# BURSA MALAYSIA SECURITIES BERHAD

## **GUIDANCE NOTE 17**

LISTING PROCEDURES FOR NEW ISSUES OF SECURITIES AND SUBDIVISION OF SHARES

Details		Cross References
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## 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) the listing and quotation (where applicable) application form and supporting documents; and
  - (c) other relevant requirements.
- 1.2 In relation to a new issue of securities pursuant to or which will result in a significant change in business direction or policy of a listed corporation, the listed corporation must comply with the requirements under Guidance Note 15, where applicable, as if it were an applicant seeking admission to the Official List. However, when such a listed corporation issues new securities, the listed corporation must also comply with the requirements under this Guidance Note, where applicable.

## PART I – APPLICATION PROCEDURES AND ADMISSION PROCESS

## 2.0 Procedures relating to listing of a new issue of securities

- 2.1 The following procedures apply to the listing of a new issue of securities by a listed corporation, which do not fall within paragraphs 3.0 or 4.0 below, with the necessary modifications, as may be applicable -
  - (a) listed corporation immediately announces the new issue of securities to the Exchange upon the approval of the board of directors of the listed corporation;

#### Listing Procedures for New Issues of Securities and Subdivision of Shares

- (b) listed corporation files with the Exchange a listing application for the new issue of securities together with supporting documents and draft circular for the Exchange's review, where applicable;
- (c) Exchange grants approval-in-principle for the listing of the new issue of securities and confirms that it has no further comments on the draft circular;
- (d) listed corporation obtains shareholder approval, if required;
- (e) listed corporation fixes relevant books closing and entitlement dates, where applicable and immediately announces such dates to the Exchange;
- (f) listed corporation issues and allots the securities;
- (g) listed corporation files with the Exchange a quotation application together with supporting documents; and
- (h) securities are admitted to the Official List and quoted on the Exchange 2 market days after receipt of the quotation application together with the requisite documents and/or confirmations and the same have been found to be complete in all respects.

# 3.0 Procedures relating to listing of a bonus issue of securities and listing of convertibles securities arising from 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) listed corporation immediately announces the bonus issue to the Exchange upon the approval of the board of directors of the listed corporation;
- listed corporation files with the Exchange a listing application for the bonus issue and the consequential securities, if any, together with supporting documents;
- 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) listed corporation obtains shareholder approval;
- listed corporation fixes the books closing date for the bonus issue and consequential securities, if any, and immediately announces such dates to the Exchange in accordance with Rule 6.36 of the Listing Requirements;
- (vi) listed corporation issues and allots the securities. Where the bonus issue is a Specified Bonus Issue, the listed corporation must issue and allot the securities on the books closing date;
- (vii) listed corporation announces to the Exchange the number of securities which will be listed and quoted; and

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(viii) securities are admitted to the Official List and quoted on the Exchange. Where the bonus issue is a Specified Bonus Issue, the bonus issue securities and consequential securities, if any, are admitted to the Official List and quoted on the Exchange on the next market day after the books closing date.

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

- 4.1 The procedures in paragraph 4.2 below apply to the listing of additional securities, with the necessary modifications, as may be applicable, where the additional securities will be listed and quoted as the existing listed securities of the same type and class.
- 4.2 The procedures referred to in paragraph 4.1 above are as follows:
  - (a) listed corporation immediately announces the new issue of securities to the Exchange upon the approval of the board of directors of the listed corporation being given;
  - (b) listed corporation files with the Exchange a listing application for the additional securities together with supporting documents and draft circular for the Exchange's review, where applicable;
  - (c) Exchange grants approval for the listing of the additional securities and confirms that it has no further comments on the draft circular;
  - (d) listed corporation obtains its shareholder approval, if required;
  - (e) listed corporation fixes relevant books closing and entitlement dates, where applicable and immediately announces such dates to the Exchange;
  - (f) listed corporation issues and allots the additional securities;
  - (g) listed corporation announces listing of the additional securities in accordance with paragraph 12.2 below; and
  - (h) additional securities are listed and quoted on the Exchange.
- 4.3 The procedures in paragraph 4.2 above do not apply to the issuance of additional securities -
  - (a) which is conditional upon any other corporate proposal which involves -
    - (i) issuance of additional securities which will not be listed and quoted to form part of the existing listed securities of the same class; or
    - (ii) issuance of a new type of securities; or
  - (b) which securities are attached with a new type of securities.
- 4.4 For the purpose of this paragraph, "**additional securities**" refers to a further issue of the same type and class of listed securities.

