

**PROPOSED AMENDMENTS TO THE LISTING REQUIREMENTS OF BURSA MALAYSIA
SECURITIES BERHAD FOR THE MESDAQ MARKET**

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Note:

The proposed amendments are reflected in the following manner:

- *Portions underlined are portions proposed to be inserted/added onto the existing rules; and*

- *Portions struck through are portions proposed to be deleted.*

CHAPTER 1 DEFINITIONS AND INTERPRETATION

PART A – DEFINITIONS

1.01 Definitions

In these Requirements, unless the context otherwise requires:-

“admission”	means admission of a class of securities to the Official List of the Exchange and “admitted” shall <u>will</u> be construed accordingly.
“adviser”	in relation to a listed corporation means a corporate finance adviser that may act as a principal adviser under the Commission’s Guidelines on Principal Advisers for Corporate Proposals means – (a) an Adviser/Sponsor; (b) a corporate finance adviser as defined in the Commission’s Guidelines on Principal Advisers for Corporate Proposals; (c) a financial adviser, lawyer, accountant, valuer, or any other person retained by a listed corporation to provide professional advice or services in relation to a matter governed by these Requirements; or (c) any other person who, acting in the capacity of an adviser, presents, submits or discloses an application, a circular or any other document to the Exchange on behalf of an applicant or a listed corporation.
“Adviser”	means such persons who are registered on the Register of Advisers for the MESDAQ Market. <u>means a person registered on the Register of Sponsors who has been appointed by a listed corporation to undertake a Proposal.</u>
“amendment”	in relation to a document or information, includes any addition, deletion, modification or variation of any part of such document or information and “amended” shall <u>will</u> be construed accordingly.
“applicant”	means a public company which is incorporated in Malaysia under the Companies Act 1965 and a corporation which is applying for admission of its securities.
“approved accounting standards”	in relation to the Malaysian Accounting Standards Board (MASB), shall have <u>has</u> the meaning given in section 2 of the Financial Reporting Act 1997.
“Approved Market Place”	means a stock exchange which is specified to be an

	approved market place pursuant to an exemption order made under section 62A of the Securities Industry (Central Depositories) Act 1991. [Deleted]
“articles of association”	includes any document defining the constitution or governing the activities or conduct of an applicant, a listed company <u>corporation</u> or its members.
“associated company”	shall have <u>has</u> the meaning given to “associate” under the approved accounting standards of issued or adopted by the Malaysian Accounting Standards Board.
“Board”	in relation to the Exchange, means the board of directors of the Exchange.
“board lot”	shall have <u>has</u> the meaning given in the Rules of the Exchange.
“books closing date”	means the specified time and date set by a listed company <u>corporation</u> for the purpose of determining entitlements to dividends, interest, new securities or other distributions or rights of holders of its securities.
“chief executive officer ”	in relation to an applicant or a listed company, means the principal executive officer of the applicant or listed company for the time being, by whatever name called, and whether or not he is a director. has the meaning given in section 2(1) of the CMSA.
“CMSA”	means the Capital Markets and Services Act 2007.
“Commission”	means the Securities Commission established under section 3 of the Securities Commission Act 1993.
“Commission’s Guidelines for the MESDAQ Market”	means the Guidelines on the Offering of Equity and Equity-Linked Securities for the MESDAQ Market issued by the Commission. [Deleted]
“company”	includes a corporation. [Deleted]
“controlling shareholder”	shall have the meaning given in the Commission’s Guidelines for the MESDAQ Market <u>means any person who is or a group of persons who together are entitled to exercise or control the exercise of at least 30% of the voting shares in a company as defined under section 216(1) of the CMSA (or such other percentage as may be prescribed in the Take-Overs and Mergers Code as being the level for triggering a mandatory general offer) or who is or are in a position to control the composition of a majority of the board of directors of such company.</u>
“convertible securities”	means securities which are convertible or exercisable by the holder, or automatically, by their terms of issue, into listed shares or stocks.
<u>“core business”</u>	<u>means the business which provides the principal source of</u>

operating revenue or after-tax profits to a listed issuer on a sustainable basis as a going concern, and which comprises the principal activities of the listed issuer.

“corporate finance adviser”	means a person who is permitted to carry on the regulated activity of advising on corporate finance under the CMSA. [Deleted]
<u>“corporation”</u>	<u>has the meaning given in section 2(1) of the CMSA.</u>
“debenture”	shall have <u>has</u> the meaning given in section 2(1) of the CMSA.
“debt securities”	means debentures, bonds, notes, loan stocks or other similar instruments representing or evidencing indebtedness, whether secured or unsecured, and whether convertible or not.
“deposited security”	shall have <u>has</u> the meaning given in section 2 of the Securities Industry (Central Depositories) Act 1991.
“depositor”	means a holder of a securities account established by the Depository.
“ Depository”	means Bursa Malaysia Depository Sdn. Bhd.
“depository bank”	in relation to depository receipts, means the issuer of such depository receipts.
“depository receipts”	means a security which accords a right to the registered holder to own a prescribed quantity of securities listed on a Recognised Stock Exchange.
“director”	shall have <u>has</u> the meaning given in Section 2(1) of the CMSA and includes in the case of an issuer of structured warrants, a director of the issuer of the structured warrants.
“early-stage companies”	in relation to a technology incubator, shall have the meaning given under the Commission’s Guidelines for the MESDAQ Market. [Deleted]
“Exchange”	means Bursa Malaysia Securities Berhad.
“Exchange Holding Company”	means Bursa Malaysia Berhad.
“expert”	shall have <u>has</u> the meaning given in section 212(1) of the CMSA.
“family”	family in relation to a person means such person who falls within any one of the following categories:- (a) spouse; (b) parent; (c) child including an adopted child and step-child;

- (d) brother or sister; and
- (e) spouse of the person referred to in subparagraph (c) and (d) above.

“Fixed Period” in relation to a sponsorship means the period referred to in Rule 3.29(1) or (2), as the case may be.

“foreign-based operation” means an applicant who derives its after-tax profits from assets and/or operations and/or projects held outside Malaysia.

“foreign corporation” means an entity that is incorporated outside Malaysia.

“independent adviser or expert” means an adviser or an expert who is independent of the management and board of directors of the applicant or listed company corporation which appoints it and free from any business or other relationship which could interfere with the exercise of independent judgement by such adviser or expert.

“independent director” means a director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of an applicant or listed company corporation. Without limiting the generality of the foregoing, an independent director is one who:-

- (a) is not an executive director of the applicant, listed company corporation or any related corporation of such applicant or listed company corporation (~~hereinafter~~ each corporation ~~shall will~~ be referred to as “the said Corporation”). For the purposes of this definition, “related corporation” ~~shall have has~~ the meaning given in section 6 of the Companies Act 1965;
- (b) has not been within the last 2 years and is not an officer (except as a non-executive director) of the said Corporation. For this purpose, “officer” ~~shall have has~~ the meaning given in section 4 of the Companies Act 1965;
- (c) is not a major shareholder of the said Corporation;
- (d) is not a ~~relative family~~ of any executive director, officer or major shareholder of the said Corporation. ~~For this purpose, “relative” means the spouse, parent, brother, sister, child (including adopted or step child) and the spouse of such brother, sister or child;~~
- (e) is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;

- (f) has not been engaged as ~~a professional~~ an adviser by the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or company corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Exchange; or
- (g) has not engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or major shareholder, as the case may be, of a firm or company corporation (other than subsidiaries of the applicant or the listed company corporation) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange.

“investee company” ~~in relation to a technology incubator, shall have the meaning given under the Commission’s Guidelines for the MESDAQ Market. [Deleted]~~

“listed” means admitted to the Official List and “listing” ~~shall~~ will be construed accordingly.

“listed company corporation” means ~~any company or other person whose securities a corporation whose securities or any class of its securities~~ have been admitted to the Official List and not removed.

“major associated company” or “major subsidiary” means an associated company or subsidiary, as the case may be, which contributes 70% or more of the profit before tax or total assets employed of the listed company corporation on a consolidated basis.

“major shareholder” means a person who has an interest or interests in one or more voting shares in a company corporation and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:-

- (a) ~~equal to or more than~~ 10% or more of the aggregate of the nominal amounts of all the voting shares in the company corporation; or
- (b) ~~equal to or more than~~ 5% or more of the aggregate of the nominal amounts of all the voting shares in the company corporation where such person is the largest shareholder of the company corporation.

For the purpose of this definition, “interest in shares” ~~shall have~~ has the meaning given in section 6A of the Companies Act 1965.

“market day” means a day on which the ~~MESDAQ Market~~ stock market

	<p><u>of the Exchange</u> is open for trading in securities.</p>
“member”	<p>includes a depositor who shall <u>will</u> be treated as if he were a member pursuant to section 35 of the Securities Industry (Central Depositories) Act 1991 but excludes the Depository in its capacity as a bare trustee.</p>
“NDP”	<p><u>means National Development Policy.</u></p>
“net assets”	<p>refers to the net assets attributable to ordinary equity holders of the listed company <u>corporation</u>.</p>
“offer for sale”	<p><u>means an invitation by, or on behalf of, an existing securities holder to purchase securities of the issuer already in issue or allotted.</u></p>
“offer of securities”	<p><u>includes an offer for sale and an offer for subscription of securities.</u></p>
“officer”	<p>in relation to (a) <u>in relation to</u> an applicant, a listed company <u>corporation</u>, or its related corporation, means the chief executive officer, the chief operating officer, the chief financial controller or any other person primarily responsible for the operations or financial management of an applicant, a listed company <u>corporation</u> or its related corporation, by whatever name called; and (b) <u>in relation to the Exchange or the Exchange Holding Company, has the meaning given in section 4 of the Companies Act 1965</u></p>
“officer(s)”	<p>in relation to the Exchange or the Exchange Holding Company, shall have the meaning given in section 4 of the Companies Act 1965. [Deleted]</p>
“Official List”	<p>means a list specifying all securities which have been admitted for listing on the MESDAQ Market and not removed.</p>
“options”	<p>includes options under a share scheme for employees, convertible securities, warrants, and any other types of options in respect of the issued or unissued securities of a company <u>corporation</u>.</p>
“Participating Organisation”	<p>shall have <u>has</u> the meaning given in the Rules of the Exchange.</p>
“partner”	<p>in relation to a director, major shareholder, <u>substantial shareholder</u> or person connected with a director, or <u>or substantial shareholder</u> means such person who falls within any one of the following categories:- (a) a person with whom the director, major</p>

shareholder, substantial shareholder or person connected with a director, ~~or~~ major shareholder or substantial shareholder is in or proposes to enter into partnership with. "Partnership" for this purpose ~~is given~~has the meaning ~~under given in~~ section 3 of the Partnership Act 1961; and

- (b) a person with whom the director, major shareholder, substantial shareholder or person connected ~~to with~~ a director, ~~or~~ major shareholder or substantial shareholder has entered or proposes to enter into a joint venture, whether incorporated or not.

"person" includes a body of persons, corporate or unincorporate (including a trust).

"person connected" in relation to a director, ~~or~~ a major shareholder or a substantial shareholder, means such person who falls under any one of the following categories:-

- (a) a family member of the director, ~~s or~~ major shareholder's ~~family or~~ substantial shareholder;
- (b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the director, major shareholder, substantial shareholder or a family member of the director, ~~s or~~ major shareholder's ~~family or~~ substantial shareholder is the sole beneficiary;
- (c) a partner of the director, major shareholder, substantial shareholder or a partner of a person connected with that director, ~~or~~ major shareholder or substantial shareholder;
- (d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the director, ~~or~~ major shareholder or substantial shareholder;
- (e) a person in accordance with whose directions, instructions or wishes the director, ~~or~~ major shareholder, or substantial shareholder is accustomed or is under an obligation, whether formal or informal, to act;
- (f) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the director, ~~or~~ major shareholder or substantial shareholder;
- (g) a body corporate or its directors whose directions, instructions or wishes the director, ~~or~~ major

shareholder or substantial shareholder is accustomed or under an obligation, whether formal or informal, to act;

- (h) a body corporate in which the director, major shareholder, substantial shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or
- (i) a body corporate which is a related corporation.

“predominantly foreign-based operations”

means a situation where –

- (a) the after-tax profits of an applicant derived from assets and/or operations held outside Malaysia are higher than the after-tax profits derived from assets and/or operations held within Malaysia; or
- (b) the majority of the infrastructure projects are located outside Malaysia.

“predominantly Malaysian-based operations”

means a situation where –

- (a) the after-tax profits of an applicant derived from assets and/or operations held within Malaysia are higher than the after-tax profits derived from asset and/or operations held outside Malaysia; or
- (b) the majority of the infrastructure projects are located within Malaysia.

“primary listing on the Exchange”

means admission to the Official List on a primary basis.

“professional adviser”

~~means an adviser or any person offering professional advisory services. [Deleted]~~

“promoter”

includes a controlling shareholder, a person connected with the controlling shareholder and an executive director who is a substantial shareholder of the listed corporation.

“property investment corporation”

means a corporation whose core business is in –

- (a) the holding of investment properties for letting and retention as investments; and/or
- (b) the purchase of investment properties for subsequent sale.

“property development corporation”

means a corporation whose core business is in –

- (a) development or redevelopment of landed properties; and/or

(b) landed properties with development potential.

and includes those right to develop pursuant to a joint venture agreement, privatization agreement or some other forms of joint agreement.

“Proposal”

means any corporate proposal undertaken by a listed corporation but excluding a recurrent related party transaction or share buy-back.

“public”

means all persons or members of the public but excludes:-

- (a) directors of an applicant or a listed company corporation and its subsidiaries ~~or associated companies~~;
- (b) substantial shareholders of an applicant or a listed corporation company ~~except where such a shareholder fulfils all the following requirements in which case such shareholder may be included as a “public” shareholder:-~~
 - ~~(i) such shareholder’s interest, directly or indirectly is not more than 15% of the total number of shares of the applicant or listed company;~~
 - ~~(ii) such shareholder is not a promoter of the applicant or listed company; and~~
 - ~~(iii) such shareholder is either:-~~
 - ~~(aa) a statutory institution who is managing funds belonging to contributors or investors who are members of the public; or~~
 - ~~(bb) an entity established as a collective investment scheme, such as closed end funds, unit trusts or investment funds (but excluding investment holding companies); and~~
- (c) associates of persons connected with directors or substantial shareholders of an applicant or a listed company corporation.

~~For the purpose of this definition, “associates” of directors or substantial shareholders of an applicant or a listed company are those who fall under any one of the following categories:-~~

- ~~(i) a member of the director’s or shareholder’s family;~~
- ~~(ii) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme)~~

~~under which the director, shareholder or a member of the director's or shareholder's family is the sole beneficiary;~~

~~(iii) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the director or shareholder;~~

~~(iv) a person in accordance with whose directions, instructions or wishes the director or shareholder is accustomed or is under an obligation, whether formal or informal, to act;~~

~~(v) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the director or shareholder;~~

~~(vi) a body corporate or its directors whose directions, instructions, or wishes of which, the director or shareholder is accustomed or under an obligation, whether formal or informal to act;~~

~~(vii) a body corporate in which the director, shareholder or a member of the director's or shareholder's family is entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or~~

~~(viii) a body corporate which is a related corporation.~~

~~For the avoidance of doubt, a "public" shareholder also excludes a person who holds or acquires shares through artificial means such as gifts, free shares given away or financial assistance or loans to acquire shares by or as nominees of the directors or substantial shareholders.~~

"real estate"

means land and all things that are a natural part of the land as well as things attached to the land both below and above the ground.

"Recognised Stock Exchange"

~~shall have~~ has the meaning given in the Rules of the Exchange.

"Record of Depositors"

means a record provided by the Depository to a listed ~~company~~ corporation under chapter 24.0 of the Rules of the Depository.

"register"

means the register of members to be kept pursuant to the Companies Act 1965.

"Register of Sponsors"

means a register maintained by the Exchange specifying all persons which have been approved to act as Sponsors by the Exchange pursuant to Chapter 4 of these

	<u>Requirements and such approval has not been revoked or suspended.</u>
<u>“related corporation”</u>	<u>has the meaning given in section 6 of the Companies Act 1965.</u>
“related party”	means a director, major shareholder or person connected with such director or major shareholder. For the purpose of this definition, “director” and “major shareholder” shall have <u>have</u> the meanings given in Rule 10.02 <u>of these Requirements.</u>
“reverse take-over”	relates to a situation whereby a listed company acquires other assets, businesses or interests and, as a result, there is a change in the controlling shareholder of the listed company. <u>[Deleted]</u>
<u>“restricted offer for sale”</u>	<u>means an invitation to an identifiable group of investors by, or on behalf of, an existing holder to purchase securities of the listed corporation already in issue or allotted.</u>
<u>“retail investor”</u>	<u>means an investor who is not a person to whom an offer of invitation is made under paragraph 8 to 13, 22 to 24 of Schedule 6 of the CMSA.</u>
“RM and sen”	means Ringgit Malaysia and sen respectively.
“Rules of the Depository”	shall have the meaning given in section 2 of the Securities Industry (Central Depositories) Act 1994 <u>means the Rules of Bursa Malaysia Depository Sdn Bhd, including any amendment thereto that may be made from time to time.</u>
“Rules of the Exchange”	means the Rules of Bursa Malaysia Securities Berhad including any amendment thereto that may be made from time to time.
<u>“secondary listing on the Exchange”</u>	<u>means admission to the Official List other than by way of primary listing on the Exchange.</u>
“securities”	shall have <u>has</u> the meaning given in section 2(1) of the CMSA.
“securities account”	means an account established by the Depository for a depositor for the recording of deposit of securities and for dealing in such securities by the depositor.
“share scheme for employees”	means a share scheme involving a new issue of shares to employees.
“significant change in the business direction or policy of a listed company. ”	shall have the meaning given in the Commission’s Guidelines for the MESDAQ Market. <u>in relation to a listed corporation means -</u> <u>(a) an acquisition of assets such that any one of the percentage ratios is equal to or exceeds 100%, except for an acquisition of assets that does not</u>

	<u>result in a change in the core business of the listed corporation;</u>
	<u>(b) a situation which results in a change in the controlling shareholder of the listed corporation;</u>
	<u>(c) a situation which results in a change in the board of directors of the listed corporation; or</u>
	<u>(d) a restructuring exercise involving the transfer of the listed corporation's listing status and the introduction of new assets to the other corporation.</u>
“Sponsor”	means such persons who are registered on the Register of Sponsors for the MESDAQ Market.
<u>“Sponsored Corporation”</u>	<u>means a listed corporation which is sponsored by a Sponsor during the Fixed Period.</u>
<u>“stabilizing action”</u>	<u>has the meaning given in section 2 of the Capital Markets and Services (Price Stabilization Mechanism) Regulations 2008.</u>
<u>“stabilizing manager”</u>	<u>has the meaning given in section 2 of the Capital Markets and Services (Price Stabilization Mechanism) Regulations 2008.</u>
“substantial shareholder”	shall have <u>has</u> the meaning given in S section 69D of the Companies Act 1965.
“technology incubator”	shall have the meaning given under the Commission's Guidelines for the MESDAQ Market. <u>[Deleted]</u>
“these Requirements”	means the listing requirements of Bursa Malaysia Securities Berhad that are applicable to the MESDAQ Market including any amendment thereto that may be made from time to time.
<u>“Take-Overs and Mergers Code”</u>	<u>means the Malaysian Code on Take-Overs and Mergers 1998, including any amendment that may be made from time to time.</u>
<u>“treasury shares”</u>	<u>has the meaning given to it in section 67A(3A) of the Companies Act 1965.</u>
“value-added services”	in relation to a technology incubator, shall have the meaning given under the Commission's Guidelines for the MESDAQ Market. <u>[Deleted]</u>

PART B – INTERPRETATION

1.02 Interpretation

- (1) Unless otherwise defined in these Requirements or unless the context otherwise requires otherwise, words or expressions defined in the Companies Act 1965 ~~shall~~, when used herein these Requirements, have the same meanings ~~given to them thereunder. as in the Companies Act 1965.~~
- (2) Apart from the above, certain other terms and expressions have also been defined in the respective Chapters. Such definitions ~~shall~~ only apply with respect to the respective Chapters in which they are contained.
- (3) The terms and expressions defined in Rule 1.01 ~~shall are~~ also ~~be~~ applicable to any Guidance Note, unless otherwise defined in the Guidance Note.
- (4) Where an act is required to be done a specified number of “clear market days” before or after a specified date, at least that number of market days must intervene between the day on which the act is done and that date.
- (5) Unless the context requires otherwise, where the securities are listed and quoted in foreign currency, references to Ringgit in regard to the listed securities will be modified to mean its equivalent in foreign currency.

1.03 Incidental powers etc of the Exchange

Where any provision of these Requirements empowers, authorises or enables the Exchange to do or enforce the doing of any act or thing, the Exchange ~~shall have has~~ all such powers or rights as may be necessary or reasonably incidental to the Exchange doing or enforcing the doing of the act or thing.

1.04 Gender

Unless the context otherwise requires, words importing gender include all genders.

1.05 Singular and plural

Unless the context otherwise requires, words importing the singular number ~~shall includes~~ the plural number and vice versa.

1.06 Headings

The headings and sub-headings in these Requirements are inserted for convenience of reference only.

1.07 Appendices

- (1) The Appendices ~~shall are to~~ be taken, read and construed as an essential part of these Requirements.
- (2) ~~Those of the~~ Appendices which take the form of forms will not be printed and furnished by the Exchange. Applicants and listed ~~companies corporations~~ are required to produce their own forms which strictly adhere to the relevant Appendices.

1.08 Schedules

The Schedules ~~shall are to~~ be taken, read and construed as an essential part of these Requirements.

1.09 References

- (1) References to Rules, Parts and Chapters unless otherwise stated are to be construed as references to Rules, Parts and Chapters of these Requirements.
- (2) References to Appendices and Schedules unless otherwise stated are to be construed as references to Appendices and Schedules of these Requirements.
- (3) References to the provisions of statutes and subordinate legislation include such provisions as amended or re-enacted from time to time.
- (4) References to statutes and subordinate legislation include any consolidation, replacement or revision of the same.

[End of Chapter]

CHAPTER 2 __ GENERAL

PART A – GENERAL

2.01 Introduction

This Chapter sets out:-

- (a) the principles upon which these Requirements are based and applied; and
- (b) the general requirements of the Exchange which apply to all applicants, listed ~~companies~~corporations, their directors, officers, advisers, ~~Sponsors and or~~ any other person to whom these Requirements are directed.

2.02 Objective of MESDAQ Market

The principal objective of the MESDAQ Market is to:-

- ~~(a) provide an avenue for allow local and foreign corporations from all business sectors high-growth companies to raise access the capital market under a sponsor-driven framework; and~~
- ~~(b) promote technology intensive industries and hence assist in developing a science and technology base for Malaysia through indigenous research development.~~

2.03 Purpose of these Requirements

The purpose of these Requirements is to set out the requirements that must be complied with by all applicants, listed ~~companies~~corporations, their directors, officers, advisers, ~~Sponsors~~ or other persons to whom these Requirements are directed.- Failure to comply with any of these Requirements will amount to a breach in respect of which actions may be taken and/or penalties may be imposed.

2.04 General principles

The principles on which these Requirements are based, include the following:-

- (1) all applicants ~~shall~~must be of a certain ~~minimum size, quality and have a record of operations of adequate duration;~~
- (2) investors and the public ~~shall~~must be kept fully informed by the listed ~~companies~~corporations of all facts or information that might affect their interests and in particular, full, accurate and timely disclosure ~~shall~~must be made of any information which may reasonably be expected to have a material effect on the price, value or market activity in the securities of ~~the~~ listed ~~companies~~corporations;
- (3) all holders of securities ~~shall~~must be treated fairly and equitably;
- (4) directors, officers, ~~and~~ advisers ~~and Sponsors~~ of listed ~~companies~~corporations ~~shall~~must maintain the highest standards of integrity, accountability, corporate governance and responsibility; and
- (5) directors of listed ~~companies~~corporations ~~shall~~must act in the interests of the ~~company~~corporation as a whole, particularly where the public represents only a minority of the shareholders or where directors or major shareholders have material interests in transactions entered into by listed ~~companies~~corporations.

PART B – APPLICATION OF THESE REQUIREMENTS

2.05 Obligation to comply

- (1) A listed companycorporation, whether or not admission of its securities ~~shall have~~has taken place prior to these Requirements being prescribed, ~~shall~~must, by virtue of its admission to the Official List, be bound by these Requirements and the Rules of the Exchange.
- (2) A listed companycorporation, its directors, officers, advisers, ~~Sponsors~~ or any other person to whom these Requirements are directed must comply with these Requirements for so long as the listed ~~company shall remain~~corporation remains on the Official List. ~~This applies even during~~including periods when a listed company'scorporation's securities are being suspended from trading.

2.06 Spirit of these Requirements

A person ~~shall~~must observe the spirit and intention as well as the precise wording of these Requirements. In circumstances which are not explicitly covered by these Requirements, the spirit of these Requirements ~~shall~~will apply.

2.07 Waivers and modifications

- (1) The Exchange requires strict compliance with these Requirements.
- (2) Notwithstanding sub-Rule (1) above, the Exchange may at any time, waive or modify compliance with a Requirement or any part of a Requirement. If the Exchange waives or modifies compliance with a Requirement or part of a Requirement subject to a condition, the condition must be complied with for the waiver or modification of compliance to be effective.

2.08 Varying or revoking decisions

The Exchange may, at any time, vary or revoke its decision where the circumstances warrant it, subject to any condition it deems fit. ~~An unconditional variation or revocation has effect from the date specified by the Exchange. If a variation or revocation is subject to a condition, the condition must be complied with for the variation or revocation to be effective.~~

2.09 Guidance Notes

- (1) The Exchange may, from time to time, issue Guidance Notes subject to the approval of the Commission to provide, amongst others ~~:-~~
 - (a) interpretation of these Requirements; or
 - (b) administrative or operational procedures in relation to these Requirements.
- (2) The Exchange may amend, waive or repeal such Guidance Notes from time to time.
- (3) A listed companycorporation, its directors, officers, advisers, ~~Sponsors~~ or any other person to whom these Requirements are directed ~~shall~~must comply with Guidance Notes issued pursuant to this Rule in the same manner as these Requirements.

PART C - DOCUMENTS TO COMPLY WITH THESE REQUIREMENTS

2.10 Documents to comply with these Requirements

- (1) An applicant or a listed [company/corporation](#) must ensure that:-
 - (a) any articles of association, trust deed, deed poll or bylaws of a share scheme for employees which is required to be submitted to the Exchange (referred to as “the said documents” in this Part C); or
 - (b) any amendment thereto,complies with these Requirements.
- (2) A listed [company/corporation](#) must ensure that no amendment is made to the said documents unless the amendment is made:-
 - (a) with the prior approval of its securities holders, except where it is otherwise provided in the said document; and
 - (b) the approvals of the relevant authorities are obtained (where applicable).

2.11 Timing of submission

An applicant or a listed [company/corporation](#) must ensure that the said documents and/or any amendment thereto are submitted to the Exchange no later than 5 market days after the effective date of the relevant document or any amendment to it, as the case may be.

2.12 Letters of compliance

- (1) A listed [company/corporation](#) must submit a letter of compliance together with the said documents and any amendment thereto.
- (2) A letter of compliance is a letter written to the Exchange which confirms that the provisions of the document to which it relates comply with these Requirements and the Rules of the Depository.
- (3) Where the letter of compliance is in relation to an amendment of any of the said documents, it must confirm that the amended document complies with these Requirements and the Rules of the Depository.
- (4) A letter of compliance ~~shall~~**must** be written by a person with legal qualifications, except as provided ~~that in the circumstances set out~~ below, the letter of compliance may be written by the following additional persons:-
 - (a) in the case of bylaws of a share scheme for employees (and any amendment thereto), by the listed [company's/corporation's](#) advisers; and
 - (b) in the case of an amendment to an articles of association, by the listed [company's/corporation's](#) advisers or its company secretary.

PART D – INFORMATION

2.13 Form of information

- (1) If any of these Requirements stipulates that a person is to provide information to the Exchange, that information must be provided in writing unless otherwise specified by the Exchange.
- (2) The Exchange may require any information or document that is to be provided to the Exchange by an applicant, a listed [company corporation or](#) its advisers ~~or Sponsors~~ to be through an electronic medium as directed by the Exchange and in a manner determined by the Exchange.
- (3) An applicant, a listed [company corporation or](#) its advisers ~~or Sponsors~~ must pay to the Exchange fees of such amount as may be determined by the Exchange from time to time in relation to the said electronic medium.

2.14 Giving the Exchange information

An applicant, a listed [company corporation](#), its directors, officers, employees, advisers, ~~Sponsors~~ or any other person to whom these Requirements are directed must give the Exchange any information, document or explanation that the Exchange requests for in accordance with the instructions or request of the Exchange.

2.15 Submission of information

Where any document is submitted to the Exchange for public release, an applicant, a listed [company corporation](#) or its advisers must clearly mark the document with the words “For Immediate Release”.

2.16 Documents forwarded to the Exchange

- (1) All documents forwarded to the Exchange ~~shall~~will become and remain the property of the Exchange which may, in its absolute discretion, deal with them as it wishes including copying, storing in a retrieval system, transmitting to the public, publishing or disclosing all or any part of the documents and forwarding copies to any stock exchange, relevant government bodies or authorities or, any expert or consultant acting in a professional capacity for and on behalf of the Exchange.
- (2) Sub-Rule (1) above does not apply to documents produced for inspection of the Exchange pursuant to Rule 16.14.

2.17 Verification of report or information

The Exchange may, at its discretion, instruct or direct an applicant or a listed [company corporation](#) to appoint an independent adviser or expert at the expense of such applicant or listed [company corporation](#) to verify any report or information referred to in or which forms part of any application, submitted to the Exchange by or on behalf of such applicant or listed [company corporation](#) and to submit the results of such verification to the Exchange directly.

2.17A Indemnity

- (1) Where the Exchange publishes, ~~–~~releases or disseminates any statement, information or document for or on behalf of an applicant or listed [company corporation](#) pursuant to these Requirements or otherwise, the Exchange ~~shall~~will not be responsible to check the accuracy, completeness or adequacy of any of the contents of such statement, information or document,

and ~~shall~~will not be liable for any loss or damage howsoever arising as a result of publishing, releasing or disseminating the statement, information or document.

- (2) An applicant, a listed ~~company~~corporation or an adviser or director of an applicant or listed ~~company shall~~corporation must fully indemnify and hold indemnified the Exchange against any loss, damage, liability, cost or expense (including legal costs) suffered or incurred by the Exchange, whether directly or indirectly, as a result of any demand, action or proceeding by any person for, on account of, or in respect of the publication, release or dissemination by the Exchange of any such statement, information or document for or on behalf of an applicant or listed ~~company~~corporation.

2.18 Contents of statement, information or document

- (1) An applicant, a listed ~~company~~corporation, an adviser, ~~a Sponsor~~ or a director of an applicant or a listed ~~company~~corporation must ensure that any application, proposal, statement, information or document presented, submitted or disclosed pursuant to these Requirements:-
- (a) is clear, unambiguous and accurate;
 - (b) does not contain any material omission; ~~and~~
 - (c) is not false or misleading; ~~and~~
 - (d) is in full compliance with these Requirements.
- (2) An applicant, a listed ~~company~~corporation, an adviser, ~~a Sponsor~~ or a director of an applicant or a listed ~~company~~corporation does not commit a breach of sub-Rule (1) above if such person proves that:-
- (a) he had made all enquiries as were reasonable in the circumstances; and
 - (b) after making such enquiries, he had reasonable grounds to believe and did believe until the time of the presentation, submission or disclosure of the statement, information or document to the Exchange that the statement, information or document did fulfil the requirements of sub-Rule (1).
- (3) Where any statement, information or document referred to in sub-Rule (1) above has been presented, submitted or disclosed to the Exchange and the person referred to in sub-Rule (1) above subsequently becomes aware that the statement, information or document may not fulfil the requirements of sub-Rule (1) above, the person ~~shall~~must forthwith notify the Exchange of the same.
- (4) For the avoidance of doubt, in the case of a circular or an announcement to the Exchange, Rules 8.11 or 9.16 ~~shall~~apply respectively, in substitution of sub-Rules (1) to (3) above.

PART E - ADVISERS

2.19 Undertaking by adviser

- (1) An adviser intending to act on behalf of an applicant or a listed ~~company~~corporation, other than ~~an Adviser~~a Sponsor (referred to as "the said adviser" in this Part E), must have lodged with the Exchange an undertaking duly executed by the adviser in the form of Appendix 2A.
- (2) The Exchange reserves the right to reject or not accept any application, circular or any other document submitted by the said adviser on behalf of an applicant or a listed ~~company~~corporation

where such adviser has not lodged with the Exchange an undertaking referred to in sub-Rule (1) above.

- (3) The acceptance by the Exchange of the undertaking referred to in sub-Rule (1) above is not an indication of approval and/or endorsement by the Exchange as to the skill, competency, fitness or capability of such person as an adviser.

PART F - OTHERS

2.20 Instructions or directives issued by the Exchange

The Exchange may, from time to time, issue any instruction or directive to or impose any condition on an applicant, a listed ~~company~~corporation, its directors, officers, employees, advisers, ~~Sponsors~~ or any other person to whom these Requirements are directed and such person as aforesaid must comply with the said instruction, directive or condition and within such time as may be specified by the Exchange.

2.21 Special auditor

- (1) Where the Exchange is of the opinion that a breach of these Requirements may have occurred and the appointment of a special auditor is necessary, the Exchange may instruct the listed ~~company~~corporation to appoint a special auditor to review or investigate the affairs of the listed ~~company~~corporation or any of its subsidiaries as the Exchange may direct. Any cost incurred as a result of the appointment of the special auditor ~~shall~~must be borne by the listed ~~company~~corporation.
- (2) For the purpose of this Rule, a special auditor means any auditor other than the statutory auditor of the listed ~~company~~corporation appointed pursuant to the Companies Act 1965.

2.22 Conduct

Any act or omission by a person includes an act or omission caused directly or indirectly by the said person.

2.23 Notices by the Exchange

- (1) All notices or written communications required to be sent by the Exchange to a listed ~~company, corporation or its~~ adviser ~~or Sponsor~~ under these Requirements ~~shall~~will be sent to the registered office or ~~the~~last known address of the listed ~~company, corporation or its~~ adviser ~~or Sponsor~~, as the case may be, as contained in the records of the Exchange.
- (2) All notices or written communications required to be sent by the Exchange to a director under these Requirements ~~shall~~will be sent to the last known place of residence of the director or the last known address of the director, as contained in the records of the Exchange.
- (3) Where any notice or written communication is required to be sent by the Exchange under these Requirements, such notice or written communication ~~shall~~will be deemed received in the following circumstances:-
- (a) ~~If~~ sent by post, on the 3rd day after posting;
 - (b) ~~If~~ sent by courier, on the 2nd day after despatch; and
 - (c) ~~If~~ sent by facsimile transmission, immediately.

- (4) Notwithstanding sub-Rule (1) above, the Exchange may specify other methods of communication including electronic mail, other electronic medium or advertisement in newspapers, in which event such notice or written communication ~~shall~~will be deemed received immediately.

PART G - AMENDMENTS TO THESE REQUIREMENTS

2.24 Amendments to these Requirements

The Exchange ~~shall have~~has the right to amend all or any of these Requirements from time to time, pursuant to section 9 of the CMSA and any such amendment ~~shall~~will be binding on an applicant, listed ~~company~~corporation, its directors, officers, advisers, ~~Sponsors~~ or any other person to whom these Requirements are directed.

PART H – EXCHANGE HOLDING COMPANY AND THE EXCHANGE

2.25 Powers of the Exchange Holding Company

- (1) Where any provision of these Requirements confers a right or power on the Exchange to do any act or thing, such provision ~~shall~~will be deemed to allow the Exchange Holding Company to do such act or thing on behalf of the Exchange.
- (2) An applicant, a listed ~~company~~corporation or any other persons to whom these Requirements are directed must comply with, observe or give effect to any action of the Exchange Holding Company pursuant to sub-Rule(1) above.

2.26 Liability of the Exchange, etc.

Without prejudice to any immunity or defence available to the following persons by statute or in law, none of such persons ~~shall be~~is liable in respect of anything done or omitted to be done by such persons in good faith in connection with the discharge or performance or purported discharge or performance of any function or duty, or the exercise or intended exercise of any power under these Requirements or any applicable law or in respect of any decision made or enforcement action taken or notice of publication thereof, whether resulting in any loss of profit, costs, damages or damage to reputation or otherwise:-

- (a) the Exchange or the Exchange Holding Company;
- (b) any member of the Board of the Exchange or Exchange Holding Company or any member of any committee of the Exchange or Exchange Holding Company;
- (c) any officer of the Exchange or Exchange Holding Company; or
- (d) any agent of, or any person acting under the direction of the Exchange or Exchange Holding Company.

PART I – CONCLUSION

2.27 Conclusion

These Requirements provide that any statement, information or document presented, submitted or disclosed pursuant to these Requirements ~~shall~~must be clear, unambiguous, accurate and ~~shall~~must not contain any material omission or be false or misleading.- Under this full disclosure approach, investors,

rather than the Exchange, will have the responsibility for evaluating the merits and risks of investing in a particular security. This approach places the onus of evaluating the disclosed information on the investor.

[End of Chapter]

APPENDIX 2A

Undertaking by an adviser
(Rule 2.19(1))

To

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Compliance with the Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market
(“~~the~~ Exchange”)

In consideration of the Exchange allowing us to act as advisers for applicants seeking listing on the Official List of the Exchange or listed companies/corporations, WE[name of adviser] having a #registered address/place of business at HEREBY UNDERTAKE AND AGREE to comply with the applicable Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market ~~which shall, including any amendment as may be in force/made~~ from time to time, insofar as the same shall apply to us as advisers.

The term “adviser”, “applicant”, “listed company/corporation” and “Official List” shall have the meanings given under the Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market.

The above Undertaking has been signed by us/me as[title/designation] of[name of adviser] pursuant to authority granted to us/me by resolution of the board of directors of the adviser on

Date:

Signature:

Name:

Delete as appropriate

[End of Appendix]

CHAPTER 3 __ADMISSION

PART A – GENERAL

3.01 Introduction

- (1) This Chapter sets out the requirements that must be complied with by an applicant seeking admission to the Official List.
- ~~(2) Additional or exceptional requirements relating to admission to the Official List are also set out in Part F of this Chapter for applicants which are technology incubators. [Deleted]~~
- (2) Where a listed corporation undertakes a Proposal which will result in a significant change in the business direction or policy of a listed corporation, the Exchange will treat such listed corporation as if it were a new applicant seeking admission to the Official List. In such instance, the listed corporation must comply with the requirements under this Chapter, where applicable.
- (3) For the purposes of this Chapter, unless the context otherwise requires, references to “applicant” includes a listed corporation that undertakes a Proposal which will result in a significant change in the business direction or policy of a listed corporation.

PART B – ADMISSION

3.02 Admission

- (1) An applicant must apply for admission to the Official List through a Sponsor.
- (2) The Sponsor appointed by an applicant must assess the suitability of the applicant seeking admission to the Official List.
- (3) The applicant, Sponsor or other persons accepting responsibility for all or any part of the information and documents submitted to the Exchange in relation to an initial listing application must exercise due diligence and comply with the Commission’s Guidelines on Due Diligence Conduct for Corporate Proposals as if the submission were made to the Commission.
- ~~(4)~~ (4) The Exchange will exercise discretion over the admission and continued listing of securities on its Official List and may approve or reject applications for listing, as it deems fit.
- ~~(2)~~ (5) The Exchange may also approve applications for listing unconditionally or subject to such conditions, as it deems fit.
- (6) An applicant which is a special purpose acquisition company or an incubator including a technology incubator must apply for admission to the Unified Board only.

~~3.03~~ Approval from other authorities Listing and quotation in Ringgit or foreign currency

~~An applicant must first obtain approval(s) from the Commission and other relevant authorities (where applicable) before listing of any security will be considered by the Exchange.~~

- (1) The securities of an applicant will be quoted in Ringgit or such other foreign currency as may be allowed by the Exchange.
- (2) An applicant must consult the Exchange and obtain the approval of the Controller of Foreign Exchange if it prefers the securities to be quoted in foreign currency.

3.04 — Issued and paid-up share capital

An applicant seeking a on the MESDAQ Market must have an issued and paid-up share capital of at least RM2 million upon listing.~~[Deleted]~~

3.04 Chain listing

An applicant which is a subsidiary or holding company of a corporation currently listed on the Unified Board or MESDAQ Market of the Exchange cannot seek admission to the Official List on its own unless the Sponsor is satisfied that-

- (a) the applicant has a distinct and viable business of its own;
- (b) no intra-group competition or conflict of interests exists between the applicant and all the other companies within the holding company's group;
- (c) the applicant is independent from the other listed and non-listed corporations within the group in terms of its operations, including purchases and sales of goods, management, management policies and finance; and
- (d) the existing listed corporation within the group must have a separate autonomous business of its own, and is capable of sustaining its listing in the future.

3.05 — Shareholding spread

- (1) An applicant must have at least 25% of the total number of shares for which listing is sought in the hands of a minimum number of 1,000 public shareholders holding not less than 100 shares each.
- (2) The employees of an applicant, its subsidiaries and holding company are not excluded from the minimum number of public shareholders.
- (3) All the shares of the applicant which are held by employees and by Bumiputera investors for the purpose of compliance with the National Development Policy can make up the 25% public spread.~~[Deleted]~~

3.05 Independence of business

The core business of an applicant must not be the holding of investments in other listed corporations.

3.05A Working capital

An applicant must have sufficient working capital available for its present requirements and for at least 12 months after listing.

3.05B Management continuity

An applicant must have continuity of substantially the same management at the level of executive directors and senior management for 3 full financial years prior to submitting its listing application to the Exchange or since its incorporation (if less than 3 full financial years).

3.06 — Articles of association

- (1) An applicant must incorporate into its articles of association the various provisions set out in Chapter 7.
- (2) An applicant must furnish to the Exchange a letter of compliance pursuant to Rule 2.12 together with its articles of association and a checklist showing compliance with the relevant provisions of Chapter 7.~~[Deleted]~~

3.06 Property investment and property development corporation

- (1) An applicant which is a property investment and property development corporation must-
 - (a) appoint an independent external valuer to conduct a valuation of all its real estate; and
 - (b) submit 2 copies of the valuation report on the real estate concerned to the Exchange and a copy of the valuer's undertaking letter in the form of Appendix 6H together with its listing application.
- (2) A listed corporation and the valuer must ensure that the valuation report submitted pursuant to sub-Rule(1) above-
 - (a) complies with these Requirements and the Commission's Guidelines on Asset Valuation, which are in force from time to time; and
 - (b) is current, and in any event, not more than 6 months prior to the date of submission to the Exchange.

3.07 Shareholding spread

An applicant must have at least 15% of the total number of shares for which listing is sought in the hands of a minimum number of 200 public shareholders holding not less than 100 shares each.

3.08 Articles of association

- (1) An applicant must incorporate into its articles of association the various provisions set out in Chapter 7.
- (2) An applicant must furnish to the Exchange a letter of compliance pursuant to Rule 2.12 together with its articles of association and a checklist showing compliance with the relevant provisions of Chapter 7.

3.09 Preference shares, convertible securities and debt securities

- (1) An applicant may issue and list any securities as part of its listing scheme, including preference shares, convertible securities and debt securities. For issues of convertible securities, the applicant must comply with the requirements set out in Part I and J of Chapter 6.
- (2) The exercise or conversion price of convertible securities issued prior to or as part of the listing scheme must not be lower than the applicant's ordinary share price offered to the public under an initial public offering.

PART C – APPLICATION PROCEDURES AND ADMISSION PROCESS

3.0710 Procedures relating to admission

Subject to Rule 3.08 below, the ~~The~~ following procedures ~~shall~~ apply to the admission of an applicant to the Official List, with the necessary modifications, as may be applicable:-

- ~~(a) Applicant submits a listing application to the Commission. [Deleted]~~
- ~~(b) Commission approves listing. [Deleted]~~

- (ea) Applicant files with the Exchange ~~its articles of association a listing application~~ together with ~~a letter of compliance accompanied by a checklist showing compliance supporting documents;~~
- (db) Applicant files the final copy of ~~the its~~ prospectus with the relevant authorities;
- (c) ~~Exchange grants approval for the admission of securities;~~
- (ed) Applicant:-
 - (i) issues ~~theits~~ prospectus or introductory document and the offer period opens, if the listing entails an offer of securities to the public;
 - (ii) advertises ~~theits~~ prospectus; ~~and;~~
 - (iii) provides the Exchange with such number of copies of the printed prospectus or introductory document as may be determined by the Exchange from time to time; ~~and~~
- (f) ~~Applicant files with the Exchange a listing application together with supporting documents. [Deleted]~~
- (g) ~~Exchange grants approval in principle for the admission of securities. [Deleted]~~
- (he) ~~if~~ the listing entails an offer of securities to the public, the applicant announces the level of subscription and the basis of allocation;
- (if) Applicant issues securities and notices of allotment;
- (j) ~~Applicant files with the Exchange an application for quotation together with supporting documents. [Deleted]~~
- (g) applicant announces to the Exchange the relevant information in accordance with Rule 3.14(2); ~~and~~
- (kh) ~~The securities are admitted to the Official List and quoted on the Exchange 2 clear market days after receipt of the application for quotation together with the requisite documents and/or confirmations and the same have been found to be complete in all respects.~~

~~3.08 Procedures relating to admission of securities involving a bonus issue and/or share scheme for employees~~

~~The following procedures shall apply to the admission of an applicant to the Official List which involves the listing of securities from a bonus issue and/or a share scheme for employees, with the necessary modifications, as may be applicable:-~~

- (a) ~~Applicant submits a listing application to the Commission.~~
- (b) ~~Applicant files with the Exchange a listing application together with supporting documents (including, in relation to its articles of association, a letter of compliance accompanied by a checklist showing compliance) within 2 market days of the date of submission of its listing application to the Commission or where the bonus issue involves a revaluation of land and buildings, within 2 market days of the date of receipt of a letter from the Commission confirming that the revaluation is in compliance with the Commission's Guidelines on Asset Valuation.~~
- (c) ~~Commission approves the listing and the Exchange grants approval in principle for the admission of securities.~~
- (d) ~~Applicant files the final copy of the prospectus with the relevant authorities. [Deleted]~~

3.10A Procedures relating to admission of securities involving a significant change of business direction or policy

A listed corporation that issues new securities pursuant to a significant change in business direction or policy must comply with the application procedures as set out under paragraph 6.03 or 6.03B of these Requirements, as the case may be.

3.0911 Listing application ~~and application for quotation~~

~~(1) An applicant must file with the Exchange a listing application which shall consist~~consists of the following~~:-~~:

- ~~(a) the~~an application, in the form of Part A of Appendix 3A, duly signed by the applicant; and
- ~~(b) the supporting documents specified in Part B of Appendix 3A.~~

~~(2) In the case of an admission of an applicant to the Official List which involves the listing of securities from a bonus issue and/or a share scheme for employees, the listing application referred to in sub-Rule (1) above must also comply with Rule 6.04.~~[Deleted]

~~(3) An applicant must also file with the Exchange an application for quotation which shall be accompanied by the documents specified in Part C of Appendix 3A and such other documents as may be specified in the approval in principle granted by the Exchange.~~[Deleted]

3.4012 Unissued securities

- (1) An applicant must apply for approval ~~in principle~~ to list only that part of the securities which have been issued and securities to be issued in connection with the listing application. If an additional unissued amount is reserved for subsequent issuance for a specific purpose, an applicant must apply for an approval ~~in principle~~ to add that amount to the Official List in the future for that specific purpose. An applicant must not apply for an approval ~~in principle~~ for the listing of any security which is not reserved for subsequent issuance for a specific purpose.
- (2) An applicant must submit an application for quotation for such reserved amount for which approval ~~in principle~~ has been granted pursuant to sub-Rule (1) above, upon actual issuance of such amount in accordance with the provisions of Chapter 6.

3.4113 Undertakings and confirmation

- (1) An applicant must give the Exchange an undertaking in the form of Appendix 3B.
- (2) An applicant must ensure that~~:-~~
 - (a) every one of its directors ~~shall give~~gives the Exchange an undertaking in the form of Appendix 3C; and
 - (b) every director who is or has been appointed as an independent director ~~shall give~~gives the Exchange a letter in the form of Appendix 3D.

3.14 Announcements to the Exchange

(1) An applicant must announce the indicative timetable of the initial public offering upon the issuance of the prospectus and prior to the listing date. The applicant must include the following information in the announcement:

- (a) the opening and closing date of the offer period;

- (b) the balloting date, if any;
 - (c) the allotment date of the initial public offering securities; and
 - (d) the tentative listing date.
- (2) An applicant must announce on the actual listing date immediately upon receipt of the relevant confirmation from the Depository that the shares have been credited into the respective securities accounts. The announcement must include the following information:
- (a) actual date of listing and quotation;
 - (b) enlarged issued and paid-up capital of the applicant indicating the number of shares and their par value, if any;
 - (c) stock short name, stock code and ISIN code; and
 - (d) sector under which the securities will be listed.

PART D – METHODS OF OFFERING OF SECURITIES

3.15 General

- (1) Subject to sub-Rules (2) and (3) below, an applicant may offer its securities by way of an offer for sale to retail investors, placement or book-building. The methods of offering of securities chosen by an applicant must enable the applicant to have a broad base of shareholders and comply with the shareholding spread requirement under Rule 3.07 above.
- (2) An offer for sale is only allowed for an applicant which has generated 1 full financial year of operating revenue based on the latest audited financial statements.
- (3) An applicant must ensure that no offer for sale is made by a promoter if it will result in all promoters in aggregate, holding less than 45% of the enlarged issued and paid-up capital of the applicant at the date of admission to the Official List.
- (4) An applicant must ensure that expenses incurred relating to an offer for sale or restricted offer for sale of securities are borne by the offeror.

3.16 Offering to retail investors

- (1) An applicant must ensure that the basis for allocation and allotment of its securities is fair and equitable.
- (2) Where an offer is made to retail investors via balloting, the applicant must comply with the balloting procedures disclosed in the listing prospectus.

3.17 Placement of securities

- (1) The Sponsor must act as the placement agent (or joint placement agent, where applicable) for any placement of securities under an initial public offering.
- (2) Neither the Sponsor nor any other placement agent may retain any securities being placed for its own account, except where-
 - (a) in the event of an under subscription, such securities are taken up following an underwriting agreement; or

- (b) such securities being retained are over and above the total number of securities required to be in the hands of retail investors to meet the shareholding spread requirement in Rule 3.07.
- (3) The retention of securities for the purposes of Rule 3.17(2)(b) must not result in the Sponsor or placement agent holding, whether directly or indirectly, more than 5% of the enlarged issued and paid-up capital of the applicant.
- (4) The Sponsor must ensure that securities are not placed with persons connected with the placement agent, except where-

 - (a) such persons connected with the placement agent are-

 - (i) statutory institutions managing funds belonging to contributors or retail investors; or
 - (ii) entities established as collective investment schemes which are considered to represent retail investors; or
 - (b) the placement is made under a book-building exercise, in which case-

 - (i) the placement agent/book-runner must establish internal arrangements to prevent the persons connected with it from accessing any information in relation to the book-building process;
 - (ii) the placement agent/book-runner must keep the applicant fully informed and obtain the applicant's consent before inviting persons connected with it to bid for the securities;
 - (iii) the persons connected with the placement agent/bookrunner must disclose to the placement agent/bookrunner and the applicant the amount of bids which they have put in for their own/proprietary account or customer account, as may be applicable; and
 - (iv) the allocation to the persons connected with the placement agent/book-runner must be consistent with the allocation policy which has been communicated to and agreed upon by the applicant, including the amount of securities to be allocated to a single party.
- (5) The aggregate amount of securities placed with persons connected with the placement agent under sub-Rule (4) must not be more than 25% of the total amount of securities made available for placement by the placement agent.
- (6) An applicant must not allow placement of securities to be made to-

 - (a) directors or existing shareholders of the applicant or persons connected with them (whether in their own names or through nominees), except under restricted offers for subscription stated in Rule 3.18 or on a pro rata basis to all shareholders of the applicant; or
 - (b) nominee corporations unless the names of the ultimate beneficiaries are disclosed.
- (7) As soon as practicable after the placement and prior to the listing of the applicant, the Sponsor must submit to the Exchange the following:

 - (a) the final list (broken down by each placement agent) setting out the names, home/business addresses, identity card/passport/company registration numbers, occupations/principal activities, securities account numbers of all the placees and the ultimate beneficial owners of the securities placed (where the placees are nominee

corporations or funds), and the amount and price of securities placed with each placee; and

- (b) a confirmation from the Sponsor that to the best of its knowledge and belief, after having taken all reasonable steps and made all reasonable enquiries, the details set out in the final list of placees in sub-Rule (7)(a) above are accurate and the placement exercise complies with the requirements on placement as stated in these Requirements.
- (8) The information on the ultimate beneficiaries of the securities as required in sub-Rule (7)(a) need not be submitted for the following types of placees:
 - (a) statutory institutions managing funds belonging to contributors or retail investors;
 - (b) unit trust funds or prescribed investment schemes approved by the Commission; and
 - (c) collective investment schemes which are authorised, approved or registered investment schemes incorporated, constituted or domiciled in a jurisdiction other than Malaysia and regulated by the relevant regulatory authority in that jurisdiction, subject to the Sponsor confirming to the Exchange that such schemes have been duly authorised, approved or registered.
- (9) The Exchange reserves the discretion to require submission of further information on the placement exercise and the placees as the Exchange may consider necessary for the purpose of establishing the propriety of the exercise or the independence of the placees.

3.18 Restricted offers for subscription

Restricted offers for subscription which are undertaken as part of a listing scheme may only be made to the following groups of persons:

- (a) the directors and employees of the applicant;
- (b) the directors and employees of the subsidiary companies and holding company of the applicant;
- (c) other persons who have contributed to the success of the applicant, such as suppliers, distributors, dealers and customers; and
- (d) the shareholders of the holding company of the applicant, if the holding company is listed.

3.19 Pricing of securities

Where securities are offered to related parties in conjunction with the initial public offering, the price of the securities offered to such related parties must be at least the issue price offered to the retail investors.

3.20 Underwriting and undertaking to subscribe

- (1) Underwriting arrangements in relation to an offering of securities are at the discretion of the applicant and its Sponsor.
- (2) Where it has been decided that no underwriting or only partial underwriting is required, the applicant and its Sponsor must disclose the minimum level of subscription to achieve its funding objective together with the basis for its determination in the listing prospectus.
- (3) Where there is under subscription of securities and the minimum level of subscription is not achieved, the applicant and its Sponsor must ensure that the listing is aborted and all monies received for the purposes of subscription are immediately returned to all subscribers.

3.21 Moratorium on promoter's securities

- (1) A moratorium will be imposed on the sale, transfer, assignment- of shares held by promoters of an applicant as follows (referred to as "Moratorium"):
 - (a) The Moratorium applies to the entire shareholdings of the promoters of an applicant for a period of 6 months from the date of admission to the Exchange. (referred to as "Moratorium Period"). For the purpose of this sub-Rule, "shareholdings" include any securities owned by promoters which are convertible or exercisable into ordinary shares of the applicant;
 - (b) In the case of an applicant which has generated 1 full financial year of operating revenue based on the latest audited financial statements issued before the expiry of the Moratorium Period, the promoters may sell, transfer or assign up to a maximum of 1/3rd per annum (on a straight-line basis) of their respective shareholdings after the Moratorium Period; and
 - (c) Where an applicant has not generated 1 full financial year of operating revenue based on the latest audited financial statements issued before the expiry of the Moratorium Period, upon expiry of the Moratorium Period, the listed corporation must ensure that the promoters' aggregate shareholdings amounting to at least 45% of the enlarged issued and paid-up share capital of the listed corporation remain under Moratorium, assuming full conversion or exercise of convertible securities owned by the promoters, if any. The promoters may only sell, transfer or assign up to a maximum of 1/3rd per annum (on a straight-line basis) of their respective shareholdings after the listed corporation has generated 1 full financial year of operating revenue based on the latest audited financial statements.
- (2) Where the promoter is an unlisted corporation, all direct and indirect shareholders of the unlisted corporation (whether individuals or other unlisted corporations) up to the ultimate individual shareholders must give undertakings to the Exchange that they will comply with the Moratorium.
- (3) Notwithstanding sub-Rule (1), the promoters are allowed to transfer the shares which are subjected to Moratorium, to facilitate the price stabilization mechanism.
- (4) Where the applicant undertakes the price stabilization mechanism as part of the listing scheme and the promoter's shares to be held under Moratorium had been borrowed by the stabilising manager, the stabilising manager and the applicant must submit a written confirmation that such shares are returned to the promoter and placed under Moratorium within 3 market days after –
 - (a) the last day on which the over-allotment option may be exercised; or
 - (b) the day on which the over-allotment option is exercised in full,whichever is the earlier.

PART E – INTRODUCTORY DOCUMENT

3.4222 General

- (1) Where an applicant is not required to issue a prospectus in connection with its listing on the Official List, it must issue an introductory document. Such introductory document must comply with the Commission's Prospectus Guidelines for Public Offerings.
- (2) The draft introductory document must be submitted to the Exchange together with a checklist showing compliance with the Commission's Prospectus Guidelines for Public Offerings except for the requirement in relation to advertisement.

3.4323 Issue of introductory document

An applicant must not issue to the public any introductory document in connection with its listing on the Official List until such document has been perused by the Exchange and the Exchange has confirmed to the applicant that it has no further comments ~~thereon~~ on the documents.

PART EF – OTHER REQUIREMENTS

3.4424 Independent directors

- (1) An applicant must ensure that at least 2 directors or 1/3rd of the board of directors of the applicant, whichever is the higher, are independent directors.
- (2) If the number of directors of the applicant is not 3 or a multiple of 3, then the number nearest 1/3rd ~~shall~~must be used.

3.4525 Audit committee

An applicant must establish an audit committee comprising a majority of independent directors (see also Chapter 15).

3.4626 Notification/Advertisement of securities prescribed by the Exchange to be deposited with the Depository

In relation to the prescription by the Exchange of the securities of the applicant to be deposited with the Depository pursuant to section 14 of the Securities Industry (Central Depositories) Act 1991 (referred to as "Prescription" in this Part E), the applicant must submit to the Exchange either one of the following, 3 clear market days ~~prior to~~before the issuance date of the prospectus or introductory document or the proposed books closing date, as the case may be:-

- (a) a confirmation in writing to the Exchange that the information set out in its register including the addresses of its shareholders are updated and accurate as at a date not ~~exceeding more than~~ 14 days prior to the issuance date of the prospectus or introductory document or proposed books closing date, as the case may be, for purposes of notification to its shareholders of the Prescription; or
- (b) where the applicant is unable to provide the confirmation set out in sub-Rule (a) above, payment to the Exchange, in accordance with Rule ~~3.47~~ 3.27, for the advertisement charges incurred or to be incurred by the Exchange pursuant to section 14(2) of the Securities Industry (Central Depositories) Act 1991 in relation to the Prescription.

