

**SECURITIES AND EXCHANGE COMMISSION
REGULATIONS, 2003**

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IN the exercise of the powers conferred on the Minister responsible for Finance by Section 141 of the Securities Industry Law 1993 (P.N.D.C.L. 333) and on the recommendation of the Securities and Exchange Commission, these Regulations are made this 7th day of March, 2003.

**PART I—APPLICATION OF REGULATIONS, QUALIFICATION OF
DIRECTORS AND OTHER EXECUTIVE OFFICERS**

Application

1. These Regulations apply to stock exchanges, investment advisers, dealers including broker-dealers, trustees, share transfer agents, custodians, central securities depositories, providers of securities clearing and settlement services, registrars, underwriters, issuing houses, dealer's and investment representatives approved or licensed under the Securities Industry Law 1993 (PNDCL 333) and issuers of securities to the public, other than government securities.

General penalty

2. Breach of these Regulations attracts the penalty prescribed in these Regulations unless the breach constitutes an offence under the Law.

Qualifications of directors and executive officers

3. (1) Each stock exchange, dealer or investment adviser shall have at least three directors.

(2) The majority of the directors shall have recognised academic or professional qualifications or experience in banking, law, accountancy, economics, business administration, dealing in securities or any other relevant qualifications.

(3) A person shall not be a director or executive officer of a stock exchange, dealer or investment adviser if:

- (a) the person has been convicted of an offence involving fraud or dishonesty punishable on conviction to a term of imprisonment exceeding three months either in this country or elsewhere, within a period of ten years immediately preceding the date on which an application is made for a licence under the Law;
- (b) the person has been adjudged bankrupt by a court;
- (c) there is any evidence against the person involving a case of misconduct, fraud or mismanagement of a firm engaged in securities business or any similar public concern;
- (d) the person has been convicted of a breach of the Law or Regulations made under the Law; or

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- (e) the person is precluded by an order from any public regulatory authority either in this country or elsewhere from engaging in transactions involving securities.

Chief executive officer

4. No licence shall be given to

- (a) a broker-dealer;
- (b) an investment adviser;
- (c) a share transfer agent;
- (d) a trustee of a collective investment scheme;
- (e) a person who provides custodial services with regard to securities;
- (f) a person who performs the functions of a central securities depository or provides securities clearing and settlement facilities;
- (g) a registrar of a public issue of securities;
- (h) an underwriter; or
- (i) a person who provides the services of an issuing house or a manager of a public issue of securities;

unless the person designated as a chief executive officer has at least a university degree in business, finance or economics, or recognised academic or professional qualifications or experience in banking, law, accountancy, economics, business administration, dealing in securities or any other relevant qualifications.

Chief executive officer of a broker-dealer or investment adviser

5. A chief executive officer of a broker-dealer or investment adviser shall have experience in managing and supervising staff involved in the placement or investment of money for commercial purposes as well as involvement in policy decisions concerned with the placement or investment in either a commercial, merchant or investment bank or with a dealer in securities, a finance company, a development finance institution or any other financial institution which deals with the placement or investment of money for commercial purposes.

Chief executive officer of a share transfer agent

6. A chief executive officer of a share transfer agent shall have experience in managing and supervising staff involved in the transfer of certificates of public companies.

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Chief executive officer of a trustee of a collective investment scheme

7. A chief executive officer of a person other than a bank or insurance company, which acts as a trustee of a collective investment scheme, shall have experience of management and supervision of staff involved in the placement or investment of money for commercial purposes as well as involvement in policy decisions concerned with placement or investment in either a commercial, merchant or investment bank or with a dealer in securities, a finance company, a development finance institution or any other financial institution which deals with the placement or investment of money for commercial purposes.

Chief executive officer of a custodian for securities

8. A chief executive officer of a person other than a bank or insurance company who provides custodial services with regard to securities, shall have experience in managing and supervising staff in policy decision concerning such placement or investment in either a commercial, investment bank or with a dealer in securities, or any other financial institution which deals with the placement or investment of money for commercial purposes.

Chief executive officer of a central securities depository

9. A chief executive officer of a person who performs the functions of a central securities depository and provides securities clearing and settlement facilities shall have experience in managing and supervising staff involved in the keeping of records of securities and clearing and settlement of securities.

Chief executive officer of registrar of public issue of securities

10. A chief executive officer of a person who is a registrar of a public issue of securities shall have experience in management and supervision of staff involved in electronic data record keeping and other record keeping.

Chief executive officer of an underwriter

11. A chief executive officer of an underwriter shall have experience in management and supervision of staff involved in the purchase and sale of securities.

Chief executive of an issuing house

12. A chief executive officer of a person, other than a bank, who undertakes or performs the services of an issuing house or manager to a public issue of securities shall have experience in management and supervision of staff involved in merchant or investment banking or with a dealer in securities.

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PART II—LICENCES, CAPITAL REQUIREMENTS AND FEES

Representative licences

13. (1) An executive director, officer or employee who takes part in the day-to-day management and administration of a business for which a dealer's licence is required under the Law, or who deals directly with clients on behalf of the dealer, shall hold a valid dealers' representative's licence issued by the Commission.

(2) Persons to be licensed as representatives shall pass an approved securities course organised by the Ghana Stock Exchange or the Commission or any other course approved by the Commission.

(3) The Commission may grant a waiver of the course requirement where a director or an officer shows evidence of appropriate and suitable alternative qualifications and experience.

Capital requirements

14. The required minimum capital for the grant of a licence by the Commission shall be as specified in Schedule 1.

Licence, approval fees, annual fees and deposits

15. (1) An application for a stock exchange, dealer, investment adviser, dealer's representative or investment representative licence shall not be considered by the Commission unless the applicant pays the licence/approval fee specified in Schedule 2 to the Commission.

(2) In addition to the licence/approval fee, a stock exchange, dealer, investment adviser, dealer's representative or investment representative shall pay to the Commission the annual renewal fee specified in Schedule 2.

(3) A broker-dealer shall lodge with the Commission at the time of the application for a licence, a deposit of ₵5million or such greater sum as the Commission may determine.

(4) The deposit shall be paid into a fund to be determined by the Commission and applied under rules issued pursuant to section 58(4) of the Law.

Application for approval of a stock exchange

16. (1) An application for approval to establish a stock exchange shall be made to the Commission in Form SEC A of Schedule 3 with the particulars specified.

(2) The Commission may require an applicant to furnish it with such further information as it considers necessary in relation to the application.

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Application for a dealer, investment adviser or representative licence

17. (1) An application for the grant or renewal of a licence to carry on the business of a dealer in securities shall be made to the Commission in the form and contain the particulars specified in Form SEC B(i) of Schedule 3.

(2) An application for the grant or renewal of a licence to act as an investment adviser by a body corporate including an incorporated partnership shall be made to the Commission in the form and contain the particulars specified in Form SEC B(ii) of Schedule 3.

(3) An application for the grant or renewal of a licence to act as an investment adviser by an individual shall be made to the Commission in the form and contain the particulars specified in Form SEC B(iii) of Schedule 3.

(4) An application for the grant or renewal of a licence to act as a dealer's representative or an investment representative shall be made to the Commission in the form and contain the particulars specified in Form SEC B(iv) of Schedule 3.

(5) The Commission may require an applicant to furnish it with such further information as it considers necessary in relation to the application.

Notification of changes in particulars

18. Each stock exchange, dealer, investment adviser, dealer's representative and investment representative shall notify the Commission of any change of particulars from those submitted in the application for a licence and any further change within fourteen days of the change. The notification shall be in the form and contain the particulars specified in Form SEC C of Schedule 3.

Penalty

19. (1) Any person who carries on the business of a dealer, investment adviser, stock exchange, dealer's representative or investment representative without obtaining a licence from the Commission is liable to pay the following penalties:

Dealer/Investment Adviser	-	¢30m
Stock Exchange	-	¢50m
Dealer Representative or Investment Representative	-	¢12m

(2) Any person who fails to notify the Commission of any change of particulars as required in regulation 18 is liable to a penalty of ¢500,000 for each day that the default subsists and shall have its licence suspended if the period of default exceeds 30 days.

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PART III—REGISTERS OF INTERESTS IN SECURITIES

Maintenance of a register of interests

20. (1) A person required to maintain a register of the securities in which the person has an interest under Part VI of the Securities Industry Law, 1993 (PNDCL 333) shall ensure that the register contains the following particulars:

- (a) where there is an acquisition or disposal of a security,
 - (i) the name of the security;
 - (ii) the quantity and price;
 - (iii) the date of acquisition;
 - (iv) the date of disposal;
 - (v) the contract numbers; and
 - (vi) the name of the broker-dealer through whom the transaction was executed; or
- (b) where there is any other interest in a security,
 - (i) the name of the security;
 - (ii) the nature of the interest;
 - (iii) the exercise date in the case of a right or option;
 - (iv) the quantity; and
 - (v) the price or pricing formula.

(2) A person to whom Part VI of the Law applies shall notify the Commission,

- (a) in the form specified in Form SEC D(i) of Schedule 3, the particulars of the register which shall include the place at which the register will be kept at the time of the application for a licence under the Law or within 14 days of becoming a person to whom Part VI of the Law applies;
- (b) when the person ceases to be a person to whom Part VI applies in the form and with the particulars specified in Form SEC D(ii) of Schedule 3 within 14 days of the person ceasing to be a person to whom Part VI of the Law applies;

(3) Whether the person has an interest in a security or not shall be determined under section 144 of the Law.

**PART IV—FINANCIAL AND COMPLIANCE REQUIREMENTS OF
DEALERS AND INVESTMENT ADVISERS**

Notification of the appointment and removal of an auditor of a dealer

21. (1) A dealer other than a bank or an insurance company shall notify the Commission of the appointment, removal and resignation of auditors required to be appointed under Part VIII of the Law.

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(2) The notification to the Commission shall be made within 30 days of the appointment, removal or resignation of the auditor.

(3) Each notification made to the Commission of the appointment of an auditor under Part VIII of the Law shall be in the form and contain the particulars specified in Form SEC E(i) of Schedule 3.

(4) A dealer who is a bank shall comply with the conditions for the appointment, removal or resignation of auditors as specified under the Banking Law 1989 (PNDCL 225) and shall notify the Commission of the compliance within 30 days.

(5) A dealer who is an insurance company shall comply with the conditions for the appointment, removal or resignation of auditors as specified under the provisions of the Insurance Law 1989 (PNDCL 227) and shall notify the Commission of the compliance within 30 days.

(6) Each investment adviser shall comply with conditions for appointment, removal and resignation of auditors as applicable to dealers specified in this regulation.

(7) Each notification made to the Commission of the resignation or removal of the auditor of that dealer under the provisions of Part VIII of the Law shall be in a form and contain the particulars specified in Form SEC E(ii) of Schedule 3.

Liquidity requirements of broker-dealers and investment advisers

22. A broker-dealer or investment adviser licensed under the Law shall have and maintain at any given time the minimum liquid funds amounting to a percentage of the aggregate indebtedness of the dealer or investment adviser as determined by circular from time to time by the Commission.

Obligation to monitor liquidity

23. (1) A broker-dealer or an investment adviser shall

- (a) constantly monitor the position of its liquid funds and introduce additional funds whenever its liquid funds fall below the minimum specified within 3 business days of the shortfall arising; and
- (b) immediately notify the Commission and the stock exchange of which it is a member when its liquid funds fall below the minimum specified.

(2) Without prejudice to the generality of these Regulations, the Commission may require a broker-dealer or investment adviser to introduce funds to enhance its liquidity within a specified period and the broker-dealer or the investment adviser shall do so within the specified period.

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(3) Any broker-dealer or investment adviser who fails to introduce additional funds within the time specified under regulation 23 (1) is liable to pay a penalty of €1 million for each day the default subsists and shall have its licence suspended if the period of default exceeds 30 days.

Deposits from clients

24. (1) No broker-dealer or investment adviser shall utilise any money received from a client as a deposit

(a) unless the broker-dealer or the investment adviser has furnished the client with a document in the form which contains the particulars specified in Form SEC F of Schedule 3 setting out the terms and conditions on which the deposit is made and accepted including the purpose for which and the manner in which the money is to be used by the broker-dealer or the investment adviser; and

(b) until the client has acknowledged receipt in writing of the document mentioned in regulation (a).

(2) Money received by a broker-dealer or investment adviser from a client shall be lodged in an account designated as a Trust Account in accordance with section 85 of the Law.

(3) Broker-dealers and investment advisers shall keep duplicate copies of Form SEC F and written acknowledgement of their terms and conditions for inspection purposes.

Internal control and compliance

25. (1) Each broker-dealer shall establish, maintain and enforce procedures to supervise the activities of employees to ensure compliance with the Law and Regulations made under the Law and to ensure compliance with the laws, rules, regulations and procedures of the stock exchange where the broker-dealer is a member.

(2) Each investment adviser licensed to manage a portfolio of securities shall establish, maintain and enforce procedures, which will enable it to supervise the activities of its employees in order to ensure compliance with the Law and Regulations made under it.

(3) Each broker-dealer or investment adviser licensed to manage a portfolio of securities shall appoint a suitably qualified officer from its staff as a designated compliance officer.

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(4) The appointment shall be with written notice to the Commission within 60 days after a person becomes a holder of a broker-dealer or investment adviser's licence.

(5) The compliance officer shall monitor and issue periodic reports on the

(a) Non-compliance of the Law and Regulations by the broker-dealer and investment adviser; or

(b) The non-compliance with the rules, regulations and procedures of the stock exchange by the broker-dealer.

(6) The frequency of the reports shall be as required by the Commission and the management of the dealer, investment adviser or stock exchange.

(7) The compliance officer shall,

(a) report directly to the chief executive officer of the broker-dealer or the investment adviser;

(b) in the case of a broker-dealer, submit written reports to the Commission on the degree of compliance of the broker-dealer with the Law and Regulations and with the laws, rules, regulations and procedures of the stock exchange of which the broker-dealer is a member at such intervals as the Commission may require;

(c) in the case of an investment adviser licensed to manage a portfolio of securities, submit written reports to the Commission on the degree of compliance of the investment adviser with the Law and Regulations.

Maintenance of a complaints register

26. (1) Each broker-dealer and investment adviser licensed to manage a portfolio of securities shall maintain a complaints register in which shall be recorded the complaints received from clients.

(2) Each complaint shall be given a number and details of action taken on the complaint shall be recorded in the complaints register.

(3) The complaints register shall be maintained and kept in the custody of the compliance officer and shall be made available for inspection at the request of the Commission or the stock exchange of which the broker-dealer is a member.

(4) The compliance officer shall notify the Commission of any complaint which remains unresolved after a period of 30 days from the date of receipt of the complaint.

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Trading in securities by employees and agents of a broker-dealer

27. (1) An employee or agent of a broker-dealer shall only trade through the broker-dealer where the employee is employed.

(2) The trade of an employee or agent shall only be transacted with the prior authorisation of the chief executive officer or the compliance officer of the broker-dealer.

(3) The compliance officer shall maintain a list of

(a) restricted securities in which employees and agents shall not trade;

(b) restricted securities in which the broker-dealer possesses material non-public information.

(4) Securities may be added to or deleted from the restricted list at the discretion of management.

(5) The trade of each employee or agent shall be subject to the following restrictions:

(a) the trade of the employee or agent shall be at market price;

(b) the maximum validity of the order shall not exceed 2 trading days;

(c) client orders shall be given priority; and

(d) a designated dealer's representative shall be responsible for the handling of trade and shall maintain a register of traded items.

(6) The compliance officer shall regularly review the trade carried on by employees and agents and document the review.

(7) For the purpose of this Part,

“agents” includes dealer's representatives, employed by the broker-dealer either directly or indirectly as well as their spouses and children under 18 years of age;

“aggregate indebtedness” means the total liabilities of a broker-dealer or the indebtedness of an investment adviser and includes liabilities excluded from the broker-dealer or investment adviser's balance sheet;

“employees” means directors, partners and employees of the broker-dealer and includes their spouses and children under 18 years of age;

“investment adviser” means a person who undertakes on behalf of a client whether on a discretionary authority granted by the client or otherwise the management of funds and the portfolio of securities for investment when under a contract or agreement to do so;

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“liquid funds” means the shareholders funds of a broker-dealer and an investment adviser adjusted by deducting

- (a) the value of fixed assets;
- (b) the value of loans made by the broker-dealer or the investment adviser;
- (c) the value of the amounts due from each director or associated person of the dealer or the employees of the dealer;
- (d) deferred expenses and intangible assets;
- (e) 15% of the market value of publicly traded securities listed on a stock-exchange included as current or long term assets of the dealer; and
- (f) 25% of the stated value of other securities apart from government securities which are included as current or long-term assets of the dealer;
- (g) the value of assets doubtful of collection.

Penalty

28. Any person who contravenes the provisions of Regulations 25, 26 and 27 is liable to any or both of the following penalties

- (a) payment of a penalty of €5m for each contravention;
- (b) revocation, suspension or such restriction on the licence as the Commission may impose.

**PART V—REPORTING BY STOCK EXCHANGE, DEALERS AND
INVESTMENT ADVISERS**

Financial year

29. The financial year of a licensed operator shall end on the 31st day of December each year.

Annual returns to be submitted by the Stock Exchange

30. (1) Each stock exchange shall furnish the Commission with a report of its activities during the preceding calendar year which shall contain information on

- (a) amendments made to the regulations, rules and laws of the stock exchange;
- (b) changes in the composition of the governing body;
- (c) any new sub-committees established or changes in membership of existing sub-committees;

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- (d) admission, re-admission, resignation or expulsion of members;
- (e) disciplinary action taken against members;
- (f) settlement of dispute between members;
- (g) trade failures;
- (h) actions taken to meet any trading emergencies;
- (i) details of securities in which trading was suspended or listing was suspended or cancelled; and
- (j) the status of Fidelity Fund.

(2) The report shall be submitted before the 31st day of March in each year or within any extended period granted by the Commission.

