

Our Ref: SR/TYH(LA)/LD03/04

12 January 2004

By Courier

**The Company Secretary  
(Listed Companies)**

Dear Sir/Madam

1. **AMENDMENTS TO LISTING REQUIREMENTS (FOR THE MESDAQ MARKET)**
  2. **GUIDANCE NOTES 11 – INDEPENDENT DIRECTORS**
  3. **GUIDANCE NOTES 12 – RECURRENT RELATED-PARTY TRANSACTIONS OF A REVENUE NATURE**
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Please be notified that pursuant to section 9 of the Securities Industry Act 1983, amendments have been made to the Listing Requirements for the MESDAQ Market (“the said Amendments”).

In addition, pursuant to paragraph 11(a) of the Listing Requirements for the MESDAQ Market, the Exchange has issued Guidance Notes 11 on Independent Directors and Guidance Notes 12 on Recurrent Related-Party Transactions of a Revenue Nature (collectively, “the Guidance Notes”).

Both the said Amendments and the Guidance Notes are set out in Appendix 1.

### **Scope and Objectives**

The said Amendments and Guidance Notes are part of the Exchange’s ongoing efforts to enhance the regulatory framework for companies listed on the MESDAQ Market. The primary objective of the said Amendments and Guidance Notes are to rationalise the relevant provisions with those of the Listing Requirements for the Main Board and Second Board and the Securities Commission’s guidelines, where applicable or necessary.

### **Key changes**

The key changes encompassed in the said Amendments include the following:

- Amendment to the definition of “independent director”;

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- Removal of the requirement for substantial shareholders to submit a statutory declaration in an application for listing;
- Prescribing the conditions which apply to shareholders wishing to irrevocably undertake to subscribe to a rights issue;
- Inserting provisions allowing Listed Companies to seek their shareholders' mandate in respect of recurrent related party transactions of a revenue nature and prescribing the applicable conditions in relation to the same;
- Deletion of the relevant provisions pertaining to prospectuses; and
- Inserting provisions relating to breaches by subsidiaries and directors of Listed Companies.

#### **Brief summary of the Guidance Notes**

A brief summary of Guidance Notes 11 and Guidance Notes 12 is set out below:

- Guidance Notes 11 clarifies certain aspects of the amended definition of "independent director" and further prescribes the circumstances in which a person who fulfils all the requirements of the definition of "independent director" save for paragraph (e) thereof, may apply to the Exchange to be considered as an independent director.
- Guidance Notes 12 clarifies the application of the relevant requirements pertaining to recurrent related party transactions of a revenue nature and also sets out the additional information required to be included in a circular seeking shareholders' mandate for such transactions.

#### **Implementation**

The said Amendments and Guidance Notes shall take effect from **2 February 2004**. However, as a transitional measure, Listed Companies will be given up to 30 April 2004 to take the necessary steps to comply with the amended definition of "independent director" and Part I of Guidance Notes 11.

#### **Additional information**

To aid Listed Companies in complying with the said Amendments and Guidance Notes, a set of the Questions and Answers is attached as Appendix 2.

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Please take note that the said Amendments, Guidance Notes and Questions and Answers are available for reference on the KLSE Berhad web site at <http://www.klse.com.my>.

For further information or any enquiries on the said Amendments and Guidance Notes, kindly contact:-

Legal Advisory  
Group Regulations  
Malaysia Securities Exchange Berhad  
9th Floor, Exchange Square,  
Bukit Kewangan,  
50200 Kuala Lumpur  
Telephone number: 03-2026 7099  
Facsimile: 03-2732 0065

**Contact Persons**

Ms. Emilia Tee (Ext 1016)  
Ms. Yew Yee Tee (Ext 2338)  
Ms. Tan Ai Chia (Ext 7089)  
Ms. Anisah Suyuti Low (Ext 7970)

Thank you.

Yours faithfully



**SELVARANY RASIAH**  
**Head**  
**Legal Advisory**  
**Group Regulations**

Encl.

**AMENDMENTS TO LISTING REQUIREMENTS FOR THE MESDAQ MARKET**

EXISTING PROVISIONS		AMENDED PROVISIONS	
Rule		Rule	
1.1	<p>“Independent director” means a director who is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with the exercise of independent judgement or the ability to act in the best interests of an Applicant or a Listed Company, apart from his fees and shareholding. Without limiting the generality of the foregoing, an independent director is one who:-</p> <p>(a) Is not a director of any of the Applicant’s or Listed Company’s related companies or of any of the Applicant’s or Listed Company’s substantial shareholders (other than an independent director of any of the foregoing);</p> <p>(b) Is not a substantial shareholder of the Applicant or Listed Company, any of its related companies or any of its substantial shareholders;</p> <p>(c) Is not a relative of any executive director, manager or substantial shareholder of the Applicant or Listed Company, any of its related companies or any of its substantial shareholders. For this purpose, “relative” includes spouse, parent, child (including adopted child and step-child), brother, sister and the spouse of such child, brother or sister;</p> <p>(d) Is not acting as an nominee or representative of any executive director or substantial shareholder of the Applicant or Listed Company, any of its related companies or any of its substantial shareholders;</p>	1.1	<p>“Independent director” means a director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of an Applicant or Listed Company. Without limiting the generality of the foregoing, an independent director is one who:-</p> <p>(a) Is not an <b>executive</b> director of the Applicant, Listed Company or any <b>related corporation</b> of such Applicant or Listed Company (<b>hereinafter each corporation shall be referred to as “the said Corporation”</b>). <b>For the purposes of this definition, “related corporation” shall have the meaning given in section 6 of the Companies Act;</b></p> <p>(b) <b>Has not been within the last two (2) years and is not an officer (except as a non-executive director) of the said Corporation. For this purpose, “officer” shall have the meaning given in section 4 of the Companies Act;</b></p> <p>(c) Is not a substantial shareholder of <b>the said Corporation;</b></p> <p>(d) Is not a relative of any executive director, <b>officer</b> or substantial shareholder of <b>the said Corporation</b>. For this purpose, “relative” means the spouse, parent, brother, sister, child (including adopted or step child) and the spouse of such brother, sister or child <b>and</b></p>

