



PROSPECTUS

2022 - 2025



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DISCLAIMER

This Prospectus dated 1st July 2022, outlines the process of purchasing units in the Unit Trust of Samoa (“**UTOS**” or “**Trust**”). It highlights the risks involved which includes but not limited to possible delays in redemption of units, potential loss of income and the reduction in investment amount. Neither the Trustee nor the Manager of the Trust can guarantee the repayment of capital, the performance of the Trust, or any particular rate of return from the Trust. However, the Manager in collaboration with the Trustee undertakes that all decisions and investments of the Trust will be carried out prudently and in the best interests of the unitholder.

Interested investors should read this Prospectus carefully and are advised to conduct their own research to evaluate the suitability, profitability and viability of investing in UTOS. Professional advice is highly recommended to be sought before investing in the Trust.

This Prospectus does not constitute an offer to anyone in any jurisdiction in which such offer is not authorized, or to any person to whom it is unlawful to make such offer and may only be used in connection with the offering of units in UTOS.

The Manager, its directors, employees, consultants and the authors of this publication expressly disclaim any and all liability to any person, whether a purchaser of units or not, for the consequences of anything done, or omitted to be done, by any such person relying on a part or the entire contents of this publication. None of the information contained in this Prospectus is intended to be advice, either legal or professional. Do not act on the information contained in this Prospectus without first obtaining specific advice regarding your particular circumstances from a financial specialist. The Manager and relevant stakeholders also confirm that to the best of their knowledge, the document does not contain false or misleading statements, or omission of facts that would make any statement untrue or distorted in this Prospectus.

This Prospectus, is issued pursuant to Section 8 of the Unit Trusts Act 2008 (the “**Act**”). This Prospectus supersedes the Prospectus issued on 1 July 2018.

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About Unit Trust of Samoa (UTOS)

The Unit Trust of Samoa ('UTOS') is an initiative of the Government of Samoa, whose primary goal is to provide an affordable and accessible investment vehicle for local and overseas based Samoans. This is to allow participation, not only in Samoa's future developments, but also allowing them to access large scale investment opportunities in privately owned companies.

The Minister of Finance approved the establishment of the Trust on 2nd March 2009 as required by Section 3 of the Unit Trusts Act 2008. However, the Trust did not become operational until the Trust Deed was signed on 9th July 2010 between Unit Trust of Samoa (Management) Ltd and UTOS (Trust) by and through a Trustee Company. The relationship between the Manager and the Trustee is set out in the UTOS Trust Deed dated 9th July 2010 and subsequent amendments. UTOS must at all times be operated in accordance with the Trust Deed.

UTOS provides an opportunity for small investors to access a range of investments while at the same time spreading risks and leaving the management of their funds in the hands of experts.

The Manager

As per the Unit Trust Act 2008, there must be a Manager for the Unit Trust. The Manager for UTOS is a State Owned Enterprise known as the ***Unit Trust of Samoa (Management) Limited ('UTOSM')*** and is a registered company under the Companies Act 2001 and the Public Bodies Act 2001. The Manager shall have vested in it the powers of management of the investemets and other property that are subject to the trusts governing the unit trust. The Manager also offers the units in UTOS for sale to the general public. The Manager comprises of a team of individuals with experience in investment and financial analysis required for making investment decisions, under the guidance of the Board of Directors.

The Trustee

The Unit Trust Act 2008 also stipulates that the Unit Trust must have a Trustee. The current Trustee is Tafaifagi Trustee Company Ltd. The Trustee is responsible for ensuring that the

Manager acts in the best interests of Unitholders and holds the legal title to all of the Trust's assets.

How does UTOS work?

You and others purchase units in the Trust and become "Unitholders". To qualify as a Unitholder, you must hold at least 25 units at all times. There is no limit to how many more units you may buy and keep. Unitholders are issued with a Unit Certificate that shows the number of units that they have purchased.

Unitholders must be of Samoan descent or permanent residents. Unitholders can be individuals, families, businesses, associations or organizations such as church groups, women committees and sports clubs. All new Unitholders must complete an application form and provide all supporting documentation and information to the Manager to assess their application. If all legal and regulatory requirements to become a Unitholder are satisfied, the application is approved and units are issued to the Unitholder. If the application is declined, all monies paid for units are returned to the applicant and no units are issued.

