

powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities, and discretions vested in him.

77. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two directors or in such other manner as the directors from time to time determine.

78. The directors shall cause minutes to be made—

- (a) of all appointments of officers to be engaged in the management of the company's affairs;
- (b) of names of directors present at all meetings of the company and of the directors; and
- (c) of all proceedings at all meetings of the company and of the directors.

The minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

Proceedings of Directors

79. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A director may at any time and the secretary shall on the requisition of a director summon a meeting of the directors.

80. Subject to these regulations questions arising at any meeting of directors shall be decided by a majority of votes and a determination by a majority of directors shall for all purposes be deemed a determination of the directors. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.

81. A director shall not vote in respect of any contract or proposed contract with the company in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.

82. Any director with the approval of the directors may appoint any person (whether a member of the company or not) to be an alternate or substitute director in his place during such period as he thinks fit. Any person while he so holds office as an alternate or substitute director shall be entitled to notice of meetings of the directors and to attend and vote thereat, accordingly, and to exercise all the powers of the appointor in his place. An alternate or substitute director shall not require any share qualification, and shall *ipso facto* vacate office if the appointor vacates office as a director or removes the appointee from office. Any appointment or removal under this regulation shall be effected by notice in writing under the hand of the director making the same.

83. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.

84. The continuing directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the company, but for no other purpose.

85. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairman of the meeting.

86. The directors may delegate any of their powers to committees consisting of such member of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

87. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.

88. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

89. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

90. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors.

Managing Directors

91. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment. A director so appointed shall not, while

holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of directors, but his appointment shall be automatically determined if he ceases from any cause to be a director.

92. A managing director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the directors may determine.

93. The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers.

Associate Directors

94. The directors may from time to time appoint any person to be an associate director and may from time to time cancel any such appointment. The directors may fix, determine and vary the powers, duties and remuneration of any person so appointed, but a person so appointed shall not be required to hold any shares to qualify him for appointment nor have any right to attend or vote at any meeting of directors except by the invitation and with the consent of the directors.

Secretary

95. The secretary shall in accordance with the Act be appointed by the directors for such term, at such remuneration, and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Seal

96. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorized by the directors in that behalf, and every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

Accounts

97. The directors shall cause proper accounting and other records to be kept and shall distribute copies of the balance sheets and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or paper of the company except as conferred by statute or authorized by the directors or by the company in general meeting.

Dividends and Reserves

98. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

99. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

100. No dividend shall be paid otherwise than out of profits or shall bear interest against the company.

101. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares in the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

102. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly.

103. The directors may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

104. Any general meeting declaring a dividend or bonus may direct payment of the dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debenture stock of any other company or in any one or more of those ways and the directors shall give effect to the resolution, and where any difficulty arises in regard to the distribution, the directors may settle the same as they think expedient, and fix the value for distribution of the specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the right of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors.

105. Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders

may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders.

Capitalization of Profits

106. The company in general meeting may, upon the recommendation of the directors, resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that the sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by those members respectively or paying up in full unissued shares or debentures of the company to be allotted and distributed, credited as fully paid up to and amongst the members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution. A share premium account and a capital redemption reserve may, for the purposes of this regulation, be applied only in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

107. Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon the capitalization, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

Notices

108. A notice may be given by the company to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address within Malaysia) to the address, if any, within Malaysia supplied by him to the company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

109. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

110. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any, within Malaysia supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

111. (1) Notice of every general meeting shall be given in any manner hereinbefore authorized to—

- (a) every member;
- (b) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the company.

(2) No other person shall be entitled to receive notices of general meetings.

Winding Up

112. If the company is wound up the liquidator may, with the sanction of a special resolution of the company, divide amongst the members in kind the whole or any part of the assets of the company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

113. Every director, managing director, agent, auditor, secretary, and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

FIFTH SCHEDULE

[Section 39]

PROSPECTUS

PART I

Matters to be Stated

1. The number of founders or management or deferred shares, if any, and the nature and extent of the interest of the holders of those shares in the property and profits of the company.
2. The number of shares, if any, fixed by the articles as the qualification of a director, and any provision in the articles as to the remuneration of the directors.
3. The names, descriptions, and addresses of all the directors or proposed directors.
4. Where the prospectus relates to shares, particulars as to—
 - (a) the minimum amount which, in the opinion of the directors, must be raised by the issue of those shares in order to provide the sums, or, if any part thereof is to be defrayed in any other manner, the balance of the sums, required to be provided in respect of each of—
 - (i) the purchase price of any property purchased or to be purchased which is to be defrayed in whole or in part out of the proceeds of the issue;
 - (ii) any preliminary expenses payable by the company, and any commission so payable to any person in consideration of his agreeing to subscribe for, or of his procuring or agreeing to procure subscriptions for, any shares in the company;
 - (iii) the repayment of any money borrowed by the company in respect of any of the foregoing matters; and
 - (b) the amounts to be provided in respect of the matters aforesaid otherwise than out of the proceeds of the issue and the sources out of which those amounts are to be provided.
5. The nature of the company's business and the names of all corporations which are by virtue of section 6 deemed to be related to the company.
6. The time of the opening of the subscription lists.
7. The amount payable on application and allotment on each share or where that amount may vary during the currency of the offer, the basis of calculation of the amount so payable and, in the case of a second or subsequent offer of shares, the number, description and amount offered for subscription on each previous allotment made within the two preceding years, the number actually allotted, and the amount, if any, paid on the shares so allotted.

8. The number, description, and amount of any shares in or debentures of the company which any person has, or is entitled to be given, an option to subscribe for, together with the following particulars of the option:

- (a) the period during which it is exercisable;
- (b) the price to be paid for shares or debentures subscribed for under it;
- (c) the consideration, if any, given or to be given for it or for the right to it; and
- (d) the names and addresses of the persons to whom it or the right to it was given or, if given to existing shareholders or debenture holders as such, the relevant shares or debentures.

9. The number and amount of shares and debentures which within the two preceding years have been issued, or agreed to be issued, as fully or partly paid up otherwise than in cash, and in the latter case the extent to which they are so paid up, and in either case the consideration for which those shares or debentures have been issued or are proposed or intended to be issued.

10. (1) With respect to any property to which this paragraph applies—

- (a) the names and addresses of the vendors;
- (b) the amount payable in cash, shares, or debentures to the vendor and, where there is more than one separate vendor, or the corporation is a sub-purchaser, the amount so payable to each vendor; and
- (c) short particulars of any transaction relating to the property completed within the two preceding years in which any vendor of the property to the corporation or any person who is, or was at the time of the transaction, a promoter or a director or proposed director of the corporation had any interest, direct or indirect.

(2) The property to which this paragraph applies is property purchased or acquired by the corporation or by any subsidiary of the corporation or proposed so to be purchased or acquired, which is to be paid for wholly or partly out of the proceeds of the issue offered for subscription by the prospectus or the purchase or acquisition of which has not been completed at the date of the issue of the prospectus, other than property the contract for the purchase or acquisition whereof was entered into in the ordinary course of the corporation's or the subsidiary's business, the contract not being made in contemplation of the issue nor the issue in consequence of the contract.

11. The amount, if any, paid or payable as purchase money in cash, shares, or debentures for any property to which the last preceding paragraph applies, specifying the amount, if any, payable for goodwill.

12. The amount, if any, paid within the two preceding years, or payable, as commission (but not including commission to sub-underwriters) for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of the corporation, or the rate of any such commission, and the names of any directors or promoters or experts or proposed directors who are entitled to receive any such commission and the amount or rate thereof.

