



FORM 8B

SECURITIES MARKETS ORDER, 2013 [Section 118]

REGISTRATION STATEMENT FOR PUBLIC OFFERING OF DEBENTURES

Please refer to the **Guidelines on the Public Offering of Unlisted Securities** prior to applying for registration statement.

Application is made for filing of a registration statement for a public offering of debentures under Section 118 of the Securities Markets Order, 2013 and the following particulars are supplied in respect thereof –

SECTION I : DETAILS OF ISSUER / OFFEROR OF DEBENTURES		
Name of issuer of debenture:		
CMSL no.:		
Date of incorporation [dd/mm/yy]:		
Principal address:		
Correspondence address:		
Contact person:		
E-mail address:		
Contact no.:	Office:	Fax:
Principal activities:		
Capitalisation and indebtedness of the issuer:		
Credit rating, where applicable:		
[a] Identities of Directors		
Please list the name(s) of the directors of the issuer:		

No.	Name of Director	Appointment Type (Executive / Non-Executive Director)
1		
2		
3		
4		

(b) Identities of Senior Management

Please list the name(s) of the senior management of the issuer:

No.	Name of Senior Management	Designation
1		
2		
3		
4		

(c) Disclosure of Issuer

This section applies to the issuer of the debenture. If the answer to any of the following questions is in the affirmative, please attach annexes and supporting documents, where appropriate, to provide all relevant particulars. If there is any doubt with respect to any part of this section, please provide all relevant information to demonstrate that the issuer is considered to be fit and proper person.

For the past five (5) years prior to the date of this application, has the issuer:		Yes	No
-			
(a)	or its board of members 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?	<input type="checkbox"/>	<input type="checkbox"/>
(b)	been subjected to any action by the stock exchange / listing authority for any breach of the listing requirements or rules issued by the stock exchange / listing authority?	<input type="checkbox"/>	<input type="checkbox"/>

SECTION II : DEBENTURE PARTICULARS

Please tick (✓) where applicable:

Registration for:	<input type="checkbox"/> Debenture stock <input type="checkbox"/> Convertible debenture <input type="checkbox"/> Bond or obligation <input type="checkbox"/> Loan stock <input type="checkbox"/> Unsecured note <input type="checkbox"/> Any other instrument executed, authenticated, issued or created in consideration of such a loan or existing indebtedness. Please specify: _____ <input type="checkbox"/> Sukuk
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	<input type="checkbox"/> Other Islamic debenture. Please specify: _____	
[a] Debenture Information		
Name of debenture:		
Purpose[s] of debenture:		
Brief description of the features and structure of the debenture:		
Asset type / identified asset:		
Underlying reference asset:		
Duration of the debenture:		
Scenario analysis on the return of the debenture:		
Description of the material risk(s):		
Reasonable comparisons to alternative investment products:		
Indicative fee(s) and cost(s) of the debenture, where applicable:	At launch of debenture:	
	During the duration of the debenture:	
	At early redemption of termination:	
Facility description:		
Purchase and selling price / rental, where applicable:		
Debenture programme size:		
Tenure of debenture programme:		
Profit / coupon / rental rate:		
Profit / coupon / rental payment frequency:		
Profit / coupon / rental basis:		
Security / collateral, where applicable:		

Details on utilisation of proceeds by issuer:	
Sinking fund and accounts, where applicable:	
Rating:	
Mode of issue:	
Selling restriction, including tradability (whether tradable or non-tradable):	
Listing status and types of listing (whether tradable or non-tradable):	
Other regulatory approvals required in relation to the issue, offer or invitation to subscribe or purchase debenture, and whether or not obtained:	
Condition precedent:	
Representations and warranties:	
Events of default, dissolution event and enforcement event, where applicable:	
Covenants:	
Provisions on buy-back and early redemption of debenture / sukuk:	
Other principal terms and conditions for proposal:	
Is the product Shariah-compliant?	<input type="checkbox"/> Yes <input type="checkbox"/> No
Islamic principles used, where applicable:	
[b] Additional Information on the Sale of Debentures	
Rights and restrictions related to the transfer of the debenture:	
Return on the debenture:	
Property or other collateral used as a security for repayment, if any:	
Debenture holder's representative, if any:	
Encumbrances on the property of the company which issues securities in	

case of unsecured securities:	
Outstanding debt from previous issues of the debenture:	
Procedure, time and place of repayment:	
Procedures for the conversion of rights, if any:	
The circumstances that can give rise to early termination or redemption of the product:	
Whether clients have the ability to surrender the product before its maturity:	
Rating for the product and the definition of such rating, where applicable:	
Any other information that is deemed material to disclose:	
[c] Information on the Sale of Certificates Representing the Rights to Purchase Debentures (where applicable)	
Rights and conditions under the certificates:	
Shareholders' resolution authorising the issue of debentures:	
Amount of debentures to be issued under the certificates:	
Procedures for the conversion of rights:	
SECTION III : DETAILS OF PARTIES INVOLVED	
Please state the name of party(s) involved with regards to the debenture, where applicable.	
Principal adviser:	
Promoter:	
Lead arranger:	
Co-arranger:	
Solicitor:	
Financial adviser:	
Technical adviser:	
Debenture / Sukuk trustee:	
Shariah adviser, where applicable:	
Guarantor:	
Valuer:	

Facility agent:	
Primary subscriber (under a bought-deal arrangement) and amount subscribed:	
Underwriter and amount underwritten:	
Central depository:	
Paying agent:	
Reporting accountant:	
Calculation agent:	
Others:	

SECTION IV : SUPPORTING DOCUMENTS

[*] are mandatory documents and must be submitted together with this form. Other documents must be submitted where applicable.

