

APPENDIX 3

REGULARISATION PLANS FOR FINANCIALLY DISTRESSED LISTED CORPORATIONS
AND FRAMEWORK FOR LISTED CORPORATIONS WITH INADEQUATE LEVEL OF
OPERATIONS

ACE MARKET LISTING REQUIREMENTS

CHAPTER 8 – CONTINUING LISTING OBLIGATIONS

Rule 8.03A

Level of operations

- (1) A listed corporation must maintain an adequate level of operations to warrant continued trading or listing on the Official List.
- (2) The following are circumstances which indicate that a listed corporation may not have a level of operations that is adequate to warrant continued trading or listing on the Official List:
- (a) the listed corporation has suspended or ceased –
- (i) all of its business or its major business; or
- (ii) its entire or major operations.
- for any reasons whatsoever including, amongst others, due to or as a result of -
- (aa) the cancellation, loss or non-renewal of a licence, concession or such other rights necessary to conduct its business activities;
- (bb) the disposal of the listed corporation's business or major business; or
- (cc) a court order or judgment obtained against the listed corporation prohibiting the listed corporation from conducting its major operations on grounds of infringement of copyright of products etc; or
- (b) the listed corporation has an insignificant business or operations. This is not applicable to a Sponsored Corporation during the Sponsorship Period.
- (3) Subject to sub-Rules (5) and (6) below, a listed corporation that triggers sub-Rules (2)(a) or (2)(b) above ("**affected listed corporation**") must comply with the following, failing which the Exchange may suspend the trading of listed securities of such listed corporation or de-list the listed corporation, or both:

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	<p><u>(a) immediately announce to the Exchange of its condition and provide such information from time to time for public release in accordance with the disclosure obligations set out in paragraph 4.0 of Guidance Note 3, with the necessary modifications;</u></p> <p><u>(b) regularise its condition by complying with the requirements set out in Rule 8.04(3) and paragraph 5.0 of Guidance Note 3, with the necessary modifications; and</u></p> <p><u>(c) comply with such other requirements or do such other acts or things as may be prescribed or required by the Exchange.</u></p> <p><u>(4) Where the Exchange approves the regularisation plan of an affected listed corporation pursuant to sub-Rule (3)(b) above, such approval may be unconditional or subject to such conditions, as it deems fit. If the regularisation plan is rejected by the Exchange, the affected listed corporation may appeal against the decision of the Exchange within 30 days from the date of its rejection.</u></p> <p><u>(5) An affected listed corporation need not comply with the requirements set out in sub-Rule (3) above provided that -</u></p> <p><u>(a) the affected listed corporation is able to demonstrate to the satisfaction of the Exchange that its remaining business is sustainable and has prospects, supported with appropriate justifications; and</u></p> <p><u>(b) in the view of the Exchange, its level of operations warrant continued trading or listing on the Official List.</u></p> <p><u>(6) An affected listed corporation intending to rely on sub-Rule (5) above must announce the following to the Exchange:</u></p> <p><u>(a) immediately upon the affected listed corporation triggering sub-Rules (2)(a) or (2)(b) above, a statement to that effect and that it has made an application to the Exchange pursuant to sub-Rule (5) above; and</u></p> <p><u>(b) immediately upon its receipt of the Exchange's decision on its application, the Exchange's decision and the conditions imposed (if any).</u></p> <p><u>(7) For the purposes of this Rule, unless the context otherwise requires –</u></p> <p><u>(a) in relation to sub-Rule (2)(a) above, "major" means such proportion that contributes or generates 70% or more of the listed corporation's revenue on a consolidated basis based on its latest annual audited or unaudited financial statements;</u></p>
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(b) "insignificant business or operations" means business or operations which generates revenue on a consolidated basis that represents 5% or less of the issued and paid-up capital (excluding any redeemable preference shares and treasury shares) of the listed corporation ("Capital") based on its latest annual audited or unaudited financial statements.

For the purpose of computation, the following applies:

(i) "revenue on a consolidated basis" comprises the revenue of the listed corporation, its subsidiaries, as well as revenue from the listed corporation's associated companies, calculated on a proportionate basis, based on the listed corporation's equity holding in the associated companies; and

(ii) where there is/are a change/changes to the Capital in that financial year, the weighted average Capital for that financial year must be used. The weighted average Capital means the total amount of the Capital at the beginning of the financial year, adjusted by the amount of increase or reduction in the Capital during that financial year multiplied by a time-weighting factor. The time-weighting factor is the number of days that the specific Capital is outstanding as a proportion of the total number of days in that financial year.

