

Our Ref: SR/TYH/TAC/tks(RPA)/LD13/08

4 December 2008

Via email

**The Company Secretary
(Listed Issuers / Companies)**

Dear Sir/Madam,

**AMENDMENTS TO THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES
BERHAD FOR THE MAIN AND SECOND BOARDS ("LR")
- LISTING OF SUKUK AND DEBT SECURITIES UNDER AN EXEMPT REGIME**

Please be notified that pursuant to section 9 of the Capital Markets and Services Act 2007 ("CMSA"), amendments have been made to the LR to introduce listing of sukuk and debt securities under an Exempt Regime (as defined below).

A. BACKGROUND

Currently, only issuers which are listed on the Official List of Bursa Malaysia Securities Berhad ("**Exchange**") may apply to list its debt securities on the Exchange.

In an effort to promote the debt securities markets whilst enhancing the breadth and depth of investment options on Malaysian capital market, the Exchange is now offering a platform for the listing of Islamic bonds or sukuk and debt securities. This is in line with the effort of the Bank Negara Malaysia, the Securities Commission ("**Commission**"), and the government to develop Malaysia as an International Islamic Financial Centre (MIFC). Hence, the LR is amended to introduce a framework for the listing of sukuk and debt securities on the Exchange under an Exempt Regime by both listed or non-listed issuers ("**Amendments**").

This framework will be applicable to sukuk or debt securities that are issued, offered or subscribed in accordance with section 229(1) and section 230(1) of the CMSA. This regime is specifically catered for issuers who intend to list its sukuk or debt securities on the Exchange for the listing status and profiling purpose. The targeted group of investors of these instruments will be sophisticated and not retail investors. Hence, the listing of these instruments will offer institutions or high net worth investors an alternative investment product with enhanced transparency.

By an "Exempt Regime", it means that the sukuk or debt securities that are listed on the Exchange will not be quoted or traded on the Exchange.

B. AMENDMENTS TO THE LR

A new Chapter 4B (as set out in **Appendix 1** attached) is introduced to cater for the listing of sukuk or debt securities under an Exempt Regime. The salient Amendments are as follows:-

- (a) the listing application must be made through a corporate finance adviser who may act as a principal adviser under the Commission's Guidelines Principal Advisers for Corporate Proposals;
- (b) short term sukuk or debt securities with original maturity date of less than one year cannot be listed;

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- LISTING OF SUKUK AND DEBT SECURITIES UNDER AN EXEMPT REGIME**

- (c) the sukuk or debt securities to be listed may be in foreign currency (except those restricted by the Controller of Foreign Exchange);
- (d) an Information Memorandum/Offering Circular must be issued except for certain issuers;
- (e) the issuers must comply with certain disclosure obligations, including announcing annual audited financial statements; and
- (f) a fixed fee of RM3,000 (for each issuance or programme, as the case may be) is payable as initial listing fees whilst a fixed fee of RM2,000 (for each issuance or programme, as the case may be) is payable as annual listing fees.

C. IMPLEMENTATION

All the above Amendments take effect **immediately**.

In order to encourage listing on the Exchange, listing fees for sukuk or debt securities listed under the Exempt Regime before 2010 will be waived.

D. FURTHER INFORMATION

A copy of the Questions and Answers is attached as **Appendix 2**, to facilitate better understanding of the Amendments.

Please note that the Amendments and the Questions and Answers are available for reference on the Exchange's website at <http://www.bursamalaysia.com>.

For further queries on the Amendments, please contact:-

- (a) Inderjit Singh (Ext 7192)
- (b) Tan Yew Eng (Ext 7500)
- (c) Chong Fui Tzy (Ext 7305)
- (d) Suzalina Harun (Ext 7353)
- (e) Khoo Kay Kwan (Ext 7460)

Thank you.

Yours faithfully



SELVARANY RASIAH
Chief Regulatory Officer

TAC/tks
Encl.

