

SECTION 1 – PROPOSED AMENDMENTS TO CHAPTER 4B OF THE MAIN LR

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

PART A – GENERAL

4B.01 Introduction

- (1) This Chapter sets out the requirements that must be complied with by an issuer seeking a listing of its sukuk ~~and or~~ debt securities on the ~~Exchange under an Exempt Regime~~Official List, and the continuing listing obligations of such issuer.
- (2) An issuer may list its sukuk or debt securities either as Exchange Traded Bonds or under the Exempt Regime.
- ~~(+)~~(3) This Chapter does not apply to an issuance of sukuk or debt securities by or guaranteed by a State Government, Federal Government of Malaysia and Bank Negara Malaysia.

PART B - DEFINITIONS

4B.02 Definitions

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

- (a) “Exchange Traded Bonds” means the sukuk or debt securities which are listed and quoted for trading on the Exchange.
- (b) “Exempt Regime” means a regime under which the sukuk or debt securities are offered, issued or subscribed in accordance with section 229(1) or section 230(1) of the CMSA, and are listed but not quoted for trading on the Exchange;
- (bc) “government” includes -
- (i) the Federal or State ~~G~~government of Malaysia;
 - (ii) Bank Negara Malaysia;
 - (iii) a foreign government; or
 - (iv) a foreign central bank;
- (ed) “Information Memorandum/Offering Circular” means a document which is issued by an issuer or its agent purporting to describe the business and affairs of the issuer and to provide the investors information on the offering of the sukuk or debt securities;
- (ed) “issuer” means an issuer, listed or otherwise, whose sukuk or debt securities are listed or proposed to be listed on the Exchange as Exchange Traded Bonds or under ~~an the~~ Exempt Regime, or both issuers;

- (fe) ~~“~~**material information**~~”~~ means information which is reasonably expected to have a material effect on -
- (i) the price or value of the issuer's sukuk or debt securities; or
 - (ii) the decision of a sukuk or debt securities holder or an investor whether to trade in such debt securities;
- (gf) ~~“~~**sukuk**~~”~~ means Islamic securities as defined in the SC's [Islamic Securities Guidelines \(Sukuk Guidelines\)](#)~~on the Offering of Islamic Securities~~;
- (hg) ~~“~~**Trust Deed**~~”~~ means the trust deed governing an issue of ~~the~~ sukuk or debt securities entered into between the issuer and the sukuk or debt securities holders in accordance with the SC's [Guidelines on Minimum Contents Requirements for Trust Deed Guidelines](#); and
- (ih) ~~“~~**Trustee**~~”~~ means the trustee appointed pursuant to the terms of the Trust Deed.

PART C - ADMISSION

4B.03 Approval for admission

- (1) An issuer must submit its listing application under this Chapter through ~~a a corporate finance adviser that may act as a principal adviser under the SC's~~ [Principal Adviser Guidelines](#).
- (2) ~~The Exchange will exercise discretion over the admission and continued listing and quotation of the sukuk or debt securities on its Official List and may approve or reject the applications for listing, as it deems fit. An issuer seeking to list any sukuk or debt securities on the Exchange under an Exempt Regime needs to obtain the approval of the SC only if an approval under section 212(4) of the CMSA is required for the issue or offer of the sukuk or debt securities.~~
- (3) ~~The Exchange may also approve applications for listing and quotation of sukuk or debt securities unconditionally or subject to such conditions, as it deems fit.~~
- (43) Where the sukuk or debt securities are issued under a programme, an issuer may list either all or a certain class or tranche of sukuk or debt securities issued under the programme.
- (4) ~~Short-term sukuk or debt securities with original maturity date of less than 1 year cannot be listed.~~
- (5) ~~The Exchange will exercise discretion over the admission and continued listing of the sukuk or debt securities on the Exchange under an Exempt Regime and may approve or reject applications for listing, as it deems fit.~~
- (56) An issuer must comply with the relevant admission procedures and requirements as may be prescribed by the Exchange.

[Cross reference: Practice Note 26]

PART C1 – ADMISSION UNDER AN EXEMPT REGIME

4B.04 SC Approval

An applicant seeking to list any sukuk or debt securities on the Exchange under an Exempt Regime needs to obtain the approval of the SC only if an approval under section 212(4) of the CMSA is required for the issue or offer of the sukuk or debt securities.

4B.05~~4~~ Information Memorandum/Offering Circular required

- (1) An ~~issuer~~ applicant must issue an Information Memorandum/Offering Circular in connection with the listing under the Exempt Regime.
- (2) Notwithstanding subparagraph (1) above, an applicant may issue a document setting out the principal terms and conditions of the sukuk or debt securities in place of the Information Memorandum/ Offering Circular where the sukuk or debt securities are -
 - (a) issued, or offered or guaranteed by a multilateral development bank, a multilateral financial institution, any government or entities wholly-owned by the government; or
 - (b) issued by a special purpose vehicle which is established by a multilateral development bank, a multilateral financial institution, any government or entities wholly-owned by the government and where the ultimate credit risk exposures of the investors still reside with these entities.⁵

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

4B.06 Tenure

Short-term sukuk or debt securities with original maturity date of less than 1 year cannot be listed.

4B.07~~5~~ Financial statements and announcements

- (1) All information or documents presented, submitted, disclosed or announced pursuant to these Requirements must be in English. An issuer must issue its financial statements and announcements in English.
- (2) An applicant ~~The issuer~~ may prepare its financial statements in accordance with the approved accounting standards applicable in its home jurisdiction.

PART C2 – ADMISSION OF EXCHANGE TRADED BONDS

4B.08 Approval of other authorities

An applicant must first obtain approval(s) from SC and other relevant authorities (where applicable) before listing and quotation of any Exchange Traded Bonds will be considered by the Exchange.

4B.09 Convertible or Exchangeable Sukuk or Debt Securities

An applicant of Exchange Traded Bonds which are convertible or exchangeable into listed shares must also comply with the provisions in Part I of Chapter 6 of these Requirements, as if it were the listed issuer, with the necessary modifications.

