

Chapter 2

DEFINITIONS AND INTERPRETATION

2.01 Unless otherwise defined, all words used in these Guidelines shall have the same meaning as defined in the CMSA. In these Guidelines, unless the context otherwise requires:

ACE Market	means the alternative market of Bursa Securities;
ACE Market Listing Requirements	means the <i>Bursa Securities ACE Market Listing Requirements</i> ;
ACMF	means the ASEAN Capital Markets Forum;
adviser	means any person who provides advice or information to the applicant or issuer in connection with a submission to the SC in relation to a corporate proposal;
application provider	means an entity that is allowed to provide the facility for internet securities application, and is limited to the following entities: (a) Dealers; (b) Licensed banks; (c) Licensed investment banks; or (d) Other entities as may be determined by the SC in accordance with such terms and conditions as the SC deems fit;
approved accounting standards	has the meaning assigned to it in the <i>Financial Reporting Act 1997</i> , but excluding the <i>Malaysian Private Entities Reporting Standard</i> or its equivalent;
Audit Oversight Board	has the meaning assigned to it in the <i>Securities Commission Malaysia Act 1993</i> ;

audited financial statements	<p>means–</p> <p>(a) where the corporation is a holding corporation, the audited consolidated financial statements of the corporation or the audited combined financial statements of the corporation; or</p> <p>(b) the audited financial statements of each entity that forms part of the corporation’s group of entities,</p> <p>as the case may be;</p>
Bursa Securities	means Bursa Malaysia Securities Berhad;
call warrant	<p>means a contract under which a person has an actual, contingent or prospective–</p> <p>(a) right to buy, a specified number or units of underlying shares or exchange-traded funds at a specified price on or by a specified future date; or</p> <p>(b) right to receive, an amount in the form of cash or other property, depending on the state of affairs that relate to fluctuations in the value or price of an underlying financial instrument, and the amount will be calculated in a particular manner by reference to that state of affairs in accordance with the contract;</p>
CMSA	means <i>Capital Markets and Services Act 2007</i> ;
competent person	has the meaning assigned to it in the <i>Equity Guidelines</i> ;
competent person’s report	means a report prepared by a competent person on the technical assessment of MOG resources;
competent valuer	has the meaning assigned to it in the <i>Equity Guidelines</i> ;

competent valuer's report	means a report prepared by a competent valuer on the valuation of MOG resources;
Contingent Resources	has the meaning assigned to it in the O&G reporting standards;
corporate bonds	has the meaning assigned to it in the <i>Guidelines on Issuance of Corporate Bonds and Sukuk to Retail Investors</i> ;
dealer	means a person licensed or registered by the SC to carry on the business of dealing in securities;
e-host	means an entity that is allowed to issue, circulate or distribute electronic prospectuses and electronic application forms, and is limited to the following entities: <ul style="list-style-type: none"> (a) Issuers; (b) Dealers; (c) Licensed banks; (d) Licensed investment banks; or (e) Other individuals or entities as may be determined by the SC in accordance with such terms and conditions as the SC deems fit;
ESA	means Electronic Share Application;
electronic application form	means an application form that is issued, circulated or distributed via– <ul style="list-style-type: none"> (a) the internet; or (b) an electronic storage medium, including but not limited to CD-ROMs;
electronic prospectus	means a copy of a prospectus that is issued, circulated or distributed via– <ul style="list-style-type: none"> (a) the internet; or (b) an electronic storage medium, including but not limited to CD-ROMs;

exercise price or strike price	in relation to structured warrants, means the pre-specified price at which the holder of such warrants may exercise the right under such structured warrants;
expiry date	in respect of the right of a person under a structured warrant, means the date in which the ability to exercise that right expires;
family	has the meaning assigned to it in the <i>Main Market Listing Requirements</i> ;
financial assistance	has the meaning assigned to it in the Main Market Listing Requirements;
FSA	means <i>Financial Services Act 2013</i> ;
forecast	means any forecast of profits or losses or cash flow, and includes any statement which quantifies the anticipated level of future profits or losses or cash flow, and also includes profits or losses or cash flow for a financial period which has expired but for which the results have yet to be audited;
fully-collateralised call warrants	means call warrants where the underlying financial instrument is shares quoted on the stock exchange, the issue of which is accompanied by a deposit of all shares, which is the subject of such warrants, with a custodian or trustee for the entire term of the warrants in issue;
future financial information	means financial information based on the assumptions made by the directors of the corporation about events that it expects to exist and the course of action it expects to take;

governmental proceeding	means any proceeding that is undertaken by or against the government including the Federal government, a state government, province, county or municipality as the case may be, a statutory or regulatory authority, or any agency, bureau or body carrying out the regulatory function;
independent director	has the meaning assigned to it in the <i>Main Market Listing Requirements</i> ;
independent valuer	has the meaning assigned to it in Chapter 3 of the <i>Asset Valuation Guidelines</i> ;
Indicated Resources	has the meaning assigned to it in the mineral reporting standards;
Inferred Resources	has the meaning assigned to it in the mineral reporting standards;
infrastructure project	has the meaning assigned to it in the <i>Equity Guidelines</i> ;
infrastructure project corporation	has the meaning assigned to it in the <i>Equity Guidelines</i> ;
internet securities application	means securities application via the internet;
key senior management	The senior management team (excluding directors) of a corporation having authority and responsibility for the business operations or management, regardless of title used, and includes the chief executive officer, chief operating officer and chief financial officer;
latest practicable date	means a date whereby the information disclosed should remain relevant and current as at the date of issue of the prospectus;