#### 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 Summary of listing procedures

5.1 Annexure GN17-A summarises the application of listing procedures set out in paragraphs 2.0, 3.0 and 4.0 above.

#### 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) the application, in the form of Part A of Annexure GN17-B; and
  - (b) the supporting documents specified in Part B of Annexure GN17-B.
- 6.2 Subject to paragraph 6.3 below, a listed corporation must also file with the Exchange a quotation application of a new issue of securities which is accompanied by the documents specified in Part C of Annexure GN17-B and such other documents as may be specified in the approval-in-principle granted by the Exchange.
- 6.3 A quotation application is not required for a listing application which is subject to the procedures of listing as set out in paragraphs 3.0 and 4.0 above.

#### 7.0 Listing and quotation application form for redeemable preference securities

- 7.1 For a listing application for redeemable preference shares, in addition to the documents set out in paragraph 6.1 above, a listed corporation must also include the following:
  - (a) the information set out in Part D of Annexure GN17-B, subject to the necessary adaptations; and
  - (b) the supporting documents specified in Part E of Annexure GN17-B.

#### 8.0 Listing and quotation application for convertible securities

8.1 For a listing application for convertible securities, in addition to the documents set out in paragraph 6.1 above, a listed corporation must also file with the Exchange together with the listing application, the supporting documents specified in Part F of Annexure GN17-B.

### PART II – OTHER RELEVANT REQUIREMENTS

#### 9.0 Listing of issued and unissued securities

9.1 A listed corporation must comply with paragraph 6.0 of Guidance Note 15 as if it were the applicant, with the necessary modifications. For this purpose, the "**approval**" referred to in paragraph 6.0 of Guidance Note 15 includes an "**approval-in-principle**".

#### 10.0 Crediting of securities

10.1 Subject to paragraph 10.3 below, a listed corporation must ensure that all new issues of securities for which listing is sought are by way of crediting the securities accounts of the allottees with such securities.

### Listing Procedures for New Issues of Securities and Subdivision of Shares

- 10.2 For the above purpose, the listed corporation must notify the Depository of all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the securities accounts of such allottees.
- 10.3 Paragraph 10.1 above does not apply where a listed corporation is specifically exempted from compliance with section 38 of the Securities Industry (Central Depositories) Act 1991.

#### 11.0 Issue or allotment of securities

11.1 A listed corporation must not issue or allot securities until after it has filed with the Exchange a listing application for such new issue of securities and has been notified by the Exchange that such new issue of securities has been approved or approved in principle for listing, as the case may be.

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

- 12.1 If a listed corporation fails to make an application to the Exchange by the date specified in the announcement made under paragraphs 2.0, 3.0 or 4.0 above, it must immediately announce to the Exchange the fact of such failure, its reasons and when it expects to make the application.
- 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) details of the corporate proposal;
  - (b) total number of securities issued under each proposal and the issue price per share, if any;
  - (c) date of listing and quotation; and
  - (d) latest share capital and number of issued shares of the listed corporation after the proposal indicating the number of shares (in unit and RM).

