

AMENDMENTS TO THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

EXISTING PROVISIONS		AMENDED PROVISIONS	
Para.		Para.	
	CHAPTER 3 - ADMISSION		
	PART F – TRANSFER OF LISTED COMPANY FROM THE SECOND BOARD TO THE MAIN BOARD		PART F – TRANSFER OF LISTED COMPANY TO THE MAIN BOARD
3.19	<p>Transfer from the Second Board to the Main Board</p> <p>A company listed on the Second Board may be considered for a transfer to the Main Board provided that the listed company meets the requirements for listing on the Main Board and/or such other requirements as may be imposed by the Exchange and it obtains the prior approval of the Commission.</p>	3.19	<p>Transfer to the Main Board</p> <p>A company listed on the Second Board or the MESDAQ Market may be considered for a transfer to the Main Board provided that the listed company meets the requirements for listing on the Main Board and/or such other requirements as may be imposed by the Exchange and it obtains the prior approval of the Commission.</p>
3.19A	New provision	3.19A	<p>Procedures relating to transfer</p> <p>The following procedures shall apply to the transfer of a listed company to the Main Board, with the necessary modifications, as may be applicable:-</p> <ul style="list-style-type: none"> (a) Listed company makes an immediate announcement to the Exchange upon approval of the board of directors of the listed company being given for the transfer. (b) Listed company submits an application to the Commission. (c) Commission approves the transfer. (d) Listed company files with the Exchange a transfer application together with supporting documents. (e) Exchange grants approval-in-principle for the transfer. (f) Listed company submits the draft introductory circular

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			<p>to the Exchange, if applicable, together with checklist showing compliance with Part D of Appendix 3A.</p> <ul style="list-style-type: none"> (g) Listed company files the final copy of prospectus with the relevant authorities, where applicable. (h) Listed company issues the prospectus or introductory circular and places a box advertisement. (i) Listed company files with the Exchange the documents and/or confirmations required by the Exchange pursuant to its approval-in-principle for the transfer. (j) Securities transferred 2 clear market days after receipt of the requisite documents and/or confirmations and the same have been found to be complete in all respects.
3.20	<p>Submission of formal transfer application</p> <p>A listed company seeking a transfer to the Main Board must submit an application to the Exchange which shall include the information set out in paragraphs (5), (6), (7) and (8) of Part D of Appendix 3A together with a resolution of its board of directors approving and authorising the application for transfer.</p>	3.20	<p>Submission of formal transfer application</p> <p>A listed company seeking a transfer to the Main Board must submit an application to the Exchange which shall include:-</p> <ul style="list-style-type: none"> (a) the information set out in paragraphs (5), (6), (7) and (8) of Part D of Appendix 3A together with a resolution of its board of directors approving and authorising the application for transfer; and (b) in addition, where such company is listed on the MESDAQ Market, the information and documents set out in Appendix 3E.
3.23	<p>Fees in relation to transfer</p> <p>(1) A listed company seeking a transfer to the Main Board must pay the normal initial listing fees, together with the first annual fee according to the scale for listed companies.</p>	3.23	<p>Fees in relation to transfer</p> <p>(1) No change</p>

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	<p>APPENDIX 3A Part B</p> <p>Documents to be filed with a listing application</p> <p>(1)(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:-</p> <table border="0"> <thead> <tr> <th><i>No. of Holders</i></th> <th><i>Holdings</i></th> <th><i>Total Holdings %</i></th> </tr> </thead> <tbody> <tr> <td></td> <td>less than 100 shares</td> <td></td> </tr> <tr> <td></td> <td>100 to 1,000 shares</td> <td></td> </tr> <tr> <td></td> <td>1,001 to 10,000 shares</td> <td></td> </tr> <tr> <td></td> <td>10,001 to 100,000 shares</td> <td></td> </tr> <tr> <td></td> <td>100,001 to less than 5% of issued shares</td> <td></td> </tr> <tr> <td></td> <td>5% and above of issued shares</td> <td style="text-align: right;">_____</td> </tr> <tr> <td></td> <td></td> <td style="text-align: right;">100%</td> </tr> </tbody> </table>	<i>No. of Holders</i>	<i>Holdings</i>	<i>Total Holdings %</i>		less than 100 shares			100 to 1,000 shares			1,001 to 10,000 shares			10,001 to 100,000 shares			100,001 to less than 5% of issued shares			5% and above of issued shares	_____			100%	<p>APPENDIX 3A Part B</p> <p>Documents to be filed with a listing application</p> <p>(1)(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:-</p> <table border="0"> <thead> <tr> <th><i>Particulars</i></th> <th><i>No of shares</i></th> <th><i>No of shareholders</i></th> <th><i>Percentage%</i></th> </tr> </thead> <tbody> <tr> <td colspan="4"><i>Issued and paid-up capital</i></td> </tr> <tr> <td colspan="4"><i>Less:</i></td> </tr> <tr> <td colspan="4"><i>Directors of the applicant and its subsidiaries and/or associated companies</i></td> </tr> <tr> <td colspan="4"><i>Substantial shareholders of the applicant (except where such shareholder</i></td> </tr> </tbody> </table>	<i>Particulars</i>	<i>No of shares</i>	<i>No of shareholders</i>	<i>Percentage%</i>	<i>Issued and paid-up capital</i>				<i>Less:</i>				<i>Directors of the applicant and its subsidiaries and/or associated companies</i>				<i>Substantial shareholders of the applicant (except where such shareholder</i>			
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	<p>APPENDIX 3A Part D</p> <p>Information to be disclosed in an introductory circular</p> <p>(1) - (4)</p> <p>(5) The criteria for the transfer and how the listed company has achieved such criteria which shall include the following:-</p>		<p>APPENDIX 3A Part D</p> <p>Information to be disclosed in an introductory circular</p> <p>(1) - (4) [No change]</p> <p>(5) The criteria for the transfer and how the listed company has achieved such criteria which shall include the following:-</p>

