

## ANNEXURE A

## PROPOSED AMENDMENTS IN RELATION TO NEW ISSUE OF SECURITIES AND OTHERS

Main Market Listing Requirements

## CHAPTER 1 DEFINITIONS AND INTERPRETATION

## PART A - DEFINITIONS

## 1.01 Definitions

In these Requirements, unless the context otherwise requires -

- 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 a listed issuer. Without limiting the generality of the foregoing, an independent director is one who -
- (a) is not an executive director of the applicant, listed issuer or any related corporation of such applicant or listed issuer (each corporation is referred to as “said Corporation”);
  - (b) has not been within the last 2 years and is not an officer (except as an independent non-executive director) of the said Corporation. For this purpose, “officer” has the meaning given in section 2 of the Companies Act;
  - (c) is not a major shareholder the said Corporation;
  - (d) is not a family member of any executive director, officer or major shareholder of the said Corporation;
  - (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 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 corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Exchange; or

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[Draft for Consultation - 30 August 2019]

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- (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 corporation (other than subsidiaries of the applicant or listed issuer) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange.

*[Cross reference: Practice Note 13]*

*[End of Proposed Amendments to Chapter 1]*

CHAPTER 2 GENERAL

PART D - INFORMATION

2.18 Contents of statement, information or document

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

(4) For the avoidance of doubt, in the case of an announcement to the Exchange or a circular, paragraphs ~~9.16 or 9.329.35A~~ apply ~~respectively~~, in substitution of subparagraphs (1) to (3) above.

*[End of Proposed Amendments to Chapter 2]*

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**CHAPTER 6 NEW ISSUES OF SECURITIES****PART B - ADMISSION****6.02 Admission**

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

(3) In granting approval for the listing of a new issue of securities by listed issuers, the Exchange considers amongst others, whether -

(a) - (d) [no change];

(e) the listed issuer has addressed all situations of conflict of interests satisfactorily; or

(f) [no change].

(4) - (6) [No change].

**PART G(A) - ADDITIONAL REQUIREMENTS RELATING TO DIVIDEND REINVESTMENT SCHEME****6.45D Pricing**

(1) The listed issuer must ensure that the shares allotted pursuant to a Dividend Reinvestment Scheme are not priced at more than 10% discount to the weighted average market price of the shares for the 5 market days immediately before the price-fixing date.

(2) The listed issuer must announce the issue price of the shares before or ~~when it announces to the Exchange its intention to fix on the~~ books closing date ~~under paragraph 9.19(1)~~.

**PART I - ADDITIONAL REQUIREMENTS RELATING TO AN ISSUE OF CONVERTIBLE SECURITIES****6.50 Maximum number of new shares allowed from exercise of ~~warrants~~ convertible equity securities**

A listed issuer must ensure that the number of new shares which will arise from all outstanding ~~warrants~~ convertible equity securities, when exercised, does not exceed 50% of the total number of issued shares of the listed issuer (excluding treasury shares and before the exercise of the ~~warrants~~ convertible equity securities) at all times.

**6.55 ~~No a~~Alteration or adjustment to the terms**

A listed issuer ~~must ensure that no~~ may make an alteration or adjustment ~~is made~~ to the terms of the convertible securities during the tenure of the securities, ~~unless only if~~ such alteration or adjustment ~~is~~

(a) is provided upfront in the deed poll or trust deed governing the securities; and

(b) does not relate to the provisions set out in in paragraph 6.54(3) above.