EXISTING PROVISIONS		AMENDED PROVISIONS	
	<p>(e) Has not been employed in any executive capacity by the Applicant or Listed Company, any of its related companies or any of its substantial shareholders within the last five (5) years;</p> <p>(f) Is not retained as a professional adviser by the Applicant or Listed Company, any of its related companies or any of its substantial shareholders, either personally or through his firm; and</p> <p>(g) Has not engaged and does not engage in any transactions with the Applicant or Listed Company, any of its related companies or any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arm's length and are immaterial;</p>		<p><b>“officer” in relation to an Applicant, a Listed Company or its related corporation, means the chief executive officer, the chief operating officer, the chief financial controller or any other person primarily responsible for the operations or financial management of an Applicant, a Listed Company or its related corporation, by whatever name called;</b></p> <p>(e) Is not acting as a nominee or representative of any executive director or <b>substantial</b> shareholder of the <b>said Corporation</b>.</p> <p>(f) <b>Has not been engaged as a professional adviser by the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director (except as an independent director) or substantial shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Exchange. For this purpose, “professional adviser” means an adviser or any person offering professional advisory services; or</b></p> <p>(g) <b>Has not engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or substantial shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Applicant or the Listed Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange.</b></p>
2.10.2	The shares held by the promoters amounting to 45% of the nominal issued and paid-up capital of the Applicant at the date of admission and any interest in such shares may not be sold, transferred or otherwise disposed of for one (1) year from the date of the Applicant's admission to the MESDAQ Market.	2.10.2	The shares held by the promoters amounting to 45% of the nominal issued and paid-up capital of the Applicant at the date of admission and any interest in such shares may not be sold, transferred <b>or assigned</b> for one (1) year from the date of the Applicant's admission to the MESDAQ Market.
2.10.3	Thereafter, the promoters may sell, transfer or otherwise dispose of up to a maximum of one-third of their respective shareholdings per annum	2.10.3	Thereafter, the promoters may sell, transfer <b>or assign</b> up to a maximum of one-third of their respective shareholdings per annum on a straight line

EXISTING PROVISIONS		AMENDED PROVISIONS	
2.10.4	<p>on a straight line basis of their respective shareholdings under moratorium as referred to in Rule 2.10.2.</p> <p>Where a promoter is a private holding company, the following undertakings shall be given, in the form of Appendix 2J, for a period commencing from the date of the application for listing until the expiry of three (3) years from the date of the Applicant's admission to the MESDAQ Market:-</p> <p>(a) Every individual shareholder of the promoter shall give an undertaking that he will not sell, transfer or otherwise dispose of any part of his interest in the shares held by him in the promoter on the date of the Applicant's admission to the MESDAQ Market; and</p> <p>(b) Where an individual has an indirect shareholding in the promoter which is held through one or more intermediate private holding companies:-</p> <p>(i) Such ultimate individual shareholder of the promoter shall give an undertaking that he will not sell, transfer or otherwise dispose of any part of his interest in the shares held by him in the first of the intermediate private holding companies in the chain between him and the promoter on the date of the Applicant's admission to the MESDAQ Market; and</p> <p>(ii) Every one of the intermediate private holding companies shall give an undertaking, duly executed by two (2) of its directors under board resolution, that it will not sell, transfer or otherwise dispose of any part of its interest in the shares held by it in the next intermediate private holding company or promoter, as the case may be, on the date of the Applicant's admission to the MESDAQ Market.</p>	2.10.4	<p>basis of their respective shareholdings under moratorium as referred to in Rule 2.10.2.</p> <p>Where a promoter is <b>an unlisted company</b>, the following undertakings shall be given, in the form of Appendix 2J, for a period commencing from the date of the application for listing until the expiry of three (3) years from the date of the Applicant's admission to the MESDAQ Market:-</p> <p>(a) Every individual shareholder of the promoter shall give an undertaking that he will not sell, transfer <b>or assign</b> any part of his interest in the shares held by him in the promoter on the date of the Applicant's admission to the MESDAQ Market; and</p> <p>(b) Where an individual has an indirect shareholding in the promoter which is held through one or more intermediate <b>unlisted companies</b>:-</p> <p>(i) Such ultimate individual shareholder of the promoter shall give an undertaking that he will not sell, transfer <b>or assign</b> any part of his interest in the shares held by him in the first of the intermediate <b>unlisted companies</b> in the chain between him and the promoter on the date of the Applicant's admission to the MESDAQ Market; and</p> <p>(ii) Every one of the intermediate <b>unlisted companies</b> shall give an undertaking, duly executed by two (2) of its directors under board resolution, that it will not sell, transfer <b>or assign</b> any part of its interest in the shares held by it in the next intermediate <b>unlisted company</b> or promoter, as the case may be, on the date of the Applicant's admission to the MESDAQ Market.</p>
2.10.5	<p>Where the individual shareholder or intermediate private holding company as the case may be, referred to in Sub-Rule 2.10.4(a) and (b) above fails to comply with the undertaking given to the Exchange that</p>	2.10.5	<p>Where the individual shareholder or intermediate <b>unlisted company</b> as the case may be, referred to in Sub-Rule 2.10.4(a) and (b) above fails to comply with the undertaking given to the Exchange that he shall not sell,</p>

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	he shall not sell, transfer or otherwise dispose of any part of his interest in the shares held by him directly or indirectly in the promoter at the date stated in the undertaking, the Exchange may take or impose such actions or penalties against the said individual shareholder or intermediate private holding company as it considers appropriate.		transfer <b>or assign</b> any part of his interest in the shares held by him directly or indirectly in the promoter at the date stated in the undertaking, the Exchange may take or impose such actions or penalties against the said individual shareholder or intermediate <b>unlisted company</b> as it considers appropriate.
Appendix 2B	Information and documents to be included in application	Appendix 2B	Information and documents to be included in application
21	Statutory declarations by directors and promoters of Applicant in the form of Appendix 2F;	21	Statutory declarations by directors and promoters of Applicant in the form of Appendix 2F <b>or Appendix 2H (as the case may be)</b> ;
Appendix 2B	Information and documents to be included in application	Appendix 2B	Information and documents to be included in application
22	Statutory declarations by substantial shareholders of Applicant in the form of Appendix 2G or Appendix 2H;	22	Deleted
Appendix 2G	<p>Statutory declaration by substantial shareholder (individual) of Applicant</p> <p>1. I, .....(1)....., do solemnly and sincerely declare that I am/will be a substantial shareholder of .....(2)..... which has submitted a proposal seeking the approval of the Malaysia Securities Exchange Berhad and the Securities Commission to undertake a corporate proposal involving the listing of the said company on the MESDAQ Market.</p> <p>2. I do solemnly and sincerely declare that:-</p> <p>(a) I am not an undischarged bankrupt nor is there any bankruptcy petition pending or threatened against me;</p> <p>(b) Save for what is disclosed in paragraph 3 below, I have not been convicted of fraud or any offence nor has any action (whether civil or otherwise) been taken against me, either within or outside Malaysia; and</p>	Appendix 2G	Deleted

