



An application for registration of a Prospectus is to be submitted under Form A56 with the relevant fee. The fee is a minimum of \$5,000 and for offers above \$5 million, an additional \$1 for every \$1,000 in excess of \$5 million.

MINIMUM CONTENT REQUIREMENTS FOR A PROSPECTUS OF A COMPANY

Company details

1.—(1) State:

- (a) the full name, date and place of registration, registration number if any, and Registered Office address of the Company offering the Securities or if it does not have a Registered Office, its address in Fiji;
- (b) the names of the top twenty holders of Securities being offered by the Company at a date less than 21 days before the issue date of the Prospectus and the amount of each of those shareholdings; and
- (c) a brief background and history of the company.

(2) In relation to any Subsidiary of the Company, provide:

- (a) the date and place of registration;
- (b) a brief summary of its history;
- (c) a list of the major Members and percentage interest in the Subsidiary; and
- (d) a statement of the amount of issued and paid-up capital.

Details of the offer

2.—(1) State:

- (a) the number and type of Securities to be offered;
- (b) who is eligible to participate in the offer and the number of Securities, which are proposed to be issued to different groups of applicants;
- (c) the manner in which entitlements or allotments will be determined;
- (d) the issue price for each Securities, the total amount to be raised and any other conditions applicable to the offer;
- (e) the minimum subscription amount to be raised under the offer;
- (f) the minimum amount for which an applicant can apply;
- (g) the minimum number of Securities that can be applied for and the multiples of additional Securities which investors can apply for;
- (h) the estimated net cash proceeds of the offer, the intended use of the proceeds and the timeframe for full utilisation of the proceeds;
- (i) the opening and closing dates of the offer, date for allotment of Securities, and the date for the despatch of new Securities certificates;
- (j) whether the Directors reserve the right to extend the closing date;

- (k) for Companies intending to list on a Securities Exchange, the date of listing;
 - (l) the date on which monies will be refunded to applicants if:
 - (i) the minimum subscription amount is not met;
 - (ii) the Company does not list on a Securities Exchange, for Companies intending to list on a Securities Exchange; or
 - (iii) the applicant is not issued with the full amount of Securities for which the applicant applied; and
 - (m) the purpose for which the funds raised will be used.
- (2) Contain instructions and procedures on how to apply for Securities under the Prospectus and how to complete the accompanying application form;
- (3) Contain the terms and conditions for the application for Securities under the Prospectus; and
- (4) Explain the risks of participating in the offer, including, but not limited to, any risks which could materially affect the prospects of the Company and the industry in which it operates such as:
- (a) the competitive position of the Company;
 - (b) growth management and performance;
 - (c) capital requirements;
 - (d) legal environment;
 - (e) research and development;
 - (f) financial performance;
 - (g) international business exposure, including, but not limited to, foreign currency exposure;
 - (h) future profitability and dividends;
 - (i) liquidity;
 - (j) operational risks;
 - (k) Share price risk;
 - (l) changes in law and Accounting Standards;
 - (m) litigation; and
 - (n) terrorism.
- (5) Explain the steps proposed by the company to mitigate or manage the risks identified.

Information about Directors

3. In respect of each Director of the Company, state:

- (a) the name, age, occupation, residential address and technical or qualifications if any, of each Director of the Company and if a Director is also an employee of the Company, the title of the Director's position;
- (b) a profile including business and management experience;