3.26A Application of monies from subscription of shares paid into a trust account

Any monies received by an applicant from any persons who has provided consideration for shares pursuant to an issue, offer for subscription or purchase, or an invitation to subscribe for or purchase, securities for which listing has been approved must be applied in accordance with section 215 of the CMSA.

3.4727 Fees

- (1) An applicant must pay to the Exchange a perusal fee of such amount as may be determined by the Exchange from time to time.
- (2) An applicant must pay to the Exchange:-
 - (a) the processing fee for a listing application ~~which involves a bonus issue and/or a share scheme for employees;~~

- (b) ~~the Commission's Valuation Review Fee where its listing application involves a bonus issue arising from a revaluation of land and buildings;~~
- (c) ~~an initial listing fee and an annual listing fee where its application for listing has been approved; and~~
- (d) ~~c) the advertisement charges as may be incurred by the Exchange pursuant to section 14(2) of the Securities Industry (Central Depositories) Act 1991 (where the applicant is unable to provide the confirmation as set out under Rule 3.16);26(b)).~~

of such amount and in such manner as is specified in the Schedule of Fees and sub-Rule (3) below respectively.

- (3) All payments must be made by cheques drawn to the order of Bursa Malaysia Securities Berhad ~~and in the case of the Commission's Valuation Review Fee, the Securities Commission.~~

~~3.18 Additional requirements for bonus issues~~

~~In addition to complying with the requirements of this Chapter, an applicant which intends to make a bonus issue of securities must comply with the requirements in Part G of Chapter 6, where applicable.[Deleted]~~

~~3.19 Additional requirements for share schemes for employees~~

- (1) ~~In addition to complying with the requirements of this Chapter, an applicant which intends to implement a share scheme for employees must comply with the requirements in Part H of Chapter 6, where applicable.~~
- (2) ~~Where an applicant has implemented a share scheme for employees and such scheme has not expired or been terminated prior to listing, the scheme must comply with the requirements in Part H of Chapter 6, where applicable.[Deleted]~~

~~3.2028 Classification of an applicant~~

- (1) An applicant must propose to the Exchange its classification into any one of the sectors prescribed by the Exchange, in accordance with the criteria prescribed by the Exchange.
- (2) The applicant must furnish to the Exchange a proposal of its classification made in accordance with sub-Rule (1) above in a form prescribed by the Exchange.
- (3) The classification ~~shall be is~~ subject to the approval of the Exchange. The Exchange may in its absolute discretion classify the applicant into such other sector as it deems fit.

~~PART F SPECIAL REQUIREMENTS FOR SPECIFIC APPLICANTS~~

~~3.21 General~~

- (1) ~~This part sets out the special requirements, which may be in addition or, as an exception to those set out in Parts A to E of this Chapter, that must be complied with by an applicant which is a technology incubator seeking a listing of its securities on the Official List.~~
- (2) ~~Where any requirement in this part conflicts with a requirement of another part or Chapter, the former shall prevail.[Deleted]~~

~~3.22 — Issued and paid-up share capital of technology incubators~~

~~A technology incubator seeking a listing on the MESDAQ Market must have an issued and paid-up share capital of at least RM20 million upon listing. [Deleted]~~

~~PART G – ADVISERS AND SPONSORS~~

~~3.23 — Advisers~~

~~An applicant must seek the services of an Adviser who will make the application for listing to the Exchange on behalf of the applicant. The applicant shall refer to Rule 4.08 for provisions governing the resignation and termination of Advisers.~~

~~3.2429 Sponsors~~

- ~~(1) Subject to sub-Rule (2) below, An an applicant shall must secure and maintain the services of a the Sponsor who submitted its application for admission to the Exchange for at least -3 full financial years after its admission to the Official List. admission. The applicant's Adviser shall act as its Sponsor for at least 1 full financial year following the applicant's admission to the MESDAQ Market. The applicant shall refer to Rules 4.06 and 4.11 for provisions governing the resignation and termination of Sponsors.~~
- ~~(2) In relation to an applicant which has yet to generate operating revenue during the period referred to in sub-Rule (1), the applicant must extend the services of the Sponsor to at least 1 full financial year after the applicant has generated operating revenue.~~
- ~~(3) For the avoidance of doubt, sub-Rule (1) above is also applicable to a listed corporation that undertakes a Proposal which will result in a significant change in the business direction or policy of a listed corporation.~~

~~PART H – TRANSFER OF LISTED COMPANY TO THE MAIN BOARD~~

~~3.25 — Transfer to the Main Board~~

~~A listed company may be considered for a transfer to the Main Board provided that the listed company meets the requirements for listing on the Main Board and/or such other requirements as may be imposed by the Exchange and it obtains the prior approval of the Commission. [Deleted]~~

[End of Chapter]

APPENDIX 3A

PART A

Contents of a listing application

(Rule 3.09 (1) (a))

(1) ~~_____~~ Title Page showing:-

- (a) ~~_____~~ the name of the applicant and when and where it was incorporated;
- (b) ~~_____~~ the address of the principal registered office and the address of each office at which a share register is kept;
- (c) ~~_____~~ the class of securities proposed for listing and the par value thereof; and
- (d) ~~_____~~ the date of application, and formal request for listing, specifying amount, class and par value of the securities proposed for listing and whether the securities are fully paid; and

(2) ~~_____~~ (a) ~~_____~~ A table showing the following:-

- (i) ~~_____~~ the designation or title of each class of securities;
 - (ii) ~~_____~~ the par value; and
 - (iii) ~~_____~~ the number of securities authorised by the memorandum and articles of association, and authorised for issuance (including unissued reserved securities and applied for);
- (b) ~~_____~~ a table showing the number of unissued securities of each class of securities reserved for issuance for any specific purpose, and purpose for which reserved or an appropriate negative statement; and

(c) ~~_____~~ the number of holders on record (of the class proposed for listing) as of a date not earlier than 7 days from the date of the application. ~~[Deleted]~~

Initial listing application

(Rule 3.11(a))

Please tick wherever applicable. If not applicable, please indicate "N/A"
[You may tick more than one box, where applicable]

~~_____~~ Deleted as appropriate

<u>1.</u>	<u>Name of Company</u>	
<u>2.</u>	<u>Types of corporate proposal</u>	2.1 <u>Initial Public Offerings ("IPO")</u> <input type="checkbox"/>
		2.2 <u>Proposals resulting in a significant change in business direction or policy of the listed corporation ("Significant Change")</u> <input type="checkbox"/>

	<u>Details of proposals which form part of the IPO/ Significant Change proposals</u>	
	<u>Number & types of securities applied for listing, par value & issue price (if any)</u>	
3.	<u>INITIAL PUBLIC OFFERINGS (“IPO”)</u>	
3A	<u>Proforma Public Shareholdings Spread</u>	<p><u>(a) ORDINARY SHARES</u> <u> []% and [] Public Shareholders</u></p> <p><u>(b) CONVERTIBLE SECURITIES/PREFERENCE SHARES</u> <u> [] Holders</u></p>
3B	<u>Tentative listing date (to specify)</u>	
3C	<u>Top 3 preferences Stock Short Name (limited to 7 characters)</u>	<p><u>(a) Option 1:</u></p> <p><u>(b) Option 2:</u></p> <p><u>(c) Option 3:</u></p>
3D	<u>Undertakings for IPO proposals</u>	<p><u>We undertake the following:</u></p> <p><u>(a) the return of allotment will be filed with the Registrar of Companies pursuant to the Companies Act, 1965 or in relation to a foreign corporation, the relevant document showing its latest issued and paid-up capital will be filed with the relevant authority pursuant to the laws of the place of incorporation;</u></p> <p><u>(b) all notices of allotment will be issued and despatched to all successful applicants prior to the date of listing and quotation of the securities;</u></p> <p><u>(c) the securities will rank pari passu in all respects with each other;</u></p> <p><u>(d) the public shareholding spread based on the enlarged issued and paid up share capital of the applicant will be in compliance with Rule 3.07 of the Listing Requirements of Bursa Malaysia Securities Berhad for MESDAQ Market (“LR”);</u></p> <p><u>(e) a schedule of actual distribution of the public shareholding</u></p>

		<p><u>spread mentioned in item (d) above, as per Appendix 3A, Part B(1)(d) of the LR, will be furnished to the Exchange on the first day of listing;</u></p> <p><u>(f) where the Commission imposes a moratorium on the sale of securities, the following information on the moratorium will be submitted to Depository prior to the listing:-</u></p> <p><u>(i) the names of securities holders;</u></p> <p><u>(ii) the number of securities; and</u></p> <p><u>(iii) the dates(s) of expiry of the moratorium;</u></p> <p><u>(g) all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing and quotation of the securities will be met;</u></p> <p><u>(h) all allotment information of new securities will be submitted to Depository for the crediting of securities into the respective securities holders' accounts;</u></p> <p><u>(i) there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the securities including any order, injunction or any other directive issued by any court of law;</u></p> <p><u>(j) to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the applicant has failed to meet any of the above undertakings referred to in paragraphs (a) to (h) or of any circumstances or facts referred to in paragraph (i) above;</u></p> <p><u>(k) to announce to the Exchange the relevant information in accordance with Rules 3.14(1) and (2) of the LR; and</u></p> <p><u>(l) to announce the latest quarterly results, where applicable, at least 2 market days prior to the date of listing.</u></p>
4.	<u>PROPOSALS RESULTING IN SIGNIFICANT CHANGE IN BUSINESS DIRECTION OR POLICY</u>	
4A	<u>Confirmation of GN 3</u>	<p><u>(a) Our Company is a GN3 company</u> Yes <input type="checkbox"/></p> <p><u>_____</u> No <input type="checkbox"/></p> <p><u>(b) The proposal(s) in item (2) #is/are a</u> Yes <input type="checkbox"/></p> <p><u>“Regularisation Plan (as defined in</u> _____ No <input type="checkbox"/></p> <p><u>Rule 8.16(3) of the LR)</u> _____</p>
4B	<u>Ranking of the new securities</u>	<p><u>The new securities #will/will not be listed and quoted as the existing listed securities of the same class.</u></p> <p><u>If the new securities will be separately quoted on listing date, details of the non-entitlement(s):</u></p> <p>_____</p> <p>_____</p>

4C	<u>Conditionality of Proposals/ Pricing</u>	<p>(a) <u>The issue price #is/ is not conditional upon any other proposal.</u></p> <p>(b) <u>This proposal #is/is not conditional upon any other proposal.</u></p> <p><u>If in the affirmative, to provide details of the other corporate exercises, including the estimated time frame for completion:</u></p> <p>_____</p>
4D	<u>Proforma Public Shareholdings Spread</u>	<p><u>(a) ORDINARY SHARES</u></p> <p>____ []% and [] public shareholders</p> <p><u>(b) CONVERTIBLE SECURITIES/ -PREFERENCE SHARES</u></p> <p>____ [] Holders</p>
4E	<u>Confirmation</u>	<p><u>We confirm that the public shareholding spread based on the enlarged issued and paid-up capital of the applicant will be in compliance with Rule 3.07 of the LR.</u></p>
4F	<u>Undertakings for Significant Change proposal</u>	<p><u>We undertake the following:</u></p> <p>(a) <u>the return of allotment will be filed with the Registrar of Companies pursuant to the Companies Act, 1965 or in relation to a foreign corporation, the relevant document showing its latest issued and paid-up capital will be filed with the relevant authority pursuant to the laws of the place of incorporation;</u></p> <p>(b) <u>all notices of allotment will be issued and despatched to the entitled holders as expeditiously as possible and in any event, no later than 4 market days after the date of listing and quotation;</u></p> <p>(c) <u>the new securities will be listed and quoted as the existing listed securities of the same class;</u></p> <p>(d) <u>all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing and quotation of the securities, will be met;</u></p> <p>(e) <u>there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the securities including any order, injunction or any other directive issued by any court of law;</u></p> <p>(f) <u>to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the listed corporation has failed to meet any of the above undertakings referred to in paragraphs (a) to (d) or of any circumstances or facts referred to in paragraph (e) above; and</u></p> <p>(g) <u>to announce to the Exchange the relevant information in accordance with Rule 6.06(4) of the LR.</u></p>

<u>[Authorised signatory of the Sponsor]</u>	<u>[Authorised signatory of the Sponsored Corporation]</u>
<u>Name:</u>	<u>Name:</u>
<u>Designation:</u>	<u>Designation:</u>
<u>Date:</u>	<u>Date:</u>

PART B

Documents to be filed with a listing application

(Rule 3.09-~~(1)~~11-(b))

(1) An applicant must file the following documents in support of a listing application:-

- (a) ~~One~~ copy each of the articles of association and all amendments to-date and one copy each of the certificate of incorporation, certificate of change of status and certificate of change of name, if any, together with a letter of compliance pursuant to Rule 2.12 and a checklist showing compliance with the relevant provisions of Chapter 7.
- (b) ~~One~~ copy of the ~~prospectus registered with the relevant authorities or the introductory document or where this is not available, one copy of the~~ draft prospectus submitted to the relevant authorities or the draft introductory document.
- (c) ~~One~~ specimen copy of each denomination of certificates of the class to be listed. If transfer offices and registrars are maintained in more than one place, one specimen of each denomination of certificates used in each office (see Chapter 8 for form and content of certificates).
- (d) A statement on the percentage of the total number of shares for which listing is sought which are held by the public, the number of public shareholders and a pro forma distribution of the shares in the following format:-

Particulars	No of shares	No of shareholders	Percentage %
Issued and paid-up capital			
Less:			
Directors of the applicant and its subsidiaries and/or associated companies			
Substantial shareholders of the applicant (except where such shareholder may be included as "public")			
Associates of directors or substantial shareholders of the applicant			
Shareholders holding less than 100 shares	-----		
Public shareholdings			

- (e) Aa letter of undertaking in the form of Appendix 3B duly executed by the applicant together with a certified true extract of the applicant's board of directors' resolution authorising the signatory.
 - (f) Aa letter of undertaking in the form of Appendix 3C duly executed by each director of the applicant.
 - (g) Aa letter in the form of Appendix 3D duly executed by each independent director of the applicant.
 - (h) ~~A letter from the applicant's Sponsor/Adviser confirming all approvals of relevant authorities have been obtained.~~
 - (i) Oone copy each of all letters of approval from the relevant authorities.
 - (j) Aa proposal as to classification of the applicant in a specific sector in the prescribed form.
 - (k) a letter of notification issued by the applicant for the appointment of stabilizing manager which includes—
 - (i) where the stabilizing manager is a Participating Organisation, the name, business address and contact person of the Participating Organisation, name of the Capital Markets Services Representative's License holder that will be conducting the stabilizing action;
 - (ii) where the stabilizing manager is not a Participating Organisation, the name and business address of the person appointed as the stabilizing manager and a contact person, the name of the Participating Organization and the Capital Markets Services Representative's License holder that has been appointed to conduct the stabilizing action-;
 - (iii) where a stabilizing manager is appointed outside Malaysia, the name, address and contact person of the stabilizing manager appointed at that jurisdiction, the name, address and contact person of the Participating Organisation appointed in Malaysia to conduct the stabilizing action in Malaysia, along with the name of the Capital Markets Services Representative's License holder that will be conducting the stabilizing action in Malaysia; or
 - (iv) an undertaking to inform the Exchange of any subsequent change of the stabilizing manager, Capital Markets Services Representative's License holder or Participating Organisation, where applicable, immediately upon such change.
 - (l) a cheque drawn to the order of Bursa Malaysia Securities Berhad for the listing fees (see Schedule of Fees for computation of amount) together with a copy of the details of the computation of the amount of listing fees payable.
- (2) If any of the above documents are not filed because they are not applicable or available in any case, an applicant must submit a separate exhibit explaining why such documents are not applicable or available.

PART C

~~Documents to be filed with an application for quotation~~

~~(Rule 3.09(3))~~

An applicant must file the following documents in support of an application for quotation:-

- (a) _____ A copy of the latest return of allotment filed with the Registrar of Companies;
- (b) _____ An undertaking that all notices of allotment will be issued and despatched to all successful applicants prior to the date for listing and quotation of the securities; _____
- (c) _____ A confirmation from the Adviser that the public shareholding spread based on the enlarged issued and paid-up capital of the applicant is in compliance with Rule 3.05 of the Listing Requirements and a statement on the percentage of the total number of shares for which listing is sought which are held by the public, the number of public shareholders and a certificate of distribution of the shares in the following format:-

Particulars _____	No of _____	No of _____	Percentage %
	shares _____	shareholders _____	

Issued
and paid-up capital

Less:

Directors of the
applicant and
its subsidiaries and/or
associated companies

Substantial
shareholders of
the applicant
(except where such
shareholder may
be included as
"public")

Associates of
directors or substantial
shareholders of the
applicant

Shareholders
holding less than
100 shares _____

Public shareholdings

- (d) _____ A confirmation from the Depository of the receipt of the allotment information for crediting of the securities;
- (e) _____ A cheque drawn to the order of Bursa Malaysia Securities Berhad for the listing fees (see Schedule of Fees for computation of amount) together with a copy of the details of the computation of the amount of listing fees payable.
- (f) _____ Where a moratorium is imposed on the sale of securities, the following information of the moratorium:-
- (i) _____ the names of securities holders;
 - (ii) _____ the number of securities;
 - (iii) _____ the date(s) of expiry of the moratorium; and
 - (iv) _____ a confirmation that the above information has been submitted to the Depository; _____

- ~~(g) — A confirmation from the Adviser that all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing and quotation of the securities have been met;~~
- ~~(h) — A confirmation from the Adviser that there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the applicant's securities including any order, injunction or any other directive issued by any court of law;~~
- ~~(i) — A confirmation from the Adviser that the securities rank pari passu in all respects with each other; and~~
- ~~(j) — Such applicable documents set out in Part B of Appendix 3A which were not submitted. [Deleted]~~

[End of Appendix]

APPENDIX 3B

Undertaking by an applicant

(Rule 3.11 (1))

To
Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Dear Sirs,

Compliance with the Listing Requirements of Bursa Malaysia Securities Berhad (“the Exchange”) for the MESDAQ Market and Rules of the Exchange

In consideration of the Exchange approving the application for admission of(“the Company”) to the Official List of the MESDAQ Market (“the Official List”) and for official quotation of the securities described in the Company’s listing application, WE HEREBY ACKNOWLEDGE that the Company shall remain on the Official List, and official quotation of any of the Company’s securities shall continue only during the pleasure of the Exchange and WE HEREBY UNDERTAKE AND AGREE to comply with the Listing Requirements of the Exchange for the MESDAQ Market and the Rules of the Exchange which shall be in force from time to time, including any amendment as may be made from time to time, insofar as the same shall apply to the Company.

The above undertaking has been signed by me as[title] of ...[name of Company] pursuant to the authority granted to me by the resolution of the Board of Directors of the Company on....

Date:-

Signature:-

Name:-

[End of Appendix]

APPENDIX 3C

**Undertaking by a director of an applicant/a listed company/corporation
(Rule 3.13(1)-(2)(a))**

To
Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Compliance with the Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market ("Listing Requirements")

I,[name and NRIC number of director], am a director of [name (s) of applicant/listed company/corporation(ies)] ("the Company(ies)") which #has submitted an application to Bursa Malaysia Securities Berhad ("the Exchange") to be admitted to the Official List of the MESDAQ Market ("the Official List") /#is/are listed on the Official List of the MESDAQ Market ("the Official List").

In consideration of the Exchange #approving the Company's application for admission to the Official List / allowing the continued listing of the Company(ies) on the Official List, I HEREBY UNDERTAKE AND AGREE to comply with the Listing Requirements ~~which shall be in force from time to time,~~ including any amendment as may be made from time to time, insofar as the same shall apply to me as a director of the Company(ies).

Yours faithfully,

.....
Name:-

Designation:

Date:-

Delete as appropriate.

[End of Appendix]

APPENDIX 3D

Letter of confirmation by an independent director of an applicant/a listed company/corporation
(Rule 3.143(2)(b))

To
Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Confirmation of "independence" pursuant to the Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market ("Listing Requirements")

I, [name and NRIC number of director], am a director of [name (s) of applicant/listed company/corporation(ies)] which #has submitted an application to the Exchange to be admitted to the Official List of the MESDAQ Market/ #is/are listed on the Official List of the MESDAQ Market.

I HEREBY CONFIRM AND DECLARE that I am an independent director as defined under Rule 1.01 of the Listing Requirements.

Yours faithfully,

.....
Name:-

Designation:

Date:-

Note:-

Delete as appropriate

[End of Appendix]

CHAPTER 4 ~~ADVISERS AND SPONSORS~~

PART A -- GENERAL

4.01 Introduction

This ~~chapter~~Chapter sets out the requirements that must be complied with by ~~an Adviser~~, a Sponsor or a Sponsored ~~Company~~Corporation.

PART B - DEFINITIONS

4.02 Definitions

In this Chapter, the following terms and expressions ~~shall~~ have the following meanings:-

- (a) ~~“Conflict~~conflict of interests” in relation to ~~an Adviser or~~ a Sponsor means circumstances or relationships which affect or may affect the ability of ~~an Adviser or~~ a Sponsor to act independently and objectively or where the ~~Adviser or~~ Sponsor has an interest in the outcome of the proposal which interferes or is likely to interfere with the independence and objectivity of the ~~Adviser or~~ Sponsor;
- (b) “Public Document” means any document issued by a Sponsored Corporation to the public or to the holders of any class of securities in a listed ~~company which is required to be submitted to the Exchange for perusal~~corporation pursuant to ~~Rule 8.09~~these Requirements; and
- (c) ~~“Sponsored Company” means a company listed on the MESDAQ Market which is sponsored by any particular Sponsor or which a Sponsor wishes to sponsor, as the context may require.~~“Qualified Senior Personnel” means the senior personnel of the Sponsor who have the relevant competency and experience to be designated as Qualified Senior Personnel under the Commission’s Guidelines on Principal Advisers for Corporate Proposals.

PART C - ADMISSION OF ~~ADVISERS AND SPONSORS~~

4.03 Admission as ~~an Adviser or~~ a Sponsor

- (1) Any person wishing to act as ~~an Adviser or~~ a Sponsor must:-
 - (a) be ~~a corporate finance an~~ adviser that may act as a principal adviser who has been admitted to the Approved List of Principal Advisers Submitting Specific Corporate Proposals under the Commission’s Guidelines on Principal Advisers for Corporate Proposals;
 - (b) enter into an agreement with the Exchange, in the form of Appendix 4A ~~or 4B~~ respectively, to accept the responsibilities of ~~an Adviser or~~ Sponsor, ~~as the case may be~~, to discharge those responsibilities at all times to the satisfaction of the Exchange and to comply with these Requirements and any other rules or regulations issued by the Exchange which are applicable to ~~Advisers or~~ Sponsors; and
 - (c) satisfy such conditions as may be imposed by the Exchange.
- (2) ~~An Adviser or a Sponsor which fulfils the requirements of sub-Rule (1) will be admitted to the Register of Advisers or Sponsors for the MESDAQ Market, as the case may be. Fulfilment of the requirements of sub-Rule (1) does not in itself ensure a person’s admission to the Register of Sponsors for the MESDAQ Market. The Exchange retains an absolute discretion to-~~

- (a) admit;
- (b) subject the admission to such other conditions as the Exchange thinks fit;
- (c) decline an admission which is contrary to public interest, having particular regard to the need for investor protection; or
- (d) decline an admission which will or is likely to adversely affect the reputation of the Exchange or the integrity of the market.

4.04 Compliance with agreement

~~An Adviser or a~~ Sponsor must ensure compliance with the terms of the agreement entered into with the Exchange in connection with its admission as ~~an Adviser or a~~ Sponsor in the Register of ~~Advisers or Register of Sponsors~~ for the MESDAQ Market, ~~as the case may be.~~

~~PART D RULES GOVERNING ADVISERS~~[Deleted]

~~4.05 Role and responsibilities of an Adviser~~

- ~~(1) An Adviser shall have such obligations as may be prescribed elsewhere in these Requirements.~~
- ~~(2) An Adviser must not allow its name to be associated with any application required to be submitted to the Exchange pursuant to these Requirements on behalf of an applicant or a listed company, as the case may be (hereinafter referred to in this Chapter as "the Application") or with any Public Document to be issued in connection with a corporate exercise proposed to be undertaken by the listed company (hereinafter referred to "the Proposal") unless the Adviser is satisfied that, based on all available information and to the best of its knowledge and belief, the Application or the Public Document constitutes a full and true disclosure of all material facts about the Proposal.~~[Deleted]

~~4.06 Sponsorship~~

~~An Adviser who makes an application for listing on behalf of an applicant in accordance with the Commission's Guidelines for the MESDAQ Market must also act as the Sponsor of an applicant upon the applicant's admission to the MESDAQ Market for at least 1 full financial year following the applicant's admission to the MESDAQ Market. During the said period of 1 year, the Adviser shall not be entitled to resign as the Sponsor, nor shall the applicant be entitled to terminate the Adviser's appointment as the Sponsor, unless permitted by the Exchange. Such resignation and termination of appointment shall be allowed subsequent to the expiry of the said period of 1 year and shall be effected in accordance with the provisions of Rule 4.11.~~[Deleted]

~~4.07 Conflicts of interests involving an Adviser~~

~~An Adviser must take all reasonable steps to ascertain whether a conflict of interest exists or is likely to exist in relation to its role as an Adviser to a listed company. Where a conflict of interest exists or is likely to exist, all possible steps must be taken to avoid or resolve such conflicts of interests. Full disclosure must be made to the board of directors of the listed company and in the Public Document of the nature and extent of the conflict of interests and the steps taken to address such conflicts.~~[Deleted]

~~4.08 Resignation and termination~~

- ~~(1) If an Adviser is appointed pursuant to these Requirements but resigns or ceases to act for a listed company subsequently for any reason whatsoever, the listed company will have to find a replacement Adviser before it is permitted to take any step in furtherance of its Proposal.~~

~~(2) In the case of a listed company, the listed company must make an announcement of the suspension of its Proposal until it has found a replacement Adviser. [Deleted]~~

PART E – RULES GOVERNING SPONSORS

4.09 – Role and responsibilities of a Sponsor

~~(1) The responsibilities of a Sponsor include the following:-~~

- ~~(a) to advise and guide the directors of a Sponsored Company as to their responsibilities and obligations to ensure compliance by the Sponsored Company on an on-going basis with these Requirements and all relevant legislation and guidelines issued by regulatory authorities;~~
- ~~(b) to be co-signatory for all correspondences between a Sponsored Company and the Exchange;~~
- ~~(c) to provide the Exchange with such information concerning a Sponsored Company in such form and within such time limits as the Exchange may require;~~
- ~~(d) during the tenure of its sponsorship, to prepare and submit in accordance with Rule 9.23, at least 1 research report in respect of the Sponsored Company every 6 months and to furnish such reports to the Exchange not later than 2 months after the end of each half of a financial year; and~~
- ~~(e) to review and approve any circular, announcement, statement, information or document to be submitted or disclosed by a Sponsored Company to the Exchange to ensure compliance by the Sponsored Company with these Requirements, including Rules 8.11, 9.16 and 2.18 respectively, except in relation to the following:-
 - ~~(i) the annual audited accounts issued by the Sponsored Company;~~
 - ~~(ii) announcements made by the Sponsored Company as referred to under Rule 9.17(2)(a); and~~
 - ~~(iii) where the Sponsored Company has appointed an entity other than the Sponsor to be an adviser for the purpose of preparation or submission of such circular, announcement, statement, information or document to the Exchange.~~~~

~~(2) In amplification of the obligations stated in sub-Rule (1) above, a Sponsor must ensure that any announcement, statement, correspondence, circular or document that it makes, prepares or submits or any information that it provides, whether solely or jointly with a Sponsored Company complies with these Requirements.~~

~~(3) In discharging its responsibilities under sub-Rule (1) above, a Sponsor must be fair and objective, particularly where the Sponsor is also an underwriter of a Sponsored Company. [Deleted]~~

4.10 – Conflicts of interests involving a Sponsor

~~A Sponsor must take all reasonable steps to ascertain whether a conflict of interest exists or is likely to exist in relation to its role as a Sponsor to its Sponsored Company. Where a conflict of interest exists or is likely to exist, all possible steps must be taken to avoid or resolve such conflicts of interests. Full disclosure must be made to the board of directors of the Sponsored Company and in the Public Document (if prepared by the Sponsor on behalf of the Sponsored Company) of the nature and extent of the conflict of interests and the steps taken to address such conflicts. [Deleted]~~

4.11—Resignation and termination

Subject to Rule 4.06, the following provisions shall apply with respect to the resignation and termination of Sponsors:-

- (a) ~~The Sponsor shall give 2 months' notice in writing to the Sponsored Company and to the Exchange if it wishes to resign, in which notice the Sponsor shall state its reasons for resignation. Similarly, the Sponsored Company shall give 2 months' notice in writing to the Sponsor and to the Exchange if it wishes to terminate the Sponsor's appointment, in which notice the Sponsored Company shall state its reasons for terminating the Sponsor's appointment. In either case, the Sponsored Company will have to find a replacement Sponsor within the notice period. The replacement Sponsor must immediately notify the Exchange in writing of its appointment;~~
- (b) ~~If the Sponsored Company fails to find a replacement Sponsor within the 2 month notice period and it ceases to have a Sponsor upon the expiry of the said period, the Exchange may suspend trading in its securities. If the Sponsored Company still has not found a replacement Sponsor at the end of 2 months after the expiry of the notice period, it may be removed from the Official List. [Deleted]~~

4.12—Compliance review

~~A Sponsor must undertake annually a review of its sponsorship business to enable it to determine the effectiveness of its role as a Sponsor and where any inadequacies are detected, the Sponsor must ensure that steps are taken to enable the effective discharge of this role. [Deleted]~~

PART F—RULES GOVERNING ADVISERS AND SPONSORS

4.13—Definition

~~For the purpose of this Part F, the term "Company" means the applicant, listed company or Sponsored Company, either collectively or individually, as the context requires. [Deleted]~~

4.14—4.05 Fees

- (1) An initial admission fee of such amount as is stipulated in the Schedule of Fees is payable by each ~~Adviser or Sponsor (which is not an Adviser)~~ to the Exchange upon admission to the Register of ~~Advisers or Register of Sponsors as the case may be~~.
- (2) In addition to the initial admission fee, each ~~Adviser or Sponsor (which is not an Adviser)~~ ~~shall~~must pay to the Exchange an annual fee of such amount as specified in the Schedule of Fees annually in advance and not later than 31 January of each year.
- (3) ~~An Adviser who acts as a Sponsor is not required to pay any other fees in addition to the initial admission fee and annual fee provided for in sub-Rules (1) and (2), in connection with its admission to or continuing registration on the Register of Sponsors. [Deleted]~~
- (4) ~~If a Sponsor is subsequently admitted to the Register of Advisers, the initial admission fees and annual fees paid by it under sub-Rules (1) and (2) shall be deducted from the fees payable by Advisers under sub-Rules (1) and (2). [Deleted]~~
- (53) All initial admission and annual fees payable to the Exchange are non-refundable, including ~~in the event that an Adviser or if the person is not admitted as a Sponsor or a~~ Sponsor ceases to be registered on the Register of ~~Advisers or Register of Sponsors~~ for any reason whatsoever after having paid ~~the annual fees~~such fees.

- (64) An Adviser or A Sponsor who had been previously removed from the relevant Register(s) of Sponsors and is subsequently readmitted to the relevant Register(s) shall of Sponsors will not be required to pay the initial admission fee again.

PART D – SPONSORS’ OBLIGATIONS

4.06 Compliance with these Requirements

A Sponsor must at all times observe and comply with these Requirements and any other guidance note, instruction or directive issued or condition imposed by the Exchange.

4.07 Sound understanding of an applicant

Before sponsoring an applicant, a Sponsor must have a sound understanding and updated knowledge of the applicant, its business, operation, the industry it operates in and any other issues that might affect the business and industry of the applicant.

4.08 Suitability of an applicant for listing

- (1) A Sponsor must assess the suitability of an applicant seeking admission to the Official List.
- (2) In assessing whether an applicant is suitable for listing, a Sponsor must make all reasonable due diligence enquiries and consider all relevant matters, including the following:
 - (a) the viability and prospects of an applicant’s business;
 - (b) the applicant’s corporate governance record;
 - (c) the suitability, efficacy and past corporate conduct of the board of directors and key management;
 - (d) the nature and extent of conflict of interests or potential conflict of interests, if any;
 - (e) whether the applicant has sufficient systems, procedures, policies, controls and resources to comply with these Requirements and that its directors understand their obligations under these Requirements;
 - (f) whether the applicant has adequate internal control and risk management systems; and
 - (g) that the admission of the applicant to the Official List does not undermine public interest.
- (3) A Sponsor must conduct, actively participate and oversee the preparation and due diligence process for the Public Document and comply with the Commission’s Guidelines on Due Diligence Conduct for Corporate Proposals, where applicable.
- (4) A Sponsor must consider and advise on the competency and suitability of other advisers involved in the listing of the applicant.
- (5) The Exchange may ask a Sponsor to demonstrate its compliance with sub-Rules (2) to (4) above.

4.09 Conflicts of interests involving a Sponsor

- (1) A Sponsor must take all reasonable steps to ascertain whether a conflict of interests exists or is likely to exist in relation to its role as a Sponsor to the applicant. Where a conflict of interests exists or is likely to exist, all possible steps must be taken to avoid or resolve such conflicts of interests. A Sponsor must make full disclosure to the applicant’s board of directors

and in the Public Document of the nature and extent of the conflict of interests and the steps taken to address such conflicts. Where a conflict of interests cannot be resolved satisfactorily, a Sponsor must not act for an applicant or listed corporation.

- (2) A Sponsor must have controls, procedures and other safeguards to maintain its independence and avoid conflict of interests.
- (3) A Sponsor must ensure that none of its directors, principal officers, employees, or persons connected with any such director, principal officer or employee hold the position of a director of an applicant or a Sponsored Corporation for whom it acts as a Sponsor.
- (4) A Sponsor must not sponsor an applicant or a listed corporation if it has 5% or more of the enlarged issued and paid-up share capital in the applicant or listed corporation. However, an asset management company licensed by the Commission or a venture capital company registered with the Commission and operated by the Sponsor is not subject to this restriction.
- (5) A Sponsor must ensure that any director or employee of a Sponsor who is privy to confidential information regarding a Sponsored Corporation or other listed corporation does not use such information to trade for his own benefit or for the benefit of a person connected with such director or employee. For this purpose, a Sponsor may consider implementing policies, procedures and controls to monitor the trading activities of its directors and employees.

4.10 Guiding the Sponsored Corporation and its directors

- (1) A Sponsor sponsoring a Sponsored Corporation must, where applicable-
 - (a) maintain regular contact with the Sponsored Corporation, including being available at all times to advise and guide the Sponsored Corporation and its directors of their responsibilities and obligations, and to ensure their compliance on an on-going basis with these Requirements and all relevant legislation and guidelines issued by regulatory authorities;
 - (b) advise the Sponsored Corporation on the appointment of a suitable accounting firm to meet the Sponsored Corporation's audit obligations, valuers and other experts; and
 - (c) advise the Sponsored Corporation if the trading of the Sponsored Corporation's securities should be halted or suspended.
- (2) Before the end of the Fixed Period, a Sponsor must ensure that its Sponsored Corporation has adequate systems, procedures, policies and resources to discharge its obligations under these Requirements.

4.11 Documents by a Sponsored Corporation

- (1) A Sponsor must review and approve any Public Document to be submitted or disclosed by its Sponsored Corporation to the Exchange to ensure compliance by the Sponsored Corporation except-
 - (a) the annual audited financial statements issued by the Sponsored Corporation; and
 - (b) announcements made by the Sponsored Corporation as referred to under Rule 9.17(2)(a).
- (2) A Sponsor must ensure that any Public Document that it makes, prepares or submits or any information that it provides, whether solely or jointly with a Sponsored Corporation complies with these Requirements.

4.12 Act with due care and skill

A Sponsor must use due care and skill at all times when acting for any Sponsored Corporation, including taking the following actions:

- (a) exercising due care and skill when advising or guiding a Sponsored Corporation;
- (b) maintaining regular contact with the Sponsored Corporation including holding discussions with its directors on a regular basis and attending its shareholders' meeting where possible;
- (c) seeking necessary assistance and consultation from other appropriately qualified and suitable professionals when required; and
- (d) not allowing its name to be associated with any application required to be submitted to the Exchange pursuant to these Requirements on behalf of a Sponsored Corporation (referred to as "Application") or with any Public Document to be issued in connection with a Proposal, unless the Sponsor is satisfied that, based on all available information and to the best of its knowledge and belief, the Application or the Public Document constitutes a full and true disclosure of all material facts about the Proposal.

4.13 Liaison with the Exchange

(1) A Sponsor must liaise with the Exchange on matters concerning the Sponsor's responsibilities and other matters which should be brought to the Exchange's attention. In this regard, a Sponsor must among others-

- (a) liaise (and be available to liaise) with the Exchange when requested to do so by the Exchange or its Sponsored Corporation and be contactable at all times, in particular during the Exchange's trading hours;
- (b) appoint and provide the contact details of 2 senior personnel who are responsible to liaise with the Exchange and inform the Exchange immediately of any change to such details;
- (c) be a co-signatory for all correspondences between its Sponsored Corporation and the Exchange;
- (d) notify the Exchange immediately when it believes or becomes aware that it or its Sponsored Corporation has breached or is likely to commit a breach of these Requirements;
- (e) notify the Exchange immediately if it reasonably believes that the trading of its Sponsored Corporation's securities should be halted or suspended, or that its Sponsored Corporation should be delisted;
- (f) notify the Exchange if there is any change to its name, address, auditors, in the composition of its board of directors or Qualified Senior Personnel;
- (g) notify the Exchange when it receives any written warning or disciplinary inquiry from any other regulatory authority;
- (h) notify the Exchange of any material adverse change in its financial or operating position;
- (i) ensure the confidentiality of its communications with the Exchange except when it is required to disclose the same-
 - (i) to the Sponsored Corporation;

- (ii) to its employees, advisers or agents for the purpose of performing its sponsorship activities;
 - (iii) to the Commission; or
 - (iv) under these Requirements or any other laws; and
 - (j) provide the Exchange with accurate, complete and not misleading information, statement or report concerning its Sponsored Corporation in such form and within such time as the Exchange may require.
- (2) If the Sponsor subsequently finds that the information provided under sub-Rule (1)(j) is inaccurate, incomplete or misleading, it must notify the Exchange and immediately rectify the information, statement or report.

4.14 Appropriate and adequate systems, procedures, policies and resources

A Sponsor must, on a continuous basis, have adequate systems, procedures, policies and resources to discharge its obligations under these Requirements.

4.15 Records-keeping

- (1) An Adviser or a Sponsor must take reasonable steps, including the establishment and maintenance of appropriate procedures, to ensure that sufficient information is recorded and retained about its advisory and/or sponsorship business and compliance with these Requirements which are applicable to Advisers or A Sponsor must maintain and retain sufficient information about its sponsorship or advisory activities for a period of 7 years including a complete record of-
- (a) the due diligence enquiries on an applicant or listed corporation;
 - (b) key discussions, advice and decision-making processes in relation to the Sponsored Corporations and the basis for the advice and decisions; and
 - (c) compliance with these Requirements which are applicable to Sponsors, any conditions imposed by the Exchange on the Adviser or Sponsor and all applicable legislation and guidelines issued by regulatory authorities, for a period of 3 years.
- (2) Records required to be maintained under sub-Rule (1) may be inspected by a person appointed by the Exchange and must be produced promptly to that person on request.
- (3) All records made by an Adviser or a Sponsor in accordance with sub-Rule (1) may be stored in any form, but must be capable of prompt reproduction in hard printed form in either Bahasa Malaysia or English.

4.16 Cessation of activities

In the event that an Adviser or a Sponsor ceases to be registered on the relevant Register(s) for any reason whatsoever including voluntary cessation and removal by the Exchange, the Adviser or Sponsor shall, upon such cessation, immediately cease from all advisory and/or sponsorship activities in relation to the Company. [Deleted]

4.17 Informing the Commission

The Exchange shall promptly inform the Commission of the cessation of registration of any Adviser or Sponsor and the reasons for such cessation. [Deleted]

4.186 Cooperation

~~An Adviser or a~~ A Sponsor ~~shall~~must cooperate and render every assistance to any investigation, enquiry or query conducted by the Exchange on any matter relating to these Requirements or the Rules of the Exchange.

4.17 Proposal by a Sponsored Corporation

(1) Subject to sub-Rule (3) below, where a Sponsored Corporation undertakes a Proposal, the Sponsor, having made reasonable due diligence enquiries (including complying with the Commission's Guidelines on Due Diligence Conduct for Corporate Proposals, where applicable) and having considered all relevant matters, must do the following:

- (a) assess and be satisfied with the suitability and competency of other professionals and consultants involved in the Proposal;
- (b) review and approve the Public Documents relating to the Proposal to ensure compliance with these Requirements;
- (c) ensure that the execution of the Proposal is in compliance with these Requirements, guidelines issued by the relevant regulatory authorities and other applicable laws; and
- (d) ensure that any difference in the effect of the Proposal on minority shareholders compared to other shareholders, is clearly disclosed in the Public Documents.

(2) Where an Adviser is appointed to act on the Proposal by a listed corporation during or after the Fixed Period, the Adviser must comply with the following provisions, where applicable and with the necessary modifications:

- (a) sub-Rule (1) above;
- (b) Rule 4.09;
- (c) Rule 4.10(1)(b);
- (d) Rule 4.11;
- (e) Rule 4.12;
- (f) Rule 4.13(1)(d) and (j);
- (g) Rule 4.13(2)l
- (h) Rule 4.14;
- (i) Rule 4.15; and
- (k) Rule 4.16,

(3) Where a Sponsored Corporation has appointed an Adviser to undertake a Proposal during the Fixed Period, the Sponsor is not required to comply with sub-Rule (1) above. However, the Sponsor and Sponsored Corporation must ensure that-

- (a) the Sponsor is the co-signatory for all correspondences between the Sponsored Corporation and the Exchange; and
- (b) the Sponsor reviews the adequacy of disclosure in the Public Document and is satisfied that the Public Document complies with these Requirements.

4.18 Significant change in business direction or policy of a listed corporation

Where applicable, a Sponsor must comply with Part D of this Chapter, in particular Rules 4.07, 4.08 and 4.09 when sponsoring a listed corporation that undertakes a corporate proposal which will result in a significant change in the business direction or policy of a listed corporation, as if it were an applicant seeking admission to the Official List.

PART E – ENDING A SPONSORSHIP OR REMOVAL FROM THE REGISTER OF SPONSORS

4.19 No resignation or termination during the Fixed Period

(1) A Sponsor must not resign and a Sponsored Corporation must not terminate the Sponsor's appointment during the Fixed Period unless-

(a) the resignation or termination of the Sponsor is approved by the Exchange; or

(b) the Sponsor has been removed by the Exchange in accordance with Rule 4.21,

and the resignation or termination is subject to such conditions as may be imposed by the Exchange.

(2) The Exchange may give such approval only in exceptional circumstances.

4.20 Replacing a Sponsor

If a Sponsor resigns or is terminated in accordance with Rule 4.19-

(a) the replacement Sponsor must immediately notify the Exchange of its appointment and if the resignation, termination or removal takes place during the processing of a listing application, resubmit on behalf of the Sponsored Corporation, a listing application and the declarations and undertakings required by this Chapter; and

(b) all parties must take all necessary steps and provide their full assistance and co-operation to ensure a smooth and proper transition of existing work of the departing Sponsor to the new Sponsor, including providing all relevant documents, information and records.

4.21 Removal of a Sponsor from the Register of Sponsors

(1) The Exchange may remove a Sponsor from the Register of Sponsors in the following circumstances:

(a) upon the Sponsor's request;

(b) if the Sponsor fails to comply with these Requirements; or

(c) in the Exchange's opinion, the removal is in the interests of the public or the Exchange.

(2) If the Exchange acts under sub-Rule (1)(a), it may disallow the entity from being re-admitted as a Sponsor for a specified period or indefinitely.

(3) A Sponsor removed pursuant to this Rule 4.21 will not be absolved but will remain responsible under these Requirements for all its actions, conduct, omission or breaches during its tenure as a Sponsor.

4.22 Cessation of activities

If a Sponsor ceases to be registered on the Register of Sponsors for any reason whatsoever including voluntary cessation or removal by the Exchange, the Sponsor must, unless otherwise directed by the Exchange, immediately cease all sponsorship activities in relation to the Sponsored Corporation.

PART F – REVIEW OF PERFORMANCE AND CONDUCT OF SPONSORS

4.23 Annual review by the Sponsor

- (1) A Sponsor must undertake an annual review of its sponsorship activities to enable it to determine the effectiveness of its role as a Sponsor and compliance with its obligations under these Requirements. Where any inadequacies are detected, the Sponsor must take steps to address the inadequacies and to enable the effective discharge of its role as a Sponsor.
- (2) A Sponsor must submit to the Exchange a copy of its annual review report when required by the Exchange. The Exchange's acceptance of the report does not signify the Exchange's acceptance or agreement to the contents of the report.

4.1924 ~~Continuing eligibility~~ Review by the Exchange and other powers

- (1) The Exchange may at any time review the performance or conduct of each Sponsor. If the Exchange considers that the ~~Adviser or~~ Sponsor has not performed its duties satisfactorily, the Exchange may impose such conditions or requirements on the ~~Adviser or~~ Sponsor or take any other action as the Exchange deems fit.
- (2) When ~~considering reviewing~~ the performance and conduct of ~~Advisers and~~ Sponsors, the Exchange may have regard to ~~the following~~:-
 - (a) the conduct of ~~applicants, listed companies or~~ Sponsored Companies Corporations for which the ~~Adviser or~~ Sponsor acts;
 - (b) the conduct of the ~~Adviser or~~ Sponsor in its dealings with the Exchange in connection with these Requirements;
 - (c) the compliance or otherwise by the ~~Adviser or~~ Sponsor with these Requirements, any other rules or regulations issued by the Exchange which are applicable to ~~Advisers or~~ Sponsors, any conditions imposed by the Exchange on the ~~Adviser or~~ Sponsor and all applicable legislation and guidelines issued by regulatory authorities;
 - (d) the continuing fulfilment or otherwise by the ~~Adviser or~~ Sponsor of the criteria requirement enumerated in Rule 4.03;
 - (e) the possibility ~~and~~ or existence of conflicts of interests; and
 - (f) changes to the ~~composition of corporate finance executive staff in the case of an Adviser or changes to the composition of sponsorship executive staff in the case of a Sponsor~~ Qualified Senior Personnel, during the past 12 months. ~~“Sponsorship executive staff” means suitably qualified and experienced executives who are dedicated to the performance of the functions of a Sponsor.~~
- (3) The Exchange may appoint any party it deems necessary, or require a Sponsor to appoint a special auditor acceptable to the Exchange to do the review.
- (4) The Exchange may, in undertaking the review or discharging its duties under the law, take any one or more of the following actions:

- (a) interview the Sponsor's directors, principal officers, employees or other relevant third parties; or
 - (b) inspect the Sponsor's premises, documents, records, systems, procedures and policies relating to its sponsorship activities.
- (5) When the Exchange exercises its powers under this Rule 4.24, the Sponsor must provide reasonable assistance, including-
- (a) allowing access to and submitting to the Exchange all information, books and records in the manner as required by Exchange;
 - (b) allowing access to its premises;
 - (c) ensuring its directors, employees or any other relevant parties of the Sponsor provide assistance and co-operation to the Exchange;
 - (d) being contactable and available at such time and place as the Exchange may require;
 - (e) furnishing accurate and non-misleading information, statement or report to the Exchange; and
 - (f) immediately rectifying any information, statement or report to the Exchange when it becomes aware that such information, statement or report is false or misleading.
- (6) All costs of the review (including the costs in engaging the service of a special auditor under sub-Rule (3), where applicable) must be borne by the Sponsor and where applicable, be paid immediately to the Exchange upon the Exchange's demand.

PART G – RULES GOVERNING SPONSORED COMPANIES CORPORATIONS IN DEALING WITH SPONSORS

4.2025 Consultation with Sponsor

- (1) A Sponsored CompanyCorporation must consult and seek the advice of its Sponsor on a timely basis in the following circumstances:
- (a) where it contemplates a proposal or transaction, which if carried out, would require a listed companycorporation, at the minimum, to make an announcement to the Exchange under Chapter 10 of these Requirementsannounce the proposal or transaction to the Exchange;
 - (b) where it contemplates a new issue of securities;
 - (c) where it contemplates a change to the utilisation of proceeds raised by the Sponsored CompanyCorporation from the issuance of securities that deviates by 5% or more from the original utilisation of proceeds; or
 - (d) in such other circumstances as may be prescribed by the Exchange.

~~except where the Sponsored Company has appointed an entity other than the Sponsor to be an adviser to advise or act for the Sponsored Company in relation to the above circumstances.~~~~[Deleted]~~

- ~~(2) Without limiting the generality of Rule 4.09, a Sponsor who is consulted by a Sponsored Company in the circumstances set out in sub-Rule (1) above, must consider whether or not the proposals on which its advice is sought are in compliance with these Requirements and all relevant legislation and guidelines issued by regulatory authorities.~~~~[Deleted]~~

- (32) The Sponsored CompanyCorporation must take into account the advice of its Sponsor in considering the proposalsProposals referred to in sub-Rule (1) above.

4.2126 Review and approval of circulares, etc.Public Document

A Sponsored CompanyCorporation must ensure that its Sponsor reviews and approves any circular, announcement, statement, information or documentPublic Document to be submitted or disclosed by the Sponsored CompanyCorporation to the Exchange, to ensure compliance with these Requirements, except in relation to such matters or circumstances set out in Rule 4.0911(1)(e)(i) to (iii) above.

4.2227 Provision of information and assistance to Sponsors

A Sponsored CompanyCorporation must-

- (a) provide its Sponsor, on a timely basis all relevant information within the Sponsored Company'sCorporation's possession which is necessary and reasonable for the Sponsor's performance of its duties under these Requirements;
- (b) provide its Sponsor all reasonable assistance to enable its Sponsor to perform its duties under these Requirements;
- (c) ensure that its directors, substantial shareholders, associated companies and employees or any other relevant parties of the Sponsored Corporation provide assistance and co-operation to its Sponsor;
- (d) provide its Sponsor access to all its information, books, records, personnel and premises; and
- (e) immediately inform its Sponsor of any material change of information or status when it becomes aware of such change.

[End of Chapter]

APPENDIX 4A

Agreement between Sponsor and the Exchange

(Rule 4.03(1)(b))

Date:

Parties:

- (a) Bursa Malaysia Securities Berhad (“the Exchange”); and
- (b) [Name of Sponsor] (“the Sponsor”).

Article 1 Interpretation

Terms used and not separately defined herein shall have the meanings ascribed thereto in Listing Requirements of Bursa Malaysia Securities Berhad for the MESDAQ Market (“the Listing Requirements”), ~~and Articles of Association.~~

Article 2 Undertakings

In consideration of the Exchange admitting the Sponsor to the Exchange’s Register of Sponsors, the Sponsor hereby undertakes to-

- 2.1 Accept the responsibilities of a Sponsor and discharge ~~those—~~their roles and responsibilities in accordance with the Listing Requirements at all times to the satisfaction of the Exchange;
- 2.2 Comply with and be bound in all respects by-
 - (a) all the provisions of the securities laws applicable to the ~~Sponsor Exchange~~;
 - (b) any laws and guidelines issued by regulatory authorities which are applicable to the Sponsor;
 - ~~(c) —the Memorandum and Articles of Association of the Exchange;~~
 - (cd) the Listing Requirements and any other rules or regulations of the Exchange which now are or may hereinafter be in force in so far as they are applicable to or affect Sponsors; and
 - (de) any special conditions which may have been imposed by the Exchange on the Sponsor at any time and from time to time;
- 2.3 Ensure that it has proper procedures ~~to~~are in place to ensure compliance with-
 - (a) ~~ensure compliance with~~ all the laws, guidelines, code, rules, regulations and conditions mentioned in Article 2.2(a) to (e) above by all its officers, employees and agents; and
 - (b) ~~ensure compliance with~~ the Listing Requirements by all its clients;

- 2.4 Co-operate and render every assistance to any investigation, enquiry or query conducted by the Exchange on any matter relating to the Listing Requirements or the Rules of the Exchange; and
- 2.5 Conduct its business as a Sponsor in accordance with ethical and professional business practices.

Article 3 Representations, Warranties and Agreements

The Sponsor represents, warrants and agrees with the Exchange that-

- 3.1 The Sponsor is duly authorised and has obtained all external and internal approvals, permits, licences and authorisations to enter into this Agreement, and to perform all of its obligations under or pursuant to this Agreement; and
- 3.2 This Agreement constitutes legal, valid and binding obligations of the Sponsor and is enforceable in accordance with its terms.

Article 4 Indemnities

The Sponsor agrees that-

- 4.1 Neither the Exchange nor any of its officers, employees or agents (including any director or Board member of the Exchange) shall be liable to the Sponsor for any act or omission to act by such officers, employees or agents, whether or not acting within the scope of his or her employment or functions in the Exchange, except only if and to the extent that the Exchange or any of such officers, employees or agents, as the case may be, is proved to have been acting with gross negligence or wilful misconduct; and
- 4.2 The Sponsor shall fully indemnify and hold the Exchange harmless from and against any costs, losses, damages or claims incurred by or asserted against the Exchange as a consequence of or in connection with any act or omission to act by the Sponsor in the conduct of its activities as a Sponsor, or as a consequence of any breach by the Sponsor of any of the obligations assumed by it under this Agreement.

Article 5 Effective Date

This Agreement shall not enter into force until it has been executed by both parties hereto.

IN WITNESS WHEREOF the parties hereto have set their signatures unto this Agreement on the date stated above.

For the Exchange:

Authorised Signatory
[Name]
[Designation]

Witness
[Name]
[Designation]

For the Sponsor:

Authorised Signatory
[Name]
[Designation]

Witness
[Name]
[Designation]

[End of Appendix]

CHAPTER 5 PRIMARY LISTING OF A FOREIGN CORPORATION AND SECONDARY LISTING OF A CORPORATION ON THE EXCHANGE

PART A – GENERAL

5.01 Introduction

- (1) This Chapter sets out the requirements that must be complied with by a foreign corporation seeking or having a primary listing on the Exchange, and a corporation seeking or having a secondary listing on the Exchange.
- (2) For the purpose of this Chapter, unless the context otherwise requires –
 - (a) “applicant” means a Primary Applicant, Secondary Applicant or both, as the case may be;
 - (b) “Primary Applicant” means a foreign corporation seeking a primary listing on the Exchange;
 - (c) “Primary Corporation” means a foreign corporation having a primary listing on the Exchange;
 - (d) “Secondary Applicant” means a corporation seeking a primary listing on the Exchange; and
 - (e) “Secondary Corporation” means a corporation having a secondary listing on the Exchange.

PART B – GENERAL ADMISSION REQUIREMENTS

5.02 Admission

- (1) An applicant must apply for a primary or secondary listing on the MESDAQ through a Sponsor.
- (2) The Exchange will exercise discretion over the admission and continued listing of securities on its Official List and may approve or reject applications for listing on the Exchange, as it deems fit.
- (3) The Exchange may also approve applications for listing on the Exchange unconditionally or subject to such conditions, as it deems fit.

5.03 Standards of laws and regulations

- (1) An applicant must be incorporated in a jurisdiction whose corporation laws and other laws and regulations have standards at least equivalent to those in Malaysia, particularly with respect to–
 - (a) corporate governance;
 - (b) shareholders' protection; and
 - (c) regulation of take-overs and mergers.

(2) Where the jurisdiction in which the applicant is incorporated does not provide standards as referred to in sub-Rule (1) above, but it is possible to provide those standards by means of varying the applicant's constituent documents, the Exchange may approve the listing of the applicant, subject to the applicant making such variations to its constituent documents.

(3) The securities of the applicant must be validly issued in accordance with the constitution of the applicant and the relevant laws in force in the country of incorporation of the applicant.

5.04 Approval of regulatory authorities of foreign jurisdiction

An applicant must obtain the approval of all relevant regulatory authorities of the jurisdictions in which it is incorporated and carry out its core business operations, as may be required, before issuing its listing prospectus and submitting its application to the Exchange.

5.05 Registration under Companies Act 1965

An applicant must have been registered with the Registrar of Companies under Part XI Division 2 of the Companies Act 1965.

5.06 Approval of Controller of Foreign Exchange

An applicant and/or the offerors of the securities in the applicant, must, where applicable, obtain the prior approval of the Controller of Foreign Exchange for the utilisation of proceeds from the offering of securities.

5.07 Agent or representative

An applicant must appoint an agent or representative in Malaysia to be responsible for communication with the Exchange, on behalf of the applicant.

5.08 Share transfer or registration office

An applicant must establish a share transfer or share registration office in Malaysia.

5.09 Listing and quotation in Ringgit or foreign currency

(1) The securities of an applicant will be listed and quoted in Ringgit or such other foreign currency as may be allowed by the Exchange.

(2) An applicant must consult the Exchange and obtain the approval of the Controller of Foreign Exchange if it prefers the securities to be quoted in foreign currency.

5.10 Accounting standards

(a) An applicant must prepare its financial statements and reports in accordance with the approved accounting standards as defined in the Financial Reporting Act 1997, which includes the International Accounting Standards. In this regard, the applicant must provide to the Exchange a confirmation from a qualified professional accountant and an international accounting firm that the applicant's financial statements comply with the said approved accounting standards.

(b) A qualified professional accountant referred to in sub-Rule (a) above refers to a person who is a member of a professional accountancy organization which has been admitted as

a full member of the International Federation of Accountants and who has at least 3 years' post qualification experience in accounting or finance.

5.11 Auditing standards

An applicant must ensure that the auditing standards applied are in accordance with approved auditing standards applied in Malaysia or the International Standards on Auditing.

5.12 Valuation standards

An applicant must ensure that the valuation standards applied in the valuation of assets are in accordance with approved valuation standards applied in Malaysia or the International Valuation Standards.

PART C - ADDITIONAL ADMISSION REQUIREMENTS FOR A PRIMARY APPLICANT

5.13 Application of other Chapters

- (1) In addition to Part B above, a Primary Applicant must comply with Chapters 3 and 4 in these Requirements subject to the additional requirements, modifications or exceptions set out in this Chapter.
- (2) Where any requirements in this Chapter conflicts with a requirement of another Chapter, the former will prevail.

