



FORM 1

SECURITIES MARKETS ORDER, 2013 [Section 157]

APPLICATION FOR CAPITAL MARKETS SERVICES LICENCE

Application is made for a licence under section 157 of the Securities Markets Order, 2013 and the following particulars are supplied in respect thereof –

SECTION I : APPLICANT NAME	
Full name:	
SECTION II : REGULATED ACTIVITY	
Please tick [✓] the regulated activity[s] you intend to carry out:	
<input type="checkbox"/> Dealing and arranging deals in investments as principal or agent <input type="checkbox"/> Managing investments including CIS management and establishment, operating or winding up a CIS <input type="checkbox"/> Giving or offering investment advice in his capacity as an investment adviser	<input type="checkbox"/> Giving or offering investment advice in his capacity as a financial planner <input type="checkbox"/> Using computer-based systems for giving investment instructions <input type="checkbox"/> Safekeeping and administration of assets including custodial services
Proposed business activities:	
If the regulated activity of dealing has been chosen, please tick [✓] the type of investment[s] you intend to deal in:	<input type="checkbox"/> Dealing in units in collective investment scheme and investment-linked insurance contract <input type="checkbox"/> Dealing in units in investment-linked insurance contract <input type="checkbox"/> Dealing in units in collective investment scheme <input type="checkbox"/> Dealing in any other type of securities only Please specify:

SECTION III : COMPANY PROFILE			
[a] Corporation Details			
Name:			
Previous name <i>(if any)</i> :		Date of change of name, if applicable [dd/mm/yy]:	
Place of incorporation:		Date of incorporation [dd/mm/yy]:	
Registration no.:		Financial year end:	
Registered address:			
E-mail:			
Website:			
Contact no. of company:	Office:	Fax:	
Contact person:			
E-mail of contact person:			
Telephone no. of contact person:	Office:	Mobile:	
[b] Corporation Status <i>(Please select one only)</i>			
<input type="checkbox"/> Locally incorporated <input type="checkbox"/> Branch of Foreign Corporation <input type="checkbox"/> Others <i>(Please specify)</i> _____			
SECTION IV : GROUP PROFILE			
[a] Details of Immediate Holding Company			
Name:			
Previous name <i>(if any)</i> :		Date of change [dd/mm/yy]:	
Place of incorporation:		Date of incorporation [dd/mm/yy]:	
Registered address:			
E-mail:			
Website:			
Contact no.:	Office:	Fax:	

[b] Details of Ultimate Holding Company			
Name:			
Previous name <i>[if any]</i> :		Date of change [dd/mm/yy]:	
Place of incorporation:		Date of incorporation [dd/mm/yy]:	
Registered address:			
E-mail:			
Website:			
Contact no.:	Office:	Fax:	
[c] Details of any of the related, subsidiary and associate companies that are or were involved in any regulated activity in Brunei Darussalam or elsewhere			
Name <i>[related company]</i> :			
Previous name <i>[if any]</i> :		Date of change [dd/mm/yy]:	
Place of incorporation:		Date of incorporation [dd/mm/yy]:	
Registered address:			
Contact no.:	Office:	Fax:	
Regulated activity:		Licence/Registration status:	
Name <i>[subsidiary company]</i> :			
Previous name <i>[if any]</i> :		Date of change [dd/mm/yy]:	
Place of incorporation:		Date of incorporation [dd/mm/yy]:	
Registered address:			
Contact no.:	Office:	Fax:	
Regulated activity:		Licence/Registration status:	
Name <i>[associate company]</i> :			
Previous name <i>[if any]</i> :		Date of change [dd/mm/yy]:	

Place of incorporation:		Date of incorporation [dd/mm/yy]:	
Registered address:			
Contact no.:	Office:	Fax:	
Regulated activity:		Licence/Registration status:	
SECTION V: SHARE CAPITAL			
	Share capital		
Class of shares	Authorised [BND]	Issued [BND]	Paid-up [BND]
Ordinary			
Preference			
Others <i>(please specify)</i>			
Total			
SECTION VI : SHAREHOLDERS			
[a] List of Shareholders			
Name (Individuals or Corporations)	Shareholdings		Date of acquisition
	No.	%	[mm/yyyy]
[b] Shareholders Details			
[i] Individual			
Name (as per NRIC/passport):			
Nationality:			
Residential address:			
E-mail:			
Contact no.:	Home:	Mobile:	
	Office:	Fax:	
For Bruneian:	NRIC no.:		
For non-Bruneian:	Passport no.:	Expiry date [dd/mm/yy]:	
	Country of issue:		