13. The amount or estimated amount of preliminary expenses and the persons by whom any of these expenses have been paid or are payable, and the amount or estimated amount of the expenses of the issue and the persons by whom any of those expenses have been paid or are payable.

14. Any amount or benefit paid or given within the two preceding years or intended to be paid or given to any promoter, and the consideration for the payment or the giving of the benefit.

15. The dates of, parties to, and general nature of every material contract, not being a contract entered into in the ordinary course of the business carried on or intended to be carried on by the corporation or a contract entered into more than two years before the date of issue of the prospectus.

16. The names and addresses of the auditors of the corporation.

17. Full particulars of the nature and extent of the interest, direct or indirect, if any, of every director and of every expert in the promotion of, or in the property proposed to be acquired by, the corporation, or, where the interest of such a director or such an expert consists in being a partner in a firm or a holder of shares or debentures in a corporation the nature and extent of the interest of the firm, or corporation, and where the interest of such a director or such an expert consists in a holding of shares or debentures in a corporation a statement of the nature and extent of the interest of the director or expert in the corporation, with a statement of all sums paid or agreed to be paid to him or to the firm in cash or shares or otherwise by any person in the case of a director either to induce him to become, or to qualify him as, a director, or otherwise for services rendered by him or by the firm or corporation in connection with the promotion or formation of the corporation or (in the case of an expert) for services rendered by him or the firm or corporation in connection with the promotion or formation of the corporation. For the purposes of this paragraph a director or expert shall be deemed to have an indirect interest in a corporation if he has any beneficial interest in shares or debentures of a corporation which has an interest in the promotion of, or in the property proposed to be acquired by the corporation or if he has any beneficial interest in shares or debentures in a corporation which is by virtue of section 6 deemed to be related to that first mentioned corporation.

18. Where the prospectus relates to shares, if the share capital of the corporation is divided into different classes of shares, the right of voting at meetings of the corporation conferred by, and the rights in respect of capital and dividends attached to, the several classes of shares respectively.

19. In the case of a corporation which has been carrying on business, or of a business which has been carried on, for less than three years, the length of time during which the business of the corporation or the business to be acquired, as the case may be, has been carried on.

PART II

Reports to be Set Out

20. (1) A report by an approved company auditor, who shall be named in the prospectus with respect to—

- (a) profits and losses and assets and liabilities of the corporation and of any guarantor corporation referred to in the prospectus, in accordance with subparagraph (2) or (3), as the case requires; and
- (b) the rates of the dividends, if any, paid by the corporation in respect of each class of shares in respect of each of the five financial years immediately preceding the issue of the prospectus, giving particulars of each such class of shares on which those dividends have been paid and particulars of the cases in which no dividends have been paid in respect of any class of shares in respect of any of those years,

and, if no accounts have been made up in respect of any part of the period of five years ending on a date three months before the issue of the prospectus, containing a statement of that fact.

(2) If the corporation or the guarantor corporations have no subsidiaries, the report shall—

- (a) so far as regards profits and losses, deal with the profits or losses of the corporation and of the guarantor corporations referred to in the prospectus in respect of each of the five financial years immediately preceding the last date to which the accounts of the corporation or the guarantor corporations were made up; and
- (b) so far as regards assets and liabilities, deal with the assets and liabilities of the corporation and of the guarantor corporations referred to in the prospectus at the last date to which the accounts of the corporation and the guarantor corporations were made up,

which date shall in no case be more than six months before the issue of the prospectus.

(3) If the corporation or the guarantor corporations have subsidiaries, the report shall—

- (a) so far as regards profits and losses—
 - (i) deal as aforesaid separately with the corporation's and the guarantor corporations' (other than subsidiaries) profits or losses as provided by subparagraph (2) and in addition deal as aforesaid either—
 - (A) as a whole with the combined profits or losses of their subsidiaries; or
 - (B) individually with the profits or losses of each subsidiary; or

- (ii) deal as aforesaid as a whole with the profits or losses of the corporation and of the guarantor corporations and with the combined profits or losses of their subsidiaries;
- (b) so far as regards assets and liabilities, deal as aforesaid separately with the corporation's and the guarantor corporations' (other than subsidiaries) assets and liabilities as provided by subparagraph (2), and in addition deal as aforesaid either—
 - (i) as a whole with the combined assets and liabilities of its or their subsidiaries, with or without the corporation's assets and liabilities; or
 - (ii) individually with the assets and liabilities of each subsidiary,

and shall indicate as respects the profits or losses and assets and liabilities of the subsidiaries the allowance to be made for persons other than members of the corporation.

(4) If the prospectus relates to shares in or debentures of a borrowing corporation the report shall state separately estimates of the amounts of moneys owing and payable to the corporation and the amounts of all liabilities payable by the borrowing corporation—

- (a) not later than two years;
- (b) later than two years but not later than five years; and
- (c) later than five years,

calculated from the last date to which the accounts of the borrowing corporation were made up.

21. If the proceeds, or any part of the proceeds, of the issue of the shares or debentures are to be applied directly or indirectly in the purchase of any business, a report by an approved company auditor (who shall be named in the prospectus) with respect to—

- (a) the profits or losses of the business in respect of each of the five financial years immediately preceding the last date to which the accounts of the business were made up; and
- (b) the assets and liabilities of the business at the last date to which the accounts of the business were made up,

which date shall in no case be more than six months before the issue of the prospectus.

22. (1) If—

- (a) the proceeds, or any part of the proceeds, of the issue of the shares or debentures are to be applied directly or indirectly in any manner resulting in the acquisition by the corporation of shares in any other corporation; and
- (b) by reason of that acquisition or anything to be done in consequence thereof or in connection therewith that corporation will become a subsidiary of the corporation,

a report by an approved company auditor (who shall be named in the prospectus) with respect to—

- (c) the profits or losses of the other corporation in respect of each of the five financial years immediately preceding the last date to which the accounts of the corporation were made up; and
- (d) the assets and liabilities of the other corporation at the last date to which the accounts of the corporation were made up,

which date shall in no case be more than six months before the issue of the prospectus.

(2) The report shall—

- (a) indicate how the profits or losses of the other corporation dealt with by the report would, in respect of the shares to be acquired, have concerned members of the corporation and what allowance would have fallen to be made, in relation to assets and liabilities so dealt with, for holders of other shares, if the corporation had at all material times held the shares to be acquired; and
- (b) where the other corporation has subsidiaries, deal with the profits or losses and the assets and liabilities of the corporation and its subsidiaries in the manner provided by paragraph 20 (3) in relation to the corporation and its subsidiaries.

23. A report by the directors as to whether after due inquiry by them in relation to the interval between the date to which the last accounts have been made up and a date not earlier than fourteen days before the issue of the prospectus—

- (a) the business of the corporation and its subsidiaries has in their opinion been satisfactorily maintained;
- (b) there have in their opinion arisen since the last annual general meeting of the corporation any circumstances adversely affecting the trading or the value of the assets of the corporation or any of its subsidiaries;
- (c) the current assets of the corporation and of its subsidiaries appear in the books at values which are believed to be realizable in the ordinary course of business;
- (d) there are any contingent liabilities by reason of any guarantees given by the corporation or any of its subsidiaries; or
- (e) there are, since the last annual report, any changes in published reserves or any unusual factors affecting the profit of the corporation and its subsidiaries,

and where any report is required pursuant to this paragraph it shall contain full details of all matters required to be dealt with in the report.