APPENDIX

<input type="checkbox"/>	<p>*Registration statement fee – BND 500</p> <p><i>Cheque is made payable to Brunei Darussalam Central Bank. Payment may be made via online banking transaction or telegraphic transfer (T.T.) to the Authority's accounts: -</i></p> <p>For all BND payment</p> <table border="1" style="width: 100%;"> <tr> <td style="width: 30%;">Beneficiary Name:</td> <td>Brunei Darussalam Central Bank</td> </tr> <tr> <td>Beneficiary Address:</td> <td>Level 14, Ministry of Finance and Economy Building, Commonwealth Drive, BB3910 Brunei Darussalam</td> </tr> <tr> <td>Beneficiary Account:</td> <td>0201110270008</td> </tr> <tr> <td>For Account:</td> <td>Baiduri Bank</td> </tr> <tr> <td>Bank Address:</td> <td>Block A, Units 1-4, Kiarong Complex, Lebuhraya Sultan Hassanal Bolkiah, Bandar Seri Begawan, BE1318, Brunei Darussalam</td> </tr> <tr> <td>SWIFT Code:</td> <td>BAIDBNBB</td> </tr> <tr> <td>Bank Charges (if any)</td> <td>To be paid by Payee</td> </tr> </table> <p>For all USD payment</p> <table border="1" style="width: 100%;"> <tr> <td style="width: 30%;">Beneficiary Name:</td> <td>Brunei Darussalam Central Bank</td> </tr> <tr> <td>Beneficiary Address:</td> <td>Level 14, Ministry of Finance and Economy Building, Commonwealth Drive, BB3910 Brunei Darussalam</td> </tr> <tr> <td>Beneficiary Account:</td> <td>51-001-01-0001062</td> </tr> <tr> <td>For Account:</td> <td>Bank Islam Brunei Berhad</td> </tr> <tr> <td>Bank Address:</td> <td>Bank Islam Brunei Darussalam Berhad, Lot 159, Jalan Pemancha, Bandar Seri Begawan, BS8711, Brunei Darussalam</td> </tr> </table>	Beneficiary Name:	Brunei Darussalam Central Bank	Beneficiary Address:	Level 14, Ministry of Finance and Economy Building, Commonwealth Drive, BB3910 Brunei Darussalam	Beneficiary Account:	0201110270008	For Account:	Baiduri Bank	Bank Address:	Block A, Units 1-4, Kiarong Complex, Lebuhraya Sultan Hassanal Bolkiah, Bandar Seri Begawan, BE1318, Brunei Darussalam	SWIFT Code:	BAIDBNBB	Bank Charges (if any)	To be paid by Payee	Beneficiary Name:	Brunei Darussalam Central Bank	Beneficiary Address:	Level 14, Ministry of Finance and Economy Building, Commonwealth Drive, BB3910 Brunei Darussalam	Beneficiary Account:	51-001-01-0001062	For Account:	Bank Islam Brunei Berhad	Bank Address:	Bank Islam Brunei Darussalam Berhad, Lot 159, Jalan Pemancha, Bandar Seri Begawan, BS8711, Brunei Darussalam	
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Bank Charges (if any)	To be paid by Payee					
<input type="checkbox"/>	*Payment Instruction Form	ANNEX 3				
<input type="checkbox"/>	Draft prospectus					
<input type="checkbox"/>	Certified true copy of a resolution of the BOD					
<input type="checkbox"/>	Expert's consent					
<input type="checkbox"/>	Copy of the issuer's audited financial statements for the last 3 years					
<input type="checkbox"/>	*Securities market data regarding any trading history of the issuer's shares					
<input type="checkbox"/>	Management report outlining the financial condition and results of the issuer's business operation					
<input type="checkbox"/>	*Forecast of estimated profit or loss for the year ending immediately before the prospectus and the year ending immediately after the date of the prospectus					
<input type="checkbox"/>	Auditor's certification regarding any changes in issuer's directors and auditors in the last 3 years, indicating reasons for any changes					
<input type="checkbox"/>	Shareholders' resolution authorising the issue of shares or debentures (if applicable)					
<input type="checkbox"/>	Certified true copies of issuer's directors' NRIC (for Bruneian citizens) or passport (for non-Bruneian citizens)					
SECTION V : TRUE AND CORRECT INFORMATION						
We hereby declare that all information provided in this registration statement and its annexures are true and correct.						
<p>_____</p> <p>[Signature]</p>		<p>_____</p> <p>[Signature]</p>				
Name (Contact person completing this form):		Name (**Director / Authorised Signatory of Issuer):				
Date (dd/mm/yyyy):		Date (dd/mm/yyyy):				

**A member of the board of directors or persons performing similar functions, and its authorised representative in Brunei Darussalam should sign.