4B.10 Trustee and Trust Deed required for Exchange Traded Bonds

- (1) An applicant seeking a listing and quotation of its sukuk or debt securities on the Exchange as Exchange Traded Bonds must appoint a trustee approved by SC to represent the holders of its sukuk or debt securities.
- (2) The applicant must ensure that the trust deed governing the issuer and the issue of the Exchange Traded Bonds comply with the SC's Trust Deed Guidelines and includes the relevant provisions set out in Appendix 4B-A.

4B.11 Foreign Issuer

- (1) A foreign applicant must appoint an agent or representative in Malaysia to be responsible for communication with the Exchange, on behalf of the applicant.
- (2) A foreign applicant must maintain a paying agent or its equivalent in Malaysia.
- (3) All information or documents presented, submitted, disclosed or announced by a foreign applicant must be in English.

4B.12 Guarantor

In a case where the sukuk or debt securities are guaranteed, the guarantor must comply with the relevant obligations applicable to an issuer, as if the guarantor were the issuer.

PART D - CONTINUING LISTING OBLIGATIONS

4B.1306 Disclosure of information

- (1) An issuer must immediately announce to the Exchange any material information.
- (2) Without limiting the generality of subparagraph (1) above, an issuer must immediately announce to the Exchange the following:
 - (a) ~~any issuance of a new tranche or programme by the issuer;~~
 - ~~(a)(b)~~ any change in the terms of the sukuk or debt securities;
 - ~~(c)~~ any redemption or cancellation of the sukuk or debt securities;
 - ~~(d)~~ any amendment to the Trust Deed, if applicable;
 - ~~(e)~~ any appointment or replacement of Trustee or fiscal agent, if applicable; ~~and~~
 - ~~(f)~~ any change of its Shariah adviser appointed by the issuer as required under the SC's ~~Guidelines on the Offering of Islamic Securities~~ Islamic Securities Guidelines (Sukuk Guidelines);
 - (g) any occurrence of an event of default under the Trust Deed; and
 - (h) credit rating of its sukuk or debt securities, including a summary of the rating analysis or credit assessment report relevant to the sukuk or debt securities published by a credit rating agency.

- (3) An issuer must, at least 1 month before the maturity date, announce the maturity date of each issuance of sukuk or debt securities.
- (4) An issuer which is a foreign corporation must announce to the Exchange concurrently all information required to be publicly disclosed to its domestic regulatory authorities and other stock exchanges, if applicable.

4B.1409 Other Chapters not applicable

- (1) ~~Save as stated below, All~~ provisions in Chapters 1, 2, 9 and 16 apply to an issuer, as if it were a listed issuer, with the necessary modifications, except:
 - (a) paragraph 2.03(1);
 - (b) paragraph 2.09;
 - (c) parts J to M of Chapter 9; paragraph 16.02;
 - ~~(d) paragraph 16.03;~~
 - ~~(e) paragraph 16.04;~~
 - ~~(df) paragraph 16.06;~~
 - ~~(eg) paragraph 16.07; and~~
 - ~~(fh) paragraph 16.12;~~
 - ~~(i) paragraph 16.13; and~~
 - ~~(f) paragraph 16.22.~~
- (2) Apart from the above, unless otherwise stated, the other Chapters of these Requirements are not applicable to an issuer of sukuk or debt securities under this Chapter.

PART D1 – ADDITIONAL CONTINUING OBLIGATIONS FOR EXEMPT REGIME

4B.1507 Submission of financial statements

- (1) An issuer under the Exempt Regime must announce its unaudited or audited financial statements covering the profit and loss position and the balance sheet position on a consolidated basis within 2 months after the close of the half year of the issuer's financial year, if any, which statements must state whether there is any abnormal circumstance that has affected or will affect the business and financial position of the issuer.
- (2) An issuer under the Exempt Regime must announce issue to its sukuk or debt securities holders and give to the Exchange, the issuer's annual audited financial statement, within 4 months after the close of the financial year of the issuer.
- ~~(3) Subparagraphs (1) and (2) above do not apply to an issuer referred to in paragraph 4B.04(2) above.~~

4B.08-16 Financial statements and announcements

An issuer under the Exempt Regime must comply with paragraph 4B.075 as a continuing listing obligation.

PART D2- ADDITIONAL CONTINUING OBLIGATIONS FOR EXCHANGE TRADED BONDS

4B.17 Submission of Financial Statements

- (1) An issuer of Exchange Traded Bonds must announce its unaudited or audited financial statements covering the profit and loss position and the balance sheet position on a consolidated basis within 2 months after the close of the half year of the issuer's financial year, which statements must state whether there is any abnormal circumstance that has affected or will affect the business and financial position of the issuer.
- (2) An issuer of Exchange Traded Bonds must announce to the Exchange its annual audited financial statement, together with auditors' and directors' reports within 4 months after the close of the financial year of the issuer.

4B.18 Continuing obligations

- (1) An issuer of Exchange Traded Bonds and its guarantor, as the case may be, must comply with paragraphs 4B.10, 4B.11 and 4B.12 as continuing listing obligations.
- (2) An issuer of Exchange Traded Bonds which are convertible or exchangeable into listed shares must also comply with paragraphs 4B.09 and 8.28 as continuing listing obligations.

4B.19 Foreign Issuer

A foreign issuer must comply with the following continuing listing obligations applicable to a foreign corporation under Chapter 4A of these Requirements, as if it were the foreign corporation, with the necessary modifications:

- (a) paragraph 4A.09;
- (b) paragraph 4A.10;
- (c) paragraph 4A.15; and
- (d) paragraph 4A.17.

PART E – DE-LISTING BY THE EXCHANGE

4B.210 De-listing by the Exchange

In addition to the circumstances set out in paragraph 16.11, the Exchange may at any time de-list an issuer or any class of its sukuk or debt securities from the Official List in any of the following circumstances:

- (a) upon the occurrence of any of the events which the Trustee has declared the sukuk or debt securities to be immediately due and repayable pursuant to the Trust Deed; ~~or~~
- (b) upon the maturity or expiry of the sukuk or debt securities;
- (c) upon full redemption of the sukuk or debt securities; or
- ~~(b)~~(d) any other circumstances which in the opinion of the Exchange, do not warrant the continued listing of the sukuk or debt securities.

