Main Market Listing Requirements

CHAPTER 1 DEFINITIONS AND INTERPRETATION

PART A – DEFINITIONS

1.01 Definitions

In these Requirements, unless the context otherwise requires -

custodian in relation to a Trust Account for a SPAC, means -

- (a) a trust company registered under the Trust Companies Act 1949 or incorporated pursuant to the Public Trust Corporation Act 1995 and is in the List of Registered Trustees in relation to Unit Trust Funds issued by the SC; or
- (b) a licensed bank or <u>licensed investment bank</u> merchant bank as defined in the <u>Financial Services Act 2013</u>Banking and <u>Financial Institutions Act 1989</u>,

which is independent of the SPAC's adviser and management team.

Trust Account in relation to a SPAC, means a trust account maintained with a licensed bank or <u>licensed investment bank</u> merchant bank as defined in the <u>Financial Services Act 2013Banking and Financial Institutions</u> Act 1989, by a custodian appointed by the SPAC to hold on its behalf, proceeds from an issuance of securities by the SPAC.

[End of amendments to Chapter 1]

CHAPTER 2 GENERAL

PART H – OTHERS

2.27 Issuance of new securities in foreign currency

- (1) An issue of securities by a listed issuer will be quoted in Ringgit or such other foreign currency as may be allowed by the Exchange.
- (2) A listed issuer must consult the Exchange and obtain the approval of <u>Bank Negara Malaysia</u> the Controller of Foreign Exchange if it prefers the securities to be quoted in foreign currency.

[End of amendments to Chapter 2]

CHAPTER 5 STRUCTURED WARRANTS

PART B - DEFINITIONS

5.02 Definitions

For the purpose of this Chapter, unless the context otherwise requires -

licensed institution eligible has the same meaning given in the Banking and Financial Institutions Act 1989. means a licensed bank as defined in the Financial Services Act 2013 or a licensed Islamic bank as defined in the Islamic Financial Services Act 2013.

PART D – ADMISSION

5.09 Admission

- (1)-(3) [No change].
- (4) An issuer must submit its listing application to the Exchange for the issue of structured warrants through an eligible broker. However, where the issuers themselves are eligible brokers or <u>licensed institutionseligible licensed persons</u> approved by Bank Negara Malaysia, they may submit the proposals on their own behalf.

[End of amendments to Chapter 5]

CHAPTER 8 CONTINUING LISTING OBLIGATIONS

PART B - CONTINUING LISTING CRITERIA

8.03 Cash Companies

- (1)-(3) [No change].
- (4) A Cash Company must place at least 90% of its cash and short-dated securities (including existing cash balance and the consideration arising from the disposal undertaken by the Cash Company) in an account opened with a financial institution licensed by Bank Negara Malaysia and operated by a custodian. Any interest generated by the monies held in the account must accrue to the account. For the purpose of this subparagraph (4), "custodian" means any of the following who is independent of the Cash Company:
 - (a) a trust company registered under the Trust Companies Act 1949 or incorporated pursuant to the Public Trust Corporation Act 1995 and is in the List of Registered Trustees in relation to Unit Trust Funds issued by the SC; or
 - (b) a licensed bank or <u>merchant_bank_licensed investment_bank_as</u> defined in the <u>Financial Services Act 2013</u>Banking and Financial Institutions Act 1989.

The Cash Company must ensure that the amount in the above account is not withdrawn, except for the following purposes:

- (i) implementing a proposal to acquire a new core business approved by the SC; or
- (ii) pro rata distributions to shareholders pursuant to subparagraph (9) below.
- (5)-(9) [No change].