**APPENDIX 6A****Part A****Contents of announcement in relation to a new issue of securities**

(paragraphs 6.07, 6.32, 6.48 and 6.52)

**DETAILS OF THE PROPOSALS**

- (1) The number and type of securities to be issued.
- ~~(62)~~ The persons to whom the new issue of securities will be allotted/issued.
- ~~(53)~~ The basis of allotment, where applicable.
- (4) The issue price of the new issue of securities, the basis of determining the issue price and justification for the pricing.
- ~~(25)~~ The ranking of the new issue of securities.
- ~~(36)~~ Whether listing will be sought for the new issue of securities.
- ~~(407)~~ Where applicable, the minimum level of subscription and the basis of determining the minimum level of subscription.
- ~~(468)~~ In the case of a bonus issue -
  - (a) the details of the reserves to be capitalised for the bonus issue, if applicable;
  - (b) a statement that the reserves required for capitalisation of the bonus issue complies with paragraph 6.30(2)(b) of these Requirements, if applicable;
  - (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, if applicable;

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- (iv) [deleted]
  - (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; and
- (d) the number of shares before and after the bonus issue.
- ~~(179)~~ 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.
- ~~(1810)~~ In the case of a Share Issuance Scheme, the duration of the scheme, basis of determining the exercise price and eligibility.
- ~~(18A11)~~ Where the listed issuer intends to implement more than 1 Employee Share Scheme, the following information in relation to the Employee Share Schemes:
- (a) the number of schemes currently in existence;
  - (b) the following information in relation to options or shares granted to directors under all the existing schemes:
    - (i) aggregate options or shares granted since commencement of the scheme;
    - (ii) aggregate options exercised or shares vested since commencement of the scheme; and
    - (iii) aggregate options or shares outstanding; and
  - (c) for each existing scheme -
    - (i) brief details of each scheme including its expiry date, eligible grantees, maximum number ~~of~~and percentage of total shares issued or vested under the scheme, total number of shares granted, and total number of options exercised or shares vested; and
    - (ii) aggregate maximum allocation to directors and senior management in percentage, and the actual percentage granted to them.

#### RATIONALE AND JUSTIFICATION FOR THE PROPOSAL

- ~~(4412)~~ The purpose of the new issue of securities.
- ~~(4513)~~ The justification for embarking on the new issuance of securities rather than other available options.

~~(14)~~ In the case of new issue of securities for fund-raising purposes, the details of fund-raising exercises undertaken in the past 12 months before the announcement of the new issue of securities, including -

- ~~(a)~~ a description of the fund-raising exercise;
- ~~(b)~~ the total proceeds raised; and
- ~~(c)~~ the details and status of the utilisation of proceeds.

If there is none, a negative statement to that effect.

#### UTILISATION OF PROCEEDS

- ~~(715)~~ The gross proceeds from the issue of securities and a detailed statement with regard to the utilisation of such proceeds, where applicable.
- ~~(816)~~ Where the proceeds from the new issue of securities are to be utilised for a new business to be acquired or undertaken, a description of the industry where the new business operates or will be operating.
- ~~(1917)~~ Where the issuance of securities or proceeds are utilized for an acquisition of assets or interests, and the relevant information on the transaction as required under Appendix 10A of these Requirements if such acquisition falls within the ambit of Chapter 10 of these Requirements and announcement is required pursuant to Chapter 10, ~~the relevant information on the transaction as required under Appendix 10A of these Requirements.~~

#### EFFECTS OF THE PROPOSAL

- ~~(918)~~ The effect of the new issue of securities on the following, in tabular form:-
- (a) the share capital (to show effect for each proposal);
  - (b) the net assets per share based on the latest audited consolidated 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);
  - (e) gearing, where applicable; and
  - ~~(gf)~~ any existing convertible securities.

#### APPROVALS REQUIRED

- ~~(1119)~~ The approvals required for the new issue and the estimated time frame for submission of the application to the relevant authorities.

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**INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND PERSON CONNECTED**

(~~1320~~) Whether the directors, major shareholders, chief executive or persons connected with them have any interest, direct or indirect, in the issue.

**TIMEFRAME FOR COMPLETION / IMPLEMENTATION**

(~~1221~~) The estimated time frame for completion of the new issue of securities.

**FURTHER / ADDITIONAL INFORMATION**

(~~2022~~) Where a mandate for issue of securities is sought, a statement whether such mandate is a renewal and the details of the previous mandate.