PART III

Provisions Applying to Parts I and II of this Schedule

- 24.** Paragraphs 2, 13 (so far as it relates to preliminary expenses) and 17 shall not apply in the case of a prospectus issued more than two years after the date at which the company is entitled to commence business.
- 25.** Every person shall for the purposes of this Schedule be deemed to be a vendor who has entered into any contract, absolute or conditional, for the sale or purchase, or for any option of purchase, of any property to be acquired by the corporation in any case where—
- (a) the purchase money is not fully paid at the date of the issue of the prospectus;
 - (b) the purchase money is to be paid or satisfied wholly or in part out of the proceeds of the issue offered for subscription by the prospectus; or
 - (c) the contract depends for its validity or fulfilment on the result of that issue.
- 26.** Where any property to be acquired by the corporation is to be taken on lease this Schedule shall have effect as if the expression “vendor” includes the lessor, and the expression “purchase money” included the consideration for the lease, and the expression “sub-purchaser” included a sub-lessee.
- 27.** References in paragraph 8 to an option to subscribe for shares or debentures shall include an option to acquire them from a person to whom they have been allotted or agreed to be allotted with a view to his offering them for sale, but shall not include an option to subscribe for or acquire shares pursuant to a *bona fide* underwriting or sub-underwriting agreement.
- 28.** For the purposes of paragraph 10 where the vendors or any of them are a firm, the members of the firm shall not be treated as separate vendors.
- 29.** If in the case of a corporation which has been carrying on business, or of a business which has been carried on, for less than five years, the accounts of the corporation or business have only been made up in respect of four years, three years, two years, or one year, Part II of this Schedule shall have effect as if references to four years, three years, two years, or one year, as the case may be, were substituted for references to five years.
- 30.** The expression “financial year” in Part II of this Schedule means the year in respect of which the accounts of the corporation or of the business, as the case may be, are made up, and where by reason of any alteration of the date on which the financial year of the corporation or business terminates the accounts of the corporation or business have been made up for a period greater or less than a year, that greater or less period shall, for the purposes of that Part of this Schedule, be deemed to be a financial year.

31. Any report required by Part II of this Schedule shall either indicate by way of note any adjustments as respects the figures of any profits or losses or assets and liabilities dealt with by the report which appear to the persons making the report necessary or shall make those adjustments and indicate that adjustments have been made.

PART IV

*Additional Matters to be Included in Prospectus Relating
to Invitation to the Public to Deposit Money with or
Lend Money to a Corporation*

32. Where subsection 38(4) applies there shall be included—

- (a) a statement to the effect that the repayment of all moneys that have been or may be deposited with or lent to the corporation in response to the invitation is secured by a first charge given to the trustee for the holders of the debentures to be issued in relation to the deposit or loan over land vested in the corporation or in any of its guarantor corporations and that the charge has been duly registered, or is a registrable mortgage which has been lodged for registration, in accordance with the law relating to the registration of land charges in the place where the land is situated and that the aggregate amount of the moneys and of all other liabilities, if any, secured by the charge over that land ranking *pari passu* with the liability to repay those moneys does not exceed sixty per centum of the value of the corporation's interest in that land as shown in the valuation included in the prospectus; and
- (b) a copy of a written valuation of the corporation's interest in the land so mortgaged showing the nature and extent of the corporation's interest made not more than six months before the date of the prospectus by a person competent and qualified to make the valuation in the place where the land is situated who is not an officer or employee of the corporation or of any of its guarantor corporations or of any corporation that by virtue of section 6 is deemed to be related to either the first-mentioned corporation or any of its guarantor corporations.

33. (1) Where subsection 38(5) applies there shall be included—

- (a) a statement to the effect—
 - (i) that the repayment of all moneys that have been or may be deposited with or lent to the corporation in response to the invitation has been secured by a charge in favour of the trustee for the holders of the debentures over the whole or any part of the tangible assets of the corporation and of its guarantor corporations or of any of them; and
 - (ii) that having regard to the particulars in the summary made in accordance with subparagraph (1)(b) the tangible assets secured by the charge are sufficient and are reasonably likely to be sufficient to meet the liability for the repayment of all such moneys and all other liabilities ranking in priority thereto or *pari passu* therewith that have been or may be incurred; and

- (b) a summary made by the approved company auditor who has made for inclusion in the prospectus the report required by Part II of this Schedule with respect to the assets and liabilities of the borrowing corporation showing in tabular form the aggregate values (based upon the amounts as disclosed in the statements of the assets and liabilities of the borrowing corporation and its guarantor corporations which have been prepared for the purposes of paragraphs 20 and 31) of the tangible assets of the borrowing corporation and of its guarantor corporations which have been charged to secure the repayment of all moneys referred to in subparagraph (1)(a)(i), after making such adjustments as are proper to give a true and fair view of the tangible assets, available as security for the charge and, in particular, after making adjustments—
- (i) to exclude from those aggregate values such part of the value of any shares in or advances to a corporation as is reflected in or depends upon the tangible assets of that corporation which are otherwise included in the summary;
 - (ii) to exclude from those aggregate values such part of the value of any shares in a corporation which is by virtue of section 6 deemed to be related to the borrowing corporation or the guarantor corporation (as the case requires) as is properly attributable to intangible assets of that first-mentioned corporation; and
 - (iii) to add to those aggregate values the amount to be raised under the prospectus including the maximum amount of over-subscriptions which the prospectus in accordance with section 41 specifies may be retained.
- (2) In the summary the approved company auditor—
- (a) shall show the amounts outstanding out of the aggregate amounts borrowed respectively by the borrowing corporation and by its guarantor corporations distinguishing between those which will rank for repayment in priority to the proposed issue and those which will rank *pari passu* with that proposed issue;
 - (b) shall state by way of note or otherwise the total amount of the values of intangible assets excluded in making the adjustments required under subparagraph (1)(b)(ii);
 - (c) may, where a corporation has given a charge over its assets to secure a liability the amount of which may vary from time to time, take into account the actual amount of the liability as at the date at which the summary is made up but (in that event) shall show by way of note the further amount which may be advanced under that charge;
 - (d) may explain or qualify by way of note or otherwise any of the matters set out in the summary; and
 - (e) shall disclose by way of note or otherwise the amount of advances by the borrowing corporation to any corporation which is by virtue of section 6 deemed to be related to the borrowing corporation distinguishing between advances which are secured and advances which are unsecured.

34. In every prospectus which relates to debentures there shall be included—
- (a) particulars of the limitations on the amount that the corporation may borrow;
 - (b) a statement as to the amount of subscriptions that are being sought;
 - (c) a statement as to whether or not the corporation reserves the right to accept or retain over-subscriptions and, if the corporation reserves such a right, the limit on the right so reserved expressed as a sum of money; and
 - (d) where applicable, a statement as to whether or not the corporation has any right to create additional charges over any of the assets charged to secure the repayment of the deposits or loans which will rank in priority to or *pari passu* with that charge and if there is such a right particulars of its nature and extent.