(ii) Corporation		
Name:		
Status:	<input type="checkbox"/> Locally Incorporated	<input type="checkbox"/> Foreign
	<input type="checkbox"/> Others <i>(Please specify)</i> : _____	
Place of incorporation:		
Registration no.:		
Business address:		
E-mail:		
Contact no.	Office:	Fax:
SECTION VII : BOARD OF DIRECTORS		
Please list down all directors of the applicant, and state whether they are executive or non-executive appointments. Types of directorship either being Executive Director / Non-Independent Non-Executive Director / Independent Non-Executive Director / Alternate Director:		
No.	Name	Type of directorship
1		
2		
3		
NOTE: Please include all relevant details of directors using FORM 1A – Supplement to Application for Capital Markets Services Licence.		
SECTION VIII : KEY MANAGEMENT		
Please list down all key management officers and state their designation, including the company secretary:		
No.	Name	Designation
1		
2		
3		
NOTE: Please include all relevant details of key management and company secretary using FORM 1A – Supplement to Application for Capital Markets Services Licence.		
SECTION IX : PLACE WHERE REGISTER OF SECURITIES IS KEPT		
Please state the place at which the register of interests in securities is to be kept or, if register is in electronic form, the place at which full access to the register may be gained, where applicable:		
Place where register of securities is to be kept:	Address:	
	E-mail:	

	Contact no.:	Office:	Fax:
Date of commencement of keeping register of securities ("register") at the place of business [dd/mm/yy]:			
SECTION X : DECLARATION			
If the answer to any of the following questions is in the affirmative, attach annexes and supporting documents, where appropriate, to provide all relevant particulars. If there is any doubt with respect to any part of this section, please provide all relevant information to demonstrate that the applicant and its shareholders are considered to be fit and proper persons.			
Within the past 10 years, has the applicant or any of its shareholders, whether the shareholder is an individual or a corporation, (including the corporation's related corporations),			
		Yes	No
1.	(a) been licensed or registered in any capacity in any place under any law which requires licensing or in relation to any regulated activity, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
	(b) been licensed, registered, or otherwise authorised by law to carry on any trade, business (including sole proprietorships and partnerships) or profession (including, accountancy, engineering, law and architecture), whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
	(c) been a shareholder of any corporation which holds membership of any class or description of any operator of a market or clearing facility, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
	(d) carried on business under any name other than the name stated in this application, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
	(e) been refused the right to carry on any trade, business or profession for which a specific licence, registration or other authority is required, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
	(f) been issued a prohibition order under any legislation administered by the Authority or been prohibited from operating in any jurisdiction by any financial services regulatory authority?	<input type="checkbox"/>	<input type="checkbox"/>
	(g) been censured, disciplined, suspended or refused membership or registration by the Authority, any other regulatory authority, an operator of a market or clearing facility, any professional body or government agency, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
	(h) been the subject of any complaint made reasonably and in good faith, relating to activities that are regulated by the Authority or under any law, whether in Brunei Darussalam or elsewhere??	<input type="checkbox"/>	<input type="checkbox"/>
	(i) been the subject of any proceedings of a disciplinary or criminal nature or been notified of any potential proceedings or of any investigation which might lead to those proceedings, under any law, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
	(j) been convicted of any offence, served any term of imprisonment or is being subject to any pending proceedings which may lead to a conviction of any offence, under any law, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
	(k) had any civil penalty enforcement action taken against it or him by the Authority or any other regulatory authority under any law, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>

