

BURSA MALAYSIA SECURITIES BERHAD**PRACTICE NOTE 23****LISTING PROCEDURES FOR SPECIFIC APPLICANTS**

<u>Details</u>	<u>Cross References</u>
Effective date: 3 August 2009	Paragraphs 4.04, 4.09, 4.14 and 15.03

1.0 Introduction

1.1 This Practice Note sets out the following requirements in relation to an application for admission by a real estate investment trust under paragraph 4.04, an exchange traded fund under paragraph 4.09, and a special purpose acquisition company under paragraph 4.14 of the Listing Requirements respectively:-

- (a) the procedures for admission;
- (b) the initial listing application forms and supporting documents;
- (c) the undertakings and confirmation by a director of a SPAC, trustee, management company and director of a management company of a real estate investment trust and exchange traded fund; and
- (d) other relevant requirements.

PART I LISTING APPLICATION BY REAL ESTATE INVESTMENT TRUST**2.0 Procedures relating to listing of real estate investment trust**

2.1 The procedures relating to admission set out in paragraph 2.0 of Practice Note 21 apply to the listing of a real estate investment trust.

4.173.0 Listing application form and supporting documents and application for quotation

(4)3.1 A management company must file with the Exchange a listing application which shall consist of the following:-

- (a) the application, in the form of Part A of ~~Appendix 4B~~ Annexure PN23-A, duly signed by the management company; and
- (b) the supporting documents specified in Part B of ~~Appendices 3A~~ Annexure PN21-A (where applicable) and ~~4B~~ Part B of Annexure PN23-A.

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Listing Procedures for Specific Applicants

~~(2)~~ A management company must also file with the Exchange an application for quotation which shall be accompanied by the documents specified in Part C of Appendices 3A (where applicable) and 4B and such other documents as may be specified in the approval in principle granted by the Exchange.

4.194.0 Undertakings and confirmation

~~(1)4.1~~ A trustee and management company must give the Exchange an undertaking in the form of ~~Appendix 4C~~ Annexure PN23-B.

~~(2)4.2~~ A management company must ensure that:-

- (a) every director of the management company shall ~~gives~~ the Exchange an undertaking in the form of ~~Appendix 4D~~ Annexure PN23-C; and
- (b) every director who is or has been appointed as an independent director shall ~~gives~~ the Exchange a letter in the form of ~~Appendix 4E~~ Annexure PN23-D.

5.0 Listing of issued and unissued units

~~5.1~~ A management company must comply with paragraph 6.0 of Practice Note 21 as if it were the applicant mentioned in that paragraph 6.0, with the necessary modifications.

PART II LISTING APPLICATION BY EXCHANGE TRADED FUND

6.0 Procedures relating to listing of exchange traded fund

~~6.1~~ The procedures relating to admission set out in paragraph 2.0 of Practice Note 21 apply to the listing of a real estate investment trust.

4.247.0 Listing application and application for quotation

~~(1)7.1~~ A management company must file with the Exchange a listing application which shall consist of the following:-

- (a) the application, in the form of Part A of ~~Appendix 4H~~ Annexure PN23-E, ~~duly signed by the management company~~; and
- (b) the supporting documents specified in Part B of ~~Appendices 3A~~ Annexure PN21-A (where applicable) and ~~4H~~ Part B of Annexure PN23-E.

~~(2)~~ A management company must also file with the Exchange an application for quotation of an exchange traded fund which shall be accompanied by the documents specified in Part C of Appendices 3A (where applicable) and 4H and such other documents as may be specified in the approval in principle granted by the Exchange.

~~(3)7.2~~ A management company must ensure that the ~~applications~~ application for listing and ~~quotation~~ referred to in ~~subparagraphs~~ paragraph 7.1 and ~~(2)~~ above shall ~~covers~~ all units approved for listing by the ~~Commission~~ SC, including the unissued amount reserved for subsequent issuance.

4.258.0 Undertakings and confirmation

- ~~(1)~~8.1 A trustee and management company must give the Exchange an undertaking in the form of ~~Appendix 4I~~Annexure PN23-F.
- ~~(2)~~8.2 A management company must ensure that:-
- (a) every director of the management company ~~shall give~~ the Exchange an undertaking in the form of ~~Appendix 4J~~Annexure PN23-G; and
 - (b) every director who is or has been appointed as an independent director ~~shall give~~ the Exchange a letter in the form of ~~Appendix 4K~~Annexure PN23-H.

