

## **Chapter 1**

### **INTRODUCTION**

#### **Cover page**

1.01 The cover page of a prospectus must include the following:

- (a) Name of the fund, or funds in the case of a master prospectus;
- (b) Name of the management company and its registration number;
- (c) Name of the trustee and its registration number;
- (d) Date of the prospectus;
- (e) Date of the fund's constitution;
- (f) The following statement:  
  
"No units will be allotted or issued based on this prospectus after 12 months from the date of this prospectus.";
- (g) In the case of a foreign fund–
  - (i) a statement that the fund is approved, authorised, or registered, as the case may be, by the securities regulator in the foreign jurisdiction;
  - (ii) the foreign jurisdiction where the fund is domiciled, the name of the securities regulator regulating the fund, and management company for the fund;
  - (iii) the applicable legislation in the foreign jurisdiction governing the fund and a statement that the legal and regulatory environment in the foreign jurisdiction may differ from that prevailing in Malaysia;

- (iv) where a prospectus incorporates an offer document registered outside Malaysia in respect of the fund, to provide a statement to such fact; and
  - (v) in the case of a master prospectus, the information in subparagraphs (i) to (iv) must be disclosed for each fund which is the subject of the master prospectus;
- (h) The following statement, to appear in bold:

**“INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THE PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.”**

**“FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE “RISK FACTORS” COMMENCING ON PAGE [xx].”;**

- (i) For a local fund, the following statement:

“The Securities Commission Malaysia has approved [to state approval given] and a copy of this prospectus has been registered by the Securities Commission Malaysia.

The approval, and registration of this prospectus, should not be taken to indicate that the Securities Commission Malaysia recommends the fund or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in this prospectus. The Securities Commission Malaysia has not, in any way, considered the merits of the securities being offered for investment.

The Securities Commission Malaysia is not liable for any non-disclosure on the part of the management company responsible for the fund and takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness, and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any

part of the contents of this prospectus.

Admission to the Official List of Bursa Malaysia Securities Berhad is not to be taken as an indication of the merits of the offering, the funds or of its units.”;

- (j) For a foreign fund, the following statement:

“The fund is established in a foreign jurisdiction and is regulated by the regulator in the foreign jurisdiction. As such, the fund is not subjected to the requirements of the [insert relevant guidelines] issued by the Securities Commission Malaysia.

The Securities Commission Malaysia has approved [to state approval granted] and a copy of this prospectus has been registered by the Securities Commission Malaysia.

The approval, and registration of this prospectus, should not be taken to indicate that the Securities Commission Malaysia recommends the fund or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in this prospectus. The Securities Commission Malaysia has not, in any way, considered the merits of the securities being offered for investment.

The Securities Commission Malaysia is not liable for any non-disclosure on the part of the management company responsible for the fund and takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness, and expressly disclaims any liability for any loss you may suffer arising from, or in reliance upon, the whole or any part of the contents of this prospectus.

Admission to the Official List of Bursa Malaysia Securities Berhad is not to be taken as an indication of the merits of the invitation, funds or of its units.”.

## **Inside cover or first page**

1.02 The inside cover or first page must include the following statements:

### **Responsibility Statements**

- (a) “The directors of the management company have seen and approved this prospectus. They collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm that there is no false or misleading statement, or other facts which if omitted, would make any statement in the prospectus false or misleading.”;
- (b) “[name of adviser and name of the person primarily managing the placement of securities, if any], acknowledge(s) that, based on all available information, and to the best of its/their knowledge and belief, this prospectus constitutes a full and true disclosure of all material facts concerning the public offering.”;
- (c) Where future financial information is provided:  
  
“The directors of the management company confirm that the bases and assumptions relied on in the preparation of the future financial information are reasonable.”  
  
