



## **Jordan Securities Commission**

Instructions on Listing Islamic Finance Sukuk in  
the Amman Stock Exchange

Based on Articles 3 / A and 14 / A of the Islamic  
Finance Sukuk Law No. 30 of 2012



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### **Article 1**

These instructions shall be entitled "Instructions on Listing Islamic Finance Sukuk in the Amman Stock Exchange for the year 2014. They shall come into effect as of 26/3/2014

### **Article 2**

A. The following words and phrases shall have the meanings ascribed to them hereunder unless the context indicates otherwise:

**Board:** The Board of Commissioners of the Securities Commission, established pursuant to the provisions of the Islamic Finance Sukuk Law No. 30 for the year 2012.

**Project:** An income-generating economic activity that is not prohibited by the Sharia.

**Bourse:** The Amman Stock Exchange.

Board of Directors: The Board of the Bourse.

**CEO:** The CEO of the Bourse.

**Listing:** Listing of the Islamic Finance Sukuk in the records of the Bourse to be tradable in accordance with the controls of the Sharia.



Sukuk market: That part of the secondary market through which trading in Islamic finance Sukuk takes place.

**Issuer :** The party that issues Islamic finance Sukuk directly or through a special purpose company.

**B.** The words and expressions not defined in these instruction shall have the meanings ascribed to them in the Islamic Finance Sukuk Law No. 30 for the year 2012 and the Securities Law No. 76 for the year 2002 and the regulations, instructions and decisions issued pursuant thereto, unless the context indicates otherwise.

### **Article 3**

Islamic finance Sukuk shall be listed in the Islamic finance Sukuk market after verifying the following:

1. Registration of the Islamic finance Sukuk at the Securities Commission.
2. Deposit of the Islamic finance Sukuk at the Securities Depository Center.
3. The absence of any restrictions on the transfer of ownership of the Islamic finance Sukuk.
4. The signing by the issuer of the listing agreement with the Bourse, which defines the rights and obligations of the two parties with respect to listing the Islamic finance Sukuk.

### **Article 4**

The Issuer Shall submit a request for the listing of all the subscribed Islamic finance Sukuk accompanied by all the documents required according to the special form prepared for this purpose.



## Article 5

**First:** The issuer who applies to list the Islamic finance Sukuk shall provide the Amman Stock Exchange with the following data and information:

1. A report issued by the issuer that includes the following:
  - a. A brief on the establishment of the issuer, its main objectives, and its relationship with other affiliated, mother, sister or allied companies.
  - b. A description of the issued Islamic finance Sukuk which the issuer wants to list.
  - c. The assessment by the Board of Directors of the issuer, supported by figures of its performance, the stage it reached, its achievements, and a comparison with the plan.
  - d. Important events experienced by the issuer that affected it since its establishment and until the date of submission of the application for listing.
  - e. The future plan of the special purpose company (if any) and the project for the next three years.
  - f. The names of people who own 5% or more of the issuer's shares and the subscribed Sukuk.
  - g. The names of members of the Board of Directors and the names and ranks of people in the upper executive management of the issuer and the securities owned by any of them or by their relatives, and the membership of any of them on the boards of other companies.



- h. A list that includes the names of owners of the Islamic finance Sukuk and the number of Sukuk owned by each of them, as well as their nationality and the percentage contribution of non-Jordanians.
- 2. The Charter and memorandum of association of the issuer (if any) and the prospectus of issuance of Islamic finance Sukuk approved by the Board.
- 3. The annual report (if any) of the Issuer and the project until the last financial year, includes the Board of Directors' report, financial statements, and the auditors' report.
- 4. The interim financial statements (if any) of the issuer and the project reviewed by the auditor, and covering the period from the end of the financial year that precedes submission of the application for listing until the end of the last quarter preceding the date of the application for listing.
- 5. Any other information deemed necessary by the Bourse to make the listing decision.

**Second :**

The Bourse shall provide the Securities Commission and the Sharia Supervisory Central Commission with a copy of the data mentioned in Paragraph "First" above.





**Third:** The issuer shall publish the audited annual and interim (if any) financial statements and a summary of the issuer's report submitted for the purpose of listing and referred to in Paragraph (First / 1) of this Article related to the project in two local daily newspapers once at least, provided that the issuer shall make the announcement at least three working days before the start of trading of the Islamic finance Sukuk for the project.

**Fourth:** Financial statements, for the purposes of these instructions, include the following:

1. Balance sheet.
2. The profit and loss account.
3. The cash flow statement.
4. Statement of changes in shareholders' equity.
5. Clarifications needed about this data

#### **Article 6**

The Islamic finance Sukuk shall be listed in the Islamic Finance Sukuk Market after all conditions and requirements mentioned in articles 3,4, and 5 of these instructions are met.

