Suruhanjaya Sekuriti
Securities Commission
Malaysia

LODGEMENT KIT: UNLISTED CAPITAL MARKET PRODUCTS UNDER THE LODGE AND LAUNCH FRAMEWORK

1st Issued: 9 March 2015
Revised: 28 November 2022

LODGEMENT KIT: UNLISTED CAPITAL MARKET PRODUCTS UNDER THE LODGE AND LAUNCH FRAMEWORK

Effective Date Upon 1st Issuance:	**15 June 2015**

List of Revisions

Revision Series	Revision Date	Effective Date of Revision
1st Revision	16.1.2017	16.1.2017
2nd Revision	8.11.2017	8.11.2017
3rd Revision	16.4.2018	16.4.2018
4th Revision	11.10.2018	11.10.2018
5th Revision	28.4.2020	28.4.2020
6th Revision	30.6.2020	30.6.2020
7th Revision	26.4.2021	26.4.2021
8th Revision	13.9.2021	13.9.2021
9th Revision	23.3.2022	23.3.2022
10th Revision	30.5.2022	1.6.2022
11th Revision	28.10.2022	28.10.2022
12th Revision	28.11.2022	28.11.2022

CONTENTS

	Page
INTRODUCTION	1
PART 1: WHOLESALE FUNDS	
SECTION 1 **INFORMATION TO BE PROVIDED TO THE SC AT THE INITIAL LODGEMENT**	3
PART 2: STRUCTURED PRODUCTS	
SECTION 1 **LODGEMENT FORM – STRUCTURED PRODUCT PROGRAMME**	17
SECTION 2 **PRE-ISSUANCE NOTIFICATION – STRUCTURED PRODUCT SERIES UNDER A STRUCTURED PRODUCT PROGRAMME**	20
SECTION 3 **MONTHLY POST-ISSUANCE REPORT**	24
PART 3: CORPORATE BONDS AND SUKUK	
SECTION 1 **LODGEMENT FORM FOR CORPORATE BONDS OR SUKUK**	39
SECTION 2 **POST-ISSUANCE NOTICE FOR CORPORATE BONDS OR SUKUK**	49
SECTION 3 **LODGEMENT FORM FOR FOREIGN CURRENCY-DENOMINATED CORPORATE BONDS OR SUKUK THROUGH A ROADSHOW**	53
SECTION 4 **POST-ISSUANCE NOTICE FOR FOREIGN CURRENCY-DENOMINATED CORPORATE BONDS OR SUKUK THROUGH A ROADSHOW**	57
SECTION 5 **LODGEMENT FORM FOR NEGOTIABLE INSTRUMENTS OF DEPOSIT (NIDs) OR ISLAMIC NEGOTIABLE INSTRUMENTS OF DEPOSIT (INIDs) PROGRAMME**	59
SECTION 6 **POST-ISSUANCE NOTICE FOR NIDs OR INIDs**	60

SECTION 7 61
INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC FOR POST-ISSUANCE REVISION

PART 4: ASSET-BACKED SECURITIES (ABS)

SECTION 1 64
LODGEMENT FORM FOR ABS

PART 5: CONVERTIBLE NOTES AND ISLAMIC CONVERTIBLE NOTES TO SPECIFIC REGISTERED PERSONS

SECTION 1 69
GENERAL

SECTION 2 70
INFORMATION TO BE LODGED WITH THE SC

INTRODUCTION

1.01 This Lodgement Kit provides relevant information and documents that must be lodged with the SC as required under the *Guidelines on Unlisted Capital Market Products under the Lodge and Launch Framework* (*Guidelines on UCMP under the LOLA Framework*) and the *Guidelines on Islamic Capital Market Products and Services (Guidelines on ICMPS)*.

1.02 This Lodgement Kit is in addition to and not in derogation of any other guidelines issued by the SC or any other requirements as provided for under securities laws.

1.03 The Lodgement Kit must be read together with the securities laws and the relevant guidelines, including the *Guidelines on UCMP under the LOLA Framework* and the *Guidelines on ICMPS*.

1.04 Any lodgement of information or document must be done through an online system specifically for the Lodge and Launch framework.

1.05 The relevant Lodgement Party specified in the *Guidelines on UCMP under the LOLA Framework* is responsible for the lodgement of information and documents required under the *Guidelines on UCMP under the LOLA Framework* and the *Guidelines on ICMPS*.

1.06 Any information or document lodged must be true, complete and accurate.

1.07 All fields required in the online system are mandatory, unless otherwise stated.

1.08 Copies of documents (whether in hard copy or soft copy) that have been lodged with the SC should be kept for reference, where necessary.

1.09 Lodgement must be accompanied by the relevant fees as prescribed by the SC.

PART 1

WHOLESALE FUNDS

SECTION 1: INFORMATION TO BE PROVIDED TO THE SC AT THE INITIAL LODGEMENT

LODGEMENT FORM

Local wholesale fund

1.01 In establishing a local wholesale fund, the fund management company must provide the following information in the lodgement form:

(1) Fund name;

(2) Reason for choosing the fund name;

(3) To specify if the fund is a conventional fund or an Islamic fund:

(a) For an Islamic fund, to provide the name of the Shariah adviser, which could either be a corporation or an individual;

(b) For both types of Shariah adviser under subparagraph 1.01(3)(a) above, to provide conflict of interest situation, actual or potential, if any, between the Shariah adviser and the fund management company and the measures to manage such conflict of interest situation. To attach relevant documents (e.g. a chart showing the structure or relationship), if necessary;

(4) Structure of the fund, which could either be:

(a) A trust structure – to provide the name of the trustee and attach an executed and stamped trust deed; or

(b) A custodial structure – to provide the name of the custodian and attach a signed custodial agreement;

(c) For both types of structure mentioned under subparagraphs 1.01(4)(a) and (b) above, to confirm if the trustee or custodian, as the case may be, is independent from the fund management company. If such trustee or custodian is not independent from the fund management company, to explain the relationship of the trustee or the custodian, as the case maybe, with the fund management company. To attach a chart showing the structure or relationship, if necessary;

(5) For a fund qualified as a sustainable responsible investment fund, to indicate as such and to state the date of qualification. To also attach the qualification letter.

(6) Base currency of the fund;

(7) Investment objective of the fund;

(8) Description on how the investment objective can be achieved;

(9) Fund type;

(10) Fund category;

(11) Asset allocation;

(12) Distribution policy, type of distribution and the mode of distribution (for both single class and multi-class funds);

(13) Additional features:

(a) To specify if the fund is a single class fund or a multi-class fund;

(b) For a single class fund, to specify if the fund has been offered to a country outside Malaysia. If yes, to specify such country and the launch date in such country;

(c) For a multi-class fund, to specify the class to be offered in Malaysia and outside Malaysia, if any, the country where each class is being offered, the currency denomination of such class, description of the class and its key differences from other classes. For classes that have been launched outside Malaysia, to specify the launch date of such classes.

(14) Other features, if applicable:

(a) A feeder fund–

If the fund is structured as a feeder fund, the following information will be required in relation to the target fund:

(i) Name of the target fund and its regulatory authority;

(ii) Name of the operator of the target fund and its regulatory authority;

(ii) Name of the investment manager of the target fund and its regulatory authority;

(iv) Investment objective of the target fund;

(v) Fund type;

(vi) Fund category;

(vii) Asset allocation;

(viii) Distribution policy, type of distribution and the mode of distribution (for both single class and multi-class funds);

(ix) Risks;

(x) Fees and charges (to specify the type, description and rate or amount);

(b) If the fund is a sub-fund of an umbrella fund, to state the name of the umbrella fund;

(c) If the fund has limited duration or tenure, to state its duration or tenure (in months);

(d) If the fund is a capital guaranteed fund, to state the name of the guarantor;

(e) If the fund is an index-tracking fund, to specify the underlying index and provide a description of the index;

(15) Risks associated with the fund (to specify the risks and provide a description of such risks, i.e. to explain how such risks may potentially erode the investors' capital and/or returns and if possible, to state the extent of such erosion);

(16) For both single class and multi-class funds, the management fees, trustee fees, sales charges and redemption charges (per annum), if any. If charged, to state whether such fees or charges, are charged based on a fixed or tiered structure–

(a) if the fees or charges are based on a fixed structure, to state the basis of computation, and where applicable, the maximum rate as well as the maximum amount to be charged;

(b) if the fees or charges are based on a tiered structure, to describe the tiering and where applicable, the maximum rate as well as the maximum amount to be charged;

(c) an illustration on the computation for each fees and charges (optional);

