

ANNEXURE E

**OTHER PROPOSED AMENDMENTS
UNDER PART 5 OF THE CONSULTATION PAPER**

MAIN MARKET LISTING REQUIREMENTS

ENHANCEMENTS TO THE STRUCTURED WARRANTS FRAMEWORK

CHAPTER 5 – STRUCTURED WARRANTS

Paragraph 5.03

Underlying financial instrument listed on the Exchange

- (1) Where the underlying financial instrument of the structured warrants is shares or an exchange-traded fund listed on the Exchange, an issuer must ensure that the underlying corporation or exchange-traded fund has an average daily market capitalisation (excluding treasury shares) of at least -
- (a) RM1 billion in the past 3 months ending on the last market day of the calendar month immediately preceding the date of issue; or
 - (b) RM3 billion for newly listed corporations or exchange-traded funds that do not meet the 3 month market capitalisation track record.
- (1A) Where the underlying financial instrument of the structured warrants is shares or an exchange-traded fund seeking listing on the Exchange, an issuer must ensure that -
- (a) the underlying corporation or exchange-traded fund has an expected or pro forma market capitalisation (excluding treasury shares) of at least RM3 billion based on the issue price of the shares or exchange-traded fund as set out in the prospectus; and
 - (b) the listing of the structured warrants shall only take place 5 market days after the date of the listing of the shares or exchange-traded fund on the Exchange.
- (2) In the case of an issue of structured warrants where the underlying financial instrument is shares, an issuer must ensure that the underlying corporation is in compliance with the Exchange's public shareholding spread requirement.

Paragraph 5.04

Underlying financial instrument listed outside Malaysia

(1) Where the underlying financial instrument of the structured warrants is shares or an exchange-traded fund listed on a securities exchange outside Malaysia, an issuer must ensure that the underlying financial instrument satisfies the following criteria:

- (a) the underlying corporation or exchange-traded fund is listed on a securities exchange which is a member of the World Federation of Exchanges or is approved by the Exchange;
- (b) the underlying corporation or exchange-traded fund must have an average daily market capitalisation equivalent to at least -
 - (i) RM3 billion in the past 3 months ending on the last market day of the calendar month immediately preceding the date of issue; or
 - (ii) RM5 billion for newly listed corporations or exchange-traded fund that does not meet the 3 month market capitalisation track record;
- (c) the underlying corporation or exchange-traded fund must be in compliance with the listing rules and requirements of its home exchange at the date of issue; and
- (d) information on the price, volume, financial information and price-sensitive information relating to the underlying corporation or exchange-traded fund must be available to investors in Malaysia.

(2) Where the underlying financial instrument of the structured warrants is shares or an exchange-traded fund seeking listing on a securities exchange outside Malaysia, an issuer must ensure that the underlying financial securities satisfies the following criteria:

- (a) the underlying corporation or exchange-traded fund must have an expected or pro forma market capitalisation equivalent to at least RM5 billion based on the issue price of the shares or exchange-traded fund as set out in the prospectus; and
- (b) upon listing, the underlying corporation or exchange-traded fund must comply with the requirements set out in subparagraphs (1)(a), (c) and (d) above.

Paragraph 5.35

Submission of periodic information

- (1) Subject to subparagraph (2) below, an issuer must announce the following information to the Exchange, within the timeframes stipulated in subparagraph (2) below.
- (a) the number of structured warrants exercised during the relevant timeframe;
 - (b) the cumulative number of structured warrants exercised to date; and
 - (c) the number of structured warrants outstanding.

(2) The timeframes referred to in subparagraph (1) above are -

	Structured warrants having an expiry date of –	Timeframes for announcement
(a)	28 days	On a weekly basis, on the first market day of the week.
(b)	More than 28 days but 6 months or less	On a fortnightly basis, on the first market day of the week.
(c)	More than 6 months	On a monthly basis, within the first 5 market days of the month.

- (3) Subparagraph (1) above does not apply to structured warrants exercisable in an European style.
- (4) If an issuer provides liquidity via a market making, the issuer must announce the following information within the first 5 market days of every month:
- (a) stock short name;
 - (b) stock code;
 - (c) number of structured warrants bought and the volume weighted average price of structured warrants bought in the preceding month;
 - (d) number of structured warrants sold and the volume weighted average price of structured warrants sold in the preceding month;
 - (e) number of outstanding structured warrants in the market and the percentage of the same; and

	<p>(f) total issue size.</p> <p>(5) An issuer must also announce the number of structured warrants not held by the issuer or its Market Maker and the percentage of the same, on a monthly <u>quarterly</u> basis.</p>
<p>ENHANCEMENTS TO THE FRAMEWORK FOR NEW ISSUE OF SECURITIES</p>	
<p>CHAPTER 6 – NEW ISSUE OF SECURITIES</p>	
<p>Paragraph 6.44</p>	<p>Share Issuance Scheme after listing</p> <p>(1) A listed issuer must ensure that all schemes whether implemented by the listed issuer or its subsidiary, involving the issue of shares to employees comply with the following:</p> <p>(a) the scheme is approved by the shareholders of the listed issuer in general meeting;</p> <p>(b) the resolution approves a specific scheme and refers either to the scheme itself or to a summary of its principal terms included in the circular which contains all the provisions set out in Appendix 6E;</p> <p>(c) unless the shares subject to the scheme are identical with other listed shares they are separately designated;</p> <p>(d) where directors of the listed issuer are trustees of the scheme or have an interest, direct or indirect, in the scheme, the circular must disclose that interest; and</p> <p>(e) where the scheme is implemented by a subsidiary, the bylaws of such scheme includes the provisions set out in Appendix 6E.</p> <p>(2) Subparagraph (1) does not apply to -</p> <p>(a) an applicant that is implementing a Share Issuance Scheme as part of its listing proposal; and</p> <p>(b) Share Issuance Scheme implemented by subsidiaries of the listed issuer which are listed on the ACE Market or a stock exchange deemed comparable by the Exchange.</p>
<p>Paragraph 6.51</p>	<p><u> Holders of convertible securities </u></p> <p><u>A listed issuer seeking a listing of its convertible securities (other than Exchange Traded Bonds as defined in Chapter 4B) must have at least 100 holders of such securities holding not less than 1 board lot of the convertible securities each.</u></p>

PRACTICE NOTE 28 – LISTING PROCEDURES FOR NEW ISSUES OF SECURITIES**Practice Note 28,
Annexure PN28-B
paragraph (1), Part
B****Documents to be filed with a listing application for a new issue of securities**

(paragraphs 6.1(b), 7.1, 8.1 and 9.1)

- (1) A listed issuer must file the following documents in support of a listing application for a new issue of securities:
- (a) a copy of the announcement, circular, prospectus or abridged prospectus which is registered with the relevant authorities;
 - (b) a certified true copy of the relevant resolution passed by securities holders in general meeting;
 - (c) a letter from the listed issuer's Principal Adviser confirming all approvals of relevant authorities have been obtained;
 - (d) a copy each of all letters of approval from the relevant authorities;
- (dA) in the case of a bonus issue –
- (i) a statement from the listed issuer confirming the adequacy of the reserves for capitalisation; and
 - (ii) where a confirmation by the external auditors or reporting accountants is required under paragraph 6.30(3) of the Listing Requirements, the report from the external auditors or reporting accountants.
- (e) in the case of a Share Issuance Scheme, a draft copy of the bylaws; and
 - (f) for proposals which apply the procedures under paragraphs 3.0 and 4.0 of Practice Note 28, a cheque drawn to the order of Bursa Malaysia Securities Berhad for the processing and listing fees (see the Schedule of Fees for the computation of the 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, a listed issuer must submit a separate exhibit explaining why such documents are not applicable or available.

**Practice Note 28,
Annexure PN28-B,
paragraphs (e), (f)
and (g), Part C****Documents to be filed with a quotation application for a new issue of securities**

(paragraph 6.2)

(1) A listed issuer must file the following documents in support of quotation application for a new issue of securities:

- (a) a confirmation from the listed issuer as to its latest issued and paid-up capital;
- (b) a confirmation that all notices of allotment have been issued and despatched to the entitled holders;
- (c) a confirmation from the listed issuer that the Depository is ready to credit the new securities to the accounts of the entitled holders, after receiving the allotment information for crediting of the new securities;
- (d) 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;
- (e) a confirmation from the Principal Adviser of whether the new issue of securities will be listed and quoted as the existing securities of the same class or will be separately quoted on the listing date. If the new issue of securities will be separately quoted on the listing date, to specify the entitlement that the holders of the new issue of securities will not be entitled to;
- (f) a confirmation from the Principal Adviser that 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 have been met;
- (g) a confirmation from the Principal Adviser that 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; and
- (h) such other documents which are not/have not been submitted pursuant to Part B of Annexure PN28-B.

(2) The relevant confirmations in subparagraphs (e), (f) or (g) may be provided by the listed issuer instead of the Principal Adviser, for an application for quotation of new issue of securities arising from -

(a) an exercise or conversion of convertible securities; or

(b) an exercise of options under a Share Issuance Scheme.

ENHANCEMENTS TO POST LISTING OBLIGATIONS

CHAPTER 8 – CONTINUING LISTING OBLIGATIONS

Paragraph 8.03

Cash Companies

- (1) A listed issuer whose assets on a consolidated basis, consist of 70% or more of cash or short term investments, or a combination of both (“**Cash Criterion**”) must immediately notify the Exchange of its condition in writing. The Exchange will determine whether such listed issuer should be considered a Cash Company. A listed issuer considered as a Cash Company by the Exchange will be notified by the Exchange.
- (2) A Cash Company must comply with such requirements as may be prescribed by the Exchange, failing which the Exchange may suspend the trading of listed securities of such listed issuer or de-list it, or both.
- (3) For the purposes of subparagraph (1) above –
 - (a) a listed issuer must, as a minimum requirement, make a determination as to whether it triggers the Cash Criterion when it disposes its assets or business on a group basis or prepares its financial statements or accounts; and
 - (b) “**short term investments**” means investments which are by their nature readily realisable and intended to be held for 12 months or less including interests (equity or otherwise) incorporations.
- (4) A Cash Company must place at least 90% of its cash and short-dated securities (including existing cash balance and the consideration arising from the disposal undertaken by the Cash Company) in an account opened with a financial institution licensed by Bank Negara Malaysia and operated by a custodian. Any interest generated by the monies held in the account must accrue to the account. For the purpose of this subparagraph (4), “**custodian**” means any of the following who is independent of the Cash Company:
 - (a) a trust company registered under the Trust Companies Act 1949 or incorporated pursuant to the Public Trust Corporation Act 1995 and is in the List of Registered Trustees in relation to Unit Trust Funds issued by the SC; or
 - (b) a licensed bank or merchant bank as defined in the Banking and Financial Institutions Act 1989.

