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LICENSING EXAMINATION STUDY OUTLINE

For July to December 2018 Examinations

(Issued in May 2018)

Module 19 Advisory Services (Rules and Regulations)

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(This document consists of 32 pages including the cover page)

STUDY OUTLINE

MODULE 19: ADVISORY SERVICES (RULES AND REGULATIONS)

This examination is designed to test candidates' knowledge and understanding of the rules and regulations governing advisory services in the Malaysian capital market. It is one of the examinations to be passed by individuals who:

- (1) intend to apply for a Capital Markets Services Representative's Licence (CMSRL) to carry on the regulated activities of advising on corporate finance or investment advice;
- or
- (2) intend to be employees of registered persons who carry out the capital markets activities as stipulated in Item 2 and 3 of Schedule 4 of the Capital Markets and Services Act 2007.

Candidates are advised to refer to the Licensing Handbook for the detailed combination of examinations required for each regulated activity.

Candidates are expected to possess good knowledge and understanding of the subject matter provided in the study outline and specified references. In addition, candidates are expected to have relatively strong capability in the application, analysis and evaluation of information in this study outline and its references. It is estimated that this module will require a minimum of 200 hours of study time. Candidates may need less or more depending on the education background and work experience.

Candidates are expected to update themselves with the latest changes relevant to this examination as all questions will be continuously updated to reflect these changes. Candidates are permitted to refer to their own prescribed reference materials during the examination. Note that no prescribed reference materials will be provided by the Securities Industry Development Corporation (SIDC). The prescribed reference materials brought into the examinations by candidates are subject to the terms and conditions of SIDC, details of which are set out in the terms and conditions of the SC licensing examinations.

The prescribed reference materials for this module are as follows:

- **Capital Markets and Services Act 2007**
- **Licensing Handbook**

Guidelines, Codes, Rules and Practice Notes:

- **Equity Guidelines**
- **Principal Adviser Guidelines**
- **Guidelines on Due Diligence Conduct for Corporate Proposals**
- **Malaysian Code on Take-Overs and Mergers 2016**
- **Rules on Take-overs, Mergers and Compulsory Acquisitions**
- **Asset Valuation Guidelines**
- **Prospectus Guidelines**
- **Guidelines on Issuance of Corporate Bonds and Sukuk to Retail Investors**
- **Guidelines on Unlisted Capital Market Products under the Lodge and Launch Framework**
- **Guidelines on Prevention of Money Laundering and Terrorism Financing for Capital Market Intermediaries**
- **Issuer Eligibility Guidelines - Structured Warrants**

Listing Requirements:

- **Bursa Malaysia Securities Berhad Main Market Listing Requirements**
- **Bursa Malaysia Securities Berhad ACE Market Listing Requirements**
- **Bursa Malaysia Securities Berhad LEAP Market Listing Requirements**

Candidates are required to comply with the terms and conditions of the SC licensing examination. Severe penalties will be taken against candidates for any misconduct during the examination.

At the end of this study outline are 4 sample questions of various formats used in the Module 19 examination. The samples provided do not in any way reflect the level of difficulty or the subject-matter distribution of the actual examination. They are merely intended to familiarise candidates with the styles of multiple-choice questions used in the examination.

EXAMINATION STRUCTURE

Details of the examinations are as follows:

Type of Questions	Multiple-Choice
Number of Questions	60 questions
Passing Mark	70%
Time Allocated	90 minutes
References /Text	<ul style="list-style-type: none"> <input type="checkbox"/> Examination Study Guide on Legal Considerations and Code of Conduct <input type="checkbox"/> Capital Markets and Services Act 2007 <input type="checkbox"/> Licensing Handbook <input type="checkbox"/> Equity Guidelines <input type="checkbox"/> Principal Adviser Guidelines <input type="checkbox"/> Guidelines on Due Diligence Conduct for Corporate Proposals <input type="checkbox"/> Malaysian Code on Take-Overs and Mergers 2016 <input type="checkbox"/> Rules on Take-overs, Mergers and Compulsory Acquisitions <input type="checkbox"/> Asset Valuation Guidelines <input type="checkbox"/> Prospectus Guidelines <input type="checkbox"/> Guidelines on Issuance of Corporate Bonds and Sukuk to Retail Investors <input type="checkbox"/> Guidelines on Unlisted Capital Market Products under the Lodge and Launch Framework <input type="checkbox"/> Guidelines on Prevention of Money Laundering and Terrorism Financing for Capital Market Intermediaries <input type="checkbox"/> Issuer Eligibility Guidelines - Structured Warrants <input type="checkbox"/> Bursa Malaysia Securities Berhad Main Market Listing Requirements <input type="checkbox"/> Bursa Malaysia Securities Berhad ACE Market Listing Requirements <input type="checkbox"/> Bursa Malaysia Securities Berhad LEAP Market Listing Requirements

REFERENCES

The relevant references (acts, guidelines, codes, rules, study guides etc) for this examination can be obtained from the Securities Commission Malaysia website at www.sc.com.my or may be purchased from:

SIDC Shop, Ground Floor

3, Persiaran Bukit Kiara

Bukit Kiara

50490 Kuala Lumpur

Tel: (603) 6204 8665/8667

The Bursa Malaysia Securities Berhad Main Market Listing Requirements and Bursa Malaysia Securities Berhad ACE Market Listing Requirements can be obtained from Bursa Malaysia website at www.bursamalaysia.com

For more information please visit the SIDC website at www.sidc.com.my.

