

Membership Application Form



AIPO
Angel Investors Club

AIPO ANGEL INVESTORS CLUB (AIC) MEMBERSHIP INFORMATION

WHAT IS AIPO ANGEL INVESTORS CLUB?

AIPO Angel Investors Club (AIC) facilitates the introduction of entrepreneurs to potential investors through presentations and other mechanisms. AIC consists of individual angel investors interested in financing privately held companies or ventures typically in an early stage of development.

AIC is focused on potential investments in the intellectual property based enterprises. Potential members must have prior experience in the intellectual property fields or a strong desire, willingness, and capability to learn substantive components of the intellectual property industry.

HOW DO I BECOME A MEMBER?

REQUIREMENTS OF MEMBERSHIP:

- Members must qualify as:

A “Sophisticated Investor” as defined under the Capital Markets and Services Act 2007 (CMSA). CMSA defines a sophisticated investor as: “include an individual whose total net personal assets exceed RM3 million or its equivalent in foreign currencies or a corporation with total net assets exceeding RM10 million or its equivalent in foreign currencies based on the last audited accounts”.

- Members must be sufficient industrial and/or business and/or investing experience.
- Members must agree to abide by the terms and conditions of the AIC Membership Agreement.
- Members must pay annual membership fee.

PROCESS FOR MEMBERSHIP QUALIFICATION

- Qualifying individuals are invited to consider becoming members of AIC. Membership is at the discretion of AIC's Membership Committee and is subject to annual renewal, non-renewal, revocation or termination by AIC's Membership Committee.

- Interested parties must complete the Membership Agreement and submit the required documents and payment.

- The Membership Committee will review all applications for membership and endeavor to provide applicants with a written response within thirty (30) days of completed application submission. (Your payment, whether by check or credit card, will be held for processing until after your membership has been approved.)

- AIC membership may be terminated or membership revoked at the discretion and determination of AIC Membership Committee, should it be determined that an AIC member has breached any term of AIC membership. A member will be notified in writing by the Membership Committee of the intent to terminate or revoke membership, and the on-notice member shall have thirty (30) days in which to submit a written response to the Membership Committee, should the member deem his/her actions or inactions do not warrant or qualify for termination or revocation of membership. The Membership Committee shall consider, in good faith, such on-notice member written response within sixty (60) days. The decision of the Membership Committee is final.

THE BENEFITS OF MEMBERSHIP

- Events – Quarterly investor luncheon meetings with presentations from two to four pre-screened companies for members’ investment consideration. Afterward, there will be time for discussion of members’ observations and analysis.

- Access to “Members Only” section of the Website, which includes:
 - Access to all deal flow through AIC’s online database.
 - Copies of all presentations and materials provided at meetings.
 - Member Discussion Areas online forums to confidentially discuss or comment on business plans, companies and general angel investing topics with other members.
 - Best-practice sharing of investment tips and documents.

- Educational programs in term sheets, balanced investment portfolios, case studies, due diligence and other topics in angel investing.

- Opportunity to interact with other angel investors and meet individuals experienced in working with young companies.

FREQUENTLY ASKED QUESTIONS

➤ **What is an angel investor?**

An angel investor is an individual who makes direct investments of personal funds into a venture, typically early stage businesses. Because the capital is being invested at a risky time in a business venture, the angel must be capable of taking a loss of the entire investment, and, as such, most angel investors are high-net-worth individuals. These individuals are nearly always “sophisticated investors” as defined in the Capital Markets and Services Act 2007 (CMSA).

➤ **What is an angel group?**

An angel group is a formal or informal assemblage of active angel investors who cooperate in some part of the investment process. Key characteristics of an angel group are: control by member angels (who manage the entity or have control over the entity’s managers), and collaboration by member angels in the investment process.

➤ **Is membership in AIC restricted?**

Yes. Please see the description of membership requirements above, and review the entire content of the Membership Agreement.

➤ **How do I learn more about angel investing?**

AIC conducts periodic training programs for new members as an intensive introduction to angel investing.

Periodically, AIC has speakers on relevant topics as part of the quarterly meetings. Members also learn from other experienced angel investor group members.

APPENDIX

AIPO ANGLE INVESTORS CLUB MEMBERSHIP AGREEMENT

AIPO ANGEL INVESTORS CLUB (AIC) facilitates the introduction of entrepreneurs to potential investors through presentations and other mechanisms. AIC consists of individual angel investors interested in financing privately held companies or ventures typically in an early stage of development. Membership in AIC is a privilege, which is subject to renewal, revocation, or termination for a member's failure to conduct him or herself in a manner consistent with AIC's By Laws; Code of Conduct; Code of Ethics; Confidentiality Requirements; this Membership Agreement; Operating Agreement; Membership Requirements.