**AMENDMENTS TO THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES
BERHAD IN RELATION TO LISTING OF SUKUK AND DEBT SECURITIES UNDER AN EXEMPT
REGIME**

[NEW CHAPTER]

CHAPTER 4B LISTING OF SUKUK AND DEBT SECURITIES UNDER AN EXEMPT REGIME

PART A – GENERAL

4B.01 Introduction

This Chapter sets out the requirements that must be complied with by an issuer seeking a listing of its sukuk and debt securities on the Exchange under an Exempt Regime, and the continuing listing obligations of such issuer.

PART B - DEFINITIONS

4B.02 Definitions

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

- (a) 'debt securities' means debentures, as defined under section 2(1) of the CMSA, which are issued or proposed to be issued by any government, body corporate or an unincorporated body;
- (b) 'government' includes:-
 - (i) the Federal or State government of Malaysia;
 - (ii) Bank Negara Malaysia;
 - (iii) a foreign government; or
 - (iv) a foreign central bank;
- (c) 'Information Memorandum/Offering Circular' means a document which is issued by an issuer or its agent purporting to describe the business and affairs of the issuer and to provide the investors information on the offering of the sukuk or debt securities;
- (d) 'issuer' means an issuer, listed or otherwise, whose sukuk or debt securities are listed or proposed to be listed on the Exchange under an Exempt Regime;
- (e) 'material information' means information which is reasonably expected to have a material effect on:-
 - (i) the price or value of the issuer's sukuk or debt securities; or
 - (ii) the decision of a sukuk or debt securities holder or an investor whether to trade in such debt securities;
- (f) 'sukuk' means Islamic securities as defined in the Commission's Guidelines on the Offering of Islamic Securities;
- (g) 'Trust Deed' means the trust deed governing an issue of the sukuk or debt securities entered into between the issuer and the sukuk or debt securities holders in accordance with the Commission's Guidelines on Minimum Contents Requirements for Trust Deeds;

- (h) 'Trustee' means the trustee appointed pursuant to the terms of the Trust Deed; and
- (i) 'Exempt Regime' means a regime under which the sukuk or debt securities are offered, issued or subscribed in accordance with section 229(1) or section 230(1) of the CMSA, and are listed but not quoted for trading on the Exchange.

PART C - ADMISSION

4B.03 Approval for admission

- (1) An issuer must submit its listing application under this Chapter through a corporate finance adviser that may act as a principal adviser under the Commission's Guidelines on Principal Advisers for Corporate Proposals.
- (2) An issuer seeking to list any sukuk or debt securities on the Exchange under an Exempt Regime needs to obtain the approval of the Commission only if an approval under section 212(4) of the CMSA is required for the issue or offer of the sukuk or debt securities.
- (3) Where the sukuk or debt securities are issued under a programme, an issuer may list either all or a certain class or tranche of sukuk or debt securities issued under the programme.
- (4) Short-term sukuk or debt securities with original maturity date of less than one year cannot be listed.
- (5) The Exchange will exercise discretion over the admission and continued listing of the sukuk or debt securities on the Exchange under an Exempt Regime and may approve or reject applications for listing, as it deems fit.

4B.04 Listing in Ringgit or foreign currency

The sukuk or debt securities of an issuer may be issued in Ringgit or any foreign currency, except those currencies which are restricted by the Controller of Foreign Exchange.

4B.05 Information Memorandum/Offering Circular required

- (1) An issuer must issue an Information Memorandum/Offering Circular in connection with the listing.
- (2) Notwithstanding subparagraph (1) above, where sukuk or debt securities are:-
 - (a) issued, or offered or guaranteed by a multilateral development bank, a multilateral financial institution, any government or entities wholly-owned by the government; or
 - (b) issued by a special purpose vehicle which is established by a multilateral development bank, a multilateral financial institution, any government or entities wholly-owned by the government and where the ultimate credit risk exposures of the investors still reside with these entities,

the issuance of a document setting out the principal terms and conditions of the sukuk or debt securities will be acceptable in place of an Information Memorandum/Offering Circular.

4B.06 Financial statements and announcements

- (1) An issuer must issue its financial statements and announcements in English.
- (2) The issuer may prepare its financial statements in accordance with the approved accounting standards applicable in its home jurisdiction.

