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**CHAPTER 13 ARRANGEMENTS AND RECONSTRUCTIONS****PART A - GENERAL****13.01 Introduction**

This Chapter sets out the requirements that must be complied by a listed ~~company corporation~~ which intends to undertake a scheme of compromise, arrangement, amalgamation, or reconstruction.

**PART B - SCHEMES OF COMPROMISE, ARRANGEMENT, AMALGAMATION AND RECONSTRUCTION****13.02 Immediate announcements**

- (1) A listed ~~company corporation~~ which is undertaking a scheme of compromise, arrangement, amalgamation or reconstruction (~~referred to as "the proposed Scheme" in this Part B~~) must ~~make an immediately announcement the proposed Scheme to the Exchange of the proposed Scheme. An~~ The listed corporation must also immediately announcement must also be made to the Exchange of the information set out in Appendix 13A as and when the same becomes available.
- (2) A listed ~~company corporation~~ must also ~~make an immediately announcement to the Exchange of any material development in the proposed Scheme.~~

**13.03 Contents of explanatory statement/circular**

- (1) A listed ~~company corporation~~ must ensure that any explanatory statement/circular required by Part VII of the Companies Act 1965 to be given to the holders of securities of the listed ~~company corporation~~ includes the information set out in Appendix 13B.
- (2) The draft explanatory statement/circular must be submitted to the Exchange together with a checklist showing compliance with Appendix 13B.

**PART C – SUBDIVISION OF SHARES****13.04 Application of Part C**

- (1) ~~A listed Issuer~~ A listed corporation which intends to subdivide its shares (~~referred to in this Part as "the Listed Issuer"~~) must comply with all the provisions of this Part C.
- (2) ~~Approval by the Exchange pursuant to paragraph 13.05(1) is not required in respect of a Listed Issuer that intends to undertake a subdivision of its shares as part of a restructuring proposal which falls within the ambit of section 212 of the CMA (hereinafter referred to as "the Restructuring Proposal"), including an Existing PN4 or PN10 Company as referred to under paragraph 8.14A or a Listed Issuer that falls within the ambit of Practice Note No 16/2005 (hereinafter referred to as "PN16") and Practice Note No 17/2005 (hereinafter referred to as "PN17"). The Listed Issuer that has obtained the approval of the Commission for the Restructuring Proposal must comply with all requirements of this Part C except for paragraphs 13.05 and 13.06. The following corporations that intend to undertake a subdivision of its shares as part of its proposal or plan must comply with all requirements of this Part C except for paragraph 13.05 below:~~
  - (i) Cash Companies;
  - (ii) PN17 Companies; or

- (iii) listed corporations which were similarly classified as such under the previous corresponding provisions.

*[Cross reference: Practice Note 29]*

- (3) For the purpose of this Part, unless the context otherwise requires, a "**Specified sSubdivision**" ~~on a "stand-alone basis" means~~ is a subdivision of shares which is:-
- (i) ~~not conditional upon any other corporate proposal; or~~
  - (ii) ~~conditional upon another corporate proposal (other than a concurrent bonus issue of securities) which has been completed or become unconditional.~~
- (a) is not conditional upon any other corporate proposal, or
- (b) is conditional upon another corporate proposal but –
- (i) that other corporate proposal is a subdivision or consolidation of shares; or
  - (ii) that other corporate proposal has been completed or become unconditional.

#### **13.0613.05 Criteria for subdivision of shares**

The ~~Listed Issuer~~listed corporation must comply with the following:-

- (a) ~~the Listed Issuer~~listed corporation's share price adjusted for the subdivision of shares ~~shall~~ must not be less than RM0.50 based on the daily closing price of the Listed Issuerlisted corporation's shares during the 3-month period before the application date;
- (b) the issued and paid-up capital of the ~~Listed Issuer~~listed corporation must be unimpaired by losses on a consolidated basis, where applicable, based on the ~~Listed Issuer~~listed corporation's latest audited ~~accounts~~ financial statements as well as its latest quarterly report;
- ~~(c) the Listed Issuer is not an Existing PN4 or PN10 Company as referred to under paragraph 8.14A~~
- ~~(d)~~(c) the ~~Listed Issuer~~listed corporation ~~must not fall within the ambit of PN 16~~is not a -
  - (i) Cash Company;
  - (ii) PN17 Company; or
  - (iii) listed corporation which was similarly classified as such under the previous corresponding provisions; and

*[Cross reference: Practice Note 29]*

- ~~(e)~~ the Listed Issuer must not fall within the ambit of PN 17; and
- ~~(f)~~(d) the subdivided shares must rank pari passu in all respects with each other.

