

APPENDIX 4
FOREIGN LISTING REQUIREMENTS
MAIN MARKET LISTING REQUIREMENTS

CHAPTER 1 – DEFINITIONS AND INTERPRETATION	
Paragraph 1.01	<p>auditor means an auditor who is registered <u>as a registered auditor or recognized as a recognized auditor</u> under section 31O of the Securities Commission Act 1993.</p> <p>principal subsidiary means a subsidiary which accounts for 25% or more of the <u>latest audited consolidated profit after tax of the group</u> or total assets employed of the <u>group listed issuer based on the latest published or announced audited financial statements of the listed issuer or audited consolidated financial statements of the listed issuer, as the case may be.</u></p>
Paragraph 8.21	<p>Material dilution</p> <p>(1) A listed issuer must obtain shareholder approval in a general meeting for the issue by its principal subsidiary, of shares or convertible securities or options that results or could potentially result in a material dilution of the listed issuer's equity interest in such principal subsidiary.</p> <p>(2) For the purpose of subparagraph (1) above, <u>unless the context otherwise requires—</u></p> <p>(a) <u>“principal subsidiary” means a subsidiary which accounts for 25% or more of the latest audited consolidated profit after tax of the group or total assets employed of the group; and</u></p> <p>(b) <u>“material dilution” means a percentage reduction amounting to 25% or more.</u></p>
CHAPTER 4A – FOREIGN LISTING	
Paragraph 4A.04	<p>Appointment of directors</p> <p>(1) An applicant whose operations are entirely or predominantly Malaysian-based must have a majority of directors whose principal or only place of residence is within Malaysia.</p>

	<p>(2) An applicant whose operations are entirely or predominantly foreign-based must have at least <u>42 independent directors</u> whose principal or only place of residence is within Malaysia.</p> <p>(3) Subparagraphs (1) and (2) above do not apply to an applicant which is a foreign collective investment scheme, unless it is a closed-end fund or a business trust.</p>
<u>Paragraph 4A.04A</u>	<p><u>Audit committee</u></p> <p><u>In addition to the provisions in these Requirements relating to audit committee, an applicant must also ensure that the audit committee has at least 1 independent director who has a principal or only place of residence in Malaysia.</u></p>
Paragraph 4A.08	<p>Other obligations</p> <p>A foreign issuer with a primary listing must comply with paragraphs 4A.03, 4A.04, <u>4A.04A</u> and 4A.05 as continuing listing obligations.</p>
Paragraph 4A.09	<p><u>Auditors and Auditing standards</u></p> <p>A foreign issuer with a primary listing must –</p> <p>(a) <u>appoint an external auditor from an international accounting firm or an accounting firm with international affiliation; and</u></p> <p>(b) ensure that the auditing standards applied are in accordance with the approved auditing standards applied in Malaysia or International Standards on Auditing.</p>
<u>Paragraph 4A.09A</u>	<p><u>Shareholder approval required to appoint or remove external auditors</u></p> <p><u>A foreign issuer with a primary listing must obtain prior shareholder approval in a general meeting to appoint or remove its external auditor.</u></p>
<u>Paragraph 4A.18A</u>	<p><u>Announcement on change of laws</u></p> <p><u>A foreign issuer with a primary listing must immediately announce to the Exchange, any change in the laws of its country of incorporation or the laws in the country of incorporation of its foreign principal subsidiaries, which may affect the rights of its shareholders. This includes –</u></p> <p>(a) <u>right to attend, speak, vote at shareholders' meetings and the right to appoint proxies;</u></p>

	<ul style="list-style-type: none"> <u>(b) right to receive rights offering and any other entitlements;</u> <u>(c) withholding taxes on its securities;</u> <u>(d) foreign shareholding limits on the securities;</u> <u>(e) capital controls over cash dividends or other cash distributions payable in respect of its securities;</u> <u>(f) repatriation of funds;</u> <u>(g) right to transfer shares;</u> <u>(h) right to appoint and remove directors and auditors;</u> <u>(i) right to requisition a general meeting;</u> <u>(j) right to notice of meetings;</u> <u>(k) right to inspect any register, minute book or document of the foreign issuer or its foreign principal subsidiaries; and</u> <u>(l) right of minority shareholders in relation to –</u> <ul style="list-style-type: none"> <u>(i) take-overs and mergers;</u> <u>(ii) suits or enforcement actions against the foreign issuer or its foreign principal subsidiaries, their directors and senior management; and</u> <u>(iii) distribution of assets arising from a winding-up or liquidation of the foreign issuer or its foreign principal subsidiaries.</u>
<p><u>Paragraph 4A.18B</u></p>	<p><u>System of internal control</u></p> <p><u>A foreign issuer with a primary listing and its subsidiaries must ensure that they have in place a system of internal control that will provide a reasonable assurance that -</u></p> <ul style="list-style-type: none"> <u>(a) assets of the foreign issuer and its subsidiaries are safeguarded against loss from unauthorized use or disposition; and</u> <u>(b) all transactions are properly authorised and that they are recorded as necessary to enable the preparation of a true and fair view of the financial statements, and to give a proper account of the assets.</u>

<p>Paragraph 4A.30</p>	<p>Other obligations</p> <p>Apart from the obligations set out in this Part E, an issuer with a secondary listing must comply with the following requirements, with the necessary modifications:</p> <ul style="list-style-type: none"> (a) Paragraph 4A.09(b); (b) Paragraph 4A.10; (c) Paragraph 4A.11; (d) Paragraph 4A.12; (e) Paragraph 4A.13; (f) Paragraph 4A.15; (g) Paragraph 4A.17; and (h) Paragraph 4A.18.
<p>CHAPTER 8 – CONTINUING LISTING OBLIGATIONS</p>	
<p>Paragraph 8.31</p>	<p>Lodgement of agreement</p> <p>Where any agreement has been entered into by a listed issuer or its subsidiaries in connection with any acquisition or disposal of assets or any transaction outside the ordinary course of business of a listed issuer or its subsidiaries, the listed issuer must make available for inspection a copy each of the relevant agreements at the listed issuer's registered office in Malaysia for a period of 3 months from the date of announcement.</p>

[End of Appendix 4]