EXISTING PROVISIONS	AMENDED PROVISIONS
<p>(c) Save for what is disclosed in paragraph 3 below, there have been/are no inquiries and/or investigations made/pending against me by any governmental or regulatory authority or body, either within or outside Malaysia.</p> <p>3. I declare that the following action(s)/inquiry(ies)/investigation(s) has(have) been taken or is(are) pending against me and/or I have been convicted of the following offence(s):-</p> <p>(3)* .....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>4. And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.</p> <p>Subscribed and solemnly declared                    )  by the above-named                                            )  (1).....                                                                    )  at .....                                                                    )  in the State of .....                                                    )  this.....day of.....200...                                            )</p> <p style="text-align: right;">Before me,</p> <p style="text-align: right;">Commissioner for Oaths</p> <p>Notes:-  (1) Name of substantial shareholder and NRIC number  (2) Name of Applicant  (3) Nature and type of action(s)/inquiry(ies)/investigation(s) and/or offence(s), if applicable.  * Delete the whole paragraph, if not applicable.</p>	



EXISTING PROVISIONS		AMENDED PROVISIONS	
Appendix 2H	<p>Statutory declaration by substantial shareholder and promoters (body corporate) of Applicant</p> <p>1. I, .....(1)....., being duly authorised by the Board of Directors of .....(2)....., do solemnly and sincerely declare that .....(2)..... is/will be a #substantial shareholder/promoter of .....(3)..... which has submitted a proposal seeking the approval of the Malaysia Securities Exchange Berhad and the Securities Commission to undertake a corporate proposal involving the listing of .....(3)..... on the MESDAQ Market.</p> <p>2. I do solemnly and sincerely declare that:-</p> <p>(a) .....(2)..... is not insolvent nor is there any winding-up petition pending or threatened against it;</p> <p>(b) Save for what is disclosed in paragraph 3 below, .....(2)..... is not involved or implicated in any offence or action (whether civil or otherwise), either within or outside Malaysia; and</p> <p>(c) Save for what is disclosed in paragraph 3 below, there have been/are no inquiries and/or investigations made/pending against .....(2)..... by any governmental or regulatory authority or body, either within or outside Malaysia.</p> <p>3. I declare that the following action(s)/inquiry(ies)/investigation(s) has(have) been taken or is(are) pending against .....(2)..... and/or .....(2)..... has been found guilty of the following offence(s):-</p> <p>(4)* .....</p> <p>.....</p> <p>.....</p> <p>.....</p>	Appendix 2H	<p>Statutory declaration by promoters (body corporate) of Applicant</p> <p>1. I, .....(1)....., being duly authorised by the Board of Directors of .....(2)....., do solemnly and sincerely declare that .....(2)..... is a promoter of .....(3)..... which has submitted a proposal seeking the approval of the Malaysia Securities Exchange Berhad and the Securities Commission to undertake a corporate proposal involving the listing of .....(3)..... on the MESDAQ Market.</p> <p>2. I do solemnly and sincerely declare that:-</p> <p>(a) .....(2)..... is not insolvent nor is there any winding-up petition pending or threatened against it;</p> <p>(b) Save for what is disclosed in paragraph 3 below, .....(2)..... is not involved or implicated in any offence or action (whether civil or otherwise), either within or outside Malaysia; and</p> <p>(c) Save for what is disclosed in paragraph 3 below, there have been/are no inquiries and/or investigations made/ pending against .....(2)..... by any governmental or regulatory authority or body, either within or outside Malaysia.</p> <p>3. I declare that the following action(s)/inquiry(ies)/investigation(s) has(have) been taken or is(are) pending against .....(2)..... and/or .....(2)..... has been found guilty of the following offence(s):-</p> <p>(4)* .....</p> <p>.....</p> <p>.....</p> <p>.....</p>

EXISTING PROVISIONS	AMENDED PROVISIONS
<p>4. And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.</p> <p>Subscribed and solemnly declared )  by the above-named )  1)..... )  at ..... )  in the State of ..... )  this.....day of.....200... )</p> <p style="text-align: right;">Before me,</p> <p style="text-align: right;">Commissioner for Oaths</p> <p>Notes:-  (1) Name of director of substantial shareholder/promoter and NRIC number  (2) Name of substantial shareholder/promoter which is a body corporate  (3) Name of Applicant  (4) Nature and type of action(s)/inquiry(ies)/investigation(s) and/or offence(s), if applicable.  # Delete as appropriate if a substantial shareholder is not a promoter or if a promoter is not a substantial shareholder. Do not delete at all if the body corporate concerned is both a substantial shareholder and a promoter.  * Delete the whole paragraph, if not applicable.</p>	<p>4. And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.</p> <p>Subscribed and solemnly declared )  by the above-named )  1)..... )  at ..... )  in the State of ..... )  this.....day of.....200... )</p> <p style="text-align: right;">Before me,</p> <p style="text-align: right;">Commissioner for Oaths</p> <p>Notes:-  (1) Name of director of promoter and NRIC number  (2) Name of promoter which is a body corporate  (3) Name of Applicant  (4) Nature and type of action(s)/inquiry(ies)/investigation(s) and/or offence(s), if applicable.  * Delete the whole paragraph, if not applicable.</p>

