

REVIEW OF THE ACE MARKET LISTING REQUIREMENTS

ACE Market Listing Requirements

CHAPTER 1 DEFINITIONS AND INTERPRETATION

PART A – DEFINITIONS

1.01 Definitions

In these Requirements, unless the context otherwise requires:-

CMSA means the Capital Markets and Services Act 2007.

Sponsorship Period in relation to a sponsorship means the period referred to in Rule 3.21(1) ~~or (2), as the case may be.~~

[End of amendments to Chapter 1]

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CHAPTER 3 ADMISSION

PART A – GENERAL

3.01A Pre-admission consultation

- (1) A potential applicant is strongly encouraged to consult the Exchange prior to its application for admission to the Official List. The consultation with the Exchange may be done with or without a Sponsor.
- (2) The potential applicant who is seeking a consultation with the Exchange should furnish to the Exchange the documents and information set out in Appendix 3A at least 1 week prior to its consultation with the Exchange.

PART C – METHODS OF OFFERING OF SECURITIES

3.19 Moratorium on promoter's shares

- (1) A moratorium will be imposed on the sale, transfer or assignment of shares held by promoters of an applicant other than those specified in sub-Rule (1A) below, as follows:
- (a) The moratorium applies to the entire shareholdings of the promoters of an applicant for a period of 6 months from the date of admission to the Exchange Official List.
 - (b) Upon the expiry of the 6-month period stated above, the listed corporation must ensure that the promoters' aggregate shareholdings amounting to at least 45% of the nominal issued and paid-up ordinary share capital of the listed corporation remain under moratorium, for another period of 6 months.
 - (c) Thereafter, subject to sub-Rule (d) below, the promoters may sell, transfer or assign up to a maximum of 1/3rd per annum (on a straight-line basis) of the shares held under moratorium.
 - (d) Where a listed corporation has not generated 1 full financial year of operating revenue based on the latest audited financial statements, the promoters may only sell, transfer or assign up to a maximum of 1/3rd per annum (on a straight-line basis) of the shares held under moratorium after the listed corporation has generated 1 full financial year of operating revenue based on its latest audited financial statements.
 - (e) Where the promoters also own securities which are convertible or exercisable into ordinary shares of the applicant, the promoters' shareholdings to be placed under moratorium should amount to 45% of the enlarged issued and paid-up ordinary share capital of the applicant assuming full conversion or exercise of such securities owned by the promoters.
- (1A) A moratorium will be imposed on the sale, transfer or assignment of shares held by the following promoters for a period of 6 months from the date of admission to the Official List:
- (a) a promoter which is–
 - (i) a corporation undertaking venture capital or private equity activity and registered with the SC pursuant to the SC's Guidelines on the Registration of Venture Capital and Private Equity Corporations and Management Corporations, as amended from time to time; or
 - (ii) an angel investor accredited by the Malaysian Business Angels Network; or

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- (b) promoters of an applicant which meets the quantitative criteria for admission to the Main Market of the Exchange as at the date of submission of the listing application to the Exchange, as confirmed by the applicant's Sponsor.
- (1B) The promoters of a listed corporation may apply to the Exchange to be exempted from continued compliance with sub-Rules (1)(b) and (c) if the listed corporation meets the quantitative criteria for admission to the Main Market of the Exchange after admission to the Official List, as confirmed by the listed corporation's Sponsor.
- (1C) The Exchange will not approve the application made pursuant to sub-Rule (1B) above unless it is satisfied with the corporate governance and compliance record of the listed corporation pursuant to these Requirements.
- (1D) Where a listed corporation acquires an asset which results in a significant change in the business direction or policy of the listed corporation, a moratorium will be imposed on the listed corporation's shares received by the vendor of the asset ("**consideration shares**") as follows –
- (a) a vendor who is within the definition of "promoter" in these Requirements must comply with the moratorium requirements in sub-Rule (1) or (1A) above, as the case may be, in respect of the consideration shares; and
- (b) a vendor who is not within the definition of "promoter" in these Requirements will not be allowed to sell, transfer or assign the entire consideration shares for 6 months from the date such shares are admitted to the Official List.
- (2) Where the promoter or vendor is an unlisted corporation, all direct and indirect shareholders of the unlisted corporation (whether individuals or other unlisted corporations) up to the ultimate individual shareholders must give undertakings to the Exchange that they will comply with the moratorium-not sell, transfer or assign their securities in the unlisted corporation for the period stipulated in sub-Rule (1), (1A) or (1D) above, as the case may be.
- (3) Notwithstanding sub-Rule (1) or (1A) above, the promoters are allowed to transfer the shares which are subjected to moratorium, to facilitate the price stabilization mechanism.
- (4) Where the applicant undertakes the price stabilization mechanism as part of the listing scheme and the promoter's shares to be held under moratorium had been borrowed by the stabilising manager, the stabilising manager and the applicant must submit a written confirmation that such shares are returned to the promoter and placed under moratorium within 5 market days after –
- (a) the end of the stabilisation period of 30 calendar days commencing from the first day of trading on the Exchange; or
- (b) the day on which the over-allotment option is exercised in full,
- whichever is the earlier.

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PART D – SPONSORS

3.21 Sponsors

- (1) ~~Subject to sub-Rule (2) below, an~~An applicant must secure and maintain the services of a Sponsor for ~~the following periods –~~
- (a) ~~_____ at least 3 full financial years after its admission to the Official List; or~~
- (b) ~~_____ at least 1 full financial year after the applicant has generated operating revenue,~~
- ~~whichever is the later. The applicant's Sponsor who submitted its application for admission to the Exchange shall act as its Sponsor for at least 1 full financial year following the applicant's admission to the Official List. The applicant shall refer to Rule 4.19 for provisions governing the resignation and termination of Sponsors.~~
- (2) The applicant's Sponsor who submitted its application for admission to the ~~Official List Exchange~~ shall act as its Sponsor for at least 1 full financial year following the applicant's admission to the Official List. ~~In relation to an applicant which has yet to generate operating revenue during the period referred to in sub-Rule (1) above, the applicant must extend the services of the Sponsor to at least 1 full financial year after the applicant has generated operating revenue.~~
- ~~(2A) A listed corporation may apply to the Exchange to be exempted from continued compliance with sub-Rule (1) above if –~~
- (a) ~~_____ a period of 1 full financial year has lapsed since its admission to the Official List; and~~
- (b) ~~_____ it meets the quantitative criteria for admission to the Main Market of the Exchange, as confirmed by the listed corporation's Sponsor.~~
- ~~(2B) The Exchange will not approve the application made pursuant to sub-Rule (2A) above unless it is satisfied with the corporate governance and compliance record of the listed corporation pursuant to these Requirements.~~
- (3) For the avoidance of doubt, sub-Rules ~~(1), (2) and (2A)~~ above ~~are is~~ also applicable to a listed corporation that undertakes a corporate proposal which will result in a significant change in the business direction or policy of a listed corporation.