FIFTH SCHEDULE—A

[Section 39A]

(Deleted by Act A1081)

SIXTH SCHEDULE

[Section 51]

STATEMENT IN LIEU OF PROSPECTUS

PART I

*Statement in Lieu of Prospectus lodged for Registration
by [insert name of the company]*

The nominal share capital of the company	RM	
Divided into	Shares of RM	each: RM
	Shares of RM	each: RM
	Shares of RM	each: RM
Amount, if any, of above capital which consists of redeemable preference shares	Shares of RM	each: RM
The date on or before which these shares are, or are liable, to be redeemed		

Names, descriptions, and addresses of directors or proposed directors

If the share capital of the company is divided into different classes of shares, the right of voting at meetings of the company conferred by, and the rights in respect of capital and dividends attached to, the several classes of shares respectively

Number and amount of shares and debentures issued within the two years preceding the date of this statement or proposed or agreed to be issued as fully or partly paid up otherwise than in cash

1. shares of RM fully paid
2. shares upon which RM per share credited as paid
3. debentures RM

The consideration for the issue or intended issue of those shares and debentures

4. Consideration:

Number, description, and amount of any shares or debentures which any person of RM has or is entitled to be given an option to subscribe for, or to acquire from a person to whom they have been allotted or agreed to be allotted with a view to his offering them for sale

1. shares of RM and debentures

Period during which option is exercisable

2. Until

Price to be paid for shares or debentures subscribed for or acquired under option

3. RM

Consideration for option or right to option

4. Consideration:

Persons to whom option or right to option was given or, if given to existing shareholders or debenture holders as such, the relevant shares or debentures

5. Names and addresses

Names and addresses of vendors of property purchased or acquired, or proposed to be purchased or acquired by the company except where the contract for its purchase or acquisition was entered into in the ordinary course of the business intended to be carried on by the company or the amount of the purchase money is not material

Amount (in cash, shares, or debentures) payable to each separate vendor

Amount, if any, paid or payable (in cash or shares or debentures) for any such property, specifying amount, if any, paid or payable for goodwill	Total purchase price	RM _____
	Cash	RM
	Shares	RM
	Debentures	RM
	Goodwill	RM _____
Short particulars of any transaction relating to any such property which was completed within the two preceding years and in which any vendor to the company or any person who is, or was at the time thereof, a promoter, director, or proposed director of the company had any interest direct or indirect		
Amount, if any, paid or payable as commission for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares or debentures in the company; or	Amount paid: RM Amount payable: RM	
Rate of the commission	per cent	
Amount or rate of brokerage		
The number of shares, if any, which persons have agreed for a commission to subscribe absolutely		
Amount or estimated amount of preliminary expenses	RM	
By whom those expenses have been paid or are payable		
Amount paid or intended to be paid to any promoter	Name of promoter: Amount: RM	
Consideration for the payment	Consideration:	
Any other benefit given or intended to be given to any promoter	Name of promoter: Nature and value of benefit:	
Consideration for giving of benefit	Consideration:	

Dates of, parties to, and general nature of every material contract (other than contracts entered into in the ordinary course of the business intended to be carried on by the company or entered into more than two years before the delivery of this statement)

Time and place at which the contracts or copies thereof or (1) in the case of a contract not reduced into writing, a memorandum giving full particulars thereof, and (2) in the case of a contract wholly or partly in a language other than the national language or English a copy of a certified translation thereof in the national language or English or embodying a translation in the national language or English of the parts in a language other than the national language or English, as the case may be, may be inspected

Names and addresses of the auditors of the company

Full particulars of the nature and extent of the interest, direct or indirect, of every director and of every expert, in the promotion of or in the property proposed to be acquired by the company, or, where the interest of such a director or expert consists in being a partner in a firm or a holder of shares or debentures in a corporation, the nature and extent of the interest of the firm or corporation and where the interest of such a director or such an expert consists in a holding of shares or debentures in a corporation, a statement of the nature and extent of the interest of the director or expert in the corporation, with a statement of all sums paid or agreed to be paid to him or to the firm or corporation in cash or shares, or otherwise, by any person (in the case of a director) either to induce him to become, or to qualify him as, a director, or otherwise for service rendered by him or by the firm or corporation in connection with the promotion or formation of the company (in the case of an expert) for services rendered by him or the firm or corporation in connection with the promotion or formation of the company. For the purposes of this paragraph a director or expert shall be deemed to have an indirect

interest in a corporation if he has any beneficial interest in shares or debentures of a corporation which has an interest in the promotion of, or in the property proposed to be acquired by the company or if he has a beneficial interest in shares or debentures in a corporation which is by virtue of section 6 deemed to be related to that first mentioned corporation

And also, in the case of a statement to be lodged by a private company on becoming a public company, the following items—

Rates of the dividends, if any, paid by the company in respect of each class of shares in the company in each of the five financial years immediately preceding the date of this statement or since the incorporation of the company, whichever period is the shorter

Particulars of the cases in which no dividends have been paid in respect of any class of shares in any of these years

PART II

Reports to be Set Out

1. Where it is proposed to acquire a business, a report by an approved company auditor (who shall be named in the statement) with respect to—

- (a) the profits or losses of the business in respect of each of the five financial years immediately preceding the lodging of the statement with the Registrar; and
- (b) the assets and liabilities of the business at the last date to which the accounts of the business were made up.

2. (1) Where it is proposed to acquire shares in a corporation which by reason of the acquisition or anything to be done in consequence thereof or in connection therewith will become a subsidiary of the company, a report by an approved company auditor (who shall be named in the statement) with respect to the profits and losses and assets and liabilities of the other corporation in accordance with subparagraph (2) or (3), as the case requires, indicating how the profits or losses of the other corporation dealt with by the report would, in respect of the shares to be acquired, have concerned members of the company, and what allowance would have fallen to be made, in relation to assets and liabilities so dealt with, for holders of other shares, if the company had at all material times held the shares to be acquired.

(2) If the other corporation has no subsidiaries, the report referred to in subparagraph (1) shall—

- (a) so far as regards profits and losses, deal with the profits or losses of the other corporation in respect of each of the five financial years immediately preceding the delivery of the statement to the Registrar; and
- (b) so far as regards assets and liabilities, deal with the assets and liabilities of the other corporation at the last date to which the accounts of the corporation were made up.

(3) If the other corporation has subsidiaries, the report referred to in subparagraph (1) shall—

- (a) so far as regards profits and losses, deal separately with the other corporation's profits or losses as provided by subparagraph (2), and in addition deal as aforesaid either—
 - (i) as a whole with the combined profits or losses of its subsidiaries; or
 - (ii) individually with the profits or losses of each subsidiary, or, instead of dealing separately with the other corporation's profits or losses, deal as aforesaid as a whole with the profits or losses of the other corporation and with the combined profits or losses of its subsidiaries; and
- (b) so far as regards assets and liabilities, deal separately with the other corporation's assets and liabilities as provided by subparagraph (2), and, in addition, deal as aforesaid either—
 - (i) as a whole with the combined assets and liabilities of its subsidiaries, with or without the other corporation's assets and liabilities; or
 - (ii) individually with the assets and liabilities of each subsidiary,

and shall indicate as respects the profits or losses and the assets and liabilities of the subsidiaries the allowance to be made for persons other than members of the company.

NOTE—Where a company is not required to furnish any of the reports referred to in this Part, a statement to that effect giving the reasons therefor should be furnished.

(Signatures of the persons above-named as directors _____ or proposed directors or of their agents authorized _____ in writing)

Date:

PART III

Provisions Applying to Parts I and II of this Schedule

3. In this Schedule the expression “vendor” includes any person who is a vendor for the purposes of the Fifth Schedule, and the expression “financial year” has the meaning assigned to it in Part III of that Schedule.
4. If in the case of a business which has been carried on, or of a corporation which has been carrying on business, for less than five years, the accounts of the business or corporation have only been made up in respect of four years, three years, two years, or one year, Part II of this Schedule shall have effect as if references to four years, three years, two years, or one year, as the case may be, were substituted for references to five years.
5. Any report required by Part II of this Schedule shall either indicate by way of note any adjustments as respects the figures of any profits or losses or assets and liabilities dealt with by the report which appear to the persons making the report necessary or shall make those adjustments and indicate that adjustments have been made.

