

**P.U. (A) 422/93**

*Incorporating latest amendment - P.U.(A) 238/2000 (CIF: 1 July 2000)*

*P.U.(A) 175/2004 (CIF: 31 May 2004) and P.U.(A) 398/2005 (CIF: 17 October 2005)*

SECURITIES COMMISSION ACT 1993 [ACT 498]

SECURITIES COMMISSION (FEES AND CHARGES) REGULATIONS 1993

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## SECURITIES COMMISSION ACT 1993 [ACT 498]

### SECURITIES COMMISSION (FEES AND CHARGES) REGULATIONS 1993

IN exercise of the powers conferred by section 44 of the Securities Commission Act 1993 [Act 498], the Securities Commission, with the approval of the Minister, makes the following regulations:

#### Citation and commencement.

1. These regulations may be cited as the **Securities Commission (Fees and Charges) Regulations 1993** and shall come into force on the 16th December 1993.

#### Interpretation.

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

"Act" means the Securities Commission Act 1993;

"Commission" means the Securities Commission established under section 3 of the Act;

"Code" means the Malaysian Code On Take-Overs And Mergers 1987 [P.U.(B) 173/87];

"listed public limited company" means a public limited company that is listed on a stock exchange established under subsection 8(2) of the Securities Industry Act 1983 [Act 280];

"offeree company", in relation to a company being taken over, means a company in respect of which an offer has been made or is being made for the acquisition of its shares,

whether or not it is a public limited company listed on a stock exchange or otherwise or a private company as the Commission may determine;

"private debt securities" means any debenture or debt instrument evidencing or acknowledging indebtedness which does not confer any voting right on the holder of such debenture or debt instrument;

"public limited company" means a public limited company that is incorporated in or outside Malaysia;

"stock exchange" means anybody corporate which has been approved by the Minister under subsection 8(2) of the Securities Industry Act 1983;

"unlisted public limited company" means a public limited company that is not listed on a stock exchange established under subsection 8(2) of the Securities Industry Act 1983.

### **Fees and charges for corporate proposals.**

*[Am. P.U.(A) 175/2004]*

3. (1) Subject to subregulation (2), the fees and charges payable in respect of corporate proposals submitted to the Commission shall be such amount as is specified in the First Schedule.

*[Am. P.U.(A) 175/2004]*

(2) In computing the amount of fees and charges payable in respect of any proposal submitted, the following conditions shall apply:

(a) in respect of any revised proposal submitted, additional charges computed at the rate of ten per cent of the total amount of fees and charges paid in respect of the original submission shall be payable;

- (b) where a proposal is returned or rejected by the Commission, only the nominal amount of fees and charges specified in the First Schedule shall be payable; and
- (c) where a proposal is withdrawn after it is submitted to the Commission, the nominal amount of fees and charges specified in the First Schedule shall be payable.

*[Subs. P.U.(A) 175/2004]*

(3) The fees and charges payable in respect of proposals submitted to the Commission for the issuance of warrants attached to other securities shall be based on the nominal value of shares to be issued on full exercise of the warrants as specified in the First Schedule.

(4) The fees and charges payable in respect of proposals submitted to the Commission for the issuance of naked warrants shall be based on the nominal value of shares to be issued on full exercise of the warrants as specified in the First Schedule.

(5) In respect of proposals submitted for transfer of listing of public companies in the Second board market to the Main board market of the Bursa Malaysia Securities Berhad, a nominal amount of ten thousand ringgit shall be payable.

(6) In respect of proposals submitted for transfer of listing of public companies in the Malaysian Exchange of Securities Dealing & Automated Quotations market to the Main or Second board markets of the Bursa Malaysia Securities Berhad, the Commission shall have the discretion to impose such amount of fees and charges as it thinks fit.

(7) The prescribed fees payable to the Commission with respect to any application for approval by the Commission shall be paid at the time the document is delivered to the Commission.

*[Ins. P.U.(A) 175/2004]*

**Fees and charges in respect of proposals for the issue of debentures.**

*[Am. P.U.(A) 175/2004]*

4. (1) Subject to subregulation (2) , the fees and charges payable in respect of proposals submitted to the Commission for the issue of debentures shall be such amount as is specified in the Second Schedule.