[End of Chapter]

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APPENDIX 3A**Contents of pre-admission consultation document**(Rule 3.01A(2))

- (a) The name of the company.
- (b) The date and place of incorporation.
- (c) The date of commencement of operations.
- (d) The principal activities and the business model of the company, including any permits or licenses required for operations (where applicable).
- (e) The principal place of business.
- (f) The shareholding structure and group structure (if applicable).
- (g) The details of the promoters, including their qualification, experience and any interest in other businesses.
- (h) The following audited financial information, prepared on a consolidated basis (if applicable) for the past 3 financial years or since date of incorporation, if the company has been incorporated for less than 3 years:
 - (i) income statement;
 - (ii) statement of financial position; and
 - (iii) cashflow statement,including whether the company's financial statements contain any qualified opinion by its auditors in the past.
- (i) The brief future plans of the company.
- (j) The rationale for seeking listing on the Official List, including a general description of the proposed utilisation for the total amount of funds to be raised.
- (k) Any other matters for discussion.

[End of Appendix]

[End of amendments to Chapter 3]

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CHAPTER 4 SPONSORS

PART D – SPONSORS' OBLIGATIONS

4.10 Documents by a Sponsored Corporation

- (1) A Sponsor must review ~~and approve~~ any Public Document to be submitted or disclosed by its Sponsored Corporation to the Exchange to ensure compliance by the Sponsored Corporation except -
- (a) the annual audited financial statements issued by the Sponsored Corporation;
 - (b) announcements made by the Sponsored Corporation as referred to under Rule 9.17(2)(a); or
 - (c) where the Sponsored Corporation has appointed, an entity other than the Sponsor to be an Adviser for the purpose of preparation or submission of the Public Document to the Exchange.
- (2) A Sponsor must ensure that any Public Document that it makes, prepares or submits or any information that it provides, whether solely or jointly with a Sponsored Corporation complies with these Requirements.

4.12 Liaison with the Exchange

A Sponsor must liaise with the Exchange on matters concerning the Sponsor's responsibilities and other matters which should be brought to the Exchange's attention. In this regard, a Sponsor must among others -

- (a) ~~be a co-signatory for all correspondences between its Sponsored Corporation and the Exchange (except where such correspondence relates to a corporate proposal for which another Adviser is appointed)[deleted];~~
- (b) notify the Exchange immediately when it believes or becomes aware that a matter reported by it to the board of directors of its Sponsored Corporation has not been satisfactorily resolved resulting in a breach of these Requirements;
- (c) notify the Exchange if there is any change to its Qualified Senior Personnel;
- (d) notify the Exchange when it receives any written warning or disciplinary inquiry from any other regulatory authority; and
- (e) notify the Exchange of any material adverse change in its financial or operating position.

4.16 Proposal by a Sponsored Corporation

- (1) Subject to sub-Rule (3) below, where a Sponsored Corporation undertakes a corporate proposal prescribed by the Exchange to require the services of an Adviser and the Sponsored Corporation appoints the Sponsor to act on its behalf, the Sponsor, having made reasonable due diligence enquiries (including complying with the SC's Guidelines on Due Diligence Conduct for Corporate Proposals, where applicable) and having considered all relevant matters, must do the following:
- (a) assess and be satisfied with the suitability and competency of other professionals and consultants involved in the corporate proposal;

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- (b) review ~~and approve~~ the Public Documents relating to the corporate proposal to ensure compliance with these Requirements;
 - (c) ensure that the execution of the corporate proposal is in compliance with these Requirements, guidelines issued by the relevant regulatory authorities and other applicable laws; and
 - (d) ensure that any difference in the effect of the corporate proposal on minority shareholders compared to other shareholders, is clearly disclosed in the Public Documents.
- (2) Where an Adviser is appointed to act on the corporate proposal prescribed by the Exchange to require the services of an Adviser by a listed corporation during or after the Sponsorship Period, the Adviser must review and be satisfied with the adequacy of disclosure set out in any Public Document to be submitted or disclosed by the listed corporation to the Exchange in relation to such corporate proposal. The Adviser must also comply with the following provisions, where applicable and with the necessary modifications:
- (a) sub-Rule (1) above;
 - (b) Rule 4.08;
 - (c) Rule 4.09(b);
 - (d) Rule 4.10;
 - (e) Rule 4.11;
 - (f) Rule 4.12(b);
 - (g) Rule 4.13;
 - (h) Rule 4.14; and
 - (i) Rule 4.15.
- (3) Where a Sponsored Corporation appoints another Adviser to undertake a corporate proposal during the Sponsorship Period, the Sponsor is not required to comply with sub-Rule (1) above.

[Cross reference: Guidance Note 19]

PART E – ENDING A SPONSORSHIP OR REMOVAL FROM THE REGISTER OF SPONSORS

4.19 Resignation and termination

~~Subject to Rule 4.18 above, the following provisions shall apply with respect to the resignation and termination of Sponsors:~~

- ~~(a) A Sponsor must seek the Exchange's approval if it intends to resign as a Sponsor. Similarly, a Sponsored Corporation must seek the Exchange's prior approval if it intends to terminate the appointment of its Sponsor. The Sponsor or Sponsored Corporation must provide detailed reasons for its application.~~

- ~~(1) After 1 full financial year following the listed corporation's admission to the Official List, a Sponsor which intends to resign as a Sponsor must –~~

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- (a) if a replacement Sponsor has been found, notify the Exchange of the proposed resignation, together with the detailed reasons for the resignation; or
- (b) if no replacement Sponsor has been found, seek the Exchange's prior approval for the proposed resignation, together with the detailed reasons for the resignation.
- (2) A Sponsored Corporation which intends to terminate the appointment of its Sponsor must comply with sub-Rule (1) above, as though it is the Sponsor mentioned in the sub-Rule.
- (b3) Generally, the Exchange will not grant its approval in an application made under sub-Rule (1)(b) above unless
- (i) ~~the Sponsored Corporation has found a replacement Sponsor; or~~
- (ii) ~~there are exceptional circumstances which warrant the consideration of the Exchange.~~
- (e4) A Sponsored Corporation must immediately announce the decision of the Exchange on its application made under sub-Rule 1(ba) above.
- (d) ~~Where the Exchange grants its approval under sub-Rule (b) above, the following applies:~~
- (i) ~~in the event of resignation of Sponsor, the Sponsor must give 3 months' notice in writing to the Sponsored Corporation and state its reasons for resignation in the notice; or~~
- (ii) ~~in the event of the termination of Sponsor's appointment by the Sponsored Corporation, the Sponsored Corporation must give 3 months' notice in writing to its Sponsor and state its reasons for terminating the Sponsor's appointment in the notice.~~
- (e5) In the event the Exchange grants its approval pursuant to sub-Rule (3) above but if the Sponsored Corporation fails to find a replacement Sponsor within ~~the~~ 3 months from the date of the Exchange's approval notice period and it ceases to have a Sponsor upon the expiry of the said period, the Exchange shall suspend trading in its securities. The Exchange shall automatically de-list the Sponsored Corporation from the Official List if it#the Sponsored Corporation still has not found a replacement Sponsor at the end of 2 months after the expiry of the said 3 months notice period, the Exchange shall automatically de-list such corporation from the Official List.

