

# RESERVE BANK OF FIJI



## CHECKLIST OF REQUIREMENTS FOR ISSUING WHOLESALE CORPORATE BONDS IN FIJI

The following information as required under the Companies Act 2015 and the Companies (Wholesale Corporate Bonds) Regulations 2021 must be submitted to the Reserve Bank of Fiji by issuers prior to issuing Wholesale Corporate Bonds in Fiji.

**A. Application Form D1** – Application for Registration of Information Memorandum signed by Chief Executive Officer or equivalent. Form D1 is available in Annex 1.

**B. Application Fees** - The Application Form D1 should be submitted together with the Application Fees applicable. The Schedule of Fees is provided in Annex 3.

**C. Trust Deed**

A duly executed trust deed that is compliant with Section 296 of the Companies Act 2015.

**D. Information Memorandum**

A duly completed information memorandum compliant with Part 3 of the Companies (Wholesale Corporate Bonds) Regulations 2021 and the mandatory sections as set out in Part 1 below. Part 2 is recommended as a guide and should be provided if considered necessary by the issuer to enable investors to make an assessment of the securities.

PART 1: Mandatory sections	Contents of sections, so far as relevant
<b>a. Summary information</b> <b>i) Mandatory</b>	<ul style="list-style-type: none"><li>• Date of Document</li><li>• Issuer Name</li><li>• Issuer external auditor</li><li>• Bond Trustee</li><li>• The place where the register of holders of the bonds is maintained and can be consulted</li><li>• Paying Agent for interest and principal</li><li>• Lead Manager responsible for information memorandum</li><li>• Eligible Investors for the issuance</li><li>• Terms and conditions of bond, including key covenants made by the issuer</li><li>• Title, Currency and Denomination of bond</li><li>• Intended issuance amount</li><li>• Intended issuance date</li></ul>

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PART 1: Mandatory sections	Contents of sections, so far as relevant
	<ul style="list-style-type: none"> <li>• Maturity date</li> <li>• Interest (including interest rate, payment dates and any other information necessary to understand future interest payments)</li> <li>• Governing law</li> <li>• Declaration that the issuance is to be made under the exception provided by this Regulation and that the bonds cannot be held by or transferred to any investor that does not meet the eligibility requirements set out above.</li> </ul>
	<p>i. <u>Additional Information that may be submitted (recommended)</u></p> <ul style="list-style-type: none"> <li>• Other key information about Issuer, if relevant (e.g., if a Unit Trust or Managed Investment Scheme)</li> <li>• Other advisers on the issuance</li> <li>• All associated fees and costs</li> <li>• Form of bonds</li> <li>• Minimum investment amount</li> <li>• Lot size</li> <li>• Brief description of trading, clearing and settlement framework</li> <li>• Brief description of transfer procedures</li> <li>• Brief description of any selling, purchasing or transfer restrictions</li> <li>• Any redemption conditions</li> <li>• Any early termination events</li> <li>• Payment process for early termination events</li> <li>• Brief description of any possible variations, amendments or modifications to key conditions of bond, including procedures to be followed</li> <li>• Fiji taxation applicable to bonds and to payments made under bond.</li> </ul>

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PART 1: Mandatory sections	Contents of sections, so far as relevant
<b>b. List and location of all key documents incorporated by reference</b>	<ul style="list-style-type: none"> <li>• Name of document</li> <li>• References to each reference document within this Information Memorandum</li> <li>• The link/location of the reference document.</li> </ul>
<b>c. Summary of financial position of company over at least past three years in accordance with audited financial statements</b>	<ul style="list-style-type: none"> <li>• Most recent Audit Opinion on annual financial statements and relevant date.</li> <li>• A link to the audited financial statements for the past three years.</li> <li>• A summary of financial statements for the past three years (or less if the entity has existed less than three years).</li> </ul>
<b>Terms and Conditions of the Bond</b>	
<b>d. Processes relevant to bond</b>	<ul style="list-style-type: none"> <li>i. <u>Mandatory</u> <ul style="list-style-type: none"> <li>• Processes for payment of interest and repayment of principal</li> <li>• Processes and rights of holders in event of default by issuer</li> </ul> </li> <li>ii. <u>Additional information may be submitted (recommended)</u> <ul style="list-style-type: none"> <li>• Application and issuance of bond to investor, including form of confirmation (with attachments as necessary).</li> <li>• Ongoing obligations for disclosure that the Issuer is bond to comply with under the Trust Deed, and the method by which the disclosures are to be made.</li> </ul> </li> </ul>



