

## CAPITAL MARKETS AND SECURITIES AUTHORITY

### MATTERS TO BE STATED IN THE PROSPECTUS OF ISSUER OF THE SECURITIES ON THE ENTERPRISES GROWTH MARKET (EGM)

The prospectus to be submitted to the Authority for issuance of securities under the Enterprises Growth Market shall disclosed the following information

Item	NOMAD Comments	Ref.	CMSA Comments
<b>Cover page</b>			
On the first page, prominently and in bold, the prospectus shall disclosed the following			
1. Company name			
2. Number and type of securities			
3. Date of registration of the prospectus			
4. Name of its nominated adviser			
5. A Caution paragraph that read as follows			
6. Caution paragraph that read as follows			
<i>“Enterprise Growth Market (EGM) is designed primarily for small and medium size companies starts up or companies with no track record to which a higher investment risk tends to be attached than to more established companies or companies with good track record. A prospective investor should be aware of the risks of investing in such companies and should make that decision to invest only after careful consideration and, if appropriate, after consultation with an independent financial advisor”</i>			
<i>“A copy of this Prospectus has been delivered to an Authority for approval and Register of Companies Registration. The securities offered have not been approved or disapproved by the Authority. Prospective investors should carefully consider the matters of set forth under the caption “risk factor””</i>			
7. Board of Directors Statement			
8. Information relating to director			
a) a brief account of business experience during the preceding five years of each director or person nominated to be a director including his principal			

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occupations in any company in which he/she was employed			
b) whether any director, executive office, person nominated to become a director or executive or executive office is or has been involved in any of the following event			
i. such person or any partnership in which he was a partner or company of which he was an executive officer, is or has been subject of filing of a petition under any bankrupt law			
ii. such person has been convicted in any criminal proceeding or is a named subject of ruling of a court of competent jurisdiction or any governmental body, that permanently or temporary prohibited him/her from acting as investment advisor or as a director or employee of a broker or dealer, director or employee of financial institution or engaging in any type of business practice			
c) the number of each class of shares of issuer held be each director			
d) whether any director has intention to sell any holding in the same class of securities to be issued by issuer in the public distribution with period of one year after the conclusion of the public distribution			
e) details of any material acquisition or disposal of share capital of the issuer by each director within a one year period prior public distribution			
f) material details of all options to purchase securities of the issuer or any subsidiary or holding company of the issuer, granted to be purchased or excised by each director within one year period prior to the public distribution			
g) details of any existing contracts between the			

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directors and issuer			
9. Statement of the Nominated Advisor in respect of the implementation of its role in the preparation of the company for public offer			
<b>Summary</b>			
1. Brief description of the company and its business			
2. The type and amount of shares being offered			
3. The number of shares that will be outstanding following the offering			
4. The use of the proceed			
5. The proposed listing symbol/trading name of the shares at exchange			
6. Considering financial condition and operating results for the previous three years if applicable			
7. Table showing income statement information for the prior three year as applicable. Financial information for the current year to-date and corresponding prior year period			
8. Summary of version the most recent Balance Sheet			
9. Summary of version of most recent balance sheet adjusted to reflect the receipt and application of the offering proceeds			
10. Summary risk factor			
11. Mailing address, telephone number and website of the issuer			
<b>Risk factors</b>			
The risk factors shall be listed in their order of importance and likelihood of occurrence			
<b>Use of Proceeds</b>			
1. The proposed use of the net proceeds broken into principal intended use			
2. If the company has no specific project for use of proceeds, discussion of the principal reason for offering			

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3. If anticipated proceeds are not sufficient, disclose order of priority of such uses and sources of other funds needed			
4. State the minimum amount that must be raised			
5. Raising funds for acquisition, describe the intended acquisition business			
<b>Dividend Policy</b>			
1. Company's current and anticipated dividend policy, including frequency payment and amount of dividends			
2. If there is any legal, contractual or other restrictions on ability to pay dividends, such restriction should be disclosed			
<b>Capitalization</b>			
1. Short and long-term liabilities			
2. Stockholders' equity (both actual and pro-forma basis reflecting the offering)			
<b>Change in book value</b>			
Immediately following the offering due to effect of IPO price and the book value per share , disclose			
a) the net tangible book value per share before and after the offering			
b) the increase in tangible book value resulting from offering			
c) the amount which will be absorbed by new investor			
<b>Selected Financial data</b>			
1. Financial data highlighting the trend in financial condition and operating result for the preceding three year or less (as applicable)			
2. the financial projection for the latest period of three years			
3. comment of the Nominated advisor on the financial projections			
<b>Management's discussion and analysis of financial condition and results of operations</b>			

