



KINGDOM OF SAUDI ARABIA

Capital Market Authority

Instructions on the Offering of Real Estate Contributions Certificates

English Translation of the Official Arabic Text

Issued by the Board of the Capital Market Authority

Pursuant to its Resolution Number 00-00-0000

Dated 00/00/1445H. Corresponding to 00/00/2023G.

**Based on the Capital Market Law Issued by Royal Decree No M/30 dated 2/6/1424H
and the Real Estate Contributions Law Issued by Royal Decree No M/203 dated
28/12/1444H**

Note: Arabic is the official language of the Capital Market Authority

Important Notice:

**The current version of these Instructions, as may be amended, can be found at the
Authority website: www.cma.org.sa**



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Part 1: Preamble

- a) These instructions aim at regulating the registration and offering of real estate contribution certificates in the Kingdom.
- b) These Instructions shall have no prejudice to the provisions of the Capital Market Law, the Real Estate Contributions Law, their implementing regulations, and other related laws.
- c) The Authority may waive any provision of these Instructions, either in whole or in part, as it applies to a person upon application or the Authority's own initiative.
- d) The Authority may impose a fee, as prescribed, on the Capital Market Institution executing the offer.

Part 2: Definitions

- a) In these Instructions, any mention of the "Law" refers to the Capital Market Law issued by Royal Decree No. M/30 dated 2/6/1424H. Also, any reference to the "Real Estate Contributions Law" refers to the Real Estate Contributions Law issued by Royal Decree No. M/203 dated 28/12/1444H.
- b) Expressions and terms used in these Instructions have the meaning they bear in the Law, the Real Estate Contributions Law, and the Glossary of Defined Terms Used in the Regulations and Rules of the Capital Market Authority, unless the contrary intention appears.

Part 3: Offering Real Estate Contribution Certificates

- a) No person may offer, advertise, announce, or collect funds for certificates of real estate contribution in the Kingdom unless the following requirements are met:
 - 1) the offer is made through a Capital Market Institution licensed to carry out arranging activities;
 - 2) the offering is made through a private placement or public offering. An offer of real estate contribution certificates is a private placement where the offerees are investors under the categories of institutional and qualified clients, and If the private placement for retail clients is limited to (100) offerees and if the maximum amount payable per offeree (from investors of the retail clients' category) is not more than (200) thousand Saudi Riyals; and
 - 3) the funds collected from the offering of real estate contribution certificates must not exceed (100) million Saudi Riyals.

Part 4: Private placement requirements

- a) The Capital Market Institution shall submit a written application to the Authority at least (10) days before the private placement proposed offering date, accompanied by the following documents:



- 1) A private placement notification for real estate contribution certificates under the requirements of Annex (1) of these Instructions, and copies of any offering documents to be used in advertising the offer.
 - 2) a copy of the Certificate of approval of the license application for a real estate contribution issued by the Real Estate General Authority.
 - 3) a declaration from the Capital Market Institution through which the offer is made, in the form set out in Annex (2) of these Instructions.
 - 4) a declaration by the Licensee confirming that the information in the Offering Document is accurate in the form set out in Annex (3) of these Instructions.
- b) the applicant must provide to the Authority any information or additional documents requested by the Authority within (5) working days from the date of the request.
 - c) the applicant must pay the fees set by the Authority.
 - d) the applicant must immediately notify the Authority of any change in the documentation and information provided to the Authority.
 - e) If having received the private placement notification and the information provided in Paragraph (a) of this Part, The Authority considers that the proposed offer of Real Estate Contribution Certificates may not be in the interest of the investors or may result in a breach of the Law or its Implementing Regulations. It may take any of the following actions:
 - 1) carry out any inquiry it considers appropriate, including requiring the applicant or its representative to appear before the Authority to answer the questions of the Authority and to explain any matters that the Authority considers relevant to the application. An applicant becomes subject to these Instructions from the date of submission of the application.
 - 2) require to provide additional information or to confirm, in such manner as the Authority may specify, that the information provided is accurate.
 - 3) verify any information provided by the applicant.
 - f) If having taken action according to Paragraph (e) of this Part, the Authority determines that the offer of Real Estate Contribution Certificates is not in the interest of the investors or may result in a breach of the Law or its Implementing Regulations, the Authority may after giving the Capital Market Institution a suitable opportunity to be heard, issue a “notification” to the Capital Market Institution stating that the offer is not to be made or publish a “notice” prohibiting the offer, and notify the Real Estate General Authority of such.
 - g) Where the Authority has not taken any actions stated in Paragraphs (e) and (f) of this Part within (10) days from the date of completion of the application, the approval of the Authority on the offer of Real Estate Contribution Certificates is considered obtained.