Example - Weighted Average of Capital for financial year ended 31 December 2xx1

		<u>Issued and Paid up Capital (RM)</u>
<u>1 January 2xx1</u>	<u>Balance</u>	<u>10,000,000</u>
<u>1 June 2xx1</u>	<u>Issue of 5,000,000 new shares for cash</u>	<u>15,000,000</u>
<u>1 Dec 2xx1</u>	<u>Issue of 3,000,000 new shares for cash</u>	<u>18,000,000</u>

Computation of weighted average:

$$\frac{(10,000,000 \times 151/365) + (15,000,000 \times 183/365) + (18,000,000 \times 31/365)}{365} = 13,186,301$$

[Cross reference: Guidance Notes 3 and 20]

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Rule 8.04	<p>Financial condition and level of operations</p> <p>(1) The financial condition and level of operations of a listed corporation on a consolidated basis must, in the opinion of the Exchange, warrant continued trading or listing on the Official List.</p> <p>(2) The Exchange may prescribe certain criteria in relation to the financial condition and level of operations of a listed corporation ("Prescribed Criteria"). When a listed corporation triggers any of the Prescribed Criteria ("GN3 Company") it 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 delist it or both.</p> <p>(3) A GN3 Company must comply with the following additional requirements:</p> <p style="margin-left: 20px;">(a) regularise its condition in the following manner:</p> <p style="margin-left: 40px;">(i) submit to the Exchange a regularisation plan and obtain the Exchange's approval to implement the plan within 12 months from the date the listed corporation announces that it is a GN3 Company;</p> <p style="margin-left: 40px;">(ii) appoint a Sponsor within 3 months from the date the listed corporation announces that it is a GN3 Company and retain the said Sponsor until it is no longer considered as a GN3 Company by the Exchange under sub-Rule (8) below; and</p> <p style="margin-left: 40px;">(iii) implement the regularisation plan within 6 months from the date the regularisation plan is approved by the Exchange. However, for cases which involve court proceedings, a GN3 Company has up to 12 months from the date the regularisation plan is approved by the Exchange, to complete the implementation of the regularisation plan;</p> <p style="margin-left: 20px;">(b) provide such information as may be prescribed by the Exchange from time to time for public release;</p> <p style="margin-left: 20px;">(c) retain the services of a Sponsor for at least 3 full financial years after it is no longer considered as a GN3 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 GN3 Company for at least the first full financial year; and</p> <p style="margin-left: 20px;">(d) do such other acts or things as may be required by the Exchange.</p>
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	<p>(4) Where the Exchange approves the regularisation plan of a GN3 Company, such approval may be unconditional or subject to such conditions, as it deems fit. If the regularisation plan is rejected by the Exchange, the GN3 Company may appeal against the decision of the Exchange within <u>30 days</u> 4 month from the date of its rejection.</p> <p>(5) If a GN3 Company fails to comply with any part of its obligations under sub-Rule (3)(a) above <u>within the timeframes permitted by the Exchange</u>, the Exchange shall –</p> <p style="padding-left: 20px;">(a) suspend the trading of the GN3 Company's listed securities on the next market day after 5 market days from 6th market day after the date of notification of suspension by the Exchange; and</p> <p style="padding-left: 20px;">(b) de-list such GN3 Company subject to the latter's right to appeal against the de-listing under sub-Rule (6) below.</p> <p>(6) <u>Unless otherwise specified, Aa</u> GN3 Company which intends to appeal against a de-listing under this Rule 8.04 must submit its appeal to the Exchange within 5 market days from the date of notification of de-listing by the Exchange.</p> <p>(7) Where there is an appeal <u>against de-listing has been</u> submitted to the Exchange, the Exchange shall stay the de-listing of the GN3 Company concerned pending consideration of the appeal. However, the Exchange shall suspend the trading of the GN3 Company's listed securities on the <u>6th next</u> next market day after 5 market days from the date of notification of suspension by the Exchange even though the decision of the appeal may still be pending</p> <p>(8) For a GN3 Company to be no longer considered a GN3 Company, the GN3 Company must –</p> <p style="padding-left: 20px;">(a) complete the implementation of its regularisation plan; and</p> <p style="padding-left: 20px;">(b) submit an application to the Exchange to demonstrate that it is no longer a GN3 Company, together with all the necessary documentary evidence.</p> <p>The fact that a GN3 Company has ceased to trigger the Prescribed Criteria before it completes the implementation of its regularisation plan, would not entitle it to be no longer considered as a GN3 Company for the purpose of this sub-Rule.</p> <p><i>[Cross reference: Guidance Notes 3 and 20]</i></p>
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GUIDANCE NOTE 3 – CRITERIA AND OBLIGATIONS OF GN3 COMPANIES