[End of Chapter]

Appendix 4B-A

Contents of a trust deed for Exchange Traded Bonds

(paragraph 4B.10(2))

- (1) Where a meeting of sukuk or debt securities holders is held, an issuer must ensure that:
- (a) at least 14 days' notice in writing of any meeting (other than a meeting convened to pass a special resolution) of sukuk or debt securities holders shall be given by the trustee. In the case of a meeting convened to pass a special resolution, at least 21 days' notice shall be given. Such notice will specify the general nature of the business to be transacted.
 - (b) the trustee shall cause at least 14 days' notice (21 days' in the case of special resolution to be passed) to be given of any meeting by advertisement in a national language daily newspaper and in one other newspaper as may be approved by the SC, and in writing to the Exchange.
 - (c) the notices convening a meeting of sukuk or debt securities holders must contain sufficient information to enable a sukuk or debt securities holder to decide whether to attend the meeting.
- (2) A sukuk or debt securities holder shall be entitled to attend and vote at any meeting of sukuk or debt securities holders, and shall be entitled to appoint another person (whether a sukuk or debt securities holder or not) as his proxy to attend and vote. Such proxy shall have the same rights as the sukuk or debt securities holder to vote whether on a poll or a show of hands, to speak and to be reckoned in a quorum.
- (+)(3) In the case of an equality of votes the chairman of a meeting of sukuk or debt securities holders shall have a casting vote in addition to his vote (if any) as a sukuk or debt securities holders both on a show of hands and on a poll.

SECTION 2 – PROPOSED AMENDMENTS TO PRACTICE NOTE 26 OF THE MAIN LR

BURSA MALAYSIA SECURITIES BERHAD

PRACTICE NOTE 26

LISTING PROCEDURES OF SUKUK AND DEBT SECURITIES UNDER AN EXEMPT REGIME

Details	Cross References
Effective date: [x]3 August 2009	Paragraph 4B.03
Revision date: [xx]	

1.0 Introduction

1.1 This Practice Note sets out the following requirements in relation to an application for listing of sukuk and debt securities [on the Official List](#) under an Exempt Regime [or as Exchange Traded Bonds](#) under Chapter 4B:

- (a) the procedures for admission;
- (b) the initial listing application form and supporting documents;
- (c) the undertakings and confirmation by an issuer; and
- (d) other relevant requirements.

2.0 Procedures relating to admission

2.1 [Admission under an Exempt Regime](#)

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

- (a) issuer submits an application to the SC for the issue or offer of the sukuk or debt securities in Malaysia, where applicable;
- (b) SC approves the issue or offer, where applicable;
- (c) issuer files with the Exchange a listing application together with supporting documents;
- (d) Exchange grants approval for the listing of sukuk or debt securities;
- (e) where applicable, the issuer -
 - (i) issues the Information Memorandum/Offering Circular or such other document as may be acceptable under paragraph 4B.04(2) of the Listing

Requirements (collectively referred to in this paragraph as “**Said Documents**”);

- (ii) provides the Exchange with 2 copies of the Said Documents as may be determined by the Exchange from time to time; and
- (iii) announces the information set out in paragraph 5.0 below to the Exchange; and
- (f) Sukuk or debt securities are listed on the Official List of the Exchange.

2.2 Admission of Exchange Traded Bonds

The following procedures apply to the listing and quotation of sukuk or debt securities on the Exchange as Exchange Traded Bonds, with the necessary modification, as may be applicable.

- (a) issuer submits an application to SC;
- (b) SC approves the application and listing of the debt securities;
- (c) issuer files with the Exchange a listing application together with supporting documents;
- (d) issuer files the final copy of prospectus with the relevant authorities;
- (e) Exchange grants approval for the admission of sukuk or debt securities;
- (f) issuer:
 - (i) issues the prospectus or information memorandum;
 - (ii) advertises the prospectus or information memorandum;
 - (iii) provides the Exchange with such number of copies of the printed prospectus or information memorandum, as may be determined by the Exchange from time to time; and
 - (iv) announces to the Exchange, the indicative timetable of the initial public offering containing the information set out in paragraph 5.1 below, where applicable.
- (g) if the listing entails and offer of securities to the public, the issuer applicant announces the level of subscription and the basis of allocation;
- (h) issuer issues sukuk or debt securities and notices of allotment, where applicable;
- (i) issuer announces to the Exchange the relevant information in accordance with paragraph 5.0 below; and
- (a)(i) sukuk or debt securities are admitted to the Official List and quoted on the Exchange.

3.0 Listing application form and supporting documents

3.1 An issuer issuing sukuk or debt securities under the Exempt Regime must file with the Exchange a listing application which consists of the following:

- (a) the application, in the form of Part A of Annexure PN26-A; and

(b) the supporting documents specified in Part B of Annexure PN26-A.

3.2 An issuer seeking listing and quotation of its sukuk or debt securities on the Exchange as Exchange Traded Bonds must file with the Exchange a listing application which consists of the following:

(a) the application, in the form of Part B of Annexure PN26-A; and

(b) the supporting documents specified in Part C of Annexure PN26-A.

4.0 Undertakings and confirmation

4.1 An issuer must give the Exchange an undertaking in the form of Annexure PN26-B.

4.2 An issuer issuing sukuk or debt securities to be listed and quoted on the Exchange as Exchange Traded Bonds must ensure that:

(a) every one of its directors gives the Exchange an undertaking in the form of Annexure PN26-C;

(b) the guarantor and every one of its directors, where applicable, give the Exchange an undertaking in the form of Annexure PN26-B and Annexure PN26-C respectively.

4A.0 Notification/ Advertisement of securities prescribed by the Exchange to be deposited with the Depository

4A.1 In relation to the prescription by the Exchange to the securities of the applicant to be deposited with the Depository pursuant to section 14 of the Securities Industry (Central Depositories) Act 1991 ("Prescription") the issuer must submit to the Exchange either one of the following:

(a) a written confirmation to the Exchange that the information set out in the register including the addresses of its securities holders are updated and accurate as at date of not more than 14 days before –

(i) the issuance date of the prospectus or information memorandum or

(ii) the proposed books closing date;

(b) where the issuer is unable to provide the confirmation set out in sub-paragraph (a) above, payment to the Exchange, as stipulated in the Schedule of Fees for the advertisement charges incurred or to be incurred by the Exchange pursuant to section 14(2) of Securities Industry (Central Depositories) Act 1991 in relation to the Prescription.