[Cross reference: Practice Notes 16 and 29]

PART H – OTHERS

8.23 **Provision of financial assistance**

- (1) Except as otherwise prohibited under the law or in relation to a foreign corporation, the relevant laws of the place of incorporation and subject to subparagraph (2) below, a listed issuer or its subsidiaries not listed on any stock exchange may only -
 - (a) lend or advance any money; or
 - (b) guarantee, indemnify or provide collateral for a debt,

("provision of financial assistance") to or in favour of the following:

- (i) directors or employees of the listed issuer or its subsidiaries;
- (ii) persons to whom the provision of financial assistance -
 - (aa) is necessary to facilitate the ordinary course of business of the listed issuer or its subsidiaries; or

(bb) pursuant to the ordinary course of business of the listed issuer or its subsidiaries;

such as the provision of advances to its sub-contractors or advances made to clients in the ordinary course of its moneylending business; or

(iii) the subsidiaries, associated companies or joint arrangements of the listed issuer, the listed issuer (in the case of the subsidiaries providing the financial assistance) or its immediate holding company which is listed.

For the purpose of this subparagraph (iii), a "**joint arrangement**" has the meaning given to it under the approved accounting standards.

- (2) Where a listed issuer or its subsidiaries provide financial assistance -
 - (a) the board of directors of such listed issuer must ensure -
 - that the provision of the financial assistance referred to in subparagraph (1) above is fair and reasonable to the listed issuer and is not to the detriment of the listed issuer and its shareholders; and
 - (ii) where a listed issuer or its subsidiary lends or advances money in the ordinary course of its business as a moneylender ("moneylending company" and "moneylending operations"), that the board of directors of the listed issuer oversees the moneylending operations and the management of credit risk of the moneylending company including ensuring that adequate policies and procedures are put in place which must be reviewed regularly to enable -
 - (aa) maintenance of sound credit-granting standards;
 - (bb) maintenance of a clear and defined credit approval process including a list of the approving party(ies), which must include the board of directors of the listed issuer, for different quantum of financial assistance granted by the moneylending company;
 - (cc) monitoring and control of credit risk; and
 - (dd) timely identification and administration of problem credits;
 - (b) where it is a related party transaction as defined in paragraph 10.02, the listed issuer complies with the requirements of paragraph 10.08 in addition to this provision;
 - (c) where the provision of financial assistance is to the associated company or the joint arrangement of the listed issuer, and the aggregate amount provided or to be provided at any time to each associated company or joint arrangement compared to the net tangible assets of the group is 5% or more, the listed issuer must issue a circular to its shareholders and seek shareholder approval in a general meeting, of such provision of financial assistance, unless the listed issuer complies with the requirements in subparagraph (1)(ii) above, in which case, the requirement to issue a circular and seek shareholder approval is dispensed with;
 - (d) where shareholder approval is required pursuant to subparagraphs (b) or (c) above, the listed issuer must state in its circular, the proposed utilisation of the amount of the financial assistance; and

- (e) in addition to the announcement as may be required by the Exchange, the listed issuer must announce the information set out in Appendix 8D in relation to each moneylending company for each quarter of its financial year, if any, not later than 7 market days after the end of each quarter of a financial year.
- (3) Except as otherwise prohibited under the law or in relation to a foreign corporation, the relevant laws of the place of incorporation and without limiting the generality of Part D of Chapter 2 -
 - (a) a listed issuer or its directors must give the Exchange any information, document or explanation that the Exchange requests for in relation to moneylending operations in accordance with the instructions or request of the Exchange, including but not limited to the following information in relation to the 20 debtors of each moneylending company having the highest amount of outstanding loans and/or advances ("Loans") (with aggregation of Loans granted to persons connected with each other):
 - (i) the names of the debtors and, in relation to each debtor, a statement as to whether the debtor is a related party;
 - (ii) the outstanding Loan amounts with aggregation of Loans granted to persons connected to each other, and the breakdown into principal and interest owing;
 - (iii) the salient terms of the outstanding Loans including the interest rate, terms as to the repayment of interest and principal and the security provided; and
 - (iv) the length of default on interest and/or principal, if applicable; and
 - (b) the Exchange may, at its absolute discretion, forward such information, document or explanation to the relevant authorities including the SC.
- (4) Subparagraphs (1), (2) and (3) above do not apply to -
 - (a) any provision of financial assistance provided to or in favour of the listed issuer or wholly owned subsidiaries of the listed issuer;
 - (b) a corporation whose activities are regulated by any written law relating to banking, finance corporations or insurance and are subject to supervision by Bank Negara Malaysia or an equivalent foreign regulatory authority as the Exchange deems appropriate; <u>or</u>
 - (c) a corporation which is registered as a scheduled institution with and supervised by Bank Negara Malaysia under the Banking and Financial Institutions Act 1989 ; or [deleted]
 - (d) share financing or share margin financing carried out by a listed issuer or its subsidiary not listed on any stock exchange which is a Participating Organisation.

