Suruhanjaya Sekuriti
Securities Commission
Malaysia

GUIDANCE FOR LISTING OF HONG KONG COMPANIES ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD

(Issued on 30 September 2026)

1. The purpose of this document is to give an overview of the key requirements and processes applicable to a Hong Kong-incorporated company[1] seeking a primary or secondary listing on the MAIN Market of Bursa Malaysia Securities Berhad (Bursa Malaysia).

2. The MAIN Market is Bursa Malaysia's premier market for established companies that meet prescribed standards of quality, operational track record and size. An applicant seeking a listing on the MAIN Market of Bursa Malaysia must satisfy the relevant admission criteria, including the minimum profit track record or market capitalisation requirements.

3. On 23 July 2026, the Securities Commission Malaysia (SC) and the Securities and Futures Commission of Hong Kong (SFC) entered into a Memorandum of Understanding Concerning Mutual Recognition of Covered Funds and Simplified Dual IPO Listing Framework (MoU). The MoU facilitates cross-listings of equity securities between Malaysia and Hong Kong, enhances regulatory collaboration between the SC and the SFC, and establishes a framework for concurrent IPO listings in Hong Kong and Malaysia.

4. The mutual recognition and dual listing framework under the MoU are supported by existing regulatory cooperation arrangements between the SC and the SFC. These arrangements facilitate supervisory cooperation, information sharing and enforcement assistance in relation to cross-border capital market activities, as set out in the IOSCO Multilateral Memorandum of Understanding Concerning Consultation and Cooperation and the Exchange of Information (IOSCO MMoU) and bilateral memorandum of understanding[2] signed between the SC and the SFC.

---

[1] A company incorporated in a jurisdiction other than Hong Kong ("Other Company") seeking a listing on the Stock Exchange of Hong Kong Limited may also submit an application for the secondary listing on the MAIN Market of Bursa Malaysia as part of its proposed dual IPO listing under the simplified cross-listing framework established pursuant to the MoU, subject to the Other Company providing confirmation to the SC that the corporate governance standards, protection of shareholders and minority interest and regulation of take-overs and mergers of the Other Company's home jurisdiction are of similar standards with Hong Kong laws.

[2] Memorandum of Understanding dated 22 February 1994 and 23 July 2026, respectively.

5. Pursuant to the MoU, a company incorporated in Hong Kong seeking a dual primary or secondary listing in Malaysia must, among others—

   (a) comply with the applicable Malaysian regulatory framework;

   (b) satisfy the eligibility requirements under the SC's *Equity Guidelines* and Bursa Malaysia's *MAIN Market Listing Requirements*; and

   (c) adhere to the shareholder protection standards applicable in Malaysia.

6. This document provides a general summary of the key requirements as at the date of its issuance and should be read together with the relevant Malaysian laws, regulations and guidelines, as may be amended from time to time. The SC may impose additional requirements relating to the approval, post-approval and ongoing compliance obligations applicable to a Hong Kong company listed in Malaysia. The SC may also request further information, or waive or modify certain requirements on a case-by-case basis, where appropriate.

7. This document is not intended to be exhaustive and should not be regarded as a checklist or a substitute for the applicable legal and regulatory requirements, nor does it constitute professional advice. In the event of any inconsistency between this document and the applicable laws, regulations or guidelines, the latter shall prevail. The applicant and their advisers are encouraged to consult with the SC where clarification on any regulatory requirement is required.

8. Where compliance is required under both the Malaysian and Hong Kong regulatory frameworks, the more stringent requirement should apply unless otherwise specified by the relevant regulator or exchange. Notwithstanding this, the SC may, upon application, grant an exemption from, or a variation to, the requirements under its guidelines if the SC is satisfied that—

   (a) such variation is not contrary to the intended purpose of the relevant provisions in the guidelines; or

   (b) there are mitigating factors which justify such exemption or variation.

9. A potential applicant or an applicant should promptly notify the SC of any changes to the laws, regulations or market practices of Hong Kong referred to in this document, as such changes may affect the applicability of the matters set out in this document.

PART 1 – OVERVIEW OF APPLICABLE REGULATORY REGIME

Regulatory regime and regulators

10. An applicant is subject to the Malaysian corporate and capital market regulatory framework. Key legislations, regulations and guidelines applicable include, among others—

    (a) *Capital Markets and Services Act 2007* (CMSA);

    (b) *Companies Act 2016*, administered and enforced by the Companies Commission of Malaysia;

    (c) *Malaysian Code on Take-Overs and Mergers 2016*;

    (d) *Rules on Take-Overs, Mergers and Compulsory Acquisitions 2016*;

    (e) *Equity Guidelines*;

    (f) *Prospectus Guidelines*; and

    (g) Bursa Malaysia's *MAIN Market Listing Requirements*.

    The SC is the principal regulator responsible for the regulation and supervision of Malaysia's capital markets and the administration of the applicable securities laws.

Comparable jurisdiction

11. A foreign corporation seeking a listing on Bursa Malaysia (Applicant) must be incorporated in a jurisdiction whose legal and regulatory framework provides standards that are broadly equivalent to those in Malaysia, particularly in relation to—

    (a) corporate governance;

    (b) protection of shareholders and minority interests; and

    (c) regulation of take-overs and mergers.

12. In this regard, where the laws and regulations applicable to the Applicant do not provide standards equivalent to those required in Malaysia, the SC may consider the listing application if such standards can be achieved through amendments to the Applicant's constituent documents or other appropriate measures.

13. The Applicant must also ensure that its securities are validly issued in accordance with its constituent documents and the applicable laws and regulations of Malaysia, and obtain all necessary approvals, consents or clearances from the relevant authorities, where required, prior to submitting its listing application to the SC.

14. An Applicant must comply with all applicable Malaysian laws, regulations and restrictions relating to dealings with specified persons and restricted jurisdictions, including any directions issued by the central bank of Malaysia, Bank Negara Malaysia (BNM) from time to time.

PART 2 – ELIGIBILITY AND LISTING REQUIREMENTS

Eligibility and suitability for listing

15. The Applicant must comply with the eligibility requirements prescribed under the *Equity Guidelines*, Bursa Malaysia's MAIN Market Listing Requirements, and all other applicable Malaysian laws and regulations. The Applicant and its advisers are encouraged to engage with the SC at an early stage and consult the SC prior to the submission of a listing application.

16. Notwithstanding compliance with the applicable requirements, the SC reserves the right to refuse a listing application where it considers that the Applicant or its business is not suitable for listing or where the proposed listing is contrary to the public interest.

Registration as foreign company

17. The Applicant must also be registered as a foreign company with the Companies Commission of Malaysia prior to listing. It must maintain its registration and comply with all applicable continuing obligations under the *Companies Act 2016* throughout its listing.

Corporate and shareholding structure

18. The share capital structure of the Applicant must comply with applicable Malaysian laws and regulatory requirements. Securities in bearer form, or any securities that confer ownership by possession, are not eligible for listing on Bursa Malaysia.

19. Additionally, the Applicant must not have a shareholding structure that results in disproportionate voting rights, including dual-class shares, weighted voting rights or similar arrangements, as such structures are not permitted under the *Companies Act 2016*.

Representative in Malaysia

20. The Applicant must maintain a registered office in Malaysia and appoint a duly authorised resident representative to receive communications, notices and regulatory correspondence on its behalf, and to facilitate compliance with applicable Malaysian laws and regulatory requirements.

Securities registration and transfer arrangements

21. The Applicant must establish and maintain appropriate arrangements for the registration, transfer and administration of securities in Malaysia, including maintaining a branch register that is open for inspection by its Malaysian shareholders.

