be undertaken to ensure that such loan will be made on normal commercial terms or terms that are not prejudicial to the interests of the relevant corporation and its minority shareholders, and if so, a description of the procedure~~an arm's length basis~~.

Explanatory Note (25): The amendments in paragraphs 2(b), 2(c), 3(b) and 3(c) are proposed in response to industry practitioners' request for clarity on whether issuers are obliged to ensure that IPTs are or will be carried out on arm's length basis, as well as to address their feedback that issuers may sometimes engage in IPTs that are not on normal commercial terms but nevertheless beneficial, and not prejudicial, to their interest and that of their minority shareholders.

4. Where transactions or loans between the entity at risk and an interested person of the relevant corporation are similar and recurring in nature or could otherwise be grouped in a meaningful manner, the information required with respect to the transactions or loans in paragraphs 1, 2 and 3 of this Part should be provided on an aggregate basis, if the aggregate of these transactions or loans are material in the context of the offer.

Related Party Transactions

4A. Provide information or a reference to the specific portion of the financial statements to be provided under Part 9 of this Schedule containing such information, on related party transactions (as defined under the accounting standards adopted by the relevant corporation in the preparation of its financial statements) of the relevant corporation or, if the relevant corporation is the holding company of a group, of the group, in respect of the period covered by the financial statements to be provided under Part 9 of this Schedule.

Conflict of Interests

5. Where a director or controlling shareholder of the relevant corporation or his or her associate has an interest in any entity or group carrying on the same business or dealing in similar products as the relevant corporation or, if the relevant corporation is the holding company of a group, as the group, ~~disclose~~provide —

- (a) the name of that entity or in a case of a group, the immediate holding entity of that group;

(aa) a description of the business of that entity or group;

(b) the name of the director or controlling shareholder involved;

(c) the nature and extent of his or her interest in that entity or group, and the extent to which he or she is involved in the management of that entity or group either directly or indirectly; and

(d) ~~whether a description of~~ any conflict of interests thereby arising and, a statement on whether such conflict of interests has been or is to be resolved or mitigated and, if so, how it has been or is proposed to be resolved or mitigated.

Explanatory Note (26): MAS notes that the existing requirement may result in the disclosure of voluminous details about the entities owned by an issuer's directors and controlling shareholders, especially in the case where an issuer is part of a conglomerate. To drive more targeted disclosure, the amendments in paragraph 5 are proposed for issuers to provide clear disclosure on the core substance of conflicts faced, rather than just factual information about the entities.

Interests of Experts

6. If an expert named in the prospectus —

- (a) is employed on a contingent basis by the relevant corporation or its subsidiary or subsidiary entity;
- (b) has a material interest, whether direct or indirect, in the shares of the relevant corporation or its subsidiary, or in the equity interests of its subsidiary entity; or
- (c) has a material economic interest, whether direct or indirect, in the relevant corporation, including an interest in the success of the offer,

describe the nature and terms of such contingency or interest.

Interests of Underwriters, Financial Advisers, Introducers, or Consultants

7. If, in the reasonable opinion of the directors, any underwriter, financial adviser, introducer, or consultant engaged by the relevant corporation, in relation to the offer, has a material relationship with the relevant corporation, describe the nature and terms of such relationship.

PART 9

FINANCIAL INFORMATION

1.—(1) In this Part, unless the context otherwise requires —

“annual financial statements” means any annual financial statements of the relevant corporation or, where the relevant corporation is a holding company, any annual consolidated financial statements of the relevant corporation or any annual combined financial statements of the group;

“auditor” includes, where the relevant corporation has engaged any auditor other than its own in relation to any requirement under this Part, that auditor;

“common control business” means a business that —

- (a) at the time of registration of the prospectus, had been acquired by the relevant corporation or any other entity in the group; and
- (b) immediately prior to its acquisition by the relevant corporation or that other entity, was held and controlled, whether directly or indirectly, by a person who controls the relevant corporation;

“common control business trust” means a business trust that —

- (a) at the time of registration of the prospectus, had been acquired by the relevant corporation or any other entity in the group; and
- (b) immediately prior to its acquisition by the relevant corporation or that other entity, was held and controlled, whether directly or indirectly, by a person who controls the relevant corporation;

“common control entity” means an entity that —

- (a) at the time of registration of the prospectus, had been acquired by the relevant corporation or any other entity in the group; and
- (b) immediately prior to its acquisition by the relevant corporation or that other entity, was held and controlled, whether directly or indirectly, by a person who controls the relevant corporation;

“group” means the group of which the relevant corporation is the holding company;

“interim financial statements” means any interim financial statements of the relevant corporation or, where the relevant corporation is a holding company, any interim consolidated financial statements of the relevant corporation or any interim combined financial statements of the group;

“pro forma financial statements” means any pro forma financial statements of the relevant corporation or, where the relevant corporation is a holding company, of the group;

“underlying financial statements”, in relation to any financial statements which have been restated pursuant to paragraph 8(b)(i) of this Part (called in this definition the restated financial statements), means the financial statements that form the basis for the restated financial statements.

(2) For the purposes of this Part, a person controls an entity, a business or a business trust if —

- (a) subject to sub-paragraph (b), under the accounting standards adopted by the relevant corporation in the preparation of its annual financial statements; or
- (b) where those annual financial statements have been restated pursuant to paragraph 8(b)(i) of this Part, under the body of accounting standards in accordance with which those annual financial statements have been restated,

had the relevant corporation been a holding company, the person would have been treated, in the preparation of any consolidated financial statements of the relevant corporation or any combined financial statements of the group, as having the capacity to determine the outcome of decisions on the financial and operating policies relating to the entity, business or business trust.

Audited Financial Information

2. Subject to paragraphs 3 and 7 of this Part, provide —

- (a) in a case where the relevant corporation or, if the relevant corporation is a holding company, the relevant corporation or any other entity in the group has acquired any common control entity, common control business or common control business trust between the beginning of the period comprising the 3 most recently completed financial years of the relevant corporation or group, as the case may be, and the date of registration of the prospectus by the Authority —
 - (i) the annual financial statements of the relevant corporation or, if the relevant corporation is a holding company, its annual consolidated financial statements or the annual combined financial statements of the group for the 3 most recently completed financial years; or
 - (ii) where —
 - (A) the relevant corporation has been in existence for less than 3 completed financial years or, if the relevant corporation is a holding company, neither the relevant corporation nor any other entity in the group has been in existence for at least 3 completed financial years; and
 - (B) no common control entity, common control business or common control business trust has been held and controlled, whether directly or indirectly, by a person who controls the relevant corporation as at the end of the earliest of the 3 most recently completed financial years,
the annual financial statements of the relevant corporation or, if the relevant corporation is a holding company, its annual consolidated financial statements or the annual combined financial statements of the group for each financial year beginning with the financial year in which —
 - (C) the relevant corporation or, if the relevant corporation is a holding company, the relevant corporation or any other entity in the group came into existence; or
 - (D) any of the common control entities, common control businesses or common control business trusts was first held and controlled by a person who controls the relevant corporation,
whichever is earlier; or
- (b) in any other case, the annual financial statements of the relevant corporation or, if the relevant corporation is a holding company, its annual consolidated financial statements for the 3 most recently completed financial years or, where the relevant corporation has been in existence for less than 3 completed financial years, for each of the financial years during which it has been in existence.