- (c) the date of expiration of the current term of office, where applicable, and the period for which the person has served in that office;
- (d) their shareholding both direct and indirect in the Company, and to state the ultimate beneficial ownership of any Shares held under a nominee, Company or trustee arrangements;
- (e) directorships and shareholdings in all other Public Companies for the past 2 years;
- (f) whether or not a Director or a member of senior management meets the fit and proper requirements as determined by the Reserve Bank and, is or has been:
 - (i) involved in an application under any bankruptcy or Insolvency laws filed and not struck out against such person or any partnership in which he or she was a partner or any Company of which he or she was a Director;
 - (ii) convicted in a criminal proceeding or is a named subject of a pending criminal proceeding; or
 - (iii) subject of any order, judgment or ruling of any Court of competent jurisdiction or the Reserve Bank temporarily enjoining him or her from acting as an investment adviser, dealer in Securities, Director or employee of a Financial Institution and engaging in any type of business practice or activity;
- (g) the interests of the Directors in the success of the offer;
- (h) whether any person other than the Members of the Company in General Meeting or Directors of the Company acting as a board to fill a casual vacancy, has the right to appoint a Director or Directors of the Company and:
 - (i) the name of that person;
 - (ii) the name of each Director who has been appointed by that person; and
 - (iii) a statement whether or not that person has the right to vote in the election of other Directors of the Company;
- (i) where:
 - (i) a Director of the Company is entitled to remuneration from the Company or any of its Subsidiaries other than by way of Directors' fees; and
 - (ii) the remuneration is payable under a contract of service other than a contract terminable, without payment of compensation, by the issuer or any Subsidiary on notice of 2 years or less, the amount of the remuneration and all other principal terms of the contract; and
- (j) if there are any existing or proposed service agreements between the Company and its Directors.

Auditors, experts and advisers

4. – (1) State:

- (a) the names of the Company's Auditors by both audit firm, audit Company and individual names, and of any accountants, Financial Institutions, Brokers, Investment Advisers or solicitors by firm or Company name, who have been involved in the preparation of the Prospectus;
 - (b) the names, addresses, and qualifications of any experts named in the Prospectus;
 - (c) if the offer of Securities is underwritten, the name and address of the underwriter; and
 - (d) the interests of any consultant engaged by the Company in the preparation of the offer in the success of the offer.
- (2) An expert report that forms part of the Prospectus must be signed and dated by the expert.

Overview of the Company

5.—(1) Provide a group structure in the form of a diagram including all Subsidiaries and the percentage interests held.

(2) Provide summaries of:

- (a) the business activities of the Company;
- (b) the types of products manufactured or services provided by the Company;
- (c) the Company's estimated market coverage, position and share supported by studies or reports if available;
- (d) if products are exported, the percentage and names of the countries exported to;
- (e) the availability of raw materials and supplies;
- (f) any interruptions in the business which may have had a significant effect on the operations of the Company during the last 12 months;
- (g) in respect of key employees including the total number of employees; training and development programmes undertaken and on-going;
- (h) the modes of marketing, distributions and sales;
- (i) the output of the Company;
- (j) business development plans and future plans as well as steps taken including strategies to be adopted to ensure growth and prospects of the Company in the light of the industry prospects, outlook and conditions, future plans and strategies and competition;
- (k) any restrictions on the powers of Directors;
- (l) all material contracts to which the Company is a party;

- (m) rights attached to the Securities including voting, dividends, liquidation and other material provisions of Articles of Association of the Company;
- (n) any current acquisitions of Property, businesses or entities;
- (o) any legal proceedings, alternative dispute resolution proceedings including arbitrations, and any disputes that are pending as at the issue date of the Prospectus which may have a material adverse effect on the Company;
- (p) the prospects of the Company;
- (q) any restrictions on the ability of any Subsidiary of the Company to distribute profits, including, but not limited to restrictions that result from any undertaking given, or contract or deed entered into, by the Company or any of its Subsidiaries; and
- (r) any restrictions on the ability of the Company or any Subsidiary of the Company to borrow, including, but not limited to, restrictions that result from any undertaking given, or contract or deed entered into, by the Company issuer or any of its Subsidiaries.

Overview of the industry

6. Where information is available, provide a summary of each industry in which the Company operates, including summaries of:
- (a) the industry and the Company's position within the industry;
 - (b) past performance if applicable;
 - (c) future growth;
 - (d) industry players and competition;
 - (e) the relevant laws and regulations governing the industry;
 - (f) demand/supply conditions;
 - (g) substitute products/services;
 - (h) the prospects and outlook of the industry; and
 - (i) the industry's reliance on and vulnerability to imports.