LEARNING OBJECTIVES

Candidates are expected to have good knowledge, understanding and ability to apply in the following areas:

- The principles of contract law and relevant issues
- The laws which are relevant to the advisory services in the Malaysian capital market
- The system and procedures of licensing of persons who carry on the investment advisory business in Malaysia
- The features and prohibitions of investment advisory activities
- The regulations governing the issue and offer of equity securities, listing of corporations and quotations of securities on the Main Market of Bursa Malaysia Securities Berhad (Bursa Securities) (Main Market) and proposals which result in a significant change in the business direction or policy of corporations listed on the Main Market under the Securities Commission Malaysia's Equity Guidelines
- The regulations setting out who can act as principal advisers for the submission of corporate proposals and the competency standards required
- The regulations governing the conduct of due diligence for corporate proposals by issuers, advisers and experts
- The activities and current trends connected to money laundering and terrorism financing and the Malaysian regulatory approach towards them
- The characteristics and regulations governing take-overs in Malaysia
- The regulations governing valuations of property assets in conjunction with corporate proposals for submission to the Securities Commission Malaysia or for inclusion in prospectuses and circulars
- The regulations governing the issuance and registration of prospectuses
- The regulations governing the issue, subscription, purchase, invitation to subscribe or purchase private debt securities or sukuk to retail investors
- The regulations that must be observed for the purposes of exclusively making available unlisted capital market products to sophisticated investors in Malaysia or persons outside Malaysia
- The regulations governing the issuers of structured warrants
- The regulations governing listing of securities under the Bursa Securities Main Market Listing Requirements, Bursa Malaysia Securities Berhad ACE Market Listing Requirements and Bursa Malaysia Securities Berhad LEAP Market Listing Requirement

EXAMINATION SYLLABUS

The syllabus for this examination is divided into 3 sections and the maximum composition of questions from each section is as follows:

Section	Composition of Questions (Maximum)	Number of Questions (Maximum)
Section 1	40%	24
Section 2	80%	48
Section 3	30%	18

Details of the syllabus are as below:

SECTION 1

LEGAL CONSIDERATIONS AND CODE OF CONDUCT

1. Contractual Issues

- 1.1 Outline of the law of contract
- 1.2 Essential elements of a contract
- 1.3 Other elements of contract
- 1.4 Exclusion and limitation clauses
- 1.5 Remedies for breach of contract

2. Negligent Misstatement

- 2.1 Negligence
- 2.2 Defences
- 2.3 General liability of stockbrokers
- 2.4 False and misleading statements under securities laws

3. Licensing of persons who carry on the business of investment advice, advising on corporate finance and their representatives

- 3.1 Advising on corporate finance, Investment advice, CMSL and CMSRL defined
- 3.2 Requirement to be licensed
- 3.3 Criteria for the grant of licence
- 3.4 Revocation and suspension of licence
- 3.5 Duties and obligations of licence holder

4. Prohibited Conduct and Insider Trading

4.1 Prohibited conduct

4.2 Insider trading

5. Conclusion

GUIDELINES ON PREVENTION OF MONEY LAUNDERING AND TERRORISM FINANCING FOR CAPITAL MARKET INTERMEDIARIES

Part I : Introduction and Applicability

1 Introduction

2 Applicability

3 Definitions

4 General Description of Money Laundering

5 General Description of Terrorism Financing

6 General Principles and Policies to Combat Money Laundering and Terrorist Financing

Part II : Risk-Based Approach Application

7 Risk- Based Approach Application

Part III : Customer Due Diligence

8. Customer Due Diligence (CDD)

9. Group Wide ML/TF Programmes

Part IV : Retention of Records

10. Record Keeping

Part V : Suspicious Transactions

11. Reporting on Suspicious Transactions

12. Confidentiality of Reporting

Part VI : Compliance and Training Programmes

13. Internal Programmes, Policies, Procedures and Controls

Part VII : Combating Terrorism Financing

14. Identification and Designation

Appendices

SECTION 2

EQUITY GUIDELINES

Part I: General

- Chapter 1: Introduction
- Chapter 2: Definitions and Interpretation
- Chapter 3: Corporate Governance
- Chapter 4: Conflict of Interest

Part II: Policy Guidelines

- Chapter 5: Equity Offerings and Listings
- Chapter 6: Special Purpose Acquisition Company
- Chapter 7: Back-Door Listings and Reverse Take-Overs
- Chapter 8: Transfer of Listing