**APPENDIX 6B****Part A**

**Contents of circular in relation to a new issue of securities**  
(paragraphs 6.08(1) and 6.53(1))

**COVER PAGE**

- (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 advisers.
- (2) A statement that Bursa Malaysia Securities Berhad takes no responsibility for the contents of the circular, valuation certificate and report if any, 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. In relation to an Exempt Circular, a statement that Bursa Malaysia Securities Berhad has not perused the circular before its issuance.

**INTRODUCTION**

- (3) The purpose of the circular.

**DETAILS OF THE PROPOSALS**

- (4) The particulars, terms and conditions of the issue and date on which the new issue of securities was announced.
- (5) The number and type of ~~the~~ securities to be issued.
- (~~116~~) The persons to whom the new issue of securities will be allotted/issued.
- (~~107~~) The basis of allotment, where applicable.



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- (68) The issue price of the new issue of securities, the basis of determining the issue price and justification for the pricing.
- (79) The ranking of the new issue of securities and treatment of any fractions.
- (810) Whether listing will be sought for the new issue of securities.
- (2011) 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 the securities holders;
  - (b) the number and percentage of the existing issued shares held by them in the listed issuer; and
  - (c) the number and percentage of securities which they are entitled to under the new issue of securities.
- (2412) Where securities holders have irrevocably undertaken to subscribe for the securities and if applicable, excess application -
- (a) a statement that the securities holders have confirmed that they have sufficient financial resources to take up the securities and such confirmation has been verified by an acceptable independent party such as the listed issuer's Principal Adviser; and
  - (b) a statement as to the consequences of the subscription for the securities on the listed issuer and its securities holders with regard to the Take-Overs and Mergers Code.
- (4913) Where applicable, the minimum level of subscription and the basis of determining the minimum level of subscription. In the event the minimum level is not achieved, to state its impact on the proposal and alternative plans (if any).
- (4814) 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) the underwriting commission and the party that will bear the same; and
  - (c) any provisions which may permit the underwriter(s) to withdraw from obligations pursuant to the underwriting agreement and/or terminate the underwriting agreement.
- (2615) In the case of a bonus issue -
- (a) the details of the reserves to be capitalised for the bonus issue including the amount to be capitalised and the amount standing to the credit of such account, if applicable;

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- (b) a statement that the reserves required for capitalisation of the bonus issue complies with paragraph 6.30(2)(b) and that the available reserves have been confirmed by the external auditors or reporting accountants, if applicable;
- (c) where the reserves to be capitalised arise from a revaluation of real estates<sub>7</sub>:-
- (i) the name of the independent registered valuer<sub>2</sub>; and
  - (ii) the date and method of valuation<sub>2</sub>;
  - (iii) Incorporate the valuation certificate which must contain all particulars of<sub>2</sub> and information on<sub>2</sub> the property being valued and regard must be had to in accordance with the SC's Asset Valuation Guidelines as to the contents of the valuation certificate<sub>2</sub>; and
  - (iv) Make a statement that the valuation report and the valuation certificate are 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;
- (dA) a statement that the bonus issue complies with paragraph 6.30(1A);
- (e) 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) [deleted]
  - (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) the rationale/justification for the implementation of the bonus issue on a staggered basis; and
- (f) the number of shares before and after the bonus issue.

(2716) 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.

(2817) In the case of a Share Issuance Scheme -

- (a) the information set out in Appendix 6E;
- (b) where applicable, the rationale for extending participation in the share scheme to non-executive directors;

