



# **RESERVE BANK OF FIJI**

## **Capital Markets Supervision Policy Statement No. 7**

### **Policy on the Preparation of Managed Investment Schemes Prospectus**

**NOTICE TO CAPITAL MARKETS PARTICIPANTS UNDER THE  
CAPITAL MARKETS DECREE 2009**

*May 2011*

## **1.0 Introduction**

- 1.1 This policy is issued by the Reserve Bank of Fiji (“Reserve Bank”) pursuant to Section 5 (m) and (r) of the Capital Markets Decree 2009;
- 1.2 This policy replaces the current Capital Markets Development Authority (CMDA) Policy Statements numbers 4/99, 9/00 and 25/04;
- 1.3 This policy specifies the minimum information required by the Reserve Bank in a Managed Investment Scheme prospectus. This policy is general in nature and should not be viewed as the only criteria for disclosure by a Managed Investment Scheme.
- 1.4 The Reserve Bank may require and request additional information on a case-by-case basis.

## **2.0 Objective of this Policy**

- 2.1 To ensure that fund Managers and Trustees disclose and provide all material and quality information necessary to assist investors in making an informed investment decision;
- 2.2 To outline the minimum requirements by the Reserve Bank in a Managed Investment Scheme prospectus; and
- 2.3 Assessment fees for prospectus lodgement.

## **3.0 Who does this policy apply to?**

- 3.1 This policy shall apply to prospectuses for:
  - (a) Any offerings in Fiji by locally incorporated Managed Investment Schemes; and
  - (b) Any offerings by foreign incorporated Managed Investment Schemes in Fiji.

## **4.0 Minimum Requirements**

### **General**

- 4.1 A Managed Investment Scheme prospectus shall be valid for 3 years following which an application should be lodged with the Reserve Bank for renewal;
- 4.2 The Managers and Trustees have the primary obligation for the contents of a fund’s prospectus and they should ensure that all information necessary for an assessment of the fund offered by the prospectus is disclosed;
- 4.3 The Manager must strictly observe any significant change or new matter arising that will affect the content of the prospectus and to update it via a supplementary memorandum of amendment or replacement prospectus where necessary;
- 4.4 The cut-off date for information to be disclosed in a prospectus must be at the latest practicable date available prior to the issue of the prospectus;
- 4.5 At no time should units be issued or sold based on a prospectus that has expired;

- 4.6 There should be full accountability for the accuracy of all information in the prospectus and the responsibility to ensure there is no omission of facts which would make any of the statements therein misleading remains with the directors of the Manager or any other person who is a party to the preparation of the prospectus or any of its relevant portions. Such persons are advised to be mindful of provisions under section 38 and 39 of the Capital Markets Decree 2009 on criminal liability for misleading documents and false statements or material omissions in the prospectus;
- 4.7 The Reserve Bank may, where it deems appropriate or upon application, grant exemptions or variations from compliance with any requirement in this policy;
- 4.8 For a new Managed Investment Scheme prospectus, a cooling-off period of 14 days applies.
- 4.9 The requirements listed above are general in nature. Specific and detailed requirements in a Managed Investment Scheme prospectus are included in Schedule B of this policy.

### **Management & Trustee Company**

- 4.10 Roles, duties and responsibilities of the Management and Trustee company should be disclosed;
- 4.11 Trustees cannot delegate trustee powers and responsibilities; and
- 4.12 All current material litigation and arbitration, including those pending or threatened, and any facts likely to give rise to any proceeding which might materially affect the business/financial position of the management company should be disclosed.