Part III: Submission and Implementation

- Chapter 9: Submission of Proposals
- Chapter 10: Implementation of Proposals

Part IV: Appendices

Part V: Schedules

Part VI: Guidance

PRINCIPAL ADVISER GUIDELINES

- Chapter 1: General
- Chapter 2: Eligibility to Act as Principal Advisers
- Chapter 3: Additional Eligibility Criteria for Principal Advisers Submitting Specific Corporate Proposals

Schedules

GUIDELINES ON DUE DILIGENCE CONDUCT FOR CORPORATE PROPOSALS

- Chapter 1: General
- Chapter 2: Definitions
- Chapter 3: Mandatory Obligations
- Chapter 4: Best Practices
- Appendix

MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2016

Citation and commencement

General principle 1 to 12

Acquisition pursuant to subsection 218(3)

Revocation and saving

RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS

PART A: GENERAL

RULE 1 Introduction

RULE 2 Interpretation

RULE 3 Advisers

PART B: TAKE-OVER OFFER

RULE 4 Mandatory offer

RULE 5 Types of Voluntary Offer

RULE 6 Key Terms

RULE 7 Comparable Offers for More than One Class of Equity Shares

RULE 8 Appropriate Offers for Convertible Securities

PART C: PROCESS AND PROCEDURE OF TAKE-OVER OFFER

RULE 9 Announcements and Notices

RULE 10 Standard of Care and Responsibility

RULE 11 Timing and Contents of Documents

RULE 12 Timing of Offer

RULE 13 Announcement of Results of Offer

RULE 14 Settlement of Consideration

PART D: CONDUCT DURING OFFER

RULE 15 Management of Affairs and Resignation by Directors

RULE 16 Frustration of Offer

RULE 17 Evidence of Ability to Implement Take-Over Offer

RULE 18 Favourable Deals

RULE 19 Dealings During Offer Period

RULE 20 Prompt Registration

RULE 21 Restrictions Following Offers and Possible Offers

PART E: COMPULSORY ACQUISITION AND RIGHT OF MINORITY SHAREHOLDERS

RULE 22 Compulsory Acquisitions and Right of Minority Shareholders

SCHEDULES

APPENDICES

ASSET VALUATION GUIDELINES

Chapter 3: Appointment of Valuer

Right of Appointment

Eligibility Requirements for Firm

General and Continuing Obligations

Independence of Valuer

Conflict of Interest

Professional Duty

Declaration

Chapter 4: Valuation

Basis of Valuation

Use of Assumptions

Breaches of Relevant Laws and Regulations

Valuation Approach and Methods of Valuation

Comparison Approach

Cost Approach

Income Capitalisation Approach

Chapter 7: Requirements for Valuation of Specific Property Assets

Part A: Valuation of Plant, Machinery and Equipment

Part B: Valuation of Development Property

Part C: Valuation of Joint Venture Interests

Part D: Forest Assessment Report

Chapter 8: Submission of Report

Procedures in Submitting Valuation Report

Valuation Report Checklist

Content of Submission of Valuation Reports for Property Assets

Fees and Charges

Schedules

PROSPECTUS GUIDELINES

Part I General Requirements

Chapter 1 : General

Chapter 2 : Definitions and Interpretation

Part II Contents of Prospectus

Division 1 : Equity

Chapter 1 : Introduction

Chapter 2 : Prospectus Summary

Chapter 3 : Details of Offering

Chapter 4 : Information on Promoters, Substantial Shareholders, Directors, Key
Senior Management and Key Technical Personnel

Chapter 5 : Information on the Corporation

Chapter 6 : Risk Factors

Chapter 7 : Related Party Transactions

Chapter 8 : Conflict of Interest

Chapter 9 : Financial Information

Chapter 10 : Reports by the Reporting Accountants

Chapter 11 : Expert's Reports

- Chapter 12 : Additional Information
- Chapter 13 : Documents Available for Inspection
- Chapter 14 : Application for Shares
- Chapter 15 : Specific Requirements for an Infrastructure Project Corporation
- Chapter 16 : Specific Requirements for a Special Purpose Acquisition Company
- Chapter 17 : Specific Requirements for a Corporation with MOG Exploration or Extraction Assets

Division 2 : Debenture and Sukuk

- Chapter 1 : General
- Chapter 2 : Cover Page
- Chapter 3 : Inside Cover/First Page
- Chapter 4 : Time Table/Definitions/Table of Contents/Corporate Directory
- Chapter 5 : Principal Terms and Conditions of the Debenture/Sukuk
- Chapter 6 : Risk Factors
- Chapter 7 : Information About Issuer/Substantial Shareholders/Directors/Key Management Personnel/Guarantor
- Chapter 8 : Financial Information
- Chapter 9 : Related-party Transactions/Conflict of Interest
- Chapter 10 : Rights of Holders of Debenture/Sukuk
- Chapter 11 : Information Relating to Bond/Sukuk Trustee and Trust Deed
- Chapter 12 : Expert's Reports
- Chapter 13 : Directors Report
- Chapter 14 : Consents
- Chapter 15 : Documents Available for Inspection
- Chapter 16 : Application for Debenture/Sukuk