*[Am. P.U.(A) 238/2000;Am. P.U.(A) 175/2004]*

(2) In computing the amount of fees and charges payable in respect of any proposal submitted, the following conditions shall apply:

(a) in respect of any revised proposal submitted, additional charges computed at the rate of ten per cent of the total amount of fees and charges paid in respect of the original submission shall be payable;

(b) where a proposal is returned or rejected by the Commission, twenty percent of the amount of fees and charges specified in the Second Schedule shall be payable; and;

*[Subs. P.U.(A) 175/2004]*

(c) where a proposal is withdrawn, twenty percent of the amount of fees and charges specified in the Second Schedule shall be payable.

*[Ins. P.U.(A) 175/2004]*

(3) *[Deleted by P.U.(A) 175/2004]*

## **Fees and charges in respect of proposals for take-overs and mergers.**

5. (1) Subject to subregulation (2), the fees and charges payable in respect of proposals submitted to the Commission in relation to a take-over or merger shall be such amount as is specified in the Third Schedule.

(2) In computing the amount of fees and charges payable in respect of any proposal submitted, the following conditions shall apply:

(a) where any application other than clearance of offer documents is withdrawn, fifty percent of the amount of fees and charges specified in the Third Schedule shall be payable; and

(b) where an application for clearance of offer documents are withdrawn, fifty percent of the amount of fees and charges specified in the Third Schedule shall be payable subject to a maximum amount of thirty thousand ringgit.

*[Subs. P.U.(A) 175/2004]*

## **Review of the Commission's decision.**

6. Where any application is made for the review of the Commission's decision-

(a) in relation to the issue of securities, an amount of five thousand ringgit or ten per cent of the nominal amount specified in the First Schedule, whichever is the lower, and

(b) in relation to the issue of private debt securities and in relation to take-overs and mergers, an amount of five thousand ringgit,

shall be payable.

**Fees and charges in respect of asset valuations.**

7. (1) Subject to subregulation (2), the fees and charges payable in respect of proposals involving asset valuations submitted by listed public companies and proposals in relation to property trust schemes shall be in such amount as is specified in the Fourth Schedule.

(2) In computing the amount of fees and charges payable in respect of any proposals submitted, the following conditions shall apply:

- (a) where the proposal is withdrawn after the asset valuation report has been released by the Commission, full amount of fees and charges specified in the Fourth Schedule shall be payable;
- (b) where the proposal is withdrawn before the asset valuation report has been released by the Commission, twenty percent of the amount of fees charges specified in the Fourth Schedule shall be payable; and
- (c) where the proposal is rejected by the Commission, twenty percent of the amount of fees and charges specified in the Fourth Schedule shall be payable.

*[Ins. P.U.(A) 175/2004]*

## FIRST SCHEDULE

(Regulation 3)

### SCHEDULE OF FEES AND CHARGES FOR CORPORATE PROPOSALS

| Status of Public Company                       | Unlisted   | Listed  |
|--|--|---|
| Bursa Malaysia Securities Berhad Board Listing | None   | Main & Second Board and Malaysian Exchange of securities Dealing & automated Quotations (MESDAQ) Market |
| Formula for computation of fees and charges    | Nominal amount plus percentage of nominal value of total issue/offer of securities | Nominal amount plus percentage of nominal value of total issue/offer of securities                      |
| <b>CORPORATE PROPOSAL:</b>                     | <b>FEES:</b>   |   |
| Initial public offering                        | RM1,000 + 0.05%  | RM50,000 + 0.05%*   |
| Rights issue                                   | RM1,000 + 0.05%  | RM15,000 + 0.05%  |
| Special Bumiputera issue                       | RM1,000 + 0.01%  | RM10,000 + 0.01%  |
| Private placement/restricted Issue             | RM1,000 + 0.05%  | RM10,000 + 0.05%  |
| Any other issue/offer of securities            | RM1,000 + 0.05%  | RM10,000 + 0.05%  |
| Acquisition                                    | RM1,000 + 0.05%  | RM10,000 + 0.05%  |
| Acquisitions (2 or more)                       | RM1,000 + 0.05%  | RM20,000 + 0.05%  |



|  |                 |                  |
|--|-----------------|------------------|
| Acquisition (s) resulting in significant change in business direction        | (None)          | RM50,000 + 0.05% |
| Scheme of arrangement, scheme of reconstruction or debt restructuring scheme | RM1,000 + 0.05% | RM50,000 + 0.05% |
| Disposal resulting in significant change in business direction               | (None)          | RM10,000 + 0%    |
| Subdivision/ consolidation of Securities                                     | RM1,000 + 0%    | RM10,000 + 0%    |
| Other applications:<br>Extension of time                                     | RM500 + 0%      | RM2,000 + 0%     |
| Any other application#   | RM500 + 0%      | RM2,000 + 0%     |

\* The computation shall be the sum of the nominal amount plus 0.05% of the enlarged issued and paid-up capital of the company.

