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**CHAPTER 4A FOREIGN LISTING**  
**PART A - GENERAL****4A.01 Introduction**

This Chapter sets out the requirements that must be complied with by a foreign corporation seeking or having a primary listing, and a corporation seeking or having a secondary listing, on the Main Market.

**PART B – ADMISSION REQUIREMENTS FOR A PRIMARY LISTING****4A.02 Introduction**

- (1) Unless the context requires otherwise, an “**applicant**” in this Part B means a foreign corporation seeking a primary listing on the Main Market.
- (2) An applicant must comply with Chapters 3 and 4 of these Requirements, as the case may be, subject to the additional requirements, modifications or exceptions set out in this Chapter.
- (3) Where any requirement in this Chapter conflicts with a requirement of another Chapter, the former prevails.

**4A.03 Share transfer or registration office**

An applicant must establish a share transfer or share registration office in Malaysia.

**4A.04 Appointment of directors**

An applicant -

- (a) whose operations are entirely or predominantly Malaysian-based must have a majority of directors whose principal or only place of residence is within Malaysia; and
- (b) whose operations are entirely or predominantly foreign-based must have at least 1 director whose principal or only place of residence is within Malaysia.

**4A.05 Agent or representative**

An applicant must appoint an agent or representative in Malaysia to be responsible for communication with the Exchange, on behalf of the applicant.

**4A.06 Admission**

An applicant must comply with the relevant admission procedures and requirements as may be prescribed by the Exchange.

*[Cross reference: Practice Note 21; Practice Note 24]*

**PART C – SPECIFIC CONTINUING OBLIGATIONS RELATING TO FOREIGN CORPORATIONS WITH A PRIMARY LISTING****4A.07 Introduction**

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- (1) A foreign corporation with a primary listing on the Main Market must comply with all the other Chapters in these Requirements subject to the additional requirements, modifications or exceptions set out in this Chapter.
  - (2) Where any requirement in this Chapter conflicts with a requirement of another Chapter, the former prevails.

#### **4A.08 Directors**

A foreign corporation with a primary listing must comply with paragraph 4A.04 as a continuing listing obligation.

#### **4A.09 Auditing standards**

A foreign corporation with a primary listing must ensure that the auditing standards applied are in accordance with approved auditing standards applied in Malaysia or International Standards on Auditing.

#### **4A.10 Information/documents in English**

All information or documents presented, submitted or disclosed pursuant to these Requirements must be in English.

#### **4A.11 Information to be disclosed**

A foreign corporation with a primary listing must announce to the Exchange concurrently all information required to be publicly disclosed to its domestic regulatory authorities and other stock exchanges, if applicable.

#### **4A.12 Distribution of notices etc**

A foreign corporation with a primary listing must distribute to its shareholders in Malaysia all -

- (a) notices of general meetings to be held;
- (b) annual reports;
- (c) accounts; and
- (d) all other documents or information,

which it is required to distribute in its place of incorporation and other stock exchanges, if applicable. The foreign corporation must give sufficient notice to enable its shareholders in Malaysia to comply with the terms of the notice.

#### **4A.13 Announcement of appointment of directors**

Without prejudice to paragraph 9.19 on the making of immediate announcements to the Exchange, the announcements made by a foreign corporation with a primary listing with regard to the appointment of a director must include the director's principal place of residence.

#### **4A.14 Substantial shareholdings**

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- (1) A foreign corporation with a primary listing must immediately announce to the Exchange any change in the interest or interests of a substantial shareholder in its voting shares upon notification by the substantial shareholder.
  - (2) The foreign corporation must state the name of the shareholder and full particulars of the change, including the date of the change, the number of shares involved and the circumstances by reason of which the change occurred.

#### **4A.15 Financial statements**

A foreign corporation with a primary listing must ensure that any financial statements announced to the Exchange are -

- (a) prepared on a consolidated basis; and
- (b) prepared in accordance with the approved accounting standards as defined in the Financial Reporting Act, 1997.

#### **4A.16 Statutory declaration in relation to annual audited financial statements**

- (1) The annual audited financial statements of a foreign corporation with a primary listing must be accompanied by a statutory declaration which is signed by the director or person primarily responsible for the financial management of the corporation, as the case may be, who satisfies the requirements prescribed in paragraph 9.27.
- (2) The signatory referred to in subparagraph (1) above must set forth his opinion as to the correctness or otherwise of the annual audited financial statements.