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Appendix 2J	<p>Letter from ultimate individual shareholders and intermediate private holding companies (if applicable) of a promoter which is a private holding company</p> <p>Malaysia Securities Exchange Berhad Exchange Square Bukit Kewangan 50200 Kuala Lumpur</p> <p>The Chairman Securities Commission 3 Persiaran Bukit Kiara Bukit Kiara 50490 Kuala Lumpur</p> <p>Dear Sirs,</p> <p>[Name of Applicant] (“the Company”) Proposed listing on the MESDAQ Market</p> <p>1. I, .....(1)....., am/will be the registered and beneficial holder of .....(2)..... ordinary shares of RM1.00 each in .....(3)..... (“the Promoter”). The Promoter is a promoter of the Company and is/will be the registered and beneficial holder of .....(4) ..... ordinary shares of RM1.00 each in the Company.*</p> <p>2. In consideration of Malaysia Securities Exchange Berhad and the Securities Commission approving the Company’s application for admission to the Official List of MESDAQ Market (“the Official List”) and for official quotation of the securities described in the Company’s Application Form for Admission, I hereby undertake not to sell, transfer or otherwise dispose of any part of my interest in all and any shares which I hold in the Promoter on the date of the Company’s admission to the Official List, until the expiry of three (3) years from such date of admission. *</p>	Appendix 2J	<p>Letter from ultimate individual shareholders and intermediate unlisted companies (if applicable) of a promoter which is <b>an unlisted</b> company</p> <p>Malaysia Securities Exchange Berhad Exchange Square Bukit Kewangan 50200 Kuala Lumpur</p> <p>The Chairman Securities Commission 3 Persiaran Bukit Kiara Bukit Kiara 50490 Kuala Lumpur</p> <p>Dear Sirs,</p> <p>[Name of Applicant] (“the Company”) Proposed listing on the MESDAQ Market</p> <p>1. I, .....(1)....., am/will be the registered and beneficial holder of .....(2)..... ordinary shares of RM1.00 each in .....(3)..... (“the Promoter”). The Promoter is a promoter of the Company and is/will be the registered and beneficial holder of .....(4) ..... ordinary shares of RM1.00 each in the Company.*</p> <p>2. In consideration of Malaysia Securities Exchange Berhad and the Securities Commission approving the Company’s application for admission to the Official List of MESDAQ Market (“the Official List”) and for official quotation of the securities described in the Company’s Application Form for Admission, I hereby undertake not to sell, transfer or <b>assign</b> any part of my interest in all and any shares which I hold in the Promoter on the date of the Company’s admission to the Official List, until the expiry of three (3) years from such date of admission. *</p>

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	<p>Yours faithfully,</p> <p>_____</p> <p>[Name]</p> <p>Notes:-</p> <p>(1) Name of ultimate individual shareholder of promoter and NRIC number</p> <p>(2) Number of shares held or to be held in the promoter</p> <p>(3) Name of promoter</p> <p>(4) Number of shares held or to be held by the promoter in the Applicant</p> <p>* Where sub-Rule 2.10.4(b) is applicable, paragraph 1 should be modified so as to give an accurate and complete explanation of the shareholding structure, and paragraph 2 should be modified according to the requirements of sub-Rule 2.10.4(b).</p>		<p>Yours faithfully,</p> <p>_____</p> <p>[Name]</p> <p>Notes:-</p> <p>(1) Name of ultimate individual shareholder of promoter and NRIC number</p> <p>(2) Number of shares held or to be held in the promoter</p> <p>(3) Name of promoter</p> <p>(4) Number of shares held or to be held by the promoter in the Applicant</p> <p>* Where sub-Rule 2.10.4(b) is applicable, paragraph 1 should be modified so as to give an accurate and complete explanation of the shareholding structure, and paragraph 2 should be modified according to the requirements of sub-Rule 2.10.4(b).</p>
	New provision	3.11.7A	<p><b>The following conditions are applicable in the event that certain shareholders wish to irrevocably undertake to subscribe to the securities offered under the rights issue:-</b></p> <p><b>(a) The shareholders must confirm to the Exchange that they have sufficient resources to take up the securities. The confirmation must be verified by an acceptable independent party, preferably the Listed Company's Adviser making the application to the Exchange for the rights issue; and</b></p> <p><b>(b) The shareholders must observe and comply with the Malaysian Code on Take-Overs and Mergers 1998, if applicable.</b></p>

EXISTING PROVISIONS		AMENDED PROVISIONS	
4.15	Procedure of reverse take-over	4.15	Procedure of reverse take-over
4.15.1	<p>The following course of action shall be taken in the event of a reverse take-over:-</p> <p>(a) The Listed Company announces the reverse take-over;</p> <p>(b) Upon receipt of the announcement, the trading in the securities of the Listed Company shall be suspended;</p> <p>(c) The Listed Company makes an application to the Exchange in accordance with Chapter 2 as though the Listed Company were a new Applicant seeking admission to the Official List;</p> <p>(d) (i) In the event that the Exchange approves the application, the Listed Company will proceed to convene a general meeting to obtain its shareholders' approval for the acquisition and if such approval is obtained, the suspension will be lifted and the Listed Company will proceed to complete the acquisition. If such shareholders' approval is not obtained and the acquisition is aborted, the suspension will also be lifted; or</p> <p>(ii) In the event that the Exchange rejects the application and the acquisition is aborted, the suspension will be lifted; or</p> <p>(iii) In the event that the Exchange rejects the application but the Listed Company proceeds with the acquisition, the Exchange will remove the Listed Company from the Official List.</p>	4.15.1	<p>The following course of action shall be taken in the event of a reverse take-over:-</p> <p>(a) Deleted</p> <p>(b) Deleted</p> <p>(c) [No change]</p> <p>(d) Deleted</p>
	New provision	6.8	<b>Recurrent related-party transactions of a revenue nature</b>
		6.8.1	<b>With regard to related-party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to day operations such as supplies of materials, the Listed Company may seek a shareholders' mandate in respect of such transactions subject to the following:-</b>

EXISTING PROVISIONS		AMENDED PROVISIONS	
			<p>(a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;</p> <p>(b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;</p> <p>(c) the Listed Company's circular to shareholders for the shareholders' mandate shall include information set out in Part B of Appendix 6A. The draft circular must be submitted to the Exchange together with a checklist showing compliance with Part B of Appendix 6A; and</p> <p>(d) in a meeting to obtain shareholders' mandate,:-</p> <ul style="list-style-type: none"> <li>(i) the related party which has interest, directly or indirectly in the transaction; and</li> <li>(ii) where it involves the interest of:- <ul style="list-style-type: none"> <li>(aa) an associate of a party referred to under sub-Rule 6.2(a) or (b); or</li> <li>(bb) person connected with a director of the Listed Company or its holding company as referred to under Rule 6.4 (the director or the Listed Company or its holding company is referred to as "the Relevant Director"),</li> </ul> </li> </ul> <p>the party referred to under sub-Rule 6.2(a) or (b) or the Relevant Director, as the case may be,</p> <p>must not vote on the resolution approving the transactions.</p> <p>(e) Where the related party is either a related party under sub-Rule 6.2(a) or (b) or the Relevant Director which has interest, directly or indirectly in the transaction (referred to as "interested related party"), the interested related party must ensure that its/his associates or persons connected, as the case may be, abstain from voting on the resolution approving the transactions.</p>