Guidance Note 3

CRITERIA AND OBLIGATIONS OF GN3 COMPANIES

1.0 Introduction

1.1 This Guidance Note sets out, amongst others, the following:

- (a) the criteria in relation to the financial condition ~~and level of operations~~ of a listed corporation, which if triggered, will give rise to an obligation for a listed corporation to comply with the provisions of this Guidance Note (~~“GN3 Company”~~); and
- (b) the requirements ~~of a regularisation plan that must be complied with by a GN3 Company~~; and
- ~~(c) the disclosure requirements that must be complied with by a GN3 Company.~~

2.0 Criteria

2.1 Pursuant to Rule 8.04(2) of the Listing Requirements, where a listed corporation triggers any one or more of the following Prescribed Criteria, it must comply with the provisions of Rule 8.04 and this Guidance Note:

- (a) the shareholders’ equity of the listed corporation is 25% or less of the issued and paid-up capital of the listed corporation;
- (b) where the listed corporation has incurred loss in any 1 full financial year commencing on or after its listing, which equal to or exceed the amount of its shareholders’ equity at the end of the said financial year and the shareholders’ equity is equal to or less than 50% of the issued and paid-up capital of the listed corporation at the end of the said financial year;
- (c) where the listed corporation has incurred aggregated losses in any 2 consecutive full financial years commencing on or after its listing (**“said financial period”**) –
 - (i) which exceed the amount of its shareholders’ equity at the end of the said financial period;
 - (ii) the loss incurred in the second full financial year of the said financial period is 50% or more of the loss incurred in the first full financial year of the said financial period; and
 - (iii) the shareholders’ equity is equal to or less than 50% of the issued and paid-up capital of the listed corporation at the end of the said financial period;