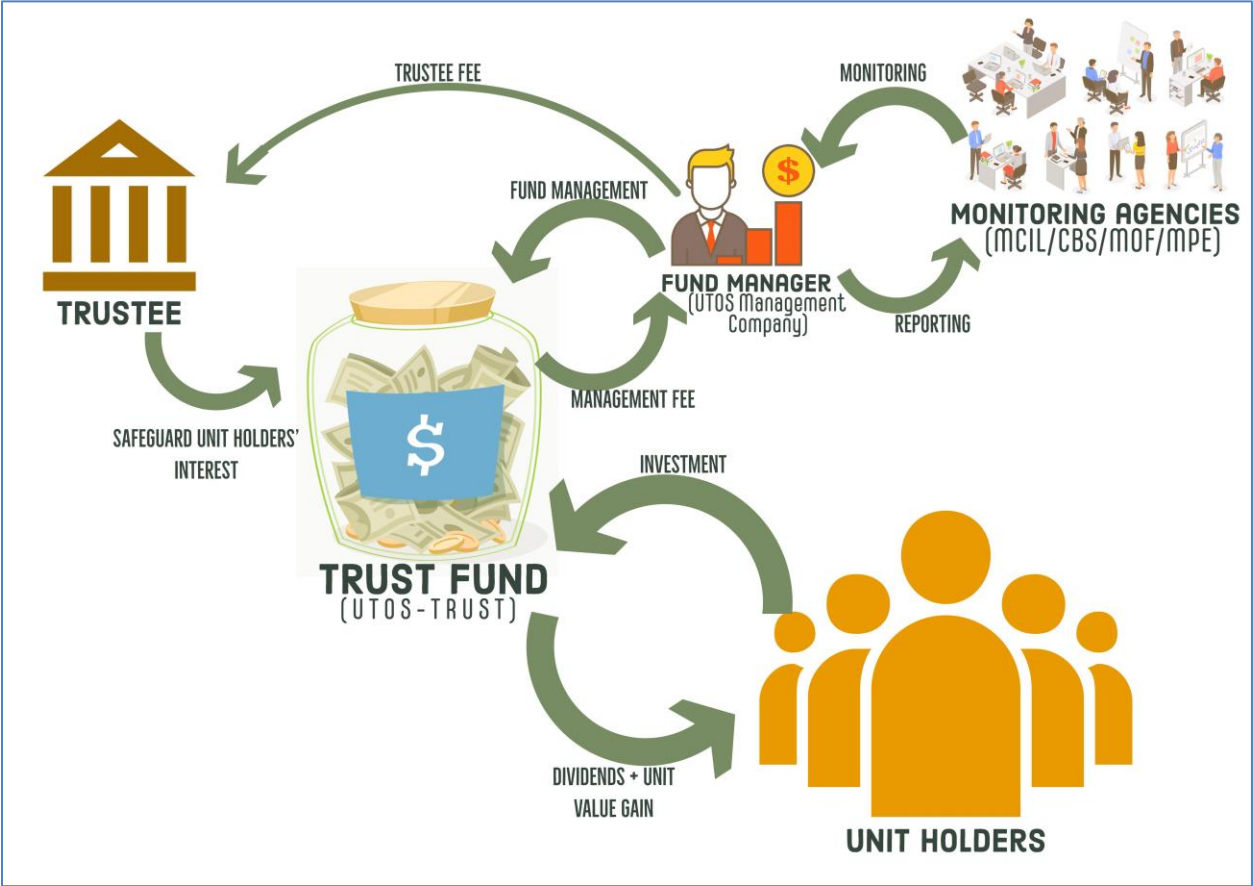
Once a Unitholder is issued units, his or her money is combined with that of other Unitholders. The Manager of UTOS then decides how that money should be invested for the benefit of all Unitholders.

The Trustee is the legal owner of the Trust's funds and assets. Provided that they are acting in the best interests of Unitholders, the Trustee and the Manager have the power to do whatever is needed to manage the Trust's funds and assets effectively.

A Unitholder cannot instruct the Trustee or the Manager to manage the Trust's investments in a particular way, for example to sell or buy a particular asset. Those decisions are left to the Manager under the supervision of the Trustee. Once the Manager makes the decision on when and where to invest Trust funds, the Trustee will endorse this decision subject to the Manager

complying with the Investment Policy, Central Bank of Samoa Prudential Guidelines for Unit Trusts and other relevant regulatory restrictions.

The regulatory and operating framework of UTOS is depicted in the chart below:



The price of each unit (“Unit Price”) in the Trust is reviewed on a monthly basis with a unit price notice issued on the first Wednesday of each month. However, the Manager reserves the right to change the price at any time when the Manager is aware of a transaction that will significantly impact the price and this instant review is required to mitigate any insider trading based on the available information. The Unit Price is calculated using the net asset value of the Trust and is detailed further in page 14. The unit price is published on our website and social media pages.

All profits generated from the investment portfolio are made available for distribution to Unitholders. The Manager and Trustee will decide how much of this profit will be distributed as dividends to Unitholders, and when to pay it out.

The Trust is structured as an open-ended private unit trust. The units issued or offered to investors represent their share in the total net assets of the Trust. Units offered are not categorised thus, each unit issued or offered carries the same interest and treatment as all other units issued or offered by the Trust.

Advantages of investing in UTOS

Investing in UTOS can offer the following advantages:

- **Diversification:** When you invest in UTOS, your money will be spread over a number of different types of investments (including but not limited to cash, term deposits, capital notes, bonds, equity and property). You could think of it as “not putting all your eggs in one basket”.
- **Access to a wide range of investments:** When you buy units from UTOS you gain exposure to a range of investments which you may not be able to access on your own. For example, you indirectly have an interest in Vodafone Samoa and other local and overseas companies once you own units in UTOS. You will benefit from dividends paid to UTOS by these companies. At the same time, you are lending to State-Owned Enterprises and the Government of Samoa to finance large development projects.
- **Syndicate investment:** When your money is pooled together with other investors’ money, you can indirectly invest your money in large projects which a single investor cannot finance solely. Additionally, it also allows you to gain access to higher term deposit rates from commercial banks.
- **Professional expertise:** A team of committed investment professionals will manage your investment for you. As well as having the relevant experience and skills for effective management of your funds, they have the time to network and research valuable industry knowledge.

- **Affordability:** The initial investment in UTOS is a minimum of 25 units. You can purchase any additional number of units to suit your level of income and situation at any time provided that you continue to hold at least 25 units at all times.
- **Liquidity:** As a Unitholder you can withdraw your funds invested in the Trust by simply selling your units back to the Manager or by selling them to another person who is willing to buy your units at any point in time.
- **Dividends:** All profits generated by the Trust's investments may be available for distribution to Unitholders in the form of dividends. The Manager and Trustee aim to pay dividends to Unitholders at least once a year. However, investors should be aware that the payment and amount of dividends is subject to the performance of the Trust and is not guaranteed.
- **Capital Growth Opportunities:** In addition to dividends, units may increase in value in line with the overall performance of the Trust. Therefore, your initial investment can grow. You will know this when the prevailing Unit Price is higher than the price at which you bought your units.
- **Tax benefits:** As a Unitholder of UTOS, any capital gains you make on your investment are exempted from the 27% Capital Gains Tax. The net profit of the Trust is also exempted from Income Tax, so all profits generated will be available for distribution to all Unitholders.
- **Cyber-Security:** We have invested in implementing the UpGuard Cyber resilience digital platform to monitor and protect our business-critical systems and data from Cyber-Attacks. The platform complies with International Organization for Standardization (ISO) 270001 for security standards and controls.

