
“APPENDIX 4”**FULL TEXT OF OTHER AMENDMENTS
[EFFECTIVE ON 22 SEPTEMBER 2011]****A. STREAMLINING THE ACE LR WITH THE PROVISIONS UNDER THE TOM CODE****CHAPTER 1 DEFINITIONS AND INTERPRETATION****1.01 Definitions**

Take-Overs and Mergers Code means the Malaysian Code on Take-Overs and Mergers [49982010](#), including any amendments that may be made from time to time.

CHAPTER 8 CONTINUING LISTING OBLIGATIONS**PART B – CONTINUING LISTING CRITERIA****8.02 Compliance with shareholding spread requirement**

- (1) A listed corporation must ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public shareholders. The Exchange may accept a percentage lower than 25% of the total number of listed shares (excluding treasury shares) if it is satisfied that such lower percentage is sufficient for a liquid market in such shares.
- (2) For listed corporations which have shares listed on other stock exchange(s), shares listed on the other stock exchange(s) are included for the purpose of computing the percentage of shareholding spread referred to in sub-Rule (1) above.
- (3) A listed corporation must immediately announce to the Exchange if it becomes aware that it does not comply with the required shareholding spread referred to in sub-Rule (1) above.
- (4) A listed corporation which fails to maintain the required shareholding spread referred to in sub-Rule (1) may request for an extension of time to rectify the situation in the manner as may be prescribed by the Exchange.
- (5) [A listed corporation must furnish a schedule containing the information set out in Appendix 8E to the Exchange, upon completion of a take-over offer under the Take-Overs and Mergers Code.](#)

[Cross reference: Guidance Note 13]

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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))

<u>Particulars</u>	<u>No. of shares</u>	<u>No. of shareholders</u>	<u>Percentage %</u>
<u>Issued and paid-up capital</u>			
<u>Less:</u>			
<u>Treasury shares</u>			
<u>Directors of the listed corporation and its subsidiaries</u>			
<u>Substantial shareholders of the listed corporation (except where such shareholder may be included as "public")</u>			
<u>Associates of directors or substantial shareholders of the listed corporation</u>			
<u>Shareholders holding less than 100 shares</u>	-----		
<u>Public shareholding</u>			

[End of Appendix]

CHAPTER 9 CONTINUING DISCLOSURE**PART J – IMMEDIATE DISCLOSURE REQUIREMENTS****9.19 Immediate announcements to the Exchange**

A listed corporation must immediately announce to the Exchange the following events. 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) – (47)

[\(47A\) any information in relation to a proposed take-over or take-over offer which is required to be announced to the Exchange pursuant to the Take-Overs and Mergers Code;](#)

CHAPTER 11 TAKE-OVERS AND MERGERS

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~~b. the register~~ is capable of being brought into Malaysia and ~~be~~ made available for inspection by the SC, Exchange or a person authorized in writing by the Exchange or where such register is not capable of being brought into Malaysia, a certified true copy of the register ~~must be~~ is made available for inspection by the SC, Exchange or a person authorized in writing by the Exchange ~~if~~ –

(a) the listed corporation is listed both on the Exchange and an exchange outside Malaysia; and

(b) it has appointed a stabilizing manager to carry out stabilizing action on a stock market outside Malaysia.

- (4) For the purposes of this subparagraph, inspection includes making copies and taking extract from the register.

APPENDIX 8C

Information to be included in the register of a stabilizing manager

(Rule 8.34)

- (1) The name of the corporation whose securities are subject to stabilization action.
- (2) Details of the number of sharessecurities over allotted, name of lender, amount of sharessecurities borrowed and price of the relevant securities and total amount of option exercised.
- (3) The names and addresses of the person appointed as a stabilizing manager, contact person, name of the Participating Organisation and the Capital Markets Services Representative's License holder ~~that~~who will be conducting the stabilizing action (or equivalent, if any); and salient terms of all agreements relating to the market stabilization ~~made~~entered into by the listed corporation and stabilizing manager.
- (4) A daily breakdown of the transactions effected during the stabilizing period showing the total number of sharessecurities purchased each day and the purchase price per sharesecurities or the highest, lowest and average paid.