#### **13.0513.06 Application to subdivide shares**

- (1) The ~~Listed Issuer~~listed corporation must file with the Exchange an application which ~~shall~~ include the information set out in Part A of Appendix 13C and in addition, ~~where the in regard to a proposed Specified sSubdivision is on a stand-alone basis or conditional upon a concurrent bonus issue,~~ Part B of Appendix 13C. The application must be filed no later than 1

month from the date of the ~~Listed Issuer~~Listed corporation's announcement pertaining to the proposed subdivision.

- (2) The Exchange will exercise discretion over the approval for the subdivision of ~~Listed Issuer~~Listed corporation's shares and may approve or reject applications for the subdivision of such shares by ~~Listed Issuer~~Listed corporations, as it deems fit.
- (3) Where the Exchange approves an application for the subdivision of shares by the ~~Listed Issuer~~Listed corporation, such approval may be unconditional or subject to such conditions, as it deems fit.
- (4) Where the proposed subdivision is not on a ~~stand-alone basis or is conditional upon another corporate proposal (other than a concurrent bonus issue)~~ Specified Subdivision, the ~~Listed Issuer~~Listed corporation which has obtained approval for subdivision of shares must file with the Exchange an application for quotation of the subdivided shares, which ~~shall~~must be accompanied by the documents specified in Part C of Appendix 13C and such other documents as may be specified in the approval-in-principle granted by the Exchange.

**13.07 Procedures relating to subdivision of shares which is not ~~on a stand-alone basis or is conditional upon another corporate proposal (other than a concurrent bonus issue)~~ a Specified Subdivision**

The following procedures ~~shall~~ apply to a subdivision of shares by the ~~Listed Issuer~~Listed corporation which is not ~~on a stand-alone basis or is conditional upon another corporate proposal (other than a concurrent bonus issue)~~ a Specified Subdivision, with the necessary adaptations, as may be applicable:-

- (a) ~~Listed Issuer~~Listed corporation ~~makes an immediately announcement~~ to the Exchange upon the approval of the ~~Listed Issuer~~Listed corporation's board of directors being given for the subdivision.
- (b) ~~Listed Issuer~~Listed corporation submits application to the Exchange for the subdivision of shares.
- (c) ~~Listed Issuer~~Listed corporation obtains approval of the Exchange for the subdivision of shares.
- (d) ~~Listed Issuer~~Listed corporation obtains approval of its shareholders.
- (e) ~~Listed Issuer~~Listed corporation ~~makes an immediately announcement~~ to the Exchange of the books closing date and issues notices of subdivision of shares to its security holders. The trading in the shares of the ~~Listed Issuer~~Listed corporation ~~shall~~will be suspended 3 clear market days before the books closing date.
- (f) ~~Listed Issuer~~Listed corporation issues subdivided shares.
- (g) ~~Listed Issuer~~Listed corporation files with the Exchange an application for quotation together with supporting documents.
- (h) The subdivided shares are listed and quoted on the Exchange 2 market days after receipt of the application for quotation together with the requisite documents and/or confirmations and the same have been found to be complete in all respects.

**~~13.07A~~13.08 Procedures relating to a Specified sSubdivision of shares which is ~~on a stand-alone basis or conditional upon a concurrent bonus issue~~**

The following procedures ~~shall~~ apply to a Specified sSubdivision of shares by the ~~Listed Issuer~~Listed corporation which is ~~on a stand-alone basis or conditional upon a concurrent bonus issue~~, with the necessary adaptations, as may be applicable:-