Division 3 : Structured Warrant

- Chapter 1 : General
- Chapter 2 : Front Cover
- Chapter 3 : Inside Cover/First Page
- Chapter 4 : Time Table/Definitions/Table of Contents/Corporate Directory
- Chapter 5 : Details of Structured Warrants Offering
- Chapter 6 : Risk Factors
- Chapter 7 : Approvals and Conditions
- Chapter 8 : Experts' Statements/Reports

- Chapter 9 : Directors' Report
- Chapter 10 : Consents
- Chapter 11 : Documents Available for Inspection
- Chapter 12 : Application for Structured Warrants

Division 5 : Abridged Prospectus

- Chapter 1 : General
 - Chapter 2 : Cover Page
 - Chapter 3 : Inside Cover/First Page
 - Chapter 4 : Definitions/Table of Contents/Corporate Directory
 - Chapter 5 : Details of Rights Issue
 - Chapter 6 : Excess Applications
 - Chapter 7 : Purpose of Rights Issue and Utilisation of Proceeds
 - Chapter 8 : Risk Factors
 - Chapter 9 : Financial Effects of Rights Issue
 - Chapter 10 : Future Prospects
 - Chapter 11 : Working Capital, Borrowings, Contingent Liabilities and Material Commitments
 - Chapter 12 : Shareholder's Undertakings and Underwriting Arrangements
 - Chapter 13 : Specific Classes of Securities (if applicable)
 - Chapter 14 : Application for Securities
- Appendices

Division 6 : Supplementary and Replacement Prospectus

- Chapter 1 : General
- Chapter 2 : Contents of a Supplementary Prospectus
- Chapter 3 : Contents of a Replacement Prospectus

Part III Procedures for Registration

- Chapter 1 : Prospectus under Division 1, 1A of Part II
 - Chapter 2 : Prospectus under Division 2 and 2A of Part II
 - Chapter 3 : Prospectus under Division 3 of Part II (Structured Warrants)
 - Chapter 5 : Prospectus under Division 5 of Part II (Abridged Prospectus)
- Appendices

Part IV Prospectus Related Guidelines

- Division 1 : Plain Language Guide for Prospectuses
- Division 2 : Electronic Prospectuses and Application Guidelines
- Division 3 : Advertising Guidelines
- Appendices

GUIDELINES ON ISSUANCE OF CORPORATE BONDS AND SUKUK TO RETAIL INVESTORS

- Part A : General**
- Chapter 1 : Introduction
- Chapter 2 : Definitions
- Chapter 3 : Responsible Party

- Part B : Requirements for an Issuance of Corporate Bonds or Sukuk**
- Chapter 4 : Eligibility
- Chapter 5 : Rating Requirements
- Chapter 6 : Trustee and Trust Deed Requirements
- Chapter 7 : Implementation Time Frame
- Chapter 8 : Utilisation of Proceeds
- Chapter 9 : Mode of issuance
- Chapter 10 : Other Regulatory Approvals and Compliance with Relevant Laws and Guidelines

- Part C : Approval for an Issuance of Corporate Bonds or Sukuk**
- Chapter 11 : Approval
- Chapter 12 : Continuous Disclosure Obligations
- Chapter 13 : Revision to Principal Terms and Conditions
- Chapter 14 : Submission to the SC

- Part D : Additional Shariah Requirements for Sukuk**
- Chapter 15 : Roles and Responsibilities of Shariah Adviser
- Chapter 16 : Compliance with Shariah Rulings, Principles and Concepts
- Chapter 17 : General Shariah Rulings Applicable to Sukuk
- Chapter 18 : Shariah Rulings Applicable to Specific Types of Sukuk
- Chapter 19 : Revision to Terms and Conditions of Sukuk

Part E : Requirements for an Issuance of Sustainable and Responsible Investment Sukuk

Chapter 20 : Sustainable and Responsible Investment Sukuk

Part F : Requirements for an Issuance of ASEAN Green Bonds and Sukuk

Chapter 21 : ASEAN Green Bonds and Sukuk

Appendices

GUIDELINES ON UNLISTED CAPITAL MARKET PRODUCTS UNDER THE LODGE AND LAUNCH FRAMEWORK

Section A : General Requirements

Chapter 1 : Introduction

Chapter 2 : Definitions

Chapter 3 : Responsible Party

Section B: Specific Requirements

Part 2 : Structured Products

Chapter 1 : General

Chapter 2 : Structure

Chapter 3 : Lodgement

Chapter 4 : Continuous Obligations

Chapter 5 : Revision

Appendices

Part 3: Corporate Bonds and Sukuk

Chapter 1 : General

Chapter 2 : Structure

Chapter 3 : Specific Requirements Applicable to Foreign Currency-Denominated Corporate Bonds or Sukuk and NIDs or INIDs

