
CHAPTER 3 ADMISSION**PART A – GENERAL****3.01 Introduction**

- (1) This Chapter sets out the requirements that must be complied with by an applicant seeking admission to the Official List.
- (2) Additional or exceptional requirements relating to admission to the Official List are also set out in the following Chapters:
 - (a) Chapter 4 for applicants which are ~~infrastructure project companies, closed-end funds, management companies of real estate investment trusts or exchange traded funds as well as real estate investment trusts and exchange traded funds, and the special purpose acquisition companies; and~~
 - (b) Chapter 4A for applicants which are foreign corporations and companies seeking a secondary listing on the Exchange.
- (3) Where a listed corporation undertakes a corporate proposal which will result in a significant change in the business direction or policy of a listed corporation, the Exchange will treat such listed corporation as if it were a new applicant seeking admission to the Official List. In such instance, the listed corporation must comply with the requirements under this Chapter, where applicable.
- (4) For the purposes of this Chapter, unless the context otherwise requires, references to “applicant” includes a listed corporation that undertakes a corporate proposal which will result in a significant change in the business direction or policy of a listed corporation.

PART B - ADMISSION**3.02 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, as it deems fit.
- (2) The Exchange may also approve applications for listing unconditionally or subject to such conditions, as it deems fit.
- (3) An applicant must submit its listing application through an Principal Adviser.
- (4) An applicant must comply with the relevant admission procedures and requirements as may be prescribed by the Exchange.

[Cross-reference: Practice Note 21]

3.03 Approval from other authorities

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

3.04 — Issued and paid-up capital

- (1) — ~~An applicant seeking a listing on the Main Board must have a minimum issued and paid-up capital of RM60 million.~~
- (2) — ~~An applicant seeking a listing on the Second Board must have a minimum issued and paid-up capital of RM40 million.~~

3.1404 Independent directors

- (1) An applicant must ensure that at least 2 directors or 1/3rd of the board of directors of the applicant, whichever is the higher, are independent directors.
- (2) If the number of directors of the applicant is not 3 or a multiple of 3, then the number nearest 1/3rd ~~shall~~must be used.

3.1505 Audit committee

An applicant must establish an audit committee comprising a majority of independent directors (see also Chapter 15).

3.056 Shareholding spread

- (1) An applicant must have at least 25% of the total number of shares for which listing is sought in the hands of a minimum number of 1,000 public shareholders holding not less than 100 shares each.
- (2) ~~For applicants~~An applicant which have ~~has~~ or will be having shares listed on another stock exchange may have; these shares are included for the purpose of computing the shareholding spread~~25% and 1,000 public shareholders referred to in subparagraph (1).~~
- (2) ~~The employees of an applicant, its subsidiaries and holding company are not excluded from the minimum number of public shareholders.~~
- (3) ~~All the shares of an applicant which are held by employees and Bumiputera investors for the purpose of compliance with the National Development Policy can make up the 25% public spread.~~

3.067 Articles of association

- (1) An applicant must incorporate into its articles of association, the various provisions set out in Chapter 7.
- (2) An applicant must furnish to the Exchange a letter of compliance pursuant to paragraph 2.124 together with its articles of association and a checklist showing compliance with the relevant provisions of Chapter 7.

PART C – APPLICATION PROCEDURES AND ADMISSION PROCESS**3.07 — Procedures relating to admission**

~~Subject to paragraph 3.07A below, the following procedures shall apply to the admission of an applicant to the Official List, with the necessary modifications, as may be applicable:-~~

- (a) ~~Applicant submits a listing application to the Commission;~~
- (b) ~~Commission approves listing.~~

