

APPENDIX 2

AMENDMENTS RELATING TO CA, CG AND CODIFICATION OF FINANCIAL DISCLOSURES

ACE Market Listing Requirements

CHAPTER 1 DEFINITIONS AND INTERPRETATION

PART A – DEFINITIONS

1.01 Definitions

In these Requirements, unless the context otherwise requires –

- ~~articles of association~~ includes ~~any document defining the constitution or governing the activities or conduct of an applicant, a listed corporation or its members.~~
- associate in relation to ~~a director, shareholder, substantial shareholder of an applicant or a listed corporation~~ any person (individually and collectively referred to as “**Associated Said Party**”) means a person who falls under any one of the following categories:
- (i) a family member of the ~~Associated Said~~ Said Party;
 - (ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the ~~Associated Said~~ Said Party or a family member of the ~~Associated Said~~ Said Party is the sole beneficiary;
 - (iii) a person, ~~or where the person is a body corporate, the body corporate or its directors,~~ who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the ~~Associated Said~~ Said Party;
 - (iv) a person, ~~or where the person is a body corporate, the body corporate or its directors,~~ in accordance with whose directions, instructions or wishes the ~~Associated Said~~ Said Party is accustomed or is under an obligation, whether formal or informal, to act;
 - ~~(v) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Associated Party;~~
 - ~~(vi) a body corporate or its directors whose directions, instructions or wishes of which, the Associated Party is accustomed or under an obligation, whether formal or informal to act;~~

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

(vii~~e~~) a body corporate in which the director, shareholder or a family member of the ~~Associated~~ Said Party is entitled to exercise, or control the exercise of, not less than ~~15%~~20% of the votes attached to voting shares in the body corporate; or

(viii~~f~~) a body corporate which is a related corporation of the Said Party.

Companies Act

means the Companies Act 2016.

independent director

means a director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of an applicant or listed corporation. Without limiting the generality of the foregoing, an independent director is one who –

(a) [no change];

(b) has not been within the last 2 years and is not an officer (except as a non-executive director) of the said Corporation. For this purpose, “**officer**” has the meaning given in section 42 of the Companies Act ~~1965~~;

(c) – (g) [no change].

[Cross reference: Guidance Note 9]

major shareholder

means a person who has an interest or interests in one or more voting shares in a corporation and the ~~nominal amount of that share, or the number or aggregate of the nominal amounts~~number of those shares, is –

(a) 10% or more of the ~~aggregate of the nominal amounts~~total number of ~~all the~~ voting shares in the corporation; or

(b) 5% or more of the ~~aggregate of the nominal amounts~~total number of ~~all the~~ voting shares in the corporation where such person is the largest shareholder of the corporation.

For the purpose of this definition, “**interest**” shall have the meaning of “**interest in shares**” ~~has the meaning~~ given in section 6A8 of the Companies Act ~~1965~~.

MCCG

means the Malaysian Code on Corporate Governance.

officer

(a) [no change]; and

(b) in relation to the Exchange or the Exchange Holding Company, has the meaning given in section 42 of the Companies Act ~~1965~~.

person connected

in relation to a director or a major shareholder of an applicant or listed corporation, means ~~such person who falls under any one of the following categories:~~ an associate or partner of the director or major shareholder.

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

- ~~(a) — a family member of the director or major shareholder;~~
- ~~(b) — a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the director, major shareholder or a family member of the director or major shareholder is the sole beneficiary;~~
- ~~(c) — a partner of the director, major shareholder or a partner of a person connected with that director or major shareholder;~~
- ~~(d) — a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the director or major shareholder;~~
- ~~(e) — a person in accordance with whose directions, instructions or wishes the director or major shareholder is accustomed or is under an obligation, whether formal or informal, to act;~~
- ~~(f) — a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the director or major shareholder;~~
- ~~(g) — a body corporate or its directors whose directions, instructions or wishes the director or major shareholder is accustomed or under an obligation, whether formal or informal, to act;~~
- ~~(h) — a body corporate in which the director, major shareholder or persons connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or~~
- ~~(i) — a body corporate which is a related corporation.~~

register	means the register of members to be kept pursuant to the Companies Act 1965 .
substantial shareholder	has the meaning given in section 69D <u>136</u> of the Companies Act 1965 .
treasury shares	has the meaning given in section 67A(3A) <u>127(4)(b)</u> of the Companies Act 1965 .

PART B - INTERPRETATION

1.02 Interpretation

- (1) Unless otherwise defined in these Requirements or unless the context otherwise requires, words or expressions defined in the Companies Act ~~1965~~, when used in these Requirements, have the same meanings as in the Companies Act ~~1965~~.
- (2) – (5) [No change].

[End of Amendments to Chapter 1]

CHAPTER 2 GENERAL**PART C – DOCUMENTS TO COMPLY WITH THESE REQUIREMENTS****2.10 Documents to comply with these Requirements**

- (1) An applicant or a listed corporation must ensure that -
- (a) any ~~articles of association~~constitution, trust deed, deed poll or bylaws of a Share Issuance Scheme which is required to be submitted to the Exchange (“**said documents**”); or
 - (b) [no change],
- complies with these Requirements.

- (2) [No change].

2.12 Letters of compliance

- (1) – (3) [No change].
- (4) A letter of compliance must be written by a person with legal qualifications, except as provided below, the letter of compliance may be written by the following additional persons:
- (a) [no change]; and
 - (b) in the case of an amendment to ~~an articles of association~~the constitution, by the listed corporation’s advisers or its company secretary.

[Cross reference: Guidance Notes 15 and 16]

PART D – INFORMATION**2.19B Issuance of documents by electronic means by a listed corporation to its securities holder**

A listed corporation may send any document required to be sent under these Requirements to its securities holders (“**Documents**”) by electronic means, if the following conditions are complied with:

- (a) the constitution of the listed corporation —
 - (i) provides for the use of electronic means to communicate with its securities holders;
 - (ii) specifies the manner in which the electronic means is to be used; and
 - (iii) states that the contact details of a securities holder as provided to the Depository shall be deemed as the last known address provided by the securities holder to the listed corporation for purposes of communication with the securities holder;

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

-
- (b) if the listed corporation publishes the Documents on its website, the listed corporation must separately and immediately notify the securities holders of the following in writing:
- (i) the publication of the Document on the website; and
 - (ii) the designated website link or address where a copy of the Document may be downloaded;
- (c) if the listed corporation sends the Documents or notification through electronic mail, there must be proof of electronic mail delivery;
- (d) where a securities holder requests for a hard copy of the Document, the listed corporation must forward a hard copy of the Document to the securities holder as soon as reasonably practicable after the receipt of the request, free of charge; and
- (e) where it relates to Documents required to be completed by securities holders for a rights issue or offer for sale, the listed corporation must send these Documents through electronic mail, in hard copy or in any other manner as the Exchange may prescribe from time to time.

PART H – OTHERS**2.24 Special auditor**

- (1) [No change].
- (2) For the purpose of this Rule, a special auditor means any auditor other than the statutory auditor of the listed corporation appointed pursuant to the Companies Act ~~1965~~ or in relation to a foreign corporation, pursuant to the relevant laws of the place of incorporation

[End of Amendments to Chapter 2]

CHAPTER 3 ADMISSION**PART B – ADMISSION****3.11 ~~Articles of association~~ Constitution**

- (1) An applicant must incorporate into its ~~articles of association~~ constitution the various provisions set out in Chapter 7.
- (2) An applicant must furnish to the Exchange a letter of compliance pursuant to Rule 2.12 together with its ~~articles of association~~ constitution and a checklist showing compliance with the relevant provisions of Chapter 7.

PART C – METHODS OF OFFERING OF SECURITIES**3.13 General**

- (1) – (2) [No change].
- (3) An applicant must ensure that no offer for sale is made by a promoter if it will result in all promoters in aggregate, holding less than 45% of the ~~enlarged issued and paid-up capital~~ total number of issued ordinary shares of the applicant at the date of admission to the Official List assuming full conversion or exercise of convertible securities owned by the promoters, if any.
- (4) [No change].

3.15 Placement of securities

- (1) – (2) [No change].
- (3) The retention of securities for the purposes of sub-Rule (2)(b) above must not result in the Sponsor or placement agent holding, whether directly or indirectly, 5% or more of the ~~enlarged issued and paid-up capital~~ total number of shares of the applicant for which listing is sought.
- (4) – (9) [No change].

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) [No change].
 - (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~~ total number of issued ordinary shares (adjusted for any bonus issue or subdivision of shares) of the listed corporation remain under moratorium, for another period of 6 months.

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

(c) – (d) [No change].

(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~~ total number of issued ordinary shares of the applicant assuming full conversion or exercise of such securities owned by the promoters.

(1A) – (4) [No change].

[End of Amendments to Chapter 3]

CHAPTER 4 SPONSORS**PART D – SPONSORS’ OBLIGATIONS****4.08 Conflicts of interests involving a Sponsor**

(1) – (3) [No change].

(4) A Sponsor must not sponsor an applicant or a listed corporation if it ~~hasholds~~ holds 5% or more of the ~~enlarged issued and paid-up share capital~~ total number of issued shares ~~in~~ of the applicant or listed corporation. However, an asset management company licensed by the SC or a venture capital company registered with the SC and operated by the Sponsor is not subject to this restriction.

(5) [No change].

[End of Amendments to Chapter 4]

CHAPTER 5 FOREIGN LISTING**PART B – ADMISSION****5.05 Registration under Companies Act 1965**

An applicant must have been registered with the Registrar ~~of Companies~~ under ~~Part XI~~ Division 21 of Part V of the Companies Act ~~1965~~.

PART C – CONTINUING OBLIGATIONS OF A LISTED CORPORATION**5.26 System of internal control**

A listed corporation and its subsidiaries must ensure that they have in place a system of internal control that will provide a reasonable assurance that -

- (a) assets of the listed corporation and its subsidiaries are safeguarded against loss from unauthorised use or disposition and to give a proper account of the assets; and
- (b) all transactions are properly authorised and that they are recorded as necessary to enable the preparation of a true and fair view of the financial statements, ~~and to give a proper account of the assets~~.

[End of Amendments to Chapter 5]

CHAPTER 6 NEW ISSUES OF SECURITIES**PART B – ADMISSION****6.02 Admission**

(1) – (3) [No change].

(4) A listed corporation must submit a listing application under this Chapter to the Exchange through a Sponsor or an Adviser, as the case may be except for a Specified Bonus Issue of equity securities.

[Cross reference: Guidance Note 18]

(5) – (6) [No change].

PART C – GENERAL REQUIREMENTS FOR NEW ISSUE OF SECURITIES**6.02A General application**

Part B above and this Part C apply to all new issues of securities by a listed corporation such as placements, rights issues, bonus issues, Share Issuance Schemes, Dividend Reinvestment Schemes, and issuances of debt securities, redeemable preference shares and convertible securities, where applicable and with the necessary modifications.

[Cross reference: Guidance Note 17]

6.04 General mandate for issue of securities

(1) Subject to Rule 6.07 and notwithstanding the existence of a resolution pursuant to sections 132D75(1) and 76(1) of the Companies Act ~~1965~~, or in relation to a foreign corporation, a resolution of a similar nature pursuant to the relevant laws of the place of incorporation, a listed corporation must not issue any shares or convertible securities if the nominal value total number of those shares or convertible securities, when aggregated with the nominal value total number of any such shares or convertible securities issued during the preceding 12 months, exceeds 10% of the nominal value of the issued and paid-up capital total number of issued shares (excluding treasury shares) of the listed corporation, except where the shares or convertible securities are issued with the prior shareholder approval in a general meeting of the precise terms and conditions of the issue.

(2) – (3) [No change].

6.06 Issue of securities with specific shareholder approval

~~Notwithstanding section 75(2) of the Companies Act, W~~where an issue of shares or other convertible securities departs from any of the applicable requirements stipulated in Rule 6.05, the listed corporation must obtain the prior shareholder approval in a general meeting for the precise terms and conditions of the issue, in particular on –

- (a) the issue, exercise or conversion prices of the securities or, in a situation where such prices are to be determined after the date of shareholder approval, the basis or formula of determining such prices; and
- (b) the purposes of the issue and utilisation of proceeds.

PART D – ADDITIONAL REQUIREMENTS RELATING TO PLACEMENT**6.12 ~~Additional requirements~~[Deleted]**

~~A listed corporation which intends to undertake a placement must comply with the provisions in this Part, in addition to those set out in Parts B and C of this Chapter, where applicable.~~

~~[Cross reference: Guidance Note 17]~~

PART E – ADDITIONAL REQUIREMENTS RELATING TO A RIGHTS ISSUE**6.18 ~~Additional Requirements~~[Deleted]**

~~A listed corporation which intends to make a rights issue of securities must comply with the provisions in this Part in addition to those set out in Parts B and C of this Chapter, where applicable.~~

~~[Cross reference: Guidance Note 17]~~

6.20 ~~Requirements in relation to two-call rights issues~~[Deleted]

~~A listed corporation undertaking a two-call rights issue of securities by way of the capitalisation of reserves is subject to and must comply with the requirements set out in Rules 6.31 and 6.32 below (where applicable), subject to such adaptations, where necessary.~~

6.22 Fixing of books closing date for a rights issue

- (1) [No change].
- (2) Notwithstanding sub-Rule (1)(b) above, a listed corporation may fix a books closing date before it obtains the shareholder approval provided that -
 - (a) the listed corporation's shareholders holding more than 50% of the ~~aggregate of the nominal amounts~~total number of ~~all the~~ voting shares in the listed corporation have given their written irrevocable undertaking -
 - (i) to vote in favour of the rights issue during the general meeting; and

- (ii) that they will not dispose of or otherwise reduce their shareholdings to 50% or below in any manner until after the general meeting to approve the rights issue is duly convened and passed;

(b) – (c) [no change].

6.26 Abridged Prospectus

A listed corporation must announce to the Exchange the abridged prospectus in respect of a rights issue duly registered by the SC and lodged with the Registrar ~~of Companies~~, at least 1 market day before the commencement of trading of the rights.

PART F – ADDITIONAL REQUIREMENTS RELATING TO A BONUS ISSUE

6.30 Additional Requirements~~[Deleted]~~

~~A listed corporation which intends to make a bonus issue of securities must comply with the provisions in this Part, in addition to those set out in Parts B and C of this Chapter, where applicable.~~

~~[Cross reference: Guidance Note 17]~~

6.31 Criteria for bonus issues

- (1) ~~A listed corporation intending to make a bonus issue of securities must ensure that the necessary reserves required for capitalisation of the bonus issue is unimpaired by losses on a consolidated basis, where applicable, based on the listed corporation's latest audited financial statements as well as its latest quarterly report.~~~~[Deleted]~~
- ~~(1A) A listed corporation must ensure that its share price adjusted for a bonus issue is not less than RM0.20 based on the daily volume weighted average share price during the 3-month period before the application date.~~
- (2) A listed corporation undertaking a bonus issue by way of capitalisation must also ensure the following:
- ~~(a) Where a listed corporation intends to make a~~ bonus issue of securities not from its retained profits but by way of the capitalisation of ~~is to be capitalised from the reserves arising from revaluation of assets, only the surplus arising from one or more of the following may be capitalised~~ for the purpose of the bonus issue:
- (a) revaluation of investments in subsidiaries or associated companies. In this respect, surplus arising from the revaluation of plant, machinery and equipment of the listed corporation's subsidiaries or associated companies must not be capitalised; and
- (b) revaluation of real estates. ~~In this instance, provided that~~ at least 20% of the ~~valuation~~ revalued ~~amount of the revalued real estates must be~~ retained in the revaluation reserves after the capitalisation for the bonus issue; and

**APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES**

(b) it has sufficient reserves to cover the capitalisation issue. If the reserves for capitalisation are not based on the annual audited financial statements of the listed corporation, such reserves must be verified and confirmed by the external auditors or reporting accountants of the listed corporation. Where a confirmation by the external auditors or reporting accountants is required, the reserves for capitalisation, which may be adjusted for subsequent events, must be based on the latest audited financial statements or the latest quarterly report, whichever is the later.

- (3) ~~A listed corporation must ensure that the available reserves for capitalisation are adequate to cover the entire bonus issue of securities. If the reserves for capitalisation are not based on the annual audited financial statements of the listed corporation such reserves must be verified and confirmed by the external auditors or reporting accountants of the listed corporation. Where a confirmation by the external auditors or reporting accountants is required, the reserves for capitalisation, which may be adjusted for subsequent events, must be based on the latest audited financial statements or the latest quarterly report, whichever is the later.~~[Deleted]

6.32 Valuation report for revaluation of real estates

- (1) ~~Where~~If the bonus issue is to be ~~made by way of the capitalisation of~~capitalised from the reserves arising from revaluation of real estates under Rule 6.31(2)(~~ba~~)(ii), a listed corporation must –

(a) – (b) [no change].

- (2) – (7) [No change].

6.33 Staggered implementation of a bonus issue

- (1) – (2) [No change].

- (3) A listed corporation must subsequently announce each books closing date pursuant to Rule 9.19(1) and in the case of a bonus issue by way of capitalisation, include a statement that the listed corporation has adequate sufficient reserves to ~~implement the bonus~~cover the capitalisation issue in the announcements.

6.36 Announcements in relation to a bonus issue of securities

- (1) – (2) [No change].