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- (a) ~~Listed Issuer~~Listed corporation makes an immediately announcement to the Exchange upon the approval of the ~~Listed Issuer~~listed corporation's board of directors being given for the subdivision.
  - (b) ~~Listed Issuer~~Listed corporation submits application to the Exchange for the Specified sSubdivision of shares.
  - (c) ~~Listed Issuer~~Listed corporation obtains approval of the Exchange for the Specified sSubdivision of shares.
  - (d) ~~Listed Issuer~~Listed corporation obtains approval of its shareholders.
  - (e) ~~Listed Issuer~~Listed corporation makes an immediately announcement to the Exchange of the books closing date and the date of listing and quotation of the subdivided shares.
  - (f) ~~Listed Issuer~~Listed corporation issues subdivided shares.
  - (g) ~~Listed Issuer~~Listed corporation makes an announcement to the Exchange on the books closing date on the number, type and par value of shares to be subdivided on such date.
  - (h) The subdivided shares are listed and quoted on the Exchange on the next market day following the books closing date.

#### 13.0809 Convertible securities

- (1) Where a ~~Listed Issuer~~listed corporation has previously procured approval-in-principle for the listing of shares arising from the exercise or conversion of its convertible securities (~~referred to in this Part as "the conversion shares"~~), no further application for approval-in-principle need be made by the ~~Listed Issuer~~listed corporation under paragraph 6.04(1) for listing of conversion shares that are adjusted as a result of subdivision of shares undertaken by the ~~Listed Issuer~~listed corporation.
- (2) Where a ~~Listed Issuer~~listed corporation intends to issue warrants or other convertible securities arising from adjustments due to a subdivision of shares (~~hereinafter referred to in this paragraph as "consequential securities"~~), the ~~Listed Issuer~~listed corporation shall ~~must~~ comply with the provisions of Part ~~IJ~~ of Chapter 6, where applicable, in addition to those set out in this Chapter.

#### 13.0910 Announcement to the Exchange

- (1) The ~~Listed Issuer~~listed corporation must ensure that ~~include in~~ the announcement to the Exchange relating to the proposed subdivision ~~includes~~ the information set out in Appendix 13D.
- (2) In relation to a Specified sSubdivision of shares ~~which is on a stand-alone basis or conditional upon a concurrent bonus issue~~, a ~~Listed Issuer~~listed corporation ~~shall~~must :-
  - (a) ~~in making an announcement of the books closing date~~ include the date of listing and quotation of the subdivided shares in the announcement of the books closing date; and
  - (b) announce on the books closing date, ~~make an announcement on~~ the number, type and par value of the shares to be subdivided.

#### 13.1011 Circular and notices of subdivision of shares

- (1) The ~~Listed Issuer~~listed corporation must ensure that the circular to be sent to its shareholders to obtain shareholder approval for the proposed subdivision includes the information set out in Appendix 13E.

- (2) The ~~Listed Issuer~~listed corporation must ensure that the notices of subdivision of shares to be issued to its security holders includes the information set out in Appendix 13F.
- (3) The listed corporation must submit the draft circular and notice of subdivision of shares ~~must be submitted~~ to the Exchange together with a checklist showing compliance with Appendices 13E and 13F respectively.
- (4) Subparagraph (2) above does not apply to a Specified ~~Subdivision of shares which is on a stand-alone basis or conditional upon a concurrent bonus issue.~~

#### **13.11-12 Fixing of books closing date for subdivision of shares**

The ~~Listed Issuer~~listed corporation must not fix a books closing date for the purpose of subdividing its shares until:-

- (a) the proposed subdivision has been approved by the Exchange; and
- (b) the approval of the shareholders in general meeting in respect of the proposed subdivision has been obtained.

#### **13.12-13 Allotment of securities, despatch of notices of allotment and application for quotation in respect of subdivided shares**

- (1) Within 4 market days of the books closing date for the proposed subdivision or such other period as may be prescribed by the Exchange, a ~~Listed Issuer~~listed corporation must:-
  - (a) issue subdivided shares;
  - (b) despatch notices of allotment of subdivided shares to the shareholders; and
  - (c) make an application for the quotation of the subdivided shares.
- (2) Subparagraph (1) above does not apply to a Specified ~~Subdivision of shares which is on a stand-alone basis or conditional upon a concurrent bonus issue.~~

#### **13.13 Fees**

The ~~Listed Issuer~~ who submits an application for subdivision of its shares must pay to the Exchange a processing fee of such amount as is specified in the Schedule of Fees.