4.27 Review ~~and approval~~ of Public Document

- (1) A Sponsored Corporation must ensure that its Sponsor reviews ~~and approves~~ any Public Document to be submitted or disclosed by the Sponsored Corporation to the Exchange, to ensure compliance with these Requirements, except in relation to such matters or circumstances set out in Rule 4.10(1) above.
- (2) During the Sponsorship Period, a Sponsored Corporation must include a statement that its admission to the Official List was sponsored by the Sponsor in all its Public Documents. The statement must be in print no smaller than the main text and positioned on the front page of the Public Document.

[End of amendments to Chapter 4]

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CHAPTER 6 NEW ISSUES OF SECURITIES

PART C – GENERAL REQUIREMENTS FOR NEW ISSUE OF SECURITIES

6.09 Circular

- (1) A listed corporation must include the information set out in Part A of Appendix 6B in the circular to obtain the securities holder approval in respect of a new issue of securities.
- (2) The draft circular must be submitted to the Exchange for perusal together with a checklist showing compliance with Part A of Appendix 6B.

PART I – REQUIREMENTS RELATING TO AN ISSUE OF CONVERTIBLE SECURITIES

6.54 Circular relating to an issue of convertible securities

- (1) In addition to the information set out in Part A of Appendix 6B, a listed corporation must ensure that the circular to the securities holders of the listed corporation to obtain the securities holders approval in respect of an issue of convertible securities, includes the information set out in Part B of Appendix 6B.
- (2) The draft circular must be submitted to the Exchange for perusal together with a checklist showing compliance with Parts A and B of Appendix 6B.

APPENDIX 6B

Part A

Contents of circular in relation to a new issue of securities

(Rules 6.09(1) and 6.54(1))

- (1) [No change].
- (2) A statement that the circular has been reviewed ~~and approved~~ by the listed corporation's Sponsor or Adviser, as the case may be.
- (3)-(36) [No change].

[End of amendments to Chapter 6]

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CHAPTER 8 CONTINUING LISTING OBLIGATIONS

PART B – CONTINUING LISTING CRITERIA

8.06 Appointment of Adviser for proposals

- (1) A listed corporation must engage the services of an Adviser where it undertakes such corporate proposal or activity prescribed by the Exchange to require the services of an Adviser.

[Cross reference: Guidance Note 19]

- (2) A listed corporation must ensure that the circular or document in respect of such corporate proposal is prepared and reviewed ~~and approved~~ by its Adviser before it is submitted to the Exchange for perusal ~~issued to its securities holders~~.

PART E – OFFER FOR SALE

8.17 Allotment of securities and despatch of notices of allotment in respect of an offer for sale

In respect of an offer for sale to the existing ~~securities holders~~ holders of listed securities or the public, of securities listed or proposed to be listed on the Official List as the case may be, within 15 market days of the final applications date or such other period as may be prescribed by the Exchange, a listed corporation or offeror, or both must -

- (a) cause the securities to be credited into the securities accounts of the successful applicants or issue and/or allot securities, as the case may be;
- (b) despatch notices of allotment to the successful applicants; and
- (c) apply for the quotation of such securities (where applicable).

[End of amendments to Chapter 8]

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CHAPTER 9 CONTINUING DISCLOSURE

PART L – CIRCULARS AND OTHER REQUIREMENTS

9.30 ~~Prior perusal of circulars by the Exchange not required~~

- ~~(1) The Exchange will not be perusing the circulars and documents issued to the holder of listed securities before their issuance.~~
- ~~(2) A listed corporation must include a statement in a circular and other documents issued by the listed corporation to the holders of listed securities that the Exchange has not perused the circular or documents before its issuance.~~
- ~~(3) Where a circular or document is required to be reviewed and approved by an Adviser or Sponsor, as the case may be, the listed corporation must include a statement in the circular or document that the circular or document has been reviewed and approved by the listed corporation's Adviser or Sponsor, as the case may be.~~
- ~~(4) Upon issuance of the circulars or documents to the listed securities holders, a listed corporation must submit the requisite number of copies of the circular or document to the Exchange together with a checklist showing compliance with the relevant parts of these Requirements, where applicable.~~
- ~~(5) Sub-Rule (1) above does not apply-~~
- ~~(a) where circulars and documents are issued pursuant to Rule 10.11, Rule 8.03 and Rule 8.04; or~~
- ~~(b) under exceptional circumstances where the Exchange deems fit. [Deleted]~~

9.30A Draft circulars and other documents

- ~~(1) A listed corporation or offeror in an offer for sale of listed securities must submit to the Exchange for perusal, 1 draft copy of all circulars and other documents proposed to be sent to the securities holders, within a reasonable time before printing together with a checklist showing compliance with the relevant parts of these Requirements.~~
- ~~(2) Sub-Rule (1) above does not apply to the following documents:~~
- ~~(a) an annual report;~~
- ~~(b) any document to be sent to securities holders in relation to a take-over by or in respect of a listed corporation excluding circulars to be issued by a listed corporation, proposing to undertake or undertaking a take-over, to its securities holders pursuant to Chapter 10 of these Requirements;~~
- ~~(c) any document that is not prepared by the listed corporation or its advisers on its behalf; and~~
- ~~(d) such other document as prescribed by the Exchange subject to such requirements as may be imposed by the Exchange.~~
- ~~(3) A listed corporation or offeror must not issue any of the documents referred to in sub-Rule (1) above until the Exchange has confirmed in writing that it has no further comments on the documents.~~

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- (4) Where an adviser is appointed by the listed corporation or offeror for the preparation and/or submission of the documents referred to in sub-Rule (1) above to the Exchange, such adviser must also comply with sub-Rules (1) and (3) above.
- (5) Where a circular or document is required to be reviewed by an Adviser or Sponsor, the listed corporation must include a statement in the circular or document that the circular or document has been reviewed by the listed corporation's Adviser or Sponsor, as the case may be.

[Cross reference: Guidance Note 22]

9.30B Quality of draft documents

A person submitting to the Exchange a draft circular or other draft documents pursuant to Rule 9.30A above must ensure that such documents 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.