3. If the date of lodgment of the prospectus is less than 3 months after the end of the most recently completed financial year —

- (a) the annual financial statements for the most recently completed financial year need not be provided under paragraph 2 of this Part;

- (b) a reference to the 3 most recently completed financial years in paragraphs 2 and 7 of this Part is to be construed as a reference to the 3 completed financial years immediately preceding the most recently completed financial year; and
- (c) a reference to the most recently completed financial year in paragraphs 2 and 5 of this Part is to be construed as a reference to the financial year immediately preceding the most recently completed financial year.

4. The annual financial statements to be provided under paragraph 2(a) of this Part must be prepared as if the common control entities, common control businesses or common control business trusts were, at the time they were held and controlled, whether directly or indirectly, by a person who controls the relevant corporation, a part of the relevant corporation or the group, as the case may be, for the relevant financial periods.

5. If any annual financial statements to be provided under paragraph 2 of this Part relate to a period other than 12 months due to a change in the financial year end of the relevant corporation or the group, as the case may be, the annual financial statements in respect of that financial year and the financial years preceding that financial year must be provided on a restated 12-month basis, so that the financial year end for each of the restated financial statements corresponds to the financial year end for the most recently completed financial year.

6. To avoid doubt, where the relevant corporation or any other entity in the group has acquired any asset or any entity, business or business trust (other than a common control entity, common control business or common control business trust), the annual financial statements to be provided under paragraph 2 of this Part must include such asset, entity, business or business trust only from the date of its acquisition by the relevant corporation or the other entity in the group, as the case may be.

7. The annual financial statements of the relevant corporation or the group, as the case may be, need not be provided under paragraph 2 of this Part in respect of any financial year in which —

- (a) the relevant corporation and, if the relevant corporation had acquired any common control business between the beginning of the period comprising the 3 most recently completed financial years and the date of registration of the prospectus by the Authority, all such common control businesses; or
- (b) where the relevant corporation is a holding company, the group and, if the relevant corporation or any other entity in the group had acquired any common control entity, common control business or common control business trust between the beginning of the period comprising the 3 most recently completed financial years and the date of registration of the prospectus by the Authority, all such common control entities, common control businesses and common control business trusts,

were dormant or had not commenced any activity as at the end of that financial year.

8. Each of the annual financial statements to be provided under paragraph 2 of this Part must be —

- (a) prepared in accordance with the Singapore Financial Reporting Standards (International) (called in this Part SFRS(I)s), the International Financial Reporting Standards (called in this Part IFRS) or the US Generally Accepted Accounting Principles (called in this Part US GAAP); or
- (b) where the annual financial statements are not prepared in accordance with any body of accounting standards mentioned in sub-paragraph (a) —

- (i) restated in accordance with any body of accounting standards mentioned in sub-paragraph (a);
- (ii) if no material adjustments are required to restate the annual financial statements in accordance with any body of accounting standards mentioned in sub-paragraph (a), accompanied by an opinion from the auditors that this is so; or
- (iii) prepared in accordance with such other body of accounting standards as may be approved in any particular case by the Authority.

~~9. Despite paragraph 8 of this Part, any of the annual financial statements to be provided under paragraph 2 of this Part that relates to a financial year that begins before 1 January 2018 may be prepared in accordance with the Financial Reporting Standards (called in this Part FRS), if the prospectus discloses—~~

~~(a) where all the annual financial statements to be provided under paragraph 2 of this Part relate to financial years that begin before 1 January 2017—~~

- ~~(i) a description of the differences between the accounting treatment applied when preparing the annual financial statements for the most recently completed financial year in accordance with the FRS, and the accounting treatment applied when preparing those annual financial statements in accordance with the SFRS(I)s;~~
- ~~(ii) an audited reconciliation of net profit after tax for the most recently completed financial year prepared in accordance with the FRS, and the net profit after tax for that financial year prepared in accordance with the SFRS(I)s; and~~
- ~~(iii) an audited reconciliation of net assets for the most recently completed financial year prepared in accordance with the FRS, and the net assets for that financial year prepared in accordance with the SFRS(I)s; or~~

~~(b) where any of the annual financial statements to be provided under paragraph 2 of this Part relates to a financial year that begins on or after 1 January 2017 but before 1 January 2018—~~

- ~~(i) the annual financial statements relating to the financial year or years beginning before 1 January 2017, if any, that are prepared in accordance with the FRS;~~
- ~~(ii) the annual financial statements relating to the financial year beginning on or after 1 January 2017 but before 1 January 2018 that are prepared in accordance with the FRS, and accompanied by—~~
 - ~~(A) an audited statement of reconciliation of the statement of profit or loss and other comprehensive income for the financial year prepared in accordance with the FRS, and the statement of profit or loss and other comprehensive income for the financial year prepared in accordance with the SFRS(I)s;~~

- ~~(B) an audited statement of reconciliation of the statement of cash flows for the financial year prepared in accordance with the FRS, and the statement of cash flows for the financial year prepared in accordance with the SFRS(I)s;~~
 - ~~(C) an audited statement of reconciliation of the statement of financial position for the financial year prepared in accordance with the FRS, and the statement of financial position for the financial year prepared in accordance with the SFRS(I)s;~~
 - ~~(D) an audited statement of reconciliation of the statement of changes in equity for the financial year prepared in accordance with the FRS, and the statement of changes in equity for the financial year prepared in accordance with the SFRS(I)s; and~~
 - ~~(E) notes to describe any differences between the financial figures of the audited annual financial statements prepared in accordance with the FRS, and the financial figures of the annual financial statements prepared in accordance with the SFRS(I)s; and~~
- ~~(iii) the annual financial statements relating to the financial year or years beginning on or after 1 January 2018, if any, that are prepared in accordance with the SFRS(I)s.~~

Explanatory Note (27): Paragraphs 9 and 33 were included to provide transitional relief from restating up to three years of historical annual financial statements from FRS to SFRS(I), in connection with the Singapore IFRS Convergence exercise wherein Singapore-incorporated companies that have issued, or are in the process of issuing, equity or debt instruments for trading in a public market in Singapore were required to apply the SFRS(I) for annual periods beginning on or after 1 January 2018.

Paragraphs 9 and 33 are proposed to be removed given that the SFRS(I) transition period has lapsed.

10. State, in respect of each financial year, the body of accounting standards that was adopted by the relevant corporation in the preparation of the annual financial statements to be provided under paragraph 2 of this Part for that financial year and, where the annual financial statements have been restated pursuant to paragraph 8(b)(i) of this Part, the body of accounting standards in accordance with which the underlying financial statements have been restated.