9.0 Listing of issued and unissued securities

- 9.1 A management company must comply with paragraph 6.0 of Practice Note 21 as if it were the applicant mentioned in that paragraph 6.0, with the necessary modifications.

PART III LISTING APPLICATION BY SPECIAL PURPOSE ACQUISITION COMPANY**10.0 Procedure relating to admission of a special purpose acquisition company**

- 10.1 The procedures relating to admission set out in paragraph 2.0 of Practice Note 21 apply to the listing by a SPAC.

11.0 Listing application form and supporting documents

- 11.1 A SPAC must file with the Exchange a listing application which consists of the following:
- (a) the application, in the form of Part A of Annexure PN23-I; and
 - (b) the supporting documents specified in Part B of Annexure PN23-I (where applicable).

12.0 Undertakings and confirmation

- 12.1 A SPAC must give the Exchange an undertaking in the form of Annexure PN21-B.
- 12.2 A SPAC must ensure that –
- (a) every director of the SPAC gives the Exchange an undertaking in the form of Annexure PN21-C;
 - (b) every director who is or has been appointed as an independent director gives the Exchange a letter in the form of Annexure PN21-D; and
 - (c) every member of the management team who is not a director of the SPAC gives the Exchange an undertaking in the form of Annexure PN23-J.

Annexure PN23-A
Initial listing application (real estate investment trust)

APPENDIX 4B-ANNEXURE PN23-A

Contents of a listing application in respect of a real estate investment trust
 (paragraph 4.17(1)(a))

- (1) — Title Page showing:-
- (a) — the name of the trust fund;
 - (b) — the address of each office at which the trust fund register is kept;
 - (c) — the class of trust fund units proposed for listing and the issue price thereof; and
 - (d) — the date of application, and formal request for listing, specifying amount and class of the units proposed for listing; and
- (2) — (a) — a table showing the following:-
- (i) — the designation or title of each class of units;
 - (ii) — the maximum number of units authorised by the trust deed; and
 - (iii) — the ranking of the units;
- (b) — a table showing the number of unissued units of each class of units reserved for issuance for any specific purpose, and purpose for which reserved or an appropriate negative statement; and
- (c) — the number of holders on record (of the class applied for) as of a date not earlier than 7 days from the date of the application.

Part A

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

<u>1.</u>	<u>Name of Trust Fund</u>	
<u>2.</u>	<u>Name of management company</u>	
<u>3.</u>	<u>Number of units applied for listing</u>	
<u>4</u>	<u>Proforma unit spread</u>	[]% and [] public unit holders
<u>5</u>	<u>Tentative listing date (to specify)</u>	
<u>6</u>	<u>3 top preferences Stock Short</u>	(a) <u>Option 1:</u>

Annexure PN23-A
Initial listing application (real estate investment trust)

	Name (limited to 7 characters)	(b) <u>Option 2:</u> (c) <u>Option 3:</u>
7	<u>Undertakings</u>	<p>We undertake the following:</p> <p>(a) <u>all notices of allotment will be issued and despatched to all successful applicants prior to the date of listing and quotation of the units;</u></p> <p>(b) <u>all units will rank pari passu in all respects with each other;</u></p> <p>(c) <u>all allotment information will be submitted to the Depository for the crediting of units into the respective securities holders' accounts</u></p> <p>(d) <u>the unit spread will be in compliance with paragraph 4.07 of Bursa Malaysia Securities Berhad ("Exchange") Main Market Listing Requirements ("LR");</u></p> <p>(e) <u>a schedule of distribution showing compliance to the unit spread mentioned in item (d) above, as per Part B(1)(d) of Annexure PN21-A will be furnished to the Exchange on the first day of listing;</u></p> <p>(f) <u>all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met before the listing and quotation of the units, will be met;</u></p> <p>(g) <u>there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the units including any order, injunction or any other directive issued by any court of law;</u></p> <p>(h) <u>to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the applicant has failed to meet any of the above undertakings referred to in paragraphs (a) to (f) or of any circumstances or facts referred to in paragraph (g) above; and</u></p> <p>(i) <u>to announce to the Exchange in accordance with paragraphs 8.1 and 8.2 of Practice Note 21.</u></p>
<u>[Authorised signatory of the Principal Adviser]</u> Name: Designation: Date:		<u>[Authorised signatory of the management company]</u> Name: Designation: Date:

[End of Appendix]

Part B

Additional Documents to be filed with a initial listing application in respect of a real estate investment trust
(paragraph 4.17(1)(b)3.1(b))

Annexure PN23-A
Initial listing application (real estate investment trust)

- (1) A management company must file the following documents in support of a listing application for a real estate investment trust:
- (a) ~~one~~ a copy of the trust deed registered with the relevant authorities together with the letter of compliance pursuant to paragraph 2.12 and a checklist showing compliance with Appendix 4A of the Listing Requirements;
 - (b) ~~one~~ a copy of the memorandum and articles of association of the management company and all amendments to-date;_i
 - (c) ~~A~~ a letter of undertaking in the form of ~~Appendix 4C-Annexure PN23-B~~ duly executed by the trustee and management company together with a certified true extract of the board of directors' resolutions of the boards of the trustee and management company authorising the signatories;_i
 - (d) ~~A~~ a letter of undertaking in the form of ~~Appendix 4D-Annexure 23-C~~ duly executed by each director of the management company;_i and
 - (e) ~~A~~ a letter in the form of ~~Appendix 4E-Annexure 23-D~~ duly executed by the independent director of the management company.
- (2) ~~—~~ — If any of the above documents are not filed because they are not applicable in any case, the management company must submit a separate exhibit explaining why such documents are not applicable.

Part C

~~Documents to be filed with an application for quotation of units of a real estate investment trust~~

~~(paragraph 4.17(2))~~

~~A management company must file the following documents in support of an application for quotation of a real estate investment trust:-~~

- ~~(a) — An undertaking that all notices of allotment will be issued and despatched to all successful applicants prior to the date of listing and quotation of the units.~~
- ~~(b) — A declaration of compliance with the spread requirements as set out in paragraph 4.14.~~
- ~~(c) — A confirmation from the Depository of the receipt of the allotment information for crediting of the units.~~
- ~~(d) — A cheque drawn to the order of Bursa Malaysia Securities Berhad for the listing fees (see Schedule of Fees for computation of amount).~~
- ~~(e) — A confirmation that all conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing and quotation of the units have been met.~~
- ~~(f) (Deleted)~~

[End of ~~Appendix~~ Annexure]

Annexure PN23-B
Undertaking by trustee/management company
(real estate investment trust)

APPENDIX 4C ~~ANNEXURE~~ PN23-B

Undertaking by a trustee and management company of a real estate investment trust
(paragraph 4.19(1)4.1)

To:

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

Compliance with ~~the Main Market Listing~~ Requirements and Rules of Bursa Malaysia Securities Berhad ("~~the Bursa Securities Exchange~~")

In consideration of ~~the Exchange~~ Bursa Securities granting the application for admission of [name of the real estate investment trust] ("~~the Trust~~") to the Official List of ~~the Exchange~~ Bursa Securities ("**Official List**") and for official quotation of the units described in our listing application, WE, [names of trustee and management company] ~~HEREBY~~ ACKNOWLEDGE that the Trust shall remain on the Official List, and official quotation of any of the Trust's units shall continue only during the pleasure of ~~the Exchange~~ Bursa Securities and WE ~~HEREBY UNDERTAKE AND AGREE~~ to comply with Bursa Securities Main Market ~~the Listing~~ Requirements of ~~the Exchange~~ and the Rules of ~~the Exchange~~ Bursa Securities, which shall be in force including any amendment as may be made from time to time, insofar as the same shall apply to the Trust.

The above Undertaking has been signed by us:-

- (i)[title] of[trustee] pursuant to the authority granted to me by resolution of the board of directors of the said trustee on
- (ii)[title] of[management company] pursuant to authority granted to me by resolution of the board of directors of the said management company on

Date:
Trustee:
Signature:
Name:

Date:-
Management company:
Signature:
Name:

[~~End of Appendix~~ Annexure]

Annexure PN23-C
Undertaking by director of management company
(real estate investment trust)

APPENDIX 4D ~~ANNEXURE PN23-C~~

Undertaking by a director of a management company of a real estate investment trust
(paragraph 4.19(2)(a)(i)4.2(a))

To:

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

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

I, [name and NRIC number of director], am a director of[name of management company] (“~~the Company~~”) which #has submitted an application to ~~the Exchange Bursa Malaysia Securities Berhad~~ (“**Bursa Securities**”) for the real estate investment trust.....[name of the trust] (“~~the Trust~~”) to be admitted to the Official List of ~~the Exchange Bursa Securities~~ (“**the Official List**”) / #is/are listed on the Official List of ~~the Exchange Bursa Securities~~.