9.31 [No change].

9.32 Issuance of circular or document

- (1) 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 -
- (a) the said listed corporation 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 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) the said listed corporation must issue the circular or document within 14 market days after receipt of –
 - (i) the Exchange's confirmation that it has no further comments; or
 - (ii) the approval from other relevant authorities in respect of the corporate proposal, where such approval is required,whichever is the later.
- (2) The timeframe prescribed under sub-Rule (1)(b) above does not apply to circulars or documents for any of the following purposes:
- (a) procurement of shareholder mandate in respect of Recurrent Related Party Transactions as defined in Rule 10.02 and share buy-backs which are to coincide with the annual general meeting;
 - (b) notification of maturity of securities;
 - (c) notification of share exchange, recall or reduction;
 - (d) notification of subdivision of shares; or
 - (e) such other corporate proposal or action as may be prescribed by the Exchange from time to time.

[End of amendments to Chapter 9]

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CHAPTER 10 TRANSACTIONS**PART C – VALUATION AND INFORMATION****10.04 Valuation**

(1)-(2) [No change].

- (3) Where a valuation is required under sub-Rules (1) and (2) above, the listed corporation must -
- (a) submit to the Exchange 2 copies of the valuation report on the real estate concerned and a copy of the valuer's undertaking letter in the form of Appendix 6D immediately after the listed corporation announces the transaction (if available) or as soon as the valuation report is ready. In any event, the listed corporation must submit the valuation report together with the valuer's undertaking letter to the Exchange at least 1 month before it submits its draft circular in relation to the transaction to the Exchange for perusal; and
 - (b) ensure that the date of valuation which forms the basis of the valuation certificate included in the circular is not more than 6 months before the date of the circular issued to shareholders.

(4)-(9) [No change].

PART D – ACQUISITIONS AND DISPOSALS**10.07 Requirements for transactions with percentage ratio of 25% or more**

- (1) Where any one of the percentage ratios of a transaction is 25% or more, in addition to the requirements of Rule 10.06, the listed corporation must -
- (a) appoint a Sponsor or Adviser, as the case may be, before the terms of the transaction are agreed upon;
 - (b) issue a circular which includes the information set out in Appendix 10B to its shareholders; and
 - (c) seek shareholder approval of the transaction in a general meeting.
- (2) The listed corporation's Sponsor or Adviser, as the case may be, must submit a copy of the draft circular to the Exchange for perusal together with a checklist showing compliance with Appendix 10B.
- (3) Sub-Rules (1) and (2) do not apply to a transaction where the value of the consideration of the transaction is less than RM200,000.

PART E – RELATED PARTY TRANSACTIONS**10.08 Related party transactions**

(1) [No change]

- (2) Subject to the provisions of sub-Rules (9) and (10) below, where any one of the percentage ratios of a related party transaction is 5% or more, in addition to sub-Rule (1), a listed corporation must -

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-
- (a) (i) ~~engage the services of a Sponsor or Adviser, as the case may be; and~~
- (ii) ~~appoint an independent adviser~~
- ~~before the terms of the transaction are agreed upon;~~
- (b) ~~send a circular which includes the information set out in Appendix 10B and Appendix 10D to the shareholders. The circular must be submitted to the Exchange together with a checklist showing compliance with Appendix 10B and Appendix 10D; and~~
- (c) ~~obtain its shareholder approval of the transaction in a general meeting; and~~
- (c) ~~(i) appoint an independent adviser; and~~
- ~~(ii) engage the services of a Sponsor or Adviser, as the case may be,~~
- ~~before the terms of the transaction are agreed upon.~~
- (3) (a) The independent adviser referred to in sub-Rule 2(a)(ii)(c) above must –
- (i) ~~fall within the definition of be a person from the Register of Sponsors corporate finance adviser under the SC's Principal Adviser Guidelines; and~~
- (ii) if appointed during the Sponsorship Period, be a person other than the listed corporation's Sponsor.
- (b) The independent adviser must, in relation to the transaction -
- (i) comment as to -
- (aa) whether the transaction is fair and reasonable so far as the shareholders are concerned; and
- (bb) whether the transaction is to the detriment of minority shareholders; and
- such opinion must set out the reasons for, the key assumptions made and the factors taken into consideration in forming that opinion;
- (ii) advise minority shareholders on whether they should vote in favour of the transaction; and
- (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.
- (4) It is the duty and responsibility of the Sponsor or Adviser referred to in sub-Rule 2(a)(i)(ii) above to -
- (a) advise the listed corporation whether such transaction is carried out on fair and reasonable terms and conditions, and not to the detriment of minority shareholders of the listed corporation;
- (aA) ensure that such transaction complies with the relevant laws, regulations or guidelines, where applicable; and
- (b) ensure full disclosure of all information required to be disclosed in the announcement and circular;

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(c) submit a copy of the draft circular to the Exchange for perusal together with a checklist showing compliance with Appendix 10B and Appendix 10D; and

(d) confirm to the Exchange after the transaction has been completed and all the necessary approvals have been obtained, that it has discharged its responsibility with due care in regard to the transaction.

(5) – (8) [No change]

(9) Where any one of the percentage ratios of a related party transaction entered into between a subsidiary of a listed corporation and another person, is 5% or more and there are no other interested relationships except for a related party having an interest in the transaction who is -

(a) a director or major shareholder of such subsidiary or the holding company of such subsidiary (other than the listed corporation or the holding company of the listed corporation) (“**said director**” or “**said major shareholder**”); or

(b) a person connected with the said director or said major shareholder;

the listed corporation is exempted from -

(i) appointing an independent adviser or engaging the services of a Sponsor or Adviser;

(ii) issuing a circular to shareholders; and

(iii) obtaining shareholder approval of the transaction in general meeting; and

~~(iii) appointing an independent adviser or engaging the service of a Sponsor or Adviser;~~

provided that the board of directors of the listed corporation -

(aa) approves the transaction before the terms of transaction are agreed upon; and

(bb) ensures that the transaction is fair and reasonable to the listed corporation, and is in the best interests of the listed corporation.

(10)-(11) [No change].

10.09 Recurrent Related Party Transactions

(1) [No change]

(2) A listed corporation may seek a mandate from its shareholders for Recurrent Related Party Transactions subject to the following:

(a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;

(b) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under sub-Rule (1) above;

(c) the listed corporation's circular to shareholders for the shareholder mandate includes the information as may be prescribed by the Exchange. The draft circular must be submitted to the Exchange for perusal together with a checklist showing compliance with such information;

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- (d) in a meeting to obtain a shareholder mandate, the relevant related party must comply with the requirements set out in Rule 10.08(7) above; and
- (e) the listed corporation immediately announces to the Exchange when the actual value of a Recurrent Related Party Transaction entered into by the listed corporation, exceeds the estimated value of the Recurrent Related Party Transaction disclosed in the circular by 10% or more and must include the information as may be prescribed by the Exchange in its announcement.