11. Each of the annual financial statements to be provided under paragraph 2 of this Part or, where the annual financial statements have been restated pursuant to paragraph 8(b)(i) of this Part, the underlying financial statements must be audited in accordance with —

- (a) the Singapore Standards on Auditing (called in this Part SSA), the International Standards on Auditing (called in this Part ISA) or the US Generally Accepted Auditing Standards (called in this Part US GAAS);
- (b) any body of auditing standards which is not materially different from any body of auditing standards mentioned in sub-paragraph (a) to the extent applicable to the audit of the annual financial statements; or
- (c) such other body of auditing standards as may be approved in any particular case by the

Authority.

12. State, in respect of each financial year, the body of auditing standards that was adopted by the auditors of the relevant corporation in the audit of the annual financial statements to be provided under paragraph 2 of this Part for that financial year or, where the annual financial statements have been restated pursuant to paragraph 8(b)(i) of this Part, the body of auditing standards that was adopted in the audit of the underlying financial statements.

13. Where any annual financial statements to be provided under paragraph 2 of this Part or, if the annual financial statements have been restated pursuant to paragraph 8(b)(i) of this Part, the underlying financial statements are audited in accordance with any body of auditing standards mentioned in paragraph 11(b) of this Part, include in the prospectus an opinion from the auditors of the relevant corporation that there are no material differences between the body of auditing standards adopted in the audit of the annual financial statements or underlying financial statements, as the case may be, and the SSA, ISA or US GAAS to the extent applicable to the audit of the annual financial statements or underlying financial statements.

14. Subject to paragraph 15 of this Part, each of the annual financial statements to be provided under paragraph 2 of this Part must be accompanied by —

- (a) the audit report in respect of the annual financial statements or, if the auditors have refused to issue an audit report in respect of the annual financial statements, a statement highlighting and providing the reasons for the auditors' refusal;
- (b) a statement identifying the auditors who audited the annual financial statements and the membership or memberships of each auditor in any professional body or bodies; and
- (c) if the audit report in respect of the annual financial statements contains any material qualification, modification or disclaimer, a statement highlighting and providing the reasons for the qualification, modification or disclaimer in the prospectus.

15. Where any annual financial statements have been restated pursuant to paragraph 8(b)(i) of this Part, state that fact and include in the prospectus in respect of each of the restated financial statements —

- (a) an opinion from the auditors of the relevant corporation that nothing has come to their attention that causes them to believe that the restated annual financial statements have not been properly restated in all material respects in accordance with a body of accounting standards mentioned in paragraph 8(a) of this Part;
- (b) a statement of reconciliation between the restated annual financial statements and the audited underlying financial statements;
- (c) a statement identifying the auditors who audited the underlying financial statements and the membership or memberships of each auditor in any professional body or bodies;
- (d) a statement that the underlying financial statements have been audited in accordance with the relevant auditing standards;
- (e) either of the following:
 - (i) a statement that the audit report for the underlying financial statements does not contain any material qualification;

- (ii) if the audit report for the underlying financial statements contains any material qualification, modification or disclaimer, a statement setting out in full and providing the reasons for the qualification, modification or disclaimer, as the case may be;
- (f) a statement that the auditor for the underlying financial statements has given, and has not withdrawn, his or her written consent to the issue of the prospectus with the inclusion of the statements mentioned in sub-paragraphs (c), (d) and (e) in the form and context in which they are included in the prospectus; and
- (g) a statement that copies of the audited underlying financial statements are available for inspection at a specified place in Singapore for a period of at least 6 months after the date of registration of the prospectus by the Authority.

16. The annual financial statements to be provided under paragraph 2 of this Part or, where annual financial statements have been restated pursuant to paragraph 8(b)(i) of this Part, the underlying financial statements must be made up to a date not earlier than 12 months before the date of lodgment of the prospectus.

Interim Financial Information

17. If the date of lodgment of the prospectus is more than 96 months after the end of the most recently completed financial year for which audited financial statements have been prepared, provide the interim financial statements of the relevant corporation or, where the relevant corporation is a holding company, of the group ~~in accordance with paragraphs 18, 19 and 20 of this Part.~~

~~18. If the date of lodgment of the prospectus is more than 6 months but not more than 9 months after the end of the most recently completed financial year for which audited financial statements have been prepared—~~

- ~~(a) the interim financial statements to be provided under paragraph 17 of this Part must cover at least the first 3 months of the current financial year;~~
- ~~(b) the interim financial statements must be reviewed by the auditors of the relevant corporation but need not be audited; and~~
- ~~(c) the fact that the interim financial statements have only been reviewed but not audited must be stated.~~

~~19. If the date of lodgment of the prospectus is more than 9 months but not more than 12 months after the end of the most recently completed financial year for which audited financial statements were prepared—~~

- ~~(a) the interim financial statements to be provided under paragraph 17 of this Part must cover at least the first 6 months of the current financial year;~~
- ~~(b) the interim financial statements must be reviewed by the auditors of the relevant corporation but need not be audited; and~~
- ~~(c) the fact that the interim financial statements have only been reviewed but not audited must be stated.~~

~~20. If the date of lodgment of the prospectus is more than 12 months but not more than 15 months~~

after the end of the most recently completed financial year for which audited financial statements were prepared—

- ~~(a) the interim financial statements to be provided under paragraph 17 of this Part must cover at least the first 9 months of the most recently completed financial year;~~
- ~~(b) the interim financial statements for at least the first 3 months of the most recently completed financial year must be audited;~~
- ~~(c) the interim financial statements for the remaining months of the period covered by the interim financial statements mentioned in sub paragraph (a) must be reviewed by the auditors of the relevant corporation but need not be audited; and~~
- ~~(d) the fact that the interim financial statements for the remaining months of the period covered by the interim financial statements mentioned in sub paragraph (a) have only been reviewed but not audited must be stated.~~

21. The interim financial statements to be provided under paragraph 17 of this Part must —

- ~~(a) in the case where the interim financial statements relate to a period beginning on or after 1 January 2018 and the audited financial statements for the most recently completed financial year provided under paragraph 2 of this Part are prepared in accordance with the FRS, be prepared in accordance with the SFRS(I)s; and~~
- ~~(b) in any other case, be prepared in the format similar to the format of the audited financial statements for the most recently completed financial year provided under paragraph 2 of this Part.~~
- (a) cover at least the first 6 months commencing immediately after the end of the most recently completed financial year for which audited financial statements have been included in the prospectus;
- (b) be prepared in accordance with the same body of accounting standards used to prepare, and in the format similar to the format of, the audited financial statements provided under paragraph 2 of this Part;
- (c) be accompanied by —
 - (i) the comparative figures (other than balance sheet figures), either audited or reviewed by the auditors of the relevant corporation, for the same period in the preceding financial year in respect of the relevant corporation or, if the relevant corporation is a holding company, of the group, unless annual financial statements of the relevant corporation or group, as the case may be, have not been provided for the preceding financial year;
 - (ii) selected note disclosures that explain any event or change which is significant to the understanding of any change in the financial position and results of the relevant corporation or, if the relevant corporation is a holding company, of the group since the last annual reporting date;
- (d) be audited in accordance with the same body of auditing standards used in the audit of the audited financial statements provided under paragraph 2 of this Part, unless the date of lodgment of the prospectus is not more than 12 months after the end of the most recently completed financial year, in which case the interim financial statements may be reviewed by

the auditors of the relevant corporation but need not be audited; and

- (e) where applicable, include a statement that the interim financial statements or comparative figures, as the case may be, have only been reviewed by the auditors of the relevant corporation but not audited.