## **5.0 Foreign Managed Investment Scheme Offerings in Fiji**

### **Requirements for Proposal**

- 5.1 A foreign incorporated Managed Investment Scheme seeking to offer and issue interests in Fiji must submit to the Reserve Bank and the Registrar of Companies the following documents:
- a) A certified copy of the foreign unit trust offerings prospectus and the Fiji investment statement relating to the securities;
  - b) A certified copy of the registered Trust Deed for the foreign unit trust, and every amendment thereto relating to the securities;
  - c) Any certificate or other document evidencing lodgement or registration of the foreign prospectus and trust deed, and any amendment thereto, with the Registrar;
  - d) Evidence of the approval of the Trustee by the securities regulator of the foreign Managed Investment Scheme;
  - e) Evidence of the appointment of the Manager by the Trustee (if applicable);
  - f) A copy of any material contract that has been lodged or registered with the prospectus or if the contract is not in writing, a copy of any memorandum that has been lodged or registered and that contains particulars of the contract;

- g) A copy of each consent (if any) under which the issuer of the prospectus or a director of the issuer of the prospectus of the unit trust authorized an agent to sign the prospectus on the directors behalf;
- h) A copy of each other document (if any) that the Trustee or the Manager (if any) was required by foreign country's law to lodge with the securities regulator in connection with the issue of the prospectus;
- i) Any other document or information that the Registrar of Companies or the Reserve Bank reasonably requires the Trustee and/or the Manager of the unit trust to deposit or register in connection with the offering in Fiji of the units in the foreign unit trust; and
- j) Audited financials for last three years.

### **Requirements for Fiji Investment Statements**

5.2 The foreign Managed Investment Scheme's approved prospectus or investment statement relating to the securities to be issued to a Fiji investor should contain or be accompanied by a document that includes statements to the following effect:

- a) That allotments of the securities will be made in the manner specified in the prospectus and in the manner prescribed by the applicable foreign law;
- b) The name and address of the Trustee and the Manager (if applicable) of the unit trust;
- c) That the Trustee and the Manager may not be subject in all respects to Fiji law;
- d) That the contract in respect of the securities may not be enforceable in Fiji courts;
- e) That investors should satisfy themselves as to the tax implications of investing in the securities;
- f) That investing in the securities may carry with it a currency exchange risk;
- g) That exchange control approval of the Reserve Bank may be required, stating where relevant, what those exchange control approvals are;
- h) That complaints handling procedures are available for Fiji investors stating where such complaints can be made;
- i) That sections of the prospectus may not apply to Fiji investors, identifying these sections, where relevant;
- j) That the financial reporting requirements applying in Fiji and those applying in respect of the unit trust may be different and the financial statements of the unit trust may not be compatible in all respects with financial statements prepared in accordance with Fiji laws;
- k) That pricing information on the units may be available in Fiji, stating where that pricing information can be obtained;
- l) That, although a copy of the prospectus and the trust deed and other documents have been deposited or registered with the Registrar of Companies in Fiji, they may not

need to be registered in Fiji and under Fiji law and may not contain all the information that a Fiji registered prospectus is required to contain;

- m) That a copy of the Trust Deed and material contracts can be inspected at a nominated place at any time during office hours;
- n) Complies with the provisions of the Act and the Regulations as if references in the Act or the Regulations to “registered prospectuses” were references to the prospectus;
- o) Includes any other information requested by the Reserve Bank; and
- p) Additional fees may apply, stating what these fees are, where relevant.

## **6.0 Anti-Money Laundering**

- 6.1 The prospectus must briefly outline the Manager and Trustee’s obligations to comply with the requirements of Financial Transactions Reporting Act and Regulations and to report any suspicious transactions to the Financial Intelligence Unit.
- 6.2 The Manager and Trustee must ensure that all application forms that accompany each prospectus comply with Financial Transactions Reporting Act and Regulations.

## **7.0 Fees and Fines**

- 7.1 All prospectuses by a Managed Investment Scheme must be accompanied by a non-refundable vetting and approval fee of \$2,000.00.
- 7.2 For any subsequent review, there shall be a fee of \$200.00 per review.
- 7.3 Under its general powers under Section 6 of the Capital Markets Decree 2009, a fine of \$1,000.00 shall be imposed on the management company who fail to obtain renewal before the expiry of the existing prospectus unless extension has been granted by the Reserve Bank. The application for renewal must be submitted at least 3 months before expiry and the Manager will be financially liable if they fail to do so.
- 7.4 The Reserve Bank reserves the right to review the fees charged as and when necessary.