- (3) ~~Where the bonus issue is not a~~In the case of a non-Specified Bonus Issue, ~~and if~~ the date of listing and quotation referred to in sub-Rule (2)(b) above, (“**Relevant Date**”) cannot be ascertained at the time of announcement of the books closing date, the listed corporation must state that the Relevant Date is dependent upon the other corporate proposal being completed or becoming unconditional.

- (4) ~~Where the bonus issue is a~~In the case of a Specified Bonus Issue, a listed corporation, must, on the books closing date, announce the exact number of bonus issue securities which will be listed and quoted.

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

-
- (5) ~~Where the bonus issue is not a~~In the case of a non-Specified Bonus Issue, immediately upon the other corporate proposal being completed or becoming unconditional and the listed corporation becoming aware of or ascertaining the Relevant Date, the listed corporation must announce -
- (a) – (b) [no change].

PART G – ADDITIONAL REQUIREMENTS RELATING TO A SHARE ISSUANCE SCHEME**6.37 ~~Additional Requirements~~[Deleted]**

~~A listed corporation which intends to issue shares pursuant to a Share Issuance Scheme must comply with the provisions in this Part, in addition to those set out in Parts B and C of this Chapter, where applicable.~~

~~[Cross reference: Guidance Note 17]~~

6.38 Eligibility and allocation

- (1) – (2) [No change].
- (3) The listed corporation must also ensure that -
- (a) [no change]; and
- (b) the allocation to a director or employee who, either singly or collectively through persons connected with the director or employee, holds 20% or more of the ~~issued and paid-up capital~~total number of issued shares (excluding treasury shares) of the listed corporation, does not exceed 10% of the total number of shares to be issued under the scheme.
- (4) [No change].

6.39 Number of shares

- (1) The listed corporation must ensure that the total number of shares to be issued under a Share Issuance Scheme is not more than 30% of its ~~issued and paid-up capital~~total number of issued shares (excluding treasury shares) at any one time.
- (2) For the purpose of sub-Rule (1) above, where a listed corporation purchases its own shares or undertakes any other corporate proposal resulting in the total number of shares to be issued under the scheme exceeding ~~the 30% of its issued and paid-up capital (excluding treasury shares) threshold in sub-Rule (1) above~~, no further options can be offered until the total number of shares to be issued under the scheme falls below ~~the said 30% of its issued and paid-up capital (excluding treasury shares) threshold~~.

6.42 Adjustments

A listed corporation must comply with the following as regards adjustments of price or number of shares to be issued under a Share Issuance Scheme:

- (a) – (c) [no change]
- (d) adjustments other than on a bonus issue, subdivision or consolidation of shares must be confirmed in writing either by the external auditors or the Sponsor or Adviser, as the case may be, of the listed corporation.

PART G(A) – ADDITIONAL REQUIREMENTS RELATING TO DIVIDEND REINVESTMENT SCHEME**6.46A ~~Additional requirements~~ Non-application**

- (1) ~~A listed corporation which intends to issue shares pursuant to a Dividend Reinvestment Scheme must comply with the provisions in this Part, in addition to those set out in Parts B and C of this Chapter, where applicable. [Deleted]~~
- (2) ~~For the avoidance of doubt, t~~his Part is not applicable to a distribution of dividend in specie.

6.46C Eligibility and election of entitlement

- (1) – (3) [No change].
- (4) The listed corporation must include in the election notice the following statements:
 - (a) a statement of the total number of shares that would be issued if all eligible shareholders were to elect to reinvest their cash dividends into new shares for their entire entitlement, and the percentage which that number represents of the ~~issued and paid-up capital~~ total number of issued shares (excluding treasury shares) as at the books closing date; and
 - (b) [no change].

PART H – ADDITIONAL REQUIREMENTS RELATING TO AN ISSUE OF DEBT SECURITIES AND REDEEMABLE PREFERENCE SHARES**6.47 Requirements relating to debt securities**

~~(1)~~—A listed corporation which intends to list debt securities must also comply with Chapter 4B of Bursa Malaysia Securities Berhad Main Market Listing Requirements, in addition to those set out in ~~Parts B, C and~~ E of this Chapter, where applicable.

[Cross reference: Guidance Note 17]

6.47A Requirements relating to redeemable preference shares

~~(1)~~—A listed corporation which intends to list its redeemable preference shares must also comply with ~~Parts B, C, and~~ E of this Chapter, where applicable.

[Cross reference: Guidance Note 17]

PART I – ADDITIONAL REQUIREMENTS RELATING TO AN ISSUE OF CONVERTIBLE SECURITIES**6.50 Requirements relating to convertible securities**

A listed corporation which intends to issue convertible securities must also comply with the provisions in ~~this Part, in addition to those set out in~~ Parts ~~B, C and~~ E of this Chapter, where applicable.

[Cross reference: Guidance Note 17]

6.51 Maximum number of new shares allowed from exercise of warrants

A listed corporation must ensure that the number of new shares which will arise from all outstanding warrants, when exercised, does not exceed 50% of the ~~issued and paid-up capital~~ total number of issued shares of the listed corporation (excluding treasury shares and before the exercise of the warrants) at all times.

6.51A Bonus issue of warrants

A listed corporation making a bonus issue of warrants must also comply with Part F of this Chapter except Rules 6.31, 6.32 and 6.34.

6.55 Deed poll and trust deed to comply with Requirements

(1) – (2) [no change]

(3) A deed poll or trust deed must not include any provision for –

(a) [no change]; or

(b) changes to the number of shares received for the exercise or conversion of each convertible security or changes to the pricing mechanism for the exercise or conversion price of the convertible security, except where these changes are adjustments following capitalisation issues, rights issue, bonus issue, consolidation or subdivision of shares or capital reduction exercises.

APPENDIX 6A

Part A

Contents of announcement in relation to a new issue of securities

(Rules 6.08(1), 6.33(2), 6.49 and 6.53)

- (1) The number, and type ~~and par value (where applicable)~~ of securities to be issued.
- (2) – (8) [No change].
- (9) The effect of the new issue of securities on -
- (a) the ~~issued and paid-up share~~ capital (to show effect for each proposal);
- (b) – (f) [no change].
- (10) – (15) [No change].
- (16) In the case of a bonus issue ~~or a two-call rights issue~~ -
- (a) the details of the reserves to be capitalised for the bonus issue, ~~or the second call of the two-call rights issue if applicable; and~~
- (b) a statement that the reserves required for capitalisation of ~~the second call of the two-call rights issue or~~ the bonus issue complies with Rules ~~6.20 and~~ 6.31(~~12~~)(b) of these Requirements, if applicable; and
- (c) where the bonus issue is to be made in stages over a period of time, relevant details of the same including -
- (i) – (ii) [no change];
- (iii) the effects of the bonus issue on reserves, if applicable;
- (iv) ~~a statement that the listed corporation has adequate reserves to cover the entire bonus issue; [deleted]~~
- (v) – (vi) [no change]; and
- (d) the number of shares before and after the bonus issue.
- (17) – (20) [No change].

APPENDIX 6B

Part A

Contents of circular in relation to a new issue of securities

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

- (1) – (5) [No change].
- (6) The number, and type ~~and par value~~ of the securities to be issued.
- (7) – (16) [No change].
- (17) The effects of the new issue of securities on -
- (a) the ~~issued and paid-up share~~ capital (to show effect for each proposal);
 - (b) – (f) [no change].
- (18) – (20) [No change].
- (21) Where applicable, securities holders' undertakings stating the portion of the new issue of securities which the securities holders have given their written irrevocable undertaking to subscribe for their entitlement in full, including -
- (a) [no change];
 - (b) the number and percentage of the existing ~~issued and paid-up capital~~ issued shares held by them in the listed corporation; and
 - (c) [no change].
- (22) – (26) [No change].
- (27) In the case of a bonus issue ~~or a two-call rights issue~~
- (a) ~~(i) — the details of the reserves to be capitalised for the bonus issue or the second call of the two-call rights issue~~ including the amount to be capitalised and the amount standing to the credit of such account, if applicable;
 - ~~(ii) — a statement that the available reserves have been confirmed by the external auditors or reporting accountants pursuant to Rule 6.31(3), if applicable;~~
 - (b) a statement that the reserves required for capitalisation of ~~the second call of the two-call rights issue or~~ the bonus issue complies with Rules ~~6.20 and 6.31(42)(b)~~ and that the available reserves have been confirmed by the external auditors or reporting accountants, if applicable;
 - (c) – (d) [no change];

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

(dA) a statement that the bonus issue complies with Rule 6.31(1A);

(e) where the bonus issue is to be made in stages over a period of time, relevant details of the same including -

(i) – (iii) [no change];

(iv) ~~a statement that the listed corporation has adequate reserves to cover the entire bonus issue;~~[deleted]

(v) – (vi) [no change]; and

(f) the number of shares before and after the bonus issue.

(28) – (34) [No change].

(35) An appendix containing the following information:

(a) – (c) [no change];

(d) a statement that from the date of the circular until the date of the general meeting the following documents (or copies of the documents) may be inspected at the registered office of the listed corporation:

(i) the ~~memorandum and articles of association~~constitution;

(ii) – (ix) [no change].

(36) [No change].

[End of Amendments to Chapter 6]

CHAPTER 7 ~~ARTICLES OF ASSOCIATION~~ CONSTITUTION**PART A – GENERAL****7.01 Introduction**

Parts B to N of this Chapter set out the provisions which an applicant or a listed corporation must ensure are contained in its ~~articles of association~~ constitution.

PART C – CAPITAL**7.03 ~~Issue of shares to directors~~ [Deleted]**

~~No director shall participate in a Share Issuance Scheme unless shareholders in general meeting have approved the specific allotment to be made to such director~~

7.04 ~~Rights of other classes of shares~~ [Deleted]

~~The rights attaching to shares of a class other than ordinary shares shall be expressed.~~

7.05 ~~Power to issue further preference shares~~ [Deleted]

~~Whether the company has power to issue further preference capital ranking equally with, or in priority to, preference shares already issued.~~

7.06 ~~Rights of preference shareholders~~ [Deleted]

~~(1) The holder of a preference share must be entitled to a right to vote in each of the following circumstances:~~

- ~~(a) when the dividend or part of the dividend on the share is in arrears for more than 6 months;~~
- ~~(b) on a proposal to reduce the company's share capital;~~
- ~~(c) on a proposal for the disposal of the whole of the company's property, business and undertaking;~~
- ~~(d) on a proposal that affects rights attached to the share;~~
- ~~(e) on a proposal to wind up the company; and~~
- ~~(f) during the winding-up of the company.~~

~~(2) A holder of a preference share must be entitled to the same rights as a holder of an ordinary share in relation to receiving notices, reports and audited financial statements, and attending meetings.~~

7.08 Issue of new shares to members

Subject to any direction to the contrary that may be given by the company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the directors may dispose of those shares or securities in such manner as they think most beneficial to the company. The directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to the shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the directors, be conveniently offered under this ~~article~~constitution.

PART E – TRANSFER AND TRANSMISSION**7.11 Transfers of securities**

The transfer of any listed security or class of listed security of the company, shall be by way of book entry by the Depository in accordance with the Rules of the Depository and, notwithstanding sections ~~103 and 104~~105, 106 or 110 of the Companies Act ~~1965~~, but subject to section ~~107~~C148(2) of the Companies Act ~~1965~~ and any exemption that may be made from compliance with section ~~107~~C148(1) of the Companies ~~Act 1965~~, the company shall be precluded from registering and effecting any transfer of the listed securities.

PART F – MODIFICATION OF RIGHTS**7.13 ~~Modification of rights~~[Deleted]**

~~The repayment of preference capital other than redeemable preference capital or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned, provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference capital concerned within 2 months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.~~

PART I – VOTING AND PROXIES**7.20 ~~Voting rights of shares of different monetary denominations~~[Deleted]**

~~Where the capital of a company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.~~

7.21A ~~Qualification and rights of proxy to speak~~[Deleted]

- (1) ~~A member of a company entitled to attend and vote at a meeting of a company, or at a meeting of any class of members of the company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting. There shall be no restriction as to the qualification of the proxy.~~
- (2) ~~A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to speak at the meeting.~~

PART J – DIRECTORS**7.24 ~~Increase in directors' remuneration~~Annual shareholder approval for directors' fees and benefits**

~~The Fees of directors, and any benefits payable to directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting, be subject to annual shareholder approval at a general meeting.~~

7.27 ~~Vacation of office of director~~[Deleted]

~~The office of a director shall become vacant if the director becomes of unsound mind or bankrupt during his term of office.~~

7.29 Power of managing director

A managing director or a person performing the functions of a managing director, by whatever name called, shall be subject to the control of the board of directors.

7.30 Proceedings in case of vacancies

The remaining directors may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to the articles constitution of the company, the remaining director may, except in an emergency, act only for the purpose of increasing the number of directors to such minimum number, or to summon a general meeting of the company.

7.31 Appointment of alternate director

A director may appoint a person ~~approved by a majority of his co-directors~~ to act as his alternate, provided that —

- (a) such person is not a director of the company;
- (b) such person does not act as an alternate for more than one director of the company;
- (c) the appointment is approved by a majority of the other members of the Board; and
- (d) any fee paid by the company to the alternate shall be deducted from that director's remuneration.

PART L – WINDING-UP**7.34 Distribution of assets ~~in specie~~**

The basis on which shareholders will participate in a distribution of assets on a winding-up shall be expressed.

7.35 ~~Liquidator's commission~~[Deleted]

~~On the voluntary liquidation of the company, no commission or fee shall be paid to a liquidator unless it shall have been approved by shareholders. The amount of such payment shall be notified to all shareholders at least 7 days before the meeting at which the commission or fee is to be considered.~~

PART M – EFFECT OF THESE REQUIREMENTS**7.36 Effect of the Listing Requirements**

- (1) Notwithstanding anything contained in ~~these articles~~this constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Nothing contained in ~~these articles~~this constitution prevents an act being done that the Listing Requirements require to be done.
- (3) [No change].
- (4) If the Listing Requirements require ~~these articles~~this constitution to contain a provision and ~~they~~it does not contain such a provision, ~~these articles are~~this constitution is deemed to contain that provision.
- (5) If the Listing Requirements require ~~these articles~~this constitution not to contain a provision and ~~they~~it contains such a provision, ~~these articles are~~this constitution is deemed not to contain that provision.
- (6) If any provision of ~~these articles~~this constitution is or becomes inconsistent with the Listing Requirements, ~~these articles are~~this constitution is deemed not to contain that provision to the extent of the inconsistency.
- (7) For the purpose of this ~~article~~constitution, unless the context otherwise requires, “**Listing Requirements**” means Bursa Malaysia Securities Berhad ACE Market Listing Requirements including any amendment to the Listing Requirements that may be made from time to time.

PART N – AMENDMENTS TO THIS CHAPTER**7.37 Amendments to this Chapter**

Where any amendment is made by the Exchange to the provisions of this Chapter, a company must make corresponding amendment(s) to its ~~articles of association~~constitution to reflect the said amendment unless its ~~articles~~constitution includes the provisions in Rule 7.36 or its equivalent.

[End of Amendments to Chapter 7]

CHAPTER 8 CONTINUING LISTING OBLIGATIONS

PART B – CONTINUING LISTING CRITERIA

8.03A Level of operations

(1) – (6) [No change].

(7) For the purposes of this Rule, unless the context otherwise requires –

(a) [no change];

(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~~ share 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

		Issued and Paid-up Capital Share Capital (excluding redeemable preference shares and treasury shares) (RM)
1 January 2xx1	Balance	10,000,000
1 June 2xx1	Issue of 5,000,000 new shares <u>at RM1 each</u> for cash	15,000,000
1 Dec 2xx1	Issue of 3,000,000 new shares <u>at RM1 each</u> for cash	18,000,000

Computation of weighted average:

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

[Cross reference: Guidance Notes 3 and 20]

PART D – SPONSORSHIP OF DEPOSITORY RECEIPTS

8.14 Sponsorship of depository receipts

A listed corporation must not enter into an agreement with a depository bank to sponsor a depository receipt programme unless the following terms are incorporated in the said agreement:

- (a) [no change];
- (b) the total number of underlying securities at any time must not be more than 5% of the ~~total issued and paid-up capital~~ total number of issued shares of the listed corporation;
- (c) – (d) [no change].

8.15 Status reports on depository receipts

- (1) A listed corporation which has entered into an agreement to sponsor a depository receipt programme must provide to the Exchange, for its information, every quarter of a calendar year, the following (“**status report**”):
 - (a) [no change];
 - (b) the total number and percentage of the securities for which the depository receipts are issued against its ~~issued and paid-up capital~~ total number of issued shares and a breakdown of the same in respect of the securities held by each custodian.
- (2) Where the status report shows that ~~the percentage of the securities for which the depository receipts are issued against its issued and paid-up capital exceeds~~ the limit referred to in Rule 8.14(b) above is exceeded, the Exchange will forward such report to the Depository, for its further action.