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- (c) — Applicant files with the Exchange its articles of association together with a letter of compliance accompanied by a checklist showing compliance
- (d) — Applicant files the final copy of prospectus with the relevant authorities.
- (e) — Applicant:-
- (i) — issues the prospectus or introductory document and the offer period opens, if the listing entails an offer of securities to the public;
 - (ii) — advertises the prospectus or introductory document; and
 - (iii) — provides the Exchange with such number of copies of the printed prospectus or introductory document as may be determined by the Exchange from time to time.
- (f) — Applicant files with the Exchange a listing application together with supporting documents.
- (g) — Exchange grants approval in principle for the admission of securities.
- (h) — If the listing entails an offer of securities to the public, the applicant announces the level of subscription and the basis of allocation.
- (i) — Applicant issues securities and notices of allotment.
- (j) — Applicant files with the Exchange an application for quotation together with supporting documents.
- (k) — Securities are admitted to the Official List and quoted on the Exchange 2 clear 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.

3.07A — Procedures relating to admission of securities involving a bonus issue and/or share scheme for employees

The following procedures shall apply to the admission of an applicant to the Official List which involves the listing of securities from a bonus issue and/or a share scheme for employees, with the necessary modifications, as may be applicable:-

- (a) — Applicant submits a listing application to the Commission;
- (b) — Applicant files with the Exchange a listing application together with supporting documents (including, in relation to its articles of association, a letter of compliance accompanied by a checklist showing compliance) within 2 market days of the date of submission of its listing application to the Commission or where the bonus issue involves a revaluation of land and buildings, within 2 market days of the date of receipt of a letter from the Commission confirming that the revaluation is in compliance with the Commission's Guidelines on Asset Valuation;
- (c) — Commission approves the listing and the Exchange grants approval in principle for the admission of securities;
- (d) — Applicant files the final copy of the prospectus with the relevant authorities;
- (e) — Applicant:-

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- ~~(i) issues the prospectus or introductory document and the offer period opens, if the listing entails an offer of securities to the public;~~
 - ~~(ii) advertises the prospectus or introductory document; and~~
 - ~~(iii) provides the Exchange with such number of copies of the printed prospectus or introductory document as may be determined by the Exchange from time to time.~~
 - ~~(f) If the listing entails an offer of securities to the public, the applicant announces the level of subscription and the basis for allocation;~~
 - ~~(g) Applicant issues securities and notices of allotment;~~
 - ~~(h) Applicant files with the Exchange an application for quotation together with supporting documents;~~
 - ~~(i) Securities are admitted to the Official List and quoted on the Exchange 2 clear 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.~~

3.08 Listing application and application for quotation

- ~~(1) An applicant 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 3A, duly signed by the applicant; and~~
 - ~~(b) the supporting documents specified in Part B of Appendix 3A.~~
- ~~(1A) In the case of an admission of an applicant to the Official List which involves the listing of securities from a bonus issue and/or a share scheme for employees, the listing application referred to in subparagraph (1) above must also comply with paragraph 6.04.~~
- ~~(2) An applicant must also file with the Exchange an application for quotation which shall be accompanied by the documents specified in Part C of Appendix 3A and such other documents as may be specified in the approval-in-principle granted by the Exchange.~~

3.09 Unissued securities

- ~~(1) An applicant must apply for approval in principle to list only that part of the securities which have been issued and securities to be issued in connection with the listing application. If an additional unissued amount is reserved for subsequent issuance for a specific purpose, an applicant must apply for an approval in principle to add that amount to the Official List in the future for that specific purpose. An applicant must not apply for an approval in principle for the listing of any security which is not reserved for subsequent issuance for a specific purpose.~~
- ~~(2) An applicant must submit an application for quotation for such reserved amount for which approval in principle has been granted pursuant to subparagraph (1) above, upon actual issuance of such amount in accordance with the provisions of Chapter 6.~~

3.10 Undertakings and confirmation

- ~~(1) An applicant must give the Exchange an undertaking in the form of Appendix 3B.~~
- ~~(2) An applicant must ensure that:-~~

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- (a) ~~every one of its directors shall give~~ the Exchange an undertaking in the form of Appendix 3C; 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 3D.