22. The Applicant must also clearly disclose the following to its shareholders in the prospectus:

    (a) The fungibility of its securities between Malaysia and Hong Kong;

    (b) The procedures for transferring securities between Bursa Malaysia Depository Sdn Bhd and Hong Kong's Central Clearing and Settlement System (CCASS);

    (c) Any restrictions on the deposit, withdrawal, or transfer of securities between Malaysia and Hong Kong; and

    (d) The rights, interests, and protections afforded to investors under such arrangements.

Board composition and corporate governance

23. The Applicant must comply with the corporate governance requirements prescribed under the CMSA, *Equity Guidelines* and Bursa Malaysia's MAIN Market Listing Requirements, including making the requisite corporate governance disclosures and reporting on the application of the principles and practices set out in the *Malaysian Code on Corporate Governance* (MCCG).

24. The Applicant must adopt and maintain a fit and proper policy governing the appointment and re-election of directors, and ensure all directors satisfy the applicable fit and proper criteria and eligibility requirements.

25. The board of directors must be constituted in accordance with the MAIN Market Listing Requirements, including the requirements relating to board independence and gender diversity. In particular, the board must comprise at least two independent directors or one-third of the board, whichever is higher, and at least one woman director. The Applicant is

also encouraged to have at least 30% women directors on their board, consistent with the recommendation under the MCCG.

26. The Applicant must also comply with the following director residency requirements:

    (a) Where its operations are entirely or predominantly Malaysian-based, a majority of its directors must have their principal or only place of residence within Malaysia; and

    (b) Where its operations are entirely or predominantly foreign-based, at least two independent directors whose principal or only place of residence is within Malaysia, of whom at least one must be a member of the applicant's audit committee.

    Accordingly, the Applicant must disclose the principal place of residence of each director in its appointment announcements.

27. The nominating committee and audit committee must be constituted in accordance with the composition requirements prescribed under the MAIN Market Listing Requirements.

Public spread and Bumiputera Equity Requirements

28. The Applicant must comply with any applicable foreign ownership restrictions, equity participation requirements and licensing conditions imposed under Malaysian laws or by the relevant sector regulators.

29. The Applicant must satisfy the minimum public shareholding spread requirements prescribed by Bursa Malaysia. Where applicable, the Applicant must also comply with any Bumiputera equity participation requirements imposed by the SC. Applicant with predominantly foreign-based operations may be exempted from the Bumiputera equity requirements. For further information in relation to Bumiputera equity requirements, please refer to FAQ on Bumiputera Equity Requirement for Public Listed Companies and Paragraph 1 of **Appendix III**.

Financial reporting and audit requirements

30. The Applicant must prepare its financial statements in accordance with the approved accounting standards under the *Financial Reporting Act 1997* and ensure that its financial statements are audited in accordance with the auditing and financial reporting standards accepted by the SC and Bursa Malaysia.

31. The Applicant must appoint an external auditor and ensure that its financial statements are audited by an auditor registered or recognised by the Audit Oversight Board (AOB) of the SC.

PART 3 – SHAREHOLDER PROTECTION STANDARDS

32. Unless otherwise determined by the SC, compliance by an Applicant incorporated in Hong Kong with the shareholder protection requirements under its Home Jurisdiction Standards will generally be regarded as providing shareholder protection standards that are substantially equivalent to those applicable in Malaysia. Nevertheless, the SC may, on a case-by-case basis, impose conditions or additional measures as it considers necessary based on the circumstances of the Applicant.

33. Where the Home Jurisdiction Standards do not provide shareholder protection that is substantially equivalent to those standards applicable in Malaysia, or where such protection may be modified, limited or overridden by the Applicant's constituent documents, or where any change results in the Home Jurisdiction Standards no longer providing shareholder protection standards that are substantially equivalent to the standards applicable in Malaysia, the Applicant must immediately notify the SC and address the relevant differences through amendments to the Applicant's constituent documents or other appropriate measures.

PART 4 – OTHER MATTERS

Compliance with Malaysian Code on Take-Overs and Mergers

34. The Applicant must demonstrate that the Home Jurisdiction Standards accord equivalent level of protection to offeree shareholders as those provided under the CMSA, the *Malaysian Code on Take-Overs and Mergers 2016* (Code) and *Rules on Take-Overs*, *Mergers and Compulsory Acquisitions 2016* (Rules) (Malaysian TOM Requirements).

35. The Applicant must disclose any material difference between the Home Jurisdiction Standards and the Malaysian TOM Requirements.

36. The differences between the Malaysian TOM Requirements and the provisions of the SFC's Codes on Takeovers and Mergers and Share Buy-backs are set out in **Appendix I**.

Compliance with BNM's Foreign Exchange Policy

37. The Applicant must comply with all applicable requirements under the Foreign Exchange Policy Notices issued by BNM, including any applicable approval, notification, reporting or other regulatory requirements in relation to—

    (a) the quotation, trading or settlement of its securities in a currency other than Ringgit Malaysia; and

(b) the utilisation, remittance or repatriation of proceeds arising from any offering of its securities.

38. The Applicant must also ensure that all arrangements relating to the offering, issuance, subscription, holding, trading and transfer of its securities are conducted in compliance with the applicable Foreign Exchange Policy Notices issued by BNM.

PART 5 – SPECIFIC REQUIREMENTS FOR SECONDARY LISTING

39. The Applicant seeking a secondary listing on the MAIN Market of Bursa Malaysia must comply with the requirements set out herein, subject to the additional requirements, modifications or exceptions as may be prescribed by the SC.

40. The Applicant must already have a primary listing on the Main Board of the Stock Exchange of Hong Kong Limited (SEHK) and be in full compliance with the listing rules of SEHK.

41. In terms of director residency requirements, the Applicant must have at least two directors whose principal or only place of residence is within Malaysia. At least one of these directors must be a member of the Applicant's audit committee.

42. The Applicant is exempted from the full application and reporting of the MCCG, as long as it maintains full compliance with the primary listing rules and corporate governance framework of its home jurisdiction.

43. The Applicant may apply for a waiver from compliance with any part of the Division 2 of Part VI of the CMSA on Take-overs, Mergers and Compulsory Acquisitions, the Code and the Rules on such terms and conditions as may be imposed by the SC. For further information in relation to waiver application, please refer to **Appendix II**.

PART 6 – SIMPLIFIED DUAL IPO LISTING FRAMEWORK

44. An applicant seeking a simultaneous primary listing and secondary listing in Hong Kong or Malaysia under the simplified cross-listing framework established pursuant to the MoU may benefit from a streamlined application process. This will be undertaken through a Single Application Submission model, where all required application materials are submitted through the home regulator. The table below outlines the application, prospectus and submission requirements applicable under the different scenario.

<table>
<tr><th></th><th>Primary listing: Hong Kong[3]; Secondary listing: Malaysia</th><th>Primary listing: Malaysia; Secondary listing: Hong Kong[4]</th></tr>
<tr><td colspan="3">Single Application Submission</td></tr>
<tr><td rowspan="2">Application materials</td><td>Applicant submits to SEHK:
Full application materials required by SEHK; and
Full application materials required by SC and the additional information as set out in Appendix III.</td><td>Applicant submits to the SC:
Full application materials required by the SC; and
Full application materials required by SEHK.</td></tr>
<tr><td colspan="2">Note:
The submission package should be structured in two separate clearly identified parts:
(i) SEHK application materials; and
(ii) SC application materials.

Should the same application materials / documents be required in both parts, references can be made to the relevant materials / documents in the other part of the submission.</td></tr>
<tr><td>Other matters relating to the Application</td><td colspan="2">1. Type of listing
Applicants should specify in the submissions to the authorities whether the listing is:
Hong Kong Primary / Malaysia Secondary; or
Malaysia Primary / Hong Kong Secondary.
2. Guidance for Hong Kong-licensed sponsor
The sponsor should submit information regarding the applicant’s principal activities when it files the sponsor engagement notification to SEHK.