SEVENTH SCHEDULE

[Section 90]

STATEMENT REQUIRED PURSUANT TO DIVISION 5 OF PART IV

PART I

Matters Required to be Stated in Statement

1. The date of the statement.
2. The date of and parties to the deed referred to in section 91.
3. The date of and parties to any deed or instrument by which any of the provisions of the approved deed relating to the interest has been amended or abrogated.
4. The name of the trustee or representative under any such deed and the address of the trustee’s or representative’s registered office.
5. A summary of the provisions of the deed regulating the retirement, removal and replacement of the trustee or representative.
6. The name of the management company and the address of its registered office.
7. The names, descriptions, and addresses of all the directors of the management company.

- 8.** A summary of the provisions of the deed regulating the retirement, removal and replacement of the management company.
- 9.** The name and address of the auditor of the accounts relating to interests under the deed.
- 10.** A summary of the provisions of the deed regulating the appointment, retirement, removal and replacement of such auditor.
- 11.** The duration, if ascertainable, of the undertaking, scheme, enterprise or investment contract to which the deed relates or if the duration is not ascertainable, that fact.
- 12.** Full particulars with respect to the termination or winding up of the undertaking, scheme, enterprise or investment contract.
- 13.** Such particulars as are sufficient to disclose the true nature of the undertaking, scheme, enterprise or investment contract in respect of which the interest is to be issued or offered to the public for subscription or purchase and the general nature of the property to which the interest relates.
- 14.** The nature of the interest to be so issued or offered and of any units or sub-units into which the interest is divided and the rights in relation thereto of the persons who become the holders thereof.
- 15.** The address where the register of interest holders is or will be kept and the days on and the hours during which it is or will be accessible to the public.
- 16.** The method of calculation provided by the deed of the price at which the management company may sell the interest or any right in respect thereof or any unit or sub-unit of the interest.
- 17.** Such particulars as are sufficient to describe the duties and obligations imposed on the trustee or representative appointed by the deed relating to the interest.
- 18.** The name and address of each person or corporation with whom or with which a holder of the interest is required, obliged or entitled, in connection with the undertaking, scheme, enterprise or investment contract, to enter into any contract whether by way of lease or otherwise.
- 19.** The full names, descriptions and residential addresses of the directors of each corporation referred to in paragraph 18.
- 20.** Whether any property to which the interest relates is or will become vested in the trustee or representative, the nature and description of the property and the conditions or circumstances under which it is or will become so vested.
- 21.** Where the interest consists of rights or interests in or arising out of an investment relating to property that ordinarily depreciates in value through use or effluxion of time, such particulars as are sufficient to disclose the true particulars of the provision made for the replacement of that property and the source or sources from which the replacement is to be made or from which the cost of the replacement is to be met.

22. Except where the interest relates only to marketable securities which were purchased or acquired at not more than the ruling market prices the full names and residential addresses of the vendors of any property to which the interest relates, whether the property was purchased or acquired by the management company or by any person or corporation referred to in paragraph 18 or is proposed to be so purchased or acquired, a full and true description of the property and the amount paid or to be paid therefor to each vendor.

23. Such particulars as are sufficient to disclose the true nature and extent of the interest, if any, of each director of the management company, whether as a director, direct or indirect shareholder, partner or otherwise, in the business of each such vendor and in such property.

24. The obligations imposed upon the management company or any other person to purchase from any holder thereof the interest or any rights in respect thereof or the units or sub-units of the interest for which he has subscribed or which he has purchased, and a statement of the method provided by the deed for the calculation of the purchase price thereof.

25. A summary of the rights and obligations of the management company and of the trustee or representative governing the valuation of any investment made or property held in relation to the interest.

26. A summary of the provisions of the deed whereby investments or other property comprising or forming part of the interest to which the deed relates may be varied.

27. Full information regarding the remuneration of the trustee or representative and the management company respectively, the manner in which under the provisions of the deed the remuneration is provided for, and the charges, if any, that will be made by way of that remuneration upon the sale or purchase of any such interest and upon the distribution of income and capital or otherwise in connection with the relevant undertaking, scheme, enterprise or investment contract.

28. Whether the interest or any rights in respect thereof or any units or sub-units of the interest are transferable by the holders thereof and, if so, a summary of the provisions of the deed regulating the transfer.

29. A summary of the provisions of the deed relating to the distribution to the holders of the interest or of units or sub-units of the interest of the income derived from the undertaking, scheme, enterprise or investment contract.

30. Full information as to whether and to what extent any factor other than cash receipts by way of dividend, interest or bonus has been or will be taken into account in calculating the amount of income that will be payable to an interest holder.

31. If any reference is made to the yield of income obtained or likely to be obtained by the holders of the interest or of units or sub-units of the interest, a statement as to whether and to what extent anything other than cash receipts by way of dividends, interest or bonuses has been taken into account in calculating the yield.

- 32.** A summary of the provisions of the Act and of the deed regulating the convening of meetings of holders of the interest or of units or sub-units of the interest.
- 33.** The name and description and the date of commencement of operation of every other undertaking, scheme, enterprise or investment contract involving the issue of interests to the public conducted by the management company within the five years immediately preceding the date of the statement.
- 34.** A declaration—
- (a) that no units or sub-units of interests issued pursuant to the statement shall be allotted later than six months after the date appearing in the statement pursuant to paragraph 1; and
 - (b) unless the conditions of issue of the units or sub-units expressly provide that certificates be not issued that certificates shall be issued by the trustee or representative to purchasers of or subscribers for units or sub-units of interests purchased or subscribed for pursuant to the statement not more than two months after the allotment of the units or sub-units.
- 35.** A summary of the provisions of the deed with respect to the undertakings—
- (a) by or on behalf of the management company relating to the allotment of interests and of units or sub-units of interests to which the deed relates; and
 - (b) by or on behalf of the trustee or representative relating to the issue to holders of interests and of units or sub-units of interests of certificates of title thereto.

PART II

Reports to be set out in Statement

- 36.** A report by a person who at the time of making the report was an approved company auditor, and whose name must appear as such in the statement, setting out—
- (a) such information as sufficiently discloses the number of distributions, if any, of income to holders of interests or of units of interests to which the deed relates in each of the five years immediately preceding the date of the statement during which those interests had been in existence, the amount of each distribution and the extent to which each distribution consisted of any component other than dividends, interest and bonuses, and where it consisted of any component other than dividends, interest and bonuses, the nature and value of each of those components;
 - (b) such information, as sufficiently discloses the selling price and the purchase price, respectively, of those interests, units on the date upon which each distribution was made;

- (c) such information as sufficiently discloses the selling price and purchase price, respectively, of those interests, units or sub-units on such date, being a date within a period of fourteen days immediately preceding the date of the statement as is specified in the relevant report;
- (d) in respect of every issue of interests relating to any other undertaking, scheme, enterprise or investment contract conducted or entered into by the management company within the period of five years immediately preceding the date of the statement, similar information to that required under subparagraphs (a), (b) and (c); and
- (e) the profits or losses of the management company (and of every corporation with which a holder of the interest is required, obliged or entitled, pursuant to the undertaking, scheme, enterprise or investment contract, to enter into any contract) in respect of each of the five years during which the company and corporation, respectively, were carrying on business immediately preceding the date of the statement, and the rates of dividend, if any, paid by that company and that corporation in respect of each of those years, and the assets and liabilities of that company and of that corporation as at the last date to which its accounts were made up.

37. If in the case of a company which has been carrying on business, or of a business which has been carried on, for less than five years, the accounts of the company or business have only been made up in respect of four years, three years, two years, or one year, this Schedule shall have effect as if references to four years, three years, two years, or one year, as the case may be, were substituted for references to five years.