PART D – INTRODUCTORY DOCUMENT

3.11 – General

- (1) ~~Where an applicant is not required to issue a prospectus in connection with its listing on the Official List, it must issue an introductory document. Such introductory document must comply with the Commission's Prospectus Guidelines for Public Offerings.~~
- (2) ~~The draft introductory document, must be submitted to the Exchange together with a checklist showing compliance with the Commission's Prospectus Guidelines for Public Offerings.~~

3.12 – Issue of introductory document

~~An applicant must not issue to the public any introductory document in connection with its listing on the Official List until such document has been perused by the Exchange and the Exchange has confirmed to the applicant that it has no further comments thereon.~~

3.13 – Deleted

PART E – OTHER REQUIREMENTS

3.14 – Independent directors

- (1) ~~An applicant must ensure that at least 2 directors or 1/3rd of the board of directors of the applicant, whichever is the higher, are independent directors.~~
- (2) ~~If the number of directors of the applicant is not 3 or a multiple of 3, then the number nearest 1/3rd shall be used.~~

3.15 – Audit committee

~~An applicant must establish an audit committee comprising a majority of independent directors (see also Chapter 15).~~

3.15A – Notification/Advertisement of securities prescribed by the Exchange to be deposited with the Depository

~~In relation to the prescription by the Exchange of the securities of the applicant to be deposited with the Depository pursuant to section 14 of the Securities Industry (Central Depositories) Act 1991 (referred to as "Prescription" in this Part E), the applicant must submit to the Exchange either one of the following, 3 clear market days prior to the issuance date of the prospectus or introductory document or the proposed books closing date, as the case may be:-~~

- (a) ~~a confirmation in writing to the Exchange that the information set out in its register including the addresses of its shareholders are updated and accurate as at a date not exceeding 14 days prior to the issuance date of the prospectus or introductory document or proposed books closing date, as the case may be, for purposes of notification to its shareholders of the Prescription; or~~

~~(b) — where the applicant is unable to provide the confirmation set out in sub-paragraph (a) above, payment to the Exchange, in accordance with paragraph 3.16, for the advertisement charges incurred or to be incurred by the Exchange pursuant to section 14(2) of Securities Industry (Central Depositories) Act 1991 in relation to the Prescription.~~

~~3.16 — Fees~~

~~(1) — An applicant must pay to the Exchange a perusal fee of such amount as may be determined by the Exchange from time to time.~~

~~(2) — An applicant must pay to the Exchange:-~~

~~(a) — the processing fee for a listing application which involves a bonus issue and/or a share scheme for employees;~~

~~(b) — the Commission's Valuation Review Fee where its listing application involves a bonus issue arising from a revaluation of land and buildings;~~

~~(c) — an initial listing fee and annual listing fee where its listing application has been approved; and~~

~~(d) — the advertisement charges as may be incurred by the Exchange pursuant to section 14(2) of the Securities Industry (Central Depositories) Act 1991 (where the applicant is unable to provide the confirmation as set out under paragraph 3.15A(a));~~

~~of such amount and in such manner as is specified in the Schedule of Fees and subparagraph (3) below respectively.~~

~~(3) — All payments must be made by cheques drawn to the order of Bursa Malaysia Securities Berhad and in the case of the Commission's Valuation Review Fee, the Securities Commission.~~

~~3.17 — Special requirements for the listing of specific applicants~~

~~An applicant which is an infrastructure project company, closed-end fund, foreign corporation or management company of a real estate investment trust or an exchange traded fund as well as the real estate investment trust or the exchange traded fund must comply with the requirements in Chapter 4 in addition or as an exception to those set out in this Chapter.~~

~~3.17A — Additional requirements for bonus issues~~

~~In addition to complying with the requirements of this Chapter, an applicant which intends to make a bonus issue of securities must comply with the requirements in Part G of Chapter 6, where applicable.~~

~~3.17B — Additional requirements for share schemes for employees~~

~~(1) — In addition to complying with the requirements of this Chapter, an applicant which intends to implement a share scheme for employees must comply with the requirements in Part H of Chapter 6, where applicable.~~

~~— Where an applicant has implemented a share scheme for employees and such scheme has not expired or been terminated prior to listing, the scheme must comply with the requirements in Part H of Chapter 6, where applicable.~~

PART C - PRICE STABILIZATION MECHANISM**3.0817C Additional requirements for price stabilization mechanism**

In addition to complying with the requirements under this Chapter, an An applicant which intends to undertake stabilizing action must comply with Part N of Chapter 8.