### **PART D – CONSOLIDATION OF SHARES**

#### **13.14 Application of Part C**

- (1) The following provisions of Part C ~~shall~~ apply to consolidation of shares:-
  - (a) subparagraphs 13.04(2) and (3);
  - (b) paragraph ~~13.05~~13.06 except that the application ~~shall~~must include the information set out in paragraphs (1) to (5) and ~~(87)~~ to ~~(141)~~(10) of Part A of Appendix 13C;
  - (c) ~~subparagraph 13.06~~13.05(f); and
  - (d) paragraphs 13.07, 13.07A08, 13.0809, 13.0910, 13.1011, 13.1112 and 13.1213.

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- (2) For the purposes of this paragraph, all references to subdivision of shares in relation to the provisions referred to in subparagraph (1) above ~~shall~~ mean consolidation of shares.

~~13.15 Deleted~~

~~13.16 Deleted~~

~~13.17 Deleted~~

~~13.18 Deleted~~

[ \_End of Chapter ]

**Appendix 13A**  
**Contents of announcement for the proposed Scheme**

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**APPENDIX 13A****Contents of announcement in relation to the proposed Scheme**  
(paragraph 13.02(1))

- (1) The date of the restraining order (where applicable);
- (2) The duration of the restraining order (where applicable);
- (3) A list of companies (listed ~~company~~ corporation and its subsidiaries) which are involved in the proposed Scheme;
- (4) The details of the proposed Scheme;
- (5) All steps proposed to be taken for the completion of the proposed Scheme;
- (6) The effects of the proposed Scheme, including the effect on:-
  - (a) where applicable, the group structure before and after the proposed Scheme;
  - (b) the share capital;
  - (c) the substantial shareholding structure;
  - (d) the net assets per share and the earnings per share of the group; and
  - (e) the gearing position;
- (7) The approvals required from the relevant authorities and the conditions imposed by such authorities (if any);
- (8) The details of the interests of the directors, major shareholders and/or persons connected with them in the proposed Scheme; and
- (9) Where applicable, the details of the transferee ~~company~~ corporation which ~~shall~~ must include but not be limited to the history and business of the operation.

[ End of Appendix ]

**Appendix 13B**

**Contents of explanatory statement/circular for the proposed Scheme**

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**APPENDIX 13B**

**Contents of explanatory statement/circular in relation to the proposed Scheme**  
(paragraph 13.03(1))

- (1) A heading drawing attention to the importance of the document and advising holders of securities who are in any doubt as to what action to take to consult appropriate independent ~~professional~~ advisers;
- ~~(2) (Deleted)~~
- (32) A statement that Bursa Malaysia Securities Berhad takes no responsibility for the contents of the explanatory statement/circular, 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 document;
- (43) The purpose of the document;
- ~~(54)~~ The date of the restraining order (where applicable);
- ~~(65)~~ The duration of the restraining order (where applicable);
- ~~(76)~~ A list of the companies (listed ~~company~~ corporation and its subsidiaries) which are involved in the proposed Scheme;
- ~~(87)~~ The details of the proposed Scheme;
- ~~(98)~~ All steps proposed to be taken for the completion of the proposed Scheme;
- ~~(109)~~ The effects of the proposed Scheme, including the effect on:-
  - (a) where applicable, the group structure before and after the proposed Scheme;
  - (b) the share capital;
  - (c) the substantial shareholding structure;
  - (d) the net assets per share and the earnings per share of the group; and
  - (e) the gearing position;
- (140) The approvals required from the relevant authorities and the conditions imposed by such authorities (if any);
- ~~(121)~~ The details of the interests of the directors, major shareholders and/or persons connected with them in the proposed Scheme;
- (132) Where applicable, the details of the transferee company which ~~shall~~ must include but not ~~be~~ limited to:-
  - (a) the history and business of the operation;
  - (b) the share capital;
  - (c) the information on directors, substantial shareholders and their shareholdings in the transferee;