Part 5: Public offering requirements

- a) The Capital Market Institution shall submit a written application to the Authority to obtain its approval on the public offering of the Real Estate Contribution Certificates, accompanied by the following documents:
 - 1) Prospectus of offering real estate contribution certificates under the requirements of Annex (5) of these Instructions.
 - 2) a copy of the Certificate of approval of the license application for a real estate contribution issued by the Real Estate General Authority.
 - 3) a declaration from the Capital Market Institution through which the offer is made, in the form set out in Annex (6) of these Instructions.
 - 4) a declaration by the Licensee confirming that the information in the Offering Document is accurate in the form set out in Annex (7) of these Instructions
- b) the applicant must provide to the Authority any information or additional documents requested by the Authority within (5) working days from the date of the request.
- c) the applicant must pay the fees set by the Authority.
- d) The Authority will review the application within (45) days of receiving all information and documentation required pursuant to these Instructions. If, having reviewed the application, the Authority considers that the public offering of the Real Estate Contribution certificates may not be in the interest of the investors or may result in a breach of the Capital Market Law, its Implementing Regulations or the Exchange Rules, then it may take any of the following actions:
 - 1) carry out any enquiries which it considers appropriate;
 - 2) require the applicant or its representative to appear before the Authority to answer questions and explain matters that the Authority considers relevant to the application.
 - 3) require the applicant or third parties to provide additional information or to confirm, in such manner as the Authority may specify, that the information provided is accurate; or
 - 4) defer making a decision for such period as may be reasonably necessary to carry out further study or examination.
- e) If, having taken action pursuant to paragraph (d) of this Article, the Authority determines that the offer to be made pursuant to the application may not be in the interest of the investors or may result in a breach of the Capital Market Law its Implementing Regulations or the Exchange Rules, the Authority may issue a "notification" to the issuer stating that the application has not been approved, or publish a "notice" prohibiting the offer, sale or transfer of title of the securities to which the application relates, and notify the Real Estate General Authority of such.
- f) The approval of the application for public offering of the real estate contribution certificates by the Authority shall be considered as an approval of the prospectus.



Part 6: Capital Market Institution's Obligations

- a) When submitting an application to the Authority for the offering of real estate contribution certificates, the Capital Market Institution through which the offer is made must comply with the following:
 - 1) be the main point of contact for the Authority concerning the application for the offer of real estate contribution certificates;
 - 2) conduct due diligence and ensure the Licensee has satisfied all conditions required under these Instructions.
- b) After obtaining the Authority's approval and the Real Estate General Authority's license for real estate contribution, the Capital Market Institution through which the offer is made must comply with the following:
 - 1) Work on the procedures for the offer, fundraising, and promotional announcements related to the offer.
 - 2) ensure that investors are provided with sufficient information on the Real Estate Contribution to enable them to make an informed decision and that such information is complete, clear, accurate, and not misleading.
 - 3) ensure that all advertisement related to the offer of Real Estate Contribution certificates satisfies the relevant requirements of the Securities Business Regulations, the Capital Market Institutions Regulations, and any other related requirements.
 - 4) The private placement offering documents to be used in advertising the offer must contain a prominent statement in the form set out in Annex (4) of these Rules
 - 5) ensure that the in-kind contribution satisfies the requirements set out in the Real Estate Contribution Law and its implementing regulations when fundraising the Real Estate Contribution.
 - 6) the offering period must not exceed a maximum of (60) days.
 - 7) submit to the Authority within (10) days from the end of the offering period a statement of the offering result containing the following:
 - a) the name of Real Estate Contribution.
 - b) the name of the Licensee.
 - c) the date of the end of the offering period.
 - d) the amount collected (in SAR).
 - e) the number of certificate holders and their ownership percentages in the Real Estate Contribution.