PART H – OTHERS

8.31 Securities holder approval

- (1) ~~Where~~ If a transaction ~~entered into or proposed to be entered into by a listed corporation or any other action or corporate proposal of a listed corporation is specified in these Requirements as one which~~ requires securities holder approval pursuant to these Requirements, such approval must be obtained before the transaction, action or proposal being completed a listed corporation must not enter into or carry into effect such transaction or corporate proposal unless -

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

- (a) ~~the entering into the transaction or corporate proposal is made subject to the securities holder approval; or~~
- (b) ~~the carrying into effect of the transaction or corporate proposal has been approved by the securities holders.~~
- (2) Where the transaction ~~or corporate proposal entered into or proposed to be entered into by a listed corporation~~ is ~~the~~ grant for the exercise of an option and shareholder approval is required pursuant to these Requirements, then -
- (a) – (b) [no change].

8.31A Voting by poll

- (1) [No change].
- (2) A listed corporation must appoint at least 1 scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the listed corporation or its related corporation, and must be independent of the person undertaking the polling process. If such scrutineer is interested in a resolution to be passed at the general meeting, the scrutineer must refrain from acting as the scrutineer for that resolution. For this purpose, “**officer**” has the meaning given in section 42 of the Companies Act ~~1965~~.

APPENDIX 8E

Information on equity structure of a listed corporation to be furnished to Exchange upon completion of a take-over offer

(Rule 8.02(5))

<i>Particulars</i>	<i>No. of shares</i>	<i>No. of shareholders</i>	<i>Percentage %</i>
Issued and paid-up Share capital			
Less:			
<i>Treasury shares</i>			
<i>Directors of the listed corporation and its subsidiaries</i>			
<i>Substantial shareholders of the listed corporation (except where such shareholder may be included as “public”)</i>			

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

*Associates of
directors or
substantial
shareholders of the
listed corporation*

~~*Shareholders holding
less than 100 shares*~~ -----

Public shareholding

[End of Amendments to Chapter 8]

CHAPTER 9 CONTINUING DISCLOSURE**PART H – INSIDER TRADING****9.14 Prohibitions under the law**

- (1) All listed corporations and parties who may be regarded as insiders must be fully aware of the provisions of the CMSA and the Companies Act ~~1965~~.
- (2) [No change].

PART J – IMMEDIATE DISCLOSURE REQUIREMENTS**9.19 Immediate announcements to the Exchange**

A listed corporation must immediately announce to the Exchange the events set out below. This requirement is in addition to the other announcement requirements which are imposed under this Chapter and other parts of these Requirements, and are not exhaustive:

- (1) – (16) [no change]
- (17) any proposed alteration of the ~~memorandum of association or articles of association~~constitution of the listed corporation;
- (18) [no change];
- (19) any notice referred to in section ~~1352~~19(1) of the Companies Act ~~1965~~ which the listed corporation has received in relation to the listed corporation's securities listed on the Exchange;
- (20) any ~~commencement of winding-up proceedings or winding-up order made against winding up of~~ the listed corporation, ~~or any of its subsidiaryies or major associated companyies. as follows: "Commencement of winding-up" has the meaning given under sections 219 and 255 of the Companies Act 1965.~~
 - (a) presentation of a winding-up petition;
 - (b) winding up order being made; or
 - (c) commencement of a voluntary winding-up in accordance with section 441 of the Companies Act.

An announcement to the Exchange pertaining to the winding-up must include the information contained in Part C of Appendix 9A;

**APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES**

- (21) the appointment of or any change in, a receiver, manager or receiver and manager, liquidator (which includes an provisional/interim liquidator) or special administrator or such other person of a similar capacity over the listed corporation, any of its subsidiaries or major associated companies or any part of the properties of the listed corporation, any of its subsidiaries or major associated companies. An announcement pertaining to the appointment of a receiver, manager or receiver and manager or such other person of a similar capacity must include the information contained in Part D of Appendix 9A. An announcement on the appointment of the liquidator (which includes an provisional/interim liquidator) or special administrator must include the information contained in Part E of Appendix 9A;
- (22) the procurement of a court order restraining proceedings against a listed corporation or any of its subsidiaries or major associated companies under section 476368 of the Companies Act ~~1965~~. An announcement on the restraining order must include the information contained in Part F of Appendix 9A;
- (23) – (25) [no change];
- (26) any acquisition (including subscription) of shares in another listed corporation or any other event which results in the holding being 5% or more of the issued and paid-up capital/total number of issued shares (excluding treasury shares) of that listed corporation;
- (27) any disposal of shares in another listed corporation or any other event which results in the holding falling below 5% of the issued and paid-up capital/total number of issued shares (excluding treasury shares) of that listed corporation;
- (28) – (52) [no change].

PART K – PERIODIC DISCLOSURES

9.26 Issuance of annual report in electronic format~~[Deleted]~~

~~Without prejudice to other provisions relating to issuance of annual reports, a listed corporation may issue its annual report in electronic format to its shareholders provided that it—~~

- ~~(a) gives a printed copy of its annual report to its shareholder upon the shareholder's request, whether verbal or written;~~
- ~~(b) designates a person to attend to the shareholders' requests as stated in sub-Rule (a) above;~~
- ~~(c) ensures that a hard copy of the annual report is forwarded to the shareholder requesting the same within 4 market days from the date of receipt of the request;~~
- ~~(d) designates person(s) to answer queries from shareholders relating to the use of the electronic format;~~
- ~~(e) issues hard copies of the notice of the annual general meeting, the proxy form and the following documents to its shareholders together with the annual report in electronic format~~
- ~~—~~

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

-
- ~~(i) a note containing the following statement or information:~~
- ~~(aa) the listed corporation will forward a hard copy of the annual report to the shareholder within 4 market days from the date of receipt of the verbal or written request;~~
 - ~~(bb) the listed corporation's web site and e-mail address, name(s) of designated person(s) attending to shareholders' requests and queries and contact number(s); and~~
 - ~~(cc) the designated website link or address where a copy of the annual report may be downloaded; and~~
- ~~(ii) a request form to enable the shareholder to request for the annual report in hard copy, with the particulars of the listed corporation's facsimile number and mailing address.~~

9.27 Statutory declaration in relation to accounts

A listed corporation must ensure that the director or person primarily responsible for the financial management of the listed corporation, as the case may be, who signs the statutory declaration pursuant to section ~~469(16)251(1)(b)~~ of the Companies Act ~~1965~~ (“**signatory**”) satisfies the following requirements:

- (a) the signatory is a member of the Malaysian Institute of Accountants; or
- (b) if the signatory is not a member of the Malaysian Institute of Accountants, the signatory has at least 3 years' working experience and -
 - (i) has passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
 - (ii) is a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967; or
- (c) the signatory fulfils such other requirements as prescribed or approved by the Exchange.

[Cross reference: Guidance Note 9]

APPENDIX 9A**Part C****Contents of announcement in relation to winding-up ~~proceedings~~**

(Rule 9.19(20))

- (a) – (c) [No change].
- (d) Where the winding-up is ~~commenced~~ against a subsidiary, a confirmation as to whether the subsidiary is a major subsidiary.
- (e) Where the winding-up is ~~commenced~~, against a subsidiary or major associated company, the total cost of investment in such subsidiary or major associated company.
- (f) The financial and operational impact of the winding-up ~~proceedings~~ on the group.
- (g) The expected losses, if any arising from the winding-up ~~proceedings~~.
- (h) [No change].

Part E**Contents of announcement in relation to the appointment of a special administrator or liquidator (which includes an ~~provisional~~interim liquidator)**

(Rule 9.19(21))

- (a) – (h) [No change].

Part G**Contents of announcement in relation to a depository receipt**

(Rule 9.19(43))

- (a) [No change].
- (b) The total number and percentage of the securities for which the depository receipts are issued against the ~~issued and paid-up capital~~total number of issued shares of the listed corporation and a breakdown of the same in respect of the securities held by each custodian.
- (c) – (e) [No change].

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

APPENDIX 9B

Quarterly report
(Rule 9.22(2))

Notes

(1) – (17) [No change].

18. If the listed corporation has entered into any derivatives, the following information:

(a) a description of the nature of all outstanding derivatives (including financial instruments designated as hedging instruments) as at the date of the statement of financial position, which must include the prescribed information for each type of derivatives, in the table as follows:

<u>Type of Derivatives</u>	<u>Contract/Notional Value as at the date of the Statement of Financial Position (RM million)</u>	<u>Fair Value as at the date of the Statement of Financial Position (RM million)</u>
<u>(i) Type “A” Contract (for example, Fuel Contracts)</u>		
<u>- Less than 1 year</u>	<u>X</u>	<u>X</u>
<u>- 1 year to 3 years</u>	<u>X</u>	<u>X</u>
<u>- More than 3 years</u>	<u>X</u>	<u>X</u>
<u>(ii) Type “B” Contracts (for example, Foreign Exchange Contracts)</u>		
<u>- Less than 1 year</u>	<u>X</u>	<u>X</u>
<u>- 1 year to 3 years</u>	<u>X</u>	<u>X</u>
<u>- More than 3 years</u>	<u>X</u>	<u>X</u>

(b) in respect of a type of derivatives entered into by the listed corporation which has not been disclosed in the preceding financial year or any quarters in the current financial year, the rationale for entering into such derivatives and the expected benefit accruing to the listed corporation;

(c) a discussion of the following for each type of derivatives, if there is a change in any of the information disclosed since the preceding financial year:

(i) the credit risk, market risk and liquidity risk associated with the derivatives, where applicable;

(ii) the cash requirements of the derivatives;

**APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES**

(iii) the policies in place for mitigating or controlling the risks associated with those derivatives; and

(iv) the related accounting policies.

If there is no change, a statement to that effect.

19. The amount of gains/losses arising from fair value changes of its financial liabilities for the current quarter and financial year-to-date including the following:

(a) the type of financial liabilities from which the gains/losses arose;

(b) an explanation on the reasons for the gains/losses; and

(c) the basis in arriving at the fair value changes.

APPENDIX 9C

Contents of annual report

(Rule 9.25)

(1) – (8) [No change].

(9) ~~A statement relating to corporate governance~~An overview of the application of the Principles set out in the MCCG in respect of the financial year required under Rule 15.25(1).

(10) – (11) [No change].

(12) The remuneration of directors of the listed corporation (including the remuneration for services rendered to the listed corporation as a group) ~~for the financial year on a named basis for the financial year and in the following manner~~, stating the amount received or to be received from the listed corporation and ~~the amount received~~ on a group basis respectively.÷

(a) ~~the aggregate remuneration of directors with categorisation into appropriate~~ The disclosure must include the amount in each components of the remuneration (e.g. directors' fees, salaries, percentages, bonuses, commission, compensation for loss of office, benefits in kind based on an estimated money value) for each director, distinguishing between executive and non-executive directors; and

(b) ~~the number of directors whose remuneration falls in each successive band of RM50,000 distinguishing between executive and non-executive directors.~~

(13) – (23) [No change].

(24) A statement indicating the date of such statement and setting out -

(a) [no change];

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

- (b) a statement showing the direct and deemed interests in the listed corporation, or in a related corporation (including number and percentage) of -
- (i) each director appearing in the register maintained under section ~~134~~59 of the Companies Act ~~1965~~; and
 - (ii) chief executive who is not a director;
- (c) – (e) [no change];

(25) – (31) [No change].

[End of Amendments to Chapter 9]

CHAPTER 10 TRANSACTIONS**PART B – DEFINITIONS****10.02 Definitions**

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

- (a) – (f) [no change];
- (g) “**percentage ratios**” means the figures, expressed as a percentage, resulting from each of the following calculations:
- (i) – (iii) [no change];
- (iv) the ~~equity share capital~~number of shares issued by the listed corporation as consideration for an acquisition, compared with the ~~equity share capital~~total number of shares previously in issue (excluding treasury shares);
- (v) – (viii) [no change];
- (h) – (l) [no change].

PART C – VALUATION AND INFORMATION**10.03 Basis of valuation**

- (1) – (2) [No change].
- (3) The market value of the ~~equity share capital~~issued shares of the corporation will be determined as the weighted average market price for the ~~equity share capital~~issued shares for the 5 market days before the date on which the terms of the transaction were agreed upon.
- (4) – (10) [No change].

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

(1) – (10) [No change]

(11) The following transactions are not normally regarded as related party transactions:

- (a) the issue of securities by the listed corporation for cash (subject to Rule 6.07), the issue of securities by way of bonus issue, the grant of options and the issue of securities arising from the exercise of options under a Share Issuance Scheme (subject to compliance with Chapter 6), subscription of securities on a pro rata basis, subdivision of shares, consolidation of shares, ~~reduction in the par value of shares,~~ or payment of dividend;

(b) – (q) [no change].

10.09 Recurrent Related Party Transactions

(1) Notwithstanding Rule 10.08(1)(b) above, a listed corporation must immediately announce a Recurrent Related Party Transaction as follows:

- (a) in relation to a listed corporation with ~~an issued and paid-up capital of a share capital of~~ RM60 million and above –

(i) – (ii) [no change]; or

- (b) in relation to a listed corporation with ~~an issued and paid-up capital which is a share capital which is~~ less than RM60 million –

(i) – (ii) [no change].

(2) – (3) [No change].

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) – (c) [no change]

- (d) convene a general meeting and obtain shareholder approval of at least 75% ~~in value~~ of the total number of issued shares held by the shareholders present and voting either in person or by proxy at the meeting for such Major Disposal.

(2) – (5) [no change]

APPENDIX 10A**Contents of announcement in relation to transactions**

(Rules 10.06(1), 10.08(1) and 10.08(11)(i) and (j), and 10.11A(1)(c))

Part A**General information to be included, where applicable, in announcement of transactions**

(1) – (5) [No change]

(6) In the case of a disposal -

(a) – (b) [no change]

(c) where shares or other securities are intended to form part of the consideration -

(i) the number, and type ~~and par value~~ of securities to be issued;

(ii) – (iv) [no change];

(v) the principal activities, ~~and issued and paid-up capital~~ share capital and number of issued shares of the corporation in which the securities are or will be held; and

(vi) [no change];

(d) – (f) [no change].

(7) In the case of an acquisition -

(a) where the consideration is to be satisfied in whole or in part by an issue of securities of the listed corporation -

(i) the number, and type ~~and par value~~ of securities to be issued;

(ii) [no change];

(iii) whether listing will be sought for the securities; and

(iv) [no change];

(v) ~~if the vendor is a corporation, the name and principal activity of the vendor and names of its directors and substantial shareholders together with their respective shareholdings; and [deleted]~~(vi) ~~if the vendor is an individual, the name of the vendor; [deleted]~~(aA) where the consideration is to be satisfied in whole or in part by way of transfer of treasury shares, the information as set out in Part B of Appendix 12C (if applicable);

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

-
- (b) where the purchase consideration is to be satisfied by cash, the source of funding; and its breakdown ~~and details of the vendor~~; and
- (c) particulars of all liabilities, including contingent liabilities and guarantees to be assumed by the listed corporation, arising from the transaction; and
- (d) the following details of the vendor:
- (i) if the vendor is a corporation, the name and principal activity of the vendor and the names of its directors and substantial shareholders together with their respective shareholdings; and
- (ii) if the vendor is an individual, the name of the vendor.
- (8) Where the consideration is in the form of ~~equity share capital shares~~, the weighted average market price for the ~~equity share capital shares~~ for the 5 market days before the date on which the terms of the transaction were agreed upon.
- (9) - (20) [No change].

Part B**Additional specific information to be included in relation to joint-ventures**

- (1) – (2) [No change].
- (3) The eventual ~~issued and paid-up share~~ capital and number of issued shares of the joint-venture corporation.
- (4) The number, and type ~~and par value~~ of the shares. Where there is more than one type of shares or securities issued, the following:
- (a) – (d) [no change].
- (5) – (8) [No change].

APPENDIX 10B**Contents of circular to shareholders in relation to transactions**

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

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

(1) – (13) [No change].

(14) In the case of an acquisition -

(a) where the consideration is to be satisfied in whole or in part by an issue of securities of the listed corporation -

(i) the number, ~~and~~ type ~~and par value~~ of securities to be issued;

(ii) [no change];

(iii) the issue price, basis of determining the issue price and the justification for the pricing of the securities; ~~and~~~~(iv) if the vendor is a corporation, the name and principal activity of the vendor and names of its directors and substantial shareholders together with their respective shareholdings; [deleted]~~~~(v) if the vendor is an individual, the name of the vendor; and [deleted]~~

(vi) [no change];

~~(aA) where the consideration is to be satisfied in whole or in part by way of transfer of treasury shares, the information as set out in Part B of Appendix 12C (if applicable);~~(b) where the purchase consideration is to be satisfied wholly or partly by cash, the source(s) of funding, ~~and~~ the breakdown ~~and details of the vendor; and~~(c) a statement as to whether the corporation and/or assets will be acquired free from encumbrances; ~~and~~(d) the particulars of all liabilities, including contingent liabilities and guarantees to be assumed by the listed corporation arising from the acquisition; ~~and~~~~(e) the following details of the vendor:~~~~(i) if the vendor is a corporation, the name and principal activity of the vendor and the names of its directors and substantial shareholders together with their respective shareholdings; and~~~~(ii) if the vendor is an individual, the name of the vendor.~~

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

-
- (15) In the case of a disposal -
- (a) - (c) [no change]
 - (d) where shares or other securities are intended to form part of the consideration -
 - (i) the number, and type ~~and par value~~ of securities to be issued;
 - (ii) - (v) [no change];
 - (e) - (h) [no change].
- (16) - (28) [No change]
- (29) Where another corporation is acquired or disposed of, or where shares or other securities in another corporation are to be received as consideration for a disposal, the following information in respect of the other corporation in an appendix:
- (a) [no change];
 - (b) the ~~authorised and issued and paid-up capital~~ share capital and number of issued shares;
 - (c) the number, and type ~~and par value~~ of the shares making up the share capital. Where there is more than one type of shares or securities in issue, the following:
 - (i) - (iv) [no change];
 - (d) the following details of its subsidiaries and associated companies:
 - (i) - (ii) [no change];
 - (iii) the ~~issued and paid-up capital~~ share capital;
 - (iv) - (v) [no change];
 - (e) - (m) [no change];
- (30) [No change].
- (31) An appendix containing the following information:
- (a) - (e) [no change];
 - (f) a statement that for a period from the date of the circular to the date of the extraordinary general meeting, the following documents (or copies of the documents) in respect of the listed corporation, the corporation which is the subject of the transaction, and the corporation whose shares or convertible securities are to be issued as consideration for the disposal by the listed corporation, where applicable, may be inspected at the registered office of the listed corporation:
-

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

(i) the ~~memorandum and articles of association~~ constitution;

(ii) – (vi) [no change].