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- (c) the performance targets, if any, that must be achieved before the options can be exercised or shares can be vested, and if none, a negative statement to that effect;
  - (d) the potential cost to the listed issuer arising from the grant of options or shares under the scheme;
  - (e) the aggregate maximum allocation to directors and senior management in percentage under the scheme;
  - (f) where the listed issuer intends to implement more than 1 Employee Share Scheme, the following information in relation to the Employee Share Schemes:
    - (i) the number of schemes currently in existence;
    - (ii) the following information in relation to options or shares granted to directors under all the existing schemes:
      - (aa) aggregate options or shares granted since commencement of the scheme;
      - (bb) aggregate options exercised or shares vested since commencement of the scheme; and
      - (cc) aggregate options or shares outstanding; and
    - (iii) for each existing scheme -
      - (aa) brief details of each scheme including its expiry date, eligible grantees, maximum number or percentage of total shares issued or vested under the scheme, total number of shares granted, and total number of options exercised or shares vested; and
      - (bb) aggregate maximum allocation to directors and senior management in percentage, and the actual percentage granted to them;
  - (g) where the directors of the listed issuers have a direct or indirect interest in the scheme, the details of the said interest;
  - (h) whether the allocation available will be staggered over the duration of the scheme, and -
    - (i) if yes, the maximum allocation available for each financial year during the duration of the scheme; or
    - (ii) if no, the reasons why not; and
  - (i) whether there is any vesting period for the options or shares granted under the scheme.
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- (2918) In the case of issues of shares or convertible securities on a non-pro rata basis pursuant to paragraph 6.05, particulars on -
- (a) the persons to whom the securities will be issued and if such person is a corporation, the names of its directors and substantial shareholders together with their respective direct and/or indirect shareholdings; and
  - (b) the amount of securities to be placed to each placee.

#### RATIONALE AND JUSTIFICATION FOR THE PROPOSAL

- (4219) The purpose of the new issue of securities.
- (4320) The justifications for embarking on the new ~~issuance~~issue of securities rather than other available options.
- (21) In the case of new issue of securities for fund-raising purposes, the details of fund-raising exercises undertaken in the past 12 months before the announcement of the new issue of securities, including -
- (a) a description of the fund-raising exercise;
  - (b) the total proceeds raised; and
  - (c) the details and status of the utilisation of proceeds.

If there is none, a negative statement to that effect.

#### UTILISATION OF PROCEEDS

- (4422) 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~~including the following information, if the proceeds are to be used for -
    - (i) ~~if it is utilised to~~reducing 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, relocation of factory or office premises, the details on the location of the factory or building, total cost of construction, built-up area and production capacity before and after the expansion or relocation (where relevant); ~~or~~
    - (iii) ~~if it is for~~ investment ~~purposes~~, the following information:
      - (aa) the details of the investment; or

- 
- (bb) ~~if the investment has not been identified, a statement to that effect of how the proceeds will be utilised in the meantime, pending identification of the investments; and~~
- (iv) ~~working capital, the details and breakdown;~~
- (c) the estimated expenses of the new issue of securities; and
- (d) the time frame for full utilisation of the proceeds.
- (4523) Where the proceeds from the new issue of securities are to be utilised for -
- (a) the ~~existing business of the~~ listed issuer's group of corporations' ~~existing business~~; or
- (b) a new business to be acquired or undertaken,
- a description and outlook of the industry where the listed issuer's group of corporations operates or will be operating and the prospects of ~~it~~the business in light of the industry outlook.
- (3024) Where the issuance of securities or proceeds are utilized for acquisition of assets/interests, ~~and the relevant information on the transaction as required under Appendix 10A of these Requirements if~~ such acquisition falls within the ambit of Chapter 10 and shareholder approval is required pursuant to Chapter 10, ~~the relevant information on the transaction as required under Appendix 10B of these Requirements.~~

### EFFECTS OF THE PROPOSAL

- (4625) The effects of the new issue of securities on ~~the following, in tabular form:-~~
- (a) the share capital (to show effect for each proposal);
- (b) the net assets per share based on the latest audited consolidated 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);
- (e) gearing, where applicable; and
- (f) any existing convertible securities.
- (4726) A statement setting out all material commitments and contingent liabilities incurred or known to be incurred by the listed issuer.

### APPROVALS REQUIRED

- (2327) The approvals required for the new issue of securities, ~~and~~ dates on which such approvals were obtained, ~~and~~the conditions of the approvals, and the status of compliance.