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	<p>(d) receivers or managers have been appointed over the asset of the listed corporation, its subsidiary or associated company which asset accounts for at least 50% of the total assets employed of the listed corporation;</p> <p>(e) a winding up of a listed corporation's subsidiary or associated company which accounts for at least 50% of the total assets employed of the listed corporation;</p> <p>(f) the auditors have expressed an adverse or disclaimer opinion in the listed corporation's latest audited financial statements;</p> <p>(g) the auditors have expressed an emphasis of matter on the listed corporation's ability to continue as a going concern in the listed corporation's latest audited financial statements and the shareholders' equity of the listed corporation is 50% or less of the issued and paid-up capital of the listed corporation; <u>or</u></p> <p>(h) a default in payment by a listed corporation, its major subsidiary or major associated company, as the case may be, as announced by a listed corporation pursuant to <u>Guidance Note 5 Rule 9.19A of the Listing Requirements</u> and the listed corporation is unable to provide a solvency declaration to the Exchange;</p> <p>(i) the listed corporation has suspended or ceased—</p> <p style="padding-left: 20px;">(i) — all of its business or its major business; or</p> <p style="padding-left: 20px;">(ii) — its entire or major operations,</p> <p style="padding-left: 20px;">for any reasons whatsoever including, amongst others, due to or as a result of—</p> <p style="padding-left: 20px;">(aa) — the cancellation, loss or non-renewal of a licence, concession or such other rights necessary to conduct its business activities;</p> <p style="padding-left: 20px;">(bb) — the disposal of the listed corporation's business or major business; or</p> <p style="padding-left: 20px;">(cc) — a court order or judgment obtained against the listed corporation prohibiting the listed corporation from conducting its major operations on grounds of infringement of copyright of products etc; or <u>[deleted]</u></p> <p>(j) the listed corporation has an insignificant business or operations. This is not applicable to a Sponsored Corporation during the Sponsorship Period. <u>[deleted]</u></p>
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	<p>2.2 For the purposes of this Guidance Note unless the context otherwise requires -</p> <p>(a) "shareholders' equity" refers to the equity attributable to the equity holders of the listed corporation;</p> <p>(b) in relation to subparagraph 2.1(i) above, "major" means such proportion that contributes or generates 70% or more of the listed corporation's revenue on a consolidated basis based on its latest annual audited or unaudited financial statements; [deleted]</p> <p>(c) "insignificant business or operations" means business or operations which generates revenue on a consolidated basis that represents 5% or less of the issued and paid-up capital (excluding any redeemable preference shares) of the listed corporation ("Capital") based on its latest annual audited or unaudited financial statements.</p> <p>For the purpose of computation, the following apply:-</p> <p>(i) "revenue on a consolidated basis" comprises of the revenue of the listed corporation, its subsidiaries, as well as revenue from the listed corporation's associated companies, calculated on a proportionate basis, based on the listed corporation's equity holding in the associated companies; and</p> <p>(ii) where there is/are a change/changes to the Capital in that financial year, the weighted average Capital for that financial year must be used. The weighted average Capital means the total amount of the Capital at the beginning of the financial year, adjusted by the amount of increase or reduction in the Capital during that financial year multiplied by a time-weighting factor. The time-weighting factor is the number of days that the specific Capital is outstanding as a proportion of the total number of days in that financial year.</p> <p>Example - Weighted Average of Capital for financial year ended 31 December 2xx1</p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="2"></th> <th style="text-align: right;">Issued and Paid-up Capital (RM)</th> </tr> </thead> <tbody> <tr> <td style="text-align: right;">1 January 2xx1</td> <td>Balance</td> <td style="text-align: right;">10,000,000</td> </tr> <tr> <td style="text-align: right;">1 June 2xx1</td> <td>Issue of 5,000,000 new shares for cash</td> <td style="text-align: right;">15,000,000</td> </tr> <tr> <td style="text-align: right;">1 Dec 2xx1</td> <td>Issue of 3,000,000 new shares for cash</td> <td style="text-align: right;">18,000,000</td> </tr> </tbody> </table>			Issued and Paid-up Capital (RM)	1 January 2xx1	Balance	10,000,000	1 June 2xx1	Issue of 5,000,000 new shares for cash	15,000,000	1 Dec 2xx1	Issue of 3,000,000 new shares for cash	18,000,000
		Issued and Paid-up Capital (RM)											
1 January 2xx1	Balance	10,000,000											
1 June 2xx1	Issue of 5,000,000 new shares for cash	15,000,000											
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	<p style="text-align: center;">Computation of weighted average:</p> <p style="text-align: center;">$(10,000,000 \times 151/365) + (15,000,000 \times 183/365) + (18,000,000 \times 31/365) = 13,186,304$[deleted]</p> <p>(d) “issued and paid-up capital” excludes treasury shares;</p> <p>(e) the determination of whether any one or more of the Prescribed Criteria is fulfilled must be based on the latest audited or unaudited consolidated financial statements of the listed corporation; and</p> <p>(f) in relation to subparagraphs 2.1(b) and (c) above, “loss” or “losses” refers to the loss or losses attributable to ordinary shareholders of the listed corporation.</p> <p>2.3 The following example illustrates the application of subparagraph 2.1(b) above:</p> <p style="text-align: center;"><u>Example 1</u></p> <p style="text-align: center;">A Bhd</p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th style="text-align: center;">Financial Year Ended (FYE) 31 December 2xx1 (FYE 1)</th> </tr> </thead> <tbody> <tr> <td style="text-align: left;">Losses (RM'million)</td> <td style="text-align: center;">(4)</td> </tr> <tr> <td style="text-align: left;">Shareholders' equity (RM'million)</td> <td style="text-align: center;">3</td> </tr> <tr> <td style="text-align: left;">Issued and Paid-up Capital (RM' million)</td> <td style="text-align: center;">6</td> </tr> </tbody> </table> <p>In Example 1 above, listed corporation A Bhd incurs losses amounting to RM4 million in FYE 1. The shareholders' equity for FYE 1 amounts to RM3 million. The issued and paid-up capital of A Bhd as at FYE 1 is RM 6 million.</p> <p>Since the amount of losses has exceeded the amount of the shareholders' equity, and the shareholders' equity is equal to 50% of the issued and paid-up capital of A Bhd, A Bhd has triggered the criteria set out in subparagraph 2.1 (b) above and must therefore comply with the requirements of Rule 8.04 and this Guidance Note.</p> <p>2.4 The following example illustrates the application of subparagraph 2.1(c) above:</p>		Financial Year Ended (FYE) 31 December 2xx1 (FYE 1)	Losses (RM'million)	(4)	Shareholders' equity (RM'million)	3	Issued and Paid-up Capital (RM' million)	6
	Financial Year Ended (FYE) 31 December 2xx1 (FYE 1)								
Losses (RM'million)	(4)								
Shareholders' equity (RM'million)	3								
Issued and Paid-up Capital (RM' million)	6								