[Cross reference: Practice Note 11]

[End of amendments to Chapter 8]

CHAPTER 10 TRANSACTIONS

PART E – RELATED PARTY TRANSACTIONS

10.08 Related party transactions

(1)-(10) [No change].

- (11) The following transactions are not normally regarded as related party transactions:
 - (a)-(l) [no change].
 - (m) a transaction between the listed issuer 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)-(cc)[no change].

- (dd) the major shareholder is -
 - (A) a statutory institution who is managing funds belonging to the general public;
 - (B) a closed end fund, unit trust or investment fund (but excluding an investment holding company); or
 - (C) an insurance corporation whose activities are regulated by any written law relating to insurance and are subject to supervision by Bank Negara Malaysia or an equivalent foreign regulatory authority as the Exchange deems appropriate, and the said insurance corporation is managing its insurance funds (together with its own shareholders' funds or otherwise). For the purposes of this subparagraph, "insurance funds" has the meaning given in section 2 of the Financial Services Act 2013 Insurance Act, 1996;

[End of amendments to Chapter 10]

PROVISION OF FINANCIAL ASSISTANCE

| S | Cross References |
|--|------------------------------|
| July 2001 August 2009, 27 anuary 2015 <u>, 13 July</u> | Paragraph 8.23 |
| | July 2001 August 2009, 27 |

1.0-2.0 [No change]

3.0 Disclosure obligations

- 3.1 A listed issuer must announce the financial assistance rendered or made by the said listed issuer or its subsidiaries not listed on any stock exchange pursuant to paragraph 8.23(1)(ii) of the Listing Requirements for each quarter of its financial year, if any, simultaneously with its quarterly report pursuant to paragraph 9.22 of the Listing Requirements and in any event not later than 2 months after the end of each quarter of a financial year. The listed issuer must include in its announcement the information set out in Annexure PN11-A.
- 3.2 Paragraph 3.1 above does not apply to provision of financial assistance in respect of the business of leasing, factoring, share financing, share margin financing or hire purchase carried out by a listed issuer or its subsidiaries not listed on any stock exchange in the ordinary course of business, or such other similar business that may be determined by the Exchange.
- 3.3 Where a listed issuer and/or its subsidiary lends or advances money in the ordinary course of its business as a moneylender pursuant to paragraph 8.23(1)(ii) of the Listing Requirements, the listed issuer must include in its announcement referred to in paragraph 3.1 above the information prescribed under Appendix 8D of the Listing Requirements.

Annexure PN11-A [No change]

[End of amendments to Practice Note 11]

REQUIREMENTS FOR DIRECTORS AND SIGNATORY OF STATUTORY DECLARATION FOR ACCOUNTS

| Details | | Cross References |
|-----------------|---|-------------------------------------|
| Effective date: | 1 January 2003 | Paragraphs 1.01, 9.27, 15.07, 15.09 |
| Revision date: | 3 August 2009, 1 June 2013 <u>, 13 July</u> <u>2015</u> | |

1.0-5.1 [No change]