- (3) Each stock exchange shall submit to the Commission
- (a) its audited financial statements before the 31st March of each financial year; and
 - (b) its annual report within 4 months after the end of its financial year.

Submission of quarterly returns by stock exchange

31. Each stock exchange shall furnish the Commission with quarterly returns within fifteen days after each quarter relating to

- (a) purchases and sales of securities during the preceding quarter;
- (b) names of issuers of securities that have failed to comply with any of the continuing listing requirements of the stock exchange;
- (c) details of securities admitted to listing; and
- (d) details of securities in which trading was suspended or listing was suspended or cancelled during the previous three months and the reasons for the cancellation.

Submission of trading day report by stock exchange

32. Each stock exchange shall file with the Commission at the end of each trading day

- (a) a report on transactions of securities that took place on the floor of the exchange, including the price and number of securities traded; and
- (b) a statement of the transactions in securities that have taken place outside the trading floor and reported to the stock exchange, including the price and the number of securities traded.

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Reports and returns to be submitted by dealers and investment advisers

33. (1) A broker-dealer and investment adviser shall submit to the Commission financial statements as follows:

- (a) a monthly cash flow and statement of liquid funds, which shall reach the Commission not later than the 15th day in the month after the period to which the statement relates in the form specified in Schedule 4; and
 - (b) a quarterly financial statement comprising (cash flow, statement of liquid funds, profit and loss account and balance sheet) which shall reach the Commission not later than 21 days after the end of the quarter to which the statement relates in the form specified in Schedule 4;
 - (c) an audited annual financial statement comprising (cash flow, statement of liquid funds, profit and loss account and balance sheet) including the auditor's management report which shall reach the Commission not later than 90 days after the end of the financial year to which it relates in the form as specified in Schedule 4.
- (3) A dealer other than a broker-dealer shall submit to the Commission
- (a) quarterly returns containing information specified from time to time by the Commission which shall reach the Commission not later than 21 days after the end of the quarter;
 - (b) annual reports containing the audited annual financial statement and other information to be specified by the Commission which shall reach the Commission not later than 90 days after the end of the financial year to which the annual report relates.
- (4) In addition to reports to be submitted under sub-regulation (3) a person performing the functions of an underwriter shall submit to the Commission a report on the underwriting of securities within 14 days after the close of the offer.
- (5) In addition to reports to be submitted under sub-regulation (3) a person performing the functions of an issuing house or a manager of a public issue of securities shall submit to the Commission a report which includes information on the offer, proceeds, level of subscriptions and basis of allotment within 14 days after the close of the offer.
- (6) An investment adviser shall submit a quarterly report on funds under its management to the Commission.
- (7) The report shall contain such information as shall be specified by the Commission from time to time.

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Obligation to submit report to clients

34. A broker-dealer and investment adviser shall submit a statement of account to its client at least once a quarter or as frequently as agreed with the client.

Penalty

35. Any person who contravenes the provisions of Regulations 30 and 31, 32 and 33 is liable for the payment of a penalty of €1m for each day that the default subsists and shall have its licence suspended if the default exceeds 30 days.

PART VI—APPEALS TO THE COMMISSION

Appeal from rejection of an application for membership

36. (1) An application by a broker-dealer for membership in a stock exchange whose application has been rejected by the stock exchange may appeal in writing to the Commission within 14 business days of the receipt of a formal notification of the rejection.

(2) The Commission shall consider the appeal and may give the stock exchange and the applicant an opportunity to be heard. Upon hearing the appeal the Commission may direct the stock exchange to admit the applicant.

Appeal from a rejection to list securities

37. (1) A person whose application to a stock exchange to list its securities has been rejected or refused may appeal to the Commission in writing within 14 days after the receipt of the formal notification of the refusal or rejection.

(2) The appeal shall state clearly the details of the listing application made by the applicant to the stock exchange and the reasons given by the stock exchange for the rejection or refusal of the application.

(3) The Commission may request such additional information as it may consider necessary to determine the appeal from the applicant or the stock exchange or any other person.

(4) The Commission may make an order either dismissing the appeal or directing the stock exchange to admit the securities in question to listing.

(5) The Commission may impose such terms and conditions as it considers necessary for the protection of investors when making an order directing the stock exchange to admit the listing of securities which are the subject matter of the appeal.

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(6) The conditions imposed by the Commission shall be incorporated into the listing agreement entered into between the issuer and the stock exchange and the listing shall immediately be suspended by the stock exchange upon the breach or contravention of any of the terms or condition.

Appeal against the delisting of securities

38. (1) Any person aggrieved by a decision of a stock exchange or an issuer to delist any securities from a stock exchange may appeal in writing to the Commission stating the reasons for the appeal and annexing any documentary evidence in support of the appeal.

(2) The Commission shall examine each appeal and after giving the issuer an opportunity to be heard shall make a determination as to whether the delisting is permitted or not.

(3) If the Commission determines that the delisting is permitted, the decision shall be communicated to the issuer of the securities to be de-listed and to the stock exchange on which the securities are listed.

(4) The decision of the Commission to permit a de-listing is subject to such conditions as the Commission may consider appropriate in the public interest and in the interest of the protection of investors.

PART VII—ADVERTISEMENTS

Applicability

39. (1) The regulations of this Part shall apply to advertisements issued or disseminated to the public offering the services of a dealer or investment adviser or offering to sell or purchase securities to or from the public.

(2) The regulations of this Part shall apply to every form of advertisement whether it is by way of publication or by display of notices or by means of circulars or other documents or by an exhibition of photographs or films, videos, discs or by way of sound broadcasting, television or website computer screens or in any other manner.

(3) For the purpose of this Part the term “advertisement “ includes any public notice or announcement including the publication of research findings.

General principles

40. (1) An advertisement shall be based on principles of good faith and fair presentation and shall not in any way mislead or deceive prospective investors.

(2) An advertisement shall adhere to the highest standards of accuracy.

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(3) An advertisement shall be couched in clear language easily understood by the public at large.

(4) An advertisement shall describe clearly and unambiguously the nature of the investment or the service offered.

(5) An advertisement shall state sufficient relevant information in order that an adequate description of the investment or services offered is conveyed to the recipient.

(6) Statements of opinion in an advertisement shall be attributable to an identified person and reasonable steps shall be taken to ensure that the person expressing the statement at the date of the publication currently holds the opinion.

(7) Where applicable, statements of facts shall be clearly distinguished from statements of opinion.

(8) Forecasts or projections of future performance shall,

(a) be attributable to an identified source that takes responsibility for the forecast or projection and has consented to the publication of the forecast or projection with the identity and qualifications of the source published along with the advertisement in bold print;

(b) not be misleading in form or content.

(c) state the key assumptions for the forecasts or projections; and

(d) contain a statement to the effect that the forecasts or projections are based on assumptions which are subject to risks or uncertainties that may cause actual occurrences to differ materially from the forecasts or projections.

(9) Any comparison made between alternative investments shall be fair, reasonable, accurate and compatible and shall not omit factors that are likely to be relevant to an appreciation of the comparison or contrast. The participation and involvement of any government, governmental authority or public regulatory authority responsible for regulating the subject in connection with which the advertisement is being issued shall,

(a) if stated, be stated in a factual manner;

(b) not in any way imply to investors either directly or indirectly that the regulatory authority has taken responsibility for the financial soundness of the issuer; or

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- (c) that the regulatory authority recommends or endorses the investment or that the regulatory authority assumes responsibility for truth and accuracy of any statements and opinions contained in the advertisement unless,
 - (i) the government, governmental authority or public regulatory authority has in writing sanctioned the use of its name in the context referred to above; and
 - (ii) the investment or service, which is the subject matter of the advertisement, is being offered by or on behalf of the government, governmental authority or public regulatory authority.
- (11) Performance figures quoted, referred to or reproduced in any advertisement shall
 - (a) be attributable to an identified source with the identity and qualifications of the source disclosed prominently in the advertisement;
 - (b) if pertaining to a period of less than 12 months have the most recent figures of 12 months duration for comparison purposes unless the information is unavailable due to the advertiser or if the person for and on whose behalf the advertisement is issued has been in operation for less than 12 months; and
 - (c) be actual and not hypothetical or simulated.
- (12) Graphs, tables and other diagrams used in an advertisement shall be to scale and presented without distortion.
- (13) If any reference is made to taxation in an advertisement it shall include,
 - (a) a statement confirming that the tax relief referred to is currently available and that the value of the relief will depend on the individual circumstance of the investor where the reference is based upon an assumed rate of taxation;
 - (b) a statement clarifying whether the tax relief or exemptions referred to in the advertisement apply directly to the investor, to the provider of the investment or to the fund in which the investor participates or to more than one of them;
 - (c) a statement clarifying whether the references to taxation are only relevant to a particular class or classes of investors with particular tax liabilities and identifying the class or classes and liabilities involved;

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- (d) a statement position where tax is deducted at source or borne by an issuer of securities or provider of services or a third person;
- (14) An advertisement to be disseminated to the public shall be signed
 - (a) by the individual issuing it in the case of natural person; or
 - (b) by a director, executive officer or secretary in the case of a body of persons.

Prohibitions

- 41.** (1) A person shall not
- (a) issue or publish an advertisement offering an investment in securities or a service to persuade or induce any person who responds to the advertisement to transact business of a kind not described in the advertisement;
 - (b) claim or suggest that the person or any person associated with the person can give advice, make recommendations or exercise discretion unless the claim or suggestion can be justified;
 - (c) disguise the significance of a statement, warning or other matter required by these Regulations or any other law to be included in an advertisement either through a relative lack of prominence or by the inclusion of any matter likely to detract from it;
 - (d) include any statement in an advertisement indicating the scale of activities or the extent of the resources of the advertiser which implies directly or indirectly that the resource available to support performance or its obligations are greater than they are; or
 - (e) claim or imply limited availability of investments or services in any advertisement unless the claim or implication can be justified.
- (2) An advertisement shall not carry a quotation from a testimonial or commendation unless the quotation is
- (a) a complete or a fair representation of the whole testimonial or commendation;
 - (b) accurate and not misleading at the time when the advertisement is issued;
 - (c) relevant to the investment or service offered; and
 - (d) attributable to an identifiable person who has consented in writing to the testimonial or commendation being used in the advertisement.
- (3) An advertisement shall not describe an investment as guaranteed unless there is a legally enforceable arrangement with a third person who undertakes to meet an investors' claim in full under the guarantee.

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(4) An advertisement shall not give an investor the impression either directly or indirectly that capital, income or profit is guaranteed from the investment.

(5) An advertisement shall not give an investor an impression that the investment will always increase in value.

Cautionary statements

42. (1) An advertisement shall contain a clearly displayed or audible statement which

- (a) makes it plain that the advertisement contains promotional material and has a promotional purpose;
- (b) advises investors in the case of an offer to sell or purchase securities to read and understand the contents of the prospectus issued in connection with the offer or cautions the investor to seek appropriate expert advice and assistance in reading and understanding the contents of the offer; and
- (c) display the price and fees or charges involved in subscribing to an investment or service.

Content of advertisement

43. (1) There shall be included in each advertisement,

- (a) a statement to the effect that returns may not materialise as expected if the investment offered is one that may fluctuate in value where reference is made to returns on investment;
- (b) a statement that performance cannot be taken as a guaranteed indication of future performance where reference is made to the past performance of an issuer;
- (c) a statement cautioning that income from the investment may fluctuate in value in real terms where reference is made to any income from an investment or if an investment is described as suitable for an investor seeking income from an investment;
- (d) a statement cautioning the investor that changes in the rate of exchange may cause the value of the investment to appreciate or depreciate in the case of an investment involving exposure to a foreign currency;
- (e) a statement cautioning the investor that there is no recognised market for the investment and that it may therefore be difficult for the investor to deal in or obtain information readily about the value of the investment or the extent of the risks to which the investment is exposed in the case of an investment which is not readily realisable;

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- (f) a statement that deductions for charges and expenses are not made uniformly throughout the life of the investment but are loaded disproportionately on the early years if this is the case;
 - (g) a statement cautioning the investor that the investor may not only lose an original investment but may also be subject to more financial liability on the investment stating the quantum of the liability if it can be quantified; and
 - (h) a statement disclosing the nature of an interest or relationship if in relation to the investment or services that are the subject of the advertisement the advertiser has directly or indirectly a material interest or a relationship of any description with a third person which may involve a conflict of interest except an interest arising from a relationship of agency.
- (2) Sufficient prominence shall be given in an advertisement to
- (a) the conditions and qualifications to which the application for subscription and the subscription itself is subject; and
 - (b) the risks associated with the particular investment.

Penalty

44. Any person who contravenes any of the provisions of the regulations of this Part is liable for any or all of the following penalties,

- (a) intervention;
- (b) the payment of a penalty of €1m;
- (c) revocation, suspension or such restriction on a licence as the Commission may impose.

PART VIII—TRANSACTION LEVY

Imposition of a transaction levy

45. (1) Subject to section 4 of the Securities Industry (Amendment) Act, 2000 (Act 590), a levy in respect of investments in securities referred to as a transaction levy shall be charged on each purchase and sale of securities listed on a stock exchange or any other trading system approved under the Law.

(2) The transaction levy shall be paid by the purchaser and seller of securities.

(3) The transaction levy shall be charged on the purchase and sale as follows:

- (a) for shares, 0.15% of the total transaction value;

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(b) for securities other than shares, 0.15% of the total transaction value, where the transaction value is less than or equal to ₵500 million; or

(c) for values greater than ₵500 million, the levy shall be 0.05% of the transaction value; and

shall include such other rates as the Commission may from time to time prescribe.

(4) The rates shall be charged to brokers commission and the Ghana Stock Exchange Levy and shall be applied as follows

(a) *For Shares*

0.05% from the broker's commission and 0.10% from the Ghana Stock Exchange Levy.

(b) *For securities other than shares*

0.05% from the broker's commission and 0.10% from the Ghana Stock Exchange Levy for transaction values up to ₵500 million and for values greater than ₵500 million the 0.05% shall be from the broker's commission.

Collection of the levy

46. The transaction levy shall be collected by the stock exchange or any other approved trading system operator in the same manner and at the same time at which it collects its own levy and shall be remitted to the Commission in such manner and at such intervals as the Commission may direct.

Transaction levy account

47. (1) There shall be opened by the Commission such bank accounts as may be required for the deposit of the transaction levy.

(2) The transaction levy account shall be separate and distinct from any other bank account of the Commission.

Administration, audit and investment of the transaction levy account

48. (1) The transaction levy account shall be managed and administered by the Commission or a person authorised by the Commission.

(2) The provisions of section 7 of the Securities Industry Law, 1993 (PNDCL 333) shall apply with regard to the accounts and audit of the transaction levy account.

(3) Monies to the credit of the transaction levy account may be invested in such manner as may be determined by the Commission.

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Disbursements from the transaction levy account

49. There shall be paid out of the transaction levy account such sums as may be authorised by the Commission to meet

- (a) the capital and operational expenditure of the Commission; and
- (b) any projects in respect of the development of the securities market and industry.

PART IX—DISCLOSURE OF INFORMATION BY ISSUERS OF SECURITIES

Application of the Companies Code, 1963 (Act 179)

50. In addition to satisfying the requirements of the regulations of this Part, an offer or invitation to the public submitted to the Commission by issuers of corporate securities for examination and approval shall comply with any other provision relating to invitations to the public set out in the Companies Code 1963 (Act 179).

Invitations to the public

51. (1) A prospectus or offer document issued in connection with or in respect of an offer or invitation to the public to acquire corporate securities shall be submitted to the Commission for examination and approval and shall include the information specified in Schedule 5.

(2) Notwithstanding provisions in sub-regulation 1, every prospectus or offer document issued in connection with or in respect of an offer or invitation to existing shareholders' of a company to acquire additional shares shall contain adequate information considered by the Commission to be necessary for shareholders decision but may not contain all the information specified in Schedule 5.

(3) A prospectus or offer document issued in connection with or in respect of an offer or invitation to the public to acquire the securities of statutory bodies, including local authorities shall be submitted to the Commission for examination and approval and shall contain the information specified in Schedule 6.

(4) The prospectus or offer document referred to in sub-regulation (1), (2) and (3) shall be accompanied with an examination and approval fee specified in Schedule 2.

(5) The Commission may require the person submitting the documents to provide it with such further information as it considers necessary to facilitate the review and approval of the document.

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(6) A prospectus or offer document submitted to the Commission under regulation 51(3) shall be accompanied by a Trust Deed.

Supplementary prospectus or supplementary offer document

52. (1) Where a prospectus has been approved under these Regulations in respect of an offer or invitation to the public of securities and at any time during the offer period

- (a) there is a significant change affecting any matter contained in the prospectus or offer document the inclusion of which is required by these Regulations; or
- (b) a significant new matter arises the inclusion of which would have been required if it had arisen when the prospectus or offer document was prepared; or
- (c) there is a significant inaccuracy in the prospectus or offer document, the issuer shall, with the prior consent of the Commission, or if required by the Commission, publish a supplementary prospectus containing particulars of the change or new matter or; in the case of an inaccuracy, correct it and deliver the supplementary prospectus to the Commission for approval.

(2) “Significant” as used in this regulation means significant for the purpose of investors making an informed assessment of the matters mentioned in the prospectus or offer document.

(3) Where a supplementary prospectus has been approved in respect of an offer or invitation to the public, the prospectus originally approved and the supplementary prospectus shall be read together.

Power of the Commission to extend, reopen or cancel the offer

53. (1) Where in the opinion of the Commission before the allotment date, circumstances have occurred or any information has emerged that fundamentally alters the basis of approval of the offer or invitation to the public and which renders the information contained in the prospectus or offer document inadequate, the Commission shall require the issuer to issue a supplementary prospectus disclosing the additional information.

- (2) The Commission may require the issuer to
 - (a) extend the offer to allow investors to make an informed decision in the light of the new disclosure; or

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- (b) re-open the offer for such period as shall be determined by the Commission to allow investors either to re-confirm their applications for subscription or withdraw their application; or
- (c) cancel the offer

in addition to the requirement that the issuer issues a supplementary prospectus disclosing the additional information.