**Appendix 13B**

**Contents of explanatory statement/circular for the proposed Scheme**

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- (d) the details of its subsidiaries and associated companies;
  - (e) the details of its profit and dividend record; and
  - (f) the accountants' report on the transferee company and the companies to be acquired;
- (143) A statement by the board of the directors as to whether the proposed Scheme is in the best interests of the listed ~~company~~ corporation;
- (154) Where voting is required, a recommendation from the board of directors as to the voting action that securities holders should take;
- (165) An appendix containing the following information:-
- (a) a responsibility statement by the directors that the explanatory statement/circular has been seen and approved by the directors of the listed ~~company~~ corporation 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 explanatory statement/circular misleading;
  - (b) where a person is named in the explanatory statement/circular as having advised the listed ~~company~~ corporation or its directors, a statement that such adviser ~~or expert~~ has given and has not withdrawn its written consent to the inclusion of the adviser's ~~or expert's~~ name and/or letter (where applicable) in the form and context in which it is included;
  - (c) a statement of all material contracts (not being contracts entered into in the ordinary course of business), entered into by the listed ~~company~~ corporation and/or its subsidiaries and the transferee (where applicable) within 2 years immediately preceding the date of the explanatory statement/circular. The following particulars ~~shall~~ must be disclosed in respect of each such contract:-
    - (i) the date of the contract;
    - (ii) the parties of the contract;
    - (iii) the general nature; and
    - (iv) the consideration and the mode of satisfaction ~~thereof~~;
  - (d) a statement of all material litigation, claims or arbitration involving the listed ~~company~~ corporation and/or any of its subsidiaries and the transferee (where applicable) including those pending or threatened against such companies. The following particulars ~~shall~~ 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;
  - (e) a statement that from the date of the explanatory statement/circular to the date of meeting, the following documents (or copies ~~thereof~~ of the documents) in respect of the listed ~~company~~ corporation and the transferee, where applicable, may be inspected at the registered office of the listed ~~company~~ corporation:-
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**Appendix 13B**

**Contents of explanatory statement/circular for the proposed Scheme**

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- (i) the memorandum and articles of association;
  - (ii) the audited ~~accounts~~ financial statements of the listed ~~company~~ corporation/group and transferee (where applicable) for the past 2 financial years preceding the publication of the explanatory statement/circular and the latest unaudited results since the last audited ~~accounts~~ financial statements;
  - (iii) all reports, letters or other documents, balance sheets, valuations and statements by any expert, any part of which is extracted or referred to in the explanatory statement/circular; and
  - (iv) the letters of consent referred to in subparagraph ~~(16)~~(b) above;
  - (v) the material contracts referred to in subparagraph ~~(16)~~(c) above; and
  - (vi) the relevant cause papers in respect of the material litigation referred to in subparagraph ~~(16)~~(d) above; and
- (17) Any other information which the securities holders and their ~~professional~~ advisers would reasonably expect to find in an explanatory statement/circular of that nature for the purpose of making an informed decision.

[ End of Appendix ]

**Appendix 13C**  
**Contents of application for subdivision of shares**  
**& quotation of subdivided shares**

**APPENDIX 13C**

**Part A**

**Contents of an application for subdivision of shares**  
(paragraph ~~13.05~~13.06(1))

- (1) Title Page showing:-
  - (a) the name of the Listed Issuer;
  - (b) the full title or designation of the Listed Issuer's existing shares and shares proposed for subdivision;
  - (c) the date of application and formal request for subdivision, specifying the amount, par value and the title of the shares after the subdivision, and whether the shares are fully paid; and
  - (d) the purpose of subdivision;
- (2) A table showing before and after the subdivision, the following:-
  - (a) the designation or title of each class of shares;
  - (b) the par value;
  - (c) the number of shares authorised by the memorandum and articles of association and number of shares issued;
  - (d) the number of unissued shares reserved for issuance for any specific purpose, and purpose for which reserved or an appropriate negative statement; and
  - (e) the ranking of the shares;
- (3) The details of the proposed subdivision;
- (4) The details of approvals from the other relevant authorities in relation to the proposed subdivision, if applicable;
- (5) A confirmation from the Listed Issuer that the proposed subdivision of shares is allowed under its articles of association;
- (6) A confirmation from the Listed Issuer that it complies with paragraph ~~13.06~~13.05;
- ~~(7) (Deleted)~~
- ~~(8)~~(7) The dates of meeting of directors and shareholders at which the subdivision of shares was authorised and the date of approval(s) of the relevant authorities;
- ~~(9)~~(8) A statement as to whether there has been any important development affecting the Listed Issuer or its business since the latest annual report of the Listed Issuer. If so, a description of such development;
- ~~(10)~~(9) The expected timeframe for completion of the proposed subdivision; and
- ~~(11)~~(10) A statement whether the subdivision is conditional upon any other corporate proposal including:-

