
CHAPTER 4B LISTING OF SUKUK AND DEBT SECURITIES**PART A – GENERAL****4B.01 Introduction**

- (1) This Chapter sets out the requirements that must be complied with by an issuer seeking a listing of its sukuk or debt securities on the Official List and the continuing listing obligations of such issuer.
- (2) An issuer may list its sukuk or debt securities either as Exchange Traded Bonds or under the Exempt Regime.

PART B – DEFINITIONS**4B.02 Definitions**

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

- (a) **“Exchange Traded Bonds”** means the sukuk or debt securities which are listed and quoted for trading on the Exchange.
- (b) **“Exempt Regime”** means a regime under which the sukuk or debt securities are offered, issued or subscribed in accordance with section 229(1) or section 230(1) of the CMSA, and are listed but not quoted for trading on the Exchange;
- (c) **“Exempted Person”** means the Federal or State Government of Malaysia or Bank Negara Malaysia;
- (d) **“government”** includes -
 - (i) the Federal or State Government of Malaysia;
 - (ii) Bank Negara Malaysia;
 - (iii) a foreign government; or
 - (iv) a foreign central bank;
- (e) **“issuer”** means an issuer, listed or otherwise, whose sukuk or debt securities are listed or proposed to be listed on the Exchange as Exchange Traded Bonds or under the Exempt Regime;
- (f) **“material information”** means information which is reasonably expected to have a material effect on -
 - (i) the price or value of the issuer's sukuk or debt securities; or
 - (ii) the decision of a sukuk or debt securities holder or an investor whether to trade in such debt securities;
- (g) **“sukuk”** means Islamic securities as defined in the SC's Islamic Securities Guidelines (Sukuk Guidelines);
- (h) **“Trust Deed”** means the trust deed governing an issue of sukuk or debt securities entered into between the issuer and the sukuk or debt securities holders in accordance with the SC's Trust Deed Guidelines; and

- (i) “Trustee” means the trustee appointed pursuant to the terms of the Trust Deed.

PART C EXCHANGE TRADED BONDS

Part C1 – ADMISSION OF EXCHANGE TRADED BONDS

4B.03 Approval of other authorities

An issuer must first obtain approval(s) from SC and other relevant authorities (where applicable) before listing and quotation of any sukuk or debt securities as Exchange Traded Bonds will be considered by the Exchange.

4B.04 Approval for admission

- (1) An issuer must submit its listing application under this Chapter through the relevant principal adviser as referred to in the SC’s Licensing Handbook.
- (2) Subparagraph (1) above does not apply to an issuer which is an Exempted Person, which may submit its application under this Chapter directly to the Exchange or through an adviser.
- (3) The Exchange will exercise discretion over the admission and continued listing and quotation of sukuk or debt securities on its Official List and may return, approve or reject the applications for listing, as it deems fit.
- (4) The Exchange may also approve applications for listing and quotation of sukuk or debt securities unconditionally or subject to such conditions, as it deems fit.
- (5) Where the sukuk or debt securities are issued under a programme, an issuer may list either all or a certain class or tranche of sukuk or debt securities issued under the programme.
- (6) An issuer must comply with the relevant admission procedures and requirements as may be prescribed by the Exchange.

[Cross reference: Practice Note 26]

4B.05 Convertible or Exchangeable Sukuk or Debt Securities

An issuer of sukuk or debt securities which are convertible or exchangeable into listed shares must also comply with the provisions in Part I of Chapter 6 of these Requirements, as if it were the listed issuer, with the necessary modifications.

4B.06 Trust Deed

- (1) An issuer seeking a listing and quotation of its sukuk or debt securities on the Exchange as Exchange Traded Bonds must include the relevant provisions set out in Appendix 4B-A in its Trust Deed or any other document governing the rights of the sukuk or debt securities holders.
- (2) Subparagraph (1) above is not applicable to sukuk or debt securities which are:
 - (a) issued by the Federal Government of Malaysia, State Government of Malaysia or any statutory body; or
 - (b) guaranteed by the Federal Government of Malaysia or Bank Negara Malaysia.

4B.07 Foreign Issuer *[effective date to be determined by Bursa at a later date]*

- (1) A foreign issuer must appoint an agent or representative in Malaysia to be responsible for communication with the Exchange, on behalf of the issuer.
- (2) A foreign issuer must maintain a paying agent or its equivalent in Malaysia.
- (3) All information or documents presented, submitted, disclosed or announced by a foreign issuer must be in English.

4B.08 Obligor

- (1) If the sukuk issuer is a special purpose vehicle, the obligor must comply with the requirements imposed on the issuer under this Part C1, as if it were the issuer.
- (2) Subparagraph (1) above is not applicable to an obligor which is an Exempted Person or such other persons as may be approved by the Exchange from time to time.