PART D - APPLICATION PROCEDURES AND ADMISSION PROCESS

4B.07 Procedures relating to admission

The following procedures apply to the listing of sukuk or debt securities on the Exchange under an Exempt Regime, with the necessary modifications, as may be applicable:-

- (a) Issuer submits an application to the Commission for the issue or offer of the sukuk or debt securities in Malaysia, where applicable.
- (b) Commission approves the issue or offer, where applicable.
- (c) Issuer files with the Exchange a listing application together with supporting documents.
- (d) Exchange grants approval for the listing of sukuk or debt securities.
- (e) Where applicable, the issuer:-
 - (i) issues the Information Memorandum/Offering Circular or such other document as may be acceptable under paragraph 4B.05(2) (collectively referred to in this paragraph as “the Said Documents”);
 - (ii) provides the Exchange with 2 copies of the Said Documents as may be determined by the Exchange from time to time; and
 - (iii) announces the information set out in paragraph 4B.10 to the Exchange.
- (f) Sukuk or debt securities are listed on the Official List of the Exchange.

4B.08 Listing application

An issuer must file with the Exchange a listing application which consists of the following:-

- (a) the application, in the form of Part A of Appendix 4B(A), duly signed by the issuer; and
- (b) the supporting documents specified in Part B of Appendix 4B(A).

4B.09 Undertakings and confirmation

An issuer must give the Exchange an undertaking in the form of Appendix 4B(B).

4B.10 Announcements to the Exchange

- (1) An issuer must announce the following information prior to issuance of sukuk or debt securities for listing:-
 - (a) the issuer's name;
 - (b) the programme/instrument name and type;
 - (c) a brief description of the programme/instrument (e.g. coupon or profit rate);
 - (d) the actual date of listing and issue date;
 - (e) the programme/issue size;
 - (f) the stock short name, stock code, ISIN code, where applicable; and
 - (g) the initial rating of the programme/instruments and prevailing rating of the programme, if applicable.

- (2) An issuer must comply with subparagraph (1) above in respect of each subsequent issuance of sukuk or debt securities for listing under a programme, where applicable.

PART E - CONTINUING LISTING OBLIGATIONS

4B.11 Disclosure of information

- (1) An issuer must immediately announce to the Exchange any material information.
- (2) Without limiting the generality of subparagraph (1) above, an issuer must immediately announce to the Exchange the following:-
- (a) any change in the terms of the sukuk or debt securities;
 - (b) any redemption or cancellation of the sukuk or debt securities;
 - (c) any amendment to the Trust Deed, if applicable;
 - (d) any appointment or replacement of Trustee or fiscal agent, if applicable; and
 - (e) any change of its Shariah adviser appointed by the issuer as required under the Commission's Guidelines on the Offering of Islamic Securities.
- (3) An issuer must, at least 1 month prior to the maturity date, announce the maturity date of each issuance of sukuk or debt securities.
- (4) An issuer which is a foreign corporation must announce to the Exchange concurrently all information required to be publicly disclosed to its domestic regulatory authorities and other stock exchanges, if applicable.

4B.12 Submission of financial statements

- (1) An issuer must announce its unaudited or audited financial statements covering the profit and loss position and the balance sheet position on a consolidated basis within 2 months after the close of the half year of the issuer's financial year, if any, which statements must state whether there is any abnormal circumstance that has affected or will affect the business and financial position of the issuer.
- (2) An issuer must issue to its sukuk or debt securities holders and give to the Exchange, the issuer's annual audited financial statement, within 4 months after the close of the financial year of the issuer.
- (3) Subparagraph (2) above does not apply to an issuer referred to in paragraph 4B.05(2) above.

4B.13 Financial statements and announcements

An issuer must comply with paragraph 4B.06 as a continuing listing obligation.

4B.14 Other Chapters not applicable

- (1) Apart from Chapters 1, 2 and 16, the other Chapters of these Requirements are not applicable to an issuer of sukuk or debt securities under this Chapter.
- (2) Save as stated below, all provisions in Chapters 2 and 16 apply to an issuer, as if it were a listed issuer, with the necessary modifications:-
- (a) paragraphs 2.03(a) (an applicant must of a certain size etc) and 2.22 (application of these Requirements to a management company of a trust); and

- (b) paragraphs 16.02 (suspension of trading imposed by the Exchange), 16.03 (voluntary suspension), 16.03A (trading halt), 16.05 (request for withdrawal), 16.10 (breach by subsidiaries), 16.11 (breach by directors) and 16.20 (confirmation by Exchange).