The Cash Company must ensure that the amount ~~placed~~ in the above account is not withdrawn, except for the following purposes:

 - (i) implementing a proposal to acquire a new core business approved by the SC; or

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	<p>(ii) pro rata distributions to shareholders pursuant to subparagraph (9) below.</p> <p>(5) A Cash Company must comply with the following additional requirements:</p> <p>(a) regularise its condition in the following manner:</p> <p>(i) submit a proposal to acquire a new core business to the SC for its approval within 12 months from the date it receives the notice referred to in subparagraph (1) above; and</p> <p>(ii) implement its proposal within the timeframe prescribed by the SC;</p> <p>(b) provide such information as may be prescribed by the Exchange from time to time for public release; and</p> <p>(c) do such other acts or things as may be required by the Exchange.</p> <p>(6) The Exchange may suspend the trading of the Cash Company's listed securities if it fails to comply with any part of its obligations in subparagraph (5)(a) above or if its proposal is rejected by the SC and the Exchange may de-list such Cash Company.</p> <p>(7) Subparagraphs (1) and (2) above are not applicable to the following listed issuers:</p> <p>(i) listed issuers whose activities are regulated by any written law relating to banking, finance corporations or insurance and are subject to supervision by Bank Negara Malaysia;</p> <p>(ii) Participating Organisations;</p> <p>(iii) closed-end funds;</p> <p>(iv) real estate investment trusts;</p> <p>(v) exchange-traded funds;</p> <p>(vi) infrastructure project corporations which have not completed their infrastructure project(s);</p> <p>(vii) special purpose acquisition companies; and</p> <p>(viii) such other category of listed issuers as may be prescribed by the Exchange.</p> <p>(8) For a Cash Company to be no longer considered a Cash Company, the Cash Company must –</p>
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	<p>(a) complete the implementation of its proposal; and</p> <p>(b) submit an application to the Exchange to demonstrate that it is no longer a Cash Company, together with all the necessary documentary evidence.</p> <p>The fact that a Cash Company has ceased to trigger the Cash Criterion before it completes the implementation of its proposal, would not entitle it to be no longer considered as a Cash Company for the purpose of this subparagraph.</p> <p>(9) If the Cash Company fails to comply with any part of its obligations in subparagraph (5)(a) above, it <u>A Cash Company</u> must ensure that all moneys deposited, together with interests earned with the financial institution licensed by Bank Negara Malaysia and operated by a custodian under subparagraph (4) above are distributed to its shareholders on a pro-rata basis as soon as practicable <u>if the Cash Company -</u></p> <p><u>(a) fails to comply with any part of its obligations in subparagraph (5)(a) above; or</u></p> <p><u>(b) does not intend to maintain its listing at any time after it receives the notice referred to in subparagraph (1) above.</u></p> <p><i>[Cross reference: Practice Notes 16 and 29]</i></p>
Paragraph 8.23	<p>Provision of financial assistance</p> <p>(1) Except as otherwise prohibited under the law or in relation to a foreign corporation, the relevant laws of the place of incorporation and subject to subparagraph (2) below, a listed issuer or its unlisted subsidiaries <u>not listed on any stock exchange</u> may only -</p> <p>(a) lend or advance any money; or</p> <p>(b) guarantee, indemnify or provide collateral for a debt,</p> <p>(“provision of financial assistance”) to or in favour of the following:</p> <p>(i) directors or employees of the listed issuer or its subsidiaries;</p> <p>(ii) persons to whom the provision of financial assistance -</p> <p>(aa) is necessary to facilitate the ordinary course of business of the listed issuer or its subsidiaries; or</p> <p>(bb) pursuant to the ordinary course of business of the listed issuer or its subsidiaries;</p>

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	<p>such as the provision of advances to its sub-contractors or advances made to clients in the ordinary course of its moneylending business; or</p> <p>(iii) the subsidiaries, or associated companies <u>or joint arrangements</u> of the listed issuer, the listed issuer (in the case of the subsidiaries providing the financial assistance) or its immediate holding company which is listed.</p> <p><u>For the purpose of this subparagraph (iii), a “joint arrangement” has the meaning given to it under the approved accounting standards.</u></p> <p>(2) Where a listed issuer or its subsidiaries provide financial assistance -</p> <p>(a) the board of directors of such listed issuer must ensure -</p> <p>(i) that the provision of the financial assistance referred to in subparagraph (1) above is fair and reasonable to the listed issuer and is not to the detriment of the listed issuer and its shareholders; and</p> <p>(ii) where a listed issuer or its subsidiary lends or advances money in the ordinary course of its business as a moneylender (“moneylending company” and “moneylending operations”), that the board of directors of the listed issuer oversees the moneylending operations and the management of credit risk of the moneylending company including ensuring that adequate policies and procedures are put in place which must be reviewed regularly to enable -</p> <p>(aa) maintenance of sound credit-granting standards;</p> <p>(bb) maintenance of a clear and defined credit approval process including a list of the approving party(ies), which must include the board of directors of the listed issuer, for different quantum of financial assistance granted by the moneylending company;</p> <p>(cc) monitoring and control of credit risk; and</p> <p>(dd) timely identification and administration of problem credits;</p> <p>(b) where it is a related party transaction as defined in paragraph 10.02, the listed issuer complies with the requirements of paragraph 10.08 in addition to this provision;</p>
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	<p>(c) where the provision of financial assistance is to the associated company <u>or the joint arrangement of the listed issuer</u>, and the aggregate amount provided or to be provided at any time to each associated company compared to the net tangible assets of the group is 5% or more, <u>unless the listed issuer complies with the requirements in subparagraph (1)(ii) above</u>, the listed issuer must issue a circular to its shareholders and seek its shareholder approval in general meeting of such provision of financial assistance;</p> <p>(d) where shareholder approval is required pursuant to subparagraphs (b) or (c) above, the listed issuer must state in its circular, the proposed utilisation of the amount of the financial assistance; and</p> <p>(e) in addition to the announcement as may be required by the Exchange, the listed issuer must announce the information set out in Appendix 8D in relation to each moneylending company for each quarter of its financial year, if any, not later than 7 market days after the end of each quarter of a financial year.</p> <p>(3) Except as otherwise prohibited under the law or in relation to a foreign corporation, the relevant laws of the place of incorporation and without limiting the generality of Part D of Chapter 2 -</p> <p>(a) a listed issuer or its directors must give the Exchange any information, document or explanation that the Exchange requests for in relation to moneylending operations in accordance with the instructions or request of the Exchange, including but not limited to the following information in relation to the 20 debtors of each moneylending company having the highest amount of outstanding loans and/or advances (“Loans”) (with aggregation of Loans granted to persons connected with each other):</p> <p>(i) the names of the debtors and, in relation to each debtor, a statement as to whether the debtor is a related party;</p> <p>(ii) the outstanding Loan amounts with aggregation of Loans granted to persons connected to each other, and the breakdown into principal and interest owing;</p> <p>(iii) the salient terms of the outstanding Loans including the interest rate, terms as to the repayment of interest and principal and the security provided; and</p> <p>(iv) the length of default on interest and/or principal, if applicable; and</p>
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	<p>(b) the Exchange may, at its absolute discretion, forward such information, document or explanation to the relevant authorities including the SC.</p> <p>(4) Subparagraphs (1), (2) and (3) above do not apply to -</p> <p>(a) any provision of financial assistance provided to or in favour of the listed issuer or wholly owned subsidiaries of the listed issuer;</p> <p>(b) a corporation whose activities are regulated by any written law relating to banking, finance corporations or insurance and are subject to supervision by Bank Negara Malaysia <u>or an equivalent foreign authority as the Exchange deems appropriate</u>;</p> <p>(c) a corporation which is registered as a scheduled institution with and supervised by Bank Negara Malaysia under the Banking and Financial Institutions Act 1989; or</p> <p>(d) share financing or share margin financing carried out by a listed issuer or its unlisted subsidiary which is a Participating Organisation.</p> <p><i>[Cross reference: Practice Note 11]</i></p>
CHAPTER 12 – SHARE BUY-BACKS	
<p>Paragraph 12.02</p>	<p>Definitions</p> <p>For the purpose of this Chapter, unless the context otherwise requires -</p> <p>(a) “Direct Business Transaction” means a transaction in securities entered into outside the Automated Trading System of the Exchange (“ATS”) in accordance with the Rules of the Exchange;</p> <p>(b) “odd lot” in relation to any securities quoted on the Official List, means any number of such securities which is less than the number of securities prescribed by the Exchange as a board lot; and</p> <p>(c) “On-Market Married Transactions” <u>has the meaning given under the Rules of the Exchange; and</u></p> <p><u>(d) “on the market”</u> transactions means transactions made through the ATS and excludes Direct Business Transactions, <u>as well as On-Market Married Transactions.</u></p>

ENHANCEMENTS TO THE REQUIREMENTS FOR TRANSACTIONS

CHAPTER 10 - TRANSACTIONS

Paragraph 10.02(g)

Definitions

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

- (g) “**percentage ratios**” means the figures, expressed as a percentage, resulting from each of the following calculations:
- (i) the value of the assets which are the subject matter of the transaction, compared with the net assets of the listed issuer;
 - (ii) net profits ~~(after deducting all charges and taxation and excluding extraordinary items)~~ attributable to owners of a corporation (before other comprehensive income or loss) (“Net Profits”) of the subject matter of the transaction ~~the assets which are the subject matter of the transaction,~~ compared with the ~~a~~Net ~~p~~Profits of the listed issuer;
 - (iii) the aggregate value of the consideration given or received in relation to the transaction, compared with the net assets of the listed issuer;
 - (iv) the equity share capital issued by the listed issuer as consideration for an acquisition, compared with the equity share capital previously in issue (excluding treasury shares);
 - (v) the aggregate value of the consideration given or received in relation to the transaction, compared with the market value of all the ordinary shares of the listed issuer (excluding treasury shares);
 - (vi) the total assets which are the subject matter of the transaction compared with the total assets of the listed issuer;
 - (vii) in respect of joint ventures, business transactions or arrangements, the total project cost attributable to the listed issuer compared with the total assets of the listed issuer or in the case where a joint venture corporation is incorporated as a result of the joint venture, the total equity participation of the listed issuer in the joint venture corporation (based on the eventual issued capital of the joint venture corporation) compared with the net assets of the listed issuer. The value of the transaction should include shareholders’ loans and guarantees to be given by the listed issuer; or

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	<p>(viii) the aggregate original cost of investment of the subject matter of the transaction divided by the net assets of the listed issuer, in the case of a disposal and where the acquisition of the subject matter took place within last 5 years;</p>
Paragraph 10.03(2)	<p>(2) For the purposes of determining the Net Profits referred to in paragraph 10.02(g)(ii) in relation to -</p> <p>(a) an acquisition of equity interest in a corporation which would not result in such equity interest being accounted for using the equity method, the nNet profits are to be assessed by reference to the dividend income derived from such investment based on the last financial year end of such corporation; and</p> <p>(b) a disposal of equity interest of a corporation where, before the disposal such equity interest was not accounted for using the equity method, the nNet profits are to be assessed by reference to the dividend income derived from such investment based on the last financial year end of such corporation.</p>
Paragraph 10.11A	<p>Major Disposal</p> <p>(1) A listed corporation which intends to undertake a Major Disposal must:</p> <p>(a) appoint a main adviser, who is a Principal Adviser, before the terms of the Major Disposal are agreed upon;</p> <p>(b) appoint an independent adviser who is a corporate finance adviser within the meaning of the SC's Principal Adviser Guidelines;</p> <p><u>(bA) ensure that a valuation is conducted on all its material real estate, if the total net book value of all the listed corporation's real estate contributes 50% or more to the total assets of the listed corporation on a consolidated basis;</u></p> <p>(c) include additional information set out in Part I of Appendix 10A and Part J of Appendix 10B respectively, in the announcement of the Major Disposal to the Exchange, and the circular issued to the shareholders; and</p> <p>(d) convene a general meeting and obtain shareholder approval of at least 75% in value of the shareholders present and voting either in person or by proxy at the meeting for such Major Disposal.</p>