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### CONDITIONALITY OF THE PROPOSAL

- (928) The details of any other intended corporate exercise/scheme which have been announced but not yet completed before 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.

### INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND PERSON CONNECTED

- (2529) (a) Whether the new issue of securities is to a director, major shareholder, chief executive or person connected with a director, ~~or~~ major shareholder or chief executive.
- (b) If the answer to (a) is in the affirmative, a statement that such person and also the director, ~~or~~ major shareholder or chief executive concerned, where the issue is to a person connected with a director, ~~or~~ major shareholder or chief executive, must abstain from voting in respect of their direct and/or indirect shareholdings.
- (c) A statement that such interested director, major shareholder or ~~both~~ chief executive has/have undertaken that he/they will ensure that the persons connected with him/them will abstain from voting on the resolution approving the issue at the general meeting.
- (d) In the case of an interested director, a statement that the interested director has abstained or will abstain from deliberating and voting on the relevant resolution at the board meeting.

### RECOMMENDATION AND BASIS OF RECOMMENDATION

- (3430) A statement by the board of directors, ~~excluding interested directors,~~ stating whether the issue is in the best interest of the listed issuer, ~~and where a director disagrees with such statement, a statement by the said director setting out the reasons and the factors taken into consideration in forming that opinion.~~
- (3231) 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.

### TIMEFRAME FOR COMPLETION / IMPLEMENTATION

- (2432) 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.

### FURTHER / ADDITIONAL INFORMATION

- (2233) 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 before the printing of the circular.

(3534) Any other information which the securities holders and their Principal Advisers would reasonably expect to find in a circular of that nature for the purpose of making an informed decision.

## APPENDICES

(3335) In the case of a Share Issuance Scheme, ~~as an appendix,~~ the bylaws of the scheme.

(3436) ~~An appendix containing the following~~Other information as follows:

- (a) a responsibility statement by the directors that the circular has been seen and approved by the directors of the listed issuer 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 issuer or its directors, a statement -
  - (i) that such adviser has given and has not withdrawn its written consent to the inclusion of the adviser's name, letter or both (if applicable) in the form and context in which it is included; and
  - (ii) by the adviser as to whether a conflict of interests exists or is likely to exist in relation to its role as an adviser. 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 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 to act independently and objectively or where the adviser 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 litigation, claims or arbitration involving the listed issuer and/or any of its subsidiaries, including those pending or threatened against such corporations. The following particulars 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;

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- (d) a statement that from the date of the circular until the date of the general meeting the following documents (or copies of the documents) may be inspected at the registered office of the listed issuer:
- (i) the constitution;
  - (ii) the audited financial statements of the listed issuer, group or both for the past 2 financial years and the latest unaudited results since the last audited financial statements;
  - (iii) all reports, letters or other documents, statement of financial position, 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 (b) above;
  - (v) the relevant cause papers in respect of the material litigation referred to in subparagraph (c) above;
  - (vi) the trust deed and/or deed poll (where applicable);
  - (vii) the financial estimate, forecast or projection, as the case may be, together with the auditors' letter (if provided);
  - (viii) the pro forma consolidated statement of financial position together with the auditors' letter (if provided); and
  - (ix) by-laws of the scheme, in the case of a Share Issuance Scheme.

*[End of Proposed Amendments to Chapter 6]*



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**CHAPTER 8 CONTINUING LISTING OBLIGATIONS****PART C - ~~CERTIFICATES, TRANSFERS AND TRANSMISSIONS~~ OPERATIONAL MATTERS****8.06 Audit for transfers and issue of ~~certificates~~ securities**

A listed issuer must provide the Exchange, upon request, with an external auditor's ~~certificate~~ confirmation to the effect that the ~~transfers and~~ issue of securities is in accordance with the requirements set out in paragraphs ~~6.09~~, 6.28, 6.45, 6.58 and 8.15, where applicable.