PART F – DE-LISTING BY THE EXCHANGE

4B.15 De-listing by the Exchange

In addition to the circumstances set out in paragraph 16.09, the Exchange may at any time de-list an issuer or any class of its sukuk or debt securities from the Official List in any of the following circumstances:-

- (a) upon the occurrence of any of the events which the Trustee has declared the sukuk or debt securities to be immediately due and repayable pursuant to the Trust Deed; or
- (b) upon the maturity or expiry of the sukuk or debt securities.

PART G - OTHER REQUIREMENTS

4B.16 Fees

- (1) An issuer must pay to the Exchange initial and annual listing fees where its listing application has been approved of such amount and in such manner as is specified in the Schedule of Fees.
- (2) All fees must be made by cheques drawn to the order of Bursa Malaysia Securities Berhad.

[End of Chapter]

APPENDIX 4B(A)

PART A

Initial Listing application

(paragraph 4B.08(a))

Please tick wherever applicable. If not applicable, please indicate "N/A"

[You may tick more than one box, where applicable]

1.	Name of Issuer	
2.	Types of Listing	2.1 Primary Listing <input type="checkbox"/> 2.2 Secondary Listing <input type="checkbox"/>
	Description of the instrument	
3	Tentative listing date (to specify)	
4	Undertakings	<p>We undertake the following:</p> <p>(a) all relevant approvals which are required for the issuance and listing of the securities, if any, will be met;</p> <p>(b) all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing of the securities will be met;</p> <p>(c) there are no circumstances or facts which have the effect of preventing or prohibiting the issuance and/or listing of the securities including any order, injunction or any other directive issued by any court of law;</p> <p>(d) to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the issuer has failed to meet any of the above undertakings referred to in paragraphs (a) to (b) or of any circumstances under (c) above; and</p> <p>(e) to make the relevant announcements in accordance with paragraph 4B.10 of the Listing Requirements</p>
<p>_____ [Authorised signatory of the adviser] Name: Designation: Date:</p>		<p>_____ [Authorised signatory of the issuer] Name: Designation: Date:</p>

PART B

Documents to be filed with a listing application

(paragraph 4B.08(b))

- (1) An issuer must file the following documents in support of a listing application:-
 - (a) one copy each of the constitution of the issuer, the certificate of incorporation, certificate of change of status and certificate of change of name, if any.
 - (b) one copy of the Information Memorandum/Offering Circular or such other documents which are acceptable under paragraph 4B.05(2).
 - (c) one copy of the Trust Deed, facility agreement or other document securing or constituting the sukuk or debt securities.
 - (d) in case of secondary listing, the most recent Information Memorandum/Offering Circular filed with the issuer's primary exchange.
 - (e) a letter of undertaking in the form of Appendix 4B(B) duly executed by the issuer together with a certified true extract of the issuer's board of directors' resolution authorising the signatory.
 - (f) one copy each of all letters of approval relating to the issue, offer and listing of the sukuk or debt securities from the relevant authorities, where applicable, and a letter from the issuer's adviser confirming all necessary approvals have been obtained.
 - (g) for sukuk issues or programmes, a certification or endorsement from the issuer's Shariah advisor that the issue or programme is Shariah-compliant.
 - (h) a copy of any temporary document of title and any definitive document of title in respect of the sukuk or debt securities.
 - (i) in the case of a foreign issuer, the names and addresses of its representatives, with whom the Exchange may liaise in respect of future correspondence regarding the sukuk or debt securities.
 - (j) a cheque drawn to the order of Bursa Malaysia Securities Berhad for the listing fees.
 - (k) any other documents which may be required by the Exchange for the processing of the issuer's listing application.
- (2) If any of the above documents are not filed because they are not applicable or available in any case, an issuer must submit a separate exhibit explaining why such documents are not applicable or available.