EXISTING PROVISIONS		AMENDED PROVISIONS	
		6.8.2	<b>Where a Listed Company has procured a shareholders' mandate pursuant to Rule 6.8.1 above, the provisions of Rule 6.6 shall not apply.</b>
	New provision	Appendix 6A	<b>Part B</b> <b>Contents of circular to shareholders for shareholders' mandate (Rule 6.8)</b> <b>1. The class of related party with whom the transaction will be carried out;</b> <b>2. The nature of the transaction contemplated under the mandate;</b> <b>3. The rationale for, and the benefit to, the Listed Company or its subsidiary transacting with the related party; and</b> <b>4. The methods or procedures on which transaction prices will be determined.</b>
8.1	In this Chapter, the following terms shall have the following meanings:-  "Company" means an Applicant making an initial public offering or a Listed Company making an issue of securities, as the case may be;		Deleted
8.1	"Group" means the group of companies comprising the Company and its subsidiary and associated companies; and		Deleted
8.1	"Prospectus Guidelines" means the procedures and guidelines on contents of prospectuses issued by the SC from time to time.		Deleted
8.2	A prospectus should contain the information set out in the Prospectus Guidelines. The Exchange and/or the SC may require additional information to be disclosed in a particular case. An offering memorandum or introductory document issued in connection with a	8.1 8.1.1	<b>Introductory document</b>  <b>Where an Applicant is not required to issue a prospectus in connection with its listing on the Official List, it must issue an</b>

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	listing on the Exchange should also contain the information set out in the Prospectus Guidelines.	8.1.2	<b>introductory document. Such introductory document must comply with the SC's Prospectus Guidelines for Public Offerings.</b>  <b>The draft introductory document must be submitted to the Exchange together with a checklist showing compliance with the SC's Prospectus Guidelines for Public Offerings.</b>
8.3	Profit and cashflow forecasts and projections are optional and are to be included only if the Company so wishes. Where a Company provides profit and/or cashflow forecasts/projections, the Company shall comply with the provisions on future financial information in the Prospectus Guidelines.		Deleted
8.4	The company shall disclose in the prospectus a general description of the Company's five-year business development plan.		Deleted
8.5	Where a Company is required to submit to the Exchange an independent technical feasibility report under Chapter 2 of these Requirements, excerpts from or summaries of opinions expressed and conclusions recorded in the technical feasibility report shall be disclosed in the prospectus.		Deleted
	New provision	8.2	<b>Issue of introductory document</b>  <b>An Applicant must not issue to the public any introductory document in connection with its listing on the Official List until such document has been perused by the Exchange and the Exchange has confirmed to the Applicant that it has no further comments thereon.</b>
10.2	A Company shall furnish to the Exchange or any Participating Organisation upon request an extract of any of its registers of securities showing full details on or between the named date or dates of all entries relating to the registration of securities entered or deleted under any particular name, the relevant certificate numbers and the names into which or from which any particular securities have been transferred.	10.2	Deleted



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10.3	A Company shall permit its securities to be transferred from one register to another without restriction.	10.3	Deleted
	New provision	15.3A	<p><b>Breach by subsidiaries</b></p> <p>A breach of these Requirements by any one of the subsidiaries of a Listed Company shall be deemed a breach of these Requirements by the Listed Company.</p>
	New provision	15.3B	<p><b>Breach by directors</b></p> <p>A director of a Listed Company must not:-</p> <p>(a) cause, aid or abet a breach of these Requirements by such Listed Company; or</p> <p>(b) permit, either knowingly or where he had reasonable means of obtaining such knowledge, a Listed Company to commit a breach of these Requirements.</p>
	New Guidance Notes		<p><b>MALAYSIA SECURITIES EXCHANGE BERHAD</b></p> <p><b>GUIDANCE NOTES 11</b></p> <p><b>INDEPENDENT DIRECTORS</b></p> <p><b>1.0 Introduction</b></p> <p><b>1.1</b> A director who is appointed to act as an “independent director” of an Applicant or a Listed Company must satisfy the definition of “independent director” set out in Rule 1.1 of the Listing Requirements (hereinafter referred to as “the said definition”). The said definition reads as follows:-</p> <p><i>“Independent director” means a director who is independent of management and free from any business or other relationship which could interfere with the exercise of</i></p>

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			<p><i>independent judgement or the ability to act in the best interests of an Applicant or a Listed Company. Without limiting the generality of the foregoing, an independent director is one who:-</i></p> <ul style="list-style-type: none"> <li><i>(a) Is not an executive director of the Applicant, Listed Company or any related corporation of such Applicant or Listed Company (hereinafter each corporation shall be referred to as “the said Corporation”). For the purposes of this definition, “related corporation” shall have the meaning given in section 6 of the Companies Act;</i></li> <li><i>(b) Has not been within the last 2 years and is not an officer (except as a non-executive director) of the said Corporation. For this purpose, “officer” shall have the meaning given in section 4 of the Companies Act 1965;</i></li> <li><i>(c) Is not a substantial shareholder of the said Corporation;</i></li> <li><i>(d) Is not a relative of any executive director, officer or substantial shareholder of the said Corporation. For this purpose, “relative” means the spouse, parent, brother, sister, child (including adopted or step child) and the spouse of such brother, sister or child and “officer” in relation to an Applicant, a Listed Company or its related corporation, means the chief executive officer, the chief operating officer, the chief financial controller or any other person primarily responsible for the operations or financial management of an Applicant, a Listed Company or its related corporation, by whatever name called;</i></li> <li><i>(e) Is not acting as a nominee or representative of any executive director or substantial shareholder of the said Corporation (hereinafter the paragraph is referred to as “paragraph (e)”);</i></li> <li><i>(f) Has not been engaged as a professional adviser by the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director (except as an independent director) or substantial shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said</i></li> </ul>