PART C2 - CONTINUING LISTING OBLIGATIONS OF EXCHANGE TRADED BONDS**4B.09 Continuing listing obligations**

- (1) An issuer of Exchange Traded Bonds must comply with paragraphs 4B.07 and 8.26A as continuing listing obligations.
- (2) An issuer of Exchange Traded Bonds which are convertible or exchangeable into listed shares must also comply with paragraphs 4B.05 and 8.28 as continuing listing obligations.
- (3) If the sukuk issuer is a special purpose vehicle, the obligor must comply with the continuing listing obligations imposed on the issuer under these Requirements, as if it were the issuer, **unless the obligor is an Exempted Person** or such other persons as may be approved by the Exchange from time to time.

4B.10 Disclosure of information

- (1) An issuer must immediately announce to the Exchange any material information.
- (2) Without limiting the generality of subparagraph (1) above, an issuer must immediately announce to the Exchange the following:
 - (a) any issuance of a new tranche or programme by the issuer;
 - (b) any change in the terms of the sukuk or debt securities;
 - (c) any redemption or cancellation of the sukuk or debt securities;
 - (d) any amendment to the Trust Deed, if applicable;
 - (e) any appointment or replacement of Trustee or paying agent, if applicable;
 - (f) any change of its Shariah adviser appointed by the issuer as required under the SC's Islamic Securities Guidelines (Sukuk Guidelines);
 - (g) any occurrence of an event of default under the Trust Deed;
 - (h) credit rating of its sukuk or debt securities, including a summary of the rating report relevant to the sukuk or debt securities published by a credit rating agency, if available;

-
- (i) any intention to fix a books closing date and its reason, stating the books closing date, which must be at least 10 market days after the date of announcement to the Exchange;
 - (j) any event which requires an immediate notification to its the trustee pursuant to the Trust Deed; and
 - (k) any meeting of sukuk or debt securities holders (other than a meeting convened to pass a special resolution), at least 14 days before such meeting is held, and in the case of a meeting convened to pass a special resolution, at least 21 days before such meeting is held. The announcement must include the date of the Record of Depositors which determines whether a depositor shall be regarded as a sukuk or debt securities holder entitled to attend, speak and vote at the meeting of the sukuk or debt securities holders.
- (3) An issuer must, at least 1 month before the maturity date, announce the maturity date of each issuance of sukuk or debt securities.
 - (4) An issuer which is a foreign 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. *[effective date to be determined by Bursa at a later date]*

4B.11 Submission of Financial Statements

- (1) An issuer must announce its unaudited or audited financial statements on a consolidated basis within 2 months after the close of the half year of the issuer's financial year, which statements must state whether there is any abnormal circumstance that has affected or will affect the business and financial position of the issuer.
- (2) An issuer and its guarantor must announce to the Exchange their respective annual audited financial statements, together with the auditors' and directors' reports within 4 months after the close of their respective financial years.
- (3) Subparagraphs (1) and (2) above do not apply to an issuer of an Exchange Traded Bond which is guaranteed by an Exempted Person.
- (4) Subparagraph (2) above does not apply to the following persons who are guarantors:
 - (a) Federal Government of Malaysia;
 - (b) State Government of Malaysia;
 - (c) Bank Negara Malaysia;
 - (d) supranational organisations;
 - (e) statutory bodies established under an Act of Parliament;
 - (f) Danajamin Nasional Berhad; and
 - (g) such other persons as may be approved by the Exchange from time to time.

4B.12 Exempted Person

An issuer which is an Exempted Person need not comply with all the provisions under this Part C2 except for paragraphs 4B.10(1), 4B.10(2)(a),(b),(c) and (i), and 4B.10(3).

4B.13 Foreign Issuer *[effective date to be determined by Bursa at a later date]*

- (1) A foreign issuer must comply with the following continuing listing obligations applicable to a foreign corporation under Chapter 4A of these Requirements, as if it were the foreign corporation mentioned there:
- (a) paragraph 4A.09;
 - (b) paragraph 4A.10;
 - (c) paragraph 4A.15; and
 - (d) paragraph 4A.17.

4B.14 Applicable Chapters

- (1) All provisions in Chapters 1, 2, 9 and 16 apply to an issuer, as if it were a listed issuer, with the necessary modifications, except:
- (a) paragraph 2.03(1);
 - (b) paragraph 2.09;
 - (c) paragraph 2.21A;
 - (d) parts J to M of Chapter 9;
 - (e) paragraph 16.06;
 - (f) paragraph 16.07; and
 - (g) paragraph 16.12.
- (2) Apart from the above, unless otherwise stated, the other Chapters of these Requirements are not applicable to an issuer of sukuk or debt securities under this Chapter.

PART D – EXEMPT REGIME**PART D1 - ADMISSION UNDER AN EXEMPT REGIME****4B.15 SC Approval**

An applicant seeking to list any sukuk or debt securities on the Exchange under the Exempt Regime needs to obtain the approval of the SC only if an approval under section 212(4) of the CMSA is required for the issue or offer of the sukuk or debt securities.