	<p>(2) The main adviser must, in relation to the Major Disposal -</p> <p>(a) ensure that the Major Disposal complies with the relevant laws, regulations or guidelines, where applicable; and</p> <p>(b) ensure full disclosure of all information required to be disclosed in the announcement and circular.</p> <p>(3) The independent adviser must, in relation to the Major Disposal –</p> <p>(a) comment as to whether the Major Disposal and its related proposals (if any) are fair and reasonable in so far as the shareholders are concerned. Such opinion must set out the reasons for, the key assumptions made and the factors taken into consideration in forming that opinion. In arriving at such opinion, the independent adviser should comply with the relevant provisions of Chapter 12 of the Guidelines on Contents of Applications Relating to Take-Overs and Mergers on Independent Adviser’s Recommendation issued by SC;</p> <p>(b) advise the shareholders on whether they should vote in favour of the Major Disposal and its related proposals (if any); and</p> <p>(c) take all reasonable steps to satisfy itself that it has a reasonable basis to make the comments and advice in subparagraphs (a) and (b) above.</p> <p>(4) If in the Exchange’s opinion, an independent adviser is not independent, the Exchange may disallow such independent adviser to be appointed or continue to act as an independent adviser.</p> <p><u>(5) In the event a valuation is required to be conducted on all its material real estate pursuant to subparagraph (1)(bA) above, the listed corporation or its valuer, or both, must comply with paragraphs 10.04(3) to 10.04(8), where applicable.</u></p>
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**ENHANCEMENTS / CLARIFICATIONS TO THE EXCHANGE’S POWERS TO
 SUSPEND AND DE-LIST LISTED SECURITIES**

CHAPTER 16 – SUSPENSION, DE-LISTING AND ENFORCEMENT

Paragraph 16.02	<p>Suspension of trading imposed by the Exchange</p> <p>(1) The Exchange may at any time suspend the trading of listed securities in any of the following circumstances:</p> <p>(a) in the event of any substantial corporate exercise or capital restructuring of a listed issuer;</p>
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	<ul style="list-style-type: none"> (b) in the event of a conversion exercise of singly quoted shares to shares which are separately quoted on the Official List; (c) where, in the opinion of the Exchange, it is necessary or expedient in the interest of maintaining an orderly and fair market in securities traded on the Exchange; (d) in any circumstances as provided in these Requirements; (e) in the event of any breach of these Requirements by a listed issuer, management company or trustee-manager; (f) upon notice by the SC to the Exchange that in its opinion a listed issuer, management company or trustee-manager has breached or has failed to comply with any provision of the CMSA, the Securities Industry (Central Depositories) Act 1991, the Securities Commission Act 1993 or the SC's guidelines, or that it is necessary or expedient in the public interest and where it would be for the protection of investors; (g) in the event of maturity of a listed debt security, convertible security or structured warrant; (h) upon the suspension of the trading of such securities listed on another stock exchange; <u>(hA) where a receiver, manager, or receiver and manager, or person of similar capacity is appointed, in the event the percentage of the net book value of the affected assets over the total assets of the listed issuer is 50% or more;</u> (i) upon the commencement of a voluntary winding-up of a listed issuer in accordance with the Companies Act, 1965; (iA) in relation to a listed issuer which is a collective investment scheme, upon the commencement of a winding-up of the collective investment scheme in accordance with the deed, the relevant guidelines issued by the SC or the CMSA; or (j) where the Exchange deems it appropriate for some other reason. <p>(2) Subject to subparagraph (3) below, where the public shareholding spread of a listed issuer is 10% or less of its total listed shares (excluding treasury shares), the Exchange shall suspend trading of the securities of the listed issuer upon expiry of 30 market days from the date of immediate announcement by the listed issuer pursuant to-</p> <ul style="list-style-type: none"> (a) paragraph 8.02(3); or (b) paragraph 9.19(48) where the listed issuer has announced that the offeror intends to maintain the listed issuer's listing status.
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	<p>In this regard, the suspension will only be uplifted upon the listed issuer's full compliance with the public shareholding spread requirements under paragraph 8.02(1) or as may be determined by the Exchange.</p> <p>(3) In a take-over offer for the acquisition of the listed shares or listed units of a listed issuer pursuant to the Take-Overs and Mergers Code or a corporate proposal undertaken by or in relation to a listed issuer, the Exchange shall suspend trading of the securities of the listed issuer upon expiry of 5 market days from the date of immediate announcement by the listed issuer that the offeror does not intend to maintain the listed issuer's listing status pursuant to paragraph 9.19(48) from the close of the offer period.</p> <p>(4) The Exchange will notify the SC of any decision to suspend the trading of any class of the listed securities of a listed issuer pursuant to subparagraphs (1)(c), (e) or (h) above.</p> <p><i>[Cross reference: Practice Notes 16 and 17]</i></p>
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CHAPTER 9 – CONTINUING DISCLOSURE

Appendix 9A, Part J	<p>Contents of announcement in relation to a take-over offer (paragraph 9.19(48))</p> <p>(1) In relation to a take-over offer, whether it is the offeror's intention to maintain the listed issuer's listing status.</p> <p>(2) A statement containing either (a) or (b) below.</p> <p>(a) If the offeror's intention is to maintain the listed issuer's listing status –</p> <p>(i) the percentage of public shareholding spread;</p> <p>(ii) a statement that the trading of the securities of the listed issuer will be suspended immediately upon the expiry of 30 market days from the date of immediate announcement by the listed issuer. The suspension will only be uplifted by the Exchange upon the listed issuer's full compliance with the public shareholding spread requirements under paragraph 8.02(1) or as may be determined by the Exchange;</p> <p>(iii) the steps taken or proposed to be taken by the listed issuer (if any) to increase its public shareholding spread to above 10% before the date suspension is to be effected;</p> <p>(iv) an explanation of the rectification plan (if any);</p>
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	<p>(v) the tentative timeline for the steps referred to in subparagraph (iii) above and the rectification plan; <u>and</u></p> <p>(vi) where neither the steps referred to in subparagraph (iii) above nor a rectification plan have been formulated or if no endeavours have been taken to formulate such steps or rectification plan, an appropriate negative statement to such effect; <u>and/or</u></p> <p>(b) If the offeror’s intention is to de-list the listed issuer, that trading in the listed issuer’s securities will be suspended immediately upon the expiry of 5 market days <u>from the date of the immediate announcement from the close of the offer period.</u></p>
OTHER ENHANCEMENTS	
CHAPTER 1 – DEFINITIONS AND INTERPRETATION	
<p>Paragraph 1.01</p>	<p>partner in relation to a director, major shareholder, or a person connected with the director or major shareholder, means such person who falls within any one of the following categories:</p> <p>(a) a person with whom the director, major shareholder or person connected with the director or major shareholder, is in or proposes to enter into partnership with. “Partnership” for this purpose <u>has includes “partnership” as defined –the meaning given– in section 3 of the Partnership Act 1961 or “limited liability partnership” as defined in section 2 of the Limited Liability Partnerships Act 2012;</u> and</p> <p>(b) a person with whom the director, major shareholder or person connected with a director or major shareholder has entered or proposes to enter into a joint venture, whether incorporated or not.</p>
CHAPTER 2 – GENERAL	
<p>Paragraph 2.28A</p>	<p><u>Validity of actions</u></p> <p><u>Unless otherwise specified by the Exchange, any amendment to these Requirements will not affect any action proposed to be taken, or is in the process of being taken, or has been taken by the Exchange in relation to the provision which is effective prior to the amendments.</u></p>

CHAPTER 6 – NEW ISSUES OF SECURITIES	
Paragraph 6.56	<p>Consequential securities</p> <p>(1) Where a listed issuer intends to issue convertible securities arising from adjustments due to an issue of securities or a subdivision or consolidation of shares (referred to as “consequential securities” and “principal securities” respectively) -</p> <p>(a) the consequential securities must be listed and quoted simultaneously with the principal securities; and</p> <p>(b) a-the listed issuer must ensure that the period from the date it announces the books closing date for the consequential securities to the books closing date is not less than 10 market days; and</p> <p><u>(c) the listed issuer must submit the additional listing application pursuant to Practice Note 28.</u></p>
CHAPTER 8 – CONTINUING LISTING OBLIGATIONS	
Paragraph 8.26	<p>Declaration of dividend</p> <p>(1) Once the dividend has been declared <u>or proposed to the shareholders</u>, a listed issuer must not make any subsequent alteration to the dividend entitlement.</p> <p>(2) A listed issuer must ensure that all dividends are paid not later than 3 months from the date of declaration or the date on which approval is obtained in a general meeting, whichever is applicable.</p>
Appendix 8A, Paragraph 2	<p>Contents of statement accompanying notices of annual general meetings (paragraph 8.27(2))</p> <p><u>1.</u> Further details of individuals who are standing for election as directors (excluding directors standing for a re-election), namely the following:</p> <p>(a) the name, age, nationality, qualification, and whether the position is an executive or non-executive one and whether such director is an independent director;</p> <p>(b) the working experience and occupation;</p> <p>(c) any other directorships of public companies;</p> <p>(d) the details of any interest in the securities of the listed issuer and its subsidiaries;</p>

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	<p>(e) the family relationship with any director and/or major shareholder of the listed issuer;</p> <p>(f) any conflict of interests that they have with the listed issuer; and</p> <p>(g) the list of convictions for offences within the past 10 years other than traffic offences, if any.</p> <p><u>2. A statement relating to general mandate for issue of securities in accordance with paragraph 6.03(3) of these Requirements.</u></p>
CHAPTER 9 – CONTINUING DISCLOSURE	
<p>Paragraph 9.20</p>	<p>Dealings in quoted securities</p> <p>(1) A listed issuer must immediately announce to the Exchange any purchase or sale of securities quoted on the Exchange or any other stock exchange (“quoted securities”) entered into by the listed issuer or any of its subsidiaries, resulting in the purchase or sale consideration when aggregated with any other purchase or sale, respectively within the preceding 12 months (excluding such purchase or sale which has been previously announced by the listed issuer pursuant to this paragraph), being 5% or more of the listed issuer’s latest audited consolidated net assets. The listed issuer must include the following in the announcement to the Exchange:</p> <p>(a) the aggregate purchase or sale consideration within the preceding 12 months which have not been previously announced and such amount as a percentage of the latest audited consolidated net assets of the listed issuer;</p> <p>(b) the total cost, book value and market value of all investments in quoted securities as at the date of the announcement; and</p> <p>(c) any profit or loss arising from the sales in quoted securities during the current financial year.</p> <p>(2) Subparagraph (1) above does not apply to –</p> <p>(a) a closed-end fund;</p> <p>(b) a corporation whose activities are regulated by any written law relating to banking, finance corporations or insurance and are subject to supervision by Bank Negara Malaysia <u>or an equivalent foreign authority as the Exchange deems appropriate</u>;</p> <p>(c) a Participating Organisation;</p> <p>(d) purchases or sales in an existing subsidiary or associated company of the listed issuer; or</p>

	(e) an exchange-traded fund.
Paragraph 9.33	<p>Issuance of circular or document</p> <p>(1) Where a listed issuer announces a corporate proposal (including a transaction) and pursuant to these Requirements a circular or document is required to be issued to its securities holders in relation to such corporate proposal -</p> <p>(a) the said listed issuer must submit the draft circular or document to the Exchange or issue the circular or document as the case may be, in accordance with these Requirements</p> <p>as soon as possible and in any event not later than 2 months from the date of the announcement or the date the last approval necessary for the corporate proposal is obtained from the relevant authority, whichever is the later; and</p> <p>(b) <u>the said listed issuer must issue the circular or document within 14 market days after receipt of –</u></p> <p>(i) where the draft circular or document is submitted to the Exchange pursuant to subparagraph (a) above, the circular or document must be issued immediately upon receipt of the Exchange’s confirmation that it has no further comments and in any event not later than 14 market days after receipt of such confirmation; or</p> <p><u>(ii) the approval from other relevant authorities in respect of the corporate proposal, where such approval is required,</u></p> <p><u>whichever is the later.</u></p> <p>(2) The timeframe prescribed under subparagraph (1)(b) above does not apply to circulars or documents for any of the following purposes:</p> <p>(a) procurement of shareholder mandate in respect of recurrent related party transactions and share buy-backs which are to coincide with the annual general meeting;</p> <p>(b) notification of maturity of securities;</p> <p>(c) notification of share exchange, recall or reduction;</p> <p>(d) notification of subdivision of shares; or</p> <p>(e) such other corporate proposal or action as may be prescribed by the Exchange from time to time.</p>

