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**CHAPTER 1 DEFINITIONS AND INTERPRETATION****PART A – DEFINITIONS****1.01 Definitions**

In these Requirements, unless the context otherwise requires:-

admission	means admission of securities to the LEAP Market of the Exchange and “ <b>admitted</b> ” will be construed accordingly.
adviser	in relation to a listed corporation, means – <ul style="list-style-type: none"> <li>(a) an Adviser;</li> <li>(b) 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</li> <li>(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.</li> </ul>
Adviser	means either an Approved Adviser or a Continuing Adviser, or both, who is registered in the Register of Advisers.
Advisory Period	means the period referred to in Rule 3.12.
amendment	in relation to a document or information, includes any addition, deletion, modification or variation of any part of such document or information and “ <b>amended</b> ” will be construed accordingly.
applicant	means a corporation which is applying for admission of its securities.
Approved Adviser	means an Adviser authorised by the Exchange to carry out both the initial listing activities and post-listing activities.
associate	in relation to any person (referred to as “ <b>Said Party</b> ”), means a person who falls under any one of the following categories: <ul style="list-style-type: none"> <li>(a) a family member of the Said Party;</li> <li>(b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Said Party or a family member of the Said Party is the sole beneficiary;</li> <li>(c) a person or where it is a body corporate, its directors, who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Said Party;</li> </ul>

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	(d)	a person or where it is a body corporate, its directors, in accordance with whose directions, instructions or wishes the Said Party is accustomed or is under an obligation, whether formal or informal, to act;
	(e)	a body corporate in which the director, shareholder or a family member of the Said Party is entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
	(f)	a holding company or subsidiary of the Said Party, or a subsidiary of the Said Party's holding company.
auditor		means an auditor who is registered as a registered auditor or recognised as a recognised auditor under section 31O of the Securities Commission Malaysia Act 1993.
Audit Oversight Board		means the board established under section 31C of the Securities Commission Malaysia Act 1993.
Bank Negara Malaysia		means the Central Bank of Malaysia established under the Central Bank of Malaysia Act 2009.
books closing date		means the specified time and date set by a listed corporation for the purpose of determining entitlements to dividends, interests, new securities or other distributions or rights of holders of its securities.
change in the board of directors of a listed corporation		means a change within a 12-month period from the date of the acquisition in -
	(a)	at least one-half of the membership of the board of directors of the listed corporation; or
	(b)	at least one-third of the membership of the board of directors of the listed corporation, including the chief executive.
chief executive		in relation to a corporation, means the principal executive officer of the corporation for the time being, by whatever name called, and whether or not he is a director.
CMSA		means the Capital Markets and Services Act 2007.
Companies Act		means the Companies Act 2016.
Continuing Adviser		means an Adviser authorised by the Exchange to carry out only post-listing activities.

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controlling shareholder	means any person who is, or a group of persons who collectively are, entitled to exercise or control the exercise of more than 33% of the voting shares or voting rights in a corporation (or such other percentage as may be prescribed in the Take-Overs and Mergers Code including any amendments that may be made from time to time, 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 corporation.
convertible securities	means securities which are convertible or exercisable by their terms of issue, into shares.
core business	means the business which provides the principal source of operating revenue or after-tax profits to a corporation and which comprises the principal activities of the corporation and its subsidiary companies.
corporation	has the meaning given in section 2(1) of the CMSA.
depositor	means a holder of a securities account established by the Depository.
Depository	means Bursa Malaysia Depository Sdn. Bhd.
director	has the meaning given in section 2(1) of the CMSA.
Exchange	means Bursa Malaysia Securities Berhad.
Exchange Holding Company	means Bursa Malaysia Berhad.
excluded issue	has the meaning given in section 226 of the CMSA.
expert	includes an engineer, valuer, accountant and any other person whose profession and reputation gives authority to a statement made by him.
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; or  (e) spouse of the person referred to in sub-Rules (c) or (d) above.
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 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.