(l)	contravened or abetted another person in breach of any laws or regulations, business rules or codes of conduct, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
(m)	been the subject of any investigations or disciplinary proceedings or been issued a warning or reprimand by the Authority, any other regulatory authority, an operator of a market or clearing facility, any professional body or government agency, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
(n)	been refused a fidelity or surety bond, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
(o)	been or is a director, partner, substantial shareholder or concerned in the management of a business that has been censured, disciplined, prosecuted or convicted of a criminal offence, or been the subject of any disciplinary or criminal investigation or proceeding, whether in Brunei Darussalam or elsewhere, in relation to any matter that took place while he was a director, partner, substantial shareholder or concerned in the management of the business?	<input type="checkbox"/>	<input type="checkbox"/>
(p)	been or is a director, partner, substantial shareholder or concerned in the management of a business that has been suspended or refused membership or registration by the Authority, any other regulatory authority, an operator of a market or clearing facility, any professional body or government agency, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
(q)	been a director, partner, substantial shareholder or concerned in the management of a business that has gone into insolvency, liquidation or administration during the period when, or within a period of one year after, he was a director, partner, substantial shareholder or concerned in the management of the business, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
(r)	been dismissed or asked to resign from office, employment, a position of trust, or a fiduciary appointment or similar position, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
(s)	been or is subject to disciplinary proceedings by his current or former employer(s), whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
(t)	been disqualified from acting as a director or disqualified from acting in any managerial capacity, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
		Yes	No
2. (a)	had any judgement (in particular, that associated with a finding of fraud, misrepresentation or dishonesty) entered against it or him in any civil proceedings or is a party to any pending proceedings which may lead to such a judgement, under any law in any jurisdiction?	<input type="checkbox"/>	<input type="checkbox"/>
(b)	accepted civil liability for fraud, misrepresentation or dishonesty under any law in any jurisdiction?	<input type="checkbox"/>	<input type="checkbox"/>
		Yes	No
3. (a)	been or is unable to fulfill any of its or his financial obligations, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>
(b)	entered into a compromise or scheme of arrangement (including a debt repayment scheme) with its or his creditors, or made an assignment for the benefit of its or his creditors, being a compromise, scheme of	<input type="checkbox"/>	<input type="checkbox"/>

	arrangement or assignment that is still in operation, whether in Brunei Darussalam or elsewhere?												
(c)	been or is subject to a judgement debt which is unsatisfied, either in whole or in part, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>										
(d)	been or is the subject of a bankruptcy petition, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>										
(e)	been adjudicated a bankrupt and the bankruptcy is undischarged, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>										
(f)	been or is the subject of a winding up petition, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>										
(g)	been dissolved or is in the course of being wound-up, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>										
(h)	been or is a corporation where a receiver, receiver and manager, judicial manager, or such other person having the powers and duties of a receiver, receiver and manager, or judicial manager, has been appointed in relation to, or in respect of any property of, the corporation, whether in Brunei Darussalam or elsewhere?	<input type="checkbox"/>	<input type="checkbox"/>										
(i)	been or is subject to any other process outside Brunei Darussalam that is similar to those referred to in 3(d) – (h)?	<input type="checkbox"/>	<input type="checkbox"/>										
SECTION XI : SUPPORTING DOCUMENTS													
[*] are mandatory documents and must be submitted together with this form. Other documents must be submitted where applicable.			Appendix										
<input type="checkbox"/>	*Form 1A - Supplement to Application for Capital Markets Services Licence		FORM 1A										
<input type="checkbox"/>	<p>*Application Fee – BND 500 per regulated activity <i>[As per Section 157(2)(c) of the SMO, this application must be accompanied by a prescribed application fee]</i></p> <p><i>Cheque is made payable to Brunei Darussalam Central Bank. Payment may be made via online banking transaction or telegraphic transfer [T.T.] to the Authority's accounts:</i></p> <p>-</p> <p>For all BND payment</p> <table border="1"> <tr> <td>Beneficiary Name:</td> <td>Brunei Darussalam Central Bank</td> </tr> <tr> <td>Beneficiary Address:</td> <td>Level 14, Ministry of Finance and Economy Building, Commonwealth Drive, BB3910 Brunei Darussalam</td> </tr> <tr> <td>Beneficiary Account:</td> <td>0201110270008</td> </tr> <tr> <td>For Account:</td> <td>Baiduri Bank</td> </tr> <tr> <td>Bank Address:</td> <td>Block A, Units 1-4, Kiarong Complex, Lebuhraya Sultan Hassanal Bolkiah,</td> </tr> </table>		Beneficiary Name:	Brunei Darussalam Central Bank	Beneficiary Address:	Level 14, Ministry of Finance and Economy Building, Commonwealth Drive, BB3910 Brunei Darussalam	Beneficiary Account:	0201110270008	For Account:	Baiduri Bank	Bank Address:	Block A, Units 1-4, Kiarong Complex, Lebuhraya Sultan Hassanal Bolkiah,	
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Bank Charges (if any)	To be paid by Payee																					
<input type="checkbox"/>	*Payment Instruction Form	ANNEX 1																				
<input type="checkbox"/>	*Business plan <i>(Business plan for the next 5 years, including target clients, target market, financial projections and similar information)</i>																					
<input type="checkbox"/>	*Memorandum and Articles of Incorporation																					
<input type="checkbox"/>	*Copy of the most recent audited financial statements of the corporation																					
<input type="checkbox"/>	Copy of the most recent audited management accounts of the corporation																					
<input type="checkbox"/>	Copy of the Directors' Report on the financial standing, affairs, current assets and contingent liabilities of the corporation for the period between the date of last account and a date not earlier than 14 days before the date of this application																					
<input type="checkbox"/>	*Structure of the corporation in the form of a tree diagram depicting; (a) Shareholding structure (b) Group structure depicting related, subsidiary and associate companies (c) Percentage of shareholdings of each shareholder																					