4A.2 The issuer must submit the confirmation referred to in paragraph 4A.1(a) above 3 clear market days before -

(a) the issuance date of the prospectus or information memorandum; or

(b) the proposed books closing date,

as the case may be.

4B.0 Listing of issued and unissued debt securities

4B.1 An issuer must apply for approval to list only –

- (a) that part of the securities which have been issued; and
- (b) securities to be issued in connection with the listing application.

5.0 Announcements to the Exchange

5.1 In relation to an Exchange Traded Bonds, where the listing entails an offer of sukuk or debt securities to the public, an issuer must announce the indicative timetable of the initial public offering as follows upon the issuance of the prospectus and before the listing date:

- (a) the opening and closing date of the offer period;
- (b) the balloting date, where applicable;
- (c) the allotment date of the initial public offering securities; and
- (d) the tentative listing date.

5.2 An issuer must announce the following information before issuance of sukuk or debt securities for listing:

- (a) the issuer's and guarantor's name, if applicable;
- (b) the programme/instrument name and type;
- (c) a brief description of the programme/instrument (e.g. coupon ~~or~~/profit rate/interest rate and payment rates);
- (d) the actual date of listing, ~~and~~ issue and maturity date;
- (e) the programme/issue size;
- (f) the stock short name, stock code, ISIN code, where applicable; ~~and~~
- (g) the initial rating of the programme/instruments and prevailing rating of the programme, if applicable.
- (h) the method of redemption;
- (i) whether guaranteed or secured, and if so, details of such guarantee or security; and
- (j) a summary of other material terms of use.

5.3 An issuer must comply with paragraph 5.1 above in respect of each subsequent issuance of sukuk or debt securities for listing under a programme, where applicable.

ANNEXURE PN26-A

PART A

Initial Listing application under the Exempt Regime

(paragraph 3.1(a))

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

1.	Name of issuer	
2.	Types of listing	2.1 Primary Listing <input type="checkbox"/> 2.2 Secondary Listing <input type="checkbox"/>
	Description of the instrument	
3.	Currency denomination under which the new securities will be listed	(a) Ringgit Malaysia ("RM") <input type="checkbox"/> (b) Others : (Please indicate) ----- In the event the new securities are listed in currencies other than RM, whether the approval of the Controller of Foreign Exchange has been obtained? <div style="text-align: right;"> Yes <input type="checkbox"/> No <input type="checkbox"/> </div>
4.	Tentative listing date (to specify)	
5.	Undertakings	We undertake the following: (a) all relevant approvals which are required for the issuance and listing of the securities, if any, will be met; (b) all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met before the listing of the securities will be met; (c) there are no circumstances or facts which have the effect of preventing or prohibiting the issuance and/or listing of the securities including any order, injunction or any other directive issued by any court of law; (d) to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the issuer has failed to

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		<p>meet any of the above undertakings referred to in paragraphs (a) to (b) or of any circumstances under (c) above; and</p> <p>(e) to make the relevant announcements in accordance with paragraph 5.0 of Practice Note 26.</p>
<p>_____ [Authorised signatory of the adviser] Name: Designation: Date:</p>		<p>_____ [Authorised signatory of the issuer] Name: Designation: Date:</p>

PART B

Initial Listing application for Exchange Traded Bonds
(paragraph 3.2(a))

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

<u>1.</u>	<u>Name of issuer</u>		
<u>2.</u>	<u>Types of listing</u>	2.1 <u>Primary Listing</u>	<input type="checkbox"/>
		2.2 <u>Secondary Listing</u>	<input type="checkbox"/>
	<u>Description of the instrument/ programme</u>		
	<u>Number and type of securities applied for listing</u>		
	<u>Nominal value and issue price</u>		
	<u>Method of distribution of the issue</u>		

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<p><u>3.</u></p>	<p><u>Currency denomination under which the new securities will be listed</u></p>	<p>(a) <u>Ringgit Malaysia ("RM")</u> <input type="checkbox"/></p> <p>(b) <u>Others : (Please indicate)</u></p> <p>-----</p> <p><u>In the event the new sukuk or debt securities are listed in currencies other than RM, whether the approval of the Controller of Foreign Exchange has been obtained?</u></p> <p>_____ Yes <input type="checkbox"/></p> <p>_____ No <input type="checkbox"/></p>
<p><u>4.</u></p>	<p><u>Name of Guarantor (if any) and details of the guarantee</u></p>	
<p><u>5.</u></p>	<p><u>Tentative listing date (to specify)</u></p>	
<p><u>6.</u></p>	<p><u>Name of Trustee</u></p>	
<p><u>7.</u></p>	<p><u>Details of Issue</u></p> <p>(a) <u>Full title of issue and ranking of the debt securities</u></p> <p>(b) <u>Title of instrument under which the debt securities were created or are proposed to be created</u></p> <p>(c) <u>Issue and maturity dates</u></p> <p>(d) <u>Amount authorized, amount issued to date, amount retired,</u></p>	

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	<p><u>amount outstanding and amount proposed to be issued</u></p> <p>(e) <u>Interest rate and interest payment dates</u></p> <p>(f) <u>Method of redemption</u></p> <p>(g) <u>Whether the issue qualifies for tax exemption</u></p> <p>(h) <u>Denominations issuable</u></p>	
8.	<u>Manager and lead underwriter of the issue (if any)</u>	
9.	<u>Summary of other material terms of issue</u>	
10.	<u>Undertakings</u>	<p><u>We undertake the following:</u></p> <p>(a) <u>all relevant approvals which are required for the issuance and listing of the sukuk or debt securities, if any, will be met;</u></p> <p>(b) <u>all conditions, including conditions imposed by the relevant authorities, if any, which are required to be met before the listing of the sukuk or debt securities will be met;</u></p> <p>(c) <u>there are no circumstances or facts which have the effect of preventing or prohibiting the issuance and/or listing of the sukuk or debt securities including any order, injunction or any other directive issued by any court of law;</u></p> <p>(d) <u>to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the issuer has failed to meet any of the above undertakings referred to in paragraphs (a) to (b) or of any circumstances under (c) above; and</u></p> <p>(e) <u>to make the relevant announcements in accordance with paragraph 5.0 of Practice Note 26.</u></p>
<p><u>[Authorised signatory of</u></p>		<p><u>[Authorised signatory of</u></p>