[Cross reference: Guidance Note 8]

- (3) Where a listed corporation has procured a shareholder mandate pursuant to sub-Rule (2) above, the provisions of Rule 10.08 will not apply.

PART F- VERY SUBSTANTIAL TRANSACTION AND SIGNIFICANT CHANGE IN THE BUSINESS DIRECTION OR POLICY

10.11 Significant change in the business direction or policy of a listed corporation

- (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.
- (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. [Deleted]~~
- (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. [Deleted]~~
- (4) ~~[Deleted]~~

PART F(A) - MAJOR DISPOSAL OF ASSETS RESULTING IN LISTED CORPORATIONS NO LONGER SUITABLE FOR LISTING

10.11A Major Disposal

- (1) A listed corporation which intends to undertake a Major Disposal must:
 - (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;
 - (b) appoint an independent adviser;
 - (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;

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- (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
 - (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.
- (2) The main adviser must, in relation to the Major Disposal -
- (a) ensure that the Major Disposal complies with the relevant laws, regulations or guidelines, where applicable; and
 - (b) ensure full disclosure of all information required to be disclosed in the announcement and circular.
- (3) (a) The independent adviser referred to in sub-Rule 1(b) above must -
- (i) ~~fall within the definition of be a person from the Register of Sponsors~~ corporate finance adviser under the SC's Principal Adviser Guidelines; and
 - (ii) if appointed during the Sponsorship Period, be a person other than the listed corporation's Sponsor.
- (b) The independent adviser must, in relation to the Major Disposal –
- (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 relating to an independent adviser's recommendation in Practice Note 15 – Independent Advice Circular issued by the SC pursuant to the Take-Overs and Mergers Code;
 - (ii) advise the shareholders on whether they should vote in favour of the Major Disposal and its related proposals (if any); and
 - (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.
- (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.
- (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, as the case may be, must comply with Rules 10.04(3) to 10.04(8), where applicable.

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APPENDIX 10B

Contents of circular to shareholders in relation to transactions

(Rules 10.07(1), 10.08(2)(~~ba~~) and 10.11A(1)(c))

Part A

General information to be included, where applicable, in the circular to shareholders in relation to transactions

- (1) [No change].
- (2) A statement that the circular has been reviewed ~~and approved~~ by the listed corporation's Sponsor or Adviser, as the case may be.
- (3)-(32) [No change]

APPENDIX 10D

Additional contents of circular to shareholders in relation to related party transactions

(Rule 10.08(2)(~~ba~~))

- (1)-(6) [No change]

[End of Appendix]

[End of amendments to Chapter 10]

REVIEW OF THE ACE MARKET LISTING REQUIREMENTS

CHAPTER 13 ARRANGEMENTS AND RECONSTRUCTIONS

PART B – SCHEMES OF COMPROMISE, ARRANGEMENT, AMALGAMATION AND RECONSTRUCTION

13.03 Contents of explanatory statement/circular

- (1) A listed corporation must ensure that any explanatory statement/circular required by Part VII of the Companies Act 1965 to be given to the holders of securities of the listed corporation includes the information set out in Appendix 13B.
- (2) The draft explanatory statement/circular must be submitted to the Exchange for perusal with a checklist showing compliance with Appendix 13B.

PART C - SUBDIVISION OF SHARES

13.11 Circular and notices of subdivision of shares

- (1) The listed corporation must ensure that the circular to be sent to its shareholders to obtain shareholder approval for the proposed subdivision includes the information set out in Appendix 13E.
- (2) The listed corporation must ensure that the notices of subdivision of shares to be issued to its security holders include the information set out in Appendix 13F.
- (3) The listed corporation must submit the draft circular and notice of subdivision of shares to the Exchange for perusal together with a checklist showing compliance with Appendices 13E and 13F respectively.
- (4) Sub-Rule (2) above does not apply to a Specified Subdivision.

APPENDIX 13B

Contents of explanatory statement/circular in relation to the proposed Scheme

(Rule 13.03(1))

- (1) [No change].
- (2) A statement that the explanatory statement/circular has been reviewed ~~and approved~~ by the listed corporation's Sponsor or Adviser, as the case may be.
- (3)-(17) [No change].

APPENDIX 13E

Contents of circular in relation to a proposed subdivision of shares

(Rule 13.11(1))

- (1) [No change].
- (2) A statement that the circular has been reviewed ~~and approved~~ by the listed corporation's Sponsor or Adviser, as the case may be.
- (3)-(18) [No change].

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APPENDIX 13F

Notice of subdivision of shares

(Rule 13.11(2))

- (1) [No change].
- (2) A statement that the notice has been reviewed ~~and approved~~ by the listed corporation's Sponsor or Adviser, as the case may be.
- (3)-(12) [No change].

[End of proposed amendments to Chapter 13]

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CHAPTER 16 SUSPENSION, DE-LISTING AND ENFORCEMENT

PART C - WITHDRAWAL OF LISTING AND DE-LISTING BY THE EXCHANGE

16.06 Request for withdrawal

- (1) Subject to Rule 16.07, a listed corporation may not request to withdraw its listing from the Official List, unless -
 - (a) the listed corporation convenes a general meeting to obtain its shareholder approval and a separate meeting for the approval of the holders of any other class of listed securities, if applicable, and the circular sent to the shareholders and the holders of any other class of listed securities includes the information set out in Part A of Appendix 16A. The draft circular must be submitted to the Exchange for perusal together with a checklist showing compliance with Part A of Appendix 16A;
 - (b) the resolution for the withdrawal of its listing is approved by a majority in number representing three fourths in value of the shareholders and holders of any other class of listed securities, if applicable, present and voting either in person or by proxy at the meetings and provided that such shareholders and holders of any other class of listed securities who object to the withdrawal is not more than 10% of the value of the shareholders and holders of any other class of listed securities present and voting either in person or by proxy. Where the constituent document of the listed corporation imposes a stricter condition in respect of the votes required to approve the withdrawal of listing, such stricter condition will apply in substitution of the foregoing provision;
 - (c) the shareholders and holders of any other class of listed securities, if applicable, are offered a reasonable cash alternative or other reasonable alternative ("**exit offer**"); and
 - (d) the listed corporation appoints an independent adviser who falls within the definition of a corporate finance adviser under the SC's Principal Adviser Guidelines from the Register of Sponsors, and which who is approved by meets the approval of the independent directors, to advise and make recommendations for the consideration of the shareholders and holders of any other class of listed securities, if applicable, in connection with the withdrawal of its listing as well as the fairness and reasonableness of the exit offer.
- (2) The independent adviser appointed pursuant to sub-Rule (1)(d) above must -
 - (a) comment as to whether the withdrawal of listing, as well as the exit offer are fair and reasonable in so far as the shareholders and holders of any other class of listed securities 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 relating to an independent adviser's recommendation in Practice Note 15 – Independent Advice Circular issued by the SC pursuant to the Take-Overs and Mergers Code;
 - (b) advise the shareholders and holders of any other class of listed securities on whether they should vote in favour of the withdrawal of listing and exit offer; and
 - (c) take all reasonable steps to satisfy itself that it has a reasonable basis to make the comments and advice in sub-Rules (a) and (b) above.