**Appendix 13C**  
**Contents of application for subdivision of shares**  
**& quotation of subdivided shares**

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- (a) the details of such other corporate proposals; and
- (b) the estimated timeframe for completion of the other corporate proposals.

**Part B**

**Additional contents of an application for subdivision of shares which is ~~on a stand-alone basis or conditional upon a concurrent bonus issue~~ Specified Subdivision**  
 (paragraph ~~13.05~~ 13.06(1))

The following documents:-

- (1) An undertaking that the subdivided shares will rank pari passu in all respects with each other.
- (2) An undertaking that all notices of allotment will be issued and despatched to the shareholders as expeditiously as possible and in any event, no later than 4 market days after the date of listing and quotation of the subdivided shares.
- (3) An undertaking that all conditions imposed by the relevant authorities, if any, which are required to be met ~~prior to~~ before the listing and quotation of the subdivided shares will be met.
- (4) An undertaking that there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the subdivided shares including any order, injunction or any other directive issued by any court of law.
- (5) An undertaking to immediately inform the Exchange upon becoming aware, after submission of the application, that the listed issuer has failed to meet any of the above undertakings referred to in subparagraphs (1) to (3) above or of any circumstances or facts referred to in subparagraph (4) above.

**Part C**

**Contents of an application for quotation of subdivided shares where the subdivision is not a Specified Subdivision ~~on a stand-alone basis or is conditional upon another corporate proposal (other than a concurrent bonus issue)~~**  
 (paragraph ~~13.05~~ 13.06(4))

- (1) The number, type and par value of the existing and proposed subdivided shares;
- (2) A confirmation that all notices of allotment have been issued and despatched to the shareholders;
- (3) A confirmation from the listed issuer that the Depository is ready to credit the subdivided shares to the accounts of the shareholders, after receiving the allotment information for crediting of the subdivided shares;
- (4) A confirmation that the subdivided shares will rank pari passu in all respects with each other;
- (5) A certified true copy of the relevant resolution passed by shareholders in general meeting;

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**Contents of application for subdivision of shares**  
**& quotation of subdivided shares**

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(6) — Deleted

- (6) A confirmation that all conditions imposed by the relevant authorities, if any, which are required to be met ~~prior to~~before the listing and quotation of the subdivided shares have been met; and
- (7) A confirmation that that there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the subdivided shares including any order, injunction or any other directive issued by any court of law.

[ End of Appendix ]

**Appendix 13D**  
**Contents of announcement**  
**for proposed subdivision of shares**

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**APPENDIX 13D****Contents of announcement in relation to a proposed subdivision of shares**  
(paragraph 13.09~~09~~10)

- (1) The number, type and par value of the existing and proposed subdivided shares;
- (2) The ranking of the proposed subdivided shares;
- (3) The reasons for and purpose of the proposed subdivision;
- (4) The details of the proposed subdivision;
- (5) The effect of the proposed subdivision on:-
  - (a) the issued and paid-up capital and shares to be issued pursuant to existing share option schemes or shares to be issued pursuant to the exercise and/or conversion of existing convertible securities;
  - (b) the net assets per share based on the latest audited consolidated ~~audited accounts~~ financial statements; and
  - (c) the earnings per share of the group;
- (6) The approvals required for the proposed subdivision of shares and the estimated time frame for submission of the application to the relevant authorities; and
- (7) Whether a suspension will be imposed on the trading of the shares in view of the proposed subdivision.