PROCESS FOR MEMBERSHIP QUALIFICATION

- Qualifying individuals are invited to consider becoming members of AIC. Membership is at the discretion of AIC's Membership Committee and is subject to annual renewal, non-renewal, revocation, or termination by AIC's Membership Committee.
- All new members (and renewing members) must complete this Membership Agreement.
- Application may then be forwarded by email or mail to AIC at the addresses noted below.
- The Membership Committee will review all applications for membership and endeavor to provide applicants with a written response within thirty (30) days of completed application submission. (Your payment, whether by check or credit card, will be held for processing until after your membership has been approved.)
- AIC membership may be terminated or membership revoked at the discretion and determination of AIC Membership Committee, should it be determined that an AIC member has breached any term of AIC membership.

A member will be notified in writing by the Membership Committee of the intent to terminate or revoke membership, and the on-notice member shall have thirty (30) days in which to submit a written response to the Membership Committee, should the member deem his/her actions or inactions do not warrant or qualify for termination or revocation of membership. The Membership Committee shall consider, in good faith, such on notice member written response within sixty (60) days. The decision of the Membership Committee is final.

Name : _____

Address : _____

Phone : _____

Fax : _____

Email : _____

New Member : _____ Renewing Member: _____

TO QUALIFY FOR MEMBERSHIP, I AGREE THAT

- I am a sophisticated investor as defined under the Capital Markets and Services Act 2007 (CMSA). CMSA defines a sophisticated investor as: “include an individual whose total net personal assets exceed RM3 million or its equivalent in foreign currencies or a corporation with total net assets exceeding RM10 million or its equivalent in foreign currencies based on the last audited accounts” OR
- I have such knowledge and experience in financial and business matters to be capable of evaluating the relative merits and risks of any investment.*
- I agree to abide by the terms and rules of AIC’s By Laws; Code of Conduct; Code of Ethics; Confidentiality Requirements; this Membership Agreement; Operating Agreement; Membership Requirements.

* In order to maintain a high investment profile, AIC will accept only a minimal number of sophisticated investors. Therefore, if you do not meet the definition of a “sophisticated investor,” you may not qualify for membership.

- I understand that AIC is not a venture fund, investment bank, broker/dealer, investment clearinghouse, investment portal, or any other form of investment advisor or otherwise, and is not registered with the Securities and Exchange Commission or any state securities commission. AIC does not provide advice, recommendation, or any other indication of appropriateness or inappropriateness for a particular investment. AIC does not endorse any investment opportunity and makes no independent investigation to verify information provided by companies submitting to AIC for presentation or otherwise, and makes no representation or warranty regarding the same.
- I must conduct my own analysis and due diligence to determine the appropriateness of any investment I make in any company to which I am introduced through AIC. As a result, I recognize and agree that neither AIC nor its representatives or agents are responsible or liable for any investment decision I make as a result of being a member of AIC. The choice to use and the manner of utilization of information and knowledge gained through AIC is my individual and personal choice.
- I understand that any purchase of equity or other investment transaction shall be with the respective company, without involvement of, or participation by AIC.
- I understand that AIC meetings are not an offer to sell or solicitation to buy any security by AIC or any other entity.
- I agree to pay the annual membership dues as set by AIC.

MEMBERSHIP CODE OF CONDUCT

- I will conduct myself in a professional manner at all times.
- I will respect the privacy of other members and not provide their name to any third party without their permission.
- I will keep membership information confidential.
- I understand and recognize that AIC meetings and communications are focused on investment pursuits and will not solicit another member for business.
- I will disclose to the group any relationship I have or may have with a presenting company, including any personal gain I may receive from the company.

DISCLAIMER

AIC is not a venture fund, an investment bank, a broker dealer, investment clearing-house, or an investment advisor, but rather a forum in which investors may be educated on aspects of investment and business, as well as introduced to companies for possible investment. AIC is not registered with the Securities Exchange Commission or any state securities commission. Each member of AIC is responsible for his or her own investment decisions, and AIC is not recommending any particular company for investment. All investments in entrepreneurial companies involve a high degree of risk, and investors should be able to bear the risk of complete financial loss. The choice to use and manner of utilization of information and knowledge gained through AIC is each member's individual and personal choice. No guidance shall be given, nor shall any person affiliated with AIC (or AIC itself) be responsible for an individual member's use of the information, investment decision, or the results of any investment. AIC does not conduct any investigation to verify the factual information submitted to potential investors by individual entrepreneurs. Hence, AIC makes no representations or warranties regarding these companies. Investors must conduct their own due diligence and negotiate the terms of any investment they elect to make.