(32) [No change].

Part B**Additional specific information to be included in circular to shareholders in relation to joint-ventures**

(1) [No change].

(2) The ~~authorised and current issued and paid-up capital~~ share capital and number of issued shares.

(3) – (4) [No change].

(5) The eventual ~~issued and paid-up capital~~ share capital and number of issued shares of the joint-venture corporation.

(6) The number, and type, ~~par value~~ of the shares making up the share capital. Where there is more than one type of shares or securities issued, the following:

(a) – (d) [no change].

(7) – (10) [No change].

[End of Amendments to Chapter 10]

CHAPTER 12 SHARE BUY-BACKS**PART C – GENERAL REQUIREMENTS****12.03 Authorisation**

A listed corporation must not purchase its own shares -

- (a) [no change]; and
- (b) unless its shareholders have, by ordinary resolution passed at a general meeting, given an authorisation to ~~the~~its directors ~~of the listed corporation~~ to make such purchase(s) ~~by way of ordinary resolution which has been passed at a general meeting and subject to section 67A of the Companies Act 1965 and Part IIIA of the Companies Regulations 1966, and –~~
 - (i) where it is incorporated under the Companies Act, it complies with sections 112, 113 and 127 of the Companies Act; or
 - (ii) where it is a foreign corporation, it complies with sections 112, 113 and 127 of the Companies Act subject to the necessary modifications.

12.04 On the market transactions

Subject to Rule 12.25(2) below, a listed corporation must ensure that any purchase by the listed corporation of its own shares, or resale of its treasury shares is effected only on the market of the Exchange.

12.05 Announcement of intention to propose a share buy-back

A listed corporation must immediately announce to the Exchange any decision by ~~the~~its board of directors ~~of the listed corporation~~ to submit to shareholders a proposal for the listed corporation to be authorised to purchase its own shares.

12.06 ~~Circular~~Share Buy-back Statement to shareholders for purchase of own shares

- (1) A listed corporation seeking authorisation from its shareholders to purchase its own shares or other than by way of a renewal or renew an existing authorisation, must issue a circular to its shareholders statement accompanying its notice of general meeting (“Share Buy-back Statement”) that complies with the requirements of sub-Rule (3) below ~~includes the information set out in Appendix 12A.~~
- (2) ~~A listed corporation that is renewing its existing authorisation must either issue –[Deleted]~~
 - ~~(a) — a statement accompanying its notice of general meeting (“Share Buy-back Statement”), in substitution of the circular; or~~
 - ~~(b) — a circular, as referred to in sub-Rule (1) above.~~

~~Where a listed corporation issues a Share Buy-back Statement, it must ensure that such Statement complies with the requirements of sub-Rule (4) below.~~

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

-
- (3) ~~The listed corporation must include in the circular referred to under sub-Rule (1) above the information set out in Part A of Appendix 12A and all such information concerning the proposed purchase as shareholders and their advisers would reasonably require and would reasonably expect to find in the circular for the purposes of making an informed assessment as to the merits of approving the proposed purchase and the extent of the risks involved in doing so. [Deleted]~~
- (4) ~~The listed corporation must include in the Share Buy-back Statement the information set out in Part B of Appendix 12A and all such information concerning the proposed purchase as shareholders and their advisers would reasonably require and would reasonably expect to find in the Share Buy-back Statement for the purposes of making an informed assessment as to the merits of approving the proposed purchase and the extent of the risks involved in doing so. [Deleted]~~
- (5) The listed corporation must submit the ~~circular or~~ Share Buy-back Statement, ~~as the case may be,~~ to the Exchange together with a checklist showing compliance with ~~Part A or B of~~ Appendix 12A ~~respectively~~.

12.09 Maximum limit

A listed corporation must not purchase its own shares or hold any of its own shares as treasury shares if this results in the aggregate of the shares purchased or held exceeding 10% of its ~~issued and paid-up capital~~ total number of issued shares.

PART D – SOURCE OF FUNDS ~~AND CONSIDERATION~~**12.10 Source of funds**

- (1) A listed corporation must ensure that the proposed purchase(s) of its own shares is made wholly out of retained profits ~~or the share premium account~~ of the listed corporation ~~or both~~.
- (2) For the purpose of calculating the total amount of retained profits ~~or share premium~~ available for effecting a share buy-back, the listed corporation must not use the amount of retained profits ~~and share premium~~ available on a group basis.

12.11 Types of funds

For the purpose of Rule 12.10, there are no restrictions on the types of funds which can be utilised so long as the share buy-back is backed by an equivalent amount of retained profits ~~or share premium~~. The use of borrowings as a funding source is entirely within the ambit envisaged by this Chapter.

PART E – ~~DECLARATION OF SOLVENCY [DELETED]~~**~~12.12 Solvency statement~~**

~~A listed corporation must ensure that a solvency statement is lodged with the Exchange by the directors of the listed corporation as follows:~~

- ~~(a) where it is incorporated under the Companies Act, in accordance with Subdivision 3 of Part III and section 127, of the Companies Act; or~~

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

~~(b) where it is a foreign corporation, in the form and manner prescribed under Subdivision 3 of Part III of the Companies Act subject to the necessary modifications.~~

12.13 Execution of solvency statement

~~(1) The solvency statement must be signed and dated by the majority of the directors.~~

~~(2) If any director, whether or not that director signed the statement, is of the opinion that it is likely that the listed corporation will not remain solvent at the time of the relevant purchase(s), the director must immediately notify the board of directors of the listed corporation in writing and lodge a copy of such notice with the Exchange and the giving of such notice will revoke the validity of the earlier solvency statement.~~

PART F – ADDITIONAL REQUIREMENTS**12.18 Resale or transfer price**

A listed corporation may only resell treasury shares on the Exchange or transfer treasury shares pursuant to section 127(7) of the Companies Act, at -

- (a) a price which is not less than the weighted average market price for the shares for the 5 market days immediately before the resale or transfer; or
- (b) a discounted price of not more than 5% to the weighted average market price for the shares for the 5 market days immediately before the resale or transfer provided that -
 - (i) the resale or transfer takes place not earlier than 30 days from the date of purchase; and
 - (ii) the resale or transfer price is not less than the cost of purchase of the shares being resold or transferred.

12.19 Notification of purchase

A listed corporation must immediately announce to the Exchange any purchase(s) of its own shares not later than 6.30 p.m. on the day of the purchase ~~is made~~. The listed corporation must include in its announcement, the information set out in Part A of Appendix 12C.

12.20 Notification of resale or transfer

A listed corporation must immediately announce to the Exchange any resale ~~(s)~~ or transfer of its treasury shares pursuant to section 127(7) of the Companies Act, not later than 6.30 p.m. on the day of the resale or transfer ~~is made~~. The listed corporation must include in its announcement the information set out in Part B of Appendix 12C.

12.21 Notification of cancellation

A listed corporation must immediately announce to the Exchange any cancellation of its shares or treasury shares not later than 6.30 p.m. on the day of the cancellation ~~is made~~. The listed corporation must include in its announcement the information set out in Part C of Appendix 12C.

APPENDIX 12A**Part A****Contents of ~~circular in relation to a s~~Share ~~b~~Buy-back Statement**(Rule 12.06(~~31~~))

- (1) [No change].
- (2) A statement that Bursa Malaysia Securities Berhad takes no responsibility for the contents of the ~~circular~~Share Buy-back Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the ~~document~~Share Buy-back Statement. In relation to ~~a document~~the Share Buy-back Statement which has not been perused by Bursa Malaysia Securities Berhad before its issuance, a statement to that effect.
- (3) ~~A statement with regard to t~~he reasons for the proposed purchase.
- (4) – (5) [No change].
- (6) The amount of retained profits ~~and share premium~~ based on the latest audited and unaudited financial statements ~~and the latest management accounts (where applicable)~~.
- (7) – (8) [No change].
- (9) The direct and indirect interests of the directors and ~~substantial major~~ shareholders and any person connected with the directors or ~~substantial major~~ shareholders, or both, in the proposed purchase of shares or resale of treasury shares.
- (10) – (12) [No change].
- (13) The details of any purchase made in the preceding 12 months giving the date of each purchase, ~~and~~ the purchase price per share or the highest, lowest and average prices paid, and total consideration paid for such purchase(s).
- (14) The ~~details of~~ number of shares currently held as treasury shares and details of any resale or transfer of treasury shares made in the preceding 12 months ~~giving the including -~~
 - (a) date of each resale or transfer;
 - (b) in the case where the shares are resold, and the resale price per share or the highest, lowest and average resale prices, and total consideration received for such resale(s); and

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

(c) in the case where the shares are transferred, the purpose of the transfer, the transfer price and the basis for such price.

(15) – (20) [No change].

(21) An appendix containing the following information:

(a) – (b) [no change];

(c) ~~a statement of all material contracts (not being contracts entered into in the ordinary course of business) entered into by the listed corporation and/or its subsidiaries within 2 years immediately preceding the date of the circular. The following particulars must be disclosed in respect of each such contract:~~

~~(i) the date of the contract;~~

~~(ii) the parties of the contract;~~

~~(iii) the general nature; and~~

~~(iv) the consideration and mode of satisfaction;[deleted]~~

(d) ~~a statement of all material litigation, claims or arbitration involving the listed corporation and/or any of its subsidiaries, including those pending or threatened against such corporations. The following particulars must be disclosed:~~

~~(i) the background;~~

~~(ii) the date of the suit;~~

~~(iii) the names of the plaintiff(s) and defendant(s);~~

~~(iv) the estimate of the maximum exposure to liabilities;~~

~~(v) the directors'/solicitors' opinion of the outcome; and~~

~~(vi) the status;[deleted]~~

(e) a statement that for a period of not less than 2 weeks following the publication of the ~~circular~~Share Buy-back Statement, the following documents (or copies of the documents) may be inspected at the registered office of the listed corporation:

(i) ~~the memorandum and articles of association~~its constitution;

(ii) [no change];

(iii) all reports, letters or other documents, statement of financial position, valuations and statements by any expert, any part of which is extracted or referred to in the circular; and

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

-
- (iv) the letters of consent referred to in subparagraph (b) above;
 - (v) ~~the material contracts referred to in subparagraph (c) above; and~~~~[deleted]~~
 - (vi) ~~the relevant cause papers in respect of material litigation referred to in subparagraph (d) above.~~~~[deleted]~~
- (22) Any other information concerning the proposed purchase as shareholders and their advisers would reasonably require and would reasonably expect to find in the ~~ircular~~Share Buy-back Statement for the purposes of making an informed assessment as to the merits of approving the proposed purchase and the extent of the risks involved in doing so.

Part B**Contents of Share Buy-back Statement**

~~(Rule 12.06(4))~~

- ~~(1) — A statement that Bursa Malaysia Securities Berhad takes no responsibility for the contents of the statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the document.~~
 - ~~(2) — A statement with regard to the reasons for the proposed purchase.~~
 - ~~(3) — The amount of retained profits and share premium based on the latest annual audited financial statements and the latest management accounts (where applicable).~~
 - ~~(4) — The source of funds for the proposed purchase, including where applicable, details relating to financing for the proposed purchase, the repayment capabilities of the listed corporation and the impact on its cash flow.~~
 - ~~(5) — The direct and indirect interests of the directors and substantial shareholders and any person connected with the directors and/or substantial shareholders in the proposed purchase of shares or resale of treasury shares.~~
 - ~~(6) — Both the potential advantages and disadvantages of the proposed purchase to the listed corporation and its shareholders respectively.~~
 - ~~(7) — Any material financial effect on the listed corporation or group if the proposed purchase(s) were to be carried out in full at any time during the proposed authorised period (such as the working capital of the listed corporation as compared with the position disclosed in the most recent published or announced audited financial statements).~~
 - ~~(8) — A statement as to the consequences of the proposed purchase on the listed corporation and its shareholders with regard to the Take-Overs and Mergers Code or in relation to a foreign corporation, the relevant laws of the place of incorporation in respect of take-overs and mergers.~~
-

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

-
- (9) ~~A statement referring its shareholders to the relevant parts of its annual report where information on purchases made by the listed corporation of its own shares in the last financial year, is set out.~~
- (10) ~~The public shareholding spread of the listed corporation, as at the last practicable date.~~
- (11) ~~A statement by the board of directors whether the proposal is in the best interest of the listed corporation.~~
- (12) ~~A recommendation from the board of directors as to the voting action that shareholders should take.~~
- (13) ~~Any other information concerning the proposed purchase as shareholders and their advisers would reasonably require and would reasonably expect to find in the Share Buy-back Statement for the purposes of making an informed assessment as to the merits of approving the proposed purchase and the extent of the risks involved in doing so.~~

APPENDIX 12C

Part B

Contents of announcement in relation to resale or transfer of treasury shares

(Rule 12.20)

- (1) The date of resale or transfer.
- (2) ~~The description of shares resold.~~[Deleted]
- (3) The number of shares resold or transferred.
- (4) In the case where the shares are resold, the resale price of each share or, where relevant, the highest and lowest resale price sold, and the total consideration received.
- (5) ~~The total consideration received.~~[Deleted]
- (5A) In the case where the shares are transferred –
- (a) the purpose of the transfer;
- (b) the transfer price and basis for the price;
- (c) the direct and indirect interests of the directors and major shareholders and any person connected with the directors or major shareholders in the transfer, if any; and
- (d) if the treasury shares are transferred as purchase consideration, details of the vendor as set out in paragraph 7(d), Part A of Appendix 10A.

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

- (6) ~~The cumulative net outstanding treasury shares at the date of notification, where applicable.~~
Total number of treasury shares held after the resale or transfer.

[End of Amendments to Chapter 12]

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~~ ~~Subdivision 2 of Division 7 of Part III~~ 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) [No change].

PART C – SUBDIVISION OF SHARES**13.04 Application of ~~Part C~~ Chapter 6 and Specified Subdivision**

- (1) A listed corporation which intends to subdivide its shares must comply with ~~all the provisions of this Part C Chapter 6, as if the subdivision were a bonus issue, where applicable and with the necessary modifications.~~

~~*[Cross reference: Guidance Note 17]*~~

- (2) ~~The following corporations that intend to undertake a subdivision of its shares as part of its proposal or plan must comply with all requirements of this Part C except for Rule 13.05 below: [Deleted]~~
 - ~~(a) — Cash Companies;~~
 - ~~(b) — GN3 Companies; or~~
 - ~~(c) — listed corporations which were similarly classified as such under the previous corresponding provisions.~~

~~*[Cross reference: Guidance Note 20]*~~

- (3) For the purpose of this ~~Part~~ paragraph, unless the context otherwise requires, a “**Specified Subdivision**” is a subdivision of shares which –
 - (a) is not conditional upon any other corporate proposal, or
 - (b) is conditional upon another corporate proposal but –
 - (i) that other corporate proposal is a bonus issue; or
 - (ii) that other corporate proposal has been completed or becomes unconditional.