Annual reports

54. An issuer of securities to the public shall prepare and circulate to the Commission, the stock exchange, its shareholders and bondholders and the Stock Exchange on which it is listed before the expiry of three months from the close of its financial year, an annual report containing audited annual financial statements presented in accordance with the Ghana National Accounting Standards issued by the Institute of Chartered Accountants (Ghana).

Quarterly financial statements on corporate securities

55. (1) An issuer of corporate securities to the public shall make available to the Commission, shareholders and bondholders and the Stock Exchange on which it is listed before the expiry of one month from the end of each quarter, financial statements for the quarter which contain the particulars specified in this regulation and any other information that may be specified by the Commission, but if an issuer can circulate to the Commission, stock exchange, shareholders and bondholders its annual report before the expiry of 2 months from the end of the financial year, it will be exempt from circulating the fourth quarter financial statements.

(2) The quarterly financial statements shall

- (a) be signed by either two directors of the issuer or one director and the chief executive officer;
- (b) be presented on a basis consistent with the presentation adopted by the company in its most recent annual financial statements;
- (c) be presented primarily on a year to date basis except where the disclosure of events or transactions material to the quarter is required under these regulations or is relevant or material to explain the performance of the issuer for the interim period.

(3) The issuer may exercise the option to publish the quarterly financial statements in the press instead of despatching the statements to each shareholder individually.

(4) In the event that an issuer exercises the option specified in sub-regulation (3), the financial statements shall be published in at least two newspapers of national circulation.

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Contents of quarterly financial statements

56. (1) The quarterly financial statements shall comprise either a complete set of financial statements or a set of condensed financial statements but the statements shall include at least

- (a) a balance sheet;
 - (b) an income statement for the period on a year to date basis;
 - (c) a statement where relevant showing either
 - (i) changes in equity;
 - (ii) a statement of recognised gains and losses, changes in equity except those arising from capital transactions with owners and distribution to owners;
 - (iii) selected explanatory notes as specified in this regulation; or
 - (iv) a condensed cash flow statement.
- (2) The quarterly financial statements shall
- (a) include at least the headings and sub totals that were included in its most recent financial statements with additional line items included if their omission would make the quarterly financial statements misleading; and
 - (b) include details of the basic and diluted earnings per share presented on the face of the quarterly income statements.
- (3) Quarterly financial statements shall disclose at least
- (a) the following information by way of notes if material and if not disclosed elsewhere in the quarterly financial reports:
 - (i) a statement that the same accounting policies are followed in the quarterly financial statements as compared with the most recent annual financial statements or if a change in policies has occurred a description of the nature and effect of the change;
 - (ii) explanatory comments about the seasonality or cyclical nature of quarterly operations if relevant;
 - (iii) the nature and amount of items affecting assets, liabilities, equity, net income or cash flows that are unusual on account of their character, size or incidence;
 - (iv) the nature and amount of any changes in estimates in amounts reported in prior interim periods of the current year or in prior years if those changes have a material effect in the interim period;

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- (v) issuances, repurchases and repayments of debt and equity securities;
 - (vi) dividends aggregate or per share paid separately for ordinary shares and other shares;
 - (vii) material events subsequent to the end of the interim period that have not been reflected in the financial statements for the interim period;
 - (viii) the effect of changes in the composition of the company during the interim period arising from business combinations, disposals, restructuring and discontinued operations but in the case of the latter it shall indicate significant activities since the end of the most recent financial reporting relating to the discontinuing operation and shall include significant changes in the amount or timing of cash flows relating to assets and liabilities disposed of or settled; and
 - (ix) changes in contingent liabilities and assets since the last balance sheet date; and
- (b) any other events or transactions that are material to an understanding of the period to which the statements relate.

Sworn statement

57. Each annual and quarterly return submitted to the Commission by issuers shall be accompanied with a sworn statement by the chief executive or chief financial officer as follows:

“the financial statements do not contain untrue statements, misleading facts or omit material facts to the best of my knowledge”.

Review of financial statements

58. (1) Each annual or quarterly financial statement submitted to the Commission under this Part shall be subject to the Commissioners review to ensure compliance with accounting standards and securities laws.

(2) The Commission may require a person who submits the financial statement as well as the external auditors of the person to provide the Commission with such other information including books, records and files that it considers necessary to facilitate the review.

Investigation of accounting matters by the Commission

59. (1) Where the Commission has reason to suspect that a person who submits a financial statement under this Part is involved in any accounting malpractice, the Commission may conduct such investigation as it considers proper in pursuance of the Law.

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(2) The Commission may delegate the powers of the Commission under this regulation to a person with such qualifications as it considers appropriate.

(3) The person under investigation shall afford the Commission or its appointed person access to such books, documents, records and files as maybe required to conduct the investigation.

Obligation to disclose information

60. (1) An issuer that has its securities listed on a stock exchange shall comply with the disclosure requirements of that stock exchange.

(2) An issuer of unlisted securities shall immediately disclose the information stated in sub-regulation (3) to the public through a licensed broker-dealer with a copy to the Commission.

(3) In the case of an issuer of corporate securities, the information referred to in sub-regulation (2) shall include but is not restricted to information concerning—

- (a) material acquisitions or disposals of investments that can affect the performance or profitability of the issuer;
- (b) acquisition of shares of another company by the issuer which would result in the company becoming a subsidiary of the issuer;
- (c) proposed change in the general character or nature of the business of the issuer;
- (d) offers or proposals for the purchase or sale of any controlling interest or any material part of the assets of the issuer or of a subsidiary of the issuer;
- (e) recommendation or declaration of a dividend or a bonus issue of securities;
- (f) intention, recommendation or decision by the issuer to raise more capital;
- (g) substantial change in the shareholding structure of the issuer;
- (h) application filed in court to wind up the issuer or any of its subsidiaries;
- (i) the appointment of a receiver or liquidator for the issuer or any of its subsidiaries;
- (j) change in the directors, company secretary, registrars or auditors of the issuer;
- (k) intention to pass a resolution at any meeting of the members of the issuer and whether or not the resolution was carried; and

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- (l) change of address of the registered office of the issuer or of any offices at which the register of securities of the issuer is kept.
- (4) In the case of an issue of securities by statutory bodies, including local authorities, the information referred to in sub-regulation (2) shall include but is not restricted to,
 - (a) material acquisitions or disposals of investments that can affect the performance or profitability of the issuer;
 - (b) acquisition of interest in another entity by the issuer which give the issuer a controlling interest.
 - (c) proposed change in the general character or nature of the business of the issuer;
 - (d) offers or proposals for the purchase or sale of the material part of the assets of the issuer;
 - (e) intention, recommendation or decision by the issuer to raise more loans;
 - (f) change in the directors, secretary, registrars or auditors of the issuer; and
 - (g) change of address of the registered office of the issuer or of any offices at which the register of securities of the issuer is kept.

Audit sub-committee

61. An issuer of corporate securities to the public shall make available to the Commission written evidence on the operation and effectiveness of the audit sub-committee of the issuer's board of directors.

Penalty

62. Any person who contravenes the provisions of regulations 54, 55 and 60 is liable to pay a penalty of €2 million for each day that the default subsists.

Interpretation

63. In these Regulations unless the context otherwise requires, expressions defined in the Law and the Companies Code 1963 (Act 179) shall have the same meaning and

- “associated person” means a person associated with another person in accordance with section 143 of the Law;
- “affiliate” means a reference to a person who directly or indirectly either controls, is controlled by or is under common control with the specified person or entity in the context of a specified person or entity;

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- “beneficial owner” means a person who even if not the owner on record of the securities has or shares in the underlying benefits of ownership including the power to direct the voting or disposition of the securities or a person who receives the economic benefit of ownership of the securities;
- “broker-dealer” means a person who buys and sells Securities on his own account and also acts as an intermediary between a buyer and seller of securities;
- “Commission” means the Securities and Exchange Commission established under the Securities Industry Law 1993, (PNDCCL 333) its successor and assigns;
- “corporate securities” means securities issued by a body corporate formed and registered under the Companies Code 1963 (Act 179) or formed outside Ghana but registered as an external company under the Code;
- “controlling interest” means an interest which amounts to more than 50% of the issued shares;
- “government securities” means any bond, note or other security issued by the central government or the central bank;
- “group” means a parent and its subsidiaries and reference to an issuer’s group means the group of which the issuer is a member;
- “Institute of Chartered Accountants (Ghana)” means the body established under the Chartered Accountants Act, 1963 (Act 170);
- “issuer” means any entity whose securities are being offered or have been offered for sale to the public;
- “Law” means the Securities Industry Law 1993 (P.N.D.C.L. 333);
- “non public price sensitive information” means information that is generally not available but if it were might materially affect the price of a security;
- “offer document” means a prospectus or offer statement or any other document used in connection with a public offering of securities;
- “rights offering” means offering of shares to existing shareholders who hold rights that entitle them to buy newly issued shares at a discount;
- “Statutory Body” means any regional or local government authority or special agency or authority of government;
- “subsidiary” has the same meaning as provided in the Companies Code, 1960 (Act 179).

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SCHEDULE 1

**MINIMUM CAPITAL REQUIREMENTS
(Regulation 14)**

		(paid up capital of ..)
1. Stock Exchange	-	¢1.5 billion
2. Broker-Dealer	-	¢1.0 billion
3. Share Transfer Agent	-	¢1.0 billion
4. Trustee/Custodian	-	¢5.0 billion
5. Central Securities Depository/ Clearing & Settlement Agency	-	¢1.0 billion
6. Registrar	-	¢1.0 billion
7. Underwriter	-	¢1.0 billion
8. Issuing House/Manager of a Public Issue	-	¢1.0 billion
9. Investment Adviser	-	¢1.0 billion

SCHEDULE 2

FEES

(Regulation 15)

1. Stock Exchange		
(a) Approval Fee	-	¢15.0m
(b) Annual Fee	-	¢ 0m
(c) Certified copy or duplicate of Certificate	-	¢ 0.4m
2. Broker- Dealer		
(a) Licence Fee	-	¢ 10m
(b) Annual Renewal Fee	-	¢ 5m
(c) Certified copy or duplicate of Certificate	-	¢ 0.4
3. Share Transfer Agent		
(a) Licence Fee	-	¢ 10m
(b) Annual Renewal Fee	-	¢ 5m
(c) Certified copy or duplicate of Certificate	-	¢ 0.4

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4. Trustee/Custodian		
(a)	Licence Fee	- ¢ 10m
(b)	Annual Renewal Fee	- ¢ 5.0m
(c)	Certified copy or duplicate of Certificate	- ¢ 0.4
5. Central Securities Depository/ Clearing & Settlement Agency		
(a)	Licence Fee	- ¢ 10m
(b)	Annual Renewal Fee	- ¢ 5.0m
(c)	Certified copy or duplicate of Certificate	- ¢ 0.4m
6. Registrar		
(a)	Licence Fee	- ¢ 10m
(b)	Annual Renewal Fee	- ¢ 5.0m
(c)	Certified copy or duplicate of Certificate	- ¢ 0.4m
7. Underwriter		
(a)	Licence Fee	- ¢ 10m
(b)	Annual Renewal Fee	- ¢ 5.0m
(c)	Certified copy or duplicate of Certificate	- ¢ 0.4m
8. Issuing House/Manager of a Public Issue		
(a)	Licence Fee	- ¢ 10m
(b)	Annual Renewal Fee	- ¢ 5.0m
(c)	Certified copy or duplicate of Certificate	- ¢ 0.4m
9. Investment Adviser		
(a)	Licence Fee	- ¢ 10m
(b)	Annual Renewal Fee	- ¢ 5.0m
(c)	Certified copy or duplicate of Certificate	- ¢ 0.4m
10. Dealer's Representative		
(a)	Licence Fee	- ¢ 4.0m
(b)	Annual Renewal Fee	- ¢ 2.0m
(c)	Certified copy or duplicate of Certificate	- ¢ 0.4m
11. Investment Representative		
(i)	Licence Fee	- ¢ 4.0m
(ii)	Annual Renewal Fee	- ¢ 2.0m
(iii)	Certified copy or duplicate of Certificate	- ¢ 0.4m

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Dealer licence fees shall be €10million for the basic service offered plus €1million administrative charge for each additional service offered.
Annual renewal fees shall be €5 million, irrespective of the number of services offered.

Regulation 51 (4)

The fee for examination and approval of prospectus or offer document shall be

- (a) €1 million for any offer where the value is less than or equal to €1 billion;
- (b) 0.05% of the offer where the value of the offer is greater than €1 billion;

**SCHEDULE 3
FORM SEC A**

**APPLICATION FOR THE APPROVAL OF A STOCK EXCHANGE
UNDER THE SECURITIES INDUSTRY LAW 1993, (PNDCL 333)**

(Regulation 16)

PART A

1. General Information

- (a) Registered name of applicant
- (b) Address
- (c) Location of principal place of business
- (d) Location/Address of branches (if applicable)
- (e) Telephone number
- (f) Fax
- (g) E-mail
- (h) Name and address of principal bankers and bank account numbers
- (i) Name and address of secretary
- (j) Name and address of the auditors of the applicant

2. Legal status

- (1) Please state the legal status of the applicant including the law under which it is incorporated and the date and place of incorporation.
- (2) Please state if the Regulations of the applicant permit it to engage in the business for which the licence is sought.

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3. Capital structure and shareholding

Please specify—

- (a) Authorised shares
- (b) Issued shares
- (c) Paid up capital of the applicant.

4. Other businesses

Please give details of other businesses the applicant is engaged in other than the business for which approval is being applied for.

PART B

5. Particulars of governing council and management

- (1) Please specify name, address and profession/occupation of every director/member of the governing council of the applicant. Please also specify the name and qualifications of the Chief Executive Officer of the applicant.
- (2) Do the rules of the applicant provide
 - (i) for the direct election of members to any other bodies or committees apart from the governing council. If so, give details of their constitution, tenure, powers and functions of these bodies or committees.
 - (ii) for the appointment of standing or ad hoc sub-committees of the governing council. If so, furnish details of the methods of appointment, terms of office, powers and functions. Please also give names of members of such standing or sub-committees, and if any members are not members of the governing council, furnish details of the positions they hold in other companies and their business experience.
- (3) Please;
 - (i) state the positions held by directors/members of the governing council in other companies and organisations and their business experience;
 - (ii) specify the members of the governing council who hold licences as dealer's representatives, investment advisers or investment representatives;
 - (iii) give details of the constitution, power over management, election and tenure of office of members of the governing council, and the manner in which its business is transacted.

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- (4) Please give details
 - (i) of any trade or commercial interests represented on the governing council;
 - (ii) of any shareholders' or investors' associations represented on the governing council;
 - (iii) of any government representatives on the governing council.
- (5) Please specify the constitution, membership, tenure, powers and functions of any other bodies or committees of the applicant apart from the governing council.

6. Organisation chart

Please annex a chart setting out by way of a diagram the organisational structure of the applicant with particular reference to supervision and lines of reporting.

7. Group and associated person information

Please specify names of the holding company, subsidiary companies and associates of the applicant and any other companies or partnerships in which the applicant has an interest.

8. Staff

- (i) Please specify the designations, powers and duties of the principal executive officers of the stock exchange the applicant proposes to operate.
- (ii) Please name the employees of the applicant who will be involved in the operations of the business for which the licence is sought. Please specify qualifications and experience and whether the person is the holder of an investment adviser's, dealer's representative or investment representative's licence under this Law.
- (iii) Please give the names and addresses of documentation/computer/accounting/administration and clerical staff of the applicant.

PART C

9. Details of market to be operated

Please specify—

- (a) address of trading floor
- (b) days/hours of business
- (c) type of auction facility i.e. call-over, open-outcry/continuous auction, automated order matching the number of lists or boards sought to be offered and the minimum requirements for each clearing and settlement facilities.

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10. Details of membership

- (1) Please list the names of members of the applicant who will carry on the business of stock broking and dealing independent of and in competition with each other.
- (2) Please specify whether there is any provision, resolution or convention to limit the number of members of the applicant and whether in pursuance of this the applicant has fixed a ceiling on the number of members that maybe admitted.
- (3) Please specify if new applicants for membership are required to meet the minimum criteria on qualifications, financial standing and experience and if so the relevant requirements.
- (4) Please specify admission fee, minimum financial requirements and rate of annual subscription applicable to new applicants and members.

PART D

11. Regulations

Please submit the rules of the applicant relating to

- (a) the admission of members and the making of a report to the Commission in the event that an application for membership is rejected;
- (b) the exclusion from membership of persons who are not of good character and high business integrity;
- (c) the expulsion, suspension or discipline of members for conduct inconsistent with just and equitable principles in the transaction of business or for the contravention of or failure to comply with the rules of the stock exchange;
- (d) fair representation from listed companies, investors and securities market professionals on the governing council of the applicant;
- (e) the terms and conditions of employment of the chief executive officer of the applicant and the provisions relating to the dismissal or removal including obtaining the prior approval of the Commission for the dismissal or removal;
- (f) the appointment of authorised representatives;
- (g) the conditions under which securities may be listed for trading on the market;
- (h) the conditions under which the listing of a particular security may be cancelled;
- (i) the conditions governing dealings in securities by members of the applicant and the classes of securities that can be dealt in;

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- (j) the timely and accurate disclosure of material information to investors;
- (k) the protection of investors in securities from misrepresentations, misleading information, fraud, deceit and other adverse practices such as the use of privileged information not available to the general public;
- (l) the prohibition of securities market manipulation in any form, including false trading, market rigging and market manipulation;
- (m) Investigations into trading in securities and financial transactions of members engaging in stock broking and dealing and to conduct surprise checks on the members;
- (n) the suspension of trading of any given security in the interests of the protection of investors or for the maintenance of a fair and orderly market;
- (o) the conduct of securities trading between members and the manner in which information relating to transactions should be maintained;
- (p) ensuring that customers' funds and securities are segregated from the other business of the member engaged in stock broking or dealing.
- (q) the disciplinary powers available to the governing board to enforce due compliance by members with the regulations of the stock exchange and generally to ensure proper standards of business conduct.
- (r) the mechanisms in place for the arbitration of disputes between members and/or between members and their clients.
- (s) the provisions available for the levy and recovery of fees, fines and penalties from members and the issuers of listed securities.