3. Authorisation for primary listing authority to file documents with secondary listing authority</td></tr>
</table>

[3] For a primary listing in Hong Kong, an overseas issuer must be incorporated in a jurisdiction that is included on HKEX's List of Overseas Jurisdictions of Incorporation.

[4] For a secondary listing in Hong Kong, the applicant must be a public company incorporated in Malaysia that is subject of an application for listing on the Main Market of Bursa Malaysia.

	Primary listing: Hong Kong[3]; Secondary listing: Malaysia	**Primary listing: Malaysia; Secondary listing: Hong Kong[4]**
	In its submission, an applicant should include an authorisation permitting the primary listing authority to file with the secondary listing authority all materials and documents submitted relating to the application, including those submitted by its advisors and agents on its behalf, and an acknowledgement that both the primary listing authority and the secondary listing authority will have access to such materials and documents. **4. Application for relief / waiver from compliance with guidelines or listing requirements** Applications for relief/ waiver, if applicable, are to be submitted as part of application materials. **5. Document format** Applicants are reminded that documents submitted should be in text searchable PDF format.	
Prospectus	Single prospectus submitted **to SEHK**, incorporating the requirements by the SC.	Single prospectus submitted **to SC**, incorporating requirements by SEHK.
Submitting party	**SFC-licensed sponsor** • Application for secondary listing in Malaysia to be signed by a recognised principal adviser or an SFC-licensed sponsor[5]	**Recognised principal adviser** • Application for secondary listing in Hong Kong to be signed by an SFC-licensed sponsor
Regulatory queries and applicant's responses	**Single set of regulatory queries issued by:** SEHK	**Single set of regulatory queries issued by:** SC

[5] Refers to an SFC-licensed sponsor that has affiliates within the same group who are either recognised principal adviser or a holder of a Capital Markets Services Licence to carry on the regulated activity of advising on corporate finance in Malaysia, and is allowed by the SC to sign applications submitted to the SC.

	Primary listing: Hong Kong[3]; Secondary listing: Malaysia	**Primary listing: Malaysia; Secondary listing: Hong Kong[4]**
	Responses to queries to be submitted to: SEHK	**Responses to queries to be submitted to:** SC
Listing and quotation application to Bursa Malaysia	• Applicant must comply with the applicable provisions of the MAIN Market Listing Requirements relating to a secondary listing. • Applicant **concurrently submits** its listing application[6] and supporting documents for the listing and quotation of its shares on the MAIN Market as part of SC Application Materials **to SEHK**.	• Applicant must comply with the applicable provisions of the MAIN Market Listing Requirements relating to a primary listing. • Applicant **concurrently submits** its listing application and supporting documents for the listing and quotation of its shares on the MAIN Market **to SC**.
Reporting Accountant ("RA")	• For a listing in Malaysia, the RA must be registered with the Audit Oversight Board (AOB) of the SC. If a foreign audit firm is appointed to become the RA, such foreign audit firm will be required to apply for recognition by the AOB. Please refer to the website of AOB for further information on Recognition of Audit Firms and Individual Auditors. It is advisable to start the process at least three months before the date of submission of the IPO application. • For a listing in Hong Kong, the RA must be independent of the issuer to the same extent as required of an auditor under the Companies Ordinance (Cap. 622) and must comply with the independence requirements issued by Hong Kong Institute of Certified Public Accountants or International Federation of Accountants. An applicant must normally appoint a firm that is a Registered PIE Auditor and is not prohibited from acting under	

[6] Please refer to item 3 in **Appendix III**.

	Primary listing: Hong Kong[3]; Secondary listing: Malaysia	**Primary listing: Malaysia; Secondary listing: Hong Kong[4]**
	the Accounting and Financial Reporting Council Ordinance (Cap. 588)[7].	
Prospectus exposure	**Coordination on exposure and registration of draft prospectus** The applicant should coordinate the timing of the exposure of the draft prospectus or updated prospectus, as applicable, and the registration of the prospectus in the respective jurisdictions. The applicant should discuss the proposed timetable with both authorities at an early stage and keep them informed of any subsequent changes.	

[7] If the applicant intends to appoint an overseas audit firm as its reporting accountant, please refer to Chapter 2.1 of SEHK's Guide for New Listing Applicants. Information on the registration of Hong Kong auditors as PIE auditors and the recognition of non-Hong Kong auditors as PIE auditors can be found on the website of the Accounting and Financial Reporting Council.

APPENDIX I

Differences between Malaysian TOM Requirements and SFC's Codes on Takeovers and Mergers and Share Buy-backs

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
Section 216 of the CMSA **Definition of "control"**	Under Section 216 of the CMSA, "control" means the acquisition or holding of, or entitlement to exercise or control the exercise of, voting shares or voting rights of 33% or more, or such other amount as may be prescribed in the Malaysian Take-Over Code in a company, howsoever effected.	**Definition of "control" under HK Takeovers Code**	Definition of "control" shall be deemed to mean a holding, or aggregate holdings, of 30% or more of the voting rights of a company, irrespective of whether that holding or holdings give de facto control.
Subsection 216(2) and (3) of the CMSA **Definition of "person acting in concert"**	(2) For the purposes of this Division, a reference to "persons acting in concert" shall be construed as a reference to persons who, pursuant to an agreement, arrangement or understanding, co-operate to— (a) acquire jointly or severally voting shares of a company for the purpose of obtaining control of that company; or (b) act jointly or severally for the purpose of exercising control over a company.	**Definition of Acting in Concert under HK Takeovers Code**	Acting in concert: Persons acting in concert comprise persons who, pursuant to an agreement or understanding (whether formal or informal), actively cooperate to obtain or consolidate "control" (as defined below) of a company through the acquisition by any of them of voting rights of the company.
	(3) Without prejudice to the generality of subsection (2), the following persons shall be presumed to be persons acting in concert unless the contrary is established:		Without prejudice to the general application of this definition, persons falling within each of the following classes will be presumed to be acting in concert with others in the same class unless the contrary is established:

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
	(a) a corporation and its related and associate corporations;		(1) a company, its parent, its subsidiaries, its fellow subsidiaries, associated companies of any of the foregoing, and companies of which such companies are associated companies;
	(b) a corporation and any of its directors, or the close relative of any of its directors, or the spouse of any such director or any such relative, or any related trusts;		(2) a company with any directors (together with their close relatives, related trusts and companies controlled* by any of the directors, their close relatives or related trusts) of it or of its parent;
	(c) a corporation and any pension fund established by it;		(3) a company with any of its pension funds, provident funds and employee share schemes;
	(d) a person and any investment company, unit trust or other fund whose investments such person manages on a discretionary basis;		(4) a fund manager (including an exempt fund manager) with any investment company, mutual fund, unit trust or other person, whose investments such fund manager manages on a discretionary basis, in respect of the relevant investment accounts;
	(e) a financial adviser and its client which is a corporation, where the financial adviser manages on a discretionary basis the corporation's funds and has ten per centum or more of the voting shares in that corporation;		(5) a financial or other professional adviser (including a stockbroker) with its client in respect of the shareholdings of the adviser and persons controlling*, controlled by or under the same control as the adviser (except in the capacity of an exempt