5.14 Appointment of directors

A Primary Applicant –

- (a) which has predominantly Malaysian-based operations must have a majority of its directors whose principal place of residence is within Malaysia; and
- (b) which has predominantly foreign-based operations must have at least one director whose principal place of residence is within Malaysia.

5.15 Listing application

A Primary Applicant must submit to the Exchange the supporting document(s) specified in the following provisions:

- (a) Part B of Appendix 3A; and
- (b) paragraph 1(a) to (c) in Part B of Appendix 5A.

5.16 Undertaking

A Primary Applicant must give the Exchange an undertaking in the form of Appendix 5B.

PART D - CONTINUING OBLIGATIONS OF A PRIMARY CORPORATION

5.16A Application of other Chapters

- (1) A Primary Corporation must comply with all the other Chapters in these Requirements subject to the additional requirements, modifications or exceptions set out in this Chapter.

(2) Where any requirements in this Chapter conflicts with a requirement of another Chapter, the former prevails.

5.17 Directors

A Primary Corporation must comply with Rule 5.14 as a continuing listing obligation.

5.18 Accounting, auditing and valuation standards

A Primary Corporation must ensure that it complies with the accounting, auditing and valuation standards set out in Rules 5.10, 5.11 and 5.12 as a continuing listing obligation.

5.19 Information/documents in English

All information or documents presented, submitted or disclosed pursuant to these Requirements must be in English.

5.20 Information to be disclosed

A Primary Corporation must announce to the Exchange concurrently all information required to be publicly disclosed to its domestic regulatory authorities and other stock exchanges, if applicable.

5.21 Distribution of notices, etc.

A Primary Corporation must distribute to its shareholders in Malaysia all-

- (a) notices of general meetings to be held;
- (b) annual reports;
- (c) accounts; and
- (d) all other documents or information,

which it is required to distribute in its place of incorporation and other stock exchanges, if applicable. The Primary Corporation must give sufficient notice to enable its shareholders in Malaysia to comply with the terms of the notice.

5.22 Announcement of appointment of directors

Without prejudice to Rule 9.19 on the making of immediate announcements to the Exchange, the announcements made by a Primary Corporation with regard to the appointment of a director must include the director's principal place of residence.

5.23 Substantial shareholdings

A Primary Corporation must immediately announce to the Exchange any change in the interest or interests of a substantial shareholder in its voting shares upon notification by the substantial shareholder, and in any event no later than 7 days after the date of notification by the substantial shareholder, stating the name of the shareholder and full particulars of the change, including the date of the change, the number of shares involved and the circumstances by reason of which the change occurred.

5.24 Financial statements

A Primary Corporation must ensure that any financial statements announced to the Exchange-

- (a) is prepared on a consolidated basis; and
- (b) complies with the requirements under Rule 5.10.

5.25 Statutory declaration in relation to annual audited financial statements

The annual audited financial statements of a Primary Corporation must be accompanied by a statutory declaration which is signed by the director or person primarily responsible for the financial management of the foreign corporation, as the case may be, who satisfies the requirements prescribed in Rule 9.29, setting forth his opinion as to the correctness or otherwise of the annual audited financial statements.

5.26 Notification of suspension and de-listing

- (1) A Primary Corporation must immediately notify the Exchange in writing where it has requested for a suspension in trading or a de-listing of its securities listed on other stock exchange(s).
- (2) If the other stock exchange(s) decide(s) to suspend trading in or de-list the securities of a Primary Corporation, whether in relation to its request under sub-Rule (1) above or otherwise, it must immediately notify the Exchange in writing.

5.27 Listing and quotation of new issue of securities

A Primary Corporation must ensure that as far as reasonably practicable, all new issues of securities are admitted and quoted on the Exchange on the same day as they are admitted and quoted on the other stock exchange(s).

PART E – ADDITIONAL ADMISSION REQUIREMENTS FOR A SECONDARY APPLICANT

5.28 Application of home exchange rules

In addition to Part B above, a Secondary Applicant is subject to the listing rules (or its equivalent) of the home exchange (as defined in Rule 5.29).

5.29 Admission

A Secondary Applicant must comply with the following requirements:

- (a) it must already have a primary listing on a foreign stock exchange which is a member of the World Federation of Exchanges and must have standards of disclosure rules at least equivalent to those of the Exchange (referred to as the “home exchange”); and
- (b) it must fully comply with the listing rules of its home exchange.

5.30 Procedures relating to admission of a Secondary Applicant

The following procedures apply to the admission of a Secondary Applicant, with the necessary modifications, as may be applicable:

- (a) a Secondary Applicant submits an application to the relevant authorities at the place of incorporation and other stock exchange(s) (referred to as “Relevant Authorities”), if required under the applicable laws and rules.;

- (b) the Relevant Authorities approve the listing;
- (c) the Secondary Applicant files with the Exchange a listing application together with supporting documents;
- (d) the Secondary Applicant files the final copy of the prospectus with the relevant authorities;
- (e) the Exchange grants approval-in-principle for the admission of securities;
- (f) the Secondary Applicant-
 - (i) issues its prospectus or introductory document and the offer period opens, if the listing entails an offer of securities to the public;
 - (ii) advertises its prospectus or introductory document; and
 - (iii) provides the Exchange with such number of copies of the printed prospectus or introductory document as may be determined by the Exchange from time to time;
- (g) if the listing entails an offer of securities, the Secondary Applicant announces the level of subscription and the basis of allocation;
- (h) the Secondary Applicant issues securities and notices of allotment;
- (i) the Secondary Applicant files with the Exchange a quotation application together with supporting documents; and
- (j) the securities are admitted to the Official List and quoted on the Exchange 2 clear market days after receipt of the quotation application together with the requisite documents and/or confirmations and the same have been found to be complete in all respects.

5.31 Listing and quotation application for a Secondary Applicant

- (1) A Secondary Applicant must file with the Exchange a listing application which consists of the following:
 - (a) the application, in the form of Part A of Appendix 5A, duly signed by the corporation; and
 - (b) the supporting documents specified in Part B of Appendix 5A.
- (2) A Secondary Applicant must also file with the Exchange a quotation application which is accompanied by-
 - (a) the documents specified in Part C of Appendix 5A; and
 - (b) a confirmation that there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the securities including any order, injunction or any other directive issued by any court of law.

5.32 Unissued securities

- (1) A Secondary Applicant must apply for an approval-in-principle to list only that part of the securities which have been issued and securities to be issued in connection with the listing application. If an additional unissued amount is reserved for subsequent issuance

for a specific purpose, a Secondary Applicant must apply for an approval-in-principle to add that amount to the Official List in the future for that specific purpose. A Secondary Applicant must not apply for an approval-in-principle for the listing of any security which is not reserved for subsequent issuance for a specific purpose.

- (2) A Secondary Applicant must submit a quotation application for such reserved amount for which an approval-in-principle has been granted pursuant to sub-Rule (1) above, upon actual issuance of such amount in accordance with the provisions of Rules 5.41 and 5.42 below.

5.33 Undertaking

- (1) A Secondary Applicant must give the Exchange an undertaking in the form of Appendix 5B.
- (2) A Secondary Applicant must ensure that every one of its directors gives the Exchange an undertaking in the form of Appendix 5C.

5.34 Introductory document

- (1) Where a Secondary Applicant is not required to issue a prospectus in connection with its listing on the Official List, it must issue an introductory document. Such introductory document must comply with the Commission's Prospectus Guidelines for Public Offerings.
- (2) The draft introductory document must be submitted to the Exchange together with a checklist showing compliance with the Commission's Prospectus Guidelines for Public Offerings.

5.35 Issue of introductory document

A Secondary Applicant must not issue to the public any introductory document in connection with its listing on the Official List until such document has been perused by the Exchange and the Exchange has confirmed to the corporation that it has no further comments on the introductory document.

5.36 Notification/Advertisement of securities prescribed by the Exchange to be deposited with the Depository

In relation to the prescription by the Exchange of the securities of a Secondary Applicant to be deposited with the Depository pursuant to section 14 of the Securities Industry (Central Depositories) Act 1991 (referred to as "Prescription" in this Part E), the corporation must submit to the Exchange either one of the following, 3 clear market days prior to the issuance date of the prospectus or introductory document or the proposed books closing date, as the case may be:

- (a) a confirmation in writing to the Exchange that the information set out in its register including the addresses of its shareholders are updated and accurate as at a date not more than 14 days prior to the issuance date of the prospectus or introductory document or proposed books closing date, as the case may be, for purposes of notification to its shareholders of the Prescription; or
- (b) where the applicant is unable to provide the confirmation set out in sub-Rule (a) above, payment to the Exchange, in accordance with Rule 5.37(2), for the advertisement charges incurred or to be incurred by the Exchange pursuant to section 14(2) of the Securities Industry (Central Depositories) Act 1991 in relation to the Prescription.

5.37 Fees

- (1) A Secondary Applicant must pay to the Exchange a perusal fee of such amount as may be determined by the Exchange from time to time.
- (2) A Secondary Applicant must pay to the Exchange-
 - (a) an initial listing fee and annual listing fee where its listing application has been approved; and
 - (b) the advertisement charges as may be incurred by the Exchange pursuant to section 14(2) of the Securities Industry (Central Depositories) Act 1991 (where the corporation is unable to provide the confirmation as set out under Rule 5.36(b)).

of such amount and in such manner as is specified in the Schedule of Fees and sub-Rule (3) below respectively.
- (3) All payments must be made by cheques drawn to the order of Bursa Malaysia Securities Berhad.

5.38 Classification of a Secondary Applicant

- (1) A Secondary Applicant must propose to the Exchange its classification into any one of the sectors prescribed by the Exchange, in accordance with the criteria prescribed by the Exchange.
- (2) The Secondary Applicant must furnish to the Exchange a proposal of its classification made in accordance with sub-Rule (1) above in a form prescribed by the Exchange.
- (3) The classification is subject to the approval of the Exchange. The Exchange may in its absolute discretion classify the Secondary Applicant into such other sector as it deems fit.

5.39 Appointment of Directors

A Secondary Applicant must have at least 1 director whose principal place of residence is within Malaysia.

5.40 Other Obligations

Apart from the obligations set out in this Part E, a Secondary Applicant must comply with Part B.

PART F - CONTINUING OBLIGATIONS FOR A SECONDARY CORPORATION

5.40A Application of other chapters

Apart from the obligations set out in this Chapter, Chapters 1, 2 and 16, where applicable, and such other requirements as may be imposed by the Exchange from time to time, the other Chapters of these Requirements are not applicable to a Secondary Corporation.

5.41 Procedures relating to listing of a new issue of securities by a Secondary Corporation

- (1) The following procedures apply to the listing of a new issue of securities by a Secondary Corporation, with the necessary modifications, as may be applicable:

- (a) Secondary Corporation immediately announces the new issue of securities to the Exchange upon the approval of the board of directors of the Secondary Corporation being given;
 - (b) Secondary Corporation submits an application to the relevant authorities at the place of incorporation and the other stock exchange where the new issue of securities are admitted and quoted (referred to in this Part F as "Stock Exchange") (referred to collectively in this Part F as "Relevant Authorities"), if required under the applicable laws and rules;
 - (c) the Relevant Authorities approve the issuance and listing of the securities;
 - (d) Secondary Corporation files with the Exchange a listing application for the new issue of securities together with supporting documents;
 - (e) Exchange grants approval-in-principle for the listing of the new issue of securities;
 - (f) Secondary Corporation obtains approval of its shareholders, if required, under the applicable laws and rules;
 - (g) Secondary Corporation fixes relevant books closing and entitlement dates, where applicable, and immediately announces such dates to the Exchange;
 - (h) Secondary Corporation issues and allots the securities;
 - (i) Secondary Corporation files with the Exchange a quotation application together with supporting documents at least 2 market days before the securities are admitted and quoted on the Stock Exchange;
 - (j) the securities are admitted to the Official List and quoted on the Exchange at the same time as they are admitted and quoted on the Stock Exchange if the quotation application together with the supporting documents are found to be complete in all respects.
- (2) If the Secondary Corporation fails to apply to the Relevant Authorities by the date specified in the announcement under sub-Rule (2) above, it must immediately announce to the Exchange the fact of such failure, the reasons and when it expects to make the application.

5.42 Listing and quotation application by a Secondary Corporation for a new issue of securities

- (1) A Secondary Corporation must file with the Exchange a listing application for a new issue of securities which consists of the following:
- (a) the application, in the form of Part A of Appendix 5D, duly signed by the said corporation;
 - (b) the supporting documents specified in Part B of Appendix 5D; and
 - (c) the proposed admission and quotation date of the new securities on the Stock Exchange.

- (2) A Secondary Corporation must also file with the Exchange a quotation application of a new issue of securities which is accompanied by-
- (a) a confirmation of the admission and quotation date of the new securities on the Stock Exchange;
 - (b) the documents specified in Part C of Appendix 5D;
 - (c) such applicable documents set out in Rule 5.42(1) which were not submitted; and
 - (d) other documents as may be specified in the approval-in-principle granted by the Exchange.

5.43 Directors

A Secondary Corporation must comply with Rule 5.39 as a continuing listing obligation.

5.44 Change in classification

- (1) Where there are circumstances to signify that a change in the classification of a Secondary Corporation in a specific sector has taken place, the Secondary Corporation must propose to the Exchange of the change in classification in such manner as may be prescribed by the Exchange. The proposed change in classification is subject to the approval of the Exchange. The Exchange may in its absolute discretion either maintain the classification or classify the corporation into such other sector as it deems fit.
- (2) Notwithstanding the absence of any notification from the Secondary Corporation, the Exchange may, where the circumstances warrant the same, change the classification of a Secondary Corporation to a sector which, in the opinion of the Exchange, is more appropriate for the corporation.

5.45 Documents for overseas securities holders

A Secondary Corporation must ensure that all documents for overseas securities holders of Secondary Corporations are forwarded by airmail or any speedier form of transmission.

5.46 Copies of documents to be supplied to the Exchange

A Secondary Corporation must supply the Exchange with 15 copies or any such number as the Exchange may determine from time to time of-

- (a) all periodic and special reports, circulars, and all other documents released or issued by the corporation to the holders of any of the corporation's securities;
- (b) the annual audited financial statements together with the auditors' and directors' reports and the printed annual report of the corporation and all documents required by law to be annexed, as soon as issued; and
- (c) all proceedings of the annual general meeting where they contain information additional to that contained in the annual report.

5.47 Director's undertaking

A Secondary Corporation must ensure that every director of the corporation gives the Exchange after this Rule comes into force or his appointment, whichever is the later, and in any event not later than 14 days thereafter, an undertaking in the form of Appendix 5C.

5.48 Fees

- (1) A Secondary Corporation must pay to the Exchange an annual listing fees of such amount as specified in the Schedule of Fees annually in advance and not later than 31 January each year. Such payment must be accompanied with a copy of the details of the computation of the amount of the annual listing fee payable.
- (2) A Secondary Corporation must pay to the Exchange a perusal fee of such amount as may be determined by the Exchange from time to time, for the perusal of documents.
- (3) All payments must be made by cheques drawn to the order of Bursa Malaysia Securities Berhad.

5.49 Other obligations

Apart from the obligations set out in this Part F, a Secondary Corporation must comply with Rules 5.18 to 5.22, 5.24, 5.26 and 5.27. All references to "Primary Corporation" in those Rules mean a "Secondary Corporation".

[End of Chapter]

APPENDIX 5A

PART A

Contents of a listing application

(Rule 5.31(1)(a))

Title page showing:-

- (a) the name of the corporation and when and where it was incorporated;
- (b) the address of the principal registered office and the address of each office at which a share register is kept;
- (c) the class of securities proposed for listing and the par value thereof; and
- (d) the date of application, and formal request for listing, specifying amount, class and par value of the securities proposed for listing and whether the securities are fully paid.

Part B

Documents to be filed with a listing application

(Rules 5.15 and 5.31(1)(b))

- (1) A corporation must file the following documents in support of a listing application:-
 - (a) A confirmation that it is able to comply with these Requirements, where applicable, insofar as such compliance does not contravene the laws of the place of incorporation.
 - (b) Where the corporation is unable to comply with these Requirements, a report from an independent legal adviser explaining why compliance with the relevant provisions of these Requirements will contravene the laws of the place of incorporation.
 - (c) In addition, for a foreign corporation, a copy of the certificate of registration issued by the Registrar of Companies under Part XI Division 2 of the Companies Act 1965.
 - (d) One copy each of the articles of association and all amendments to-date including the amendments to incorporate the standards of corporate governance, shareholders and minority interest protection and regulation on take-over and mergers equivalent to those provided in Malaysia in cases where the laws of the place of incorporation do not have the requisite standards together with a comparison of such standards provided in the laws of the place of incorporation and those provided in Malaysia together with the proposed variations to its constituent documents to address any deficiency in such standards, in its listing applications to the Exchange.
 - (e) One copy each of the certificate of incorporation, certificate of change of status and certificate of change of name, if any.

- (f) One copy of the prospectus registered with the relevant authorities or the introductory document or where this is not available, one copy of the draft prospectus submitted to the relevant authorities or the draft introductory document.
 - (g) One specimen copy of each denomination of certificates of the class to be listed. If transfer offices and registrars are maintained in more than one place, one specimen of each denomination of certificates used in each office.
 - (h) A letter of undertaking in the form of Appendix 5B duly executed by the corporation together with a certified true extract of the corporation's board of directors' resolution authorizing the signatory.
 - (i) A letter of undertaking in the form of Appendix 5C duly executed by each director of the corporation.
 - (j) A letter from the corporation's Sponsor confirming all approvals of relevant authorities have been obtained.
 - (k) One copy each of all letters of approval from the relevant authorities.
 - (l) A proposal as to classification of the corporation in a specific sector in the prescribed form.
- (2) If any of the above documents are not filed because they are not applicable or available in any case, the corporation must submit a separate exhibit explaining why such documents are not applicable or available.

Part C

Documents to be filed with a quotation application

(Rule 5.31(2)(a))

A corporation must file the following documents in support of a quotation application:-

- (1) A copy of the latest return of allotment filed with the Registrar of Companies or in relation to a foreign corporation, a copy of a document showing its latest issued and paid-up capital filed with the relevant authority pursuant to the laws of the place of incorporation or in the event no such document is required to be filed pursuant to the relevant laws, a confirmation from the foreign corporation as to its latest issued and paid-up capital.
- (2) An undertaking that all notices of allotment will be issued and dispatched to all successful applicants prior to the date of listing and quotation of the securities.
- (3) A confirmation from the Depository of the receipt of the allotment information for crediting of the securities.
- (4) A cheque drawn to the order of Bursa Malaysia Securities Berhad for the listing fees (see Schedule of Fees for computation of amount) together with a copy of the details of the computation of the amount of listing fees payable.
- (5) Where a moratorium is imposed on the sale of securities, the following information on the moratorium:-
 - (i) the names of securities holders;

- (ii) the number of securities;
- (iii) the date (s) of expiry of the moratorium; and
- (iv) a confirmation that the above information has been submitted to the Depository.
- (6) A confirmation from the Sponsor that all conditions including conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing and quotation of the securities have been met.
- (7) Such applicable documents set out in Part B of Appendix 5A which were not submitted.
- (8) A confirmation from the Sponsor that there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the corporation's securities, including any order, injunction or any other directive issued by any court of law.
- (9) A confirmation from the Sponsor that the new securities rank pari passu in all respects with each other.

[End of Appendix]

APPENDIX 5B

Undertaking by a corporation
(Rules 5.16 and 5.33(1))

To:

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Compliance with the Listing Requirements and Rules of Bursa Malaysia Securities Berhad (“the Exchange”)

In consideration of the Exchange approving the application for admission of (“the Corporation”) to the Official List of the Exchange (“the Official List”) and for official quotation of the securities described in the Corporation’s listing application, WE HEREBY ACKNOWLEDGE that the Corporation shall remain on the Official List, and official quotation of any of the Corporation’s securities shall continue only during the pleasure of the Exchange and WE HEREBY UNDERTAKE AND AGREE to comply with the Listing Requirements and the Rules of the Exchange including any amendment as may be made from time to time, insofar as the same shall apply to the Corporation.

This Undertaking is deemed to have been made in Malaysia and the construction, validity and performance of this Undertaking are governed in all respects by the laws of Malaysia and WE HEREBY irrevocably submit to the jurisdiction of the Malaysian Courts.

The above Undertaking has been signed by me as [title] of [name of the Corporation] pursuant to authority granted to me by resolution of the board of directors of the Corporation on

Date :

Signature :

Name :

[End of Appendix]

APPENDIX 5C

Undertaking by a director of an applicant/a corporation

(Rules 5.33(2) and 5.47)

To:

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Compliance with the Listing Requirements of Bursa Malaysia Securities Berhad ("the Exchange")

I, [name and NRIC number of director], am a director of
..... [name (s) of applicant/listed corporation(ies)] ("the Corporation(ies)") which
#has(ve) submitted an application to the Exchange to be admitted to the Official List of the
Exchange ("the Official List") / #is/are listed on the Official List of the Exchange.

In consideration of the Exchange #approving the Corporation's(ies') application for admission to
the Official List / allowing the continued listing of the Corporation(ies) on the Official List, I
HEREBY UNDERTAKE AND AGREE to comply with the Listing Requirements of Bursa Malaysia
Securities Berhad including any amendment as may be made from time to time, insofar as the
same applies to me as a director of the Corporation(ies).

Yours faithfully,

.....

Name :
Designation :
Date :

Delete as appropriate

[End of Appendix]

APPENDIX 5D

Part A

Contents of a listing application for a new issue of securities
(Rule 5.42(1)(a))

- (1) Title Page showing:-
 - (a) the name of the corporation with a secondary listing on the Exchange;
 - (b) the full title or designation of the securities proposed for listing;
 - (c) the date of application and formal request for listing, specifying the amount, par value and title of the securities proposed for listing, and whether the securities are fully paid;
 - (d) the purpose of issuance; and
- (2) A table showing the class, ranking and number securities proposed for listing.

Part B

Documents to be filed with a listing application for a new issue of securities
(Rule 5.42(1)(b))

- (1) A corporation with a secondary listing on the Exchange must file the following documents in support of a listing application for a new issue of securities:-
 - (a) One copy of the circular, prospectus or abridged prospectus which is registered with the relevant authorities;
 - (b) A certified true copy of the relevant resolution passed by securities holders in general meeting;
 - (c) A letter from the corporation's Sponsor confirming all approvals of relevant authorities have been obtained;
 - (d) One copy each of all letters of approval from the relevant authorities; and
 - (e) A cheque drawn to the order of Bursa Malaysia Securities Berhad for the processing fee (see the Schedule of Fees for the computation of the amount), where applicable, together with a copy of the details of the computation of the amount of listing fees payable.
- (2) If any of the above documents are not filed because they are not applicable or available in any case, the corporation must submit a separate exhibit explaining why such documents are not applicable or available.

Part C

Documents to be filed with a quotation application of a new issue of securities

(Rule 5.42(2)(b))

A corporation with a secondary listing on the Exchange must file the following documents in support of a quotation application of a new issue of securities:-

- (a) A confirmation from the corporation as to its latest issued and paid-up capital;
- (b) A confirmation that all notices of allotment have been issued and despatched to the entitled holders;
- (c) A confirmation from the corporation that the Depository is ready to credit the new securities to the accounts of the entitled holders, after receiving the allotment information for crediting of the new securities;
- (d) A cheque drawn to the order of Bursa Malaysia Securities Berhad for the listing fees (see Schedule of Fees for computation of amount) together with a copy of the details of the computation of the amount of listing fees payable;
- (e) A confirmation from the Sponsor of whether the new issue of securities will be listed and quoted as of the existing securities of the same class or will be separately quoted on the listing date. If the new issue of securities will be separately quoted on the listing date, to specify the entitlement that the holders of the new issue of securities will not be entitled to;
- (f) A confirmation from the Sponsor that all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing and quotation of the securities have been met;
- (g) A confirmation from the Sponsor that there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the securities, including any order, injunction or any other directive issued by any court of law; and
- (h) Such other documents which are not/have not been submitted pursuant to Part B of Appendix 5D.

[End of Appendix]

CHAPTER 6 – NEW ISSUES OF SECURITIES

PART A – GENERAL

6.01 Introduction

(1) This Chapter sets out the requirements that must be complied with by ~~an applicant or a listed company~~ a listed corporation, ~~as the case may be~~, for any new issue of securities.

(1A) In relation to a new issue of securities pursuant to or which will result in a significant change in business direction or policy of a listed corporation, the listed corporation must comply with the requirements under Chapter 3, where applicable, as if it were an applicant seeking admission to the Official List.

(2) Additional requirements relating to issuance of securities pursuant to acquisitions are set out in Chapter 10.

(3) ~~For the purposes of Parts G and H, unless the context otherwise requires, a “listed company” shall include an “applicant”.~~ ~~[Deleted]~~

(4) For the purpose of this Chapter, unless the context otherwise requires:-

(a) ~~a bonus issue of securities on a “stand-alone basis” means an issue which is:~~

~~(i) not conditional upon any other corporate proposal; or~~

~~(ii) conditional upon another corporate proposal (other than a concurrent subdivision or consolidation of shares) which has been completed or become unconditional;~~

a Specified Bonus Issue is a bonus issue of securities which -

(a) is not conditional upon any other corporate proposal, or

(b) is conditional upon another corporate proposal but –

(i) that other corporate proposal is a subdivision or consolidation or shares;

(ii) that other corporate proposal has been completed; or

(iii) the bonus issue has become unconditional upon announcement of the books closing date;

(b) a Specified s~~Subdivision of shares on a “stand-alone basis” shall have~~ the meaning given under ~~sub~~-Rule 13.04(3); and

(c) a Specified e~~Consolidation of shares on a “stand-alone basis” shall have~~ the meaning given under Rule 13.14.

PART AA – UNDERTAKING A PROPOSAL AND SUBMISSION OF LISTING APPLICATION

6.01A Undertaking of proposal via a Sponsor or Adviser

- (1) A listed corporation must submit a listing application under this Chapter to the Exchange through a Sponsor or an Adviser, as the case may be.
- (2) The listed corporation, Sponsor, Adviser, adviser or other persons accepting responsibility for all or any part of the information and documents submitted to the Exchange in relation to any listing application must exercise due diligence and comply with the Commission's Guidelines on Due Diligence Conduct for Corporate Proposals as if the submission were made to the Commission.

PART B – ADMISSION

6.01B Issuance of new securities in foreign currency

- (1) A new issue of securities by a listed corporation will be quoted in Ringgit or such other foreign currency as may be allowed by the Exchange.
- (2) A listed corporation must consult the Exchange and obtain the approval of the Controller of Foreign Exchange if it prefers the securities to be quoted in foreign currency.

6.01C Application of monies from subscription of shares paid into a trust account

Any monies received from any persons who have provided consideration for shares pursuant to an issue, offer for subscription or purchase, or an invitation to subscribe for or purchase, the new issue of securities must be applied in accordance with section 215 of the CMSA.

6.02 Admission

- (1) The Exchange will exercise discretion over the listing of new issues of securities on its Official List and may approve or reject applications for the listing of such new issues of securities, as it deems fit.
- (2) Where the Exchange approves an application for the listing of a new issue of securities, such approval may be unconditional or subject to such conditions, as it deems fit.
- (3) In granting approval for the listing of a new issue of securities by ~~listed companies~~listed corporations, the Exchange considers amongst others, whether:-
 - (a) the approvals of the relevant authorities have been obtained;
 - (b) ~~shareholders'~~ approval is required under these Requirements;
 - (c) ~~in the case of a significant change in the business direction or policy of a listed company, the requirements set out in Chapter 3 are met (where applicable);~~
~~or~~[Deleted]
 - (d) the ~~listed company~~listed corporation is under consideration for possible de-listing under Chapter 16;
 - (e) the listed corporation has satisfactory corporate governance practices;

- (f) the listed corporation has addressed all situations of conflict of interests satisfactorily; or
- (g) the application by the listed corporation undermines public interest.

PART C – APPLICATION PROCEDURES AND ADMISSION PROCESS

6.03 Procedures relating to listing of a new issue of securities

- (1) Subject to Rule 6.03A, the following procedures shall apply to the listing of a new issue of securities by a listed company listed corporation, which do not fall within paragraph Rules 6.03A or 6.03B, with the necessary — modifications, as may be applicable:-
 - (a) The listed company ~~makes an~~ immediately announces ment the new issue of securities to the Exchange upon the approval of the board of directors of the listed company listed corporation being given; ~~for the new issue.~~
 - (b) The listed company submits an application to the Commission. ~~[Deleted]~~
 - (c) The Commission approves the issuance and listing of the securities. ~~[Deleted]~~
 - (d) The listed company listed corporation files with the Exchange a listing application for the new issue of securities together with supporting documents;.
 - (e) The Exchange grants approval-in-principle for the listing of the new issue of securities;.
 - (f) The listed company listed corporation obtains ~~the approval of its~~ shareholders approval, if required;.
 - (g) The listed company listed corporation fixes relevant books closing and entitlement dates, where applicable and ~~makes an~~ immediately announces ment such dates to the Exchange ~~with respect to such dates;.~~
 - (h) The listed company listed corporation issues and allots ~~and issues~~ the securities;.
 - (i) The listed company listed corporation files with the Exchange ~~an application for quotation~~ a quotation application together with supporting documents; ~~and~~
 - (j) S securities are admitted to the Official List and quoted on the Exchange 2 market days after receipt of ~~the application for quotation~~ the quotation application together with the requisite documents and/or confirmations and the same have been found to be complete in all respects.
- (2) If the listed company fails to make an application to the Commission and/or the Exchange by the date specified in the announcement under sub-Rule (1) above, it must make an immediate announcement informing the fact of such failure, the reasons therefor and when it expects to make the application. ~~[Deleted]~~

6.03A Procedures relating to listing of a bonus issue of securities and listing of warrants or other convertibles securities arising therefrom bonus issue

The following procedures shall apply to the listing of:-

- (i) a bonus issue of securities by a ~~listed company~~listed corporation; and
- (ii) any issue of ~~warrants or other~~ convertible securities arising from adjustments due to the bonus issue (~~hereinafter~~ referred to in this Rule as “consequential securities”),

with the necessary modifications, as may be applicable:-

- (a) ~~Listed company~~ listed corporation ~~makes an~~ immediately announces ~~ment the bonus issue~~ to the Exchange upon the approval of the board of directors of the ~~listed company~~listed corporation being given for the bonus issue.;
- (b) ~~Listed company~~ ~~submits an application to the Commission for the issuance and listing of consequential securities, if any.~~~~[Deleted]~~
- (c) ~~Commission approves the issuance and listing of the consequential securities.~~~~[Deleted]~~
- (d) ~~Listed company~~ listed corporation files with the Exchange a listing application for the bonus issue and the consequential securities, if any, together with supporting documents.;
- (e) Exchange grants approval for the listing and quotation of the bonus issue securities and consequential securities, if any.;
- (f) ~~Listed company~~listed corporation obtains ~~approval of its~~ shareholders approval.;
- (g) ~~Listed company~~ listed corporation fixes the books closing date for the bonus issue and consequential securities, if any, and ~~makes an~~ immediately announces ~~ment such dates~~ to the Exchange ~~on such date~~ in accordance with Rule 6.30.;
- (h) ~~Listed company~~ listed corporation ~~issues and~~ allots ~~and issues~~ the securities. Where ~~the bonus issue is on a stand-alone basis or conditional upon a concurrent subdivision or consolidation of shares~~ the bonus issue is a Specified Bonus Issue, ~~the listed company shall~~ the listed corporation must issue and allot ~~and issue~~ the securities on the books closing date.;
- (i) ~~Listed company~~ listed corporation ~~makes an announcement on~~ announces to the Exchange the number of securities which will be listed and quoted.;
- (j) ~~S~~ securities are admitted to the Official List and quoted on the Exchange. Where ~~the bonus issue is on a stand-alone basis or conditional upon a concurrent subdivision or consolidation of shares~~ bonus issue is a Specified Bonus Issue, the bonus issue securities and consequential securities, if any, are admitted to the Official List and quoted on the Exchange on the next market day after the books closing date.

6.03B Procedures relating to the listing of additional securities of the same type and class

- (1) The procedures in sub-Rule (2) below apply to the listing of additional securities, with the necessary modifications, as may be applicable, where the additional securities will be listed and quoted as the existing listed securities of the same type and class.
- (2) The procedures referred to in sub-Rule (1) are as follows:
 - (a) listed corporation immediately announces the new issue of securities to the Exchange upon the approval of the board of directors of the listed corporation being given;

- (b) listed corporation files with the Exchange a listing application for the additional securities together with supporting documents;
 - (c) Exchange grants approval for the listing of the additional securities;
 - (d) listed corporation obtains shareholder approval, if required;
 - (e) listed corporation fixes relevant books closing and entitlement dates, where applicable and immediately announces such dates to the Exchange;
 - (f) listed corporation issues and allots the additional securities;
 - (g) listed corporation announces crediting of the additional securities in accordance with Rule 6.06(4); and
 - (h) additional securities are listed and quoted on the Exchange.
- (3) The procedures in sub-Rule (2) do not apply to the issuance of additional securities—
- (a) which is conditional upon any other corporate proposal which involves—
 - (i) issuance of additional securities which will not be listed and quoted to form part of the existing listed securities of the same class; or
 - (ii) issuance of a new type of securities; or
 - (b) which securities are attached with a new type of securities.

6.03C Summary of listing procedures

Appendix 6G summarises the application of listing procedures set out in Rules 6.03, 6.03A and 6.03B above.

6.04 Documents for Listing and quotation application ~~for a new issue of securities and application for quotation~~

- (1) A ~~listed company~~listed corporation must file with the Exchange a listing application for a new issue of securities ~~via an Adviser~~ which ~~shall~~ consists of the following:-
 - (a) the application, in the form of Part A of Appendix 6A, duly signed by the ~~listed company~~ listed corporation; and
 - (b) the supporting documents specified in Part B of Appendix 6A.
- (2) Subject to ~~sub sub-Rule (3) Rules 6.24(2) and 6.52A(2)~~ below, a ~~listed company~~listed corporation must also file with the Exchange ~~an application for quotation~~ quotation application of a new issue of securities which ~~shall be~~ is accompanied by the documents specified in Part C of Appendix 6A and such other documents as may be specified in the approval-in-principle granted by the Exchange.
- (3) For the avoidance of doubt, sub-Rule (2) does not apply to a listing application which is subject to the procedures of listing as set out in Rules 6.03A and 6.03B above.

6.05 Unissued securities

- (1) A ~~listed company~~listed corporation must apply for an approval or approval-in-principle, as the case may be, to list only that part of the share capital which has been issued and securities to be issued in connection with the listing application. If an additional unissued amount is reserved for subsequent issuance for a specific purpose, the ~~listed company~~listed corporation must apply for an approval or approval-in-principle, as the case may be, to add that amount to the Official List in the future for that specific purpose. A ~~listed company~~listed corporation must not apply for an approval or approval-in-principle, as the case may be, for the listing of any share capital which is not reserved for subsequent issuance for a specific purpose.
- (2) A ~~listed company~~listed corporation must submit ~~an application for quotation~~a quotation application for such reserved amount for which approval or approval-in-principle, as the case may be, has been granted pursuant to sub-Rule (1) above, upon actual issuance of such amount in accordance with the provisions of this Chapter.

PART D – ANNOUNCEMENT AND CIRCULAR

6.06 Announcement to the Exchange

- (1) A ~~listed company~~listed corporation must ~~ensure that the announcement to the Exchange relating to a proposed new issue of securities~~ includes the information set out in Part A of Appendix 6B in its announcement to the Exchange relating to a proposed new issue of securities.
- (2) Where a ~~listed company~~listed corporation is undertaking an issuance and placement of securities in stages over a period of time, the ~~listed company~~listed corporation ~~shall~~must, upon placement of the securities, ~~make an~~immediately announcement ~~of~~ the number and issue price of the securities, to the Exchange.
- (3) If the listed corporation fails to make an application to the Exchange by the date specified in the announcement under Rules 6.03, 6.03A or 6.03B above, it must immediately announce to the Exchange the fact of such failure and its reasons.
- (4) Where the additional securities are listed in accordance with the procedures set out in Rule 6.03B, a listed corporation must announce the following immediately upon receipt of confirmation from the Depository that the securities have been credited into the securities accounts of the respective holders:
 - (a) details of the corporate proposal;
 - (b) total number of securities issued under each proposal and the issue price per share, if any;
 - (c) date of listing and quotation; and
 - (d) latest issued and paid-up capital of the listed corporation after the proposal indicating the number of shares (in unit and RM) and their par value, if any.

6.07 Circular

- (1) A ~~listed company~~listed corporation must include the information set out in Part A of Appendix 6C in ~~ensure that the circular to be sent to the securities holders of the listed~~

~~company~~ to obtain the securities holder approval ~~of the securities holders~~ in respect of a new issue of securities ~~includes the information set out in Part A of Appendix 6C.~~

- (2) The ~~draft~~ circular must be submitted to the Exchange together with a checklist showing compliance with Part A of Appendix 6C.

PART E – OTHER GENERAL REQUIREMENTS

6.08 Issue Crediting of securities

A ~~listed company~~listed corporation must ensure that all new issues of securities for which listing is sought ~~shall be~~ by way of crediting the securities accounts of the allottees with such securities save and except where it is specifically exempted from compliance with section 38 of the Securities Industry (Central Depositories) Act 1991, in which event it ~~shall will~~ so similarly be exempted from compliance with this provision.— For this purpose, the ~~listed company~~listed corporation must notify the Depository ~~of~~ the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the securities accounts of such allottees.

6.09 Issue or Allotment ~~or issue~~ of securities

A ~~listed company~~listed corporation must not ~~issue or~~ allot ~~or issue~~ securities until after it has filed with the Exchange a listing application for such new issue of securities and has been notified by the Exchange that such new issue of securities has been approved or approved in principle for listing, as the case may be.

6.10 Mandate for ~~issue~~ of securities

- (1) Subject to Rule 6.11 and notwithstanding the existence of a resolution pursuant to section 132D of the Companies Act 1965, or in relation to a foreign corporation, a resolution of a similar nature pursuant to the relevant laws of the place of incorporation, a ~~listed company~~listed corporation must ~~ensure that it shall~~ not issue any shares or convertible securities if the nominal value of those shares or convertible securities, when aggregated with the nominal value of any such shares or convertible securities issued during the preceding 12 months, ~~exceeds 10% of the nominal value of the issued and paid-up capital of the listed company,~~

(a) in the case of an issue of securities on a non-pro rata basis to shareholders exceeds 20% of the nominal value of the issued and paid-up capital (excluding treasury shares) of the listed corporation; or

(b) in the case of an issue of securities on a pro rata basis to shareholders, exceeds 100% of the nominal value of the issued and paid-up capital (excluding treasury shares) of the listed corporation,

except where the shares or convertible securities are issued with the prior shareholder approval ~~of the shareholders~~ in general meeting of the precise terms and conditions of the issue.

- (2) In working out the number of shares or convertible securities that may be issued by a ~~listed company~~listed corporation, if the security is a convertible security, each such security is counted as the maximum number of shares into which it can be converted or exercised.

6.11 Allotment of shares to directors, etc.

- (1) Except in the case of an issue of securities on a pro rata basis to shareholders or pursuant to a back-to-back placement undertaken in compliance with Rule 6.59, a listed company~~listed corporation~~ must ensure that it or any of its subsidiaries ~~shall does~~ not issue shares or other convertible securities to the following persons unless shareholders in general meeting have approved ~~of~~ the specific allotment to be made to such persons:-
- (a) a director, major shareholder or chief executive ~~officer~~ of the listed company~~listed corporation~~ or a holding company of the listed company~~listed corporation~~ (~~hereinafter~~ referred to in this Part E as the “interested director”, ~~—~~ “interested major shareholder” and “interested chief executive ~~officer~~”); or
 - (b) a person connected with an interested director, interested major shareholder or interested chief executive ~~officer~~ (referred to in this Part E as the “interested person connected with a director, major shareholder or chief executive ~~officer~~”).
- (2) Notwithstanding any provision to the contrary in these Requirements, in a meeting to obtain shareholders’ approval in respect of the allotment referred to under sub-Rule (1) above:-
- (a) the interested director, interested major shareholder, interested chief executive ~~officer~~ or interested person connected with a director, major shareholder or chief executive ~~officer~~; and
 - (b) where the allotment is in favour of an interested person connected with a director, major shareholder or chief executive ~~officer~~, such director, ~~—~~ major shareholder or chief executive ~~officer~~,
- must not vote on the resolution approving the said allotment. An interested director, interested major shareholder or interested chief executive ~~officer~~ must ensure that persons connected with him abstain from voting on the resolution approving the said allotment.
- (3) A listed company~~listed corporation~~ must ~~ensure that the notice of meeting~~ includes the following in the notice of meeting:-
- (a) the number of securities to be so allotted;
 - (b) the purpose of allotment;
 - (c) the precise terms and conditions of the allotment; and
 - (d) the identity and relationship of the persons connected with the director, ~~—~~ major shareholder or chief executive ~~officer~~, where applicable.
- (4) Except in the case of an issue of securities on a pro rata basis to shareholders and subject to sub-Rule (1) above, a listed company~~listed corporation~~ must ensure that its subsidiary ~~shall does~~ not issue shares or other convertible securities to a director, major shareholder or chief executive ~~officer~~ of the said subsidiary or the holding company of the said subsidiary (other than the listed company~~listed corporation~~ or a holding company of the listed company~~listed corporation~~) or a person connected with such director, major shareholder or chief executive ~~officer~~ unless ~~the following are complied with~~:-

- (a) ~~the listed corporation has obtained the~~ prior approval of ~~the its~~ board of directors ~~of the listed company must be obtained~~ for the specific allotment to such persons;
- (b) the board of directors of the ~~listed company~~listed corporation ~~must has~~ ensured that the allotment is fair and reasonable to the ~~listed company~~listed corporation and in the best interests of the ~~listed company~~listed corporation; and
- (c) ~~the listed corporation an~~ immediately announces~~ment of~~ the specific allotment to such persons ~~must be made which and~~ includes the following in the announcement:-
 - (i) the information prescribed in sub-Rule (3) above; and
 - (ii) a statement by the board of directors of the ~~listed company~~listed corporation that the allotment is fair and reasonable to the ~~listed company~~listed corporation and in the best interests of the ~~listed company~~listed corporation and where a director disagrees with such statement, a statement by the director setting out the reasons and the factors taken into consideration in forming that opinion.

6.12 Allotment of securities, despatch of notices of allotment and ~~application~~ for quotation application in respect of a public issue.

Where a ~~listed company~~listed corporation issues securities to the public, within ~~158~~ market days of the final applications date or such other period as may be prescribed by the Exchange, a ~~listed company~~listed corporation must:-

- (a) issue and/or allot ~~and/or issue~~ securities;
- (b) despatch notices of allotment to the successful applicants; and
- (c) ~~make an application~~apply for the quotation of such securities.

6.13 Document for issue of securities to be made overseas

Where an issue of securities is to be made overseas and is supported by a prospectus or other public documents, a ~~listed company~~listed corporation must ensure that the prospectus or other public documents in English ~~shall beare~~ lodged with the Exchange. Such documents ~~shall must~~ be endorsed with "Specimen - For Information Only."

6.14 Fees

A ~~listed company~~listed corporation must pay to the Exchange,;-

- (a)- the processing fee for a listing application ~~which involves a bonus issue and/or a share scheme for employees; for a new issue of securities; and~~
- (b) ~~the Commission's Valuation Review Fee where its listing application involves a bonus issue arising from a revaluation of land and buildings; and~~[Deleted]
- (c)- the listing fee where its application for listing of a new issue of securities has been approved;

of such amount and in such manner as is specified in the Schedule of Fees and sub-Rule ~~3.173.27~~(3) respectively.

PART F – REQUIREMENTS RELATING TO A RIGHTS ISSUE

6.15 Additional requirements

A ~~listed company~~listed corporation which intends to make a rights issue of securities must comply with the provisions in this Part in addition to those set out in Parts C, D and E of this Chapter, where applicable.

6.15A Underwriting and undertaking to subscribe

- (1) Underwriting arrangements in relation to an offering of securities are at the discretion of the listed corporation and its Sponsor or Adviser, as the case may be. Where it has been decided that no underwriting or only partial underwriting is required, the listed corporation must disclose the minimum level of subscription to achieve its funding objective together with the basis for its determination in the circular to shareholders.
- (2) Where there is an under-subscription of securities and the minimum level of subscription is not achieved, the listed corporation must abort the listing of the rights issue and immediately return any consideration received for the purposes of subscription to all subscribers.
- (3) If certain shareholders wish to irrevocably undertake to subscribe for the securities offered under the rights issue, the listed corporation must ensure compliance with the following:
 - (a) the shareholders have sufficient financial resources to take up the securities, as verified by an acceptable independent party, such as the listed corporation's Sponsor or Adviser, as the case may be; and
 - (b) the shareholders consider the consequences of the rights issue with regard to the Take-Overs and Mergers Code, if applicable.

6.15B Requirements in relation to two-call rights issues

A listed corporation undertaking a two-call rights issue by way of the capitalisation of reserves arising from revaluation of assets is subject to and must comply with the requirements set out in Rules 6.26A and 6.26B (where applicable), subject to such adaptations, where necessary.

6.16 Fixing of books closing date for a rights issue

A ~~listed company~~listed corporation must not fix a books closing date to determine persons entitled to participate in a rights issue until it has:-

- (a) obtained the Exchange's approval for the issue and listing of the right issue thereof have been approved by the Commission;
- (b) obtained the shareholder approval of the shareholders in general meeting in respect of the rights issue has been obtained; and
- (c) executed the underwriting agreement has been executed, where applicable.

6.17 Notice of books closing date for a rights issue

A ~~listed company~~ listed corporation must ensure that the period from the ~~making of its announcement of date it announces~~ the books closing date for a rights issue to the books closing date is not less than 10 market days.

6.18 A rights issue must be renounceable

A ~~listed company~~ listed corporation must ensure that a rights issue allows for renunciation in part or in whole in favour of a third party at the option of the entitled security holders.

6.19 Timetable for a rights issue

- (1) A ~~listed company~~ listed corporation must fix the closing date for the receipt of applications for and acceptance of the new securities to be issued pursuant to a rights issue (referred to in this Part F as "Rights Securities") at least ~~43~~ 11 market days after the books closing date.
- (2) Appendix 6E illustrates the timeline for a rights issue.

6.20 Announcements of important relevant dates of a rights issue

- (1) A ~~listed company~~ listed corporation shall ~~must~~, on the same day of announcement of its books closing date for a rights issue, announce all the other important relevant dates relating to such rights issue ~~at the same time~~ as follows:-
 - (a) date for commencement of trading of the rights;
 - (b) date for despatch of abridged prospectus and subscription forms;
 - (c) date for cessation of trading of the rights;
 - (d) last date of ~~_~~ acceptance;
 - (e) date for excess Rights Securities application;
 - (f) date for payment;
 - (g) date for announcement of final subscription result and basis of allotment of excess Rights Securities;
 - (h) listing date of the Rights Securities;
 - (i) whether the Rights Securities will be listed and quoted as the existing securities of the same class or will be separately quoted on the listing date. If the Rights Securities will be separately quoted on the listing date, to specify the entitlement that the holders of the Rights Securities will not be entitled to; and
 - (j) such other important dates as the ~~listed company~~ listed corporation may deem appropriate.
- (2) A ~~listed company~~ listed corporation shall ~~must~~ undertake due care and diligence when ~~making the announcement~~ announcing the relevant dates as set out in sub-Rule (1) above. A ~~listed company~~ listed corporation shall ~~must~~ make an immediately announcement ~~ment~~ to the Exchange:-

- (a) ~~in the event of~~ any change to the important relevant dates as announced pursuant to sub-Rule (1) above; or
- (b) ~~as soon as it becomes aware of~~ any event that may result in the ~~listed company~~listed corporation being unable to comply with the important relevant dates as announced pursuant to sub-Rule (1) above, as soon as it becomes aware of such event,

stating the change and reasons for such change.

6.20A Abridged Prospectus

A ~~listed company~~listed corporation must ~~give announce~~ to the Exchange ~~for public release, a copy of~~ the abridged prospectus in respect of a rights issue duly registered by the Commission and lodged with the Registrar of Companies, at least 2 market days before the commencement of trading of the rights.

6.21 Issue of notices of provisional allotment

A ~~listed company~~listed corporation must issue to the persons entitled within 31 market days, or such other period as the Exchange may approve after the books closing date:-

- (a) the notices of provisional allotment; and
- (b) the rights subscription forms.

6.22 Availability of rights subscription forms

- (1) A ~~listed company~~listed corporation must make available sufficient copies of the rights subscription form at its registered office and share registrar's office to enable the acceptance of the rights.
- (2) A ~~listed company~~listed corporation must provide to each Participating Organisation a reasonable number of copies of the rights subscription form upon issue of the notices of provisional allotment and the rights subscription forms to the entitled persons.

6.23 Allotment of securities, despatch of notices of allotment and quotation application ~~for quotation~~ in respect of a rights issue

Within 8 market days after the final applications closing date for a rights issue or such other period as may be prescribed or allowed by the Exchange, a ~~listed company~~listed corporation must:-

- (a) issue and allot ~~and issue~~ the Rights Securities;
- (b) despatch notices of allotment to the allottees; and
- (c) ~~make an application apply~~ for the quotation of such Rights Securities.

PART G – REQUIREMENTS IN RELATION TO A BONUS ISSUE

6.24 Additional requirements

- (1) A ~~listed company~~listed corporation which intends to make a bonus issue of securities must comply with the provisions in this Part, in addition to those set out in Parts C, D and E of this Chapter, where applicable.
- (2) Sub-Rule 6.04(2) above does not apply to a bonus issue of securities.

6.25 Criteria for bonus issues

- (1) A ~~listed company~~listed corporation intending to make a bonus issue of securities must ensure that the necessary reserves required for capitalisation of the bonus issue is unimpaired by losses on a consolidated basis, where applicable, based on the ~~listed company~~listed corporation's latest audited ~~accounts~~financial statements as well as its latest quarterly report.
- (2) Where the ~~listed company~~listed corporation intends to make a bonus issue of securities ~~which is~~ not from its retained profits, but by way of the capitalisation of reserves arising from revaluation of assets, only the surplus arising from one or more of the following may be capitalised for the purpose of the bonus issue: the following requirements must be complied with:-
 - ~~(a) — (Deleted)~~
 - ~~(b) — Where the bonus issue is to be made by way of the capitalisation of reserves arising from revaluation of assets:-~~
 - ~~(i) — only the surplus arising from revaluation of investments in subsidiaries or associated companies or land and buildings may be capitalised for the purpose of the bonus issue;~~
 - ~~(ii) — where the surplus arising from revaluation of land and buildings is to be capitalised for the purpose of the bonus issue, at least 20% of the valuation amount of the revalued land and buildings which complies with sub-Rules 6.26(1)(a) and (3), where applicable is to be retained in the revaluation reserves after the capitalisation for the bonus issue.~~
 - (a) revaluation of investments in subsidiaries or associated companies. In this respect, surplus arising from the revaluation of plant, machinery and equipment of the listed corporation's subsidiaries or associated companies must not be capitalised;
 - (b) revaluation of real estates. In this instance, at least 20% of the valuation amount of the revalued real estates which complies with Rule 6.26(2), must be retained in the revaluation reserves after the capitalisation for the bonus issue.
- (3) ~~The available reserves for capitalisation based on the latest quarterly report must be confirmed by the reporting accountants or external auditors of the listed company, as the case may be, to be adequate to cover the entire bonus issue.~~

A listed corporation must ensure that the available reserves for capitalisation are adequate to cover the entire bonus issue of securities. If the reserves for capitalisation is not based on the annual audited financial statements of the listed corporation such

reserves must be verified and confirmed by the external auditors or reporting accountants of the listed corporation. Where a confirmation by the external auditors or reporting accountants is required, the reserves for capitalisation, which may be adjusted for subsequent events if any, must be based on the latest audited financial statements or the latest quarterly report, whichever is later.

6.26 Revaluation-Valuation report of land and buildings-real estates

- ~~(1) A listed company must ensure that:-~~
- ~~(a) the revaluation of land and buildings referred to in Rule 6.25 and the valuation report in respect of the revaluation must comply with the Commission's Guidelines on Asset Valuation which are in force from time to time; and~~
 - ~~(b) it complies with all instructions, directives or conditions issued or imposed by the Commission in respect of the revaluation including any instruction to obtain a second opinion on the revaluation from a valuer appointed by the Commission at the expense of the listed company (referred to in this Chapter as "Second Opinion Valuation" and "the Second Opinion Valuer" respectively).~~
- ~~(2) The listed company must submit simultaneously:-~~
- ~~(a) 2 copies each of the valuation report in respect of the revaluation to the Commission and the Exchange respectively; and~~
 - ~~(b) a cheque drawn to the order of the Commission for the Commission's Valuation Review Fee to the Exchange (see the Schedule of Fees for the computation of the amount);~~
- ~~via an Adviser except in the case of a Second Opinion Valuation which must be submitted by the Second Opinion Valuer.~~
- ~~(3) Where a Second Opinion Valuation is obtained pursuant to sub-Rule (1)(b), the listed company must adopt the lower of the 2 revaluation figures in complying with the provisions in this Part.~~
- ~~(4) For the purpose of this Part, revaluation of land and buildings includes revaluation of an investment in a subsidiary or associated company by reason of the revaluation of land and buildings held by such subsidiary or associated company.~~
- (1) Where the bonus issue is to be made by way of the capitalisation of reserves arising from revaluation of real estates under Rule 6.25(2), a listed corporation must –
- (a) submit 2 copies of the valuation report on the real estate concerned to the Exchange and a copy of the valuer's undertaking letter in the form of Appendix 6H when the listed corporation submits its listing application under Rule 6.04;
 - (b) ensure that the valuation certificate included in valuation report in sub-Rule (a) above is current and in any event, must not be more than 6 months prior to the date of the circular.
- (2) A listed corporation and the valuer must ensure that the revaluation of real estates referred to in Rule 6.25(2)(b) and the valuation report submitted pursuant to sub-Rule (1) above comply with the Commission's Guidelines on Asset Valuation which are in force from time to time and these Requirements.

(3) The Exchange may obtain a second opinion on the revaluation submitted by the listed issuer from a valuer appointed by the Exchange at the expense of the listed corporation (referred to in this Chapter as “Second Opinion Valuation”), whenever the Exchange deems appropriate.

(4) Upon receipt of the Second Opinion Valuation, the Exchange may require the listed corporation to comply with any instruction, directive or condition issued or imposed by the Exchange.

6.27 Staggered implementation of a bonus issue

(1) A ~~listed company~~listed corporation may implement a bonus issue in stages over a period of time.

(2) A ~~listed company~~listed corporation must ~~ensure that the first announcement on the bonus issue~~ includes the information set out in Part A of Appendix 6B, in its first announcement on the bonus issue to the Exchange, where applicable.

(3) A listed corporation must ~~S~~subsequently ~~announcements must be made~~ before each books closing date pursuant to Rule 9.19(1) and which shall include a statement that the ~~listed company~~listed corporation has adequate reserves to implement the bonus issue in the announcements.

6.27A Ranking of bonus issue securities

The bonus issue securities ~~shall~~ must rank pari passu in all respects with the existing securities of the same class upon listing.

6.28 Listing application for a bonus issue

~~A listed company must ensure that the listing application for a bonus issue referred to in Rule 6.04 is submitted within 2 market days of the date of receipt of a letter from the Commission confirming that the revaluation is in compliance with the Commission’s Guidelines on Asset Valuation, where applicable.~~[Deleted]

6.29 Fixing of books closing date for a bonus issue

A ~~listed company~~listed corporation must not fix a books closing date to determine persons entitled to participate in a bonus issue until it has obtained:-

(a) the ~~approval in principle of the~~ Exchange’s approval for the listing of the bonus issue ~~has been obtained~~; and

(b) the ~~approval of the~~ shareholders’ approval in general meeting ~~in respect of~~ for the bonus issue ~~has been obtained~~.

6.30 Announcements in relation to a bonus issue of securities

(1) A ~~listed company~~listed corporation must ensure that the period from the ~~making of its announcement of date it announces~~ the books closing date for a bonus issue to the books closing date is not less than 10 market days.

(2) A ~~listed company~~listed corporation ~~shall~~ must include the following information in making an announcement of when announcing the books closing date ~~include~~:-

- (a) the maximum number of bonus issue securities which may be listed and quoted; and
 - (b) the date of listing and quotation. Where ~~the bonus issue is not on a stand-alone basis or is conditional upon another corporate proposal (other than a concurrent subdivision or consolidation) the bonus issue is not a Specified Bonus Issue~~ and the date of listing and quotation (~~hereinafter~~ referred to in this paragraph as “~~the Relevant Date~~”) cannot be ascertained at ~~the~~ time of announcement of the books closing date, the ~~listed issuer~~listed corporation shall~~must~~ state that the Relevant Date is dependent upon the other corporate proposal being completed or becoming unconditional.
- (3) Where ~~the bonus issue is on a stand-alone basis or is conditional upon a concurrent subdivision or consolidation the bonus issue is a Specified Bonus Issue~~, a ~~listed company~~listed corporation, ~~shall~~must, on the books closing date, ~~make an announcement on~~ the exact number of bonus issue securities which will be listed and quoted.
- (4) Where ~~the bonus issue is not on a stand-alone basis or is conditional upon another corporate proposal (other than a concurrent subdivision or consolidation) the bonus issue is not a Specified Bonus Issue~~, immediately upon the other corporate proposal being completed or becoming unconditional and the ~~listed company~~listed corporation becoming aware of or ascertaining the Relevant Date, the ~~listed company~~listed corporation shall make an~~must~~ announcement ~~on~~:-
- (a) the exact number of bonus issue securities which will be listed and quoted; and
 - (b) the Relevant Date, if not previously announced.

6.31 [Deleted]

PART H – REQUIREMENTS RELATING TO A SHARE SCHEME FOR EMPLOYEES

6.32 Additional requirements

A ~~listed company~~listed corporation which intends to issue shares pursuant to a share scheme for employees must comply with the provisions in this Part, in addition to those set out in Parts C, D and E of this Chapter, where applicable.

6.33 Eligibility and allocation

- (1) Subject to the provisions set out in sub-Rules (2) and (3) below and Rule 6.41, the board of directors of the ~~listed company~~listed corporation may determine the eligibility and allocation criteria under a share scheme for employees.
- (2) The ~~listed company~~listed corporation must ensure that participation in the scheme is restricted to directors and employees of the ~~listed company~~listed corporation's group.
- (3) The ~~listed company~~listed corporation must also ensure that:-
 - (a) the aggregate allocation to directors and senior management ~~must~~does not exceed 50% of the total number of shares to be issued under the scheme; and
 - (b) the allocation to a director or employee who, either singly or collectively through persons connected with the director or employee, holds 20% or more of the issued and paid-up capital (excluding treasury shares) of the ~~listed~~

~~company~~listed corporation, ~~must~~ does not exceed 10% of the total number of shares to be issued under the scheme.