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			<p><i>Corporation under such circumstances as prescribed by the Exchange. For this purpose, “professional adviser” means an adviser or any person offering professional advisory services (hereinafter the paragraph is referred to as “paragraph (f)”); or</i></p> <p><i>(g) Has not engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or substantial shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Applicant or Listed Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange (hereinafter the paragraph is referred to as “paragraph (g)”).</i></p> <p><b>1.2 These Guidance Notes set out the following:-</b></p> <p><b>(a) clarification of certain aspects of the said definition; and</b></p> <p><b>(b) prescription of circumstances in which persons may apply to the Exchange to be considered as “independent directors” in relation to paragraph (e) of the said definition.</b></p> <p><b>I. INDEPENDENCE OF DIRECTORS</b></p> <p><b>2.0 General</b></p> <p><b>2.1 Directors must give effect to the spirit, intention and purpose of the said definition. If a person does not fall within any of paragraphs (a) to (g) of the said definition, it does not mean that the person will automatically qualify to be an independent director. The director concerned as well as the board of directors of the Listed Company must still apply the test of whether the said director is able to exercise independent judgement and act in the best interests of the</b></p>

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			<p>company as set out in the said definition.</p> <p>2.2 Notes 3.0 to 5.0 of these Guidance Notes must be read in conjunction with the said definition.</p> <p>3.0 Paragraph (e)</p> <p>3.1 “Nominee” as used in paragraph (e) means a person who has been designated to act for another in his or her place. It denotes a person who is accustomed, or is under an obligation, whether formal or informal to act in accordance with the directions, instructions or wishes of another person.</p> <p>4.0 Paragraph (f)</p> <p>4.1 In relation to paragraph (f), it is prescribed that a person who is proposed to be or is an independent director (hereinafter referred to as “the said Director”) would be disqualified from being an independent director if he had personally provided professional advisory services to the said Corporation within the last two (2) years or is presently a partner, director (except as an independent director) or substantial shareholder, as the case may be, of a firm or corporation (hereinafter referred to as “Entity”) which has provided professional advisory services to the said Corporation within the last two (2) years, the consideration of which in aggregate exceeds 5% of the gross revenue on a consolidated basis (where applicable) of the said Director or the Entity or RM1 million, whichever is the higher.</p> <p>4.2 For the purposes of Note 4.1 above, where the Entity is a corporation, the computation of the gross revenue of the Entity shall be based on its annual audited accounts for the last two (2) financial years. Where the service is rendered by the said Director personally or by an Entity which is other than a corporation, the computation of the gross revenue shall be based on the income tax returns of the said Director</p>

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			<p>or the Entity, as the case may be, submitted to the Inland Revenue Board for the last two (2) years.</p> <p><b>5.0 Paragraph (g)</b></p> <p><b>5.1 In relation to paragraph (g), it is prescribed that the said Director would be disqualified from being an independent director if he had engaged personally in transactions with the said Corporation (other than for board service as a non-executive director) within the last two (2) years or is presently a partner, director, a substantial shareholder as the case may be, of an Entity (other than subsidiaries of the Applicant or Listed Company) which has engaged in transactions with the said Corporation within the last two (2) years, the consideration of which in aggregate exceeds 5% of the gross revenue on a consolidated basis (where applicable) of the said Director or the Entity or RM1 million, whichever is the higher. However, “transactions” as stated above shall exclude transactions:-</b></p> <p><b>(a) entered into between the said Corporation and the said Director or between the said Corporation and an Entity where the said Director is also a director, substantial shareholder or partner:-</b></p> <p><b>(i) for personal use of the said Director; or</b></p> <p><b>(ii) for personal investment of the said Director but not for the purpose of carrying on a trade or business,</b></p> <p><b>provided that such transactions are on normal commercial terms;</b></p> <p><b>(b) entered into between the said Corporation and an Entity where the said Director is also a director (and not a substantial shareholder) but is not involved in</b></p>

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			<p>the said transactions provided that such transactions are on normal commercial terms;</p> <p>(c) for the following goods and services, provided that they are sold or rendered based on a non-negotiable fixed price or rate, which is published or publicly quoted and the material terms including the prices or charges are applied consistently to all customers or classes of customers:-</p> <p>(i) provision or usage of public utility services such as water, electricity and telecommunications and data, postal or courier services, services by licensed institutions as defined under the Banking and Financial Institutions Act 1989 (other than professional advisory services which shall be subject to Note 4.1 above), insurance, stockbroking services, public transport, education, medical services, provision or usage of tolled highways, hotel facilities and recreational services, provision or consumption of fuel on retail or food and beverage at eateries, provision or purchase of goods at retail outlets such as supermarkets, hypermarkets or departmental stores; and</p> <p>(ii) such other types of goods or services that may be prescribed by the Exchange from time to time.</p> <p>5.2 For the purposes of Note 5.1 above, where the Entity is a corporation, the computation of the gross revenue of the Entity shall be based on its annual audited accounts for the last two (2) financial years. Where the transaction is entered into by the said Director personally or by an Entity which is other than a corporation, the computation of the gross</p>

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			<p>revenue shall be based on the income tax returns of the said Director or the Entity, as the case may be, submitted to the Inland Revenue Board for the last two (2) years.</p> <p><b>MODIFICATION OF COMPLIANCE WITH DEFINITION OF “INDEPENDENT DIRECTOR”</b></p> <p><b>6.0</b>      <b>Modification of paragraph (e)</b></p> <p><b>6.1</b>      <b>Under the circumstances as set out hereinafter, nominees or representatives of substantial shareholders who fulfil all requirements of the definition of “independent director” except for the said paragraph (e), may apply to the Exchange to be considered as an “independent director”:-</b></p> <p>(a)      <b>the substantial shareholder’s aggregate shareholding in the said Corporation, directly or indirectly, is not more than 15% of the issued and paid-up capital of the said Corporation;</b></p> <p>(b)      <b>the substantial shareholder is not deemed to be a promoter of the said Corporation; and</b></p> <p>(c)      <b>the substantial shareholder is either:-</b></p> <p>(i)      <b>a statutory institution who is managing funds belonging to contributors or investors who are members of the public; or</b></p> <p>(ii)      <b>an entity established as a collective investment scheme, such as closed-end funds, unit trusts or investment funds (but excluding investment holding companies).</b></p>