- **UTOS Mobile App/MTALA digital payment gateway:** Our unitholders residing overseas can now purchase units online using our Mobile App and MTALA digital payment gateway in a very reliable, faster, cheap and secure platform.
- **DIRECT DEPOSIT TO BANK ACCOUNTS:** Unitholders may also purchase units by direct deposit into bank accounts of their choosing.

The Risks

There are also some important risks for you to consider before investing in UTOS. All investments involve varied degrees of risk and buying units in UTOS is no different. There are many factors which may impact on the performance of the Trust's investments. Below is a summary of some of the major risks that you should be aware of and prepared to accept, before investing in UTOS.

- **Company risk:** The value of a specific share in a company or security purchased by the Trust could fall due to unexpected changes in the company's internal operations or immediate environment.
- **Market risk:** This is the risk that unforeseen economic or political conditions could have a negative impact on the returns of all investments.
- **Currency risk:** It is a risk posed by fluctuating currency rates, which might have a detrimental impact on the value of UTOS overseas investments. However, these exchange rate fluctuations are closely monitored and appropriate measures are taken to mitigate any possible negative effects.
- **Policy risk:** There is a risk that the current Government policies may change which could negatively impact the performance of the Trust. For example, the Government may alter its policy to restrict granting of guarantees to State Owned Enterprises.

- **Withdrawal risk:** The aim of the Trust is to generate growth over the medium to long-term period and the value of the Trust's investments may change due to the nature of the investments. Although you may easily sell your units back to the Trust, you should hold off on selling them for at least 3 years after purchase to minimize the risk of capital loss.
- **Early call on borrowings:** A proportion of the investment portfolio is financed from debt through the issue of promissory and convertible notes. These notes are issued on a range of 2, to 10-year terms. If the lender makes an early call on a note, UTOS will be exposed to liquidity risk and may need to borrow at a higher interest rate or operate an overdraft to service the request. This may reduce the profit of the Trust in the period and will result in a reduced value of the Trust's Net Assets.
- **Cyber Risk:** Despite security controls in place, there are always new cyber threats and system vulnerabilities that cybercriminals can exploit to compromise, steal and expose critical data.

As you can see from the above, investing in UTOS entails risks and it is important to note that not all risks can be anticipated. There is no guarantee that by investing in UTOS you will make money or receive dividends from your units. Before purchasing units in UTOS, you are advised to seek competent financial counsel.

Why Invest?

If you are a small business owner, farmer, fisherman or low-income earner, UTOS would give you the opportunity to diversify your investment risk while providing you with a satisfactory return.

If you are a Samoan living abroad, investing in UTOS can be an ideal investment if you are looking at investing in Samoa, saving up to buy a property, planning a family reunion in Samoa or simply to "connect to your roots". If you are thinking of retiring in Samoa, UTOS can help you achieve your future goals by investing your money and allowing you to reinvest your dividends in the Trust.

Investing your money with UTOS is not the same as saving in a commercial bank. Placing your money in the bank is best for you if you want to access your money within short periods (1 to 18 months) or at unpredictable times (such as for “faalavelave”, school fees or monthly bills). In addition, saving your money in the bank is best if you are not prepared to take risks.

Investing your money in UTOS is investing for a longer term (preferably at least three (3) years) in the hope of making more money than you would receive from interest added to your savings with a commercial bank. So, if you are looking for an opportunity to build your wealth over a longer period of time for tertiary education for your children, buying a piece of land, a stress-free retirement or starting your own small business in the future; invest in UTOS.

The “Manager”

The “Manager” is the Unit Trust of Samoa (Management) Limited. The Manager is 100% owned by the Government of Samoa, listed as a Public Trading Body under the Public Bodies (Performance and Accountability) Act 2001, and is monitored by the Ministry of Public Enterprises and regulated by the Central Bank of Samoa.

The physical address of the Management Company is Level 3 Development Bank of Samoa Building, Apia, SAMOA.

The Manager undertakes;

- to market and promote the Unit Trust of Samoa (Trust)
- to seek investment opportunities and make investment decisions on behalf of Unitholders which will maximize the return on their funds
- to receive applications and issue units
- to prepare the Trust’s accounts
- to distribute Annual Reports of the Trust to Unitholders
- to declare and make dividend distributions to Unitholders
- to ensure that UTOS complies with all legislations and regulations

- to assess and manage risks to the Trust’s funds and its operating environment

The Minister of Finance is the Responsible Minister for the Manager in accordance with the Public Bodies (Performance and Accountability) Act 2001. There are five members of the Board of Directors of the Manager, appointed by Cabinet on the advice of the Minister of Finance. The Chairman and Directors are individuals with extensive experience in both public and private sector businesses. The Chief Executive Officer of Unit Trust of Samoa (Management) Co. Ltd also sits in board meetings as an ex-officio Director.

The “Trustee”

Tafailagi Trustee Co Ltd commenced its responsibility as Trustee of UTOS on 1st January 2018. Tafailagi Trustee Co Ltd is a registered company and was approved by the Minister of Finance to be the trustee of UTOS under Section 6 of the Unit Trust Act 2008. The Central Bank of Samoa has also approved Tafailagi Trustee Co Ltd to be the trustee of UTOS according to the requirements of the Central Bank of Samoa Prudential Guidelines for Unit Trusts.

The primary responsibility of the Trustee is to ensure that the Manager acts in the best interests of Unitholders. The Directors of the Trustee at the date of this prospectus are Taito John Michael Roache and Luana von Reiche Roache.