- (4) For the purpose of sub-Rules (2) and (3) above, unless the context otherwise requires:-
- (a) "group" means the ~~listed company~~listed corporation and its subsidiaries which are not dormant; and
 - (b) "persons connected with an employee" ~~shall have~~ has the meaning given in relation to persons connected with a director or major shareholder as defined in Rule 1.01.

6.34 Number of shares

- (1) The ~~listed company~~listed corporation must ensure that the total number of shares to be issued under a share scheme for employees does not exceed 30% of its issued and paid-up capital (excluding treasury shares) at any one time.
- (2) For the purpose of sub-Rule (1) above, where a ~~listed company~~listed corporation purchases its own shares or undertakes any other corporate proposal resulting in the total number of shares to be issued under the scheme exceeding 30% of its issued and paid-up capital (excluding treasury shares), no further options ~~shall~~ can be offered until the total number of shares to be issued under the scheme falls below 30% of its issued and paid-up capital (excluding treasury shares).

6.35 Pricing

The price payable for the shares under a shares scheme for employees ~~shall~~ must be:-

- (a) for an applicant implementing the scheme as part of its listing proposal, not less than the initial public offer price; or
- (b) for a ~~listed company~~listed corporation, based on the 5-day weighted average market price of the underlying shares at the time the option is offered, with a discount that does not exceed 10%.

6.36 Duration

A ~~listed company~~listed corporation must ensure that a share scheme for employees ~~shall be~~ is for a duration of not more than 10 years.

6.37 Adjustments

A ~~listed company~~listed corporation must comply with the following as regards adjustments of price or number of shares to be issued under a share scheme for employees:-

- (a) ~~A~~ a scheme may provide for adjustment of the subscription or option price or the number of shares (excluding options already exercised) under the scheme, in the event of a capitalisation issue, rights issue, bonus issue, consolidation or subdivision of shares, capital reduction or any other variation of capital;
- (b) ~~A~~ any adjustments made must be in compliance with the provisions for adjustment as provided in the bylaws of the scheme.

- (c) ~~The~~ issue of securities as consideration for an acquisition, pursuant to a special issue or private placement ~~shall~~must not be regarded as a circumstance requiring such adjustments; and
- (d) A adjustments other than on a bonus issue must be confirmed in writing either by the external auditors or the Sponsor or Adviser, as the case may be, of the listed company~~listed corporation~~.

6.38 Bylaws

- (1) A ~~listed company~~listed corporation must ~~ensure that include the provisions set out in Appendix 6F in~~ the bylaws of a share scheme for employees ~~includes the provisions set out in Appendix 6F~~.
- (2) The ~~listed company~~listed corporation must submit the final copy of the bylaws of the share scheme to the Exchange together with a letter of compliance pursuant to Rule 2.12 and a checklist showing compliance with Appendix 6F.

6.39 ~~Listing application for a share scheme for employees~~

~~A listed company must ensure that the listing application for a share scheme for employees is submitted in accordance with Rule 6.04. [Deleted]~~

6.40 Implementation

- (1) The effective date for the implementation of the scheme ~~shall~~will be the date of full compliance with all relevant requirements in this Chapter including ~~the following~~:-
 - (a) ~~submission~~ of the final copy of the bylaws of the scheme to the Exchange pursuant to Rule 6.38;
 - (b) receipt of approval or approval-in-principle, as the case may be, for the issuance and listing of the shares to be issued under the scheme from the Exchange;
 - (c) procurement of shareholders' approval for the scheme;
 - (d) receipt of approval of any other relevant authorities, where applicable; and
 - (e) fulfilment of any conditions attached to the above approvals, if any.
- (2) The ~~listed company~~listed corporation's Sponsor or Adviser, as the case may be, must submit a confirmation to the Exchange of full compliance pursuant to sub-Rule (1) above stating the effective date of implementation together with a certified true copy of the relevant resolution passed by shareholders in general meeting.
- (3) The submission of the confirmation must be made not later than 5 market days after the effective date of implementation.

6.41 Share scheme for employees after listing

- (1) A ~~listed company~~listed corporation must ensure that all schemes, whether implemented by the ~~listed company~~listed corporation or its subsidiary, involving the issue of shares to its employees comply with the following ~~provisions~~:-
 - (a) the scheme ~~must be~~is approved by the shareholders of the ~~listed company~~listed corporation in general meeting;

- (b) the resolution ~~must~~ approves a specific scheme and refers either to the scheme itself or to a summary of its principal terms included in the circular which ~~must~~ contains all the provisions set out in Appendix 6F;
 - (c) unless the shares subject to the scheme are identical with other listed shares they ~~must beare~~ separately designated;
 - (d) where directors of the ~~listed company~~ listed corporation are trustees of the scheme or have an interest, direct or indirect, in the scheme, the circular ~~must~~ discloses that interest; and
 - (e) where the scheme is implemented by a subsidiary, the bylaws of such scheme ~~must~~ includes the provisions set out in Appendix 6F.
- (2) Sub-Rule (1) does not apply to:-
- (a) an applicant that is implementing a share scheme for employees as part of its listing proposal; and
 - (b) share schemes for employees implemented by subsidiaries of the ~~listed company~~ listed corporation which are listed on the ~~Main-Unified Board or Second Board~~ of the Exchange or a stock exchange deemed comparable by the Exchange.

6.42 Allotment of shares, despatch of notices of allotment and quotation application ~~for quotation~~ in respect of a share scheme for employees

Within 8 market days after the date of receipt of a notice of the exercise of the option together with the requisite payment or such other period as may be prescribed or allowed by the Exchange, a ~~listed company~~ listed corporation must:-

- (a) issue and/or allot ~~and/or issue~~ shares;
- (b) despatch a notice of allotment to the employee of the ~~listed company~~ listed corporation; and
- (c) ~~make an application apply~~ for the quotation of such shares.

PART I – REQUIREMENTS RELATING TO AN ISSUE OF DEBT SECURITIES

6.43 Requirements relating to debt securities

- (1) A ~~listed company~~ listed corporation which intends to list debt securities must comply with the provisions in this Part, in addition to those set out in Parts C, D, E and F of this Chapter, where applicable.
- (2) The provisions in this Part ~~shall~~ apply to the listing of redeemable preference shares in the same way as it would apply to debt securities.
- (3) In the case of debt securities which are convertible into shares, the ~~listed company~~ listed corporation must also comply with the provisions in Part J where applicable, in addition to the provisions in this Part.

6.44 Holders of debt securities

A ~~listed company~~listed corporation seeking a listing of its debt securities must have not less than 100 holders of such debt securities holding not less than one board lot of the debt securities each.

6.45 Listing application for debt securities and quotation application ~~for quotation~~

In addition to the documents set out in Rule 6.04(1), A listed company a listed corporation must file with the Exchange a listing application for debt securities which ~~shall consist~~s of the following:-

- (a) the application which ~~shall include~~s the information set out in Part D of Appendix 6A, ~~in addition to the information set out in Part A of Appendix 6A,~~ subject to the necessary adaptations, ~~duly executed by the listed company;~~ and
- (b) the supporting documents specified in Part E of Appendix 6A, ~~in addition to the supporting documents specified in Part B of Appendix 6A.~~

6.46 Announcement relating to an issue of debt securities

In addition to the information set out in Part A of Appendix 6B, A listed company a listed corporation must ~~ensure that the announcement to the Exchange relating to a proposed issue of debt securities~~ include the information set out in Part B of Appendix 6B in its announcement to the Exchange relating to a proposed issue of debt securities, ~~in addition to the information set out in Part A of Appendix 6B.~~

PART J - REQUIREMENTS RELATING TO AN ISSUE OF ~~WARRANTS OR OTHER~~ CONVERTIBLE SECURITIES

6.47 Requirements relating to ~~warrants or other~~ convertible securities

A ~~listed company~~listed corporation which intends to issue ~~warrants or other~~ convertible securities must comply with the provisions in this Part, in addition to those set out in Parts C, D, E and F of this Chapter, where applicable.

6.47A Maximum number of new shares allowed from exercise of warrants

A listed corporation must ensure that the number of new shares which will arise from all outstanding warrants, when exercised, does not exceed 50% of the issued and paid-up capital of the listed corporation (excluding treasury shares and before the exercise of the warrants) at all times.

6.48 Holders of ~~warrants or other~~ convertible securities

A ~~listed company~~listed corporation seeking a listing of its ~~warrants or~~ convertible securities must have not less than 100 holders of such securities holding not less than one board lot of the ~~warrants or~~ convertible securities each.

6.49 Listing application for ~~warrants or other~~ convertible securities and quotation application ~~for quotation~~

In addition to the documents set out in Rule 6.04(1), A listed company a listed corporation must file a listing application for ~~warrants or other~~ convertible securities which ~~shall consist of the following ;~~ includes together with-

- (a) ~~the application which shall include the information set out in Part A of Appendix 6A, subject to the necessary adaptations, duly executed by the listed company; and [Deleted]~~
- (b) the supporting documents specified in Part F of Appendix 6A, ~~in addition to the supporting documents specified in Part B of Appendix 6A.~~

6.50 Announcement relating to an issue of ~~warrants or other~~ convertible securities

~~In addition to the information set out in Part A of Appendix 6B, a listed company a listed corporation must ensure that the announcement to the Exchange relating to a proposed issue of warrants or other convertible securities, as the case may be, includes the information set out in Part C of Appendix 6B in its announcement to the Exchange relating to a proposed issue of convertible securities, as the case may be, in addition to the information set out in Part A of Appendix 6B.~~

6.51 Circular relating to an issue of ~~warrants or other~~ convertible securities

- (1) A ~~listed company~~listed corporation must ensure that the circular to ~~be sent to~~ the securities holders of the ~~listed company~~listed corporation to obtain the ~~securities holder approval of the securities holders~~ in respect of an issue of ~~warrants or other~~ convertible securities, as the case may be, includes the information set out in Part B of Appendix 6C, in addition to the information set out in Part A of Appendix 6C.
- (2) The ~~draft~~ circular must be submitted to the Exchange together with a checklist showing compliance with Parts A and B of Appendix 6C.

6.52 Deed poll and trust deed to comply with Requirements

- (1) ~~A listed company~~listed corporation must furnish to the Exchange a letter of compliance pursuant to Rule 2.12 together with the deed poll or trust deed, as the case may be.
- (2) A listed corporation must ensure that the deed poll or trust deed includes the various provisions set out in Appendix 6I.
- (3) A deed poll or trust deed must not include any provision for—
 - (a) the extension or shortening of tenure of the convertible securities; or
 - (b) changes to the number of shares received for the exercise or conversion of each convertible security or changes to the pricing mechanism for the exercise or conversion price of the convertible security, except where these changes are adjustments following capitalisation issues, rights issue, consolidation or subdivision of shares or capital reduction exercises.

6.52A No alteration or adjustment to the terms

A listed corporation must ensure that no alteration or adjustment is made to the terms of the convertible securities during the tenure of the securities, unless such alteration or adjustment is provided upfront in the deed poll or trust deed governing the securities.

6.52AB Consequential securities

- (1) Where a ~~listed company~~listed corporation intends to issue ~~warrants or other~~ convertible securities arising from adjustments due to an issue of securities or a subdivision or

consolidation of shares (~~hereinafter~~ referred to in this Rule as “consequential securities” and “principal securities” respectively):-

- (a) the consequential securities must be listed and quoted simultaneously with the principal securities; and
 - (b) a ~~listed company~~listed corporation must ensure that the period from the ~~making of its announcement of date it announces~~ the books closing date for the consequential securities to the books closing date is not less than 10 market days.
- (2) Where the consequential securities are due to:-
- (a) a bonus issue of securities; or
 - (b) a Specified sSubdivision or Specified eConsolidation ~~of shares which is on a stand-alone basis or conditional upon a concurrent bonus issue;~~

the following ~~shall be applicable:~~applies-

- (i) sub-Rule 6.04(2) ~~shall does~~ not apply;
 - (ii) a ~~listed company~~listed corporation ~~shall must in making an announcement of when announcing~~ the books closing date include:-
 - (aa) the maximum number of consequential securities which may be listed and quoted; and
 - (bb) the date of listing and quotation; and
 - (iii) the ~~listed company~~listed corporation ~~shall must~~, on the books closing date, ~~make an announcement on~~ the exact number of consequential securities which will be listed and quoted.
- (3) Where the consequential securities are not due to ~~a bonus issue which is not on a stand-alone basis or is conditional upon another corporate proposal (other than a concurrent subdivision or consolidation) a Specified Bonus Issue:-~~
- (a) in relation to the announcement referred to in sub-Rule 2(ii) above, if the date of listing and quotation (~~hereinafter~~ referred to in this Rule as “~~the~~ Relevant Date”) cannot be ascertained at this time, the ~~listed company~~listed corporation ~~shall must~~ state that the Relevant Date is dependent upon the other corporate proposal being completed or becoming unconditional;
 - (b) sub-Rule 2(iii) ~~shall does~~ not apply; and
 - (c) immediately upon the other corporate proposal being completed or becoming unconditional and the ~~listed company~~listed corporation becoming aware of or ascertaining the Relevant Date, the ~~listed company~~listed corporation ~~shall must make an announcement on:~~ to the Exchange-
 - (i) the exact number of consequential securities which will be listed and quoted; and
 - (ii) the Relevant Date, if not previously announced.

6.53 Notices of conversion or exercise

A ~~listed company~~ listed corporation must ~~include the following in~~ ensure that a notice of conversion or exercise in respect of convertible securities ~~includes the following:-~~

- (a) the full title of the security;
- (b) the maturity date;
- (c) the conversion or exercise price;
- (d) the conversion or exercise period;
- (e) the mode of payment of the exercise price; and
- (f) the treatment of the security at maturity.

6.54 Allotment of securities, despatch of notices of allotment and quotation application ~~for quotation~~ in respect of conversion or exercise

Within 8 market days after the date of receipt of a subscription form together with the requisite payment or such other period as may be prescribed or allowed by the Exchange, a ~~listed company~~ listed corporation must:-

- (a) ~~issue and/or~~ allot ~~and/or issue~~ the securities arising from the conversion or exercise of the convertible security; and
- (b) despatch a notice of allotment to the holder of the convertible security; and
- (c) ~~make an application apply~~ for the quotation of such securities.

PART K - REQUIREMENTS RELATING TO ISSUES OF SECURITIES ON A NON-PRO RATA BASIS

6.55 Issue of new securities under a general mandate

Subject to Rule 6.56, where issuance of shares or convertible securities is made pursuant to Rule 6.10(1)(a), the listed corporation must comply with the following:

- (a) shares are not priced at more than 10% discount to the weighted average market price of the shares for the 5 market days immediately prior to the price-fixing date;
- (b) for issue of convertible securities –
 - (i) if the exercise or conversion price is fixed, such price is not more than 10% discount to the weighted average market price of the underlying shares for the 5 market days immediately prior to the price-fixing date; and
 - (ii) if the exercise or conversion price is based on a formula, any discount in the price-fixing formula is not more than 10% of the weighted average market price of the underlying shares for the 5 market days immediately prior to exercise or conversion; and
- (c) securities are not placed to –

- (i) the interested director, interested major shareholder, interested chief executive or interested person connected with a director, major shareholder or chief executive (all as defined in Rule 6.11); and
- (ii) nominee corporations, unless the names of the ultimate beneficiaries are disclosed.

6.56 Specific shareholder approval

Where an issue of shares or other convertible securities departs from any of the applicable requirements stipulated in Rule 6.55, the listed corporation must obtain the prior shareholder approval in a general meeting for the precise terms and conditions of the issue, in particular on –

- (a) the persons (or class of persons in the case of a special issue of securities to Bumiputera investors to comply with the NDP requirements) to whom the securities will be issued (referred to as “placees” in this Chapter);
- (b) the amount of securities to be placed to each placee (or class of placees in the case of a special issue of securities to Bumiputera investors to comply with the NDP requirements);
- (c) the issue, exercise or conversion prices of the securities or, in a situation where such prices are to be determined after the date of shareholder approval, the basis or formula of determining such prices; and
- (d) the purposes of the issue and utilisation of proceeds.

6.57 Placement agent

The Sponsor or Adviser of the listed corporation, as the case may be, must act as the placement agent for placements of securities.

6.58 Payment for securities

The listed corporation must issue and allot securities as soon as possible after the price-fixing date. In any event, the listed corporation must ensure payments for the securities are made by the placees to the listed corporation within 5 market days from the price-fixing date (except in the case of a special issue to Bumiputera investors to comply with the NDP requirements, where a longer payment period may be allowed). For issues of securities under Rule 6.48, the price-fixing date will be taken as the date of shareholder approval, except in instances where the price is determined on a date subsequent to the shareholder approval.

6.59 Back-to-back placements

A listed issuer may undertake a back-to-back placement involving –

- (a) an existing shareholder selling down existing shares of the listed corporation to a placement agent for subsequent placement to placees; and
- (b) the listed corporation issuing new shares to the said existing shareholder to replace the shares sold earlier to the placement agent,

if the following conditions are fulfilled:

- (i) the listed corporation has an average daily market capitalisation of at least RM500 million in the 3 months ending on the last business day of the calendar month immediately preceding the date of the placement;
- (ii) the listed corporation complies with the shareholding spread requirements under these Requirements; and
- (iii) the existing shareholder involved in the back-to-back placement arrangement must give a declaration to the Exchange that he would not derive any financial benefit from such an arrangement, whether directly or indirectly.

6.60 Submission of placees' details and confirmation by the Sponsor or Adviser prior to listing

- (1) As soon as practicable after the issue and prior to the listing of the new issue of securities arising from the issue, the listed corporation's Sponsor or Adviser, as the case may be, must submit to the Exchange the following:
 - (a) the final list setting out the names, home or business addresses, identity card/passport/company registration numbers, occupations/principal activities and securities account numbers of all the placees and the ultimate beneficial owners of the securities issued (in the case where the placees are nominee companies or funds), and the amount and price of securities issued to each placee; and
 - (b) a confirmation from the Sponsor or Adviser, as the case may be, that to the best of its knowledge and belief, after having taken all reasonable steps and made all reasonable inquiries, the details set out in the final list of placees in sub-Rule (a) above are accurate and the issue or placement exercise complies with the requirements as stated in this Chapter.
- (2) The information on the ultimate beneficiaries of the securities as required in sub-Rule (1)(a) need not be submitted for the following types of placees:
 - (a) statutory institutions managing funds belonging to contributors or investors who are members of the public;
 - (b) unit trust funds or collective investment schemes approved by the Commission; and
 - (c) collective investment schemes which are authorised, approved or registered investment schemes incorporated, constituted or domiciled in a jurisdiction other than Malaysia and regulated by the relevant regulatory authority in that jurisdiction, subject to the listed corporation's Sponsor or Adviser, as the case may be, confirming to the Exchange that such schemes have been duly authorised, approved or registered.

6.61 Exchange's right for further information

The Exchange reserves the right to require the submission of further information on the issue or placement exercise and the placees if necessary, for establishing the propriety of the exercise and independence of the placees.

PART N – IMPLEMENTATION OF PROPOSALS

6.62 Implementation deadline

- (1) Subject to sub-Rule (2), a listed issuer must complete the implementation of a proposal relating to an issuance of securities (referred to this Part N as "Issuance Proposal") within 6 months from the date the listing application is approved by the Exchange.
- (2) For cases which involve court proceedings, a listed corporation has up to 12 months from the date the listing application is approved by the Exchange to complete the implementation of an Issuance Proposal.
- (3) If the listed corporation fails to complete the implementation of an Issuance Proposal within the prescribed periods above, the Exchange's approvals given in regard to the Issuance Proposal will lapse. However, where the listed corporation has submitted a request for a review of the Exchange's decision, the time period to complete the implementation of an Issuance Proposal will commence from the date on which the decision on the review is conveyed to the listed corporation.

6.63 Extension of implementation time

- (1) If there is a likelihood that a listed corporation is unable to complete the implementation of the Issuance Proposal within the prescribed period, the listed issuer must state this in the listing application.
- (2) The Exchange may, upon a listed corporation's application, in exceptional cases grant an extension of time for a listed corporation to complete an Issuance Proposal. The listed corporation must apply for an extension through its Sponsor or Adviser, as the case may be, no later than 14 days before the Exchange's approval to the listing application expires. The listed corporation must support its application with a full explanation.
- (3) All applications for an extension of time for completion of the Issuance Proposal under this Rule must be accompanied by a confirmation letter by the directors of the listed corporation that, save as disclosed, there has been no material change/development in the circumstances and information relating to the Issuance Proposal.
- (4) Where the Exchange's approval is subject to certain conditions which must be fulfilled within a specified period of time, any application for an extension of time to fulfill the conditions must be supported by a full explanation and must be made no later than 14 days before the expiry of the specified period.

6.64 Post-implementation obligations

- (1) A listed corporation must inform the Exchange the dates of completion for all approved Issuance Proposals which have been completely implemented.
- (2) The listed corporation must via its Sponsor or Adviser, as the case may be, submit the actual figures once determined where an indicative issue price and/or number of securities to be issued are provided in the application for the Issuance Proposals.

[End of Chapter.]

Appendix 6A

Part A

~~Contents of a listing application for a new issue of securities~~

~~(Rules 6.04(1)(a), 6.45(a) and 6.49(a))~~

~~(1) Title Page showing:-~~

- ~~(a) the name of the listed company;~~
- ~~(b) the full title or designation of the securities proposed for listing;~~
- ~~(c) the date of application and formal request for listing, specifying the amount, par value and title of the securities proposed for listing, and whether the securities are fully paid;~~
- ~~(d) the names of the lead managers, co-managers, placement agent and underwriters (where applicable) and the commission payable to these parties; and~~
- ~~(e) the purpose of issuance;~~

~~(2) A table showing the following:-~~

- ~~(a) the designation or title of each class of securities;~~
- ~~(b) the par value;~~
- ~~(c) the number of securities authorised by the memorandum and articles of association, number of securities issued and number of securities proposed for listing;~~
- ~~(d) the number of unissued securities reserved for issuance for any specific purpose, and purpose for which reserved or an appropriate negative statement; and~~
- ~~(e) the class, ranking and number of securities proposed for listing;~~

~~(3) The directors' and major shareholders' shareholdings before and after the new issue;~~

~~(4) A table showing the following for each issue or series of funded or long term debt of a listed company and its subsidiaries:-~~

- ~~(a) the full title (including interest rate and maturity date);~~
- ~~(b) the amount authorised by indenture;~~
- ~~(c) the amount issued to date;~~
- ~~(d) the amount redeemed;~~
- ~~(e) the amount outstanding;~~
- ~~(f) the issue price;~~

- ~~(g) — the date of payment of interest; and~~
- ~~(h) — the date and terms of redemption.~~
- ~~If none, an appropriate negative statement;~~
- ~~(5) — The date(s) of meetings of directors (and shareholders if such is the case) at which the issuance of the securities for which listing is being applied for was authorised and the date of approval(s) of the relevant authorities;~~
- ~~(6) — A statement as to whether there has been any important development affecting the listed company or its business since the latest annual report of the listed company. If so, a description of such developments; and~~
- ~~(7) — In the case of a bonus issue:-~~
 - ~~(a) — details of the reserves to be capitalised for the bonus issue;~~
 - ~~(b) — Where the bonus issue is to be made to shareholders in stages over a period of time, relevant details of the same including:-~~
 - ~~(i) — The extended implementation period;~~
 - ~~(ii) — The basis of allotment;~~
 - ~~(iii) — The tentative books closing dates;~~
 - ~~(iv) — The effects of the bonus issue on share capital, net assets, reserves, earnings and dividends;~~
 - ~~(v) — A statement that the listed company has adequate reserves to cover the entire bonus issue;~~
 - ~~(vi) — A statement as to the potential price effects of the staggered implementation; and~~
 - ~~(vii) — The rationale/justification for the implementation of the bonus issue on a staggered basis.~~
- ~~(8) — In the case of acquisition to be satisfied wholly or partly by a new issue of securities, a statement whether the listed company complies with the public shareholding spread in Rule 8.15(1) on completion of the acquisition and its plans to comply with Rule 8.15(1), if applicable.~~

Listing application

(Rules 6.04(1)(a), 6.45 and 6.49)

Please tick wherever applicable. If not applicable, please indicate "N/A"
[You may tick more than one box, where applicable]

Delete as appropriate

1.	<u>Name of Corporation</u>	
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<p>2.</p>	<p><u>Types of corporate proposal</u></p>	<p>(a) <u>Acquisitions</u> (which do not result in a significant change in business direction or policy of the listed corporation) <input type="checkbox"/></p> <p>(b) <u>Rights Issue</u> <input type="checkbox"/></p> <p>(c) <u>Special Issue</u> <input type="checkbox"/></p> <p>(d) <u>Private Placement</u> <input type="checkbox"/></p> <p>(e) <u>Bonus Issue</u> <input type="checkbox"/></p> <p>(f) <u>Share Scheme for Employees (ESOS)</u> <input type="checkbox"/></p> <p>(g) <u>Others:</u> _____ <input type="checkbox"/></p>
	<p><u>Percentage Ratios (where applicable)</u></p>	<p>(a) Acquisition of _____ % _____ _____</p> <p>(b) Acquisition of _____ % _____ _____</p> <p>(c) Acquisition of _____ % _____</p>
<p>3.</p>	<p><u>Details of proposals including number & types of securities applied for listing, par value & issue price (if any)</u></p>	
<p>4.</p>	<p><u>Ranking of the new securities</u></p>	<p>The new securities # will/will not be listed and quoted as the existing listed securities of the same class.</p> <p>If the new securities will be separately quoted on listing date, details of the non-entitlement(s):</p> <p>_____</p> <p>_____</p>

5.	<u>Debt securities</u>	<u>Additional information for debt securities as set out in Part D, Appendix 6A is attached</u> <input type="checkbox"/>
6. BONUS ISSUE		
(a)	<u>Conditionality</u>	<p>(i) <u>The Bonus Issue is not conditional upon another corporate proposal</u> <input type="checkbox"/></p> <p>(ii) <u>The Bonus Issue is conditional upon a concurrent subdivision or consolidation</u> <input type="checkbox"/></p> <p>(iii) <u>The Bonus Issue is conditional upon another corporate proposal.</u> <input type="checkbox"/></p> <p><u>To specify details of the other corporate proposals and the estimated time frame for completion of the same</u></p>
(b)	<u>Undertakings for Bonus Issues</u>	<p><u>We undertake the following:</u></p> <p>(i) <u>the return of allotment will be filed with the Registrar of Companies pursuant to the Companies Act, 1965 or in relation to a foreign corporation, the relevant document showing its latest issued and paid-up capital will be filed with the relevant authority pursuant to the laws of the place of incorporation;</u></p> <p>(ii) <u>all notices of allotment will be issued and despatched to the entitled holders as expeditiously as possible and in any event, no later than 4 market days after the date of listing and quotation;</u></p> <p>(iii) <u>the new securities will be listed and quoted as the existing listed securities of the same class;</u></p> <p>(iv) <u>all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing and quotation of the securities will be met;</u></p> <p>(v) <u>there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the securities including any order, injunction or any other directive issued by any court of law; and</u></p> <p>(vi) <u>to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the listed corporation has failed to meet any of the above undertakings referred to in paragraphs (i) to (iv) or of any circumstances or facts referred to in paragraph (v) above.</u></p>
7.	<u>Conditionality of Proposals/ Pricing</u>	<p>(a) <u>The issue price # is/is not conditional upon any other proposal</u></p> <p>(b) <u>This proposal # is/is not conditional upon any other proposal</u></p> <p><u>If in affirmative, to provide details of the other corporate exercises, including the estimated time frame for completion:</u></p>

<p>8.</p>	<p>Public Shareholding spread</p>	<p><u>(a) ORDINARY SHARES</u></p> <p>Where the proposal results in non-compliance with paragraph 8.15(1) of the listing requirements of Bursa Malaysia Securities Berhad that are applicable to the MESDAQ Market ("LR"), details of the public shareholdings as per Appendix 3A, Part B(1)(d) of the MMLR and the reasons are attached herewith. <input type="checkbox"/></p> <p><u>(b) CONVERTIBLE SECURITIES/ PREFERENCE SHARES</u></p> <p>(i) There will be 100 holders or more <input type="checkbox"/></p> <p>(ii) There will be less than 100 holders. <input type="checkbox"/></p> <p>In the event of (ii), to provide reasons: _____</p> <p>_____</p>
<p>9. CORPORATE PROPOSALS WHICH FALL UNDER PARAGRAPH 6.03B</p>		
<p>(a)</p>	<p>Undertakings</p>	<p>We undertake the following:</p> <p>(a) the return of allotment will be filed with the Registrar of Companies pursuant to the Companies Act, 1965 or in relation to a foreign corporation, the relevant document showing its latest issued and paid-up capital will be filed with the relevant authority pursuant to the laws of the place of incorporation;</p> <p>(b) all notices of allotment will be issued and despatched to the entitled holders as expeditiously as possible and in any event, no later than 4 market days after the date of listing and quotation;</p> <p>(c) the new securities will be listed and quoted as the existing listed securities of the same class;</p> <p>(d) all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing and quotation of the securities will be met;</p> <p>(e) there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the securities including any order, injunction or any other directive issued by any court of law;</p> <p>(f) to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the listed corporation has failed to meet any of the above undertakings referred to in paragraphs (a) to (d) or of any circumstances or facts referred to in paragraph (e) above; and</p> <p>(g) to announce to the Exchange the relevant information in accordance with paragraph 6.06(4).</p>

<u>[Authorised signatory of the Sponsor/Adviser]</u>		<u>[Authorised signatory of the listed corporation]</u>
Name:		Name:
Designation:		Designation:
Date:		Date:

Part B

Documents to be filed with a listing application for a new issue of securities

(Rules 6.04(1)(b), 6.45(b) and 6.49(b))

- (1) A listed ~~company~~corporation must file the following documents in support of a listing application for a new issue of securities:-
- (a) ~~One~~ copy of the announcement, circular, prospectus or abridged prospectus which is registered with the relevant authorities;-
 - (b) A certified true copy of the relevant resolution passed by securities holders in general meeting;-
 - (c) A letter from the listed ~~company~~corporation's Adviser Sponsor or Adviser, as the case may be, confirming all approvals of relevant authorities have been obtained;-
 - (d) ~~One~~ copy each of all letters of approval from the relevant authorities;-
 - (e) In the case of a bonus issue:-
 - (i) ~~a confirmation from the listed company's Adviser that the listed company has complied with Rule 6.25;~~
 - (ii) ~~a letter from the Commission confirming that the revaluation is in compliance with the Commission's Guidelines on Asset Valuation, where applicable; and~~
 - (iii) ~~a confirmation of the available reserves by the reporting accountants or external auditors as stipulated in Rule 6.25(3), where applicable.~~
 - (iv) ~~the following undertakings:-~~
 - (aa) ~~the return of allotment will be filed with the Registrar of Companies pursuant to the Companies Act, 1965 or in relation to a foreign corporation, that the relevant document showing its latest issued and paid-up capital will be filed with the relevant authority pursuant to the laws of the place of incorporation;~~
 - (bb) ~~all notices of allotment will be issued and despatched to the entitled holders as expeditiously as possible and in any event, no later than 4 market days after the date of listing and quotation;~~

- ~~(cc) the new securities will rank pari passu in all respects with the existing securities of the same class;~~
 - ~~(dd) all conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing and quotation of the securities will be met;~~
 - ~~(ee) there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the securities including any order, injunction or any other directive issued by any court of law;~~
 - ~~(ff) to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the listed company has failed to meet any of the above undertakings referred to in subparagraphs (aa) to (dd) or of any circumstances or facts referred to in subparagraph (ee) above; and [Deleted]~~
 - ~~(v) a statement whether the bonus issue is conditional upon any other corporate proposal including:-
 - ~~(aa) the details of such other corporate proposals; and~~
 - ~~(bb) the estimated time frame for completion of the other corporate proposals. [Deleted]~~~~
 - (f) In the case of a share scheme for employees:-
 - (i) a draft copy of the bylaws; and
 - (ii) ~~a confirmation from the listed company's Adviser that the listed company has complied with the provisions set out in Part H, where applicable. [Deleted] and~~
 - (g) ~~for proposals which apply the procedures under Rules 6.03A and 6.03B, Aa~~ cheque drawn to the order of Bursa Malaysia Securities Berhad for the ~~processing-listing~~ fee (see the Schedule of Fees for the computation of the amount), where applicable, together with a copy of the details of the computation of the amount of listing fees payable.
 - (h) ~~One copy of the receipt from the Second Opinion Valuer evidencing full payment of the fees owing in relation to the Second Opinion Valuation, where applicable. [Deleted]~~
- (2) If any of the above documents are not filed because they are not applicable or available in any case, a listed company/corporation must submit a separate exhibit explaining why such documents are not applicable or available.

Part C

Documents to be filed with ~~an application for~~ quotation ~~of application for~~ a new issue of securities

(Rule 6.04(2))

A listed ~~company~~ corporation must file the following documents in support of ~~an~~ quotation application for ~~quotation of~~ a new issue of securities:-

- (a) a confirmation from the listed ~~company~~ corporation as to its latest issued and paid-up capital;:-
- (b) Aa confirmation that all notices of allotment have been issued and despatched to the entitled holders;:-
- (c) Aa confirmation from the listed ~~company~~ corporation that the Depository is ready to credit the new securities to the accounts of the entitled holders, after receiving the allotment information for crediting of the new securities;:-
- (d) Aa cheque drawn to the order of Bursa Malaysia Securities Berhad for the listing fees (see Schedule of Fees for computation of amount) together with a copy of the details of the computation of the amount of listing fees payable;:-
- (e) Aa confirmation from the listed ~~company~~ corporation's Adviser Sponsor or Adviser, as the case may be, of whether the new issue of securities will be listed and quoted as the existing securities of the same class or will be separately quoted on the listing date. If the new issue of securities will be separately quoted on the listing date, to specify the entitlement that the holders of the new issue of securities will not be entitled to;:-
- (f) ~~In the case of acquisitions to be satisfied wholly or partly by a new issue of securities, a letter of confirmation in the form of Appendix 6D. [Deleted]~~
- (g) Aa confirmation from the listed ~~company~~ corporation's Adviser Sponsor or Adviser, as the case may be, that all conditions including conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing and quotation of the securities have been met;:-
- (h) Aa confirmation from the listed ~~company~~ corporation's Adviser Sponsor or Adviser, as the case may be, that there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the securities including any order, injunction or any other directive issued by any court of law; and
- (i) ~~In the case of a bonus issue, a certified true copy of the relevant resolutions passed by securities holders in general meeting; and [Deleted]~~
- (j) such other documents which are not/have not been submitted pursuant to Part B of Appendix 6A.

Part D

~~Contents of a listing application for~~ Additional information for debt securities (Rule 6.45(a))

- (1) The full title of issue and ranking of the debt securities;
- (2) The title of instrument under which the debt securities were created or are proposed to be created;
- (3) The name of trustee;
- (4) The issue and maturity dates;
- (5) The amount authorised, amount issued to-date, amount retired, amount outstanding and amount proposed to be issued;
- (6) The interest rate and interest payment dates;
- (7) The method of redemption;
- (8) Whether the issue qualifies for any tax exemption;
- (9) The denominations issuable;
- (10) The manager and lead underwriter of the issue;
- (11) The method of distribution of the issue;
- (12) Whether bank guaranteed and if so, details of the amount guaranteed by the respective guarantor banks;
- (13) Whether secured and if so, details of such security; and
- (14) A summary of other material terms of issue.

Part E

Supporting documents to be filed with a listing application for debt securities (Rule 6.45(b))

- (1) A listed ~~company~~ corporation must file the following additional documents in support of a listing application for debt securities:-
 - (a) ~~One~~ one copy of the mortgage indenture, or equivalent instrument certified by the trustee; ~~and-~~
 - (b) ~~One~~ one copy of the duly executed trust deed.
 - (c) ~~One specimen copy of the certificate of the debt security.~~ [Deleted]

- (2) If any of the above documents are not filed because they are not applicable in any case, a listed [companycorporation](#) must submit a separate exhibit explaining why such documents are not applicable.

Part F

Supporting documents to be filed with a listing application for ~~warrants or other convertible securities~~

(Rule 6.49(b))

- (1) A listed [companycorporation](#) must file the following additional documents in support of a listing application for ~~warrants or other convertible securities~~:
- (a) ~~One~~ one copy of the duly executed deed poll.
 - (b) ~~One specimen copy of the certificate of the warrant or other convertible security, as the case may be.~~[Deleted]
 - (c) ~~In relation to an issue of warrants or other convertible securities arising from adjustments due to a bonus issue of shares, the documents referred to in subparagraphs (1)(e)(iv)(bb) to (ff) and 1(e)(v) of Part B of Appendix 6A.~~[Deleted]
 - (d) ~~In relation to an issue of warrants or other convertible securities arising from adjustments due to a subdivision or consolidation which is on a stand-alone basis or conditional upon a concurrent bonus issue, the documents referred to in subparagraph (11) of Part A and Part B of Appendix 13C.~~[Deleted]
- (2) If any of the above documents are not filed because they are not applicable in any case, a listed [companycorporation](#) must submit a separate exhibit explaining why such documents are not applicable.

[End of Appendix.]

APPENDIX 6B

Part A

Contents of announcement in relation to a new issue of securities

(Rules 6.06, 6.27(2), 6.46 and 6.50)

- (1) The number, type and par value (where applicable) of securities to be issued;
- (2) The ranking of the new issue of securities;
- (3) Whether listing will be sought for the new issue of securities;
- (4) The issue price of the new issue of securities and the basis of determining the issue price and justification for the pricing;
- (5) The basis of allotment, where applicable;
- (6) The persons to whom the new issue of securities will be allotted/issued;
- (7) The gross proceeds from the issue of securities and a detailed statement with regard to the utilisation of such proceeds, where applicable;
- (7A) Where the proceeds from the new issue of securities is to be utilised for new business to be acquired/undertaken, a description of the industry where the listed corporation's group of companies operates or will be operating;
- (8) The effect of the new issue of securities on:-
 - (a) the issued and paid-up capital (to show effect for each proposal);
 - (b) the net assets per share based on the latest audited consolidated audited accounts-financial statements (to show effect for each proposal);
 - (c) the earnings per share of the group;
 - (d) the substantial shareholding structure (to show effect for each proposal); and
 - (e) the dividend rate; and[Deleted]
 - (f) gearing, where applicable; and
 - (g) any existing convertible securities.
- (8A) Where applicable, the minimum level of subscription and the basis of determining the minimum level of subscription;
- (9) The approvals required for the new issue and the estimated time frame for submission of the application to the relevant authorities;
- (9A) The estimated time frame for completion of the new issue of securities;
- (10) Whether the directors, major shareholders and/or persons connected with them have any interest, direct or indirect, in the issue;

- (11) The purpose of the new issue of securities;
- (11A) The justification for embarking on the new issuance of securities rather than other available options;
- (12) In the case of a bonus issue or a two-call rights issue,
- (a) the details of the reserves to be capitalised for the bonus issue or the second call of the two-call rights issue; and
 - (b) a statement that the reserves required for capitalisation of the second call of the two-call rights issue or the bonus issue or the second call of the two-call rights issue complies with Rules 6.15B and 6.25(1) and the Commission's Guidelines for the MESDAQ Market respectively; and
 - (c) where the bonus issue is to be made in stages over a period of time, relevant details of the same including:-
 - (i) the extended implementation period;
 - (ii) the tentative books closing dates;
 - (iii) the effects of the bonus issue on reserves;
 - (iv) a statement that the listed company/corporation has adequate reserves to cover the entire bonus issue;
 - (v) a statement as to the potential price effects of the staggered implementation; and
 - (vi) the rationale/justification for the implementation of the bonus issue on a staggered basis.
- (12A) In the case of issue and placement of securities in stages over a period of time, the relevant details of the same including the rationale/justification;
- (13) In the case of a share scheme for employees, the duration of the scheme, basis of determining the exercise price and eligibility;
- (14) Where the issuance of securities or proceeds are utilized for acquisition of assets/interests and such acquisition falls within the ambit of Chapter 10 and announcement is required pursuant to Chapter 10 of these Requirements, the relevant information on the transaction as required under Appendix 10A of these Requirements; and
- (15) Where a mandate for issue of securities is sought, a statement whether such mandate is renewal and the details of the previous mandate.

Part B

Contents of announcement in relation to an issue of debt securities

(Rule 6.46)

- (1) The interest rate and interest payment dates;
- (2) The issue and maturity dates;

- (3) The method of redemption;
- (4) Whether guaranteed or secured, and if so, details of such guarantee or security;
- (5) The rating of the issue; and
- (6) A summary of other material terms of issue.

Part C

Contents of announcement in relation to an issue of ~~warrants or other~~ convertible securities

(Rule 6.50)

- (1) The conversion or exercise price and basis of determining the conversion or exercise price;
- (2) The conversion or exercise period;
- (2A) The step-up or step-down pricing mechanism (if any), the amount of step-up or step-down and the time frames for the exercise or conversion price adjustment.
- (3) The number of new securities that will be issued upon full exercise or conversion;
- (4) A summary of material terms of the issue; ~~and~~
- (4A) Where applicable, all provisions for changes in the terms of the convertible securities during the tenure of the securities; and
- (5) The use of future proceeds arising from the conversion or exercise.

[End of Appendix]

APPENDIX 6C

Part A

Contents of circular in relation to a new issue of securities

(Rules 6.07(1) and 6.51(1))

(1) A heading drawing attention to the importance of the circular and advising holders of securities who are in any doubt as to what action to take to consult appropriate independent professional advisers;

(1A) A statement that the circular has been reviewed and approved by the listed corporation's Sponsor or Adviser, as the case may be;

(2) A statement that Bursa Malaysia Securities Berhad has not perused the circular prior to its issuance and it takes no responsibility for the contents of the circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the circular;

(3) The purpose of the circular;

(4) The particulars, terms and conditions of the issue and date on which the new issue of securities was announced;

(5) The number, type and par value of the securities to be issued;

(6) The issue price of the new issue of securities, ~~and~~ the basis of determining the issue price and justification for the pricing;

(7) The ranking of the new issue of securities and treatment of any fractions;

(8) Whether listing will be sought for the new issue of securities;

(9) The details of any other intended corporate exercise/scheme which have been announced but not yet completed prior to the printing of the circular and whether the new issue of securities is conditional or inter-conditional upon such and/or any other corporate exercise/scheme;

(10) The basis of allotment, where applicable;

(11) The persons to whom the new issue of securities will be allotted/issued;

(12) The ~~reasons for and~~ purposes of the new issue of securities;

(12A) The justifications for embarking on the new issuance of securities rather than other available options;

(12B) Where a mandate for issue of securities is sought, a statement with regards to:

(i) whether such mandate is new or renew;

(ii) where such mandate is a renewal or has been sought in the preceding year, to specify the following:

- (a) the proceeds raised from the previous mandate, if any;
- (b) the details and status of the utilisation of proceeds;

(13) A statement with regard to:-

- (a) the gross proceeds of the new issue of securities;
- (b) the proposed utilisation of the gross proceeds specifying amongst others:-
 - (i) if it is utilised to reduce borrowings, the amount of annual savings in interest payments and the total borrowings of the group as at the latest practicable date;
 - (ii) if it is for expansion of factory/office premises, the details thereof; or if it is for expansion/relocation of factory/office premises, the details on the location of the factory/building, total cost of construction, built-up area and production capacity before and after the expansion/relocation (where relevant); or
 - (iii) if it is for investment purposes, the details of the investment. If the investment has not been identified, a statement to that effect;
- (c) the estimated expenses of the new issue of securities; and
- (d) the time frame for full utilisation of the proceeds;

(13A) Where the proceeds from the new issue of securities is to be utilised for:

- (a) the listed corporation's group of companies' existing business; or
- (b) new business to be acquired/undertaken;

A description and outlook of the industry where the listed corporation's group of companies operates or will be operating and the prospects of their business in light of its industry's outlook.

(14) The effects of the new issue of securities on:-

- (a) the issued and paid-up capital (to show effect for each proposal);
- (b) the net assets per share based on the latest audited consolidated audited ~~accounts~~ financial statements (to show effect for each proposal);
- (c) the earnings per share of the group;
- (d) the substantial shareholding structure (to show effect for each proposal); and
- ~~(e) the dividend rate; and~~
- ~~(e)f~~ gearing, where applicable;

(14A) Full disclosure of material commitments and contingent liabilities incurred or known to be incurred by the listed corporation;

(15) A statement as to whether the new issue of securities will be underwritten and the number and percentage of securities to be underwritten. Where the underwriting arrangements have been entered into, details of the underwriting arrangements, including:-

- (a) the name(s) of the underwriter(s);
- (b) ~~[(Deleted)]~~
- (c) the underwriting commission and the party that will bear the same; and
- (d) any provisions which may permit the underwriter(s) to withdraw from obligations pursuant to the underwriting agreement and/or terminate the underwriting agreement;

(15A) Where applicable, the minimum level of subscription and the basis of determining the minimum level of subscription. In the event that the minimum level is not achieved, to state the impact on the proposal and alternative plans (if any);

(16) Where applicable, securities holders' undertakings stating the portion of the new issue of securities which the securities holders have given their written irrevocable undertaking to subscribe for their entitlement in full, including:-

- (a) the names of securities holders;
- (b) the number and percentage of the existing issued and paid-up capital held by them in the listed ~~company~~corporation; and
- (c) the number and percentage of securities entitled to under the new issue of securities;

(16A) Where shareholders have irrevocably undertaken to subscribe for the securities and if applicable, excess application:

- (a) a statement that the shareholders have confirmed that they have sufficient financial resources to take up the securities and such confirmation has been verified by an independent party, and
- (b) a statement as to the consequences of the subscription for the securities on the listed corporation and its shareholders with regard to the Take Overs and Mergers Code;

(17) The monthly highest and lowest market prices of the listed securities transacted for the 12 months preceding the date of the circular and the last transacted price immediately before the announcement of the new issue of securities and as at the latest practicable date prior to the printing of the circular;

(18) The approvals required for the new issue of securities, ~~and~~ dates on which such approvals were obtained, ~~and~~ conditions of the approvals, and the status of compliance;

- (18A) The estimated time frame for completion of the new issue of securities and in the case of rights issue or bonus issue, the tentative time table for the implementation of the proposal;
- (19) Whether the new issue of securities is to a director, major shareholder and/or person connected with a director or major shareholder and if so, a statement that such person and also the director or major shareholder concerned, where the issue is to a person connected with a director or major shareholder, ~~shall~~must abstain from voting in respect of their direct and/or indirect shareholdings. Further, a statement that such interested director and/or major shareholder has/have undertaken that he/they ~~shall~~must ensure that the persons connected with him/them will abstain from voting on the resolution approving the issue at the general meeting. In the case of an interested director, a statement that the interested director has abstained and/or will abstain from deliberating and voting on the relevant resolution at the board meeting;
- (20) In the case of a bonus issue or a two-call rights issue:-
- (a)
 - (i) the details of the reserves to be capitalised for the bonus issue or the second call of the two-call rights issue including the amount to be capitalised and the amount standing to the credit of such account;
 - (ii) a statement that the available reserves have been confirmed by the external auditors or reporting accountants pursuant to paragraph 6.26A(3), if applicable;
 - (b) a statement that the reserves required for capitalisation of the bonus issue or the second call of the two-call rights issue complies with Rules 6.15B and 6.25(1) and the Commission's Guidelines for the MESDAQ Market respectively;
 - (c) where the reserves to be capitalised arise from a revaluation of ~~land and building~~real estate, the name of the independent registered valuer, and the date and method of valuation. Incorporate the valuation certificate which ~~shall~~contains all particulars of and information on the property being valued and regard ~~shall~~must be had to the Commission's Guidelines on Asset Valuation as to the contents of the valuation certificate. Make available for inspection the valuation report and valuation certificate;
 - (d) where a Second Opinion Valuation has been obtained, the figures for the original valuation and the Second Opinion Valuation;
 - (e) where the bonus issue is to be made in stages over a period of time, relevant details of the same including:-
 - (i) ~~T~~Athe extended implementation period;
 - (ii) ~~T~~Athe tentative books closing dates;
 - (iii) ~~T~~Athe effects of the bonus issue on reserves;
 - (iv) Aa statement that the listed ~~company~~corporation has adequate reserves to cover the entire bonus issue;

- (v) ~~A~~ statement drawing securities holders' attention to the staggered implementation of the bonus issue and the potential price effects of the staggered implementation; and
- (vi) ~~T~~he rationale/justification for the implementation of the bonus issue on a staggered basis.

(20A) In the case of issue and placement of securities in stages over a period of time, the relevant details of the same including the rationale/justification.

(21) In the case of a share scheme for employees:-

- (a) the information set out in Appendix 6F; ~~and~~
- (b) where applicable, the rationale for extending participation in the share scheme to non-executive directors;
- (c) the performance targets, if any, that must be achieved before the options can be exercised or, if none, a negative statement to that effect; and
- (d) the potential cost to the listed corporation arising from the grant of options under the share scheme for employees;

(22) A statement by the board of directors excluding interested directors stating whether the issue is in the best interest of the listed ~~company~~ corporation and where a director disagrees with such statement, a statement by the director setting out the reasons and the factors taken into consideration in forming that opinion;

(23) Where voting is required, a recommendation together with the basis of such recommendation from the board of directors excluding interested directors as to the voting action that securities holders should take;

(24) In the case of a share scheme for employees, as an appendix, the bylaws of the scheme;

(24A) In the case of issues of shares or convertible securities on a non-pro rata basis pursuant to paragraph 6.56, particulars on:-

- (a) the persons (or class of persons in the case of a special issue of securities to Bumiputera investors to comply with the NDP requirements) to whom the securities will be issued; and
- (b) the amount of securities to be placed to each placee (or class of placees in the case of a special issue of securities to Bumiputera investors to comply with the NDP requirements);

(24B) Where the issuance of securities or proceeds are utilized for acquisition of assets/interests and such acquisition falls within the ambit of Chapter 10 and shareholders' approval is required pursuant to Chapter 10 of these Requirements, the relevant information on the transaction as required under Appendix 10B of these Requirements;

(25) An appendix containing the following information:-

- (a) a responsibility statement by the directors that the circular has been seen and approved by the directors of the listed [company/corporation](#) and that they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries to the best of their knowledge and belief there are no other facts the omission of which would make any statement in the circular misleading;
- (b) where a person is named in the circular as having advised the listed [company/corporation](#) or its directors, a statement :-
- (i) that such adviser or expert has given and has not withdrawn its written consent to the inclusion of the adviser's or expert's name and/or letter (if applicable) in the form and context in which it is included; and
- (ii) by the adviser or expert as to whether a conflict of interests exists or is likely to exist in relation to its role as an adviser or expert. [If a conflict of interests exists or likely to exist in relation to its role as an adviser or expert, to provide full disclosure of the nature and extent of the conflict of interests or potential conflict of interests, the parties to the conflict; and measures taken for resolving, eliminating, or mitigating the situations of conflict of interests.](#) ~~For this purposes, "conflict of interests" means circumstances or relationships which affect or may affect the ability of the adviser or expert to act independently and objectively or where the adviser or expert has an interest in the outcome of the proposal which interferes or is likely to interfere with its independence and objectivity;~~
- (c) ~~a statement of all material contracts (not being contracts entered into in the ordinary course of business) entered into by the listed company and/or its subsidiaries within 2 years immediately preceding the date of the circular. The following particulars shall be disclosed in respect of each such contract:-~~
- ~~(i) — the date of the contract;~~
- ~~(ii) — the parties of the contract;~~
- ~~(iii) — the general nature; and~~
- ~~(iv) — the consideration and mode of satisfaction thereof; [Deleted]~~
- (d) a statement of all material litigation, claims or arbitration involving the listed [company/corporation](#) and/or any of its subsidiaries, including those pending or threatened against such companies. The following particulars ~~shall~~must be disclosed:-
- (i) the background;
- (ii) the date of the suit;
- (iii) the names of the plaintiff(s) and defendant(s);
- (iv) the estimate of the maximum exposure to liabilities;
- (v) directors'/solicitors' opinion of the outcome; and

- (vi) the status;
- (e) a statement that from the date of the circular until the date of the general meeting the following documents (or copies ~~thereof~~) may be inspected at the registered office of the listed ~~company~~corporation:-
 - (i) the memorandum and articles of association;
 - (ii) the audited ~~accounts~~financial statements of the listed ~~company~~corporation and/or group for the past 2 financial years and the latest unaudited results since the last audited ~~accounts~~financial statements;
 - (iii) all reports, letters or other documents, balance sheets, valuations and statements by any expert, any part of which is extracted or referred to in the circular;
 - (iv) the letters of consent referred to in subparagraph(25)(b) above;
 - (v) ~~the material contracts referred to in subparagraph(25)(c) above;~~[Deleted]
 - (vi) the relevant cause papers in respect of the material litigation referred to in subparagraph(25)(d) above;
 - (vii) the trust deed and/or deed poll (where applicable);
 - (viii) the profit estimate and/or forecast together with the auditors' letter thereon (if provided);
 - (ix) the pro forma consolidated balance sheet together with the auditors' letter thereon (if provided); and
 - (x) bylaws of the scheme, in the case of a share scheme for employees; and
- (26) any other information which the securities holders and their ~~professional advisers~~Sponsor or Adviser, as the case may be, would reasonably expect to find in a circular of that nature for the purpose of making an informed decision.

Part B

Contents of circular in relation to ~~warrants or other~~ convertible securities

(Rule 6.51)(1))

- (1) The maximum number of the underlying securities which would be issued on the exercise of the ~~warrants or~~ convertible securities;
- (2) The ranking of the securities arising from the exercise or conversion;
- (3) Whether listing will be sought for the securities that will be issued upon exercise or conversion;
- (4) The period during which the ~~warrants or~~ convertible securities may be exercised and the date when this right commences and expires;

- (5) The amount payable on the exercise of the ~~warrants or~~ convertible securities and the basis of determining the exercise or conversion price;
- (5A) The step-up or step-down pricing mechanism (if any), the amount of step-up or step-down and the time frames for the adjustment of the exercise or conversion price.
- (6) The rights of the holders on the liquidation of the listed ~~company~~ corporation;
- (7) The arrangement for the adjustment in the subscription or purchase price and in the number of ~~warrants or~~ convertible securities in the event of alteration to the share capital of the listed ~~company~~ corporation;
- (8) The rights (if any) of the holders to participate in any distributions and/or offers of further securities made by the listed ~~company~~ corporation;
- (9) Where the convertible securities have debt features:-
- (a) the interest rate and interest payment date(s);
 - (b) the method of redemption;
 - (c) whether guaranteed or secured; and if so, details of such guarantee or security; and
 - (d) the rating of the issue;
- (10) A summary of the material terms of the ~~warrants or~~ convertible securities; and
- (10A) Where applicable, all provisions for changes in the terms of the convertible securities during the tenure of the securities; and
- (11) The proposed utilisation of proceeds arising from the exercise or conversion of ~~warrants or~~ convertible securities.

[End of Appendix]

Appendix 6D

~~Letter of confirmation in respect of acquisitions satisfied wholly or partly by an issue of new securities~~

~~(paragraph (f) Part C of Appendix 6A)~~

To
~~Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur~~

~~[Name of listed company]~~

~~Confirmation in respect of acquisitions satisfied wholly or partly by issue of new securities~~

~~In connection with the application to Bursa Malaysia Securities Berhad ("the Exchange") for the listing and quotation of additional [number] new[securities] of [par value] each in[name of listed company] on the Official List of the MESDAQ Market ("the Official List") arising from[transaction] ("the transaction"), we wish to confirm as follows:-~~

- ~~(1) — that all conditions precedent contained in the agreement governing the transaction, save for the listing and quotation of the[number] new[securities] of[par value] each in[name of listed company] on the Official List, have been complied with. In confirming this, we have relied on the opinion from..... [name of legal firm] to that effect; and~~

- ~~(2) — that there has been no variation of whatsoever nature to the original agreement which was not disclosed to the relevant authorities, the shareholders and the Exchange.~~

~~Your faithfully~~

..... [Authorised signatory of the Adviser] [Authorised signatory of the listed company]
Name:	Name:
Designation:	Designation:
Date:	Date:

~~[End of Appendix]
[Deleted]~~

Appendix 6E
[\(Rule 6.19\)](#)

	Timeline for a rights issue (Rule 6.19(2))	Time Limits	Market days(1)
1	Books closing date (B) to determine persons entitled to participate in the rights issue		B
2	Public release of the abridged prospectus in respect of the rights issue	21 market days before trading of rights commences	B - 1
3	Listed issuer corporation issues:- (a) the Provisional Allotment Letter (PAL) to the Depository and where applicable, entitled persons of securities which have been exempted from deposit with the Depository; and (b) the following to the entitled persons of deposited securities:- (i) the notices of provisional allotment; and (ii) the rights subscription forms. Trading of rights commences	Within 13 market days after books closing date	B + 13
4	Cessation of trading of rights	5 market days before the last date of acceptance	B + 68
5	Closing date for receipt of applications for and acceptance of the rights	at least 43 13 market days after the books closing date	B + 113

Note:

- (1) The number of market days from the books closing date (B) is stated based on minimum or maximum periods allowed, as the case may be.

[End of Appendix]

APPENDIX 6F

Contents of bylaws of a share scheme for employees

(Rules 6.38)

- (1) The persons to whom shares may be issued under the scheme (“participants”) and the basis of determining the eligibility of participants.
- (2) The maximum number of options to be offered under the scheme.
- (3) The maximum entitlement for each class or category of participant (where applicable) and the maximum entitlement for any one participant (where applicable).
- (4) The amount payable on application or acceptance and the basis for determining the subscription or sale, or option price, the period in or after which payments or calls, or loans to provide the same, may be paid or called upon.
- (5) The time limit for the scheme.
- ~~(6) The period during which the participants are debarred from disposing the shares so allotted, if applicable. The minimum period, if any, for which an option must be held before it can be exercised.~~
- (7) The voting, dividend, transfer and other rights, including those arising on a liquidation of the listed company or the subsidiary, as the case may be, attaching to the shares.
- (8) Formulas for adjustments to the subscription or option price or the number of shares (excluding options already exercised) under the scheme, in the event of a capitalisation issue, rights issue, bonus issue, consolidation or subdivision of shares, capital reduction and/or any other variation of capital;
- (9) A provision that the matters relating to items (1) – (8) above cannot be altered to the advantage of participants without ~~shareholders’~~ prior shareholder approval.