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
			principal trader or exempt fund manager);
	(f) a person who owns or controls twenty per centum or more of the voting shares of a corporation falling within paragraph (a) and any close relative of such person, or the spouse of such person or any such relative, or any related trusts together with one or more persons falling within paragraph (a)		*Note 1. Classes (1) and (8) If an individual owns or controls 20% or more of the voting rights of a company in class (1), he and one or more other persons falling within class (8) will be presumed to be acting in concert with one or more persons in class (1) unless the contrary is established.
	No equivalent provision		(6) directors of a company (together with their close relatives, related trusts and companies controlled* by such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;
	(g) partners of a partnership		(7) partners;
	(h) an individual and any person who is accustomed to act in accordance with the instructions of the individual, and the close relative of, companies controlled by, or related trusts of, the individual; and		(8) an individual (including any person who is accustomed to act in accordance with the instructions of the individual) with his close relatives, related trusts and companies controlled# by him, his close relatives or related trusts; and

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
	(i) a person, other than a licensed bank or a prescribed institution, who, directly or indirectly, provides finance or financial assistance, in connection with an acquisition of voting shares or voting rights, with a person who receives such finance or financial assistance;		(9) a person, other than an authorised institution within the meaning of the Banking Ordinance (Cap. 155) lending money in the ordinary course of business, providing finance or financial assistance (directly or indirectly) to any person (or a person acting in concert with such a person) in connection with an acquisition of voting rights (including any direct or indirect refinancing of the funding of the acquisition).
Paragraph 4.01 Malaysian Take-Over Rules **Mandatory Offer**	Unless otherwise exempted by the SC, a mandatory offer shall apply to an acquirer in the following situations: (a) Where the acquirer has obtained control in a company (i.e. holding 33% or more voting shares); or (b) Where the acquirer has triggered the creeping threshold, meaning an acquisition of more than 2% of the voting shares or voting rights of a company in any six-month period by an acquirer holding over 33% but not more than 50% of the voting shares or voting rights of the company, irrespective of how control has been effected or the creeping threshold has been triggered, including by way of a scheme.	**Rule 26.1 under HK Takeovers Code** **Mandatory Offer**	Subject to the granting of a waiver by the Executive Director of the Corporate Finance Division of the SFC (the "Executive"), a person shall extend offers, to the holders of each class of equity share capital of the company where: (a) Any person acquires, whether by a series of transactions over a period of time or not, 30% or more of the voting rights of a company; (b) Two or more persons are acting in concert, and they collectively hold less than 30% of the voting rights of a company, and any one or more of them acquires voting rights and such acquisition has the effect of increasing their collective holding of

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
			voting rights to 30% or more of the voting rights of the company; (c) Any person holds not less than 30%, but not more than 50%, of the voting rights of a company and that person acquires additional voting rights and such acquisition has the effect of increasing that person's holding of voting rights of the company by more than 2% from the lowest percentage holding of that person in the 12 month period ending on and inclusive of the date of the relevant acquisition; or (d) Two or more persons are acting in concert, and they collectively hold not less than 30%, but not more than 50%, of the voting rights of a company, and any one or more of them acquires additional voting rights and such acquisition has the effect of increasing their collective holding of voting rights of the company by more than 2% from the lowest collective percentage holding of such persons in the 12-month period ending on and inclusive of the date of the relevant acquisition.

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
Note to subparagraph 4.03(1)(a) Malaysian Take-Over Rules **Shareholders coming together to act in concert**	Where a party has acquired shares independently of other shareholders, or potential shareholders, but subsequently comes together with other shareholders to co-operate to obtain or consolidate control or exercise control over a company, a mandatory offer obligation will arise.	**Note 2 to Rule 26.1 under HK Takeovers Code** **Shareholders coming together to act in concert**	Acting in concert requires the co-operation of two or more parties. Where a party has acquired shares independently of other shareholders, or potential shareholders, but subsequently comes together with other shareholders to cooperate to obtain or consolidate control of a company and their existing shareholdings amount to 30% or more of the voting rights of that company, the Executive would not normally require a general offer to be made under Rule 26.1. Such parties having once joined together however, the provisions of Rule 26.1 would apply so that:— (a) if the combined shareholdings amounted to less than 30% of the voting rights of that company, an obligation to make an offer would arise if any member of that group acquired further shares such that total holdings of voting rights reached 30% or more; or (b) if the combined shareholdings amounted to between 30% and 50% of the voting rights of that company, no member of that group could acquire shares which would result in acquisitions by the group amounting to more than 2% of the voting rights of the company in any 12-month period without incurring a similar obligation.

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
Paragraph 4.08 Malaysian Take-Over Rules **Vote of independent shareholders on issuance of new securities (Whitewash Procedure)**	In respect of whitewash waivers, an offeror may apply for an exemption from a mandatory offer obligation when the issue of new securities as consideration for an acquisition, or a cash subscription, or the taking of a scrip dividend, would otherwise result in an obligation to make a mandatory offer. The SC may consider granting an exemption if an offeror and persons acting in concert have satisfied the following conditions: (a) There is no acquisition of shares or instruments convertible into shares and options in respect of shares (other than subscriptions for new shares or new instruments convertible into or options in respect of new shares which have been disclosed in the whitewash circular) by the offeror and persons acting in concert with him, in the six months prior to the announcement of the proposals but subsequent to negotiations, discussions or the reaching of understandings or agreements with the directors of the company in relation to the proposed issue of new securities until completion of the subscription; and (b) Approval has been obtained from independent holders of voting shares or voting rights of the offeree at a meeting of the holders of the relevant class of	**Note 1 on dispensation of Rule 26 under HK Takeovers Code** **Vote of independent shareholders on the issue of new securities (Whitewash)**	In respect of whitewash waivers, when the issue of new securities as consideration for an acquisition, or a cash subscription, or the taking of a scrip dividend, would otherwise result in an obligation to make a mandatory offer, the Executive will normally waive the obligation if the whitewash waiver and the underlying transaction(s) are separately approved by at least 75% and more than 50% respectively of the independent vote that are cast either in person or by proxy at a shareholders' meeting. For this purpose "independent vote" means a vote by shareholders who are not involved in, or interested in, the transaction in question. The grant of a whitewash waiver is also subject to the person to whom the new securities are to be issued or any person acting in concert with him has not acquired voting rights in the offeree company (save for subscriptions for new shares which have been fully disclosed in the whitewash circular) in the six months before the announcement of the proposals but subsequent to negotiations, discussions or the reaching of understandings or agreements with the directors of the company (which would include informal discussions) in relation to the proposed issue of new securities. A waiver will not be granted or if granted will be invalidated

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
	voting shares or voting rights to waive their rights to receive the mandatory offer from the offeror and persons acting in concert. The Rules do not specifically prescribe the approval threshold. In practice, the whitewash resolution is passed as an ordinary resolution, i.e. more than 50% of the votes cast by the independent shareholders voting on the resolution.		if, without the prior consent of the Executive, any acquisitions or disposals of voting rights are made by such persons in the period between the announcement of the proposals and the completion of the subscription.
Paragraph 4.12 Malaysian Take-Over Rules **Written undertakings not to accept a take-over offer**	An offeror may apply for an exemption from a mandatory offer obligation if he is able to satisfy the SC that the remaining holders of voting shares of an offeree have given written affirmations that they will not accept a takeover offer, if such an offer is made. The SC may consider an application for an exemption provided that— (a) the offeree is an unlisted public company; and (b) where the offeror holds more than 50% of the voting shares of the offeree, all the remaining holders of voting shares have provided an undertaking in writing that they do not wish to accept a take-over offer if one is made in accordance with the provisions of the Malaysian Take-Over Code; or	**Note 5 on dispensations on Rule 26 under HK Takeovers Code** **Balancing block: Where 50% will not accept**	Situations may arise where a person, or group of persons acting in concert, acquires 30% or more of the voting rights of a company at a time when another person, or group of persons acting in concert, already holds 30% or more of the voting rights of that company. In such a situation the Executive will not normally waive the requirement for that person or group of persons to make a general offer under Rule 26 of the HK Takeovers Code unless— (a) there is a single person holding 50% or more of the voting rights of the company who states that he will not accept the offer which the purchaser would otherwise be obliged to make; or