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- (3) 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.

16.11 De-listing by the Exchange

- (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:
- (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;
[Cross reference: Guidance Note 20]
 - (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(5e), 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 a listed corporation or any class of its listed securities, subject to consultation with the SC where applicable.

(2)-(3) [No change].

[Cross reference: Guidance Notes 2 and 3]

APPENDIX 16A**Part A****Contents of circular in relation to withdrawal of listing**

(Rule 16.06(1)(a))

- (1) [No change].
- (2) A statement that the circular has been reviewed ~~and approved~~ by the listed corporation's Sponsor or Adviser, as the case may be.
- (3)-(8) [No change].

[End of amendments to Chapter 16]

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GUIDANCE NOTE 8

RECURRENT RELATED PARTY TRANSACTIONS

Details		Cross References
Effective date:	3 July 2006	Rules 10.08 and 10.09
Revision date:	3 August 2009, 22 September 2011, 3 January 2012, 27 January 2015, <u>13 July</u> <u>2015</u>	

1.0 [No change].

2.0 Application of Rules 10.08 and 10.09 of the Listing Requirements to Recurrent Related Party Transactions

2.1 In addition to the obligation to immediately announce ~~of~~ a related party transaction, Rule 10.08(2) of the Listing Requirements states that where any one of the percentage ratios of a related party transaction is 5% or more, a listed corporation must engage the services of a Sponsor or Adviser, as the case may be, appoint an independent adviser, issue a circular to its shareholders, and obtain specific shareholder approval of the transaction, ~~appoint an independent adviser and a Sponsor or Adviser.~~

2.2-2.4 [No change].

3.0-4.0 [No change].

Annexure GN8-A [No change].

[End of amendments to Guidance Note 8]

REVIEW OF THE ACE MARKET LISTING REQUIREMENTS

GUIDANCE NOTE 15

LISTING PROCEDURES FOR INITIAL ADMISSION

Details		Cross References
Effective date:	3 August 2009	Rules 3.02, 5.02, 8.18 and 15.03
Revision date:	22 September 2011, 3 January 2012, 1 April 2015, <u>13 July 2015</u>	

ANNEXURE GN15-A

PART A

Listing application for admission of securities

(paragraph 3.1(a); paragraph 3.1(a) of Guidance Note 16; Rule 5.02(5) of the Listing Requirements)

Please tick wherever applicable. If not applicable, please indicate "N/A"
[You may tick more than one box, where applicable]

Delete as appropriate

5.	PROPOSALS RESULTING IN SIGNIFICANT CHANGE IN BUSINESS DIRECTION OR POLICY OF THE LISTED CORPORATION ("RTO")	
5G	Other confirmations	<p>We confirm that:</p> <p>(a) The core business of the applicant is not the holding of investments in other listed corporations (Rule 3.04 of the LR).</p> <p>(b) The applicant has sufficient working capital available for its present requirements and for</p> <p><u>(i) in the case of an IPO, for</u> at least 12 months from the date of its prospectus for an IPO; <u>or</u></p> <p><u>(ii) in the case of an RTO, for at least 12 months from the date of its circular to shareholders seeking their approval to undertake the RTO.</u></p> <p>(c) The applicant complies with the requirement on management continuity pursuant to Rule 3.06 of the LR.</p> <p>(d) The public shareholding spread based on the enlarged issued and paidup capital of the applicant will be in compliance with Rule 3.10 of the LR.</p>

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PART B

Documents to be filed with a listing application

(paragraph 3.1(b); paragraph 3.1(b) of Guidance Note 16; Rule 5.02(5) of the Listing Requirements)

- (1) An applicant must file the following documents in support of a listing application:
- (a)-(f) [no change];
 - (fA) a letter of undertaking duly executed by the following persons that they will comply with the moratorium requirements for the periods set out in Rule 3.19 of the Listing Requirements:
 - (i) in the case of an IPO, each promoter of the applicant, or where the promoter is an unlisted corporation, all the direct and indirect shareholders of the promoter (whether individuals or other unlisted corporations) up to the ultimate individual shareholders; or
 - (ii) in the case of an RTO, the vendor of the assets, or where the vendor is an unlisted corporation, all the direct and indirect shareholders of the vendor (whether individuals or other unlisted corporations) up to the ultimate individual shareholders;
 - (g)-(k) [no change];
 - (kA) a copy of the independent market research report prepared by an independent expert containing information about the industry and market in which the applicant operates that will aid investors' understanding about the applicant's business. The report must cover, amongst others, the background of the independent expert, an overview of the industry, commentary on the industry's size, outlook, prospects and competitive landscape, as well as an overview and appraisal of the applicant's business vis-à-vis the industry;
 - (l) [no change];
 - (m) ~~details of a declaration by the applicant or where it is an RTO, a declaration by the vendor of the assets (if it is a corporation) that it-~~
 - (i) has never been charged with, convicted or compounded for any conviction or charge with any offence under the securities laws, corporations laws or any other laws involving fraud or dishonesty in a court of law, on the applicant, for the last 10 years before the submission prior to the submission of the application; and
 - (ii) has never had any action by the Exchange on the applicant taken against it for any breach of the Listing Requirements or rules issued by the Exchange, the Rules of Bursa Malaysia Securities Berhad ("Rules of the Exchange"), for the past 5 years prior to the submission of the application; before the submission.
 - (n) confirmation by directors of the applicant, or where it is an RTO, confirmation by directors of the listed corporation, directors of the acquiree corporation and vendor of the assets (if it is an individual) that they –
 - (i) are not undischarged bankrupts nor are they presently subjected to any proceedings under bankruptcy laws;

REVIEW OF THE ACE MARKET LISTING REQUIREMENTS

- (ii) have never been charged with, convicted for or compounded for any offence under securities laws, corporations laws or any other laws involving fraud or dishonesty in a court of law;
 - (iii) have ~~had~~ never had any action taken against them for any breach of the Listing Rrequirements or rules issued by the Exchange, for the past ~~five~~ 5 years prior to the submission of the application; and
 - (iv) have not been subjected to any inquiry or investigation by any government or regulatory authority or body for the past ~~5~~ five years prior to the submission of the application;
- (nA) the following details of all existing and proposed substantial shareholders of the applicant:
- (i) for individuals, their NRIC/passport number, age and current address; and
 - (ii) for corporations, their registration number and current address;
- (nB) the NRIC/passport number, current address and nationality of the directors, chief executive and key management of the applicant and its subsidiaries;
- (o)-(q) [no change].
- (2) [No change].