The Trustee undertakes;

- to protect the interests of Unitholders
- to hold the assets of the Trust on behalf of Unitholders
- to ensure compliance with the Trust Deed
- to ensure that the Manager has referred to the Investment Policy when making investment decisions

The physical address of the Trustee is ‘Poinsettia House, Malifa, Apia, Samoa’. The postal address of the Trustee is ‘P.O Box 38, Apia, Samoa’.

The “Auditor”

Under the Trust Deed, the Auditor is appointed by the Manager in consultation with the Trustee. The Auditor must be a chartered accountant, or a firm of chartered accountants and must be appointed for a term of three years.

The Auditor may be removed from office at any time by the Manager or by an Extraordinary Resolution of Unitholders. The Auditor may resign providing the Manager with at least 90 days’ written notice.

The Auditor for the trust at the date of this prospectus is *“Ah Chong Public Accountants”*.

The “Regulator”

Under the Act, the Central Bank of Samoa is the Regulator for UTOS. UTOS is regulated in accordance with the Prudential Guidelines for Unit Trusts 2015 and the Money Laundering Prevention Act 2007.

The Prudential Guidelines were developed in pursuant with Section 3 of the Financial Institution Act 1996 and its amendment in 2012, and in accordance with the Act. The guidelines provide the criteria to assess whether a person or company is ‘fit and proper’ for an investment scheme. Based on these guidelines, the Unit Trust of Samoa (Management) Ltd and Tafailagi Trustee Company Ltd are ‘fit and proper’ to be the Manager and the Trustee of UTOS, respectively.

The Money Laundering Prevention Regulations sets guidelines for Unitholder transactions that reviews whether the origin of funds are of legitimate sources and that no client, director or staff of the Unit Trust of Samoa is involved in the criminal act of Money Laundering.

If the Manager is aware that a new investment is outside of the investment regulations, prior approval of the Central Bank of Samoa must be obtained. Should the Manager suspect that a financial transaction is of criminal nature the Manager is obligated to report the transaction to the Financial Intelligence Unit (FIU) of the Central Bank of Samoa.

Costs, Fees and Charges

To fund the management and operation of the Trust, the current fees and charges have been agreed to between the Manager and the Trustee and the following costs may be payable in accordance with the Trust Deed:

Exit Fee	A fee of 1% is incorporated into the repurchase price that applies to each withdraw application. The fee is retained by the Manager for its own use. This is an agreed fee between the Manager and the Trustee but may change from time to time. Unitholders will be advised of any change to this fee.
Transfer of Units	A fee of 1% of the total value of units being transferred will apply to each transfer application. This fee is paid by the transferee to the Manager upon lodgment of the Unit Certificate, to register the transfer and changing of the ownership of these units.
Manager's Fee	At the date of this Prospectus, the Manager's fee is equal to 1.40% per annum of the total net value of Assets of the Trust. This is paid by the Trust to the Manager on a monthly basis. This fee can change by agreement between the Manager and Trustee.
Trustee Fee	At the date of this Prospectus, the Trustee's fee of \$30,000 per annum plus an amount equal to 0.5% per annum of the comprehensive income of the Trust. This is paid by the Manager to the Trustee on a monthly basis.
Expenses	As per clause 16.2 of the Trust Deed, the Manager may pay and be reimbursed for all reasonable expenses incurred in relation to the management or operation of the Trust, out of the Assets of the Trust. This includes payment of agents' fees, printing of Annual Reports and notices to Unitholders.

Advisor Fees	The Trustee, after consultation with the Manager, may appoint advisors and pay all fees and charges out of the Assets of the Trust.
Other Fees	<p>A \$10tala Admin fee applies to the following:</p> <ul style="list-style-type: none"> • Change of Account Name • Re-issue of a lost certificate • Change of signature fee for individual/Joint Unitholders accounts; whilst group accounts will be reviewed on a case-by-case basis • Printing of a Confirmation Letter <p>A \$50tala fee applies for Audit Confirmation letter.</p>

Unit Price

Unless the Manager decides otherwise, the price of a unit is calculated on a monthly basis. The price is issued every first Wednesday of the month unless it is a public holiday, in which case the price is issued on the first working day following the holiday. Units will be sold to investors at the “**Issue Price**”.

Unitholders can sell their units back to the Trust at the “**Withdrawal Price**”.

The prices are calculated as follows:

$$\begin{aligned} \text{Unit Issue Price} &= \text{Unit Value} \\ \text{Unit Withdrawal Price} &= \text{Unit Value less Exit Fee} \end{aligned}$$

According to the Trust Deed, the Unit Price is calculated as follows:

Step 1. Add together:

- (a) the value of all assets of the Trust; and
- (b) any other amounts which, in the opinion of the Manager should be included in such aggregate for the purpose of making a fair estimated market value determination of

the total value of the Trust, having due regard to international financial reporting standards as adopted by the Samoa Institute of Accountants, and with any modifications which in the opinion of the Manager should be made in making that determination on such modifications;

Step 2. Subtract from the amount calculated in step (1) above, the total amount of:

- (a) all liabilities of the Trust; and
- (b) any other amounts which, in the opinion of the Manager should be included for the purpose of making a fair and reasonable determination of the total value of the Trust, having due regard to international financial reporting standards as adopted by the Samoa Institute of Accountants, and with any modifications which in the opinion of the Manager should be made in making that determination on such modifications.

Step 3. Divide the amount reached after completing Steps (1) and (2) above by the number of Units on issue at the time. The product shall be rounded to the nearest two decimal places of a Unit in such manner as the Manager shall decide.

In simple terms, the Unit Price is the total value of net assets (including any adjustments that the Manager determines necessary to reflect a fair value of the Trust's Assets) divided by the total number of Units on issue at the time.