Please forward with your application (preferably in electronic form) to:

**AIPO ANGEL INVESTORS CLUB
ASSOCIATION OF INTELLECTUAL PROPERTY ENTREPRENEURS AND
ORGANISATIONS (AIPO)**

No.19, Jalan SS1/36,
47300 Petaling Jaya,
Selangor, Malaysia.

Tel : +603- 7876 5050
Fax : +603- 7876 2678
Email : admin@ipowner.org

Read, understood, and agreed to by:

Submitting Applicant Member

Please submit this membership agreement with annual membership dues of RM800. Please make the check payable to “ASSOCIATION OF INTELLECTUAL PROPERTY ENTREPRENEURS AND ORGANISATIONS MALAYSIA”. Your check will not be cashed nor credit card charged unless and until your application for membership has been accepted:

Payment:

Bank In/Check No: _____

Complete membership submission includes:

- Completed membership agreement
- A copy of applicant’s identification card
- Payment

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Application Form for Angel Investor Accreditation FORM A

For Office Use
ID No:

New Application

Section 1

Explanatory Notes

Angel Tax Incentives

To stimulate and encourage angel investments into start-ups in Malaysia, the Government of Malaysia is prepared to give an incentive by way of tax deduction to qualified individual investor(s) based on the qualified investments into a qualified start-up.

1. Qualifying Period

The angel tax incentive will be open for qualifying investments made from 1 January 2013 to 31 December 2017. The investment made by accredited angel investor(s) must be approved by the Ministry of Finance.

2. Eligibility Criteria for Angel Investors

- a. Must be a tax resident in Malaysia
- b. Either considered as a High Net Worth Individual or a High Income Earner
 - a. High Net Worth Individual – Total wealth or net personal assets of RM3million and above or its equivalent in foreign currencies; or
 - b. High Income Earner - The gross annual income of not less than RM180,000 in the preceding period of 12 months; or jointly with his or her spouse, with gross annual income of RM250,000 in the preceding period of 12 months

3. Eligibility Criteria of the Investment made by Angel Investors

4. Tax Deduction

- a. Investment must be made by qualified angel investor(s) into qualified start-up(s);
 - b. Investment must not be from an immediate family members i.e. spouses, children, parents, grandparents and siblings;
 - c. Shall be for the sole purpose of financing the activities as approved by the Ministry of Finance;
 - d. Investment is made by the angel investor for a period of two (2) years prior to the deduction;
 - e. Shares issued to the angel investor(s) is not disposed off within a period of two (2) years from the date the investment is made;
 - f. Shall not be more than thirty percent (30%) of the issued and paid-up capital of the qualified start-up(s) and shares issued must be in the form of ordinary shares;
 - g. Minimum investment amount of RM5,000.00 and up to a maximum amount of RM500,000.00 per annum in total;
 - h. The investment to be made are paid in full and in cash (not in kinds) where there is no obligation to pay back by the start-up(s) to angel investor(s);
 - i. Shares issued by the start-up(s) must be reflected in the Shareholders' Agreement; and
 - j. The shares issued to the angel investor(s) must be in terms of ordinary shares only.
- a. Upon the approval by the Ministry of Finance on the investment made, the angel investor will qualify for tax deduction equivalent to the amount of investment made by the angel investor in the start-up. The deduction will be made in the third (3rd) year of the shareholding period.
 - b. In the event the value of investment exceeds the aggregate income of the angel investor for that year of assessment, any excess amount will not be refunded nor be carried forward to be set-off against the angel investor's future income in other years of assessment.

5. Angel Investor Accreditation

Angel investor accreditation is only valid for a period of two (2) years. Accreditation can be renewed as and when required. MBAN has the right to review the qualifying criteria for angel investor as and when required during the period.