3.18 Classification of an applicant

- (1) ~~An applicant must propose to the Exchange its classification into any one of the sectors prescribed by the Exchange, in accordance with the criteria prescribed by the Exchange.~~
- (2) ~~The applicant must furnish to the Exchange a proposal of its classification made in accordance with subparagraph (1) above in a form prescribed by the Exchange.~~
- (3) ~~The classification shall be subject to the approval of the Exchange. The Exchange may in its absolute discretion classify the applicant into such other sector as it deems fit.~~

PART F - TRANSFER OF LISTED COMPANY CORPORATION TO THE MAIN BOARD MARKET**3.1909 Transfer to the Main Board Market**

- (1) ~~A company listed on the Second Board or the MESDAQ ACE Market may be considered for a transfer to the Main Board Market provided that the listed company corporation meets the requirements for listing on the Main Board Market and/or such other requirements as may be imposed by the Exchange and it obtains the prior approval of the Commission SC.~~
- (2) ~~A listed corporation seeking a transfer to the Main Market must also comply with the relevant listing procedures and requirements as may be prescribed by the Exchange.~~

[Cross-reference: Practice Note 22]

3.19A Procedures relating to transfer

The following procedures shall apply to the transfer of a listed company to the Main Board, with the necessary modifications, as may be applicable:-

- (a) ~~Listed company makes an immediate announcement to the Exchange upon approval of the board of directors of the listed company being given for the transfer.~~
- (b) ~~Listed company submits an application to the Commission.~~
- (c) ~~Commission approves the transfer.~~
- (d) ~~Listed company files with the Exchange a transfer application together with supporting documents.~~
- (e) ~~Exchange grants approval in principle for the transfer.~~
- (f) ~~Listed company submits the draft introductory circular to the Exchange, if applicable, together with checklist showing compliance with Part D of Appendix 3A.~~
- (g) ~~Listed company files the final copy of prospectus with the relevant authorities, where applicable.~~

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- (h) ~~Listed company issues the prospectus or introductory circular and places a box advertisement.~~
- (i) ~~Listed company files with the Exchange the documents and/or confirmations required by the Exchange pursuant to its approval in principle for the transfer.~~
- (j) ~~Securities transferred 2 clear market days after receipt of the requisite documents and/or confirmations and the same have been found to be complete in all respects.~~

3.20 Submission of formal transfer application

~~A listed company seeking a transfer to the Main Board must submit an application to the Exchange which shall include:-~~

- (a) ~~the information set out in paragraphs (5), (6), (7) and (8) of Part D of Appendix 3A together with a resolution of its board of directors approving and authorising the application for transfer; and~~
- (b) ~~in addition, where such company is listed on the MESDAQ Market, the information and documents set out in Appendix 3E.~~

3.21 Issuance of introductory circular

- (1) ~~Where a listed company seeking a transfer to the Main Board does not issue any prospectus or abridged prospectus, it must issue an introductory circular to its shareholders.~~
- (2) ~~The introductory circular shall include the information set out in Part D Appendix 3A. The printed introductory circular must be submitted to the Exchange together with a checklist showing compliance with Part D of Appendix 3A.~~

3.22 Box advertisement

~~A listed company seeking a transfer to the Main Board must place a box advertisement in at least 1 nationally circulated Bahasa Malaysia and English daily newspaper on the day of issuance of the introductory circular which advertisement shall include the information set out in Part E of Appendix 3A.~~

