

Canadian Regal International Finance Inc. 加拿大皇家国际金融有限公司

Going Public on Canadian Stock Exchanges 加拿大上市策略



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Professional Services

我们的专业服务

- Strategic advisory services on the "going public" process
- General liaison with legal counsels, the sponsor,
 Canadian stock exchanges, investment banks, and auditors throughout the transaction process
- Business Due Diligence
- Business Plan
- Capital Advisory Services

- 。 上市程序战略顾问
- 在上市过程中协调律师、 保荐人、交易所、审计、 投行等相关工作

- 。 商业尽职调查
- 。 商业计划书
- 融资顾问服务



Professional Services

我们的专业服务

Shareholder Value

股东价值

Capital Markets
Transactions

资本市场交易

Going Public Preparation

上市准备工作

- The going public preparation include optimizing corporate and shareholding structure, due diligence, and strategic business plan etc.
- 上市准备工作包括企业及股权结构的优化、尽职调查、战略商业计划书等各种工作。
- Capital Markets Transactions which build Shareholder Value.
- 资本市场交易建立股东价值。



Benefits of Getting Listed in Canada

在加拿大上市的益处

Quick Listing

 Generally takes six to twelve months to have a Chinese company listed on a Canadian stock exchange

Affordable Costs

 Compared with other established exchanges, Canadian stock exchanges have the most affordable listing and maintenance costs.

Less Strict Oversight

Principle-based vs. regulation-based governance

High Liquidity

- Active retail investors
- 50% of Canadians directly or indirectly invest in the equity market

• 上市速度快

中国企业通常在6-12个月之间就可以完成在加拿大的证券交易所上市

• 低廉的上市和维护费用

相对于美国、英国、香港的证券交易 所,加拿大的证券交易所的上市费用 和上市公司的维护费用是最便宜的

• 相对宽松的监管环境

加拿大采用原则性管理的监管理念

• 良好的流通性

- 活跃的投资者在二级市场为上市公司 提供极高的流通性
- 浓郁的股权投资文化,50%的加拿大 人直接或简介持股



Benefits of Getting Listed in Canada

在加拿大上市的益处

Financing Opportunities

 To raise funding during various stages to ensure healthy growth

Management Incentives

 To build a strong team through options and equity incentives

International Platform

 More exposure being a listed company. A new platform for international market and low cost M&A

Strengthened Image

Increased exposure strengthens brand recognition and corporate awareness

• 增加融资渠道

通过证券交易所的平台,为企业在成长的各阶段获得所需资金

• 激励管理团队

通过期权、持股等多种激励手段,激励团队成员,增强企业管理团队的凝聚力

• 建立国际合作的平台

作为在加拿大上市的公司,企业增加 了曝光率,为低成本并购扩张提供了 新的平台

• 提高企业及产品形象

通过上市,扩大了企业的市场影响力, 进一步提升产品的知名度。



Benefits of Getting Listed in Canada

在加拿大上市的益处

Maximization of Shareholder Value

 Original investments by the entrepreneurs will increase in value through the capital market mechanism. Shareholder value grows as the company grows.

Circumvention of Potential Risks

 Through securitization of assets located in China, the company becomes a subsidiary of a public company listed on a legitimate overseas exchange.

Better Living Standards in Canada

- Vancouver has been consistently rated the best city in the world.
- More opportunities for the entrepreneurs' family to prosper in Canada.

• 股东价值的最大化

企业家的原始投资,通过股票市场的机制,价值得到增长。股票市场增加了股票的流动性及股东的退出机制,企业家的财富更可以通过企业的增长进一步增值

• 规避潜在的风险

将中国境内资产证券化,企业成为境外上市公司的子公司,以规避潜在的中国政策风险

• 良好的加拿大生活环境

- 温哥华连续多年被评为全世界最适合 人类居住的城市。
- 上市为企业家到加拿大定居和发展提供更多的机会。



Methods of Going Public 中国企业的上市方式

中国中小型企业在加拿大上市有两个交易所可供选择,一个是加拿大证券交易所(CSE),一个是多伦多股票交易所创业板(TSXV),中国企业多数采用反向收购的方式完成上市。

Reverse Take-over

反向收购 (也就是"借壳上市")

Initial Public Offering

首次公开发行(适用于大型企业)







Methods of Going Public

中国企业的上市方式

Reverse Take-over

借壳上市

In a reverse takeover, shareholders of the private company acquire control of a public shell company by merging the private company with the public company. The publicly traded corporation is called a "shell" since all that exists of the original company is its organizational structure. The private company shareholders receive a substantial majority of the shares of the public company and control of its Board of Directors.



Regulatory Issues 中国的规例

The Provisions on the Takeover of Domestic Enterprises by Foreign Investors ("MOC Decree 10") effective on September 8, 2006 restricts the share swap between a PRC domestic company and related off-shore special purpose vehicle.

Catalogue of Industries for Guiding Foreign Investment (2015 Revision) specifies areas that foreign investments are encouraged, limited and restricted.

Analysis should be conducted and appropriate steps should be taken to comply with applicable laws and regulations.