The Trust Deed

The Trust is operated in accordance with Unit Trust of Samoa Trust Amending Deed (relating to the Master Deed) dated 18th December 2017.

A copy of the Deed can be obtained from the office of the Manager for a fee determined by the Manager, or may be obtained as an electronic copy free of charge.

The Trust Deed may be altered, but if the rights of investors are adversely affected by such alteration(s), the Trustee must obtain the approval of Unitholders through an Extraordinary Resolution under Clause 22 of the Trust Deed.

Requirement to Lodge Unitholders Information

In accordance with Section 21 of the Unit Trust Act 2008, the Manager is required to lodge information on Unitholders with the Registrar of Companies of the Ministry of Commerce, Industry and Labour before 31st March every year.

The following information must be filed:

- 1) A list of names and addresses of each person who, on 31 December of the preceding year was a Unitholder of the Trust, including the extent of the interests held by each Unitholder; and
- 2) A statement setting out:
 - (i) the number and dates of distributions to Unitholders in respect for each unit of interest in the Trust during the last 5 years; and
 - (ii) the amount of each of these distributions; and
 - (iii) the extent to which each of these distribution consisted of anything other than dividends, interest or bonuses, with particulars of other components.
- 3) The audited statements of the accounts of the Trust;
- 4) A summary of purchases and sales of property under the Trust;
- 5) A list of all the investments of the Trust as at the end of the period which the accounts relate;
- 6) Particulars of the cost and the estimated market value as at that date, of the investments and other property.

Resignation, Removal and Replacement of the Manager

The Manager may be removed from Office under the following circumstances:

- (a) by an order of the Supreme Court on the application of the Trustee, one-tenth of the Unitholders, or the Minister; or

- (b) if the Trustee certifies that it is in the interests of Unitholders that the Manager cease to hold office; or
- (c) by resolution of Unitholders (who hold at least a three-quarter of the value of the units) at a meeting convened in accordance with the Trust Deed; or
- (d) if the Manager goes into receivership or liquidation; or
- (e) if the Manager ceases to hold the business license which is required by law to hold in order to act as manager of the Trust.

The Manager may resign at any time, provided ninety (90) days' notice is given in writing to the Trustee of its intention to retire. This retirement is not effective until a new Manager has been appointed and has executed the relevant Deed.

Retirement, Removal and Replacement of the Trustee

The Trustee may be removed from office under the following circumstances:

- (a) by order of the Supreme Court upon the application of the Manager or the Minister; or
- (b) if the Trustee was appointed by the Minister under section 6 (1) (b) of the Act, then the Minister may remove him/her/them; or
- (c) the Trustee may retire at any time upon giving 30 days' notice in writing to the Manager of his/her/their intention(s). The retirement is only effective on the appointment of a new Trustee and the transfer of all assets of the Trust to the new Trustee.

Unitholders

Your Interests and Rights

All of the Unitholders in UTOS have a beneficial interest in the Trust's Assets. However, this does not give Unitholders a right to control any particular asset, nor does it confer any rights over the management of the Trust. Each Unitholder in UTOS is subject to the terms of the Trust Deed, and is entitled to:

- receive a share of the income of the Trust
- receive capital distributions in the event of repurchase
- have units repurchased or redeemed
- transfer ownership of units to a surviving joint unit holder or to one's estate in the event of one's death.
- attend and vote at meetings of Unitholders
- participate in distribution upon termination or winding up of the Trust
- receive a statement of their units held in the Trust.
- receive Annual Reports on the performance of the Trust
- inspect the Trust Deed and Supplemental Deed

Your Liability as a Unitholder

Each Unitholder's liability is limited to the value of his/her or their units.

Meetings of Unitholders

The Manager may convene a meeting of Unitholders at any time but must give at least 14 days written notice of the meeting to Unitholders. The Manager must make available to the Unitholders the Annual Report of the Trust before the Annual General Meeting.

The Manager may convene a meeting of the Unitholders at any time, or at the written request of the Trustee, or at the request of a Unitholder (or Unitholders) holding at least one-tenth of the value of the units in the Trust.

Quorum:

- For Extraordinary Resolution: minimum of five (5) persons holding or represented by a proxy or attorney at least 25% of total units in the Trust on issue at date of the meeting carrying the right to vote;
- For Ordinary Resolution: minimum of five (5) persons holding or represented by a proxy or attorney at least 10% of total units in the Trust on issue at date of the meeting carrying the right to vote;

Notice of right to appoint proxy in each notice of a meeting there shall appear with reasonable prominence a statement that a Unitholder is entitled to appoint a proxy and that the proxy need not also be a unitholder.

Voting rights at any meeting of unitholders any one of such joint unitholders may vote, either personally, or by duly appointed and authorized proxy, or any attorney acting on unitholders' behalf.

A Unitholder or unitholders present at a meeting that satisfies the quorum for an extraordinary resolution and who hold(s) at least one-quarter of the value of all the units in the Trust, shall have the power by resolution to give directions to the Trustee as they think proper, such directions being consistent with the provisions of the Trust Deed and the Act.

Where a direction is given, the Trustee may comply with that direction and shall not be liable for anything done, or omitted by it, by reason of having followed that direction or advice. If the Trustee believes that any directive granted violates the Trusts or written law, or is otherwise objectionable, the Trustee may seek directions from the Court.

Redemption or repurchase of units

Unitholders may sell back some or all of their units to the Manager. This is known as a "redemption" or "repurchase" of units. The Manager may refuse such a request if it results in the Unitholder holding less than the twenty five (25) units required to qualify as a Unitholder.

Upon the repurchase or redemption of a unit, the amount payable to the Unitholder will depend on the prevailing Withdrawal Price. This amount is net of the 1% exit fee to be retained by the Manager.