[End of Appendix]

APPENDIX 4B(B)

Undertaking by an issuer for the listing of sukuk or debt securities
(paragraph 4B.09)

To:

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Compliance with the Listing Requirements

In consideration of the Exchange approving our application for admission of the sukuk or debt securities to the Official List of the Exchange (“the Official List”) described in our listing application WE HEREBY ACKNOWLEDGE that the sukuk or debt securities shall remain on the Official List only during the pleasure of the Exchange and WE HEREBY UNDERTAKE AND AGREE to comply with the Listing Requirements, including any amendments as may be made from time to time, insofar as the same apply to us.

This Undertaking shall be deemed to have been made in Malaysia and the construction, validity and performance of this Undertaking shall be governed in all respects by the laws of Malaysia and WE HEREBY irrevocably submit to the jurisdiction of the Malaysian Courts.

The above Undertaking has been signed by me as [title] of [Issuer] pursuant to the authority granted to me by resolution of the board of directors of the issuer on

Date:

Signature:

Name:

[End of Appendix]

SCHEDULE OF FEES

[NEW PROVISION]

3A. Listing fees for sukuk or debt securities under an Exempt Regime

3A.1 Initial listing fees

A fixed fee of RM3,000 (for each issuance or programme, as the case may be) is payable as initial listing fees.

3A.2 Additional listing fees

No additional listing fee is payable.

3A.3 Annual listing fees

A fixed fee of RM2,000 (for each issuance or programme, as the case may) is payable as annual listing fees.

QUESTIONS AND ANSWERS RELATING TO LISTING OF SUKUK AND DEBT SECURITIES UNDER AN EXEMPT REGIME (NEW CHAPTER 4B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD)

- (1) Can a non-listed issuer list its sukuk or debt securities on Bursa Malaysia Securities Berhad (“Exchange”) under an Exempt Regime?**

Yes. An issuer, listed or otherwise, may seek to list its sukuk or debt securities on the Exchange under an Exempt Regime.

- (2) What is meant by listing of sukuk or debt securities under an “Exempt Regime”?**

Listing of sukuk or debt securities under an “Exempt Regime” means the sukuk or debt securities sought to be listed on the Exchange will not be quoted or traded on the Exchange. This regime is specifically catered for issuers who intend to list its sukuk or debt securities on the Exchange for the listing status and for profiling purposes, and where the targeted group of investors are sophisticated investors.

- (3) Must an issuer obtain the Securities Commission (“Commission”)’s approval before it submits its listing application to the Exchange?**

An issuer only needs to obtain the Commission’s approval if it is required under section 212(4) of the Capital Markets and Services Act 2007 (“CMSA”). In that case, an issuer may submit its listing application to the Exchange at the same time it submits its application for approval to the Commission. However, the Exchange’s approval for listing, if given, will be conditional upon to the Commission’s approval being granted for the issue or offer of the sukuk or debt securities.

- (4) What is the currency in which the sukuk or debt securities may be listed under an Exempt Regime?**

The sukuk or debt securities of an issuer under an Exempt Regime may be in Ringgit or any foreign currency, except those currencies which are restricted by the Controller of Foreign Exchange.

- (5) Under an Exempt Regime, where would the trading take place?**

Under an Exempt Regime, trading will take place outside the Exchange, i.e. on an over-the-counter basis.

- (6) When is an issuer required to make the announcement under paragraph 4B.10?**

An issuer must announce the information set out in paragraph 4B.10 to the Exchange:-

- (a) prior to the issuance of the sukuk or debt securities for listing; and
- (b) where the sukuk or debt securities are issued under a programme, each subsequent issuance of sukuk or debt securities upon listing on the Exchange.

- (7) Is the content of an Information Memorandum/Offering Circular prescribed by the Exchange ?**

No. It is the responsibility of the issuer to ensure that the Information Memorandum/Offering Circular contains clear and adequate information for its targeted investors in connection with the listing of the sukuk or debt securities.

(8) Is it mandatory for an issuer to issue and announce its half-yearly financial statement to the Exchange?

No. Paragraph 4B.12 does not mandate an issuer to prepare or issue a half-yearly financial statement. It merely requires an issuer who has prepared or issued a half-yearly financial statement, to announce the same to the Exchange within 2 months after the close of the half year of the issuer's financial year.