3.23 Fees in relation to transfer

- (1) ~~A listed company seeking a transfer to the Main Board must pay the normal initial listing fees, together with the first annual fee according to the scale for listed companies.~~
- (2) ~~Where the transfer occurs during a year, a portion of the Second Board or MESDAQ Market annual charge, as the case may be, for such year will be credited against the first annual listing fee.~~

[End of Chapter]

APPENDIX 3A**PART A****Contents of a listing application**

(paragraph 3.08(1)(a))

- (1) — Title Page showing:-
- (a) — the name of the applicant and when and where it was incorporated;
 - (b) — the address of the principal registered office and the address of each office at which a share register is kept;
 - (c) — the class of securities proposed for listing and the par value thereof; and
 - (d) — the date of application, and formal request for listing, specifying amount, class and par value of the securities proposed for listing and whether the securities are fully paid; and
- (2) — (a) — A table showing the following:-
- (i) — the designation or title of each class of securities;
 - (ii) — the par value; and
 - (iii) — the number of securities authorised by the memorandum and articles of association, and authorised for issuance (including unissued reserved securities and applied for);
- (b) — a table showing the number of unissued securities of each class of securities 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 proposed for listing) as of a date not earlier than 7 days from the date of the application.

PART B**Documents to be filed with a listing application**

(paragraphs 3.08(1)(b), 4A.06 and 4.17(1)(b))

- (1) — An applicant must file the following documents in support of a listing application:-
- (a) — One 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.
 - (b) — One copy of the prospectus registered with the relevant authorities or the introductory document or where this is not available, one copy of the draft prospectus submitted to the relevant authorities or the draft introductory document.
 - (c) — One 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:-~~

~~Particulars — No of — No of — Percentage %
— Shares — shareholders~~

~~Issued
and paid-up capital~~

~~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~~

(e) ~~— A letter of undertaking in the form of Appendix 3B 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 Appendix 3C duly executed by each director of the applicant.~~

(g) ~~— A letter in the form of Appendix 3D duly executed by each independent director of the applicant.~~

(h) ~~— A letter from the applicant's adviser confirming all approvals of relevant authorities have been obtained.~~

(i) ~~— One copy each of all letters of approval from the relevant authorities.~~

(j) ~~— A proposal as to classification of the applicant in a specific sector in the prescribed form.~~

(k) ~~— 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.~~

~~(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.~~

~~(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.~~

PART C

Documents to be filed with an application for quotation (paragraphs 3.08(2) and 4.17(2))

An applicant must file the following documents in support of an application for quotation:-

~~(a) A copy of the latest return of allotment filed with the Registrar of Companies or in relation to a foreign corporation, a copy of a document showing its latest issued and paid-up capital filed with the relevant authority pursuant to the laws of the place of incorporation or in the event no such document is required to be filed pursuant to the relevant laws, a confirmation from the foreign corporation as to its latest issued and paid-up capital.~~

~~(b) 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 securities.~~

~~(c) A confirmation from the adviser that the public shareholding spread based on the enlarged issued and paid-up capital of the applicant is in compliance with paragraph 3.05 of the Listing Requirements and 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 certificate of distribution of the shares in the following format:-~~

~~Particulars No of No of Percentage %
 Shares shareholders~~

~~Issued
and paid-up capital
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

- (d) ~~A confirmation from the Depository of the receipt of the allotment information for crediting of the securities.~~
- (e) ~~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.~~
- (f) ~~Where a moratorium is imposed on the sale of securities, the following information on the moratorium:-~~
- ~~(i) the names of securities holders;~~
 - ~~(ii) the number of securities;~~
 - ~~(iii) the date(s) of expiry of the moratorium; and~~
- ~~a confirmation that the above information has been submitted to the Depository.~~
- (g) ~~A confirmation from the adviser that 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 securities have been met.~~
- (h) ~~(Deleted)~~
- (i) ~~Such applicable documents set out in Part B of Appendix 3A which were not submitted.~~
- (j) ~~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 applicant's securities including any order, injunction or any other directive issued by any court of law.~~
- (k) ~~A confirmation from the adviser that the securities rank pari passu in all respects with each other.~~