**APPENDIX 8A****Contents of statement accompanying notices of annual general meetings**

(paragraph 8.27(2))

1. Further details of individuals who are standing for election as directors (excluding directors standing for a re-election), namely the following:
  - (a) - (e) [no change];
  - (f) any conflict of interests that they have with the listed issuer; and
  - (g) [no change].
2. [No change].

*[End of Proposed Amendments to Chapter 8]*

## CHAPTER 9 CONTINUING DISCLOSURE

## PART J - IMMEDIATE DISCLOSURE REQUIREMENTS

## 9.19 Immediate announcements to the Exchange

A listed issuer must immediately announce to the Exchange the events set out below. This requirement is in addition to the other announcement requirements which are imposed under this Chapter and other parts of these Requirements, and are not exhaustive:

(1) - (19) [no change];

(19A) the corporate rescue mechanisms carried out in accordance with the Companies Act as follows:

(a) any application filed with a court to place any of a listed issuer's subsidiaries or major associated companies under judicial management;

(b) any proposal for corporate voluntary arrangement by a listed issuer's subsidiaries or major associated companies filed with a court; and

(c) any material development arising from such application or proposal;

(20) the appointment of, or any change in the following persons over the listed issuer, any of its subsidiaries or major associated companies or any part of the properties of the listed issuer, its subsidiaries or major associated companies;~~;~~

(a) a receiver, manager or receiver and manager;

(b) a judicial manager (which includes an interim judicial manager) in accordance with the Companies Act;

(c) a liquidator (which includes an interim liquidator);~~or~~

(d) a special administrator; or

(e) such other person of a similar capacity.

~~over the listed issuer, any of its subsidiaries or major associated companies or any part of the properties of the listed issuer, any of its subsidiaries or major associated companies.~~

An announcement pertaining to the appointment of a receiver, manager, ~~or~~ receiver and manager, or judicial manager, or such other person of a similar capacity must include the information contained in Part D of Appendix 9A. An announcement on the appointment of the liquidator (which includes an interim liquidator) or special administrator must include the information contained in Part E of Appendix 9A;

(21) - (40) [no change];

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(40A) if a material loan or borrowing is announced pursuant to paragraph 9.03 and the relevant documents for such loan or borrowing contain conditions, covenants or restrictions relating to the shareholdings of a controlling shareholder, the announcement must include-

(a) details of such conditions, covenants or restrictions including any restriction placed on change in control of the listed issuer; and

(b) the aggregate level of the facilities that may be affected by a breach of such conditions, covenants or restrictions;

(41) - (52) [no change].

## APPENDIX 9A

### Part A

**Contents of announcement in relation to the appointment of a director**  
(paragraph 9.19(12))

(a) - (d) [No change].

(e) Any conflict of interests that the person has with the listed issuer.

(f) [No change].

### Part B

**Contents of announcement in relation to the appointment of a chief executive**  
(paragraph 9.19(14))

(a) - (d) [No change].

(e) Where the chief executive is not a director of the listed issuer, whether the appointee has any conflict of interests with the listed issuer or its subsidiaries.

(f) [No change].

### Part B(A)

**Contents of announcement in relation to the appointment of the chief financial officer**  
(paragraph 9.19(14A))

(a) - (c) [No change].

(d) Whether the appointee has any conflict of interests with the listed issuer or its subsidiaries.

(e) [No change].

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**Part D**

Contents of announcement in relation to the appointment of a receiver, manager, ~~receiver~~ and manager, judicial manager or person of similar capacity  
(paragraph 9.19(20))

- (a) The date of appointment.
- (b) The details of the corporation which is under the receiver, manager, ~~receiver~~ and manager, judicial manager or other person of similar capacity.
- (c) Where the appointment is in respect of a subsidiary, a confirmation as to whether the subsidiary is a major subsidiary.
- (d) The net book value of the affected assets.
- (e) The details of the events leading to the appointment of the receiver, manager, ~~receiver~~ and manager, judicial 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.
- (h) The steps taken or proposed to be taken by the listed issuer in respect of the above appointment.