CHAPTER 10 - TRANSACTIONS

Paragraph 10.08(11)

The following transactions are not normally regarded as related party transactions:

(e) the provision or receipt of financial assistance or services, upon normal commercial terms and in the ordinary course of business, from a corporation whose activities are regulated by any written law relating to banking, finance corporations or insurance and are subject to supervision by Bank Negara Malaysia or an equivalent foreign authority as the Exchange deems appropriate;

(m) a transaction between the listed issuer or any of its subsidiaries and another person where there are no other interested relationships except for -

(i) common major shareholders; or

(ii) a person connected with a major shareholder being a major shareholder of the other person,

provided that the following conditions are satisfied:

(aa) the major shareholder and/or the person connected with the major shareholder is/are not the largest shareholder of the listed issuer;

(bb) the major shareholder and/or the person connected with the major shareholder is/are not a party to the said transaction, initiator, agent or involved in any other manner in the said transaction;

(cc) the major shareholder does not have any representative in an executive capacity on the board of directors of the listed issuer or any of its subsidiaries; and

(dd) the major shareholder is -

(A) a statutory institution who is managing funds belonging to the general public;

(B) a closed end fund, unit trust or investment fund (but excluding an investment holding ~~company~~ corporation); or

(C) an insurance corporation whose activities are regulated by any written law relating to insurance and are subject to supervision by Bank Negara Malaysia or an equivalent foreign authority as the Exchange deems appropriate, and the said insurance corporation is managing its insurance funds (together with its own shareholders' funds or otherwise). For

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	<p>the purposes of this subparagraph, "insurance funds" has the meaning given in section 2 of the Insurance Act, 1996;</p> <p>(p) subscription to or acquisition by a listed issuer or its unlisted subsidiaries of debt securities and/or redeemable preference shares issued by or on behalf of the Government of Malaysia, Bank Negara Malaysia, and/or State Government, <u>and/or an equivalent foreign authority as the Exchange deems appropriate</u>; or</p>
<p>Appendix 10B, Paragraph 3, Part G</p>	<p>Additional specific information to be included in relation to very substantial transactions (paragraph 10.10)</p> <p>(1) The proforma consolidated statement of financial position together with the notes and the auditors' letter showing effects before and after the transaction based on the listed issuer's –</p> <p>(a) published or announced audited financial statements for the latest financial period ended; or</p> <p>(b) latest published or announced interim financial report which must be reviewed by external auditors.</p> <p>Where an interim report referred to in subparagraph 1(b) above is used, a statement that the interim report has been reviewed by external auditors.</p> <p>(2) A summary of the key audited financial data of the assets of business or interests to be acquired for the past 3 financial years or since the date of incorporation or commencement of operations, whichever is the later. The financial data must include, but not be limited to, shareholders' funds and total borrowings.</p> <p>(3) An accountant's report on the unlisted corporation to be acquired which must include the following:</p> <p>(a) the statement of profit and loss and other comprehensive income (or its equivalent) in respect of each of the 3 financial years immediately preceding the last date to which the financial statements were made up; and</p> <p>(b) the statement of financial position (or its equivalent) for each of the past 3 financial years immediately preceding the last date to which the financial statements were made up.</p> <p><u>The report will not be required if the percentage ratio for the very substantial transaction is triggered due to aggregation of the transactions of the unlisted corporation under paragraph 10.12, but where individually, the percentage ratio of each transaction is less than 100%.</u></p>

	<p>(4) For assets or interests to be acquired which do not have any profitability track record (as in certain privatisation cases), the information must include, but not be limited to, the total cost needed to put on-stream the operation of the assets or interests and the proportion to be assumed or guaranteed by the listed issuer, the expected date on which the profit contribution will accrue to the listed issuer and the expected returns to be derived, together with the appropriate assumptions used. The listed issuer must ensure that the information provided is verified and confirmed by independent experts.</p> <p>(5) In the case of a disposal, a statement on the listed issuer's future activities and direction after the disposal of the asset.</p>
CHAPTER 15 – CORPORATE GOVERNANCE	
<p>Paragraph 15.05</p>	<p>Qualification, vacation of office and removal of directors</p> <p>(1) A listed issuer must ensure that no person is appointed or allowed to act as a director of the issuer or be involved whether directly or indirectly in the management of the issuer, including acting in an advisory capacity in relation to the issuer, if he –</p> <p>(a) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a corporation;</p> <p>(b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence, involving fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or</p> <p>(c) has been convicted by a court of law of an offence under the securities laws or the Companies Act 1965,</p> <p>within a period of 5 years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.</p> <p>(2) For the purpose of subparagraph (1) above, “securities laws” means the CMSA, the Securities Industry (Central Depositories) Act 1991, and the Securities Commission Act 1993, <u>or in the case of a foreign listed issuer, the equivalent securities and corporation legislation of the foreign listed issuer’s place of incorporation.</u></p> <p>(3) The office of a director will become vacant if the director –</p> <p>(a) becomes of unsound mind;</p> <p>(b) becomes bankrupt;</p> <p>(c) is absent from more than 50% of the total board of directors’ meetings held during a financial year; or</p>

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	<p>(d) is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out in subparagraphs (1)(a), (b) or (c) above.</p> <p>(4) For the purposes of subparagraph (3)(c) above, if a director is appointed after the commencement of a financial year, then only the board of directors' meetings held after his appointment will be taken into account.</p> <p>(5) Where a director is removed from office, the listed issuer must forward to the Exchange a copy of any written representations made by the director in question at the same time as copies of such representations are sent to members of the listed issuer under section 128(3)(b) of the Companies Act 1965, unless copies of such representations need not be sent out by reason of the circumstances specified in section 128(4) of the Companies Act 1965.</p>
<p>Paragraph 15.17</p>	<p>Rights of the audit committee</p> <p>A listed issuer must ensure that wherever necessary and reasonable for the performance of its duties, an audit committee must, in accordance with a procedure to be determined by the board of directors and at the cost of the listed issuer –</p> <p>(a) have authority to investigate any matter within its terms of reference;</p> <p>(b) have the resources which are required to perform its duties;</p> <p>(c) have full and unrestricted access to any information pertaining to the listed issuer;</p> <p>(d) have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity;</p> <p>(e) be able to obtain independent professional or other advice; and</p> <p>(f) be able to convene meetings with the external auditors, the internal auditors <u>person(s) carrying out the internal audit function or activity</u> or both, excluding the attendance of other directors and employees of the listed issuer, whenever deemed necessary.</p>
CHAPTER 16 – SUSPENSION, DE-LISTING AND ENFORCEMENT	
<p>Paragraph 16.11</p>	<p>De-listing by the Exchange</p> <p>(1) The Exchange may at any time de-list a listed issuer or any listed securities from the Official List in any of the following circumstances:</p> <p>(a) where the listed issuer fails to comply with these Requirements, subject to consultation with the SC;</p>

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	<p>(b) in other circumstances as provided under paragraphs 8.03, 8.04, 9.28 or paragraphs 2, 3, and 4 of Practice Note 29, upon which the Exchange will notify the SC of the same;</p> <p style="text-align: center;"><i>[Cross reference: Practice Note 29]</i></p> <p>(c) upon the de-listing of the listed issuer or the de-listing of such securities on another stock exchange;</p> <p>(d) in relation to a SPAC, when it fails to complete a qualifying acquisition within 36 months from the date of its admission to the Exchange; or</p> <p>(e) where in the opinion of the Exchange, circumstances exist which do not warrant the continued listing of <u>any listed securities</u>, a listed issuer or any class of its listed securities, subject to consultation with the SC where applicable.</p> <p>(2) The Exchange shall de-list a listed issuer in any one of the following circumstances:</p> <p>(a) pursuant to a directive, requirement or condition imposed by the SC, after which the Exchange will notify the SC of the decision to de-list;</p> <p>(b) upon the maturity or expiry of a class of securities;</p> <p>(c) [deleted];</p> <p>(d) upon a winding up of a listed issuer. For this purpose, “winding up of a listed issuer” includes any of the following circumstances:</p> <p style="padding-left: 20px;">(i) upon the commencement of a voluntary winding-up of a listed issuer in accordance with the Companies Act, 1965;</p> <p style="padding-left: 20px;">(ii) upon a winding up order being made against a listed issuer; or</p> <p style="padding-left: 20px;">(iii) upon the winding-up of a collective investment scheme in accordance with the deed, the relevant guidelines issued by the SC or the CMSA;</p> <p>(e) where a structured warrant has been fully exercised before expiry or maturity; or</p> <p>(f) in the case of a structured warrant, upon the de-listing of the underlying securities by the securities exchange where it is quoted; or</p>
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	<p><u>(g) in relation to a corporate proposal undertaken by or in relation to the listed issuer, –</u></p> <p><u>(i) upon 100% of the listed shares of the listed issuer being held by a shareholder either individually or jointly with the associates of the said shareholder; and</u></p> <p><u>(ii) the corporate proposal does not include any plans duly approved by the shareholders of the listed issuer before the proposal was undertaken, the complete implementation of which would result in full compliance by the listed issuer with these Requirements,</u></p> <p><u>after which the Exchange will notify the SC of the decision to de-list.</u></p> <p><i>[Cross reference: Practice Notes 16 and 17]</i></p>
PRACTICE NOTE 11 – PROVISION OF FINANCIAL ASSISTANCE	
<p>Practice Note 11, Paragraph 2.2</p>	<p>Clarification on Requirements</p> <p>Subscription to or acquisition of debt securities and/or redeemable preference shares which are regulated by any written law and are subject to supervision by the SC, or Bank Negara Malaysia <u>or an equivalent foreign authority as the Exchange deems appropriate</u>, by a listed issuer or its unlisted subsidiaries are not considered as provision of financial assistance within paragraph 8.23 of the Listing Requirements. However, where such subscription or acquisition is a related party transaction, the listed issuer must comply with paragraph 10.08 of the Listing Requirements.</p>
PRACTICE NOTE 23 – LISTING PROCEDURES FOR SPECIFIC APPLICANTS	
<p>Practice Note 23, Annexure PN23-C</p>	<p>Undertaking by a director of a management company of a real estate investment trust (paragraph 4.2(a); <u>paragraph 15.03(1) of the Listing Requirements</u>)</p> <p>To:</p> <p>Bursa Malaysia Securities Berhad Exchange Square Bukit Kewangan 50200 Kuala Lumpur</p>

	<p>Compliance with Main Market Listing Requirements</p> <p>I, [name of director], am a director of[name of management company] (“Company”) #which #has submitted an application to Bursa Malaysia Securities Berhad (“Bursa Securities”) for the real estate investment trust.....[name of the trust] (“Trust”) to be admitted to the Official List of Bursa Securities (“Official List”) / <u>for the real estate investment trust.....[name of the trust] (“Trust”) which</u> is/are listed on the Official List of Bursa Securities.</p> <p>In consideration of 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 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 shall apply to me as a director of the Company.</p> <p>**This Undertaking is deemed to have been made in Malaysia and the construction, validity and performance of this Undertaking are governed in all respects by the laws of Malaysia and I irrevocably submit to the jurisdiction of the Malaysian Courts.</p> <p>Yours faithfully,</p> <p>.....</p> <p>Name:</p> <p>NRIC No. (Old & New):</p> <p>**Passport No. & Country of Issuance:</p> <p>Designation:</p> <p>Date:</p> <p># Delete as appropriate</p> <p>** Applicable to a foreign director only.</p>
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**Practice Note 23,
 Annexure PN23-D**

Letter of confirmation by an independent director of a management company of a real estate investment trust
 (paragraph 4.2(b); [paragraph 15.03\(2\) of the Listing Requirements](#))

To:

Bursa Malaysia Securities Berhad
 Exchange Square
 Bukit Kewangan
 50200 Kuala Lumpur

Confirmation of “independence” pursuant to Main Market Listing Requirements

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

I CONFIRM AND DECLARE that I am an independent member as defined in the Securities Commission’s Guidelines on Real Estate Investment Trusts.