# Annexure GN17-A Summary of listing procedures

## **ANNEXURE GN17-A**

# Summary of listing procedures (paragraph 5.0)

No.	Proposals	Procedures Applicable (paragraph of Guidance Note 17)	Quotation Application Required?	Listing Date
Bonus I	ssue			
A	A bonus issue of securities (" <b>BI</b> ") which is a Specified Bonus Issue.	3.0	No	B + 1
В	BI which is conditional upon D			
	BI	3.0	No	Relevant Date
	D	4.0	No	Relevant Date
С	BI which is conditional upon –			
	(i) E; or			
	(ii) F; or			
	(iii) E or F, and D or			
	(iv) E, F, and D			
	BI	3.0	No	Relevant Date (which must be Q + 2 of D, E, F)
	D, E, F	2.0	Yes	Q + 2
Others				
D	Proposal which involves issuance of <b>additional</b> securities which will be listed and quoted as the existing listed securities of the same class and is not conditional upon E or F	4.0	No	Relevant Date
E	Proposal which involves issuance of <b>additional</b> securities which will not be listed and quoted as the existing listed securities of the same class	2.0	Yes	Q + 2

ACE MARKET

## Annexure GN17-A Summary of listing procedures

No.	Proposals	Procedures Applicable (paragraph of Guidance Note 17)	Quotation Application Required?	Listing Date
F	Proposal which involves issuance of <b>new</b> type of securities e.g. warrants, irredeemable convertible unsecured loan stocks (ICULS), preference shares, etc.	2.0	Yes	Q + 2
G	Proposal which involves issuance of additional securities which will be listed and quoted as the existing listed securities of the same class and such additional securities are <b>attached</b> with a new type of securities.	2.0	Yes	Q + 2

## Interpretation

- (a) **"B**" means books closing date.
- (b) "BI" means a bonus issue of securities.
- (c) "**Q**" means the date on which the quotation application is submitted to the Exchange.
- (d) **"Relevant Date**" has the meaning given to it in Rule 6.36(3) of the Listing Requirements.
- (e) **"Specified Bonus Issue**" has the meaning given to it in Rule 6.01(4) of the Listing Requirements.

[End of Annexure]

## 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
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1.	Name of corporation	
2.	Types of corporate proposal	(a) Acquisitions (which do not result in a significant change in business direction or policy of the corporation)
		(b) Rights Issue
		(c) Special Issue
		(d) Private Placement
		(e) Bonus Issue
		(f) Share Issuance Scheme
		(g) Subdivision of shares
		(h) Others:
	Percentage ratios (where applicable)	(a) Acquisition of%
		(b) Acquisition of%
		(c) Acquisition of%

b	Confirmation by listed corporation	<ul><li>We, the listed corporation, confirm that we -</li><li>(a) #have/have not been convicted or charged with</li></ul>	a any offense
			a any offence
		under the securities laws, corporations laws of involving fraud or dishonesty in a court of law, f years before the submission; and	or other laws
		(b) #have/have not been subjected to any action by for any breach of Bursa Malaysia Secur ("Exchange") ACE Market Listing Requirements Rules of Bursa Malaysia Securities Berhad (" Exchange"), for the past 5 years before the subm	rities Berhad (" <b>LR</b> ") or the <b>Rules of the</b>
		If in the affirmative, please provide the details in attack	nment
	Confirmation by directors of	We attach the declarations by each of our directors that	at he/she -
	isted corporation	<ul> <li>(a) is not an undischarged bankrupt nor presently su proceeding under bankruptcy laws;</li> </ul>	ubjected to any
		(b) has never been charged with, convicted for or co any offence under securities laws, corporations other law involving bribery, fraud or dishonesty in	s laws or any
		(c) has had no action taken against him/her for any listing requirements or rules issued by the Exc past five years; and	
		<ul> <li>(d) has not been subjected to any inquiry or invest government or regulatory authority or body for years.</li> </ul>	
5. C	Confirmation	The proposals in item (2) above #do/ do not give rise	to any conflict
	relating to	of interest situation.	
	conflict of interest	If in the affirmative, please provide the details in attack	nment.
6. 0	Confirmation	(a) Our Company is a Cash Company	Yes
c	of Guidance Note 2		No
		(b) The proposal(s) in item (2) #is/are a proposal to regularise the Cash Company's condition as referred to in Rule 8.03(5) of the LR	Yes No
c	Confirmation of Guidance Note 3 ("GN3")	(a) Our Company is a GN3 Company	Yes No
		(b) The proposal(s) in item (2) #is/are a proposal to regularize the GN3 Company's condition as referred to in Rule 8.04(3) of the LR	Yes No