《关于外国投资者并购境内企业的规定》(即2006年9月8日生效中国商务部10号文),对中国公民利用离岸公司,以换股方式置换中国境内资产到海外上市进行了限制。

外商投资产业指导目录(2022年版)

对外商投资范围做了界定,规定了鼓励、限制、及禁止外商投资的领域。

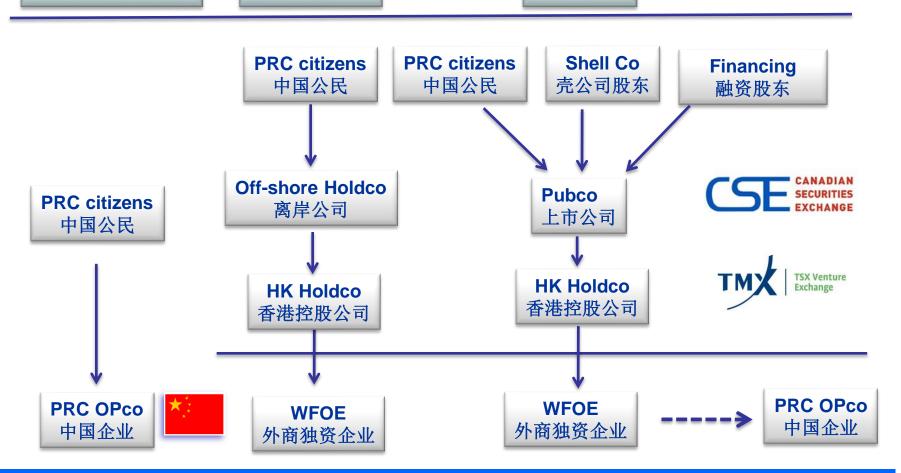
需进行相应的分析,采取适当的步骤以遵 从相关适用的法律和规定。



Restructuring 中国企业的重组

Existing Structure 上市前结构 Restructuring 重组结构

After RTO 上市后结构





Required Information

所需资料

- Shareholders list
- Paid-in Capital
- Historical equity transactions
- Corporate debt
- On- and off-balance sheet obligations
- Tax returns and tax information
- IFRS level of Financial statements for the past three years
- Bios and backgrounds on the Directors, Officers and Executives of the Company
- Strategic Business Plan (if available)
- Capital Required
- Use of Proceeds

- 股东名单
- 实付资本
- 股权交易历史
- 公司债务
- 资产负债表上的以及表外负债
- 报税表及税务信息
- 过去三年符合通用会计准则或国际通用会计准则的财务报表
- 公司董事、高管、高级行政人员的 简历和背景资料
- 商业计划书(如有则提供)
- 融资需求
- 资金用途



Preliminary Assessment 初步评估

Preparation prior to going public:

- •Corporate meetings, minutes and all entity-related documents
- Legal agreements all in order
- Share issuances all reviewed
- •Re-organization proposal
- Business process
- Business objectives
- Management team
- •Financing demands next 2-3 years

上市前准备工作:

- 公司会议记录及所有和公司相关 的文件
- 法律协议
- 对过去股票发出的历史进行回顾
- 企业重组提议
- 业务流程
- 企业目标
- 管理团队
- 未来2-3年的融资需要



Filing Documents Required by Exchanges

交易所所需文件

Documents required:

- Strategic Business Plan
- Business/Asset Valuation
- Audit Report issued by a Canadian accounting firm
- Legal opinions from PRC and Canadian legal counsels
- Definitive P&S Agreement
- Sponsor's report
- Prospectus and/or Offering Memorandum or Filing Statement

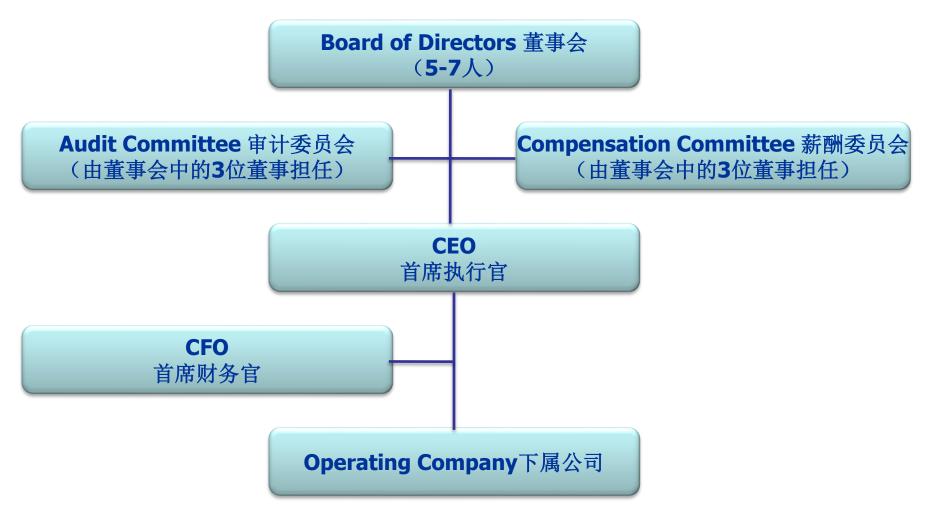
上市所需文件:

- 符合加拿大标准的商业计划书
- 商业评估报告
- 加拿大会计师事务出具的审计报告
- 中国和加拿大律师的法律意见书
- 保荐人报告
- 和加拿大壳公司签署的股权并购协议
- 给加拿大证监会及交易所的申请 文件



Corporate Structure Post-Listing

上市后公司结构



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加拿大皇家国际金融公司专业上市顾问的优势

- > 丰富的中国公司在加拿大上市经验
- ▶ 丰富的加拿大证监委、交易所、律师、审 计师沟通经验
- > 精通中国企业的尽职调查准备工作
- > 和投行的紧密合作关系

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加拿大皇家国际金融公司专业上市顾问的作用

- > 起着项目总协调人的作用
- 协助企业及中国律师,设计及实施企业架构和股权的重组
- > 协助企业准备中国律师出具法律意见书必需的尽职调查文件
- > 协助法律等方面的尽职调查工作、协助商业计划书的撰写
- 协助和壳公司的谈判、协助选择加拿大投行,安排有利于企业的融资方案
- 协调和中加律师、交易所、上市保荐人、投行、加拿大审计、 的各项工作
- ▶ 协助企业上市后的后续管理工作

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