ANNEXURE GN15-A**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) – (o)
 - (p) a letter of notification issued by the applicant for the appointment of stabilizing manager which includes -
 - (i) where the stabilizing manager is a Participating Organisation, the name, business address and contact person of the Participating Organisation, name of the Capital Markets Services Representative's License holder ~~that~~who will be conducting the stabilizing action;
 - (ii) where the stabilizing manager is not a Participating Organisation, the name and business address of the person appointed as the stabilizing manager and a contact person, the name of the Participating Organization and the Capital Markets Services Representative's License holder ~~that~~who has been appointed to conduct the stabilizing action;
 - (iii) where a stabilizing manager is appointed outside Malaysia, the name, address and contact person of the stabilizing manager appointed at that jurisdiction, the name, address and contact person of the Participating Organisation appointed in Malaysia to conduct the stabilizing action in Malaysia, along with the name of the Capital Markets Services Representative's License holder ~~that~~who will be conducting the stabilizing action in Malaysia; or
 - (iv) an undertaking to inform the Exchange of any subsequent change of the stabilizing manager, Capital Markets Services Representative's License holder or Participating Organisation, where applicable, immediately upon such change; and

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C. AMENDING THE DEFINITION OF “CONTROLLING SHAREHOLDER” IN THE ACE LR CONSEQUENTIAL TO THE CAPITAL MARKETS AND SERVICES (AMENDMENT) ACT 2010

CHAPTER 1 DEFINITIONS AND INTERPRETATION

Definitions

controlling shareholder	means any person who is or a group of persons who together are entitled to exercise or control the exercise of at least <u>more than</u> 33% of the voting shares in a company (or such other percentage as may be prescribed in the Take-Overs and Mergers Code as being the level for triggering a mandatory general offer) or who is or are in a position to control the composition of a majority of the board of directors of such company.
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D. REPLACING THE RELEVANT TITLES OF FINANCIAL STATEMENTS PURSUANT TO FRS 101

APPENDIX 6B

Part A

Contents of circular in relation to a new issue of securities

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

(1) - (34)

(35) An appendix containing the following information:

(a) – (c)

(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;
- (ii) the audited financial statements of the listed corporation or group, or both for the past 2 financial years and the latest unaudited results since the last audited financial statements;
- (iii) all reports, letters or other documents, ~~balance sheets~~statement of financial position, valuations and statements by any expert, any part of which is extracted or referred to in the circular;
- (iv) the letters of consent referred to in subparagraph (b) above;
- (v) the relevant cause papers in respect of the material litigation referred to in subparagraph (c) above;
- (vi) the trust deed and/or deed poll (where applicable);
- (vii) the profit estimate and/or forecast together with the auditors' letter (if provided);
- (viii) the pro forma consolidated ~~balance sheet~~statement of financial position together with the auditors' letter (if provided); and
- (ix) bylaws of the scheme, in the case of a share scheme for employees.

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APPENDIX 9B**Quarterly report
(Rule 9.22(2))**

(1) – (11)

(12) Changes in material litigation (including status of any pending material litigation) since the date of the last annual ~~balance sheet~~statement of financial position–date which must be made up to a date not earlier than 7 days from the date of issue of the quarterly report.

CHAPTER 10 TRANSACTIONS**PART C – VALUATION AND INFORMATION****10.03 Basis of valuation**

(1) – (3)....

- (4) For the purpose of computation of indicators of materiality (including the percentage ratios) in this Chapter, the following applies:
- (a) the figures used must, in the case of total assets, net assets, net book value of assets and net profits, be figures shown in the latest published or announced audited financial statements of the listed corporation or audited consolidated financial statements of the listed corporation, if the listed corporation has subsidiaries;
 - (b) the total assets, net assets and net book value of assets may be adjusted to take into account subsequent completed transactions in respect of which adequate information has already been issued to shareholders and where the adjustments have been reviewed by the listed corporation's external auditors and a copy of the external auditors' review report is furnished to the Exchange;
 - (c) the listed corporation may use the total assets, net assets, net book value of assets included in the balance sheetstatement of financial position in its latest published or announced interim financial report provided that the report has been reviewed by the listed corporation's external auditors and a copy of the external auditors' review report is furnished to the Exchange;