Chapter 4 : Lodgement

Chapter 5 : Continuous Obligations

Chapter 6 : Revision

Chapter 7 : Sustainable and Responsible Investment (SRI) Sukuk

Chapter 8 : ASEAN Green Bonds and Sukuk

Appendices

Part 4	:	Asset-Backed Securities
Chapter 1	:	General
Chapter 2	:	Structure
Chapter 3	:	Lodgement
Chapter 4	:	Continuous Obligations on Primary Collateralised Loan Obligations Transactions (CLO)

Appendices

Section C: Additional Requirements for Shariah-Compliant Unlisted Capital Market Products Under the Lodge and Launch Framework

Chapter 1	:	Approved Shariah Principles and Concepts for Shariah-Compliant Unlisted Capital Market Products Under the Lodge and Launch Framework
Chapter 2	:	Roles and Responsibilities of Shariah Adviser
Chapter 3	:	Compliance with Shariah Rulings, Principles and Concepts
Chapter 4	:	General Shariah Rulings Applicable to Ringgit-Denominated Sukuk
Chapter 5	:	Shariah Rulings Applicable to Specific Types of Ringgit-Denominated Sukuk
Chapter 6	:	Revision to Terms and Conditions of Ringgit-Denominated Sukuk

Section D : Transitional Provisions

Chapter 1	:	General
Chapter 3	:	Structured Products
Chapter 4	:	Corporate Bonds and Sukuk

Appendices

Lodgement Kit: Unlisted Capital Market Products under the Lodge and Launch Framework

Introduction

Part 2	:	Structured Products
Section 1	:	Lodgement Form - Structured Product Programme
Section 2	:	Pre-issuance Notification - Structured Product Series under a Structured Product Programme
Section 3	:	Monthly Post-Issuance Report

Part 3	:	Corporate Bonds and Sukuk
Section 1	:	Lodgement Form for Corporate Bonds or Sukuk
Section 2	:	Post-issuance Notice for Corporate Bonds or Sukuk
Section 3	:	Lodgement Form for Foreign Currency-Denominated Corporate Bonds or Sukuk Through a Roadshow
Section 4	:	Post-Issuance Notice for Foreign Currency-Denominated Corporate Bonds Or Sukuk Through A Roadshow
Section 5	:	Lodgement Form for Negotiable Instruments of Deposit (NIDs) or Islamic Negotiable Instruments of Deposit Programme (INIDs)
Section 6	:	Post-Issuance Notice for NIDs or INIDs IProgramme
Section 7	:	Information and Documents To Be Submitted To The SC For Post-Issuance Revision
Part 4	:	Asset-Backed Securities
Section 1	:	Lodgement Form for ABS

GUIDELINES ON ISSUER ELIGIBILITY - STRUCTURED WARRANTS

- 1.0 General
- 2.0 Eligible Issuers of Structured Warrants
- 3.0 Requirements on Issuers
- 4.0 Supervisory Action
- 5.0 Submission of Declaration

Schedules

Appendix

SECTION 3

BURSA MALAYSIA SECURITIES BERHAD MAIN MARKET LISTING REQUIREMENTS

Chapter 2: General

Part A - General

Part B - Application of These Requirements

Part C - Documents to Comply with These Requirements

Part D - Information

Part E - Fees, Other Charges and Goods and Services Tax

Part E(A) - Directors and Other Key Officers

Part F - Advisers/ Share Registrars

Part G - Other Person Primarily Responsible for Listed Issuer

Part H - Others

Part I - Amendments to These Requirements

Part J - Exchange Holding Company and the Exchange

Appendices

Chapter 3: Admission

Part A - General

Part B - Admission

Part C - Price Stabilization Mechanism

Part D - Transfer of Listed Corporation to the Main Market

Chapter 4: Admission for Specific Applicants

Part A - General

Part B - Closed-End Funds

Part C - Real Estate Investment Trusts

Part D - Exchange-Traded Funds

Part E - Special Purpose Acquisition Companies

Part G - Stapled Securities

Appendices

Chapter 4A: Foreign Listing

Part A - General

Part B - Admission Requirements for Primary Listing

Part C - Specific Continuing Obligations Relating to Foreign Issuers with a Primary Listing

Part D - Admission Requirements for a Secondary Listing

Part E - Specific Continuing Obligations Relating to Issuers with a Secondary Listing

Chapter 4B: Listing of Sukuk and Debt Securities

Part A - General

Part B - Definitions

Part C - Admission

Part C1- Admission of Exchange Traded Bonds

Part C2 - Continuing Listing Obligations of Exchange Traded Bonds

Part D - Exempt Regime

Part D1 - Admission under an Exempt Regime

Part D2 - Continuing Listing Obligations

Part E - De-listing by the Exchange

Appendix

Chapter 5: Structured Warrants

Part A - General

Part B - Definitions

Part C - Underlying Financial Instrument

Part D - Admission

Part E - Terms and Conditions

Part F - Trust Deed/Deed Poll

Part G - Trading

Part H - Settlement of Structured Warrants

Part I - Further Issue

Part J - Issue of Basket Warrants

Part K - Continuing Listing Obligations

Part L - Announcements

Part M - Implementation of Proposals

Appendix

Chapter 6: New Issues of Securities

Part A - General

Part B - Admission

Part C - General Requirements for New Issue of Securities

Part D - Additional Requirements Relating to Placement

Part E - Additional Requirements Relating to a Rights Issue

Part F - Additional Requirements in relation to a Bonus Issue

Part G - Additional Requirements Relating to a Share Issuance Scheme

Part G(A) - Additional Requirements Relating to Dividend Reinvestment Scheme

Part H - Additional Requirements Relating to an Issue of Debt Securities and Redeemable Preference Shares