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<u>the adviser]</u>	<u>the issuer]</u>
<u>Name:</u>	<u>Name:</u>
<u>Designation:</u>	<u>Designation:</u>
<u>Date:</u>	<u>Date:</u>

PART CB

Documents to be filed with a listing application

(paragraph 3.1(b) [and 3.2\(b\)](#))

- (1) An issuer must file the following documents in support of a listing application:
- (a) a copy each of the constitution of the issuer, the certificate of incorporation, certificate of change of status and certificate of change of name, if any;
 - (b) a copy of the [Prospectus/ Base Prospectus/ Term Sheet/](#) Information Memorandum/Offering Circular or such other documents which are acceptable under paragraph 4B.054(2) of the Listing Requirements;
 - (c) a copy of the Trust Deed, facility agreement or other document securing or constituting the sukuk or debt securities;
 - (d) in case of secondary listing, the most recent [Prospectus/ Base Prospectus/ Term Sheet/](#) Information Memorandum/Offering Circular filed with the issuer's primary exchange;
 - (e) a letter of undertaking in the form of Annexure PN26-B duly executed by the issuer [and guarantor, if any,](#) together with a certified true extract of the issuer's board of directors' resolution authorising the signatory;
 - (f) a copy each of all letters of approval relating to the issue, offer and listing of the sukuk or debt securities from the relevant authorities, where applicable, and a letter from the issuer's adviser confirming all necessary approvals have been obtained;
 - (g) for sukuk issues or programmes, a certification or endorsement from the issuer's Shariah advisor that the issue or programme is Shariah-compliant;
 - (h) a copy of any temporary document of title and any definitive document of title in respect of the sukuk or debt securities;
 - (i) in the case of a foreign issuer [or an issuer not currently listed on the Exchange,](#) the names and addresses of [at least 2 of](#) its representatives [of the issuer and trustee,](#) with whom the Exchange may liaise in respect of future correspondence regarding the sukuk or debt securities;
 - (j) a cheque drawn to the order of Bursa Malaysia Securities Berhad for the listing fees; and
 - (k) any other documents which may be required by the Exchange for the processing of the issuer's listing application.
- (2) If any of the above documents are not filed because they are not applicable or available in any case, an issuer must submit a separate exhibit explaining why such documents are not applicable or available.

[End of Annexure]

ANNEXURE PN26-B

Undertaking by an issuer/guarantor for the listing of sukuk or debt securities
(paragraphs [4.01](#) and [4.2\(b\)](#))

To:

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Compliance with Main Market Listing Requirements

In consideration of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) approving [#our/the Issuer’s](#) application for admission of the sukuk or debt securities to the Official List of Bursa Securities (“**Official List**”) described in [#our/the Issuer’s](#) listing application WE ACKNOWLEDGE that the sukuk or debt securities shall remain on the Official List only during the pleasure of Bursa Securities and WE UNDERTAKE AND AGREE to comply with Bursa Securities Main Market Listing Requirements, including any amendments as may be made from time to time, insofar as the same apply to us.

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

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

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

Date:

Signature:

Name:

[# Delete as appropriate](#)

** Applicable to a foreign issuer/[guarantor](#) only.

[End of Annexure]

ANNEXURE PN26-C

Undertaking by a director of an issuer/guarantor of Exchange Traded Bonds
(paragraphs 4.2(a) and (b))

To:

Bursa Malaysia Securities Berhad
Exchange Square
Bukit Kewangan
50200 Kuala Lumpur

Compliance with Main Market Listing Requirements

#I,[name of director], am a director of[#name(s) of issuer ("Issuer(s)")] which #has/have submitted an application to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the Exchange Trade Bonds(name of the bonds) ("**Exchange Trade Bonds**") to be admitted to the Official List of Bursa Securities ("**Official List**") / Exchange Trade Bonds(name of the bonds) ("Exchange Trade Bonds") #is/are listed on the Official List of Bursa Securities. / I[name of director], am a director of[#name of guarantor ("**Guarantor**"), which is the guarantor for the Exchange Trade Bonds(name of the bonds) ("**Exchange Trade Bonds**") which #has/have been submitted to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for admission to the Official List of Bursa Malaysia Securities Berhad ("**Official List**") / #is/are listed on the Official List of Bursa Securities.

In consideration of Bursa Securities #approving the Issuer's application for the listing and quotation of its Exchange Traded Bonds to the Official List / allowing the continued listing of the Exchange Traded Bonds on the Official List, I UNDERTAKE AND AGREE to comply with Bursa Securities Main Market Listing Requirements including any amendment as may be made from time to time, insofar as the same shall apply to me as a director of the Issuer(s)/Guarantor.

**This Undertaking is deemed to have been made in Malaysia and the construction, validity and performance of this Undertaking are governed in all respects by the laws of Malaysia and I irrevocably submit to the jurisdiction of the Malaysian Courts.

Yours faithfully,

.....

Name:

NRIC No. (Old & New):

**Passport No. & Country of Issuance:

Designation:

Date:

Delete as appropriate

** Applicable to a foreign director only.

[End of Annexure]

SECTION 3 – OTHER PROPOSED AMENDMENTS TO THE MAIN LR

PART H – REQUIREMENTS RELATING TO AN ISSUE OF DEBT SECURITIES AND REDEEMABLE PREFERENCE SHARES

6.46 Requirements relating to debt securities

- (1) A listed issuer which intends to list debt securities must comply with the provisions in ~~this Part, in addition to~~ those set out in Parts B, C and E of this Chapter and Chapter 4B, where applicable.

[Cross reference: Practice Note 286]

6.46A Requirements relating to redeemable preference shares

- (12) ~~A listed issuer which intends to list its~~ The provisions in this Part apply to the listing of redeemable preference shares must comply with Parts B, C, and E of this Chapter, where applicable in the same way as it would apply to debt securities.