There may be occasions where the Manager decides that it is not desirable, or it would be prejudicial to the interests of Unitholders as a whole, for the Trust or the Manager to redeem or

repurchase units from a Unitholder. If so, the Manager may suspend the redemption or repurchase of units until, in the Manager's opinion, the situation has changed and the redemption or repurchase can occur.

This means that there may be delays in accessing the proceeds of your investment in the Trust.

Transfer of Units

Unitholders may transfer all or any of their units to another person or organization by completing and submitting to the Manager a *'Transfer of Units Form'*. A transfer fee payable to the Manager applies. The price at which the units are transferred may be determined by the seller and the buyer.

The transfer fee at the time of this Prospectus is 1% of the total value of units. This fee is non-refundable. Please contact the Manager to find out the prevailing rate at the time of transfer of units. This fee is paid by either the transferee or transferor and must be submitted together with the *'Transfer of Units Form'*.

Once a properly completed Form together with all supporting documents and transfer fee has been received by the Manager, the Manager will register the new owner of the units in the Trust's Register of Unitholders.

The Manager may decline to register any transfer under the following circumstances:

- i. where a *'Transfer of Units Form'* has not been completed and delivered to the Manager or any applicable statutory provisions have not been complied with; or
- ii. if registration of the transfer would result in less than a Minimum Parcel of Units (currently 25) remaining in the name of the transferor; or
- iii. if there are unpaid amounts owing from the seller of the Units to the Trustee or the Manager; or
- iv. if the transfer fee is not paid to the Manager.

Distributions to Unitholders

There is no guarantee that dividend distributions will be made to Unitholders. The success of the Trust's investments, as well as the Trust's cash flow situation, will determine whether or not distributions are made. The Manager retains the discretion not to pay distributions and reinvest all profits of the Trust.

If, however, the Manager deems an amount should be distributed, the amount must be distributed to Unitholders according to the number of units they hold in the Trust on the date the Manager declares the distribution.

Annual Reports

The financial year-end of the Trust is June 30th of each year. All Unitholders are entitled to a copy of the Annual Report which will report on performance and events of the Trust during the year, as well as the future outlook, risks and challenges.

The Annual Financial Report can be made available to the Unitholder within 3 months after the end of each financial year, or within such other time frame agreed-upon by the Manager and Trustee from the year-end. Unitholders can uplift a copy of the Annual Financial Report from the Annual General Meeting or UTOS Head Office.

Closure of Registry

The Manager may close the Registry for any period or periods he/she or they may choose, provided that the Registry is not closed for a period exceeding 30 days in each year.

Winding up and Termination of the Trust

The Trust is of indeterminate duration but may be terminated:

- (a) on a date appointed by the Manager by giving not less than three months' written notice to the Unitholders and the Trustee; or
- (b) on a date set by extraordinary resolution of Unitholders; or

(c) on a date when the Trust is terminated under the Trust Deed or by operation of law.

Unit Registry System

On the 14th February 2017, UTOS launched its online Unit Registry System. The system enables Unitholders to check their investment balances online using any device that are connected to the internet.

With the implementation of these new online services, including the mobile application, our team recognises cyber risks and threats that may occur. Methods and mechanisms have been put in place to counter these risks and threats. Systems security has been upgraded to the recommended level practiced by international financial institutions to protect and prevent critical information, and data from cyber security threats and attacks

Notes for Completing the Application for Purchase of Units

When you are ready to make an investment in the Trust, you are advised to clearly read **these notes** before you complete the application form for the purchase of units.

There are four different categories for Unitholders. These are:

1. INDIVIDUALS:

Applications by individuals must be signed personally or by the applicant's authorized attorney. If the application is signed under a Power of Attorney, the relevant document conveying such power of attorney is to be submitted for noting by the Manager.

2. JOINT UNITHOLDERS:

- (i) Up to three individuals can be registered as Joint Unitholders.
- (ii) All applicants must jointly complete all sections of the relevant form and each one must sign the Application.
- (iii) All of the joint Unitholders must give instructions, including redemptions or repurchases, to the Manager in relation to their units.

- (iv) Individuals in groups of more than three wishing to jointly purchase units must fill out the Application Form for Groups.

3. BUSINESSES

3.1 *COMPANIES*: Applications by companies must be signed by the Chairperson and one other Director (or the sole Director in the case of sole director companies). Such company must be registered with the Samoa Register of Companies.

3.2 *PARTNERSHIPS*: Applications by partnerships must be completed and signed by all partners. One of the partners must be designated as the approved partner to transact the units on behalf of the other partners.

3.3 *TRUSTS*: Applications by Trusts must be signed by all of the trustees and a declaration given that the trustees are authorized by their relevant Trust Deed to invest in UTOS on behalf of the Trust.

4 GROUPS

4.1 INCORPORATED SOCIETIES:

- (i) Applications by incorporated societies must be completed and signed by two or more members acting under the express or implied authority of the Society.
- (ii) The application form must be accompanied by a signed resolution naming and authorizing two or more members to hold and transact the units on behalf of the Society.

4.2 UNINCORPORATED SOCIETIES / GROUPS:

- (i) Applications by unincorporated societies and groups must be completed and signed by at least two or more members authorised by the Society or Group.
- (ii) A written resolution signed by at least five members of the Society or Group must be submitted together with the Application form.
- (iii) The first applicant on the Register shall be the primary authorized person on the Application form. All notices and certificates will be delivered to the first holder.

All distributions will be in the name of, and delivered to, the first applicant, or as otherwise instructed by a written resolution by the Society or Group. A copy of this resolution must also be submitted together with the application form.

- (iv) At least two of the authorized members must give instructions, including redemptions or repurchases, to the Manager in relation to their units and such instruction shall bind all members of the Society or Group.
- (v) Any change to an authorized person must be advised in a formal letter to the Manager, signed by at least five members of the group.

