

**P.U. (A) 8/2008**

***Incorporating latest amendment – P.U.(A) 135/2009 (CIF: 2 April 2009)***

CAPITAL MARKETS AND SERVICES ACT 2007

CAPITAL MARKETS AND SERVICES (PRICE STABILIZATION MECHANISM)  
REGULATIONS 2008

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## CAPITAL MARKETS AND SERVICES ACT 2007

### CAPITAL MARKETS AND SERVICES (PRICE STABILIZATION MECHANISM) REGULATIONS 2008

IN exercise of the powers conferred by paragraph 98(4)(e), section 180 and subsection 188(5) of the Capital Markets and Services Act 2007 [*Act 671*], the Minister makes the following regulations:

#### Citation and commencement

1. (1) These regulations may be cited as the **Capital Markets and Services (Price Stabilization Mechanism) Regulations 2008**.

(2) These Regulations shall come into operation on 11 January 2008.

#### Interpretation

2. In these Regulations, unless the context otherwise requires—

“closing date”, in relation to an offer, means the date specified in the prospectus as the last date for the submission of applications for subscription or purchase of the relevant securities being offered;

*[Am. P.U. (A) 135/2009]*

“initial stabilizing price” means the price at which the stabilizing manager takes any initial stabilizing action;

“issue price” means the institutional price offered in an initial public offer;

“offer” means an offer for subscription or purchase of relevant securities in conjunction with the listings of such relevant securities on a stock exchange, or on

both a stock exchange and an overseas stock exchange, as the case may be, where the relevant securities are not previously listed on any stock exchange or overseas stock exchange;

*[Subs. P.U.(A) 135/2009]*

“relevant offer” means an offer to purchase relevant securities in respect of which any stabilizing action is taken;

*[Am. P.U. (A) 135/2009]*

“relevant securities” means equity securities listed on the stock exchange;

*[Am. P.U. (A) 135/2009]*

“stabilizing action” means any action undertaken by a stabilizing manager pursuant to regulation 4;

“stabilizing manager” means a person who is appointed under subregulation 4(1) to undertake a stabilizing action on behalf of the issuer;

“stabilizing period” means the period as defined in regulation 7;

“stabilizing price”, in relation to any relevant securities, means the price specified in the Schedule at which any stabilizing action may be taken.

### **Non-application of sections 98, 175, 176 and 188 of the Act**

3. Subject to the provisions of these Regulations—

- (a) subsection 98(1) of the Act shall not apply to any sale of securities resulting from any over-allotment action taken by a stabilizing manager; and
- (b) section 175, 176 or 188 of the Act shall not apply to any stabilizing action taken by a stabilizing manager.

## **Stabilizing manager and the responsibilities**

4. (1) The issuer of an offer shall appoint a stabilizing manager to undertake any stabilizing actions on its behalf and shall ensure that—

- (a) the appointment is made in writing; and
- (b) the stock exchange on which the relevant securities are or are intended to be listed is notified of the appointment before the closing date of the offer.

*[Am. P.U. (A) 135/2009]*

(2) The stabilizing manager may take all or any of the following actions in respect of any relevant securities during the stabilizing period—

- (a) purchase any of the relevant securities; or
- (b) offer or attempt to do anything in relation to the purchase,

for the sole purpose of preventing or minimizing any reduction in the market price of the relevant securities.

(3) The stabilizing manager—

- (a) shall take stabilizing action only after he is reasonably satisfied that the price of the relevant securities is not false or misleading; and
- (b) shall continue with the stabilizing action only after he is reasonably satisfied that the price of the relevant securities has not become false or misleading for any reason other than by reason of stabilizing action.

(4) No bid may be made or transaction effected in the course of any stabilizing action in respect of any relevant offer except by the stabilizing manager.

(5) No stabilizing action may be taken in respect of an offer of relevant securities at a price higher than the price specified in the second column of the Schedule or its equivalent in a foreign currency based on the relevant exchange rate immediately prior to each stabilizing action, under the circumstances corresponding to that price in the first column of the Schedule.

### **Conditions for stabilizing action**

5. Any stabilizing action may only be taken in respect of an initial public offer in accordance with the following conditions:

(a) the relevant securities are intended to be listed on the stock exchange or both the stock exchange and an exchange outside Malaysia, as the case may be;

*[Am. P.U. (A) 135/2009]*

(b) the total value of the relevant securities offered is not less than one hundred million ringgit;

*[Am. P.U. (A) 135/2009]*

(c) the offer is to be or has been the subject of a prospectus that contains a provision for an over-allotment option not exceeding fifteen per centum of the total number of relevant securities offered for subscription or purchase in the initial public offer before any over-allotment;

*[Am. P.U. (A) 135/2009]*

(d) the prospectus states—

(i) that stabilizing action may be taken in respect of the relevant securities;

- (ii) the maximum period during which stabilizing action may be taken;
- (iii) the number of relevant securities which are the subject of an over-allotment option, if applicable; and
- (iv) the number of relevant securities that the stabilizing manager may buy to undertake stabilizing action, which shall not exceed the number of relevant securities specified in paragraph (c); and

*[Am. P.U. (A) 135/2009]*

- (e) the offer is on cash terms and is to be, is or has been, made at a specified price payable in any currency.