**This Confirmation is deemed to have been made in Malaysia and the construction, validity and performance of this Confirmation are governed in all respects by the laws of Malaysia and I irrevocably submit to the jurisdiction of the Malaysian Courts.

Yours faithfully,

.....

Name:

NRIC No. (Old & New):

**Passport No. & Country of Issuance:

Designation:

Date:

Delete as appropriate

** Applicable to a foreign independent director only.

**Practice Note 23,
 Annexure PN23-G**

Undertaking by a director of a management company of an exchange-traded fund

(paragraph 8.2(a); [paragraph 15.03\(1\) of the Listing Requirements](#))

To:

Bursa Malaysia Securities Berhad
 Exchange Square
 Bukit Kewangan
 50200 Kuala Lumpur

Compliance with Main Market Listing Requirements

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

In consideration of 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 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 shall apply to me as a director of the Company.

**This Undertaking is deemed to have been made in Malaysia and the construction, validity and performance of this Undertaking are governed in all respects by the laws of Malaysia and I irrevocably submit to the jurisdiction of the Malaysian Courts.

Yours faithfully,

.....

Name:

NRIC No. (Old & New):

**Passport No. & Country of Issuance:

Designation:

Date:

Delete as appropriate

** Applicable to a foreign director only.

**Practice Note 23,
 Annexure PN23-H**

Letter of confirmation by an independent director of a management company of an exchange-traded fund
 (paragraph 8.2(b); [paragraph 15.03\(2\) of the Listing Requirements](#))

To:

Bursa Malaysia Securities Berhad
 Exchange Square
 Bukit Kewangan
 50200 Kuala Lumpur

Confirmation of “independence” pursuant to Main Market Listing Requirements

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

I CONFIRM AND DECLARE that I am an independent member in the Securities Commission’s Exchange-Traded Funds Guidelines.

**This Confirmation is deemed to have been made in Malaysia and the construction, validity and performance of this Confirmation are governed in all respects by the laws of Malaysia and I irrevocably submit to the jurisdiction of the Malaysian Courts.

Yours faithfully,

.....

Name:

NRIC No. (Old & New):

**Passport No. & Country of Issuance:

Designation:

Date:

Delete as appropriate

** Applicable to a foreign independent director only.

PRACTICE NOTE 27 – LISTING PROCEDURES FOR STRUCTURED WARRANTS

Practice Note 27, Annexure PN27-B, paragraph 7, Part A	7.	Confirmation	We confirm the following: <ul style="list-style-type: none"> (a) we are in full compliance with the relevant requirements for issuer as stipulated under the SC's Structured Warrants Guidelines Issuer Eligibility Guidelines – Structured Warrants. (b) we are in full compliance with the relevant requirements for Further Issue pursuant to paragraph 5.29(1) of Bursa Malaysia Securities Berhad (“Exchange”) Main Market Listing Requirements (“LR”).
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PRACTICE NOTE 28 – LISTING PROCEDURES FOR NEW ISSUES OF SECURITIES

Practice Note 28, Annexure PN28-B, paragraph 12, Part A	12.	*Directorships and/or substantial shareholdings of the controlling shareholder	A list setting out directorships and/or substantial shareholdings of the controlling shareholder(s) in all other listed issuers in Malaysia for the past 3 years, is attached. <div style="float: right; border: 1px solid black; width: 40px; height: 20px; margin-top: 5px;"></div>
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* Not applicable to controlling shareholders which are statutory institutions managing funds belonging to the public.

Practice Note 28, Annexure PN28-B, paragraph 19, Part A	19.	CORPORATE PROPOSALS WHICH FALL UNDER PARAGRAPHS <u>4.1 AND 4.20</u> OF PRACTICE NOTE 28	
	19A.	Undertakings for corporate proposals which apply the procedure under paragraphs <u>4.1 and 4.20</u>	We undertake the following: <ul style="list-style-type: none"> (a) 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; (b) all notices of allotment will be issued and despatched to the entitled holders as expeditiously as possible and in any event, not later than 4 market days after the date of listing and quotation;

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			<ul style="list-style-type: none"> (c) the new securities will be listed and quoted as the existing listed securities of the same class; (d) 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; (e) 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; (f) to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the listed issuer 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 paragraph (e) above; and (g) to announce to the Exchange the relevant information in accordance with paragraph 13.2 of Practice Note 28.
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ACE MARKET LISTING REQUIREMENTS

ENHANCEMENTS TO THE FRAMEWORK FOR NEW ISSUE OF SECURITIES	
CHAPTER 6 – NEW ISSUES OF SECURITIES	
Rule 6.45	<p>Share Issuance Scheme after listing</p> <p>(1) A listed corporation must ensure that all schemes, whether implemented by the listed corporation or its subsidiary, involving the issue of shares to employees comply with the following:</p> <ul style="list-style-type: none"> (a) the scheme is approved by the shareholders of the listed corporation in general meeting; (b) the resolution approves a specific scheme and refers either to the scheme itself or to a summary of its principal terms included in the circular which contains all the provisions set out in Appendix 6E; (c) unless the shares subject to the scheme are identical with other listed shares they are separately designated; (d) where directors of the listed corporation are trustees of the scheme or have an interest, direct or indirect, in the scheme, the circular must disclose that interest; and (e) where the scheme is implemented by a subsidiary, the bylaws of such scheme includes the provisions set out in Appendix 6E. <p>(2) Subparagraph (1) does not apply to -</p> <ul style="list-style-type: none"> (a) — an applicant that is implementing a Share Issuance Scheme as part of its listing proposal; and (b) — Share Issuance Scheme implemented by subsidiaries of the listed corporation which are listed on the Main Market of the Exchange or a stock exchange deemed comparable by the Exchange.
Rule 6.52	<p><u> Holders of convertible securities </u></p> <p><u>A listed corporation seeking a listing of its convertible securities must have at least 100 holders of such securities holding not less than 1 board lot of the convertible securities each.</u></p>

**Guidance Note 17,
Annexure GN17-B
paragraph (1),
Part B**

Documents to be filed with a listing application for a new issue of securities

(paragraphs 6.1(b), 7.1 and 8.1)

- (1) A listed corporation must file the following documents in support of a listing application for a new issue of securities:
- (a) a copy of the announcement, circular, prospectus or abridged prospectus which is registered with the relevant authorities;
 - (b) a certified true copy of the relevant resolution passed by securities holders in general meeting;
 - (c) a letter from the listed corporation's Sponsor or Adviser, as the case may be, confirming all approvals of relevant authorities have been obtained;
 - (d) a copy each of all letters of approval from the relevant authorities;
- (dA) in the case of a bonus issue –
- (i) a statement from the listed corporation confirming the adequacy of the reserves for capitalisation; and
 - (ii) where a confirmation by the external auditors or reporting accountants is required under rule 6.31(3) of the Listing Requirements, the report from the external auditors or reporting accountants.
- (e) in the case of a Share Issuance Scheme, a draft copy of the bylaws; and
 - (f) for proposals which apply the procedures under paragraphs 3.0 and 4.0 of Guidance Note 17, a cheque drawn to the order of Bursa Malaysia Securities Berhad for the processing and listing fees (see the Schedule of Fees for the computation of the 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, a listed corporation must submit a separate exhibit explaining why such documents are not applicable or available.

**Guidance Note 17,
Annexure GN17-B,
paragraphs (e), (f)
and (g),
Part C****Documents to be filed with a quotation application for a new issue of securities**

(paragraph 6.2)

1. A listed corporation must file the following documents in support of quotation application for a new issue of securities:

- (a) a confirmation from the listed corporation as to its latest issued and paid-up capital;
- (b) a confirmation that all notices of allotment have been issued and despatched to the entitled holders;
- (c) a confirmation from the listed corporation that the Depository is ready to credit the new securities to the accounts of the entitled holders, after receiving the allotment information for crediting of the new securities;
- (d) 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;
- (e) a confirmation from the listed corporation's Sponsor or Adviser, as the case may be, of whether the new issue of securities will be listed and quoted as the existing securities of the same class or will be separately quoted on the listing date. If the new issue of securities will be separately quoted on the listing date, to specify the entitlement that the holders of the new issue of securities will not be entitled to;
- (f) a confirmation from the listed corporation's Sponsor or Adviser, as the case may be, that 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 have been met;
- (g) a confirmation from the listed corporation's Sponsor or Adviser, as the case may be, that 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; and
- (h) such other documents which are not/have not been submitted pursuant to Part B of Annexure GN17-B.

	<p><u>2. The relevant confirmations in sub-Rules (e), (f) or (g) may be provided by the listed corporation instead of the Sponsor or Adviser, as the case may be, for an application for quotation of new issue of securities arising from –</u></p> <p><u>(a) an exercise or conversion of convertible securities; or</u></p> <p><u>(b) an exercise of options under a Share Issuance Scheme.</u></p>
ENHANCEMENTS TO POST LISTING OBLIGATIONS	
CHAPTER 8 – CONTINUING LISTING OBLIGATIONS	
Rule 8.03	<p>Cash Companies</p> <p>(1) A listed corporation whose assets on a consolidated basis, consist of 70% or more of cash or short term investments, or a combination of both (“Cash Criterion”), must immediately notify the Exchange of its condition in writing. The Exchange will determine whether such listed corporation should be considered a Cash Company. A listed corporation considered as a Cash Company by the Exchange will be notified by the Exchange.</p> <p>(2) A Cash Company must comply with such requirements as may be prescribed by the Exchange, failing which the Exchange may suspend the trading of listed securities of such listed corporation or de-list it, or both.</p> <p>(3) For the purposes of sub-Rule (1) above, the following apply:</p> <p>(a) a listed corporation must, as a minimum requirement, make a determination as to whether it triggers the Cash Criterion when it disposes its assets or business on a group basis or prepares its financial statements or accounts; and</p> <p>(b) “short term investments” means investments which are by their nature readily realisable and intended to be held for 12 months or less including interests (equity or otherwise) in corporations.</p> <p>(4) A Cash Company must place at least 90% of its cash and short-dated securities (including existing cash balance and the consideration arising from the disposal undertaken by the Cash Company) in an account opened with a financial institution licensed by Bank Negara Malaysia and operated by a custodian. Any interest generated by the monies held in the account must accrue to the account. For the purpose of this sub-Rule (4), “custodian” means any of the following who is independent of the Cash Company:</p>