PART D

Information to be disclosed in an introductory circular
(paragraphs 3.20 and 3.21(2))

- (1) "This introductory circular is for information only. No action is required to be taken";

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- (2) ~~“If you have sold all your securities in the [listed company], please forward this introductory circular to the agent through whom the sale was contracted for onward transmission to the purchaser”;~~
- (3) ~~A statement that Bursa Malaysia Securities Berhad takes no responsibility for the contents of the introductory 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 introductory circular;~~
- (4) ~~The purpose of the introductory circular;~~
- (5) ~~The criteria for the transfer and how the listed company has achieved such criteria which shall include the following:-~~
- ~~(a) the listing status i.e. the number of years the company has been listed on the Second Board or MESDAQ MARKET, as the case may be;~~
 - ~~(b) the issued and paid-up capital;~~
 - ~~(c) the shareholding spread; and~~
 - ~~(d) the historical profit performance;~~
 - ~~(e) a statement as to whether the listed company has met the profit forecast disclosed in the prospectus, where applicable; and~~
 - ~~(f) the market capitalisation of the listed company, where applicable.~~
- (6) ~~The rationale for the transfer;~~
- (7) ~~The financial effects of the transfer;~~
- (8) ~~The conditions for the transfer;~~
- (9) ~~An appendix containing the following information on the listed company:-~~
- ~~(a) the history and business;~~
 - ~~(b) the type, par value and number of shares making up the share capital and changes in share capital since incorporation;~~
 - ~~(c) the directors and substantial shareholders and their respective shareholdings in the listed company;~~
 - ~~(d) the following details of its subsidiaries and associated companies:-~~
 - ~~(i) the name;~~
 - ~~(ii) the date and place of incorporation;~~
 - ~~(iii) the issued and paid-up capital;~~
 - ~~(iv) the percentage of effective interest held by the company; and~~
 - ~~(v) the principal activities;~~
 - ~~(e) the audited profit and dividend record for the past 5 years and the latest interim results, if available, stating:-~~
 - ~~(i) the turnover;~~
 - ~~(ii) the profit before tax and exceptional items;~~
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- (iii) — the exceptional items;
 - (iv) — the profit before tax;
 - (v) — the taxation;
 - (vi) — the profit after tax before extraordinary items;
 - (vii) — the extraordinary items;
 - (viii) — the profit after tax and extraordinary items;
 - (ix) — the earnings per share; and
 - (x) — the dividend rate;
- (f) — where there is any material fluctuation in turnover or profits in any of the years, an explanation therefor; and
- (g) — the latest audited accounts together with notes and auditors' report;
- (10) — 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 company 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 company or its directors, a statement that such advisor or expert has given and has not withdrawn its written consent to the inclusion of the advisor's or expert's name and/or letter (if 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 by the listed company and/or its subsidiaries within 2 years immediately preceding the date of the circular. The following particulars shall 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 mode of satisfaction thereof;
 - (d) — a statement of all material litigation, claims or arbitration involving the listed company and/or any of its subsidiaries, including those pending or threatened against such companies. The following particulars shall 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 maximum exposure to liabilities;
 - (v) — directors'/solicitors' opinion of the outcome; and
 - (vi) — the status;
 - (e) — a statement that for a period of not less than 2 weeks following the publication of the introductory circular the following documents (or copies thereof) may be inspected at the registered office of the listed company:-
 - (i) — the memorandum and articles of association;
 - (ii) — the audited accounts of the listed company and/or group for the past 2 financial years and the latest unaudited results since the last audited accounts;
 - (iii) — the letters of consent referred to in subparagraph (10)(b) above;
 - (iv) — the material contracts referred to in subparagraph (10)(c) above; and

~~(v) — the relevant cause papers in respect of the material litigation referred to in subparagraph (10)(d) above; and~~