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	<p><u>Example 2</u></p> <p>B Bhd</p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th style="text-align: center;">FYE 31 December 2xx1 (FYE 1)</th> <th style="text-align: center;">FYE 31 December 2xx2 (FYE 2)</th> </tr> </thead> <tbody> <tr> <td>Losses (RM'million)</td> <td style="text-align: center;">(2)</td> <td style="text-align: center;">(3)</td> </tr> <tr> <td>Shareholders' equity (RM'million)</td> <td style="text-align: center;">7</td> <td style="text-align: center;">4</td> </tr> <tr> <td>Issued and paid- up capital (RM'million)</td> <td style="text-align: center;">9</td> <td style="text-align: center;">9</td> </tr> </tbody> </table> <p>In Example 2 above, listed corporation B Bhd incurs losses amounting to RM2 million in FYE 1. The shareholders' equity for FYE 1 amounts to RM7 million.</p> <p>In the following financial year, FYE 2, B Bhd incurs losses amounting to RM3 million, whilst the shareholders' equity amounts to RM4 million.</p> <p>The issued and paid-up capital for both FYE1 and FYE 2 of B Bhd is RM 9 million.</p> <p>The aggregated losses incurred by B Bhd in both FYE 1 and FYE 2 amount to RM5 million, which in absolute terms exceed the amount of the shareholders' equity for FYE 2 of RM4 million. In addition, the amount of losses incurred in FYE 2 is more than 50% of more than the amount of losses incurred in FYE 1 and the shareholders' equity is less than 50% of the issued and paid-up capital of B Bhd as at FYE 2.</p> <p>As such, B Bhd has triggered the criteria set out in subparagraph 2.1 (c) above and must therefore comply with the requirements of Rule 8.04 and this Guidance Note.</p> <p>3.0 Regularisation Plan<u>[Deleted]</u></p> <p>3.1 The GN3 Company and its Sponsor must ensure that a regularisation plan enables the GN3 Company to regularise its condition, such that –</p> <p style="margin-left: 40px;">(a) the regularisation plan is sufficiently comprehensive and capable of resolving all problems, financial or otherwise that had caused the GN3 Company to trigger the Prescribed Criteria;</p> <p style="margin-left: 40px;">(b) the regularisation plan enables the GN3 Company to regularise its financial condition and level of operations, such that the GN3 Company no longer triggers any of the Prescribed Criteria; and</p>		FYE 31 December 2xx1 (FYE 1)	FYE 31 December 2xx2 (FYE 2)	Losses (RM'million)	(2)	(3)	Shareholders' equity (RM'million)	7	4	Issued and paid- up capital (RM'million)	9	9
	FYE 31 December 2xx1 (FYE 1)	FYE 31 December 2xx2 (FYE 2)											
Losses (RM'million)	(2)	(3)											
Shareholders' equity (RM'million)	7	4											
Issued and paid- up capital (RM'million)	9	9											