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
	(c) where the offeror holds less than 50% of the voting shares of the offeree, an undertaking in writing by the remaining holders of voting shares, holding more than 50% of the voting shares of the offeree, that they do not wish to accept a take-over offer if one is made in accordance with the provisions of the Malaysian Take-Over Code.		(b) the Executive is provided with written confirmation from the holders of 50% or more of the voting rights of that company that they would not accept the offer which the purchaser would be obliged to make.
Paragraph 4.13 Malaysian Take-Over Rules **Acquisition of additional voting shares or voting rights by members of a group acting in concert**	(1) An offeror may apply for an exemption from a mandatory offer obligation in a situation where– (a) a group of persons acting in concert holding over 33 per cent but not more than 50 per cent of the voting shares or voting rights of an offeree, and as a result of an acquisition of voting shares or voting rights from one or more members of the group, a member of the group will control the offeree; (b) a group of persons acting in concert holding over 33 per cent but not more than 50 per cent of the voting shares or voting rights of the offeree and one member of the group who holds over 33 per cent but not more than 50 per cent of the voting shares or voting rights, acquires more than two per cent voting shares or voting rights of the offeree in	**Note 6 to Rule 26.1 under HK Takeovers Code** **Acquisition of voting rights by members of a group acting in concert**	While the Executive accepts that the concept of persons acting in concert recognises a group as being the equivalent of a single person, the holdings of members and the membership of such groups may change at any time. This being the case, there will be circumstances when the acquisition of voting rights by one member of a group acting in concert from another member of the concert group or from a non-member, will result in the acquirer of the voting rights having an obligation to make an offer. <u>(a) Acquisitions from another member</u> Whenever the holdings of a group acting in concert total 30% or more of the voting rights of a company and as a result of an acquisition of voting rights from another member of the group a single member comes to hold 30% or more or, if already holding between 30% and 50%, has

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
	any six month period from one or more members of the group; (c) a group of persons acting in concert having statutory control of an offeree and as a result of acquisition of voting shares or voting rights from either members of the group or non-members, a member of the group will control the offeree; or (d) a group of persons acting in concert having statutory control of an offeree, and one member of the group who holds over 33 per cent but not more than 50 per cent of the voting shares or voting rights, acquires more than two per cent voting shares or voting rights of the offeree in any six month period from either members of the group or non-members. (2) In considering the application for exemption, the factors that the SC will take into account include— (a) whether the leader of the group or the largest individual shareholding has changed and whether the balance between the shareholdings in the group has changed significantly; (b) the price to be paid for the voting shares or voting rights of the offeree; and		acquired more than 2% of the voting rights in any 12 month period, an obligation to make an offer will normally arise. In addition to the factors set out in Note 7 to this Rule 26.1, the factors which the Executive will take into account in considering whether to waive the obligation to make an offer include– (1) whether the leader of the group or the largest individual shareholding has changed and whether the balance between the shareholdings in the group has changed significantly; (2) the price paid for the shares acquired; and (3) the relationship between the persons acting in concert and how long they have been acting in concert. The Executive would normally grant the acquirer of such voting rights a waiver from such general offer obligation if– (i) the acquirer is a member of a group of companies comprising a company and its subsidiaries and the acquirer has acquired the voting

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
	(c) the relationship between the persons acting in concert and how long they have been acting in concert. (3) Notwithstanding subparagraph 4.13(2), the SC will normally grant an exemption— (a) in a transaction involving the introduction or elimination of an intermediate company in which there is no change to the ultimate shareholders and the proportion of the shareholding of the existing shareholders in an offeree or through the intermediate company; or (b) if the transaction is between an individual, his spouse, his close relatives and related trusts, and companies controlled by him. (4) The SC may grant an exemption to a person who will inherit voting rights or voting shares in an offeree from a spouse or close relative without any consideration where the beneficiary will trigger a mandatory offer obligation.		rights from another member of such group of companies; or (ii) the acquirer is a member of a group of persons comprising an individual, his close relatives and related trusts, and companies controlled by him, his close relatives or related trusts, and the acquirer has acquired the voting rights from another member of such group of persons. <u>(b) Acquisitions from non-members</u> When the group holds between 30% and 50% of the voting rights, an offer obligation will arise if there are acquisitions from non-members of more than 2% in aggregate in any 12 month period. When the group holds over 50%, subject to Note 17 to this Rule 26.1 no obligations normally arise from acquisitions by any member of the group. However, subject to considerations similar to those set out in paragraph (a) of this Note, the Executive may regard as giving rise to an obligation to make an offer the acquisition by a single member of the group of voting rights sufficient to increase his holding to 30% or more or, if he already holds between 30% and 50%, by more than 2% in any 12 month period.

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
			(c) Calculation of highest price For the purpose of calculating the highest price paid in the event of an offer under this Rule 26, the prices paid for voting rights transferred between members of a group acting in concert may be relevant where, for example, all voting rights held within a group are transferred to that member making the offer or where prices paid between members are materially above the market price.
Paragraph 4.14 of Malaysian Take-Over Rules **National Policy**	An offeror may apply for an exemption from making a mandatory general offer under Paragraph 4.01 of the Malaysian Take-Over Rules for an acquisition that has been approved by a relevant sector regulator based on national policy.	**N/A**	No comparable provision under the HK Takeovers Code.
Paragraph 4.15 Malaysian Take-Over Rules **Share buy-back scheme**	An offeror who triggers a mandatory offer obligation as a result of a share buy-back scheme will be exempted from the mandatory offer obligation subject to fulfilling the conditions below: (a) There is no acquisition/purchase of voting shares or voting rights in the company (save for subscriptions for new shares which have been fully disclosed in the whitewash circular) by the offeror and persons acting in concert with him, before the date on which the authority of the share buy-back expires, if such	**Rule 32.1 under HK Takeovers Code** **Code implications of share buy-backs**	In the case of a share buy-back by general offer or an off-market share buy-back, as such terms are defined in the HK Takeovers Codes, the Executive will treat an application for a waiver from the requirement to make a mandatory offer in accordance with Rule 26 of the HK Takeovers Code as if it were an application for a whitewash waiver in accordance with Note 1 on dispensations from Rule 26. The Executive will normally grant such a waiver if—

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
	acquisitions, taken together with the share buy-back would cause them to incur a mandatory offer obligation; and (b) Approval has been obtained from independent holders of voting shares or voting rights of the offeree at a meeting of the holders of the relevant class of voting shares or voting rights to waive their rights to receive the mandatory offer from the offeror and persons acting in concert.		(a) the HK Takeovers Code implications of the share buy-back are disclosed in the repurchasing company's offer document; (b) the share buy-back is approved in accordance with applicable shareholder approval requirements of the Share Buy-backs Code by those shareholders who could not become obliged to make a mandatory offer as a result of the share buy-back; and (c) a procedure on the lines of that set out in Note 1 on dispensations from Rule 26 of the HK Takeovers Code and Schedule VI is followed. Under the HK Takeovers Code, a waiver of the mandatory offer requirement would not be available for on-market share buybacks.
Section 127(1) and Section 127(3) CA 2016 **Paragraphs 12.03 and 12.04 of MMLR**	Section 127(1) of the CA 2016 provides that a company whose shares are listed on a stock exchange may purchase its own shares subject to its constitution. Section 127(3) of CA 2016 further provides that a company may purchase its own shares otherwise than through a stock exchange if the purchase is permitted under the relevant rules	**Rule 2 HK Share Buy-backs Code** **Off-market share buy-backs**	Off-market share buy-backs must be approved by the Executive before a repurchasing company acquires any shares pursuant to such share buy-back. Such approval will normally be conditional upon, among other factors, approval of the proposed off-market share buy-back by at least three-fourths of the votes cast on a poll by disinterested shareholders in attendance in person or by proxy at a