~~22. Include the following in the interim financial statements:~~

- ~~(a) comparative figures (other than balance sheet figures) for the same period in the preceding financial year in respect of the relevant corporation or, if the relevant corporation is a holding company, of the group, unless annual financial statements of the relevant corporation or group, as the case may be, have not been provided for the preceding financial year; and~~
- ~~(b) selected note disclosures that explain any event or change which is significant to the understanding of any change in the financial position and results of the relevant corporation or, if the relevant corporation is a holding company, of the group since the last annual reporting date.~~

23. Include in the prospectus a report from the auditors of the relevant corporation on —

- (a) the audit, if any, of the interim financial statements or comparative figures~~a report by the auditors of the relevant corporation on the audit of the interim financial statements; or~~and
- (b) if the interim financial statements or comparative figures have only been reviewed but are not audited, ~~a report by the auditors on the review of the interim financial statements~~ or comparative figures.

Explanatory Note (28): In line with the practices in the US (for foreign private issuers), EU and UK, MAS proposes to only require the inclusion of interim financial statements covering at least the first 6 months of the current financial year if the last full year financial statements are more than 9 months old. This change will allow issuers to better manage their IPO timing, as they will have a longer window to launch the IPO without having to prepare and include the interim FS (a process which usually takes several months). A longer launch window is especially important given that market conditions are more volatile now.

Pro Forma Financial Information

24. Where —

- (a) the relevant corporation, or, if the relevant corporation is a holding company, the relevant corporation or any other entity in the group, has —
- (i) acquired or disposed of any asset or any entity, business or business trust (other than a common control entity, common control business or common control business trust); or
- (ii) entered into any agreement to acquire or dispose of any asset or any entity, business or business trust (whether or not that entity, business or business trust is a common control entity, common control business or common control business trust),

during the period between the beginning of the most recently completed financial year and the date of registration of the prospectus by the Authority and the total net book value, or the total absolute amount of the profit or loss before tax, of those assets, entities, businesses and business trusts together have or would have accounted for 20% or more of the absolute amount of the net assets or net liabilities, or the profit or loss before tax, respectively, of the relevant corporation or of the group (after adjusting for the effects of the group restructuring, where applicable), as the case may be, in respect of the most recently completed financial year; or —

(A) ~~the net book value, or the absolute amount of the profit or loss before tax, of that asset, entity, business or business trust has or would have accounted for 10% or more of the absolute amount of the net assets or net liabilities, or the profit or loss before tax, respectively, of the relevant corporation or of the group (after adjusting for the effects of the group restructuring, where applicable), as the case may be, in respect of the most recently completed financial year; or~~

(B) ~~the total net book value, or the total absolute amount of the profit or loss before tax, of all of those assets, entities, businesses and business trusts together have or would have accounted for 20% or more of the absolute amount of the net assets or net liabilities, or the profit or loss before tax, respectively, of the relevant corporation or of the group (after adjusting for the effects of the group restructuring, where applicable), as the case may be, in respect of the most recently completed financial year; or~~

- (b) any significant change to the capital structure (including any material distribution) of the relevant corporation, or, if the relevant corporation is a holding company, ~~of the relevant corporation or of any other entity or any business trust in~~ of the group, has occurred during the period between the end of the most recently completed financial year and the date of registration of the prospectus by the Authority,

provide pro forma financial statements for the most recently completed financial year and, if interim financial statements of the relevant corporation or of the group have been included in the prospectus, for the period covered by the interim financial statements.

Explanatory Note (29): Like Singapore, most major markets, including EU, UK and US, prescribe quantitative tests for significant transactions in respect of which pro forma financial statements are to be provided. Having considered the practices of those major markets, MAS is proposing to streamline the quantitative tests under paragraph 24 to refocus them on transactions with greater impact on an issuer's financial position and/or results, so that the time and effort to prepare pro forma financial statements is commensurate with the value of the information to investors.

25. Paragraph 24(a)(i) and (ii) of this Part does not include any acquisition or disposal, or agreement to acquire or dispose, that —

- (a) was made in the ordinary course of business by the relevant corporation or, if the relevant corporation is a holding company, by any other entity in the group;
- (b) was made in relation to —

- (i) a new production line;
 - (ii) construction-in-progress; or
 - (iii) any other machinery or equipment; and
 - (c) has been disclosed under paragraph 1(d) or (e) of Part 5 or paragraph 8 of Part 6 of this Schedule.
26. The pro forma profit and loss statement and pro forma cash flow statement must be prepared —
- (a) for the most recently completed financial year; and
 - (b) where any interim financial statements have been provided (whether under paragraph 17 of this Part or otherwise), for the period covered by the interim financial statements,
- as if the acquisition, disposal or significant change had occurred at the beginning of the most recently completed financial year.
27. The pro forma balance sheet must be prepared —
- (a) as at the end of the most recently completed financial year as if the acquisition, disposal or significant change had occurred at the end of that financial year; and
 - (b) where any interim financial statements have been provided (whether under paragraph 17~~6~~ of this Part or otherwise), as at the end of the period covered by the interim financial statements, as if the acquisition, disposal or significant change had occurred at the end of the period.
28. The pro forma profit and loss statement and pro forma cash flow statement need not be provided under paragraph 24 of this Part —
- (a) for the most recently completed financial year, if the asset, entity, business or business trust that is the subject of the acquisition, disposal, or agreement for acquisition or disposal was inactive for the whole of that financial year; and
 - (b) for the period covered by the interim financial statements (if applicable), if the asset, entity, business or business trust was inactive for the whole of the period covered by the interim financial statements.
29. For the purposes of paragraph 28 of this Part —
- (a) an asset is inactive if it is not being used in the course or furtherance of a business;
 - (b) a business is inactive if —
 - (i) it has not commenced; or
 - (ii) it is dormant; and
 - (c) an entity or a business trust is inactive if it is dormant.
30. Where the prospectus includes an opinion of the auditors of the relevant corporation that the pro

forma profit and loss statement, cash flow statement or balance sheet in respect of the most recently completed financial year or, where any interim financial statements have been provided (whether under paragraph 17 of this Part or otherwise), in respect of the period covered by the interim financial statements, is the same, in all material respects, as the audited annual or interim profit and loss statement, cash flow statement or balance sheet of the relevant corporation, or the audited annual or interim consolidated profit and loss statement, cash flow statement or balance sheet of the relevant corporation, or the audited annual or interim combined profit and loss statement, cash flow statement or balance sheet of the group, as the case may be, which has been included in the prospectus, the pro forma profit and loss statement, cash flow statement or balance sheet, as the case may be, for that financial year or period need not be provided.