~~(11) — Any other information which the securities holders and their professional advisers would reasonably expect to find in a circular of that nature for the purpose of making an informed decision.~~

PART E

Information to be disclosed in the advertisement of transfer to the Main Board (paragraph 3.22)

~~(1) — The date of incorporation of the listed company;~~

~~(2) — The principal activities;~~

~~(3) — The composition of the board of directors;~~

~~(4) — The date of transfer;~~

~~(5) — The sector;~~

~~(6) — The stock code; and~~

~~(7) — The stock name.~~

{ End of Appendix }

APPENDIX 3B**Undertaking by an applicant**
(paragraph 3.10(1))

To

Bursa Malaysia Securities BerhadExchange Square
Bukit Kewangan
50200 Kuala Lumpur

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

~~In consideration of the Exchange approving the application for admission of (“the Company”) to the Official List of the Exchange (“the Official List”) and for official quotation of the securities described in the Company’s listing application WE HEREBY ACKNOWLEDGE that the Company shall remain on the Official List, and official quotation of any of the Company’s securities shall continue only during the pleasure of the Exchange and WE HEREBY UNDERTAKE AND AGREE to comply with the Listing Requirements of the Exchange and the Rules of the Exchange, which shall be in force from time to time, insofar as the same shall apply to the Company.~~

~~The above Undertaking has been signed by me as [title] of[name of Company] pursuant to authority granted to me by resolution of the board of directors of the Company on~~

Date:

Signature:

Name:

[End of Appendix]

APPENDIX 3C**Undertaking by a director of an applicant/a listed company**
(paragraphs 3.10(2)(a)(i), 8.21 and 15.03(1))

To

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Compliance with the Listing Requirements of Bursa Malaysia Securities Berhad ("the Exchange")

I,[name and NRIC number of director], am a director of
.....[name(s) of applicant/listed company(ies)] ("the Company(ies)") which #has submitted
an application to the Exchange to be admitted to the Official List of the Exchange ("the Official List")/
#/is/are listed on the Official List of the Exchange.

In consideration of the Exchange #approving the Company's application for admission to the Official
List / allowing the continued listing of the Company(ies) on the Official List, I HEREBY UNDERTAKE
AND AGREE to comply with the Listing Requirements of Bursa Malaysia Securities Berhad which
shall be in force from time to time, insofar as the same shall apply to me as a director of the
Company(ies).

Yours faithfully

.....

Name:

Designation:

Date:

— Delete as appropriate

{ End of Appendix }

APPENDIX 3D

Letter of confirmation by an independent director of an applicant/a listed company
(paragraph 3.10(2)(b) and 15.03(2))

To

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

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

I, [name and NRIC number of director], am a director of
[name(s) of applicant/listed company(ies)] which #has submitted an application to the Exchange to be
admitted to the Official List of the Exchange ##is/are listed on the Official List of the Exchange.

I HEREBY CONFIRM AND DECLARE that I am an independent director as defined under paragraph
4.01 of the Listing Requirements of the Exchange.

Yours faithfully

.....

Name:

Designation:

Date:

— Delete as appropriate.

{ End of Appendix }

APPENDIX 3E**Information and documents to be disclosed in and filed with a transfer application**
(paragraph 3.20)

(1) ~~A listed company must disclose and/or file the following information and/or documents in support of a transfer application:-~~

~~(a) One copy each of the articles of association and all amendments to date.~~

~~(b) One copy of the prospectus registered with the relevant authorities or the introductory circular or where this is not available, one copy of the draft prospectus submitted to the relevant authorities or the draft introductory circular.~~

~~(c) A confirmation from the adviser that the public shareholding spread based on the existing or enlarged issued and paid-up capital of the listed company, as the case may be, is in compliance with paragraph 3.05 of the Listing Requirements and a statement on the percentage of the total number of listed shares which are held by the public, the number of public shareholders and a certificate of distribution of the shares in the following format:-~~