#### **4A.17 Notification of suspension and de-listing**

- (1) A foreign corporation with a primary listing must immediately notify the Exchange in writing where it has requested for a suspension in trading or a de-listing of its securities listed on other stock exchange(s).
- (2) If the other stock exchange(s) decide(s) to suspend trading in or de-list the securities of a foreign corporation with a primary listing, whether in relation to its request under subparagraph (1) above or otherwise, the corporation must immediately notify the Exchange in writing.

#### **4A.18 Listing and quotation of new issue of securities**

A foreign corporation with a primary listing must ensure that as far as reasonably practicable, all new issues of securities are admitted and quoted on the Exchange on the same day as they are admitted and quoted on the other stock exchange(s).

### **PART D - ADMISSION REQUIREMENTS FOR A SECONDARY LISTING**

#### **4A.19 Introduction**

- (1) Unless the context requires otherwise, an “**applicant**” in this Part D means a corporation seeking a secondary listing on the Main Market.
- (2) An applicant is subject to the listing rules (or its equivalent) of the home exchange.

- (3) Apart from the requirements set out in this Chapter, Chapters 1, 2 and 16, where applicable, and such other requirements as may be imposed by the Exchange from time to time, the other Chapters of these Requirements are not applicable to the applicant.

#### **4A.20 Admission**

- (1) The Exchange will exercise discretion over the admission and continued listing of securities on its Official List and may approve or reject applications for listing on the Main Market, as it deems fit.
- (2) The Exchange may also approve applications for listing on the Exchange unconditionally or subject to such conditions, as it deems fit.
- (3) An applicant must also comply with the relevant admission procedures and requirements as may be prescribed by the Exchange.

*[Cross reference: Practice Note 21; Practice Note 24]*

#### **4A.21 Approval from other authorities**

An applicant must first obtain approval(s) from the SC and other relevant authorities (where applicable) before listing and quotation of any security will be considered by the Exchange.

#### **4A.22 Appointment of Directors**

An applicant must have at least 1 director whose principal or only place of residence is within Malaysia.

#### **4A.23 Other Obligations**

Apart from the obligations set out in this Part D, an applicant must comply with paragraphs 4A.03 and 4A.05, with the necessary modifications.

### **PART E - SPECIFIC CONTINUING OBLIGATIONS RELATING TO CORPORATIONS WITH A SECONDARY LISTING**

#### **4A.24 Introduction**

Apart from the requirements set out in this Chapter, Chapters 1, 2 and 16, where applicable, and such other requirements as may be imposed by the Exchange from time to time, the other Chapters of these Requirements are not applicable to a corporation with a secondary listing on the Main Market.

#### **4A.25 New issue of securities by a corporation with a secondary listing**

A corporation with a secondary listing must comply with the relevant procedures and requirements for new issue of securities as may be prescribed by the Exchange.

*[Cross-reference: Practice Note 25]*

#### **4A.26 Directors**

A corporation with a secondary listing must comply with paragraph 4A.22 as a continuing listing obligation.

**4A.27 Change in classification**

A corporation with a secondary listing must comply with paragraph 8.11 as if it were the listed issuer mentioned in paragraph 8.11.

**4A.28 Documents for overseas securities holders**

A corporation with a secondary listing must comply with paragraph 9.34 as if it were the listed issuer mentioned in that paragraph.

**4A.29 Copies of documents to be supplied to the Exchange**

The provisions of paragraph 9.35 apply and a corporation with a secondary listing must comply with paragraph 9.35 as if it were the listed issuer mentioned in that paragraph.

**4A.30 Director's undertaking**

A corporation with a secondary listing must ensure that every director of the corporation gives the Exchange after this paragraph comes into force or his appointment, whichever is the later, and in any event not later than 14 days after that, an undertaking in the form as may be prescribed by the Exchange.

*[Cross reference: Annexure PN24-C of Practice Note 24]*

**4A.31 Other obligations**

Apart from the obligations set out in this Part E, a corporation with a secondary listing must comply with the following requirements, with the necessary modifications:

- (a) paragraph 4A.09;
- (b) paragraph 4A.10;
- (c) paragraph 4A.11;
- (d) paragraph 4A.12;
- (e) paragraph 4A.13;
- (f) paragraph 4A.15;
- (g) paragraph 4A.17; and
- (h) paragraph 4A.18.

[ End of Chapter ]