

CMFAS Module 4 - Rules and Regulations for Advising on Corporate Finance

Summary of Updates (February 2022 – Version 5.4)

The updates made to the CMFAS Module 4A (September 2020 - Version 5.3) are summarized as follows:

**Additions/updates/corrections are indicated in blue italics.*

Deletions are indicated in strikethrough.

Section and page references relate to the updated study guide.

Chapter	Page No.	Update/Amendment
Chapter 4: Post Listing Obligations and Considerations		
4.9.1 Grounds for Delisting	130	<p>Under the Listing Manual, a Listed Issuer may be delisted on one of the following grounds:</p> <ul style="list-style-type: none"> i. SGX-ST may remove it from the Official List in certain circumstances as elaborated in Section 4.9.3 below ("Forced Delisting"); ii. it is delisted following a general suspension under Rule 1303 of the Listing Manual ("Rule 1303 Delisting"); iii. it is suspended and then delisted following a take-over offer ("Rule 1105 Delisting");¹⁹¹ iv. it has an insufficient free float ("Free Float Delisting"); v. it becomes a cash company and is unable to meet the requirements for a new listing within 12 months from the time it becomes a cash company ("Cash Company Delisting"); vi. it is not removed from the watch-list under Part V of Chapter 13 of the Mainboard Listing Manual after being on it for 24 months 36 months ("Watch-list Delisting") (this is not applicable to Catalist Issuers); or vii. it voluntarily delists itself ("Voluntary Delisting"). <p>Each of these grounds is a separate and distinct ground, although they may overlap in some cases. It is therefore recommended that SGX-ST be consulted where there is an overlap.</p> <p>A common theme in these grounds is that trading suspension will generally precede delisting. But it is important to note that the fact that trading in the Listed Issuer's shares is suspended does not mean that the Listed Issuer is no longer listed on SGX-ST.</p> <p>¹⁹¹ The relevant rule in the Catalist Listing Manual is Rule 1104, Chapter 11 Takeovers, Part II General</p>
4.9.9 Voluntary Delisting	137	<p>Under Rule 1307 of the Listing Manual, SGX-ST may agree, upon the Listed Issuer's application (the "Delisting Application"), to delist the Listed Issuer if the following conditions are satisfied:</p> <ul style="list-style-type: none"> i. The Listed Issuer convenes a general meeting of its shareholders to obtain their approval for the Voluntary Delisting;

Chapter	Page No.	Update/Amendment
		<p>ii. The Voluntary Delisting resolution to delist the issuer has been:</p> <p>(a) is approved by a majority of at least 75% of the total number of issued shares excluding treasury shares and subsidiary holdings held by the Listed Issuer’s shareholders present and voting, on a poll, either in person or by proxy at the general meeting. (i.e., the requisite majority is at least 75% of the votes cast); and The Offeror Concert Party Group must abstain from voting on the resolution.</p> <p>(b) is not voted against by 10% or more of the total number of issued shares excluding treasury shares held by the Listed Issuer’s shareholders present and voting, on a poll, either in person or by proxy at the general meeting (i.e., the requisite veto is at least 10% of the votes cast);</p> <p>iii. A reasonable exit alternative (“Exit Offer”), “which should normally be in cash”, is offered to the Listed Issuer’s shareholders;²¹³ and</p> <p>iv. The Listed Issuer appoints an IFA to advise on the Exit Offer.²¹⁴</p> <p>²¹³ Rule 1309(1) of the Mainboard Listing Manual and Rule 1308(1) of the Catalist Listing Manual, Chapter 13 Trading Halt, Suspension and Delisting, Part IV Delisting</p> <p>²¹⁴ Rule 1309(2) of the Mainboard Listing Manual and Rule 1308(2) of the Catalist Listing Manual, Chapter 13 Trading Halt, Suspension and Delisting, Part IV Delisting</p>