Listing application for new issue of securities or subdivision of shares
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8.	Details of proposals including number & types of securities applied for listing & issue price (if any)	
9.	Currency denomination which the new securities will be listed and quoted	(a) Ringgit Malaysia ("RM")         (b) Others: (Please indicate)
10.	Ranking of the new securities	The new securities #will/will not be listed and quoted as the existing listed securities of the same class. If the new securities will be separately quoted on listing date, details of the non-entitlement(s):
11.	Redeemable preference shares	Additional information for redeemable preference shares as set out in Part D, Annexure GN17-B is attached
12.	*Directorships and/or substantial shareholdings of the controlling shareholder	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. * Not applicable to controlling shareholders which are statutory institutions managing funds belonging to the public.

13.	Issuance of securities on non-pro rata	Where the new issuance of securities is on a non-pro rata basis -
	basis	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.
		Note: Where the identified placees are nominee corporations or funds, the names of the ultimate beneficiaries must be disclosed.
14.	Conditionality of proposals/	(a) The issue price # is/is not conditional upon any other proposal
	pricing	(b) This proposal # is/is not conditional upon any other proposal
		If in affirmative, to provide details of the other corporate exercises, including the estimated time frame for completion:
45	Detrie	
15.	Public shareholding	ORDINARY SHARES
	spread	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.
16.	SHARE ISSUAN	
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 &	SUBDIVISION OF SHARES
17A	Confirmation	Bonus Issue
	of compliance and adequacy of reserves	(a) The bonus issue is in full compliance with Rule 6.31 of the LR
		(b) The reporting accountant or external auditor has confirmed that the reserves are sufficient to cover the capitalisation issue in accordance with Rule 6.31(2)(b), if applicable
		Subdivision of shares
		(c) The subdivision of shares is in full compliance with Rule 6.31(1A) of the LR
		<ul> <li>(d) The proposed subdivision of shares will be approved by way of -</li> </ul>
		(i) ordinary resolution in accordance with its constitution; or
		(ii) special resolution

17B	Bonus issue	(a)	Retained Profit Account	
	by way of capitalisation	(b)	[Deleted]	
	will be fully capitalised from the following:	(c)	Surplus arising from the revaluation of investments in subsidiaries and associated companies	
	Tonowing.	(d)	Surplus arising from the revaluation of real estate (at least 20% of the valuation amount will be retained)	
17C	Conditionality	(i)	The bonus issue/subdivision of shares is not conditional upon another corporate proposal	
		(ii)	The bonus issue is conditional upon a concurrent subdivision or consolidation	
		(iii)	The bonus issue/subdivision of shares is conditional upon another corporate proposal.	
			specify details of the other corporate proposals and the mated time frame for completion of the same	
17D	Undertakings	We	undertake the following:	
	for bonus issue/subdivisi on of shares	(i)	the return of allotment will be filed with the Registrar p to the Companies Act or in relation to a foreign corp the relevant document showing its latest issued and capital will be filed with the relevant authority pursuar laws of the place of incorporation;	oration, paid-up
		(ii)	all notices of allotment will be issued and despatched entitled holders as expeditiously as possible and in any not later than 4 market days after the date of listi- quotation;	y event,
		(iii)	the new securities will be listed and quoted as the listed securities of the same class;	existing
		(iv)	all conditions, including conditions imposed by the authorities, if any, which are required to be met before listing and quotation of the securities will be met;	
		(v)	there are no circumstances or facts which have the e preventing or prohibiting the issuance, listing and/or qu of the securities including any order, injunction or an directive issued by any court of law; and	uotation
		(vi)	to immediately inform the Exchange upon becoming after submission of the listing application, that the corporation has failed to meet any of the above unde referred to in paragraphs (i) to (iv) or of any circumsta facts referred to in paragraph (v) above.	e listed rtakings