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			<p><b>7.0 Requirements for the said application</b></p> <p><b>7.1 The said application must be made in writing to the Exchange, setting out the circumstances in support of the said application. The applicant must show that his circumstances fall within the requirements of Note 6.1 above.</b></p>
	New Guidance Notes		<p><b>MALAYSIA SECURITIES EXCHANGE BERHAD</b></p> <p><b>GUIDANCE NOTES 12</b></p> <p><b>RECURRENT RELATED-PARTY TRANSACTIONS OF A REVENUE NATURE</b></p> <p><b>1.0 Introduction</b></p> <p><b>1.1 Rule 6.6 of the Listing Requirements stipulates the obligations that a Listed Company must comply with in relation to a related-party transaction as defined in Rule 6.1 of the Listing Requirements (hereinafter such transaction shall be referred to as "related-party transaction").</b></p> <p><b>1.2 Rule 6.6 must be read together with Rule 6.8 of the Listing Requirements which is in relation to a particular category of related-party transaction, namely recurrent transactions of a revenue or trading nature which are necessary for day-to-day operations of a Listed Company or its subsidiaries (hereinafter such related-party transactions shall be referred to as "Recurrent Transactions").</b></p> <p><b>1.3 These Guidance Notes set out the following:-</b></p> <p><b>(a) clarification of the application of Rules 6.6 and 6.8 to Recurrent Transactions (hereinafter the requirements to be</b></p>



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			<p>referred to as "Requirements"); and</p> <p>(b) the additional information required for the circular referred to under Rule 6.8.1(c).</p> <p><b>1.4</b> These Guidance Notes must be read in conjunction with the Requirements.</p> <p><b>1.5</b> For the purpose of these Guidance Notes, a "Listed Company" shall include the Listed Company's subsidiaries.</p> <p><b>2.0</b> Application of Rules 6.6 and 6.8 to Recurrent Transactions</p> <p><b>2.1</b> In addition to the obligation to make immediate announcement of a related-party transaction, Rule 6.6 also provides that the Listed Company shall send a circular to its shareholders notifying them of a general meeting to obtain their approval for the related-party transaction and shall obtain the approval of its shareholders either prior to entering the related-party transaction or prior to the completion of the related-party transaction.</p> <p><b>2.2</b> However, pursuant to Rule 6.8, a Listed Company is allowed to seek shareholders' mandate in respect of Recurrent Transactions (hereinafter referred to as "Mandate").</p> <p><b>2.3</b> Where a Listed Company has obtained a Mandate in respect of any Recurrent Transactions, the requirements of Rule 6.6 shall not apply to the Recurrent Transactions which are comprised in the Mandate. This means, during the period of validity of the Mandate, the obligations as set out under Rule 6.6 shall not apply to the Recurrent Transactions which are comprised in the Mandate.</p>

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	<p><b>3.0 Clarification on the Requirements</b></p> <p><b>3.1 A Listed Company that wishes to procure a Mandate must comply with all the requirements as set out under Rule 6.8 of the Listing Requirements. This paragraph sets out the clarification in relation to the following requirements stipulated under Rule 6.8:-</b></p> <p><b>3.1.1 Recurrent related-party transactions</b></p> <p><b>In this respect, the frequency or regularity of the transaction has to be considered. A transaction which has been made or will be made by the Listed Company at least once in three (3) years in the course of its business will be considered recurrent.</b></p> <p><b>3.1.2 Revenue nature necessary for day-to-day operations</b></p> <p><b>In this respect, a related-party transaction of a revenue nature which is necessary for day-to-day operations must either contribute directly or indirectly to the generation of revenue for the Listed Company. As an example, in the case of an information technology company, the following transactions, which are by no means exhaustive, are considered to be of a revenue nature:-</b></p> <ul style="list-style-type: none"> <li><b>(a) the purchase and sale of computer peripherals, accessories and components such as data storage products (e.g. micro floppy discs, audio and videotape) and optical data storage media (e.g. compact discs);</b></li> <li><b>(b) the appointment of third parties to sell its products;</b></li> <li><b>(c) the purchase of insurance policies for its properties, assets and employees;</b></li> </ul>

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			<p>(d) the purchase of office supplies; and</p> <p>(e) the provision of storage and other infrastructure facilities.</p> <p><b>3.1.3 In the ordinary course of business</b></p> <p>A related-party transaction is in the ordinary course of business, if it is a transaction which would reasonably be expected to be carried out by the Listed Company given the type of business the Listed Company is involved in. The fact that the transaction is envisaged in the memorandum of association of the Listed Company shall not be a conclusive factor of determination. As an example, in respect of a Listed Company involved in activities relating to information technology, the following transactions, which are by no means exhaustive, are considered to be in the ordinary course of business of the Listed Company:-</p> <p>(a) the purchase of raw materials and supplies for its business;</p> <p>(b) rental of office space for its operations;</p> <p>(c) payment of insurance premium for coverage of company assets, staff and projects;</p> <p>(d) the purchase and maintenance of computers for company or project use; and</p> <p>(e) the requisition of management , secretarial, internal audit and other support services for its business.</p>

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			<p><b>3.1.4 Annual renewal</b></p> <p>The Mandate is subject to annual renewal. In this respect, any authority conferred by a Mandate shall only continue to be in force until:-</p> <ul style="list-style-type: none"> <li>(a) the conclusion of the first annual general meeting of the Listed Company following the general meeting at which such Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;</li> <li>(b) the expiration of the period within which the next annual general meeting after the date it is required to be held pursuant to section 143(1) of the Companies Act (but shall not extend to such extension as may be allowed pursuant to section 143(2) of Companies Act); or</li> <li>(c) revoked or varied by resolution passed by the shareholders in general meeting,</li> </ul> <p>whichever is the earlier.</p> <p><b>3.1.5 Annual report</b></p> <p>In making the disclosure of the aggregate value of Recurrent Transactions conducted pursuant to the Mandate in a Listed Company's annual report, a Listed Company must provide a breakdown of the aggregate value of the Recurrent Transactions made during the financial year, amongst others, based on the following information:-</p> <ul style="list-style-type: none"> <li>(a) the type of the Recurrent Transactions made; and</li> </ul>