[End of Appendix]

APPENDIX 6G

Summary of Listing Procedures
(Rule 6.03C)

<u>No.</u>	<u>Proposals</u>	<u>Procedures Applicable (paragraph)</u>	<u>Quotation Application Required?</u>	<u>Listing Date</u>
<u>Bonus Issue</u>				
<u>A</u>	<u>A bonus issue of securities ("BI") which is a Specified Bonus Issue.</u>	<u>6.03A</u>	<u>No</u>	<u>BCD + 1</u>
<u>B</u>	<u>BI which is conditional upon D</u>			
	<u>BI</u>	<u>6.03A</u>	<u>No</u>	<u>Relevant Date</u>
	<u>D</u>	<u>6.03B</u>	<u>No</u>	<u>Relevant Date</u>
<u>C</u>	<u>BI which is conditional upon –</u>			
	<u>(i) E; or</u>			
	<u>(ii) F; or</u>			
	<u>(iii) E or F, and D or</u>			
	<u>(iv) E, F, and D</u>			
	<u>BI</u>	<u>6.03A</u>	<u>No</u>	<u>Relevant Date (which must be Q + 2 of D, E, F)</u>
	<u>D, E, F</u>	<u>6.03</u>	<u>Yes</u>	<u>Relevant Date (Q + 2)</u>
<u>Others</u>				
<u>D</u>	<u>Proposal which involves issuance of additional securities which will be listed and quoted as the existing listed securities of the same class and is not conditional upon E or F</u>	<u>6.03B</u>	<u>No</u>	<u>Relevant Date</u>
<u>E</u>	<u>Proposal which involves issuance of additional securities which will not be listed and quoted as the existing listed</u>	<u>6.03</u>	<u>Yes</u>	<u>Q + 2</u>

<u>No.</u>	<u>Proposals</u>	<u>Procedures Applicable (paragraph)</u>	<u>Quotation Application Required?</u>	<u>Listing Date</u>
	<u>securities of the same class</u>			
F	<u>Proposal which involves issuance of new type of securities e.g. warrants, irredeemable convertible unsecured loan stocks (ICULS), preference shares, etc.</u>	<u>6.03</u>	<u>Yes</u>	<u>Q + 2</u>
G	<u>Proposal which involves issuance of additional securities which will be listed and quoted as the existing listed securities of the same class and such additional securities are attached with a new type of securities.</u>	<u>6.03</u>	<u>Yes</u>	<u>Q + 2</u>

Interpretation

- (a) "BCD" means books closing date.
- (b) "BI" means a bonus issue of securities.
- (c) "Q" means the date on which the quotation application is submitted to the Exchange.
- (d) "Relevant Date" has the meaning given to it in Rule 6.30(2)(b).
- (e) "Specified Bonus Issue" has the meaning given to it in Rule 6.01(4).

[End of Appendix]

APPENDIX 6H

Undertaking by a valuer of a listed corporation

(Rules 6.26(1) and 10.03A)

To

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Dear Sirs,

Undertaking In Relation to Valuation Report

In consideration of the Exchange accepting the valuation report and such other documents prepared by us in connection with -

- a) the listing application for additional securities/a new issue of securities under chapter 6 of the Listing Requirements of the Exchange for the MESDAQ Market (“**Listing Requirements**”); # and/or
- b) the circular in relation to the transaction involving an acquisition and/or disposal of any property asset under chapter 10 of the Listing Requirements,

submitted by [name & company no of the listed corporation],

WE[name of the valuer] having a #registered address/place of business at..... HEREBY UNDERTAKE AND AGREE that the valuation report and such other documents which are submitted to the Exchange for the above purpose, are in compliance with the Securities Commission’s Guidelines on Asset Valuation and the Listing Requirements, including any amendment as may be made from time to time and insofar as the same is applicable to us as a valuer.

The above Undertaking has been signed by us/me as..... [title/designation] of[name of valuer] pursuant to authority granted to us/me by resolution of the board of directors of the valuer on.....

Yours faithfully, _____

.....
Name:
Designation:
Date:

Delete as appropriate

[End of Appendix]

Appendix 6I

Contents of a trust deed/deed poll

(Rule 6.52(2))

1. The step-up or step-down pricing mechanism (if any) which must be on a fixed basis, i.e. stated in absolute amounts or terms and must not be made conditional upon the occurrence of certain events.
2. The amount of step-up or step-down and the time frames for the exercise or conversion price adjustment.
3. Provisions for changes in the terms of the convertible securities during the tenure of the securities.

[End of Appendix]

CHAPTER 8 CONTINUING LISTING OBLIGATIONS

PART A – GENERAL

8.01 Introduction

This Chapter sets out the continuing listing obligations that must be complied with, amongst others, by a ~~listed company~~listed corporation, its directors, ~~or~~ its Sponsor ~~or advisers~~ in addition to other continuing listing obligations which have been set out in other Chapters of these Requirements.

PART B – DISCLOSURE TO THE EXCHANGE

8.02 Submission of annual returns

A ~~listed company~~listed corporation must submit to the Exchange returns as at 31st December of each calendar year within 2 months from the said date, which include such information as may be prescribed by the Exchange from time to time by way of an electronic template provided by the Exchange.

8.03 Change in classification

- (1) Where there are circumstances to signify that a change in the classification of a ~~listed company~~listed corporation in a specific sector has taken place, the ~~listed company~~listed corporation must propose to the Exchange of the change in classification in such manner as may be prescribed by the Exchange. The proposed change in classification ~~shall be~~is subject to the approval of the Exchange. The Exchange may in its absolute discretion either maintain the classification or classify the ~~listed company~~listed corporation into such other sector as it deems fit.
- (2) Notwithstanding the absence of any notification from the ~~listed company~~listed corporation, the Exchange may, where the circumstances warrant the same, change the classification of a ~~listed company~~listed corporation to a sector which, in the opinion of the Exchange, is more appropriate for the ~~listed company~~listed corporation.

PART C – CERTIFICATES, TRANSFERS AND TRANSMISSIONS

8.04 Proxy forms

A ~~listed company~~listed corporation must design its proxy forms in a manner which will allow a securities holder of the ~~listed company~~listed corporation appointing a proxy to indicate how he would like his proxy to vote in relation to each resolution.

8.05 Audit for transfers and issue of certificates

A ~~listed company~~listed corporation must provide the Exchange, upon request, with an external auditor's certificate to the effect that the issue of securities is in accordance with the requirements set out in Rules 6.23, 6.42, 6.54 and 8.22 where applicable.

8.06 Number of securities

A ~~listed company~~listed corporation must ensure that the number of securities represented by a certificate is clearly shown in words and figures on the face of the certificate or in such other manner as may be approved by the Exchange.

8.07 Paper quality and watermark

A ~~listed company~~listed corporation must ensure that the certificates are designed so that forgery and/or alterations are readily detectable. A ~~listed company~~listed corporation must entrust the printing of securities certificates to recognised security printers and ensure that the paper for the securities is first class bond or banknote paper containing a watermark of the printer or the ~~listed company~~listed corporation, and such other additional security features as the Exchange may determine from time to time.

8.08 Size of certificates

A ~~listed company~~listed corporation must ensure that the certificates measure 8"X10" (including perforations) or such other size as may be determined by the Exchange from time to time.

PART D – DOCUMENTS

8.09 ~~Draft circulars and other documents~~

~~(1) A listed company or offeror in an offer for sale of listed securities must submit to the Exchange for perusal, one draft copy of all circulars and other documents proposed to be sent to the holders of listed securities, within a reasonable time prior to printing together with a checklist showing compliance with the relevant parts of these Requirements.~~

~~(2) Sub-Rule (1) above shall not apply to the following documents:-~~

~~(a) an annual report;~~

~~(b) any document to be sent to holders of listed securities in relation to a take over by or in respect of a listed company excluding circulars to be issued by a listed company, proposing to undertake or undertaking a take over, to its securities holders pursuant to Chapter 10 of these Requirements; and~~

~~(c) any document that is not prepared by the listed company or its advisers on its behalf.~~

~~(3) A listed company or offeror shall not issue any of such documents referred to in sub-Rule (1) above until the Exchange has confirmed in writing that it has no further comments thereon.~~

~~(4) Where an adviser is appointed by the listed company or offeror for the preparation and/or submission of the documents referred to in sub-Rule (1) above to the Exchange, such adviser must also comply with sub-Rules (1) and (3) above. [Deleted]~~

8.09 Prior perusal of circulars by the Exchange not required

(1) Subject to Rule 10.10A, the Exchange will not be perusing the circulars and documents issued to the holder of listed securities prior to their issuance.

- (2) A listed corporation must include a statement in a circular and other documents issued by the listed corporation to the holders of listed securities that the Exchange has not perused the circular or documents prior to its issuance.
- (3) Where a circular or document is required to be reviewed and approved by an Adviser or Sponsor, as the case may be, the listed corporation must include a statement in the circular or document that the circular or document has been reviewed and approved by the listed corporation's Adviser or Sponsor, as the case may be.
- (4) Upon issuance of the circulars or documents to the listed securities holders, a listed corporation must submit the requisite number of copies of the circular or document to the Exchange together with a checklist showing compliance with the relevant parts of these Requirements, where applicable.

8.10 Quality of draft documents

~~A person submitting to the Exchange a draft circular or other draft documents pursuant to Rule 8.09 above must ensure that such documents are precise and complete. The Exchange reserves the right to return such documents which are incomplete or deemed unsatisfactory in the opinion of the Exchange. [Deleted]~~

8.11 Standard of disclosure for circulars

- (1) A ~~listed company~~listed corporation must ensure that any circular issued to the securities holders of the ~~listed company~~listed corporation:
 - (a) is factual, clear, unambiguous, accurate, succinct and contains all such information as securities holders and their professional advisers would reasonably require and reasonably expect to find in a circular of that nature, for the purpose of making an informed decision;
 - (b) is not false, misleading and/or deceptive;
 - (c) is balanced and fair. Thus, the circular must avoid amongst others:-
 - (i) the omission of important unfavourable facts, or the slighting of such facts (e.g. by "burying" them at the end of a press release);
 - (ii) the presentation of favourable possibilities as certain, or as more probable than is actually the case;
 - (iii) the representation with respect to any future performance, occurrence or matter (including the doing of, or the refusing to do, any act) without adequate justification (supported by proper bases and assumptions) or any reasonable grounds for making of such representation;
 - (iv) the presentation of revenue or profit estimates, forecasts or projections without sufficient qualification or sufficient factual basis, or without review by the external auditors of the accounting bases and calculations, and assumptions. If any revenue or profit estimate, forecast or projection is released, it must be prepared carefully, with a reasonable factual basis and be stated realistically, with appropriate assumptions and qualifications, so as to ensure that it is properly understood, and the

accounting bases and calculations of the estimate, forecast or projection and the assumptions thereto must be reviewed by the external auditors;

- (v) negative statements phrased so as to create a positive implication; e.g. "The company cannot now predict whether the development will have a materially favourable effect on its earnings" (creating the implication that the effect will be favourable even if not materially favourable), or "The company expects that the developments will not have a materially favourable effect on earnings in the immediate future" (creating the implication that the development will eventually have a materially favourable effect); and
- (vi) use of promotional jargon calculated to induce investment or create interest in the securities of the ~~listed company~~listed corporation rather than to inform;

(d) avoids over-technical language, and is expressed to the extent possible in language comprehensible to the layman; and

(e) explains, if the consequences or effects of the information on the ~~listed company~~listed corporation's future prospects cannot be assessed, why this is so.

~~(1)~~(2) Where an adviser is appointed by the ~~listed company~~listed corporation for the preparation ~~and/or submission~~ of the circular for issuance to the Exchangeholders of the listed securities, such adviser must also comply with sub-Rule (1) above.

~~(2)~~(3) A ~~listed company~~listed corporation or its adviser does not commit a breach of sub-Rules(1) or (2) above, as the case may be, if such person proves that:-

- (a) he had made all enquiries as were reasonable in the circumstances; and
- (b) after making such enquiries, he had reasonable grounds to believe and did believe until the issue of the circular that the circular did fulfil the requirements of sub-Rule (1).

~~(3)~~(4) Where any circular referred to in sub-Rule (1) above has been issued and the person referred to in sub-Rules (1) or (2) above subsequently becomes aware that the circular may not fulfil the requirements of sub-Rule (1) above, the person ~~shall~~must forthwith notify the Exchange of the same.

8.12 Documents for overseas securities holders

A ~~listed company~~listed corporation must ensure that all documents for overseas securities holders of ~~listed companies~~listed corporation are forwarded by airmail or any speedier form of transmission.

8.13 ~~Copies of d~~Documents to be supplied to the Exchange

A ~~listed company~~listed corporation must supply the Exchange with 3015 copies or any such number as the Exchange may determine from time to time of:-

- (a) all periodic and special reports, circulars, and all other documents released or issued by the ~~listed company~~listed corporation to the holders of any of its listed securities;

- (b) the annual audited accounts together with the auditors' and directors' reports and the printed annual report of the ~~listed company~~listed corporation and all documents required by law to be annexed thereto, as soon as issued; and
- (c) ~~information on all proceedings of~~ the annual general meeting proceedings where they ~~contain~~ information is additional to that contained in the annual report.

8.13A Issuance of circulars in CD-ROM

Without prejudice to other provisions relating to issuance of circulars, a listed corporation may issue its circulars in CD-ROM to its holders of listed securities provided it complies with the following:

- (a) the listed corporation must provide a printed copy of its circulars to its holders of listed securities upon their request, whether verbal or written;
- (b) the listed corporation must designate a person to attend to the holders of listed securities' requests as stated in sub-Rule (a) above;
- (c) the listed corporation must ensure that a hard copy of the circulars is forwarded to the holder of listed securities requesting the same within 4 market days from the date of receipt of the request;
- (d) the listed corporation must designate person(s) to answer queries from the holders of listed securities relating to the use of the CD-ROM;
- (e) together with the CD-ROM circulars, the listed corporation must issue hard copies of the following documents to its holders of listed securities:
 - (i) a note containing the following statement or information:-
 - (aa) the listed corporation will forward a hard copy of the circulars to the holders of listed securities within 4 market days from the date of receipt of the verbal or written request; and
 - (bb) the listed corporation's web-site and e-mail address, name(s) of designated person(s) attending to holders of listed securities' requests and queries and contact number(s); and
 - (ii) a request form to enable the holder of listed securities to request for the circulars in hard copy, with the particulars of the listed corporation's facsimile number and mailing address.

8.13B Listed corporation to have a website

- (1) Every listed corporation must have its own website.
- (2) A listed corporation must publish on its website all announcements made to the Exchange pursuant to these Requirements. A listed corporation must ensure that such announcements are placed on the listed corporation's website concurrently or immediately after the announcements have been submitted to and released by the Exchange on the Exchange's website.
- (3) A listed corporation must ensure that the information placed on its website complies with the requirements set out in Rule 9.16(1).

- (4) A listed corporation should ensure that its website is current, informative and contains all information which may be relevant to the listed corporation's shareholders including analyst's briefings.

PART E – CONTINUING LISTING CRITERIA

8.14 Cash Companies

- (1) A listed company that is considered a “Cash Company” by the Exchange must comply with such requirements as may be prescribed by the Exchange, failing which the Exchange may de-list such listed company.
- (2) A ~~listed company~~listed corporation whose assets on a consolidated basis, consist of 70% or more of cash or short term investments, or a combination of both , must immediately notify the Exchange of the same in writing (referred to as “the Cash Criterion” in this Part E). ~~for T~~the Exchange ~~will make a determination to determine~~ as to whether such ~~listed company~~listed corporation should be considered a Cash Company pursuant to sub-Rule (1) above. A ~~listed company~~listed corporation considered as a Cash Company by the Exchange will be notified by the Exchange (referred to as “the Notice” in this Part E).
- (3) For the purposes of sub-Rule (2) above, the following ~~shall~~ apply:-
 - (a) a ~~listed company~~listed corporation must, as a minimum requirement, make a determination as to whether it triggers the Cash Criterion when it disposes its assets or business on a group basis or prepares its financial statements or accounts; and
 - (b) “short term investments” means investments which are by their nature readily realisable and intended to be held for 12 months or less including interests (equity or otherwise) in companies.
- (4) A Cash Company must comply with the following additional requirements:-
 - (a) regularise its condition in the following manner:-
 - (i) submit a proposal to regularise its condition to the Commission and the other relevant authorities for approval (collectively referred to as the “Approving Authority” in this Part E) within such timeframe as may be stipulated by the Exchange; and
 - (ii) implement its proposal to regularise its condition within the timeframe stipulated by the relevant Approving Authority;
 - (b) provide such information as may be prescribed by the Exchange from time to time for public release; and
 - (c) do such other acts or things as may be required by the Exchange.
- (5) For the purpose of sub-Rule (4)(a) above, a “proposal to regularise its condition” refers to a proposal that is substantive and falls within the ambit of section 212 of the CMSA (referred to as “the Cash Company Proposal” in this Part E).
- (6) A Cash Company which fails to comply with sub-Rule (4)(a) above or whose Cash Company Proposal is rejected by the Approving Authority, may have its listed securities

suspended and subsequently de-listing procedures commenced against the Cash Company.

- (7) Where a Cash Company has completed the implementation of its Cash Company Proposal, it must submit an application to the Exchange together with all the necessary documentary evidence to show that it is no longer a Cash Company.

8.15 Compliance with shareholding spread requirement

- (1) A ~~listed company~~listed corporation must ensure that at least ~~25%~~10% of its total listed shares (excluding treasury shares) are in the hands of ~~a minimum of 1,000~~ public shareholders ~~holding not less than 100 shares each~~. ~~The Exchange may accept a percentage lower than 25% of the total number of listed shares if it is satisfied that such lower percentage is sufficient for a liquid market in such shares.~~
- (2) A ~~listed company~~listed corporation must ~~inform the Exchange immediately~~ immediately announce to the Exchange if it becomes aware that it does not comply with the required shareholding spread referred to in sub-Rule (1) above.
- (3) A ~~listed company~~listed corporation that fails to maintain the required shareholding spread referred to in sub-Rule (1) may request for an extension of time in accordance with Guidance Note No.13/2007 to rectify the situation. ~~Where no extension of time is granted by the Exchange, the Exchange may suspend trading in the securities of the listed company and/or de-list the listed company.~~
- (4) ~~In the event the spread of shareholdings of a listed company is equal to or below 10% of the total number of listed shares, the Exchange may suspend trading in the securities of such listed company.~~~~[Deleted]~~
- (5) In relation to a take-over offer for the acquisition of the listed shares of a ~~listed company~~listed corporation pursuant to the Take-Overs and Mergers Code as defined under Chapter 11 or corporate proposals undertaken by or in relation to a ~~listed company~~listed corporation, ~~upon 90% or more~~ upon more than 90% of the listed shares of the said ~~listed company~~listed corporation being held by a shareholder, either singly or jointly with associates of the persons connected with the said shareholder, ~~an immediate announcement must be made by the listed company~~ a listed corporation must immediately announce the same to the Exchange. ~~Upon such announcement, all the securities of the listed company may be suspended from trading and/or removed from the Official List of the Exchange.~~
- (6) ~~Notwithstanding sub-Rule (5) above, all the securities of the listed company shall be removed from the Official List of the Exchange:-~~
- (a) ~~in relation to a take-over offer, upon announcement by the listed company pursuant to sub-Rule (5) above unless the offeror has provided in the offer document:-~~
- (i) ~~its intention to maintain the listing status of the listed company and not to invoke the provisions under section 222 of the CMSA; and~~
- (ii) ~~detailed plans, the complete implementation of which would result in full compliance by the listed company with all the provisions of these Requirements.~~
- (b) ~~in relation to corporate proposals, upon announcement pursuant to sub-Rule (5) above that:-~~

- ~~(i) 100% of the listed shares of the said listed company are held by a shareholder either singly or jointly with the associates of the said shareholder; and~~
 - ~~(ii) the corporate proposals do not include any plans duly approved by the shareholders of the listed company before the proposals were undertaken, the complete implementation of which would result in full compliance by the listed company with all the provisions of these Requirements. [Deleted]~~
- (7) For the purpose of sub-Rules (5) ~~and (6)~~ above:-
- (i) “corporate proposals” ~~shall include~~ shall include a proposal resulting in significant change in the business direction or policy of a ~~listed company~~ listed corporation or a scheme of compromise, arrangement, amalgamation or reconstruction; and
 - (ii) ~~“associates of persons connected with the said shareholder” shall have~~ has the meaning given in relation to ~~“associates of persons connected with directors or substantial shareholders” as set out in the definition of “public” under~~ Rule 1.01.
- (8) Unless the context otherwise requires, the words or expressions used in this Part ~~shall~~ shall have the meanings given under section 216 of the CMA and the Take-Overs and Mergers Code as defined under Chapter 11.

8.16 Financial condition and level of operations

- (1) The financial condition and level of operations of a ~~listed company~~ listed corporation on a consolidated basis must, in the opinion of the Exchange, warrant continued trading and/or listing on the Official List, failing which the Exchange may de-list such ~~listed company~~ listed corporation.
- (2) The Exchange may prescribe certain criteria in relation to the financial condition and level of operations of a ~~listed company~~ listed corporation (referred to as “the Prescribed Criteria” in this Part E), the fulfilment of one or more of which would require the ~~listed company~~ listed corporation (referred to as “the Affected Listed Company” in this Part E) to comply with the following additional requirements:-
 - (a) regularise its condition in the following manner (referred to as “the Obligation to Regularise” in this Part E):-
 - (i) submit a plan to regularise its condition to the Commission and the other relevant authorities for approval, (collectively referred to as the “Approving Authority” in this Part E) within such timeframe as may be stipulated by the Exchange (referred to as “Submission Timeframe” in this Part E); and
 - (ii) implement its plan to regularise its condition within the timeframe stipulated by the relevant Approving Authority (referred to as “Implementation Timeframe” in this Part E)

(the Submission Timeframe and Implementation Timeframe ~~shall be~~ is referred to collectively as “the Stipulated Timeframes” in this Part E);
 - (b) provide such information as may be prescribed by the Exchange from time to time for public release; and

- (c) do such other acts or things as may be required by the Exchange.
- (3) For the purpose of sub-Rule (2)(a) above, a “plan to regularise its condition” refers to a plan that is substantive and falls within the ambit of section 212 of the CMSA (referred to as “the Regularisation Plan” in this Part E).
- (4) An Affected Listed Company which fails to comply with the Obligation to Regularise shall have all its listed securities suspended from trading from trading on the 5th market day after expiry of the relevant Submission Timeframe or Implementation Timeframe, as the case may be, and de-listing procedures shall be commenced against such Affected Listed Company.
- (5) Where an Affected Listed Company has submitted its Regularisation Plan to the Approving Authority for approval prior to the expiry of the Submission Timeframe but whose Regularisation Plan is rejected by the Approving Authority, the following **shall** apply:-
- (a) if the rejection takes place after the expiry of the Submission Timeframe, the Affected Listed Company shall have all its listed securities suspended from trading on the 5th market day after the Affected Listed Company’s announcement of the Approving Authority’s rejection and de-listing procedures shall be commenced against such Affected Listed Company; or
- (b) if the rejection takes place prior to the expiry of the Submission Timeframe, the Affected Listed Company shall have all its listed securities suspended from trading on the 5th market day after expiry of the Submission Timeframe and de-listing procedures shall be commenced against such Affected Listed Company unless either:-
- (i) the Affected Listed Company submits a new or revised Regularisation Plan to the Approving Authority for approval within the Submission Timeframe; or
- (ii) the Affected Listed Company appeals against the rejection of the Approving Authority and the appeal is pending upon expiry of the Submission Timeframe.
- (6) In the case of an Affected Listed Company falling within the circumstances described under sub-Rule (5)(b)(ii) above and the appeal lodged by the Affected Listed Company with the Approving Authority is unsuccessful, the Affected Listed Company shall have all its listed securities suspended from trading on the 5th market day after the Affected Listed Company’s announcement of the Approving Authority’s rejection of the appeal and de-listing procedures shall be commenced against such Affected Listed Company.
- (7) Where an Affected Listed Company has completed the implementation of its Regularisation Plan, it must submit an application to the Exchange together with all the necessary documentary evidence to show that it no longer triggers any of the Prescribed Criteria.

8.17 Extension of time

- (1) A Cash Company or Affected Listed Company must comply with the timeframes stated in Rules 8.14 or 8.16 above, as the case may be or such extension of time granted by the Exchange (the timeframes and extensions of time granted by the Exchange, if any, **shall**

is individually or collectively, as the context may require, be referred to in this Part E as “the Relevant Timeframes”).

- (2) A Cash Company or Affected Listed Company which intends to request for an extension of time referred to in sub-Rule (1) above must do so not later than 15 days prior to the expiry of the Relevant Timeframes, failing which the Exchange will not consider such application. The Cash Company or Affected Listed Company, as the case may be, must ~~make an immediate announcement~~ immediately announce to the Exchange of any extension of time granted in relation to such application.

8.18 ~~Compliance with issued and paid-up capital~~

- (1) ~~A listed company must ensure that its minimum issued and paid-up capital complies with Rule 3.04.~~
- (2) ~~A listed company must inform the Exchange immediately if it becomes aware that it does not comply with sub-Rule (1) above.~~
- (3) ~~The Exchange may suspend trading in the securities of a listed company that does not comply with these provisions and de-list the said listed company. [Deleted]~~

8.18A Sponsor during the Fixed Period

- (1) A listed corporation must comply with Rules 3.28 in securing and maintaining the services of a Sponsor.
- (2) The Exchange may at any time suspend the trading in the securities of a listed corporation which fails to comply with sub-Rule (1) above. If the suspension continues for more than 3 months, the Exchange may de-list the listed corporation from its Official List.

PART F – SPONSORSHIP OF DEPOSITORY RECEIPTS

8.19 Sponsorship of depository receipts

A ~~listed company~~listed corporation must not enter into an agreement with a depository bank to sponsor a depository receipt programme unless the following terms are incorporated in the said agreement:-

- (a) the total number of custodians holding the ~~listed company~~listed corporation's securities for which the receipts are issued (referred to as the “the underlying securities” in this Part F) ~~shall~~must not be more than 5;
- (b) the total number of underlying securities at any time ~~shall~~must not be more than 5% of the total issued and paid-up capital of the ~~listed company~~listed corporation;
- (c) the depository bank ~~shall~~must provide to the ~~listed company~~listed corporation, information in respect of the depository receipts that will enable the ~~listed company~~listed corporation to comply with these Requirements; and
- (d) where there is more than one custodian bank appointed, the depository bank ~~shall~~must fix a limit for the number of securities to be held by each custodian so that the total number of securities held by all the custodians does not exceed the limit referred to in sub-Rule (b) above.

8.20 Status reports on depository receipts

- (1) A ~~listed company~~listed corporation which has entered into an agreement to sponsor a depository receipt programme must provide to the Exchange, for its information, every quarter of a calendar year, the following (referred to as “the status report” in this Part F):-
 - (a) The number and names of the custodians holding the securities for which the depository receipts are issued; and
 - (b) the total number and percentage of the securities for which the depository receipts are issued against its issued and paid-up capital and a breakdown of the same in respect of the securities held by each custodian.
- (2) Where the status report shows that the percentage of the securities for which the depository receipts are issued against its issued and paid-up capital exceeds the limit referred to in Rule 8.19(b) above, the Exchange ~~shall~~will forward such report to the Depository, for its further action.

PART G – OFFER FOR SALE

8.21 Renounceable offer for sale

A ~~listed company~~listed corporation and/or an offeror in a renounceable offer for sale of securities listed or proposed to be listed on the Official List must comply with the requirements of Rules 6.17, 6.19, 6.20, 6.21, 6.22 and 6.23 as if its offer for sale were the rights issue mentioned ~~therein~~under those Rules.

8.22 Allotment of securities and despatch of notices of allotment in respect of an offer for sale

In respect of an offer for sale to the existing holders of listed securities or the public, of securities listed or proposed to be listed on the Official List as the case may be, within 15 market days of the final applications date or such other period as may be prescribed by the Exchange, a ~~listed company~~listed corporation and/or offeror must:-

- (a) cause the securities to be credited into the securities accounts of the successful applicants or allot and/or issue securities, as the case may be;
- (b) despatch notices of allotment to the successful applicants; and
- (c) make an application for the quotation of such securities (where applicable).

PART H – DIRECTORS

8.23 Director’s undertaking

A ~~listed company~~listed corporation must ensure that every director of the ~~listed company~~listed corporation ~~shall~~gives the Exchange not later than 14 days after his appointment, an undertaking in the form of Appendix 3C.

PART I – SHARE SCHEMES FOR EMPLOYEES

8.24 Allocation under a share scheme for employees

- (1) A ~~listed company~~listed corporation must disclose to employees the criteria for allocation of options pursuant to a share scheme for employees.
- (2) A ~~listed company~~listed corporation must ensure that allocation of options pursuant to a scheme is verified by the audit committee, as being in compliance with the criteria referred to in sub-Rule (1) above, at the end of each financial year.
- (3) A ~~listed company~~listed corporation must also ensure that a statement by the audit committee verifying such allocation is included in the annual report.

8.25 Termination of a share scheme for employees

- (1) A ~~listed company~~listed corporation may not terminate a share scheme for employees prior to expiry unless:-
 - (a) The bylaws of the scheme contain a provision empowering the ~~listed company~~listed corporation to do so;
 - (b) The ~~listed company~~listed corporation obtains the prior approval of its shareholders; and
 - (c) The ~~listed company~~listed corporation obtains written consent of all optionholders who have yet to exercise their options, whether partly or wholly.
- (2) A ~~listed company~~listed corporation must ensure that the circular sent to shareholders to obtain the approval of the shareholders in respect of the termination of a share scheme for employees includes the information set out in Appendix 8A.
- (3) ~~The draft circular must be submitted to the Exchange together with a checklist showing compliance with Appendix 8A. [Deleted]~~
- (4) In seeking the consent of the option holders, the ~~listed company~~listed corporation must provide them with the information set out in Appendix 8A.

8.26 Implementation of a new share scheme for employees

A ~~listed company~~listed corporation that has implemented a share scheme for employees must not implement a new scheme unless the existing scheme has expired or been terminated in accordance with Rule 8.25.

8.27 Restriction on dealings

A non-executive director must not sell, transfer or assign shares obtained through the exercise of options offered to him pursuant to a share scheme for employees within 1 year from the date of offer of such options.

PART J – ~~TECHNOLOGY INCUBATORS~~

8.28 ~~Level of investments~~

~~A listed technology incubator must at all times maintain at least 50% of its total investments in early stage companies which are involved in technology based business activities as specified under the Commission's Guidelines for the MESDAQ Market. [Deleted]~~

PART K – OTHERS

8.29 Material dilution

- (1) A ~~listed company~~listed corporation must obtain the approval of its shareholders in a general meeting for the issue by its principal subsidiary, of shares or convertible securities or options that results or could potentially result in a material dilution of the ~~listed company~~listed corporation's equity interest in such principal subsidiary.
- (2) For the purpose of sub-Rule (1) above, unless the context otherwise requires:-
 - (a) "a principal subsidiary" means a subsidiary which accounts for 25% or more of the latest audited consolidated profit after tax of the group or total assets employed of the group; and
 - (b) "a material dilution" means a percentage reduction amounting to 25% or more.

8.30 Material variations

- (1) Where a proposal has been approved by shareholders in general meeting and a ~~listed company~~listed corporation proposes to make a material amendment, modification or variation to such proposal, the ~~listed company~~listed corporation must issue a circular to its shareholders and seek its shareholders' approval of such material amendment, modification or variation.
- (2) For the purpose of sub-Rule (1) above, an amendment, modification or variation is considered material if it can be reasonably expected to have a material effect on the decision of a holder of securities of the ~~listed company~~listed corporation in relation to such proposal.
- (3) Sub-Rule (1) does not apply to any amendment, modification or variation resulting from such direction or condition as may be imposed by the relevant authorities.

8.31 Provision of financial assistance

- (1) Except as otherwise prohibited under the Companies Act 1965 or any guidelines issued by the Commission, a ~~listed company~~listed corporation or its unlisted subsidiaries may only:-
 - (a) lend or advance any money; or
 - (b) guarantee, indemnify or provide collateral for a debt,(referred to as "provision of financial assistance" in this Part K) to or in favour of the following:-

- (i) directors or employees of the ~~listed company~~listed corporation or its subsidiaries, as the case may be, in such manner as may be permitted under the Companies Act 1965;
 - (ii) persons to whom the provision of financial assistance is necessary to facilitate the principal business of the ~~listed company~~listed corporation group, such as the provision of advances to its sub-contractors. For the avoidance of doubt, the provision of financial assistance in itself cannot be considered as a “principal business” of the ~~listed company~~listed corporation group; or
 - (iii) the subsidiaries or associated companies of the ~~listed company~~listed corporation, the ~~listed company~~listed corporation or its immediate holding company which is listed.
- (2) Where a ~~listed company~~listed corporation or its subsidiaries provide financial assistance, ~~the following must be complied with:-~~
- (a) the directors of such ~~listed company~~listed corporation must ensure that the provision of the financial assistance is fair and reasonable to the ~~listed company~~listed corporation and is not to the detriment of the ~~listed company~~listed corporation and its shareholders;
 - (b) where it is a related party transaction as defined in Rule 10.02, the ~~listed company~~listed corporation complies with the requirements of Rule 10.08 in addition to this provision;
 - (c) where the provision of financial assistance is to the associated company, and the aggregate amount provided or to be provided at any time to each associated company compared to the net tangible assets of the group is ~~equal to or exceeds~~ 5% ~~or more~~, the ~~listed company~~listed corporation must issue a circular to its shareholders and seek its shareholders’ approval in general meeting of such provision of financial assistance; and
 - (d) where shareholders’ approval is required pursuant to sub-Rules (b) or (c) above, the ~~listed company~~listed corporation must state in its circular, the proposed utilisation of the amount of the financial assistance.

8.32 Listing of subsidiaries

A ~~listed company~~listed corporation must obtain ~~the approval of its~~ shareholders’ approval at a general meeting in order if it wishes to list the securities of any of its subsidiaries on any stock exchange.

8.33 Profit Forecast

~~Where a profit forecast is provided by a listed company, and the forecast is in respect of a financial year which has less than 3 months to run, the listed company must also provide the forecast for the next financial year. [Deleted]~~

8.34 No alteration to or revocation of entitlement after announcement of books closing date

- (1) A listed corporation must procure the relevant authorities’ approval before fixing a books closing date.

- (2) Once the basis of an entitlement and the books closing date have been declared a listed company~~listed corporation~~ must not make any subsequent alteration to or revocation of such entitlement or books closing date.

8.35 Declaration of dividend

- (1) Once the dividend has been declared, a listed company~~listed corporation~~ must not make any subsequent alteration to the dividend entitlement.
- (2) A listed company~~listed corporation~~ must ensure that all dividends are paid not later than 3 months from the date of declaration or the date on which approval is obtained in a general meeting, whichever is applicable.

8.36 Notices of general meetings

- (1) A listed company~~listed corporation~~ must ensure that all notices convening general meetings contain sufficient information to enable a member to decide whether to attend the meeting.
- (2) Without limiting the generality of sub-Rule (1) above, a listed company~~listed corporation~~ must ensure that a notice convening an annual general meeting ~~shall~~must, where applicable, be accompanied by a statement which includes the information set out in Appendix 8B.
- (3) Any notice of a general meeting called to consider special business must be accompanied by an explanatory note which contains the necessary information to enable a member to make an informed decision. Such explanatory note must include the effect of any proposed resolution in respect of such special business.

8.37 Notice of maturity

Subject to Rule 5.15, the listed company~~listed corporation~~ must issue a notice of the maturity/expiry of any listed debt security or convertible security to its holders and advertise a summary of the same in at least one nationally circulated Bahasa Malaysia or English daily newspaper not less than one month prior to the last conversion/exercise date or maturity date, whichever is the earlier.

8.38 Issuance of circular

Where a listed company~~listed corporation~~ ~~makes an announcement of~~ a corporate proposal (including a transaction), and pursuant to these Requirements a circular is required to be issued to its securities holders in relation to such corporate proposal the said listed company~~listed corporation~~ must ~~submit the said circular to the Exchange in accordance with these Requirements~~issue the circular as soon as possible and in any event no later than 2 months from the date of the announcement or the date the last approval necessary for the corporate proposal is obtained from the relevant authority, whichever is the later, ~~and the circular must be issued immediately upon receipt of confirmation by the Exchange that it has no further comments thereon and in any event, no later than 7 market days after receipt of such confirmation.~~

8.39 Securities holders' approval

- (1) Where a transaction entered into or proposed to be entered into by a listed company~~listed corporation~~ or any other action or proposal of a listed company~~listed corporation~~ is specified in these Requirements as one which requires securities holders' approval, such approval must be obtained prior to the transaction, action or proposal being completed.

- (2) Where the transaction entered into or proposed to be entered into by a ~~listed company~~listed corporation is the grant for the exercise of an option and shareholders' approval is required pursuant to these Requirements, then:-
- (a) in the case of an issue by the ~~listed company~~listed corporation or its subsidiaries, the ~~approval of the~~shareholders' approval must be obtained before the option is issued, or the issue must be subject to that approval; and
 - (b) in the case of an exercise by the ~~listed company~~listed corporation or its subsidiaries, the ~~approval of~~shareholders' approval must be obtained before an option is exercised.

8.40 Accounting and other records

A ~~listed company~~listed corporation must cause to be kept such accounting and other records as will sufficiently explain the financial position or operations of the ~~listed company~~listed corporation, including its subsidiaries.

8.41 Lodgement of agreement

Where any agreement has been entered into by a ~~listed company~~listed corporation and/or its subsidiaries in connection with any acquisition or disposal of assets or any transaction outside the ordinary course of business of a ~~listed company~~listed corporation and/or its subsidiaries, the ~~listed company~~listed corporation must make available for inspection a copy each of the relevant agreements at the ~~listed company~~listed corporation's registered office for a period of 3 months from the date of announcement.

8.42 Fees

- (1) A ~~listed company~~listed corporation must pay to the Exchange an annual listing fees of such amount as specified in the Schedule of Fees annually in advance and not later than 31st January each year. Such payment ~~shall~~must be accompanied with a copy of the details of the computation of the amount of the annual listing fee payable.
- (2) A ~~listed company~~listed corporation must pay to the Exchange a perusal fee of such amount as may be determined by the Exchange from time to time, for the perusal of documents.
- (3) All payments must be made by cheques drawn to the order of Bursa Malaysia Securities Berhad.

PART L - SPECIFIC CONTINUING OBLIGATIONS RELATING TO PRICE STABILIZATION MECHANISM

8.43 Responsibilities of a listed corporation for the purposes of stabilizing action

- (1) A listed corporation undertaking stabilizing actions must ensure that the register maintained by the stabilizing manager in accordance with subparagraph 10(a) of the Capital Markets and Services (Price Stabilization Mechanism) Regulations 2008, contains the information set out under Appendix 8C and that any changes to the information in the register be updated on a daily basis.
- (2) The listed corporation must make available the register and all agreements relating to the market stabilization made by the listed corporation and stabilizing manager to the Commission, Exchange or a person authorized in writing by the Exchange for inspection

- and must allow the Commission, Exchange or a person authorized in writing by the Exchange to make copies or take extracts from the register or the agreements.
- (3) Where a listed corporation is a foreign corporation, or a Malaysian company listed on both the Exchange and an exchange outside Malaysia, and a stabilizing manager outside Malaysia has been appointed to carry out any activities in respect of the securities of that foreign corporation or securities of that Malaysian company listed on both the Exchange and an exchange outside Malaysia, for the purposes of preventing or minimizing any reduction in the market price of such securities traded on a stock market outside Malaysia, such listed corporation must ensure that a register—
- (a) contains information set out under Appendix 8C; and
 - (b) the register is capable of being brought into Malaysia and be made available for inspection by the Commission, Exchange or a person authorized in writing by the Exchange or where such register is not capable of being brought into Malaysia, a certified true copy of the register must be made available for inspection by the Commission, Exchange or a person authorized in writing by the Exchange.
- (4) For the purposes of this Rule, inspection includes making copies and taking extract from the register.

[End of Chapter.]

APPENDIX 8A

Contents of circular to shareholders for approval

(Rule 8.25)

- (1) The rationale for termination of the scheme;
- (2) A statement by the board of directors stating whether the termination is in the best interests of the ~~listed company~~listed corporation, and where a director disagrees with such statement, a statement by such director setting out the reasons and factors taken into consideration in forming that opinion; and
- (3) Any other information that would justify the termination of the scheme.

[End of Appendix]

APPENDIX 8B

Contents of statement accompanying notices of annual general meetings

(Rule 8.36)

Further details of individuals who are standing for election as directors (excluding directors standing for a re-election), namely the following:-

- (a) the name, age, nationality, qualification, and whether the position is an executive or non-executive one and whether such director is an independent director;
- (b) the working experience and occupation;
- (c) any other directorships of public companies;
- (d) the details of any interest in the securities of the ~~listed company~~listed corporation and its subsidiaries;
- (e) the family relationship with any director and/or major shareholder of the ~~listed company~~listed corporation;
- (f) any conflict of interest that they have with the listed company; and
- (g) the list of convictions for offences within the past 10 years other than traffic offences, if any.

[End of Appendix.]

APPENDIX 8C

Information to be included in the register

(Rule 8.43)

- (1) The name of the corporation whose securities are subject to stabilization action;
- (2) Details of the number of shares over allotted, name of lender, amount of shares borrowed and price of the relevant securities and total amount of option exercised;
- (3) The names and addresses of the person appointed as a stabilizing manager, contact person, name of the Participating Organisation and the Capital Markets Services Representative's License holder that will be conducting the stabilizing action (or equivalent, if any); and salient terms of all agreements relating to the market stabilization made by the listed issuer and stabilizing manager;
- (4) A daily breakdown of the transactions effected during the stabilizing period showing the total number of shares purchased each day and the purchase price per share or the highest, lowest and average paid.

[End of Appendix]

CHAPTER 9 CONTINUING DISCLOSURE

PART A – GENERAL

9.01 Introduction

APPENDIX 8A

- (1) This Chapter sets out the continuing disclosure requirements that must be complied with, amongst others, by a ~~listed company~~listed corporation, its directors, Sponsors or advisers.
- (2) The disclosure requirements set out in this Chapter consist of the following:-
 - (a) Corporate Disclosure Policy of the Exchange (Parts B to H);
 - (b) Preparation of announcements (Part I);
 - (c) Immediate disclosure requirements (Part J);
 - (d) Periodic disclosure requirements (Part K); and
 - (e) Disclosure requirements for specific listed companies (Part L).
- (3) Continuing disclosure is the timely and accurate disclosure of all material information by a ~~listed company~~listed corporation to the public.
- (4) Continuing disclosure ensures a credible and responsible market in which participants conduct themselves with the highest standards of due diligence and investors have access to timely and accurate information to facilitate the evaluation of securities.

PART B – CORPORATE DISCLOSURE POLICY

9.02 Corporate Disclosure Policy

- (1) A ~~listed company~~listed corporation must, in accordance with these Requirements, disclose to the public all material information necessary for informed investing and take reasonable steps to ensure that all who invest in its securities enjoy equal access to such information.
- (2) A ~~listed company~~listed corporation must adhere to the following 6 specific policies concerning disclosure, which are as follows:-
 - (a) Immediate disclosure of material information (Part C);
 - (b) Thorough public dissemination (Part D);
 - (c) Clarification, confirmation or denial of rumours or reports (Part E);
 - (d) Response to unusual market activity (Part F);
 - (e) Unwarranted promotional disclosure activity (Part G); and
 - (f) Insider trading (Part H).

PART C – IMMEDIATE DISCLOSURE OF MATERIAL INFORMATION

9.03 Disclosure of material information

- (1) A ~~listed company~~listed corporation must make immediate public disclosure of any material information, except as set out in Rule 9.05 below.
- (2) Information is considered material, if it is reasonably expected to have a material effect on:-
 - (a) the price, value or market activity of any of the ~~listed company~~listed corporation's securities; or
 - (b) the decision of a holder of securities of the ~~listed company~~listed corporation or an investor in determining his choice of action.
- (3) Without limiting the generality of sub-Rule (2) above, material information may include information which:-
 - (a) concerns the ~~listed company~~listed corporation's assets and liabilities, business, financial condition or prospects;
 - (b) relates to dealings with employees, suppliers, customers and others;
 - (c) relates to any event affecting the present or potential dilution of the rights or interests of the ~~listed company~~listed corporation's securities;
 - (d) relates to any event materially affecting the size of the public holding of its securities; or
 - (e) relates to the subsidiaries of the ~~listed company~~listed corporation, if any.

9.04 Examples of events which may require immediate disclosure

The following are some examples of events which may require immediate disclosure by the ~~listed company~~listed corporation:-

- (a) the entry into a joint venture agreement or merger;
- (b) the acquisition or loss of a contract, franchise or distributorship rights;
- (c) the introduction of a new product or discovery;
- (d) a change in management;
- (e) the borrowing of funds;
- (f) the commencement of or the involvement in litigation and any material development arising therefrom;
- (g) the commencement of arbitration proceedings or proceedings involving alternative dispute resolution methods and any material development arising therefrom;
- (h) the purchase or sale of an asset;

- (i) a change in capital investment plans;
- (j) the occurrence of a labour dispute or disputes with sub-contractors or suppliers;
- (k) the making of a tender offer for another company's securities;
- (l) the occurrence of an event of default on interest and/or principal payments in respect of loans;
- (m) a change in the general business direction;
- (n) a change of intellectual property rights;
- (o) the entry into a memorandum of understanding;
- (p) the entry into any call or put option or financial futures contract; or
- (q) a change in the business plan of the ~~listed company~~listed corporation that has been previously disclosed.

9.05 Withholding of material information

- (1) A ~~listed company~~listed corporation may, in exceptional circumstances, temporarily refrain from publicly disclosing material information, provided that complete confidentiality is maintained. Where material information is withheld, the ~~listed company~~listed corporation must refrain from delaying disclosure for an unreasonable period of time since it is unlikely that confidentiality can be maintained beyond a short period of time.
- (2) The exceptional circumstances where disclosures can be withheld are limited and constitute an infrequent exception to the normal requirement of immediate public disclosure. In cases of doubt, the presumption must always be in favour of disclosure.
- (3) The following are some exceptional circumstances where disclosure may be temporarily withheld:-
 - (a) when immediate disclosure would prejudice the ability of the ~~listed company~~listed corporation to pursue its corporate objectives. Public disclosure of a plan to acquire certain real estate for example, could result in an increase in the ~~listed company~~listed corporation's cost of the desired acquisition or could prevent the ~~listed company~~listed corporation from carrying out the plan at all. In such circumstances, if the unfavourable result to the ~~listed company~~listed corporation outweighs the undesirable consequences of non-disclosure, disclosure may properly be deferred to a more appropriate time;
 - (b) when the facts are in a state of flux and a more appropriate moment for disclosure is imminent. Occasionally, corporate developments give rise to information which, although material, is subject to rapid change. If the situation is about to stabilise or resolve itself in the near future, it may be proper to withhold public announcement until a firm announcement may be made, since successive public announcements concerning the same subject but based on changing facts may confuse or mislead the public rather than enlighten it. In the course of a successful negotiation for the acquisition of another ~~company~~corporation, for example, the only information known to each party at the outset may be the willingness of the other to hold discussions. Shortly thereafter, it may become apparent to the parties that it is likely an agreement can be reached. Finally, an agreement in principle may be reached on specific terms. In such circumstances

a ~~listed company~~[listed corporation](#) need not issue a public announcement at each stage of the negotiations, describing the current state of constantly changing facts but may await agreement in principle on specific terms. If, on the other hand, progress in the negotiations should stabilise at some other point, disclosure should then be made if the information is material; or

- (c) where company or securities laws may restrict the extent of permissible disclosure before or during a public offering of securities or a solicitation of proxies.

9.06 Maintaining confidentiality

- (1) Whenever material information is being temporarily withheld, a ~~listed company~~[listed corporation](#) must ensure that the strictest confidentiality is maintained.
- (2) The ~~listed company~~[listed corporation](#) should limit the number of people with access to the material information and ensure the security of all confidential documents.
- (3) Notwithstanding Rule 9.05, in the event that material information is or is believed to have been inadvertently disclosed to third parties or where the material information has become generally available through the media or otherwise, the ~~listed company~~[listed corporation](#) must make an immediate announcement to the Exchange of the information.

9.07 Monitoring of market activity and making of announcements

During a period where information is withheld, the market activity of the ~~listed company~~[listed corporation](#)'s securities must be closely monitored. The ~~listed company~~[listed corporation](#) must make an immediate announcement to the Exchange of the information withheld, in the following circumstances:-

- (a) unusual market activity in the ~~listed company~~[listed corporation](#)'s securities which signifies that a "leak" of the information may have occurred;
- (b) rumours or reports concerning the information have appeared; or
- (c) where the ~~listed company~~[listed corporation](#) learns that there are signs that insider trading may be taking place.

PART D – THOROUGH PUBLIC DISSEMINATION

9.08 Thorough public dissemination

- (1) A ~~listed company~~[listed corporation](#) must release material information to the public in a manner designed to obtain its fullest possible public dissemination.
- (2) A ~~listed company~~[listed corporation](#) must ensure that no disclosure of material information is made on an individual or selective basis to analysts, shareholders, journalists or other persons unless such information has previously been fully disclosed and disseminated to the public. In the event that material information is inadvertently disclosed on the occasion of any meetings with analysts, shareholders, journalists or others, it must be publicly disseminated as promptly as possible.
- (3) There may be limited circumstances where selective disclosure of material information is necessary, for example where the ~~listed company~~[listed corporation](#) is undertaking a corporate exercise or to facilitate a due diligence exercise. In such circumstances, the

~~listed company~~listed corporation must ensure that the disclosure is restricted to only relevant persons and the strictest confidentiality is maintained.

- (4) Disclosures of material information can often be made after the market closes. If the disclosure is made immediately before or during trading hours, the Exchange may impose a temporary halt or suspension in trading of the ~~listed company~~listed corporation's securities. Such a temporary halt or suspension provides an opportunity for the dissemination and evaluation of the information released.
- (5) Any public disclosure of material information must be made by an announcement first to the Exchange or simultaneously to the Exchange, the press and newswire services. For the avoidance of doubt, a ~~listed company~~listed corporation must not release any material information to the media even on an embargoed basis until it has given the information to the Exchange.

PART E – CLARIFICATION, CONFIRMATION OR DENIAL OF RUMOURS OR REPORTS

9.09 Clarification, confirmation or denial of rumours or reports

- (1) Whenever a ~~listed company~~listed corporation becomes aware of any rumour or report, true or false, that contains material information, the ~~listed company~~listed corporation must make due enquiry and immediately publicly clarify, confirm or deny the rumour or report.
- (2) For the purpose of sub-Rule (1), the ~~listed company~~listed corporation must publicly clarify any rumour or report which is in any form whatsoever and howsoever including that by word-of-mouth and not limited to an article or otherwise, published in a newspaper, newswire, magazine, a broker's market report or any other publication.

9.10 Response to rumour or report

- (1) In the case of a rumour or report containing erroneous material information which has been circulated, the ~~listed company~~listed corporation must immediately make an announcement to the Exchange denying or clarifying the rumour or report and setting forth facts sufficient to support the denial or to clarify any misleading aspects of the rumour or report. A reasonable effort must be made to bring the announcement to the attention of the particular group that initially distributed it. In the case of an erroneous newspaper article, for example, this should be done by sending a copy of the announcement to the newspaper's financial editor, or in the case of an erroneous broker's market report, by sending a copy to the broker responsible for the report.
- (2) In the case of a rumour or report containing material information that is correct, an announcement setting forth the facts must be prepared for public release, which shall include but not be limited to, an indication of the state of negotiations or of corporate plans in the rumoured area. Such announcements are essential even if the matter has yet to be presented to the ~~listed company~~listed corporation's board of directors for consideration.
- (3) In the case of a rumour or report predicting future sales, earnings or other quantitative data, no response from the ~~listed company~~listed corporation is ordinarily required. However, if such a report is manifestly based on or contains erroneous information, or is wrongly attributed to the ~~listed company~~listed corporation, the ~~listed company~~listed corporation must respond promptly to the supposedly factual elements of the rumour or report as required under Rules 9.09 and 9.10. In addition, the ~~listed company~~listed corporation must include in the announcement a statement to the effect that the ~~listed~~

[companylisted corporation](#) itself has made no such prediction and currently knows of no facts that would justify making such a prediction.

PART F – RESPONSE TO UNUSUAL MARKET ACTIVITY

9.11 Unusual market activity

- (1) Where unusual price movement, trading activity, or both (referred to as “unusual market activity” in this Chapter) occurs, the [listed-companylisted corporation](#) must immediately undertake a due enquiry to seek the cause of the unusual market activity in its securities. The [listed-companylisted corporation](#) must consider in particular whether there is any information concerning the [listed-companylisted corporation](#) which would account for the unusual market activity that:-
 - (a) has recently been publicly disclosed;
 - (b) has not been publicly disclosed (in which case the unusual market activity may signify that a “leak” has occurred); or
 - (c) is the subject matter of a rumour or report.
- (2) If the [listed-companylisted corporation](#) determines that the unusual market activity results from material information that has already been publicly disclosed pursuant to these Requirements, generally no further announcement is required, although, if the unusual market activity indicates that such information may have been misinterpreted, the [listed-companylisted corporation](#) must issue a clarifying announcement to the Exchange.
- (3) If the unusual market activity results from a “leak” of previously undisclosed information, the information in question must be publicly disclosed by the [listed-companylisted corporation](#) in accordance with these Requirements.
- (4) If the unusual market activity results from a rumour or report, the [listed-companylisted corporation](#) must comply with Rules 9.09 and 9.10.
- (5) Finally, if the [listed-companylisted corporation](#) is unable to determine the cause of the unusual market activity, the [listed-companylisted corporation](#) must make a public announcement to the effect that there have been no undisclosed developments which would account for the unusual market activity.

PART G – UNWARRANTED PROMOTIONAL DISCLOSURE ACTIVITY

9.12 Promotional disclosure activity

- (1) A [listed-companylisted corporation](#) must refrain from promotional disclosure activity in any form whatsoever or howsoever which may mislead investors or cause unwarranted price movement and activity in a [listed-companylisted corporation](#)’s securities.
- (2) Such activity includes news releases, public announcements, predictions, reports or advertisements which are:-
 - (a) not justified by actual developments concerning a [listed-companylisted corporation](#);
 - (b) exaggerated;

- (c) flamboyant;
- (d) overstated; or
- (e) over-zealous.

9.13 Hallmarks of promotional disclosure activity

Although the distinction between legitimate public relations activities and such promotional disclosure activity is one that must necessarily be drawn from the facts of a particular case, the following are frequent hallmarks of promotional activity:-

- (a) a series of public announcements unrelated in volume or frequency to the materiality of actual developments concerning a ~~listed company~~[listed corporation](#);
- (b) announcement of products still in the development stage with unproven commercial prospects;
- (c) promotions and expense-paid trips, or the seeking out of meetings or interviews with analysts and financial writers, which could have the effect of unduly influencing the market activity in the ~~listed company~~[listed corporation](#)'s securities and are not justified in frequency or scope by the need to disseminate information about actual developments concerning the ~~listed company~~[listed corporation](#);
- (d) press releases or other public announcements of a one-sided or unbalanced nature; and
- (e) ~~listed company~~[listed corporation](#)'s or product advertisements which in effect promote the ~~listed company~~[listed corporation](#)'s securities.

PART H – INSIDER TRADING

9.14 Prohibitions under the law

- (1) All listed companies and parties who may be regarded as insiders must be fully aware of the provisions of the CMSA and the Companies Act 1965.
- (2) For the purpose of this Part, "insider" shall have the meaning given under section 188 of the CMSA.

9.15 Prohibition from trading

- (1) Insiders must not trade on the basis of material information which is not known to the investing public.
- (2) Deleted
- (3) Deleted

PART I – PREPARATION OF ANNOUNCEMENTS

9.16 Content of press or other public announcement

- (1) The content of a press or other public announcement is as important as its timing. A ~~listed company~~listed corporation must ensure that each announcement:-
- (a) is factual, clear, unambiguous, accurate, succinct and contains sufficient information to enable investors to make informed investment decisions;
 - (b) is not false, misleading or deceptive , and does not contain any language which is inflammatory, defamatory or scandalous of another;
 - (c) is balanced and fair. Thus, the announcement must avoid amongst others:-
 - (i) the omission of material facts;
 - (ii) the omission of material unfavourable facts, or the slighting of such facts, (e.g. by “burying” them at the end of a press release);
 - (iii) the presentation of favourable possibilities as certain, or as more probable than is actually the case;
 - (iv) the representation with respect to any future performance, occurrence or matter (including the doing of, or the refusing to do, any act) without adequate justification (supported by proper bases and assumptions) or any reasonable grounds for making of such representation;
 - (v) the presentation of revenue or profit estimate, forecast or projection without sufficient qualification, assumptions or factual basis. If any revenue or profit estimate, forecast or projection is released, it must be prepared carefully, with a reasonable factual basis and be stated realistically, with appropriate assumptions and qualifications, so as to ensure that it is properly understood. In addition, the accounting bases and calculations of the estimate, forecast or projection and the assumptions thereto must be reviewed by the external auditors except where the revenue or profit estimate, forecast or projection is required to be released on an immediate basis;
 - (vi) negative statements phrased so as to create a positive implication; e.g. “The company cannot now predict whether the development will have a materially favourable effect on its earnings” (creating the implication that the effect will be favourable even if not materially favourable), or “The company expects that the developments will not have a materially favourable effect on earnings in the immediate future” (creating the implication that the development will eventually have a materially favourable effect); or
 - (vii) the use of promotional jargon calculated to induce investment or create interest in the securities of the ~~listed company~~listed corporation rather than to inform;
 - (d) avoids over-technical language, and is expressed to the extent possible in language comprehensible to the layman; and

- (e) explains, if the consequences or effects of the information on the ~~listed company~~listed corporation's future prospects cannot be assessed, why this is so.
 - (f) explains, in relation to an announcement on internal targets, that the information disclosed are merely internal management targets or aspirations set to be achieved by the ~~listed company~~listed corporation and not an estimate, forecast or projection.
- (2) Where an adviser is appointed by the ~~listed company~~listed corporation for preparation or submission of the announcement to the Exchange, such adviser must also comply with sub-Rule (1) above.
 - (3) A ~~listed company~~listed corporation or its adviser does not commit a breach of sub-Rules (1) or (2) above, as the case may be, if such person proves that:-
 - (a) he had made all enquiries as were reasonable in the circumstances; and
 - (b) after making such enquiries, he had reasonable grounds to believe and did believe until the submission of the announcement that the announcement did fulfil the requirements of sub-Rule (1).
 - (4) Where any announcement referred to in sub-Rule (1) above has been submitted to the Exchange and the person referred to in sub-Rules (1) and (2) above subsequently becomes aware that the announcement may not fulfil the requirements of sub-Rule (1) above, the person shall forthwith notify the Exchange of the same.