#### **Article 7**

**A.** Islamic finance Sukuk that are issued by the Government of the Hashemite Kingdom of Jordan or any of the official public institutions and public institutions in the Islamic Finance Sukuk Market shall be listed after submission and approval of an application for listing.



B. The Board may exempt the Government or any official public institutions and public institutions of any of the provisions of these instructions provided that it is not inconsistent with the Islamic Sharia and its provisions.

### **Article 8**

A. Trading in the listed Islamic finance Sukuk shall be suspended in any of the following cases:

- i. Any emergency that materially affects the integrity of trading in the Islamic finance Sukuk or the financial position of the issuer or the project, until completion of disclosure procedures to traders.
- ii. In cases where the Bourse considers it necessary for the protection of investors.
- iii. Upon the request of the issuer's Board of Directors that is supported by justification and a decision of the Board of Directors for the period that it deems appropriate.
- iv. If normal activity on the project stops for a period exceeding three months without giving reasons that justify this stoppage by a decision of the Board of Directors for the period that it deems appropriate.
- v. When the Bourse is informed of the Board's decision issued under the provisions of the special purpose company's charter approving of the liquidation of the special purpose company (if any) and the project voluntarily.



vi. When the Bourse is informed of the Board's decision issued under the provisions of the special purpose company's charter approving of the liquidation of the special purpose company (if any) and the project due to insolvency.

vii. In cases decided by the Board.

viii. In cases decided by the Board, based on the recommendation of the Central Sharia Supervisory Commission.

B. The Board of Directors may suspend trading in the Islamic finance Sukuk in case of failure to provide the Bourse with audited financial statements of the project for one financial year.

#### **Article 9**

Trading in the Islamic finance Sukuk shall resume after the elimination of the reasons for suspension by a decision of the party that issued the suspension decision

#### **Article 10**

Delisting of Islamic finance Sukuk shall be a decision taken by the Board of Directors in any of the following

##### **cases:**

A. When the Bourse is notified of the decision issued by the Board under the provisions of the special purpose company's regulation approving the liquidation of the special purpose company (if any) and the project due to insolvency.





B. When the Bourse is notified of the decision issued by the Board under the provisions of the special purpose company's regulation approving the liquidation of the special purpose company (if any) and the project voluntarily.

C. In case trading in them has been stopped for more than two years.

D. When the Islamic finance Sukuk reach their redemption date or in case of early redemption.

#### **Article 11**

The issuer and the project management shall provide the Bourse with the reports, data, and information listed below, if any: 1. The annual report including the board of directors' report, financial statements, and the auditors' report within a

period not exceeding three months from the end of the financial year.

2. Semi-annual reports compared with the same period of the previous financial year, including audited financial statements, within one month from the end of the financial half-year.

3. Quarterly reports compared with the same period of the previous financial year, including audited financial statements within a month from the end of the quarter.

4. Information and decisions issued by the issuer's board of directors, which may affect the price of the issued Islamic finance Sukuk, as soon as they occur or are decided.



5. Decisions issued by the general assembly of the issuer (if any), related to the Islamic finance Sukuk, before the start of trading on the working day following the meeting.
6. A report on the project, progress achieved, distributed earnings, and anticipated cash flows over the life of the project.
7. Any information or data that the Bourse considers necessary.

#### **Article 12**

The Board of Directors may list Islamic finance Sukuk issued in foreign currencies, in which case the Islamic finance Sukuk are priced according to the provisions of the instructions on trading in Islamic finance Sukuk in force at the Bourse.

#### **Article 13**

If the issuer or the project management violates any of the provisions of these instructions or any decisions issued regarding them, the Board of Directors may, on the recommendation of the CEO, impose on them one or more of the following sanctions :

1. Warning.
2. A fine not less than one hundred Dinars and not more than five thousand Dinars.
3. Suspension of trading in the issued Islamic finance Sukuk.



4. The cancelation of the listing of the issued Islamic finance Sukuk.

#### **Article 14**

The CEO shall take all the decisions and actions necessary to implement the provisions of these instructions unless otherwise stated.

#### **Article 15**

The Board of Directors shall address any case not provided for in these instructions and take the necessary decisions after receiving the approval of the Board. The Board may seek the opinion of the Central Sharia Supervisory Commission in cases that so require.

#### **Article 16**

The issuer and project management shall comply with the provisions of these instructions and all legislation related thereto as well as any decisions issued by the Bourse in this regard.