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ANNEXURE GN15-B

Undertaking by an applicant

(paragraph 4.1; paragraph 4.1 of Guidance Note 16)

To
Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Dear Sirs,

Compliance with ACE Market Listing Requirements and Rules of Bursa Malaysia Securities Berhad (“**Bursa Securities**”)

In consideration of Bursa Securities approving the #application for admission of (“**Corporation**”) to the Official List of Bursa Securities (“**Official List**”) and for official quotation of the securities described in the Corporation’s listing application, ~~/corporate proposal which will result in a significant change in the business direction or policy of~~ (“**Corporation**”), WE ACKNOWLEDGE that the Corporation shall remain on the Official List, and official quotation of any of the Corporation’s securities shall continue only during the pleasure of Bursa Securities.

WE FURTHER UNDERTAKE AND AGREE to comply with Bursa Securities ACE Market Listing Requirements and the Rules of Bursa Securities, including any amendment as may be made from time to time, insofar as the same apply to the Corporation.

**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 WE irrevocably submit to the jurisdiction of the Malaysian Courts.

The above Undertaking has been signed by me as[title] of ...[name of Corporation] pursuant to the authority granted to me by the resolution of the Board of Directors of the Corporation on....

Date:

Signature:

Name:

Delete as appropriate

** Applicable to a foreign applicant only.

[End of amendments to Guidance Note 15]

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GUIDANCE NOTE 17

LISTING PROCEDURES FOR NEW ISSUES OF SECURITIES

Details		Cross References
Effective date:	3 August 2009	Rules 6.02, 6.12, 6.18, 6.30, 6.37, 6.47 and 6.50
Revision date:	3 January 2012, 26 September 2012, 27 January 2015, 1 April 2015, <u>13 July</u> <u>2015</u>	

1.0 [No change].

PART I – APPLICATION PROCEDURES AND ADMISSION PROCESS

2.0 Procedures relating to listing of a new issue of securities

2.1 The following procedures apply to the listing of a new issue of securities by a listed corporation, which do not fall within paragraphs 3.0 or 4.0 below, with the necessary modifications, as may be applicable -

- (a) listed corporation immediately announces the new issue of securities to the Exchange upon the approval of the board of directors of the listed corporation;
- (b) listed corporation files with the Exchange a listing application for the new issue of securities together with supporting documents and draft circular for the Exchange's review, where applicable;
- (c) Exchange grants approval-in-principle for the listing of the new issue of securities and confirms that it has no further comments on the draft circular;

(d)-(h) [No change].

3.0 [No change].

4.0 Procedures relating to the listing of additional securities of the same type and class

4.1 The procedures in paragraph 4.2 below apply to the listing of additional securities, with the necessary modifications, as may be applicable, where the additional securities will be listed and quoted as the existing listed securities of the same type and class.

4.2 The procedures referred to in paragraph 4.1 above are as follows:

- (a) listed corporation immediately announces the new issue of securities to the Exchange upon the approval of the board of directors of the listed corporation being given;

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- (b) listed corporation files with the Exchange a listing application for the additional securities together with supporting documents and draft circular for the Exchange's review, where applicable;
- (c) Exchange grants approval for the listing of the additional securities and confirms that it has no further comments on the draft circular;
- (d)-(h) [No change].

[End of amendments to Guidance Note 17]

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GUIDANCE NOTE 18

ROLES AND RESPONSIBILITIES OF SPONSORS

Details		Cross References
Effective date:	3 August 2009	Rules 3.02(4), 4.06, 4.07 and 6.02(4)
Revision date:	3 August 2009, <u>13 July 2015</u>	

1.0-2.0 [No change].

3.0 Prospects of an Applicant

3.1 Generally, a Sponsor must consider, amongst others, whether -

- (a) the business is likely to succeed;
- (b) the business has potential for profitable operations and wealth creation;
- (c) the Applicant has adequate resources to realise its potential; and
- (d) the Applicant has a sustainable position in the industry having regard to its competitiveness, availability of alternative products or services, government policies and incentives, and the economy.

3.2 Generally, a Sponsor should not regard an Applicant as being suitable for listing if -

- (a) the Applicant's business is loss making;
- (b) the Applicant's business shows declining profits which may raise doubt on its potential; or
- (c) the Applicant suffers from low profitability and without any growth in financial results,
unless the Sponsor is able to demonstrate to the Exchange that -
 - (i) the Applicant is an innovative company involved either in technology-based business activities or research and development;
 - (ii) the Applicant has taken steps to improve its financial performance; or
 - (iii) the Applicant has a strategy to revive its business in the future,and there are acceptable justifications on the prospects of the Applicant's business.

4.0-11.0 [No change].

[End of amendments to Guidance Note 18]

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GUIDANCE NOTE 19

APPOINTMENT OF ADVISER FOR CORPORATE PROPOSALS

Details		Cross References
Effective date:	3 August 2009	Rules 4.16, 4.25 and 8.06
Revision date:	3 January 2012, 13 July 2015	

1.0 Introduction

1.1 Rule 8.06 of the Listing Requirements provides as follows:

- (a) a listed corporation must engage the services of an Adviser where it undertakes such corporate proposal or activity prescribed by the Exchange to require the services of an Adviser; and
- (b) a listed corporation must ensure that the circular or document in respect of such corporate proposal is prepared and reviewed ~~and approved~~ by its Adviser before it is submitted to the Exchange for perusal~~issued to its securities holders~~.

1.2 This Guidance Note sets out the corporate proposals where a listed corporation –

- (a) must appoint and engage the services of an Adviser; and
- (b) need not appoint an Adviser.

1.3 A listed corporation must consult the Exchange if the corporate proposal undertaken by it does not fall under paragraphs 2.0 or 3.0 below, and appoint an Adviser for the corporate proposal if so required by the Exchange.

2.0 - 2.1 [No change].

3.0 - 3.1 [No change].

[End of amendments to Guidance Note 19]

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GUIDANCE NOTE 22**PERUSAL OF DRAFT CIRCULARS AND OTHER DOCUMENTS**

<u>Details</u>	<u>Cross References</u>
Effective date: <u>13 July 2015</u>	<u>Rule 9.30A</u>

1.0 Introduction

1.1 Rule 9.30A of the Listing Requirements provides as follows:

“(1) A listed corporation or offeror in an offer for sale of listed securities must submit to the Exchange for perusal, 1 draft copy of all circulars and other documents proposed to be sent to the securities holders within a reasonable time before printing together with a checklist showing compliance with the relevant parts of these Requirements.