## **8.0 Timeframe by Reserve Bank**

- 8.1 For renewal of prospectus received within 3 months from expiry, approval should be granted within 1 month.
- 8.2 Where there are comments from the assessment/vetting, these will then be communicated to the fund Managers and all changes or amendments should be incorporated before approval is granted.
- 8.3 No prospectus shall be issued to the members of the public unless the prospectus has been registered with the Registrar of Companies and notification sent to the Reserve Bank.

## **9.0 Reserve Bank Oversight**

- 9.1 The Reserve Bank may approve the prospectus with revisions subject to terms and conditions as it deems necessary, or may reject the prospectus. In cases where the Reserve

Bank places conditions on the approval, the fund and relevant parties must comply with the conditions.

- 9.2 The Reserve Bank will not make effective disclosure documents for registration unless the prospectus and registration form are properly completed and accompanied by all relevant materials or documents.
- 9.3 The Reserve Bank may exempt, or grant waivers from compliance with any requirement of this policy.
- 9.4 The Reserve Bank may revoke or revise an approval, or impose further terms and conditions on an approved prospectus.
- 9.5 The Reserve Bank reserves the right to request for further information that may contribute to the assessment of the prospectus.

## **10.0 Implementation**

- 10.1 The requirements set out in this policy represent the minimum requirements that need to be disclosed in a prospectus for a locally incorporated Managed Investment Scheme and offerings by foreign incorporated Managed Investment Schemes in Fiji.
- 10.2 This Policy comes into effect from 1 July 2011.

**Reserve Bank of Fiji**  
**May 2011**

## **SCHEDULE A**

### **Interpretation –**

1. Any term or expression used in this Notice that is not defined in this Notice:
  - (a) which is defined in the Decree shall, unless the context otherwise requires, have the meaning given to it by the Decree;
  - (b) which is not defined in the Decree and which is defined in any of the RBF's Policy Statements shall, unless the context otherwise requires, have the meaning given to it by those policy statements; and
  - (c) which is not defined in the Decree or in any of the RBF's Policy Statements shall, unless the context otherwise requires, be interpreted in accordance with generally accepted accounting principles.
2. In this Notice, unless the context otherwise requires:

**'Decree'** means the Capital Markets Decree 2009 unless otherwise specified.

**'Experts'** mean advisers, firms of public accountants, law firms, valuers, engineers and such other parties that provide advice to the Management Company.

**'Latest practicable date'** is a date whereby the information disclosed shall remain relevant and current as at the date of issue of the prospectus.

**'Managed Investment Scheme'** means a mutual fund that is licensed by the Reserve Bank to pool funds of individual investors which is then invested by the professional manager in line with the investment objective of the fund and including a unit trust.

**'Management Company'** means company appointed as a manager of a unit trust (managed investment scheme or mutual fund) in accordance with the Unit Trust Act [Cap 228] and approved by the Reserve Bank.

**'Material Information'** means any information on price sensitive developments in a Managed Investment Scheme which would be likely to affect unit prices once it becomes known to the public. Examples include significant changes in management, investment portfolio and introduction of new products.

**'NAV'** represents the Net Asset Value being the total assets less the liabilities of the fund.

**'Prospectus'** means a legal document offering "units" or mutual fund shares for sale, which must explain the offer, including the terms, issuer, objectives, historical financial statements, and other information that could help an investor decide whether the investment is appropriate for him/her.

**'Securities'** meaning as given by the Capital Markets Decree 2009.

**'Trustee'** means Trustee Corporation within the meaning of the Unit Trust Act.

## **SCHEDULE B**

### **Guidance Notes**

- a. A prospectus should be legible and all its pages must be numbered. Any blank or partly blank pages shall contain words that the page has been intentionally left blank.
- b. The layout of the information to be disclosed below is up to the Manager's discretion.
- c. The following information should be disclosed:

1. **Preface (optional)**

A signed one-page letter from the Chairman or Chief Executive Officer of the management company which introduces the fund and provides basic but key information on the fund to potential investors.

