

## SUMMARY OF APPENDIX 1

### REQUEST FOR CONSULTATION WITH THE SECURITIES COMMISSION MALAYSIA

#### Introduction

This appendix sets out the documents and information required by the Securities Commission Malaysia (“SC”) under Chapter 6 of the Guidelines on Offer of Shares by Unlisted Public Companies (“Guidelines”).

#### Content of application

##### 1. Cover letter from the corporate finance adviser (“CFA”)

A cover letter containing the following:

- a) Particulars of the proposed offering;
- b) Details of the CFA;
- c) Information on the previous offering conducted by the unlisted public company (“UPC”) or any corporation in the group, including the offering period, the amount raised and the status of the utilisation of the proceeds raised, which is to be audited by an approved company auditor;
- d) Confirmation by the CFA that:
  - i. he has exercised due care and diligence in carrying out his functions in relation to the request for consultation and the proposed offering of the UPC shares;
  - ii. he has taken reasonable steps to satisfy himself that the board of directors of the UPC understand that they must fully apprise themselves of their obligations in relation to the offering, including their obligations and liabilities under securities laws and the Guidelines;
  - iii. after having made enquiries as he deems reasonable, the CFA has reasonable grounds to believe and does believe that:
    - the submission for consultation and proposed offering of the UPC shares complies with the requirements under the Guidelines; and
    - the information submitted is not false or misleading and contains no material omission;
  - iv. if the IM contains future financial information, the bases and assumptions relied upon in the preparation of the future financial information are reasonable.

2. Any offering documents issued to the investors, including the IM.

3. A checklist of compliance with the relevant chapters of the Guidelines. The checklist should include a commentary on how the requirements have been met and provide specific explanation or justification for each requirement. Where a requirement is not met, or not applicable, to provide the relevant commentary.

#### **4. Supporting documents and information**

- a) The list of substantial shareholders of the UPC and each of its existing or proposed subsidiaries and associated companies, including:
  - their shareholdings in the corporation and the ultimate beneficial ownership of shares held under nominees or corporations;
  - for individuals, their NRIC or passport numbers, age, nationalities and current addresses; and
  - for corporations, their registration numbers, country of incorporation and current addresses;
- b) The list of the board of directors of the UPC, including the date of appointment, their NRIC or passport numbers, addresses and nationalities;
- c) The list of the advisers of the UPC, including the date of appointment, their NRIC or passport numbers (for individuals), their registration numbers (for corporations), addresses and nationalities;
- d) Certified true copies of the audited financial statements of the UPC for each financial year and period, where applicable; and
- e) Certified true copies of any expert's report referred to in the IM, where applicable.

#### **5. Additional Documents for Shariah-compliant shares**

- a) Shariah pronouncement by the Shariah adviser; and
- b) Any other supporting documents or information as may be required by the SC.

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