(17) Performance fees (per annum), if any. If a performance fee is charged, to provide details including the fee structure and attach an illustration of the computation of such fees (optional);

(18) Other material fees or material charges (per annum), if any. If there is any other material fees or charges, to specify the type of fees or charges, provide a description of the fees or charges and attach an illustration of the computation of such fees or charges (optional);

(19) Valuation policy and valuation frequency for each asset type;

(20) Pricing policy, whether forward or historical pricing. If it is historical pricing, to provide details including how material market movements will be dealt with;

(21) Frequency of dealing in units for both subscription and redemption, whether daily, weekly, biweekly, monthly, quarterly or yearly;

(22) Delegation of fund management function, if any. If applicable, to state the name of the delegated fund manager. If the external fund manager is not licensed by the SC, to also state the country of incorporation, the regulatory authority and the country of the regulatory authority of the external fund manager;

(23) Financial year end of the fund. Where the financial year end cannot be determined at the point of lodgement, to describe the basis in determining the financial year end;

(24) Targeted investors in Malaysia, whether accredited investors, high net worth entities or high net worth individuals. For offerings to high net worth entities and/or high net worth individuals, to attach a copy of the product highlight sheet. For offerings to accredited investors, it is optional to attach a copy of the product highlight sheet;

(25) To attach the offering document, if any;

(26) Exemption or variation from the requirements of any relevant guidelines, if any. If applicable, to provide details of the exemption or variation obtained and the date of approval for such exemption or variation. Also, to attach the SC's approval letter on such exemption or variation obtained;

(27) Launch date in Malaysia. Where the fund is a multi-class fund, to provide the launch date or indicative launch date for each of the classes offered in Malaysia;

(28) Initial offer period in Malaysia. If the initial offer period is more than 45 days, to provide rationale for the length of the initial offer period;

(29) Initial offer price in Malaysia. Where the fund is a multi-class fund, to provide the initial offer price for each of the classes.

Foreign wholesale fund

1.02 The operator of a foreign wholesale fund, through its adviser, must provide the following information in the lodgement form:

(1) If a conflict of interest exists between the adviser/representative and the operator, to provide full details on the nature of such conflict of interest and measures to manage such conflict of interest;

(2) Fund name;

(3) Reason for choosing the fund name;

(4) To specify if the fund is a conventional fund or an Islamic fund;

(5) For an Islamic fund, to state the following:

(a) Name of the Shariah adviser;

(b) Experience of the Shariah adviser;

(6) The structure of the fund which could either be:

(a) A trust structure – to provide the name of the trustee and to attach an executed and stamped trust deed;

(b) A custodial structure – to provide the name of the custodian and to attach a signed custodial agreement;

(c) A structure that is equivalent to a trust structure – to specify the structure, name of person by whatever name called equivalent to a trustee and to attach a constitutive document; or

(d) A structure that is equivalent to a custodial structure - to specify the structure, name of person by whatever name called equivalent to a custodian and to attach a constitutive document.

In any of the above structures, to attach a director's certification that such constitutive document is–

(i) identical to the version filed or lodged or registered, as the case may be, with the securities regulator that primarily regulates the fund; and

(ii) a true and accurate translation of the original constitutive document if the constitutive document lodged is a translated version of the original constitutive document.

For any of the above structures, to confirm if the trustee or custodian or such person by whatever name called equivalent to a trustee or a custodian, as the case may be, is independent from the operator. If such person is not independent from the operator, to explain the relationship of the trustee or the custodian or the person by whatever name called equivalent to a trustee or custodian as the case may be, with the operator. Further, to attach a chart showing the structure or relationship, if necessary;

(7) For a fund qualified as a sustainable responsible investment fund, to indicate as such and to state the date of qualification. To also attach the qualification letter.

(8) Base currency of the fund;

(9) Investment objective of the fund;

(10) Description on how the investment objective can be achieved;

(11) Fund type;

(12) Fund category;

(13) Asset allocation;

(14) Distribution policy, type of distribution and the mode of distribution (for both single class and multi-class funds);

(15) Additional features:

(a) To specify if the fund is a single class fund or a multi-class fund;

(b) For a single class fund, to specify if the fund has been offered to a country outside Malaysia. If yes, to specify such country and the launch date in such country;

(c) For a multi-class fund, to specify the class to be offered in Malaysia and outside Malaysia, if any, country where each class is being offered, the currency denomination of such class, a description of the class and its key differences from other classes. For classes that have been launched outside Malaysia, to specify the launch date of such classes;

(16) Other features, if applicable:

(a) If the fund is structured as a feeder fund, the following information is required in relation to the target fund:

(i) Name of the target fund and its regulatory;

(ii) Name of the operator of target fund and its regulatory authority;

(iii) Name of the investment manager of target fund and its regulatory authority;

(iv) Investment objective of the target fund;

(v) Fund type;

(vi) Fund category;

(vii) Asset allocation;

(viii) Distribution policy, type of distribution and mode of distribution (for both single class and multi-class funds);

(ix) Risks; and

(x) Fees and charges (to specify the type, description and rate or amount);

(b) If the fund is a sub-fund of an umbrella fund, to state the name of the umbrella fund;

(c) If the fund has limited duration or tenure, to state its duration or tenure (in months);

(d) If the fund is a capital guaranteed fund, to state the name of the guarantor; an

(e) If the fund is an index-tracking fund, to specify the underlying index and a description of the index;

(17) Risks associated with the fund - to specify the risk and provide a description of such risks, i.e. to explain how such risks may potentially erode the investors' capital and/or returns and if possible, to state the extent of such erosion;

(18) For both single class and multi-class funds, the management fees, trustee fees, sales charge and redemption charge (per annum), if any. If charged, to state whether such fees or charges, charged based on a fixed or tiered structure–

(a) if the fees or charges are based on a fixed structure, to state the basis of computation, and where applicable, the maximum rate as well as the maximum amount to be charged; and

(b) if the fees or charges are based on a tiered structure, to describe the tiering and where applicable, the maximum rate as well as the maximum amount to be charged;

(c) an illustration on the computation for each fees and charges (optional);

(19) Performance fees (per annum), if any. If a performance fee is charged, to provide details including the fee structure and to attach an illustration of the computation of such fees (optional);

(20) Other material fees or material charges (per annum), if any. If there is any other material fees or charges, to specify the type of fees or charges, provide a description of the fees or charges and to attach an illustration of the computation of such fees or charges (optional);

(21) Valuation policy and valuation frequency for each asset type;

(22) Pricing policy, whether forward or historical pricing. If it is historical pricing,

to provide details including how material market movements will be dealt with;

(23) Frequency of dealing in units for both subscription and redemption, whether daily, weekly, biweekly, monthly, quarterly, or yearly;

(24) Delegation of fund management function, if any. If applicable, to state the name of the delegated fund manager. If the external fund manager is not licensed by the SC, to also state the country of incorporation, the regulatory authority and the country of the regulatory authority of the external fund manager;

(25) Financial year end of the fund. Where the financial year end cannot be determined at the point of lodgement, to describe the basis in determining the financial year end;

(26) Targeted investors in Malaysia, whether accredited investors, high net worth entities or high net worth individuals. For offerings to high net worth entities and/or high net worth individuals, to attach a copy of the product highlight sheet. For offerings to accredited investors, it is optional to attach a copy of the product highlight sheet;

(27) To attach the offering document, if any;

(28) Exemption or variation from the requirements of any relevant guidelines, if any. If applicable, to provide details of the exemption or variation obtained and the date of approval for such exemption or variation. Also, to attach the SC's approval letter on such exemption or variation obtained;

(29) Launch date in Malaysia. Where the fund is a multi-class fund, to provide the launch date or indicative launch date for each of the classes offered in Malaysia;

(30) Initial offer period in Malaysia. If the initial offer period is more than 45 days, to provide rationale for the length of the initial offer period;

(31) Initial offer price in Malaysia. Where the fund is a multi-class fund, to provide the initial offer price for each of the classes.