Historical financial information

- 7.—(1) Include the most recent 3 years of Financial Statements which have been audited for a Financial Year which has ended within 6 months of the issue date of the Prospectus and in relation to those Financial Statements, provide—
- (a) segmental analysis of revenue/operating profits by business unit or Subsidiary, products or services and markets or geographical locations;
 - (b) details as to the extent of which any material change in net revenues is attributable to changes in prices, volumes or amount of products being sold or the introduction of new products or services;

- (c) if material, discussion of the impact of foreign exchange, interest rates on operating profits;
 - (d) discussion of any known trends, demands, commitments, events or uncertainties that:
 - (i) have had or the Company expects to have, a material favourable or unfavourable impact on the financial performance, position and operations of the Company; and
 - (ii) would cause the historical Financial Statements to be not necessarily an indication of future financial information.
 - (e) a description of the material sources of liquidity, whether internal or external and a brief discussion of any material unused sources of liquidity; and
 - (f) a classification of the total outstanding borrowings in the Balance Sheet into long term and short term, interest bearing and non-interest bearing and for all foreign borrowings to be identified separately with their corresponding foreign currencies amount.
- (2) If the issue date of the Prospectus is more than 6 months since the end of the last Financial Year, include interim Financial Reports in the same form as Financial Reports for a full Financial Year.

Projected financial information

- 8.—(1) Projected Financial Statements for the Company for the next 3 years.
- (2) Directors' analysis of the estimate, forecasts and/or projections and commentary on achievability, in light of the following:
- (a) future prospects of the industry;
 - (b) future plans and strategies to be adopted; and
 - (c) the level of gearing, liquidity and working capital requirements.
- (3) An estimate/forecast and/or projection must be realistic and achievable to provide investors with information on the Company's prospects.
- (4) A dividend estimate or forecast which includes:
- (a) a dividend policy;
 - (b) a dividend rate; and
 - (c) gross/net amount.

Independent accountant's report

- 9.—(1) An independent account must:
- (a) not be the Auditor for the Company or involved in the preparation of the Company's current financial accounts; and
 - (b) be a chartered accountant with a current Certificate of Public Practice issued by the Fiji Institute of Accountants in accordance with the Fiji Institute of Accountants Act (Cap. 259).
- (2) The report must:

- (a) be signed and dated;
- (b) state:
 - (i) the work done by the Independent Accountant;
 - (ii) the scope and limitations of the work done;
 - (iii) the existence of any relationship which the accountant has with the Company;
 - (iv) whether the accountant has obtained all information and explanations that he or she has required;
 - (v) whether or not, in the accountant's opinion, the projected Financial Statements that are required to be included in the Prospectus ("Projected Financial Statements")—
 - (A) comply with all legal requirements for the content of a Prospectus;
 - (B) comply with Accounting Standards; and
 - (C) present fairly the state of Affairs of the Company as at the date of the Prospectus for the period to which the Projected Financial Statements relate, and, if they do not, state the respects in which they do not;
 - (vi) whether any amounts in the Projected Financial Statements have been taken from audited Financial Statements of the Company, and whether or not the amounts have been correctly taken; and
 - (vii) whether or not in his or her opinion any forecasts included in the Prospectus have been properly prepared on the basis of the stated assumptions, and have been presented in accordance with Accounting Standards and on a basis consistent with the accounting policies adopted by the Company, and disclosed in the report.

Other

10.—(1) Specify any documents required by Section 291 of the Act to be endorsed on or attached to the Prospectus for the purposes of that section.

(2) Contain all information, statements, certificates, and other matters that it is required to contain by regulations made under the Act.

The Reserve Bank may request for further information or documentation. For further information or clarification, please contact Mr Sailasa Vadiga, Manager Policy and Research Unit, Financial Institutions Group on email sailasa@rbf.gov.fj.