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	<p>(c) the regularisation plan is fair and reasonable to the GN3 Company and its shareholders and will increase shareholder value.</p> <p>4.0 Disclosure obligations of the GN3 Company</p> <p>4.1 Pursuant to Rule 8.04(3)(b) of the Listing Requirements, a GN3 Company must announce to the Exchange -</p> <p>(a) the following, on an immediate basis (“First Announcement”) upon the GN3 Company triggering one or more of the Prescribed Criteria :-</p> <p>(i) that the listed corporation is a GN3 Company pursuant to this Guidance Note;</p> <p>(ii) the <u>listed corporation’s</u> obligations of the listed corporation pursuant to this Guidance Note;</p> <p>(iii) the consequences of non-compliance with such obligations; and</p> <p>(iv) the status of the listed corporation’s <u>regularisation</u> plan to comply with its obligations under Rule 8.04(3)(a) of the Listing Requirements or the status of its endeavours to formulate such a plan, whichever is applicable, or where neither a plan nor any endeavour to formulate such a plan has been undertaken, an appropriate negative statement to such effect;</p> <p>(b) announce the status of its <u>regularisation</u> plan as referred to in subparagraph (a)(iv) above and the number of months to the end of the relevant timeframes referred to in Rule 8.04(3) of the Listing Requirements on a monthly basis (“Monthly Announcement”) until further notice from the Exchange;</p> <p>(c) announce its compliance or non-compliance with a particular obligation imposed pursuant to this Guidance Note, on an immediate basis;</p> <p>(d) announce details of the regularisation plan, which announcement must fulfill the requirements set out in paragraph 4.2 below (“Requisite Announcement”); and</p> <p>(e) where the GN3 Company fails to regularise its condition, the dates of suspension and de-listing of its listed securities, immediately upon notification of suspension and de-listing by the Exchange.</p> <p>4.2 The Requisite Announcement must -</p>
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	<p>(a) contain details of the regularisation plan and sufficient information to demonstrate that the GN3 Company is able to comply with all the requirements set out in paragraph <u>5.2 below</u>3.1 above after the implementation of the regularisation plan;</p> <p>(b) contain<u>include</u> a timeline for the complete implementation of the regularisation plan; and</p> <p>(c) be announced by the GN3 Company's Sponsor.</p> <p>4.3 Before a GN3 Company makes the Requisite Announcement, it must ensure that -</p> <p>(a) all agreements to be entered into with third parties as part of the regularisation plan, have been duly executed by all parties to such agreements; and</p> <p>(b) where the regularisation plan involves a compromise or arrangement with the GN3 Company's creditors, the GN3 Company has taken reasonable steps to procure the agreement-in-principle of such creditors.</p> <p>4.4 The Monthly Announcements must be made on the first market day of each month beginning with the month following the date of the First Announcement.</p> <p><u>5.0 Obligation to Regularise</u></p> <p><u>5.1 Pursuant to Rule 8.04(3)(a)(i) of the Listing Requirements, a GN3 Company must submit to the Exchange a regularisation plan and obtain the Exchange's approval to implement the plan within 12 months from the date of the First Announcement.</u></p> <p><u>5.2 The GN3 Company and its Sponsor must ensure that the regularisation plan referred to in paragraph 5.1 above -</u></p> <p><u>(a) is sufficiently comprehensive and capable of resolving all problems, financial or otherwise that had caused the GN3 Company to trigger the Prescribed Criteria;</u></p> <p><u>(b) enables the GN3 Company to regularise its financial condition such that the GN3 Company no longer triggers any of the Prescribed Criteria; and</u></p> <p><u>(c) is fair and reasonable to the GN3 Company and its shareholders and will increase shareholder value.</u></p> <p><u>5.3 In complying with the requirements under paragraph 5.2 above, the GN3 Company and its Sponsor must demonstrate to the satisfaction of the Exchange, the following:</u></p>
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	<p>(a) <u>the regularisation plan is able to strengthen the financial position of the GN3 Company including its shareholders' equity, gearing, net asset position, cash flow position and address its accumulated losses position;</u></p> <p>(b) <u>the steps taken or proposed to be taken are comprehensive and capable of addressing the issues that had caused the GN3 Company to trigger the Prescribed Criteria, such that the GN3 Company will -</u></p> <p style="padding-left: 40px;">(i) <u>no longer trigger any of the Prescribed Criteria upon implementation of the regularisation plan; and</u></p> <p style="padding-left: 40px;">(ii) <u>not trigger any of the Prescribed Criteria in the near future; and</u></p> <p>(c) <u>the core business activities of the GN3 Company post-implementation of the regularisation plan is sustainable and has prospects to warrant continued trading or listing on the Official List. In this respect, the GN3 Company must comply with the requirements set out in paragraph 3.1 of Guidance Note 18, with the necessary modifications, and provide sufficient information in support of its regularisation plan.</u></p> <p>5.4 <u>A GN3 Company and its Sponsor must review the GN3 Company's risk management and internal control system, and submit to the Exchange the results of such review together with its action plans to address the weaknesses identified.</u></p> <p>5.5 <u>A GN3 Company must ensure that the submission to the Exchange under paragraph 5.1 above is accompanied by the following:</u></p> <p style="padding-left: 40px;">(a) <u>a cover letter signed by 2 authorised signatories of the Sponsor, containing details of the proposals, any approvals, clearance or waivers sought, and such other information as may be prescribed by the Exchange from time to time;</u></p> <p style="padding-left: 40px;">(b) <u>a draft circular to shareholders containing the relevant information prescribed in the Listing Requirements, such as Appendix 6B or Appendix 10B, where applicable, and the additional information set out in Annexure GN3-A;</u></p> <p style="padding-left: 40px;">(c) <u>the listing application(s) together with the relevant submission documents as required under Chapter 6 of the Listing Requirements; and</u></p> <p style="padding-left: 40px;">(d) <u>any other supporting documents, including experts' reports, where relevant.</u></p>
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APPENDIX 3