- 8) if the offering is not completed, the offering is canceled, and the certificate holders' money must be returned to them with no deduction within a period not exceeding (5) days of the end of the offering period and notify the Authority.

Part 7: Capital Market Institution's Continuing Obligations

The Capital Market Institution through which the offer is made must comply with the following:

- a) establish and maintain a register of certificate holders and provide the Licensee with a copy of such register. The register must contain the following information:
 - 1) the name, address, and contact numbers of each certificate holder;
 - 2) the certificate holder's national identification number, residence number (Iqama), passport number, or commercial registration number.
 - 3) the nationality of the certificate holder;
 - 4) the number of certificates owned by each certificate holder.
 - 5) the date on which the certificate holder was registered in the register and
 - 6) the certificate holder's bank account information.
- b) Notify the certificate holder of the certificate of Real Estate Contribution issuance, which proves the certificate holder's ownership in the Real Estate Contribution.
- c) carry out the transfer of ownership of the real estate contribution certificates after verifying that the current certificate holder has waived his share and must comply with the restrictions stipulated in the Real Estate Contribution Law and its Implementing Regulations.
- d) update the register of certificate holders immediately to reflect any changes to the certificate holders' ownership and notify the Licensee of such changes.

Part 8: Capital Market Institution's Obligations upon the End of the Real Estate Contribution's Period

The Capital Market Institution through which the offer is made must, Upon the end of the Real Estate Contribution's period, notify the Authority in writing within (10) days of the end of the Real Estate Contribution's period. The notification must include the following:

- 1) the name of Real Estate Contribution.
- 2) the name of the Licensee.
- 3) the Name of the Real Estate Contribution's manager.
- 4) the name of the Capital Market Institution through which the offer was made.
- 5) the number of certificate holders and their ownership percentages in the Real Estate Contribution.
- 6) any other details (if any).



Part 9: Register of Certificate holders

- a) The Capital Market Institution through which the offer is made may engage a third party or parties according to a written contract to establish and maintain the register of certificate holders referred to in Paragraph (a) of Part (6) of these Instructions.
- b) Notwithstanding the appointment of a third party, the Capital Market Institution through which the offer is made shall remain responsible for discharging all its duties concerning the register under these Instructions.
- c) The register of certificate holders must be made available for the Authority and Real Estate General Authority at their request. The Capital Market Institution through which the offer is made must provide any certificate holder, free of charge upon request, an extract. This extract shows all the information relevant to the subject certificate holder only.
- d) The Capital Market Institution through which the offer is made must update the register of certificate holders immediately to reflect changes to information referred to in Paragraph (a) of Part (6) of these Instructions.

Part 10: Books and Records Keeping

- a) The Capital Market Institution through which the offer is made must maintain the books and records of all real estate contributions offered by the Capital Market Institution.
- b) The Capital Market Institution through which the offer is made must maintain, at all times, records of all certificates issued and canceled and keep an up-to-date record of the balance of outstanding certificates for each real estate contribution it has offered.
- c) Without prejudice to Paragraph (b) of this Part, the Capital Market Institution through which the offer is made must retain all books and records under these Instructions for ten years unless the Authority determines otherwise. If such books and records are related to any litigation or claim (including any litigation pending or threatened) or any ongoing investigations, the Capital Market Institution must retain such books and records for a more extended period until the closure of that litigation, claim, or ongoing investigation.