9.17 Preparation of press or public announcement

- (1) A ~~listed company~~listed corporation must comply with the following requirements in respect of its obligation to make disclosure of information under these Requirements:-
 - (a) since skill and experience are important to the preparation and editing of press or public announcements, the Exchange requires that the ~~listed company~~listed corporation identify an individual or limited group of individuals within the ~~listed company~~listed corporation who are familiar with the requirements of the Exchange, as well as any applicable requirements of the securities laws to undertake the responsibility for disclosure on a continuing basis. As a press or public announcement must usually be prepared and released as quickly as possible, the individual or group charged with this assignment must be able to handle problems that arise suddenly and unexpectedly; and
 - (b) every announcement must be reviewed by a director familiar with the matters about which disclosure is to be made.
- (2) During the period where the ~~listed company~~listed corporation is required to have a Sponsor pursuant to these Requirements, the announcement must be reviewed and approved by the Sponsor, except for announcements made:
 - (a) pursuant to Rules 9.19(9), (10), (12), (13), (14), (15), (18) and (19) below; or
 - (b) by an adviser appointed by the ~~listed company~~listed corporation.

9.18 Summary of salient points

- (1) All lengthy announcements to the Exchange should preferably be prefaced by a summary of salient points.

- (2) Where a summary is provided, the ~~listed company~~listed corporation must ensure that:-
- (a) the summary shall be in a form suitable for immediate dissemination by the Exchange; and
 - (b) the summary is clear and is an accurate reflection of the announcement.

PART J – IMMEDIATE DISCLOSURE REQUIREMENTS

9.19 Immediate announcements to the Exchange

A ~~listed company~~listed corporation must make immediate announcements to the Exchange upon the occurrence of the following events. This requirement is in addition to the requirements to make announcements which are imposed under this Chapter and elsewhere in these Requirements and are not exhaustive:-

- (1) any intention to fix books closing date and the reason therefor, stating the books closing date, which shall be at least 10 market days after the date of announcement to the Exchange;
- (2) any recommendation or declaration of a dividend or distribution. The announcement shall include the rate and amount per share and date of payment which shall be within one month from the books closing date. Where a dividend or distribution is not taxable in the hands of the shareholders, this shall be stated in the announcement to the Exchange and on the dividend or distribution advice to shareholders. Where there is a variation in an interim or final dividend or distribution for the corresponding period in the previous year, the directors shall state the reasons for the variation at the time of the recommendation or declaration;
- (3) any recommendation or decision that a dividend will not be declared;
- (4) any change in the terms of a debt security or a convertible security;
- (5) any re-organisation of the group structure of the ~~listed company~~listed corporation;
- (6) any general meeting (other than a meeting convened to pass a special resolution or an annual general meeting), at least 14 days before such meeting is held, and in the case of a meeting convened to pass a special resolution or to hold an annual general meeting, at least 21 days before such meeting is held;
- (7) all resolutions put to a general meeting of a ~~listed company~~listed corporation and immediately after such meeting whether or not the resolutions were carried;
- (8) any call to be made upon any of the partly paid share capital of the ~~listed company~~listed corporation;
- (9) any change of address or telephone number and/or facsimile number of the registered office of the ~~listed company~~listed corporation or of any office at which the register of securities of the ~~listed company~~listed corporation is kept;
- (10) any proposed change of name of the ~~listed company~~listed corporation;
- (11) any change in the financial year end of the ~~listed company~~listed corporation;

- (12) any notice of resignation or change in the composition of the board of directors. An announcement to the Exchange on the appointment of directors shall include the information contained in Part A of Appendix 9A;
- (13) any notice of resignation or change in the composition of the audit committee of the [listed companylisted corporation](#). An announcement to the Exchange on the appointment of audit committee members must state whether the appointees are independent directors;
- (14) any notice of resignation or change in the chief executive officer of the [listed companylisted corporation](#). An announcement to the Exchange on the appointment of a chief executive officer shall include the information contained in Part B of Appendix 9A;
- (15) any notice of resignation or change in the company secretary or external auditors of the [listed companylisted corporation](#);
- (16) any notice of resignation by or termination of the Sponsor of the [listed companylisted corporation](#). The reasons for such resignation or termination must be disclosed;
- (17) any proposed alteration of the memorandum of association or articles of association of the [listed companylisted corporation](#);
- (18) any notice relating to substantial shareholding which the [listed companylisted corporation](#) has received;
- (19) any notice referred to in section 135(1) of the Companies Act 1965 which the [listed companylisted corporation](#) has received in relation to the listed companies' securities listed on the Exchange;
- (20) any commencement of winding-up proceedings or winding-up order made against the [listed companylisted corporation](#) or any of its subsidiaries or major associated companies. "Commencement of winding-up" shall have the meaning given under sections 219 and 255 of the Companies Act 1965. An announcement pertaining to the winding-up shall include the information contained in Part C of Appendix 9A;
- (21) the appointment of a receiver, manager or receiver and manager, liquidator or special administrator or such other person of a similar capacity over the [listed companylisted corporation](#), any of its subsidiaries or major associated companies or any part of the properties of the [listed companylisted corporation](#), any of its subsidiaries or major associated companies. An announcement pertaining to the appointment of a receiver, manager or receiver and manager or such other person of a similar capacity shall include the information contained in Part D of Appendix 9A. In respect of the appointment of the special administrator, the announcement shall include the information contained in Part E of Appendix 9A;
- (22) the procurement of a court order restraining proceedings against a [listed companylisted corporation](#) or any of its subsidiaries or major associated companies under section 176 of the Companies Act 1965. An announcement pertaining to the restraining order shall include the information contained in Part F of Appendix 9A;
- (23) any transaction requiring an announcement to be made under Chapter 10 of these Requirements;
- (24) any acquisition (including subscription) of shares in another [companycorporation](#) or any other event which results in such [companycorporation](#) becoming a subsidiary of the [listed companylisted corporation](#);

- (25) any disposal of shares in another [companycorporation](#) or any other event which results in such [companycorporation](#) ceasing to be a subsidiary of the ~~listed-companylisted corporation~~;
- (26) any acquisition (including subscription) of shares, in another ~~listed-companylisted corporation~~ or any other event which results in the holding being 5% or more of the issued and paid-up capital of that ~~listed-companylisted corporation~~;
- (27) any disposal of shares in another ~~listed-companylisted corporation~~ or any other event which results in the holding falling below 5% of the issued and paid-up capital of that ~~listed-companylisted corporation~~;
- (28) any proposed issue or offer of securities by the ~~listed-companylisted corporation~~;
- (29) any scheme of compromise, arrangement, amalgamation or reconstruction;
- (30) any variation of the rights attaching to a class of securities of the ~~listed-companylisted corporation~~;
- (31) the level of subscription in relation to an issue or offer of securities by the ~~listed companylisted corporation~~;
- (31A) the decision to allocate excess securities in relation to a rights issue by the ~~listed companylisted corporation~~ and the basis of such allocation;
- (32) any change to the utilisation of proceeds raised by the ~~listed-companylisted corporation~~ from the issuance of securities that deviates by 5% or more from the original utilisation of proceeds;
- (33) a subdivision of shares or consolidation by the ~~listed-companylisted corporation~~;
- (34) any failure to give to the Exchange for public release, quarterly reports, annual audited ~~accounts-financial statements~~ and annual reports as required under these Requirements. The announcement ~~shall-must~~ include the cause of such failure and steps taken to ensure compliance with such requirements;
- (35) any deviation of 10% or more between the profit after tax and minority interest stated in a profit estimate, forecast or projection previously announced or disclosed in a public document and the announced unaudited ~~accounts-financial statements~~, giving an explanation of the deviation and the reconciliation thereof;
- (36) any deviation of 10% or more between the profit/loss after tax and minority interest stated in the announced unaudited ~~accounts-financial statements~~ and the audited ~~accounts financial statements~~, giving an explanation of the deviation and the reconciliation thereof;
- (36A) any circumstances or development which are likely to materially affect the results or outcome of any prospects, revenue or profit estimate, forecast, projection or internal targets of the ~~listed-companylisted corporation~~ previously announced or disclosed in a public document, giving an explanation of the possible outcome arising from such circumstances or development on the prospects, revenue or profit estimate, forecast, projection or internal targets of the ~~listed-companylisted corporation~~;
- (37) any qualification in an external auditors' report giving full details of such qualification;
- (38) a call of securities for redemption by the ~~listed-companylisted corporation~~;

- (39) any listing of any part of the securities of a ~~listed company~~listed corporation or any of its subsidiaries on any Recognised Stock Exchange, stating which Recognised Stock Exchange;
- (40) any material information or financial documents that is released to or lodged with any other stock exchange or other regulator which is available to the public;
- (41) any change of control in the ~~listed company~~listed corporation;
- (42) any agreement to sponsor a depository receipt programme. The announcement shall include the information contained in Part G of Appendix 9A;
- (43) any material amendment of the terms of the agreement for the sponsorship of a depository receipt programme, or the termination thereof, stating the reasons and consequences of the termination;
- (44) any discovery of mineralisation or hydrocarbons by a ~~listed company~~listed corporation or its subsidiaries whose activities include exploration for natural resources stating whether any of the figures or estimates in the discovery have been verified by a geologist, or other expert, and if so, particulars of the geologist or expert;
- (45) any valuation which has been conducted on the net assets of the group, where the revaluation surplus or deficit will be incorporated in the financial statements of the ~~listed company~~listed corporation. Such announcement shall be made upon the ~~listed company~~listed corporation's board approving the incorporation of the revaluation surplus or deficit in the financial statements of the ~~listed company~~listed corporation and shall include the information contained in Part H of Appendix 9A. A copy each of the valuation reports must be made available for inspection at the ~~listed company~~listed corporation's registered office for a period of 3 months from the date of announcement;
- (46) any material development to corporate proposals previously announced, including the following:-
 - (a) variation of terms, including any extension of time agreed to or granted by the relevant party to the transaction;
 - (b) lapse of any timeframe stipulated under the agreement for the performance of certain obligations;
 - (c) submission of the proposal and any variation to regulatory authorities for approval;
 - (d) receipt of any decision from regulatory authorities, stating amongst others, conditions imposed or reasons for rejection, where applicable;
 - (e) submission of any application to the regulatory authorities for variation of conditions;
 - (f) lapse of timeframe imposed by the relevant regulatory authorities, within which the corporate proposal must be completed and the submission of any application for extension of time to complete implementation of the corporate proposal; and
 - (g) termination or completion of the corporate proposal.

9.20 ~~Announcement of corporate proposals~~

~~A listed company listed corporation must ensure that an immediate announcement to the Exchange with respect to any one of the following types of corporate proposals is made by an Adviser:-~~

- ~~(a) any corporate proposals which require the Commission's approval; or~~
- ~~(b) any corporate proposals which require the appointment of the Adviser pursuant to the various guidelines issued by the Commission from time to time or under these Requirements.~~
- ~~(c) (Deleted)~~
- ~~(d) (Deleted) [Deleted]~~

9.21 Dealings in quoted securities

- (1) A ~~listed company listed corporation~~ must make an immediate announcement to the Exchange in respect of purchases or sales of securities quoted on the Exchange or any other stock exchange (referred to as "quoted securities" in this Part J), entered into by the ~~listed company listed corporation~~ or any of its subsidiaries resulting in the purchases or sales consideration when aggregated with any other purchases or sales respectively within the preceding 12 months (excluding such purchase or sale which has been previously announced by the ~~listed company listed corporation~~ pursuant to this Rule), being equal to or exceeding 5% of the ~~listed company listed corporation's~~ latest audited consolidated net assets. The announcement shall include the following:-
 - (a) the aggregate purchase or sale consideration within the preceding 12 months which have not been previously announced and such amount as a percentage of the latest audited consolidated net assets of the ~~listed company listed corporation~~;
 - (b) the total cost, book value and market value of all investments in quoted securities as at the date of the announcement; and
 - (c) any profit or loss arising from the sales in quoted securities during the current financial year.
- (2) Sub-Rule (1) above does not apply to purchases or sales in an existing subsidiary or associated company of the ~~listed company listed corporation~~.

PART K – PERIODIC DISCLOSURES

9.22 Quarterly report

- (1) A ~~listed company listed corporation~~ must give the Exchange for public release, an interim financial report that is prepared on a quarterly basis (hereinafter referred to as "quarterly report"), as soon as the figures have been approved by the board of directors of the ~~listed company listed corporation~~, and in any event not later than 2 months after the end of each quarter of a financial year.
- (2) The ~~listed company listed corporation~~ must ensure that the quarterly report fulfils the following requirements:-

- (a) the quarterly report must include the information set out in Appendix 9B and any other information as may be required by the Exchange; and
- (b) if a change in the financial year is proposed by a listed companylisted corporation, such listed companylisted corporation must consult the Exchange as to the period to be covered by the quarterly report.

9.23 Research report

- (1) A listed companylisted corporation must ensure that a research report is prepared and submitted to the Exchange, for public release, not later than 2 months after the end of each half of a financial year, in the manner set out in sub-Rule (2) below.
- (2) The listed companylisted corporation must ensure that its Sponsor, during the tenure of its sponsorship, prepares and submits the research report to the Exchange, after which the listed companylisted corporation may engage any Adviser to prepare and submit the research report on its behalf.
- (3) The Sponsor or the Adviser, as the case may be, must ensure that the research report is factual, does not contain any recommendation and includes such information as may be prescribed by the Exchange.

9.24 Submission of annual audited ~~accounts~~ financial statements and annual report

(1) A listed companylisted corporation must ensure that the issuance of the annual audited ~~accounts~~ financial statements and annual report by a listed companylisted corporation shall be as follows:-

- (a) the annual report shall be issued to the listed companylisted corporation's shareholders and given to the Exchange within a period not exceeding 6 months from the close of the financial year of the listed companylisted corporation; and
- (b) the annual audited ~~accounts~~ financial statements together with the auditors' and directors' reports shall, in any case, be given to the Exchange for public release, within a period not exceeding 4 months from the close of the financial year of the listed companylisted corporation unless the annual report is issued within a period of 4 months from the close of the financial year of the listed companylisted corporation.

(2) A listed corporation must ensure that the issuance of the annual report to its shareholders pursuant to sub-Rule (1)(a) above includes or incorporates the annual audited financial statements together with the auditors' and directors' reports of the listed corporation.

9.25 Issuance of annual report in CD-ROM

Without prejudice to other provisions relating to issuance of annual reports, a listed companylisted corporation may issue its annual report in CD-ROM to its shareholders provided it complies with the following:-

- (a) the listed companylisted corporation must provide a printed copy of its annual report to its shareholder upon the shareholder's request, whether verbal or written;
- (b) the listed companylisted corporation must designate a person to attend to the shareholders' requests as stated in sub-Rule (a) above;

- (c) the ~~listed company~~listed corporation must ensure that a hard copy of the annual report is forwarded to the shareholder requesting the same within 4 market days from the date of receipt of the request;
- (d) the ~~listed company~~listed corporation must designate person(s) to answer queries from shareholders relating to the use of the CD-ROM;
- (e) together with the CD-ROM annual report, the ~~listed company~~listed corporation must issue hard copies of the notice of the annual general meeting, the proxy form and the following documents to its shareholders:-
 - (i) a note containing the following statement or information:-
 - (aa) the ~~listed company~~listed corporation shall forward a hard copy of the annual report to the shareholder within 4 market days from the date of receipt of the verbal or written request; and
 - (bb) the ~~listed company~~listed corporation's web-site and e-mail address, name(s) of designated person(s) attending to shareholders' requests and queries and contact number(s); and
 - (ii) a request form to enable the shareholder to request for the annual report in hard copy, with the particulars of the ~~listed company~~listed corporation's facsimile number and mailing address.

9.26 Suspension and/or de-listing for failure to comply

- (1) A ~~listed company~~listed corporation must comply with the timeframes stated in Rules 9.22 and 9.24 above or such extension of time granted by the Exchange (the timeframes and extensions of time granted by the Exchange, if any, ~~shall~~will individually or collectively, as the context may require, be referred to in this Part K as "the Relevant Timeframes").
- (2) A ~~listed company~~listed corporation which intends to request for the extension of time referred to in sub-Rule (1) above must do so not later than 15 days prior to the expiry of the Relevant Timeframes, failing which the Exchange will not consider such application. The ~~listed company~~listed corporation must ~~make an~~immediately announcement ~~to the Exchange of~~ any extension of time granted in relation to such application.
- (3) If a ~~listed company~~listed corporation ~~becomes aware or has any reason to believe that it will not be able to issue~~ ~~fails to issue~~ its quarterly report, annual audited ~~accounts~~financial statements or annual report, as the case may be, (referred to in this Part K either individually or collectively, as the context may require, as "the outstanding Financial Statements") ~~on or before the expiry of~~ within the Relevant Timeframes, it must: ~~announce this to the Exchange immediately or in any event, no later than 3 market days before the expiry of the Relevant Timeframes.~~
 - (a) ~~make an immediate announcement to the Exchange on the date of expiry of the Relevant Timeframes on its failure to issue the outstanding Financial Statements on or before the expiry of the Relevant Timeframes including the reasons for such failure; and~~
 - (b) ~~announce the status of the issuance of the outstanding Financial Statements on or before the last market day of each month following the date of expiry of the Relevant Timeframes until the issuance of the outstanding Financial Statements;~~

~~which shall, in addition, include the information contained in Part I of Appendix 9A.~~

- (3A) The listed corporation must include the information contained in Part I of Appendix 9A in the announcement under sub-Rule 3 above.
- (4) If a ~~listed company~~listed corporation fails to issue the outstanding Financial Statements ~~within 3 months from~~ within 5 market days after the expiry of the Relevant Timeframes (the last day of this ~~3-month~~ 5 market day period ~~shall hereinafter be is~~ referred to in this Part K as “the Suspension Deadline”), in addition to any enforcement action that the Exchange may take, the Exchange shall suspend trading in the securities of such ~~listed company~~listed corporation. The suspension shall be effected on the next market day ~~following the expiry of~~ after the Suspension Deadline and ~~shall will~~ be uplifted on the market day following the issuance of the outstanding Financial Statements unless otherwise determined by the Exchange.
- (5) ~~A listed company which fails to issue the outstanding Financial Statements on or before the 7th day prior to the expiry of the Suspension Deadline (the 7th day prior to the expiry of the Suspension Deadline shall hereinafter be referred to in this Part K as “the Said Day”) must make an immediate announcement to the Exchange on the Said Day or in the event that the Said Day is not a market day, on the market day preceding the Said Day. Such announcement shall include the information contained in Part J of Appendix 9A. [Deleted]~~
- (6) If a ~~listed company~~listed corporation fails to issue the outstanding Financial Statements within 6 months from the expiry of the Relevant Timeframes, in addition to any enforcement action that the Exchange may take, de-listing procedures shall be commenced against such ~~listed company~~listed corporation.
- (7) For the purposes of this Rule, “issue” means give to the Exchange for public release and/or issue to shareholders as provided under Rule 9.22 or 9.24, as the case may be.

9.27 Annual audited ~~accounts~~ financial statements in consolidated form

A ~~listed company~~listed corporation must prepare the annual audited ~~accounts~~ financial statements on a consolidated basis.

9.28 Disclosure in annual report

- (1) A ~~listed company~~listed corporation must set out separately in its annual report, the items set out in Appendix 9C.
- (2) Unless otherwise specified in Appendix 9C, the information provided pursuant to Appendix 9C must be information made up to a date not earlier than 6 weeks from the date of the notice of the annual general meeting in the annual report of the ~~listed company~~listed corporation.

9.29 Statutory declaration in relation to accounts

A ~~listed company~~listed corporation must ensure that the director or person primarily responsible for the financial management of the ~~listed company~~listed corporation, as the case may be, who signs the statutory declaration pursuant to section 169(16) of the Companies Act 1965 (referred to as the “signatory” in this Part K) satisfies the following requirements:-

- (a) the signatory is a member of the Malaysian Institute of Accountants; or
- (b) if the signatory is not a member of the Malaysian Institute of Accountants, the signatory must have at least 3 years’ working experience and:-

- (i) must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or
 - (ii) must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967; or
- (c) the signatory fulfils such other requirements as prescribed or approved by the Exchange.

9.30 Memorandum of understanding

A ~~listed company~~ listed corporation must make immediate announcements to the Exchange on the status of any memorandum of understanding that has been entered into between the ~~listed company~~ listed corporation and a third party and which has been previously announced at least once every quarter or more regularly, upon the occurrence of a material change, whichever is earlier.

PART L ~~DISCLOSURE REQUIREMENTS FOR SPECIFIC LISTED COMPANIES~~

~~9.31 Technology incubators – reporting requirements~~

~~A listed company which is a technology incubator must comply with the following disclosure requirements in addition to those set out elsewhere in these Requirements:-~~

- ~~(a) give the Exchange for public release, quarterly status reports on its operations and the operations of its investee companies, not later than 2 months after the end of each quarter of its financial year; and~~
- ~~(b) make an immediate announcement to the Exchange of any acquisition (including subscription) and/or disposal of shares in investee companies. The announcement shall include the information contained in Part K of Appendix 9A. [Deleted]~~

[End of Chapter]

APPENDIX 9A

Part A

Information on the appointment of a director

(Rule 9.19(12))

- (a) The name, age, nationality, qualification and whether the position is an executive or non-executive one and whether such director is an independent director;
- (b) working experience and occupation;
- (c) any other directorship of public companies;
- (d) any family relationship with any director and/or major shareholder of the ~~listed company~~[listed corporation](#);
- (e) any conflict of interest that he has with the ~~listed company~~[listed corporation](#); and
- (f) the details of any interest in the securities of the ~~listed company~~[listed corporation](#) or its subsidiaries.

Part B

Information on the appointment of a chief executive officer

(Rule 9.19(14))

- (a) The name, age, nationality and qualification;
- (b) working experience;
- (c) any other directorships of public companies;
- (d) any family relationship with any director and/or major shareholder of the ~~listed company~~[listed corporation](#);
- (e) where the chief executive officer is not a director of the ~~listed company~~[listed corporation](#), whether the appointee has any conflict of interest with the ~~listed company~~[listed corporation](#) or its subsidiaries; and
- (f) the details of any interest in the securities of the ~~listed company~~[listed corporation](#) or its subsidiaries.

Part C

Information on winding-up proceedings

(Rule 9.19(20))

- (a) The date of the presentation of the winding-up petition and the date the winding-up petition was served on the ~~listed company~~[listed corporation](#), its subsidiary or major associated company, as the case may be;

- (b) the particulars of the claim under the petition, including the amount claimed for under the petition and the interest rate;
- (c) the details of the default or circumstances leading to the filing of the winding-up petition against the ~~listed company~~listed corporation, its subsidiary or major associated company, as the case may be;
- (d) where winding-up is commenced against a subsidiary, a confirmation as to whether the subsidiary is a major subsidiary;
- (e) where winding-up is commenced against a subsidiary or major associated company, the total cost of investment in such subsidiary or major associated company;
- (f) the financial and operational impact of the winding-up proceedings on the group;
- (g) the expected losses, if any arising from the winding-up proceedings; and
- (h) the steps taken and proposed to be taken by the ~~listed company~~listed corporation in respect of the winding-up proceedings.

Part D

Information on the appointment of a receiver, manager or receiver and manager or person of similar capacity

(Rule 9.19(21))

- (a) The date of appointment;
- (b) the details of the company which is under the receiver, manager or receiver and manager or other person of similar capacity;
- (c) where the appointment is in respect of a subsidiary or associated company, a confirmation as to whether the subsidiary or associated company is a major subsidiary or major associated company, as the case may be;
- (d) the net book value of the affected assets;
- (e) the details of the events leading to the appointment of the receiver, manager or receiver and manager or other person of similar capacity;
- (f) the financial and operational impact of the aforesaid appointment on the group, if any;
- (g) the expected losses, if any, arising from the aforesaid appointment; and
- (h) the steps taken or proposed to be taken by the ~~listed company~~listed corporation in respect of the aforesaid appointment.

Part E

Information on the appointment of a special administrator

(Rule 9.19(21))

- (a) The date of appointment;
- (b) the particulars of the special administrator;
- (c) the details of the events leading to the appointment of the special administrators;
- (d) the terms of reference of the special administrators;
- (e) the financial and operational impact of the aforesaid appointment on the group, if any;
- (f) the effect of the appointment on the business operations of the ~~listed company~~[listed corporation](#);
- (g) the steps taken or proposed to be taken by the ~~listed company~~[listed corporation](#) in respect of the appointment of the special administrator; and
- (h) the role of the board of directors in light of the appointment of the special administrator.

Part F

Information on a restraining order

(Rule 9.19(22))

- (a) The date of commencement and duration of the court order;
- (b) the details of the events leading to the grant of the court order;
- (c) the financial and operational impact on the group, if any; and
- (d) the details of the proposed scheme.

Part G

Information on depository receipts

(Rule 9.19(42))

- (a) The number and names of the custodians holding the securities for which the depository receipts are issued;
- (b) the total number and percentage of the securities for which the depository receipts are issued against the issued and paid-up capital of the ~~listed company~~[listed corporation](#) and a breakdown of the same in respect of the securities held by each custodian;
- (c) the name of the depository bank;
- (d) the stock market in which the depository receipts are traded (if applicable); and

- (e) any other material term.

Part H

Information on valuation on non-current assets

(Rule 9.19(45))

- (a) The purpose of the valuation;
- (b) (Deleted)
- (c) the revaluation surplus or deficit as the case may be;
- (d) the effect of the revaluation surplus or deficit on the net assets per share of the group;
- (e) the name of the valuers;
- (f) the date of valuation; and
- (g) the value placed on the asset by the valuer.

Part I

Information on delay suspension in view of delay in the issuance of quarterly reports, annual audited accounts financial statements or annual report

(Rule 9.26(3))

- (a) The reasons for failing to issue the outstanding Financial Statements within the Relevant Timeframe;
- (b) A statement that the suspension of trading will be effected on the next market day after the expiry of 5 market days from the Relevant Timeframe;
- (c) The date suspension of trading will be effected;
- ~~(a)(d)~~ The tentative timeline in respect of the steps taken or proposed to be taken to issue the outstanding Financial Statements ~~achieve the issuance of the outstanding quarterly report, annual audited accounts or annual report, as the case may be~~, and the status of compliance with such timeline;
- ~~(b)(e)~~ the expected date of issuance of the outstanding Financial Statements, ~~documents referred to in subparagraph (a) above; and~~
- ~~(c)~~ ~~the consequences of non-compliance with the listed company's obligations under Rule 9.22 or 9.24 above, subject to any extension of time granted by the Exchange, including the possibility of suspension and/or de-listing.~~

Part J

Information on the suspension in view of a delay in the issuance of quarterly reports, annual audited ~~accounts~~ financial statements or annual report

(Rule 9.26(5))

- (a) A statement that the ~~listed company~~listed corporation has not issued its quarterly report, annual audited ~~accounts~~ financial statements or annual report, as the case may be, as at the date of the announcement;
- (b) the reasons for failing to issue the outstanding documents referred to in subparagraph (a) above within the Relevant Timeframes;
- (c) whether the ~~listed company~~listed corporation is able to issue the outstanding documents referred to in subparagraph (a) above on or before the expiry of the Suspension Deadline; and
- (d) that trading in the securities of the ~~listed company~~listed corporation will be suspended on the market day following the expiry of the Suspension Deadline and shall only be uplifted, unless otherwise determined by the Exchange, on the market day following the issuance of the outstanding documents referred to in subparagraph (a) above.

Part K

Content of announcement in relation to technology incubators

(Rule 9.31(b))

- ~~(a) — The principal activity of the investee company and a summary of its business plans;~~
- ~~(b) — the track record, if any, of the investee company, i.e. the number of years in operation and the revenue and profit generated;~~
- ~~(c) — the current stage of development of the investee company;~~
- ~~(d) — details of the technical capability and competence, including details of key personnel or technical experts or consultants vital to the investee company, including their qualifications and experience;~~
- ~~(e) — the business prospects of the investee company and their underlying assumptions;~~
- ~~(f) — the outcome of any feasibility studies undertaken with respect to the investee company and the identity of consultants undertaking the study;~~
- ~~(g) — the capital commitments and main source of financing for the investee company;~~
- ~~(h) — the financial and business risks with respect to the investee company;~~
- ~~(i) — the financial impact of investing in the investee company, including the period within which the investee company is expected to generate revenue and profit;~~
- ~~(j) — rationale for the acquisition or disposal;~~
- ~~(k) — the bases and assumptions used in valuing the investee company;~~

~~(l) whether the valuation of the investee company has been reviewed by any independent party; and~~

~~(m) the type of value added services to be provided to the investee company. [Deleted]~~

[End of Appendix.]

APPENDIX 9B

Quarterly report

(Rule 9.22(2))

- (1) A review of the performance of the [companycorporation](#) and its principal subsidiaries, setting out material factors affecting the earnings and/or revenue of the [companycorporation](#) and the group for the current quarter and financial year-to-date.
- (2) An explanatory comment on any material change in the profit before taxation for the quarter reported on as compared with the immediate preceding quarter.
- (3) A commentary on the following :-
 - (a) the prospects, including the factors that are likely to influence the [companycorporation](#)'s prospects for the remaining period to the end of the financial year or the next financial year if the reporting period is the last quarter; and
 - (b) the [companycorporation](#)'s progress to achieve the revenue or profit estimate, forecast, projection or internal targets in the remaining period to the end of the financial year and the forecast period which was previously announced or disclosed in a public document and steps taken or proposed to be taken to achieve the revenue or profit estimate, forecast, projection or internal targets;
- (4) A statement of the board of directors' opinion as to whether the revenue or profit estimate, forecast, projection or internal targets in the remaining period to the end of the financial year and the forecast period which was previously announced or disclosed in a public document are likely to be achieved
- (5) An explanatory note for any (only applicable to the final quarter for companies which have previously announced or disclosed a profit forecast or profit guarantee in a public document):-
 - (a) variance of actual profit after tax and minority interest and the forecast profit after tax and minority interest (where the variance exceeds 10%);
 - (b) shortfall in the profit guarantee received by the [companycorporation](#) (if any) and steps taken to recover the shortfall;
- (6) A breakdown of tax charge and an explanation of the variance between the effective and statutory tax rate for the current quarter and financial year-to-date.
- (7) The amount of profits/(losses) on any sale of unquoted investments and/or properties respectively for the current quarter and financial year-to-date.
- (8) The following particulars of any purchase or disposal of quoted securities other than securities in existing subsidiaries and associated companies by all companies except closed-end funds, a [companycorporation](#) whose activities are regulated by any written law relating to banking, finance companies or insurance and are subject to supervision by Bank Negara Malaysia, Participating Organisations and such other companies as may be exempted by the Exchange:-
 - (a) total purchase consideration and sale proceeds of quoted securities for the current quarter and financial year-to-date and profit/loss arising therefrom;

- (b) investments in quoted securities as at the reporting period: -
- (i) at cost;
 - (ii) at carrying value/book value; and
 - (iii) at market value.
- (9) (a) The status of corporate proposals announced but not completed at the latest practicable date which shall not be earlier than 7 days from the date of issue of the quarterly report.
- (b) Where applicable, a brief explanation of the status of utilisation of proceeds raised from any corporate proposal, which shall include the information prescribed in the following table:-

Purpose	Proposed Utilisation	Actual Utilisation	Intended Timeframe for Utilisation	Deviation		Explanations
	RM'000	RM'000		Amount RM'000	%	
(i)						
(ii)						
(iii)						
(iv)						
(v)						
Total						

- (10) The group borrowings and debt securities as at the end of the reporting period: -
- (a) whether secured or unsecured, and a breakdown between secured and unsecured, if applicable;
 - (b) breakdown between short term and long term borrowings; and
 - (c) whether denominated in foreign currency, and a breakdown of the debt/borrowings in each currency, if applicable.
- (11) A summary of off balance sheet financial instruments by type and maturity profile at the latest practicable date which shall not be earlier than 7 days from the date of issue of the quarterly report, including the following information: -
- (a) the face or contract amount (or notional principal amount if there is no face or contract amount); and
 - (b) the nature and terms, including at minimum, a discussion of:-
 - (i) the credit and market risk of those instruments;
 - (ii) the cash requirement of those instruments; and
 - (iii) the related accounting policies.

- (12) Changes in material litigation (including status of any pending material litigation) since the last annual balance sheet date which shall be made up to a date not earlier than 7 days from the date of issue of the quarterly report.
- (13) Dividend: To be completed if a decision regarding dividend has been made. (State whether dividend amount is before tax, net of tax or tax exempt and if before tax or net of tax, state the tax rate): -
- (a) (i) An interim/final ordinary dividend has/has not been declared/recommended;
 - (ii) The amount per share...sen;
 - (iii) The previous corresponding period ... sen;
 - (iv) The date payable...; and
 - (v) In respect of deposited securities, entitlement to dividends will be determined on the basis of the record of depositors as atdd/mm/yyyy; and
- (b) The total dividend for the current financial year...sen.
- (14) To disclose the following in respect of earnings per share: -
- (a) The amount used as the numerator in calculating basic and diluted earnings per share and a reconciliation of those amounts to the net profit or loss for the reporting period; and
 - (b) The weighted average number of ordinary shares used as the denominator in calculating basic and diluted earnings per share, and a reconciliation of these denominators to each other.
- (15) Where the audit report of the [company corporation](#)'s preceding annual financial statements was qualified, disclosure of the qualification and the current status of the matter(s) giving rise to the qualification for the current quarter and financial year to date.

[End of Appendix]

APPENDIX 9C

Contents of annual report

(Rule 9.28)

- (1) The address, telephone and facsimile numbers of the registered office;
- (2) The address, telephone and facsimile numbers of each office at which a register of securities is kept;
- (3) The particulars of each director in the ~~listed company~~listed corporation including the following information:-
 - (a) the name, age, nationality, qualification and whether the position is an executive or non-executive one and whether such director is an independent director;
 - (b) working experience and occupation;
 - (c) the date he was first appointed to the board;
 - (d) the details of any board committee to which he belongs;
 - (e) any directorship of public companies;
 - (f) any family relationship with any director and/or major shareholder of the ~~listed company~~listed corporation;
 - (g) any conflict of interest that he has with the ~~listed company~~listed corporation;
 - (h) the list of convictions for offences within the past 10 years other than traffic offences, if any; and
 - (i) the number of board meetings attended in the financial year;
- (4) Name of the chief executive officer and where the chief executive officer is not a director, the following particulars:-
 - (a) the name, age, nationality and qualification;
 - (b) working experience;
 - (c) the date he was first appointed to the ~~listed company~~listed corporation;
 - (d) the details of any interest in the securities of the ~~listed company~~listed corporation or its subsidiaries;
 - (e) any directorship of public companies;
 - (f) any family relationship with any director and/or major shareholder of the ~~listed company~~listed corporation;
 - (g) any conflict of interest that he has with the ~~listed company~~listed corporation; and
 - (h) the list of convictions for offences within the past 10 years other than traffic offences, if any;

- (5) The name of the company secretary;
- (6) The name, address and telephone number of the Sponsor of the [listed company listed corporation](#);
- (7) The audit committee report in respect of the financial year required under Rule 15.15;
- (8) Management's discussion which represents the collective view of the board of directors setting out a balanced summary which includes the following:-
 - (a) a brief description of the industry trend and development;
 - (b) for technology companies, a brief of total research and development expenses spent for the year, an update on the research facilities and the technology development;
 - (c) a discussion and analysis of the group's performance during the year and the material factors underlying its results and financial position. It should emphasise trends and identify significant events or transactions during the year under review; and
 - (d) the prospects of the [listed company listed corporation](#);
- (9) A statement relating to corporate governance in respect of the financial year required under Rule 15.25;
- (10) A responsibility statement in respect of the annual audited [accounts financial statements](#) required under Rule 15.26(a);
- (11) A statement on internal control in respect of the financial year required under Rule 15.26(b);
- (12) The remuneration of directors of the [listed company listed corporation](#) for the financial year and in the following manner:-
 - (a) the aggregate remuneration of directors with categorisation into appropriate components (e.g. directors' fees, salaries, percentages, bonuses, commission, compensation for loss of office, benefits in kind based on an estimated money value) distinguishing between executive and non-executive directors; and
 - (b) the number of directors whose remuneration falls in each successive band of RM50,000 distinguishing between executive and non-executive directors;
- (13) The total number of board meetings held during the financial year;
- (14) Where applicable, a brief explanation of the status of utilisation of proceeds raised from any corporate proposal;
- (15) The information required under Rule 12.24 in respect of share buy-backs for the financial year;
- (16) The amount of options, warrants or convertible securities issued by the [listed company listed corporation](#) which are exercised during the financial year;
- (17) A brief explanation on the depository receipt programme sponsored by the [listed company listed corporation](#), including the following:-

- (a) the number and names of the custodians holding the securities for which the depository receipts are issued;
 - (b) the total number and percentage of the securities for which the depository receipts are issued against its issued and paid-up capital and a breakdown of the same in respect of the securities held by each custodian;
 - (c) the name of the depository bank; and
 - (d) the stock market in which the depository receipts are traded (if applicable).
- (18) Particulars of all sanctions and/or penalties imposed on the ~~listed company~~listed corporation and its subsidiaries, directors or management by the relevant regulatory bodies;
- (19) The amount of non-audit fees incurred for services rendered to the ~~listed company~~listed corporation or its subsidiaries for the financial year by the ~~listed company~~listed corporation's auditors, or a firm or ~~company~~corporation affiliated to the auditors' firm;
- (20) Where the results for the financial year differ by 10% or more from any profit estimate, forecast or projection or unaudited results previously made or released by the ~~listed company~~listed corporation for that period, an explanation of the difference and a reconciliation thereof;
- (21) Any shortfall in the profit guarantee received by the ~~listed company~~listed corporation in the financial year as compared with the profit guarantee (if any) and steps taken to recover the shortfall;
- (22) Particulars of material contracts of the ~~listed company~~listed corporation and its subsidiaries, involving directors' and major shareholders' interests, either still subsisting at the end of the financial year or, if not then subsisting, entered into since the end of the previous financial year, providing the following particulars in respect of each such contract:-
- (a) the date;
 - (b) the parties;
 - (c) the general nature;
 - (d) the consideration passing to or from the ~~listed company~~listed corporation or any other company in the group;
 - (e) the mode of satisfaction of the consideration; and
 - (f) the relationship between the director or major shareholder and the contracting party (if the director or major shareholder is not the contracting party).
- If no such material contract has been entered into, a statement to that effect;
- (23) Where the above contract relates to a loan, the following particulars in respect of each loan:-
- (a) the names of the lender and the borrower;

- (b) the relationship between the borrower and the director or major shareholder (if the director or the major shareholder is not the borrower);
 - (c) the purpose of the loan;
 - (d) the amount of the loan;
 - (e) the interest rate;
 - (f) the terms as to payment of interest and repayment of principal; and
 - (g) the security provided;
- (24) A statement indicating the date of such statement and setting out:-
- (a) the names of the substantial shareholders (excluding bare trustees) and their direct and deemed interests stating the number and percentage of shares in which they have an interest as shown in the register of substantial shareholders of the ~~listed company~~ listed corporation;
 - (b) a statement showing the direct and deemed interests of each director (including number and percentage) in the ~~listed company~~ listed corporation, or in a related corporation, appearing in the register maintained under section 134 of the Companies Act 1965;
 - (c) the number of holders of each class of equity securities and any convertible securities and the voting rights attaching to each class;
 - (d) a distribution schedule of each class of equity securities and any convertible securities setting out the number of holders and percentage in the following categories:-

No. of Holders	Holdings	Total Holdings	%
	less than 100		
	100 to 1,000		
	1,001 to 10,000		
	10,001 to 100,000		
	100,001 to less than 5% of issued shares		
	5% and above of issued shares		
 - (e) the names of the 30 securities account holders having the largest number of securities from each class of equity securities and convertible securities according to the Record of Depositors (without aggregating the securities from different securities accounts belonging to the same person) and the number and percentage of equity securities and convertible securities of each class held. In the case of securities account holders which are authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991, information in the account qualifier field of the securities account must also be stated;
- (25) A statement regarding the revaluation policy on landed properties in respect of the financial year;

(26) Particulars of each property of the ~~listed company~~listed corporation or its subsidiaries which net book value is 5% or more of the consolidated total assets of the ~~listed company~~listed corporation as at the end of the financial year (hereinafter referred to as the "material properties"). In the event the number of the material properties is less than 10, particulars of the top 10 properties in terms of highest net book value (inclusive of the material properties) as at the end of the financial year. Particulars of such properties to be set out are as follows:-

- (a) the address of each property;
 - (b) in respect of each property :-
 - (i) a brief description (e.g. land or buildings, approximate areas, etc);
 - (ii) the existing use (e.g. shops, offices, factories, residential, etc);
 - (iii) the tenure (i.e. freehold, or leasehold and if leasehold, the date of expiry of the lease);
 - (iv) the approximate age of the buildings;
 - (v) the net book value; and
 - (vi) where revaluation has been carried out, the date of last revaluation and if none, the date of acquisition.
- (27) A statement by the audit committee in relation to allocation of options pursuant to a share scheme for employees as required under Rule 8.24;
- (28) A breakdown of the options offered to and exercised (if any) by non-executive directors pursuant to a share scheme for employees in respect of the financial year in tabular form as follows:-

Name of director	Amount of options offered	Amount of options exercised
1.		
2.		
3.		
Total		

- (29) A statement by the board of directors containing a brief description on the type of training that the directors have attended for the financial year. Where any of the directors have not attended any training during the financial year, to state the reasons thereof for each director;
- (30) A brief description of the corporate social responsibility activities or practices undertaken by the ~~listed company~~listed corporation and its subsidiaries or if there are none, a statement to that effect; and
- (31) A statement relating to the internal audit function of the ~~listed company~~listed corporation, i.e. whether the internal audit function is performed in-house or is outsourced and the costs incurred for the internal audit function in respect of the financial year.

[End of Appendix]

CHAPTER 10 TRANSACTIONS

PART A – GENERAL

10.01 Introduction

This Chapter sets out the requirements that must be complied with in respect of transactions entered into by a ~~listed company~~listed corporation or its subsidiaries.

PART B – DEFINITIONS

10.02 Definitions

For the purpose of this Chapter, unless the context otherwise requires:-

- (a) "acquisition or disposal of assets" ~~shall include~~s an option to acquire or dispose of assets;
- (b) "assets" ~~shall include means all types of assets including securities, and businesses and business undertakings;~~
business undertakings;
- (bA) "core business" means the business which provides the principal source of operating revenue or after-tax profits to a listed corporation on a sustainable basis as a going concern, and which comprises the principal activities of the listed corporation;
- (c) "director" ~~shall have~~has the meaning given in section 42(1) of the ~~Companies Act 1965~~CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of the ~~listed company~~listed corporation or any other company which is its subsidiary or holding company or a chief executive ~~officer~~ of the ~~listed company~~listed corporation, its subsidiary or holding company;
- (d) "financial assistance" ~~shall include~~s:-
 - (i) lending or advancing of money;
 - (ii) guaranteeing, indemnifying or providing collateral for a debt; or
 - (iii) forgiving a debt, releasing or neglecting to enforce a financial obligation of another, or assuming the financial obligations of another;
- (e) "joint venture" means a contractual arrangement between 2 or more parties to undertake a specific business project subject to joint control in which the parties meet the costs of the project and receive a share of any resulting output;
- (eA) "major shareholder" includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the listed ~~company~~corporation as defined under Rule 1.01 or any other ~~company~~corporation which is its subsidiary or holding company;
- (f) "percentage ratios" means the figures, expressed as a percentage, resulting from each of the following calculations:-
 - (i) the value of the assets which are the subject matter of the transaction, compared with the net assets of the ~~listed company~~listed corporation;

- (ii) net profits (after deducting all charges and taxation and excluding extraordinary items) attributable to the assets which are the subject matter of the transaction, compared with the net profits of the ~~listed company~~listed corporation;
 - (iii) the aggregate value of the consideration given or received in relation to the transaction, compared with the net assets of the ~~listed company~~listed corporation;
 - (iv) ~~the equity share capital issued by the listed company~~the equity share capital issued by the listed corporation as consideration for an acquisition, compared with the equity share capital previously in issue;
 - (v) the aggregate value of the consideration given or received in relation to the transaction, compared with the market value of all the ordinary shares of the ~~listed company~~listed corporation;
 - (vi) the total assets which are the subject matter of the transaction compared with the total assets of the ~~listed company~~listed corporation;
 - (vii) in respect of joint ventures, business transactions or arrangements, the total project cost attributable to the ~~listed company~~listed corporation compared with the total assets of the ~~listed company~~listed corporation or in the case where a joint venture company is incorporated as a result of the joint venture, the total equity participation of the ~~listed company~~listed corporation in the joint venture company (based on the eventual issued capital of the joint venture company) compared with the net assets of the ~~listed company~~listed corporation. The value of the transaction should include shareholders' loans and guarantees to be given by the ~~listed company~~listed corporation; or
 - (viii) the aggregate original cost of investment of the subject matter of the transaction divided by the net assets of the ~~listed company~~listed corporation, in the case of a disposal and where the acquisition of the subject matter took place within the last 5 years;
- (g) "related party transaction" means a transaction entered into by the listed company or its subsidiaries which involves the interest, direct or indirect, of a related party;
- ~~(h) "major shareholder" includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the listed company as defined under Rule 1.01 or any other company which is its subsidiary or holding company;~~
- (i) ~~_____~~ "transaction", in relation to:-
- (i) Part D of this Chapter, means the ~~_____~~ acquisition or disposal of assets by a ~~listed company~~listed corporation or its subsidiaries but excludes the following:
 - (aa) _____ transactions of a revenue nature in the ordinary course of business; and
 - (bb) in relation to an acquisition or disposal of real estates for the purpose of the core business of the listed corporation, where the real estates are held as current assets of the listed corporation.
 - (ii) Part E of this Chapter, includes:-

- (aa) the acquisition, disposal or leasing of assets;
 - (bb) the establishment of joint ventures;
 - (cc) the provision of financial assistance;
 - (dd) the provision or receipt of services; or
 - (ee) any business transaction or arrangement entered into,
by a ~~listed company~~listed corporation or its subsidiaries; and
- (iii) Parts D and E of this Chapter, excludes transactions entered into between a ~~listed company~~listed corporation (or any of its wholly-owned subsidiaries) and its wholly owned subsidiary.
- (j) _____ “value of the consideration” ~~shall~~includes any liability to be assumed.
- (k) _____ “very substantial transaction” means a disposal or acquisition of an asset where any of the percentage ratios is 100% or more, except an acquisition which will result in significant change in the business direction or policy of a listed corporation.

PART C - VALUATION AND INFORMATION

10.03 Basis of valuation

- (1) For the purposes of determining the value of the assets referred to in Rule 10.02(f)(i), the following ~~shall apply~~applies:-
- (a) in an acquisition of equity interest in a ~~company~~corporation— which would not result in such equity interest being accounted for using the equity method, ~~the such~~ value ~~thereof~~ is to be assessed by reference to the cost of investment;
 - (b) in an acquisition of equity interest in a ~~company~~corporation— which would result in ~~÷~~
 - (i) such equity interest being accounted for using the equity method; or
 - (ii) such ~~company~~corporation being ~~included in consolidation in the preparation of accounts consolidated into the group accounts~~ (~~hereinafter~~ referred to in this Rule as “consolidation”);~~the such~~ value ~~thereof~~ is to be assessed by reference to the book value of the net assets represented by such equity interest;
 - (c) in a disposal of equity interest in a ~~company~~corporation where prior to the disposal such equity interest was not accounted for using the equity method, ~~the such~~ value ~~thereof~~ is to be assessed by reference to the carrying amount of the investment-;
 - (d) in a disposal of equity interest in a ~~company~~corporation where prior to the disposal:-
 - (i) such equity interest was accounted for using the equity method; or

- (ii) such companycorporation was included in consolidation;
~~the such~~ value ~~thereof~~ is to be assessed by reference to the book value of the net assets represented by such equity interest; or
 - (e) in any acquisition of assets other than equity interest, the value of such assets ~~shall~~must be assessed by reference to the consideration. In the case of any disposal of assets other than equity interest, the value of such assets ~~shall~~must be assessed by the consideration or the net book value of those assets, whichever is greater.
- (1A) For the purposes of determining the net profits attributable to the assets referred to in Rule 10.02(f)(ii) in relation to:-
- (a) an acquisition of equity interest in a companycorporation which would not result in such equity interest being accounted for using the equity method, ~~the such~~ net profits ~~thereof is are~~ to be assessed by reference to the dividend income derived from such—_investment based on the last financial year end of such companycorporation; and
 - (b)—_ a disposal of equity interest of a companycorporation where, prior to the disposal such equity interest was not accounted for using the equity method, ~~the such~~ net profits ~~thereof is are~~ to be assessed by reference to the dividend income derived from such—_investment based on the last financial year end of the ~~listed~~ companylisted corporation.
- (2) The market value of the equity share capital of the companycorporation ~~shall~~will be determined as the weighted average market price for the equity share capital for the 5 market days prior to the date on which the terms of the transaction were agreed upon.
- (3) For the purpose of computation of indicators of materiality (including the percentage ratios) in this Chapter, the following ~~shall apply~~ applies:-
- (a) the figures used must, in the case of total assets, net assets, net book value of assets and net profits, be figures shown in the latest published or announced audited ~~accounts~~financial statements of the ~~listed~~ companylisted corporation or audited consolidated ~~accounts~~financial statements of the ~~listed~~ companylisted corporation, if the ~~listed~~ companylisted corporation has subsidiaries;
 - (b) the total assets, net assets and net book value of assets may be adjusted to take into account subsequent completed transactions in respect of which adequate information has already been issued to shareholders and where the adjustments have been reviewed by the ~~listed~~ companylisted corporation's external auditors and a copy of the external auditors' review report is furnished to the Exchange;
 - (c)—_ the ~~listed~~ companylisted corporation may use the total assets, net assets, net book value of assets included in the balance sheet in its latest published—_ or announced interim financial report provided that the report has been reviewed by the ~~listed~~ companylisted corporation's external auditors and a copy of the external auditors' review report is furnished to the Exchange;
 - (d)—_ the ~~listed~~ companylisted corporation may use the net profits based on the unaudited 12 months results provided that the results have been reviewed by the ~~listed~~ companylisted corporation's—_ external auditors and a copy of the external auditors' review report is furnished to the Exchange; and

- (e)– the figures used must, in the case of cost of investment or carrying amount of the investment referred to in sub-Rule (1) above, be based on:-
- (i) the latest published or announced audited ~~accounts~~ financial statements of the ~~listed company~~ listed corporation or audited consolidated ~~accounts~~ financial statements of the ~~listed company~~ listed corporation, if the ~~listed company~~ listed corporation has subsidiaries; or
 - (ii) the latest published or announced interim financial report of the ~~listed company~~ listed corporation provided that the report has been reviewed by the ~~listed company~~ listed corporation's external auditors and a copy of the external auditors' review report is furnished to the Exchange.
- (4) In the case of an acquisition or disposal by the grant or exercise of an option, the consideration for the acquisition or disposal is the total of the issue price of the option and its exercise price.
- (5) If deferred consideration is or may be payable or receivable by a ~~listed company~~ listed corporation or its subsidiary in the future, the consideration to be taken into account is the maximum total consideration payable or receivable under the transaction.
- (6) In circumstances where any one of the percentage ratios produces an anomalous result or where the percentage ratios are inappropriate to the sphere of the activity of the ~~listed company~~ listed corporation, or for any other reason that the Exchange deems fit, the Exchange may:-
- (a) disregard the results or percentage ratio; and/or
 - (b) substitute or apply other relevant indicators of size.
- (7) The calculation set out in sub-Rule 10.02(f)(v) is only applicable in respect of:-
- (a) transactions involving consideration in the form of listed equity shares; or
 - (b) transactions where all the other percentage ratios produce anomalous results or are inapplicable.
- (8) -In relation to any acquisition or disposal of equity interest in a ~~company~~ corporation, the calculation set out in sub-Rule 10.02(f)(vi) is only applicable where:-
- (a) the acquisition would result in:-
 - (i) ~~such equity interest being accounted for using the equity method; or~~
 - (ii) ~~such company~~ corporation being included in ~~consolidation; or~~
 - (b) prior to the disposal, ~~:-~~
 - (i) ~~such equity interest was accounted for using the equity method; or~~
 - (ii) ~~such company~~ corporation was included in consolidation.
- (9) For the purposes of this Rule, unless the context otherwise requires, the following words or expressions ~~shall when used herein,~~ have the meanings given under the approved accounting standards of the Malaysian Accounting Standards Board:-

- (a) equity method;
- (b) carrying amount; and
- (c) consolidation.

10.03A Valuation report

- (1) Where a listed corporation proposes to enter into a Relevant Transaction which involves an acquisition or disposal of any real estate or a property investment corporation or property development corporation, it must–
 - (a) submit 2 copies of the valuation report on the real estate concerned to the Exchange and a copy of the valuer's undertaking letter in the form of Appendix 6H together with the circular to its shareholders; and
 - (b) ensure that the valuation certificate included in the circular in sub-Rule (a) above is current and in any event, must not be more than 6 months prior to the date of the circular.
- (2) For the purpose of sub-Rule (1), Relevant Transaction means a transaction where any one of the percentage ratios –
 - (a) for a transaction falling under Part D, is 50% or more; or
 - (b) for a related party transaction falling under Part E, is 5% or more.
- (3) For acquisition of assets which results in a change in the core business of a listed corporation to that of property development or property investment, the listed corporation must appoint an independent external valuer to conduct a valuation on all the real estate that it is acquiring.
- (4) A listed corporation and its valuer must ensure that the valuation report submitted pursuant to this Rule 10.03A complies with these Requirements and the Commission's Guidelines on Asset Valuation.

10.03B Exchange's right to seek second opinion

- (1) The Exchange may obtain a second opinion on the valuation submitted by the listed corporation from a valuer appointed by the Exchange at the expense of the listed corporation (referred to as "Second Opinion Valuation"), whenever the Exchange deems appropriate.
- (2) Upon receipt of the Second Opinion Valuation, the Exchange may require the listed corporation to comply with any instruction, directive or conditions issued or imposed by the Exchange.

PART D – ACQUISITIONS AND DISPOSALS

10.04 Requirements ~~in the case of transactions exceeding 5%~~ for transactions with percentage ratio of 5% or more

- (1) ~~For a transaction w~~here any one of the percentage ratios of a transaction is equal to or exceeds 5% or more, the listed corporation must announce the transaction to the

Exchange as soon as possible after terms of the transaction have been agreed, ~~the listed company~~ The listed corporation must ~~make an immediate announcement to the Exchange of such transaction which announcement shall~~ include the information set out in Appendix 10A in the announcement.

- (2) The ~~listed company~~ listed corporation must also furnish the Exchange the percentage ratios applicable to such transaction, in a separate letter, on the day of the announcement referred to in sub-Rule (1) above.
- (3) Sub-Rules (1) and (2) do not apply to a transaction where the value of the consideration given or received in relation to the transaction is less than RM100,000.

10.05 Transactions exceeding 15% Requirements for transactions with percentage ratio of 25% or more

- (1) ~~For a transaction w~~ here any one of the percentage ratios of a transaction is equal to or exceeds 15%25% or more, in addition to the requirements of Rule 10.04, the ~~listed company~~ listed corporation must ~~send a copy of the announcement referred to in Rule 10.04 to the shareholders of the listed company~~ for information not later than 10 market days after the date of the announcement ensure that the announcement of such transaction is made by a Sponsor or Adviser, as the case may be.
- (2) Sub-Rule (1) does not apply to a transaction where the value of the consideration given or received in relation to the transaction is less than RM100,000.

10.06 Transactions exceeding 25% Requirements for transactions with percentage ratio of 50% or more

- (1) ~~For a transaction w~~ here any one of the percentage ratios of a transaction is equal to or exceeds 25%50% or more, in addition to the requirements of Rules 10.04 and 10.05, the ~~listed company~~ listed corporation must—
 - (a) issue a circular which includes the information set out in Appendix 10B to its shareholders obtain the approval of its shareholders in general meeting of the transaction and ensure that the circular to shareholders includes the information set out in Appendix 10B;
 - (b) seek shareholder approval of the transaction in a general meeting; and
 - (c) appoint a Sponsor or Adviser, as the case may be, before the terms of the transaction are agreed upon.
- (2) ~~The draft~~ The listed corporation's Sponsor or Adviser, as the case may be, must submit a copy of the circular must be submitted to the Exchange together with—
 - (a) a checklist showing compliance with Appendix 10B; and
 - (b) a valuation report in accordance with Rule 10.03A, where applicable.
- (3) Sub-Rules (1) and (2) do not apply to a transaction where the value of the consideration given or received in relation to the transaction is less than RM100,000.