31. In respect of the pro forma financial statements required under paragraph 24 of this Part, state —

- (a) that they are prepared for illustrative purposes only and are based on certain assumptions, after making certain adjustments, to show —
 - (i) what the financial results and cash flows of the relevant corporation or the group, as the case may be, for the most recently completed financial year and, where applicable, the period covered by the interim financial statements would have been, if the acquisition, disposal or significant change had occurred at the beginning of that financial year; and
 - (ii) what the financial position of the relevant corporation or the group, as the case may be, would have been —
 - (A) as at the end of the most recently completed financial year, if the acquisition, disposal or significant change had occurred at the end of that financial year; and
 - (B) where applicable, as at the end of the period covered by the interim financial statements, if the acquisition, disposal or significant change had occurred at the end of that period;
- (b) that because of their nature, they may not give a true picture of the actual financial position or results of the relevant corporation or the group, as the case may be;
- (c) the basis upon which they are prepared, including the source of each item of information; and
- (d) any material adjustment made to any information used in the preparation of the pro forma financial statements and the reason for making that adjustment.

32. Where pro forma financial statements have been provided for any reason mentioned in paragraph 24(a) of this Part, with respect to the pro forma financial statements —

- (a) identify each asset, entity, business or business trust mentioned in paragraph 24(a)(i) and (ii) of this Part;
- (b) provide a statement that the pro forma financial statements included in the prospectus have been properly prepared from financial statements relating to —
 - (i) the assets, entities, businesses and business trusts in the group; and
 - (ii) the assets, entities, businesses and business trusts mentioned in

paragraph 24(a)(i) and (ii) of this Part;

(c) provide a statement —

- (i) that the financial statements relating to the assets, entities, businesses and business trusts mentioned in paragraph 24(a)(i) and (ii) of this Part (each being an asset, an entity, a business or a business trust which has been or will be acquired by the relevant corporation or any other entity in the group) which were used in the preparation of the pro forma financial statements were prepared in accordance with the SFRS(I)s, IFRS or US GAAP; or
- (ii) where the financial statements relating to any asset, entity, business or business trust mentioned in paragraph 24(a)(i) and (ii) of this Part (being an asset, an entity, a business or a business trust which has been or will be acquired by the relevant corporation or any other entity in the group) which were used in the preparation of the pro forma financial statements were not prepared in accordance with any body of accounting standards mentioned in sub-paragraph (i), in respect of each such asset, entity, business or business trust —
 - (A) that the financial statements relating to that asset, entity, business or business trust were restated in accordance with any body of accounting standards mentioned in sub-paragraph (i);
 - (B) that the financial statements relating to that asset, entity, business or business trust were prepared in accordance with such other body of accounting standards as may be approved in any particular case by the Authority; or
 - (C) if no material adjustments are required to restate the financial statements relating to that asset, entity, business or business trust in accordance with any body of accounting standards mentioned in sub-paragraph (i), that no material adjustments would be required to restate those financial statements to be in accordance with that body of accounting standards,

and that the financial statements relating to all other assets, entities, businesses and business trusts mentioned in paragraph 24(a)(i) and (ii) of this Part (each being an asset, an entity, a business or a business trust which has been or will be acquired by the relevant corporation or any other entity in the group) which were used in the preparation of the pro forma financial statements were prepared in accordance with a body of accounting standards mentioned in sub-paragraph (i); and

- (d) state, in respect of each of the financial statements relating to the assets, entities, businesses and business trusts mentioned in paragraph 24(a)(i) and (ii) of this Part (each being an asset, an entity, a business or a business trust which has been or will be acquired by the relevant corporation or any other entity in the group) which were used in the preparation of the pro forma financial statements, the body of accounting standards that was adopted in the preparation of the financial statements and, where the financial statements have been restated pursuant to sub-paragraph (c)(ii)(A), the body of accounting standards in accordance with which the financial statements have been restated.

~~33. Despite paragraph 32 of this Part, where pro forma financial statements provided for any reason mentioned in paragraph 24(a) of this Part relate to a financial year or interim period that begins before 1 January 2018, the pro forma financial statements may state that the financial statements relating to the assets, entities, businesses and business trusts mentioned in paragraph 24(a)(i) and (ii) of this Part (each being an asset, an entity, a business or a business trust which has been or will be acquired by the relevant corporation or any other entity in the group) which were used in the preparation of the pro forma financial statements were prepared in accordance with the FRS.~~

Explanatory Note (30): See Explanatory Note (27).

34. In respect of each of the financial statements relating to the assets, entities, businesses and business trusts mentioned in paragraph 24(a)(i) and (ii) of this Part (each being an asset, an entity, a business or a business trust which has been or will be acquired by the relevant corporation or any other entity in the group) which are used in the preparation of the pro forma financial statements, state whether or not the financial statements are audited.

35. In respect of each of the audited financial statements relating to the assets, entities, businesses and business trusts mentioned in paragraph 24(a)(i) and (ii) of this Part (each being an asset, an entity, a business or a business trust which has been or will be acquired by the relevant corporation or any other entity in the group) which are used in the preparation of the pro forma financial statements —

- (a) state the body of auditing standards that was adopted by the auditors in the audit of the financial statements; and
- (b) provide a statement identifying the auditors who audited the financial statements, together with the membership or memberships of each auditor in a professional body.

36. Include, in the prospectus —

- (a) a statement that the audit reports for the financial statements mentioned in paragraph 35 of this Part do not contain any material qualification; or
- (b) if any of those audit reports contains any material qualification, modification or disclaimer, a statement —
 - (i) setting out in full the qualification, modification or disclaimer; and
 - (ii) providing the reason for the qualification, modification or disclaimer.

37. Include, in the prospectus, an opinion from the auditors of the relevant corporation, that —

- (a) the pro forma financial statements have been properly prepared —
 - (i) on the basis mentioned in paragraph 31(c) of this Part; and
 - (ii) where the pro forma financial statements have been provided for any reason mentioned in paragraph 24(a) of this Part, in accordance with the matters mentioned in the statements under paragraph 32(b) and (c) of this Part; and
- (b) each material adjustment made to the information used in the preparation of the pro forma financial statements is appropriate for the purpose of preparing such financial statements, and is in accordance with —

- (i) generally accepted auditing standards in Singapore; or
- (ii) such other body of auditing standards as may be approved in any particular case by the Authority.