Part 11: Entry into Force

These Instructions shall be effective as per its approval resolution.



ANNEX 1

CONTENTS OF A PRIVATE PLACEMENT NOTIFICATION IN REAL ESTATE CONTRIBUTION CERTIFICATES

The following information, as applicable, must be signed and dated by the offeror or an authorised officer of the offeror and capital market institution and notified to the Authority at least ten days prior to the proposed date of the offer:

1. Name of the real estate contribution and the license number issued by the Real Estate General Authority.
2. Name of the licensee and the license number issued by the Real Estate General Authority.
3. An acknowledgement that the licensee (is) intend(s) to make a private placement, specifying which category of private placement in Part 4 of these Instructions
4. Name of the Capital Market Institution through which the offer is made.
5. The real estate contribution's capital.
6. The Total number of the Real Estate Contribution certificates.
7. The proposed start and end dates of the offer.
8. The offer price for each Real Estate Contribution certificate offered (in SAR).
9. The total value of the offer (in SAR).
10. The duration of the real estate contribution.
11. The number of the Real Estate Contribution certificates issued by the offeror within the past 12 months.
12. The minimum amount (if any) to be paid by each offeree.

[This Annex shall be submitted electronically through the automated system determined by the Authority for this purpose and the licensee shall retain the original copies (or, where appropriate, certified copies) for a period not less than ten years. In case of a lawsuit or claim (including any existing or threatened action) or any existing investigation procedures relating to such documents, the offeror shall retain such documents until the completion of such litigation, claim or investigation procedures. Moreover, such documents must be submitted to the Authority upon request].



ANNEX 2 CAPITAL MARKET INSTITUTION'S DECLARATION

[To be provided on the Capital Market Institution's letterhead]

To: The Capital Market Authority

We, _____ (*insert name of the "Capital Market Institution"*) (the Capital Market Institution), hereby confirm that we have been appointed by _____ (*insert name of the Licensee*) (the Licensee) to offer certificates of the Real Estate Contribution.

We further declare that to the best of our knowledge and belief (having taken reasonable care to ensure that such is the case), the Licensee has satisfied all the relevant conditions for making a private placement of the Real Estate Contribution certificates and has submitted or will submit all the information and documentation required to be provided to the Authority under the Instructions on the Offering of Real Estate Contributions Certificates. In particular, we confirm that we have taken reasonable steps to ensure that members of the Licensee's governing body understand the nature and extent of their responsibilities under the Capital Market Law and its Implementing Regulations.

We hereby authorize the Authority to exchange any relevant information with the authorities, agencies, or bodies responsible for supervising financial services or other relevant authorities.

Signed on behalf of the Capital Market Institution: [the authorized officer]:

Name: _____

Signature: _____

Date: _____

[This Annex shall be submitted electronically through the automated system determined by the Authority for this purpose, and the Licensee shall retain the original copies (or, where appropriate, certified copies) for a period not less than ten years. In case of a lawsuit or claim (including any existing or threatened action) or any existing investigation procedures relating to such documents, the Licensee shall retain such documents until the completion of such litigation, claim, or investigation procedures. Moreover, such documents must be submitted to the Authority upon request].



ANNEX 3 LICENSEE'S DECLARATION

[To be provided on the Licensee's letterhead]

To: The Capital Market Authority

We, being _____ (*insert name of the licensee*), hereby jointly and severally declare that to the best of our knowledge and belief (having taken reasonable care to ensure that such is the case), the information contained in the offering documents to be used in advertising the offer is per the facts and has no omission likely to affect the integrity of such information and is fair, clear and not misleading.

We further declare that all the relevant conditions for making a private placement of the Real Estate Contribution certificates have been satisfied and have submitted or will submit all the information and documentation required to be provided to the Authority under the Instructions on the Offering of Real Estate Contributions Certificates. In particular, we confirm that we understand the nature and extent of our responsibilities under the Capital Market Law and its Implementing Regulations.