PART 1: Mandatory sections	Contents of sections, so far as relevant
<p><b>e. Risk Factors</b></p>	<ul style="list-style-type: none"> <li>• This risk factors section should include a description of all matters of which the issuer or its advisers are aware that significantly increase the risk that the issuer may default on any of its payment obligations under the debt securities.</li> <li>• The description should include (a) particulars that make it clear why each circumstance is of particular significance in relation to the particular issuer or the particular Wholesale Corporate Bonds securities (as compared to other issuers or debt securities); and (b) particulars that will, to the extent that is reasonably practicable, assist an investor to assess the likelihood of any impact arising from those circumstances, the nature of that impact, and the potential magnitude of that impact.</li> <li>• The risk factors section does not need to include general risks, including (i) the risk that the issuer becomes insolvent and is unable to meet its obligations under the debt securities or (ii) that if the investor wishes to sell the debt securities before maturity, or (iii) the risk that the investor is unable to find a buyer or that the amount received is less than the principal amount paid for the debt securities; unless the issuer or its advisers are aware of any circumstances which mean that these risks are materially higher in relation to the issuer or the particular WCB securities than for other issuers or debt securities, in which case the matter must be captured above.</li> <li>• The section should ideally not be longer than 4 pages in length, although this may be exceeded at the discretion of the issuer.</li> </ul>

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<b>PART 1: Mandatory sections</b>	<b>Contents of sections, so far as relevant</b>
<b>f. Legal Notices</b>	<ul style="list-style-type: none"> <li>Recommended to include matters such as any necessary definitions; all relevant legal and regulatory restrictions and conditions applying to the bond; all possible variations to payments under the bond; responsibilities for validations of information within the Information Memorandum, if any, and for any significant misstatements within Information Memorandum; description of role of bond trustee, details of persons responsible for the information within the Information Memorandum.</li> </ul>
<b>g. Directors and Officers of issuer</b>	<ul style="list-style-type: none"> <li>Full names</li> <li>Memberships of all Board committees</li> </ul>
<b>h. Sign Off</b>	<ul style="list-style-type: none"> <li>Name of authorised representative of issuer</li> <li>Signature of legal representative of issuer</li> <li>Date of Signature</li> </ul>
<b>i. Subscriber Information Form [sample]</b>	<ul style="list-style-type: none"> <li>A tender form/ application form must be attached with the IM and capture minimum investor details outlined in the sample provided in Annex 4.</li> <li>This Form is to be used by issuer when on-boarding investors.</li> </ul>

<b>PART 2: Recommended Sections</b>	<b>Contents of sections, so far as relevant</b>
<b>a. Description of company and business</b>	<ul style="list-style-type: none"> <li>Corporate group structure</li> <li>Contingencies and guarantees that may impact the issuer</li> </ul>
<b>b. Use of Funds</b>	<ul style="list-style-type: none"> <li>Details of how the company plans to spend the capital being raised</li> </ul>
<b>c. Fees and costs of issuance / program</b>	<ul style="list-style-type: none"> <li>Estimated financing cost for corporate bond issuance</li> </ul>

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<b>d. Taxation</b>	<ul style="list-style-type: none"><li>• A summary of Fiji taxation applicable or potentially applicable to investors in the securities. Explicit statement that this does not cover any potential liabilities to taxation in other jurisdictions, depending on the circumstances of the investor.</li></ul>
<b>e. Identification and contact details of all key parties</b>	<ul style="list-style-type: none"><li>• Including trustee, registrar, paying agent, etc.</li></ul>

## E. Other Documents

The issuer must submit any other documents that the Reserve Bank of Fiji may require for consideration.

The application must be submitted to the following:

By Post:

[Confidential]  
The Chief Manager  
Financial Institutions Group  
Reserve Bank of Fiji  
Private Mail Bag  
Suva

Hand Delivery:

[Confidential]  
The Chief Manager  
Financial Institutions Group  
Tower 4, Reserve Bank of Fiji  
Pratt Street  
Suva

**Reserve Bank of Fiji**

March 2021

# RESERVE BANK OF FIJI



## ANNEX 1:

### THE RESERVE BANK OF FIJI

FORM D1

Regulation 5

## APPLICATION FOR REGISTRATION OF INFORMATION MEMORANDUM

If there is insufficient space in any section of the Form, you may photocopy the relevant page(s) of the Form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

### Lodgement Details

Who should the Reserve Bank contact if there is a query about this Form?

Firm/ Organisation .....

Contact Name .....

Position Description .....

Telephone number (during business hours) .....

Email address .....

Level/ Office Building .....

Street Number and street .....

Town/ City .....