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	<p>(a) the listing status i.e. the number of years the company has been listed on the Second Board;</p> <p>(b) the issued and paid-up capital;</p> <p>(c) the shareholding spread; and</p> <p>(d) the historical profit performance;</p> <p>(6) - (11)</p>		<p>(a) the listing status i.e. the number of years the company has been listed on the Second Board or MESDAQ MARKET, as the case may be;</p> <p>(b) the issued and paid-up capital;</p> <p>(c) the shareholding spread;</p> <p>(d) the historical profit performance;</p> <p>(e) a statement as to whether the listed company has met the profit forecast disclosed in the prospectus, where applicable; and</p> <p>(f) the market capitalisation of the listed company, where applicable.</p> <p>(6) – (11) [No change]</p>
	New provision		<p>APPENDIX 3E</p> <p>Information and documents to be disclosed in and filed with a transfer application</p> <p>(1) A listed company must disclose and/or file the following information and/or documents in support of a transfer application:-</p> <p>(a) One copy each of the articles of association and all amendments to-date.</p> <p>(b) One copy of the prospectus registered with the relevant</p>

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			<p>authorities or the introductory circular or where this is not available, one copy of the draft prospectus submitted to the relevant authorities or the draft introductory circular.</p> <p>(c) A statement on the percentage of the total number of listed shares which are held by the public, the number of public shareholders and a certificate of distribution of the shares in the following format:-</p> <table border="0"> <thead> <tr> <th><i>Particulars</i></th> <th><i>No of shares</i></th> <th><i>No of shareholders</i></th> <th><i>Percentage%</i></th> </tr> </thead> <tbody> <tr> <td><i>Issued and paid-up capital</i></td> <td></td> <td></td> <td></td> </tr> <tr> <td><i>Less:</i></td> <td></td> <td></td> <td></td> </tr> <tr> <td><i>Directors of the listed company and its subsidiaries and/or associated companies</i></td> <td></td> <td></td> <td></td> </tr> <tr> <td><i>Substantial shareholders of the listed company (except where such shareholder may be included as "public")</i></td> <td></td> <td></td> <td></td> </tr> <tr> <td><i>Associates of directors or substantial shareholders of the</i></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	<i>Particulars</i>	<i>No of shares</i>	<i>No of shareholders</i>	<i>Percentage%</i>	<i>Issued and paid-up capital</i>				<i>Less:</i>				<i>Directors of the listed company and its subsidiaries and/or associated companies</i>				<i>Substantial shareholders of the listed company (except where such shareholder may be included as "public")</i>				<i>Associates of directors or substantial shareholders of the</i>			
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			<p><i>listed company</i></p> <p><i>Shareholders holding less than 100 shares</i> -----</p> <p><i>Public shareholdings</i></p> <p>(d) A letter of undertaking in the form of Appendix 3F duly executed by the listed company together with a certified true extract of the resolution of the listed company's board of directors authorising the signatory.</p> <p>(e) A letter of undertaking in the form of Appendix 3G duly executed by each director of the listed company.</p> <p>(f) A letter in the form of Appendix 3H duly executed by each independent director of the listed company.</p> <p>(g) A letter from the listed company's adviser confirming all approvals of relevant authorities have been obtained.</p> <p>(h) One copy each of all letters of approval from the relevant authorities.</p> <p>(i) A cheque drawn to the order of Bursa Malaysia Securities Berhad for the listing fees</p> <p>(j) A confirmation that all conditions imposed by the relevant authorities, if any, which are required to be met prior to the transfer to the Main Board have been met.</p> <p>(k) A confirmation that the composition of the board of directors of the listed company complies with the requirements of paragraph 15.02.</p> <p>(l) A confirmation that the composition of the audit committee of the listed company complies with the requirements of paragraph 15.10 and 15.11.</p> <p>(m) A declaration in the form of Appendix 15A duly executed</p>