<input type="checkbox"/>	<p>*Information on group structure: <i>(Provide the following information on the applicant's parent corporation:</i></p> <ul style="list-style-type: none"> <i>(a) Brief history of the parent corporation, including any major acquisitions of, mergers or amalgamations with, other corporations.</i> <i>(b) Group structure of the parent corporation, giving the percentage equity interests held in the principal operating corporations in the group and the country of incorporation of these corporations;</i> <i>(c) Business activities of the parent corporation and principal operating corporations including areas of specialization;</i> <i>(d) Names of the chairman and other members of the board of directors of the parent corporation;</i> <i>(e) List of names and addresses of shareholders holding 10% or more of the total number of voting shares in the parent corporation. State the percentage shareholding interest of each of such shareholders, grouping together related shareholders, where possible;</i> <i>(f) If shares of the parent corporation are listed, the name(s) of the exchange(s) on which the shares are listed;</i> <i>(g) A complete listing of the exchange membership(s) (including the type(s) of membership) held by the parent corporation; and</i> <i>(h) A certified copy of the most recent 3 years' audited balance-sheets and profit and loss accounts of the parent corporation (including consolidated accounts), together with the directors' report)</i> 	
<input type="checkbox"/>	<p>*Organisation Chart <i>(Provide a management and organization chart showing all directors and key officers of the applicant, and their reporting lines.)</i></p>	
<input type="checkbox"/>	<p>List of employees indicating their local/foreign status, the employment status and position</p>	
<input type="checkbox"/>	<p>*Written undertaking to satisfy minimum capital requirement <i>(If the capital does not meet the minimum capital requirement under the Securities Markets Order, 2013, the applicant must provide a written undertaking to the Authority that the applicant will increase its capital to satisfy the minimum capital requirement upon approval of the licence application by the Authority)</i></p>	
<input type="checkbox"/>	<p>Two copies of the corporation's operational and compliance manual describing in detail–</p> <ul style="list-style-type: none"> (a) reporting principles and procedures; (b) internal audit procedures; (c) procedures for compliances with the Securities Markets Order and Regulations; (d) policies and processes on conflict management and the monitoring of unethical conduct and market abuse; and (e) risk management policies which the applicant has adopted or proposes to adopt for its proposed business 	

<i>Additional supporting documents/details for the application of dealing and/ or arranging deals and transactions in securities as a regulated activity</i>			
<input type="checkbox"/>	Participation / membership certificate of approval in principle for admission from an Exchange, if applicable		
<input type="checkbox"/>	A duly completed form for the registration of compliance officer <i>(at least one)</i>		
<input type="checkbox"/>	Declaration on the Physical Layout of Business to Avoid Conflict of Interest and additional supporting documents / details		
<i>Additional supporting documents/details for the application of investment management as a regulated activity</i>			
<input type="checkbox"/>	Portfolio management system manual for the corporation		
<input type="checkbox"/>	Information on the amount of funds the corporation is projected to manage in the next five years		
<input type="checkbox"/>	Letter of acceptance from the proposed custodian		
<input type="checkbox"/>	A duly completed form for the registration of compliance officer <i>(at least one)</i>		
SECTION XII : TRUE AND CORRECT INFORMATION			
<p>We hereby declare that all information provided in this application and its annexures is true and correct, and that we shall not conduct any other regulated activity aside from the one stated in this form, upon approval from the Authority.</p> <p>We certify that the information given in the application is complete and accurate to the best of our knowledge, information and belief and that there are no other facts relevant to this application of which the Authority should be aware.</p> <p>We further undertake to inform the Authority of any changes material to the application which arise while the Authority is considering the application.</p>			
<p>-----</p> <p>Signature</p>		<p>-----</p> <p>Signature</p>	
Name <i>(Director / Authorised Signatory)</i> :		Name <i>(Director / Authorised Signatory)</i> :	
Date [dd/mm/yyyy]:		Date [dd/mm/yyyy]:	