APPENDIX 10B**Contents of circular to shareholders in relation to transactions**
(Rules 10.07(1), 10.08(2)(a) and 10.11A(1)(c))**Part A****General information to be included, where applicable, in the circular to shareholders in relation to transactions**

(1) - (30)

(31) An appendix containing the following information:

(a) - (e)

- (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:
- (i) the memorandum and articles of association;
 - (ii) the audited financial statements for each of the 2 financial years preceding the publication of the circular and the latest unaudited results since the last audited financial statements;
 - (iii) all reports, letters or other documents, ~~balance sheets~~statement of financial position, valuations and statements by any adviser, any part of which is extracted or referred to in the circular;
 - (iv) the letters of consent referred to in subparagraph (c) above;
 - (v) the material contracts referred to in subparagraph (d) above; and
 - (vi) the relevant cause papers in respect of material litigation referred to in subparagraph (e) above.

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Part G**Additional specific information to be included in relation to very substantial transactions**

(Rule 10.10)

- (1) The proforma consolidated ~~balance sheets~~[statement of financial position](#) together with the notes and the auditors' letter showing effects before and after the transaction based on the listed corporation's -
- (a) published or announced audited financial statements for the latest financial period ended; or
 - (b) latest published or announced interim financial report which must be reviewed by external auditors.

Where an interim report referred to in subparagraph 1(b) above is used, a statement that the interim report has been reviewed by external auditors.

- (2) A summary of the key audited financial data of the assets of business or interests to be acquired for the past 3 financial years or since the date of incorporation or commencement of operations, whichever is the later. The financial data must include, but not be limited to, shareholders' funds and total borrowings.
- (3) An accountant's report on the unlisted corporation to be acquired must include the following:
- (a) the ~~income statement~~[statement of comprehensive income \(or its equivalent\)](#) in respect of each of the 3 financial years immediately preceding the last date to which the financial statements were made up; and
 - (b) the ~~balance sheet~~[statement of financial position \(or its equivalent\)](#) for each of the past 3 financial years immediately preceding the last date to which the financial statements were made up.

Part H**Additional specific information to be included in relation to significant change in business direction or policy of a listed corporation**

(Rule 10.11(1))

(1) - (5)

- ((6) An accountant's report on the unlisted corporation to be acquired must include the following:
- (a) the ~~income statement~~[statement of comprehensive income \(or its equivalent\)](#) in respect of each of the 3 financial years immediately preceding the last date to which the financial statements were made up; and

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- (b) the ~~balance sheet~~[statement of financial position \(or its equivalent\)](#) for each of the past 3 financial years immediately preceding the last date to which the financial statements were made up.
- (7) The proforma consolidated ~~balance sheets~~[statement of financial position](#) together with the notes and the auditors' letter showing effects before and after the transaction based on the listed corporation's –
 - (a) published or announced audited accounts for the latest financial period ended; or
 - (b) latest published or announced interim financial report which must be reviewed by external auditors.

Where an interim report referred to in subparagraph (b) above is used, a statement that the interim report has been reviewed by external auditors.

APPENDIX 12A**Part A****Contents of circular in relation to a share buy-back**

(Rule 12.06(3))

(1) - (20)

(21) An appendix containing the following information:

(a) - (d)

- (e) a statement that for a period of not less than 2 weeks following the publication of the circular, 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;
 - (ii) the audited financial statements of the listed corporation/group for the past 2 financial years and the latest unaudited results since the last audited financial statements;
 - (iii) all reports, letters or other documents, ~~balance sheets~~[statement of financial position](#), valuations and statements by any expert, any part of which is extracted or referred to in the circular;
 - (iv) the letters of consent referred to in subparagraph (b) above;
 - (v) the material contracts referred to in subparagraph (c) above; and

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- (vi) the relevant cause papers in respect of material litigation referred to in subparagraph (d) above.