13.05 ~~Criteria for subdivision of shares~~[Deleted]

~~The listed corporation must comply with the following:~~

- ~~(a) the listed corporation's share price adjusted for the subdivision of shares must not be less than RM0.50 based on the daily closing price of the listed corporation's shares during the 3-month period before the application date;~~
- ~~(b) the issued and paid-up capital of the listed corporation must be unimpaired by losses on a consolidated basis, where applicable, based on the listed corporation's latest audited financial statements as well as its latest quarterly report;~~
- ~~(c) the listed corporation is not a
 - ~~(i) Cash Company;~~
 - ~~(ii) GN3 Company; or~~
 - ~~(iii) listed corporation which was similarly classified as such under the previous corresponding provisions; and~~~~

~~*[Cross reference: Guidance Note 20]*~~

- ~~(d) the subdivided shares must rank pari passu in all respects with each other.~~

13.06 ~~Application to subdivide shares~~[Deleted]

- ~~(1) The listed corporation must file with the Exchange an application which includes the information set out in Part A of Appendix 13C and in addition, in regard to a proposed Specified Subdivision, Part B of Appendix 13C. The application must be filed not later than 1 month from the date of the listed corporation's announcement pertaining to the proposed subdivision.~~
- ~~(2) The Exchange will exercise discretion over the approval for the subdivision of the listed corporation's shares and may approve or reject applications for the subdivision of such shares by listed corporations, as it deems fit.~~
- ~~(3) Where the Exchange approves an application for the subdivision of shares by the listed corporation, such approval may be unconditional or subject to such conditions, as it deems fit.~~
- ~~(4) Where the proposed subdivision is not a Specified Subdivision, the listed corporation which has obtained approval for subdivision of shares must file with the Exchange an application for quotation of the subdivided shares, which must be accompanied by the documents specified in Part C of Appendix 13C and such other documents as may be specified in the approval-in-principle granted by the Exchange.~~

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES**13.07 ~~Procedures relating to subdivision of shares which is not a Specified Subdivision~~[Deleted]**

~~The following procedures apply to a subdivision of shares by the listed corporation which is not a Specified Subdivision, with the necessary adaptations, as may be applicable:~~

- ~~(a) listed corporation immediately announces to the Exchange upon the approval of the listed corporation's board of directors being given for the subdivision;~~
- ~~(b) listed corporation submits application to the Exchange for the subdivision of shares;~~
- ~~(c) listed corporation obtains the Exchange's approval for the subdivision of shares;~~
- ~~(d) listed corporation obtains its shareholder approval;~~
- ~~(e) listed corporation immediately announces to the Exchange the books closing date and issues notices of subdivision of shares to its security holders. The trading in the shares of the listed corporation will be suspended 3 clear market days before the books closing date;~~
- ~~(f) listed corporation issues subdivided shares;~~
- ~~(g) listed corporation files with the Exchange an application for quotation together with supporting documents; and~~
- ~~(h) the subdivided shares are listed and quoted on the Exchange 2 market days after receipt of the application for quotation together with the requisite documents and/or confirmations and the same have been found to be complete in all respects.~~

13.08 ~~Procedures relating to a Specified Subdivision~~[Deleted]

~~The following procedures apply to a Specified Subdivision by the listed corporation, with the necessary adaptations, as may be applicable:~~

- ~~(a) listed corporation immediately announces to the Exchange upon the approval of the listed corporation's board of directors being given for the subdivision;~~
- ~~(b) listed corporation submits application to the Exchange for the Specified Subdivision;~~
- ~~(c) listed corporation obtains the Exchange's approval for the Specified Subdivision of shares;~~
- ~~(d) listed corporation obtains its shareholder approval;~~
- ~~(e) listed corporation immediately announces to the Exchange the books closing date and the date of listing and quotation of the subdivided shares;~~
- ~~(f) listed corporation issues subdivided shares;~~
- ~~(g) listed corporation announces to the Exchange the books closing date on the number, type and par value of shares to be subdivided on such date; and~~
- ~~(h) the subdivided shares are listed and quoted on the Exchange on the next market day following the books closing date.~~

13.09 ~~Convertible securities~~[Deleted]

- (1) ~~Where a listed corporation has previously procured approval in principle for the listing of shares arising from the exercise or conversion of its convertible securities (“conversion shares”), no further application for approval in principle need be made by the listed corporation for listing of conversion shares that are adjusted as a result of subdivision of shares undertaken by the listed corporation.~~
- (2) ~~Where a listed corporation intends to issue warrants or other convertible securities arising from adjustments due to a subdivision of shares (“consequential securities”), the listed corporation must comply with the provisions of Part I of Chapter 6, where applicable, in addition to those set out in this Chapter.~~

13.10 ~~Announcement to the Exchange~~[Deleted]

- (1) ~~The listed corporation must include in the announcement to the Exchange relating to the proposed subdivision the information set out in Appendix 13D.~~
- (2) ~~In relation to a Specified Subdivision, a listed corporation must –~~
- (a) ~~include the date of listing and quotation of the subdivided shares in the announcement of the books closing date; and~~
 - (b) ~~announce the books closing date and the number, type and par value of the shares to be subdivided.~~

13.11 ~~Circular and notices of subdivision of shares~~[Deleted]

- (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.~~

13.12 ~~Fixing of books closing date for subdivision of shares~~[Deleted]

~~The listed corporation must not fix a books closing date for the purpose of subdividing its shares until –~~

- (a) ~~the proposed subdivision has been approved by the Exchange; and~~
- (b) ~~the approval of the shareholders in general meeting in respect of the proposed subdivision has been obtained.~~

13.13 ~~Allotment of securities, despatch of notices of allotment and application for quotation in respect of subdivided shares~~[Deleted]

- ~~(1) Within 4 market days of the books closing date for the proposed subdivision or such other period as may be prescribed by the Exchange, a listed corporation must –~~
- ~~(a) issue subdivided shares;~~
 - ~~(b) despatch notices of allotment of subdivided shares to the shareholders; and~~
 - ~~(c) make an application for the quotation of the subdivided shares.~~
- ~~(2) Sub-Rule (1) above does not apply to a Specified Subdivision.~~

PART D – CONSOLIDATION OF SHARES**13.14 ~~Application of Part C~~Specified Consolidation**

- ~~(1) The following provisions of Part C apply to consolidation of shares: For purposes of this Part D, unless the context otherwise requires, a “Specified Consolidation” is a consolidation of shares which –~~
- ~~(a) is not conditional upon any other corporate proposal; or~~
 - ~~(b) is conditional upon another corporate proposal but –~~
 - ~~(i) that other corporate proposal is a bonus issue; or~~
 - ~~(ii) that other corporate proposal has been completed or become unconditional.~~
 - ~~(a) sub-Rules 13.04(2) and (3);~~
 - ~~(b) Rule 13.06 except that the application must include the information set out in paragraphs (1) to (5) and (7) to (10) of Part A of Appendix 13C;~~
 - ~~(c) sub-Rule 13.05(d); and~~
 - ~~(d) Rules 13.07, 13.08, 13.09, 13.10, 13.11, 13.12 and 13.13.~~
- ~~(2) For the purposes of this Rule, all references to subdivision of shares in relation to the provisions referred to in Rule (1) above mean consolidation of shares.~~[Deleted]

13.15 Ranking of consolidated shares

The consolidated shares must rank pari passu in all respects with each other.

13.16 Application for consolidation of shares

- (1) The listed corporation must file with the Exchange an application which includes the information set out in Part A of Appendix 13C and in addition, with regard to a proposed Specified Consolidation, Part B of Appendix 13C. The application must be filed not later than 1 month from the date of the listed corporation's announcement pertaining to the proposed consolidation.
- (2) The Exchange will exercise discretion over the approval for the consolidation of the listed corporation's shares and may approve or reject applications for the consolidation of such shares by listed corporations, as it deems fit.
- (3) Where the Exchange approves an application for the consolidation of shares by the listed corporation, such approval may be unconditional or subject to such conditions, as it deems fit.
- (4) Where the proposed consolidation is a non-Specified Consolidation, the listed corporation which has obtained approval for consolidation of shares must file with the Exchange an application for quotation of the consolidated shares, which must be accompanied by the documents specified in Part C of Appendix 13C and such other documents as may be specified in the approval-in-principle granted by the Exchange.

13.17 Procedures relating to a non-Specified Consolidation

The following procedures apply to a non-Specified Consolidation, with the necessary adaptations, as may be applicable:

- (a) listed corporation immediately announces to the Exchange upon the approval of the listed corporation's board of directors being given for the consolidation;
- (b) listed corporation submits application to the Exchange for the consolidation of shares;
- (c) listed corporation obtains the Exchange's approval for the consolidation of shares;
- (d) listed corporation obtains its shareholder approval;
- (e) listed corporation immediately announces to the Exchange the books closing date;
- (f) listed corporation issues the consolidated shares;
- (g) listed corporation files with the Exchange an application for quotation together with supporting documents; and
- (h) the consolidated shares are listed and quoted on the Exchange 2 market days after receipt of the application for quotation together with the requisite documents and/or confirmations and the same have been found to be complete in all respects.

13.18 Procedures relating to a Specified Consolidation

The following procedures apply to a Specified Consolidation by the listed corporation, with the necessary adaptations, as may be applicable:

- (a) listed corporation immediately announces to the Exchange upon the approval of the listed corporation's board of directors being given for the consolidation;
- (b) listed corporation submits application to the Exchange for the Specified Consolidation;
- (c) listed corporation obtains the Exchange's approval for the Specified Consolidation;
- (d) listed corporation obtains its shareholder approval;
- (e) listed corporation immediately announces to the Exchange the books closing date and the date of listing and quotation of the consolidated shares;
- (f) listed corporation issues consolidated shares;
- (g) listed corporation announces to the Exchange the books closing date on the number and type of shares to be consolidated on such date; and
- (h) the consolidated shares are listed and quoted on the Exchange on the next market day following the books closing date.

13.19 Convertible securities

- (1) Where a listed corporation has previously procured approval-in-principle for the listing of shares arising from the exercise or conversion of its convertible securities ("**conversion shares**"), no further application for an approval-in-principle need to be made by the listed corporation for listing of conversion shares that are adjusted as a result of consolidation of shares undertaken by the listed corporation.
- (2) Where a listed corporation intends to issue warrants or other convertible securities arising from adjustments due to a consolidation of shares ("**consequential securities**"), the listed corporation must comply with the provisions of Part I of Chapter 6, where applicable, in addition to those set out in this Chapter.

13.20 Announcement to the Exchange

- (1) The listed corporation must include in the announcement to the Exchange relating to the proposed consolidation the information set out in Appendix 13D.
- (2) In relation to a Specified Consolidation, a listed corporation must -
 - (a) include the date of listing and quotation of the consolidated shares in the announcement of the books closing date; and
 - (b) announce on the books closing date, the number and type of the shares to be consolidated.

13.21 Circular in relation to consolidation of shares

- (1) The listed corporation must ensure that the circular to be sent to its shareholders to obtain shareholder approval for the proposed consolidation includes the information set out in Appendix 13E.
- (2) The listed corporation must submit the draft circular to the Exchange together with a checklist showing compliance with Appendix 13E.

13.22 Fixing of books closing date for consolidation of shares

The listed corporation must not fix a books closing date for the purpose of consolidating its shares until-

- (a) the proposed consolidation has been approved by the Exchange; and
- (b) the approval of the shareholders in general meeting in respect of the proposed consolidation has been obtained.

13.23 Allotment of securities, despatch of notices of allotment and application for quotation in respect of consolidated shares

- (1) Within 4 market days of the books closing date for the proposed consolidation or such other period as may be prescribed by the Exchange, a listed corporation must -
- (a) issue the consolidated shares;
- (b) despatch notices of allotment of the consolidated shares to the shareholders; and
- (c) make an application for the quotation of the consolidated shares.
- (2) Sub-Rule (1) above does not apply to a Specified Consolidation.

APPENDIX 13B**Contents of explanatory statement/circular in relation to the proposed Scheme**

(Rule 13.03(1))

- (1) – (15) [No change].
- (16) An appendix containing the following information:
- (a) – (d) [no change];
- (e) a statement that from the date of the explanatory statement/circular to the date of meeting, the following documents (or copies of the documents) in respect of the listed corporation and the transferee, where applicable, may be inspected at the registered office of the listed corporation:
- (i) ~~the memorandum and articles of association~~ constitution;

(ii) – (vi) [no change].

(17) [No change].

APPENDIX 13C

Part A

Contents of an application for subdivision consolidation of shares

(Rule 13.016(1) ~~and Rule 13.14(1)(b)~~)

- (1) Title Page showing -
 - (a) the name of the listed corporation;
 - (b) the full title or designation of the listed corporation's existing shares and shares proposed for subdivision consolidation;
 - (c) the date of application and formal request for subdivision consolidation, specifying the amount, ~~par value~~ and the title of the shares after the subdivision consolidation, and whether the shares are fully paid; and
 - (d) the purpose of subdivision consolidation.
- (2) A table showing before and after the subdivision consolidation, the following:
 - (a) the designation or title of each class of shares;
 - (b) ~~the par value;~~[deleted]
 - (c) the ~~number of shares authorised by the memorandum and articles of association and~~ number of shares issued;
 - (d) ~~the number of unissued shares reserved for issuance for any specific purpose, and purpose for which reserved or an appropriate negative statement; and~~[deleted]
 - (e) the ranking of the shares.
- (3) The details of the proposed subdivision consolidation.
- (4) The details of approvals from the other relevant authorities in relation to the proposed subdivision consolidation, if applicable.
- (5) A confirmation from the listed corporation ~~that whether~~ the proposed subdivision consolidation of shares ~~is allowed under its articles of association will be approved by way of ordinary resolution in accordance with its constitution or special resolution.~~
- (6) ~~A confirmation from the listed corporation that it complies with Rule 13.05.~~[deleted]

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

-
- (7) The dates of meeting of directors and shareholders at which the ~~subdivision~~consolidation of shares was authorised and the date of approval(s) of the relevant authorities.
 - (8) A statement as to whether there has been any important development affecting the listed corporation or its business since the latest annual report of the listed corporation. If so, a description of such development.
 - (9) The expected timeframe for completion of the proposed ~~subdivision~~consolidation.
 - (10) A statement whether the ~~subdivision~~consolidation is conditional upon any other corporate proposal including -
 - (a) the details of such other corporate proposals; and
 - (b) the estimated timeframe for completion of the other corporate proposals.

Part B**Additional contents of an application for ~~subdivision~~consolidation of shares which is a Specified ~~Subdivision~~Consolidation**

(Rule 13.016(1))

The following documents:

- (1) an undertaking that the ~~subdivided~~consolidated shares will rank pari passu in all respects with each other;
- (2) an undertaking that all notices of allotment will be issued and despatched to the shareholders as expeditiously as possible and in any event, not later than 4 market days after the date of listing and quotation of the ~~subdivided~~consolidated shares;
- (3) an undertaking that all conditions imposed by the relevant authorities, if any, which are required to be met before the listing and quotation of the ~~subdivided~~consolidated shares will be met;
- (4) an undertaking that there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the ~~subdivided~~consolidated shares including any order, injunction or any other directive issued by any court of law; and
- (5) [no change].

Part C**Contents of an application for quotation of ~~subdivided~~consolidated shares where the ~~subdivision~~consolidation is ~~not~~ a ~~non~~-Specified ~~Subdivision~~Consolidation**

(Rule 13.016(4))

- (1) The number, ~~and~~ type ~~and par value~~ of the existing and proposed ~~subdivided~~consolidated shares.

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

- (2) [No change].
- (3) A confirmation from the listed corporation that the Depository is ready to credit the ~~subdivided consolidated~~ shares to the accounts of the shareholders, after receiving the allotment information for crediting of the ~~subdivided consolidated~~ shares.
- (4) A confirmation that the ~~subdivided consolidated~~ shares will rank pari passu in all respects with each other.
- (5) [No change].
- (6) A confirmation that all conditions imposed by the relevant authorities, if any, which are required to be met before the listing and quotation of the ~~subdivided consolidated~~ shares have been met.
- (7) A confirmation that there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the ~~subdivided consolidated~~ shares including any order, injunction or any other directive issued by any court of law.

APPENDIX 13D

Contents of announcement in relation to a proposed ~~subdivision consolidation~~ of shares
(Rule 13.420)

- (1) The number, and type ~~and par value~~ of the existing and proposed ~~subdivided consolidated~~ shares.
 - (2) The ranking of the proposed ~~subdivided consolidated~~ shares.
 - (3) The reasons for and purpose of the proposed ~~subdivision consolidation~~.
 - (4) The details of the proposed ~~subdivision consolidation~~.
 - (5) The effect of the proposed ~~subdivision consolidation~~ on -
 - (a) the ~~issued and paid-up capital~~ total number of issued shares and shares to be issued pursuant to existing share option schemes or shares to be issued pursuant to the exercise and/or conversion of existing convertible securities;
 - (b) – (c) [no change]
 - (6) The approvals required for the proposed ~~subdivision consolidation~~ of shares and the estimated time frame for submission of the application to the relevant authorities.
 - (7) Whether a suspension will be imposed on the trading of the shares in view of the proposed ~~subdivision consolidation~~.
-

APPENDIX 13E**Contents of circular in relation to a proposed subdivisionconsolidation of shares**

(Rule 13.421(1))

- (1) – (4) [No change].
- (5) The reasons for and purposes of the proposed subdivisionconsolidation of shares.
- (6) The details of the proposed subdivisionconsolidation and date on which the proposed subdivisionconsolidation of shares was announced.
- (7) The number, and type and par value of the existing and proposed subdividedconsolidated shares.
- (8) The listed corporation's share price adjusted for the subdivisionconsolidationand the basis of determining the price.
- (9) The ranking of the proposed subdividedconsolidated shares and treatment of any fractions.
- (10) [No change].
- (11) The effects of the proposed subdivisionconsolidation on -
- (a) the ~~issued and paid up capital~~total number of issued shares and shares to be issued pursuant to existing share option schemes or shares to be issued pursuant to the exercise and/or conversion of existing convertible securities;
- (b) – (c) [no change].
- (12) The expected timeframe for completion of the proposed subdivisionconsolidation.
- (13) The monthly highest and lowest market prices of the listed shares transacted for the 12 months preceding the date of the circular and the last transacted price immediately before the announcement of the subdivisionconsolidation of shares and as at the latest practicable date before the printing of the circular.
- (14) The approvals required for the proposed subdivisionconsolidation of shares and dates on which such approvals were obtained and conditions of the approvals.
- (15) – (16) [No change].
- (17) An appendix containing the following information:
- (a) - (b) [no change];
- (c) a statement that from the date of the circular until the date of the general meeting the following documents (or copies of the documents) may be inspected at the registered office of the listed corporation:

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

-
- (i) the ~~memorandum and articles of association~~constitution of the listed corporation;
- (ii) – (iv) [no change].
- (18) [No change].