Additional documents to be attached at the initial lodgement for foreign wholesale funds

1.03 In addition to the information required in the lodgement form, the operator must also attach the following documents:

(1) A declaration by the operator that–

(a) the foreign fund is being offered, marketed or distributed to investors in the jurisdiction of the securities regulator that primarily regulates the fund;

(b) the relevant licence held by the operator is not being subject to any suspension or revocation order by its securities regulator;

(c) the operator complies with the relevant regulatory requirements or is not being investigated for violation of any regulatory requirements; and

(d) the lodgement complies with the *Guidelines on UCMP under the LOLA Framework*. Where there are departures from any relevant guidelines, to confirm that exemption or variation has been sought from the SC;

(2) An undertaking by the operator that–

(a) it will submit to the non-exclusive jurisdiction of the courts of Malaysia;

(b) it will ensure that the constitutive document of the fund will not contain any provisions that exclude Malaysia's courts from entertaining an action or legal proceedings against the fund, the operator or the fund's trustee/fund supervisor/custodian in connection with the fund; and

(c) it will immediately cease the offering, marketing or distribution of

the fund in Malaysia and will notify the SC accordingly in the event –

(i) the foreign fund ceases to be offered, marketed or distributed to investors in the jurisdiction of the securities regulator that primarily regulates the fund; or

(ii) the relevant license held by the operator has been suspended or revoked;

(3) A copy of the authorisation letter issued by the securities regulator that primarily regulates the fund or a letter of certification from the operator certifying that units of the foreign fund are offered, marketed or distributed to sophisticated investors in the relevant foreign jurisdiction;

(4) A copy of the operator's letter appointing its representative;

(5) A copy of the operator's letters appointing the distributors for the fund in Malaysia;

(6) A letter of undertaking by the representative appointed that it will perform the duties required of a representative under the *Guidelines for the Offering, Marketing and Distribution of Foreign Funds*; and

(7) Where documents lodged with the SC are in a language other than Bahasa Malaysia or English, a confirmation by the operator or advisor that the translated document lodged with the SC is an accurate translation of the original documents.

SECTION 2: INFORMATION TO BE PROVIDED TO THE SC WHEN A REVISION TO LODGEMENT IS REQUIRED

2.01 When a revision is made to any item in the lodgement, the reason for such change must be provided.

2.02 At the end of each revision, the effective date of change should be specified.

PART 2

STRUCTURED PRODUCTS

SECTION 1: LODGEMENT FORM – STRUCTURED PRODUCT PROGRAMME

INFORMATION AND DOCUMENTS TO BE LODGED TO THE SC AT THE POINT OF LODGEMENT OF A STRUCTURED PRODUCT PROGRAMME

1.01 Details of the Eligible Issuer:

(a) Name of Eligible Issuer;

(b) Business address of Eligible Issuer;

(c) Contact details of officers-in-charge; and

(d) Prevailing credit rating of the Eligible Issuer, where applicable.

1.02 For an Eligible Issuer which is a special purpose vehicle company (SPV), to provide the following additional information:

(a) Company registration number;

(b) Place of incorporation;

(c) Share capital;

(d) Shareholder information (name and shareholdings);

(e) Names, National Registration Identity Card (NRIC) or passport numbers and profiles of directors; and

(f) A letter of undertaking pursuant to the requirement under the *Guidelines on UCMP under the LOLA Framework*, from the qualified bank or qualified dealer or Cagamas.

1.03 Details of a foreign parent company or foreign-related corporation or an SPV:

(a) Names and company registration number of foreign parent company or foreign-related corporation;

(b) Names and company registration number of SPV sponsored by foreign parent company or foreign-related corporation, if applicable;

(c) Home jurisdictions of foreign parent company or foreign-related corporation and information on major shareholders of foreign parent company or foreign-related corporation; and

(d) Home jurisdictions and shareholders information of the SPVs, if applicable.

1.04 Details of the principal adviser, if applicable:

(a) Name of principal adviser;

(b) Business address of principal adviser; and

(c) Contact details of officers-in-charge.

1.05 Details of the structured product programme:

(a) Name of structured product programme;

(b) Classes of underlying references:

(i) Equity;

(ii) Currency;

(iii) Index;

(iv) Interest rate/Profit rate;

(v) Commodity;

(vi) Credit-linked; or

(vii) Others (To specify. For example, combinations of assets/underlying reference, etc.);

(c) Size of structured product programme (RM'000);

(d) Principle of structured product programme (Conventional or Islamic);

(e) Name of Shariah adviser (for Islamic structured product programme);

(f) Date of the SC's letter in relation to the endorsement by the Shariah Advisory Council (for Islamic structured product programme);

(g) A copy of the SC's letter in relation to the endorsement by the Shariah Advisory Council for the Islamic structured product programme; and

(h) Name of guarantor, if applicable.

1.06 To provide declaration/undertaking in relation to compliance with the securities laws and guidelines by eligible issuer and/or principal adviser.

1.07 Brief information on waivers from compliance with the *Guidelines on UCMP under the LOLA Framework* and specific approval sought and obtained from the SC prior to any lodgement, if applicable.

SECTION 2: PRE-ISSUANCE NOTIFICATION – STRUCTURED PRODUCT SERIES UNDER A STRUCTURED PRODUCT PROGRAMME

INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC FOR EACH STRUCTURED PRODUCT SERIES UNDER A STRUCTURED PRODUCT PROGRAMME

2.01 The documents to be submitted under the *Guidelines on UCMP under the LOLA Framework* include:

(1) The risk disclosure statement;

(2) The principal terms and conditions i.e. term sheet;

(3) The advertising and promotional material, if applicable;

(4) The product highlights sheet, if applicable;

(5) The Shariah pronouncement by the Shariah adviser where the signing procedures must comply with the requirements as specified by the Shariah Advisory Council (for Islamic structured product series);

(6) A copy of the letter issued by the SC in relation to the endorsement by the Shariah Advisory Council (for Islamic structured product series); and

(7) Such other documents or information as may be required by the SC.

Pre-Issuance Notification Form

2.02 Details of the structured products under the structured product programme:

(1) Structured product name;

(2) Classes of underlying references for the structured product series:

(a) Equity;

(b) Currency;

(c) Index;

(d) Interest rate/Profit rate;

(e) Commodity;

(f) Credit-linked; or

(g) Others (To specify. For example, combinations of assets/underlying reference, etc.);

(3) Date of the SC's letter in relation to the endorsement by the Shariah Advisory Council (for Islamic structured product series);

(4) Description of the Shariah rulings, principles and/or concepts adopted (for Islamic structured product series);

(5) Name of Shariah adviser (for Islamic structured product series);

(6) Name of guarantor, if applicable;

(7) The structure of the structured products i.e. the key components and any embedded derivatives (to support with diagrams where possible);

(8) Rating of the structured product and the definition of such rating, if applicable;

(9) The key product features:

(a) Date of first issuance of the structured product;

(b) Minimum principal amount;

(c) Investment tenure;

(d) Principal protected/Not principal protected;

(e) Interest/profit rate (including payout conditions);

(f) Interest/profit pay out frequency;

(g) Settlement method;

(h) Fees and charges; and

(i) Frequency of payment for fees and charges;

(10) The material risk factors of investing in the structured product;

(11) The parties to whom investors have recourse in respect of the structured product and any risks or limitations affecting investors' recourse;

(12) The relevant category[1] of investors that the structured product will be offered to–

(a) accredited investor;

(b) high net worth entity;

(c) high net worth entity (opt out from Product Highlights Sheets requirement);

(d) high net worth individual; or

(e) a person who acquires the unlisted capital market product where the consideration is not less than two hundred and fifty thousand ringgit or its equivalent in foreign currencies for each transaction whether such amount is paid for in cash or otherwise.

(13) If there is a revision to any information in the product highlights sheet or the disclosure document, to provide the reason for the revision and lodge a copy of the related documents.

2.03 To provide declaration/undertaking in relation to compliance with the securities laws and guidelines by eligible issuer and/or principal adviser.

[1] Based on category of investors as set out in Part I, (1) (a) and (b), Schedule 5 of the *Capital Markets and Services Act 2007*.

Other additional information and documents

2.04 For structured products of foreign-related corporations, the qualified bank or qualified dealer must submit the following information and documents:

(1) Evidence acceptable to the SC that the foreign parent company or foreign-related corporation is duly licensed by the relevant authority in its home jurisdiction as the equivalent to that of a qualified bank or qualified dealer; and

(2) Relevant information on compliance with any approval, filing or registration requirements, where applicable, set out by the relevant authority of its home or other jurisdictions for such structured products.

SECTION 3: MONTHLY POST-ISSUANCE REPORT

The monthly post-issuance report must be submitted no later than seven business days after the end of every month.