[Cross reference: Practice Note 28]

- (3) ~~In the case of debt securities which are convertible into shares, the listed issuer must also comply with the provisions in Part I where applicable, in addition to the provisions in this Part~~~~[deleted]~~ [Comment: This paragraph has been moved to Chapter 4B].

~~6.47 Holders of debt securities~~[Deleted]

~~A listed issuer seeking a listing of its debt securities must have at least 100 holders of such debt securities holding not less than 1 board lot of the debt securities each.~~

PART I – REQUIREMENTS RELATING TO AN ISSUE OF CONVERTIBLE SECURITIES

~~6.51 Holders of convertible securities~~[Deleted]

~~A listed issuer seeking a listing of its convertible securities must have at least 100 holders of such securities holding not less than 1 board lot of the convertible securities each.~~

8.28 Notice of maturity

The listed issuer must issue a notice of the maturity or expiry of any listed ~~debt security or~~ convertible security to its holders and advertise a summary of the same in at least one nationally circulated Bahasa Malaysia or English daily newspaper not less than 1 month before the last conversion/exercise date or maturity date, whichever is the earlier.

PRACTICE NOTE 28

7.0 Listing and quotation application form for ~~debt securities~~redeemable preference shares

7.1 For a listing application for ~~debt securities~~redeemable preference shares, in addition to the documents set out in paragraph 6.1 above, a listed issuer must also include the following:

- (a) the information set out in Part D of Annexure PN28-B, subject to the necessary adaptations; and

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(b) the supporting documents specified in Part E of Annexure PN28-B.

ANNEXURE PN28-B

Part A

Listing application in relation to a new issue of securities
 (paragraphs 6.1(a), 7.1 and 7.2)

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	(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"/> (g) Others: _____ <input type="checkbox"/>
	Percentage ratios (where applicable)	(a) Acquisition of _____% _____ _____ (b) Acquisition of _____% _____ _____ (c) Acquisition of _____% _____ _____

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3.	Confirmation by listed issuer	<p>We, the listed issuer, 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") Main Market Listing Requirements ("LR") or the 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 issuer	<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 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 5 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>
5.	Confirmation relating to conflict of interests	<p>The proposals in item (2) above #do/ do not give rise to any conflict of interests situation.</p> <p>If in the affirmative, please provide the details in attachment.</p>
6.	Confirmation on Practice Note 16	<p>(a) The applicant is a Cash Company Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>(b) The proposal in item (2) #is/are a plan to regularise the Cash Company's condition as referred to in paragraph 8.03(5) of the LR Yes <input type="checkbox"/> No <input type="checkbox"/></p>
7.	Confirmation on Practice Note 17 ("PN17")	<p>(a) The applicant is a PN17 Company Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>(b) The proposal in item (2) #is/are a plan to regularise the PN17 Company's condition as referred to in paragraph 8.04(3) of the LR Yes <input type="checkbox"/> No <input type="checkbox"/></p>

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8.	Details of proposals including number & types of securities applied for listing, par value & issue price (if any)	
9.	Currency denomination which the new securities will be listed and quoted	<p>(c) Ringgit Malaysia ("RM") <input type="checkbox"/></p> <p>(d) Others : (Please indicate)</p> <p style="text-align: center;">-----</p> <p>In the event the new securities are listed and quoted in currencies other than RM, whether the approval of the Controller of Foreign Exchange has been obtained?</p> <p style="text-align: right;">Yes <input type="checkbox"/></p> <p style="text-align: right;">No <input type="checkbox"/></p>
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.	Debt securities Redeemable Preference Shares	Additional information for debt securities redeemable preference shares as set out in Part D of Annexure PN28-B is attached <input type="checkbox"/>
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 issuers in Malaysia for the past 3 years, is attached. <input type="checkbox"/>
13.	Issuance of securities on non-pro rata basis	<p>Where the new issuance of securities is on a non-pro rata basis –</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. <input type="checkbox"/></p> <p>Note: Where the identified placees are nominee corporations or funds, the names of the ultimate beneficiaries must be disclosed.</p>

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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 the affirmative, to provide details of the other corporate exercises, including the estimated time frame for completion:</p> <p>_____</p>
15.	Public shareholding spread	<p>(a) <u>ORDINARY SHARES</u></p> <p>Where the proposal results in non-compliance with paragraph 8.02(1) of the LR, details of the public shareholdings as per Part B(1)(d) Annexure PN21-A of the LR and the reasons are attached. <input type="checkbox"/></p> <p>(b) <u>CONVERTIBLE SECURITIES/ PREFERENCE SHARES</u></p> <p>(i) There will be more than 100 holders <input type="checkbox"/></p> <p>(ii) There will be less than 100 holders <input type="checkbox"/></p> <p>In the event of (ii), to provide reasons: _____</p> <p>_____</p>
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	
17A	Confirmation of compliance and adequacy of reserves	<p>(a) The bonus issue/two-call rights issue is in full compliance with paragraph 6.30 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 to cover the entire bonus issue/two-call rights issue in accordance with paragraph 6.30(3), if applicable <input type="checkbox"/></p>
17B	Bonus issue/two-call rights issue will be fully capitalized from the following:	<p>(a) Retained Profit Account <input type="checkbox"/></p> <p>(b) Share Premium Account <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% or 10% in the case of a real estate investment trust, of the valuation amount will be retained) <input type="checkbox"/></p>
17C	Conditionality	<p>(a) The bonus issue/two-call rights issue is not conditional upon another corporate proposal <input type="checkbox"/></p> <p>(b) The bonus issue/two-call rights issue is conditional upon a concurrent subdivision or consolidation <input type="checkbox"/></p>