18.	ISSUES OF SECURITIES ON A NON-PRO RATA BASIS UNDER A GENERAL MANDATE		
18A	Confirmation from Sponsor	We	confirm that –
	or Adviser, as the case may	(i)	Rule 6.04 of the LR has been complied with
	be	(ii)	Rule 6.05 of the LR has been complied with
19.	CORPORATE PR 4.2 OF GUIDANC		OSALS WHICH FALL UNDER PARAGRAPHS 4.1 AND DTE 17
19A	Undertakings for corporate	Weι	undertake the following:
	proposal which applies the procedure under paragraphs 4.1 and 4.2	(a)	the return of allotment will be filed with the Registrar pursuant to the Companies Act 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.
			[Authorised signatory of the listed corporation] Name: Designation:
Date:			Date:

Listing application for new issue of securities or subdivision of shares

#### 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) a copy of the announcement, circular, prospectus or abridged prospectus which is registered with the relevant authorities;
  - (b) a certified true copy of the relevant resolution passed by securities holders in general meeting;
  - (c) a letter from the listed corporation's Sponsor or Adviser, as the case may be, confirming all approvals of relevant authorities have been obtained;
  - (d) a copy each of all letters of approval from the relevant authorities;
  - (dA) in the case of a bonus issue by way of capitalisation -
    - (i) a statement from the listed corporation confirming that it has sufficient reserves to cover the capitalisation; and
    - (ii) where a confirmation by the external auditors or reporting accountants is required under Rule 6.31(2)(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) in the case of a Share Issuance Scheme, a draft copy of the bylaws; and
  - (f) for proposals which apply the procedures under paragraphs 3.0 and 4.0 of Guidance Note 17, a cheque drawn to the order of Bursa Malaysia Securities Berhad or such other proof of payment acceptable to the Exchange for the processing and listing fees as may be prescribed by the Exchange from time to time, together with a copy of the details of the computation of the amount of listing fees payable.
- (2) If any of the above documents are not filed because they are not applicable or available in any case, a listed corporation must submit a separate exhibit explaining why such documents are not applicable or available.
- (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 share capital and number of issued shares;
  - (b) a confirmation that all notices of allotment have been issued and despatched to the entitled holders;
  - (c) a confirmation from the listed corporation that the Depository is ready to credit the new securities to the accounts of the entitled holders, after receiving the allotment information for crediting of the new securities;
  - (d) a cheque drawn to the order of Bursa Malaysia Securities Berhad or such other proof of payment acceptable to the Exchange for the listing fees as may be prescribed by the Exchange from time to time, together with a copy of the details of the computation of the amount of listing fees payable;
  - (e) a confirmation from the listed corporation's Sponsor or Adviser, as the case may be, of whether the new issue of securities will be listed and quoted as the existing securities of the same class or will be separately quoted on the listing date. If the new issue of securities will be separately quoted on the listing date, to specify the entitlement that the holders of the new issue of securities will not be entitled to;
  - (f) a confirmation from the listed corporation's Sponsor or Adviser, as the case may be, that 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 have been met;
  - (g) a confirmation from the listed corporation's Sponsor or Adviser, as the case may be, that 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
  - (h) such other documents which are not/have not been submitted pursuant to Part B of Annexure GN17-B.
- (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;
  - (b) an exercise of options under a Share Issuance Scheme; or
  - (c) a Specified Bonus Issue of equity securities.

## Part D

## Additional information for redeemable preference shares

(paragraph 7.1(a))

- (1) The preferential dividend rate and preferential dividend payment dates.
- (2) The method of redemption.
- (3) A summary of other material terms of issue.

## 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 constitution in support of a listing application for redeemable preference shares.

## Part F

Additional supporting documents to be filed with a listing application for convertible securities (paragraph 8.1)

- (1) A listed corporation must file a copy of the duly executed deed poll in support of a listing application for convertible securities.
- (2) If the above document is not filed because it is not applicable in any case, a listed corporation must submit a separate exhibit explaining why such document is not applicable.

[End of Annexure]