38. The pro forma financial statements to be provided under paragraph 24 of this Part must —

- (a) in the case of annual financial statements, be —
 - (i) made up to the date to which the audited financial statements of the relevant corporation or the group for the most recently completed financial year have been made up; and
 - (ii) prepared in the format similar to the format of the audited financial statements for the most recently completed financial year provided under paragraph 2 of this Part; and
- (b) in the case of interim financial statements, be —
 - (i) made up to the date to which the interim financial statements of the relevant corporation or the group have been made up; and
 - (ii) prepared in the format similar to the format of the interim financial statements provided under paragraph 16 of this Part.

39. If the date of lodgment of the prospectus is less than 3 months after the end of the most recently completed financial year —

- (a) the pro forma financial statements for the most recently completed financial year need not be provided under paragraph 24 of this Part; and
- (b) the reference to the most recently completed financial year in paragraphs 24 to 31 and 38 is to be construed as a reference to the financial year immediately preceding the most recently completed financial year.

Change in Accounting Policies

40. Where there has been any material change to the relevant corporation's accounting policies, provide a summary of the material change and the reason for and quantitative impact of such change on the financial results of the relevant corporation or, if the relevant corporation is a holding company, of the group for each of the 3 most recently completed financial years. If the date of lodgment of the prospectus is less than 3 months after the end of the most recently completed financial year, the reference to the 3 most recently completed financial years in this paragraph is a reference to the 3 most recently completed financial years immediately preceding the most recently completed financial year.

Litigation

41. Provide information on any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the 12 months immediately preceding the date of lodgment of the prospectus, a material effect on the financial position or profitability of the

relevant corporation or, where the relevant corporation is a holding company, of the group.

Dividends

42. Disclose the amount of dividends, if any, paid or declared by the relevant corporation ~~or, if the relevant corporation is a holding company, the relevant corporation or any other entity or business trust in the group (except where the dividends are paid to the relevant corporation or another entity or another business trust in the group),~~ in respect of each class of shares or units for each of the 3 most recently completed financial years for which audited financial statements have been included in the prospectus and for the period from the end of the most recently completed financial year for which audited financial statements have been included in the prospectus to the latest practicable date. Provide particulars of each such class of shares or units, and of any case in which no dividends have been paid in respect of any class of shares or units for any of those years or that period. Where dividends have been declared but not paid, state when they will be paid.

Explanatory Note (31): The amendments in paragraph 42 are proposed as the details on past dividends paid by entities held under the issuer are less relevant to investors. Amendments are also proposed to clarify the references made to “most recently completed financial years”.

43. Describe the relevant corporation’s dividend policy or, if it does not have a fixed policy, state so.

Significant Changes

44. Disclose any event (other than any matter disclosed under paragraph 24 of this Part) that has occurred during the period between the beginning of the most recently completed financial year for which audited financial statements have been included in the prospectus and the date of registration of the prospectus by the Authority ~~from the end of the period covered by the most recent financial statements included in the prospectus (whether such financial statements are annual financial statements or interim financial statements) to the latest practicable date~~ that has or may have a material effect on the financial position and results of the relevant corporation or, where the relevant corporation is a holding company, the group or, if there is no such event, provide an appropriate statement to that effect.

45. Where the event mentioned in paragraph 44 of this Part relates to an acquisition or disposal of asset or entity, business or business trust (other than a common control entity, common control business or common control business trust), describe how such event would have affected the net assets, net liabilities, profit or loss, or cash flows of the relevant corporation or, where the relevant corporation is a holding company, of the group, had it occurred at the beginning of the most recently completed financial year.

Explanatory Note (32): In conjunction with the proposal to streamline the quantitative tests for recent significant transactions in respect of which pro forma financial statements are to be provided (see Explanatory Note (29)), MAS is proposing a supplementary requirement for an issuer to describe the financial statements impact of recent transactions that would not qualify as significant transactions (under proposed paragraph 24) but are nevertheless material.

PART 10

THE OFFER AND LISTING

Offer and Listing Details

1. If there is no established market for the shares or units of shares, as the case may be, being offered, provide information regarding the manner of determining the offer price, the exercise price or conversion price, if any, including the person who establishes the price or is responsible for the determination of the price, the various factors considered in such determination and the parameters or elements used as a basis for determining the price.

2. If —

- (a) any of the relevant corporation's shareholders have pre-emptive purchase rights; and
- (b) the exercise of the rights by the shareholder is restricted, withdrawn or waived,

indicate the reasons for such restriction, withdrawal or waiver, the beneficiary of such restriction, withdrawal or waiver, if any, and the basis for the offer price.

3. If shares or units of shares, as the case may be, of the same class as that being offered are listed for quotation or quoted on any approved exchange or overseas exchange, disclose the following information regarding the price history of such shares or units of shares:

- (a) the annual highest and lowest market prices for the 3 most recently completed financial years or, if such shares or units of shares are listed for quotation or quoted on the approved exchange or overseas exchange for less than 3 completed financial years, for each financial year since the date on which the shares or units of shares are so listed or quoted;
- (b) the highest and lowest market prices for each financial quarter of the 2 most recently completed financial years and any subsequent financial quarters before the date of lodgment of the prospectus or, if the shares or units of shares are listed for quotation or quoted on the approved exchange or overseas exchange for less than 2 completed financial years, for each financial quarter from the date on which the shares or units of shares are so listed or quoted, to the latest practicable date;
- (c) the highest and lowest market prices for each of the last 6 months before the date of lodgment of the prospectus or, if the shares or units of shares are listed for quotation or quoted on the approved exchange or overseas exchange for less than 6 months, for each month from the date on which the shares or units of shares are so listed or quoted, to the latest practicable date;
- (d) the closing market prices on the last trading day before the announcement of the offer and (if different) on the latest practicable date.

4. Disclose any significant trading suspension that has occurred on the approved exchange or overseas exchange during the 3 years immediately preceding the latest practicable date or, if the shares or units of shares are listed for quotation or quoted for less than 3 years, during the period from the date on which the shares or units of shares were first listed or quoted to the latest practicable date. If the shares or units of shares are not regularly traded on an approved exchange or overseas exchange, provide information on any lack of liquidity.

5. State the type and class of the shares or units of shares, as the case may be, being offered or listed and —

- (a) indicate whether the shares or units of shares are registered shares or bearer shares, provide the number of shares or units of shares to be issued and made available to the market for

each kind of share or unit of share and, where applicable, state the minimum and maximum offer prices;

- (b) describe any coupon; and
- (c) describe the arrangement for transfer and any restriction on the free transferability of the shares or units of shares.

6. If the rights evidenced by the shares or units of shares, as the case may be, being offered are or may be materially limited or qualified by the rights evidenced by any other class of shares or units of shares or by the provisions of any contract or other documents, include information regarding such limitation or qualification and its effect on the rights evidenced by the shares or units of shares being offered.