“[Name of principal adviser], being the Principal Adviser is satisfied that bases and assumptions relied on in the preparation of the future financial information are reasonable.”;

### **Other Statements**

- (d) “Investors should note that they may seek recourse under the Capital Markets and Services Act 2007 for breaches of securities laws and regulations including any statement in the prospectus that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in relation to the prospectus or the conduct of any other person in relation to the fund.”;

- (e) For an Islamic fund–

“The fund offered in this prospectus has been certified as Shariah-compliant by the Shariah adviser appointed for the fund”.

1.03 In the case where the units offered are proposed to be listed and quoted on the stock exchange or other similar exchange outside Malaysia, the prospectus must contain the following statements:

- (a) A statement that the approval for the listing and quotation of the units on the official list of the stock exchange or other similar exchange outside Malaysia has been granted; or
- (b) Where such approval has not been granted, the following statements:
- (i) That an application has been or will be made for the units offered, to be listed and quoted on the official list of the stock exchange or a similar exchange outside Malaysia;
- (ii) Any allotment made on an application to subscribe for units under the prospectus would be void if–
- I. the application to list and quote has not been made within three market days from the date of issue of the prospectus; or
  - II. the approval to list and quote is not granted within six weeks from the date of issue of the prospectus or such longer period as may be specified by the SC, provided that the applicant is notified by or on behalf of the exchange within the six weeks or such longer period as may be specified by the SC; and
- (c) Where application has not been made, or approval has not been granted by the exchange as mentioned above, the management

company will repay without interest all monies received from the applicant.

### **Indicative timetable**

- 1.04 A prospectus must disclose the timetable, including the following critical dates—
- (a) Opening and closing dates of the issue or offer;
  - (b) Dates of any special event, for example, date for balloting the applications (day, month and year);
  - (c) Date for allotment of units (day, month and year); and
  - (d) Listing date (day, month and year).
- 1.05 The method of informing the public for any changes to the timetable must be disclosed in the prospectus.

### **Corporate directory**

- 1.06 The directory must contain details:
- (a) Name, address and telephone numbers of the registered office and business office of the management company and its fund manager, if any, as well as the e-mail address and website address, if any;
  - (b) Name, address and telephone numbers of the trustee's registered office and business office and its delegates, if any, as well as the e-mail address and website address, if any;
  - (c) For Islamic fund, name, address and telephone numbers of the Shariah adviser, as well as the e-mail address and website address, if any;
  - (d) For real estate investment trust and closed-end fund, name of the directors of the management company, including whether the

director is independent or non-independent;

- (e) For closed-end fund, name, address and membership number of company secretary;
- (f) Names and addresses of the following parties, where applicable:
  - (i) Principal adviser;
  - (ii) Auditor;
  - (iii) Tax consultant;
  - (iv) Legal adviser connected to the proposal;
  - (v) Issuing house;
  - (vi) Registrar;
  - (vii) Underwriter;
  - (viii) Placement agent;
  - (ix) For real estate investment trust, valuer;
  - (x) For real estate investment trust, property manager;
  - (xi) For real estate-investment trust, name, address and professional qualification, including any membership in a professional body, of the reporting accountant;
  - (xii) For exchange-traded fund, participating dealer;
  - (xiii) For exchange-traded fund, market maker or a statement on where such information can be obtained;
  - (xiv) For exchange-traded fund, index licensor;
- (g) Name, address and qualification of an expert whose prepared reports or excerpts or summaries are included or referred to in the prospectus. If the expert is a corporation or a firm, to disclose

the name of individuals responsible for preparing the reports, excerpts or summaries; and

- (h) Name of the stock exchange where units are already listed or the listing sought in relation to the prospectus.

1.07 In the case of a foreign fund, the name and address of the representative for the fund must also be disclosed.

### **Approvals and conditions**

1.08 Disclose all approvals obtained from and conditions imposed by, relevant authorities in relation to the offering, and the status of compliance on such conditions.

1.09 For any specific relief obtained from compliance with relevant securities laws and guidelines issued by the SC, to disclose the details of the relief granted.