Structured products issued during the month

3.01A Information to be submitted for the monthly post-issuance report includes the following:

(1) Name of Eligible Issuer;

(2) Programme File No.;

(3) Product File No.;

(4) Programme name;

(5) Product name;

(6) Date of submission of pre-issuance notification;

(7) Issue date;

(8) Tenure (days);

(9) Issue amount (RM'000). For transactions that are denominated in other currencies, please specify the amount equivalent in Ringgit Malaysia (RM);

(10) Class of underlying reference:

(a) Equity;

(b) Currency;

(c) Index;

(d) Interest rate/Profit rate;

(e) Commodity;

(f) Credit-linked; or

(g) Others (To specify. For example, combinations of assets/underlying reference, etc.);

(11) Name of underlying reference;

(12) To specify if the reference comprises a single reference or basket of references[1];

(13) Sector of underlying reference[1];

(14) Listing status of underlying reference (Listed/Unlisted) [1];

(15) Name of stock exchange whereby underlying reference is listed[1];

(16) Place of incorporation of underlying reference (Domestic/Foreign)[1];

(17) Category of investor[2]:

(a) Accredited Investor;

(b) High Net Worth Entity;

(c) High Net Worth Individual; or

(d) A person who acquires the unlisted capital market product where the consideration is not less than two hundred and fifty thousand ringgit or its equivalent in foreign currencies for each transaction whether such amount is paid for in cash or otherwise;

(18) Principal protected (Yes/No). A structured product is principal protected if the principal amount will be repaid in full, in cash, when held to maturity;

(19) Principle:

(a) Conventional; or

(b) Islamic.

---

1 Applicable for underlying reference that is either equity or credit-linked.

2 Based on category of investors as set out in Part I, (1) (a) and (b), Schedule 5 of the *Capital Markets and Services Act 2007.*

3.01B If the underlying reference comprises a basket of references of either "Equity" or "Credit-Linked" class of reference, to provide the following additional information in respect of each of the reference:

(1) Name of underlying reference;

(2) Sector of underlying reference;

(3) Listing status of underlying reference (Listed/Unlisted);

(4) Name of stock exchange whereby underlying reference is listed; and

(5) Place of incorporation of underlying reference (Domestic/Foreign).

Structured products of foreign parent company/foreign-related corporations/SPVs issued during the month

3.02A Information to be submitted in relation to structured products of foreign parent company/foreign-related corporations/SPVs includes the following:

(1) Name of the foreign parent company/foreign related corporation/SPV;

(2) Name of Eligible Issuer;

(3) Programme File No.;

(4) Product File No.;

(5) Programme name;

(6) Product name;

(7) Date of submission of pre-issuance notification;

(8) Issue date;

(9) Tenure (Days);

(10) Issue amount RM ('000). For transactions that are denominated in other currencies, please specify the amount equivalent in RM;

(11) Classes of underlying reference:

(a) Equity;

(b) Currency;

(c) Index;

(d) Interest rate/Profit rate;

(e) Commodity;

(f) Credit-linked; or

(g) Others (To specify. For example, combinations of assets/underlying reference, etc.);

(12) Name of underlying reference;

(13) To specify if the reference comprises a single reference or basket of references[1];

(14) Sector of underlying reference[1];

(15) Listing status of underlying reference (Listed/Unlisted)[1];

(16) Name of stock exchange whereby underlying reference is listed[1];

(17) Place of incorporation of underlying reference (Domestic/Foreign)[1];

(18) Category of investor[2]:

(a) Accredited Investor;

(b) High Net Worth Entity;

---

1 Applicable for underlying reference that is either equity or credit-linked.

2 Based on category of investors as set out in Part I, (1) (a) and (b), Schedule 5 of the *Capital Markets and Services Act 2007*.

(c) High-Net-Worth Individual; or

(d) A person who acquires the unlisted capital market product where the consideration is not less than two hundred and fifty thousand ringgit or its equivalent in foreign currencies for each transaction whether such amount is paid for in cash or otherwise;

(19) Principal protected (Yes/No). A structured product is principal protected if the principal amount will be repaid in full, in cash, when held to maturity;

(20) Principle:

(a) Conventional; or

(b) Islamic.

3.02B If the underlying reference comprises a basket of references of either "Equity" or "Credit-Linked" class of reference, to provide the following additional information in respect of each of the reference:

(1) Name of underlying reference;

(2) Sector of underlying reference;

(3) Listing status of underlying reference (Listed/Unlisted);

(4) Name of stock exchange whereby underlying reference is listed; and

(5) Place of incorporation of underlying reference (Domestic/Foreign).

Structured products redeemed during the month

3.03A Information to be submitted for the monthly post-issuance report includes the following:

(1) Name of Eligible Issuer;

(2) Programme File No.;

(3) Product File No.;

(4) Programme name;

(5) Product name;

(6) Date of submission of pre-issuance notification;

(7) Issue date;

(8) Redeemed amount (RM'000). For transactions that are denominated in other currencies, please specify the amount equivalent in Ringgit Malaysia (RM);

(9) Class of underlying reference:

(a) Equity;

(b) Currency;

(c) Index;

(d) Interest rate/Profit rate;

(e) Commodity;

(f) Credit-linked; or

(g) Others (To specify. For example, combinations of assets/underlying reference, etc.);

(10) Name of underlying reference;

(11) To specify if the reference comprises a single reference or basket of references[1];

(12) Sector of underlying reference[1];

(13) Listing status of underlying reference (Listed/Unlisted)[1];

(14) Name of stock exchange whereby underlying reference is listed[1];

(15) Place of incorporation of underlying reference (Domestic/Foreign)[1];

(16) Category of investor[2]:

(a) Accredited Investor;

(b) High Net Worth Entity;

(c) High Net Worth Individual; or

(d) A person who acquires the unlisted capital market product where the consideration is not less than two hundred and fifty thousand ringgit or its equivalent in foreign currencies for each transaction whether such amount is paid for in cash or otherwise;

(17) Principle:

(a) Conventional; or

(b) Islamic.

3.03B If the underlying reference comprises a basket of references of either "Equity" or "Credit-Linked" class of reference, to provide the following additional information in respect of each of the reference:

(1) Name of underlying reference;

(2) Sector of underlying reference;

(3) Listing status of underlying reference (Listed/Unlisted);

(4) Name of stock exchange whereby underlying reference is listed; and

(5) Place of incorporation of underlying reference (Domestic/Foreign).

---

[1] Applicable for underlying reference that is either equity or credit-linked.

[2] Based on category of investors as set out in Part I, (1) (a) and (b), Schedule 5 of the *Capital Markets and Services Act 2007.*

Structured products of foreign parent company/foreign-related corporations/SPVs redeemed during the month

3.04A Information to be submitted in relation to structured products of foreign parent company/foreign-related corporations/SPVs includes the following:

(1) Name of foreign parent company/foreign-related corporation/SPV;

(2) Programme File No.;

(3) Product File No.;

(4) Programme name;

(5) Product name;

(6) Date of submission of pre-issuance notification;

(7) Issue date;

(8) Redeemed amount (RM'000). For transactions that are denominated in other currencies, please specify the amount equivalent in RM;

(9) Class of underlying reference:

(a) Equity;

(b) Currency;

(c) Index;

(d) Interest rate/Profit rate;

(e) Commodity;

(f) Credit-linked; or

(g) Others (To specify. For example, combinations of assets/underlying reference, etc.);

(10) Name of underlying reference;

(11) To specify if the reference comprises a single reference or basket of references[1];

(12) Sector of underlying reference[1];

(13) Listing status of underlying reference (Listed/Unlisted)[1];

(14) Name of stock exchange whereby underlying reference is listed[1];

(15) Place of incorporation of underlying reference (Domestic/Foreign)[1];

(16) Category of investor[2]:

(a) Accredited Investor;

(b) High Net Worth Entity;

(c) High Net Worth Individual; or

(d) A person who acquires the unlisted capital market product where the consideration is not less than two hundred and fifty thousand ringgit or its equivalent in foreign currencies for each transaction whether such amount is paid for in cash or otherwise;

(17) Principle:

(a) Conventional; or

(b) Islamic.

3.04B If the underlying reference comprises a basket of references of either "Equity" or "Credit-Linked" class of reference, to provide the following additional information in respect of each of the reference:

(1) Name of underlying reference;

(2) Sector of underlying reference;

---

[1] Applicable for underlying reference that is either equity or credit-linked.

[2] Based on category of investors as set out in Part I, (1) (a) and (b), Schedule 5 of the *Capital Markets and Services Act 2007.*

(3) Listing status of underlying reference (Listed/Unlisted);

(4) Name of stock exchange whereby underlying reference is listed; and

(5) Place of incorporation of underlying reference (Domestic/Foreign).