GUIDANCE NOTE

Malaysian Business Angel Network (“MBAN”) is the official trade association and governing body for angel investors and angel clubs in Malaysia. MBAN has been entrusted by the Ministry of Finance Malaysia (“MoF”) to accredit Angel Investors for Angel Tax Incentive Programme and any other relevant programme under the purview of MoF. MBAN will process prospective Angel Investor personal data strictly in accordance with the Personal Data Protection Act 2010 [Act 709 of the Laws of Malaysia]. The information you provide on your application form will be used for the following purposes.

- To enable your application for accreditation as an Angel Investor under the Angel Tax Incentive Programme and any other relevant programme under MoF to be considered.
- To enable MBAN to initiate your record as an Angel Investor under the Angel Tax Incentive Programme and any other relevant programme under MoF, should your application be approved.
- To compile statistics for use by MBAN or Cradle Fund Sdn Bhd or for reporting to relevant Government agencies and departments, but no information that will identify you as an individual.

If your application is unsuccessful, your application form and any supporting documents accompanying your application will be destroyed at the end of one (1) calendar month from the date of the letter of rejection sent to you.

Section 2 *(All fields in Section 2A are compulsory to be completed)*

A. Particulars of Investor			
1.	Full Name	:	
2.	Nationality	:	
3.	Identification Card Number (old/new) or Passport Number	:	
4.	Date of Birth	:	
5.	Gender	:	<input type="checkbox"/> Male <input type="checkbox"/> Female
6.	Residential Address	:	
7.	Telephone No. (Office/Home)	:	
8.	Mobile Phone No.	:	
9.	Fax No.	:	
10.	E-mail	:	
B. Employment Details <i>(if applicable)</i>			
1.	Company Name	:	
2.	Designation	:	
3.	Address	:	
4.	Gross annual income for the preceding 12 months	:	

For Joint Application

(Note: The purpose of joint application is to ensure that the prospective angel investors meet the eligibility criterias and hence to accredit them as angel investor thereafter. In this regard, please also submit supporting documents for joint applicant)

(please tick / in the box below) and proceed to fill up **Section C** below)

I wish to be accredited as an angel investor together with my spouse.

C. Particulars of Husband/Wife <i>(if applicable)</i>			
1.	Full Name	:	
2.	Nationality	:	
3.	Identification Card Number (old/new) or Passport Number	:	
4.	Date of Birth	:	
5.	Gender	:	<input type="checkbox"/> Male <input type="checkbox"/> Female
6.	Residential Address	:	
7.	Telephone No. (Office/Home)	:	
8.	Mobile Phone No.	:	
9.	Fax No.	:	
10.	E-mail	:	
11.	Employer	:	
12.	Gross annual income for the preceding 12 months	:	

Section 3

Have you participated in angel investing in the past?

Yes No

(If yes please complete the following table)

Investment Profile

	Company	Type of Investment	Year of Investment	Amount Invested
1.				
2.				
3.				
4.				
5.				

Do you belong to any angel groups (local or overseas)? Please tick appropriately.

Yes No

If yes, please provide details:

Industry Preferences (Please tick appropriately)

Technology Sector (eligible for tax incentive under the Angel Tax Incentive Programme)

i.	Electronics and Information Technology	<input type="checkbox"/>
ii.	Telecommunications	<input type="checkbox"/>
iii.	Equipment/instrumentation, Automation and Flexible Manufacturing Systems	<input type="checkbox"/>
iv.	Healthcare	<input type="checkbox"/>
v.	Electro-optics, Non-linear Optics and Optoelectronics	<input type="checkbox"/>
vi.	Advanced Materials	<input type="checkbox"/>
vii.	Transportation	<input type="checkbox"/>
viii.	Value-added Services	<input type="checkbox"/>

ix.	Emerging Technologies	<input type="checkbox"/>
<p>Non-Technology Sector (not eligible for tax incentive under the Angel Tax Incentive Programme)</p>		
i.	Retail and Consumer Products	<input type="checkbox"/>
ii.	Food and Beverage	<input type="checkbox"/>
iii.	Education	<input type="checkbox"/>
iv.	Business Services	<input type="checkbox"/>
v.	Real Estate and Construction	<input type="checkbox"/>
<p>How did you hear about us?</p> <p>1. Newspaper <input type="checkbox"/> Please specify :</p> <p>2. Radio <input type="checkbox"/> Please specify :</p> <p>3. Internet <input type="checkbox"/> Please specify</p> <p>4. Other <input type="checkbox"/> Please specify</p>		

Section 4 : Terms and Conditions (Should you opt for joint application, please fill-in both A and B Section)

A. Primary Applicant

[Full name as in NRIC /Passport No.]

[NRIC /Passport No.]