APPENDIX 13F

[Deleted]**Notice of subdivision of shares**~~(Rule 13.11(2))~~

- ~~(1) A heading drawing attention to the importance of the notice and advising holders of shares who are in any doubt as to what action to take to consult appropriate independent advisers.~~
- ~~(2) A statement that the notice has been reviewed by the listed corporation's Sponsor or Adviser, as the case may be.~~
- ~~(3) A statement that Bursa Malaysia Securities Berhad takes no responsibility for the contents of the notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the notice. In relation to a notice which has not been perused by Bursa Malaysia Securities Berhad before its issuance, a statement to that effect.~~
- ~~(4) The purpose of the notice.~~
- ~~(5) The details of the proposed subdivision and date on which the proposed subdivision of shares was announced.~~
- ~~(6) The approvals required for the proposed subdivision of shares and dates on which such approvals were obtained and conditions of the approvals.~~
- ~~(7) The number, type and par value of the existing and subdivided shares.~~
- ~~(8) The time and date on which the listed corporation's shares will be suspended from trading.~~
- ~~(9) The details relating to the books closing date, including last date and time for transfer, deposit and purchase of shares (where applicable).~~
- ~~(10) The details relating to the crediting of the subdivided shares.~~
- ~~(11) The details relating to allotment of the subdivided shares and the submission of application for quotation of the subdivided shares.~~

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

~~(12) — A responsibility statement by the directors that the notice has been seen and approved by the directors of the listed corporation and that they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries to the best of their knowledge and belief there are no other facts the omission of which would make any statement in the notice misleading.~~

[End of Amendments to Chapter 13]

CHAPTER 15 CORPORATE GOVERNANCE**PART B – DIRECTORS****15.05 Qualification, vacation of office and removal of directors**

- (1) A listed corporation must ensure that no person is appointed or allowed to act as a director of the corporation or be involved whether directly or indirectly in the management of the corporation, including acting in an advisory capacity in relation to the corporation, if he -
- (a) [no change];
 - (b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence, involving **bribery**, fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or
 - (c) [no change],
- within a period of 5 years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.
- (2) [Deleted]
- (3) The office of a director will become vacant if the director -
- (a) ~~becomes of unsound mind~~ falls within the circumstances set out in section 208 of the Companies Act;
 - (b) ~~becomes bankrupt~~ [deleted];
 - (c) – (d) [no change].
- (4) [No change].
- (5) Where a director is removed from office, the listed corporation must forward to the Exchange a copy of any written representations made by the director in question at the same time as copies of such representations are sent to members of the listed corporation under section ~~128(3)(b)~~ 207(3)(b) of the Companies Act ~~1965~~, unless copies of such representations need not be sent out by reason of the circumstances specified in section ~~128(4)~~ 207(5) of the Companies Act ~~1965~~.

PART C – AUDIT COMMITTEE**15.12 Functions of the audit committee**

Without limiting the generality of Rule 15.11 above, a listed corporation must ensure an audit committee, amongst others, discharges the following functions:

- (1) review the following and report the same to the board of directors of the listed corporation:
 - (a) – (d) [no change];
 - (e) the adequacy of the scope, ~~functions,~~ competency and resources of the internal audit functions and that it has the necessary authority to carry out its work;
 - (f) the internal audit ~~programme~~ plan, processes, the results of the internal audit ~~assessments, programme, processes or~~ investigation undertaken and whether or not appropriate action is taken on the recommendations ~~of the internal audit function~~;
 - (g) – (j) [no change]; and
- (2) [no change].

PART D – AUDITORS**15.22 Removal or resignation of external auditors**

Where external auditors are removed from office or give notice to the listed corporation of their desire to resign as external auditors of listed corporation, the listed corporation must forward to the Exchange a copy of any written representations or ~~written explanations of statement of circumstances connected with~~ the resignation made by the external auditors at the same time as copies of such representations or ~~explanations~~ statement of circumstances are submitted to the Registrar ~~of the Companies~~ pursuant to section ~~472A284~~ of the Companies Act ~~1965~~.

PART E – CORPORATE GOVERNANCE DISCLOSURE**15.25 Disclosure ~~pursuant to the Code of corporate governance related information~~**

- (1) A listed corporation must ensure that its board of directors provides ~~a narrative statement of its corporate governance practices (“Corporate Governance Statement”) with reference to an overview of the application of the Principles set out in the Malaysian Code on Corporate Governance 2012 (“Code”)MCCG,~~ in its annual report.
- (2) ~~In making the Corporate Governance Statement, the listed corporation must include the following information:~~
 - (a) ~~how the listed corporation has applied the Principles set out in the Code (“Principles”) to its particular circumstances, having regard to the Recommendations stated under each Principle (“Recommendations”); and~~

**APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES**

~~(b) — any Recommendation which the listed corporation has not followed, together with the reasons for not following it and the alternatives adopted by the listed corporation, if any.~~

In addition, the listed corporation must disclose the application of each Practice set out in the MCCG during the financial year, to the Exchange in a prescribed format and announce the same together with the announcement of the annual report. The listed corporation must state in its annual report, the designated website link or address where such disclosure may be downloaded.

[Cross reference: Guidance Note 11]

[End of Amendments to Chapter 15]

CHAPTER 16 SUSPENSION, DE-LISTING AND ENFORCEMENT**PART B – TRADING HALT AND SUSPENSION****16.02 Suspension of trading imposed by the Exchange**

- (1) The Exchange may at any time suspend the trading of listed securities in any of the following circumstances:
- (a) – (g) [no change];
 - (h) upon the commencement of a voluntary winding-up of a listed corporation in accordance with the Companies Act, ~~1965~~; or
 - (i) [no change].
- (2) - (4) [No change].

[Cross reference: Guidance Notes 2 and 3]

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) [no change]
 - (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. the passing of the resolution for the withdrawal of listing is subject to the following conditions:~~
 - (i) the resolution is approved by a majority of shareholders and holders of any other class of listed securities, if applicable, in number, representing 75% of the total number of issued securities held by the shareholders and other securities holders respectively, present and voting either in person or by proxy at each meeting; and
 - (ii) the number of votes cast against the resolution, if any, by each class of listed securities respectively, if applicable, is not more than 10% of the total number of issued securities held by the shareholders and other securities holders respectively, present and voting either in person or by proxy at each meeting.

**APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES**

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) – (d) [no change].

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

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

16.11 De-listing by the Exchange

(1) [No change].

(2) The Exchange shall de-list a listed corporation in any one of the following circumstances:

(a) – (b)[no change];

(c) upon the commencement of a voluntary winding-up of a listed corporation in accordance with the Companies Act ~~1965~~; or

(d) [no change].

(3) [No change].

APPENDIX 16A

Part A

Contents of circular in relation to withdrawal of listing

(Rule 16.06(a))

(1) – (6) [No change].

(7) An appendix containing the following information:

(a) – (d) [no change]

(e) a statement that from the date of the circular to the date of the general meeting the following documents (or copies of the documents) may be inspected at the registered office of the listed corporation:

(i) the ~~memorandum and articles of association~~constitution;

(ii) – (vi) [no change].

(8) [No change].

[End of Amendments to Chapter 16]

GUIDANCE NOTE 3

CRITERIA AND OBLIGATIONS OF GN3 COMPANIES

Details		Cross References
Effective date:	8 May 2006	Rules 8.03A, 8.04, 16.02 and 16.11
Revision date:	3 August 2009, 16 October 2013, 27 January 2015, 3 May 2016, 31 December 2016, []	

1.0 [No change].

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 on a consolidated basis is 25% or less of the ~~issued and paid-up share~~ 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 share~~ 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) – (ii) [no change];
 - (iii) the shareholders' equity is equal to or less than 50% of the ~~issued and paid-up share~~ capital of the listed corporation at the end of the said financial period;
- (d) – (f) [no change]

**APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES**

(g) the auditors have highlighted a material uncertainty related to going concern or expressed a qualification 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~~ share capital of the listed corporation; or

(h) [no change].

(i) [deleted]

(j) [deleted]

2.2 – 2.4 [No change].

3.0 [Deleted]

4.0 – 5.0 [No change].

ANNEXURE GN3-A

[No change]

[End of Amendments to Guidance Note 3]

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, 13 July 2015, []	

1.0 – 2.0 [No change].

3.0 Clarification on the Requirements

3.1 A listed corporation that wishes to obtain a Mandate must comply with all the requirements set out in Rule 10.09 of the Listing Requirements. This paragraph sets out the clarification in relation to the following requirements stipulated under Rule 10.09(2):

3.1.1 – 3.1.3 [No change].

3.1.4 Annual renewal

The Mandate is subject to annual renewal. In this respect, any authority conferred by a Mandate will only continue to be in force until -

(a) [no change];

(b) the expiration of the period within which the next annual general meeting after that date is required to be held pursuant to section ~~143(1)340(2)~~ of the Companies Act, ~~1965~~ ("~~CA~~") (but must not extend to such extension as may be allowed pursuant to section ~~143(2)340(4)~~ of ~~CA~~the Companies Act); or

(c) [no change],

whichever is the earlier.

3.1.5 [No change].

3.2 – 3.4 [No change]

4.0 [No change].

ANNEXURE GN8-A

Contents of circular to shareholders for shareholder mandate (paragraph 4.1)

(1) – (17) [No change].

(18) An appendix containing the following information:

(a) – (d) [no change];

(e) a statement that for a period from the date of the circular to the date of the general meeting the following documents (or copies of the said documents) may be inspected at the registered office of the listed corporation:

(i) the ~~memorandum and articles of association~~ constitution;

(ii) – (vi) [no change];

(19) [no change].

ANNEXURE GN8-B

[No change].

[End of Amendments to Guidance Note 8]

GUIDANCE NOTE 9

REQUIREMENTS FOR DIRECTORS AND SIGNATORY OF STATUTORY DECLARATION FOR
ACCOUNTS

Details		Cross References
Effective date:	3 July 2006	Rules 1.01, 9.27, 15.06, 15.07 and 15.09
Revision date:	3 August 2009, 1 June 2013, 13 July 2015, []	

1.0 Introduction

1.1 A director who is appointed to act as an “independent director” of an applicant or a listed corporation must satisfy the definition of “independent director” set out in Rule 1.01 of the Listing Requirements (“**said definition**”). The said definition reads as follows:

“independent director” means a director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of an applicant or a listed corporation. Without limiting the generality of the foregoing, an independent director is one who -

(a) [no change];

(b) *has not been within the last 2 years and is not an officer (except as a non-executive director) of the said Corporation. For this purpose, “officer” has the meaning given in section 42 of the Companies Act 1965;*

(c) – (g) [no change].

1.2 Pursuant to Rule 9.27 of the Listing Requirements, the director or person primarily responsible for the financial management of the listed corporation, as the case may be, who signs the statutory declaration pursuant to section ~~169(16)~~251(1)(b) of the Companies Act ~~1965~~ (“**signatory**”) must satisfy the requirements prescribed in that Rule 9.27 (“**requisite qualifications**”).

1.3 – 1.6 [No change].

I. INDEPENDENCE OF DIRECTORS

2.0 [No change].

3.0 Paragraph (e)

3.1 [No change].

3.2 A nominee or representative of major shareholders who fulfils all requirements of the definition of “independent director” except for the said paragraph (e), may nevertheless be considered as an “independent director” if -

(a) the major shareholder’s aggregate shareholding in the said Corporation, directly or indirectly, is not more than 15% of the ~~issued and paid-up capital~~total number of issued shares (excluding treasury shares) of the said Corporation;

(b) – (c) [no change].

4.0 – 7.0 [No change].

[End of Amendments to Guidance Note 9]

GUIDANCE NOTE 11

RISK MANAGEMENT AND INTERNAL CONTROL, AND CORPORATE GOVERNANCE
STATEMENT

Details	Cross References
Effective date:	3 July 2006 Rules 15.25 and 15.26
Revision date:	3 August 2009, 29 November 2012, 3 May 2016, 31 December 2016, []

1.0 Introduction

1.1 ~~Rule 15.25 of the Listing Requirements provides that a listed corporation must include in its annual report, a narrative statement of its corporate governance practices (“Corporate Governance Statement”) with reference to the Malaysian Code on Corporate Governance 2012 (“Code”). In making the Corporate Governance Statement, the listed corporation must include the following information:~~

- ~~(a) how the listed corporation has applied the Principles set out in the Code (“Principles”) to its particular circumstances, having regard to the Recommendations stated under each Principle (“Recommendations”); and~~
- ~~(b) any Recommendation which the listed corporation has not followed, together with the reasons for not following it and the alternatives adopted by the listed corporation, if any.~~
- ~~Rule 15.25 of the Listing Requirements states that a listed corporation must make the following corporate governance disclosures:~~
- ~~(a) an overview of the application of the Principles set out in the MCCG (“Principle”) by its board of directors to be included in its annual report (“CG Overview Statement”); and~~
- ~~(b) the application of each Practice set out in the MCCG (“Practice”) during the financial year to be disclosed to the Exchange in a prescribed format (“CG Report”) and announce the same together with the announcement of the annual report.~~

~~The listed corporation must state in its annual report, the designated website link or address where the CG Report may be downloaded.~~

1.2 Rule 15.26(b) of the Listing Requirements requires a listed corporation to ensure that its board of directors make a statement in its annual report about the state of risk management and internal control of the listed corporation as a group (“Risk Management and Internal Control Statement”).

**APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES**

- 1.3 This Guidance Note clarifies the obligation of the listed corporations in making the CG Overview Statement, Corporate Governance Statement ~~the CG Report~~ and the Risk Management and Internal Control Statement.
- 1.4 [Deleted].
- 2.0 Location of the Corporate Governance Statement and the Risk Management and Internal Control Statement in the annual report ~~General principles~~**
- 2.1 ~~A listed corporation may combine both the Corporate Governance Statement and the Risk Management and Internal Control Statement (both statements are collectively referred to as “said Statements”).~~ [Deleted]
- 2.2 ~~A listed corporation must set out the said Statements prominently and clearly in its annual report. The said Statements must not be incorporated into the management discussion and analysis’ statement in the annual report as referred to in paragraph 8 of Appendix 9C of the Listing Requirements.~~ [Deleted]
- 2.2A ~~If a subject matter is required to be disclosed in the annual report pursuant to the Listing Requirements which relates to a Practice, the disclosure will be deemed made if the information is disclosed in the CG Report. In this case, the listed corporation need not repeat the disclosure in the annual report.~~
- 2.3 ~~A listed corporation must ensure that the CG Overview Statement, the CG Report and the Risk Management and Internal Control Statement are approved by the board of directors of the listed corporation.~~

PART I – CORPORATE GOVERNANCE STATEMENT ~~DISCLOSURES~~

- 3.0 Contents of the Corporate Governance Statement ~~corporate governance disclosures~~**
- 3.1 ~~A listed corporation must be mindful that the purpose of the Corporate Governance Statement is to give shareholders a meaningful description or discussion of its corporate governance practices, rather than just complying with provisions of the Listing Requirements. Therefore, a listed corporation must ensure that the Corporate Governance Statement contains adequate information to enable an informed assessment by shareholders of its corporate governance practices.~~ [Deleted]
- CG Overview Statement
- 3.1A ~~In making the CG Overview Statement, a listed corporation must provide a summary of its corporate governance practices during the financial year with reference to the 3 Principles, which are -~~
- (a) ~~board leadership and effectiveness;~~
 - (b) ~~effective audit and risk management; and~~
 - (c) ~~integrity in corporate reporting and meaningful relationship with stakeholders.~~

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

3.1B A listed corporation should highlight its key focus areas and future priorities in relation to its corporate governance practices through the CG Overview Statement.

CG Report

3.2 A listed corporation must provide specific disclosures on its application of each Practice in the CG Report. The listed corporation must ensure that the CG Report provides a fair and meaningful disclosure of the company's corporate governance practices.

3.2A In disclosing the application of each ~~Principle~~Practice in the CG Report, a listed corporation must ~~ensure that it has regard to the Recommendations stated under the Principle~~provide meaningful explanation on how it has applied the Practice. If the listed corporation has ~~not followed~~departed from any of the ~~Recommendations~~Practice, it must –

(a) ~~deal with them individually, give reasons for not following them~~provide an explanation for the departure; and

(b) ~~state~~disclose the ~~alternatives~~ practice it has adopted, if any and how such alternative practice achieves the Intended Outcome as set out in the MCCG ("**Intended Outcome**").

3.2AB In explaining the ~~reasons for not following any of the Recommendations~~departure from a Practice as required under paragraph 3.2A(a) above, a listed corporation must not ~~use compliance with the requirements under the Listing Requirements as a reason justifying the departure from the Recommendations~~merely state that it has complied with the requirements under the Listing Requirements as the reason for the departure ~~(in areas where both the Listing Requirements and the Code govern the same subject matter)~~. The listed corporation must still explain the reasons for not following the Recommendations, and ~~state the alternatives adopted, if any~~ provide an explanation for the departure and disclose the alternative practice and how the alternative practice achieves the Intended Outcome as required under paragraph 3.2A(b) above.