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initial listing activities	means the activities set out in Part D of Chapter 4 which may be undertaken by an Approved Adviser in relation to the admission of an applicant to the LEAP Market pursuant to Chapter 3.
listed	means admitted to the LEAP Market of the Exchange and not removed, and “ <b>listing</b> ” will be construed accordingly.
listed corporation	means a corporation whose securities or any class of its securities have been admitted to the LEAP Market and not removed.
major associated company or major subsidiary	<p>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 corporation on a consolidated basis.</p> <p>For the purpose of this definition, “<b>associated company</b>” has the meaning given to “<b>associate</b>” under the accounting standards issued or adopted by the Malaysian Accounting Standards Board.</p>
major shareholder	<p>means a person who has an interest of 10% or more of the total number of all the voting shares in a corporation.</p> <p>For the purpose of this definition, “<b>interest</b>” shall have the meaning of “<b>interest in shares</b>” given in section 8 of the Companies Act.</p>
market day	means a day on which the stock market of the Exchange is open for trading in securities, which may include a Surprise Holiday.
net assets	refers to the net assets attributable to ordinary equity holders of the listed corporation.
offer for sale	means an invitation by, or on behalf of, an existing securities holder to purchase securities of a corporation already in issue or allotted.
partner	<p>in relation to a director, major shareholder or a person connected with the director or major shareholder, means such person who falls within any one of the following categories:</p> <p>(a) a person with whom the director, major shareholder or person connected with the director or major shareholder, is in or proposes to enter into partnership with. “<b>Partnership</b>” for this purpose refers to a “<b>partnership</b>” as defined in section 3 of the Partnership Act 1961 or “<b>limited liability partnership</b>” as defined in section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or</p> <p>(b) a person with whom the director, major shareholder or person connected with a director or major shareholder has entered or proposes to enter into a joint venture, whether incorporated or not.</p>

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person	includes a body of persons, corporate or unincorporate (including a trust).
person connected	in relation to a director or major shareholder of an applicant or listed corporation, means an associate or partner of the director or major shareholder.
post-listing activities	means the activities set out in Part E of Chapter 4 which may be undertaken by a Continuing Adviser in advising or guiding the listed corporation on its continuing listing obligations.
promoter	includes a controlling shareholder, a person connected to a controlling shareholder and an executive director who is a substantial shareholder of an applicant or listed corporation.
public	means all persons but excludes -  (a) directors of an applicant and its subsidiaries;  (b) substantial shareholders of an applicant; and  (c) associates of directors or substantial shareholders of an applicant.
Record of Depositors	means a record provided by the Depository to a listed 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.
Register of Advisers	means a register maintained by the Exchange for the LEAP Market specifying all persons which have been approved to act either as an Approved Adviser or a Continuing Adviser by the Exchange pursuant to Chapter 4 of these Requirements and such approval has not been revoked or suspended.
related party	means a director or major shareholder of the applicant or listed corporation or person connected with such a director or major shareholder. For the purpose of this definition, “ <b>director</b> ” and “ <b>major shareholder</b> ” have the meanings given in Rule 7.02.
Rules of the Depository	means the Rules of Bursa Malaysia Depository Sdn. Bhd., including any amendment that may be made from time to time.
Rules of the Exchange	means the Rules of Bursa Malaysia Securities Berhad including any amendment that may be made from time to time.
SC	means the Securities Commission Malaysia established under section 3 of the Securities Commission Malaysia Act 1993.
securities	has the meaning given in section 2(1) of the CMSA.

significant change in the business direction or policy	<p>in relation to a listed corporation means -</p> <p>(a) an acquisition of assets such that any one of the percentage ratios is 100% or more, except where the assets to be acquired are in a business similar to the core business of the listed corporation;</p> <p>(b) an acquisition of assets which results in a change in the controlling shareholder of the listed corporation;</p> <p>(c) an acquisition of assets which results in a change in the board of directors of the listed corporation; or</p> <p>(d) a restructuring exercise involving the transfer of the listed corporation's listing status and the introduction of new assets to the other corporation.</p> <p>For the purpose of this definition, “<b>percentage ratios</b>” have the same meaning as set out in Rule 7.02.</p>
sophisticated investor	means any person who is specified as a sophisticated investor in the SC’s Guidelines on Categories of Sophisticated Investors.
substantial shareholder	has the meaning given in section 136 of the Companies Act.
Surprise Holiday	means a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year.
Take-Overs and Mergers Code	means the Malaysian Code on Take-Overs and Mergers 2016 and the Rules on Take-Overs, Mergers and Compulsory Acquisition 2016, including any amendment that may be made from time to time.
these Requirements	means Bursa Malaysia Securities Berhad LEAP Market Listing Requirements including any amendment that may be made from time to time.

## PART B – INTERPRETATION

### 1.02 Interpretation

- (1) Unless otherwise defined in these Requirements or unless the context otherwise requires, words or expressions defined in the Companies Act, when used in these Requirements, have the same meanings as in the Companies Act.
- (2) Apart from the above, certain other terms and expressions have also been defined in the respective Chapters. Such definitions only apply with respect to the respective Chapters in which they are contained.

### **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 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 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**

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

### **1.08 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 unless otherwise stated are to be construed as references to Appendices 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]