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<u>Annexure GN3-A</u>	<p><u>Additional content of circular for regularisation plan undertaken by a GN3 Company</u> <u>(paragraph 5.5(b))</u></p> <p>(1) <u>The historical financial information of the GN3 Company for the last 5 years or since listing, whichever is later, based on the audited or unaudited financial statements. This includes:</u></p> <p style="margin-left: 40px;">(a) <u>the turnover;</u></p> <p style="margin-left: 40px;">(b) <u>the gross profit/loss;</u></p> <p style="margin-left: 40px;">(c) <u>the net profit/loss;</u></p> <p style="margin-left: 40px;">(d) <u>the shareholders' funds;</u></p> <p style="margin-left: 40px;">(e) <u>the borrowings; and</u></p> <p style="margin-left: 40px;">(f) <u>the key ratios such as gross profit margin and gearing.</u></p> <p>(2) <u>A commentary on the performance of the GN3 Company for the past 5 years or since listing, whichever is later. The commentary should include an analysis and discussion of significant and specific factors contributing to exceptional performance in any of the financial years under review and significant changes in the financial performance on a year-to-year basis, whether favourable or adverse.</u></p> <p>(3) <u>A description of the business plan including information on the prospects of the GN3 Company having regards to the requirements set out in paragraph 3.1 of Guidance Note 18, with the necessary modifications.</u></p> <p>(4) <u>An analysis of the business post implementation of the regularisation plan including –</u></p> <p style="margin-left: 40px;">(a) <u>the nature and operational environment of the GN3 Company's business such as the introduction of new asset or business, new products, new markets or new contracts, to address the operational issues faced by the GN3 Company;</u></p> <p style="margin-left: 40px;">(b) <u>industry overview and description of the growth prospects of the GN3 Company's business in light of the industry outlook; and</u></p> <p style="margin-left: 40px;">(c) <u>the risk factors affecting the GN3 Company and its business, together with the mitigating factors.</u></p> <p>(5) <u>The reasons or issues which caused the GN3 Company to trigger any of the Prescribed Criteria, the steps taken or to be taken (whether short term or long term) to address such reasons or issues.</u></p> <p>(6) <u>Where the proposal includes an injection of new asset or business, the following information where applicable:</u></p> <p style="margin-left: 40px;">(a) <u>in relation to the new asset or business -</u></p>
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	<p style="text-align: center;"><u>(i) name, qualification and experience of the directors, chief executive and key management; and</u></p> <p style="text-align: center;"><u>(ii) details of the substantial shareholders; and</u></p> <p><u>(b) in relation to the GN3 Company -</u></p> <p style="text-align: center;"><u>(i) name, qualification and experience of the proposed new directors to the board; and</u></p> <p style="text-align: center;"><u>(ii) details of the proposed new substantial shareholders.</u></p> <p><u>(7) A statement by the directors as to whether, in their opinion, the working capital available to the GN3 Company will be sufficient for a period of 12 months from date of the circular. If not, how the additional working capital which is deemed to be necessary will be obtained.</u></p> <p><u>(8) The profit and cash flow estimate, forecast or projection, and the assumptions together with a copy of the reporting accountant's letter, if such information is provided to the Exchange in the submission.</u></p> <p><u>(9) The results of the risk management and internal control review together with the action plans to address the weaknesses identified.</u></p> <p style="text-align: right;"><u>[End of Annexure]</u></p>
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[End of Appendix 3]