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
Share-buy backs	of the stock exchange and made in accordance with such requirements of the stock exchange. Paragraph 12.03 of the MMLR states that a listed corporation must seek authorisation from its shareholders by way of an ordinary resolution in the case where a listed corporation intends to purchase its own shares. However, it must be noted that Paragraph 12.04 requires that a listed corporation must ensure that any purchase of its own shares is effected only on the market of Bursa Securities.		general meeting of shareholders duly convened and held to consider the proposed transaction.
Paragraph 6.01 Malaysian Take-Over Rules **Acceptance condition**	(1) A mandatory offer must be conditional upon, and only upon, the offeror having received acceptances which would result in the offeror and persons acting in concert holding in aggregate more than 50 per cent of the voting shares or voting rights of the offeree. (2) A voluntary offer must be conditional upon the offeror having received acceptances which would result in the offeror holding in aggregate more than 50 per cent of the voting shares or voting rights of the offeree. (3) A take-over offer shall lapse if the condition referred to in subparagraphs 6.01(1) or 6.01(2) is not fulfilled by 5.00 p.m. on the 60th day from the date on which the offer document was dispatched to the offeree shareholders.	**Rule 30.2 under HK Takeovers Code** **Acceptance Condition**	Except with the consent of the Executive, all offers, except partial offers made under Rule 28, shall be conditional upon the offeror having received acceptances in respect of shares which, together with shares acquired or agreed to be acquired before or during the offer, will result in the offeror and persons acting in concert with it holding more than 50% of the voting rights of the offeree company. A voluntary offer may be made conditional on an acceptance level of shares carrying a higher percentage of the voting rights. Mandatory offers made under Rule 26 shall be subject to no other conditions, whether as to minimum or maximum levels of acceptances required to be received or otherwise. It follows that the offer should

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
	Note for acceptance condition for voluntary offer 4. Where an offeror holds more than 50 per cent of voting shares or voting rights in the offeree, the voluntary offer need not be subject to an acceptance condition under subparagraph 6.01(2). 5. An acceptance condition to a voluntary offer can be set at any higher level but not less than statutory control. 6. In computing the level of acceptances for a voluntary offer, voting shares or voting rights that are already acquired, held, or entitled to be acquired or held by the offeror shall be included. However, the offeror must not aggregate the voting shares or voting rights of persons acting in concert in computing the level of acceptances unless such persons are joint offerors. 7. The SC may allow for the offeror to revise the acceptance condition to a lower level (but above 50 per cent as required by subparagraph 6.01) subject to the following: (i) The take-over offer is kept open for not less than 14 days following the revision;		be unconditional where the offeror and persons acting in concert with it hold more than 50% of the voting rights before such offer is made. No specific provision to allow the offeror to revise the acceptance condition of voluntary offer to a lower level (but above 50%) under HK Takeovers Code

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
	(ii) Shareholders who have accepted the initial take-over offer should be permitted to withdraw their acceptances within eight days of notification of the revision. The revised acceptance level will take into account withdrawals and new acceptances as at the close of the take-over offer; and (iii) The offeror has stated in the offer document that he reserves the right to revise the acceptance condition to a lower level.		
Paragraph 6.02 (1)Malaysian Take-Over Rules **Subjectivity of condition**	(1) A voluntary offer may include other conditions, except conditions which the fulfilment depend on— (a) the subjective interpretation or judgement of the offeror; or (b) whether or not a particular event happens, being an event that is within the control of the offeror. (2) A condition to a voluntary offer made in contravention of subparagraph 6.02(1) shall be void.	**Rule 30.1 under HK Takeovers Code** **Subjectivity of condition**	An offer must not normally be made subject to conditions which depend on judgements by the offeror or the offeree company or the fulfilment of which is in their respective hands. Notes to Rule 30.1: 1. An element of subjectivity The Executive may be prepared to accept an element of subjectivity in certain special circumstances where it is not practicable to specify all the factors on which satisfaction of a particular condition may depend, especially in cases involving official authorisations, the granting of which may be subject to additional material obligations for the offeror. It would also normally be

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
	Note 2: Invocation of condition to voluntary offer In relation to subparagraph 6.02(1), an offeror should not invoke any condition, other than the acceptance condition, so as to cause the offer to lapse unless the circumstances which give rise to the right to invoke the condition are of material significance to the offeror in the context of the offer, and information about the condition is not available from public records or is not known to the offeror before the offer announcement.		acceptable in an announcement for an offer to be expressed as being conditional on statements or estimates being appropriately verified. 2. Invoking conditions An offeror should not invoke any condition, other than the acceptance condition, so as to cause the offer to lapse unless the circumstances which give rise to the right to invoke the condition are of material significance to the offeror in the context of the offer. 3. Listing conditions Except with the consent of the Executive, where securities are offered as consideration and it is intended that they should be listed on the Stock Exchange, the relevant listing condition should be in terms which ensure that it is capable of being satisfied only when the decision of the Stock Exchange to admit the securities to listing has been approved by the Stock Exchange.
Paragraph 6.03 Malaysian Takeover Rules **Offer consideration**	(1) The offer price in a mandatory take-over offer must not be less than the highest price (excluding stamp duty and commission) paid or agreed to be paid by the offeror or persons acting in concert for any voting shares or voting rights to which the take-over offer relates,	**Rule 26.3 under the HK Takeovers Code** **Offer consideration**	(a) Offers made under this Rule 26 must, in respect of each class of equity share capital involved, be in cash or be accompanied by a cash alternative at not less than the highest price paid by the offeror or any person acting in concert with it

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
	during the offer period and within six months prior to the beginning of the offer period. (2) The offer price in a voluntary take-over offer must not be less than the highest price (excluding stamp duty and commission) paid or agreed to be paid by the offeror or persons acting in concert for any voting shares or voting rights to which the take-over offer relates, during the offer period and within three months prior to the beginning of the offer period.		for shares of that class of the offeree company during the offer period and within 6 months before its commencement. The cash offer or the cash alternative must remain open after the offer has become or is declared unconditional for not less than 14 days thereafter. The Executive should be consulted where there is more than one class of equity share capital involved. (b) The Executive's consent is required if the offeror considers that the highest price should not apply in a particular case.
Note 6 to Rule 16.01 Malaysian Take-Over Rules **Materiality of assets**	In determining whether an asset is material for the purpose of any sale, disposal or acquisition of, assets of the offeree which amounts to the frustration of an offer, the SC may take the following factors into consideration in determining whether an asset is "material": (a) Whether the value of the assets to be disposed of or acquired, based on the latest audited financial statements, is 10% or more compared with the net assets of the offeree (on a consolidated basis, if applicable); (b) Whether the aggregate value of the consideration to be received or given,	**Note 6 to Rule 4 of HK Takeovers Code** **Materiality of assets**	For the purpose of determining whether a disposal or acquisition is of a "material amount" in the context of frustrating an offer, the Executive will, in general, apply the same tests as those set out in the HK Listing Rules to determine whether a transaction is a "discloseable transaction". Under HK Listing Rule 14.06(2), a discloseable transaction means a transaction or a series of transactions by a listed issuer where any percentage ratio is 5% or more, but less than 25%.