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			<p>by each director of the listed company.</p> <p>(2) If any of the above documents are not filed because they are not applicable or available in any case, the listed company must submit a separate exhibit explaining why such documents are not applicable or available.</p>
	New provisions.		<p>APPENDIX 3F</p> <p>Undertaking by a listed company transferring from the MESDAQ Market to the Main Board</p> <p>To Bursa Malaysia Securities Berhad Exchange Square Bukit Kewangan 50200 Kuala Lumpur</p> <p>Compliance with the Listing Requirements and Rules of Bursa Malaysia Securities Berhad (“the Exchange”)</p> <p>In consideration of the Exchange approving the application for transfer of (“the Company”) to the Main Board of the Exchange WE HEREBY ACKNOWLEDGE that the Company shall remain on the Official List of the Exchange, and official quotation of any of the Company's securities shall continue only during the pleasure of the Exchange and WE HEREBY UNDERTAKE AND AGREE to comply with the Listing Requirements of the Exchange and the Rules of the Exchange, which shall be in force from time to time, insofar as the same shall apply to the Company.</p>

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			<p>The above Undertaking has been signed by me as [title] of[name of Company] pursuant to authority granted to me by resolution of the board of directors of the Company on </p> <p>Date:</p> <p>Signature:</p> <p>Name:</p>
	New Provisions.		<p>Appendix 3G</p> <p>Undertaking by a director of a listed company transferring from the MESDAQ Market to the Main Board</p> <p>To Bursa Malaysia Securities Berhad Exchange Square Bukit Kewangan 50200 Kuala Lumpur</p> <p>Compliance with the Listing Requirements of Bursa Malaysia Securities Berhad ("the Exchange")</p> <p>I,[name and NRIC number of director], am a director of[name of the listed company] ("the Company") which has submitted an application to the Exchange to be transferred to the Main Board of the Exchange ("Main Board").</p>

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			<p>In consideration of the Exchange approving the Company's application for transfer to the Main Board, I HEREBY UNDERTAKE AND AGREE to comply with the Listing Requirements of the Exchange which shall be in force from time to time, insofar as the same shall apply to me as a director of the Company.</p> <p>Yours faithfully Name: Designation: Date:</p>
	New provisions.		<p>APPENDIX 3H</p> <p>Letter of confirmation by an independent director of a listed company transferring from the MESDAQ Market to the Main Board</p> <p>To Bursa Malaysia Securities Berhad Exchange Square Bukit Kewangan 50200 Kuala Lumpur</p> <p>Confirmation of "independence" pursuant to the Listing Requirements of Bursa Malaysia Securities Berhad ("the Exchange")</p> <p>I, [name and NRIC number of director], am a director of [name of the listed company] which has submitted an application to the Exchange to be transferred to the Main Board of the Exchange.</p>

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			<p>I HEREBY CONFIRM AND DECLARE that I am an independent director as defined under paragraph 1.01 of the Listing Requirements of the Exchange.</p> <p>Yours faithfully Name: Designation: Date:</p>																																															
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11.10	<p>Equity structure to be furnished to Exchange upon completion of take-over</p> <p>Upon completion of the take-over offer of a listed company, the listed company must, in addition to complying with paragraph 8.15(1), furnish a schedule of the listed company's securities to the Exchange in the following format:-</p> <table border="0"> <thead> <tr> <th><i>No. of Holders</i></th> <th><i>Holdings</i></th> <th><i>Total Holdings</i></th> <th><i>%</i></th> </tr> </thead> <tbody> <tr> <td></td> <td>less than 100 shares</td> <td></td> <td></td> </tr> <tr> <td></td> <td>100 to 1,000 shares</td> <td></td> <td></td> </tr> <tr> <td></td> <td>1,001 to 10,000 shares</td> <td></td> <td></td> </tr> <tr> <td></td> <td>10,001 to 100,000 shares</td> <td></td> <td></td> </tr> <tr> <td></td> <td>100,001 to less than 5% of issued shares</td> <td></td> <td></td> </tr> <tr> <td></td> <td>5% and above of issued shares</td> <td></td> <td></td> </tr> <tr> <td></td> <td>Directors' shareholdings</td> <td></td> <td></td> </tr> </tbody> </table>	<i>No. of Holders</i>	<i>Holdings</i>	<i>Total Holdings</i>	<i>%</i>		less than 100 shares				100 to 1,000 shares				1,001 to 10,000 shares				10,001 to 100,000 shares				100,001 to less than 5% of issued shares				5% and above of issued shares				Directors' shareholdings			<p>11.10</p> <p>Equity structure to be furnished to Exchange upon completion of take-over</p> <p>Upon completion of the take-over offer of a listed company, the listed company must, in addition to complying with paragraph 8.15(1), furnish a schedule of the listed company's securities to the Exchange in the following format:-</p> <table border="0"> <thead> <tr> <th><i>Particulars</i></th> <th><i>No of shares</i></th> <th><i>No of shareholders</i></th> <th><i>Percentage%</i></th> </tr> </thead> <tbody> <tr> <td colspan="4"><i>Issued and paid-up capital</i></td> </tr> <tr> <td colspan="4"><i>Less:</i></td> </tr> <tr> <td colspan="4"><i>Directors of the listed company and its subsidiaries and/or associated companies</i></td> </tr> </tbody> </table>	<i>Particulars</i>	<i>No of shares</i>	<i>No of shareholders</i>	<i>Percentage%</i>	<i>Issued and paid-up capital</i>				<i>Less:</i>				<i>Directors of the listed company and its subsidiaries and/or associated companies</i>			
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