

Listing in London

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**A practical perspective
from the Corporate Services Provider**



Agenda

- Introductions
- AIM IPOs – Focus Malaysia
- Pre-IPO preparation – what to do now?
 - Corporate Housekeeping
 - Employee benefits – use of EBTs
- Pre-IPO funding options – BVI Incubator Funds
- Why Bedell?

Introductions

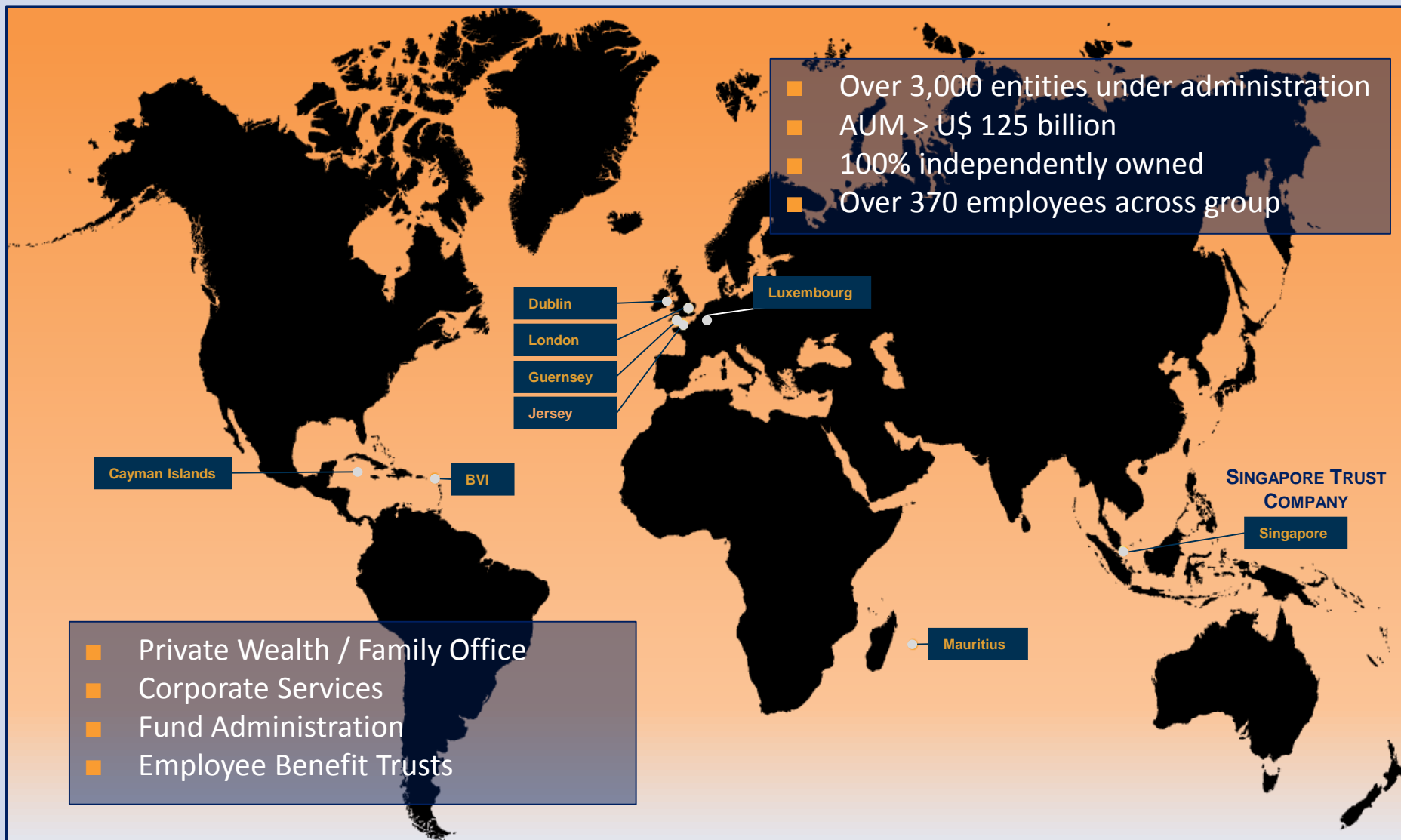


Robert Ayliffe
Bedell Trust
Managing Director
Asia

- **Singapore since July 2013**
- **PwC - 16 years**
 - Jersey, Kuala Lumpur and London
 - Financial services audit and advisory
 - Led Jersey's trust company business
- **Capita Plc – 8 years**
 - Jersey and Singapore
 - Trust, fund and corporate services
 - HNWIs, fund managers, MNCs
 - Capital markets – London IPOs

- **Bedell Group**
 - A leading, award-winning provider of legal and fiduciary services.
 - Partner and director led
- **Bedell Trust**
 - Founded in 1971 and provides a range of fiduciary and administration services.
- **Bedell Cristin**
 - Founded in Jersey in 1939 and provides Jersey, Guernsey, Mauritius and BVI legal advice.
- **Singapore Trust Company**
 - Controlling interest acquired in 2015.
- **Alliance with Equiniti**
 - Top 3 UK Registrar

Where are we / what do we do?