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
	based on the latest audited financial statements, is 10% or more, compared with the net assets of the offeree (on a consolidated basis, if applicable); or (c) Whether the profit (after deducting all charges except taxation and extraordinary items) attributable to the assets to be disposed of or acquired compared with those of the offeree, based on the latest audited financial statements is 10 per cent or more. Notwithstanding the above, a relative value lower than 10% may be considered "material" if, in the opinion of the SC, the assets to be disposed of or acquired could adversely affect the earnings capability of the offeree that would render the offeree less attractive to the offeror. Where the board of directors of the offeree undertakes several transactions in relation to its assets which separately are not of a material amount, the SC may aggregate such transactions as a factor in determining whether the assets in relation to these transactions are of material amount.		
Rule 7 Malaysian Take-Overs Rules	(1) Where an offeree has more than one class of share capital, the offeror shall make a comparable take-over offer for each class of share capital on terms which shall be subject to prior consultation with the SC.	**Rule 14 under HK Takeovers Code**	Where a company has more than one class of equity share capital, a comparable offer must be made for each class whether such capital carries voting rights or not. The

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
Comparable offers for more than one class of equity shares	(2) The comparable offer for each class of share capital should normally be subject to similar conditions. Note (1) to Rule 7 of the Malaysian Take-Overs Rules provides that non-voting shares need not be the subject of a take-over offer.	**Offers for more than one class of equity shares**	Executive must be consulted in all such cases. The comparable offer or proposal for each class of share capital required by this Rule 14 should normally be subject to similar conditions. It may, however, be put by way of a scheme to be considered at meetings separately in respect of each class of the equity share capital. Note (2) provides that where an offer for non-voting equity shares only is being made, comparable offers for voting classes are not required.
Rule 8 Malaysian Take-Overs Rules **Appropriate offers for convertible securities**	(1) Where a take-over offer is made for the voting shares or voting rights of an offeree and the offeree has outstanding convertible securities, the offeror shall make an appropriate offer or arrangement to holders of the convertible securities and safeguard their interests. (2) The offer document must be dispatched to the holders of convertible securities at the same time that the offer document is dispatched to the offeree shareholders. (3) The take-over offer to holders of the convertible securities referred to in subparagraph 8.01(1) may be effected by	**Rule 13 under HK Takeovers Code** **Appropriate offers for convertibles, warrants, etc**	13.1 Offeree companies with convertible securities Where an offer is made for equity share capital and the offeree company has convertible securities outstanding, the offeror must make an appropriate offer or proposal to the holders of the convertible securities to ensure that their interests are safeguarded. 13.2 Competent independent advice The board of the offeree company must obtain competent independent advice in writing on the offer or proposal to the holders of such securities and the substance of such advice must be made known to all holders of its securities in

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
	way of a scheme approved at a meeting of the holders of the convertible securities		accordance with Rule 2.1, together with the board's views on the offer or proposal. 13.3 Despatch of appropriate offers Whenever practicable the offer or proposal should be despatched to the holders of such securities at the same time that the offer document is posted to shareholders, but if this is not practicable the Executive should be consulted and the offer or proposal should be despatched as soon as possible thereafter. 13.4 Conditions of appropriate offers The offer or proposal required by this Rule 13 must be made conditional on the offer for equity share capital becoming or being declared unconditional and should not normally be subject to any other conditions. It may, however, be put by way of a scheme to be considered at a meeting of the holders of such securities. 13.5 Warrants, options and subscription rights If an offeree company has warrants, options or subscription rights outstanding in respect of any class of equity share capital (including non-transferable options), the provisions of this Rule 13 apply as appropriate.

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
Rule 11.03 (1) Malaysian Take-Over Rules **Offeree board circular**	The offeree board shall issue its comments, opinion and views on the takeover offer, in a circular to offeree shareholders and holders of convertible securities of the offeree within 10 days from the despatch of the offer document.	**Rule 8.4 under HK Takeovers Code** **Offeree board circular**	The offeree company should send to its shareholders the offeree board circular no later than 14 days after the date of the offer document, containing the information set out in Schedule II of the HK Takeovers Code, together with any other information it considers to be relevant to enable its shareholders to reach a properly informed decision on the offer.
Paragraph 14.01 Malaysian Take-Over Rules **Timing for settlement of consideration**	The offeror, in any take-over offer, shall pay the cash consideration to all persons accepting the takeover offer within 10 days from— (a) the date the offer becomes or is declared wholly unconditional, if the valid acceptances are received during the period when the take-over offer is still conditional; or (b) the date of the valid acceptances, if the valid acceptances are received during the period after the take-over offer is or has become or has been declared wholly unconditional.	**Rule 20.1 under HK Takeovers Code** **Timing for settlement of consideration**	Shares represented by acceptances in any offer shall be paid for by the offeror as soon as possible but in any event within seven business days following the later of the date on which the offer becomes, or is declared, unconditional and the date of receipt of a duly completed acceptance. In the case of an offer which is unconditional from the start, the consideration must be posted or delivered within seven business days following the receipt of duly completed acceptances.
N/A	No comparable provision under the Malaysian Take-Over Code and Rules.	**Note 4 on dispensations on Rule 26 under the HK Takeovers Code**	If, due to an inadvertent mistake, a person incurs an obligation to make an offer under Rule 26 of the HK Takeovers Code, the Executive will not normally require an offer if sufficient voting rights are disposed of within a limited period to persons unconnected with him.

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
Section 222(1) of the CMSA **Compulsory acquisition**	Section 222(1) of the CMSA provides that an offeror may, within four months of the date of the take-over offer, acquire the remaining shares or remaining shares in any particular class in the offeree, by issuing a notice in the form or manner specified by the Commission to such effect, where it has received acceptances of at least 90% in the nominal value of the offer shares. Any notice issued to dissenting shareholders to effect the compulsory acquisition must be accompanied by a statutory declaration confirming that the relevant conditions for the giving of the notice have been satisfied.	**Section 693(1) of the HK Companies Ordinance** **Squeeze-out** **Rule 2.11 of the HK Takeovers Code**	If, in the case of a takeover offer that does not relate to shares of different classes, the offeror has, by virtue of acceptances of the offer, acquired, or contracted unconditionally to acquire, at least 90% in number of the shares to which the offer relates, the offeror may give notice to the holder of any other shares to which the offer relates that the offeror desires to acquire those shares. Rule 2.11 of the HK Takeovers Code provides that any person seeking to acquire or privatise a company by means of an offer and the use of compulsory acquisition rights, must obtain acceptances and purchases before the expiry of the 4-month period after the date of the initial offer document totalling 90% of the disinterested shares. There is also no express requirement for a notice to dissenting shareholders to be accompanied by a statutory declaration.
Paragraph 22.01(6) Malaysian Take-Overs Rules	For the purposes of subsection 222(2) of the CMSA, an offeror is required to provide upon demand by a dissenting shareholder in the manner so prescribed, a written statement of the names and addresses of other dissenting shareholders within four market days from the date of receipt of such demand.	**N/A**	As stated above, no equivalent provision under the HK Companies Ordinance that provides for dissenting shareholders to have the right to demand that the offeror provide the names and addresses of other dissenting shareholders.

Malaysian Provision	Malaysian Requirement	HK Provision	HK Requirement
Timing to provide names and address			
Section 224(1) of the CMSA	Section 224(1) of the CMSA provides that, in a compulsory acquisition, a dissenting shareholder who receives a compulsory acquisition notice may apply to the court for an order— (a) that the offeror shall not be entitled and shall not be bound to acquire the shares; or (b) that specifies terms of the compulsory acquisition different from the terms of the take-over offer within one month from the date on which the notice was given.	**Section 695(3) of the HK Companies Ordinance**	Section 695(3) of the HK Companies Ordinance provides that a holder of any shares who receives a notice to buy out minority shareholders may apply to the court for an order— (a) that the offeror is not entitled and bound to acquire the shares; or (b) that the offeror is entitled and bound to acquire the shares on the terms specified in the order within two months after the date on which the notice was given.