### **Restrictions on stabilizing action**

6. The stabilizing manager shall not take any stabilizing action in respect of the relevant securities where—

- (a) the stabilizing manager or its associate has, in connection with the offer relating to the relevant securities, an option or other right to purchase or subscribe for the relevant securities; and
- (b) that option or right may be exercised or relied on during the stabilizing period,

unless the existence and principal terms of the option or right have been disclosed in the prospectus.

## **Stabilization period**

7. The stabilization period for any stabilizing action shall be thirty calendar days commencing from the first day of trading on the stock exchange of the relevant securities.

## **Cessation of stabilization actions**

8. Notwithstanding regulation 7, no stabilizing action shall be effected after the date when the stabilizing manager has bought, whether on the stock exchange or an exchange outside Malaysia or both, the total number of the relevant securities that the stabilizing manager may buy to undertake the stabilizing action as stated in the prospectus.

## **Disclosure of stabilizing actions**

9. (1) A public announcement shall be made, through the stock exchange on which the relevant securities are or are intended to be listed, on the business day of that exchange immediately following the closing date of the offer, stating—

*[Am. P.U. (A) 135/2009]*

(a) that such relevant securities may be subject to stabilizing action;

*[Am. P.U. (A) 135/2009]*

(b) the maximum period during which stabilizing action may be taken;

(c) the number of relevant securities which are the subject of an over-allotment option, if applicable; and

*[Am. P.U. (A) 135/2009]*

- (d) the number of relevant securities that the stabilizing manager may buy to undertake stabilizing action, which shall not exceed the number prescribed in paragraph 5(c).

*[Am. P.U. (A) 135/2009]*

(2) Where, pursuant to any stabilizing action, a transaction to buy any relevant securities has been effected, the stabilizing manager shall make a public announcement through the exchange of the number and the price range of the relevant securities bought by the stabilizing manager, no later than twelve noon on the first trading day of that exchange immediately following the day on which the transaction was effected.

(3) The stabilizing manager shall, within seven days after the end of the stabilizing period, make a public announcement through the exchange on the cessation of the stabilization action and such announcement shall contain the following information:

- (a) the last date of stabilizing period;
- (b) whether or not any stabilizing action was taken;
- (c) where there were more than one purchase in the course of any stabilizing action, the price range between which purchases were made;
- (d) where applicable, the date of the last purchase in the course of any stabilizing action and the price at which it was made;
- (e) where applicable, the extent to which any over-allotment option was exercised; and
- (f) such other information as the exchange may specify.

## **Register of stabilizing actions**

**10.** The stabilizing manager shall—

- (a)* establish and maintain a register of stabilizing actions in such form and manner as the stock exchange or the exchange outside Malaysia may require; and
- (b)* record in the register the particulars of each stabilizing action and providing such information as may be specified in the rules of the stock exchange or the exchange outside Malaysia, as the case may be.

## **Stabilization outside Malaysia**

**11.** Any person who, in a place outside Malaysia, carries out any activities in respect of any relevant securities for the purposes of preventing or minimizing any reduction in the market price of the relevant securities traded on a stock market outside Malaysia, shall be regarded as carrying out such activities in compliance with these Regulations if —

- (a)* the listing of the relevant securities has been approved by the Commission under section 212 of the Act; and
- (b)* the activities are carried out in accordance with the requirements that are comparable or equivalent to these Regulations.

SCHEDULE

(Regulation 2)

Maximum price for stabilizing action

	<b>Time or circumstances of action</b> (1)	<b>Maximum price</b> (2)
1.	Initial stabilizing action	The issue price
2.	After the initial stabilizing action, where there has been a transaction effected at a price above the initial stabilizing price at the stock exchange or an exchange outside Malaysia, as the case may be, by an independent buyer	The issue price, or the price at which the transaction was done by the independent buyer at the stock exchange or the exchange outside Malaysia, as the case may be, whichever is the lower
3.	After the initial stabilizing action, if there is no transaction as described in item 2	The initial stabilizing price

Dated 2 January 2008

[KK/BPKA/K1/(S)/483/128/1/1; PN(PU<sup>2</sup>)662/II]

TAN SRI NOR MD BIN YAKCOP  
*Second Finance Minister*