- 5.2 However, "transactions" in paragraph 5.1 above excludes transactions -
 - (a)-(b) [no change].
 - (c) for the following goods and services, provided that they are sold or rendered based on a non-negotiable fixed price or rate, which is published or publicly quoted and the material terms including the prices or charges are applied consistently to all customers or classes of customers:
 - (i) provision or usage of public utility services such as water, electricity and telecommunications and data, postal or courier services, services by licensed <u>persons</u> institutions as defined under the <u>Financial Services Act 2013</u> <u>Banking and Financial Institutions Act 1989</u> (other than professional advisory services which are subject to paragraph 4.1 above), 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
 - (ii) such other types of goods or services that may be prescribed by the Exchange from time to time.
- 5.3-7.1 [No change]

[End of amendments to Practice Note 13]

LISTING PROCEDURES FOR INITIAL ADMISSION

| Details | | Cross References |
|-----------------|--|--|
| Effective date: | 3 August 2009 | Paragraphs 3.02, 4.04, 4.09, 4.14, 4.16, 4A.06, 4A.20, 4A.29, 8.16 and 15.03 |
| Revision date: | 22 September 2011, 3 January 2012, 25 March 2013, 1 April 2015, <u>13 July 2015</u> | |

PART A

ANNEXURE PN21-A

Listing application for admission of securities

(paragraph 3.1(a); paragraph 3.1(a) of Practice Note 24; paragraph 4A.06 of the Listing Requirements)



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

Delete as appropriate

| 3. | Currency denomination which the new securities will be listed and quoted | (a) Ringgit Malaysia ("RM") (b) Others : (Please indicate) | |
|----------------|---|--|--------|
| the Pr Name | orised signatory of incipal Adviser] : nation: | [Authorised signate the applicant] Name: Designation: Date: | ory of |

[End of amendments to Practice Note 21]

LISTING PROCEDURES FOR SPECIFIC APPLICANTS

| Details | | Cross References |
|-----------------|---|--|
| Effective date: | 3 August 2009 | Paragraphs 4.04, 4.09, 4.14, 4.16, 4A.06, 4A.20, 4A.29 and 15.03 |
| Revision date: | 22 September 2011, 25 March 2013, 27 January 2015, 1 April 2015, <u>13 July 2015</u> | |

ANNEXURE PN23-A

Part A

Initial listing application in respect of a real estate investment trust (paragraph 3.1(a))

| 4. | Currency denomination | (a) Ringgit Malaysia ("RM") |
|----|--|---|
| | which the new units will be listed and | (b) Others :(Please indicate) |
| | quoted | In the event the new units are listed and quoted in currencies other than RM, whether the approval of <u>Bank Negara Malaysia</u> the Controller of Foreign Exchange has been obtained? Yes No |

ANNEXURE PN23-I

Part A

Initial listing application in respect of SPAC

(paragraph 11.1 (a))

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

Delete as appropriate

| 6. | Currency denomination which the | (a) | Ringgit Malaysia ("RM") | |
|----|--|------|---|--|
| | new securities will be listed and quoted | (b) | Others : (Please indicate) | |
| | | thar | ne event the new securities are listed and n RM, whether the approval of <u>Bank Negara</u> bign Exchange has been obtained? | |

[End of amendments to Practice Note 23]

LISTING PROCEDURES FOR FOREIGN LISTING

| Details | | Cross References |
|-----------------------------------|--|----------------------------|
| Effective date: Revision date: | 3 August 2009 25 March 2013, 1 April 2015, <u>13 July</u> <u>2015</u> | Paragraphs 4A.06 and 4A.20 |

ANNEXURE PN24-A

PART A

Contents of a listing application for secondary listing (paragraph 6.1(a))

Title page showing -

- (a)-(d) [no change].
- (e) the currency which the new securities will be listed and quoted. In the event the new securities are to be listed and quoted in currencies other than RM, a statement on whether the approval from <u>Bank Negara Malaysia</u> the <u>Controller of Foreign Exchange</u> has been obtained

[End of amendments to Practice Note 24]