AIM – Focus Malaysia (as at Feb 2016)

[Source – London Stock Exchange]

List date	Company Name	Sub Sector	Market capitalisation (£m)	Country of Incorporation
05/07/2007	MOBILITYONE LTD	Financial Administration	3.06	Jersey
11/12/2007	PURECIRCLE LTD	Food Products	731.88	Bermuda
26/09/2008	RESOURCE HLDGS MANAGEMENT LD	Media Agencies	-	Cayman Islands
18/11/2008	MEDILINK-GLOBAL UK LTD	Financial Administration	-	Jersey
22/03/2010	CSF GROUP PLC	Computer Services	2.00	Jersey
08/02/2012	LEAD ALL INVESTMENTS LTD	Specialty Finance	1.35	Cayman Islands
18/12/2012	FUSIONEX INTERNATIONAL PLC	Software	147.28	Jersey
26/03/2013	GRAPHENE NANO CHEM PLC	Alternative Fuels	16.17	United Kingdom
20/09/2013	MACROMAC PLC	Software	11.60	Jersey
07/05/2015	MAYAIR GROUP PLC	Industrial Machinery	59.04	Jersey

- 60% of all Malaysian companies on AIM use Jersey ListCos

- During 2015

- Peninsular Gold - gone
- MayAir – joined

- Other Aim with strong Malaysian connections

- Galasys (Jersey)
- JQW (Jersey)
- Camkids (Jersey)
- Aquatic Foods (Jersey)
- Syqic (Jersey)

- Expected in 2016

- Several in the pipeline
- Green & Smart (Jersey) – ITF issued Jan 2016

	Total Companies	New in 2015	Who
Jersey	54	3	MayAir, Aquatic Foods (China/UK), Stride Gaming (UK)
IOM	43	1	Optimal Payments (UK)
Guernsey	38	1	MXC Capital (UK)
Cayman	36	1	Grand Group Investments (China)
BVI	37	2	Tech Financials (Israel), MySquar (Vietnam)

Corporate Housekeeping

■ Review corporate structure

- Rationalise structure / keep it simple!
- Are books and records in order?
- Are accounts and tax submissions up-to-date and properly submitted?
- Have all statutory filings been cleared?

■ Prepare for due diligence

- Be open and upfront – “warts and all” – don’t hide anything!
- Prepare due diligence info pack, properly certified

■ Ownership?

- An IPO can be a major liquidation or asset value enhancing event
- Family wealth / succession planning
- Employee remuneration

pre-IPO Employee Benefit Trusts

- **How do you incentivise staff when little surplus cash available for bonuses?**
 - Options to buy shares issued to staff – Employee Share Option Plan
 - Usually issued on personal performance / business performance over 3 / 5 year time period
 - EBT formed to warehouse shares to hedge against future exercise of options
- **EBT formation**
 - Employer transfers assets to the trustee – usually cash or shares
 - Held by the trustee for the benefit of the employees under the terms of a trust deed
 - Jersey or Singapore
- **EBTs - constituents**
 - Trust Deed
 - Trust Company – independent (from the company) to act as trustee
 - Beneficiaries = the employees
 - Remuneration Committee of the employer

EBTs – Why pre-IPO?

■ Accounting benefits

- Charge to P&L on transfer of shares to the trustee based on lower pre-IPO valuation

■ Message to the market

- Staff are tied-in to the future prospects of the business, post-IPO

■ Staff incentivisation

- Reward at the end of a very stressful period!

■ Other uses

- Consolidation of minority shareholdings to simplify IPO process

BVI Incubator & Approved Funds

- New BVI fund regime launched in 2015
- Allows fast & cost effective method to start new funds, with lighter regulatory touch
- Ideal for “start-ups” and “friends and family”
- Disclosure required on structure and risks of not having usual range of service providers involved

Incubator Funds	Approved Funds
• Allows you to start investment strategy on trial basis with experienced investors	• Similar to incubator fund, but with higher thresholds and no time limit
• Time limit – 2 years (plus 1 year extension)	• No time limit
• Min investment U\$20,000	• No min investment
• Max investors - 20	• ✓
• Net Assets – not to exceed U\$20m	• Net Assets – not to exceed U\$100m
• No administrator required	• Administrator required
• No manager, custodian or audit required	• ✓
• Authorised Representative in BVI required	• ✓
• 2 Directors, one must be an individual	• ✓
• Accounts prepared and sent to Commission	• ✓

Why Bedell Trust?

- **Boutique provider focusing on quality service**
 - With offshore legal support from sister law firm – Bedell Cristin

- **London AIM expertise delivered in Asian time zone**
 - Led by a Jerseyman
 - Supported by oldest licenced trust company in Singapore

- **One-stop-shop corporate services relevant to a London IPO**
 - Including alliance with Equiniti – Top 3 UK Registrar

- **Delivery in Jersey and/or Singapore**
 - Company Secretarial services
 - Board and committee meeting support
 - Accounting and bank account administration
 - Pre-IPO trusts – EBTs and Family Office

- **Alternative solutions – BVI funds?**

Awards & Accolades

"We have been working with Bedell Trust for many years. Their commercial awareness, coupled with a proactive attitude, means they are always on the ball. They are easily accessible, practical and responsive."

CEO, International Property Group

- Offshore Law Firm of the Year - Bedell Cristin Guernsey UK Captive Service Awards 2015, 2014 and 2013
- International Fund Services Firm of the Year - Channel Islands Global Fund Awards 2015
- Law Firm of the Year - Jersey Citywealth IFC Awards 2015
- Top 25 Most Admired Companies Private Client Practitioner 2015, 2014, 2013, 2012 and 2011
- Top 25 Trust Companies Private Client Practitioner 2015, 2014, 2013, 2012, 2011 and 2010
- Best Fund Administration Team of the Year Investment Week Fund Services Awards 2014
- Winner - Offshore Law Firm of the Year Chambers Europe Excellence Awards 2014

"Bedell provides a technically first rate, commercial and client-focussed service - all prerequisites of acting for some of world's richest families. They are undoubtedly one of the leaders in their field."

Private Client Partner,
leading City Law Firm



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