7. With respect to securities or securities-based derivatives contracts other than common or ordinary shares being offered, outline briefly the rights evidenced thereby as follows:

- (a) if subscription warrants or rights are offered —
 - (i) provide a description of and state the amount of shares or units of shares, as the case may be, which will be issued pursuant to the exercise of such warrants or rights;
 - (ii) state the amount of warrants or rights outstanding;
 - (iii) disclose the provisions for changes to or adjustments in the exercise price;
 - (iv) state the period during which and the price at which the warrants or rights are exercisable; and
 - (v) disclose any other material terms of such warrants or rights;
- (b) where convertible shares or stock purchase warrants to be offered are subject to redemption or call —
 - (i) describe the conversion terms of the shares or material terms of the warrants, including whether the right to convert into or purchase the shares or stocks will be forfeited unless it is exercised before the date specified in the notice of redemption or call;
 - (ii) state the expiration or termination date of the warrants;
 - (iii) state the kind, frequency and timing of notice of the redemption or call, including where the notice will be published; and
 - (iv) in the case of bearer securities or securities-based derivatives contracts, state that investors are responsible for making arrangements to prevent loss of the right to convert or purchase in the event of redemption or call.

Plan of Distribution

8. To the extent known to the relevant corporation, indicate whether any person intends to subscribe for more than 5% of the offering.

9. Identify any group of targeted potential investors to whom the shares or units of shares, as the case may be, are being offered. If the offer is being made simultaneously in the markets of 2 or more countries and if a tranche has been or is being reserved for any of these countries, indicate any such tranche.

10. If the shares or units of shares, as the case may be, are reserved for allotment or allocation to any group of targeted investors, for example, existing shareholders, directors, or employees or past employees of the relevant corporation or its subsidiary or subsidiary entity, provide details of these and any other preferential allocation arrangements.

11. Indicate whether the amount of the shares or units of shares, as the case may be, being offered can be increased, such as by the exercise of an underwriter's over-allotment option or "greenshoe option", and state the exercise period of and amount under such option.

12. Indicate the amount, and outline briefly the plan of distribution, of any shares or units of shares, as the case may be, that are to be offered otherwise than through underwriters. If the shares or units of shares are to be offered through the selling efforts of any broker or dealer, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify each broker or dealer that will participate in the offer and state the amount to be offered through each broker or dealer.

13. If the shares or units of shares, as the case may be, are to be offered in connection with the writing of exchange-traded call options, describe briefly such transactions.

14. If simultaneously or almost simultaneously with the creation of the shares or units of shares, as the case may be, being offered —

- (a) shares or units of shares of the relevant corporation which are of the same class are subscribed for or placed privately; or
- (b) shares or units of shares of the relevant corporation which are of other classes are created for public or private placing,

provide details of the nature of such subscriptions or placings and of the number and characteristics of the shares or units of shares to which they relate.

15. Unless otherwise described under paragraph 13 of Part 11 of this Schedule, provide a summary of the features of the underwriting relationship together with the amount of shares or units of shares, as the case may be, being underwritten by each underwriter. Include a statement as to whether the arrangement is one under which the underwriters are or will be committed to take and to pay for all of the shares or units of shares, or an agency or "best efforts" type of arrangement under which the underwriters are required to take and to pay for only such shares or units of shares as they may sell to the public.

Markets

16. Identify the approved exchange or overseas exchange on which shares or units of shares, as the case may be, of the same class as those being offered are already listed for quotation or quoted, or on which permission to list for quotation or quote the shares or units of shares is being or is proposed to be sought.

17. When permission to list for quotation or quote on any approved exchange or overseas exchange is being or is proposed to be sought in respect of the firstmentioned shares or units of shares in

paragraph 16 of this Part, or the shares or units of shares which are the subject of the current offer, state that fact without creating the impression that the application for permission will necessarily be approved. If known, provide the dates on which such shares or units of shares will be listed for quotation or quoted and on which trading will commence.

Vendors

18. Provide the following information:

- (a) the name and address of the person (not being the relevant corporation) offering to sell the shares or units of shares, as the case may be, and the nature of any position, office or other material relationship that such person has had with the relevant corporation or, if the relevant corporation is the holding company of a group, with the group within the period of 3 years before the date of lodgment of the prospectus;
- (b) the number and class of shares or units of shares, as the case may be, being offered by the person, and the percentage of the existing and the enlarged equity capital that such shares constitute;
- (c) the number and percentage of the shares or units of shares, as the case may be, for each class of shares or units of shares, as the case may be, in which the person has an interest, whether direct or deemed, both as of the latest practicable date and immediately after the offer.

Dilution

19. Where there is a substantial disparity between the public offer price and the effective cash cost to a director or substantial shareholder of the relevant corporation, or his or her associate, of shares or units of shares, as the case may be, acquired by him or her at any time during the period of 3 years before the date of lodgment of the prospectus, or which he or she has the right to acquire, provide a comparison of the public contribution in the proposed public offering and the effective cash contribution of such person.

20. Disclose the amount and percentage of immediate dilution resulting from the offer, computed as the difference between the offer price per share and the net asset value per share for the equivalent class of security, as of the latest balance sheet date after adjusting for the effects of the offer, and any disposal or acquisition which occurred between the latest balance sheet date and the date of the registration of the prospectus by the Authority, on the net asset value per share.

21. Where the information required in paragraphs 19 and 20 of this Part has been prepared using certain assumptions and after making certain adjustments on a pro forma basis, state such fact.

PART 11

ADDITIONAL INFORMATION

Share Capital

1. State the amount of issued share capital in respect of the relevant corporation as of the latest practicable date and, for each class of share capital, provide the following information:

- (a) the number of shares issued and fully paid;
- (b) the number of shares issued but not fully paid;
- (c) a reconciliation of the number of shares outstanding at the beginning and end of the most

recently completed financial year.

2. If more than 10% of capital has been paid for with assets other than cash within the period of 3 years before the date of lodgment of the prospectus, state that fact.

3. If there are shares in the relevant corporation not representing capital, state the number and main characteristics of such shares.

4. Indicate the number of shares in the relevant corporation held by or on behalf of the relevant corporation itself or by its subsidiary or subsidiary entity.

5. Where there is, in respect of the relevant corporation, an undertaking to increase the capital, state —

- (a) the amount of such capital increase and, where appropriate, the duration of the undertaking;
- (b) the categories of persons having preferential subscription rights for such additional portions of capital; and
- (c) the terms, arrangements and procedures for the share issue corresponding to such portions.

6. Provide information regarding any securities or securities-based derivatives contracts of the relevant corporation or, if the relevant corporation is the holding company of a group, of any entity in the group which any person has, or has the right to be given, an option to subscribe for or purchase, including —

- (a) the identity of that person;
- (b) a description of and the amount of securities or securities-based derivatives contracts covered by the option;
- (c) the purchase price of the option, if any;
- (d) the exercise price; and
- (e) the period during which the option is exercisable,

or an appropriate statement to the effect that there are no such securities or securities-based derivatives contracts.