(2) Sub-Rule (1) above does not apply to the following documents:

(a) an annual report;

(b) any document to be sent to securities holders in relation to a take-over by or in respect of a listed corporation excluding circulars to be issued by a listed corporation, proposing to undertake or undertaking a take-over, to its securities holders pursuant to Chapter 10 of these Requirements;

(c) any document that is not prepared by the listed corporation or its advisers on its behalf; and

(d) such other document as prescribed by the Exchange subject to such requirements as may be imposed by the Exchange.

(3) A listed corporation or offeror must not issue any of such documents referred to in sub-Rule (1) above until the Exchange has confirmed in writing that it has no further comments on the documents.

(4) Where an adviser is appointed by the listed corporation or offeror for the preparation and/or submission of the documents referred to in sub-Rule (1) above to the Exchange, such adviser must also comply with sub-Rules (1) and (3) above.

(5) Where a circular or document is required to be reviewed by an Adviser or Sponsor, the listed corporation must include a statement in the circular or document that the circular or document has been reviewed by the listed corporation’s Adviser or Sponsor, as the case may be.”

1.2 This Guidance Note sets out the relevant requirements on –

(a) documents which are not required to be submitted to the Exchange for perusal;

(b) documents which are subject to full review by the Exchange; and

(c) documents which are subject to limited review by the Exchange.

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1.3 For the avoidance of doubt, in perusing circulars and documents pursuant to Rule 9.30A of the Listing Requirements, the Exchange does not verify the information in the circular or document so perused. Listed corporations, their directors and advisers are responsible for the disclosure in these documents including ensuring the accuracy and completeness of the same pursuant to Rule 9.31 of the Listing Requirements.

2.0 Documents that are not required to be submitted to the Exchange

2.1 For the purposes of Rule 9.30A(2)(d) of the Listing Requirements, the circulars or documents on any one or more of the following are not subject to Rule 9.30A(1) of the Listing Requirements, namely the perusal of the Exchange is not required before issuance:

- (a) notices of adjustments to warrants and convertible securities;
- (b) notices of meetings;
- (c) bonus issues;
- (d) purchase of own shares (including the ordinary resolution);
- (e) amendments to or adoption of memorandum and articles of associations;
- (f) amendments to trust deeds or deed polls;
- (g) increase in authorised share capital; and
- (h) all other circulars to shareholders, which are not issued pursuant to a requirement to obtain shareholder approval, prescribed under the Listing Requirements,
(collectively referred to as “Exempt Circulars”).

3.0 Obligations in relation to Exempt Circulars

- 3.1 Accordingly, the Exchange will not comment on any of the Exempt Circulars before issuance.
- 3.2 In this respect, an Exempt Circular must include a statement that Bursa Malaysia Securities Berhad has not perused the circular before its issuance.
- 3.3 Immediately upon issuance of the Exempt Circular to securities holders, a listed corporation must submit to the Exchange, a checklist showing compliance with the relevant parts of the Listing Requirements.
- 3.4 If the Exchange detects any non-compliance with the Listing Requirements subsequent to the issue of the Exempt Circular, the listed corporation, Sponsor and/or the Adviser responsible for preparing the Exempt Circular may be subject to enforcement action by the Exchange.

4.0 Documents subject to a limited review

- 4.1 The circulars or documents on the following subject-matters will be subjected to a limited review by the Exchange:
 - (a) issuance of securities for cash including but not limited to rights issue, private placement, restricted issue, special issue, issue of securities on a "bought deal" basis, allotments to directors (including allotment of Share Issuance Scheme

REVIEW OF THE ACE MARKET LISTING REQUIREMENTS

options), major shareholders or persons connected with them which fall within Rule 6.07 of the Listing Requirements;

- (b) Share Issuance Scheme including establishment of or amendments to by-laws, extensions of the duration of the scheme or termination of the scheme;
 - (c) obtaining or renewing shareholder mandate for Recurrent Related Party Transactions;
 - (d) notice of maturity of securities;
 - (e) extensions of time for maturity/expiry of securities;
 - (f) subdivision or consolidation of shares;
 - (g) early redemption of securities, whether full or partial;
 - (h) notice of subdivision or consolidation of shares;
 - (i) notice of share exchange, recall or reduction; and
 - (j) Dividend Reinvestment Scheme,
- (collectively referred to as “Limited Review Circulars”).

5.0 Obligations in respect of a Limited Review Circular

- 5.1 Pursuant to Rule 9.30A of the Listing Requirements, a Limited Review Circular cannot be issued by a listed corporation until and unless the Exchange confirms in writing that it has no further comments on the document.
- 5.2 In this respect, a listed corporation must submit a draft of a Limited Review Circular pursuant to Rule 9.30A(1) of the Listing Requirements to the Exchange together with a checklist showing compliance with the relevant parts of the Listing Requirements.
- 5.3 In conducting a limited review, the Exchange will only focus on areas which in its opinion pose a high risk in terms of disclosure or compliance with the Listing Requirements.
- 5.4 Nothing in this Guidance Note or the Listing Requirements will preclude the Exchange from conducting a full review in circumstance where it deems fit.

6.0 Documents subject to full review

- 6.1 The Exchange will continue to conduct a review of all circulars or documents not falling within the exclusions set out in Rule 9.30A(2) of the Listing Requirements including those on the following subject matters:
 - (a) related party transactions (excluding circulars in relation to shareholder mandate for Recurrent Related Party Transactions);
 - (b) very substantial transactions;
 - (c) diversification of operations;
 - (d) provision of financial assistance to associated companies and joint arrangements;

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- (e) schemes of compromise, arrangement, amalgamation or reconstruction or restructuring schemes in general;
 - (f) withdrawal of listing;
 - (g) non-related party transactions for which shareholder approval is required pursuant to Rule 10.07 of the Listing Requirements;
 - (h) listing of subsidiaries;
 - (i) capital distribution, repayment or reduction;
 - (j) material dilution of a subsidiary falling under Rule 8.23 of the Listing Requirements;
 - (k) transaction which will result in a significant change in the business direction or policy of a listed corporation;
 - (l) Major Disposal; and
 - (m) any other documents as prescribed by the Exchange.
- (collectively referred to as “Full Review Circulars”).

7.0 Obligations in respect of a Full Review Circular

- 7.1 In this respect, a listed corporation must submit a draft of a Full Review Circular pursuant to Rule 9.30A(1) of the Listing Requirements to the Exchange together with a checklist showing compliance with the relevant parts of the Listing Requirements.

[End of amendments to the ACE Market Listing Requirements]