Island .....

### A. Declaration by applicant

I apply for registration of the attached document. I have the necessary written consents and agreements referred to in the attached document. The information provided in this application and in the attached document is true and correct at the time of signing.

Signature of applicant

☐ Individual

Surname .....

First Name(s) .....

Former Name .....

Signature .....

Date Signed ...../ ...../ .....

☐ Company

# RESERVE BANK OF FIJI



Company Name .....

Country of Incorporation .....

Name .....

Capacity

☐ Director

☐ Company Secretary

Signature .....

Date Signed ...../ ...../ .....

# RESERVE BANK OF FIJI



## ANNEX 2:

THE RESERVE BANK OF FIJI

FORM D2

Regulation 5

### CERTIFICATE OF REGISTRATION OF AN INFORMATION MEMORANDUM

This is to certify that the following document attached to this certificate:

☐ Information Memorandum

☐ is registered under the Companies (Wholesale Corporate Bonds) Regulations 2021

☐ is refused registration under the Companies (Wholesale Corporate Bonds) Regulations 2021

Issued by the Reserve Bank of Fiji on ...../ ...../ .....

Name .....

Position .....

Signature .....

# RESERVE BANK OF FIJI



## ANNEX 3:

### SCHEDULE OF FEES

Item	Provision	Prescribed Form No.	Prescribed Form Name	Lodgement Fee (VEP)
1.	Regulation 5: Contents of Information Memorandum	D1	Application for Registration of Information Memorandum	Not applicable
2.	Regulation 5: Contents of Information Memorandum	D2	Certificate of Registration of an Information Memorandum or refusal to register	Not applicable

# RESERVE BANK OF FIJI



## ANNEX 4:

### SUBSCRIBER INFORMATION FORM [SAMPLE]

[Insert Name of bonds]	[YEAR]/1
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To: [Insert Company Name and Address]
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Lodgement Date: DD/ MM/ YEAR
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Investor Type:	<input type="checkbox"/> Individual (Resident) <input type="checkbox"/> Licensed Financial Institution <input type="checkbox"/> Multilateral Institution	<input type="checkbox"/> Individual (Non-resident) <input type="checkbox"/> Non-financial institution <input type="checkbox"/> Foreign Entity
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#### Individual Investor Details (Surname to be stated first):

1	Mr/Mrs/Miss: ..... .....  Residential Address: ..... .....  Postal Address: ..... ..... .....	Telephone: ..... .....  Mobile: ..... .....  Email: ..... ..... .....	DOB: ...../ ...../ .....  Occupation: ..... ..... .....  Tax Identification Number (TIN)* ..... ..... .....  <i>*A copy of TIN letter/card and another valid photo ID (Voter ID, Driver's License or Passport) must be submitted with the application form. For foreign investors an equivalent document will suffice.</i>
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#### Corporate Investor Details:

1	Company Name: ..... .....  Physical Address: ..... .....  Postal Address: ..... ..... .....	Telephone: ..... .....  Mobile: ..... .....  Email: ..... ..... .....	Business Registration No*: ..... .....  Principal business activity: ..... ..... .....  Country established: ..... ..... .....  <i>*A copy of Certificate of Registration and a valid photo ID (Voter ID, Driver's License or Passport of contact person must be submitted with the application form.</i>
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Contact Person: Mr/Mrs/Miss: ..... .....  Designation: ..... .....	Telephone: ..... .....  Mobile: ..... .....  Email: ..... .....	
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## Investment Details:

Minimum investment FJ \$200,000.00

Issue Date	Maturity Date	Coupon Rate	Amount (\$)	Source of Funds:
[Insert details here]	[Insert details here]	[Insert details here]	[\$]	[Insert details]

## Credit Interest Payments To:

Bank: _____ Branch: _____ Account Number: _____ Account Name: _____  I hereby authorise the <a href="#">Registrar</a> to pay to the above bank account, ALL interest and redemption proceeds which hereafter may become payable in respect of the above investment and to accept their receipt as a full and sufficient discharge, such order to remain in force until revoked by me/us in writing.
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I hereby apply for [\[insert company name\]](#) upon the terms and conditions set out in the [\[Insert corporate bond name\] Information Memorandum](#) dated [\[insert date\]](#).

## Investment Adviser Details (If applicable):

Name: _____ Company: _____ Address: _____	Telephone: _____ Email: _____
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## PLEASE SIGN HERE

Date and Company Stamp (if applicable)		Date	Date

# RESERVE BANK OF FIJI



FOR USE BY THE REGISTRAR

Custodian Initials			Date	Comments
1	2			