3.3 In assessing whether a Recommendation is followed, a listed corporation must have regard to ~~the commentaries set out in the Code which provide guidance to the listed corporation in implementing the Recommendation ("Commentaries")~~In making the disclosures in the CG Report, a listed corporation must carefully consider and be closely guided by the Guidance set out in the MCCG ("**Guidance**").

3.4 A listed corporation must also ensure that the ~~Corporate Governance Statement~~CG Report covers ~~its corporate governance~~the practices for the whole financial year. If a practice had been in place for only part of the financial year, the listed corporation must state so and the period during which it had been in place.

3.5 ~~If a listed corporation has not followed any Recommendation for a certain part of the financial year, but –~~

(a) ~~intends to take steps or has taken steps to follow such Recommendation; or~~

(b) ~~intends to establish or has established an alternative approach,~~

~~such listed corporation should make a statement to that effect.~~[Deleted]

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

3.6 [Deleted]

Additional considerations

3.7 In making the ~~Corporate Governance Statement~~CG Overview Statement and the CG Report, a listed corporation must also consider the following:

(a) ~~Treat the Corporate Governance Statement as a tool to communicate effectively with shareholders and the investing public, and describe the actual governance practices in a coherent and concise manner;~~Ensure that the CG Overview Statement and the CG Report –

(i) contain adequate information to enable an informed assessment by shareholders and potential investors of its corporate governance practices; and

(ii) whilst ensuring adherence to align with the spirit and Intended Outcome of the CodeMCCG.

For this purpose, a listed corporation should refer to the Corporate Governance Guide issued by the Exchange.

Note: Ask the following questions:

~~(i) Is the listed corporation addressing the right issues?~~

~~(ii) Is the listed corporation reporting the issues clearly?~~

~~(iii) Is the listed corporation linking the issues coherently?~~

~~(iv) Is there any information that has been missed out?~~

(b) Ensure that key messages on governance are clearly set out and avoid compliance box-ticking or boilerplate statements. The listed corporation must avoid taking a mechanical or legalistic approach in making the disclosures in the ~~Corporate Governance Statement~~CG Overview Statement and the CG Report. For example, the listed corporation should not merely provide bare statements that -

(i) ~~list down those Principles which have been applied or Recommendations which have been followed~~it has adopted the Practices without further elaboration on how the Practices have been applied during the financial year;
or

(ii) ~~state the process and procedures without further elaboration on how such processes and procedures have been applied during the financial year~~the Intended Outcome has been achieved through adoption of the alternative practices by repeating the fact without explaining how such alternative practices meet the Intended Outcome.

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

- (c) Report how the Principles-Practices have been applied, ~~based on the listed corporation's actual corporate governance practices~~ having regard to ~~the listed corporation's~~ particular circumstances and business. The listed corporation must avoid -
- (i) reporting in form over substance; or
- (ii) vague or general statements without any real connection to the listed corporation's situation.
- (d) – (e) [No change].
- (f) Use the listed corporation's website to add depth to the governance reporting and keep shareholders updated throughout the year. Avoid cluttering the ~~Corporate Governance Statement~~ CG Overview Statement and the CG Report with static information such as policies, charters and codes that have not changed, or long convoluted write-ups, so that the key information and messages are not lost in the volume of data presented. Where possible, publish such static information on the listed corporation's website.

PART II – RISK MANAGEMENT AND INTERNAL CONTROL STATEMENT

4.0 Contents of the Risk Management and Internal Control Statement

- 4.1 In making the Risk Management and Internal Control Statement, a listed corporation is required to address ~~the Part II of Principle B, Recommendation and Commentary~~ Intended Outcome 9.0, Practices 9.1 and 9.2 read together with Guidance 9.1 and 9.2 as set out in the Code ~~MCCG~~ which relate to risk management and internal control framework, ~~namely the following:~~
- (a) ~~Principle 6 of the Code on recognizing and managing risks which reads as follows:~~
- ~~*“The board should establish a sound risk management framework and internal control system.”*~~
- (b) ~~Recommendation 6.1 read together with the Commentary of the Code which states as follows:~~
- ~~*“The board should establish a sound framework to manage risks.*~~
- ~~Commentary:~~
- ~~• *The board should determine the company's level of risk tolerance and actively identify, assess and monitor key business risks to safeguard shareholders' investments and the company's assets.*~~
 - ~~• *Internal controls are important for risk management and the board should be committed to articulating, implementing and reviewing the company's internal controls system.*~~

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

-
- ~~• Periodic testing of the effectiveness and efficiency of the internal controls procedures and processes must be conducted to ensure that the system is viable and robust.~~
 - ~~• The board should disclose in the annual report the main features of the company's risk management framework and internal controls system."~~

4.2 ~~In making the Risk Management and Internal Control Statement, a~~The listed corporation should ~~also~~ be guided by the **Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers** which is issued by the Taskforce on Internal Control with the support and endorsement of the Exchange.

4.3 [No change].

5.0 The said Statements

5.1 ~~The said Statements must clearly identify the board of directors of the listed corporation as the party which is making the statements.~~~~[Deleted]~~

[End of Amendments to Guidance Note 11]

GUIDANCE NOTE 13
PUBLIC SHAREHOLDING SPREAD

Details	Cross References
Effective date: 2 July 2007	Rules 8.02, 16.02
Revision date: 3 August 2009, []	

1.0 [No change].

2.0 Application for acceptance of a lower percentage of public shareholding spread

2.1 – 2.2 [No change].

2.3 In this respect, a listed corporation which proposes to apply for Acceptance of Lower Spread must include the following information in its application:

(a) its ~~issued and paid-up capital~~ share capital and number of issued shares;

(b) – (g) [no change].

3.0 [No change].

4.0 Applications for extensions of time for compliance and related disclosure requirements

4.1 [No change].

4.2 In this respect, a listed corporation must include the following information in the application for extension of time:

(a) the ~~issued and paid-up capital~~ share capital and number of issued shares;

(b) – (l) [no change].

4.3 – 4.4 [No change].

5.0 [No change].

[End of Amendments to Guidance Note 13]

GUIDANCE NOTE 14

TRADING HALT

Details		Cross References
Effective date:	3 September 2007	Rule 16.04
Revision date:	3 August 2009, 3 May 2016, []	

1.0 [No change].

2.0 Material announcement which may warrant trading halt

2.1 For the purpose of Rule 16.04 of the Listing Requirements, an announcement relating to any of the following matters will be regarded as a material announcement:

(a) – (g) [no change];

(h) ~~commencement of~~ winding-up ~~proceedings against~~ of the listed corporation or any of its subsidiaries or major associated companies as announced under Rule 9.19(20) of the Listing Requirements;

(i) – (l) [no change].

3.0 [No change].

[End of Amendments to Guidance Note 14]

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, 13 July 2015, []	

1.0 – 7.0 [No change].

8.0 Announcements to the Exchange

8.1 [No change].

8.2 An applicant must immediately announce the following upon receipt of the relevant confirmation from the Depository that the shares are ready to be credited into the respective securities accounts:

- (a) [no change];
- (b) ~~enlarged issued and paid-up capital of the applicant indicating the number of shares and their par value, if any~~ total number of shares which will be listed;
- (c) – (d) [no change].

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

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

1.	Name of company	
2.	Types of corporate proposal	2.1 Initial Public Offerings (“IPO”) <input type="checkbox"/>
		2.2 Proposals resulting in a significant change in business direction or policy of the listed corporation (“RTO”) <input type="checkbox"/>
	Details of proposals which form part of the IPO/ RTO proposals	
	Number & types of securities applied for listing, par value & issue price (if any)	
3.	Currency denomination which the new securities will be listed and quoted	(a) Ringgit Malaysia (“RM”) <input type="checkbox"/>
		(b) Others: (Please indicate) ----- In the event the new securities are listed and quoted in currencies other than RM, whether the approval of Bank Negara Malaysia has been obtained? Yes <input type="checkbox"/> No <input type="checkbox"/>
4.	INITIAL PUBLIC OFFERINGS (“IPO”)	
4A	Proforma public shareholdings spread	(a) <u>ORDINARY SHARES</u> []% and [] public shareholders (b) <u>CONVERTIBLE SECURITIES/ PREFERENCE SHARES</u> [] Holders

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

4B	Tentative listing date (to specify)	
4C	Top 3 preferences for stock short name (limited to 7 characters)	<p>(a) Option 1:</p> <p>(b) Option 2:</p> <p>(c) Option 3:</p>
4D	Confirmation of chain listing	<p>(a) Our Company is a subsidiary or holding company of a corporation currently listed on the Main Market or ACE Market of Bursa Malaysia Securities Berhad (“Exchange”) Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>(b) All requirements relating to chain listing pursuant to Rule 3.03 of Bursa Malaysia Securities Berhad ACE Market Listing Requirements (“LR”) have been complied with Yes <input type="checkbox"/> No <input type="checkbox"/></p>
4E	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 at least 12 months from the date of its prospectus for an IPO (Rule 3.05 of the LR)</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 paid-up capital <u>total number of shares for which listing is sought</u> of the applicant will be in compliance with Rule 3.10 of the LR.</p>
4F	Undertakings	<p>We undertake the following:</p> <p>(a) the return of allotment will be filed with the Registrar of Companies pursuant to the Companies Act, 1965 or in relation to a foreign corporation, the relevant document showing its latest issued and paid-up capital will be filed with the relevant authority pursuant to the laws of the place of incorporation;</p> <p>(b) all notices of allotment will be issued and despatched to all successful applicants prior to the date of listing and quotation of the securities;</p> <p>(c) the securities will rank pari passu in all respects with each other;</p>

**APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES**

		<p>(d) the public shareholding spread based on the enlarged issued and paid-up capital <u>total number of shares for which listing is sought</u> of the applicant will be in compliance with Rule 3.10 of the LR;</p> <p>(e) a schedule of actual distribution of the public shareholding spread mentioned in item (d) above, as per Part B(1)(d) of Annexure GN15-A, will be furnished to the Exchange on the first day of listing;</p> <p>(f) the following information on the moratorium on the sale of securities will be submitted to Depository prior to the listing:</p> <ul style="list-style-type: none"> (i) the names of securities holders; (ii) the number of securities; and (iii) the dates(s) of expiry of the moratorium; <p>(g) all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing and quotation of the securities will be met;</p> <p>(h) all allotment information of new securities will be submitted to Depository for the crediting of securities into the respective securities holders' accounts;</p> <p>(i) there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the securities including any order, injunction or any other directive issued by any court of law;</p> <p>(j) to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the applicant has failed to meet any of the above undertakings referred to in paragraphs (a) to (h) or of any circumstances or facts referred to in paragraph (i) above;</p> <p>(k) to announce to the Exchange the relevant information in accordance with paragraphs 8.1 and 8.2 of Guidance Note 15; and</p> <p>(l) to announce the latest quarterly results, where applicable, at least 2 market days prior to the date of listing.</p>
--	--	--

**APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES**

5.	PROPOSALS RESULTING IN SIGNIFICANT CHANGE IN BUSINESS DIRECTION OR POLICY OF THE LISTED CORPORATION (“RTO”)		
5A	Confirmation of Guidance Note 2	<p>(a) Our Company is a Cash Company</p> <p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>(b) The proposal(s) in item (2) #is/are a regularisation proposal as referred in Rule 8.03(5) of the LR</p> <p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p>	
5B	Confirmation of Guidance Note 3 (“GN3”)	<p>(a) Our Company is a GN3 Company</p> <p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>(b) The proposal(s) in item (2) #is/are a regularisation plan as referred in Rule 8.04(3) of the LR</p> <p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p>	
5C	Confirmation of chain listing	<p>(a) Our Company is a subsidiary or holding company of a corporation currently listed on the Main Market or ACE Market of the Exchange</p> <p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>(b) All requirements relating to chain listing pursuant to Rule 3.03 of the LR have been complied with</p> <p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p>	
5D	Ranking of the new securities	<p>The new securities #will/will not be listed and quoted as the existing listed securities of the same class.</p> <p>If the new securities will be separately quoted on listing date, details of the non-entitlement(s):</p> <p>_____</p> <p>_____</p>	
5E	Conditionality of proposals/ pricing	<p>(a) The issue price #is/ is not conditional upon any other proposal.</p> <p>(b) This proposal #is/is not conditional upon any other proposal.</p> <p>If in the affirmative, to provide details of the other corporate exercises, including the estimated time frame for completion:</p> <p>_____</p>	

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

5F	Proforma public shareholdings spread	<p>(a) ORDINARY SHARES</p> <p>[]% and [] public shareholders</p> <p>(b) CONVERTIBLE SECURITIES/ PREFERENCE SHARES</p> <p>[] Holders</p>
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 -</p> <p>(i) in the case of an IPO, for at least 12 months from the date of its prospectus for an IPO; or</p> <p>(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.</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 paid-up capital <u>total number of shares for which listing is sought</u> of the applicant will be in compliance with Rule 3.10 of the LR.</p>
5H	Undertakings for RTO proposal	<p>We undertake the following:</p> <p>(a) the return of allotment will be filed with the Registrar of Companies pursuant to the Companies Act, 1965 or in relation to a foreign corporation, the relevant document showing its latest issued and paid-up capital will be filed with the relevant authority pursuant to the laws of the place of incorporation;</p> <p>(b) all notices of allotment will be issued and despatched to the entitled holders as expeditiously as possible and in any event, no later than 4 market days after the date of listing and quotation;</p> <p>(c) all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met prior to the listing and quotation of the securities, will be met;</p> <p>(d) there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the securities including any order, injunction or any other directive issued by any court of law;</p>

**APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES**

		(e) to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the listed corporation has failed to meet any of the above undertakings referred to in paragraphs (a) to (c) or of any circumstances or facts referred to in paragraph (d) above; and (f) to announce to the Exchange the relevant information in accordance with paragraph 12.2 of Guidance Note 17, where applicable.
6.	SHARE ISSUANCE SCHEME (AS PART OF AN IPO PROPOSAL)	
6A	Confirmation	We confirm that the Share Issuance Scheme is in full compliance with Part G, Chapter 6 of the LR.
<p>_____ [Authorised signatory of the Sponsor] Name: Designation: Date:</p>		<p>_____ [Authorised signatory of the Sponsored Corporation] Name: Designation: Date:</p>

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) a copy each of the articles of associationconstitution and all amendments to-date and one copy each of the notice of registration/certificate of incorporation, certificate of change of status and certificate of change of name, if any, together with a letter of compliance pursuant to Rule 2.12 of the Listing Requirements and a checklist showing compliance with the relevant provisions of Chapter 7 of the Listing Requirements;
 - (b) – (c) [no change];
 - (d) a statement on the percentage of the total number of shares for which listing is sought which are held by the public, the number of public shareholders and a pro forma distribution of the shares in the following format:

**APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES**

	No of shares	No of shareholders	Percentage %
<p style="color: red;">Issued and paid-up <u>Share</u> capital</p> <p>Less:</p> <p>Directors of the applicant and its subsidiaries</p> <p>Substantial shareholders of the applicant (except where such shareholder may be included as "public")</p> <p>Associates of directors or substantial shareholders of the applicant</p> <p>Shareholders holding less than 100 shares -----</p> <p>Public shareholdings</p> <p>(e) – (m) [no change].</p> <p>(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 –</p> <p style="padding-left: 20px;">(i) [no change];</p> <p style="padding-left: 20px;">(ii) have never been charged with, convicted for or compounded for any offence under securities laws, corporations laws or any other laws involving bribery, fraud or dishonesty in a court of law;</p> <p style="padding-left: 20px;">(iii) – (iv) [no change];</p> <p>(nA) – (q) [no change].</p> <p>(2) [No change].</p>			

ANNEXURE GN15-B – ANNEXURE GN15-D

[No change].

[End of Amendments to Guidance Note 15]

GUIDANCE NOTE 16
LISTING PROCEDURES FOR FOREIGN LISTING

Details		Cross References
Effective date:	3 August 2009	Rule 5.02
<u>Revision date:</u>	[]	

1.0 – 4.0 [No change].

ANNEXURE GN16-A

Documents to be filed with a listing application
(paragraph 3.1(b))

- (1) An applicant must file the following documents in support of a listing application:
- (a) – (b) [no change]; and
 - (c) in addition, for a foreign corporation, a copy of the certificate of registration issued by the Registrar ~~of Companies~~ under ~~Part XI~~ Division 21 of Part V of the Companies Act ~~1965~~.
- (2) [No change].

[End of Amendments to Guidance Note 16]

GUIDANCE NOTE 17

LISTING PROCEDURES FOR NEW ISSUES OF SECURITIES AND SUBDIVISION OF SHARES

Details		Cross References
Effective date:	3 August 2009	Rules 6.02, <u>6.02A</u> , 6.12, 6.18, 6.30, 6.37 , 6.47, and 6.50 <u>and 13.04</u>
Revision date:	3 January 2012, 26 September 2012, 27 January 2015, 1 April 2015, 13 July 2015, <u>[]</u>	

1.0 Introduction

1.1 This Guidance Note sets out the following requirements in relation to an application for listing of new issues of securities under Chapter 6 and subdivision of shares under Chapter 13, of the Listing Requirement:

- (a) the procedures for listing of new issues of securities and subdivision of shares;
- (b) – (c) [no change]

1.2 [No change].