4B.16 Approval for admission

- (1) Short-term sukuk or debt securities with original maturity date of less than 1 year cannot be listed.
- (2) An issuer seeking to list any sukuk or debt securities must comply with the admission requirements as set out in paragraph 4B.04, with the necessary modifications, as may be applicable.

[Cross reference: Practice Note 26]

4B.17 Financial statements and announcements

- (1) All information or documents presented, submitted, disclosed or announced pursuant to these Requirements must be in English.
- (2) The issuer may prepare its financial statements in accordance with the approved accounting standards applicable in its home jurisdiction.

PART D2 - CONTINUING LISTING OBLIGATIONS**4B.18 Disclosure of information**

An issuer under the Exempt Regime must comply with paragraphs 4B.10(1), 4B.10(2)(b) to (f), 4B.10(3) and 4B.10(4) above.

4B.19 Submission of financial statements

- (1) An issuer under the Exempt Regime must announce its unaudited or audited financial statements on a consolidated basis within 2 months after the close of the half year of the issuer's financial year, if any, which statements must state whether there is any abnormal circumstance that has affected or will affect the business and financial position of the issuer.
- (2) An issuer under the Exempt Regime must announce to the Exchange, the issuer's annual audited financial statement, within 4 months after the close of the financial year of the issuer.
- (3) Subparagraphs (1) and (2) above do not apply to sukuk or debt securities which are -
 - (a) issued, or offered or guaranteed by a multilateral development bank, a multilateral financial institution, any government or entities wholly-owned by the government; or
 - (b) issued by a special purpose vehicle which is established by a multilateral development bank, a multilateral financial institution, any government or entities wholly-owned by the government and where the ultimate credit risk exposures of the investors still reside with these entities.

4B.20 Financial statements and announcements

An issuer must comply with paragraph 4B.17 as a continuing listing obligation.

4B.21 Applicable Chapters

- (1) All provisions in Chapters 1, 2 and 16 apply to an issuer, as if it were a listed issuer, with the necessary modifications, except:
- (a) paragraph 2.03(1);
 - (b) paragraph 2.09;
 - (c) paragraph 2.21A;
 - (d) paragraph 16.02;
 - (e) paragraph 16.03;
 - (f) paragraph 16.04;
 - (g) paragraph 16.06;
 - (h) paragraph 16.07;
 - (i) paragraph 16.12;
 - (j) paragraph 16.13; and
 - (k) paragraph 16.22.
- (2) Apart from the above, the other Chapters of these Requirements are not applicable to an issuer of sukuk or debt securities under this Chapter.

PART E – DE-LISTING BY THE EXCHANGE**4B.22 De-listing by the Exchange**

In addition to the circumstances set out in paragraph 16.11, the Exchange may at any time de-list an issuer of Exchange Traded Bonds or under the Exempt Regime or any class of its sukuk or debt securities from the Official List in any of the following circumstances:

- (a) upon the occurrence of any of the events which the Trustee has declared the sukuk or debt securities to be immediately due and repayable pursuant to the Trust Deed;
- (b) upon the maturity or expiry of the sukuk or debt securities;
- (c) upon full redemption of the sukuk or debt securities; or
- (d) any other circumstances which in the opinion of the Exchange, do not warrant the continued listing of the sukuk or debt securities.

[End of Chapter]

Appendix 4B
Content of trust deed or other document governing rights of bondholders for Exchange Traded Bonds

Appendix 4B-A**Contents of a trust deed or other document governing the rights of bondholders for Exchange Traded Bonds**

(paragraph 4B.06(1))

- (1) Where a meeting of sukuk or debt securities holders is held, an issuer must ensure that:
 - (a) at least 14 days' notice in writing of any meeting (other than a meeting convened to pass a special resolution) of sukuk or debt securities holders shall be given by the trustee. In the case of a meeting convened to pass a special resolution, at least 21 days' notice shall be given. Such notice will specify the general nature of the business to be transacted.
 - (b) the trustee shall cause at least 14 days' notice (21 days' in the case of special resolution to be passed) to be given of any meeting by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange.
 - (c) the notices convening a meeting of sukuk or debt securities holders must contain sufficient information to enable a sukuk or debt securities holder to decide whether to attend the meeting.
- (2) A sukuk or debt securities holder shall be entitled to attend and vote at any meeting of sukuk or debt securities holders, and shall be entitled to appoint another person (whether a sukuk or debt securities holder or not) as his proxy to attend and vote. Such proxy shall have the same rights as the sukuk or debt securities holder to vote, to speak and to be reckoned in a quorum.
- (3) In the case of an equality of votes the chairman of a meeting of sukuk or debt securities holders shall have a casting vote in addition to his vote (if any) as a sukuk or debt securities holders.