LISTING PROCEDURES FOR NEW ISSUE OF SECURITIES BY ISSUERS WITH SECONDARY LISTING

| Details | | Cross References |
|-----------------------------------|--|------------------|
| Effective date: Revision date: | 3 August 2009 25 March 2013, 1 April 2015, <u>13 July</u> <u>2015</u> | Paragraph 4A.24 |

ANNEXURE PN25-A

Part A

Contents of a listing application for a new issue of securities (paragraph 3.1(a))

- (1) Title Page showing -
 - (a) the name of the issuer with a secondary listing on the Main Market;
 - (b) the full title or designation of the securities proposed for listing;
 - the date of application and formal request for listing, specifying the amount, par value (if any) and title of the securities proposed for listing, and whether the securities are fully paid;
 - (d) the purpose of issuance; and
 - (e) the currency which the new issue of securities will be listed and quoted. In the event the new issue of securities are to be listed and quoted in currencies other than RM, a statement on whether the approval from <u>Bank Negara Malaysia</u> the <u>Controller of Foreign Exchange</u> has been obtained.
- (2) A table showing the class, ranking and number securities proposed for listing.

[End of amendments to Practice Note 25]

LISTING PROCEDURES OF SUKUK AND DEBT SECURITIES

| Details | | Cross References |
|-----------------|---|------------------|
| Effective date: | 3 August 2009 | Paragraph 4B.04 |
| Revision date: | 26 September 2012, 1 April 2015, <u>13 July</u> <u>2015</u> | |

ANNEXURE PN26-A

PART A

Initial Listing application for Exchange Traded Bonds (paragraph 3.1(a))



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

| 3. | Currency denomination under which | (a) Ringgit Malaysia ("RM") |
|----------------|---|---|
| | the new securities will be listed | (b) Others : (Please indicate) |
| | | In the event the new sukuk or debt securities are listed in currencies other than RM, whether the approval of <u>Bank Negara Malaysia</u> the <u>Controller of Foreign Exchange</u> has been obtained? Yes No |
| the ac Name | - | *[Authorised signatory of the issuer] Name: Designation: Date: |

* Not applicable to an issuer which is an Exempted Person, as defined in paragraph 4B.02 of the Listing Requirements.

** Not applicable to an issuer or obligor which is an Exempted Person or an issue of Exchange Traded Bonds which is guaranteed by an Exempted Person. **PART B**

Initial Listing application under the Exempt Regime (paragraph 8.1(a))

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

| 3. | Currency denomination under which | (a) Ringgit Malaysia ("RM") |
|----------------|---|---|
| | the new securities will be listed | (b) Others : (Please indicate) |
| | | In the event the new securities are listed in currencies other than RM, whether the approval of <u>Bank Negara Malaysia</u> the Controller of Foreign Exchange has been obtained? |
| | | No |
| the ad Name | - | [Authorised signatory of the issuer] Name: Designation: Date: |

[End of amendments to Practice Note 26]

LISTING PROCEDURES FOR STRUCTURED WARRANTS

| Details | | Cross References |
|-----------------|--|--------------------------|
| Effective date: | 8 May 2009 | Paragraphs 5.09 and 5.30 |
| Revision date: | 3 August 2009, 31 May 2010, 27 January 2015, 1 April 2015 <u>, 13 July 2015</u> | |

ANNEXURE PN27-A

Part A

Listing application for structured warrants (paragraph 4.1(a))

Please tick wherever applicable. If not applicable, to indicate "N/A"