Application forms can be uplifted from the UTOS office, any Gambling Control Authority (GCA) office or downloaded from the UTOS website. You can also contact a UTOS staff to request for a form to be posted or emailed to you when you are ready to invest.

Beneficiaries

A beneficiary is required to be nominated when completing the application form for an individual or a joint account. In the event that the unitholder(s) passes away, the beneficiary(s) will then hold the rights to ownership for an account.

When both an applicant(s) and a beneficiary(s) pass away, the Manager will execute instructions laid forth in a will. In the absence of a will, the funds will be transferred to the Public Trust Office (PTO), will decide on disbursement to the rightful person(s).

Frequently Asked Questions

1. Who can buy Units?

Anyone 18 years old and over that is a Samoan citizen, a permanent resident or of Samoan descent may invest in UTOS. Samoan businesses, village and church committees, clubs, societies, associations and any other group of at least 3 people can also invest.

2. Can my child invest in Units?

A child who is 18 years old and over can invest on his or her own behalf. A child under 18 years old will require the parent(s) or guardian(s) to invest on his or her behalf.

3. How can I buy Units?

You will need to complete the '*Application Form for Purchase of Units*' that is appropriate for you, your family or organization. Submit the form, together with your investment, two photo identifications and the required documents eg. Business license etc, to the office of the Manager where your application will be processed.

4. Where can I buy Units?

- **UTOS Office:** Visit the UTOS Office on Level 3, Development Bank of Samoa Building and one of our staff will assist you with completing your application and receive your cash or bank cheque. You will be provided with a receipt for the purchase amount.
- **Gambling Control Authority (GCA):** Visit any GCA office and one of their staff will assist you. Please be advised that, although GCA employees are not agents or representatives of UTOS, they have been delegated to receive your completed application form and cash, and issue you with a receipt for the units purchased.

5. Is there a way I can make direct deductions to top up my investment on a regular basis?

Yes, you can, depending on your situation and where you are residing.

- If you are a Government of Samoa employee, you can sign our '*Authority for Direct Deduction*' form and we will arrange direct deductions from your salary, through the Ministry of Finance.
- If you are not a government employee, you will need to
 - Complete a standing order with your bank to automatically transfer funds from your bank account to our bank account.
- If you are residing overseas, you can directly top up by:
 - remitting your funds to us through any money transfer company
 - direct deposit through online banking services offered by commercial banks.Contact us and we will give you the details of our bank account

- Klickex (<https://www.klickexpacific.com>)
- The MTala platform can also be used to purchase units

6. How do I know what the issue and withdraw prices for units are at any time?

Prices will be advertised at the UTOS office, all GCA Offices, our website and on Facebook . You can also request for the prices via email and our staff will send you the prices accordingly.

7. What interest rate do you pay for my investment?

We do not pay interest like commercial banks. We pay dividends and capital growth on your investment. How much we pay depends on the Net Profit of the Trust.

8. How often does UTOS pay out dividends?

The Manager plans to pay out dividends at least once a year. Usually, the Board of the Management Company declares a dividend in June of each year but it is not paid out until the second week of July. The Board of the Management Company can also declare interim dividends when necessary. Unitholders are given three months to make a decision as to whether they wish to reinvest or withdraw their dividend. If a Unitholder(s) does not declare intention to withdraw his/her or their dividend within this period, the Manager will automatically reinvest the dividend.

9. Can I reinvest my dividends?

Yes, you can. You are given up to three months to collect your dividend from our office. After that, all unclaimed dividends will be reinvested and you will automatically be issued additional units equivalent to your dividend amount, at the prevailing unit price.

10. How long can I keep my money in the Trust?

It is up to you. However, we encourage you to invest your money for at least 3 - 5 years so that you can gain the most benefit.

11. Can the Government of Samoa dictate where UTOS can or cannot invest Unitholders' funds?

No, the Government of Samoa cannot. We have an independent Board of Directors who are fiduciaries to the Unitholders. We also have the Trustee who is legally obligated to ensure that the best interests of the Unitholders are upheld.

12. Is my money guaranteed by the Government if UTOS is wound up or terminated?

The Government guarantees the money that is lent by UTOS to government entities and government projects. However, the Government guarantee does not extend to protecting Unitholders against losses on their investment. If the Trust is wound up or terminated, you will receive only your share of the net assets available after all debt and other costs of the Trust are paid.

13. Can I check my investment balance online?

Yes, you can. You will need to complete and sign the application form for online services and submit it to our office. Once we receive your signed form, we will process your application. Once approved, you will receive an email with instructions as to how you can access your account online. You can purchase units online but cannot withdraw.

Key Financial Information

Total Returns as at 30 June 2021

Year	Dividend Yield	Capital Gains	Total Return
2011	0.00%	4.12%	4.12%
2012	0.00%	20.79%	20.79%
2013	4.90%	15.32%	20.22%
2014	5.88%	10.07%	15.95%
2015	6.29%	9.66%	15.95%
2016	5.70%	6.04%	11.74%
2017	5.70%	5.33%	11.03%
2018	6.33%	5.33%	11.66%
2019	6.06%	5.77%	11.83%
2020	5.49%	4.72%	10.21%
2021	5.68%	6.02%	11.70%

Balance Sheet as at 30 June 2021 (amounts in Samoan Tala)