~~Particulars — No of — No of — Percentage %
—— Shares — shareholders~~

~~Issued
and paid-up capital~~

~~Less:~~

~~Directors of the
listed company and
its subsidiaries and/or
associated companies~~

~~Substantial
shareholders of
the listed company
(except where such
shareholder may
be included as
“public”)~~

~~Associates of
directors or substantial
shareholders of the
listed company~~

~~Shareholders
holding less than
100 shares —————~~

~~Public shareholdings~~

~~(d) A letter of undertaking in the form of Appendix 3F duly executed by the listed company together with a certified true extract of the resolution of the listed company’s board of directors authorising the signatory.~~

-
- (e) ~~A letter of undertaking in the form of Appendix 3G duly executed by each director of the listed company.~~
- (f) ~~A letter in the form of Appendix 3H duly executed by each independent director of the listed company.~~
- (g) ~~A letter from the listed company's adviser confirming all approvals of relevant authorities have been obtained.~~
- (h) ~~One copy each of all letters of approval from the relevant authorities.~~
- (i) ~~A cheque drawn to the order of Bursa Malaysia Securities Berhad for the listing fees together with a copy of the details of the computation of the amount of listing fees payable.~~
- (j) ~~A confirmation from the adviser that all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met prior to the transfer to the Main Board have been met.~~
- (k) ~~A confirmation that the composition of the board of directors of the listed company complies with the requirements of paragraph 15.02.~~
- (l) ~~A confirmation that the composition of the audit committee of the listed company complies with the requirements of paragraph 15.10 and 15.11.~~
- (m) ~~(Deleted)~~
- (n) ~~A confirmation from the adviser that there are no circumstances or facts which have the effect of preventing or prohibiting the transfer to the Main Board including any order, injunction or any other directive issued by any court of law.~~
- (2) ~~If any of the above documents are not filed because they are not applicable or available in any case, the listed company must submit a separate exhibit explaining why such documents are not applicable or available.~~

[End of Appendix]

APPENDIX 3F**Undertaking by a listed company transferring from the MESDAQ Market to the Main Board**

To:

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

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

~~In consideration of the Exchange approving the application for transfer of ("the Company") to the Main Board of the Exchange WE HEREBY ACKNOWLEDGE that the Company shall remain on the Official List of the Exchange, and official quotation of any of the Company's securities shall continue only during the pleasure of the Exchange and WE HEREBY UNDERTAKE AND AGREE to comply with the Listing Requirements of the Exchange and the Rules of the Exchange, which shall be in force from time to time, insofar as the same shall apply to the Company.~~

~~The above Undertaking has been signed by me as [title] of [name of Company] pursuant to authority granted to me by resolution of the board of directors of the Company on~~

Date:

Signature:

Name:

{ End of Appendix }

APPENDIX 3G**Undertaking by a director of a listed company transferring from the MESDAQ Market to the Main Board**

To:

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Compliance with the Listing Requirements of Bursa Malaysia Securities Berhad ("the Exchange")

I,[name and NRIC number of director], am a director of[name of the listed company] ("the Company") which has submitted an application to the Exchange to be transferred to the Main Board of the Exchange ("Main Board").

In consideration of the Exchange approving the Company's application for transfer to the Main Board, I HEREBY UNDERTAKE AND AGREE to comply with the Listing Requirements of the Exchange which shall be in force from time to time, insofar as the same shall apply to me as a director of the Company.

Yours faithfully

.....

Name:

Designation:

Date:

{ End of Appendix }

APPENDIX 3H**Letter of confirmation by an independent director of a listed company transferring from the MESDAQ Market to the Main Board**

To:

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

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

I, [name and NRIC number of director], am a director of
[name of the listed company] which has submitted an application to the Exchange to be transferred to the Main Board of the Exchange.

I HEREBY CONFIRM AND DECLARE that I am an independent director as defined under paragraph 4.01 of the Listing Requirements of the Exchange.

Yours faithfully

.....

Name:

Designation:

Date:

[End of Appendix]