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

(Rule 13.03(1))

(1) - (15)

(16) An appendix containing the following information:

(a) - (d)

(e) a statement that from the date of the explanatory statement/circular to the date of the 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;
- (ii) the audited financial statements of the listed corporation/group and transferee (where applicable) for the past 2 financial years preceding the publication of the explanatory statement/circular and the latest unaudited results since the last audited financial statements;
- (iii) all reports, letters or other documents, ~~balance sheets~~statement of financial position, valuations and statements by any expert, any part of which is extracted or referred to in the explanatory statement/circular;
- (iv) the letters of consent referred to in subparagraph (b) above;
- (v) the material contracts referred to in subparagraph (c) above; and
- (vi) the relevant cause papers in respect of the material litigation referred to in subparagraph (d) above.

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

(Rule 13.11(1))

(1) - (16)

(17) An appendix containing the following information:

(a) - (b)

(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:

(i) the memorandum and articles of association;

(ii) the audited financial statements of the listed corporation and/or group for the past 2 financial years (if applicable) and the latest unaudited results since the last audited financial statements;

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

(iv) the letters of consent referred to in subparagraph (17)(b) above.

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

(Rule 16.06(a))

(1) - (6)

(7) An appendix containing the following information:

(a) - (d)

(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;

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- (ii) the audited financial statements of the listed corporation/group for the past 2 financial years and the latest unaudited results since the last audited financial statements;
- (iii) all reports, letters or other documents, ~~balance sheets~~[statement of financial position](#), valuations and statements by any expert, any part of which is extracted or referred to in the circular;
- (iv) the letters of consent referred to in subparagraph (b) above;
- (v) the material contracts referred to in subparagraph (c) above; and
- (vi) the relevant cause papers in respect of the material litigation referred to in subparagraph (d) above.

ANNEXURE GN8-A**Contents of circular to shareholders for shareholder mandate**
(paragraph 4.1)

(1) - (17)

(18) An appendix containing the following information:

(a) - (d)

- (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;
 - (ii) the audited financial statements of the listed corporation/group for the past 2 financial years and the latest unaudited results since the last audited financial statements;
 - (iii) all reports, letters or other documents, ~~balance sheets~~[statement of financial position](#), valuations and statements by any expert, any part of which is extracted or referred to in the circular;
 - (iv) the letters of consent referred to in subparagraph (b) above;
 - (v) the material contracts referred to in subparagraph (c) above; and
 - (vi) the relevant cause papers in respect of material litigation referred to in subparagraph (d) above.

E. EXTENDING THE REQUIREMENTS FOR PLACEMENT OF SECURITIES AND RESTRICTED OFFERS FOR SUBSCRIPTION TO A RESTRICTED OFFER FOR SALE UNDERTAKEN BY A LISTED CORPORATION**CHAPTER 3 ADMISSION****PART C – METHODS OF OFFERING OF SECURITIES****3.15 Placement of securities**

(1) – (5) ...

(6) An applicant must not allow placement of securities to be made to –

- (a) directors or existing shareholders of the applicant or persons connected with them (whether in their own names or through nominees), except under [restricted offers for sale or](#) restricted offers for subscription stated in Rule 3.16 below or on a pro rata basis to all shareholders of the applicant; or
- (b) nominee corporations unless the names of the ultimate beneficiaries are disclosed.

3.16 Restricted offers ~~for subscription~~

[Restricted offers for sale or R](#) restricted offers for subscription which are undertaken as part of a listing scheme may only be made to the following groups:

- (a) the directors and employees of the applicant;
- (b) the directors and employees of the subsidiary companies and holding company of the applicant;
- (c) other persons who have contributed to the success of the applicant, such as suppliers, distributors, dealers and customers; and
- (d) the shareholders of the holding company of the applicant, if the holding company is listed.

F. CLARIFYING THE PROCESSING FEES PAYABLE**Schedule of Fees (subject to change from time to time)****6. Processing fees****6.1 Subdivision/[Consolidation](#) of shares**

For the processing of applications for subdivision/[consolidation](#) of shares, a listed corporation must pay RM10,000 upon submission of the application.

6.2 Listing on the ACE Market/[Corporate proposal which will result in a significant change in the business direction or policy of a listed corporation](#)

A fixed fee of RM30,000

[End]