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

Yours faithfully,

-
.....

Name:
Designation:
Date:

Delete as appropriate

[_End of AppendixAnnexure_]

Annexure PN23-D
Confirmation by independent director
(real estate investment trust)

APPENDIX 4E ANNEXURE PN23-D

Letter of confirmation by an independent director of a management company of a real estate investment trust
(paragraph 4.19(2)(b) 4.2(b))

To:

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Confirmation of "independence" pursuant to ~~the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("the Exchange")~~

I, [name and NRIC number of director], am a director of [name of management company of real estate investment trust] which #has submitted an application to ~~the Exchange Bursa Malaysia Securities Berhad ("Bursa Securities")~~ to be admitted to the Official List of ~~the Exchange Bursa Securities~~ / is listed on the Official List of ~~the Exchange Bursa Securities~~.

I ~~HEREBY CONFIRM AND DECLARE~~ that I am an independent member as defined in the Securities Commission's Guidelines on Real Estate Investment Trusts. ~~director as defined under paragraph 4.04 of the Listing Requirements of the Exchange.~~

Yours faithfully,

.....

Name:
Designation:
Date:

Delete as appropriate

[~~End of Appendix~~ Annexure]

Annexure PN23-E
Initial listing application (exchange traded fund)

APPENDIX 4 HANNEXURE PN23-E

Part A

Contents of a listing application in respect of an exchange traded fund
(paragraph 4.24(1)(a))

- (1) — Title Page showing:-
- (a) — the name of the fund;
 - (b) — the address of each office at which the fund register is kept;
 - (c) — the fund units proposed for listing and the issue price thereof; and
 - (d) — the date of application, and formal request for listing, specifying amount of units proposed for listing; and
- (2) — (a) — a table showing the following:-
- (i) — the designation or title of the units;
 - (ii) — the maximum number of units approved by the Commission; and
 - (iii) — the ranking of the units; and
- (b) — the number of holders on record as of a date not earlier than 7 days from the date of the application.

Part A

Initial listing application in respect of an exchange traded fund
(paragraph 7.1(a))

1.	<u>Name of Fund</u>	
2.	<u>Name of management company</u>	
3.	<u>Number of units applied for listing</u>	
4.	<u>Tentative listing date (to specify)</u>	
5.	<u>3 top preferences Stock Short Name (limited to 7 characters)</u>	(a) Option 1—: (b) Option 2—: (c) Option 3—:
6.	<u>Undertakings</u>	We undertake the following: (a) <u>all notices of allotment will be issued and despatched to all successful applicants prior to the date of listing and quotation of the units, or where it relates to new units issued after listing, upon</u>

Annexure PN23-E
Initial listing application (exchange traded fund)

		<p><u>creation of the new units, as the case may be;</u></p> <p><u>(b) all units issued will rank pari passu in all respects with each other, or where it relates to new units issued after listing, such units will rank pari passu in all respects with the existing units;</u></p> <p><u>(c) all allotment information will be submitted to the Depository for the crediting of units issued;</u></p> <p><u>(d) all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing and quotation of the units have been met, or where it relates to new units issued after listing, such conditions will be met, as the case may be;</u></p> <p><u>(e) there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the units, including any order, injunction or any other directive issued by any court of law;</u></p> <p><u>(f) in relation to the new units issued after listing, there will be no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the units, including any order, injunction or any other directive issued by any court of law;</u></p> <p><u>(g) to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the applicant has failed to meet any of the above undertakings referred to in paragraphs (a) to (d) or of any circumstances or facts referred to in paragraphs (e) and (f) above; and</u></p> <p><u>(h) to announce to the Exchange in accordance with paragraphs 8.1 and 8.2 of Practice Note 21.</u></p>
<p>_____</p>		<p>_____</p>
<p>[Authorised signatory of the Principal Adviser]</p>		<p>[Authorised signatory of the management company]</p>
<p>Name:</p>		<p>Name:</p>
<p>Designation:</p>		<p>Designation:</p>
<p>Date:</p>		<p>Date:</p>