10.07 Requirements ~~in the case of transactions 5% and below~~ for transactions with percentage ratio below 5%

- (1) ~~In the case of a transaction w~~Subject to Rule 10.08(1), where all the percentage ratios of a transaction is are less than 5%: ~~(a) if and~~ the consideration is satisfied in cash or unquoted securities, ~~and if it is not a related party transaction,~~ no announcement of the transaction is required. ~~If, however, the listed company wishes to make the information available, an announcement should also be given to the Exchange which shall include:-~~
- ~~(i) the details of the consideration;~~
 - ~~(ii) the particulars of the transaction; and~~
 - ~~(iii) a statement that the directors, major shareholders and/or person connected with them have no interests, direct or indirect, in the transaction; or~~
- (2) If the listed corporation wishes to voluntarily announce the transaction to the Exchange, the listed issuer must include—
- (a) the details of the consideration;
 - (b) the particulars of the transaction; and
 - (c) a statement that the directors, major shareholders or person connected with them have no interests, direct or indirect, in the transaction.
- ~~(b)-(3) if~~Where the purchase consideration for the transaction is satisfied wholly or partly in securities for which listing is being sought, the ~~listed company~~listed corporation must ~~furnish the Exchange with an announcement as required in~~ immediately announce the transaction in accordance with Rule 10.04.;

PART E - RELATED PARTY TRANSACTIONS

10.08 Related party transactions

- (1) ~~For a related party transaction, a listed company must make an immediate announcement~~Where any one of the percentage ratios of a related party transaction is 0.25% or more, a listed corporation must immediately announce the related party transaction to the Exchange of such transaction, which announcement shall include the information set out in Appendices 10A and 10C where any one of the percentage ratios is equal to or exceeds 0.25%, except where:-
- (a) the value of the consideration given or received in relation to the transaction is less than RM100,000; or
 - (b) in relation to recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of a listed company or its subsidiaries as defined under Rule 10.09 and Guidance Note No. 8/2006.
- The listed corporation must include the information set out in Appendices 10A and 10C in such announcement.
- (2) Subject to the provisions of sub-Rules (9) and (9A) below, ~~for a related party transaction~~ where any one of the percentage ratios of a related party transaction is ~~equal to or~~

~~exceeds 5% or more, in addition to sub-Rule (1), the following must be complied with by the listed company a listed corporation must:-~~

- (a) ~~send a circular which includes the information set out in Appendix 10B and Part A of Appendix 10D must be sent to the shareholders which shall include the information set out in Appendix 10B and Part A of Appendix 10D.~~ The draft circular must also be submitted to the Exchange together with—
- (i) a checklist showing compliance with Appendix 10B and Part A of Appendix 10D; and
 - (ii) a valuation report in accordance with Rule 10.03A, where applicable;
- (b) ~~seek the shareholders' approval of the transaction must be sought~~ in a general meeting; and
- (c) (i) appoint an independent adviser must be appointed; and
- (ii) engage the services of a Sponsor or Adviser, as the case may be, before the terms of the transaction are agreed upon.
- (3) (a) The independent adviser referred to in sub-Rule (2)(c) above must ~~be appointed by the listed company before the terms of the transaction are agreed upon and~~
- (i) ~~an independent adviser, if appointed during the period when the listed company is a Sponsored Company, must be an Adviser; and~~
 - (ii) ~~if appointed when the listed company has ceased to be a Sponsored Company, must be a corporate finance adviser.~~
- ~~For the purpose of this Part E, Sponsored Company has the meaning given in Rule 4.02.~~
- (i) be a person from the Register of Sponsors; and
 - (ii) if appointed during the Fixed Period, be a person other than the listed corporation's Sponsor.
- (b) It ~~shall be~~ the duty and the responsibility of the independent adviser to:-
- (i) ~~confirm to the Exchange of its eligibility to act as an independent adviser within a period of 2 weeks after the announcement of the transaction;~~
~~[Deleted]~~
 - (ii) comment as to:-
 - (aa) whether the transaction is fair and reasonable so far as the shareholders are concerned; and
 - (bb) whether the transaction is to the detriment of minority shareholders and such opinion must set out the reasons for, the key assumptions made and the factors taken into consideration in forming that opinion; and

- (iii) advise minority shareholders on whether they should vote in favour of the transaction-; and
 - (iii) take all reasonable steps satisfy itself that it has a reasonable basis to make the comments and advice in sub-Rules (ii) and (iii) above.
- (3A) It is the duty and responsibility of the Sponsor or Adviser referred to in sub-Rule 2(c)(ii) above to-
- (a) ensure that such transaction-
 - (i) is carried out on fair and reasonable terms and conditions, and not to the detriment of minority shareholders of the listed corporation; and
 - (ii) complies with the relevant laws/regulations/guidelines, where applicable; and
 - (b) ensure full disclosure of all information required to be disclosed in the announcement and circular.
- (4) ~~Subject to the provisions of sub-Rule (9) below, for a related party transaction, where any one of the percentage ratios is equal to or exceeds 25%, the following must be complied with by the listed company:-~~
- ~~(a) a main adviser, which shall be an Adviser, must be appointed by the listed company before the terms of the transaction are agreed upon, and it shall be the duty and responsibility of the main adviser to:-~~
 - ~~(i) ensure that such transaction:-~~
 - ~~(aa) is carried out on fair and reasonable terms and conditions, and not to the detriment of minority shareholders of the listed company; and~~
 - ~~(bb) complies with the relevant laws/regulations/guidelines, where applicable;~~
 - ~~(ii) ensure full disclosure of all information required to be disclosed in the announcement and circular; and~~
 - ~~(iii) confirm to the Exchange after the transaction has been completed and all the necessary approvals have been obtained, that it has discharged its responsibility with due care in regard to the transaction; and~~
 - ~~(b) an independent adviser must be appointed by the listed company before terms of the transaction are agreed upon, and it shall be the duty and responsibility of the independent adviser to:-~~
 - ~~(i) confirm to the Exchange of its eligibility to act as an independent adviser within a period of 2 weeks after the announcement of the transaction~~
 - ~~(ii) comment as to:-~~
 - ~~(aa) whether the transaction is fair and reasonable so far as the shareholders are concerned; and~~

- (bb) ~~whether the transaction is to the detriment of minority shareholders and such opinion must set out the reasons for, the key assumptions made and the factors taken into consideration in forming that opinion; and~~
- (iii) ~~advise minority shareholders on whether they should vote in favour of the transaction.~~
- (c) ~~the independent adviser appointed:-~~
- (i) ~~during the period when the listed company is a Sponsored Company, must be an Adviser; and~~
- (ii) ~~when the listed company is no longer a Sponsored Company, must be a corporate finance adviser. [Deleted]~~
- (5) The Exchange has the discretion not to allow an independent adviser to continue to act or be appointed as an independent adviser if, in its opinion, the adviser is deemed not to be independent.
- (6) A director with any interest, direct or indirect, (referred to as "~~the~~ interested director" in this Part E) must abstain from board deliberation and voting on the relevant resolution in respect of the related party transaction.
- (7) In a meeting to obtain shareholders' approval:-
- (a) the interested director, major shareholder or person connected with a director or major shareholder with any interest, direct or indirect (referred to as "~~the~~ interested major shareholder" or "~~the~~ interested person connected with a director or major shareholder" in this Part E); and
- (b) ~~where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder,~~
- must not vote on the resolution approving the transaction. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transaction.
- (8) An interested director in a related party transaction, must inform the board of directors of the ~~listed company~~listed corporation or its subsidiary, as the case may be, ~~of~~ the details of the nature and extent of his interest, including all matters in relation to the proposed transaction that he is aware or should reasonably be aware of, which is not in the best interest of the ~~listed company~~listed corporation or its subsidiary, as the case may be.
- (9) ~~For a related party transaction entered into between a subsidiary of a listed company and another person, w~~Where any one of the percentage ratios of a related party transaction entered into between a subsidiary of a listed corporation and another person, is ~~equal to or exceeds~~ 5% or more and there are no other interested relationships except for a related party having an interest in the transaction who is:-
- (a) a director or major shareholder of such subsidiary or the holding company of such subsidiary (other than the ~~listed company~~listed corporation or the holding company of the ~~listed company~~listed corporation) (~~hereinafter~~ referred to in this sub-Rule as the "~~interested said~~ director" or "~~interested said~~ major shareholder"); or

- (b) a person connected with the ~~interested-said~~ director or ~~interested~~said major shareholder;

the ~~listed company~~listed corporation is exempted from:-

- (i) issuing a circular to shareholders;
- (ii) obtaining ~~a~~ shareholders' approval of the transaction in general meeting; and
- (iii) appointing ~~a main adviser and an~~ independent adviser or engaging the service of a Sponsor or Adviser, as the case may be;

provided that the board of directors of the ~~listed company~~listed corporation:-

- (aa) approves the transaction before the terms of transaction are agreed upon; and
- (bb) ensures that the transaction is fair and reasonable to the ~~listed company~~listed corporation, and is in the best interests of the ~~listed company~~listed corporation.

- (9A) Sub-Rules (2), ~~(3), (4)~~ and (9) do not apply to a related party transaction where the value of the consideration given or received in relation to the transaction is less than RM100,000.

- (10) The following transactions are not ~~normally regarded as related party transactions~~required to comply with sub-Rules (1) and (2) above:-

- (a) the payment of dividend, issue of securities by the ~~listed company~~listed corporation—by way of a bonus issue or for cash (~~but shall be~~ subject to Rule 6.11), subdivision of shares,—_consolidation of shares or reduction in the par value of shares;
- (b) a transaction between a ~~listed company~~listed corporation or any of its subsidiaries and an investee company, where the related party has no interest in the investee company;
- (c) a transaction between the ~~listed company~~listed corporation or any of its subsidiaries and another person, where there are no other interested relationships except for common directorships provided that the directors who have common directorships have:-
 - (i) shareholdings in the other person which is less than 1% other than via the ~~listed company~~listed corporation;—_and
 - (ii) no other interest such as commission or other kinds of benefits received from the ~~listed company~~listed corporation or any of its subsidiaries or the other person in relation to the said transaction;
- (d) an acquisition or disposal by the ~~listed company~~listed corporation or any of its subsidiaries from or to a third party of an interest in another company where the related party holds less than 5% in that other company other than via the ~~listed company~~listed corporation;
- (e) the receipt of financial assistance or services, upon normal commercial terms and in the ordinary course of business, from a company whose activities are regulated by any written law relating to banking, finance companies or insurance

and are subject to supervision by Bank Negara Malaysia;

- (f) director's fees and remuneration, and employment remuneration;
- (g) a transaction between a ~~listed company~~listed corporation or any of its subsidiaries and another person for the provision or receipt of goods or services which are Exempted Transactions where:-
 - (i) the goods or services are purchased, sold or rendered based on a non-negotiable fixed price or rate which is published or publicly quoted; and
 - (ii) all material terms including the prices or charges are applied consistently to all customers or classes of customers.

For the purposes of this ~~paragraph~~Rule:-

- (i) "goods" ~~shall exclude~~s securities;
- (ii) "classes of customers" ~~shall exclude~~s such class by reason solely or otherwise that the customers are related parties of the ~~listed company~~listed corporation or its subsidiaries;
- (iii) "Exempted Transactions" means the following:-
 - (aa) provision or usage of public utility services such as water, electricity, telecommunications, postal or courier services, insurance, unit trusts, stockbroking services, public transport, education, medical services, provision or usage of tolled highways, hotel facilities and recreational services, provision or consumption of fuel on retail or food and beverage at eateries, provision or purchase of goods at retail outlets such as supermarkets, hypermarkets or departmental stores; and
 - (bb) such other types of transactions that may be prescribed by the Exchange from time to time;
- (h) the entry into or renewal of tenancy of properties of not more than 3 years, the terms of which are supported by an independent valuation;
- (i) a contract that is awarded by or on behalf of the Government of Malaysia or a State Government to the ~~listed company~~listed corporation or its subsidiary provided that ~~an immediate announcement is made by the listed company, the listed corporation immediately announces the contract to the Exchange, which announcement shall include~~The listed corporation must include the information set out in Appendices 10A and 10C in the announcement;
- (j) a contract that is awarded by way of a public tender:-
 - (i) in relation to the listed awardee or its subsidiaries provided that ~~the listed corporation~~an immediately announces~~ment is made of to the Exchange~~ the terms of the awarded contract and the value of at least the 3 closest bids or if not applicable, such lesser number of bids received; and
 - (ii) in relation to the successful listed bidder or its subsidiaries provided that:-

- (aa) the awarder is listed or is a subsidiary of a ~~listed company~~listed corporation;
 - (bb) majority of the directors and members of the audit committees of the listed companies (whether as the bidder or the awarder or the holding companies of the bidder or awarder subsidiaries) are different; and
 - (cc) ~~an immediate announcement is made by~~ the listed bidder immediately announces the contract to the Exchange. The listed bidder which announcement shall ~~must~~ include the information set out in Appendices 10A and 10C in the announcement:-
- (k) a transaction between a ~~listed company~~listed corporation or any of its subsidiaries and another person which involves the sharing of services or facilities provided by one of more of such parties or other similar arrangements whereby the consideration merely involves reimbursement or sharing of costs in proportion to the utilisation of the services or facilities;
- (l) a transaction between the ~~listed company~~listed corporation or any of its subsidiaries and another person where there are no other interested relationships except for the related party having shareholdings in the other person which is less than 5% other than via the listed company;
- (m) a transaction between the ~~listed company~~listed corporation or any of its subsidiaries and another person where there are no other interested relationships except for:-
- (i) common major shareholders; or
 - (ii) a person connected with a major shareholder being a major shareholder of the other person,

provided that the following conditions are satisfied:-

- (aa) the major shareholder and/or the person connected with the major shareholder is/are not the largest shareholder of the ~~listed company~~listed corporation;
- (bb) the major shareholder and/or the person connected with the major shareholder is/are not a party to the said transaction, initiator, agent or involved in any other manner in the said transaction;
- (cc) the major shareholder does not have any representative in an executive capacity on the board of directors of the ~~listed company~~listed corporation or any of its subsidiaries; and
- (dd) the major shareholder is:-
 - (A) a statutory institution who is managing funds belonging to contributors or investors who are members of the public;

- (B) an entity established as a collective investment scheme such as closed end funds, unit trust or investment funds (but excluding an investment holding company); or
 - (C) an insurance company whose activities are regulated by any written law relating to insurance and are subject to supervision by Bank Negara Malaysia and the said insurance company is managing its insurance funds (together with its own shareholders' funds or otherwise). For the purposes of this sub-Rule, "insurance funds" ~~shall have~~ has the meaning given in section 2 of the Insurance Act, 1996;
- (n) a transaction between the ~~listed company~~listed corporation and another person where there are no other interested relationships except for a related party who is a director or major shareholder of a subsidiary of the ~~listed company~~listed corporation or person connected with such director or major shareholder having an interest in the transaction;
- (o) a transaction between a subsidiary of a ~~listed company~~listed corporation (~~hereinafter~~ referred to as "the transacting subsidiary") and another person where there are no other interested relationships except for a related party who is a director or major shareholder of a subsidiary of the ~~listed company~~listed corporation (other than the transacting subsidiary or holding companies of the transacting subsidiary) or a person connected with such director or major shareholder having an interest in the transaction; ~~or~~
- (p) ~~S~~Subscription to or acquisition by a ~~listed company~~listed corporation or its unlisted subsidiaries of debt securities and/or redeemable preference shares issued by or on behalf of the Government of Malaysia, Bank Negara Malaysia and/or a State Government; ~~or~~
- (q) a disposal by a listed corporation or any of its subsidiaries of an interest in an investee company where a related party is also a major shareholder or person connected with a major shareholder of the investee company (other than via the listed corporation), provided that -
- (i) the related party, person connected with the related party or both, are not a party, initiator or agent to the said disposal; and
 - (ii) the disposal is effected on the Exchange where the counterparty's identity is unknown to the listed corporation or its subsidiaries (as the case may be) at the time of the disposal.

For the purpose of this sub-Rule (q), a "disposal" includes a disposal by a listed corporation or any of its subsidiaries of an interest in an investee company on a pro-rata basis or arising from an acceptance of a take-over offer, except that sub-Rule (q)(ii) above is not be applicable in such instances.

10.09 Recurrent related party transactions of a revenue nature

- (1) ~~With regard to A~~ A listed corporation may seek a general mandate from its shareholders for related party transactions involving which are recurrent transactions of a revenue or trading nature, ~~which are~~ necessary for its day-to day operations such as supplies of materials ~~the listed company may seek a shareholders' mandate in respect of such transactions~~ subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
 - (b) the general shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' general mandate during the financial year where the aggregate value is equal to or exceeds the applicable prescribed threshold under paragraph 2.1 of GN8/2006.
 - (c) the ~~listed company~~listed corporation's circular to shareholders for the shareholders' general mandate ~~shall~~must include information set out in Part B of Appendix 10D and Appendix GN8/2006-A of Guidance Note No. 8/2006. The ~~draft~~ circular must be submitted to the Exchange together with a checklist showing compliance with Part B of Appendix 10D and Appendix GN8/2006-A of Guidance Note No. 8/2006; and
 - (d) in a meeting to obtain shareholders a general mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions.
- (2) Where a ~~listed company~~listed corporation has procured shareholders a general mandate pursuant to sub-Rule (1) above, the provisions of Rule 10.08 ~~shall~~will not apply.

PART F - REVERSE TAKE-OVERS VERY SUBSTANTIAL TRANSACTION AND SIGNIFICANT CHANGE IN THE BUSINESS DIRECTION OR POLICY

10.10 Reverse take-overs Very substantial transaction

Where a transaction is a very substantial ~~transaction acquisition or a reverse take-over~~, the listed corporation and its Sponsor or Adviser, as the case may be, must, the announcement to the Exchange and circular to be made or issued, as the case may be, by a listed issuer, shall include additional information set out in Part ~~F D~~ of Appendices 10A and 10B, respectively, in the announcement of the transaction to the Exchange and the circular issued to the shareholders, as the case may be.

10.10A Significant change in the business direction or policy of a listed corporation

- (1) Where a transaction will result in a significant change in the business direction or policy of the listed corporation, the listed corporation and its Sponsor or Adviser, as the case may be, must include additional information set out in Part H of Appendices 10A and 10B respectively, in the announcement of the transaction to the Exchange and the circular issued to the shareholders, as the case may be.
- (2) A listed corporation must submit to the Exchange for perusal, one draft copy of all circulars and other documents in relation to a transaction which will result in a significant change in the business direction or policy of the listed corporation, proposed to be sent to the holders of listed securities, within a reasonable time prior to printing together with a checklist showing compliance with the relevant parts of these Requirements.

- (3) A listed corporation must ensure that the draft circular or other draft documents submitted to the Exchange pursuant to sub-Rule (2) above are precise and complete. The Exchange reserves the right to return such documents which are incomplete or deemed unsatisfactory in the opinion of the Exchange.
- (4) A listed corporation must not issue any of the circulars and such documents referred to in sub-Rule (2) above until the Exchange has confirmed in writing that it has no further comments on the circulars or documents. Upon receipt of confirmation by the Exchange that it has no further comments on the draft circulars or documents, the circular or document must be issued immediately and in any event, no later than 7 market days after receipt of such confirmation.

PART G – OTHER REQUIREMENTS

10.11 Aggregation of transactions

- (1) The Exchange may aggregate separate transactions and treat such transactions as if they were one transaction if the terms of such transactions were agreed upon within a period of 12 months.
- (2) Without prejudice to the generality of sub-Rule (1) above, transactions which may be aggregated in accordance with that sub-Rule include the following:-
- (a) transactions entered into with the same party or with parties connected with one another;
 - (b) transactions involving the acquisition or disposal of securities or interests in one particular ~~company~~corporation/asset; or
 - (c) transactions involving the acquisition or disposal of various parcels of land contiguous to each other.

10.12 Diversification in operations carried on by a ~~listed company~~ listed corporation

- (1) A ~~listed company~~listed corporation must obtain its shareholders' approval in general meeting for any transaction or business arrangement which might reasonably be expected to result in either:-
- (a) the diversion of ~~25%–50%~~ or more of the net assets of the ~~listed company~~listed corporation to an operation which differs widely from those operations previously carried on by the ~~listed company~~listed corporation; or
 - (b) the contribution from such an operation of ~~25%–50%~~ or more of the net profits of the ~~listed company~~listed corporation.

In assessing the extent of the diversification or the amount of contribution to net profits, consideration should be taken of any associated transactions or loans affected or intended and of contingent liabilities or commitments.

- (2) For the purpose of sub-Rule (1) above, the Exchange may aggregate separate transactions and treat such transactions as if they were one transaction if the terms of the transaction were agreed upon within a period of 12 months and the total percentage ratio of assets allocated for the diversification is ~~equal to or exceeds 25% 50% or more.~~

[End of Chapter]

APPENDIX 10A

Contents of announcement in relation to transactions

(Rules 10.04(1), 10.08(1) and 10.08(10))

Part A

General information to be included, where applicable, in announcement of transactions

- (1) The details of the transaction including particulars of the assets being acquired or disposed of;
- (2) A description of the business carried on;
- (3) ~~The aggregate value of the consideration, explaining how this was arrived at and will be satisfied, including the terms of any arrangement for payment on a deferred basis. If it was based on net assets, the year the net assets was taken into consideration, quantifying the net assets and stating whether it was based on audited accounts;~~

The total consideration, together with—

- (a) the basis of arriving at the consideration. If it was based on net assets, the year the net asset was taken into consideration, quantifying the net assets and stating whether it was based on audited financial statements;
- (b) justification for the consideration; and
- (c) the manner in which the consideration will be satisfied including the terms of any arrangement for payment on a deferred basis;
- (4) The financial information on the assets which are the subject matter of the transaction, including but not limited to, net profits attributable to assets and net assets or net book value of the assets;
- (5) The effect of the transaction on the ~~listed company~~listed corporation, which includes the effect of the transaction on the earnings per share, net assets per share, gearing, share capital and substantial shareholders' shareholding of the ~~listed company~~listed corporation;
- (6) In the case of a disposal:-
 - (a) the expected gains or losses ~~arising from the transaction~~to the group;
 - (b) where the sale consideration is to be satisfied in cash the intended application of the sale proceeds and the breakdown ~~thereof, including the timeframe for full utilisation of proceeds~~, and details of the purchaser;
 - (c) where shares or other securities are intended to form part of the consideration:-
 - (i) the number, type and par value of securities to be issued;
 - (ii) the ranking of the securities;

- (iii) the issue price and the basis of determining the issue price and the justification for the pricing of the securities;-
 - (iv) a statement as to whether such securities are to be sold or retained;
 - (v) the principal activities and issued and paid-up capital of the company in which the securities are or will be held; and
 - (vi) the names of the directors and substantial shareholders of the company in which the securities are or will be held;
- (d) particulars of all liabilities to be assumed by the purchaser arising from the transaction;
- (e) the original cost of investment and the date of such investment; and
- (f)- If the disposal is expected to result in the ~~listed company~~listed corporation falling within the ambit of Guidance Note No 3/2006, a statement to that effect;
- (7) In the case of an acquisition:-
- (a) where the consideration is to be satisfied in whole or in part by an issue of securities of the ~~listed company~~listed corporation:-
 - (i) the number, type and par value of securities to be issued;
 - (ii) the ranking of the securities;
 - (iii) whether listing will be sought for the securities;
 - (iv) ~~the issue price and the basis of determining the issue price~~the issue price, basis of determining the issue price and the justification for the pricing of the securities;
 - (v) if the vendor is a company, the name and principal activity of the vendor and names of its directors and substantial shareholders together with their respective shareholdings; and
 - (vi) if the vendor is an individual, the name of the vendor;
 - (b) where the purchase consideration is to be satisfied by cash, the source of funding, the breakdown ~~thereof~~ and details of the vendor; and
 - (c) particulars of all liabilities, including contingent liabilities and guarantees to be assumed by the ~~listed company~~listed corporation, arising from the transaction; and
 - (d) ~~the original cost of investment to the vendor and the date of such investment;~~[Deleted]
- (8) Where the consideration is in the form of equity share capital, the weighted average market price for the equity share capital for the 5 market days prior to the date on which the terms of the transaction were agreed upon;

- (9) Whether the transaction is subject to the shareholder approval ~~of shareholders~~ and the relevant government authorities, and the estimated time frame for submission of the application to the relevant authorities;
- (10) Whether the directors and/or major shareholders and/or persons connected with a director or major shareholder have any interest, direct or indirect, in the transaction and the nature and extent of their interests;
- (11) The rationale for the transaction including any benefit which is expected to accrue to the ~~listed company~~listed corporation as a result of the transaction;
- (12) The salient features of the agreement and valuation report, if any, and the time and place where such documents may be inspected;
- (13) The date on which the terms of the transaction were agreed upon;
- (14) A statement by the board of directors, excluding interested directors stating whether the transaction is in the best interests of the ~~listed company~~listed corporation, and where a director disagrees with such statement, a statement by the director setting out the reasons and the factors taken into consideration in forming that opinion;
- (15) The prospects of the assets, businesses or interests to be acquired;
- (15A) ~~—~~ The risks in relation to the transaction including risk factors of the assets, businesses or interests to be acquired;
- (15B) ~~—~~ ~~If the transaction results in a change in the controlling shareholder of the listed company, the following information in respect of the new shareholder:-~~
- (a) ~~—~~ ~~the name;~~
 - (b) ~~—~~ ~~the date and place of incorporation;~~
 - (c) ~~—~~ ~~the names of directors and substantial shareholders and their respective shareholdings;~~
 - (d) ~~—~~ ~~the common directorships and controlling shareholdings in other listed companies; and~~
 - (e) ~~—~~ ~~the principal business; [Deleted]~~
- (16) The estimated time frame for the completion of the transaction;
- (16A) The highest percentage ratio applicable to the transaction pursuant to Rule 10.02(fg) of these Requirements;
- (17) ~~A statement whether the intended transaction has departed from the Commission's Guidelines for the MESDAQ Market; [Deleted]~~
- (17A) ~~—~~ Where any one of the percentage ratios is equal to exceeds 45.25%, the following information must be included:-
- (a) ~~W~~Where a feasibility report in relation to the transaction has been prepared, the name of the expert who prepared the report and a brief conclusion of the report. To state the time and place where such report may be inspected;

- (b) ~~T~~he estimated additional financial commitment required of the ~~company corporation~~ in putting the assets/businesses acquired on-stream;
 - (c) ~~F~~or depleting or specialised businesses, such as timber concessions and oil and gas businesses, information on the reserves, extraction rates and returns; ~~and~~
 - (d) ~~W~~here another ~~company corporation~~ is acquired or disposed of, or where shares or other securities in another ~~company corporation~~ are to be received as consideration for a disposal, the following information in respect of the other ~~company corporation~~ in an appendix:-
 - (i) the general nature of business conducted by the ~~company corporation~~ and its subsidiaries including principal products manufactured or services rendered and principal markets for the products or services;
 - (ii) the audited financial information (past ~~53~~ years or since incorporation, whichever is later) and the latest interim results, if available, stating turnover, profit before tax and profit after tax and minority interest;
 - (iii) where there is any material fluctuation in turnover or profits in any of the years, the explanation therefor; and
- (18) Any other information which is necessary to enable an investor to make an informed investment decision.

Part B

Additional specific information to be included in relation to joint-ventures

- (1) The details of the joint-venture partners;
- (2) The breakdown of the total capital and investment outlay in the joint venture;
- (3) The eventual issued and paid-up capital of the joint-venture company;
- (4) The number, type and par value of the shares. Where there is more than one type of shares or securities issued, the following:-
 - (a) the differences between the different types of shares ~~or securities~~;
 - (b) whether convertible; if so, the rate and period ~~thereof~~;
 - (c) whether redeemable; if so, the rate and period ~~thereof~~; and
 - (d) the tenure;
- (5) The equity interest held and to be held by the respective parties;
- (6) The name of the joint-venture company;
- (7) The source(s) of funds for financing the investment in the joint-venture company, and the breakdown ~~thereof~~; and

- (8) If no joint-venture company will be set up, the terms of cost and profit sharing and the estimated total cost of project.

Part C

Additional specific information to be included in relation to foreign acquisitions where any one of the percentage ratios of the transaction is ~~equal to or exceeds 25%~~ or more

- (1) The financial and other relevant information pertaining to the companies and/or assets to be acquired including a summary of the key audited financial data of the assets, ~~businesses~~ or interests to be acquired for the past 5 financial years or since the date of incorporation or commencement of operations, whichever is later. The financial data ~~shall~~ must include, but not be limited to, turnover, pre-tax profit, after-tax profit, shareholders' funds and total borrowings; ~~and. For depleting or specialised assets or businesses such as timber concessions and oil and gas businesses, information on the breakdown of assets or inventories, reserves, extraction rates and returns; [Deleted]~~
- (2) ~~Where the acquisition is that of the securities of a foreign company, the dividend policy of the company; [Deleted]~~
- (3) ~~The effects on resultant foreign equity ownership and proforma net assets (based on the latest audited accounts) of the listed company on completion of the proposed acquisition; [Deleted]~~
- (4) ~~[Deleted]~~
- (5) ~~The specific investment risks involved in the proposed acquisitions and the appropriate course of action that will be developed to reduce or manage the risks; [Deleted]~~
- (6) The policies on the foreign investments and repatriation of profits of the host country as well as expected timeframe in which profits are to be repatriated to Malaysia; ~~and~~
- (7) ~~A statement on the enforceability of the agreements, representations and undertakings given by the foreign counter parties under the relevant laws of domicile; [Deleted]~~

Part D

Additional specific information to be included in relation to very substantial transactions acquisitions and reverse take-overs

(Rule 10.10)

- (1) A summary of the key audited financial data of the assets, ~~businesses~~ or interests to be acquired for the past ~~35~~ financial years or since the date of incorporation or commencement of operations, whichever is later. The financial data ~~shall~~ must include, but not be limited to, turnover, pre-tax profit, after-tax profit, shareholders' funds and total borrowings;
- (2) The financial effects on proforma net assets (based on the latest audited ~~accounts~~ financial statements) of the ~~listed company~~ listed corporation on completion of the acquisition or restructuring exercise; and
- (3) For assets ~~or businesses~~ or interests to be acquired which do not have any profitability track record (as in certain privatisation cases), the information ~~shall~~ must include, but not

be limited to, the total cost needed to put on-stream the operation of the assets, ~~businesses~~ or interests and the proportion to be assumed or guaranteed by the ~~listed company~~listed corporation, the expected date on which profit contribution will accrue to the ~~listed company~~listed corporation and the expected returns to be derived.

Part E

Additional specific information to be included in relation to acquisitions or disposals of property or land or companies whose main investments or interests are in properties or land

- (1) A description of each property including:-
- (a) the postal address or identification (lot, title number, relevant mukim, district and state) of the property;
 - (b) a brief description (e.g. whether land or building, approximate area, etc.);
 - (c) the existing and proposed use (e.g. shops, offices, factories, residential, etc.); If currently let out or is proposed to be let out, the details of the rentals and the rental income or expected rental income per month or per annum. If the property to be disposed is currently used as a factory, the effect of a disposal on the operations;
 - (d) the approximate age of the buildings;
 - (e) the terms of the tenure; and if leasehold, the expiry date of the lease;
 - (f) whether any valuation was carried out on the property or land; if so, the name of the independent registered valuer, date and method of valuation and quantification of the market value;
 - (g) the net book value based on latest audited ~~accounts~~financial statements; and
 - (h) the encumbrances, if any; ~~and~~
- (2) If the land acquired or disposed of is an estate or plantation, the following additional information:
- (a) the present and future usage;
 - (b) the type of estate or plantation;
 - (c) the maturity of the trees; and
 - (d) the production for the past 3 years;
- (2)-(3) Where the properties consist of buildings, the following:-
- (a) the amount of lettable space;
 - (b) the amount of lettable space available for letting and the occupancy; and
 - (c) the percentage of occupancy; and-

- (4) Where the property or land is in the process of being developed or is intended to be developed, the following additional details:
- (a) the details of development potential, i.e. name of the project, type of development - residential, industrial or commercial, number of units in respect of each type of development;
 - (b) the total development cost;
 - (c) the expected commencement and completion date(s) of development;
 - (d) the expected profits to be derived;
 - (e) the stage or percentage of completion;
 - (f) the sources of funds to finance the development cost; and
 - (g) whether relevant approvals for the development have been obtained and date(s) obtained.

Part F

Additional specific information to be included in relation to acquisitions or disposals of construction companies

- (1) A description of the current projects undertaken by the corporation – type of construction, name of the project, owner of the project, and value;
- (2) The expected commencement and completion date(s) of construction; and
- (3) The contract value of the recent major projects completed and current projects on hand.

Part G

Additional specific information to be included in relation to acquisitions or disposals of infrastructure project asset/business or companies involved in infrastructure projects

- (1) The pertinent details of the concession/license, including (but not limited to):
 - (a) nature of the concession/license (e.g. build-operate-transfer, build-transfer-operate, build-own-operate, etc.);
 - (b) life/duration and exclusivity/non-exclusivity of the concession/license;
 - (c) salient terms and conditions of the concession/license;
 - (d) infrastructure project company's rights, interest and major obligations under the concession/license; and
 - (e) acts/-regulations under which the concession/license is granted;
- (2) The nature of relationship with concession giver/licensor; and

- (3) The details of construction risk;
- (4) The dependence of concession giver/licensor; and
- (5) The details of financing requirements and sources of funding.

Part H

Additional specific information to be included in relation to significant change in business direction or policy of a listed corporation

(Rule 10.10A)

- (1) A summary of the key audited financial data of the assets or interests to be acquired for the past 3 financial years or since the date of incorporation or commencement of operations, whichever is later. The financial data must include, but not be limited to, turnover, pre-tax profit, after-tax profit, shareholders' funds and total borrowings;
- (2) The financial effects on proforma net assets (based on the latest audited financial statements) of the listed corporation on completion of the acquisition or restructuring exercise;
- (3) For assets or interests which do not have any profitability track record (as in certain privatisation cases), the information must include, but not be limited to, the total cost needed to put on-stream the operation of the assets or interests and the proportion to be assumed or guaranteed by the listed corporation, the expected date on which profit contribution will accrue to the listed corporation and the expected returns to be derived;
- (4) If the transaction results in a change in the controlling shareholder of the listed corporation, a statement to that effect and the following information in respect of the new shareholder:
 - (a) the name;
 - (b) the date and place of incorporation;
 - (c) the names of directors and substantial shareholders and their respective shareholdings; and
 - (d) the principal business; and
- (5) A statement whether the intended transaction has departed from these Requirements.

[End of Appendix.]

APPENDIX 10B

Contents of circular to shareholders in relation to transactions

(Rules 10.06(1) and 10.08(2)(a))

Part A

General information to be included, where applicable, in the circular to shareholders in relation to transactions

- (1) If voting or other action is required, a heading drawing attention to the importance of the document and advising holders of securities who are in any doubt as to what action to take to consult appropriate independent ~~professional~~ advisers;
- (1A) A statement that the circular has been reviewed and approved by the listed corporation's Sponsor or Adviser, as the case may be;
- (2) A statement that Bursa Malaysia Securities Berhad takes no responsibility for the contents of the circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the circular;
- (3) The purpose of the circular;
- (4) The date on which terms of the transaction were agreed upon and the date on which the transaction and any revision thereto was announced;
- (5) The particulars of the transaction, including a description of the company or assets to be acquired or disposed of, as the case may be;
- (6) The salient features of the agreement relating to the transaction;
- (6A) The details of any other intended corporate exercise/scheme which have been announced but not yet completed prior to the printing of the circular and whether the transaction is conditional or inter-conditional upon such and/or any other corporate exercise/scheme;
- (7) The audited financial and other relevant information pertaining to the ~~transaction asset~~, including but not limited to, ~~net profits attributable to the assets and net assets or the net book value of the assets;~~
- (8) The total consideration, together with:
 - (a) _____ the basis of arriving at the consideration. If it was based on net assets, the year the net asset was taken into consideration, quantifying the net assets and stating whether it was based on audited ~~accounts~~ financial statements; and
 - (b) _____ justification for the consideration;
- (9) How the consideration will be satisfied including the terms of any arrangement for payment on a deferred basis;

- (10) ~~The effects of the transaction on the share capital, earnings per share, net assets per share, gearing, major shareholders and their respective shareholdings (on a group basis, where applicable); The effects of each transaction on—~~
- ~~(a) the share capital, and substantial shareholders' shareholdings based on the latest practicable date;~~
 - ~~(b) the net assets per share and gearing based on the latest audited consolidated financial statements for the most recently completed financial period, assuming that the transaction had been effected at the end of that financial period; and~~
 - ~~(c) the earning per share based on the latest audited consolidated financial statements for the most recently completed financial period, assuming that the transaction had been effected at the beginning of that financial period.~~
- (11) ~~If the transaction results in a change in the controlling shareholder of the listed company, the following information in respect of the new shareholder:-~~
- ~~(a) the name;~~
 - ~~(b) the date and place of incorporation;~~
 - ~~(c) the names of directors and substantial shareholders and their respective shareholdings;~~
 - ~~(d) the common directorships and controlling shareholdings in other listed companies; and~~
 - ~~(e) the principal business;[Deleted]~~
- (12) In the case of an acquisition:-
- (a) where the consideration is to be satisfied in whole or in part by an issue of securities of the ~~listed company~~listed corporation:-
 - (i) the number, type and par value of securities to be issued;
 - (ii) the ranking of the securities;
 - (iii) the issue price, ~~and~~ the basis of determining the issue price and the justification for pricing of the securities;
 - (iv) if the vendor is a company, the name and principal activity of the vendor and names of its directors and substantial shareholders together with their respective shareholdings;
 - (v) if the vendor is an individual, the name of the vendor; and
 - (vi) the highest and lowest prices of such securities as transacted on the Exchange for the preceding 12 months including the last transacted price prior to the announcement on the transaction and on the latest practicable date prior to the printing of the circular;
 - (b) where the purchase consideration is to be satisfied wholly or partly by cash, the source(s) of funding, the breakdown ~~thereof~~ and details of the vendor;

- (c) a statement as to whether the company and/or assets will be acquired free from encumbrances; and
 - (d) the particulars of all liabilities, including contingent liabilities and guarantees to be assumed by the ~~listed company~~listed corporation arising from the acquisition; and
 - (e) ~~the original cost of investment to the vendor and the date of such investment;~~[Deleted]
- (13) In the case of a disposal:-
- (a) the expected gains or losses to the group~~from the disposal~~;
 - (aA) the subject matter's contribution to the group's net profit based on the latest audited financial statements;
 - (b) where the sale consideration is to be satisfied in cash, the intended application of the sale proceeds and the breakdown ~~thereof, including the timeframe for the full utilisation of proceeds and if the proceeds are to be used for- and details of the purchaser. If sale proceeds are to be used for reducing bank borrowings, the quantification of the total bank borrowings of the group as at the latest practicable date prior to printing of the circular and the savings in interest payment or expense per annum arising from the repayment. If the proceeds are to be used for reinvestment, details of the investments. If these have not yet been identified, a statement of how the proceeds will be utilised in the meantime, pending identification of the investments;~~
 - (i) reducing borrowings, the quantification of the total borrowings of the group as at the latest practicable date prior to printing of the circular and the savings in interest payment or expense per annum arising from the repayment; and
 - (ii) reinvestment, details of the investments. If these have not yet been identified, a statement of how the proceeds will be utilised in the meantime, pending identification of the investments;
 - (c) where shares or other securities are intended to form part of the consideration:-
 - (i) the number, type and par value of securities to be issued;
 - (ii) the ranking of the securities;
 - (iii) whether listing will be sought for the securities;
 - (iv) the issue price, and the basis of determining the issue price and the justification for the pricing of the securities; and
 - (v) a statement as to whether such securities are to be sold or retained;
 - (vi) ~~the principal activities and issued and paid up capital of the company in which the securities are or will be held; and~~ [Deleted]

- (vii) ~~the names of the directors and substantial shareholders of the company in which the securities are or will be held;~~~~[Deleted]~~
 - (d) ~~the original cost of investment and the date of such investment; details of the purchaser;~~
 - (e) particulars of all liabilities to be assumed by the purchaser arising from the transaction; and
 - (f) ~~if the disposal is expected to result in the listed company listed corporation falling within the ambit of Guidance Note No. 3/2006, a statement to that effect;~~
- (14) The rationale for the transaction including any benefit which is expected to accrue to the ~~listed company~~ listed corporation as a result of the transaction;
- (15) Where a feasibility report in relation to the ~~acquiree company and assets transaction~~ has been prepared, the name of the expert who prepared the report and a brief conclusion of the report. Incorporate the letter from the expert, and make available for inspection the report and letter;
- (15A) ~~The prospects of the assets, businesses or interests to be acquired; In relation to the assets or interests to be acquired:-~~
- (a) ~~a description and outlook of the industry where it operates;~~
 - (b) ~~the prospects of the assets or interests in light of its industry's outlook and competition; and~~
 - (c) ~~a description of the future plans of the assets or interests and steps to be taken (including time frame and resources required to be committed) to realise such plans;~~
- (16) ~~The risks in relation to the transaction including risk factors of the assets, businesses or interests to be acquired; The risks in relation to:-~~
- (a) ~~the transaction;~~
 - (b) ~~the assets or interests to be acquired (as well as the company whose securities are to be received as consideration for the disposal); and~~
 - (c) ~~the overall industry where the assets or interests to be acquired operates,~~
~~which had or could materially affect, directly or indirectly, the business, operating results and financial condition of the listed corporation and the mitigating factors thereof;~~
- (17) The estimated additional financial commitment required of the company in putting the assets/businesses acquired on-stream;
- (18) The ~~estimated time frame for completion of the transaction~~ tentative timetable for the implementation of the proposal;
- (19) The valuation of the assets as at the latest practicable date, if applicable, and the name of the independent registered valuers;

- (20) For depleting or specialised businesses, such as timber concessions and oil and gas businesses, information on the breakdown of assets/inventories, reserves, extraction rates and returns;
- (21) Whether the transaction is subject to the approval of shareholders and the relevant government authorities, ~~and the conditions imposed~~ and status of compliance thereof;
- (22) Whether the directors and/or major shareholders and/or persons connected with a director or major shareholder have any interest, direct or indirect, in the transaction and the nature and extent of their interests;
- (23) A statement by the board of directors, excluding interested directors, stating whether the transaction is in the best interests of the ~~listed company~~listed corporation, and where a director disagrees with such statement, a statement by the director setting out the reasons and the factors taken into consideration in forming that opinion;
- (24) ~~Where voting is required, a~~ A recommendation from the directors and the basis of such recommendation, excluding interested directors, as to the voting action shareholders should take;
- (25) Where another company is acquired or disposed of, or where shares or other securities in another company are to be received as consideration for a disposal, the following information in respect of the other company in an appendix:-
- (a) the date and place of incorporation;
 - (b) the authorised and issued and paid-up capital;
 - (c) the number, type and par value of the shares making up the share capital. Where there is more than one type of shares or securities in issue, the following:-
 - (i) the differences between the different types of securities;
 - (ii) whether convertible; if so, the rate and period ~~thereof~~;
 - (iii) whether redeemable; if so, the rate and period ~~thereof~~; and
 - (iv) the tenure;
 - (d) the changes in the share capital since incorporation in the past 3 years;
 - (e) the following details of its subsidiaries and associated companies:-
 - (i) the name,
 - (ii) the date and place of incorporation;
 - (iii) the issued and paid-up capital;
 - (iv) the percentage of effective interest of the company; and
 - (v) the principal activities;

- (f) a ~~detailed brief~~ history of the company or business since inception and if reorganised as a result of merger, consolidation or reorganisation, similarly the history of the predecessor companies;
- (g) the general nature of business conducted by the company and its subsidiaries including principal products manufactured or services performed; size and location of the factories; principal markets for the products and raw materials; percentage of sales broken down between domestic and foreign; annual production capacity and output for the past ~~53~~ years and if significant, the amount spent on and number of persons employed in research and development;

~~(gA) the details of material commitments and contingent liabilities incurred or known to be incurred by the acquiree company and impact on profits or net assets upon becoming enforceable;~~

- (h) the type of businesses or assets owned;
- (i) ~~the directors' and substantial shareholders' shareholdings; the particulars of directors including name, nationality, designation and their direct and indirect shareholdings;~~
- ~~(iA) the particulars of substantial shareholders including name, nationality/ country of incorporation and their direct and indirect shareholdings;~~

(j) ~~the audited profit and dividend record (past 5 years or since incorporation, whichever is later) and the latest interim results, if available, stating:-~~

- ~~(i) the turnover;~~
- ~~(ii) the profit before tax and exceptional items;~~
- ~~(iii) the exceptional items;~~
- ~~(iv) the profit before tax;~~
- ~~(v) the taxation;~~
- ~~(vi) the profit after tax before extraordinary items;~~
- ~~(vii) the extraordinary items;~~
- ~~(viii) the profit after tax and extraordinary items;~~
- ~~(ix) the earnings per share; and~~
- ~~(x) the dividend rate;~~

~~the financial information based on the audited financial statements (past 3 years or since incorporation, whichever is later) and the latest interim results, if available, stating -~~

- ~~(i) the turnover;~~
- ~~(ii) the profit before tax but after minority interest;~~

- (iii) the profit after tax and minority interest;
 - (iv) the gross earnings per share (EPS);
 - (v) the net EPS;
 - (vi) the paid-up capital;
 - (vii) the shareholders' funds;
 - (viii) the net assets;
 - (ix) the net assets per share;
 - (x) the current ratio;
 - (xi) the total borrowings (all interest-bearing debts); and
 - (xii) the gearing ratio-;
- (k) where there is any material fluctuation in turnover or profits in any of the years, the explanation therefor, and the commentary on past performance, which should include analysis and/or discussion of-
- (i) significant and specific factors contributing to exceptional performance in any of the financial years under review and significant changes in the financial performance on a year-to-year basis, whether favourable or adverse;
 - (ii) accounting policies adopted which are peculiar to the company/ business because of the nature of the business or the industry it is involved in, as well as the effects of such policies on the determination of income or financial position; and
 - (iii) any audit qualification of the financial statements in any of the financial years under review; and
- (l) the latest audited accounts-financial statements together with the notes and the auditors' report (not required if accountant's report is provided);
- (26) Where the percentage ratio is equal to or exceeds 50% or more, a directors' report on the unlisted company to be acquired;
- (27) Where the percentage ratio is equal to or exceeds 100%, proforma consolidated balance sheets together with the notes and the auditors' letter showing effects before and after the transaction based on the listed company's:-
- (a) published or announced audited accounts for the latest financial year ended; or
 - (b) latest published or announced interim financial report which must be reviewed by external auditors.

Where an interim report referred to in subparagraph (b) above is used, a statement that the interim report has been reviewed by external auditors;[Deleted]

- (28) An appendix containing the following information:-
- (a) a responsibility statement by the directors that the circular has been seen and approved by the directors of the ~~listed company~~listed corporation and that they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries to the best of their knowledge and belief there are no other facts the omission of which would make any statement in the circular misleading;
 - (aA) details of material commitments and contingent liabilities incurred or known to be incurred by the listed corporation;
 - (b) where a person is named in the circular as having advised the ~~listed company~~listed corporation or its directors, a statement:-
 - (i) that such adviser ~~or expert~~ has given and has not withdrawn its written consent to the inclusion of the adviser's ~~or expert's~~ name and/or letter (if applicable) in the form and context in which it is included; and
 - (iii) by the adviser ~~or expert~~ as to whether conflict of interests exists or is likely to exist in relation to its role as an adviser ~~or expert~~. If a conflict of interests exists or likely to exist in relation to its role as an adviser, to provide full disclosure of the nature and extent of the conflicts of interests or potential conflicts of interests, the parties to the conflicts; and measures taken for resolving, eliminating, or mitigating the situations of conflict of interests.

For this purposes, "conflict of interests" means circumstances or relationships which affect or may affect the ability of the adviser ~~or expert~~ to act independently and objectively or where the adviser ~~or expert~~ has an interest in the outcome of ~~the~~ proposal which interferes or is likely to interfere with its independence and objectivity;
 - (c) a statement of all material contracts (not being contracts entered into in the ordinary course of business) entered into by ~~a listed company, any of its subsidiaries,~~ the company to be acquired or disposed of and the company whose shares or convertible securities are to be issued as consideration for the disposal by the ~~listed company~~listed corporation within 2 years immediately preceding the date of the circular. The following particulars ~~shall~~must be disclosed in respect of each such contract:-
 - (i) ~~the~~ the date of the contract;
 - (ii) the parties of the contract;
 - (iii) the general nature; and
 - (iv) the consideration and mode of satisfaction ~~thereof~~;
 - (d) a statement of all material litigation, claims or arbitration involving ~~the listed company, any of its subsidiaries,~~ the company/asset to be acquired or disposed of and the company whose shares or convertible securities are to be issued as consideration for the disposal by the ~~listed company~~listed corporation including

those pending or threatened against such companies. The following information ~~shall~~must be disclosed:-

- (i) ~~the~~ background;
 - (ii) ~~the~~ date of the suit,
 - (iii) the names of the plaintiff(s) and defendant(s),
 - (iv) the estimate, of the maximum exposure to liabilities;
 - (v) the directors/solicitors' opinion of the outcome; and
 - (vi) the status;
- (e) a statement that for a period from the date of the circular to the date of the extraordinary general meeting, ~~or in the case of an information circular, for a period of 2 weeks following the publication of the information circular the following documents (or copies thereof) in respect of the listed company,~~ the company which is the subject of the transaction, and the company whose shares or convertible securities are to be issued as consideration for the disposal by the ~~listed company~~listed corporation, where applicable, may be inspected at the registered office of the ~~listed company~~listed corporation:-
- (i) the memorandum and articles of association;
 - (ii) the audited ~~accounts~~financial statements for each of the 2 financial years preceding the publication of the circular and the latest unaudited results since the last audited ~~accounts~~financial statements;
 - (iii) all reports, letters or other documents, balance sheets, valuations and statements by any ~~expert~~adviser, any part of which is extracted or referred to in the circular;
 - (iv) the letters of consent referred to in subparagraph 28(b) above;
 - (v) the material contracts referred to in subparagraph 28(c) above; and
 - (vi) the relevant cause papers in respect of material litigation referred to in subparagraph 28(d) above; and
- (29) Any other information which the security holders and their professional advisers would reasonably expect to find in a circular of that nature for the purpose of making an informed decision.

Part B

Additional specific information to be included in circular to shareholders in relation to joint-ventures

- (1) The details of the joint-venture partners;
- (2) The authorised and current issued and paid-up capital;

- (3) The terms of the joint-venture agreement;
- (4) The breakdown of the total capital and investment outlay in the joint-venture;
- (5) The eventual issued and paid-up capital of the joint-venture company;
- (6) The number, type, par value of the shares making up the share capital. Where there is more than one type of shares or securities issued, the following:-
 - (a) the differences between the different types of shares or securities;
 - (b) whether convertible; if so, the rate and period ~~thereof~~;
 - (c) whether redeemable; if so, the rate and period ~~thereof~~; and
 - (d) the tenure;
- (7) The equity interest held by the respective parties;
- (8) The name of the joint-venture company;
- (9) The source(s) of funds for financing the investment in the joint-venture company, and the breakdown ~~thereof~~; and
- (10) ~~If no joint-venture company will be set up, the terms of cost and profit sharing and the estimated total cost of project.~~

Part C

Additional specific information to be included in relation to foreign acquisitions where any one the percentage ratios of the transaction is equal to or exceeds 25% or more

- (1) ~~Where the acquisition is that of the securities of a foreign company, the dividend policy of the company; [Deleted]~~
- (2) ~~The effects on resultant foreign equity ownership of the listed company on completion of the proposed acquisition; [Deleted]~~
- (3) ~~The specific investment risks involved in the proposed acquisitions and the appropriate course of action that will be developed to reduce or manage the risks; [Deleted]~~
- (4) The expert's report on policies on the foreign investments, taxation and repatriation of profits of the host country;
- (5) Where an accountant's report is required pursuant to Part D, the report, must be prepared by a firm of public accountants registered in Malaysia, in accordance with approved accounting standards of the Malaysian Accounting Standards Board;
- (6) A valuation report on the foreign assets proposed to be acquired prepared by a qualified valuer, the appointment of which complies with the Commission's Guidelines on Asset Valuation in relation to the appointment of valuer for valuation of foreign property assets;
- (7) The expert's report, prepared by industry experts, on the fairness of the total purchase consideration for the foreign securities or assets proposed to be acquired; and

- (8) A legal opinion from a reputable law firm on:-
- (a) the ownership of title to the securities or assets in the foreign jurisdiction;
 - (b) the enforceability of agreements, representations and undertakings given by foreign counter-parties under relevant laws of domicile; and
 - (c) other relevant legal matters.

Part D

Additional specific information to be included in relation to very substantial transactions acquisitions and reverse take-overs

(Rule 10.10)

- (1) The proforma consolidated balance sheets together with the notes and the auditors' letter showing effects before and after the transaction based on the listed corporation's-
- (a) published or announced audited financial statements for the latest financial period ended; or
 - (b) latest published or announced interim financial report which must be reviewed by external auditors.

Where an interim report referred to in subparagraph 1(b) above is used, a statement that the interim report has been reviewed by external auditors;

- (1A) A summary of the key audited financial data of the assets of business or interests to be acquired for the past 53 financial years or since the date of incorporation or commencement of operations, whichever is later. The financial data shall-must include, but not be limited to, shareholders' funds and total borrowings;
- (2) An accountant's report on the unlisted-companylisted corporation to be acquired must include the following:
- (a) the income statement in respect of each of the 3 financial years immediately preceding the last date to which the financial statements were made up; and
 - (b) the balance sheet for each of the past 3 financial years immediately preceding the last date to which the financial statements were made up.

and a proforma balance sheet of the group as reorganised;

- (3) For assets, businesses or interests to be acquired which do not have any profitability track record (as in certain privatisation cases), the information shall-must include, but not be limited to, the total cost needed to put on-stream the operation of the assets, businesses or interests and the proportion to be assumed or guaranteed by the listed companylisted corporation, the expected date on which the profit contribution will accrue to the listed companylisted corporation and the expected returns to be derived, together with the appropriate assumptions used. Information provided should be verified and confirmed by independent experts; ~~and~~

(4) Directors' existing or proposed service contracts with the ~~listed company~~listed corporation or any subsidiary, excluding contracts expiring, or determinable by the employing company without payments or compensation (other than statutory compensation) within 1 year or an appropriate negative statement; and

(5) In the case of disposal, to state listed corporation's future activities and direction without the asset.

Part E

Additional specific information to be included in relation to acquisitions or disposals of properties or land or companies with interest in properties or land

- (1) A description of each landed property including:-
- (a) the postal address or identification (lot, title number, relevant mukim, district and state) of the property;
 - (b) a brief description (e.g. whether land or building, approximate area, etc.);
 - (c) the existing and proposed use (e.g. shops, offices, factories, residential, or vacant, etc.); ~~if~~ currently let out or is proposed to be let out, the details of the rentals and the rental income or expected rental income per month or per annum. If the property to be disposed is currently used as a factory, the effect of a disposal on the operations;
 - (d) the approximate age of the buildings;
 - (e) the terms of the tenure; if leasehold, the expiry date of the lease;
 - (f) whether any valuation was carried out on the properties or land. If so, the name of the independent registered valuer, and the date and method of valuation. Incorporate the valuation certificate which ~~must shall~~ contain all particulars of and information on the property being valued and regard ~~must shall~~ be had to the Commission's Guidelines on Asset Valuations as to the contents of the valuation certificate. Make available for inspection the valuation report and valuation certificate;
 - (g) a quantification of the market value of the properties or land as appraised by the independent registered valuer;
 - (h) the net book value based on the latest audited ~~accounts~~ financial statements; and
 - (i) the encumbrances, if any; and

(1A) If the land acquired or disposed of is an estate or plantation, the following additional information:

(a) the present and future usage;

(b) the type of estate or plantation;

(c) the maturity of the trees;

- (d) the production for the past 3 years; and
 - (e) the profit contribution or revenue and expense account of the estate for the past 3 years;
- (2) Where the assets to be acquired or disposed of consist of buildings the following additional information:
- :-
- (a) the number of storeys, the gross built-up and net lettable or useable areas;
 - (b) the area to be self-occupied and let out respectively;
 - (c) the percentage of occupancy; and
 - (d) where the existing rent renewal clauses provide for renewal of the rates on terms other than market rates, the details of such terms of renewal, terms of tenancies and any other matter which materially affect the value of the properties;
- (3) Where the properties or land is in the process of being or is intended to be developed, the following additional details:
- (a) the details of development potential, i.e. name of the project, type of development - residential, industrial or commercial, number of units in respect of each type of development;
 - (b) the total development cost;
 - (c) the expected commencement and completion date(s) of development;
 - (d) the expected profits to be derived;
 - (e) the stage or percentage of completion;
 - (f) the sources of funds to finance the development cost;
 - (g) whether relevant approvals for the development have been obtained and date(s) obtained;
 - (h) whether for sale or rental. If for sale, the percentage of sales or number of units sold to-date. If for rental, the expected rental income per annum; and
 - (i) whether planning consent has been obtained and if so, whether there are any conditions attached to such consent.

Part F

Additional specific information to be included in relation to acquisitions or disposals of construction companies

- (1) A description of current projects undertaken by the company - date of award, type of construction, name of the project, owner of the project, location of the project and value;

- (2) The expected commencement and completion date(s) of construction of projects on hand or in progress;
- (3) A description of recent major projects completed - date of commencement and completion of construction, type of construction, contract value and project owner; and
- (4) A confirmation on whether the project owner is a director, substantial shareholder of the acquiree company or persons connected with them in respect of current and past projects undertaken/ completed.

Part G

Additional specific information to be included in relation to acquisitions or disposals of infrastructure project asset/business or companies involved in infrastructure projects

- (1) The pertinent details of the concession/ license, including (but not limited to):
 - (a) nature of the concession/license (e.g. build-operate-transfer, build-transfer-operate, build-own-operate, etc.);
 - (b) life/duration and exclusivity/non-exclusivity of the concession/license;
 - (c) salient terms and conditions of the concession/license;
 - (d) infrastructure project company's rights, interest and major obligations under the concession/license; and
 - (e) act/ regulation under which the concession/license is granted;
- (2) The nature of relationship with concession giver/licensor;
- (3) The details of construction risk;
- (4) The dependence on concession giver/licensor; and
- (5) The details of financing requirements and sources of funding.

Part H

Additional specific information to be included in relation to significant change in business direction or policy of a listed corporation

(Rule 10.10A)

- (1) The proforma consolidated balance sheets together with the notes and the auditors' letter showing effects before and after the transaction based on the listed corporation's-
 - (a) published or announced audited financial statements for the latest financial period ended; or
 - (b) latest published or announced interim financial report which must be reviewed by external auditors.

Where an interim report referred to in subparagraph 1(b) above is used, a statement that the interim report has been reviewed by external auditors;

- (1A) A summary of the key audited financial data of the assets or interests to be acquired for the past 3 financial years or since the date of incorporation or commencement of operations, whichever is later. The financial data must include, but not be limited to, shareholders' funds and total borrowings;
- (2) An accountant's report on the unlisted company to be acquired must include the following:
- (a) the income statement in respect of each of the 3 financial years immediately preceding the last date to which the financial statements were made up; and
 - (b) the balance sheet for each of the past 3 financial years immediately preceding the last date to which the financial statements were made up.
- (4) For assets or interests to be acquired which do not have any profitability track record (as in certain privatisation cases), the information must include, but not be limited to, the total cost needed to put on-stream the operation of the assets or interests and the proportion to be assumed or guaranteed by the listed corporation, the expected date on which the profit contribution will accrue to the listed corporation and the expected returns to be derived, together with the appropriate assumptions used. Information provided should be verified and confirmed by independent experts.
- (5) Qualitative assessment of each asset/ interest to be acquired as follows:
- (a) analysis of the quality of the products, services, applications, significant recent trends in demand and production, sales and inventory and state of the current order book;
 - (b) product/services diversity, quality and whether deemed a necessity or luxury. Level of gearing, liquidity and working capital requirements. Market access, market share/ ranking/ reputation. Competitive advantage in terms of operations, technology, pricing, financing, etc. Details of long term contracts, availability of resources, capability to diversify, sensitivity to economic downturn, business, operational, financial, investment risks-;
 - (c) information of customer and supplier base including number of customers/ suppliers, length of relationship and dependency on major customers/ suppliers and mitigating factors-: and
 - (d) description of industry/ sector (including size), past and present performance, growth prospects, industry players and competition, demand/ supply conditions, level of market saturation in terms of players and/ or products, relevant laws and regulation governing the industry/ sector;
- (6) A thorough discussion and analysis of the business, financial conditions and prospects of the assets or interests to be acquired or where applicable, those of its group. Such discussion and analysis must contain, at the minimum, the information required under the section on Management's Discussion and Analysis of Financial Condition, Results of Operations and Prospects of Chapter 13 of the Prospectus Guidelines – Public Offerings issued by the Commission.