2. **Responsibility Statements**

- i. Responsibility statements by the management company.  
"This prospectus has been reviewed and approved by the directors of the management company and they collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable inquiries, they confirm to the best of their knowledge and belief, there are no false or misleading statements, or omission of other facts which would make any statement in the prospectus false or misleading."
- ii. Statements of disclaimer by the Reserve Bank.  
"This Prospectus dated XXX was made effective by the Reserve Bank of Fiji on XXX.  
  
The Reserve Bank of Fiji ("RBF" or "Reserve Bank") disclaims any legal responsibility for any loss, damage or injury to any person that may arise as a result of examining any proposals submitted to it. The Reserve Bank does not vouch for the accuracy, and assumes no legal responsibility whatsoever for the contents of any proposal, prospectus, statement or document that it has examined.  
  
Notwithstanding Section 24(3) of the Capital Markets Decree 2009, examination of any proposal and Prospectus by the Reserve Bank does not include any assessment to viability."

- iii. A summary of prospectus details on the issue number, issue date and expiry date; and
- iv. Trust deed details on the date of trust deed and the parties to the trust deed.

3. **Table of Contents**

- i. The table of contents should list all sections and subsections of the prospectus.

4. **Definitions**

- i. A glossary of abbreviations and technical terms should be provided.

5. **Key Data/Information Summary**



- i. There must be a key data/information summary section highlighting the most important features of the fund and where necessary include cross-references to pages in the prospectus which gives full details on respective matters;
- ii. There must be a warning in bold in a prominent position advising investors that this section is only a summary of the most important information about the fund and that investors should read and understand the whole prospectus before making investment decisions.

**“Investors are advised to read and understand the full contents of the prospectus. If in doubt, please consult a professional adviser.”**

- iii. The key data/information summary should include, but is not limited to, the following information:
  - (a) Fund information;
  - (b) Name of fund;
  - (c) Category of fund;
  - (d) Type of fund;
  - (e) Initial offer period and its initial price (for a new fund);
  - (f) Investment objectives of the fund;
  - (g) Brief but relevant description of the policies and principal investment strategy, including the asset allocation strategy to be employed by the fund manager to meet the objectives;
  - (h) Performance benchmark;
  - (i) Brief but relevant description of the principal risks of investing in the fund;
  - (j) Brief but relevant description of the investor profile most suitable to invest in the fund;
  - (k) Distribution policy;
  - (l) The minimum investment requirements;
  - (m) The maximum approved size of the fund (where applicable); and
  - (n) All fees and charges.

- iv. For a fund which is already in operation, the prospectus must include the following warning statement:

**“Past performance of the fund is not an indication of its future performance.”**

## **6. Benefits of Investing**

- i. Key benefits should be included in investing in a Managed Investment Scheme.

## **7. Risk Factors**

- i. This section should contain information regarding risk factors relating to the fund which would include, among others–
  - (a) general risks of investing in a managed fund; and
  - (b) specific risks associated with the investment portfolio of the fund.
- ii. Mitigating factors should also be provided for all the risks outlined;
- iii. The listing of risk factors in order of priority is encouraged;
- iv. In making disclaimers on risk factors, care should be taken to ensure that the disclaimers are not so wide as to cause the risk disclosures to be of little or no beneficial use to investors.