Part B

Additional Documents to be filed with a listing application in respect of an exchange traded fund

(paragraph 4.24 (1)(b) 7.1(b))

(1) ___ A management company must file the following documents in support of a listing application for an exchange traded fund:-

(a) ___ ~~One~~ copy of the trust deed registered with the relevant authorities together with the letter of compliance pursuant to paragraph 2.12 and a checklist showing compliance with Appendix 4B of the Listing Requirements.;

Annexure PN23-E
Initial listing application (exchange traded fund)

- (b) ~~One~~ One copy of the memorandum and articles of association of the management company and all amendments to-date;
- (c) A letter of undertaking in the form of ~~Appendix 4I~~ Annexure PN23-F duly executed by the trustee and management company together with a certified true extract of the board of directors' resolutions of the boards of the trustee and management company authorising the signatories;
- (d) A letter of undertaking in the form of ~~Appendix 4J~~ Annexure PN23-G duly executed by each director of the management company; and
- (e) A letter in the form of ~~Appendix 4K~~ Annexure PN23-H duly executed by each independent director of the management company.
- (2) If any of the above documents is ~~are~~ not filed because it is ~~they are~~ not applicable in any case, the management company must submit a separate exhibit explaining why such documents are not applicable.

Part C

Documents to be filed with an application for quotation of units of an exchange traded fund
(paragraph 4.24(2))

A management company must file the following documents in support of an application for quotation of an exchange traded fund:-

- (a) ~~An undertaking that all notices of allotment will be issued and despatched to all successful applicants prior to the date of listing and quotation of the units, or where it relates to new units issued after listing, upon creation of the units, as the case may be.~~
- (b) ~~A confirmation from the Depository of the receipt of the allotment information for crediting of the units issued as at the date of the application for quotation.~~
- (c) ~~A cheque drawn to the order of Bursa Malaysia Securities Berhad for the listing fees of the approved fund size (see Schedule of Fees for computation of amount) together with a copy of the details of the computation of the amount of listing fees payable.~~
- (d) ~~A confirmation from the adviser that all conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing and quotation of the units have been met, or where it relates to new units issued after listing, such conditions will be met, as the case may be.~~
- (e) ~~A confirmation from the adviser that the units issued rank pari passu in all respects with each other, or where it relates to new units issued after listing, such units will rank pari passu in all respects with each other and with the existing units.~~
- (f) ~~(Deleted)~~
- (g) ~~The number of units issued as at the date of application for quotation.~~
- (h) ~~A confirmation from the adviser that there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the units, including any order, injunction or any other directive issued by any court of law.~~
- (i) ~~A confirmation from the adviser that in relation to new units issued after listing, there will be no circumstances or facts which will have the effect of preventing or prohibiting the issuance,~~

**Annexure PN23-E
Initial listing application (exchange traded fund)**

~~listing and/or quotation of the units, including any order, injunction or any other directive issued by any court of law.~~

[End of ~~Appendix~~ Annexure]

Annexure PN23-G
 Undertaking by director/management company
 (exchange traded fund)

APPENDIX 4J-ANNEXURE PN23-G

Undertaking by a director of a management company of an exchange traded fund
 (paragraph 4.25(2)(a)(i)8.2(a))

To:

Bursa Malaysia Securities Berhad
 Exchange Square
 Bukit Kewangan
 50200 Kuala Lumpur

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

I, [name and NRIC number of director], am a director of
[name of management company] (“**Company**”) which #has submitted an application
 to the ~~Exchange~~ Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the exchange traded fund
[name of the fund] (“**ETF**”) to be admitted to the Official List of the ~~Exchange~~ Bursa
 Securities (“**Official List**”) / #is/are listed on the Official List of ~~Bursa Securities~~ the Exchange.

In consideration of the ~~Exchange~~ Bursa Securities #approving the Company’s application for
 admission of the ETF to the Official List / allowing the continued listing of the ETF on the Official List, I
~~HEREBY UNDERTAKE AND AGREE~~ to comply with the ~~Bursa Securities Main Market Listing~~
 Requirements of ~~Bursa Malaysia Securities Berhad~~ including any amendment as may be made from
 time to time, insofar as the same shall apply to me as a director of the Company.