We the undersigned certify that the above information is true and accurate. We undertake in the event of our application being accepted to abide by the Securities Industry Law and all regulations, rules, statements of principles, procedures, guidelines and directions present and prospective, issued from time to time by the Commission established by this Law. We also undertake to inform the Commission immediately of any change in any of the particulars stated in this application.

We confirm that

- (a) the applicant is not in the course of being wound up;
- (b) no receiver or manager has been appointed under any law with regard to the business and assets of the applicant;

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- (c) the applicant has not entered into any compromise or scheme of arrangement with any of its creditors either in Ghana or outside which is still in operation;
- (d) neither the applicant nor any of the directors and executive officers of the applicant have been
 - (i) adjudged bankrupt anywhere.
 - (ii) convicted either within Ghana or elsewhere within the period of 10 years immediately preceding the date on which this application is made of an offence involving fraud or dishonesty punishable on conviction with imprisonment for a term of three months or more;
 - (iii) denied a licence as a dealer, dealer's representative, investment adviser or investment representative or had a licence issued under the Law to them suspended, revoked or cancelled;
 - (iv) directors or partners of an entity which has been denied a licence under the Law or had any licence issued under this Law suspended, revoked or cancelled.

We enclose

1. A certified copy of the certificate of incorporation/registration of the applicant.
2. A certified copy of the regulations of the applicant.
3. A certified copy of the audited balance sheet and accounts of the applicant for the past three financial years/ auditors statement of affairs (if the applicant is yet to commence operations or is yet to issue audited financial statements).
4. A certified copy of the rules and regulations of the applicant pertaining to the areas referred to above.
5. Business plan of the applicant.

SEAL OF APPLICANT

**AUTHORISED SIGNATORIES
NAMES/DESIGNATION**

DATE:

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SCHEDULE 3

FORM SEC B(i)

**APPLICATION FOR A LICENCE/RENEWAL OF A LICENCE TO
CARRY ON BUSINESS AS A DEALER IN SECURITIES UNDER
THE SECURITIES INDUSTRY LAW 1993, (PNDCL 333)**

(Regulation 17)

1. General Information

- (a) Registered name of applicant
- (b) Address
- (c) Location of Principal Place of Business
- (d) Location/Address of Branches (if applicable)
- (e) Telephone number
- (f) Fax
- (g) E-mail
- (h) Name and Address of Principal Bankers and Bank Account Numbers (specify trust accounts)
- (i) Name and Address of Secretary (if applicant is a company)
- (j) Name and Address of the Auditors of the applicant

2. Type of application

- (1) Please indicate if this is an Initial application for a licence or whether it is an application for the renewal of an existing licence
 - (a) Initial Application
 - (b) Renewal
- (2) If it is for the renewal of an existing licence please furnish the following information
 - (a) Date of issue of existing licence
 - (b) Licence number

***3. Legal Status**

- (1) If applicant is incorporated in Ghana please specify whether applicant is
 - (a) Incorporated under the Companies Code 1963
 - (b) Incorporated under the Incorporated Private Partnerships Act, 1962.
- (2) If applicant is incorporated outside Ghana please specify the law under which the applicant is incorporated.
- (3) Please confirm if the regulations/ partnership agreement of the applicant permits it to engage in the business for which the licence is sought.

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***4. Capital structure and shareholding**

- (1) Please specify:
 - (i) Authorised Shares
 - (ii) Issued Shares
 - (iii) Paid up Capital
- (2) Please specify the names and addresses of all shareholders with 5% or more shareholding with the applicant.

***5. Other businesses**

Please give details of other businesses (if any) the applicant is engaged in other than the business for which approval is being applied for.

***6. Particulars of directors/partners and management**

- (1) Please specify name, address and profession/occupation of every director/partner of the applicant along with any other directorships held by them.
- (2) Please also specify if they will be executive or non-executive.
- (3) Please specify the name, address and qualifications of the chief executive officer of the applicant along with any other directorships held by him/her.

***7. Organisation chart**

Please annex a chart setting out by way of a diagram the organisational structure of the applicant with particular reference to supervision and lines of reporting.

***8. Group and associated person information**

Please specify names of the holding company, subsidiary companies and associates of the applicant indicating companies or partnerships in which the applicant has an interest.

***9. Staff**

- (1) Please name the directors/partners and employees of the applicant who will be involved in the operations of the business for which the licence is sought. Please specify qualifications and experience and whether these persons are holders of dealer's representative licences under the Law.
- (2) Please give the names and addresses of documentation/computer/accounting/administration and clerical staff of the applicant.
- (3) Please specify location and custodian of the register of interests in securities required to be maintained in terms of Part VI of the Law.

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We the undersigned certify that the above information is true and accurate. We undertake in the event of our application being accepted/our licence being renewed to abide by the Securities Industry Law and the Regulations, Rules, Statements of Principles, Procedures, Guidelines and Directions present and prospective issued from time to time by the Commission established by the Law. We also undertake to inform the Commission immediately of any change in any of the particulars stated in this application.

We confirm that

- (a) the applicant is not in the course of being wound up;
- (b) no receiver or manager has been appointed under any law with regard to the business and assets of the applicant;
- (c) the applicant has not entered into any compromise or scheme of arrangement with any of its creditors either in Ghana or outside which is still in operation;
- (d) neither the applicant nor any of the directors/partners and executive officers of the applicant have been
 - (i) adjudged bankrupt anywhere;
 - (ii) convicted either within Ghana or elsewhere within the period of 10 years immediately preceding the date on which this application is made of an offence involving fraud or dishonesty punishable on conviction with imprisonment for a term of three months or more;
 - (iii) denied a licence as a dealer, dealer's representative, investment adviser or investment representative or had a licence issued under this Law to them suspended, revoked or cancelled;
 - (iv) directors or partners of an entity which has been denied a licence under the Law or had any licence issued under this Law suspended, revoked or cancelled.

(To be filed in the case of a Renewal)

We annex—

Statement of liquid funds of the dealer as at the end of the month, immediately preceding the date of this application.

We enclose:

- *1. A certified copy of the certificate of incorporation/registration of the applicant.
- *2. A certified copy of the Regulations/Partnership Agreement of the applicant.

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- +3. A certified copy of the Audited Balance Sheet and Accounts of the applicant for the past three financial years/ Auditors Statement of Affairs (if the applicant is yet to commence operations or is yet to issue audited financial statements).
- *4. Receipt in proof of the deposit specified in Section 58 of the Law
- 5. Receipt in proof of payment of the licence fee prescribed.
- *6. Business plan
- 7. Tax clearance certificate with regard to the last period of assessment.
- *8. A certified copy of the register of interests required to be maintained in terms of the provisions of Part VI of the Securities Industry Law.

NB

- * Not required in case of a renewal unless there have been changes
- + In the case of a renewal the audited balance sheet and accounts of the last financial year will suffice in the event these accounts have not already been filed with the Commission

SEAL OF APPLICANT

**AUTHORISED SIGNATORIES
NAMES/DESIGNATION**

DATE:

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This section to be filled by the Stock Exchange of which the applicant is a member.

1. Please confirm if the applicant is a dealing member of your stock exchange and has satisfactorily complied with all the rules, regulations and codes of business and professional conduct of the exchange.
2. In the event the applicant has not satisfactorily complied with all the rules, regulations and codes of business and professional conduct please specify the nature of deviation.
3. Any other observations.

We certify that the above particulars are true and correct

Name of the Stock Exchange

**Authorised signatories
Names/Designations**

Date:

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SCHEDULE 3

FORM SEC B(ii)

**APPLICATION FOR A LICENCE/RENEWAL OF A LICENCE TO
CARRY ON BUSINESS AS AN INVESTMENT ADVISER BY A
BODY CORPORATE UNDER THE SECURITIES INDUSTRY
LAW, 1993 (P.N.DC.L. 333)**

(Regulation 17)

1. General Information

- (a) Name of applicant
- (b) Address
- (c) Location of principal place of business
- (d) Location/address of branches (if applicable)
- (e) Telephone number
- (f) Fax
- (g) E-mail
- (h) Name and address of principal bankers and bank account numbers
- (i) Name and address of secretary (if applicant is a company)
- (j) Name and address of the auditors of the applicant (If applicant is not a natural person)

***2. Type of investment advisers licence applied for**

Please specify if application is for a licence to:

- (a) Only carry on the business of advising others concerning securities
- (b) Only carry on the business of issuing or promulgating analyses in reports concerning securities
- (c) Only carry on the business of managing a portfolio of securities on behalf of clients for investment purposes
- (c) Carry on a combination of the above businesses. If so please specify combination

3. Type of application

- (1) Please indicate if this is an initial application for a licence or whether it is an application for the renewal of an existing licence
 - (a) Initial Application
 - (b) Renewal

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- (2) If it is for the renewal of an existing licence please furnish the following information
- (a) Date of issue of existing licence
 - (b) Licence number

***4. Legal status**

- (1) If applicant is incorporated in Ghana please specify whether applicant is
 - (i) Incorporated under the Companies Code 1963, (Act 179)
 - (ii) Incorporated under the Incorporated Private Partnerships Act 1962, (Act 152)
- (2) If applicant is incorporated outside Ghana please specify the law under which the applicant is incorporated.
- (3) Please confirm if the regulations/partnership agreement of the applicant permit it to engage in the business for which the licence is sought.

***5. Capital structure and shareholding**

- (1) Please specify:
 - (a) Authorised Shares
 - (b) Issued Shares
 - (c) Paid up Capital
- (2) Please specify the names and addresses of the principle shareholder of the applicant.

***6. Other businesses**

Please give details of other businesses (if any) the applicant is engaged in other than the business for which approval is being applied for.

***7. Particulars of directors/partners and management**

- (1) Please specify the name, address and profession/occupation of every director/partner of the applicant along with any other directorships held by them.
- (2) Please also specify if they will be executive or non-executive.
- (3) Please specify the name, address and qualifications of the chief executive officer of the applicant along with any other directorships held by him/her.

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***8. Organisation chart**

Please annex a chart setting out by way of a diagram the organisational structure of the applicant with particular reference to supervision and lines of reporting.

***9. Group and associated person information**

Please specify names of holding company, subsidiary companies and associates of the applicant indicating companies or partnerships in which the applicant has an interest.

***10. Staff**

- (a) Please name the directors/partners and employees of the applicant who will be involved in the operations of the business for which the licence is sought. Please specify qualifications and experience and whether these persons are holders of dealer's representative licences under the Law.
- (b) Please give the names and addresses of documentation/computer/accounting/administration and clerical staff of the applicant.
- (c) Please specify location and custodian of the register of interests in securities required to be maintained in terms of Part VI of the Law.

We the undersigned certify that the above information is true and accurate. We undertake in the event of our application being accepted / our licence being renewed to abide by the Securities Industry Law and the Regulations, Rules, Statements of principles, procedures, guidelines and directions present and prospective issued from time to time by the Commission established by this Law. We also undertake to inform the Commission immediately of any change in any of the particulars stated in this application.

We confirm that

- (a) the applicant is not in the course of being wound up;
- (b) no receiver or manager has been appointed under any law with regard to the business and assets of the applicant;
- (c) the applicant has not entered into any compromise or scheme of arrangement with any of its creditors either in Ghana or outside which is still in operation;
- (d) that neither the applicant nor any of the directors/partners and executive officers of the applicant have been
 - (i) adjudged bankrupt anywhere;

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- (ii) convicted either within Ghana or elsewhere within the period of 10 years immediately preceding the date on which this application is made of an offence involving fraud or dishonesty punishable on conviction with imprisonment for a term of three months or more;
- (iv) denied a licence as a dealer, dealer's representative, investment adviser or investment representative or had a licence issued under this Law to them suspended, revoked or cancelled; and
- (v) directors or partners of an entity which has been denied a licence under the Law or had any licence issued under this Law suspended, revoked or cancelled.

We enclose

- *1. A certified copy of the certificate of incorporation/registration of the applicant.
- *2. A certified copy of the Regulations/Partnership Agreement of the applicant.
- +3. A certified copy of the Audited Balance Sheet and Accounts of the applicant for the past three financial years/ Auditors Statement of Affairs (if the applicant is yet to commence operations or is yet to issue audited financial statements).
- 4. Receipts in proof of payment of the licence fee prescribed.
- 5. Tax clearance certificate with regard to the last period of assessment.
- *6. A certified copy of the register of interests required to be maintained in terms of the provisions of Part VI of the Securities Industry Law.

NB

- * Not required in case of a renewal unless there have been changes
- + In the case of a renewal the audited balance sheet and accounts of the last financial year will suffice in the event these accounts have not already been filed with the Commission

SEAL OF APPLICANT

**AUTHORISED SIGNATORIES
NAMES/DESIGNATIONS**

DATE:

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SCHEDULE 3
FORM SEC B(iii)

APPLICATION FOR A LICENCE/RENEWAL OF A LICENCE TO
ACT AS AN INVESTMENT ADVISER BY A NATURAL PERSON
UNDER THE SECURITIES
INDUSTRY LAW 1993, (PNDCL 333)

(Regulation 17)

1. General information

- (a) Name of applicant
- (b) Address
- (c) Date of Birth
- (d) Location of Principal Place of Business
- (e) Location/Address of Branches (if applicable)
- (f) Telephone number
- (g) Fax
- (h) E-mail
- (i) Name and Address of Principal Bankers and Bank Account Numbers
- * (j) Names and Addresses of two unrelated referees who can testify to the applicants competence to discharge the duties and obligations appurtenant to the licence applied for.
- * (k) The location of the register of interests in securities required to be maintained in terms of the provisions of Part VI of the Law.

***2. Type of investment advisers licence applied for**

Please specify if application is for a licence to

- (a) only carry on the business of advising others concerning securities;
- (b) only carry on the business of issuing or promulgating analyses in reports concerning securities;
- (c) only carry on the business of managing a portfolio of securities on behalf of clients for investment purposes;
- (d) carry on a combination of the above businesses. If so please specify combination.

3. Type of application

- (1) Please indicate if this is an initial application for a licence or whether it is an application for the renewal of an existing licence
 - (a) Initial Application
 - (b) Renewal

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- (2) If it is for the renewal of an existing licence please furnish the following information
- (a) Date of issue of existing licence;
 - (b) Licence number.

I the undersigned certify that the above information is true and accurate. I undertake in the event of my application being accepted/my licence being renewed to abide by the Securities Industry Law and the regulations, rules, statements of principles, procedures, guidelines and Directions present and prospective issued thereunder from time to time by the Commission established by this Law. I also undertake to inform the Commission immediately of any change in any of the particulars stated in this application.

I confirm that I have not been

- (a) adjudged bankrupt anywhere.
- (b) convicted either within Ghana or elsewhere within the period of 10 years immediately preceding the date on which the application is made of an offence involving fraud or dishonesty punishable on conviction with imprisonment for a term of three months or more.
- (c) denied a licence as a Dealer's Representative, Investment Adviser or Investment Representative.
- (d) a director or partner of an entity which has been denied a licence under the Law or has had any licence issued under the Law suspended, revoked or cancelled.

I authorise the Commission to call for a report of my financial standing from my bankers whose addresses have been given above.

I enclose

- *1. Certified copies of certificates pertaining to my educational, academic and/or professional qualifications.
- 2. Receipt in proof of payment of the licence fee prescribed.
- 3. Tax clearance certificate with regard to the last period of assessment.
- *4. A certified copy of the register of interests required to be maintained in terms of the provisions of Part VI of the Securities Industry Law.

NB

* Not required in case of a renewal unless there have been changes

DATE:

.....
SIGNATURE OF APPLICANT

SECURITIES AND EXCHANGE COMMISSION
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SCHEDULE 3
FORM SEC B (iv)

**APPLICATION FOR A LICENCE/RENEWAL OF A LICENCE TO
ACT AS A DEALER'S REPRESENTATIVE OR
INVESTMENT REPRESENTATIVE UNDER THE SECURITIES
INDUSTRY LAW 1993, (PNDCL 333)**

(Regulation 17)

1. General Information

- (a) Name of applicant
- (d) Name of Employer
- (e) Date of Birth
- (f) Residential Address
- (g) Business Address
- (h) Telephone number
- (i) Fax
- (j) E-mail

2. Please indicate the licence applied for

- (a) dealer's representative
- (b) investment representative

3. Type of application

- (1) Please indicate if this is an initial application for a licence or whether it is an application for the renewal of an existing licence
 - (a) initial application
 - (b) renewal.
- (2) If it is for the renewal of an existing licence please furnish the following information:
 - (a) date of issue of existing licence
 - (b) licence number

I the undersigned certify that the above information is true and accurate. I undertake in the event of my application being accepted / my licence being renewed to abide by the Securities Industry Law and the regulations, rules, statements of principles, procedures, guidelines and Directions present and prospective issued from time to time by the Commission established by this Law. I also undertake to inform the Commission immediately of any change in any of the particulars stated in this application.

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I confirm that I have not been

- (i) adjudged bankrupt anywhere.
- (ii) convicted either within the country or elsewhere within the period of 10 years immediately preceding the date on which the application is made of an offence involving fraud or dishonesty punishable on conviction with imprisonment for a term of three months or more.
- (iii) denied a licence as a dealer's representative, investment adviser or investment representative.
- (iv) a director or partner of an entity which has been denied a licence under the Law or has had any licence issued under the Law suspended, revoked or cancelled.

I enclose

- *1. Certified copies of certificates pertaining to my educational, academic and/or professional qualifications.
- 2. Receipt in proof of payment of the licence fee prescribed.
- *3. A certified copy of the register of interests required to be maintained in terms of the provisions of Part VI of the Securities Industry Law.

NB

- * Not required in case of a renewal unless there have been changes

Date:

Signature of Applicant

Declaration to be filed by the dealer or investment advisor employing the applicant

I/We certify that I/we am/are the holder/s of a dealer's/investment adviser's licence issued under the Securities Industry Law and that the applicant above named is employed by me/us and to the best of my/our knowledge—

- 1. there is no legal impediment to the applicant being granted the licence applied for;
- 2. the applicant is the holder of the qualifications disclosed in the application;
- 3. the applicant is a fit and proper person to be granted the licence applied for.

Date:

**Authorised Signatory
Dealer/Investment Adviser**

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**SCHEDULE 3
FORM SEC C**

**NOTIFICATION IN TERMS OF SECTION 60 OF THE SECURITIES
INDUSTRY LAW, 1993 (PNDCL 333) OF A CHANGE IN PARTICULARS
OF A LICENCED DEALER, LICENCED INVESTMENT ADVISER,
LICENCED DEALER'S REPRESENTATIVE OR LICENCED
INVESTMENT REPRESENTATIVE**

(Regulation 18)

1. Name of dealer/investment adviser/dealer's representative/investment representative
(strike off what is inapplicable).
2. Registered Address
Telephone
Fax
E-mail
3. The nature of the change of particulars.
4. Date on which the change was effected.

I/We certify that the above information is true and accurate.

Date:

Signature/Designation

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**SCHEDULE 3
FORM SEC D(i)**

**NOTIFICATION OF THE PARTICULARS AND LOCATION OF
THE REGISTER OF INTERESTS IN SECURITIES REQUIRED TO
BE MAINTAINED BY PERSONS UNDER PART VI OF THE
SECURITIES INDUSTRY LAW 1993, (P.N.D.C.L. 333)
(Regulation 20)**

1. Name of dealer/investment adviser/dealer's representative/investment representative/financial journalist. (strike off what is inapplicable)
2. Address
Telephone
Fax
E-mail
3. Address at which register will be kept and the name of the custodian of the register (if any).
4. Form in which the register will be maintained whether in book form or electronic.
5. Particulars of the Register

In the case of an acquisition/disposal

Name of Person having the Interest	Name of Security	Date of Transaction	Contract Number	Quantity	Price

In the case of any other interest in a security

Name of Person having the Interest	Name of Security	Nature of Interest	Exercise Date in Case of a Right/Option	Quantity	Price or Pricing Formula

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I/We confirm that the information given above is true and accurate and that the Register is complete in terms of particulars and is being maintained in keeping with the provision of Part VI of the Law.

Date: Signature of Dealer/Investment Adviser/Dealers
Representative/Investment Representative/
Financial Journalist

**SCHEDULE 3
FORM SEC D(ii)**

**NOTIFICATION OF PERSON CEASING TO BE A PERSON TO
WHOM PART VI OF THE SECURITIES INDUSTRY LAW, 1993
(P.N.D.C.L. 333) APPLIES**

(Regulation 20)

I/We of hereby give notice to the Securities And Exchange Commission that I/we have become/ceased to be a person to whom Part VI of the Securities Industry Law 1993 (P.N.D.C.L. 333) applies with effect from

Date: Signature of Dealer/investment
Adviser/Dealers Representative/
Investment Representative/
Financial Journalist

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**SCHEDULE 3
FORM SEC E(i)**

**NOTIFICATION IN TERMS OF THE PROVISIONS OF PART VIII
OF THE SECURITIES INDUSTRY LAW 1993, (PNDCL 333) OF
THE APPOINTMENT OF AN AUDITOR OF A LICENCED
DEALER**

(Regulation 21)

We of the holders of a licence to carry on the business of a dealer issued by the Securities And Exchange Commission in terms of the Securities Industry Law 1993, (PNDCL 333) hereby give notice to the Commission as required by Section 87 of the Law, that the following person has been appointed as the auditor of our firm with effect from

Name:

Address:

Telephone:

Fax:

Email:

Name of partner or person responsible for the audit: (in the case of the firm)

Date:

Authorised signatory

Name/Designation

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**SCHEDULE 3
FORM SEC E(ii)**

**NOTIFICATION IN TERMS OF THE PROVISIONS OF PART VIII
OF THE SECURITIES INDUSTRY LAW 1993, (P.N.D.C.L. 333) OF
THE RESIGNATION OR REMOVAL OF AN AUDITOR OF A
LICENCED DEALER**

(Regulation 21)

We of the holders of a licence to carry on the business of a dealer issued by the Securities And Exchange Commission in terms of the Securities Industry Law 1993, (P.N.D.C.L. 333) hereby give notice to the Commission as required by Section 88 of the Law that of our auditors have ceased to function as our auditors with effect from by virtue of their resignation/removal from office.

Date:
Authorised signatory

Name/Designation

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**SCHEDULE 3
FORM SEC F**

**FORM OF DOCUMENT TO BE SUBMITTED BY A DEALER AND
INVESTMENT ADVISER TO A CLIENT UPON THE RECEIPT OF
ANY FUNDS FROM A CLIENT IN TERMS OF THE PROVISIONS
OF SECTION 80 OF THE SECURITIES INDUSTRY LAW 1993,
(P.N.D.C.L. 333)**

(Regulation 24)

PART A

1. Name of Client
2. Address
3. Sum of money received from client above-named (in figures and words)
4. Nature of Receipt: Advance/deposit/Loan (strike off what is inapplicable)
5. Form of payment: Cash/cheque/bank draft/direct transfer.(provide details if last three options have been used)

PART B

6. Statement of the purpose for which money so received shall be used and disbursed by the dealer :
7. Statement of the terms and conditions to which the advance/security deposit will be subject as regards
 - (i) duration;
 - (ii) repayment;
 - (iii) interest payable and interest payments (if applicable);
 - (iv) minimum advance/ deposit to be maintained;
 - (v) permitted drawings from such deposit and conditions attendant;
 - (vi) others (specify).

Name of dealer/Investment adviser:

Authorised signatory:

Name/Designation:

Date:

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Form of acknowledgement by client

I/We _____ of _____
_____ acknowledge receipt of the original of this document and state
that I/we have read and understood and I/we agree to the terms and condi-
tions set out in the document. In witness whereof I/we have placed my/our
signature below pursuant to the provisions of Section 80 of the Securities
Industry Law 1993, P.N.D.C.L. 333.

Name of client:

Signature:

Designation (if applicable)

Date:

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SCHEDULE 4

PRESCRIBED FORMAT FOR THE PRESENTATION OF PROFIT AND LOSS, BALANCE SHEET AND OTHER FINANCIAL INFORMATION OF A BROKER-DEALER AND INVESTMENT ADVISER AS REQUIRED BY THE SECURITIES INDUSTRY LAW, 1993

(Regulation 33)

**NAME OF BROKER-DEALER OR INVESTMENT ADVISER
PROFIT & LOSS ACCOUNT FOR (INDICATE THE PERIOD)**

		CURRENT PERIOD OF CURRENT YEAR	CURRENT YEAR: CUMMULATIVE TO CURRENT PERIOD	PREVIOUS YEAR
		0,000	0,000	0,000
INCOME	NOTE 1	xxx	xxx	xxx
LESS:				
DIRECT EXPENSES	NOTE 2	xxx	xxx	xxx
NET INCOME		xxx	xxx	xxx
LESS:				
ADMINISTRATION EXPENSES	NOTE 3	xxx	xxx	xxx
SELLING & PROMOTIONAL EXPENSES	NOTE 4	xxx	xxx	xxx
FINANCE CHARGES	NOTE 5	xxx	xxx	xxx
TRAVELLING & ENTERTAINMENT	NOTE 6	xxx	xxx	xxx
LESS				
OTHER EXPENSES	NOTE 7	xxx	xxx	xxx
OPERATING PROFIT		xxx	xxx	xxx
ADD				
OTHER INCOME	NOTE 8	xxx	xxx	xxx
NET PROFIT BEFORE TAXATION & EXTRAORDINARY ITEMS		xxx	xxx	xxx
LESS:				
TAXATION		xxx	xxx	xxx
NET PROFIT AFTER TAXATION BUT BEFORE EXTRAORDINARY ITEMS		xxx	xxx	xxx
PROFIT/(LOSS) ON EXTRAORDINARY ITEMS	NOTE 9	xxx	xxx	xxx
RETAINED PROFIT/LOSS FOR THE PERIOD		xxx	xxx	xxx
 <u>STATEMENT OF ACCUMULATED PROFIT/(LOSS)</u>				
PROFIT/(LOSS) BROUGHT FORWARD		xxx	xxx	xxx
PROFIT/(LOSS) FOR THE PERIOD		xxx	xxx	xxx
PROFIT/(LOSS) CARRIED FORWARD		xxx	xxx	xxx

.....
DATE

.....
SIGNATURE OF MANAGING
DIRECTOR/PARTNER

.....
SIGNATURE OF DIRECTOR/
CHIEF FINANCIAL OFFICER

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NOTES TO THE PROFIT AND LOSS ACCOUNT

	€000	€000
NOTE 1 - INCOME		
(A) STOCK BROKING (Buying and selling on behalf of clients)	VALUE	GROSS COMMISSION
SALE OF SECURITIES	xxx	xxx
PURCHASE	xxx	xxx
	xxx	xxx
(B) INCOME FROM PRIMARY DEALERSHIP (Clients' Treasury Bills activity)	xxx	xxx
(C) DEALING AS PRINCIPAL		
SALES	xxx	
PURCHASES	xxx	
	xxx	
NET GAIN/LOSS FROM DEALING		xxx
(D) INCOME FROM OTHER ACTIVITIES		
i. REGISTRAR FEES		xxx
ii. DIVIDENDS RECEIVED ON OWN INVESTMENTS		xxx
iii. BROKERAGE FROM PRELIMINARY ISSUES (IPO activities)		xxx
iv. INVESTMENT ADVISORY FEES		xxx
v. CONSULTANCY & PROFESSIONAL FEES OUTSIDE INVESTMENT ADVISORY FEES (PLEASE SPECIFY)		xxx
vi. EXCHANGE GAINS/LOSSES		xxx
vii. GAINS/LOSSES ON DISPOSAL OF ASSETS		xxx
viii. OTHER RECEIPTS (SPECIFY)		xxx
		xxx
NOTE 2-DIRECT EXPENSES		
STOCK EXCHANGE FEE (SEC & GSE Fees[membership and licence fees, Trading Levy])		xxx
		xxx
NOTE 3 - ADMINISTRATION EXPENSES		xxx
		xxx
NOTE 4 - SELLING & PROMOTIONAL		xxx
		xxx
NOTE 5 - FINANCE CHARGES		xxx
		xxx
NOTE 6 - TRAVELLING & ENTERTAINMENT		xxx
		xxx
NOTE 7 - OTHER EXPENSES		xxx
NOTE 8 - OTHER INCOME		
INTEREST RECEIVED ON (own) INVESTMENT (non-core activities)		xxx
DETAILS _____ AMOUNT INVESTED _____		xxx
		xxx
NOTE 9 - EXTRAORDINARY ITEMS		xxx
		xxx
		xxx

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NAME OF BROKER-DEALER OR INVESTMENT ADVISER

BALANCE SHEET AS AT ...

		CURRENT POSITION	PREVIOUS YEAR
ASSETS	NOTE	0.000	0.000
CASH ON HAND	1	xxxx	xxxx
DEPOSITS AND BALANCES WITH BANKS/DISCOUNT HOUSES	2	xxxx	xxxx
INVESTMENT/BILLS (SHORT TERM)	3	xxxx	xxxx
TRADING PORTFOLIO	4	xxxx	xxxx
ACCOUNTS RECEIVABLE	5	xxxx	xxxx
LOANS AND ADVANCES	6	xxxx	xxxx
OTHERS	7	xxxx	xxxx
FIXED ASSETS	8	xxxx	xxxx
TOTAL ASSETS		<u>xxxx</u>	<u>xxxx</u>
SHAREHOLDERS' FUNDS AND LIABILITIES			
STATED CAPITAL		xxxx	xxxx
RESERVES	9	xxxx	xxxx
SHAREHOLDERS FUNDS		<u>xxxx</u>	<u>xxxx</u>
LONG TERM LIABILITIES	10	xxxx	xxxx
SHORT TERM LIABILITIES	11	xxxx	xxxx
DIVIDEND PAYABLE	12	xxxx	xxxx
OTHER LIABILITIES	13	xxxx	xxxx
TOTAL LIABILITIES		<u>xxxx</u>	<u>xxxx</u>

.....
DATE

.....
SIGNATURE OF MANAGING
DIRECTOR/PARTNER

.....
SIGNATURE OF DIRECTOR/
CHIEF FINANCIAL OFFICER

NOTES TO THE BALANCE SHEET

NOTE 1—CASH ON HAND

PETTY CASH

	€000
	<u>xxx</u>
	<u>xxx</u>
	<u>xxx</u>

NOTE 2—DEPOSITS AND BALANCES WITH BANKS/DISCOUNT HOUSES

- a. FIXED DEPOSITS WITH BANKS
b. OTHER DEPOSITS WITH BANKS
c. CALL AND OTHER DEPOSITS WITH DISCOUNT HOUSES
d. OTHERS(SPECIFY)

	xxx
	xxx
	xxx
	<u>xxx</u>

NOTE 3—INVESTMENTS (SHORT TERM)

- a. TREASURY BILLS
b. BANK OF GHANA BILLS
c. OTHERS(SPECIFY)

	xxx
	xxx
	<u>xxx</u>
	<u>xxx</u>

NOTE 4 —TRADING PORTFOLIO

- a. SHARES QUOTED ON THE GHANA STOCK EXCHANGE
b. LESS PROVISION FOR DIMUNITION IN VALUE
c. UNQUOTED SHARES
b. LESS PROVISION FOR DIMUNITION IN VALUE

	xxx				
	xxx	xxx			
	xxx				
	xxx	xxx	xxx		
				<u>xxx</u>	

NOTE 5—ACCOUNT RECEIVABLE

- a. INTEREST RECEIVABLE
b. DEPOSITS -GHANA STOCK EXCHANGE
c. OTHER DEBTORS - LESS PROVISION

	xxx
	xxx
	<u>xxx</u>
	<u>xxx</u>

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NOTE 6—LOANS AND ADVANCES GIVEN

	<u>INSTITUTION</u>	<u>DESCRIPTION OF SECURITY</u>	<u>VALUE</u> €000
LOANS GIVEN			xxxx
ASSOCIATED PERSONS/DIRECTORS			xxxx
PARTNERS/EMPLOYEES			xxxx
			xxxx
<u>OTHERS</u>			xxxx
			xxxx
			xxxx
			xxxx
TOTAL			xxxx

NOTE 7—OTHERS

a. PREPAYMENTS	xxx
b. INTER COMPANY	xxx
c. LONG TERM INVESTMENTS	xxx
	xxx

NOTE 8—FIXED ASSETS

	<u>COST</u> €000	<u>ACCUM.DEP.</u> €000	<u>WDV</u> €000
OFFICE EQUIPMENT	xxxx	xxxx	xxxx
FURNITURE & FITTINGS	xxxx	xxxx	xxxx
FIXTURES	xxxx	xxxx	xxxx
MOTOR VEHICLES	xxxx	xxxx	xxxx
LEASED ASSETS	xxxx	xxxx	xxxx
	xxxx	xxxx	xxxx

NOTE 9—RESERVES

a. INCOME SURPLUS	xxx
b. REVALUATION RESERVES	xxx
c. OTHERS (specify)	xxx
	xxx

NOTE 10—LONG-TERM LIABILITIES

LOANS	1. SECURED	xxx
	2. UNSECURED	xxxx
LEASED CREDITORS		xxx
		xxxx

NOTE 11—SHORT -TERM LIABILITIES

TRADE CREDITORS	1. CLIENTS' INVESTMENT FUNDS	xxx
	2. FUNDS UNDER MANAGEMENT	xxx
BORROWINGS FROM MARKET		
a. MONEY MARKET		xxx
b. OPEN MARKET		xxx
c. BANK OVERDRAFT		xxx
d. OTHER SHORT TERM LOANS (SPECIFY)		xxx
		xxx

NOTE 12—DIVIDENDS PAYABLE

a. ORDINARY	xxx
b. PREFERENCE	xxx
	xxx

NOTE13 - OTHER LIABILITIES

a. CREDITORS AND ACCRUALS	xxx
b. TAXATION	xxx
c. INTER-COMPANY ACCOUNT	xxx
d. PENALTIES PAYABLE	xxx
e. DEPOSITS	xxx
	xxx

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**NAME OF BROKER-DEALER OR INVESTMENT ADVISER
CASH FLOW STATEMENT FOR THE YEAR ENDED**

	CURRENT YEAR	PREVIOUS YEAR
	¢,000	¢,000
INFLOW (should include)		
RECEIPTS FOR & FROM INVESTORS	xxxx	xxxx
AMOUNTS RECEIVED FROM OTHER DEALERS	xxxx	xxxx
BANK BORROWINGS	xxxx	xxxx
INTEREST RECEIVED ON—FIXED DEPOSITS	xxxx	xxxx
—SAVINGS DEPOSIT	xxxx	xxxx
—CALL DEPOSITS	xxxx	xxxx
PENALTIES/FINES RECEIVED	xxxx	xxxx
OTHER RECEIPTS INCLUDING CAPITAL CONTRIBUTIONS (SPECIFY)	xxxx	xxxx
TOTAL INFLOW	xxxx	xxxx
OUTFLOW (should include)		
PAYMENTS/REFUNDS TO INVESTORS	xxxx	xxxx
AMOUNTS PAID TO OTHER DEALERS	xxxx	xxxx
PENALTIES/FINES PAID	xxxx	xxxx
ADMINISTRATION EXPENSES PAID	xxxx	xxxx
ESTABLISHMENT EXPENSES PAID	xxxx	xxxx
SELLING & DISTRIBUTION EXPENSES PAID	xxxx	xxxx
FINANCE EXPENSES PAID - INTEREST ON LOANS	xxxx	xxxx
—BANKS CHARGES	xxxx	xxxx
—INTEREST ON CLIENT LOANS/DEPOSITS	xxxx	xxxx
—ETC.	xxxx	xxxx
OTHER EXPENSES INCLUDING FIXED ASSETS	xxxx	xxxx
PURCHASES/LOAN REPAYMENT ETC (SPECIFY)	xxxx	xxxx
TOTAL OUTFLOW	xxxx	xxxx
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	xxxx	xxxx
BALANCE B/F - CASH AND CASH EQUIVALENTS	xxxx	xxxx
BALANCE C/F - CASH AND CASH EQUIVALENTS	xxxx	xxxx
NOTE:	CASH AND CASH EQUIVALENT REPRESENT	
	—CASH IN HAND	
	—CURRENT A/C BALANCES	
	—SHORT-TERM DEPOSIT	

**NAME OF BROKER-DEALER OR INVESTMENT ADVISER
STATEMENT OF LIQUID FUNDS AS AT**

SHAREHOLDERS FUNDS AS PER THE BALANCE SHEET	¢	¢ xxxx
DEDUCT		
VALUE OF ALL FIXED ASSETS	xxxx	
VALUE OF ALL UNSECURED LOANS	xxxx	
VALUE OF ALL AMOUNTS DUE FROM DIRECTOR ETC.	xxxx	
VALUE OF ALL AMOUNTS DOUBTFUL OF COLLECTION	xxxx	
DEFERRED EXPENSES & INTANGIBLE ASSETS	xxxx	
15% OF THE STATED (BOOK) VALUE OF ALL OTHER SECURITIES EXCLUDING GOVERNMENT SECURITIES	xxxx	xxxxx
NET LIQUIDITY		xxxxx

.....
DATE

.....
SIGNATURE OF MANAGING
DIRECTOR/PARTNER

.....
SIGNATURE OF DIRECTOR/
CHIEF FINANCIAL OFFICER

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SCHEDULE 5

DISCLOSURES IN PROSPECTUS OR OFFER DOCUMENTS

(Regulation 51(1))

**PART 1: INFORMATION REGARDING THE ISSUER, ITS
CAPITAL STRUCTURE, ORGANISATION, BUSINESS,
DIRECTORS, SENIOR MANAGEMENT AND
EMPLOYEES, MAJOR SHAREHOLDERS AND
RELATED PARTIES**

A. General Information

The offer documents shall contain the following information

1. The legal and commercial name of the issuer.
2. The full name, address and business occupations of every person making the invitation, if other than the issuer.
3. The authorised business or businesses of the issuer.
4. The date of incorporation or establishment of the issuer and the length of life in the event this is definite.
5. The country of incorporation of the issuer.
6. The legislation(s) governing the operations of the issuer.
7. The legal form of the issuer.
8. (i) The full address including the Post Office Box, telephone numbers and email address of the registered office of the issuer and that of its domestic agent in the event the issuer is registered or incorporated outside Ghana.
(ii) The principal place of business of the issuer.
9. The full name, address and business occupation of every director and proposed director and of the secretary or proposed secretary of the issuer.
10. The name and address of the issuer's auditors for the preceding three years.
11. The names and addresses of the accountants making the report required under Part III of this Schedule.
- *12. The names and addresses of the registration officer, (if any).
13. The name and address of any underwriter of the invitation.

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14. The names and addresses of the issuers bankers, sponsoring dealer and legal advisors.
15. The name and address of the registrar to the issuer.
16. The name and address of the manager to the issuer if different from the above.
17. If the invitation relates to debentures, the name and addresses of any trustees for debenture holders.

B. Capital structure of the issuer

The offer document shall disclose as at the most recent balance sheet date presented in the financial statements included in the document and as of the latest practicable date the following information—

1. The stated capital of the issuer and in the case of a company incorporated under the Companies Code 1963 (Act 179) a statement distinguishing between each of the items specified in subsection (1) of section 66 of the Code, and, in the case of items (a) and (b) of the said section, between different classes of shares.
2. The number and description of the issuer's authorised shares of each class, issued shares of each class, and treasury shares of each class.
3. The amount paid on the issued shares of each class;
 - (a) in cash;
 - (b) otherwise than in cash.
4. The amount, if any, remaining payable on the issued shares of each class, distinguishing between the amount presently due for payment and the amount not yet due for payment and, in the latter case, stating what amount, if any, the issuer has resolved shall not be capable of being called up except in the event and for the purpose of the issuer being wound up.
5. The number of un-issued shares of each class agreed to be issued and the amount payable therefore distinguishing between the amount payable in cash and the amount payable otherwise than in cash. In the event there is authorised but un-issued shares or an undertaking to increase the share capital, for example, in connection with warrants, convertible obligations or other outstanding equity-linked securities, or subscription rights granted, a statement indicating:
 - (a) the amount of outstanding equity-linked securities or subscription rights granted and the terms under which shares will be issued pursuant thereto.
 - (b) Where appropriate, the duration of the authorisation for the issue of shares or capital increase.

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- (c) categories of persons having preferential subscription rights for such additional portions of capital;
 - (d) arrangements and procedures for the share issue corresponding to such portions;
 - (e) nature of the consideration for the issue of any of the issuer's shares or debentures issued or proposed to be issued otherwise than for cash.
- 6. If the issuer's shares are divided into different classes, the rights in respect of voting, repayment, and dividends and any other special rights attached to the several classes and a statement as to the consents necessary for the variation of such rights.
- 7. The amounts of the dividends, if any, per share paid by the issuer in respect of each class of share in each of the five completed financial years of the issuer's immediately preceding the date of publication of the offer document and particulars of any instances in which no dividends have been paid in respect of any class of shares in any of those years.
- 8. If any of the issuer's shares are redeemable preference shares, the earliest date on which the issuer has the right to redeem the same.
- 9. If more than 10% of capital has been subscribed for with assets other than cash within the past five years a statement giving details of the said transaction/s.
- 10. If there are shares not representing capital a statement detailing the number and main characteristics of such shares.
- 11. A statement detailing the number, book value of shares the issuer held by or on behalf of the issuer itself or by subsidiaries of the issuer.
- 12. Particulars of any shares or debentures of the issuer or any of its subsidiaries and proposed subsidiaries which are under option, or agreed conditionally or unconditionally to be put under option, with the title and amount of securities covered by the option, the price to be paid for the securities under option, the duration of the option, the consideration for which the option was granted, and the name and address of the grantee, provided that where the option is to all the shareholders or debenture holders or any class thereof or to employees under an employees' share ownership scheme it shall be sufficient, so far as names are concerned, to disclose the fact without giving the names and addresses of the grantees.

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13. Particulars of any shares or debentures of any of the issuer's subsidiaries and proposed subsidiaries which have, within two years immediately preceding the publication of the offer document, been issued, or which are proposed to be issued, otherwise than for cash and the nature of the consideration.
14. Particulars of any shares or debentures of the issuer or any of its subsidiaries and proposed subsidiaries which have, within three years immediately preceding the publication of the offer document, been issued, or which are proposed to be issued, for cash, the price and terms upon which the same have been or are to be issued and, if not already fully paid, the dates when any installments are payable.
15. A history of share capital for the last three years identifying the events during the period which have changed the amount of the issued capital and the number and classes of shares of which it is composed, together with a description of changes in voting rights attached to the various classes of shares during that time. Details should be given of the price and terms of any issue including particulars of consideration where this was other than cash (including information regarding discounts, special terms or installment payments). If there have not been any issues, an appropriate negative statement must be made. The reason for any reduction of the amount of capital and the ratio of capital reductions must also be given.
16. Unless more than two years have elapsed since the registration of the issuer:
 - (a) the amount or estimated amount of the expenses incidental or preliminary to the promotion and registration of the issuer and by whom those expenses have been paid or are payable;
 - (b) the names of the promoters of the issuer;
 - (c) the amount of any cash or securities paid, or benefit given or proposed to be given, to any promoter and the consideration for the payment or benefit;
 - (d) full particulars of the nature and extent of the interest of every director and proposed director in the promotion of the issuer;
 - (e) an indication of the resolutions, authorisations and approvals by virtue of which shares have been or will be created and issued, the nature of the issue and amount of it and the number of shares that have been or will be created and issued, if predetermined.

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C. History and development of the issuer

The offer document shall contain the following information—

1. A brief summary of the operational history of the issuer, the authorised business or businesses of the issuer and any businesses to which it has succeeded.
2. Details of the important events in the development of the issuer's business including information:
 - (a) concerning the nature and results of any material reclassification, merger or consolidation of the issuer or any of its significant subsidiaries;
 - (b) acquisitions or dispositions of material assets other than in the ordinary course of business;
 - (c) any material changes in the mode of conducting business;
 - (d) material changes in the types of products or services rendered;
 - (e) name changes;
 - (f) the nature and results of any bankruptcy, receivership or similar proceedings with respect to the issuer or subsidiaries.
3. A description, including the amounts invested of the issuer's principal capital expenditures and divestitures (including interests in other companies) in the last three years immediately preceding the date of the offer document.
4. Information concerning the principal capital expenditures and divestitures currently in progress, including in the case of an issuer operating outside Ghana the distribution of the expenditure/ divestiture geographically (home and abroad) and the methods of financing (internal and external).
5. An indication of any takeover offers by third parties in respect of the issuer's shares or by the issuer in respect of other companies shares which have accrued during the last and current financial year and the consideration attaching to such offers and the outcome thereof.

D. Business overview

The offer documents shall contain the following information—

1. a description of the nature of the issuer's operation and principal activities, stating the main categories of products sold or services performed for each of the last three financial years, indicating any significant new products and/or services introduced and to the extent that the development of new products or services have been disclosed, the status of such development;

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2. a description of the principal markets in which the issuer competes including a breakdown of total revenues, by category of activity and market for each of the last three financial years;
3. a description of the seasonality of the issuer's main business if applicable;
4. a description of the sources and availability of raw materials including a description of whether prices of principal raw materials are volatile;
5. a description of the marketing channels used by the issuer including an explanation of any special sales methods;
6. information regarding the extent to which the issuer is dependent if at all, on patents or licence, industrial, commercial or financial contracts (including contracts with customers or suppliers) or new manufacturing processes, where such factors are material to the issuer's business or profitability;
7. information on service and management contracts;
8. the basis for any statements made by the issuer regarding its competitive position;
9. a description of the material effects of governmental regulations on the issuer's business.
10. A statement as to:
 - (a) the financial and trading prospects of the issuer together with any material information which may be relevant thereto; and
 - (b) any material changes in the financial or trading position of the issuer which may have occurred since the end of the last completed financial year of the issuer.
11. A statement by the directors of the issuer that in their opinion the issuer's working capital is sufficient or, if not, it is proposed to provide the additional working capital thought by the directors to be necessary.

E. Organisation structure

The offer document shall provide—

1. the names, countries of incorporation or residence and nature of the businesses of the subsidiaries of the issuer and of the corporate bodies in which the issuer is beneficially entitled to equity shares conferring the right to exercise more than thirty per centum of the votes exercisable at a general meeting of the body corporate;
2. if the issuer is a subsidiary, the name, country of incorporation and nature of the business of the holding issuer and the number of each class of shares of the issuer held by the holding issuer;

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3. if the issuer is part of a group, a brief description of the group and the issuer's position within the group preferably using a diagrammatic presentation should be included;
4. information on the organisational structure of the issuer preferably using a diagrammatic presentation.

F. Property, plant and equipment

The offer document shall provide—

1. Details of the situation, area, and tenure, including, where appropriate, the rent and unexpired term of the lease or concession, of the main places of business of the issuer and its subsidiaries and proposed subsidiaries.
2. Details of other material tangible fixed assets including lease properties and any major encumbrances along with details of the following in respect of each property;
 - (a) a brief description of its nature;
 - (b) its size;
 - (c) existing use;
 - (d) tenure;
 - (e) terms of lease or sub-leases;
 - (f) current capital value in existing condition;

but with regard to valuations of any property referred to or relied on in the offer document disclosure, shall be made as to whether the valuation was on the basis—

- (a) of current value in the open market and if so whether it was on:
 - (i) an investment basis;
 - (ii) the basis of development;
 - (iii) the basis of future capital realisation;
- (b) of current value as an asset of a going concern;
- (c) of value after development has been completed and if so:
 - (i) whether planning permission has been obtained and the conditions attached;
 - (ii) the date when development is scheduled to be complete;
 - (iii) the estimated cost of carrying out or completing development if part has already been carried out;
 - (iv) the estimated capital value when development is complete;

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- (d) of rental value and if so:
 - (i) the estimated current net rental value of each property;
 - (ii) the estimated future net rental at a named date (where this differs materially from the current figure) in the event the development of the property is incomplete at the time of valuation;
- 3. Where any property has been acquired or is proposed to be acquired by the issuer or any of its subsidiaries and proposed subsidiaries:
 - (a) the names and addresses of the vendors;
 - (b) the amount paid or to be paid in cash, shares, debentures or otherwise to the vendor and, where there is more than one separate vendor or the issuer or subsidiary or proposed subsidiary is a sub-purchaser, the amount so paid or to be paid to each vendor, distinguishing between the amounts paid or to be paid:
 - (i) in cash,
 - (ii) in shares,
 - (iii) in debentures,
 - (iv) the nature of, and value attributed to any other consideration and
 - (v) the amount, if any, paid or payable for good-will;except where the contract for its acquisition was either:
 - (i) completed and any purchase money fully paid, more than two years before the date of publication of the offer document; or
 - (ii) entered into in the ordinary course of business and there is no connection between the contract and the invitation:
 - (c) particulars of the nature and extent of the interest, direct or indirect, of every director or proposed director of the issuer or any of its subsidiaries and proposed subsidiaries in any such property;
 - (d) particulars of all transactions relating to any such property which were entered into or completed within the two years immediately preceding the date of publication of the offer document.
- 4. Details of the production capacity and extent of utilization of the issuer's facilities.
- 5. A description of environmental issues, if any, that may affect the utilization of assets.
- 6. A description of any plans for expansion including details of expenditure to be incurred, the amounts already incurred and the means by which expansion will be financed along with the effect the expansion will have on the productivity of the business of the issuer.

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G. Directors and senior management

1. The following information shall be disclosed in the offer document with respect to the issuer's directors, persons nominated to become directors and executive officers:
 - (a) name, business experience during the preceding 5 years, functions and areas of experience in the issuer;
 - (b) principal business activities performed outside the issuer including in the case of directors other directorships held;
 - (c) date of birth or age;
 - (d) the nature of any family relationships between any of the persons above named;
 - (e) any arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which any person referred to above was selected as a director or member of senior management.
2. The offer document shall indicate if a director or a chief executive officer or a person nominated to any of these positions is or has been involved in any of the following events:
 - (a) a petition under bankruptcy laws in any jurisdiction filed against such person or any partnership in which he was a partner or any corporation of which he was a director or chief executive officer;
 - (b) such person has been convicted of fraud, misappropriation or breach of trust or any other similar offence;
 - (c) such person was the subject of any order, judgement or ruling of any court of competent jurisdiction or administrative body enjoining him from acting as an investment adviser, dealer's representative, investment representative, a director of a financial institution or engaging in any type of business or professional activity.
3. The offer document shall give full particulars of
 - (a) any contract or arrangements subsisting at the date of the offer document in which a director of the issuer is materially interested and which is significant in relation to the business of the issuer, its subsidiaries taken as a whole stating in full the nature of the director's interest or an appropriate negative statement;
 - (b) any management contract, technical services contract or other similar contract and the fee payable under the contract including details of when the contract falls due for renewal and the probability of the fees under the contract being reviewed;

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- (c) details of existing or proposed service contracts of the director with the issuer or any subsidiary of the issuer or an appropriate negative statement.

H. Remuneration and compensation

1. The following information shall be provided in the offer document for the last full financial year with respect to the issuer's directors, chief executive officer and executive officers of the issuer:
 - (a) the aggregate of all remuneration and compensation paid and benefits granted in kind to these persons by the issuer and its subsidiaries for services in the different capacities to the issuer and its subsidiaries;
 - (b) contingent or deferred compensation payable at a later date;
 - (c) in the event any portion of compensation was paid pursuant to a bonus or profit sharing plan, details of the plan and the basis of computation in the case of bonus or profit sharing;
 - (d) in the event that any portion of compensation was paid in the form of stock options, details of the scheme, class and amount of securities covered by the options, purchase price of the options if any, and exercise and expiration date;
 - (e) the total amounts set aside or accrued by the issuer or its subsidiaries to provide pension retirement or other similar benefits;
 - (f) details of the options to subscribe to securities of the issuer or any of its subsidiaries which were granted or exercised during the last financial year.
2. The offer document shall also indicate, if available, the estimated amount of the aggregate emoluments payable to the directors of the issuer including proposed directors for the current financial year under the arrangements in force at the date of the offer document.

I. Corporate governance and board practices

The offer document shall provide the following information:

1. For the issuer's last financial year with respect to the issuer's directors and chief executive officer—
 - (a) date of expiration of the current term of office if applicable and the period served;
 - (b) details of directors service contracts with the issuer or any of its subsidiaries providing for benefits upon termination of employment;
 - (c) details relating to the composition, terms of reference and scope of functions and powers of the audit committee and remuneration committee of the issuer and other committees of the Board.

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J. Employees

The offer document shall provide details of—

- (a) the number of permanent employees and temporary employees with a breakdown of persons employed by main category and geographic location where applicable;
- (b) any significant change in the number of employees in the preceding three years;
- (c) the relationship between management and labour unions and any collective agreements between the issuer and its workforce.

K. Share ownership

The offer document shall provide details of;

- (a) the share ownership of directors and employees in the issuer with disclosure being on an individual basis in the case of directors and executive officers;
- (b) any arrangement to involve the employees in the capital of the issuer including any arrangement that involves the issue or grant of options or shares or securities of the issuer to directors and employees.