## **8. The Fund**

- i. This section provides details on the fund offered in the prospectus. The objective is to assist prospective investors to make an informed assessment of the fund for decision making purposes;
- ii. The information to be disclosed in this section should include, but is not limited to, the following:
  - (a) The investment objective of the fund;
  - (b) The investment policy and principal investment strategies to achieve the stated investment objective. In describing the investment policy and principal investment strategies, the following information should be disclosed;
  - (c) Investment focus of the fund (e.g. equity, debenture, money market, collective investment schemes, etc.), the characteristics of the securities/instruments to be invested and the asset allocation strategy. Where appropriate, the investment focus should also include the countries/markets (e.g. global, regional or country-specific, developed or emerging markets, etc.) and target sector/industry;
  - (d) Practice, technique or approach used by the fund manager in managing the investment portfolio, including its policy on active and frequent trading of securities;
  - (e) Where applicable, disclosure on whether the fund manager may take temporary defensive positions which may be inconsistent with the fund's principal strategy in attempting to respond to adverse market conditions, economic, political or any other condition. The types of securities/instruments the fund would invest in during defensive positions should also be disclosed;
  - (f) The risk management strategies and techniques to be employed by the fund manager;

- (g) The fund's performance benchmark and where the information on the benchmark can be obtained. If a customised benchmark or combination of multiple benchmarks is used, there should be a description on how the benchmark is derived;
- (h) The permitted or authorised investments and the investment limits/restrictions for the fund;
- (i) Valuation bases for all types of assets invested or to be invested by the fund;
- (j) Policy in respect of valuation point(s) to determine the Net Asset Value (NAV) of the fund (including policy in respect of timing for valuation of a fund's foreign investments and frequency of valuation of the fund's property).

## 9. Fund Performance

- i. This section is not applicable to a new Managed Investment Scheme. It only applies to an existing Managed Investment Scheme.
- ii. The following information should be disclosed for the last 3 years (or since establishment if it is shorter):
  - (a) The total funds under management;
  - (b) The total returns of the fund;
  - (c) Portfolio turnover ratio; and
  - (d) The fund's gross and net of tax distribution per unit.
- iii. For the above, the use of graphs to show the performance of the fund and comparison with the selected benchmark is highly recommended. There should also be a brief write-up on the fund's performance in comparison with the stated benchmark. If there has been a change in the benchmark at any point, this section must state the fact and explain the reason for the change.
- iv. The basis of calculating the returns and any assumption made should be stated.
- v. Any other information that the management company considers necessary on the performance of the fund can also be disclosed.
- vi. The following statement must appear in bold under this section:

**“Past performance of the fund is not an indication of its future performance.”**

## 10. Historical Financial Highlights of the Fund

- i. This section applies to an existing Managed Investment Scheme. New Managed Investment Schemes should provide projections for 3 years.
- ii. Under this section extracts of the following audited financial statements of the fund should be provided for the 3 most recent financial years or immediately preceding the date of the prospectus with a brief explanation for any significant change:

- (a) Statement of financial performance;
  - (b) Statement of financial position; and
  - (c) Management expenses of the fund.
- iii. A statement that the full audited financial statements of the fund are disclosed in the fund's annual report and the annual report will be available upon request.
  - iv. The following statement must appear under this section:

**“Past performance of the fund is not an indication of its future performance.”**

## **11. Fees, Charges & Expenses**

- i. This section must clearly disclose and explain all the costs involved in investing in the fund (*where applicable*).
- ii. A description of the charges *directly* incurred by investors when purchasing or redeeming units of the fund.
- iii. The fees *indirectly* incurred by investors when investing in the fund which include, among others, management fee and trustee fee with annual rates imposed during the life of the prospectus.
- iv. Expenses incurred by the fund such as commission paid to brokers/service providers, auditors' fee, valuation fee, taxes, custodial charges, and any others.
- v. Rebates and soft commissions (*where applicable*) and the management company's policy on rebates and soft commissions must be clearly explained.
- vi. The following statement must appear under this section:

**“There are fees and charges involved and investors are advised to consider them before investing in the fund.”**

## **12. Transaction Information**

- i. This section provides information reasonably required by an investor for purchasing and redeeming units, as well as information on how investors can keep abreast of their investment in the fund.