EIGHTH SCHEDULE

[Section 165]

PART I

*Contents of Annual Return of a Company Having
a Share Capital*

1. The address of the registered office of the company.
2. In a case in which the register of members is kept elsewhere than at the registered office, the address of the place where it is kept.
3. A summary, distinguishing between shares issued for cash and shares issued as fully or partly paid up otherwise than in cash, specifying—
 - (a) the amount of the share capital of the company, and the number of the shares into which it is divided;
 - (b) the number of shares taken up from the incorporation of the company to the date of the return;
 - (c) the amount called up on each share;

- (d) the total amount of calls received, including payments on application and allotment;
 - (e) the total amount, if any, agreed to be considered as paid on shares which have been issued as fully or partly paid up otherwise than in cash;
 - (f) the total amount of calls unpaid;
 - (g) the total amount of the sums, if any, paid by way of commission in respect of any shares or debentures since the date of the last return;
 - (h) particulars of the discount allowed on the issue of any shares issued at a discount, or of so much of that discount as has not been written off at the date of the return;
 - (i) the total amount of the sums, if any, allowed by way of discount in respect of any debentures since the date of the last return;
 - (j) the total number of shares forfeited; and
 - (k) the total amount, if any, paid on shares forfeited.
- 4.** Particulars of the total amount of the indebtedness of the company in respect of all charges which are required to be registered with the Registrar.
- 5.** Except in the case of a company to which section 166 applies a list as at the date of the return or as at such other date as the Registrar authorizes in the case of any company—
- (a) containing the full names and addresses of all persons who on such date are members of the company;
 - (b) stating the number of shares held by each member at the date of the list; and
 - (c) if the names are not arranged in alphabetical order, having annexed thereto an index sufficient to enable the name of any person in the list to be easily found.
- 6.** Where the company has converted any of its shares into stock and given notice of the conversion to the Registrar, the list must give particulars as to the amount of stock or the number of stock units instead of the amount of shares.
- 7.** In the case of a company keeping a branch register—
- (a) references in paragraphs 5 and 6 to particulars required shall be taken as not including any such particulars contained in the branch register, so far as copies of the entries containing those particulars are not received at the registered office of the company before the date of the list in question; and
 - (b) where an annual return or a list of members is dated between the date when any entries are made in the branch register and the date when copies of those entries are received at the registered office of the company, the particulars contained in those entries, so far as relevant to an annual return, shall be included in the next or a subsequent annual return as may be appropriate having regard to the particulars included in that return with respect to the company's register of members.

8. All such particulars with respect to the persons who at the date of the return are, or, are deemed to be, directors of the company and any person who at that date is a manager or secretary of the company as are by this Act required to be contained in the register of directors managers and secretaries.

9. Name and address of the auditor of the company.

PART II

Form of Annual Return of a Company Having a Share Capital

Company No.

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Annual return of the*Berhad* made up to the day of, 20..... [being the date of or a date not later than the fourteenth day after the date of the annual general meeting in 20.....].

The date of the annual general meeting of the company held in respect of the calendar year 20..... was the day of, 20.....

*The last annual general meeting was held on the day of,20..... in respect of the calendar year 20..... and the annual return made up to the day of, 20..... has been lodged with the Registrar.

†An extension of time to hold the annual general meeting for the calendar year 20..... to the day of, 20..... was granted by the Registrar.

Particulars Relating to the Company

The address of the registered office of the company is

.....

The address of the place at which the register of members is kept (*if other than the registered office*) is

.....

Addresses of places at which business is carried on (*indicating the principal place*) are[‡]

.....

††Principal nature of business carried on by the company:

1.
2.
3.

*Delete if annual return is in lodged in respect of the first annual general meeting.

+Delete if inapplicable.

£Where the space provided is insufficient, a separate list may be annexed.

++State three main business actually carried on by the company in order of priority.

Summary of Share Capital and Shares

Nominal share capital RM divided (shares of RM each)
 into⁽¹⁾ (shares of RM each)

Total number of shares taken up⁽¹⁾ to the
 day of 20..... (being the
date of the return or other authorized date)

Number of shares issued subject to payment
 wholly in cash

Number of shares issued as fully paid up
 otherwise than in cash

Number of shares issued as partly paid up to
 the extent of per share otherwise than
 in cash

⁽²⁾Number of shares (if any) of each class
 issued at a discount

Total amount of discount on the issue of shares
 which has not been written off at the date of
 this return

Number of shares held by citizens who are
 Malays and natives

Number of shares held by citizens who are
 non-Malays and non-natives

Number of share held by non-citizens

⁽³⁾Number of shares held by bodies corporate
 controlled by citizens who are Malays and
 natives

(³)Number of shares held by bodies corporate controlled by citizens who are non-Malays and non-natives	RM
(³)Number of shares held by bodies corporate controlled by non-citizens	RM
(⁴)There has been called up on each of shares	RM
(⁴)There has been called up on each of shares	RM
(⁴)There has been called up on each of shares	RM
(⁵)Total amount of calls received including payments on application and allotment	RM
Total amount, if any, agreed to be considered as paid on shares which have been issued as fully paid up otherwise than in cash	RM
Total amount, if any, agreed to be considered as paid on shares which have been issued as partly paid up to the extent of per share otherwise than in cash	RM
Total amount of calls unpaid	RM
Total amount of sums, if any, paid by way of commission in respect of any shares or debentures since the date of last return	RM
Total amount of sums, if any, allowed by way of discount in respect of any debentures since the date of last return	RM
Total number of shares forfeited	RM
Total amount paid, if any, on shares forfeited	RM

(¹)Where there are shares of different kinds or amounts (e.g., preference and ordinary, or RM and RM) state the numbers and nominal values separately.

(²)If the shares are of different kinds, state them separately.

(³)"Body corporate" means "corporate" as defined in section 4 but for this purpose it also includes the exceptions thereof.

"Controlled by" means where not less than half of the issued capital (excluding any part thereof which consists of preference shares) is beneficially owned by or where not less than half of the voting power is controlled by the person.

(⁴)Where various amounts have been called or there are shares of different kinds, state them separately.

(⁵)Include what has been received on forfeited as well as on existing shares.

Particulars of Indebtedness

*Particulars of the indebtedness of the company in respect of all charges which are required to be registered with the Registrar of Companies are as follows:

Registered No.	Date of Registration	Nature of Charge	Name of chargee	Amount of the indebtedness

Total: RM _____

*Particulars of charges not required to be registered under the Companies Act 1965 are as follows:

Date of creation	Nature of charge	Name of chargee	Amount of the indebtedness

Total: RM _____

†Total amount of indebtedness as at the date of the return RM

* Strike out if inapplicable.

† State the total amount of indebtedness of the company as at the date of the return.

*Copy of last audited Balance sheet and Profit and
Loss Account of the Company*

This return must include a copy, certified by a director or by the manager or secretary of the company to be a true copy of the last balance sheet and of the last profit and loss account which have respectively been audited by the company's auditors (including every document required by law to be annexed or attached thereto) together with a copy of the report of the auditors thereon (certified as aforesaid) and if any such balance sheet or account is in a language other than the National Language or English there must also be annexed to it a translation thereof in the National Language or English certified in the prescribed manner to be a correct translation. If the said last balance sheet or account did not comply with the requirements of the law as in force at the date of the audit there must be made such additions to and corrections in the said copy as would have been required to be made therein in order to make it comply with the said requirements, and the fact that the said copy has been so amended must be stated thereon. If a company has more than one such audited balance sheet or profit and loss account since the date of the last return, every such balance sheet and profit and loss account must be included.