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	<p>(a) a trust company registered under the Trust Companies Act 1949 or incorporated pursuant to the Public Trust Corporation Act 1995 and is in the List of Registered Trustees in relation to Unit Trust Funds issued by the SC; or</p> <p>(b) a licensed bank or merchant bank as defined in the Banking and Financial Institutions Act 1989.</p> <p>The Cash Company must ensure that the amount placed in the above account is not withdrawn, except for the following purposes:</p> <p>(i) implementing a proposal to acquire a new core business approved by the Exchange; or</p> <p>(ii) pro-rata distributions to shareholders pursuant to sub-Rule (9) below.</p> <p>(5) A Cash Company must comply with the following additional requirements:</p> <p>(a) regularise its condition in the following manner:</p> <p>(i) submit a proposal to acquire a new core business, which is substantially comprehensive and will increase shareholder value, to the Exchange and obtain the Exchange's approval to implement the proposal, within 12 months from the date it receives the notice referred to in sub-Rule (1) above;</p> <p>(ii) appoint a Sponsor within 3 months from the date the listed corporation announces that it is a Cash Company and retain the said Sponsor until it is no longer considered as Cash Company by the Exchange under sub-Rule (8) below; and</p> <p>(iii) implement its proposal within 6 months from the date the proposal is approved by the Exchange. However, for cases which involve court proceedings, a Cash Company has up to 12 months from the date the proposal is approved by the Exchange, to complete the implementation of the proposal;</p> <p>(b) retain the services of a Sponsor for at least 3 full financial years after it is no longer considered as a Cash Company by the Exchange under sub-Rule (8) below. In this regard, the Sponsor referred to in sub-Rule (a)(ii) above must act as the Sponsor of the Cash Company for at least the first full financial year;</p> <p>(c) provide such information as may be prescribed by the Exchange from time to time for public release; and</p>
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	<p>(d) do such other acts or things as may be required by the Exchange.</p> <p>(6) The Exchange may suspend the trading of the Cash Company's listed securities if it fails to comply with any part of its obligations in sub-Rule (5)(a) above or if its proposal is rejected by the Exchange and the Exchange may de-list such Cash Company.</p> <p>(7) Sub-Rules (1) and (2) above are not applicable to the following listed corporations:</p> <p>(a) listed corporations whose activities are regulated by any written law relating to banking, finance corporations or insurance and are subject to supervision by Bank Negara Malaysia;</p> <p>(b) Participating Organisations;</p> <p>(c) infrastructure project corporations which have not completed their infrastructure project(s); and</p> <p>(d) such other category of listed corporations as may be prescribed by the Exchange.</p> <p>(8) For a Cash Company to be no longer considered a Cash Company, the Cash Company must–</p> <p>(a) complete the implementation of its proposal; and</p> <p>(b) submit an application to the Exchange to demonstrate that it is no longer a Cash Company, together with all the necessary documentary evidence.</p> <p>The fact that a Cash Company has ceased to trigger the Cash Criterion before it completes the implementation of its proposal, would not entitle it to be no longer considered as a Cash Company for the purpose of this sub-Rule.</p> <p>(9) If the Cash Company fails to comply with any part of its obligations in sub-Rule (5)(a) above it must ensure that all moneys deposited, together with interests earned with the financial institution licensed by Bank Negara Malaysia and operated by a custodian under sub-Rule (4) above are distributed to its shareholders on a pro-rata basis as soon as practicable if the Cash Company –</p> <p style="padding-left: 40px;">(a) fails to comply with any part of its obligations in sub-Rule (5)(a) above; or</p> <p style="padding-left: 40px;">(b) does not intend to maintain its listing at any time after it receives the notice referred to in sub-Rule (1) above.</p> <p>[Cross reference: Guidance Notes 2 and 20]</p>
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Rule 8.25

Provision of financial assistance

- (1) Except as otherwise prohibited under the law or in relation to a foreign corporation, the relevant laws of the place of incorporation and subject to sub-Rule (2) below, a listed corporation or its ~~unlisted~~ subsidiaries not listed on any stock exchange may only -
- (a) lend or advance any money; or
 - (b) guarantee, indemnify or provide collateral for a debt,
- (“**provision of financial assistance**”) to or in favour of the following:
- (i) directors or employees of the listed corporation or its subsidiaries;
 - (ii) persons to whom the provision of financial assistance -
 - (aa) is necessary to facilitate the ordinary course of business of the listed corporation or its subsidiaries; or
 - (bb) pursuant to the ordinary course of business of the listed corporation or its subsidiaries,

such as the provision of advances to its sub-contractors or advances made to clients in the ordinary course of its moneylending business; or
 - (iii) the subsidiaries, ~~or~~ associated companies or joint arrangements of the listed corporation, the listed corporation (in the case of the subsidiaries providing the financial assistance) or its immediate holding company which is listed.
- For the purpose of this sub-Rule (iii), “joint arrangement” has the meaning given to it under the approved accounting standards.
- (2) Where a listed corporation or its subsidiaries provide financial assistance -
- (a) the board of directors of such listed corporation must ensure -
 - (i) that the provision of the financial assistance referred to in sub-Rule (1) above is fair and reasonable to the listed corporation and is not to the detriment of the listed corporation and its shareholders; and

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	<p>(ii) where a listed corporation or its subsidiary lends or advances money in the ordinary course of business as a moneylender (“moneylending company” and “moneylending operations”), that the board of directors of the listed corporation oversees the moneylending operations and the management of credit risk of the moneylending company including ensuring that adequate policies and procedures are put in place which must be reviewed regularly to enable –</p> <p style="padding-left: 40px;">(aa) maintenance of sound credit-granting standards;</p> <p style="padding-left: 40px;">(bb) maintenance of a clear and defined credit approval process including a list of the approving party(ies), which must include the board of directors of the listed corporation, for different quantum of financial assistance granted by the moneylending company;</p> <p style="padding-left: 40px;">(cc) monitoring and control of credit risk; and</p> <p style="padding-left: 40px;">(dd) timely identification and administration of problem credits;</p> <p>(b) where it is a related party transaction as defined in Rule 10.02, the listed corporation complies with the requirements of Rule 10.08 in addition to this provision;</p> <p>(c) where the provision of financial assistance is to the associated company <u>or the joint arrangement of the listed corporation</u>, and the aggregate amount provided or to be provided at any time to each associated company compared to the net tangible assets of the group is 5% or more, <u>unless the listed corporation complies with the requirements in sub-Rule (1)(ii) above</u>, the listed corporation must issue a circular to its shareholders and seek its shareholder approval in general meeting of such provision of financial assistance;</p> <p>(d) where shareholder approval is required pursuant to sub-Rules (b) or (c) above, the listed corporation must state in its circular, the proposed utilisation of the amount of the financial assistance; and</p> <p>(e) in addition to the announcement as may be required by the Exchange, the listed corporation must announce the information set out in Appendix 8D in relation to each moneylending company for each quarter of its financial year, if any, not later than 7 market days after the end of each quarter of a financial year.</p>
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	<p>(3) Except as otherwise prohibited under the law or in relation to a foreign corporation, the relevant laws of the place of incorporation and without limiting the generality of Part D of Chapter 2 -</p> <p>(a) a listed corporation or its directors must give the Exchange any information, document or explanation that the Exchange requests for in relation to moneylending operations in accordance with the instructions or requests of the Exchange, including but not limited to the following information in relation to the 20 debtors of each moneylending company having the highest amount of outstanding loans and/or advances ("Loans") (with aggregation of Loans granted to persons connected with each other):</p> <p style="padding-left: 40px;">(i) the names of the debtors and, in relation to each debtor, a statement as to whether the debtor is a related party;</p> <p style="padding-left: 40px;">(ii) the outstanding Loan amounts with aggregation of Loans granted to persons connected to each other, and the breakdown into principal and interest owing;</p> <p style="padding-left: 40px;">(iii) the salient terms of the outstanding Loans including the interest rate, terms as to the repayment of interest and principal and the security provided; and</p> <p style="padding-left: 40px;">(iv) the length of default on interest and/or principal, if applicable; and</p> <p>(b) the Exchange may, at its absolute discretion, forward such information, document or explanation to the relevant authorities including the SC.</p> <p>(4) Sub-Rules (1), (2) and (3) above do not apply to -</p> <p>(a) any provision of financial assistance provided to or in favour of the listed corporation or wholly owned subsidiaries of the listed corporation;</p> <p>(b) a corporation whose activities are regulated by any written law relating to banking, finance corporations or insurance and are subject to supervision by Bank Negara Malaysia <u>or an equivalent foreign authority as the Exchange deems appropriate</u>;</p> <p>(c) a corporation which is registered as a scheduled institution with and supervised by Bank Negara Malaysia under the Banking and Financial Institutions Act 1989; or</p> <p>(d) share financing or share margin financing carried out by a listed corporation or its unlisted subsidiary which is a Participating Organisation.</p> <p><i>[Cross reference: Guidance Note 4]</i></p>
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CHAPTER 12 – SHARE BUY-BACKS

Rule 12.02

Definitions

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

- (a) **“Direct Business Transaction”** means a transaction in securities entered into outside the Automated Trading System of the Exchange (**“ATS”**) in accordance with the Rules of the Exchange;
- (b) **“odd lot”** in relation to any securities quoted on the Official List, means any number of such securities which is less than the number of securities prescribed by the Exchange as a board lot; and
- (c) **“On-Market Married Transactions”** has the meaning given under the Rules of the Exchange;
- (d) **“on the market”** transactions means transactions made through the ATS and excludes Direct Business Transactions, as well as On-Market Married Transactions.

ENHANCEMENTS TO REQUIREMENTS FOR TRANSACTIONS

CHAPTER 10 - TRANSACTIONS

Rule 10.02(g)

Definitions

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

- (g) **“percentage ratios”** means the figures, expressed as a percentage, resulting from each of the following calculations:
 - (i) the value of the assets which are the subject matter of the transaction, compared with the net assets of the listed corporation;
 - (ii) net profits ~~(after deducting all charges and taxation and excluding extraordinary items)~~ attributable to owners of a corporation (before other comprehensive income or loss) (“Net Profits”) of the subject matter of the transaction ~~the assets which are the subject matter of the transaction,~~ compared with the ~~n~~Net ~~p~~Profits of the listed corporation;
 - (iii) the aggregate value of the consideration given or received in relation to the transaction, compared with the net assets of the listed corporation;
 - (iv) the equity share capital issued by the listed corporation as consideration for an acquisition, compared with the equity share capital previously in issue (excluding treasury shares);

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	<ul style="list-style-type: none"> (v) the aggregate value of the consideration given or received in relation to the transaction, compared with the market value of all the ordinary shares of the listed corporation (excluding treasury shares); (vi) the total assets which are the subject matter of the transaction compared with the total assets of the listed corporation; (vii) in respect of joint ventures, business transactions or arrangements, the total project cost attributable to the listed corporation compared with the total assets of the listed corporation or in the case where a joint venture corporation is incorporated as a result of the joint venture, the total equity participation of the listed corporation in the joint venture corporation (based on the eventual issued capital of the joint venture corporation) compared with the net assets of the listed corporation. The value of the transaction should include shareholders' loans and guarantees to be given by the listed corporation; or (viii) the aggregate original cost of investment of the subject matter of the transaction divided by the net assets of the listed corporation, in the case of a disposal and where the acquisition of the subject matter took place within the last 5 years;
<p>Rule 10.03(2)</p>	<ul style="list-style-type: none"> (2) For the purposes of determining the Net Profits attributable to the assets referred to in Rule 10.02(g)(ii) in relation to - <ul style="list-style-type: none"> (a) an acquisition of equity interest in a corporation which would not result in such equity interest being accounted for using the equity method, the net profits are to be assessed by reference to the dividend income derived from such investment based on the last financial year end of such corporation; and (b) a disposal of equity interest of a corporation where, before the disposal such equity interest was not accounted for using the equity method, the net profits are to be assessed by reference to the dividend income derived from such investment based on the last financial year end of such corporation.
<p>Rule 10.11A</p>	<p>Major Disposal</p> <ul style="list-style-type: none"> (1) A listed corporation which intends to undertake a Major Disposal must: <ul style="list-style-type: none"> (a) appoint a Sponsor or Adviser, as the case may be, to be the main adviser, before the terms of the Major Disposal are agreed upon;