We hereby authorize the Authority to exchange any relevant information with any authorities, agencies, or bodies responsible for supervising financial services or any other relevant authorities.

Name: _____

Name: _____

Signature: _____

Signature: _____

Date: _____

Date: _____

[This Annex shall be submitted electronically through the automated system determined by the Authority for this purpose, and the Licensee shall retain the original copies (or, where appropriate, certified copies) for a period not less than ten years. In case of a lawsuit or claim (including any existing or threatened action) or any existing investigation procedures relating to such documents, the Licensee shall retain such documents until the completion of such litigation, claim, or investigation procedures. Moreover, such documents must be submitted to the Authority upon request].



ANNEX 4 STATEMENT TO BE INCLUDED IN THE PRIVATE PLACEMENT OFFERING DOCUMENTS

The private placement offering documents must include the following statement:

“This document may not be distributed in the Kingdom except to such persons as are permitted under the Instructions on the Offering of Real Estate Contributions Certificates issued by the Capital Market Authority.

The Capital Market Authority has approved the offer of certificates of the real estate contribution. The Capital Market Authority does not represent this document's accuracy or completeness. It disclaims any liability for any loss arising from or incurred in reliance upon any part of this document. Prospective purchasers of the real estate contributions certificates offered hereby should conduct their own due diligence on the accuracy of the information relating to the offered certificates. If you do not understand the contents of this document, you should consult an authorized financial advisor.”

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ANNEX 5 CONTENT OF A PROSPECTUS FOR OFFERING REAL ESTATE CONTRIBUTION CERTIFICATES

The Capital Market Institution through which the offer is made should present the prospectus in Arabic in an easy-to-understand manner by certificate holders and potential certificate holders. The prospectus must include the following information according to the same sequence set out in this Annex:

Content of the Cover Page:

- a. Name of the real estate contribution and the license number issued by the Real Estate General Authority.
- b. Name of the licensee and the license number issued by the Real Estate General Authority.
- c. Name of the Capital Market Institution through which the offer is made.
- d. The real estate contribution's capital.
- e. The Total number of the Real Estate Contribution certificates.
- f. The offer price for each Real Estate Contribution certificate offered (in SAR).
- g. The total value of the offer (in SAR).
- h. The size of the reserve amount added to the capital of the Real Estate Contribution to meet any unforeseen additional expenses (if any).
- i. The Subscription's period.
- j. The minimum amount (if any) to be paid by each offeree;
- k. The duration of the real estate contribution.
- l. The cover page must contain a statement of disclaimer according to the following form:
 "The Capital Market Authority has approved the offer of certificates of the real estate contribution. The Capital Market Authority does not represent this document's accuracy or completeness. It disclaims any liability for any loss arising from or incurred in reliance upon any part of this document. Prospective purchasers of the real estate contributions certificates offered hereby should conduct their own due diligence on the accuracy of the information relating to the offered certificates. If you do not understand the contents of this document, you should consult an authorized financial advisor."
- m. Issue date of the real estate contribution's prospectus.
- n. A statement stressing the need to read the real estate contribution's investment risks.

Inside the Cover Page:

- 1) A description of the Real Estate Contribution's objectives and its investment objectives.**
- 2) Real Estate Assets and their valuation.**
 - a) A description of real estate assets type that includes a statement of the information on the deed(s) of ownership of the subject real estate(s).



- b) Detailed description of the following:
 - 1) Names of the accredited valuers to the real estate contribution's assets.
 - 2) Cost of valuation for the assets to be invested in.
 - 3) Purchase price of the real estate assets.

3) Risk of Investing in the Real Estate Contribution:

- a) a description of the main risks related to investing in the real estate contribution.
- b) Notifying that investment in the real estate contribution does not guarantee profits and does not protect from losses.