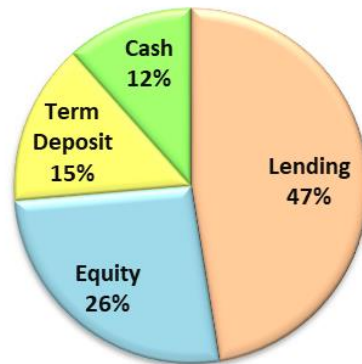
	2017	2018	2019	2020	2021
Unitholder's Equity	66,115,847	69,101,191	98,300,433	126,213,088	126,365,598
Units on Issue	43,850,295	47,360,861	65,191,548	81,670,883	82,619,857
Retained Earnings	2,691,398	56,561	95,158	174,143	4,507,756
Total Assets	128,432,060	133,330,909	164,330,689	164,330,689	170,422,112
Total Liabilities	62,316,212	57,562,824	28,852,257	28,852,257	30,854,330
Total Investment Portfolio	123,224,822	131,083,011	159,905,344	159,905,344	169,315,737

Income Statement for the Year ended 30 June (amounts in Samoan Tala)

	2017	2018	2019	2020	2021
Income	8,839,550	8,140,651	9,325,665	10,389,755	13,132,495
Dividends	1,263,537	788,341	38,370	2,780,834	856,113
Interest	5,974,874	5,531,036	6,875,670	7,384,456	7,059,771
Other Income	1,601,139	1,678,878	2,361,559	34,474	5,765,298
Expenses	4,162,030	6,095,076	2,767,912	4,117,320	4,161,233
Audit Fees	20,125	23,000	23,000	23,000	23,000
Bank fees & Charges	689	581	1,581	847	258
Trustee fees	49,940	26,039	0	0	0
Manager's fees	1,302,604	1,429,080	1,719,454	1,750,677	1,937,221
Interest	3,150,745	2,563,705	2,053,833	1,447,462	854,162
Loss on unit withdrawals	1,302,604	284,230	355,088	431,410	,1,425,637
Other expenses	18,287	16,324	17,718	33,537	38,891
Comprehensive Income	4,162,03	8,655,908	7,765,888	7,545,170	7,546,426

Investment Portfolio Allocation as at 30 June 2021

Portfolio Allocation as at June 2021

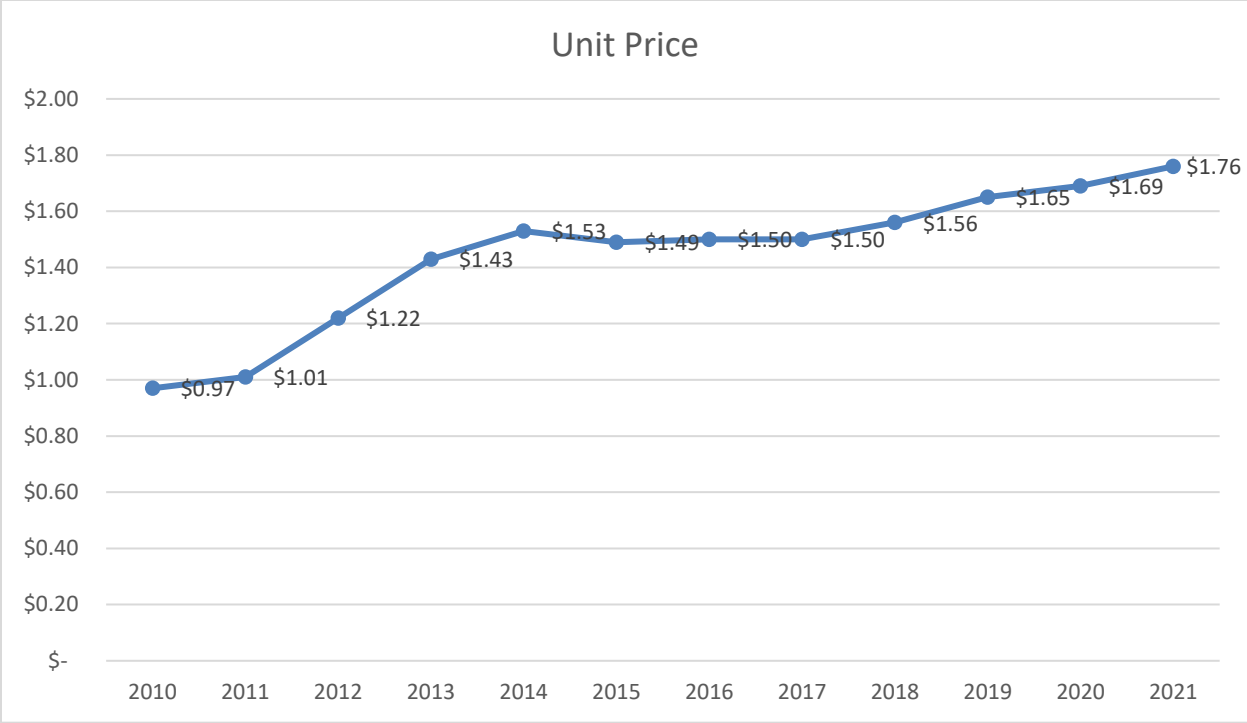


Distribution of Dividend per annum (amounts in Samoan Tala)

Year	Dividend per Unit (in Sene)	Total Dividend Payout (in Tala)
2011	0	0
2012	0	0
2013	7	291,066
2014	17	2,654,833
2015	10	2,495,790
2016	9	3,559,582
2017	9	3,906,727
2018	10	4,680,412
2019	8	6,519,155
2020	8	6,193,450
2021	8	6,609,589

Unit Price History

Unit Price History provided in the chart below are in Samoan Tala.



Contacts

If you have any queries regarding UTOS, you can contact a representative of UTOS at the telephone numbers +685 26949 or +685 29916, or email your questions to info@utos.ws, or via our Facebook Page “Unit Trust of Samoa”. You can also visit our office located on Level 3 of the Development Bank of Samoa Building.

If you have a complaint, you can lodge it directly with the Chief Executive Officer of and/or the Chairman of the Management Company and/or Trustee.

Also visit our website at www.utos.ws for more and latest information.