Part I - Additional Requirements Relating to an Issue of Convertible Securities

Part J - Requirements Relating to Real Estate Investment Trusts

Part K - Requirements Relating to Exchange-Traded Funds

Part L - Requirements Relating to Special Purpose Acquisition Companies

Part M - Implementation of Proposals

Appendices

Chapter 8: Continuing Listing Obligations

Part A - General

Part B - Continuing Listing Criteria

Part C - Certificates, Transfers and Transmissions

Part D - Sponsorship of Depository Receipts

Part E- Offer for Sale

Part F - Directors

Part G- Share Issuance Scheme

Part H - Others

Part I - Specific Continuing Obligations Relating to Price Stabilization Mechanism

Part J - Specific Continuing Obligations Relating to Closed-End Funds

Part K - Specific Continuing Obligations Relating to Real Estate Investment Trusts

Part L - Specific Continuing Obligations Relating to Exchange-Traded Funds

Part M - Specific Continuing Obligations Relating to Special Purpose Acquisition Companies

Appendices

Chapter 9: Continuing Disclosure

Part A - General

Part B - Corporate Disclosure Policy

Part C - Immediate Disclosure of Material Information

Part D - Thorough Public Dissemination

Part E - Clarification, Confirmation or Denial of Rumours or Reports

Part F - Response to Unusual Market Activity

Part G - Unwarranted Promotional Disclosure Activity

Part H - Insider Trading

Part I - Preparation of Announcements

Part J - Immediate Disclosure Requirements

Part K - Periodic Disclosures

Part L - Circulars and Other Requirements

Part M - Disclosure Requirements for Specific Listed Issuers

Part M1 - Infrastructure Project Corporations

Part M2 - Closed-End Funds

Part M3 - Real Estate Investment Trusts

Part M4 - Exchange-Traded Funds

Part M5 - Special Purpose Acquisition Companies

Appendices

Chapter 10: Transactions

Part A - General

Part B - Definitions

Part C - Valuation and Information

Part D - Acquisitions and Disposals

Part E - Related Party Transactions

Part F - Very Substantial Transaction and Significant Change in the Business Direction or Policy

Part F(A) - Major Disposal of Assets Resulting in Listed Corporation No Longer Suitable for Listing

Part G - Other Requirements

Appendices

Chapter 12: Share Buy-Backs

Part A - General

Part B - Definitions

Part C - General Requirements

Part D - Source of Funds

Part F - Additional Requirements

Part G- Specific Requirements for Share Buy-Back by a Special Purpose Acquisition Company

Part H - Requirements Relating to Buy Back of Odd Lot Shares

Appendices

Chapter 13: Arrangements and Reconstructions

Part A - General

Part B - Schemes of Compromise, Arrangement, Amalgamation and Reconstruction

Part C - Subdivision of Shares

Part D - Consolidation of Shares

Appendices

Chapter 14: Dealings in Listed Securities

Part A - General

Part B - Definitions

Part C - Application

Part D - Restrictions

Part E - Exemptions

Part F - Procedures for Dealings

Chapter 15: Corporate Governance

Part A - General

Part B - Directors

Part B(A) - Nominating Committee

Part C - Audit Committee

Part D - Auditors

Part E - Corporate Governance Disclosure

Part F - Internal Audit

Chapter 16: Suspension, De-Listing and Enforcement

Part A - General

Part B - Trading Halt and Suspension

Part C - Withdrawal of Listing and De-Listing by the Exchange

Part D - Enforcement

Appendix

Practice Notes

Practice Note 2 - Request for Suspension

Practice Note 3 - Disclosure for Internet-Related Businesses or E-Commerce Activities

Practice Note 7 - Classification of Applicants or Listed Issuers

Practice Note 9 - Internal Control and Corporate Governance Statement

Practice Note 11- Provision of Financial Assistance

Practice Note 12 - Recurrent Related Party Transactions

Practice Note 13 - Requirements for Directors and Signatory of Statutory Declaration for
Accounts

Practice Note 14 -Principle of Aggregation for Transactions

Practice Note 16 - Cash Companies

Practice Note 17 - Criteria & Obligations of PN17 Issuers

Practice Note 18 - Perusal of Draft Circulars and Other Documents

Practice Note 19 - Public Shareholding Spread or Unit Holding Spread

Practice Note 20 - Trading Halt

Practice Note 21 - Listing Procedures for Initial Admission

Practice Note 22 - Transfer of Listed Corporations to the Main Market

Practice Note 23 - Listing Procedures for Specific Applicants

Practice Note 24 - Listing Procedures for Foreign Listing

Practice Note 25 - Listing Procedures for New Issue of Securities by Issuers with Secondary
Listing

