

Fiji's new Access to Business Funding Act



What does it mean for small and medium businesses?

Many small and medium businesses in Fiji struggle to access loans because of high collateral requirements and complex application processes. That is why the Fiji Government recently passed the new Access to Business Funding Act, a new law designed to support the introduction of “innovative financing mechanisms.”

This means that simpler, more flexible ways for small businesses to raise capital will soon be available to businesses in Fiji!

One of these new financing mechanisms is the **Small Offers Regime**. This new avenue for raising capital is due to become available from 1 October 2025.

What is the Small Offers Regime?

A small offer allows your business to raise smaller amounts of equity capital (up to FJ\$2 million each year) from investors using simplified disclosure and compliance requirements. Only one small offer can be made in any 12-month period.



Why should you consider using small offers for your business?

- ✓ Reduced compliance and costs
- ✓ Opportunity to pitch your business to a targeted group of investors
- ✓ Faster fundraising
- ✓ Ability to engage your customers, suppliers, family and friends to participate in your entrepreneurial journey (as investors).



Key features of a small offer:

- **Limited to 48 investors per offer**
(companies with more than 50 shareholders must become public companies)
- **Can only be made to:**
 - **People you already know** (e.g., friends, family, customers, suppliers)
 - These are retail investors and can invest up to \$20,000 in any such small offer.
 - **People who have earned at least \$100,000 (gross) each year for the past two years**
 - These are sophisticated investors and can invest up to \$50,000¹ in any such offer.
 - **Wholesale investors who have expressed interest in such offers**
 - Such investors can invest in a small offer with no investment limit, subject to the overall cap of \$2 million.

These features make it easier for your business to fund its growth, while still protecting investors.

¹ These investors are considered sophisticated because they are able to afford to engage external advisors to assist them with considering investment opportunities.

How your business can raise capital through a small offer

To use the small offers regime, your business must:

- ✓ Be a private company
- ✓ Be prepared to issue shares
- ✓ Comply with all disclosure requirements, investment limits, investor protections, and simplified regulatory oversight.



What are the disclosure requirements?

A completed offer document must be filed with the Reserve Bank of Fiji (RBF). The document must be in an approved form and must contain each item outlined below.

A full list of security holders must also be filed with both the RBF and the Registrar of Companies (ROC) within 28 calendar days of board resolution authorising share issuance and 15 business days of actual share issuance.

1 A disclaimer

Required by RBF guidelines, stating that the offer does not require the same disclosures as larger fundraisings and investors should ensure they understand the risks.

2 A basic information package²

Providing information on the company and the offer, including:

- Full company identification and permanent contact details
- Details of directors and shareholders
- Details of the company's advisors
- A schedule of the assets and liabilities of the company
- A statement of the amount to be raised and how the funds will be used; and
- Specific undertakings and confirmations by the company and directors as required by Regulation

3 Business Profile

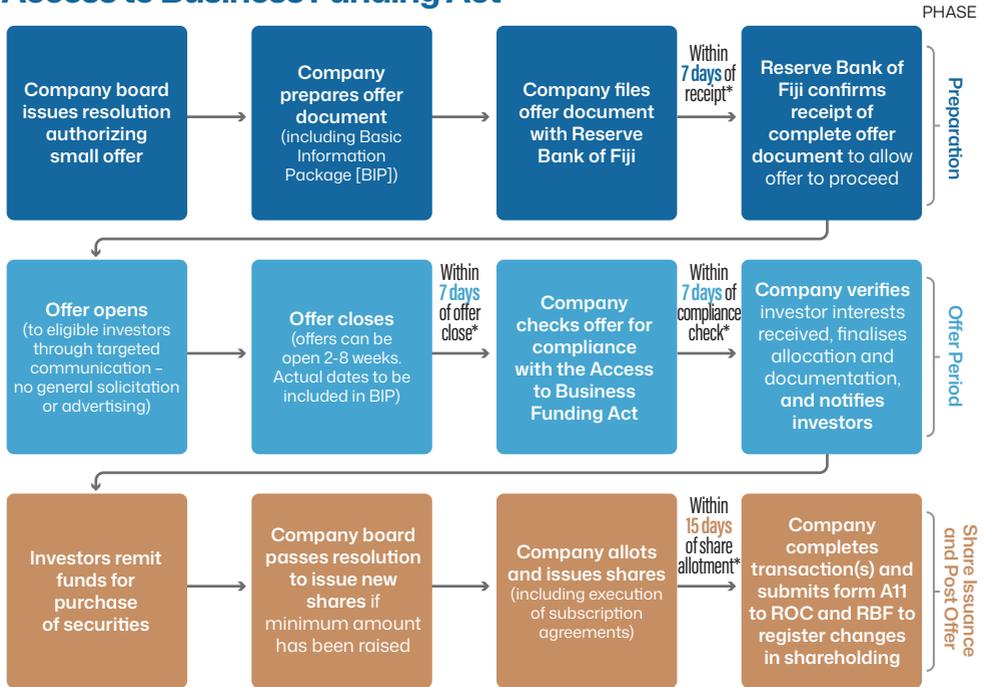
- Business history and description
- Management team biographies
- Business model including key products and services
- Target market
- Key risks to be considered

4 Investor Expression of Interest form

- Investor type (individual, sophisticated or wholesale)
- Basic identity and contact details
- Relationship to issuing company
- Investment amount and source of funds
- Required documents (photo ID, TIN, business registration)

² For more information on small offers and to access the required and supporting documents to undertake a small offer, visit <https://www.mcttt.gov.fj/division/msme-fiji/>

Process Flow for Small Offers under the Access to Business Funding Act



*Business days.

File Form A11 with Registrar of Companies within 28 calendar days of Board resolution to issue new shares



Tip: A clear, compelling offer document, including the Basic Information Package, increases investor confidence!

Who Can Help?

These professionals can help you meet the Access to Business Funding Act requirements and prepare a strong offer.

Consider speaking to:

- ✓ Accountants
- ✓ Business advisers
- ✓ Financial and legal advisers

You may also refer to the Small Offers Guidance Note issued by the Reserve Bank of Fiji.

This document is a summary only and does not contain all detailed information required. For more information on small offers and to access the required and supporting documents to undertake a small offer, visit <https://www.mcttt.gov.fj/division/msme-fiji/>