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Discussion with the Management and Analysis of the operating result, capital resources and other relevant financial information including			
a) Comparisons of year -to year			
b) Comparison of any subsequent interim period against the corresponding prior year period			
c) Reason behind the trends			
d) Material events and uncertainties that could affect future of the company operating results or financial conditions			
e) Anticipated changes from historical trend			
f) Liquidity and capital resources			
g) Research and development			
h) Financial projections			
<b>Business</b>			
1. Comprehensive narrative discussion of the business during the previous 5 year period - as shall be applicable			
2. Feasibility Study			
3. Business Plan			
4. Organizational Structure			
5. Industrial segment			
6. Product and service			
7. Capital equipment purchases			
8. Seasonality of the company business			
9. Intellectual property			
10. Foreign operations and export sales			
11. Property			
12. Source and availability of raw material			
13. Inventory practice			
14. Customer concentration			
15. Back log			
16. Completion			
17. Research and development expenditure			
18. Regulatory environmental			

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19. Legal proceeding involving the company			
20. Number of employees			
21. Exchange controls			
22. Taxation			
<b>Management</b>			
1. Name, ages, business experience, etc for each of the company's directors and executive offices for the preceding five years			
2. For CEO and the four other most highly compensated executive, extensive compensation data			
3. Describe board of directors committees, employment contract, the company's stock plans and indemnification directors and officers			
<b>Nominated Adviser</b>			
1. Name and address			
2. Corporate capability			
3. Relevant experience			
4. Staff			
<b>Other Adviser</b>			
1. Name and address			
<b>Interested person Transaction and Conflict of interests</b>			
1. Interest of financial advisers			
2. Disclosure of related party transactions			
3. Conflict of interest			
4. Related parties- director, executive officers or shareholders owning 5% or more share of the company			
<b>Substantial Shareholder, Directors, Key Executives and Employees</b>			
Number and percentage of share owned by each director, executive officer, employees or shareholders owning 5% or more shares of the company			
<b>Description of Capital Stock</b>			
1. Description of important rights and			

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characteristics of securities offered			
2. Provisions of the company's certificate of incorporation or by-law discouraging a takeover attempt (if any)			
<b>Underwriting Arrangements</b>			
1. List of underwriters involved			
2. Respective amount of securities each underwriter is allocated			
3. Any material relationship between underwriter and the company			
4. Any condition to obligations of the underwriter to sell securities			
5. Factor considered in determining the prices			
<b>Financial information (to comply with International Financial Reporting Standard)</b>			
1. Audited financial statement for at least three most recent year, cash flow, change in equity, explanatory note for each of the company three most recent fiscal year			
2. Un-audited balance sheet and other statement for interim period and for the corresponding prior year period (if the age of the audited financial statement by the offer date is 6month longer			
3. Pro-forma financial information for three year			
<b>Information on bankers</b>			
The name(s) and business address(es) of major bank(s) providing service to the issuer as lender, provider of credit facilities, or guarantor of any indebtedness and name and business address of any registrar appointed by the issuer ( to provide service with respect to the issuer)			
Statement on legal status and affairs of the issuer			
1. A brief history of business, including the form and name under which the initial organization took place			
2. Details of any receivership, scheme of arrangement or similar proceedings with respect			

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of the issuer( if any)			
3. Details of any other reclassification, merger, or consolidation of issuer or any of its significant subsidiaries			
4. The acquisition or disposition of any material amount of assets otherwise than in the ordinary course of business and any changes in the mode of conducting the business			
5. A summary of material provisions of articles of association with respect to annual general meetings of shareholders, voting right of shareholders, the election and removal of directors and the rights of directors to vote on proposals in which they have personal interest			
<b>A legal opinion including but not limited to the following</b>			
i. Whether all licenses and consent required to perform the business or proposed business of the issuer have duly obtained			
ii. the validity of evidence of ownership of land, plant and equipments and other important and relevant assets of the issuer			
iii. any agreement or contract with respect to the proposed issue of securities including where applicable but not limited to underwriting contracts, agreement or contracts with any securities exchange, registrar and trustee of bonds, debenture or other credit securities			
iv. any material litigation, prosecution or other civil or criminal legal action in which the issuer or any of its directors is involved			
v. whether the existing capital of the issuer and any proposed change thereto is in conformity with applicable laws and has received all necessary authorization			
vi. any other material item with regard to the legal			



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status of the issuer and the proposed issue			
<b>Plain English Disclosure</b>			
1. The prospectors shall, to the great extent possible be represented in plain comprehensible English language and with legible letter			
<b>Information available for public inspection</b>			
1. Underwriting Agreements			
2. Material Contracts			
3. Certificate of Incorporation			
4. Constitutive documents			
5. Any other information as deemed necessary			
<b>Offer statistic and time-table</b>			
Offer statistic and listing details			
Offer price			
Number of Shares			
Opening and closing date			
Method of offering/ plan of distribution			
Name and address of collecting/receiving agents			
Offer period which shall not exceed four week			
Method of delivering CDS receipt			
Manner of announcing allotment results			
Allotment criteria approved by the Authority			
Expenses of the offer			
<b>The extent to which the issue complies with Capital Markets and Securities Guideline on Corporate Governance</b>			

Key:

RAR = Reporting Accountant Report; LO = Legal Opinion