**APPENDIX 9C****Part A**

Contents of annual report  
(paragraphs 9.25)

- (1) - (2) [No change].
- (3) The particulars of each director in the listed issuer including the following information:
  - (a) - (f) [no change];
  - (g) any conflict of interests that the person has with the listed issuer;
  - (h) - (i) [no change].
- (4) Name of the chief executive and where the chief executive is not a director, the following particulars:
  - (a) - (f) [no change];
  - (g) any conflict of interests that the person has with the listed issuer; and
  - (h) [no change].

- (4A) The particulars of the key senior management including the following information:
- (a) - (e) [no change];
  - (f) any conflict of interests that the person has with the listed issuer; and
  - (g) [no change].
- (5) - (30) [No change].

*[End of Proposed Amendments to Chapter 9]*

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## CHAPTER 10 TRANSACTIONS

### PART B - DEFINITIONS

#### 10.02 Definitions

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

- (a) - (fA) [no change];
- (g) “percentage ratios” means the figures, expressed as a percentage, resulting from each of the following calculations:
  - (i) - (viii) [no change];
  - (ix) in respect of a transaction entered into by a REIT, the calculation set out in subparagraph (vi) above value of the transaction, compared with the total asset value of the REIT;
- (h) - (n) [no change].

### APPENDIX 10B

**Contents of circular to shareholders in relation to transactions**  
(paragraphs 10.07(1), 10.08(2)(a), 10.11A(1)(c), 10.16 and 10.17)

#### Part A

**General information to be included, where applicable, in the circular to shareholders in relation to transactions**

- (1) - (28) [No change].
- (29) Other information as follows:
  - (a) - (b) [no change];
  - (c) where a person is named in the circular as having advised the listed issuer or its directors, a statement -
    - (i) that such adviser has given and has not withdrawn its written consent to the inclusion of the adviser’s name and/or letter (if applicable) in the form and context in which it is included; and
    - (ii) by the adviser as to whether conflict of interests exists or is likely to exist in relation to its role as an adviser. 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 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.

ANNEXURE A  
PROPOSED AMENDMENTS IN RELATION TO  
NEW ISSUE OF SECURITIES & OTHERS  
[Draft for Consultation - 30 August 2019]

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For this purposes, “**conflict of interests**” means circumstances or relationships which affect or may affect the ability of the adviser to act independently and objectively or where the adviser has an interest in the outcome of the proposal which interferes or is likely to interfere with its independence and objectivity;

(d) - (f) [no change].

(30) [No change].

*[End of Proposed Amendments to Chapter 10]*

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**CHAPTER 16 SUSPENSION, DE-LISTING AND ENFORCEMENT****PART C - WITHDRAWAL OF LISTING AND DE-LISTING BY THE EXCHANGE****16.11 De-listing by the Exchange**

(1) The Exchange may at any time de-list a listed issuer or any listed securities from the Official List in any of the following circumstances:

(a) [no change];

(b) in other circumstances as provided under paragraphs 8.03, 8.03A, 8.04, 9.28 or paragraphs 2, 3, and 4 of Practice Note 29, upon which the Exchange will notify the SC of the same;

*[Cross reference: Practice Note 29]*

(c) - (e) [no change].

(2) [No change].

*[Cross reference: Practice Notes 16 and 17]*

*[End of Proposed Amendments to Chapter 16]*



**BURSA MALAYSIA SECURITIES BERHAD****PRACTICE NOTE 13****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, 13 July 2015, 2 January 2018, [ ]	

**1.0 Introduction**

1.1 A director who is appointed to act as an “independent director” of an applicant or a listed issuer must satisfy the definition of “independent director” set out in paragraph 1.01 of the Listing Requirements (“said definition”). The said definition reads as follows:

*“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 a listed issuer. Without limiting the generality of the foregoing, an independent director is one who -*

- (a) [no change];
- (b) *has not been within the last 2 years and is not an officer (except as an **independent** non-executive director) of the said Corporation. For this purpose, “officer” has the meaning given in section 2 of the Companies Act;*
- (c) - (g) [no change].