Structured products outstanding during the month

3.05A Information to be submitted for the monthly post-issuance report includes the following:

(1) Name of Eligible Issuer;

(2) Programme File No.;

(3) Product File No.;

(4) Programme name;

(5) Product name;

(6) Date of submission of pre-issuance notification;

(7) Issue date;

(8) Outstanding amount (RM'000). For transactions that are denominated in other currencies, please specify the amount equivalent in Ringgit Malaysia (RM);

(9) Class of underlying reference:

(a) Equity;

(b) Currency;

(c) Index;

(d) Interest rate/Profit rate;

(e) Commodity;

(f) Credit-linked; or

(g) Others (To specify. For example, combinations of assets/underlying reference, etc.);

(10) Name of underlying reference;

(11) To specify if the reference comprises a single reference or basket of references[1];

(12) Sector of underlying reference[1];

(13) Listing status of underlying reference (Listed/Unlisted)[1];

(14) Name of stock exchange whereby underlying reference is listed[1];

(15) Place of incorporation of underlying references (Domestic/Foreign)[1];

(16) Category of investor[2]:

(a) Accredited Investor;

(b) High Net Worth Entity;

(c) High Net Worth Individual; or

(d) A person who acquires the unlisted capital market product where the consideration is not less than two hundred and fifty thousand ringgit or its equivalent in foreign currencies for each transaction whether such amount is paid for in cash or otherwise;

(17) Principle:

(a) Conventional; or

(b) Islamic.

3.05B If the underlying reference comprises a basket of references of either "Equity" or "Credit-Linked" class of reference, to provide the following additional information in respect of each of the reference:

---

[1] Applicable for underlying reference that is either equity or credit-linked.

[2] Based on category of investors as set out in Part I, (1) (a) and (b), Schedule 5 of the *Capital Markets and Services Act 2007.*

(1) Name of underlying reference;

(2) Sector of underlying reference;

(3) Listing status of underlying reference (Listed/Unlisted);

(4) Name of stock exchange whereby underlying reference is listed; and

(5) Place of incorporation of underlying reference (Domestic/Foreign).

Structured products of foreign parent company/foreign-related corporations/SPVs outstanding during the month

3.06A Information to be submitted in relation to structured products of foreign parent company/foreign-related corporations/SPVs includes the following:

(1) Name of foreign parent company/foreign-related corporation/SPV;

(2) Programme File No.;

(3) Product File No.;

(4) Programme name;

(5) Product name;

(6) Date of submission of pre-issuance notification,;

(7) Issue date;

(8) Outstanding amount RM ('000). For transactions that are denominated in other currencies, please specify the amount equivalent in RM;

(9) Class of underlying reference:

(a) Equity;

(b) Currency;

(c) Index;

(d) Interest rate/Profit rate;

(e) Commodity;

(f) Credit-linked; or

(g) Others (To specify. For example, combinations of assets/underlyingreference, etc.);

(10) Name of underlying reference;

(11) To specify if the reference comprises a single reference or basket of references[1];

(12) Sector of underlying reference[1];

(13) Listing status of underlying reference (Listed/Unlisted)[1];

(14) Name of stock exchange of underlying reference[1];

(15) Place of incorporation of underlying reference (Domestic/Foreign[1];

(16) Category of investor[2]:

(a) Accredited Investor;

(b) High Net Worth Entity;

(c) High Net Worth Individual; or

(d) A person who acquires the unlisted capital market product where the consideration is not less than two hundred and fifty thousand ringgit or its equivalent in foreign currencies for each transaction whether such amount is paid for in cash or otherwise;

(17) Principle:

(a) Conventional; or

(b) Islamic.

---

[1] Applicable for underlying reference that is either equity or credit-linked.

[2] Based on category of investors as set out in Part I, (1) (a) and (b), Schedule 5 of the *Capital Markets and Services Act 2007.*

3.06B If the underlying reference comprises a basket of references of either "Equity" or "Credit-Linked" class of reference, to provide the following additional information in respect of each of the reference:

(1) Name of underlying reference;

(2) Sector of underlying reference;

(3) Listing status of underlying reference (Listed/Unlisted);

(4) Name of stock exchange whereby underlying reference is listed; and

(5) Place of incorporation of underlying reference (Domestic/Foreign).

Cumulative outstanding structured products as at the end of the month[1]

3.07 Information to be submitted in relation to cumulative outstanding structured product programmes includes the following:

(1) Programme name;

(2) Programmes File No.;

(3) Programme size;

(4) Date of programme lodgement;

(5) Outstanding amount last period (A);

(6) Amount Issued this Period (B);

(7) Amount Redeemed this Period (C);

(8) Outstanding amount this Period (A+B-C);and

(9) Total amount unutilised.

---

[1] All amounts to be in RM'000

PART 3

CORPORATE BONDS AND SUKUK

SECTION 1: LODGEMENT FORM FOR CORPORATE BONDS OR SUKUK

INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC AT THE POINT OF LODGEMENT

Notes:
Legend for section 1
* : Applicable only for sukuk
* * : Applicable only for ringgit-denominated sukuk

1.01 Corporate Information of Issuer:

(1) Name;

(2) Address;

(3) Date of incorporation;

(4) Place of incorporation;

(5) Whether registered with Companies Commission of Malaysia;

(6) Business/Company registration number;

(7) Residence status;

(8) Place of listing, if applicable;

(9) Date of listing, if applicable;

(10) State if the issuer is a Malaysian government-linked company;

(11) Industry sector of the issuer;

(12) Principal activities of issuer;

(13) Principal activities of issuer's subsidiaries, where applicable;

(14) If the industry sector of the issuer is SPV/Funding Conduit, state the-

(a) name of issuer's holding company or parent company;

(b) industry sector of issuer's holding company or parent company; and

(c) principal activities of issuer's holding company or parent company.

(15) If the issuer is an SPV, state the name of the entity that established it;

(16) Issued and paid-up share capital;

(17) Structure of shareholdings and names of shareholders or, in the case of a public company, names of all substantial shareholders;

(18) Ultimate shareholders;

(19) State if issuer is a related corporation of any Malaysian public-listed company;

(20) Board of directors, including–

(a) NRIC numbers for Malaysian directors; and

(b) passport details for non-Malaysian directors, including passport number, date of expiry and country of issuance.

(21) Name, designation and contact details of the contact person of the issuer or administrator of SPV under ABS transaction;

(22) Name, designation and contact details of the key management personnel of the issuer or administrator of SPV under ABS transaction;

(23) Disclosure of the following:

(a) If the issuer or its board members have been convicted or charged with any offence under any securities laws, corporation laws or other laws involving fraud or dishonesty in a court of law, or if any action has been initiated against the issuer or its board members for breaches of the same, for the past 10 years prior to the lodgement/since incorporation (for issuer incorporated less than 10 years); and

(b) If the issuer has been subjected to any action by the stock exchange for any breach of the listing requirements or rules issued by the stock exchange,

for the past five years prior to the lodgement; and

(24) Any other material information.

1.02 Where the corporate bonds or sukuk involves originators, obligors and guarantors[1], the information set out in subparagraph 1.01 must also be provided on the said entities.

1.03 Parties to the Transaction:

Names of all parties involved in the lifecycle of the corporate bonds or sukuk (i.e. origination, at the point of distribution and after distribution), including their roles and responsibilities.

1.04 Details of Facility/Programme:

(1) Name of facility/programme;

(2) One-time issue or programme;

(3) Type of issuance under the facility/programme:

(a) Corporate Bonds;

(b) ASEAN Corporate Bonds;

(c) Sukuk;

(d) ASEAN Sukuk;

(e) SRI Sukuk; and/or

(f) ASEAN SRI Sukuk.

(4) For ASEAN Corporate Bonds/Sukuk, to state whether the corporate bonds/sukuk to be issued are –

(a) ASEAN Green Corporate Bonds/Sukuk;

(b) ASEAN Social Corporate Bonds/Sukuk; and/or

[1] Excludes guarantors that are financial institutions or Danajamin.

(c) ASEAN Sustainability Corporate Bonds/Sukuk.

(5) For SRI Sukuk, to state whether the Eligible SRI Projects are –

(a) Green Projects;

(b) Social Projects;

(c) Projects which are a combination of Green and Social projects; and/or

(d) Waqf projects that relate to the development of waqf properties or assets.

(6) Shariah principles*;

(7) Facility description (for ringgit-denominated sukuk, to provide description as cleared by the SC);

(8) Currency;

(9) Expected facility/programme size (for programme, to state the option to upsize);

(10) Tenure of facility/programme;

(11) Availability period of debt or sukuk programme;

(12) Clearing and settlement platform;

(13) Mode of issue;

(14) Selling restrictions;

(15) Tradability and transferability;

(16) Details of security/collateral pledged, if applicable;

(17) Details of guarantee, if applicable;

(18) Convertibility of issuance and details of the convertibility, if applicable;

(19) Exchangeability of issuance and details of the exchangeability, if applicable;

(20) Call option and details, if applicable;

(21) Put option and details, if applicable;

(22) Details of covenants, including–

(a) Positive Covenants;

(b) Negative Covenants;

(c) Financial Covenants; and

(d) Information Covenants.