PART I APPLICATION PROCEDURES AND ADMISSION PROCESS

2.0 [No change].

3.0 Procedures relating to listing of a bonus issue of securities and listing of convertibles securities arising from the bonus issue

3.1 The following procedures apply to the listing of -

- (a) a bonus issue of securities by a listed corporation; and
- (b) any issue of convertible securities arising from adjustments due to the bonus issue ("**consequential securities**"),

with the necessary modifications, as may be applicable:

- (i) – (ii) [no change];

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

(iii) Exchange grants approval for the listing and quotation of the bonus issue securities and consequential securities, if any and confirms that it has no further comments on the draft circular;

(iv) – (viii) [no change].

4.0 [No change].

4A.0 Procedures relating to a subdivision of shares

4A.1 A listed corporation undertaking a subdivision of its shares must comply with the procedures set out in paragraph 3.0 above with the necessary modifications, as may be applicable.

5.0 [No change].

6.0 Listing and quotation application form and supporting documents

6.1 A listed corporation must file with the Exchange a listing application for a new issue of securities or subdivision of shares which consists of the following:

(a) –(b) [no change].

6.2 – 6.3 [No change].

7.0 – 11.0 [No change].

12.0 Announcement in relation to a new issue ~~or issue~~ of securities or subdivision of shares

12.1 [No change].

12.2 Where the additional securities are listed in accordance with the procedures set out in paragraph 4.0 above, a listed corporation must announce the following information immediately upon receipt of confirmation from the Depository that the securities are ready to be credited into the securities accounts of the respective holders:

(a) – (c) [no change];

(d) latest ~~issued and paid-up capital~~ share capital and number of issued shares of the listed corporation after the proposal indicating the number of shares (in unit and RM) ~~and their par value, if any.~~

ANNEXURE GN17-A

[No change]

ANNEXURE GN17-B

Part A

Listing application in relation to a new issue of securities or subdivision of shares
 (paragraphs 6.1(a), 7.1 and 8.1)

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

Delete as appropriate

1.	Name of corporation																									
2.	Types of corporate proposal	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%;">(a)</td> <td style="width: 75%;">Acquisitions (which do not result in a significant change in business direction or policy of the listed corporation)</td> <td style="width: 20%; text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>(b)</td> <td>Rights issue</td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>(c)</td> <td>Special issue</td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>(d)</td> <td>Private placement</td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>(e)</td> <td>Bonus issue</td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>(f)</td> <td>Share Issuance Scheme</td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td></td> <td><u>(g) Subdivision of shares</u></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td></td> <td>(g)(h) Others: _____</td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	(a)	Acquisitions (which do not result in a significant change in business direction or policy of the listed corporation)	<input type="checkbox"/>	(b)	Rights issue	<input type="checkbox"/>	(c)	Special issue	<input type="checkbox"/>	(d)	Private placement	<input type="checkbox"/>	(e)	Bonus issue	<input type="checkbox"/>	(f)	Share Issuance Scheme	<input type="checkbox"/>		<u>(g) Subdivision of shares</u>	<input type="checkbox"/>		(g) (h) Others: _____	<input type="checkbox"/>
(a)	Acquisitions (which do not result in a significant change in business direction or policy of the listed corporation)	<input type="checkbox"/>																								
(b)	Rights issue	<input type="checkbox"/>																								
(c)	Special issue	<input type="checkbox"/>																								
(d)	Private placement	<input type="checkbox"/>																								
(e)	Bonus issue	<input type="checkbox"/>																								
(f)	Share Issuance Scheme	<input type="checkbox"/>																								
	<u>(g) Subdivision of shares</u>	<input type="checkbox"/>																								
	(g) (h) Others: _____	<input type="checkbox"/>																								

**APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES**

	Percentage ratios (where applicable)	<p>(a) Acquisition of _____%</p> <p>_____</p> <p>_____</p> <p>(b) Acquisition of _____%</p> <p>_____</p> <p>_____</p> <p>(c) Acquisition of _____%</p> <p>_____</p>
3.	Confirmation by listed corporation	<p>We, the listed corporation, confirm that we -</p> <p>(a) #have/have not been convicted or charged with any offence under the securities laws, corporations laws or other laws involving fraud or dishonesty in a court of law, for the last 10 years before the submission; and</p> <p>(b) #have/have not been subjected to any action by the Exchange for any breach of Bursa Malaysia Securities Berhad (“Exchange”) ACE Market Listing Requirements (“LR”) or the Rules of Bursa Malaysia Securities Berhad (“Rules of the Exchange”), for the past 5 years before the submission.</p> <p>If in the affirmative, please provide the details in attachment</p>
4.	Confirmation by directors of listed corporation	<p>We attach the declarations by each of our directors that he/she -</p> <p>(a) is not an undischarged bankrupt nor presently subjected to any proceeding under bankruptcy laws;</p> <p>(b) has never been charged with, convicted for or compounded for any offence under securities laws, corporations laws or any other law involving <u>bribery</u>, fraud or dishonesty in a court of law;</p> <p>(c) has had no action taken against him/her for any breach of the listing requirements or rules issued by the Exchange for the past five years; and</p> <p>(d) has not been subjected to any inquiry or investigation by any government or regulatory authority or body for the past five years.</p>

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

10.	Ranking of the new securities	<p>The new securities #will/will not be listed and quoted as the existing listed securities of the same class.</p> <p>If the new securities will be separately quoted on listing date, details of the non-entitlement(s):</p> <p>_____</p> <p>_____</p>
11.	Redeemable preference shares	<p>Additional information for redeemable preference shares as set out in Part D, Annexure GN17-B is attached <input type="checkbox"/></p>
12.	*Directorships and/or substantial shareholdings of the controlling shareholder	<p>A list setting out directorships and/or substantial shareholdings of the controlling shareholder(s) in all other listed corporations in Malaysia for the past 3 years, is attached. <input type="checkbox"/></p> <p><i>* Not applicable to controlling shareholders which are statutory institutions managing funds belonging to the public.</i></p>
13.	Issuance of securities on non-pro rata basis	<p>Where the new issuance of securities is on a non-pro rata basis - <input type="checkbox"/></p> <p>A list setting out the class of placees (i.e. whether they are public investors or directors/substantial shareholders of the applicant) and the amount of securities to be allocated to each placee or each class of placees, is attached.</p> <p>Note: Where the identified placees are nominee corporations or funds, the names of the ultimate beneficiaries must be disclosed.</p>
14.	Conditionality of proposals/ pricing	<p>(a) The issue price # is/is not conditional upon any other proposal</p> <p>(b) This proposal # is/is not conditional upon any other proposal</p> <p>If in affirmative, to provide details of the other corporate exercises, including the estimated time frame for completion:</p> <p>_____</p>
15.	Public shareholding spread	<p><u>ORDINARY SHARES</u></p> <p>Where the proposal results in non-compliance with Rule 8.02(1) of the LR, details of the public shareholdings as per Part B(1)(d) of Annexure GN15-A and the reasons are attached. <input type="checkbox"/></p>

APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES

16.	SHARE ISSUANCE SCHEME	
16A	Confirmation	We confirm that the Share Issuance Scheme is in full compliance with Part G of Chapter 6 of the LR
17.	BONUS ISSUE & TWO-CALL RIGHTS ISSUE <u>SUBDIVISION OF SHARES</u>	
17A	Confirmation of compliance and adequacy of reserves	<p><u>Bonus Issue</u></p> <p>(a) The bonus issue/two-call rights issue is in full compliance with Rule 6.31 of the LR <input type="checkbox"/></p> <p>(b) The reporting accountant or external auditor has confirmed that the available reserves for capitalisation are adequate <u>sufficient</u> to cover the entire bonus issue/two-call rights issue <u>capitalisation issue</u> in accordance with Rule 6.31(32)(b), if applicable <input type="checkbox"/></p> <p><u>Subdivision of shares</u></p> <p>(c) <u>The subdivision of shares is in full compliance with Rule 6.31(1A) of the LR</u> <input type="checkbox"/></p> <p>(d) <u>The proposed subdivision of shares will be approved by way of -</u></p> <p style="padding-left: 40px;">(i) <u>ordinary resolution in accordance with its constitution; or</u> <input type="checkbox"/></p> <p style="padding-left: 40px;">(ii) <u>special resolution</u> <input type="checkbox"/></p>
17B	Bonus issue/two-call rights issue by way of <u>capitalisation</u> will be fully capitalis<u>ed</u> from the following:	<p>(a) Retained Profit Account <input type="checkbox"/></p> <p>(b) Share Premium Account[Deleted] <input type="checkbox"/></p> <p>(c) Surplus arising from the revaluation of investments in subsidiaries and associated companies <input type="checkbox"/></p> <p>(d) Surplus arising from the revaluation of real estate (at least 20% of the valuation amount will be retained) <input type="checkbox"/></p>
17C	Conditionality	<p>(i) The bonus issue/two-call rights issue <u>subdivision of shares</u> is not conditional upon another corporate proposal <input type="checkbox"/></p> <p>(ii) The bonus issue/two-call rights issue is conditional upon a concurrent subdivision or consolidation <input type="checkbox"/></p> <p>(iii) The bonus issue/two-call rights issue <u>subdivision of shares</u> is conditional upon another corporate proposal. <input type="checkbox"/></p>

APPENDIX 2
 AMENDMENTS RELATING TO CA, CG AND
 CODIFICATION OF FINANCIAL DISCLOSURES

		To specify details of the other corporate proposals and the estimated time frame for completion of the same _____
17D	Undertakings for bonus issue/two-call rights <u>issuesubdivision of shares</u>	<p>We undertake the following:</p> <ul style="list-style-type: none"> (i) the return of allotment will be filed with the Registrar of Companies pursuant to the Companies Act, 1965 or in relation to a foreign corporation, the relevant document showing its latest issued and paid-up capital will be filed with the relevant authority pursuant to the laws of the place of incorporation; (ii) all notices of allotment will be issued and despatched to the entitled holders as expeditiously as possible and in any event, not later than 4 market days after the date of listing and quotation; (iii) the new securities will be listed and quoted as the existing listed securities of the same class; (iv) all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met before the listing and quotation of the securities will be met; (v) there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the securities including any order, injunction or any other directive issued by any court of law; and (vi) to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the listed corporation has failed to meet any of the above undertakings referred to in paragraphs (i) to (iv) or of any circumstances or facts referred to in paragraph (v) above.
18.	ISSUES OF SECURITIES ON A NON-PRO RATA BASIS UNDER A GENERAL MANDATE	
18A	Confirmation from Sponsor or Adviser, as the case may be	<p>We confirm that –</p> <ul style="list-style-type: none"> (i) Rule 6.04 of the LR has been complied with <input type="checkbox"/> (ii) Rule 6.05 of the LR has been complied with <input type="checkbox"/>

**APPENDIX 2
AMENDMENTS RELATING TO CA, CG AND
CODIFICATION OF FINANCIAL DISCLOSURES**

19.	CORPORATE PROPOSALS WHICH FALL UNDER PARAGRAPHS 4.1 AND 4.2 OF GUIDANCE NOTE 17	
19A	Undertakings for corporate proposal which applies the procedure under paragraphs 4.1 and 4.2	<p>We undertake the following:</p> <ul style="list-style-type: none"> (a) the return of allotment will be filed with the Registrar of Companies pursuant to the Companies Act, 1965 or in relation to a foreign corporation, the relevant document showing its latest issued and paid-up capital will be filed with the relevant authority pursuant to the laws of the place of incorporation; (b) all notices of allotment will be issued and despatched to the entitled holders as expeditiously as possible and in any event, not later than 4 market days after the date of listing and quotation; (c) the new securities will be listed and quoted as the existing listed securities of the same class; (d) all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met before the listing and quotation of the securities will be met; (e) there are no circumstances or facts which have the effect of preventing or prohibiting the issuance, listing and/or quotation of the securities including any order, injunction or any other directive issued by any court of law; (f) to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the listed corporation has failed to meet any of the above undertakings referred to in paragraphs (a) to (d) or of any circumstances or facts referred to in paragraph (e) above; and (g) to announce to the Exchange the relevant information in accordance with paragraph 12.2 of Guidance Note 17.
<p>_____ [Authorised signatory of the Sponsor/Adviser] Name: Designation: Date:</p>		<p>_____ [Authorised signatory of the listed corporation] Name: Designation: Date:</p>

Part B**Documents to be filed with a listing application for a new issue of securities or subdivision of shares**

(paragraphs 6.1(b), 7.1 and 8.1)

(1) A listed corporation must file the following documents in support of a listing application for a new issue of securities or subdivision of shares:

(a) – (d) [no change];

(dA) in the case of a bonus issue by way of capitalisation –

(i) a statement from the listed corporation confirming ~~the adequacy of the~~ that it has sufficient reserves ~~for to cover the~~ capitalisation; and

(ii) where a confirmation by the external auditors or reporting accountants is required under Rule 6.31(32)(b) of the Listing Requirements, the report from the external auditors or reporting accountants;

(dB) in the case of a bonus issue or subdivision of shares, a table showing before and after the bonus issue/subdivision of shares, the following:

(i) the designation or title of each class of shares; and

(ii) the number of shares issued.

(e) – (f) [no change].

(2) [No change].

(3) The confirmation in subparagraph (1)(c) above may be provided by the listed corporation instead of the Sponsor or Adviser, as the case maybe, for a listing application of subdivision of shares or new issue of securities arising from -

(a) an exercise or conversion of convertible securities;

(b) an exercise of options under a Share Issuance Scheme; or

(c) a Specified Bonus Issue of equity securities.

Part C**Documents to be filed with a quotation application for a new issue of securities**
(paragraph 6.2)

- (1) A listed corporation must file the following documents in support of quotation application for a new issue of securities:
 - (a) a confirmation from the listed corporation as to its latest ~~issued and paid-up capital share capital and number of issued shares~~;
 - (b) – (h) [no change].
- (2) The relevant confirmations in subparagraphs (1)(e), (f) or (g) above may be provided by the listed corporation instead of the Sponsor or Adviser, as the case may be, for an application for quotation of new issue of securities arising from –
 - (a) an exercise or conversion of convertible securities; ~~or~~
 - (b) an exercise of options under a Share Issuance Scheme; ~~or~~
 - (c) a Specified Bonus Issue of equity securities.

Part D

[No change].

Part E**Additional supporting documents to be filed with a listing application for redeemable preference shares**
(paragraph 7.1(b))

- (1) A listed corporation must file a copy of its ~~Memorandum and Articles of Association~~ constitution in support of a listing application for redeemable preference shares.

Part F

[No change].

[End of Amendments to Guidance Note 17]

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, 13 July 2015, []	

1.0 – 4.0 [No change].

5.0 Suitability, efficacy and past corporate conduct of the board of directors and key management

5.1 – 5.3 [No change].

5.4 A Sponsor must also investigate into the past corporate conduct of the (proposed) directors of an Applicant to determine their integrity. A Sponsor must be satisfied that in compliance with paragraph 5.3 above, no person is appointed or allowed to act as a director of the Applicant or be involved whether directly or indirectly in the management of the Applicant, including acting in an advisory capacity in relation to the Applicant, if he -

- (a) [no change]
- (b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence, involving bribery, fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or
- (c) has been convicted by a court of law of an offence under the securities laws or the Companies Act ~~1965~~,

within a period of 5 years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.

5.5 [No change].

6.0 – 11.0 [No change].

[End of Amendments to Guidance Note 18]

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, <u>[]</u>	

1.0 – 2.0 [No change].

3.0 Corporate proposals or activities that do not require the services of an Adviser

3.1 A listed corporation need not appoint an Adviser for the following corporate proposals or activities:

- (a) – (b) [no change];
- (c) amendments to or adoption of ~~Memorandum and Articles of Association~~the constitution;
- (d) [no change];
- (e) ~~increase in its authorised share capital~~[deleted];
- (f) – (l) [no change].

[End of Amendments to Guidance Note 19]

GUIDANCE NOTE 22

PERUSAL OF DRAFT CIRCULARS AND OTHER DOCUMENTS

Details		Cross References
Effective date:	13 July 2015	Rule 9.30A
Revision date:	[]	

1.0 [No change].

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) – (b) [no change];

(c) ~~bonus issues; [deleted]~~

(d) [no change];

(e) amendments to or adoption of ~~memorandum and articles of associations~~the constitution;

(f) [no change];

(g) ~~increase in authorised share capital; and [deleted]~~

(gA) renewal of shareholder mandate for Recurrent Related Party Transactions; and

(h) [no change],

(collectively referred to as “**Exempt Circulars**”).

3.0 [No change].

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) – (b) [no change];
- (c) obtaining ~~or renewing~~ shareholder mandate for new Recurrent Related Party Transactions;
- (d) – (e) [no change]
- (f) bonus issues, subdivision or consolidation of shares;
- (g) early redemption of securities, whether full or partial; and
- (h) ~~notice of subdivision or consolidation of shares; and~~[deleted]
- (i) – (j) [no change],

(“**Limited Review Circulars**”).

5.0 – 7.0 [No change].

[End of Appendix 2]