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	<p>(b) appoint an independent adviser;</p> <p><u>(bA) ensure that a valuation is conducted on all its material real estate, if the total net book value of all the listed corporation's real estate contributes 50% or more to the total assets of the listed corporation on a consolidated basis;</u></p> <p>(c) include additional information set out in Part I of Appendix 10A and Appendix 10B respectively, in the announcement of the Major Disposal to the Exchange, and the circular issued to the shareholders; and</p> <p>(d) convene a general meeting and obtain shareholder approval of at least 75% in value of the shareholders present and voting either in person or by proxy at the meeting for such Major Disposal.</p> <p>(2) The main adviser must, in relation to the Major Disposal -</p> <p>(a) ensure that the Major Disposal complies with the relevant laws, regulations or guidelines, where applicable; and</p> <p>(b) ensure full disclosure of all information required to be disclosed in the announcement and circular.</p> <p>(3) (a) The independent adviser referred to in sub-Rule 1(b) above must -</p> <p>(i) be a person from the Register of Sponsors; and</p> <p>(ii) if appointed during the Sponsorship Period, be a person other than the listed corporation's Sponsor.</p> <p>(b) The independent adviser must, in relation to the Major Disposal –</p> <p>(i) comment as to whether the Major Disposal and its related proposals (if any) are fair and reasonable in so far as the shareholders are concerned. Such opinion must set out the reasons for, the key assumptions made and the factors taken into consideration in forming that opinion. In arriving at such opinion, the independent adviser should comply with the relevant provisions of Chapter 12 of the Guidelines on Contents of Applications Relating to Take-Overs and Mergers on Independent Adviser's Recommendation issued by SC;</p> <p>(ii) advise the shareholders on whether they should vote in favour of the Major Disposal and its related proposals (if any); and</p>
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	<p style="text-align: center;">(iii) take all reasonable steps to satisfy itself that it has a reasonable basis to make the comments and advice in sub-Rules (i) and (ii) above.</p> <p>(4) If in the Exchange's opinion, an independent adviser is not independent, the Exchange may disallow such independent adviser to be appointed or continue to act as an independent adviser.</p> <p><u>(5) In the event a valuation is required to be conducted on all its material real estate pursuant to sub-Rule (1)(bA) above, the listed corporation or its valuer, or both, must comply with Rules 10.04(3) to 10.04(8), where applicable.</u></p>
ENHANCEMENTS / CLARIFICATIONS TO THE EXCHANGE'S POWERS TO SUSPEND AND DE-LIST LISTED SECURITIES	
CHAPTER 16 – SUSPENSION, DE-LISTING AND ENFORCEMENT	
Rule 16.02	<p>Suspension of trading imposed by the Exchange</p> <p>(1) The Exchange may at any time suspend the trading of listed securities in any of the following circumstances:</p> <ul style="list-style-type: none"> (a) in the event of any substantial corporate exercise or capital restructuring of a listed corporation; (b) where, in the opinion of the Exchange, it is necessary or expedient in the interest of maintaining an orderly and fair market in securities traded on the Exchange; (c) in any circumstances as provided in these Requirements; (d) in the event of any breach of these Requirements by a listed corporation; (e) upon notice by the SC to the Exchange that in its opinion a listed corporation has breached or has failed to comply with any provision of the CMSA, the Securities Industry (Central Depositories) Act 1991, the Securities Commission Act 1993 or any guidelines issued by the SC for the ACE Market, or that it is necessary or expedient in the public interest and where it would be for the protection of investors; (f) in the event of maturity of a listed debt security or convertible security; (g) upon the suspension of the trading of such securities listed on another stock exchange;

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	<p>(gA) where a receiver, manager, or receiver and manager, or person of similar capacity is appointed, in the event the percentage of the net book value of the affected assets over the total assets of the listed corporation is 50% or more;</p> <p>(h) upon the commencement of a voluntary winding-up of a listed corporation in accordance with the Companies Act 1965; or</p> <p>(i) where the Exchange deems it appropriate for some other reason.</p> <p>(2) Subject to sub-Rule (3) below, where the public shareholding spread of a listed corporation is 10% or less of its total listed shares (excluding treasury shares), the Exchange shall suspend trading of the securities of the listed corporation upon expiry of 30 market days from the date of immediate announcement by the listed corporation pursuant to -</p> <p>(a) Rule 8.02(3); or</p> <p>(b) Rule 9.19(48) where the listed corporation has announced that the offeror intends to maintain the listed corporation's listing status.</p> <p>In this regard, the suspension will only be uplifted upon the listed corporation's full compliance with the public shareholding spread requirements under Rule 8.02(1) or as may be determined by the Exchange.</p> <p>(3) In a take-over offer for the acquisition of the listed shares of a listed corporation pursuant to the Take-Overs and Mergers Code or a corporate proposal undertaken by or in relation to a listed corporation, the Exchange shall suspend trading of the securities of the listed corporation upon expiry of 5 market days from the date of immediate announcement by the listed corporation that the offeror does not intend to maintain the listed corporation's listing status pursuant to Rule 9.19(48) from the close of the offer period.</p> <p>(4) The Exchange will notify the SC of any decision to suspend the trading of any class of the listed securities of a listed corporation pursuant to sub-Rules (1)(b), (d) or (g) above.</p> <p><i>[Cross reference: Guidance Notes 2 and 3]</i></p>
CHAPTER 9 – CONTINUING DISCLOSURE	
Appendix 9A, Part J	<p>Contents of announcement in relation to a take-over offer (Rule 9.19(48))</p> <p>(1) In relation to a take-over offer, whether it is the offeror's intention to maintain the listed corporation's listing status.</p> <p>(2) A statement containing either (a) or (b) below.</p>

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	<p>(a) if the offeror's intention is to maintain the listed corporation's listing status –</p> <p>(i) the percentage of public shareholding spread;</p> <p>(ii) a statement that the trading of the securities of the listed corporation will be suspended immediately upon the expiry of 30 market days from the date of immediate announcement by the listed corporation. The suspension will only be uplifted by the Exchange upon the listed corporation's full compliance with the public shareholding spread requirements under Rule 8.02(1) or as may be determined by the Exchange;</p> <p>(iii) the steps taken or proposed to be taken by the listed corporation (if any) to increase its public shareholding spread to above 10% before the date suspension is to be effected;</p> <p>(iv) an explanation of the rectification plan (if any);</p> <p>(v) the tentative timeline for the steps referred to in subparagraph (iii) above and the rectification plan; and</p> <p>(vi) where neither the steps referred to in subparagraph (iii) above nor a rectification plan have been formulated or if no endeavours have been taken to formulate such steps or rectification plan, an appropriate negative statement to such effect; and/or</p> <p>(b) if the offeror's intention is to de-list the listed corporation, that trading in the listed corporation's securities will be suspended immediately upon the expiry of 5 market days from the date of the immediate announcement from the close of the offer period.</p>
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OTHER ENHANCEMENTS

CHAPTER 1 – DEFINITIONS AND INTERPRETATION

Rule 1.01	<p>partner in relation to a director, major shareholder or a person connected with the director or major shareholder, means such person who falls within any one of the following categories:</p> <p>(a) a person with whom the director, major shareholder or person connected with the director or major shareholder, is in or proposes to enter into partnership with. "Partnership" for this purpose has <u>includes "partnership" as defined –the meaning given– in section 3 of the Partnership Act 1961 or "limited liability partnership" as defined in section 2 of the Limited Liability Partnerships Act 2012;</u> and</p>
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	(b) a person with whom the director, major shareholder or person connected with a director or major shareholder has entered or proposes to enter into a joint venture, whether incorporated or not.
CHAPTER 2 - GENERAL	
Rule 2.28A	<u>Validity of actions</u> <u>Unless otherwise specified by the Exchange, any amendment to these Requirements will not affect any action proposed to be taken, or is in the process of being taken, or has been taken by the Exchange in relation to the provision which is effective prior to the amendments.</u>
CHAPTER 6 – NEW ISSUES OF SECURITIES	
Rule 6.57	Consequential securities (1) Where a listed corporation intends to issue convertible securities arising from adjustments due to an issue of securities or a subdivision or consolidation of shares (referred to as “ consequential securities ” and “ principal securities ” respectively) - (a) the consequential securities must be listed and quoted simultaneously with the principal securities; and (b) a the listed corporation must ensure that the period from the date it announces the books closing date for the consequential securities to the books closing date is not less than 10 market days; and <u>(c) the listed corporation must submit the additional listing application pursuant to Guidance Note 17.</u>
CHAPTER 8 – CONTINUING LISTING OBLIGATIONS	
Rule 8.28	Declaration of dividend (1) Once the dividend has been declared <u>or proposed to the shareholders</u> , a listed corporation must not make any subsequent alteration to the dividend entitlement. (2) A listed corporation must ensure that all dividends are paid not later than 3 months from the date of declaration or the date on which approval is obtained in a general meeting, whichever is applicable.

<p>Appendix 8A, paragraph 2</p>	<p>Contents of statement accompanying notices of annual general meetings (Rule 8.29)</p> <p><u>1.</u> Further details of individuals who are standing for election as directors (excluding directors standing for a re-election), namely the following:</p> <ul style="list-style-type: none"> (a) the name, age, nationality, qualification, and whether the position is an executive or non-executive one and whether such director is an independent director; (b) the working experience and occupation; (c) any other directorships of public companies; (d) the details of any interest in the securities of the listed corporation and its subsidiaries; (e) the family relationship with any director and/or major shareholder of the listed corporation; (f) any conflict of interests that they have with the listed corporation; and (g) the list of convictions for offences within the past 10 years other than traffic offences, if any. <p><u>2.</u> <u>A statement relating to general mandate for issue of securities in accordance with rule 6.04(3) of these Requirements.</u></p>
<p>CHAPTER 9 – CONTINUING DISCLOSURE</p>	
<p>Rule 9.20</p>	<p>Dealings in quoted securities</p> <p>(1) A listed corporation must immediately announce to the Exchange any purchase or sale of securities quoted on the Exchange or any other stock exchange (“quoted securities”), entered into by the listed corporation or any of its subsidiaries, resulting in the purchase or sale consideration when aggregated with any other purchase or sale, respectively within the preceding 12 months (excluding such purchase or sale which has been previously announced by the listed corporation pursuant to this Rule), being 5% or more of the listed corporation’s latest audited consolidated net assets. The listed corporation must include the following in the announcement to the Exchange:</p> <ul style="list-style-type: none"> (a) the aggregate purchase or sale consideration within the preceding 12 months which have not been previously announced and such amount as a percentage of the latest audited consolidated net assets of the listed corporation;

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	<ul style="list-style-type: none"> (b) the total cost, book value and market value of all investments in quoted securities as at the date of the announcement; and (c) any profit or loss arising from the sales in quoted securities during the current financial year. <p>(2) Sub-Rule (1) above does not apply to –</p> <ul style="list-style-type: none"> (a) a corporation whose activities are regulated by any written law relating to banking, finance corporations or insurance and are subject to supervision by Bank Negara Malaysia <u>or an equivalent foreign authority as the Exchange deems appropriate</u>; (b) purchases or sales in an existing subsidiary or associated company of the listed corporation; and (c) a Participating Organisation.
<p>Rule 9.32</p>	<p>Issuance of circular or document</p> <p>Where a listed corporation announces a corporate proposal (including a transaction), and pursuant to these Requirements a circular or document is required to be issued to its securities holders in relation to such corporate proposal -</p> <ul style="list-style-type: none"> (a) the said listed corporation must submit the circular or document to the Exchange or issue the circular or document as the case may be, in accordance with these Requirements as soon as possible and in any event not later than 2 months from the date of the announcement or the date the last approval necessary for the corporate proposal is obtained from the relevant authority, whichever is the later; and (b) <u>the said listed corporation must issue the circular or document within 14 market days after receipt of –</u> <ul style="list-style-type: none"> (i) where a draft circular or document is submitted to the Exchange pursuant to Rule 10.11, Rule 8.03 and Rule 8.04, or under such exceptional circumstances required by the Exchange, the circular or document must be issued immediately upon receipt of the Exchange's confirmation that it has no further comments and in any event no later than 14 market days after receipt of such confirmation; <u>or</u> (ii) <u>the approval from other relevant authorities in respect of the corporate proposal, where such approval is required,</u> <p><u>whichever is the later.</u></p>

CHAPTER 10 - TRANSACTIONS

Rule 10.08(11)

The following transactions are not normally regarded as related party transactions:

(e) the provision or receipt of financial assistance or services, upon normal commercial terms and in the ordinary course of business, from a corporation whose activities are regulated by any written law relating to banking, finance corporations or insurance and are subject to supervision by Bank Negara Malaysia or an equivalent foreign authority as the Exchange deems appropriate;

(m) a transaction between the listed corporation or any of its subsidiaries and another person where there are no other interested relationships except for –

(i) common major shareholders; or

(ii) a person connected with a major shareholder being a major shareholder of the other person,

provided that the following conditions are satisfied:

(aa) the major shareholder and/or the person connected with the major shareholder is/are not the largest shareholder of the listed corporation;

(bb) the major shareholder and/or the person connected with the major shareholder is/are not a party to the said transaction, initiator, agent or involved in any other manner in the said transaction;

(cc) the major shareholder does not have any representative in an executive capacity on the board of directors of the listed corporation or any of its subsidiaries; and

(dd) the major shareholder is -

(A) a statutory institution who is managing funds belonging to the general public;

(B) a closed end fund, unit trust or investment fund (but excluding an investment holding corporation); or

(C) an insurance corporation whose activities are regulated by any written law relating to insurance and are subject to supervision by Bank Negara Malaysia or an equivalent foreign authority as the Exchange deems appropriate, and the said insurance corporation is managing its insurance funds (together with its own shareholders' funds or otherwise). For the purposes of this sub-Rule, "insurance funds" has the meaning given in section 2 of the Insurance Act 1996;

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	<p>(p) subscription to or acquisition by a listed corporation or its unlisted subsidiaries of debt securities and/or redeemable preference shares issued by or on behalf of the Government of Malaysia, Bank Negara Malaysia, and/or a State Government, <u>and/or an equivalent foreign authority as the Exchange deems appropriate</u>; or</p>
<p>Rule 10.11</p>	<p>Significant change in the business direction or policy of a listed corporation</p> <p>(1) Where a transaction will result in a significant change in the business direction or policy of the listed corporation, the listed corporation and its Sponsor or Adviser, as the case may be, must include additional information set out in Part H of Appendices 10A and 10B respectively, in the announcement of the transaction to the Exchange and the circular issued to the shareholders, as the case may be.</p> <p>(2) A listed corporation must submit to the Exchange for perusal, a draft copy of all circulars and other documents in relation to a transaction which will result in a significant change in the business direction or policy of the listed corporation, proposed to be sent to the holders of listed securities, within a reasonable time before printing together with a checklist showing compliance with the relevant parts of these Requirements.</p> <p>(3) A listed corporation must ensure that the draft circular or other draft documents submitted to the Exchange pursuant to sub-Rule (2) above are precise and complete. The Exchange reserves the right to return such documents which are incomplete or deemed unsatisfactory in the opinion of the Exchange.</p> <p>(4) A listed corporation must not issue any of the circulars and such documents referred to in sub-Rule (2) above until the Exchange has confirmed in writing that it has no further comments on the circulars or documents. Upon receipt of confirmation by the Exchange that it has no further comments on the draft circulars or documents, the circular or document must be issued immediately and in any event, no later than 7 market days after receipt of such confirmation[Deleted].</p>
<p>Appendix 10B, paragraph 3, Part G</p>	<p>Additional specific information to be included in relation to very substantial transactions (Rule 10.10)</p> <p>(1) The proforma consolidated statement of financial position together with the notes and the auditors' letter showing effects before and after the transaction based on the listed corporation's -</p> <p>(a) published or announced audited financial statements for the latest financial period ended; or</p>

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	<p>(b) latest published or announced interim financial report which must be reviewed by external auditors.</p> <p>Where an interim report referred to in subparagraph 1(b) above is used, a statement that the interim report has been reviewed by external auditors.</p> <p>(2) A summary of the key audited financial data of the assets of business or interests to be acquired for the past 3 financial years or since the date of incorporation or commencement of operations, whichever is the later. The financial data must include, but not be limited to, shareholders' funds and total borrowings.</p> <p>(3) An accountant's report on the unlisted corporation to be acquired must include the following:</p> <p>(a) the statement of profit and loss and other comprehensive income (or its equivalent) in respect of each of the 3 financial years immediately preceding the last date to which the financial statements were made up; and</p> <p>(b) the statement of financial position (or its equivalent) for each of the past 3 financial years immediately preceding the last date to which the financial statements were made up.</p> <p><u>The report will not be required if the percentage ratio for the very substantial transaction is triggered due to aggregation of transactions of the unlisted corporation under Rule 10.12, but where individually, the percentage ratio of each transaction is less than 100%.</u></p> <p>(4) For assets or interests to be acquired which do not have any profitability track record (as in certain privatisation cases), the information must include, but not be limited to, the total cost needed to put on-stream the operation of the assets or interests and the proportion to be assumed or guaranteed by the listed corporation, the expected date on which the profit contribution will accrue to the listed corporation and the expected returns to be derived, together with the appropriate assumptions used. The listed corporation must ensure that information provided is verified and confirmed by independent experts.</p> <p>(5) In the case of a disposal, a statement of the listed corporation's future activities and direction after the disposal of the asset.</p>
CHAPTER 15 – CORPORATE GOVERNANCE	
Rule 15.05	<p>Qualification, vacation of office and removal of directors</p> <p>(1) A listed corporation must ensure that no person is appointed or allowed to act as a director of the corporation or be involved whether directly or indirectly in the management of the corporation, including acting in an advisory capacity in relation to the corporation, if he –</p>

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	<p>(a) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a corporation;</p> <p>(b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence, involving fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or</p> <p>(c) has been convicted by a court of law of an offence under the securities laws or the Companies Act 1965,</p> <p>within a period of 5 years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.</p> <p>(2) For the purpose of sub-Rule (1) above, “securities laws” means the CMSA, the Securities Industry (Central Depositories) Act 1991, and the Securities Commission Act 1993, <u>or in the case of a foreign listed corporation, the equivalent securities and corporation legislation of the foreign listed corporation’s place of incorporation.</u></p> <p>(3) The office of a director will become vacant if the director –</p> <p>(a) becomes of unsound mind;</p> <p>(b) becomes bankrupt;</p> <p>(c) is absent from more than 50% of the total board of directors’ meetings held during a financial year; or</p> <p>(d) is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out in sub-Rules (1)(a), (b) or (c) above.</p> <p>(4) For purposes of sub-Rule (3)(c) above, if a director is appointed after the commencement of a financial year, then only the remaining board of directors’ meetings held after his appointment will be taken into account.</p> <p>(5) Where a director is removed from office, the listed corporation must forward to the Exchange a copy of any written representations made by the director in question at the same time as copies of such representations are sent to members of the listed corporation under section 128(3)(b) of the Companies Act 1965, unless copies of such representations need not be sent out by reason of the circumstances specified in section 128(4) of the Companies Act 1965.</p>
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Rule 15.17	<p>A listed corporation must ensure that wherever necessary and reasonable for the performance of its duties, an audit committee must, in accordance with a procedure to be determined by the board of directors and at the cost of the listed corporation -</p> <ul style="list-style-type: none"> (a) have authority to investigate any matter within its terms of reference; (b) have the resources which are required to perform its duties; (c) have full and unrestricted access to any information pertaining to the listed corporation; (d) have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity; (e) be able to obtain independent professional or other advice; and (f) be able to convene meetings with the external auditors, the <u>internal auditors person(s) carrying out the internal audit function or activity</u>, or both, excluding the attendance of other directors and employees of the listed corporation, whenever deemed necessary.
CHAPTER 16 – SUSPENSION, DE-LISTING AND ENFORCEMENT	
Rule 16.11	<p>De-listing by the Exchange</p> <ul style="list-style-type: none"> (1) The Exchange may at any time de-list a listed corporation or listed securities from the Official List in any of the following circumstances: <ul style="list-style-type: none"> (a) where the listed corporation fails to comply with these Requirements, subject to consultation with the SC; (b) in other circumstances as provided under Rules 8.03, 8.04, 8.05, 9.28 and paragraph 2.0 of Guidance Note 20, upon which the Exchange will notify the SC of the same; <p><i>[Cross reference:Guidance Note 20]</i></p> (c) upon the de-listing of the listed corporation or the de-listing of such securities on another stock exchange; (d) in circumstances provided under Rule 4.19(e), subject to consultation with the SC; or (e) where in the opinion of the Exchange, circumstances exist which do not warrant the continued listing of <u>any listed securities</u>, a listed corporation or any class of its listed securities, subject to consultation with the SC where applicable.

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	<p>(2) The Exchange shall de-list a listed corporation in any one of the following circumstances:</p> <p>(a) pursuant to a directive, requirement or condition imposed by the SC, after which the Exchange will notify the SC of the decision to de-list;</p> <p>(b) upon the maturity or expiry of a class of securities;</p> <p>(c) upon the commencement of a voluntary winding-up of a listed corporation in accordance with the Companies Act 1965;</p> <p>(d) upon a winding-up order being made against a listed corporation; <u>or</u></p> <p><u>(e) in relation to a corporate proposal undertaken by or in relation to the listed corporation –</u></p> <p style="padding-left: 40px;"><u>(i) upon 100% of the listed shares of the listed corporation being held by a shareholder either individually or jointly with the associates of the said shareholder; and</u></p> <p style="padding-left: 40px;"><u>(ii) the corporate proposal does not include any plans duly approved by the shareholders of the listed corporation before the proposal was undertaken, the complete implementation of which would result in full compliance by the listed corporation with these Requirements,</u></p> <p style="padding-left: 40px;"><u>after which the Exchange will notify the SC of the decision to de-list.</u></p> <p>(3) For the purpose of sub-Rule 1(a) above, failure to comply with these Requirements will exclude failure to comply with Rules 8.03, 8.04, 8.05 and 9.28.</p> <p><i>[Cross reference: Guidance Notes 2 and 3]</i></p>
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GUIDANCE NOTE 4 – PROVISION OF FINANCIAL ASSISTANCE

**Guidance Note 4,
paragraph 2.2**

Clarification on Requirements

Subscription to or acquisition of debt securities and/or redeemable preference shares which are regulated by any written law and are subject to supervision by the SC, ~~or~~ Bank Negara Malaysia or an equivalent foreign authority as the Exchange deems appropriate, by a listed corporation or its unlisted subsidiaries are not considered as provision of financial assistance within Rule 8.25 of the Listing Requirements. However, where such subscription or acquisition is a related party transaction, the listed corporation must comply with Rule 10.08 of the Listing Requirements.

GUIDANCE NOTE 17 – LISTING PROCEDURES FOR NEW ISSUES OF SECURITIES

Guidance Note 17,
Annexure GN17-B
paragraph 12,
Part A

12.	*Directorships and/or substantial shareholdings of the controlling shareholder	A list setting out directorships and/or substantial shareholdings of the controlling shareholder(s) in all other listed corporations in Malaysia for the past 3 years, is attached.	<input type="checkbox"/>
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*Not applicable to controlling shareholders which are statutory institutions managing funds belonging to the public.

Guidance Note 17,
Annexure GN17-B
paragraph 19,
Part A

19.	CORPORATE PROPOSALS WHICH FALL UNDER PARAGRAPHS <u>4.04.1 AND 4.2</u> OF GUIDANCE NOTE 17		
19A.	Undertakings for corporate proposals which apply the procedure under paragraphs <u>4.04.1 and 4.2</u>	<p>We undertake the following:</p> <ul style="list-style-type: none"> (a) 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; (b) all notices of allotment will be issued and despatched to the entitled holders as expeditiously as possible and in any event, not later than 4 market days after the date of listing and quotation; (c) the new securities will be listed and quoted as the existing listed securities of the same class; (d) 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; (e) 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; 	

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			<p>(f) to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the listed corporation 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 paragraph (e) above; and</p> <p>(g) to announce to the Exchange the relevant information in accordance with paragraph 12.2 of Guidance Note 17.</p>
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[End of Annexure E]