(23) Details of designated accounts, if applicable, including–

(a) names of account;

(b) parties responsible for opening the account;

(c) parties responsible for maintaining/operating the account;

(d) signatories to the account;

(e) sources and utilisation of funds; and

(f) diagram illustrating the flow of monies and conditions for disbursements.

(24) Details of credit rating, if applicable;

(25) Conditions precedent;

(26) Representations and warranties;

(27) Events of default or enforcement events, where applicable, including recourse available to investors;

(28) Governing laws;

(29) Provisions on buy-back, if applicable;

(30) Provisions on early redemption, if applicable;

(31) Voting;

(32) Permitted investments, if applicable;

(33) *Ta'widh***;

(34) *Ibra'* **;

(35) *Kafalah***;

(36) Waivers from complying with the *Guidelines on UCMP under the LOLA Framework* and other relevant guidelines of the SC obtained for the facility/programme, if any; and

(37) Other terms and conditions.

1.05 Other information in relation to the lodgement:

(1) Primary and secondary sources of repayment;

(2) Detailed breakdown of all upfront and recurring fees and expenses for the facility/ programme;

(3) Conflict-of-interest situations and appropriate mitigating measures, if any;

(4) Detailed information of the existing corporate bonds or sukuk issue or loans/ financing to be refinanced by the facility/programme, if applicable;

(5) Details of approval from other relevant regulatory authorities, if any; and

(6) Any other material information.

1.06 Confirmation by principal advisers.

1.07 Documents to be attached together with the lodgement, where applicable:

(1) Trust deed;

(2) Disclosure document;

(3) Shariah pronouncement**;

(4) Latest audited financial statement[2];

[2] The audited financial statements must be in accordance with the approved accounting standards as defined in the *Financial Reporting Act 1997.*

(5) Copies of approval from other relevant regulatory authorities;

(6) Compliance checklist with the *Guidelines on UCMP under the LOLA Framework;*

(7) Compliance checklist with the *Guidelines on ICMPS*;*

(8) Compliance checklist with *ASEAN Green Bond Standards;*

(9) Compliance checklist with *ASEAN Social Bond Standards;*

(10) Compliance checklist with *ASEAN Sustainability Bond Standards;*

(11) Compliance checklist with *ASEAN Sustainability-Linked Bond Standards;*

(12) Declaration by the Issuer (as per paragraph 1.08 of Section 1);

(13) Declaration by the Trustee (where the appointment of trustee falls under subsection 260(2) of the *Capital Markets and Services Act 2007*);

(14) Rating Letter;

(15) Diagram illustrating the sukuk structure with explanatory notes (for ringgit-denominated sukuk, to provide description as cleared by the SC)*;

(16) Copy of letter issued by the SC in relation to the endorsement by the Shariah Advisory Council**; and

(17) Any other relevant documents.

1.08 Declaration by the Issuer

Notes:
Legend for declaration
^ : To delete if not applicable
# : Applicable only to proposals by public listed companies
* : Applicable only for sukuk

Date

The Chairman
Securities Commission Malaysia

ISSUER ...(Name of Issuer)...
Declaration for the proposed issuance of ....(Facility/Programme)...

We, …(Name of Issuer)… are proposing to undertake the following proposals:

(a) ……

(b) ……

(c) ……

(hereinafter referred to as "the Proposal").

2. We confirm that after having made all reasonable enquiries, and to the best of our knowledge and belief, there is no false or misleading statement contained in, or material omission from, the information that is provided to the advisers/experts or to the Securities Commission Malaysia (SC) in relation to the Proposal.

3. We declare that we are satisfied after having made all reasonable enquiries that the Proposal is/will be^ in full compliance with the relevant requirements of the following, where applicable:

(a) *Guidelines on Unlisted Capital Market Products under the Lodge and Launch Framework*;

(b) *Guidelines on Islamic Capital Market Products and Services*^*;

(c) *Guidelines on Trust Deeds* ^;

(d) *Equity Guidelines*[#] ^;

(e) The requirements of the Controller of Foreign Exchange with respect to the Proposal^; and

(f) Other requirements under the *Capital Markets and Services Act 2007*.

4. Save as otherwise disclosed in the attachment accompanying this declaration^, we have not been–

(a) convicted or charged with any offence under the securities laws, corporations laws or other laws involving fraud or dishonesty in a court of law, for the past 10 years prior to lodgement/since incorporation, if less than 10 years^; and

(b) subjected to any action by the stock exchange for any breach of the listing requirements or rules issued by the stock exchange, for the past five years prior to lodgement[#].

5. We declare the following in accordance with the *Equity Guidelines*[#]:

(a) The Proposal results/does not result^ in a significant change in the business direction or policy of the public listed company[#]; and

(b) The Proposal is/is not^ a related-party transaction[#].

6. We declare that we will ensure continuous compliance with the requirements and conditions imposed by the SC in relation to the above Proposal and agree that we will continuously submit annual audited financial statements if the documents are required by the SC under the *Capital Markets and Services Act 2007*.

7. We undertake to provide all such information and documents as the SC may require in relation to the Proposal.

The above Declaration has been signed by me as …(designation of authorised signatory)… of the Issuer under the authority granted to me by a resolution of…(the Board of Directors)… on …(date of resolution)…

Yours faithfully,

……
Signature
Name
Name of Issuer
Date

1.09 All documents uploaded in the online system must be text searchable, readable, and in proper condition (e.g. All signed correspondences must be scanned with optical character recognition (OCR), saved as PDF files and not password-protected).

SECTION 2: POST-ISSUANCE NOTICE FOR CORPORATE BONDS OR SUKUK

INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC NO LATER THAN SEVEN BUSINESS DAYS AFTER THE END OF THE MONTH IN WHICH THE CORPORATE BONDS OR SUKUK WERE ISSUED

Notes:
Legend for section 2
* : Applicable only for sukuk
** : Applicable only for ringgit-denominated corporate bonds/ sukuk
*** : Applicable only for ringgit-denominated sukuk

2.01 Details of Facility/Programme:

(1) Fully Automated System for Issuing/Tendering (FAST) facility code**;

(2) Issue date;

(3) Details of corporate bonds or sukuk issues:

(a) FAST primary stock code**;

(b) Maturity date;

(c) State if the issuance is a commercial paper/Islamic commercial paper;

(d) For ASEAN Corporate Bonds/Sukuk, to state whether the corporate bonds/sukuk to be issued are –

(i) ASEAN Green Corporate Bonds/Sukuk;

(ii) ASEAN Social Corporate Bonds/Sukuk; or

(iii) ASEAN Sustainability Corporate Bonds/Sukuk.

(e) For SRI Sukuk, to state whether the Eligible SRI Projects are –

(i) Green Projects;

(ii) Social Projects;

(iii) Projects which are a combination of Green and Social projects;

and/or

(iv) Waqf projects that relate to the development of waqf properties or assets.

(f) Currency;

(g) Shariah principles*;

(h) Identified/trust assets*;

(i) Issue amount (nominal value);

(j) Issue price (cash raised);

(k) Details on interest/coupon/profit/rental:

(i) Interest/coupon/profit/rental rate;

(ii) Payment frequency; and

(iii) Basis of calculation.

(l) Yield-to-maturity;

(m) Purchase price, where applicable*;

(n) Selling price, where applicable*;

(o) Mode of issue;

(p) List of subscribers/tender panel members and amount subscribed;

(q) List of underwriters and amount underwritten, if applicable;

(r) Utilisation of proceeds by the issuer, including–

(i) purpose;

(ii) amount utilised;

(iii) details of condition imposed on the utilisation, including conditions

imposed by the Shariah Advisory Council, if any; and

(iv) confirmation from the Shariah adviser that the conditions imposed by the Shariah Advisory Council on the utilisation are/will be met***.

(s) Details of credit rating, if applicable; and

(t) Clearing and settlement platform.

(4) Where there are multiple corporate bonds or sukuk issued on the same day under the above FAST facility code, the information set out in subparagraph 2.01(3) must be provided on each issuance.

(5) Designated accounts, if applicable:

(a) Confirmation by the principal adviser that the accounts have been opened;

(b) Confirmation by the principal adviser that the authorised signatories are signatories of the respective accounts; and

(c) Confirmation that accounts are administered according to the terms.

(6) Confirmation from the principal adviser that–

(a) prospective investors and relevant parties have been informed of any instance where a conflict of interest situation may arise together with the relevant mitigating measures, including the agreement from the Board of Directors of the issuer to proceed with such arrangements; and

(b) with respect to corporate bonds/sukuk issues or debt/sukuk programmes by a private company, the corporate bonds/sukuk issue or debt/sukuk programme shall not constitute an offer to the public within the meaning of subsection 2(6) of the Companies Act 2016, and are not offered/sold, directly or indirectly other than to a person falling under Part 1 of Schedule 6 or paragraph 229(1)(b) and Part 1 of Schedule 7 or paragraph 230(1)(b), read together with Schedule 9 or subsection 257(3) of the *Capital Markets and Services Act 2007*.

(7) Confirmation from the Shariah adviser dated not later than five business days from the issue date of the sukuk that***–

(a) all documentation for the sukuk issuance have been vetted;

(b) all documentation for the sukuk issuance have been executed in proper sequence; and

(c) all documentation comply with Shariah requirements.

2.02 Parties to the Transaction:

Names of all parties involved in the lifecycle of the corporate bonds or sukuk and their roles and responsibilities.

2.03 Documents to be attached together with post-issuance notice, where applicable***:

(1) Confirmation from the Shariah adviser pursuant to subparagraph 2.01(3)(r)(iv); and

(2) Confirmation from the Shariah adviser pursuant to subparagraph 2.01(7).

2.04 All documents uploaded in the online system must be text searchable, readable and in proper condition (e.g. All signed correspondences must be scanned with optical character recognition (OCR), saved as PDF files and not password-protected).

SECTION 3: LODGEMENT FORM FOR FOREIGN CURRENCY-DENOMINATED CORPORATE BONDS OR SUKUK THROUGH A ROADSHOW

INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC AT THE POINT OF LODGEMENT

Notes:
Legend for section 3
* : Applicable only for foreign currency-denominated sukuk

3.01 Corporate Information of Issuer:

(1) Name;

(2) Address;

(3) Date of incorporation;

(4) Place of incorporation;

(5) Business/Company registration number;

(6) Principal activities of the issuer;

(7) Board of directors of the issuer, including–

(a) NRIC numbers for Malaysian directors; or

(b) passport details for non-Malaysian directors, including passport number, date of expiry and place of issuance.

(8) Structure of shareholdings and names of shareholders of issuer;

(9) If the issuer is an SPV, state the name of the entity that established it;

(10) Issued and paid-up share capital;

(11) Details of rating of the issuer, if any; and

(12) Name, designation and contact details of the contact person of the issuer.

Where the issuer is an SPV, the information set out in subparagraph 3.01 must also be provided on the ultimate entity who receives the proceeds from the issue.

3.02 Parties Involved in the Roadshow:

Names of all Responsible Parties and their respective roles.

3.03 Details of Facility/Programme:

(1) Name of facility/programme;

(2) Facility description;

(3) One-time issue or programme;

(4) Type of issuance under this facility/programme:

(a) Corporate Bonds;

(b) ASEAN Corporate Bonds;

(c) Sukuk; and/or

(d) ASEAN Sukuk.

(5) For ASEAN Corporate Bonds/Sukuk, to state whether the corporate bonds/sukuk to be issued are –

(a) ASEAN Green Corporate Bonds/Sukuk;

(b) ASEAN Social Corporate Bonds/Sukuk; and/or

(c) ASEAN Sustainability Corporate Bonds/Sukuk.

(6) Shariah principles*;

(7) Currency;

(8) Selling restrictions to persons in Malaysia;

(9) Governing laws;

(10) Name, designation and contact details of the contact person of the Malaysian adviser; and

(11) Other terms and conditions.

3.04 Please attach the disclosure document and other relevant documents, if any.

3.05 Confirmation from the principal adviser on the following:

(1) The issuance satisfies the roadshow requirements as follows:

(a) Issued by a foreign issuer and issuer is either a corporation within the meaning of subsection 2(1) of the CMSA or a foreign government who is eligible to issue, offer or make an invitation to subscribe or purchase sukuk;

(b) Not originated in Malaysia;

(c) Issued or offered to investors in Malaysia and at least one other country; or

(d) An invitation to subscribe or purchase made to investors in Malaysia and at least one other country.

(2) After having made all reasonable enquiries and to the best of their knowledge and belief, there is no false or misleading statement contained in, or material omission from the information that is lodged with the SC;

(3) The proposal does not fall under Part 2 of Schedule 5 of the CMSA;

(4) The proposal is in full compliance with the requirements for issuance of corporate bonds or sukuk under the *Guidelines on UCMP under the LOLA Framework*;

(5) The proposal is in full compliance with the *Guidelines on ICMPS**;

(6) The issuance is in full compliance with the relevant requirements under the CMSA;

(7) The issue is in full compliance with the requirements of Bank Negara Malaysia, including the Controller of Foreign Exchange, where applicable;

(8) The principal adviser to undertake to disclose to the SC all such information and documents as the SC may require in relation to the proposal;

(9) The disclosure document that is lodged with the SC is similar to the one given to investors; and

(10) The documents and information that have been submitted for purposes of lodgement are true, accurate and complete.

3.06 All documents uploaded in the online system must be text searchable, readable and in proper condition (e.g. All signed correspondences must be scanned with optical character recognition (OCR), saved as PDF files and not password-protected).

SECTION 4: POST-ISSUANCE NOTICE FOR FOREIGN CURRENCY-DENOMINATED CORPORATE BONDS OR SUKUK THROUGH A ROADSHOW

INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC NO LATER THAN SEVEN BUSINESS DAYS AFTER THE END OF THE MONTH IN WHICH THE FOREIGN CURRENCY-DENOMINATED CORPORATE BONDS OR SUKUK WERE ISSUED THROUGH A ROADSHOW

Notes:
Legend for section 4
* : Applicable only for sukuk

4.01 Details of Facility/Programme

(1) Issue date;

(2) Details of corporate bonds or sukuk issues:

(a) Maturity date;

(b) State if the issuance is a commercial paper/Islamic commercial paper;

(c) For ASEAN Corporate Bonds/Sukuk, to state whether the corporate bonds/sukuk to be issued are –

(i) ASEAN Green Corporate Bonds/Sukuk;

(ii) ASEAN Social Corporate Bonds/Sukuk; or

(iii) ASEAN Sustainability Corporate Bonds/Sukuk.

(d) Currency;

(e) Shariah principles*;

(f) Amount issued (nominal value) to investors in Malaysia;

(g) Issue price (cash raised);

(h) Mode of issue;

(i) List of subscribers and amount subscribed;

(j) List of underwriters and amount underwritten, if any;

(k) Details of credit rating, if applicable;

(l) Date announced on FAST;

(m) Clearing and settlement platform;

(n) Listing status; and

(o) Place of listing, if applicable.

4.02 Parties to the Transaction:

Names of all parties involved in the lifecycle of the corporate bonds or sukuk and their roles and responsibilities.

4.03 Documents to be attached together with post-issuance notice:

(1) A copy of the rating letter, if applicable; and

(2) Any other documents.

4.04 All documents uploaded in the online system must be text searchable, readable and in proper condition (e.g. All signed correspondences must be scanned with optical character recognition (OCR), saved as PDF files and not password-protected).

SECTION 5: LODGEMENT FORM FOR NEGOTIABLE INSTRUMENTS OF DEPOSIT (NIDs) OR ISLAMIC NEGOTIABLE INSTRUMENTS OF DEPOSIT (INIDs) PROGRAMME

INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC AT THE POINT OF LODGEMENT

5.01 Corporate Information of Issuer:

(1) Name;

(2) Address;

(3) Business registration number;

(4) Prevailing credit rating of the issuer;

(5) Rating agency;

(6) Any other material information; and

(7) Name, designation and contact details of the contact person of the issuer.

5.02 Details of the Programme:

(1) Currency;

(2) Issue size;

(3) Tenure; and

(4) Other terms and conditions.

5.03 The following documents, where applicable:

(1) Declaration by the issuer; and

(2) Other relevant documents.

SECTION 6: POST-ISSUANCE NOTICE FOR NIDs OR INIDs

INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC NO LATER THAN SEVEN BUSINESS DAYS AFTER THE END OF THE MONTH IN WHICH THE NIDs OR INIDs WERE ISSUED

6.01 Description of NIDs/INIDs Issues:

(1) Issue date;

(2) Issue amount (nominal value);

(3) Maturity date;

(4) Currency;

(5) Name of investors and amount subscribed;

(6) Coupon/profit rate;

(7) Prevailing credit rating of the issuer;

(8) Rating agency;

(9) Details of utilisation of proceeds by issuer; and

(10) Outstanding amount of the programme as at issue date.

SECTION 7: INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC FOR POST-ISSUANCE REVISION

Notes:
Legend for section 7
* : Applicable only for ringgit-denominated sukuk
^ : Applicable for revision that does not have Shariah implication
# : Applicable for revision that has Shariah implication

7.01 An update to the SC on the rationale for each revision.

7.02 Effective date of revision.

7.03 A revised compliance checklist with the *Guidelines on UCMP under the LOLA Framework*.

7.04 A revised compliance checklist with the *Guidelines on ICMPS* (for sukuk).

7.05 A copy of confirmation from the Shariah adviser that the revision does not have Shariah implication*^.

7.06 A copy of letter issued by the SC in relation to the endorsement by the Shariah Advisory Council*#.

7.07 An updated Shariah pronouncement*#.

7.08 Confirmation by principal advisers.

7.09 A copy of the written consent from the relevant parties in relation to the revision, if applicable.

7.10 The following documents, where applicable:

(1) Supplementary information memorandum;

(2) Supplementary offering circular;

(3) Executed supplementary trust deed; and

(4) Other disclosure documents.

7.11 The following documents, for revision to the principal terms and conditions (PTC) for debt or sukuk programme that was previously approved or authorised by the SC:

(1) Original PTC;

(2) Marked–up PTC; and

(3) Clean copy of revised PTC.

7.12 Any other material information in relation to the revision.

7.13 All documents uploaded in the online system must be text searchable, readable and in proper condition (e.g. All signed correspondences must be scanned with optical character recognition (OCR), saved as PDF files and not password-protected).

PART 4

ASSET-BACKED SECURITIES

SECTION 1: LODGEMENT FORM FOR ABS

ADDITIONAL DOCUMENTS AND INFORMATION TO BE SUBMITTED TO THE SC AT THE POINT OF LODGEMENT FOR ABS

1.01 A description of the structure of the securitisation transaction;

1.02 Details of assets under ABS; and

1.03 The following documents:

(1) A copy of the constituent document, such as the Memorandum and Articles of Association of an SPV;

(2) A legal opinion as to whether the true sale criteria has been met;

(3) A valuation report by independent, registered valuers in the event that the assets which are the subject matter of a securitisation transaction include real property;

(4) Any other relevant documents under the ABS transaction; and

(5) Declaration by the Originator.

1.04 Declaration by the Originator

Notes:
Legend for declaration
* : Applicable only to listed companies

Date

The Chairman
Securities Commission Malaysia

ISSUER …(Name of Issuer)…
Declaration under the Guidelines on Unlisted Capital Market Products under the Lodge and Launch Framework

We, …(Name of Originator)… are the Originator seeking to transfer our assets to the special purpose vehicle (SPV), …(Name of SPV)… who are proposing to undertake … (hereinafter referred to as "the ABS issue").

2. We confirm that, after having made all reasonable enquiries, and to the best of our knowledge and belief, this information that is provided to the advisers/experts/ Responsible Parties or to the Securities Commission Malaysia (SC) in relation to the ABS issue is true, accurate and complete.

3. We undertake that–

(a) to the extent that such requirements are imposed on us, we shall continue to comply therewith during the tenure of the ABS; and

(b) to the extent that such requirements are imposed on the Issuer, we shall ensure continuous compliance therewith up to the date on the ABS shall be issued;

4. We confirm that the ABS issue is in full compliance with requirements of Bank Negara Malaysia, including the Controller of Foreign Exchange^.

5. Save as otherwise disclosed in the attachment accompanying this declaration^, we have–

   (a) neither been convicted or charged with any offence under the securities laws, corporation laws or other laws involving fraud or dishonesty in a court of law, nor has any action been initiated against us for the last 10 years/since incorporation, if less than 10 years prior to lodgement; and

   (b) not been subjected to any action by the stock exchange for any breach of the listing requirements or rules issued by the stock exchange, for the past five years prior to the lodgement[#].

6. We undertake to provide all such information and documents as the SC may require in relation to this ABS issue.

   The above Declaration has been signed by me as …(designation of authorised signatory)… of the Originator under the authority granted to me by a resolution of …(the Board of Directors)… on …(date of resolution)…

Yours faithfully,

……
Signature
Name
Name of Originator
Date

1.05 All documents uploaded in the online system must be text searchable, readable and in proper condition (e.g. All signed correspondences must be scanned with optical character recognition (OCR), saved as PDF files and not password-protected).

PART 5
CONVERTIBLE NOTES AND ISLAMIC CONVERTIBLE NOTES TO SPECIFIC REGISTERED PERSONS

SECTION 1: GENERAL

1.01 In relation to the lodgement of information on convertible notes and Islamic convertible notes, the issuer is exempted from complying with the requirements in paragraphs 1.04 and 1.09 under the 'Introduction' chapter above.

1.02 All original hardcopies of the information are not required to be submitted to the SC but must be kept for the issuer's record and be made available upon request by the SC.

1.03 The copies of the documents as specified under paragraphs 2.01, 2.03 and 2.04 as mentioned in this Part must be lodged to the SC via email in the following manner:

(a) Documents must be in a text searchable Portable Document Format (PDF); and
(b) The PDF-text files must be in a readable and proper condition.

1.04 Lodgement must be made e-mailed to vcpelola@seccom.com.my. The e-mail, including attachments, must not exceed 10 MB in size.

Revisions

1.05 For purpose of a revision to the information that has been lodged with the SC, the issuer must resubmit the information as provided under paragraph 2.02 below. The issuer must provide the following to the SC:

(a) a final clean copy of the revised information; and
(b) a marked up copy on the revised information that is based on the original information that has been previously lodged.

SECTION 2: INFORMATION TO BE LODGED WITH THE SC

Legend for Section 2

*** : Applicable only for Islamic convertible notes**

2.01 A cover letter that is signed by at least one of the directors of the issuer, specifying the following:

(a) the purpose of lodgement;
(b) name of the issuer; and
(c) name of the convertible notes and Islamic convertible notes

which must be addressed to:

Chairman
Securities Commission Malaysia
3 Persiaran Bukit Kiara
Bukit Kiara
50490 Kuala Lumpur
(Attn: Corporate Bonds Department)

2.02 A completed lodgement form, using an Excel template available on the SC website, containing the following information:

(1) Corporate information of the issuer:
    (a) Name;
    (b) Address;
    (c) Date of incorporation;
    (d) Place of incorporation;
    (e) Business registration number;
    (f) Place of listing, if applicable;
    (g) Date of listing, if applicable;
    (h) Principal activities;
    (i) Issued and paid-up capital;
    (j) Board of directors, including–

(i) NRIC numbers for Malaysian directors; and

(ii) passport details for non-Malaysian directors, including passport number, date of expiry and country of issuance;

(2) Details of the convertible notes and Islamic convertible notes:

(a) Name;

(b) Currency;

(c) Size of issuance;

(d) Shariah principles*;

(e) Tenure;

(f) Details of conversion;

(g) Restrictions in transferability;

(h) Name of subscriber and amount to be subscribed by the subscriber.

(3) Declaration of conflicts of interest, if any; and

(4) Contact information:

(a) Name, designation and contact details of the contact person of the issuer; and

(b) Name, designation and contact details of the key management personnel of the issuer.

2.03 Additional Documents for Islamic convertible notes:

- Shariah pronouncement by the Shariah adviser, including detailed reasoning or justification supporting the issuance of the Islamic convertible notes.

2.04 Declaration by the issuer

Date

The Chairman
Securities Commission Malaysia

ISSUER …(Name of Issuer)…

Declaration for the proposed issuance of ….(Name of Convertible Notes/ Islamic Convertible Notes)…

(hereinafter referred to as "the Proposal").

We, …(Name of Issuer)… are proposing to undertake the Proposal above.

2. We confirm that after having made all reasonable enquiries, and to the best of our knowledge and belief, there is no false or misleading statement contained in, or material omission from, the information that is provided the Securities Commission Malaysia (SC) in relation to the Proposal.

3. We declare that we are satisfied after having made all reasonable enquiries that the Proposal is in full compliance with the relevant requirements of the following, where applicable:

   (a) *Guidelines on Unlisted Capital Market Products under the Lodge and Launch Framework*; and

   (b) Other requirements under the *Capital Markets and Services Act 2007*.

4. We undertake to provide all such information as the SC may require in relation to the Proposal.

The above Declaration has been signed by me as …(designation of authorised signatory)… of the Issuer under the authority granted to me by a resolution of…(the Board of Directors)… on …(date of resolution)…

Yours faithfully,

……

Signature

Name

Name of Issuer

Date