4) Subscription:

- a) Providing sufficient information on the subscription, including subscription commencement and termination dates.
- b) Stating the minimum limit of subscription (if any).
- c) A statement that includes an undertaking by the Capital Market Institution of its commitment to the Law of Real Estate Ownership and Investment by Non-Saudis.

5) Fees, charges and commissions:

- a) This paragraph must include a disclosure of all fees and charges that will be incurred by the Real Estate Contribution in detail to clarify the amounts of fees and charges and their percentage from the capital of the Real Estate Contribution, with a statement of upper limit for all the charges and fees.
- b) A default table showing the ratio of Real Estate Contribution costs to the capital of the Real Estate Contribution, on the Real Estate Contribution and the certificate holders level, during the duration of the Real Estate Contribution, including the ratio of recurring and non-recurring costs.
- c) A declaration from the Licensee stating that the fees mentioned in this paragraph include all fees imposed on the Real Estate Contribution and that the Licensee shall incur any other fees not stated herein.

6) Transfer of Ownership of Real Estate Contribution Certificates:

- a) Description of the provisions governing the transfer of ownership of certificates to other investors and the procedure followed.
- b) A statement that the register shall be conclusive evidence of the ownership of the certificates entered.

7) The Capital Market Institution through which the offer is made:

- a) Name and address of the Capital Market Institution.
- b) Functions, duties, and responsibilities of Capital Market Institution.

8) 8) The External Auditor:

- a) Name and address of the external auditor (registered with the Authority).
- b) Functions, duties, and responsibilities of external auditor.



9) Conflict of Interests

A statement of the transactions which include any conflicts of interest.

10) Licensee's Declaration

A declaration from the Licensee of compliance with the Real Estate Contribution Law and its Implementing Regulation.

11) Other Information

- A) The inclusion of any significant information known (or supposed to be known) to the Licensee at the time of publishing the Real Estate Contribution's prospectus.
- b) attach the real estate contribution agreement between the licensee and the certificate holders for the purposes of real estate contribution.

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ANNEX 6 CAPITAL MARKET INSTITUTION'S DECLARATION

[To be provided on the Capital Market Institution's letterhead]

To: The Capital Market Authority

We, _____ (*insert name of the "Capital Market Institution"*) (the Capital Market Institution), hereby confirm that we have been appointed by _____ (*insert name of the Licensee*) (the Licensee) to offer certificates of the Real Estate Contribution.

We further declare that to the best of our knowledge and belief (having taken reasonable care to ensure that such is the case), the Licensee has satisfied all the relevant conditions for making a public offering of the Real Estate Contribution certificates and has submitted or will submit all the information and documentation required to be provided to the Authority under the Instructions on the Offering of Real Estate Contributions Certificates. In particular, we confirm that we have taken reasonable steps to ensure that members of the Licensee's governing body understand the nature and extent of their responsibilities under the Capital Market Law and its Implementing Regulations.

We hereby authorize the Authority to exchange any relevant information with the authorities, agencies, or bodies responsible for supervising financial services or other relevant authorities.

Signed on behalf of the Capital Market Institution: [the authorized officer]:

Name: _____

Signature: _____

Date: _____

[This Annex shall be submitted electronically through the automated system determined by the Authority for this purpose, and the Licensee shall retain the original copies (or, where appropriate, certified copies) for a period not less than ten years. In case of a lawsuit or claim (including any existing or threatened action) or any existing investigation procedures relating to such documents, the Licensee shall retain such documents until the completion of such litigation, claim, or investigation procedures. Moreover, such documents must be submitted to the Authority upon request].



ANNEX 7 LICENSEE'S DECLARATION

[To be provided on the Licensee's letterhead]

To: The Capital Market Authority

We, being _____ (*insert name of the licensee*), hereby jointly and severally declare that to the best of our knowledge and belief (having taken reasonable care to ensure that such is the case), the information contained in the offering documents to be used in advertising the offer is per the facts and has no omission likely to affect the integrity of such information and is fair, clear and not misleading.