APPENDIX II

Waiver from compliance with any part of the Division 2, Part VI of CMSA on Take-overs, Mergers and Compulsory Acquisitions, the Code and the Rules

1. General

(i) In relation to an offeree with primary listings both on a stock exchange in Malaysia and in Hong Kong, the offeree may be subject to the dual jurisdiction of the SC and SFC. In such cases, early consultation with the SC and SFC is required so that guidance can be given on how any conflicts between the relevant rules in Malaysia and Hong Kong may be resolved.

(ii) In relation to an offeree with a primary listing on a stock exchange in Hong Kong and a secondary listing in Malaysia, the SC may consider disapplying the take-over laws as applicable in Malaysia provided that the applicant is able to demonstrate that the relevant take-over laws in Hong Kong accord an equivalent level of protection to offeree shareholders as provided under the take-over laws as applicable in Malaysia.

2. Application for disapplication of take-over laws in Malaysia

(i) For the purpose of paragraph (a)(ii) above, an application must be submitted together with the application materials to the SC pursuant to section 219 of the CMSA and paragraph 1.11 of the Rules for the disapplication of the relevant provisions under the CMSA, the Code, and the Rules.

(ii) The application must include the following:

(a) A comprehensive explanation and justification demonstrating that the proposed disapplication of the take-over requirements would not be prejudicial or detrimental to the interests of the independent shareholders of the listed company, including an assessment of any potential risks and the measures available to mitigate such risks; and

(b) A detailed comparison of the material take-over and merger regulatory requirements applicable in Hong Kong and Malaysia, together with a reasoned analysis demonstrating that the Hong Kong regulatory framework affords

shareholders a level of protection that is substantially equivalent to that provided under the Malaysian take-over framework.

(iii) For the avoidance of doubt, the minimum disclosure requirements as set out in Appendix 3 of the Rules are disapplied for the purpose of the said application. Notwithstanding the foregoing, the SC reserves the right to require such additional information, confirmations, or supporting documentation as it considers necessary in order to properly evaluate the application and determine whether the proposed disapplication is appropriate in the circumstances.

APPENDIX III

Other information to be submitted together with application for secondary listing

The following additional information and materials must be included in the application to the SC for secondary listing on Bursa Malaysia:

1. Bumiputera Equity Requirement for Public Listed Companies ("Bumiputera Equity Requirement")
(For details, please refer to FAQ for Bumiputera Equity Requirement for Public Listed Companies)

Corporations with predominantly Malaysian-based operations seeking listing on the MAIN Market of Bursa Malaysia are required to allocate 12.5% of the enlarged number of issued shares to Bumiputera investors to be approved or recognised by MITI, at the point of listing.

In addition, at least 50% of the shares offered to Malaysian public investors via balloting must be made available to Bumiputera public investors. However, this requirement does not apply to listings of corporations which do not involve an offer of securities to the general public via balloting, including corporations undertaking a restricted offer for sale and distribution in specie to their shareholders.

Any listing of corporations carrying Malaysia Digital status (formerly known as MSC Malaysia status)/BioNexus-status or corporations with a subsidiary carrying Malaysia Digital status/BioNexus-status, which contributes more than 50% to the group's after-tax profit for the most recent audited financial year, will also be exempted from the Bumiputera Equity Requirements.

Information to be included for application or notification on Bumiputera Equity Requirement

(i) To state whether the corporation is subject to or exempted from Bumiputera Equity Requirement, in the case where the corporation is subject to Bumiputera Equity Requirement, an application for approval is required to be submitted by providing the information as per item (iii) below.

(ii) In the case of exemption, a notification is required to be submitted by providing the basis of exemption and the following supporting information, where applicable:

- A breakdown of the adjusted after-tax profit based on geographical location, in the case of a corporation with predominantly foreign-based operations; or
- Details of the relevant awards/licences held by the corporation or its subsidiaries (e.g. Malaysia Digital status, BioNexus status, licences issued by CIDB Malaysia or PETRONAS).

(iii) The effects of the proposal on the shareholding structure, including Bumiputera equity participation, in the format set out below:

	As at [latest practicable date]		**After pre-listing acquisition or restructuring**		**After the proposal**	
	No. of shares	**%**	**No. of shares**	**%**	**No. of shares**	**%**
Malaysian - Bumiputera - Non-Bumiputera						
Total Malaysian Foreigner						
Total						

[*The remainder of this page is intentionally left blank*]

2. Information on applicants, advisers and experts (to be submitted in a separate appendix in the application materials)

Name of applicant & company registration number:					
Foreign Submitting Party/ Recognised Principal Adviser					
Foreign Submitting Party	Country of Incorporation	Company Registration number	Full name of team members and designation (to indicate Foreign Submitting Person)	ID Number / Passport number	Contact number & Email address
Reporting accountant					
Firm name	Jurisdiction of Operation	Firm number	Full name of engagement partner	ID Number / Passport number & License number	Contact number & Email address
Auditor (for holding company and its existing or proposed subsidiaries of the applicant for the financial years/ period under review, as applicable)					
Firm name	Jurisdiction of Operation	Firm number	Full name of engagement partner	ID Number / Passport number & License number	Contact number & Email address
Legal adviser					
Firm name	Jurisdiction of Operation	Firm Number	Full name of partner-in-charge	ID Number / Passport number & Bar Number	Contact number & Email address
Independent market researcher (if applicable)					

Company name	Country of Incorporation	Company registration number	Full name of person-in-charge and designation	ID Number / Passport number	Contact number & Email address
Financial adviser (for applicant or vendor, if applicable)					
Company name	Country of Incorporation	Company registration number	Full name of person-in-charge and designation	ID Number / Passport number	Contact number & Email address
Independent adviser (if applicable)					
Company name	Country of Incorporation	Company registration number	Full name of person-in-charge and designation	ID Number / Passport number	Contact number & Email address
Independent valuer/expert (if applicable)					
Company name	Country of Incorporation	Company registration number	Full name of person-in-charge and designation	ID Number / Passport number	Contact number & Email address
Property valuer (if applicable)					
Company name	Country of Incorporation	Company registration number	Full name of person-in-charge and designation	ID Number / Passport number	Contact number & Email address

Company secretary					
Company name	Country of Incorporation	Company registration number	Full name of person-in-charge and designation	ID Number / Passport number	Contact number & Email address

Directors and Senior Management (for applicant)				
Full name	Designation	ID Number / Passport number	Nationality	Contact number & Email address

Promoters or Controlling shareholders			
Full name / Company Name	ID Number / Passport number / Company registration number	Nationality / Country of incorporation	Contact number & Email address

Other Substantial shareholders

Full name / Company name	ID Number / Passport number / Company registration number	Nationality / Country of incorporation	Contact number & Email address
Information required for all subsidiaries of applicant (existing and proposed) Name of subsidiary company registration number: Details of substantial shareholders Details of directors			

Full name / Company name	ID Number / Passport number / Company registration number	Nationality / Country of incorporation

Full name	ID Number / Passport number	Nationality

3. Initial Listing Application to Bursa Malaysia

The initial listing application addressed to Bursa Malaysia shall be submitted to SEHK as part of the application materials to the SC. Please refer to Chapter 4A of the MAIN Market Listing Requirements available on the website of Bursa Malaysia [MAIN Market Listing Requirements]