7. Where the option or right mentioned in paragraph 6 of this Part has been given, or it has been agreed that the option or right will be given, to —

- (a) all the holders of the shares in or debentures of the relevant corporation;
- (b) all the holders of the shares in or debentures of any entity in a group, if the relevant corporation is the holding company of such group; or
- (c) employees of the relevant corporation or, if the relevant corporation is the holding company of a group, of any entity in the group under an employees' share option scheme,

it will be sufficient to state that fact without giving names.

8. Provide a history of share capital of the relevant corporation ~~or, if the relevant corporation is the holding company of a group, of each entity in the group~~ for the period of 3 years before the latest practicable date, identifying any event during such period which has changed the amount of the issued share capital or the number and classes of shares of which it was composed, together with a description of

changes in voting rights attached to the various classes of shares during that time. Give details of the price and terms of any issue, including particulars of any consideration that is not cash (including information regarding any discount, special term or instalment payment term). If there is no such issue, give an appropriate negative statement. Provide also the reason for any reduction of the amount of the share capital and the ratio of capital reductions.

Explanatory Note (33): The amendments in paragraph 8 are proposed as the requisite details on entities other than the issuer are less relevant to investors. MAS also notes that those details are not required in major IPO markets, such as those in the EU.

9. Provide an indication of the resolutions, authorisations and approvals by virtue of which any shares or units of shares of the relevant corporation may be issued, the nature and amount of the issue, and the number of shares or units of shares which may be issued, if predetermined.

Constituent Documents of Relevant Corporation

10. Provide the following information in respect of the relevant corporation:

- (a) the relevant corporation's registration number, if applicable;
- (b) a summary of the provisions of the relevant corporation's constituent documents and by-laws with respect to —
 - (i) a director's power to vote on a proposal, arrangement or contract in which he or she is interested;
 - (ii) a director's power to vote on remuneration (including pension or other benefits) for himself or herself or for any other director, and whether the quorum at a meeting of the board of directors to vote on directors' remuneration may include the director whose remuneration is the subject of the vote;
 - (iii) the borrowing powers exercisable by the directors and how such borrowing powers may be varied;
 - (iv) the retirement or non-retirement of a director under an age limit requirement; and
 - (v) the number of shares, if any, required for the qualification of a director;
- (c) a summary of the material provisions of the relevant corporation's constituent documents and by-laws with respect to —
 - (i) the rights, preferences and restrictions attaching to each class of shares;
 - (ii) any change in capital;
 - (iii) any change in the respective rights of the various classes of shares including the action necessary to change the rights, indicating where the conditions are different from those required by the applicable law; and

- (iv) any time limit after which a dividend entitlement will lapse and an indication of the party in whose favour this entitlement then operates.

11. Describe any limitation on the right to own shares, including limitations on the right of non-resident or foreign shareholders to hold or exercise voting rights on the shares imposed by law or by the constituent documents of the relevant corporation, or state that there are no such limitations if that is the case.

12. With respect to paragraphs 10 and 11 of this Part, if the law applicable to the relevant corporation in these areas is significantly different from that in Singapore, explain the effect of the law in these areas.

Material Contracts

13. Provide a summary of each material contract, other than a contract entered into in the ordinary course of business, to which the relevant corporation or, if the relevant corporation is the holding company of a group, any member of the group is a party, for the period of 2 years before the date of lodgment of the prospectus, including the parties to the contract, the date and general nature of the contract and the amount of any consideration passing to or from the relevant corporation or any other member of the group, as the case may be.

Exchange Controls

14. Describe any law, governmental decree or regulatory requirement, or any other requirement, that may affect the repatriation of capital and the remittance of profits by or to the relevant corporation. Also, explain how they would impact on the availability of cash and cash equivalents for use by the relevant corporation and the remittance of dividends, interest or other payments to shareholders of the relevant corporation.

Taxation

15. Provide information regarding taxes (including withholding provisions) to which shareholders of the relevant corporation may be subject. If the relevant corporation is incorporated outside Singapore, the information must include whether the relevant corporation assumes responsibility for the withholding of tax at source and applicable provisions of any reciprocal tax treaties between the home country of the relevant corporation and Singapore, or a statement, if applicable, that there are no such treaties.

Dividends

16. Disclose any dividend restriction, the date on which the entitlement to dividends arises, if known, and any procedure for shareholders of the relevant corporation to claim dividends.

Statements by Experts

17. Where a statement or report attributed to a person as an expert is included in the prospectus, provide such person's name, address and qualifications.

18. Where the prospectus 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

prospectus; and

- (c) include a statement that the expert has given, and has not withdrawn, his or her written consent to the issue of the prospectus with the inclusion of the statement in the form and context in which it is included in the prospectus.

19. The information mentioned in paragraphs 17 and 18 of this Part need not be provided in the prospectus if the statement attributed to the expert is a statement to which the exemption under regulation 33(1) applies.

Consents from Issue Managers and Underwriters

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

Documents for Inspection

21. Provide a statement that for a period of at least 6 months after the date of registration by the Authority of the prospectus, the following documents (or copies of the documents), where applicable, may be inspected at a specified place in Singapore:

- (a) the constituent documents of the relevant corporation;
- (b) every material contract mentioned in the prospectus or, where the contract is not reduced into writing, a memorandum giving full particulars of the contract;
- (c) the directors' service contracts mentioned in the prospectus;
- (d) every report, memorandum, letter, valuation, statement or other document by any expert any part of which is included or mentioned in the prospectus;
- (e) if the relevant corporation is not the holding company of a group, the audited financial statements of the relevant corporation for each of the financial years for which audited financial statements of the relevant corporation have been included in the prospectus;
- (f) if the relevant corporation is the holding company of a group, the respective audited financial statements of the entities, businesses or business trusts in the group (being entities, businesses or business trusts which have audited financial statements) for each of the financial years for which audited financial statements of the relevant corporation have been included in the prospectus;
- (g) if the relevant corporation is the holding company of a pro forma group and pro forma financial statements have been included in the prospectus, the respective audited financial statements of the entities, businesses or business trusts in the pro forma group (being entities, businesses or business trusts which have audited financial statements), other than the entities, businesses or business trusts mentioned in sub-paragraph (f), for the financial year in respect of which pro forma financial statements have been included in the prospectus;
- (h) any interim financial statements of the relevant corporation, group or pro forma group, as the case may be, which are included in the prospectus, whether or not pursuant to Part 9 of this Schedule;

- (i) in the case of a corporation incorporated in Singapore, all notes, reports or information relating to the financial statements mentioned in sub-paragraphs (e), (f), (g) and (h) which are required to be prepared under the Companies Act;
- (j) where the financial statements mentioned in this paragraph have been restated pursuant to paragraph 8(b)(i) or 32(c)(ii)(A) of Part 9 of this Schedule, the restated annual financial statements and the audited annual financial statements which form the basis for the restated annual financial statements.