Yours faithfully,

.....

Name:
 Designation:
 Date:

Delete as appropriate

[End of ~~Appendix~~ Annexure]

Annexure PN23-H
Confirmation by independent director
(exchange traded fund)

APPENDIX 4K-ANNEXURE 23-H

Letter of confirmation by an independent director of a management company of an exchange traded fund

(paragraph 4.25(2)(b) 8.2(b))

To:

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Confirmation of "independence" pursuant to ~~the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Exchange")~~

I, [name and NRIC number of director], am a director of [name of management company of exchange traded fund] which #has submitted an application to ~~the Exchange Bursa Malaysia Securities Berhad ("Bursa Securities")~~ to be admitted to the Official List of ~~the Exchange Bursa Securities /~~ is listed on the Official List of ~~the Exchange Bursa Securities~~.

I ~~HEREBY CONFIRM AND DECLARE~~ that I am an independent member in the Securities Commission's Guidelines on Exchange Traded Funds~~director as defined under paragraph 1.01 of the Listing Requirements of the Exchange.~~

Yours faithfully,

.....

Name:
Designation:
Date:

Delete as appropriate

[End of ~~Appendix~~Annexure]

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]

Deleted as appropriate

<u>1.</u>	<u>Name of Company</u>	
<u>2</u>	<u>Details of proposals which form part of the IPO</u>	
	<u>Number & types of securities applied for listing, par value & issue price (if any)</u>	
<u>3</u>	<u>Proforma Public Shareholdings Spread</u>	<u>ORDINARY SHARE/ PREFERENCE SHARES</u> [] % and [] public shareholders
<u>4</u>	<u>Tentative listing date (to specify)</u>	
<u>5</u>	<u>Top 3 preferences Stock Short Name (limited to 7 characters)</u>	(a) Option 1: (b) Option 2: (c) Option 3:
<u>6</u>	<u>Undertakings</u>	We undertake the following: (a) <u>the return of allotment will be filed with the Registrar of Companies pursuant to the Companies Act, 1965 or in relation to a foreign corporation, the relevant document showing its latest issued and paid-up capital will be filed with the relevant authority pursuant to the laws of the place of incorporation;</u> (b) <u>all notices of allotment will be issued and despatched to all successful applicants before the date of listing and quotation of the securities;</u>

		<p>(c) <u>the securities will rank pari passu in all respects with each other;</u></p> <p>(d) <u>the public shareholding spread based on the enlarged issued and paid-up capital of the applicant will be in compliance with paragraph 3.06 of Bursa Malaysia Securities Berhad (“Exchange”) Main Market Listing Requirements (“LR”);</u></p> <p>(e) <u>a schedule of actual distribution of the public shareholding spread mentioned in item (d) above, as per Part B(1)(d) of Annexure PN23-I, will be furnished to the Exchange on the first day of listing;</u></p> <p>(f) <u>where the SC imposes a moratorium on the sale of securities, the following information on the moratorium will be submitted to the Depository before the listing:</u></p> <p style="padding-left: 40px;">(i) <u>the names of securities holders;</u></p> <p style="padding-left: 40px;">(ii) <u>the number of securities; and</u></p> <p style="padding-left: 40px;">(iii) <u>the date(s) of expiry of the moratorium;</u></p> <p>(g) <u>all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met before the listing and quotation of the securities will be met;</u></p> <p>(h) <u>all allotment information of new securities will be submitted to the Depository for the crediting of securities into the respective securities holders’ accounts;</u></p> <p>(i) <u>there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the securities including any order, injunction or any other directive issued by any court of law;</u></p> <p>(j) <u>to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the applicant has failed to meet any of the undertakings referred to in paragraphs (a) to (h) or of any circumstances or facts referred to in paragraph (i) above;</u></p> <p>(k) <u>to announce to the Exchange the relevant information in accordance with paragraphs 8.1 and 8.2 of Practice Note 21; and</u></p> <p>(l) <u>to announce the latest quarterly results, where applicable, at least 2 market days before the date of listing.</u></p>
<p>_____ [Authorised signatory of the Principal Adviser]</p> <p>Name: _____ Designation: _____ Date: _____</p>		<p>_____ [Authorised signatory of the applicant]</p> <p>Name: _____ Designation: _____ Date: _____</p>