Practice Note 26 - Listing Procedures of Sukuk and Debt Securities

Practice Note 27 - Listing Procedures for Structured Warrants

Practice Note 28 - Listing Procedures for New Issues of Securities and Subdivision of Shares

Practice Note 29 - Saving and Transitional Provisions

Practice Note 30 - Enforcement Proceedings and Related Matters

Practice Note 31 - Stapled Securities

BURSA MALAYSIA SECURITIES BERHAD ACE MARKET LISTING REQUIREMENTS

Chapter 2: General

Part A - General

Part B - Application of These Requirements

Part C - Documents to Comply with These Requirements

Part D - Information

Part E - Fees, Other Charges and Goods and Services Tax

Part E(A) - Directors and Other Key Officers

Part F - Advisers / Share Registrars

Part G - Other Person Primarily Responsible for Listed Corporation

Part H - Others

Part I - Amendments to These Requirements

Part J - Exchange Holding Company and the Exchange

Part K - Conclusion

Appendices

Chapter 3: Admission

Part A - General

Part B - Admission

Part C - Methods of Offering of Securities

Part D - Sponsors

Appendix

Chapter 4: Sponsors

Part A - General

Part B - Definitions

Part C - Admission of Sponsors

Part D - Sponsors' Obligations

Part E - Ending a Sponsorship or Removal from the Register of Sponsors

Part F - Review of Performance and Conduct of Sponsors

Part G - Rules Governing Sponsored Corporations in Dealing with Sponsors

Appendix

Chapter 5: Foreign Listing

Part A - General

Part B - Admission

Part C - Continuing Obligations of a Listed Corporation

Chapter 6: New Issue of Securities

Part A - General

Part B - Admission

Part C - General Requirements for New Issue of Securities

Part D - Additional Requirements Relating to Placement

Part E - Additional Requirements Relating to a Rights Issue

Part F - Additional Requirements in Relation to a Bonus Issue

Part G - Additional Requirements Relating to a Share Issuance Scheme

Part G(A) - Additional Requirements Relating to Dividend Reinvestment Scheme

Part H - Additional Requirements Relating to an Issue of Debt Securities

Part I - Additional Requirements Relating to an Issue of Convertible Securities

Part J - Implementation of Proposal

Appendices

Chapter 8: Continuing Listing Obligations

Part A - General

Part B - Continuing Listing Criteria

Part C - Certificates, Transfers and Transmissions

Part D - Sponsorship of Depository Receipts

Part E - Offer for Sale

Part F - Directors

Part G - Share Issuance Scheme

Part H - Others

Part I - Specific Continuing Obligations Relating to Price Stabilization Mechanism

Appendices

Chapter 9: Continuing Disclosure

Part A - General

Part B - Corporate Disclosure Policy

Part C - Immediate Disclosure of Material Information

Part D - Thorough Public Dissemination

Part E - Clarification, Confirmation or Denial of Rumours or Reports

Part F - Response to Unusual Market Activity

Part G - Unwarranted Promotional Disclosure Activity

Part H - Insider Trading

Part I - Preparation of Announcements

Part J - Immediate Disclosure Requirements

Part K - Periodic Disclosures

Part L - Circulars and Other Requirements

Appendices

Chapter 10: Transactions

Part A - General

Part B - Definitions

Part C - Valuation and Information

Part D - Acquisitions and Disposals

Part E - Related Party Transactions

Part F - Very Substantial Transaction and Significant Change in the Business Direction or Policy

Part F(A) - Major Disposal of Assets Resulting in Listed Corporations No Longer Suitable for Listing

Part G - Other Requirements

Appendices

Chapter 12: Share Buy-Backs

Part A - General

Part B - Definitions

Part C - General Requirements

Part D - Source of Funds

Part F - Additional Requirements

Part G - Requirement Relating to Buy Back of Odd Lot Shares

Appendices

Chapter 13: Arrangements and Reconstructions

Part A - General

Part B - Schemes of Compromise, Arrangement, Amalgamation and Reconstruction

Part C - Subdivision of Shares

Part D - Consolidation of Shares

Appendices

Chapter 14: Dealings in Listed Securities

Part A - General

Part B - Definitions

Part C - Application

Part D - Restrictions

Part E - Exemptions

Part F - Procedures for Dealings

Chapter 15: Corporate Governance

Part A - General

Part B - Directors

Part B(A) - Nominating Committee

Part C - Audit Committee

Part D - Auditors

Part E - Corporate Governance Disclosure

Part F - Internal Audit

Chapter 16: Suspension, De-Listing and Enforcement

Part A - General

Part B - Trading Halt and Suspension

Part C - Withdrawal of Listing and De-Listing by the Exchange

Part D - Enforcement

Appendix

Guidance Notes

Guidance Note 1- Classification of Applications or Listed Companies

Guidance Note 2 - Cash Companies

Guidance Note 3 - Criteria and Obligations of GN3 Companies

Guidance Note 4 - Provision of Financial Assistance

Guidance Note 7 - Principle of Aggregation for Transactions

Guidance Note 8 - Recurrent Related Party Transactions

Guidance Note 9 - Requirements for Directors and Signatory of Statutory Declaration for Accounts