licensed bank	has the meaning assigned to it in the FSA;
licensed investment bank	has the meaning assigned to it in the FSA;
Main Market	means the Main Market of Bursa Securities;
Main Market Listing Requirements	means the <i>Bursa Securities Main Market Listing Requirements</i> ;
market day	has the meaning assigned to it in the Main Market Listing Requirements;
market maker	means a person who performs market making;
market making	has the meaning assigned to it in the <i>Rules of Bursa Malaysia Securities Berhad</i> ;
Measured Resources	has the meaning assigned to it in the mineral reporting standards;
mineral	has the meaning as assigned to "mineral resources" in the mineral reporting standards;
mineral reporting standards	has the meaning assigned to it in the <i>Equity Guidelines</i> ;
Modifying Factors	has the meaning assigned to it in the mineral reporting standards;
MOG	means mineral or O&G;
MOG assets	has the meaning assigned to it in the <i>Equity Guidelines</i> ;
MOG resources	has the meaning as assigned to— (a) "mineral resources" in the mineral reporting standards; and (b) "resources" in the O&G reporting standards;

MOG reporting standards	has the meaning assigned to it in the <i>Equity Guidelines</i> ;
MOG valuation standards	has the meaning assigned to it in the <i>Equity Guidelines</i> ;
non-collateralised structured warrants	means structured warrants where the underlying financial instrument is not held in deposit by a custodian or trustee for the entire term of the warrants in issue;
O&G	has the meaning as assigned to “petroleum” in the O&G reporting standards;
O&G reporting standards	has the meaning assigned to it in the <i>Equity Guidelines</i> ;
offer or offering	refers to— <ul style="list-style-type: none"> (a) issuing of; (b) offering for subscription or purchase of; or (c) issuing an invitation to subscribe for or purchase, securities of a corporation;
performance guarantee	in relation to an issuer of structured warrants, means an unconditional and irrevocable guarantee to perform any and all of the issuer’s obligations in the terms and conditions of the structured warrants issue in the event the issuer fails to perform such obligations;
person connected	has the meaning assigned to it in the Main Market Listing Requirements;
Possible Reserves	has the meaning assigned to it in the O&G reporting standards;
principal adviser	has the meaning assigned to it in the <i>Principal Adviser Guidelines</i> and includes a sponsor, where applicable;

Probable Reserves	in relation to O&G, has the meaning assigned to it in the O&G reporting standards; and in relation to mineral, has the meaning assigned to it in the mineral reporting standards;
property assets	has the meaning assigned to it in the <i>Asset Valuation Guidelines</i> ;
Prospective Resources	has the meaning assigned to it in the O&G reporting standards;
Proved Reserves	in relation to O&G, has the meaning assigned to it in the O&G reporting standards; and in relation to mineral, has the meaning assigned to it in the mineral reporting standards;
qualifying acquisition	has the meaning assigned to it in the <i>Equity Guidelines</i> ;
related party	has the meaning assigned to it in the Main Market Listing Requirements;
related party transaction	has the meaning assigned to it in the Main Market Listing Requirements;
reporting accountants	means a firm of public accountants that is a registered auditor with the Audit Oversight Board and whose registration has not been suspended;
RM	means ringgit Malaysia;
SC	means the Securities Commission Malaysia;
significant MOG operations	means a corporation whose MOG exploration or extraction activities represent 25% or more of its total assets, revenue, operating expenses or after-tax profit;

Special Purpose Acquisition Company or 'SPAC'	has the meaning assigned to it in the <i>Equity Guidelines</i> ;
sponsor	has the meaning assigned to it in the <i>ACE Market Listing Requirements</i> ;
structured warrants	comprises call warrants, put warrants, basket warrants, bull equity-linked structures and such other structures that may be specified by the SC from time to time;
subsidiary	has the meaning referred in section 4 of the <i>Companies Act 2016</i> ;
substantial shareholder	has the meaning assigned to it in the <i>Companies Act 2016</i> ;
sukuk	has the meaning assigned to it in the <i>Guidelines on Issuance of Corporate Bonds and Sukuk to Retail Investors</i> ;
underlying corporation	in relation to structured warrants, means the corporation that has issued the shares, which is the subject of such warrants;
underlying financial instrument	in relation to structured warrants, means the shares, exchange-traded funds or index, which is the subject of such warrants;
underlying shares	in relation to structured warrants, means the shares, which are the subject of such warrants;
very substantial transaction	has the meaning assigned to it in the Main Market Listing Requirements;
voting securities	means the securities issued by a SPAC which confer upon the holders, voting rights in relation to a qualifying acquisition by the SPAC.