### **Pricing**

- ii. Should clearly disclose the following:
  - a) Valuation points for the purpose of determining the Net Asset Value (NAV);
  - b) Unit price of the fund;
  - c) Pricing policy adopted by the management company for the fund's units (i.e. forward pricing or historical pricing); and

- d) A clear explanation of “single pricing”. For example, there must be a numerical illustration to show investors the amount payable, amount invested and amount of charges imposed for an investment of \$1,000 at the relevant unit price of the fund.

#### **Transaction Details**

- iii. Instructions and procedures on how to purchase and redeem units of the fund should be clearly disclosed in the prospectus.
- iv. The instructions/procedures should include but not limited to the following:
  - (a) minimum initial investment;
  - (b) minimum for top-ups;
  - (c) switching policy;
  - (d) transfer of units; and
  - (e) the different procedures adopted by the different types of distribution channels e.g. banks, brokers, Management Company, sales agents, financial planners and others.
- v. Cross-reference should be made to a complete list of distribution offices at the end of the prospectus (where applicable).

#### **Distribution Payment**

- vi. Description on the mode of distribution to investors, including policies and procedures on unclaimed monies/distribution.
- vii. Where investors are given an option to reinvest distributions, the following must be disclosed:
  - (a) The costs incurred by investors when exercising the option;
  - (b) Unit price at which the distributions are reinvested into additional units; and
  - (c) Business day by which the units are deemed to have been reinvested into additional units.

### **13. The Management Company**

- i. Under this section, information on the management company operating the fund being offered in the prospectus is disclosed.

#### **Corporate Information**

- ii. The corporate information of the management company must be disclosed which includes—
  - (a) names of directors of the management company and their status (independent or non-independent);

- (b) key personnel such as the CEO and designated person responsible for compliance matters. Information should include their academic and/or professional qualifications and relevant work experiences;
- (c) the management company's experience in operating a fund;
- (d) summary of the management company's financial position for the past three years (where applicable), in tabular form, disclosing—
  - i. paid-up share capital;
  - ii. shareholders' funds;
  - iii. revenue;
  - iv. profit/loss before tax; and
  - v. profit/loss after tax; and
  - vi. total number of funds as well total value of funds operated by the management company (where applicable).
- iii. There must also be disclosure of—
  - (a) roles, duties and responsibilities of the management company; and
  - (b) all current material litigation and arbitration, including those pending or threatened, and any facts likely to give rise to any proceeding which might materially affect the business/financial position of the management company or any of its delegates.

#### **14. The Trustee of the MIS**

- i. The following must be disclosed about the trustee of the MIS:
  - (a) names of the directors of the trustee and their experience to act as a trustee;
  - (b) summary of the trustee company financial position for the past three years (where applicable), in tabular form, disclosing—
    - i. paid-up share capital;
    - ii. shareholders' funds;
    - iii. revenue;
    - iv. profit/loss before tax;
    - v. profit/loss after tax; and
    - vi. number and value of funds under trusteeship.

- (c) A prospectus must also include a trustee's statement of responsibility.
- (d) Trustees cannot delegate trustee powers and responsibilities.
- (e) There must also be disclosure of–
  - i. roles, duties and responsibilities of the trustee; and
  - ii. all current material litigation and arbitration, including those pending or threatened, and any fact likely to give rise to any proceeding which might materially affect the business/financial position of the trustee or any of its delegates.

## **15. The Trust Deed**

### ***Terms of Deed***

- i. This section should disclose salient terms of the deed, particularly provisions relating to–
  - (a) rights and liabilities of unit holders, including the limitations and restrictions on their rights;
  - (b) maximum fees and charges permitted by the deed and payable by the investors either directly or indirectly (such as management fee, trustee fee, sales charge and repurchase charge, etc.);
  - (c) increase in fees and charges from the level disclosed in the prospectus and the maximum rate provided in the deed;
  - (d) permitted expenses payable out of the fund's property;
  - (e) removal, replacement and retirement of the management company and trustee;
  - (f) termination of the fund; and
  - (g) unit holders' meeting.