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		<p>(c) The bonus issue/two-call rights issue is conditional upon another corporate proposal. <input type="checkbox"/></p> <p>To specify details of the other corporate proposals and the estimated time frame for completion of the same</p> <p>_____</p>
17D	Undertakings for bonus issues/two-call rights issue	<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, not later than 4 market days after the date of listing and quotation;</p> <p>(c) the new securities will be listed and quoted as the existing listed securities of the same class;</p> <p>(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;</p> <p>(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; and</p> <p>(f) to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the listed issuer 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.</p>
18.	ISSUES OF SECURITIES ON A NON-PRO RATA BASIS UNDER A GENERAL MANDATE	
18A	Confirmation from Principal Adviser	<p>We confirm that –</p> <p>(i) Paragraph 6.03 of the LR has been complied with <input type="checkbox"/></p> <p>(ii) Paragraph 6.04 of the LR has been complied with <input type="checkbox"/></p>
19.	CORPORATE PROPOSALS WHICH FALL UNDER PARAGRAPH 4.0 OF PRACTICE NOTE 28	
19A	Undertakings for corporate proposals which apply the procedure under	<p>We undertake the following:</p>

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	paragraph 4.0	<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, not later than 4 market days after the date of listing and quotation;</p> <p>(c) the new securities will be listed and quoted as the existing listed securities of the same class;</p> <p>(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;</p> <p>(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;</p> <p>(f) to immediately inform the Exchange upon becoming aware, after submission of the listing application, that the listed issuer 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</p> <p>(g) to announce to the Exchange the relevant information in accordance with paragraph 13.2 of Practice Note 28.</p>
<p>_____ [Authorised signatory of the Principal Adviser] Name: Designation: Date:</p>		<p>_____ [Authorised signatory of the listed issuer] Name: Designation: Date:</p>

Part D

Additional information for debt securities/redeemable preference shares
 (paragraph 7.1(a))

- (1) ~~The full title of issue and ranking of the debt securities.~~
- (2) ~~The title of instrument under which the debt securities were created or are proposed to be created.~~
- (3) ~~The name of trustee.~~
- (4) ~~The issue and maturity dates.~~
- (5) ~~The amount authorised, amount issued to date, amount retired, amount outstanding and amount proposed to be issued.~~

- (61) The ~~preferential dividend~~interest rate and ~~interest-preferential dividend~~ payment dates.
- (72) The method of redemption.
- ~~(8) Whether the issue qualifies for any tax exemption.~~
- ~~(9) The denominations issuable.~~
- ~~(10) The manager and lead underwriter of the issue.~~
- ~~(11) The method of distribution of the issue.~~
- ~~(12) Whether bank guaranteed and if so, details of the amount guaranteed by the respective guarantor banks.~~
- ~~(13) Whether secured and if so, details of such security.~~
- (143) A summary of other material terms of issue.

Part E

Additional supporting documents to be filed with a listing application for ~~debt securities~~redeemable preference shares

(paragraph 7.1(b))

- (1) A listed issuer must file a copy of its Memorandum and Articles of Association ~~the following additional documents~~ in support of a listing application for ~~debt securities~~redeemable preference shares.∴
 - ~~(a) a copy of the mortgage indenture, or equivalent instrument certified by the trustee; and~~
 - ~~(b) a copy of the duly executed trust deed.~~
- ~~(2) If any of the above documents are not filed because they are not applicable in any case, a listed issuer must submit a separate exhibit explaining why such documents are not applicable.~~

SCHEDULE OF FEES (subject to change from time to time)

~~3. Listing fees for convertible debt securities and non-convertible debt securities~~

~~3.1 Initial listing fees~~

~~0.0025% of the total market value of the securities listed is payable for initial listing, subject to a minimum fee of RM2,500 and a maximum fee of RM10,000.~~

~~3.2 Additional listing fees~~

~~No additional listing fee is payable.~~

~~3.3 Annual listing fees~~

~~A fixed fee of RM2,000* (for each class of securities) is payable as annual listing fees.~~

~~* pro-rated according to the number of months the securities is listed in the year of maturity.~~

3. Listing fees for sukuk or debt securities for Exchange Traded Bonds

3.1 Initial Listing Fees

A fixed fee of RM15,000.

3.2 Additional listing fees

For each issuance under a programme, an additional listing fees of RM 10,000

3.3 Annual listing fees

No annual listing fee is payable.

SECTION 4 – PROPOSED AMENDMENTS TO THE ACE MARKET LISTING REQUIREMENTS

PART H – 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 comply with [Chapter 4B of Bursa Malaysia Securities Berhad Main Market Listing Requirements](#)~~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]*

6.47A Requirements relating to redeemable preference shares

- (12) ~~A listed corporation which intends to list its~~ The provisions in this Part apply to the listing of redeemable preference shares— must comply with Parts B, C, and E of this Chapter, where applicable in the same way as it would apply to debt securities.

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

- (3) ~~In the case of debt securities which are convertible into shares, the listed corporation must also comply with the provisions in Part I where applicable, in addition to the provisions in this Part.~~

6.48 Holders of debt securities~~[deleted]~~

~~A listed corporation seeking a listing of its debt securities must have at least 100 holders of such debt securities holding not less than 1 board lot of the debt securities each.~~

PART I – REQUIREMENTS RELATING TO AN ISSUE OF CONVERTIBLE SECURITIES

6.52 Holders of convertible securities

~~A listed corporation seeking a listing of its convertible securities must have at least 100 holders of such securities holding not less than 1 board lot of the convertible securities each~~[Deleted].

8.30 Notice of maturity

The listed corporation must issue a notice of the maturity or expiry of any listed ~~debt security or convertible security~~ to its holders and advertise a summary of the same in at least one nationally circulated Bahasa Malaysia or English daily newspaper not less than 1 month before the last conversion/exercise date or maturity date, whichever is the earlier.