L. Major shareholders

1. The offer document shall provide the following information;
 - (a) the names of the registered holders of 5% or more of the voting rights of the ordinary shares of the issuer as at the date to the issue of the offer documents;
 - (b) any significant change in the percentage ownership held by any major shareholder during the past 3 years immediately preceding the date of the offer document;
 - (c) a statement whether the major shareholders held any other class of shares of the issuer or an appropriate negative statement;
 - (d) in the case of an issuer registered or incorporated outside Ghana the portion of each class of shares held in the country of incorporation or registration and the number of share holders in the country.
2. The offer documents shall to the extent known provide
 - (a) details of whether the issuer is directly or indirectly owned or controlled by—
 - (i) another corporation;
 - (ii) any foreign government;
 - (iii) any other natural or legal person along with the names of the persons and the nature of the control, including the amount and proportion of voting securities.

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- (b) Details of any arrangements known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.

M. Related party transactions

1. The offer document shall provide information for at least 3 years immediately preceding the date of the document of loans and transactions between the issuer and
 - (a) enterprises that directly or indirectly through one or more intermediaries control or are controlled by or are under common control with the issuer;
 - (b) persons associated with the issuer;
 - (c) individuals owning directly or indirectly an interest in the voting power of the issuer that gives them significant influence over the issuer and close members of any of the individual's family;
 - (d) key management personnel, i.e. those persons having authority and responsibility for planning, directing and controlling the activities of the issuer including directors and senior managers and close members of their families;
 - (e) enterprises in which a substantial interest in voting power is owned directly or indirectly by any person described in (b), (c) or (d) above and over which such person is able to exercise significant influence;
2. For the purposes of these Regulations
 - “associated with” has the same meaning as in Section 143 of the Securities Industry law 1993.
 - “Close family member” means a member of an individual's family who may be expected to influence or be influenced by the individual in their dealings with the issuer.
 - “Significant influence” means the power to participate in the financial and operating policy decision of an enterprise but is less than control over those policies. Shareholders beneficially holding a 5% or more interest in the voting power of an issuer are presumed to have a significant influence over the issuer.
3. Any disclosure made in terms of this regulation includes—
 - (a) the nature, extent and details of the transactions including the amount loaned and the interest rate thereon;
 - (b) any unusual conditions attached thereto.

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PART II: INFORMATION REGARDING THE ISSUE

A. The reasons for the offer

The offer document shall provide the following information

1. Where the issuer is inviting or, under section 267 of the Companies Code 1963 (Act 179) is deemed to be inviting the public to subscribe for any of its shares or debentures;
 - (a) a statement or an estimate of the net proceeds of the issue and a statement giving specific details as to how the proceeds were or are to be applied;
 - (b) the minimum amount which in the opinion of the issuer's directors must be raised by the issue in order to provide the sums, or, if part is to be defrayed in any other manner, the balance of the sums required to be provided in respect of each of the following matters, namely:
 - (i) the purchase price of any property purchased or to be purchased which is to be defrayed in whole or in part out of the proceeds of the issue; or
 - (ii) if the proceeds are being used directly or indirectly to acquire assets other than in the ordinary course of business of the issuer, then a brief description of the assets and cost of acquisition;
 - (iii) the repayment of any moneys borrowed by the issuer in respect of any of the matters listed or if any material part of the proceeds is to be used to discharge, reduce or retire indebtedness the interest rate and maturity of the indebtedness;
 - (iv) working capital.
 - (c) the amounts to be provided in respect of the matters stated in subparagraph (b) of this paragraph otherwise than out of the proceeds of the issue and the sources out of which these amounts are to be provided.
2. If the anticipated proceeds will not be sufficient to fund all proposed purposes, the order of priority of purposes along with amounts and sources from which the shortfall will be financed.
3. If the issuer has no specific plans for the proceeds the specific reasons for the offer and the manner in which proceeds will be held pending utilisation.
4. If the assets are to be acquired from affiliates, associates, subsidiaries or persons connected to the issuer, the promoters of the issuer or a director of the issuer then the manner in which the cost of acquisition was determined.

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5. Where the issuer is proposing to acquire securities in any body corporate, which, by reason of the acquisition or anything to be done in consequence thereof or in connection therewith, will become a subsidiary of the issuer, the name, country of incorporation, and nature of the business of that proposed subsidiary.
6. If the proceeds will or may be used to finance acquisitions of other businesses a full description of such business and information on the status of the acquisition along with the commercial rationalisation for such acquisition.

B. Details of the securities on offer

The offer document shall provide

1. (i) a full description of the securities which the public are being invited to acquire, and of the terms on which they are being invited to acquire the same, including if securities are being offered for subscription or purchase, the total amount payable for each share or debenture and the amount payable on application, allotment, and otherwise;
- (ii) where the securities are debt securities which are unsecured, a statement to that effect.
2. A summary of the rights and obligations attached to the securities offered with particular reference to voting rights, entitlement to share in profits (and in the event of liquidation, in any surplus) and any other special rights with similar particulars given for each class, in the event there is more than one class of securities on offer.
3. Details of the number of securities to be offered to the public, employees, and other persons if applicable.
4. The names of the receiving bankers and sponsoring broker-dealer-dealer(s).
5. The name, address and description of the person(s) underwriting or guaranteeing the issue and in the event only a part of the issue is being underwritten or guaranteed a statement detailing the part not covered and the reasons for the same along with—
 - (a) the material terms under which the securities are to be underwritten together with the amount of securities being underwritten by each underwriter.
 - (b) A statement as to whether the underwriters are or will be committed to take and to pay for all of the securities on offer if not subscribed to by the public or whether it is an agency or the type of “best efforts”

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arrangement under which the underwriters will be required to take and to pay for only such securities as they may be able to sell to the public.

- (c) The details of any material relationships the underwriter to the issue has with the issuer and the nature and terms of such relationship.
- 6. An indication or estimate of the total expenses of the issue which should include a detailed break down of the underwriting commission, guarantee commission, sponsors fees, brokerage and listing fees.
- 7. Details of payments made or other benefits given (if any) to a promoter of the issuer.
- 8. Details of any commissions, discounts, fees or other special terms granted within two years immediately preceding the date of the offer document in connection with the issue of any capital of the issuer or sale of any of the issuer's subsidiaries.
- 9. Details of all private placements of securities made by the issuer within two years immediately preceding the date of the current offer including price and category of subscriber(s).
- 10. Where a private placement is undertaken concurrently with the proposed issue of securities, details of such private placement, including the number, nature and price or consideration received with regard to the securities transacted.

C. Offer statistics and timetable

The offer document shall provide—

- 1. a statement giving details for each method of offering (such as rights offering or other general offering) the expected value of the issue, the expected issue price or the method of determining the price and the number of securities expected to be issued;
- 2. for all offerings and separately for each group of targeted potential investors a statement disclosing the following information to the extent applicable to the offer procedure—
 - (a) the period during which the offer of securities will remain open after the publication of the offer document and the date prior to the expiration of which applications will not be accepted or treated as binding;
 - (b) where and from whom purchase or subscription applications could be obtained;
 - (c) as to whether the offer period may be extended or shortened and the manner and duration of possible extensions or possible early closure or shortening of this period and the manner in which this information will be made public;

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- (d) the method and time limits for paying for securities and where payment is partial, the manner and dates on which amounts due are to be paid;
- (e) the method and time limits for the delivery of securities (including provisional certificates if applicable) to successful subscribers;
- (f) in the case of rights offering, the procedure for the exercise of any rights, the renounceability of rights and the treatment of subscription rights not exercised;
- (g) a description of the manner in which results of the distribution of securities are to be made public and when appropriate the manner for refunding excess amounts paid by applicants;
- (h) a statement as to whether interest is payable on refunds and the basis of computation.

D. Plan of distribution

The offer document shall provide the following information—

1. to the extent known to the issuer, a statement indicating whether major shareholders, directors or members of the issuer's management, supervisory or administrative bodies intend to subscribe to the offering;
2. to the extent known to the issuer, a statement indicating whether any person(s) intend to subscribe for more than 5% of the offering;
3. if the offering is being made simultaneously in the markets of two or more countries and if a tranche has been or is being reserved for these markets details of the offering and the extent of such tranche reserved;
4. if any securities are reserved for allocation to any group of targeted investors, including, for example, offerings to existing shareholders, directors, or employees and past employees of the issuer or its subsidiaries, details of these and any other preferential allocation arrangements;
5. where any increase in the amount of the offering is anticipated, a statement as to the maximum extent of such increase;
6. the amount and brief description of the plan of distribution of any securities that are to be offered otherwise than through underwriters including, if known, the identities of the market intermediaries that will participate in the offering and the amount to be offered for distribution through such intermediaries;
7. the allotment policy which will be adopted if applications exceed the securities on offer.

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E. Pricing and trading of the securities on offer

The offer document shall provide the following information—

1. the manner in which the price of the securities being offered was determined including the various factors considered in such determination;
2. if applicable the manner of determination of the exercise price of warrants and the conversion price of convertible securities, including the various factors considered in such determination and the parameters or elements used as a basis for establishing the price;
3. in the case of the issue of additional securities of the same class as those listed or otherwise traded publicly by the same issuer, details of the price history of the securities to be offered disclosed as follows:
 - (1) (a) for the five most recent full financial years: the annual high and low market prices;
 - (b) for the two most recent full financial years and any subsequent period: the high and low market prices for each full financial quarter;
 - (c) for the most recent six months: the high and low market prices for each month;
 - (d) In the case of a rights offering the market prices realized:
 - (i) on the first trading day in the most recent six months;
 - (ii) on the last trading day before the date of the offer document; and
 - (iii) (if different) for the latest practicable date prior to publication of the document.
 - (2) If applicable, the price of securities of the same class of the issuer in markets outside Ghana in the format mentioned in (a) above.
4. details of trading suspensions that occurred in the three years immediately preceding the offer;
5. a description of the arrangements for transfer and any restrictions on the free transferability of the securities offered;
6. in the event rights attached to the securities being offered are or may be materially affected by the rights attached to any other class of securities or by the provisions of any contract or other documents, details of the effects on the rights attached;
7. if subscription warrants or rights are to be offered, the description and amount of the underlying securities, the amount of warrants or rights outstanding, provisions for the changes to or adjustments in the exercise

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price, the period during which and the price at which the warrants or rights are exercisable, and any other material terms of such warrants or rights;

8. If the convertible securities to be offered are subject to redemption or call, the terms under which they may be redeemed or called.

F. Markets

The following details shall be disclosed on the face of the offer document—

1. Whether an application has been or is being made to a stock exchange or stock market for permission to deal in the securities concerned.
2. If so, the name and location of the stock exchange or market and whether such exchange or market has been approved under the applicable Law.
3. If known, the dates on which trading of the securities on the stock exchange or market is expected to commence.
4. If the answer to 1 and 2 above is in the negative, a statement to the effect that there may not be a liquid market for the securities.

G. Selling shareholders

The following information shall be provided in the offer document in the case of such an offer for sale made by a person other than the issuer:

- (a) the name and address of the person/s offering to sell the shares;
- (b) the nature of any position, office or other material relationship that the seller has had within the three years immediately preceding the offer with the issuer or any of its predecessors or affiliates;
- (c) the number and class of securities being offered by each of the sellers and the percentage of the existing equity capital they comprise;
- (d) the amount and percentage of the securities for each particular type of securities beneficially held by the selling shareholder before and immediately after the offering;
- (e) if the securities were issued by the issuer for cash, a statement of the price per security at which the securities were issued, and of the total net proceeds of the issue;
- (f) if such securities were issued by the issuer for a consideration other than cash, a statement of the nature of the consideration and an estimate by the directors of its fair value and of the price per security it represents;
- (g) if the person making the invitation did not acquire the securities directly from the issuer and;

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- (h) if they purchased them for cash, a statement of the price per security at which he purchased the same or, if purchased over a period of time at different prices, the lowest and highest prices, and the total purchase price paid by him;
- (i) if acquired for consideration other than cash, a statement of the nature of the consideration and an estimate by him of its fair value and of the price per security.

H. Dilution

The following information shall be provided in the offer document—

1. In the event there is a substantial disparity between the public offering price and the effective cash cost to directors or senior management, or affiliated persons, of equity securities acquired by them in transactions during the past five years, or which they have the right to acquire, a statement giving details of such disparity.
2. The amount and percentage of immediate dilution resulting from the offering, computed as the difference between the offering price per share and the net book value per share for the same class of security, as of the latest balance sheet date, but for the listed securities the computation shall be the offer price per share and the market price on the last trading day before the date of the offer document.
3. In the case of a rights offering to existing shareholders, the amount and percentage of immediate dilution if they do not subscribe to the new offering.

I. Expenses of the issue

The following information shall be provided in the offer document:

- (a) an itemised statement indicating the major categories and amount or estimated amount of the expenses incidental and preliminary to the invitation, including the expenses of any application to a stock exchange for permission to deal in the securities concerned in the invitation, and by whom the same are payable;
- (b) the total amount of the discounts or commissions agreed upon by the underwriters or other placement or selling agents and the issuer, as well as the percentage commissions represent of the total amount of the offering and the amount of discounts or commissions per share;

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- (c) if any of the securities are to be offered for the account of a selling shareholder an indication of the portion of the expenses to be borne by the shareholder. The information may be given subject to future contingencies. If the amounts of any items are not known, estimates (identified as estimates) shall be given.

**PART III: FINANCIAL INFORMATION REGARDING
THE ISSUER**

A. Financial data

1. The issuer shall provide historical financial data of relevance to its operations for the five most recent financial years or such shorter period as it has been in operation.
2. If interim financial statements are included—
 - (a) the financial data should be updated for the interim period;
 - (b) and if the statement is un-audited it should be so stated;
 - (c) comparative data for the same period in the prior financial year shall also be provided with the exception that the comparative balance sheet data will be satisfied by presenting the year end balance sheet information.
3. (1) The financial data presented other than interim statements shall be certified by the auditor of the issuer and include at a minimum—
 - (a) net sales or operating revenues;
 - (b) income or loss from operations;
 - (c) net income/loss from operations per share;
 - (d) total assets;
 - (e) short-term and long-term liabilities;
 - (f) net assets;
 - (g) number of shares as adjusted to reflect changes in capital;
 - (h) dividends declared per share; and
 - (i) diluted net income per share.(2) The specific line items shall be presented in the same manner as the corresponding line items in the issuers annual financial statements and the per share amounts shall be determined in accordance with the accounting principles and standards used in preparing the financial statements.
4. Where the financial statements are provided in a currency other than cedis a disclosure of the exchange rate between the financial reporting currency and the cedi should be provided using the exchange rate designated by the Bank of Ghana for this purpose at the last practicable date

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preceding the date of the offer document or the high and low exchange rates for each month during the previous 6 months, which ever, in the opinion of the issuer, gives a more accurate picture.

B. Capitalisation and indebtedness

1. The offer document shall contain a comprehensive statement of indebtedness of the issuer certified by its auditors, including any outstanding convertible debt securities and direct and contingent liabilities as of a date no earlier than 60 days prior to the date of the offer document including
 - (a) the amount and maturity of the outstanding debentures issued or agreed to be issued by the issuer and any of its subsidiaries and proposed subsidiaries or, if none, a statement to that effect;
 - (b) particulars of any bank overdrafts of the issuer and any of its subsidiaries and proposed subsidiaries as at the latest practicable date, which shall be stated, or if there are no bank overdrafts, a statement to that effect.
2. The offer document shall distinguish between guaranteed and unguaranteed and secured and unsecured indebtedness.
3. Where the indebtedness is secured, the details of the collateral or security provided by/or on behalf of the issuer.
4. The issuer's capitalisation on an actual basis shall also be presented and if applicable adjusted to reflect the proceeds from the new issue of securities.

C. Financial statements

The offer document shall contain financial statements whether consolidated or otherwise which shall comprise the following:

- (a) a balance sheet;
- (b) an income statement;
- (c) a statement showing either—
 - (i) changes in equity other than those arising from capital transactions with owners and distributions to owners; or
 - (ii) all changes in equity (including a subtotal of the non-owner items recognised directly in equity);
- (d) a cash flow statement;
- (e) related notes and schedules required by the generally accepted accounting standards pursuant to which the financial statements are prepared;

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- (f) if not included in the primary financial statements, a note analysing the changes in each caption of shareholders' equity presented in the balance sheet.
- 2. The offer document should include comparative financial statements that cover the latest five financial years or a shorter period that it has been in operation.
- 3. Audited financial statements of a period not more than 15 months at the time of the offering shall be presented with the offer document.
- 4. The financial statements shall be audited in accordance with generally accepted auditing standards.
- 5. The audit report(s) must cover each of the periods for which audited financial statements are required and in the event the auditors have refused to provide a report on the annual accounts or if the report(s) contains qualifications or disclaimers, such refusal or such qualifications or disclaimers shall be reproduced in full along with the reasons given.

D. Interim financial statements

- 1. If the offer document is dated more than nine months after the end of the last audited financial year, it should contain consolidated interim financial statements, which may be un-audited in which case that fact should be stated, covering at least the first six months of the financial year.
- 2. The interim financial statements should include a balance sheet, income statement, cash flow statement, and a statement showing all changes in equity.
- 3. The statements included in the interim financial statements may be in condensed form as long as it contains the major line items from the latest audited financial statements and includes the major components of assets, liabilities and equity (in the case of the balance sheet); income and expenses (in the case of the income statement) and the major subtotals of cash flows (in the case of the cash flow statement).
- 4. The interim financial statements should include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year end balance sheet and if not included in the primary financial statements, a note should be included analyzing the changes in each caption of shareholders' equity presented in the balance sheet.
- 5. The interim financial statements should include notes that will provide an explanation of events and changes that are significant to an understanding of the changes in financial position and performance of the issuer since the last annual reporting date.

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6. If, at the date of the document, the issuer has published interim financial statements that cover a more current period than those otherwise required by this regulation, the more current interim financial statements shall be included in the offer document.
7. If the interim financial statements have been reviewed by an independent auditor, a copy of the auditor's interim review report must be provided in the offer document.