## **16. Taxation of the Fund**

- i. A prospectus should contain a report providing an opinion from the fund's tax adviser detailing the following:
  - (a) The taxation of the fund taking into account any distinctive characteristic of the fund (e.g. its participation in futures contracts, investment in foreign securities); and
  - (b) Tax liabilities of the unit holder (if any).

## **17. Experts' Reports**

- i. Where a prospectus contains experts' opinions, excerpts from or summaries of opinion expressed and conclusion recorded in the reports should be disclosed in the prospectus.

- ii. The experts should state whether or not the reports were prepared for inclusion in the prospectus.
- iii. The experts' reports should be signed and dated within a reasonable time of the issue of the prospectus. This is to ensure that the contents are substantially relevant at the time the prospectus is issued.
- iv. If an expert becomes aware of significant changes affecting the content of his report, either—
  - (a) between the date of the report and the issue of the prospectus; or
  - (b) after the issue of the prospectus and before the issue of the units,
 then, the expert has an ongoing obligation to either cause his report to be updated for the changes and, where applicable, cause the management company to issue a supplementary prospectus or replacement prospectus, or withdraw his consent to the inclusion of the report in the prospectus. Failure to do so will result in the management company, promoters and the expert being liable for any misleading statement or material omission in the outdated report.
- v. Experts should take care in making disclaimers of responsibility in their reports. If the disclaimers are so wide that the report is of little or no beneficial use to investors, then inclusion of the report in the prospectus may itself be misleading.

## **18. Additional Information**

- i. Should contain information on the following:
  - (a) how investors can keep abreast of developments in the fund and track unit price;
  - (b) disclose and highlight the customer services provided by the management company;
  - (c) policies and procedures adopted by the management company to avoid money laundering activities (e.g. procedures on identifying and verifying investors, and actions to be taken by the management company when money laundering activity is detected);
  - (d) a list of distribution channel's offices/premises where units can be purchased or redeemed.
- ii. Full disclosure of all material contracts (including contracts still under negotiations), not being contracts in the course of business, entered into within two years preceding the date of the prospectus. The following particulars should be disclosed for each contract:
  - (a) Date;
  - (b) Parties;
  - (c) Subject matter;
  - (d) Consideration passing to or from the fund and/or management company where applicable; and



- (e) The mode of satisfaction of the consideration.

## **19. Approvals and Conditions**

- i. A prospectus should disclose approvals obtained from relevant authorities in conjunction with the establishment of the fund, together with the dates of approvals, any condition attached and its status of compliance (where applicable).
- ii. For any waiver from any relevant guidelines which has been approved by the Reserve Bank, a prospectus should state the specific clauses of the guidelines for which the waiver was sought and details of the approval with condition(s) (if any).

## **20. Consents**

- i. There should be consent of the relevant parties whose statements or reports are used in the prospectus.

## **21. Signatories**

- i. There should be signatures of all the directors approving the information contained in the Prospectus.

## **22. Corporate Directory**

- i. The directory should contain details of the following:
  - (a) Names, addresses and telephone numbers of the registered office and business office of the management company and its delegates (if any). E-mail addresses and website addresses (if any) should also be stated;
  - (b) Names, addresses and telephone numbers of the registered office and business office of the trustee and its delegates (if any). E-mail addresses and website addresses (if any) should also be stated;
  - (c) Names of the directors of the management company (to specify the independent directors);
  - (d) Names of the audit and compliance committee (or by whatever name called) members (where applicable);
  - (e) Names and addresses of expert(s) who prepared reports or excerpts or summaries included or referred to in the prospectus;
  - (f) Names and addresses of the following parties (where applicable):
    - i. Auditors;
    - ii. Reporting accountants;
    - iii. Tax consultants;
    - iv. Valuers;

- v. Solicitors;
- vi. Principal bankers; and
- vii. Agency offices.

**23. Frequently Asked Questions (FAQs)**

- i. Under this section, frequently asked questions raised by investors together with the appropriate answers shall be included.
- ii. Where more than 50% of the unit holders are of a particular ethnic group, the FAQs must be provided in vernacular language.