- (7) If the transaction results in a change in the controlling shareholder of the listed corporation, the following information in respect of the new shareholder:
- (a) the name;
 - (b) the date and place of incorporation;
 - (c) the names of directors and substantial shareholders and their respective shareholdings;
 - (d) the common directorships and controlling shareholdings in other listed corporations;
 - (e) the principal business; and
 - (f) qualification and experience of the new shareholder, if the new shareholder is an individual;
- (8) The new shareholder's interest in all other companies or businesses, principal activities of such companies or nature of such businesses, which would give rise to a situation of conflict of interests with the business of the acquiree company. If a conflict of interests exists or likely to exist, to provide full disclosure of the nature and extent of the conflicts of interest or potential conflicts of interest, the parties to the conflicts; and measures taken for resolving, eliminating, or mitigating the situations of conflict of interests.

[-End of Appendix]

APPENDIX 10C

Additional contents of announcement in relation to related party transactions

(Rules 10.08(1) and 10.08(10))

- (1) If the transaction requires the prior shareholder approval ~~of shareholders~~, a statement that the director, major shareholder and/or person connected with a director or major shareholder, which have any interest, direct or indirect, in the transaction will abstain from voting in respect of their direct and/or indirect shareholdings. Where the person connected with a director or major shareholder has interest, direct or indirect, in the transaction, a statement that the director or major shareholder concerned will also abstain from voting in respect of his direct and/or indirect shareholdings. Further, a statement that such interested director and/or major shareholder has/have undertaken that he/they ~~shall~~ will ensure that the persons connected with him/them ~~will~~ abstain from voting on the resolution approving the issue at the general meeting. In the case of an interested director, a statement that the interested director has abstained and/or will abstain from deliberating and voting on the relevant resolution at the board meeting;
- (2) If the ~~listed company~~ listed corporation is required to appoint an independent adviser, a statement explaining the role of the independent adviser; ~~and~~
- (3) In relation to a transaction which falls within Rule 10.08(9), a statement by the board of directors that the transaction is fair and reasonable to the ~~listed company~~ listed corporation and where a director disagrees with such statement, a statement by the director setting out the reasons and the factors taken into consideration in forming that opinion;
- (4) In the case of an acquisition, the original cost of investment to the vendor and the date of such investment;
- (5) In the case of a disposal, the original cost of investment to the listed corporation or its subsidiary and the date of such investment; and
- (6) The total amount transacted with the same related party for the preceding 12 months.

[End of Appendix]

APPENDIX 10D

Part A

Additional contents of circular to shareholders in relation to related party transactions

(Rule 10.08(2)(a))

- (1) The interested parties' direct and indirect shareholdings in the ~~listed company~~listed corporation;
- (2) A statement that the interested directors have abstained and/or will abstain from board deliberation and voting on the relevant resolution;
- (3) A statement that the director, major shareholder and/or person connected with a director or major shareholder, which have any interest, direct or indirect, in the transaction will abstain from voting in respect of their direct and/or indirect shareholdings. Where the person connected with a director or major shareholder has interest, direct or indirect, in the transaction, a statement that the director or major shareholder concerned will also abstain from voting in respect of his direct and/or indirect shareholdings. Further, a statement that such interested director and/or major shareholder has/have undertaken that he/they ~~shall~~will ensure that the persons connected with him/them will abstain from voting on the resolution approving the issue at the general meeting; and

(3A) The total amount transacted with the same related party for the preceding 12 months.

- (4) A separate letter by an independent adviser incorporating:-
 - (a) an opinion as to whether the transaction is fair and reasonable so far as the shareholders are concerned and whether the transaction is to the detriment of minority shareholders and such opinion must set out the reasons for, the key assumptions made and the factors taken into consideration, in forming that opinion; and
 - (b) advice to minority shareholders on whether they should vote in favour of the transaction.

Part B

Contents of circular to shareholders for shareholders' general mandate

(Rule 10.09(1)(c))

- (1) The class of related party with whom the transaction will be carried out;
- (2) The nature of the transaction contemplated under the mandate;
- (3) The rationale for, and the benefit to, the ~~listed company~~listed corporation or its subsidiary transacting with the related party; and
- (4) The methods or procedures on which transaction prices will be determined.

[-End of Appendix-]

CHAPTER 14 DEALINGS IN LISTED SECURITIES

PART A – GENERAL

14.01 Introduction

This Chapter sets out the requirements that must be complied with by a ~~listed company~~listed corporation, its directors and principal officers in relation to dealings by its directors and principal officers in ~~the listed securities of such listed company and other listed companies~~.

PART B – DEFINITIONS

14.02 Definitions

For the purpose of this Chapter, unless the context otherwise requires:-

- (a) “1 full market day” excludes the day on which an announcement is made. Therefore, for the purposes of Rule 14.08(b), regardless of what time the Exchange receives an announcement on a given day, dealings can only commence after 1 full market day from the day on which the announcement is made;
- (b) “closed period” means the a period commencing 30 calendar days prior to before the targeted date of announcement to the Exchange of a listed companylisted corporation’s quarterly results, up to the date of the announcement of the quarterly results;
- (bc) “dealing” includes any one or more of the following actions, whether undertaken as principal or as agent:-
- (i) acquiring or disposing of securities or any interest in securities. For the purposes of this paragraph, “interest in securities” shall have the same meaning given to “interests in shares” under section 6A of the Companies Act, 1965;
 - (ii) subscribing for or underwriting securities;
 - (iii) making or offering to make with any person, or inducing or attempting to induce any person to enter into or to offer to enter into-
 - (aa) any agreement for or with a view to acquiring or disposing of securities or any interest in securities;
 - (bb) any agreement for or with a view to subscribing for or underwriting securities;
or
 - (cc) any agreement the purpose or avowed purpose of which is to secure a profit to any of the parties from the yield of securities or by reference to fluctuations in the values of securities; and
 - (iv) granting, accepting, acquiring, disposing of, exercising or discharging an option (whether for the call or put or both) or any other right or obligation, present or future, conditional or unconditional, to acquire or dispose of securities or any interest in securities;
- (ed) “deal” shall will be construed in accordance with the meaning of “dealing” as defined above;
- (d) “1 full market day” excludes the day on which an announcement is made. Therefore, for the purposes of Rule 14.08 (c), regardless of what time the Exchange receives an announcement on a given day, dealings can only commence after 1 full market day from the day on which the announcement is made;

- (e) “interest in securities” has the same meaning given to “interests in shares” under section 6A of the Companies Act, 1965;
- (f) “price-sensitive information” means information that “on becoming generally available would or would tend to have a material effect on the price or value of securities” as referred to in section 185 of the CMA; and
- (fg) “principal officer”, in relation to a ~~listed company~~ listed corporation and its major subsidiary, ~~includes~~ the chief executive officer who is not a director, chief financial officer or any other employee of the listed corporation or its major subsidiary who has access or is privy to price-sensitive information in relation to the ~~listed company~~ listed corporation; and.
- (g) “securities” means the securities of any listed company.~~[Deleted]~~

PART C – APPLICATION

14.03 Application

The requirements in this Chapter apply to ~~the following categories of dealings:-~~

~~(a) — dealings in the any listed securities of a listed company by the following categories of persons (collectively referred to as “affected persons”):-~~

- ~~(ia) a director of the listed company listed corporation or its major subsidiary; and~~
- ~~(ib) a principal officer of the listed company listed corporation or its major subsidiary; and,~~

~~as the case may be.~~

~~(b) — dealings in the securities of other listed companies by the following categories of persons:-~~

- ~~(i) — a director of a listed company; and~~
- ~~(ii) — a principal officer of a listed company,~~

~~when, by virtue of his position as such director or principal officer, he is in possession of price-sensitive information in relation to such securities.~~

PART D – RESTRICTIONS

14.04 Possession of price-sensitive information

~~The directors and principal officers referred to in Rule 14.03 above (referred to as “affected persons” in this Chapter) must not deal in securities as long as they are in possession of price sensitive information. An affected person must not deal in the listed securities of his own listed corporation or of other listed corporations as long as he is in possession of price-sensitive information relating to such listed securities.~~

14.05 General restriction on dealings

~~An affected persons who are not in possession of price-sensitive information relating to listed securities may engage in dealings with such listed securities during a closed period provided that they he complies with the procedures set out in Rule 14.08 below.~~

PART E – EXEMPTIONS

14.06 Exemptions

The following categories of dealings are exempted from the restrictions or requirements of Rules 14.04 and 14.05 respectively:-

- (a) the acceptance or exercise of options or rights under an employee share or share option scheme;
- (b) the exercise of warrants;
- (c) the conversion of convertible securities;
- (d) the acceptance of entitlements under an issue or offer of securities, where such issue or offer is made available to all holders of a ~~listed company~~listed corporation's securities, or to all holders of a relevant class of its securities, on the same terms;
- (e) the undertaking to accept, or the acceptance of a take-over offer; and
- (f) the undertaking to accept, or the acceptance of securities as part of a merger by way of scheme of arrangement.

14.07 Subsequent dealings

For the avoidance of doubt, ~~it is hereby stated that~~ subsequent dealings in any securities obtained as a result of the dealings stated in Rule 14.06 are not exempted from the restrictions in Rules 14.04 and 14.05.

PART F – PROCEDURES FOR DEALINGS

14.08 Procedures for dealings during closed periods

An affected person referred to under Rule 14.05 who wishes to deal in the listed securities of his own listed corporation during a closed period must comply with the following procedures:-

- (a) prior to the proposed dealing, the affected person must give notice of intention to deal in writing to the company secretary of the ~~listed company~~listed corporation whose securities are the subject of a proposed dealing (referred to as "~~the~~ affected company") and the affected company must ~~make an~~ immediately announcement such notice to the Exchange ~~of such notice~~. The affected company must include the following in the notice and announcement shall state, amongst other things:-
 - (i) the affected person's current holdings of securities in the affected company; and
 - (ii) the affected person's intention to deal in the securities of the affected company during a closed period;
- (b) the proposed dealing can only be effected after 1 full market day ~~offrom the date of~~ the announcement being made pursuant to sub-Rule (a) above;
- (c) the affected person must give notice of the dealing in writing to the company secretary of the affected company ~~not later than within~~ 1 full market day following the dealing after the dealing has occurred and. ~~The affected company must make an~~ immediately announcement such notice to the Exchange ~~of such notice~~. The notice and announcement shall must state, amongst other things include the following:-
 - (i) the date on which the dealing occurred;

- (ii) the consideration for the dealing; and
 - (iii) the number of securities involved in the dealing, both in absolute terms and as a percentage of all issued securities of that class in the affected company;
- (d) a ~~listed company~~listed corporation ~~shall~~must maintain a proper record of all notices received by it pursuant to sub-Rule (c) above; and
- (e) the company secretary of a ~~listed company~~listed corporation must, at each meeting of the board of directors, table a summary of dealings notified to the ~~listed company~~listed corporation since the last board meeting.

14.09 Procedures for dealings outside closed periods

Where an affected person deals in the listed securities of his own ~~listed company~~listed corporation outside closed periods, the affected person, the ~~listed company~~listed corporation and the company secretary of the ~~listed company~~listed corporation must comply with the following requirements:-

- (a) the affected person must, within 43 market days after the dealing has occurred, give notice of the dealing in writing to the company secretary of the affected company and the affected company must ~~make an~~immediately ~~announcement~~ such notice to the Exchange ~~of such notice~~. The notice and announcement ~~shall~~must include the information set out in sub-Rule 14.08-(c);
- (b) the ~~listed company~~listed corporation must maintain a proper record of all notices received by it pursuant to sub-Rule(a) above; and
- (c) the company secretary of the ~~listed company~~listed corporation must, at each meeting of the board of directors, table a summary of dealings notified to the ~~listed company~~listed corporation since the last board meeting.

[End of Chapter]

CHAPTER 16 TRADING HALT, SUSPENSION, WITHDRAWAL, DE-LISTING AND ENFORCEMENT

PART A – GENERAL

16.01 Introduction

This Chapter sets out the following:-

- (a) the requirements that must be complied with by a ~~listed company~~listed corporation in respect of voluntary suspension and withdrawal by the ~~listed company~~listed corporation from the Official List; and
- (b) the powers of the Exchange with regard to:-
 - (i) trading halt, suspension and de-listing of a ~~listed company~~listed corporation or any class of its listed securities by the Exchange; and
 - (ii) enforcement of these Requirements.

PART B - TRADING HALT AND SUSPENSION

16.02 Suspension of trading imposed by the Exchange

- (1) The Exchange may at any time suspend the trading of any class of the listed securities of a ~~listed company~~listed corporation in any of the following circumstances:-
 - (a) in the event of any substantial corporate exercise or capital restructuring of a ~~listed company~~listed corporation;
 - (b) where, in the opinion of the Exchange, it is necessary or expedient in the interest of maintaining an orderly and fair market in securities traded on the Exchange;
 - (c) in any circumstances as provided in these Requirements;
 - (d) in the event of any breach of these Requirements by a ~~listed company~~listed corporation;
 - (e) upon notice by the Commission to the Exchange that in its opinion a ~~listed company~~listed corporation has breached or has failed to comply with any provision of the CMSA, the Securities Industry (Central Depositories) Act 1991, the Securities Commission Act 1993 or any guidelines issued by the Commission's Guidelines for the MESDAQ Market, or that it is necessary or expedient in the public interest and where it would be for the protection of investors;
 - (f) in the event of maturity of a listed debt security, warrant, convertible security or structured warrant; or
 - (g) where the Exchange deems it appropriate for some other reason.

(2) Where the public shareholding spread of a listed corporation is below 10% of its total listed shares, the Exchange shall suspend the trading of the securities of the listed corporation in the following manner:

(a) upon expiry of 5 market days from the date of immediate announcement by the listed corporation pursuant to Rule 8.15(5), if it is due to a take-over offer or corporate proposal undertaken by a listed corporation; or

(b) upon expiry of 30 market days from the date of immediate announcement by the listed corporation pursuant to Rule 8.15(5), if it is due to events other than sub-Rule (a) above.

If a suspension in trading is imposed, the suspension will only be uplifted upon full compliance with the public shareholding spread requirements under Rule 8.15(1) or as may be determined by the Exchange.

~~(2)~~(3) The Exchange ~~shall~~will notify the Commission of any decision to suspend the trading of any class of the listed securities of a ~~listed company~~listed corporation pursuant to sub-Rules (1)(b) or (d) above.

16.03 Voluntary suspension

The Exchange may at any time, at its discretion, suspend trading of the listed securities of a ~~listed company~~listed corporation at the request of the ~~listed company~~listed corporation.

16.03A Trading Halt

Without prejudice to the powers of the Exchange under Rule 16.02, the Exchange may at any time, halt the trading of the listed securities of a ~~listed company~~listed corporation upon release of a material announcement by the ~~listed company~~listed corporation.

PART C - WITHDRAWAL OF LISTING AND DE-LISTING BY THE EXCHANGE.

16.04 Withdrawal of listing

- (1) The Exchange may grant a ~~listed company~~listed corporation's request for withdrawal from the Official List.
- (2) The Exchange ~~shall~~will notify the Commission of any decision to approve a request for withdrawal from the Official List.

16.05 Request for withdrawal

A ~~listed company~~listed corporation may not request to withdraw its listing from the Official List, unless:-

- (a) the ~~listed company~~listed corporation convenes a general meeting to obtain the approval of its shareholders and a separate meeting for the approval of the holders of any other class of listed securities, if applicable and the circular sent to the shareholders and the holders of any other class of listed securities includes the information set out in Part A of Appendix 16A. The ~~draft~~-circular must be submitted to the Exchange together with a checklist showing compliance with Part A of Appendix 16A;
- (b) the resolution for the withdrawal of its listing is approved by a majority in number representing three fourths in value of the shareholders and holders of any other class of

listed securities, if applicable, present and voting either in person or by proxy at the meetings and provided that such shareholders and holders of any other class of listed securities who object to the withdrawal is not more than 10% of the value of the shareholders and holders of any other class of listed securities present and voting either in person or by proxy. Where the constituent document of the ~~listed company~~listed corporation imposes a stricter condition in respect of the votes required to approve the withdrawal of listing, such stricter condition shall apply in substitution of the foregoing provision;

- (c) the shareholders and holders of any other class of listed securities, if applicable, are offered a reasonable cash alternative or other reasonable alternative (referred to as “the exit offer” in this Chapter); and
- (d) the ~~listed company~~listed corporation appoints an independent adviser from the Register of Sponsors, which meets the approval of the independent directors, to advise and make recommendations for the consideration of the shareholders and holders of any other class of listed securities, if applicable, in connection with the withdrawal of its listing as well as the fairness and reasonableness of the exit offer.

16.06 Application for withdrawal

A ~~listed company~~listed corporation intending to withdraw its listing from the Official List must file with the Exchange an application which ~~shall~~includes the information set out in Part B of Appendix 16A.

16.07 Additional requirements

The Exchange may at its discretion impose any additional condition for the withdrawal of any ~~listed company~~listed corporation from listing on the Official List.

16.08 Withdrawal of other securities

Where a ~~listed company~~listed corporation applies to withdraw its ordinary shares from the Official List, such application ~~shall~~will be deemed to apply to the withdrawal of other classes of securities issued by the ~~listed company~~listed corporation and listed on the Official List.

16.09 De-listing by the Exchange

- (1) The Exchange may at any time de-list a ~~listed company~~listed corporation or any class of its listed securities from the Official List in any of the following circumstances:-
 - (a) where the ~~listed company~~listed corporation fails to comply with these Requirements, subject to consultation with the Commission;
 - (b) ~~there has been a continuous suspension of the listed company's securities for 1 year, subject to the Exchange having a discretion to remove the listed company from the Official List earlier (after consultation with the Commission) or not to apply this Rule [Deleted];~~
 - (c) in other circumstances as provided under Rules 8.14, ~~8.15(3), 8.15(5)~~, 8.16 or 9.26, whereupon the Exchange ~~shall~~will notify the Commission of the same;
 - (d) in circumstances provided under Rule ~~4.11(b)~~8.18A, subject to consultation with the Commission; or

- (e) where in the opinion of the Exchange, circumstances exist which do not warrant the continued listing of a ~~listed company~~listed corporation or any class of its listed securities, subject to consultation with the Commission, except where the de-listing is due to:-
- (i) the maturity or expiry of a class of securities;
 - (ii) a winding up order being made against a ~~listed company~~listed corporation; or
 - (iii) where a structured warrant has been fully exercised prior to expiry or maturity; or
 - (iv) such other circumstances as may be approved by the Commission.
- (2) The Exchange shall de-list a ~~listed company~~listed corporation ~~in circumstances provided under Rule 8.15(6) or in any one of the following circumstances:-~~
- (a) pursuant to a directive, requirement or condition imposed by the Commission;
 - (b) in relation to a take-over offer, upon announcement by the listed corporation pursuant to Rule 8.15(5) and provided that the following confirmations are submitted to the Exchange by the listed corporation:
 - (i) a notification has been issued to or by the offeror pursuant to section 223 of the CMA 34A of the Securities Commission Act 1993; and
 - (ii) the offeror has represented in its offer document of its intention not to maintain the listing status of the listed corporation;
 - (c) in relation to a corporate proposal as defined in sub-Rule 8.15(7), upon announcement by the listed corporation pursuant to sub-Rule 8.15(5) and fulfillment of the following conditions:
 - (i) 100% of the listed shares of the listed corporation are held by a shareholder either singly or jointly with the associates of the said shareholder; and
 - (ii) the corporate proposal does not include any plan duly approved by the shareholders of the listed corporation prior to the proposals being undertaken, the complete implementation of which would result in full compliance by the listed corporation with all the relevant provisions of these Requirements.
- ~~whereupon the~~ The Exchange ~~shall~~will notify the Commission of ~~the same~~any decision to de-list.
- (3) For the purpose of sub-Rule 1(a) above, failure to comply with these Requirements ~~shall~~excludes failure to comply with Rules 8.14, ~~8.15~~, 8.16 or 9.26.

PART D - ENFORCEMENT

16.10 Breach by subsidiaries

A breach of these Requirements by any one of the subsidiaries of a ~~listed company~~listed corporation shall be deemed a breach of these Requirements by the ~~listed company~~listed corporation.

16.11 Breach by directors

A director of a ~~listed company~~listed corporation must not:-

- (a) cause, aid or abet a breach of these Requirements by such ~~listed company~~listed corporation; or
- (b) permit, either knowingly or where he had reasonable means of obtaining such knowledge, a ~~listed company~~listed corporation to commit a breach of these Requirements.

16.12 Provision of information by directors

Where a ~~listed company~~listed corporation makes an enquiry with any one of its directors for the purpose of making a disclosure pursuant to these Requirements, such director must provide information promptly to the ~~listed company~~listed corporation that:-

- (a) is clear, unambiguous and accurate;
- (b) does not contain any material omission; and
- (c) is not false or misleading.

16.13 Attendance before the Exchange

The directors, officers, employees, adviser and Sponsor of a ~~listed company~~listed corporation and any other person to whom these Requirements are directed must, if so required by the Exchange, attend personally before the Board, any committee or officer(s) of the Exchange to provide any document, information and/or explanation for any purpose deemed appropriate by the Exchange and the Exchange may record statements from such persons.

16.14 Power to obtain documents

The Exchange may, for investigation purposes:-

- (a) by notice in writing require an applicant, a ~~listed company~~listed corporation, its directors, officers, employees, advisers, Sponsors, or any other person to whom these Requirements are directed, to produce for inspection any documents, books, papers, registers, records or accounts (whether recorded in documentary or electronic form) (referred to collectively as "Information" in this Part D) that are held by the person concerned or to which the person concerned has control or access over;
- (b) inspect and make copies of, or take notes from, such Information;
- (c) retain such Information for such periods as the Exchange deems fit; or
- (d) disclose or forward such Information to such authorities as the Exchange deems fit.

16.15 ~~Listed company~~Listed corporation to ensure compliance

Where a direction is issued or an obligation is placed on an officer or other employee of an applicant or a ~~listed company~~listed corporation under these Requirements, such applicant or ~~listed company~~listed corporation must ensure that such officer or employee complies with the said direction or obligation.

16.16 Breach of these Requirements

- (1) In the event of any breach of these Requirements by any applicant, ~~listed company~~listed corporation or its directors, officers, advisers, Sponsors or any other person to whom these Requirements are directed, the Exchange may take or impose such actions or penalties as it considers appropriate.
- (2) The Exchange ~~shall~~will notify the Commission of any decision to take or impose any action or penalty referred to in Rule 16.17 below, except where the decision is made in consultation with the Commission.

16.17 Types of actions or penalties

- (1) Without prejudice to any of the powers granted to the Exchange under any written law in relation to the enforcement of these Requirements, the types of action or penalty that the Exchange may take or impose for a breach of these Requirements include any one or more of the following:-
 - (a) in relation to applicants and ~~listed companies~~ corporation,:-
 - (i) issuance of a caution letter;
 - (ii) issuance of a private reprimand;
 - (iii) issuance of a public reprimand;
 - (iv) imposition of a fine of such amount as may be determined by the Exchange from time to time;
 - (v) issuance of a letter directing the ~~listed company~~listed corporation to rectify the non-compliance, which direction shall remain in force until it is revoked;
 - (vi) imposition of one or more condition(s) for compliance;
 - (vii) non-acceptance of applications or submissions, with or without conditions imposed (after consultation with the Commission);
 - (viii) imposition of condition(s) on the delivery or settlement of trades entered into in respect of the ~~listed company~~listed corporation's securities;
 - (ix) suspension of trading of the listed securities of a ~~listed company~~listed corporation;
 - (x) de-listing of a ~~listed company~~listed corporation or any class of its listed securities; or
 - (xi) any other action which the Exchange may deem appropriate.

- (b) in relation to directors or officers of an applicant or a ~~listed company~~listed corporation or any other person to whom these Requirements are directed :-
- (i) issuance of a caution letter;
 - (ii) issuance of a private reprimand;
 - (iii) issuance of a public reprimand;
 - (iv) imposition of a fine of such amount as may be determined by the Exchange from time to time;
 - (v) issuance of a letter directing the person in default to rectify the non-compliance, which direction shall remain in force until it is revoked;
 - (vi) imposition of one or more condition(s) for compliance;
 - (vii) imposition of a moratorium on or prohibition of dealings in the ~~listed company~~listed corporation's and/or other listed securities by the relevant director, officer or other person; or
 - (viii) any other action which the Exchange may deem appropriate.
- (c) in relation to advisers ~~and Sponsors~~:-
- (i) issuance of a caution letter;
 - (ii) issuance of a private reprimand;
 - (iii) issuance of a public reprimand;
 - (iv) imposition of a fine of such amount as may be determined by the Exchange from time to time;
 - (v) issuance of a letter directing the adviser ~~or Sponsor~~ to rectify the non-compliance, which direction shall remain in force until it is revoked;
 - (vi) imposition of one or more condition(s) for compliance;
 - (vii) non-acceptance of applications or submissions or documents made or prepared by the adviser in relation to a stipulated matter or application for a stated period in the case of advisers, with or without conditions imposed (after consultation with the Commission);
 - (viii) ~~I~~n the case of an Adviser or Sponsor, suspension of any or all rights attaching to registration on the ~~Register of Advisers and/or~~ Register of Sponsors on such terms and for such period as the Exchange thinks fit;
 - (ix) ~~R~~emoval of the Adviser or Sponsor from the Register of Advisers and/or the Register of Sponsors. In the case of an Adviser, removal from either the Register of Advisers or the Register of Sponsors for any reason whatsoever will automatically result in removal from both Registers; or
 - (x) reporting of the adviser' conduct to the Commission or any other regulatory authority or professional body; or

- (xi) any other action which the Exchange may deem appropriate.
- (2) Where an applicant, a ~~listed company~~[listed corporation](#) or its directors, officers, advisers or Sponsors or any other person to whom these Requirements are directed, has failed to comply with a direction or pay any fine imposed by the Exchange under sub-Rule (1) above, the Exchange may impose additional actions or penalties as specified in sub-Rule (1) on such persons. Such additional actions or penalties may include, without limitation, the imposition of additional fines in such manner as the Exchange deems fit (e.g. additional fines on a daily basis until the full amount due is paid to the Exchange) or suspension of trading or de-listing of securities in the case of a ~~listed company~~[listed corporation](#).

16.18 Cumulative actions or penalties

The imposition of any one or more of the actions or penalties set out in Rule 16.17 does not preclude the Exchange from later taking or imposing such further actions or penalties, as stipulated under Rule 16.16 above against an applicant, a ~~listed company~~[listed corporation](#), a director or officer of a ~~listed company~~[listed corporation](#), an adviser or a Sponsor or any other person to whom the Requirements are directed, as the Exchange thinks fit on the same facts or further facts, including de-listing in the case of a ~~listed company~~[listed corporation](#).

16.19 Other rights

The exercise of the powers in Rules 16.16 and 16.17 does not in any way prejudice the other rights of the Exchange against an applicant, a ~~listed company~~[listed corporation](#), a director or officer of a ~~listed company~~[listed corporation](#), an adviser or a Sponsor, or a person to whom the Requirements are directed.

16.20 Confirmation by the Exchange

The confirmation given by the Exchange that it has no further comments on any document that is submitted to the Exchange for perusal pursuant to these Requirements shall not preclude the Exchange from taking enforcement action against the ~~listed company~~[listed corporation](#) and/or its advisers or Sponsors in the event of any failure by such ~~listed company~~[listed corporation](#) and/or its advisers or Sponsors to comply with these Requirements pertaining to the form and content of the said document.

16.21 Notification by the Exchange

The Exchange may, at any time, and in its absolute discretion, refer the conduct of any applicant, ~~listed company~~[listed corporation](#), or its directors, officers, advisers, Sponsors or any other person to whom these Requirements are directed, to any relevant authority, without giving notice to such persons.

16.22 Committee or sub-committee to decide

The Exchange ~~shall will~~ appoint a committee or sub-committee or officer(s) of the Exchange or Exchange Holding Company to discharge the exercise of its powers under Rules 16.16 and 16.17.

16.23 Rights of person

The person who is the subject of enforcement proceedings by the Exchange may request for an oral hearing before the Exchange, make submissions, and procure the attendance of witnesses to answer the case made against him by the Exchange.

[End of Chapter]

APPENDIX 16A

Part A

Contents of circular in relation to withdrawal of listing

(Rule 16.05(a))

- (1) A heading drawing attention to the importance of the circular and advising holders of securities who are in any doubt as to what action to take to consult appropriate independent ~~professional~~ advisers;
- (1A) A statement that the circular has been reviewed and approved by the listed corporation's Sponsor or Adviser, as the case may be;
- (2) A statement that Bursa Malaysia Securities Berhad has not perused the circular prior to its issuance and it takes no responsibility for the contents of the circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the circular;
- (3) The reasons and facts concerning the withdrawal of securities of the ~~listed company~~listed corporation;
- (4) The opinion of the board of directors in respect of the withdrawal;
- (5) A letter of opinion of the independent adviser in connection with the withdrawal of the securities of the ~~listed company~~listed corporation as well as the fairness and reasonableness of the exit offer by way of an appendix; and
- (6) An appendix containing the following information:-
 - (a) a responsibility statement by the directors that the circular has been seen and approved by the directors of the ~~listed company~~listed corporation and that they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries to the best of their knowledge and belief there are no other facts the omission of which would make any statement in the circular misleading;
 - (b) where a person is named in the circular as having advised the ~~listed company~~listed corporation or its directors, a statement that such adviser ~~or expert~~ has given and has not withdrawn its written consent to the inclusion of the adviser's ~~or expert's~~ name and/or letter (where applicable) in the form and context in which it is included;
 - (c) a statement of all material contracts (not being contracts entered into in the ordinary course of business) entered into by the ~~listed company~~listed corporation and/or its subsidiaries within 2 years immediately preceding the date of the circular. The following particulars ~~shall~~must be disclosed in respect of each such contract:-
 - (i) the date of the contract;
 - (ii) the parties of the contract;
 - (iii) the general nature; and

- (iv) the consideration and mode of satisfaction thereof;
- (d) a statement of all material litigation, claims or arbitration involving the ~~listed company~~listed corporation and/or any of its subsidiaries, including those pending or threatened against such companies. The following particulars ~~shall~~must be disclosed:-
 - (i) the background;
 - (ii) the date of the suit;
 - (iii) the names of the plaintiff(s) and defendant(s);
 - (iv) the estimate of the maximum exposure to liabilities;
 - (v) directors'/solicitors' opinion of the outcome; and
 - (vi) the status;
- (e) a statement that from the date of the circular to the date of the general meeting the following documents (or copies thereof) may be inspected at the registered office of the ~~listed company~~listed corporation:-
 - (i) the memorandum and articles of association;
 - (ii) the audited ~~accounts~~financial statements of the ~~listed company~~listed corporation/group for the past 2 financial years and the latest unaudited results since the last audited ~~accounts~~financial statements;
 - (iii) all reports, letters or other documents, balance sheets, valuations and statements by any expert, any part of which is extracted or referred to in the circular;
 - (iv) the letters of consent referred to in subparagraph 6(b) above;
 - (v) the material contracts referred to in subparagraph 6(c) above; and
 - (vi) the relevant cause papers in respect of the material litigation referred to in subparagraph 6(d) above; and
- (7) any other information which the shareholders and holders of any other class of listed securities and their professional advisers would reasonably expect to find in a circular of that nature for the purpose of making an informed decision.

Part B

Contents of application for withdrawal

(Rule 16.06)

- (1) The full and detailed reasons for the withdrawal;
- (2) The board resolution for the withdrawal;
- (3) The confirmation that the approval of any other relevant authority, if required, has been obtained;

- (4) The confirmation that the ~~listed company~~listed corporation has obtained approval of its shareholders and the holders of any other class of listed securities, if applicable, in accordance with Rule 16.05; and
- (5) Any other information or explanation as may be required by the Exchange.

[End of Appendix]

GUIDANCE NOTE NO 13/2007
PUBLIC SHAREHOLDING SPREAD

Issued in relation to Rule 8.15 of the Listing Requirements;

And

Pursuant to Rule 2.09 of the Listing Requirements.

1.0 Introduction

1.1 This Guidance Note is issued to:-

- (a) Prescribe the information that ~~listed companies~~listed corporations must include in:-
 - ~~(i) an application to the Exchange for acceptance of a lower percentage of public shareholding spread pursuant to Rule 8.15(1) of the Listing Requirements; and~~
 - ~~(ii)~~(i) an application to the Exchange for an extension of time to rectify the public shareholding spread;
- (b) Prescribe disclosure requirements in the event a ~~listed company~~listed corporation:-
 - (i) fails to comply with the required public shareholding spread; and
 - (ii) triggers a suspension pursuant to Rules ~~8.15(4) and 8.15(5)~~16.02(1) and (2) of the Listing Requirements; and
- (c) ~~Clarify when a suspension will be imposed pursuant to Rules 8.15(4) and 8.15(5) of the Listing Requirements.~~[Deleted]

2.0 ~~Application for acceptance of a lower percentage of public shareholding spread~~

~~2.1 Rule 8.15(1) of the Listing Requirements provides that a listed company must ensure that at least 25% of its total listed shares are in the hands of a minimum of 1,000 public shareholders holding not less than 100 shares each ("Required Public Shareholding Spread"). The Exchange may accept a percentage lower than 25% of the total number of listed shares if it is satisfied that such lower percentage is sufficient for a liquid market in such shares ("Acceptance of Lower Spread").~~

~~2.2 In this respect, a listed company which proposes to apply for Acceptance of Lower Spread must ensure that its application includes the following information:-~~

- ~~(a) The issued and paid-up capital;~~
- ~~(b) The number of public shareholders;~~
- ~~(c) The percentage of public shareholding spread;~~
- ~~(d) A statement as to whether the public shareholding spread includes a substantial shareholder who is deemed as "public" pursuant to Rule 1.01 of the Listing Requirements ("Shareholder") and if yes, the following details in relation to such Shareholder:-~~

- (i) ~~name; and~~
- (ii) ~~shareholdings in the listed company;~~
- (e) ~~The reason for non-compliance with the Required Public Shareholding Spread;~~
- (f) ~~The percentage of listed shares held by the top 30 shareholders, the names and shareholdings of each of these shareholders; and~~
- (g) ~~The public shareholding spread, in terms of percentage and number of public shareholders, over the last 2 years.~~

3.0 Disclosure requirements in the event of non-compliance

- 3.1 Rule 8.15(2) of the Listing Requirements provides that a ~~listed company~~listed corporation must ~~inform the Exchange immediately~~immediately announce to the Exchange if it becomes aware that it does not comply with the ~~r~~RRequired ~~P~~Public ~~s~~Shareholding ~~S~~Spread.
- 3.2 ~~In this respect, where a listed company first becomes aware of its non-compliance, it must immediately and specifically notify the Exchange in writing of its non-compliance. Notification via the submission of annual returns or an announcement would not be deemed as compliance with Rule 8.15(2) of Listing Requirements.~~
- 3.3 The ~~listed company~~listed corporation must ~~also make an~~must include the following information ~~immediate announcement in relation to~~in its announcement of its non-compliance ~~which includes the following information:-~~

 - (a) A statement that the ~~listed company~~listed corporation does not comply with the public shareholding spread requirement set out in Rule 8.15(1) of the Listing Requirements;
 - (b) The public shareholding spread, ~~in terms of percentage and number of public shareholders;~~
 - (c) Steps taken or proposed to be taken by the ~~listed company~~listed corporation to comply with the ~~R~~Rrequired ~~P~~Public ~~S~~Shareholding ~~S~~Spread ("Rectification Plan") including the following:-
 - (i) The tentative timeline in respect of the Rectification Plan; and
 - (ii) The status of the Rectification Plan; and
 - (d) Where the ~~listed company~~listed corporation has not formulated a Rectification Plan, the status of the ~~listed company~~listed corporation's endeavours to formulate such a Plan or where a Rectification Plan has not been formulated and/or if no endeavours have been taken to formulate such a Plan, an appropriate negative statement to such effect.

- 3.4 Thereafter, a ~~listed company~~listed corporation which does not comply with the ~~r~~RRequired ~~P~~Public ~~S~~Shareholding ~~S~~Spread must announce the status of its efforts to comply with the ~~R~~Rrequired ~~S~~Shareholding ~~s~~Spread for each quarter of its financial year simultaneously with the quarterly reports and in any event, no later than 2 months after the end of each quarter of a financial year which includes the following information:-
 - (a) The information prescribed in paragraph 3.3 above; and
 - (b) A statement as to whether an extension of time for compliance has been granted by the Exchange and if so, the following:-
 - (i) the duration of extension granted;

- (ii) the expiry date of the extension.

("Quarterly Status Announcements")

- 3.5 For the avoidance of doubt, upon compliance with the ~~R~~required ~~P~~public ~~S~~Shareholding ~~S~~spread and/or Acceptance of Lower Spread by the Exchange, the ~~listed company~~listed corporation is no longer required to make such Quarterly Status Announcement referred to in paragraph 3.4 above.

4.0 Applications for extensions of time for compliance and related disclosure requirements

- 4.1 Pursuant to Rule 8.15(3) of the Listing Requirements, a ~~listed company~~listed corporation which does not comply with the ~~r~~Required ~~P~~public ~~S~~Shareholding ~~S~~spread may apply to the Exchange for an extension of time to rectify its public shareholding spread.

- 4.2 In this respect, the application for extension of time must include the following information:-

- (a) The issued and paid-up capital and market capitalization;
- (b) The percentage of public shareholding spread;
- (c) The number of ~~public~~-shareholders and public shareholders;
- (d) ~~Whether the public shareholding spread includes a Shareholder. If yes, the following details in relation to such Shareholder:-~~
 - (i) ~~name~~; and
 - (ii) ~~shareholdings in the listed company~~listed corporation~~[Deleted]~~;
- (e) The reason for non-compliance with the ~~R~~required ~~P~~public ~~S~~shareholding ~~S~~spread;
- (f) The percentage of listed shares held by the top 30 shareholders, the names and shareholdings of each of these shareholders;
- (g) If there is a Rectification Plan, an elaboration of the same and the status thereof. Where the ~~listed company~~listed corporation has not formulated a Rectification Plan, the status of the ~~listed company~~listed corporation's endeavours to formulate such a Plan. If there has been no progress in relation to the aforesaid during the previous extension of time, the ~~listed company~~listed corporation must also explain the reason for the lack of progress;
- (h) The reason for failure to rectify the public shareholding spread within the previous extension of time, if any; and
- (i) Justification for the extension of time sought.

- 4.3 Where an extension of time to rectify the public shareholding spread has been granted by the Exchange, a ~~listed company~~listed corporation must ~~make an~~immediately announcement ~~the extension to the Exchange and must~~ includeing the following information in the announcement:-

- (a) A statement that an extension of time for compliance has been granted by the Exchange and the following details:-
 - (i) the duration of extension granted;
 - (ii) the expiry date of the extension; and

(b) The information prescribed in paragraph 3.3(b) to (d) above.

4.4 Where an extension of time has not been granted by the Exchange, the ~~listed company~~listed corporation must ~~make an~~ immediately announcement ~~ment the non-extension to the Exchange and must~~ include~~ing~~ the following information ~~in the announcement~~:-

- (a) A statement that an extension of time for compliance has not been granted by the Exchange;
- (b) The information prescribed in paragraph 3.3(b) to (d) above; and
- (c) A statement that the Exchange may take or impose for a breach of Rule 8.15(1) of the Listing Requirements any type of action or penalty pursuant to Rule 16.17 of the Listing Requirements and in addition, may suspend trading in its securities pursuant to Rule 16.02 of the Listing Requirements.

5.0 Suspension where the public shareholding spread is equal to or less than 10% and related disclosure requirements

5.1 Pursuant to Rule ~~8-15(4)~~16.02(2) of the Listing Requirements, where the public shareholding spread of a ~~listed company~~listed corporation is ~~less than~~ 10% ~~or less~~ of the total number of listed shares ("Threshold"), a suspension shall be imposed by the Exchange. The suspension in trading so imposed by the Exchange will only be uplifted upon full compliance with the ~~R~~required ~~P~~ublic ~~S~~shareholding ~~S~~spread and/or as may be determined by the Exchange.

5.2 Where a ~~listed company~~listed corporation becomes aware, either in conjunction with the preparation of its annual returns or otherwise, that its public shareholding spread triggers the Threshold, such ~~listed company~~listed corporation must:-

~~(a) — immediately and specifically notify the Exchange of this in writing. Notification via the submission of annual returns or announcement would not be deemed as compliance with this obligation; and~~

~~(b) make an~~ immediately announcement ~~ment including the same to the Exchange and must include~~ the following information ~~in the announcement~~:-

- ~~(i~~a) The public shareholding spread, ~~in terms of percentage and number of public shareholders;~~
- ~~(ii~~b) A statement that pursuant to Rule ~~8-15(4)~~16.02(2) of the Listing Requirements, trading in its securities will be suspended immediately upon the expiry of 30 market days from the date of the immediate announcement in view that the public shareholding spread of the ~~listed company~~listed corporation is ~~equal to or~~ below 10% of the total number of listed shares;
- ~~(iii~~c) The date suspension will be effected (i.e. the market day immediately following the expiry of 30 market days from the date of the immediate announcement);
- ~~(iv~~d) A statement that once the suspension pursuant to Rule 8.15(4) of the Listing Requirements is effected, it will only be uplifted by the Exchange upon full compliance with the ~~R~~required ~~P~~ublic ~~S~~shareholding ~~S~~spread or as may be determined by the Exchange;
- ~~(v~~e) The steps taken or proposed to be taken by the ~~listed company~~listed corporation (if any) to increase its public shareholding spread to above 10% before the date suspension is to be effected;
- ~~(vi~~f) An explanation of the Rectification Plan (if any);

- (vii) The tentative timeline for the steps referred to in subparagraph (v) above and the Rectification Plan; and
- (viii) Where neither the steps referred to in subparagraph (v) above nor a Rectification Plan have not been formulated and/or if no endeavours have been taken to formulate such steps or a Rectification Plan, an appropriate negative statement to such effect.

6.0 Suspension pursuant to Rule 8.15(5) and related disclosure requirements

6.1 Pursuant to Rule ~~8.15(5)~~16.02(2) of the Listing Requirements, in relation to a take-over offer for the acquisition of the listed shares of a ~~listed company~~listed corporation pursuant to the Code as defined under Chapter 11 of the Listing Requirements or corporate proposals undertaken by or in relation to a ~~listed company~~listed corporation, upon more than 90% ~~or more~~ of the listed shares of the said ~~listed company~~listed corporation being held by a shareholder either singly or jointly with associates of the said shareholder, a ~~listed company~~listed corporation must ~~make an~~ immediately announcement ~~which includes~~ the following information:-

- (a) A statement that pursuant to Rule ~~8.15(5)~~16.02(2) of the Listing Requirements, trading in its securities will be suspended immediately upon the expiry of 5 market days from the date of the immediate announcement in view that more than 90% ~~or more~~ of the listed shares of the said ~~listed company~~listed corporation are held by a shareholder either singly or jointly with associates of the said shareholder;
- (b) The date suspension will be effected (i.e. the market day immediately following the expiry of 5 market days from the date of the immediate announcement);
- (c) ~~In the event, if~~ the intention is to maintain the listing status of the ~~listed company~~listed corporation:-
 - (i) The public shareholding spread, ~~in terms of percentage and number of public shareholders~~;
 - (ii) A statement that once the suspension pursuant to Rule ~~8.15(5)~~16.02(2) of the Listing Requirements is effected, it will only be uplifted by the Exchange upon full compliance with the ~~R~~required ~~P~~public ~~S~~shareholding ~~S~~spread or as may be determined by the Exchange;
 - (iii) The steps taken or proposed to be taken by the ~~listed company~~listed corporation (if any) to increase its public shareholding spread to above 10% ~~or more~~ before the date suspension is to be effected;
 - (iv) An explanation of the Rectification Plan (if any);
 - (v) The tentative timeline for the steps referred to in subparagraph (iii) above and the Rectification Plan; and
 - (vi) Where neither the steps referred to in subparagraph (iii) above nor a Rectification Plan have ~~not~~ been formulated and/or if no endeavours have been taken to formulate such steps or Rectification Plan, an appropriate negative statement to such effect; and
- (d) In the event, the intention is to de-list the ~~listed company~~listed corporation:-
 - (i) a statement to that effect.

6.2 A suspension pursuant to Rule ~~8.15(5)~~[16.02\(2\)](#) of the Listing Requirements shall be imposed by the Exchange on the next market day immediately following the expiry of 5 market days after the date of the immediate announcement referred to in paragraph 6.1.

7.0 Effective Date

7.1 This Guidance Note takes effect on ~~[**]2 July 2007~~.

GUIDANCE NOTE NO. 14/2007

TRADING HALT

Issued in relation to Rule 16.03A of the Listing Requirements;

And

Pursuant to Rule 2.09 of the Listing Requirements.

1.0 Introduction

- 1.1 Pursuant to Rule 16.03A of the Listing Requirements, a trading halt may be imposed on the ~~listed company~~listed corporation's securities by the Exchange upon release of a material announcement by the ~~listed company~~listed corporation before or during trading hours.
- 1.2 The purpose of trading halt is to enable dissemination of the material information disclosed and facilitate the evaluation of such information.
- 1.3 This Guidance Note sets out the following :-
- (a) the types of material announcements which may warrant trading halt; and
 - (b) the periods of trading halt.
- 1.4 Nothing in this Guidance Note shall be read to restrict the powers of the Exchange to suspend the trading of the ~~listed company~~listed corporation's securities pursuant to Rule 16.02 of the Listing Requirements.

2.0 Material announcement which may warrant trading halt

- 2.1 For the purpose of Rule 16.03A of the Listing Requirements, the types of announcement which will be regarded as a material announcement includes any announcement relating to any of the following matters :-
- (a) interim financial reports;
 - (b) bonus issues or fund raising exercises;
 - (c) a subdivision of shares or consolidation by the ~~listed company~~listed corporation;
 - (d) a transaction requiring an announcement to be made under Chapter 10 of the Listing Requirements;
 - (e) declaration of a dividend or distribution;
 - (f) a change in the controlling shareholder of the ~~listed company~~listed corporation;
 - (g) a notice of take-over being served on a ~~listed company~~listed corporation;
 - (h) commencement of winding-up proceedings against the ~~listed company~~listed corporation or any of its subsidiaries or major associated companies;

- (i) rejection of the corporate proposals previously announced by the shareholders or regulatory authorities;
- (j) the prospects, revenue or profit estimate, forecast, projection or internal targets of the ~~listed company~~listed corporation and any circumstances or development which are likely to materially affect the results or outcome thereof,
- (k) any clarifying announcement pursuant to Chapter 9 of the Listing Requirements including the response to a rumour or report or unusual market activity; or
- (l) any other announcements which the Exchange considers material pursuant to Rule 9.03(2) of the Listing Requirements.

3.0 Periods of trading halt

3.1 The periods of trading halt that may be imposed by the Exchange are as follows :-

- (a) where the material announcement is released during trading hours, the trading halt imposed will be for ~~the remaining period of the morning or afternoon trading session, as the case may be; and 1 hour or until the end of that trading session, whichever is earlier;~~
- (b) where the material announcement is released ~~before 9.00 a.m.,~~ between ~~4.00 p.m. 1.30 p.m.~~ to 2.30 p.m. ~~and after 6.30 p.m.,~~ the trading halt imposed will be for 1 hour from 2.30 p.m.~~the whole morning or afternoon trading session, as the case may be.~~
- (c) where the material announcement is released before the commencement of trading at 9.00 a.m., a trading halt will be imposed for 1 hour from 9.00 a.m.;
- (d) where the material announcement is released after 11.00 a.m., then the trading halt imposed will be until 12.30 p.m.; and
- (e) where the material announcement is released after 3.30 p.m., the trading halt imposed will be until 5.00 p.m.

3.2 However, a trading halt will not be imposed where the material announcement is released during the trading session break from 12.30 p.m. to ~~4.00 p.m.~~1.30 p.m.

3.3 Notwithstanding paragraphs 3.1 and 3.2 above, the Exchange may, at its discretion, suspend the trading of the ~~listed company~~listed corporation's securities for the entire day or such period as the Exchange deems it appropriate.

3.4 For the avoidance of doubt, the periods of trading halt as stated ~~herein shall in this Guidance Note are~~ not ~~be~~ applicable to the securities of a ~~listed company~~listed corporation suspended pursuant to a request for suspension under Rule 16.03 of the Listing Requirements and Guidance Note No. 12/2006. Hence, the securities of a ~~listed company~~listed corporation which is suspended will not be quoted on the same day of the release of the relevant announcement.

4.0 Effective Date

4.1 This Guidance Note takes effect on ~~3 September 2007~~[**].

GUIDANCE NOTE NO. []

ROLES AND RESPONSIBILITIES OF SPONSORS

Issued in relation to Rules 4.06 and 4.07 of the Listing Requirements;

And

Pursuant to Rule 2.09 of the Listing Requirements.

1.0 Introduction

1.1 Rule 3.02(2) of the Listing Requirements provides that the Sponsor appointed by an applicant is responsible to assess the suitability of the applicant seeking admission to the Official List.

1.2 Rule 4.07 of the Listing Requirements provides that before sponsoring an applicant, a Sponsor must have a sound understanding and updated knowledge of the applicant, its business, operation, the industry it operates in and any other issues that might affect the business and industry of the applicant.

1.3 Rule 4.08 of the Listing Requirements provides as follows:

“(1) A Sponsor must assess the suitability of an applicant seeking admission to the Official List.

(2) In assessing whether an applicant is suitable for listing, a Sponsor must make all reasonable due diligence enquiries and consider all relevant matters, including the following:

(a) the viability and prospects of an applicant’s business;

(b) the applicant’s corporate governance record;

(c) the suitability, efficacy and past corporate conduct of the board of directors and key management;

(d) the nature and extent of conflict of interests or potential conflict of interests, if any;

(e) whether the applicant has sufficient systems, procedures, policies, controls and resources to comply with these Requirements and that its directors understand their obligations under these Requirements;

(f) whether the applicant has adequate internal control and risk management systems; and

(g) that the admission of the applicant to the Official List does not undermine public interest.

(3) A Sponsor must conduct, actively participate and oversee the preparation and due diligence process for the Public Document and comply with the Commission’s Guidelines on Due Diligence Conduct for Corporate Proposals, where applicable.

(4) A Sponsor must consider and advise on the competency and suitability of other advisers involved in the listing of the applicant.

(5) The Exchange may ask a Sponsor to demonstrate its compliance with sub-Rules (2) to (4) above.”

1.4 Rule 6.01A(1) of the Listing Requirements provides that a listed corporation must submit a listing application relating to a new issue of securities under Chapter 6 through a Sponsor or an Adviser, as the case may be.

1.5 This Guidance Note clarifies the obligations of a Sponsor or an Adviser as follows:

- (a) assessing the suitability of an applicant seeking admission to the Official List or a listed corporation undertaking a corporate proposal which will result in a significant change in the business direction or policy of a listed corporation (collectively referred to as "Applicant"), as set out in paragraphs 2.0 to 11.0 of this Guidance Note; and
- (b) advising a listed corporation on any new issue of securities as set out in paragraphs 5.0, 6.0, 10.0 and 11.0 of this Guidance Note, with necessary modification and adaptation.

2.0 Sound understanding of an Applicant

2.1 A Sponsor must achieve a sound understanding and updated knowledge of the Applicant, its business, operations, the industry it operates in and any other issues that might affect the business and industry of the Applicant. A Sponsor may use its in-house specialists, appoint independent external experts or procure professional or legal advice to achieve this.

2.2 In fulfilling paragraph 2.1 above, a Sponsor should at least do the following:

- (a) ensure that it has, or has access to, appropriate knowledge of the Applicant's area of business (taking into consideration its country of incorporation and operation);
- (b) consider the Applicant's sector, proposition, business plan, business structure, historical financial information and other corporate information, including the due diligence performed pursuant to paragraph 10.0;
- (c) consider any issues relating to the Applicant's country of incorporation, operation and any other issues which might affect its appropriateness and suitability for listing; and
- (d) visit the Applicant's office or material site(s) of operation and meet the directors and key managers.

3.0 Viability and prospects of an applicant

3.1 Generally, a Sponsor must consider, amongst others, whether-

- (a) the business is likely to succeed;
- (b) the business has potential for profitable operations and wealth creation;
- (c) the Applicant has adequate resources to realise its potential; and
- (d) the Applicant has a sustainable position in the industry having regard to its competitiveness, availability of alternative products or services, government policies and incentives, and the economy.

4.0 Corporate governance record

4.1 A Sponsor must consider the Applicant's corporate governance record. This includes whether there has been any previous action taken against the Applicant or its promoters for any breach of relevant laws, guidelines or rules including those issued by the Commission or the Exchange or both, or for failure to comply with any instruction, directive, or condition imposed by the Exchange including these Requirements.

4.2 Where the Applicant is a foreign corporation, the Sponsor must consider the extent of compliance by the Applicant or its promoters with the relevant foreign laws, applicable guidelines or rules issued by the relevant regulatory authorities.

5.0 Suitability, efficacy and past corporate conduct of the board of directors and key management

5.1 A Sponsor must investigate and assess the suitability of each (proposed) director and consider the efficacy of the board of directors as a whole for the Applicant's needs, as follows:

- (a) issue and review directors' questionnaire and review directors' curriculum vitae;
- (b) verify the information revealed in the above questionnaires and curriculum vitae, for example by conducting press searches, Companies Commission of Malaysia checks, bankruptcy checks, taking-up references and, where appropriate, obtaining third party checks. For directors who are not Malaysian-based, appropriate investigations should be undertaken;
- (c) analyse any issue arising from these review or investigations and in particular on how they can affect the appropriateness and suitability of the Applicant's listing; and
- (d) consider each director's suitability and experience in relation to their (proposed) role in ensuring an effective operation of the Applicant's business and consider whether each (proposed) director is suitable to be a director of a Malaysian public listed corporation.

5.2 In considering each (proposed) director's suitability and experience provided under sub-Rule 5.1(d) above, the Sponsor must be satisfied that the (proposed) directors of the Applicant individually and collectively have the experience, qualifications and competence to manage the Applicant's business and comply with the Listing Requirements and other legal or regulatory requirements relevant to their roles.

5.3 The character and integrity of the (proposed) directors of the Applicant will be a relevant factor for consideration. In considering whether the (proposed) directors have the character and integrity expected of a listed corporation, the Sponsor must take into account the disclosures made in the questionnaire and curriculum vitae as provided under paragraph 5.1(a) by each (proposed) director.

5.4 A Sponsor must also investigate into the past corporate conduct of the (proposed) directors of an Applicant to determine their integrity. A Sponsor must be satisfied that in compliance with paragraph 5.3 above, no person is appointed or allowed to act as a director of the Applicant or be involved whether directly or indirectly in the management of the Applicant, including acting in an advisory capacity in relation to the Applicant, if he-

- (a) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a company;
- (b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence, involving fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or
- (c) has been convicted by a court of law of an offence under the securities laws or the Companies Act 1965,

within a period of 5 years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.

5.6 Where appropriate, a Sponsor must extend the investigations and assessment specified in paragraph 5.1 above to the following persons:

- (a) each member of the key management when considering the efficacy of the key management as a whole for the Applicant's needs; and
- (b) the promoters of the Applicant.

6.0 Conflict of interests

6.1 A Sponsor must assess all aspects of the Applicant's business to determine whether there is, or is likely to exist, any situation of conflict of interests, including conflicts in relation to the Sponsor's role as a Sponsor to the Applicant.

6.2 An Applicant must resolve, eliminate or mitigate all conflicts of interests. The Sponsor must not submit any listing application to the Exchange if there is a conflict of interests which has not been satisfactorily addressed.

6.3 An Applicant and its Sponsor must consider the following factors to determine if a conflict of interests arises:

- (a) whether any interested persons (which includes directors, major shareholders and chief executive) of the Applicant or its subsidiary company(ies) have personal financial interests which are in conflict with those of the Applicant or its subsidiary companies;
- (b) whether the relationship between a major shareholder and the Applicant or its subsidiary company(ies) could result in a conflict between the Applicant's obligations towards that major shareholder and its duties to the general body of shareholders;
- (c) whether the professional judgment of any interested persons to act in the best interests of the Applicant or its subsidiary company(ies) is compromised;
- (d) whether any interested person is otherwise engaged in an activity which detracts time and commitment from managing the Applicant or its subsidiary company(ies); and
- (e) whether the conflict is significant in relation to the nature, scale and complexity of the businesses of the Applicant or its subsidiary company(ies).

6.4 A Sponsor must ensure that all trade debts exceeding the normal credit period and all non-trade debts, owing by the interested persons to the Applicant or its subsidiary company(ies), are fully settled prior to the Applicant's listing on the Official List.

6.5 An Applicant and its Sponsor must declare the following in the listing application:

- (a) nature and extent of the conflict of interests or potential conflict of interests (if any);
- (b) the parties to the conflicts; and
- (c) measures taken for resolving, eliminating, or mitigating the situations of conflict of interests.

7.0 Sufficient systems, procedures, policies, controls and resources

7.1 A Sponsor must be satisfied that the Applicant has in place sufficient systems, procedures, policies, controls (including accounting and management systems) and resources which are adequate to comply with the Listing Requirements and other relevant legal and regulatory requirement, and which are sufficient for the Applicant's directors to make a proper assessment of the financial position and prospects of the Applicant and its subsidiary companies, both before and after listing.

7.2 A Sponsor must be satisfied that the Applicant's directors understand their obligations under the Listing Requirements, including-

- (a) being satisfied that the Applicant's directors have been advised of their, and the Applicant's, continuing listing obligations and responsibilities; and
- (b) being satisfied that the Applicant's directors are aware when they should consult with and seek advice from their Sponsor.

8.0 Adequate internal control and risk management systems

A Sponsor must be satisfied that the Applicant has adequate internal controls and risk management systems for compliance with applicable laws and regulations.

9.0 Public interest

A Sponsor must consider whether the listing application by an Applicant would undermine public interest.

10.0 Due diligence

10.1 A Sponsor must oversee the due diligence process, satisfy itself that the due diligence done is appropriate and suitable for the Applicant and its listing application. A Sponsor must be satisfied that all material issues arising from the due diligence exercise are dealt with or otherwise do not affect the appropriateness and suitability of the Applicant for listing.

10.2 In doing so, the Sponsor must, amongst others be satisfied that appropriate financial and legal due diligence exercises are undertaken by appropriate professional firm(s) which complies with the Commission's Guidelines on Due Diligence Conduct for Corporate Proposals.

11.0 Competency of other professionals and experts

When considering and advising on the suitability and competence of other professionals and experts including the Applicant's reporting accountants and ongoing auditors, a Sponsor must base its assessment at a minimum on reputation, track record, relevant experience and adequacy of resources.

12.0 Effective date

This Guidance Note takes effect on [**].