E. Reports

The offer document of an issuer shall contain the following:

1. (i) A report by accountants duly qualified under section 296 of the Companies Code 1963 (Act 179) to be appointed auditors of the issuer, or other qualified accountants acceptable to the Commission to be appointed auditors of the issuer.
 - (a) with respect to the profits or losses of the issuer in respect of each of the five completed financial years immediately preceding the publication of the offer document, or in respect of each of the financial years since the incorporation of the issuer if this occurred less than five years before the publication; and if the last financial year of the issuer ended more than three months before the date of the publication of the offer document, with respect to the profits or losses from the end of the last financial year to the latest practicable date not being less than three months before the date of the publication of the offer document;
 - (b) where the issuer is a holding company, in lieu of the report required by sub-paragraph (a) of this paragraph, a similar report with respect to the profits or losses of the issuer and of its subsidiaries, so far as the profits or losses can properly be regarded as attributable to the interests of the issuer;
 - (c) with respect to the assets and liabilities of the issuer as at the end of its last financial year or, if the financial year ended more than three months before the date of publication of the offer document, as at the latest practicable date;
 - (d) where the issuer is a holding company, in lieu of the report required by sub-paragraph (c) of this paragraph, a like report with respect to the assets and liabilities of the issuer, and of its subsidiaries so far as the assets can properly be regarded as attributable to the interests of the issuer;

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- (e) with respect to the aggregate emoluments paid by the issuer to the directors of the issuer or any associated company during the last period of which the accounts have been made up, and the amount, if any, by which the emoluments would differ from the amounts payable under any arrangements in force at the date of publication of the offer document;
 - (f) with respect to any other matters which appear to the accountants to be relevant having regard to the purpose of the report.
 - (ii) In making the report the accountants shall make such adjustments, if any, as are in their opinion appropriate for the purpose of the offer document.
 - 2. (1) Where at any time within the five years immediately preceding the publication of the offer document the issuer has acquired any business or any subsidiary, or where at the date of the publication of the offer document the issuer proposes to acquire any business or proposed subsidiary, a report by accountants duly qualified under section 296 of the Companies Code 1963 (Act 179) to be appointed auditors of the issuer, or other qualified accountants acceptable to the Commission shall
 - (a) with respect to the profits or losses of that business or subsidiary or proposed subsidiary in respect of each of the five financial years immediately preceding the publication of the offer document; or
 - (b) in respect of each of the financial years since the commencement of that business or the incorporation of that subsidiary or proposed subsidiary if that occurred less than five years before the publication of the offer document; and
 - (c) if the last financial year of that business, subsidiary or proposed subsidiary ended more than three months before the date of the publication of the offer document, with respect to the profits or losses from the end of the last financial year to the latest practicable date not being less than three months before the date of the publication of the offer document;
 - (i) deal with such of the profits or losses of a subsidiary or proposed subsidiary as can properly be regarded as attributable to the interests of the issuer;

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- (ii) where the report relates to a proposed subsidiary, only such of its profits or losses shall be regarded as attributable to the interests of the issuer as would have been properly so attributable if the issuer had held the securities in the proposed subsidiary at the date of publication of the offer document;
 - (iii) where any such subsidiary or proposed subsidiary has itself subsidiaries the report shall be extended to the profits or losses of the subsidiary or proposed subsidiary and its subsidiaries so far as the same can properly be regarded as attributable to the interests of the issuer;
 - (iv) the report required under E.1 (i) of this Part need not extend to any period in respect of which the profits or losses of that business or the appropriate part of the profits or losses of that subsidiary are dealt with in the report required under paragraph 1 above;
- (d) where a business or subsidiary has been acquired since the latest date to which the accounts of the issuer have been made up, or where the issuer proposes to acquire a business or a proposed subsidiary, with respect to the assets and liabilities of that business or that subsidiary or proposed subsidiary as at the end of its last financial year or, if the financial year ended more than three months before the date of publication of the offer document, as at the latest practicable date not being less than three months before the date of publication of the offer document:

Except that,

- (i) the report shall deal with the assets and liabilities of the subsidiary or proposed subsidiary so far as the assets and liabilities can properly be regarded as attributable to the interests of the issuer;
- (ii) in relation to a proposed subsidiary only the assets and liabilities shall be regarded as attributable to the interests of the issuer as would have been properly so attributable if the issuer had held the securities in the proposed subsidiary which it proposes to acquire;
- (iii) where the subsidiary or proposed subsidiary has itself subsidiaries the report shall be extended to the assets and liabilities of that subsidiary or proposed subsidiary and its subsidiaries so far as the same can properly be attributable to the interests of the issuer;

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- (e) with respect to any other matters which appear to the accountants to be relevant having regard to the purpose of the report.
- (2) In making the report the accountants shall make such adjustments, if any, as are in their opinion appropriate for the purpose of the offer document.

F. Significant changes

Additional disclosure shall be made in an offer document where significant change has occurred since the date of the annual financial statements, or since the date of the most recent interim financial statements, if any, included in the document.

PART IV: INFORMATION REGARDING FUTURE PROSPECTS

A. Recent developments and prospects of the issuer

The offer document shall contain a statement as to the financial and trading prospects of the issuer and where relevant the group of which the issuer is a part (if applicable) together with any material information which may be relevant including such trading factors or risks if any which are not mentioned elsewhere in the offer document and which are unlikely to be known or anticipated by the general public and which can materially affect the profitability of the issuer.

B. Risk factors

The offer document shall provide the following—

1. a disclosure of the risk factors that are specific to the issuer or the industry in which it operates which can contribute to making the offering speculative or one of high risk;
2. the risk factors shall be listed in the order of priority to the issuer;
3. the information disclosed shall cover inter-alia the risks associated with—
 - (a) the nature of the business in which the issuer is engaged or proposes to engage in;
 - (b) the factors relating to the country or countries in which the issuer operates;
 - (c) the absence of profitable operations in recent periods (if applicable);
 - (d) the financial position of the issuer;
 - (e) the possible absence of a liquid trading market for the issuer securities;
 - (f) reliance on the expertise of management;

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- (g) potential dilution;
- (h) unusual competitive conditions;
- (i) pending expiration of patents, trademarks or material contracts;
- (j) dependence on a limited number of customers or suppliers.

C. Significant trends

The offer document shall provide details of—

1. any significant trends in production, sales and inventory including uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the net sales or revenues, income from continuing operations, profitability, liquidity or capital resources;
2. any material commitments for capital expenditure, the general purpose of the commitments and the anticipated source of funds;
3. any unusual or infrequent events or transactions or any significant economic changes that may materially affect the amount of income from operations.

D. Ancillary information

The offer document shall provide details of information that could cause reported financial information not to be necessarily indicative of future operating results or financial condition.

PART V: ADDITIONAL INFORMATION

A. Regulations and constitution of the Issuer

The following information shall be provided in the offer document:

1. A description of the objects and purposes of the issuer as contained in the Regulations or constitution of the issuer.
2. With respect to directors, a summary of any provisions of the issuer's Regulations or constitution with respect to:
 - (a) a director's power to vote on a proposal, arrangement or contract in which the director is materially interested;
 - (b) the director's power, in the absence of an independent quorum, to vote compensation to themselves or any members of their body borrowing powers exercisable by the directors and how such borrowing powers can be varied;
 - (c) retirement of and non-retirement of directors under an age limit requirement;
 - (d) the number of qualifying shares, if any, required to be held by a director.

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3. A description of the rights, preferences and restrictions attaching to each class of the shares, including:
 - (a) dividend rights, including the time limit after which dividend entitlement lapses and an indication of the party in whose favour this entitlement operates;
 - (b) voting rights including whether directors stand for re-election at staggered intervals and the impact of that arrangement where cumulative voting is permitted or required;
 - (c) rights to share in the issuer's profits;
 - (d) rights to share in any surplus in the event of liquidation;
 - (e) redemption provisions;
 - (f) sinking fund provisions;
 - (g) liability of shareholders to further capital calls by the issuer;
 - (h) any provision discriminating against any existing or prospective shareholder as a result of such person owning a substantial number of shares.
4. A description of what action is necessary to change the rights of stockholders indicating whether the conditions are more onerous than those prescribed by law.
5. A description of the conditions governing the manner in which annual general meetings and extraordinary general meetings of shareholders are convened including the conditions of admission.
6. Details of any limitations on the right to own securities, including the rights of non-resident or foreign shareholders to hold or exercise voting rights in the securities, imposed by law or by the Regulations or constitution of the issuer or an appropriate negative statement.
7. A brief description of any provisions in the issuer's Regulations or constitution that could have an effect of delaying, deferring or preventing a change in control of the issuer.
8. An indication of the regulations, if any, governing the ownership threshold above which shareholder ownership must be disclosed.
9. A description of the conditions, if any, imposed by the Regulations or constitution of the issuer governing changes in capital, where such conditions are more stringent than those prescribed by law.

B. Material contracts

The offer document shall provide a summary of each material contract, other than contracts entered into in the ordinary course of business, to which the

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issuer or any member of the group is a party, for the two years immediately preceding date of publication of the offer document, including dates, parties, general nature of the contracts, terms and conditions and amount of any consideration passing to or from the issuer or any other member of the group.

C. Litigation and legal proceedings

The offer documents shall provide information on any legal or arbitration proceedings, including those relating to bankruptcy, receivership or similar proceedings and those involving any third party, which may have, or have had in the recent past, significant effects on the issuer's financial position or profitability including governmental proceedings pending or known to be contemplated.

D. Exchange controls

The offer document shall provide information of any laws, regulations or other legislation that may affect:

1. the import or export of capital, including the availability of cash and cash equivalents for use by the issuer;
2. the remittance of dividends, interest or other payments to non-resident holders of the issuer's securities.

E. Taxation

The offer document shall provide information regarding taxes (including withholding provisions) and duties to which the investor may be subject. Information should also be included as to whether the issuer assumes responsibility for withholding tax at source and in the case of securities being offered outside Ghana or in Ghana by a foreign issuer the applicable provisions of any reciprocal tax treaty between the two countries or a statement that there are no such treaties.

F. Dividends and paying agents

The offer document shall contain information on:

1. any dividend policies (including restriction of dividend payment, if any), the date on which entitlement to dividend arises if known and any procedures for non resident holders to claim dividends;
2. identity of the financial organisations which at the time of the offer are paying agents of the issuer in the event of securities being offered outside Ghana or securities of a foreign issuer being offered in Ghana.

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G. Declaration of interests by and statements of experts, advisers

1. If any named expert or adviser or counselor employed in the preparation of the offer document has a material direct or indirect economic or financial interest in the issuers or an interest which depends upon the success of the offering the offer document shall provide details of the interest.
2. In the case of a statement or report attributed to an expert or adviser the offer document shall carry a statement to the effect that the expert has not withdrawn his written consent to the statement or report being included in the offer document, in the form and context in which it is included.

H. Mandatory declarations and statements

The following declarations and statements shall be included in the offer document.

1. Declaration in the following form by the Directors of the Issuer
“This prospectus/letter of offer/circular has been seen and approved by us the Directors of the issuer and we collectively and individually accept full responsibility for the accuracy of the information given and that after making all reasonable inquiries and to the best of our knowledge and belief there are no facts the omission of which would make any statement in the document referred to above misleading”
2. A statement by the promoters and directors stating whether they have any intention to realise or transfer any part of their interests in the issue within a period of two years of the date of the offer document.
3. A statement by the person managing the issue that to the best of its knowledge and belief the offer document constitutes full and fair disclosure of all material facts about the issue and the issuer and where appropriate that the profit forecast has been stated by the directors after due and careful enquiry.
4. Cautionary Statements to be displayed in bold type on the face or at the commencement of the offer document:
 - (a) This prospectus/offer document has been reviewed and approved by the Securities and Exchange Commission in accordance with section 9 of the Law. In its review, the Commission examined the contents of the prospectus/offer document to ensure that adequate disclosures have been made. To ascertain the financial soundness or value of the securities on offer, investors are advised to consult a dealer, investment adviser or other professional for appropriate advice.

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- (b) In the event the issuer is an issuer incorporated or registered under the Companies Code 1963 (Act 179) pursuant to subsection (11) of section 279 of the Code, the offer document shall state at its head:
- “A copy of this prospectus has been delivered to the Registrar of Companies, Ghana, for filing. The Registrar has not checked and will not check the accuracy of any statements made and accepts no responsibility therefore or for the financial soundness of the issuer or the value of the securities concerned”.
- (c) In the event an application for listing of the securities has been made:
- “Provisional approval has been obtained from the (name of the stock exchange) for permission to deal in and for quotation of all shares of the issuer already issued as well as those which are the subject of this issue. Such approval is granted subject to the issuer being admitted to one of the Lists of the said stock exchange upon the issuer fulfilling all the listing requirements”.

I. Inspections

The offer document shall specify a reasonable time being not less than 28 days from the issue of the document within which and a place at which the originals of all documents referred to in the offer document or certified copies thereof may be inspected, including the following:

- (a) the issuer’s regulations;
- (b) where the invitation relates to debenture, the debenture trust deed, if any;
- (c) each contract disclosed pursuant to above paragraphs of this Schedule or, in the case of a contract not reduced into writing, a memorandum giving full particulars thereof;
- (d) the profit and loss account, balance sheet, group accounts and report required to be circulated to the members and debenture holders of the issuer in accordance with section 124 of the Companies Code (if the issuer is a company incorporated or registered under the Code), for the five financial years of the issuer immediately preceding the date of publication of the offer document or, if the issuer has been incorporated for less than five years, for the number of years in respect of which it has or should, in accordance with the section 124, have circulated the accounts and reports;

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- (e) the profit and loss account and balance sheet of every subsidiary and proposed subsidiary of the issuer and of every business acquired or to be acquired by the issuer for each of its five financial years immediately preceding the date of publication of the offer document, or, if any subsidiary or proposed subsidiary has been incorporated or any business has been carried on for less than five years, for the number of financial years completed since its incorporation or commencement:

this sub-paragraph shall not apply to the profit and loss accounts and balance sheets of a subsidiary or business in respect of any financial years in which the profits or losses and assets and liabilities of the subsidiary or business are dealt with in the accounts or group accounts of the issuer;

- (f) all other reports, letters, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in the offer document;
- (g) a written statement, signed by the accountants making the reports required under Part III of this Schedule, setting out the adjustments made by them in arriving at the figures shown in their report and giving reasons:

But if the whole or any part of any of the above-mentioned documents is in any other language, a certified translation of such document or of the parts shall be made available in a language acceptable to the Registrar for inspection instead of the original or a certified copy.

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SCHEDULE 6

**DISCLOSURES IN PROSPECTUS OR OFFER DOCUMENT FOR
THE ISSUE OF SECURITIES BY STATUTORY BODIES (INCLUDING
LOCAL AUTHORITIES)**

(Regulation 51(3))

The Prospectus or Offer Document shall contain the following information:

PART I: GENERAL INFORMATION REGARDING THE ISSUER

1. Name of the issuer.
2. Full address including post office box and telephone numbers and email address of the registered office or place of business of the issuer.
3. The legal form of the issuer.
4. Authorised businesses or activities of the issuer.
5. The legislation(s) governing the operations of the issuer.
6. The full name, address and business occupation of every director and secretary of the issuer (if any).
7. The full name and address of the issuer's auditors for the preceding three years.
8. Name(s) and address(es) of issuer's bankers.

PART II: INFORMATION REGARDING THE ISSUE

9. Total amount on offer.
10. Denominations in which securities are to be issued.
11. Purpose of the issue.
12. Security/Collateral backing the issue (if any).
13. Minimum amount required from the offer.
14. Interest rate(s) and interest payment dates.
15. Method for calculation of interest.
16. Maturity dates.
17. Redemption terms.
18. Sources of repayment.
19. Where and how principal and interest will be paid.

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20. Full description of any options and other conditions attached to the issue.
21. Minimum subscription amounts.
22. Methods of payment for subscriptions.
23. Offer Period.
24. Allotment Period and Issuance of Certificates.
25. Estimated expenses of the issue.
26. Distribution plan if securities are over subscribed.
27. Markets where the securities will be traded and when trading will begin.

**PART III: INFORMATION REGARDING EXPERTS AND ADVISERS
TO THE ISSUE**

28. Name and address of underwriter/manager of the issue.
29. Name and address of financial advisers.
30. Financial agents, such as intermediaries, receiving banks and selling agents.
31. Name and address of Trustee of the issue.
32. Name and address of Registrar of the issue.
33. Name and address of accountants making report on the issuer's financial statements and projections.
34. Name and address of lawyers providing opinions.
35. Name and address of engineers and other experts providing opinions.

PART IV: FINANCIAL INFORMATION REGARDING THE ISSUER

36. Existing indebtedness of the issuer.
37. Audited Financial Statements of the issuer for the preceding 5 years or such number of years in existence (if less than 5 years).

PART V: PROSPECTS AND RISK FACTORS

38. Economic factors affecting the issuer or the project to be financed with the proceeds of the issue.
39. Principal risk factors of the issuer or project to be financed with the proceeds of the issue.

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PART VI: ADDITIONAL INFORMATION

40. Material contracts for the 2 years preceding the date of the offer.
41. Any litigation or legal proceedings likely to affect the issuer's financial position.
42. Tax implication on interest, capital gains and transfer of the securities.
43. Documents available for inspection and place of inspection.
44. Application forms and filling instructions .

THE FOLLOWING DOCUMENTS SHALL BE ATTACHED TO THE PROSPECTUS OR OFFER DOCUMENT

- (a) a copy of legislation(s) governing the operations of the issuer;
- (b) a copy of the feasibility report on the specific project to be financed with the proceeds of the issue;
- (c) a copy of security/collateral document default guarantee (if any);
- (d) a copy of the resolution of the issuer's governing body authorizing the issue of the security;
- (e) a copy of the underwriting agreement (if any);
- (f) a copy of any existing loan agreements to which issuer is a party;
- (g) a copy of any material contracts;
- (h) any other document or information required by the Commission from time to time.

HON. YAW OSAFO-MAAFO, MP
Minister for Finance

Date of Gazette notification: 21st March, 2003.

Entry into force: 4th June, 2003.