We further declare that all the relevant conditions for making a public offering of the Real Estate Contribution certificates have been satisfied and have submitted or will submit all the information and documentation required to be provided to the Authority under the Instructions on the Offering of Real Estate Contributions Certificates. In particular, we confirm that we understand the nature and extent of our responsibilities under the Capital Market Law and its Implementing Regulations.

We hereby authorize the Authority to exchange any relevant information with any authorities, agencies, or bodies responsible for supervising financial services or any other relevant authorities.

Name: _____

Name: _____

Signature: _____

Signature: _____

Date: _____

Date: _____

[This Annex shall be submitted electronically through the automated system determined by the Authority for this purpose, and the Licensee shall retain the original copies (or, where appropriate, certified copies) for a period not less than ten years. In case of a lawsuit or claim (including any existing or threatened action) or any existing investigation procedures relating to such documents, the Licensee shall retain such documents until the completion of such litigation, claim, or investigation procedures. Moreover, such documents must be submitted to the Authority upon request].



Proposed amendments to Rules on the Offer of Securities and Continuing Obligations compared with the current provisions:

Current Provisions	Provisions after Proposed Amendments	Clarification
<p>Article 1: Scope and Application</p> <p>...</p> <p>d) The provisions of these Rules shall not apply to units in investment funds including Real Estate Investment Funds.</p>	<p>Article 1: Scope and Application</p> <p>...</p> <p>d) The provisions of these Rules shall not apply to units in investment funds including Real Estate Investment Funds and real estate contribution certificate.</p>	<p>The proposed amendments aim at clarifying that the Rules on the Offer of Securities and Continuing Obligations do not apply to real estate contribution certificates.</p>

Proposed amendments to the Glossary of Defined Terms Used in the Regulations and Rules of the Capital Market Authority compared with the current provisions:

Current Provisions	Provisions after Proposed Amendments	Clarification
<p>Securities: means any of the following:</p> <p>....</p> <p>10) any right to or interest in anything which is specified by any of the paragraphs (1) through (9) above.</p>	<p>Securities: means any of the following:</p> <p>....</p> <p>10) real estate contribution certificates.</p> <p>11) any right to or interest in anything which is specified by any of the paragraphs (1) through (10) above.</p>	<p>The proposed amendments aim at clarifying that the term “securities” covers real estate contribution certificates.</p>
<p>Private Placement: for the purpose of the Rules on the Offer of Securities and Continuing Obligations, means an offer of securities which falls within one of the categories of offers listed in Article 8 of the Rules on the Offer of Securities and Continuing Obligations; and for the purposes of the Investment Funds Regulations, means:</p> <p>1) for private funds, the offer of units in accordance with paragraph (a) of Article 80 of the Investment Funds Regulations; and</p> <p>2) for foreign funds, the offer of securities in accordance with paragraph (a) of Article 98 of the Investment Funds Regulations.</p>	<p>Private Placement: for the purpose of the Rules on the Offer of Securities and Continuing Obligations, means an offer of securities which falls within one of the categories of offers listed in Article 8 of the Rules on the Offer of Securities and Continuing Obligations; and for the purposes of the Investment Funds Regulations, means:</p> <p>1) for private funds, the offer of units in accordance with paragraph (a) of Article 80 of the Investment Funds Regulations; and</p> <p>2) for foreign funds, the offer of securities in accordance with paragraph (a) of Article 98 of the Investment Funds Regulations; and for the purpose of Instructions on the Offering of Real Estate Contributions Certificates means offering real estate contribution certificates in accordance with the the private placement requirements stipulated in Paragraph (2) of Part (3) of the Real Estate Contributions Certificates.</p>	<p>The proposed amendments aim at clarifying the meaning of private placement in terms of real estate contribution certificates.</p>