1.2 - 1.6 [No change].

2.0 - 4.0 [No change].

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**5.0 Paragraph (g)**

5.1 In relation to paragraph (g), the said Director is disqualified from being an independent director if he -

(a) had engaged personally in transactions with the said Corporation (other than for board service as an independent non-executive director) within the last 2 years; or

(b) [no change],

and the consideration in aggregate exceeds 5% of the gross revenue on a consolidated basis (where applicable) of the said Director or the Entity or RM1 million, whichever is the higher.

5.2 - 5.3 [No change].

6.0 - 7.0 [No change].

*[End of Proposed Amendments to Practice Note 13]*

## BURSA MALAYSIA SECURITIES BERHAD

## PRACTICE NOTE 17

## CRITERIA AND OBLIGATIONS OF PN17 ISSUERS

Details		Cross References
Effective date:	3 January 2005	Paragraphs 8.03A, 8.04, 16.02 and 16.11
Revision date:	3 August 2009, 22 September 2011, 25 March 2013, 27 January 2015, 3 May 2016, 31 December 2016, 2 January 2018, 3 June 2019, <a href="#">[1]</a>	

1.0 [No change].

2.0 Criteria

2.1 Pursuant to paragraphs 8.04(2) of the Listing Requirements, where a listed issuer triggers any one or more of the following Prescribed Criteria it must comply with the provisions of paragraph 8.04 and this Practice Note:

- (a) [no change];
- (b) receivers or managers, [or judicial managers](#) have been appointed over the asset of the listed issuer, its subsidiary or associated company which asset accounts for at least 50% of the total assets employed of the listed issuer on a consolidated basis;
- (c) - (h) [no change].

2.1A - 2.3 [No change].

3.0 - 5.0 [No change].

*[End of Proposed Amendments to Practice Note 17]*

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**BURSA MALAYSIA SECURITIES BERHAD**
**PRACTICE NOTE 18****PERUSAL OF DRAFT CIRCULARS AND OTHER DOCUMENTS**

Details		Cross References
Effective date:	3 January 2005	Paragraph 9.30
Revision date:	3 August 2009, 3 January 2012, 2 January 2014, 2 January 2018, 9 April 2018. <a href="#">[1]</a>	

**1.0 Introduction**

1.1 - 1.2 [No change].

1.3 For the avoidance of doubt, in perusing circulars and documents pursuant to paragraph 9.30 of the Listing Requirements, the Exchange does not verify the information in the circular or document so perused. Listed issuers, their directors and advisers are responsible for the disclosure in these documents including ensuring the accuracy and completeness of the same pursuant to paragraph [9.329.35A](#) of the Listing Requirements.

2.0 - 7.0 [No change].

*[End of Proposed Amendments to Practice Note 18]*

## BURSA MALAYSIA SECURITIES BERHAD

## PRACTICE NOTE 28

LISTING PROCEDURES FOR NEW ISSUES OF SECURITIES AND  
SUBDIVISION OF SHARES

Details		Cross References
Effective date:	3 August 2009	Paragraphs 6.02, 6.02A, 6.49, 6.59, 6.60 and 13.04
Revision date:	3 January 2012, 26 September 2012, 25 March 2013, 27 January 2015, 1 April 2015, 13 July 2015, 2 January 2018, 9 April 2018, <u>[ ]</u>	

1.0 - 13.0 [No change].

ANNEXURE PN28-A [No change].

ANNEXURE PN28-B

Part A

Listing application in relation to a new issue of securities or subdivision of shares  
(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*

ANNEXURE A  
 PROPOSED AMENDMENTS IN RELATION TO  
 NEW ISSUE OF SECURITIES & OTHERS  
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1. - 4. [No change].		
5.	Confirmation relating to conflict of interests	The proposals in item (2) above #do/ do not give rise to any conflict of interests situation.  If in the affirmative, please provide the details in attachment.
6. - 19A. [No change].		

Part B - Part F [No change]

[End of Annexure A]