[ End of Appendix ]

**Appendix 13E**  
**Contents of circular for**  
**proposed subdivision of shares**

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**APPENDIX 13E**

**Contents of circular in relation to a proposed subdivision of shares**

(paragraph 13.4011(1))

- (1) A heading drawing attention to the importance of the circular and advising holders of shares who are in any doubt as to what action to take to consult appropriate independent professional advisers;
- (2) A statement that Bursa Malaysia Securities Berhad takes no responsibility for the contents of the circular, 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;
- (3) The purpose of the circular;
- (4) The reasons for and purposes of the proposed subdivision of shares;
- (5) The details of the proposed subdivision and date on which the proposed subdivision of shares was announced;
- (6) The number, type and par value of the existing and proposed subdivided shares;
- (7) The ~~L~~isted ~~i~~ssuer's share price adjusted for the subdivision and the basis of determining the price;
- (8) The ranking of the proposed subdivided shares and treatment of any fractions;
- (9) The details of any other intended corporate exercise/scheme which have been announced but not yet completed ~~prior to~~before the printing of the circular;
- (10) The effects of the proposed subdivision on:-
  - (a) the issued and paid-up capital and shares to be issued pursuant to existing share option schemes or shares to be issued pursuant to the exercise and/or conversion of existing convertible securities;
  - (b) the net assets per share based on the latest audited consolidated ~~audited accounts~~ financial statements; and
  - (c) the earnings per share of the group;
- (11) The expected timeframe for completion of the proposed subdivision;
- (12) The monthly highest and lowest market prices of the listed shares transacted for the 12 months preceding the date of the circular and the last transacted price immediately before the announcement of the subdivision of shares and as at the latest practicable date ~~prior to~~before the printing of the circular;
- (13) The approvals required for the proposed subdivision of shares and dates on which such approvals were obtained and conditions of the approvals;
- (14) A statement by the board of directors stating whether the exercise is in the best interest of the ~~L~~isted ~~i~~ssuer;
- (15) A recommendation from the board of directors as to the voting action that shareholders should take;

**Appendix 13E**  
**Contents of circular for**  
**proposed subdivision of shares**

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- (16) An appendix containing the following information:-
- (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 that such adviser or expert has given and has not withdrawn its written consent to the inclusion of the adviser's or expert's name and/or letter (if applicable) in the form and context in which it is included; and
  - (c) a statement that from the date of the circular until the date of the general meeting the following documents (or copies ~~thereof~~ of the documents) may be inspected at the registered office of the Listed issuer:-
    - (i) the memorandum and articles of association;
    - (ii) the audited ~~accounts~~ financial statements of the Listed issuer and/or group for the past 2 financial years and the latest unaudited results since the last audited ~~accounts~~ financial statements;
    - (iii) all reports, letters or other documents, balance sheets, valuations and statements by any expert, any part of which is extracted or referred to in the circular; and
    - (iv) the letters of consent referred to in subparagraph ~~(16)~~ (13E)(b) above; and
- (17) Any other information which the shareholders and their ~~professional~~ advisers would reasonably expect to find in a circular of that nature for the purpose of making an informed decision.

[ End of Appendix ]



**Appendix 13F**  
**Notice of subdivision of shares**

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**APPENDIX 13F****Notice of subdivision of shares**

(paragraph 13.4011(2))

- (1) A heading drawing attention to the importance of the notice and advising holders of shares who are in any doubt as to what action to take to consult appropriate independent professional advisers;
- (2) A statement that Bursa Malaysia Securities Berhad takes no responsibility for the contents of the notice, 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 notice;
- (3) The purpose of the notice;
- (4) The details of the proposed subdivision and date on which the proposed subdivision of shares was announced;
- (5) The approvals required for the proposed subdivision of shares and dates on which such approvals were obtained and conditions of the approvals;
- (6) The number, type and par value of the existing and subdivided shares;
- (7) The time and date on which the Listed Issuer's shares will be suspended from trading;
- (8) The details relating to the books closing date, including last date and time for transfer, deposit and purchase of shares (where applicable);
- (9) The details relating to the crediting of the subdivided shares;
- (10) The details relating to allotment of the subdivided shares and the submission of application for quotation of the subdivided shares; and
- (11) A responsibility statement by the directors that the notice 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 notice misleading.

[ \_End of Appendix ]