Where a holding company has a subsidiary company incorporated in a country outside Malaysia, whether the subsidiary company has or has not established a place of business in Malaysia, there shall be annexed to the balance sheet and profit and loss account of the holding company a separate balance sheet and profit and loss account for the subsidiary company.

Notwithstanding the foregoing provisions this return need not include a copy of the last balance sheet and profit and loss account of any company which is an exempt private company at the date of the return and has been an exempt private company since the date of the last return, the incorporation of the company or the commencement of this Act, whichever last occurs, if the return includes a certificate signed by a director of the company, the secretary of the company and the auditor of the company which certifies that, to the best of their knowledge and belief—

- (a) the company is and has at all relevant times been an exempt private company;
- (b) a duly audited profit and loss account and balance sheet, which comply with the requirements of the Act made up to a date specified in the certificate have been laid before the company in a general meeting; and
- (c) as at the date to which the profit and loss account has been made up the company appeared to have been able to meet its liabilities as and when they would fall due.

Certificate to be given by all Companies

A certificate in the form set out hereunder shall be given by the secretary or a director of every company.

Certificate

I/We⁽¹⁾ after having made due inquiries certify—

- (a) that the Unclaimed Moneys Act 1965, relating to the unclaimed moneys have been complied with;
- (b) having made an inspection of the share register, that transfers have not⁽¹⁾ been registered since date of *the last annual return*⁽¹⁾

or

the incorporation of the company⁽¹⁾;

- (c) ⁽²⁾that the company has not since the date of the last annual return⁽³⁾ issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call; and
- (d) ⁽⁴⁾that the excess of members of the company above fifty (counting joint holders of shares as one person) consists only of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.

Signature Director⁽⁵⁾

Signature Secretary

⁽¹⁾Strike out if inapplicable.

⁽²⁾Strike out this paragraph if the company is not a private company.

⁽³⁾In the case of the first annual return of a private company strike out the words “last annual return and substitute the words “incorporation of the company”.

⁽⁴⁾Strike out this paragraph except in the case of a private company whose members exceed fifty.

⁽⁵⁾NOTE- A certificate signed by the same person in the capacity of both director and secretary will not be accepted—see subsection 139 (5).

Particulars of the *Directors, Managers, Secretaries and Auditors of the Berhad at the date of the Annual Return.

Full Name†	I/C No./ Passport No. ‡	Usual § Address	Other business occupation and in the case of Directors, particulars of other Directorships required to be shown by paragraph 141(2)(b) and subsection 141(3), if none, state so
Directors—			
Manager, if any—			
Secretaries—			
Auditors for current financial year—			

.....
(Signature)

* Directors includes any person who occupies the position of a director by whatever name called and any person in accordance with whose directions or instructions the directors of a company are accustomed to act.

† Insert full name and any former name of the officer. If an officer is of the female gender insert “(f)” against her name. In the case of a person appointed as an alternate to another director insert “alternate to (*name of director*)” against his name.

‡ In the case of a firm of auditors insert the firm number.

§ Other than the auditors, the address given must be the usual residential address—see paragraph 141(2)(a) and subsection 141(4).

List of persons holding shares in the Berhad on the day of 20.....
 (being the date of the return or other authorized date) and an account of the shares so held:

NOTE— If the names in this list are not arranged in alphabetical order, an index sufficient to enable the name of any person in the list to be readily found must be annexed to this list.

Folio in register Ledger containing particulars	Name, I/C No./ Passport No. and address*	†Number of shares held by existing members‡	Analysis of Shareholdings§				†Body corporate controlled by non-citizens
			†Malays and Natives	†Citizens who are non-Malays and non-natives	†Non-citizens	†Body corporate controlled by Malays and Natives	

* If a shareholder is a company, please state its company number, which is the number allocated to it on its incorporation by the Registrar.

† The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary to have been taken up.

‡ When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stocks, particulars of the amount of stock must be shown.

§ The Analysis of Shareholding need not include any column thereunder that is not applicable.

.....
 [Signature]

NINTH SCHEDULE

[Sections 169, 326]

ACCOUNTS

Profit and Loss Accounts

1. There shall be shown in respect of the period of accounting—
 - (a) sales or other operating revenues, stating the basis on which they are determined;
 - (b) the net balance of profit or loss on the company's trading;
 - (c) the gross income before the deduction of income tax from investments in subsidiaries of the company;
 - (d) the gross income before deduction of income tax from other investments distinguishing between—
 - (i) income received from any shares or debentures which are quoted, listed or dealt in on any prescribed stock exchange in Malaysia;
 - (ii) income received from any shares or debentures which are dealt in on any prescribed stock exchange outside Malaysia; and
 - (iii) income received from other sources;
 - (e) the amount of—
 - (i) interest income (other than from debentures); and
 - (ii) income from rent of land and buildings;
 - (f) amounts charged for depreciation, amortization or diminution in value on—
 - (i) fixed assets showing the charge for each category of depreciable asset;
 - (ii) goodwill and other intangible assets; and
 - (iii) investments,and the amount, if material, of the effect of changes in the methods or bases of providing for depreciation, amortization or diminution in value of assets and, by way of note, specify the reasons for any such changes;
 - (g) the amounts charged in respect of—
 - (i) interest on the company's debentures, loans, overdrafts and other borrowings;
 - (ii) rent for land and buildings used by the company;
 - (iii) the hire of plant and machinery used by the company; and
 - (iv) research and development including amortization of development costs previously deferred;

- (h) any profit or loss, if material, arising from a sale or disposal of fixed or intangible assets;
- (i) the amounts set aside or proposed to be set aside to, or withdrawn from, reserves;
- (j) the amount, if material, set aside to provisions other than provisions for depreciation, renewals or diminution in value of assets or, as the case may be, the amount, if material, withdrawn from such provisions and not applied for the purposes thereof, in each case classified separately under appropriate headings;
- (k) the amounts respectively provided for redemption of share capital and for redemption of loans;
- (l) provision made for all taxes on income distinguishing between—
 - (i) tax payable before double taxation relief in Malaysia;
 - (ii) tax payable outside Malaysia;
 - (iii) any relief granted because of double taxation; and
 - (iv) deferred taxation;
- (m) in respect to tax losses, if material—
 - (i) the amount of the tax saving for which credit is taken in the period of the loss;
 - (ii) the amount of the tax saving for which credit is taken as a result of the realisation of a tax loss carried forward that had not been accounted for in the period of the loss; and
 - (iii) the amount and future availability of tax losses for which the related tax effects have not been accounted for in any period;
- (n) the aggregate amount of the dividends paid and the aggregate amount of the dividends proposed to be paid;
- (o) in respect of directors and past directors of the company, the amounts of—
 - (i) fees and other emoluments (distinguished separately), paid to or receivable by them from the company or its subsidiary companies as remuneration for their services to the company or its subsidiary companies, inclusive of all fees, percentages, bonuses, commissions, compensation for loss of office, any contribution in respect of them under any pension or retirement benefit scheme and inclusive of commission paid or payable for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in or debentures of the company or of its holding company or any subsidiary of the company: provided that where a director or any firm of which the director is a member, acts for the company in a professional capacity, the amount paid to the director or to his firm for services rendered to the company in that capacity shall not be included in the aforesaid total but shall be shown separately whether by way of note or otherwise; and

- (ii) by way of note or otherwise, the estimated money value of any other benefits received or receivable by them otherwise than in cash from the company or from any of its subsidiary companies;
- (p) the total of amount paid to or receivable by any third party in respect of the services provided to the company or any of its subsidiary companies by any director or past director of the company;
- (q) the total of the amount paid to or receivable by the auditors as remuneration for their services as auditors, inclusive of all fees, percentages or other payments or consideration given by or from the company or by or from any subsidiary of the company;
- (r) under separate headings, and giving particulars of each item, any exceptional or unusual credits or charges, if material, and where applicable, the tax effects thereon;
- (s) under separate headings, and giving particulars of each item, any prior year credits or charges, if material, and the tax effects thereon;
- (t) under separate headings and giving particulars of each item, any changes in estimates made for the purpose of accounting and included in net profit or loss from trading, if material; and
- (u) significant transactions with related corporations.