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			<p>(b) the names of the related parties involved in each type of the Recurrent Transactions made and their relationship with the Listed Company.</p> <p>3.2 Notwithstanding the clarifications above, the following are not regarded as Recurrent Transactions and as such the Mandate shall not apply:-</p> <p>(a) the acquisition or disposal of land or land-based property;</p> <p>(b) the acquisition or disposal of vessels, air crafts and plants;</p> <p>(c) the entry into a lease of:-</p> <p>(i) a property for a period exceeding three (3) years; or</p> <p>(ii) such other assets,</p> <p>which involve payments of rental or such consideration on a lump sum basis (i.e. other than on an equal pro-rated monthly or annual instalments);</p> <p>(d) the provision of financial assistance;</p> <p>(e) the acquisition or disposal of securities;</p> <p>(f) the entry into joint ventures;</p> <p>(g) the grant or exercise of an option in relation to matters set out in Notes 3.2(a), (b), (c) and (e) herein; and</p>

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			<p>(h) such other transactions as may be determined by the Exchange from time to time.</p> <p>4.0 Additional information in circular</p> <p>4.1 In preparing and issuing a circular pursuant to Rule 6.8.1(c) of the Listing Requirements, the Listed Company is required to include such information as set out in Appendix GN12-A hereof in addition to the information set out in Part B of Appendix 6A of the Listing Requirements. For avoidance of doubt, the checklist showing compliance of a circular issued to procure a Mandate should also include these additional information.</p>
	New Appendix to Guidance Notes	Appendix GN12-A	<p>Additional contents of circular to shareholders for shareholders' mandate</p> <p>(1) A heading drawing attention to the importance of the circular and advising holders of shares who are in any doubt as to what action to take to consult appropriate independent professional advisers;</p> <p>(2) A statement that where all the shares have been sold or transferred by the addressee, the circular and any other relevant document should be passed to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee;</p> <p>(3) A statement that the Malaysia Securities Exchange Berhad takes no responsibility for the contents of the circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the document;</p> <p>(4) The principal business activity of the Listed Company and its subsidiaries, the details of the nature of the Recurrent</p>

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			<p>Transactions contemplated under the Mandate including the activities, products, and the aggregate value of the respective Recurrent Transactions contemplated under the Mandate, where possible and the details of the class of related parties with whom the Recurrent Transactions will be carried out including the relationship with the Listed Company and the names of these parties, where possible;</p> <p>(5) The Listed Company's procedures to ensure that the Recurrent Transactions contemplated under the Mandate are undertaken on terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders;</p> <p>(6) The audit committee's view on whether the procedures above are sufficient to ensure that Recurrent Transactions are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders;</p> <p>(7) The interest, direct or indirect, of the related party in the proposal and the related party's direct and indirect shareholdings in the Listed Company;</p> <p>(8) A statement that the interested directors have abstained and/or will abstain from board deliberation and voting on the relevant resolution;</p> <p>(9) A statement that the related party which has any interest, direct or indirect, in the proposal will abstain from voting in respect of their direct and/or indirect shareholdings. Where the associate of a related party under sub-Rule 6.2(a) or (b) or person connected with the Relevant Director has any interest, direct or indirect, in the proposal, a statement that the related party under sub-Rule 6.2(a) or (b) or Relevant Director concerned will also abstain from voting in respect of his direct and/or indirect shareholdings. Further, a statement that the interested related</p>

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			<p>party under sub-Rule 6.2(a) or (b) or the Relevant Director has undertaken that he/it shall ensure that his/its associates or persons connected, as the case may be, will abstain from voting on the resolution approving the proposal at the general meeting;</p> <p>(10) A statement by the board of directors whether the proposal is in the best interest of the Listed Company and where a director disagrees with such statement, a statement by the director setting out the reasons and the factors taken into consideration in forming that opinion;</p> <p>(11) A recommendation from the board of directors (other than the interested directors) as to the voting action that shareholders should take;</p> <p>(12) An appendix containing the following information:-</p> <p>(a) a responsibility statement by the directors that the circular has been seen and approved by the directors of the Listed Company and that they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries to the best of their knowledge and belief there are no other facts the omission of which would make any statement in the circular misleading;</p> <p>(b) where a person is named in the circular as having advised the Listed Company or its directors, a statement that such adviser or expert has given and has not withdrawn its written consent to the inclusion of the adviser's or expert's name and/or letter (where applicable) in the form and context in which it is included;</p> <p>(c) a statement of all material contracts (not being contracts entered into in the ordinary course of business) entered into by the Listed Company and/or its subsidiaries within two (2) years immediately preceding the date of the circular.</p>



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			<p>The following particulars shall be disclosed in respect of each such contract:-</p> <ul style="list-style-type: none"> <li>(i) the date of the contract;</li> <li>(ii) the parties of the contract;</li> <li>(iii) the general nature; and</li> <li>(iv) the consideration and mode of satisfaction thereof;</li> </ul> <p>(d) a statement of all material litigation, claims or arbitration involving the Listed Company and/or any of its subsidiaries, including those pending or threatened against such companies. The following particulars shall be disclosed:-</p> <ul style="list-style-type: none"> <li>(i) the background;</li> <li>(ii) the date of the suit;</li> <li>(iii) the names of the plaintiff(s) and defendant(s);</li> <li>(iv) the estimate of the maximum exposure to liabilities;</li> <li>(v) directors'/solicitors' opinion of the outcome; and</li> <li>(vi) the status;</li> </ul> <p>(e) a statement that for a period from the date of the circular to the date of the general meeting the following documents (or copies thereof) may be inspected at the registered office of the Listed Company:-</p> <ul style="list-style-type: none"> <li>(i) the memorandum and articles of association;</li> <li>(ii) the audited accounts of the Listed Company/group for the past two (2) financial years and the latest unaudited results since the last audited accounts;</li> <li>(iii) all reports, letters or other documents, balance sheets, valuations and statements by any expert, any part of which is extracted or referred to in the circular;</li> <li>(iv) the letters of consent referred to in subparagraph (12)(b) above;</li> <li>(v) the material contracts referred to in subparagraph</li> </ul>

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			<p>(12)(c) above; and</p> <p>(vi) the relevant cause papers in respect of material litigation referred to in subparagraph (12)(d) above; and</p> <p>(13) any other information concerning the proposal as shareholders and their professional advisers would reasonably require and would reasonably expect to find in the circular for the purposes of making an informed assessment as to the merits of approving the proposal and the extent of the risks involved in doing so.</p>