GUIDANCE NOTE 17

7.0 Listing and quotation application form for ~~debt securities~~redeemable debt securities

7.1 For a listing application for ~~debt securities~~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.

ANNEXURE GN17-B

Part A

Listing application in relation to a new issue of securities
(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	<ul style="list-style-type: none"> (a) Acquisitions (which do not result in a significant change in business direction or policy of the 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"/> (g) Others: _____ <input type="checkbox"/>

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	<p>Percentage ratios (where applicable)</p>	<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>
<p>3.</p>	<p>Confirmation by listed corporation</p>	<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>
<p>4.</p>	<p>Confirmation by directors of listed corporation</p>	<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 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>
<p>5.</p>	<p>Confirmation relating to conflict of interests</p>	<p>The proposals in item (2) above #do/ do not give rise to any conflict of interests situation.</p> <p>If in the affirmative, please provide the details in attachment.</p>

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6.	Confirmation of Guidance Note 2	(a) Our Company is a Cash Company Yes <input type="checkbox"/> No <input type="checkbox"/> (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 <input type="checkbox"/> No <input type="checkbox"/>
7.	Confirmation of Guidance Note 3 ("GN3")	(a) Our Company is a GN3 Company Yes <input type="checkbox"/> No <input type="checkbox"/> (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 <input type="checkbox"/> No <input type="checkbox"/>
8.	Details of proposals including number & types of securities applied for listing, par value & issue price (if any)	
9.	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 the Controller of Foreign Exchange has been obtained? Yes <input type="checkbox"/> No <input type="checkbox"/>
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): _____ _____

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PROPOSED AMENDMENTS TO THE ACE LR
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11.	(i) Debt securities Redeemable preference shares	Additional information for debt securities-redeemable preference shares as set out in Part D, Annexure GN17-B is attached <input type="checkbox"/>
12.	(ii) Directorships and/or substantial shareholdings of the controlling shareholder (iii)	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"/>
13.	(iv) Issuance of securities on non-pro rata basis	Where the new issuance of securities is on a non-pro rata basis - <input type="checkbox"/> 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/ pricing (v)	(a) The issue price # is/is not conditional upon any other proposal (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: _____
15.	Public shareholding spread	(a) <u>ORDINARY SHARES</u> 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"/> (b) <u>CONVERTIBLE SECURITIES/ PREFERENCE SHARES</u> (i) There will be 100 holders or more <input type="checkbox"/> (ii) There will be less than 100 holders. <input type="checkbox"/> In the event of (ii), to provide reasons: _____ _____

ANNEXURE A
PROPOSED AMENDMENTS TO THE ACE LR
in relation to Exchange Traded Bonds

16.	SHARE ISSUANCE SCHEME	
16A	(vi) 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	
17A	Confirmation of compliance and adequacy of reserves	<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 to cover the entire bonus issue/two-call rights issue in accordance with Rule 6.31(3), if applicable <input type="checkbox"/></p>
17B	Bonus issue/two-call rights issue will be fully capitalized from the following:	<p>(a) Retained Profit Account <input type="checkbox"/></p> <p>(b) Share Premium Account <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 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 is conditional upon another corporate proposal. <input type="checkbox"/></p> <p>To specify details of the other corporate proposals and the estimated time frame for completion of the same</p>
17D	Undertakings for bonus issue/two-call rights issue	<p>We undertake the following:</p> <p>(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;</p> <p>(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;</p> <p>(iii) the new securities will be listed and quoted as the existing listed securities of the same class;</p> <p>(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;</p>

ANNEXURE A
PROPOSED AMENDMENTS TO THE ACE LR
in relation to Exchange Traded Bonds

		<p>(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</p> <p>(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.</p>
18.	ISSUES OF SECURITIES ON A NON-PRO RATA BASIS UNDER A GENERAL MANDATE	
18A	(vii) Confirmation from Sponsor or Adviser, as the case may be	<p>We confirm that –</p> <p>(i) Rule 6.04 of the LR has been complied with <input type="checkbox"/></p> <p>(ii) Rule 6.05 of the LR has been complied with <input type="checkbox"/></p>
19.	CORPORATE PROPOSALS WHICH FALL UNDER PARAGRAPH 4,0 OF GUIDANCE NOTE 17	
19A	Undertakings for corporate proposal which applies the procedure under paragraph 4.0	<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, not later than 4 market days after the date of listing and quotation;</p> <p>(c) the new securities will be listed and quoted as the existing listed securities of the same class;</p> <p>(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;</p> <p>(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;</p> <p>(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</p> <p>(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:

[Authorised signatory of
the listed corporation]
Name:
Designation:
Date:

Part D

Additional information for debt securitiesredeemable preference shares (paragraph 7.1(a))

- ~~(1) The full title of issue and ranking of the debt securities.~~
- ~~(2) The title of instrument under which the debt securities were created or are proposed to be created.~~
- ~~(3) The name of trustee.~~
- ~~(4) The issue and maturity dates.~~
- ~~(5) The amount authorised, amount issued to date, amount retired, amount outstanding and amount proposed to be issued.~~
- (16) The interest-preferential dividend rate and interest-preferential dividend payment dates.
- (72) The method of redemption.
- ~~(8) Whether the issue qualifies for any tax exemption.~~
- ~~(9) The denominations issuable.~~
- ~~(10) The manager and lead underwriter of the issue.~~
- ~~(11) The method of distribution of the issue.~~
- ~~(12) Whether bank guaranteed and if so, details of the amount guaranteed by the respective guarantor banks.~~
- ~~(13) Whether secured and if so, details of such security.~~
- (143) A summary of other material terms of issue.

Part E

Additional supporting documents to be filed with a listing application for debt securitiesredeemable preference shares (paragraph 7.1(b))

- (1) A listed corporation must file a copy of its Memorandum and Articles of Association the following additional documents in support of a listing application for debt securitiesredeemable preference shares.

- ~~(a) a copy of the mortgage indenture, or equivalent instrument certified by the trustee;
and~~
- ~~(b) a copy of the duly executed trust deed.~~
- ~~(2) If any of the above documents are not filed because they are not applicable in any case, a listed corporation must submit a separate exhibit explaining why such documents are not applicable.~~

SCHEDULE OF FEES (subject to change from time to time)

~~3. Listing fees for convertible debt securities and non-convertible debt securities~~

~~3.1 Initial listing fees~~

~~0.0025% of the total market value of the securities listed is payable for initial listing, subject to a minimum fee of RM2,500 and a maximum fee of RM10,000.~~

~~3.2 Additional listing fees~~

~~No additional listing fee is payable.~~

~~3.3 Annual listing fees~~

~~A fixed fee of RM2,000* (for each class of securities) is payable as annual listing fees.~~

~~* pro-rated according to the number of months the securities is listed in the year of maturity.~~

[End of Proposed Amendments]