You may tick more than one box, where applicable]

| 4. | Currency denomination | (a) Ringgit Malaysia ("RM") | |
|----|--|--|--|
| | which the SW will be listed and quoted | (b) Others : (Please indicate) | |
| | | | |
| | | In the event the SWs are listed and quoted in currencies othe RM, whether the approval of Bank Negara Malaysia the Contr | |
| | | Foreign Exchange has been obtained? Yes | |
| | | No | |

| 7. | Undertakings | We undertake the foll | We undertake the following: | | |
|-------|------------------------|---|---|--|--|
| | | (a)-(j) [no change]. | | | |
| | | the eligible bro of an issuer; licensed <u>perso</u> submitting the issuer, confirm | the eligible broker who submits the listing application on behalf of an issuer; or if the issuer is an eligible broker or <u>eligible</u> licensed <u>person institution</u> approved by Bank Negara Malaysia submitting the application on its own behalf, a letter from the issuer, confirming all approvals of relevant authorities have been obtained (if applicable); | | |
| - | horised signatory of t | ne *eligible broker] | [Authorised signatory of the Issuer] | | |
| Name: | | | Name: | | |
| | ignation: | | Designation: | | |
| Date | e: | | Date: | | |

* Authorised signatory of the issuer if the issuer is an eligible broker or <u>eligible</u> licensed_<u>person</u> *institution* approved by Bank Negara Malaysia, submitting the listing application on its own behalf.

ANNEXURE PN27-B

Part A

Listing application for Further Issue (paragraph 8.1(a))

| 5. | Currency denomination which the SW | (a) Ringgit Malaysia ("RM") |
|----|--|---|
| | will be listed and quoted | (b) Others : |
| | | In the event the SWs are listed and quoted in currencies other than RM, whether the approval of <u>Bank Negara Malaysia</u> the Controller of <u>Foreign Exchange</u> has been obtained? |
| | | Yes |
| | | No |
| 8. | Undertakings | We undertake the following: |
| | | (a)-(e) [no change]. |
| | | (f) to furnish the Exchange on the first day of listing, a letter from the eligible broker or if the issuer is an eligible broker or <u>eligible</u> licensed <u>person</u> institution approved by Bank Negara Malaysia submitting the application on its own behalf, a letter from the issuer, confirming all approvals of relevant authorities for the issuance of structured warrants have been obtained (if |

| | | applicable); |
|----------------------------|------------|---|
| | | applicable); |
| | (g) | to furnish the Exchange on the first day of listing, a copy each of all letters of approval from the relevant authorities for the issuance of structured warrants which have not been filed with the Exchange (if applicable); and |
| | (h) | to furnish the Exchange on the first day of listing or immediately after the execution of the trust deed/deed poll or their supplement, whichever is the earlier, a copy of the duly executed trust deed/deed poll or their supplement in respect of the additional structured warrants together with the letter of compliance accompanied by a checklist showing compliance (if applicable). |
| Authorised signatory of th | e *eliaibl | e broker] [Authorised signatory of the Issuer] |
| Name: | e englor | Name: |
| Designation: | | Designation: |
| Date: | | Date: |

* Authorised signatory of the issuer if the issuer is an eligible broker or <u>eligible</u> licensed_<u>person</u> <u>institution</u> approved by Bank Negara Malaysia, submitting the listing application on its own behalf

[End of amendments to Practice Note 27]

LISTING PROCEDURES FOR NEW ISSUES OF SECURITIES

| Details | | Cross References |
|-----------------|---|---|
| Effective date: | 3 August 2009 | Paragraphs 6.17, 6.29, 6.36, 6.49, 6.59, 6.60 |
| Revision date: | 3 January 2012, 26 September 2012, 25 March 2013, 27 January 2015, 1 April 2015 <u>, 13 July 2015</u> | |

ANNEXURE PN28-B

Part A

Listing application in relation to a new issue of securities (paragraphs 6.1(a), 7.1 and 7.2)

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

Delete as appropriate

| 9. | Currency denomination | (a) Ringgit Malaysia ("RM") |
|----|------------------------------|---|
| | which the new securities | (b) Others : (Please indicate) |
| | will be listed and quoted | |
| | | In the event the new securities are listed and quoted in currencies other than RM, whether the approval of Bank Negara Malaysia the |
| | | Controller of Foreign Exchange has been obtained? Yes |
| | | No |
| | | |

[End of amendments to the Main Market Listing Requirements]