

CHAPTER 1 – DEFINITIONS AND INTERPRETATION

Definitions

1. In these Rules, unless the context otherwise requires:

Definitions

“**applicant issuer**” means a person or undertaking, including a public sector issuer of a fund, financial instruments of which are the subject of an application for listing;

“**Authority**” means the Labuan Financial Services Authority established under section 3 of the Labuan Financial Services Authority Act 1996;

“**Board of Directors**” means the board of directors of the Exchange;

“**business day**” means a day during any part of which the facilities of the Exchange are available for trading purposes;

“**Chairman of the Exchange Committee**” means a person appointed as the chairman of the Exchange Committee pursuant to section 138 of the Labuan Financial Services and Securities Act 2010;

“**Chief Executive Officer**” means the chief executive officer of the Exchange appointed by the Board of Directors in accordance with the Memorandum and Articles of Association;

“**Complaint Registry**” means the registry kept by the Exchange for the purposes of recording any complaint lodged and investigation conducted on the Trading Agents and Listing Sponsors as referred to in Rule 4 of Chapter 7”

“**conference telephone**” includes any type of conference telephone or video conference telephone or similar communications equipment by which all persons participating are able to hear and be heard by all participants;

“**constitution**” means all documents which individually or collectively govern and regulate the objects and internal conduct of an entity and the rights, powers, privileges and responsibilities of the shareholders, partners, beneficiaries, directors, officers, trustees, managers or other persons associated with the entity or holding a financial interest therein. In the case of a corporation, the constitution includes its memorandum of association, by-laws and articles of association or equivalent document; in the case of a limited partnership, the constitution includes its partnership agreement and any other document constituting the partnership; and in the case of a unit trust, its constitution includes its trust deed or agreement;

“**corporation**” means a body corporate established under any jurisdiction;

“**convertible debt securities**” means debt securities convertible into or exchangeable for equity securities, and debt securities with non-detachable options, warrants or similar rights to subscribe for or purchase equity securities;

“convertible equity securities” means equity securities convertible into or exchangeable for other equity securities and equity securities with non-detachable options, warrants or similar rights to subscribe for or purchase equity securities;

“debt securities” means financial instruments in the form of debenture or loan stock, debentures, bonds, notes and other securities or instruments acknowledging, evidencing or creating indebtedness, whether secured or unsecured, and options, warrants or similar rights to subscribe or purchase any of the foregoing and convertible debt securities;

“Disciplinary Committee” means the committee referred to in Rule 10(c) of Chapter 2;

“equity securities” means financial instruments in the form of shares, including preference shares, convertible equity securities and options, warrants or rights to subscribe or purchase the same, by whatever name called, but excluding debt securities;

“Exchange” means Labuan International Financial Exchange Inc., a company incorporated under the Labuan Companies Act 1990 and approved by the Authority to be established as an exchange in Labuan pursuant to section 134 of the Labuan Financial Services and Securities Act 2010;

“Exchange Committee” means the committee established pursuant to section 138 of the Labuan Financial Services and Securities Act 2010;

“financial instruments” means any form of securities or other instruments that are capable of being listed on the official list of the Exchange;

“fund” means an undertaking which is a corporation, unit trust, limited partnership or any combination thereof, or other entity the objective of which is the collective investment of its capital;

“issuer” means a person or undertaking, including a public sector issuer or a fund, financial instruments of which are listed;

“Licensing Committee” means the committee referred to in Rule 10(a) of Chapter 2;

“listing” means the listing of, and permission to deal and trade in, financial instruments on the official list of the Exchange;

“Listing Committee” means the committee referred to in Rule 10(b) of Chapter 2

“Listing Document” means the document referred to in Rule 14 of Chapter 4;

“Listing Sponsor” means a person licensed by the Exchange under Chapter 3 to carry on the functions as a Listing Sponsor under these Rules;

“Listing Sponsor License” means the license issued by the Exchange to the Listing Sponsor;

“major subsidiary” means a subsidiary representing 15% or more of the consolidated net tangible assets or pre-tax profits of the issuer and any other subsidiary which under the jurisdiction the issuer is subject to, is deemed to be a major subsidiary;

“Memorandum and Articles of Association” means memorandum and articles of association of the Exchange;

“Minister” means the Minister charged with the responsibility for finance;

“officer” in respect of an issuer:

- (a) Where the issuer is a unit trust, a trustee of that trust, or where the trustee is a trust corporation, a director of that trust corporation;
- (b) Where the issuer is a limited partnership, the general partner of that partnership; and
- (c) Where the issuer is a corporation, a director of that corporation;

“person” includes a corporation, firm or body of person;

“practice notes” means practice notes issued by the Exchange Committee pursuant to Rule 2 of Chapter 8;

“Primary Exchange” means an exchange agreed by the Exchange to have the primary responsibility for regulating the listing, trading and dealing of the financial instruments and ensuring the observation by the issuer of its continuing obligations as an issuer of such financial instruments in a secondary listing;

“secondary listing” means the secondary listing of financial instruments referred to in Rule 6 of Chapter 4;

“Specific Committees” means the Licensing Committee, the Listing Committee and the Disciplinary Committee and **“Specific Committee”** means any of them;

“Trading Agent” means a person licensed by the Exchange under Chapter 3 to carry on the functions of Trading Agent under these Rules;

“Trading Agent License” means license issued by the Exchange to the Trading Agent; and

“unit trust” means a trust established under any jurisdiction for the purpose, or having the effect, of providing facilities for the participation by persons as beneficiaries under the trust in any profits or income arising from the acquisition, holding, management or disposal of any property.

Interpretation

2. In these Rules, unless the context otherwise requires:
- (a) words importing the singular shall include the plural and vice versa;
 - (b) words and expression importing the masculine gender shall include the feminine and neuter genders and vice versa;
 - (c) the headings and sub-headings to these Rules are for convenience of reference only and shall not affect the interpretation and construction thereof;
 - (d) for the purpose of calculating any period of time stipulated in these Rules, or when an act is required to be done within a specified period after or from a specified date, the period is inclusive of and time begins to run from the date so specified;
 - (e) where any word or expression is defined in these rules, the definition shall extend to all grammatical variation and cognate expressions of the word and expression so defined;
 - (f) references to a document being certified means certified to be a true copy or extract (as the case may be) by a director, the secretary, or other authorized officer of the issuer or by the issuer's auditors or solicitors;
 - (g) references to writing shall include typewriting, printing, photocopying and other modes of representing or reproducing words in a legible and non-transitory form, whether electronic or otherwise, and electronic mail received by the Exchange's electronic mail systems;
 - (h) references to statutes include references to such statutes as may be amended or re-enacted from time to time; and
 - (i) references to these "**Rules**" shall include any amendments thereto and practice notes issued there under.