PART B**Documents to be filed with a listing application**
(paragraphs 11.1(b))

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

- (a) a copy each of the articles of association and all amendments to-date and one copy each of the certificate of incorporation, certificate of change of status and certificate of change of name, if any, together with a letter of compliance pursuant to paragraph 2.12 and a checklist showing compliance with the relevant provisions of Chapter 7;
- (b) a copy of the draft prospectus submitted to the relevant authorities or the draft introductory document;
- (c) a specimen copy of each denomination of certificates of the class to be listed. If transfer offices and registrars are maintained in more than one place, one specimen of each denomination of certificates used in each office (see Chapter 8 for form and content of certificates);
- (d) a statement on the percentage of the total number of shares for which listing is sought which are held by the public, the number of public shareholders and a pro forma distribution of the shares in the following format:

<i>Particulars</i>	<i>No of Shares</i>	<i>No of shareholders</i>	<i>Percentage %</i>
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*Issued
and paid-up capital/ preference shares*

Less:

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

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

*Associates of
directors or substantial
shareholders of the
applicant*

*Shareholders
holding less than
100 shares -----*

Public shareholdings

Annexure PN23-I
Initial listing application (SPAC)

-
- (e) a letter of undertaking in the form of Annexure PN21-B duly executed by the applicant together with a certified true extract of the applicant's board of directors' resolution authorising the signatory;
 - (f) a letter of undertaking in the form of Annexure PN21-C duly executed by each director of the applicant;
 - (g) a letter in the form of Annexure PN21-D duly executed by each independent director of the applicant;
 - (h) a letter in the form of Annexure PN23-J duly executed by each member of the management team who is not a director of the SPAC
 - (i) a letter from the applicant's Principal Adviser confirming all approvals of relevant authorities have been obtained;
 - (j) a copy each of all letters of approval from the relevant authorities;
 - (k) a proposal as to classification of the applicant in a specific sector in the prescribed form;
 - (l) a letter of notification issued by the applicant for the appointment of stabilizing manager that includes—
 - (i) where the stabilizing manager is a Participating Organisation, the name, business address and contact person of the Participating Organisation, name of the Capital Markets Services Representative's License holder that will be conducting the stabilizing action;
 - (ii) where the stabilizing manager is not a Participating Organisation, the name and business address of the person appointed as the stabilizing manager and a contact person, the name of the Participating Organization and the Capital Markets Services Representative's License holder that has been appointed to conduct the stabilizing action;
 - (iii) where a stabilizing manager is appointed outside Malaysia, the name, address and contact person of the stabilizing manager appointed at that jurisdiction, the name, address and contact person of the Participating Organisation appointed in Malaysia to conduct the stabilizing action in Malaysia, along with the name of the Capital Markets Services Representative's License holder that will be conducting the stabilizing action in Malaysia; or
 - (iv) an undertaking to inform the Exchange of any subsequent change of the stabilizing manager, Capital Markets Services Representative's License holder or Participating Organisation, where applicable, immediately upon such change; and
 - (m) a cheque drawn to the order of Bursa Malaysia Securities Berhad for the listing fees (see Schedule of Fees for computation of amount) together with a copy of the details of the computation of the amount of listing fees payable.
- (2) If any of the above documents are not filed because they are not applicable or available in any case, an applicant must submit a separate exhibit explaining why such documents are not applicable or available.

Annexure PN23-J
Undertaking by member of management team (SPAC)

ANNEXURE PN23-J

Undertaking by a member of the management team of a SPAC who is not a director
(paragraph 12.2(c))

To:

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

Compliance with Main Market Listing Requirements and Rules of Bursa Malaysia Securities Berhad
("Bursa Securities")

I,[name and NRIC number of management team member], am a member of the management team of[name(s) of special purpose acquisition company] ("**Corporation**") which has submitted an application(s) to be admitted to the Official List of the Bursa Securities ("**Official List**")

In consideration of Bursa Securities #approving the above application(s)/ allowing the continued listing of the #Corporation(s) on the Official List, I UNDERTAKE AND AGREE to comply with Bursa Securities Main Market Listing Requirements including any amendment as may be made from time to time, insofar as the same apply to me as a member of the management team of the #Corporation(s).

Yours faithfully,

.....

Name:

Designation:

Date:

Delete as appropriate

[End of Annexure]