Guidance Note 11 - Risk Management and Internal Control, and Corporate Governance Statement

Guidance Note 12 - Request for Suspension

Guidance Note 13 - Public Shareholding Spread

Guidance Note 14 - Trading Halt

Guidance Note 15 - Listing Procedures for Initial Admission

Guidance Note 16 - Listing Procedures for Foreign Listing

Guidance Note 17 - Listing Procedures for New Issues of Securities and Subdivision of Shares

Guidance Note 18 - Roles and Responsibilities of Sponsors

Guidance Note 19 - Appointment of Adviser for Corporate Proposals

Guidance Note 20 - Saving and Transitional Provisions

Guidance Note 21 - Enforcement Proceedings and Related Matters

BURSA MALAYSIA SECURITIES BERHAD LEAP MARKET LISTING REQUIREMENTS

Chapter 2: General

Part A - General

Part B - Application of These Requirements

Part C - Information and Documents

Part D - Issuance of Documents By Electronic Means

Part E - Fees, Other Charges and Goods and Services Tax

Part F - Advisers

Part G - Others

Part H - Amendments to These Requirements

Part I - Exchange Holding Company and The Exchange

Part J - Qualified Market

Chapter 3: Admission

Part A - Admission

Part B - Methods of Offering of Securities

Part C - Continuing Advisers

Appendix 3A - Contents of information memorandum

Chapter 4 - Advisers

Part A - Definitions

Part B - Admission of Advisers

Part C - Adviser's Obligations

Part D - Listing Activities

Part E - Post-Listing Activities

Part F - Ending Advisory Services or Removal From the Register of Advisers

Part G - Rules Governing Listed Corporations in Dealing With Advisers

Chapter 5 - New Issues of Securities

Part A - General

Part B - General Requirements for New Issue of Securities

Part C - Requirements Relating to Placement

Part D - Requirements Relating to a Rights Issue

Part E - Requirements in Relation to a Bonus Issue

Part F - Requirements Relating to an Issue of Convertible Securities

Appendix 5A

Chapter 6 - Continuing Listing Obligations

Part A - General

Part B - Continuing Listing Obligations

Part C - Continuing Disclosure

Appendix 6A

Chapter 7 - Transactions

Part A - General

Part B - Definitions

Part C - Valuation and Information

Part D - Discloseable Transactions

Part E - Related Party Transactions

Part F - Significant Change in the Business Direction or Policy

Part G - Major Disposal of Assets Resulting in Listed Corporations No Longer Suitable for Listing

Appendix 7A

Chapter 8 - Suspension, De-Listing and Enforcement

Part A - General

Part B - Trading Halt and Suspension

Part C - Withdrawal of Listing and De-Listing By the Exchange

Part D - Enforcement

Appendix 8A

Appendix 8B

Appendix 8C

SAMPLE QUESTIONS AND ANSWERS

Sample Question 1

Under the law of contract, _____ is the exchange for the promise given.

- (A) intention to create legal relations
- (B) genuine consent
- (C) agreement
- (D) consideration

Sample Question 2

Issuance of Sukuk Islamic Securities involving a partnership arrangement between two or more parties to finance a business venture whereby all parties contribute capital either in the form of cash or in kind for the purpose of financing the business venture. Any profit derived from the venture will be distributed based on a pre-agreed profit sharing ratio, but a loss will be shared on the basis of capital contribution.

The above describes the Islamic principle of:

- (A) Musharakah
- (B) Mudharabah
- (C) Murabahah
- (D) Istisna'

Sample Question 3

Which of the following categories of principal advisers are permitted to submit all types of corporate proposals?

- (i) Investment banks
 - (ii) Universal brokers
 - (iii) 1+1 brokers
 - (iv) Special scheme brokers
-
- (A) (i) and (ii) only
 - (B) (iii) and (iv) only
 - (C) (i), (ii) and (iii) only
 - (D) All of the above

Sample Question 4

In relation to the right of appointment of principal advisers, what are the rights reserved for the Securities Commission Malaysia?

- (i) Right to request for the appointment of an independent adviser**
 - (ii) Right not to allow submissions by the principal adviser in cases where the Securities Commission Malaysia considers the principal adviser to be incapable of giving impartial advice**
 - (iii) Right to decline submissions of the principal adviser where the principal adviser has an interest in the outcome of the proposal**
 - (iv) Right to appoint a new principal adviser in place of the existing principal adviser**
-
- (A) (i) and (iv) only**
 - (B) (i), (ii) and (iii) only**
 - (C) (ii), (iii) and (iv) only**
 - (D) All of the above**

Answers

Sample Question 1 - D

Sample Question 2 - A

Sample Question 3 - A

Sample Question 4 - B