# Except for applications relating to call warrants issue and moratorium condition, which shall be subjected to the following fees and charges:

|  |          |
|--|----------|
| CORPORATE PROPOSAL:                          | FEES:    |
| Call warrants issue                          | RM15,000 |
| Application relating to moratorium condition | RM2,000  |

[Subs.P.U.(A) 398/2005]

## SECOND SCHEDULE

### SCHEDULE OF FEES AND CHARGES FOR THE ISSUE OF DEBENTURES (Regulation 4)

| Types of Application   | Nominal Value of Securities to be Issued | Amount of Fees and Charges Payable             |
|--|--|--|
| Issue of Debentures, Islamic Securities and Structured Products                        | Less than RM50 million                   | RM10,000                                       |
|  | RM50 million to less than RM100 million  | RM30,000                                       |
|  | RM100 million and more                   | RM50,000                                       |
| Issue of Asset-Backed Securities   | Less than RM100 million                  | RM50,000                                       |
|  | RM100 million and more                   | RM100,000                                      |
| Issue of Asset-Backed Securities   | Less than RM100 million                  | RM50,000                                       |
|  | RM100 million and more                   | RM100,000                                      |
| Other applications:<br>Extension of time<br>Revision of terms<br>Any other application |  | RM2,000 per application                        |
| Filing Fees<br>Information Memorandum<br>Trust Deed                                    |  | RM500 per Information Memorandum or Trust Deed |
| Notices pursuant to offering of Structured Products                                    |  | RM100 per notice filed                         |

*[Subs. P.U.(A) 175/2004]*

### THIRD SCHEDULE

( Regulation 5 )

#### SCHEDULE OF FEES AND CHARGES FOR TAKE-OVERS AND MERGERS

| <i>Serial No.</i> |  | <i>Unlisted Companies</i>   | <i>Listed Companies</i>                             |
|-------------------|--|---|---|
| 1.                | Clearance of Offer Document  | A nominal amount of RM3,000 + 0.05% of offer value, with ceiling of RM100,000 | A nominal amount of RM10,000 + 0.05% of offer value |
| 2.                | Clearance of Independent Advice Circular   | RM3,000   | RM5,000   |
| 3.                | Application for exemption from mandatory take-over offer obligation                        | RM5,000   | RM15,000  |
| 4.                | Application for exemption from provisions of the Code, other than for item 3 above         | RM3,000   | RM7,000   |
| 5.                | Other applications:  | RM3,000   | RM7,000   |
|                   | (i) Ruling( for each ruling)   |   |   |
|                   | (ii) Appointment of Independent Adviser, extension of time & others (for each application) | RM1,000   | RM2,000   |

*[Subs. P.U.(A) 175/2004]*

## FOURTH SCHEDULE

(Regulation 7)

### SCHEDULE OF FEES AND CHARGES FOR ASSET VALUATIONS

|                           | Total market value of assets is less than RM1 million* | Total market value of assets is RM1 million and more*        |
|---------------------------|--|--|
| Review of asset Valuation | RM3,000  | RM3,000 + 0.01%<br>*subject to a maximum amount of RM100,000 |

\* Based on the total market value of all the assets involved in each submission or application.

*[Ins. P.U.(A) 175/2004]*

Made the 8th December 1993.

[SS/PP/UU/40; PN. (PU<sup>2</sup>) 523.]

DATO' DR. MOHD MUNIR ABDUL MAJID,

*Chairman,*

*Securities Commission*

Approved the 8th December 1993.

[S. (8.02) 248/23-49; PN. (PU<sup>2</sup>) 523.]

DATO' SERI ANWAR IBRAHIM,

*Minister of Finance*