[Full correspondence and residential
address of the Investor]

[Please tick the applicable boxes]

- Any and all possible risks associated with the investment under this tax incentive shall be borne by me and I shall not hold Cradle Fund Sdn Bhd liable for any loss that may be incurred as a result of the investment in relation to this tax incentive;
- I am not an undischarged bankrupt nor have any petition, either within or outside of Malaysia, under any bankruptcy laws, whereby any petition has been filed (and not struck out) or is pending or threatened against me;
- I have not been convicted in any criminal proceedings nor have been named a subject of a pending criminal proceeding, either within or outside of Malaysia;
- I have not been convicted of fraud or any offence nor have any action (whether civil or otherwise) of a material nature or amount, been taken against me, either within or outside of Malaysia, and there have not been nor are there enquiries or investigations made or pending within or outside of Malaysia;

All the particulars, information, financial and other statements, reports, documents and data furnished by me in connection with this application does not contain any untrue statements and were honestly provided and/or made upon due and careful inquiry by the me and I have not omitted to state any fact(s) the omission of which makes any statements provided me as misleading; and

All documents provided by me in connection with this application if original are authentic and if copies are complete and conform to the originals and up-to-date.

Signed by:

B. Secondary Applicant

[Full name as in NRIC /Passport No.]

[NRIC /Passport No.]

[Full correspondence and residential
address of the Investor]

[Please tick the applicable boxes]

- Any and all possible risks associated with the investment under this tax incentive shall be borne by me and I shall not hold Cradle Fund Sdn Bhd liable for any loss that may be incurred as a result of the investment in relation to this tax incentive;
- I am not an undischarged bankrupt nor have any petition, either within or outside of Malaysia, under any bankruptcy laws, whereby any petition has been filed (and not struck out) or is pending or threatened against me;
- I have not been convicted in any criminal proceedings nor have been named a subject of a pending criminal proceeding, either within or outside of Malaysia;
- I have not been convicted of fraud or any offence nor have any action (whether civil or otherwise) of a material nature or amount, been taken against me, either within or outside of Malaysia, and there have not been nor are there enquiries or investigations made or pending within or outside of Malaysia;
- All the particulars, information, financial and other statements, reports, documents

and data furnished by me in connection with this application does not contain any untrue statements and were honestly provided and/or made upon due and careful inquiry by the me and I have not omitted to state any fact(s) the omission of which makes any statements provided me as misleading; and

All documents provided by me in connection with this application if original are authentic and if copies are complete and conform to the originals and up-to-date.

Signed by:

Section 5: Documents Submission Checklist (Compulsory)

- | | | |
|-----|--|--------------------------|
| 1. | Photocopy of NRIC and/or passport | <input type="checkbox"/> |
| 2.1 | Processing Fee payment of RM800.00 for new application | <input type="checkbox"/> |
| 2.2 | Processing Fee payment of RM400.00 for new application – Without Accreditation | <input type="checkbox"/> |
| 2.3 | Processing Fee payment RM400.00 for new application for members of an Angel Club | <input type="checkbox"/> |
| 2.4 | Processing Fee payment RM200.00 for new application for members of an Angel Club – Without Accreditation | <input type="checkbox"/> |
| 3.0 | Supporting Documents | |
| 3.1 | <u>For High Income Earner</u> | <input type="checkbox"/> |
| | The latest e-BE Form | |
| 3.2 | <u>For High Net Worth Individual</u> | <input type="checkbox"/> |
| | Any other relevant supporting documents e.g. Bank Credit Report (the date of the report should be within 3 (three) months prior to the application submission), etc. | |

Please submit the Application Form together with all the relevant supporting documents to c/o Cradle Fund Sdn Bhd, Secretariat of Malaysian Business Angel Network (MBAN) Level 20, Sunway Putra Tower, 100 Jalan Putra, 50350 Kuala Lumpur.

Consent from the Applicant

(please tick in the box below)

- I understand that Malaysian Business Angel Network (“MBAN”) will use this information for the purpose of my application to be accredited as an Angel Investor under the Angel Tax Incentive Programme and any other relevant programme under the purview of Ministry of Finance Malaysia (“MoF”) and to form part as a record if I am accredited as an Angel Investor under the Angel Tax Incentive Programme and any other relevant programme under the purview of MoF. I give my consent to the processing of my data and to use it for statistical information and reporting that will not identify me as an individual. I agree to abide by the MBAN’s policies and procedures.

For Office Use: