

Chapter 2

PROSPECTUS UNDER DIVISIONS 2 AND 2A OF PART II

Part A: General

- 2.01 An application to register a prospectus under Divisions 2 and 2A of Part II must be in accordance with the submission requirements and procedures set out in this chapter.
- 2.02 The prospectus, pricing supplement or pricing statement and all accompanying documents submitted to the SC must include an electronic copy of such documents in a text-searchable Portable Document Format (PDF).
- 2.03 Certified true copies of all reports and letters contained in the prospectus must be included as accompanying documents for the purpose of the application. Where the prospectus contains a summary of an expert's report, the corresponding full report must be submitted.
- 2.04 All reports and letters contained in the prospectus must be dated and signed.
- 2.05 All accompanying documents which are in the language other than Bahasa Malaysia or English must be accompanied by a Bahasa Malaysia or English translation confirmed by the corporation or the principal adviser as being an accurate translation of the original documents.
- 2.06 Any application for relief from complying with the required disclosure requirements of a prospectus must be submitted at least 14 market days prior to the intended date of submission of the prospectus.

Part B: Submission of prospectus for registration (Stage 1)

- 2.07 The principal adviser must submit at least two physical copies of the prospectus in English, accompanied by the following documents:
 - (a) Cover letter signed by two authorised persons of the principal adviser specifying the following:
 - (i) Application to register the prospectus together with a checklist of compliance with these Guidelines;
 - (ii) A confirmation that the due diligence working group has seen and verified that the prospectus complies with the disclosure requirements as set out in the CMSA and these Guidelines;
 - (iii) A confirmation that the accompanying documents in the application are complete, duly signed and dated; and

- (iv) A confirmation that the electronic copy of documents is the same as the physical copy of documents submitted to the SC;
- (b) Registration fee as prescribed by the SC;
- (c) Directors' responsibility statement for the prospectus;
- (d) Extract of the minutes of the board of directors' meeting that approved the submission of the prospectus to the SC;
- (e) Certified true copy of the letter of consent from any person who has made a statement included in the prospectus or on which a statement made in the prospectus is based;
- (f) Certified true copy of each constituent document and the certificate of incorporation. Where the applicant is foreign incorporated, a certified true copy of each certificate of registration and constituent document of the foreign corporation;
- (g) Certified true copies of all material contracts or documents referred to in the prospectus. For contracts not reduced into writing, a memorandum which gives full particulars of the contracts which must be verified by the due diligence legal adviser;
- (h) Certified true copy of any expert's reports referred to in the prospectus; and
- (i) The electronic copy of the prospectus should include the following statement in bold and a contrasting colour on the cover page:

“This document has not been registered by the Securities Commission Malaysia (SC). The information in this document may be subject to further amendments before being registered by the SC. Under no circumstances shall this document constitute an offer for subscription or purchase of, or an invitation to subscribe for or purchase securities.”

Part C: Submission of prospectus for registration (Stage 2)

- 2.08 Upon receiving the relevant authority's approval for the offer, where applicable, the principal adviser must provide all documents required under paragraph 2.11 of Part C, to the SC before 12.30 p.m. at least seven market days prior to the intended date of registration.
- 2.09 The principal adviser must submit the following:
 - (a) For registration with the SC, one copy of the prospectus each in Bahasa Malaysia and English; and
 - (b) For lodgement with the Registrar of Companies, one copy of the prospectus each in Bahasa Malaysia and English.

2.10 The prospectus must be accompanied by:

- (a) A cover letter for application to register the prospectus signed by two authorised persons of the principal adviser specifying the following:
 - (i) A confirmation that all relevant conditions of approval, to be complied with before issuance of the prospectus, have been met;
 - (ii) A confirmation that all requisite approvals from other relevant authorities have been obtained;
 - (iii) A confirmation that the electronic copy of documents is the same as the physical copy of documents submitted to the SC; and
 - (iv) A confirmation that the consents from any person who has made a statement included in the prospectus or on which a statement made in the prospectus is based have not been withdrawn.
- (b) Extract of the minutes of the board of directors' meeting that approved the registration and issuance of the prospectus;
- (c) Certified true copy of any material contract, report or document referred to in the prospectus, which was entered into or updated after submission was made to the SC under Part B; and
- (d) For any revision to the prospectus that was cleared by the SC under Part B, letter of confirmation from the principal adviser stating that the due diligence working group –
 - (i) has seen and confirmed the revisions made to the prospectus; and
 - (ii) has seen and verified that the prospectus complies with the disclosure requirements of the CMSA and relevant guidelines.

Pricing supplement or pricing statement

2.11 For the registration of pricing supplement or pricing statement, the principal adviser/issuer must ensure that the pricing supplement or pricing statement is accompanied by the following documents:

- (a) Cover letter signed by two authorised persons of the principal adviser specifying the following:
 - (i) Application to register the pricing supplement or pricing statement;
 - (ii) A confirmation that the due diligence working group has seen and verified that the pricing supplement or pricing statement complies with the disclosure requirements as set out in the *Guidelines on Issuance of*

Corporate Bonds and Sukuk to Retail Investors or the ASEAN Disclosure Standards for Debt Issuance Programme (if applicable); and

- (iii) A confirmation that the electronic copy of documents is the same as the physical copy of documents submitted to the SC.

Supplementary prospectus and replacement

- 2.12 For registration of a supplementary prospectus, the supplementary prospectus must be submitted to the SC as soon as practicable and at least three market days prior to the intended registration date.
- 2.13 For registration of a replacement prospectus, the replacement prospectus must be submitted to the SC before 12.30 p.m. at least seven market days prior to the intended date of registration.
- 2.14 For registration of a supplementary or replacement prospectus, the principal adviser must include the documents required under paragraphs 2.07 of Part B and 2.10 of Part C above, where applicable, and a list highlighting the original statements from the previously registered prospectus and the amended statements.

Post registration

- 2.15 The principal adviser should provide the SC with three copies each of the printed prospectuses in English and Bahasa Malaysia upon issuance.

Guidance to Chapter 2 - General

1. Where any document is amended after submission, marked-up copies (including deletions of information) together with the corresponding electronic copy should be submitted to the SC.
2. The name and designation of the person who has signed the document should be stated below his signature.
3. Where a written consent, a letter or a report submitted to the SC, is issued by a business or professional firm, the signature appearing on such documents should be in the name of the firm and in the personal name of the signatory.

Guidance to paragraph 2.01 of Part A – Right to return prospectus

4. The SC reserves the right to return the prospectus if in its opinion–
 - (a) the disclosure in the prospectus is incomplete or inadequate;
 - (b) the prospectus is not in its final or complete form; or
 - (c) the prospectus is not accompanied by all relevant materials or documents.

Guidance to paragraph 2.02 of Part A – Electronic submission

5. The electronic copy submitted to the SC should be easily identifiable and complete.

Guidance to paragraph 2.04 of Part A – Reports and letters

6. All reports and letters should be dated and signed within a reasonable time, which generally should not be earlier than the latest practicable date.

Guidance to paragraph 2.06 of Part A – Relief application

7. The relief application should be accompanied with the relevant supporting documents and the prescribed fee.
8. The corporation and its principal adviser are encouraged to consult the SC prior to making a relief application.
9. For relief from disclosing certain clauses of a material contract to be made available for public inspection, specific justification must be provided for each clause of the material contract proposed to be redacted.

Guidance to paragraph 2.07 of Part B – Completeness of prospectus

10. The information in the prospectus must be substantially complete except in relation to information that by its nature can only be finalised and incorporated after the relevant authorities' approvals for the corporate proposal. For example, agreements relating to underwriting, cornerstone investors and lock-up arrangements for cornerstone investors.

Guidance to paragraph 2.07(e) of Part B – Letter of consent

11. A letter of consent is not required for a statement made in a prospectus that has been extracted from an official statement by:
 - (a) Malaysian and foreign governments including federal government, state government, province, county or municipality, a statutory or regulatory authority, or any agency or body carrying out a regulatory function; and
 - (b) United Nations and its organisations.