Balance Sheet

2. (1) There shall be shown as at the end of the period of accounting—

- (a) the amount of authorized capital and particulars of issued capital showing movements during the period of accounting and distinguishing between classes of shares and specifying by way of note to the balance sheet any rights, preferences or restrictions with respect to distribution of dividends or repayment of capital attached to the shares and any portion of the share capital which has not already been called up and which is not capable of being called up except in the event and for the purposes of the company being wound up and stating the rates of dividend, and whether participating or cumulative or both, attaching to shares other than ordinary shares, and stating amount of calls in arrear in each class;
- (b) the part of the issued capital that consists of redeemable preference shares, the date on or before which these shares are, or are liable, to be redeemed and the earliest date on which the company has power to redeem those shares (showing by way of note or otherwise whether the redemption is optional to or obligatory on the company) and the amount of the premium, if any, at which those shares are redeemable.
- (c) so far as the information is not given in the profit and loss account, any share capital on which interest has been paid out of capital during the financial year, and the rate at which interest has been so paid;

- (d) reserves classified under the separate headings—
- (i) share premium account;
 - (ii) revaluation surplus;
 - (iii) balance of profit and loss account; and
 - (iv) other reserves,
- indicating the movements for the period and any restrictions on distribution including the extent to which tax credits are available for the company to frank the reserves available for distribution;
- (e) income or gain carried forward to subsequent periods of accounting, and by way of note, specify the basis for carrying that income or gain;
- (f) under separate headings, so far as they are not written off—
- (i) the preliminary expenses;
 - (ii) any expenses incurred in connection with any issue of shares or debentures;
 - (iii) any sums paid by way of commission in respect of any shares or debentures;
 - (iv) any sum allowed by way of discount in respect of any debentures;
 - (v) the amount of the discount allowed on any issue of shares at a discount;
 - (vi) if the amount of the goodwill and any patents and trade marks or part of that amount is shown as a separate item in or is otherwise ascertainable from the books of the company or from any contract for the sale or purchase of any property to be acquired by the company or from any documents in the possession of the company relating to the stamp duty payable in respect of any such contract or the conveyance of any such property - the said amount so shown or ascertained;
 - (vii) the amount of deferred development expenditure and movements in the period of accounting; and
 - (viii) any other expenditure carried forward by category of expenditure, and by way of note, specify the basis for carrying forward any such expenditure;
- (g) particulars of any redeemed debentures which the company has power to reissue;
- (h) the fixed assets, current assets, liabilities and provisions classified separately under headings appropriate to the company's business and stating the method used to arrive at the amount of assets under each heading but—
- (i) where the amount of any class is not material, it may be included under the same heading as some other class;

- (ii) where any assets of one class are not separable from assets of another class, those assets may be included under the same heading; and
 - (iii) where any assets cannot truly and fairly be shown as either fixed assets or current assets, those assets may be included separately under an appropriate heading;
- (i) in respect of fixed assets—
- (i) under separate headings, the amount of lands and buildings, plant and machinery and other categories suitably identified;
 - (ii) in the case of fixed assets whose amount is arrived at in accordance with subparagraph 3(1) of this Schedule and is so arrived at by reference to a valuation, the years (so far as they are known to the directors) in which the assets were severally valued and the several values, whether an external valuer was involved and the basis of valuation used;
 - (iii) of the amount of fixed assets consisting of land, how much is ascribable to land of freehold tenure and how much to land of leasehold tenure, and, of the latter, how much is ascribable to land held on long lease being a lease with an unexpired period of fifty years or more and how much to land held on short lease;
 - (iv) any restrictions as to title;
 - (v) the amount, if material, of any assets being acquired on installment purchase plans;
 - (vi) the amount, if material, of any assets retired from active use and held for disposal; and
 - (vii) by way of note, the methods of depreciation used for each category of fixed assets together with the rate of depreciation or number of years over which provision is made for depreciation;
- (j) under separate headings, stating the methods used to arrive at the amount of the investments under each heading and showing the quoted market values of investments which are quoted, listed or dealt in on any prescribed stock exchange—
- (i) investments in Federal Government securities;
 - (ii) investments in other government, municipal or public debentures stock or bonds;
 - (iii) investments in subsidiaries of the company;
 - (iv) investments in shares (of corporations which are not subsidiaries of the company) which are quoted, listed or dealt in on any prescribed stock exchange in Malaysia or elsewhere;

- (v) investments in shares (of corporations which are not subsidiaries of the company) which are not so quoted, listed or dealt in on any such prescribed stock exchange;
 - (vi) investments in debentures (of corporations which are not subsidiaries of the company) which are quoted, listed or dealt in on any prescribed stock exchange in Malaysia or elsewhere;
 - (vii) investments in debentures (of corporations which are not subsidiaries of the company) which are not so quoted, listed or dealt in on any prescribed stock exchange;
 - (viii) other investments in corporations; and
 - (ix) other investments;
- (k) the stock of assets held for trading classified in the main categories appropriate to the business of the company showing the amount held in each category, such amounts being stated at the lower of cost and the net value realisable by sale in the market where cost includes all those expenses which relate to bringing the stock to its present location and condition;
- (l) the stock of assets representing long-term contract work in progress, stating by way of note—
- (i) the methods used to arrive at the amounts of these assets; and
 - (ii) the amounts received and receivable as progress payments, advances and retentions on account of contracts included in long-term contract work in progress;
- (m) under separate headings—
- (i) amounts owing by the holding company of the company;
 - (ii) amounts owing by subsidiaries of the company;
 - (iii) amounts owing by other related corporations of the company;
 - (iv) trade debts and bills receivable (other than amounts owing by related corporations of the company);
 - (v) the amount outstanding of any loan made, guaranteed or secured by the company being a loan made to a director of the company or of a related corporation or a loan made to another corporation in which one or more directors of the company or of the company which is so deemed to be related to the company owns a controlling interest;
 - (vi) other debts owing to the company; and
 - (vii) deposits distinguishing between those with licensed banks, finance companies, other corporations and others,

and where any amounts shown under such a heading include any sums which consists of or are in the nature of interest, accommodation charges, service charges, maintenance charges or insurance premiums, those sums shall, except to the extent that they have become due and payable and have been demanded, be shown as deduction from the amounts shown under that heading;

(n) under separate headings and showing separately amounts that are redeemable or payable not later than twelve months after the date to which the accounts are made up and amounts that are redeemable or payable later than twelve months after that date—

- (i) debentures;
- (ii) liabilities (other than debentures and bank loans and overdrafts) secured by any charge on the assets whether registered or not;
- (iii) bank loans and overdrafts, distinguishing between those which are secured and those which are unsecured; and
- (iv) other amounts borrowed without security,

giving details of the contractual terms and, where secured, of the nature of that security;

(o) under separate headings

- (i) amounts owing to the holding company of the company;
- (ii) amounts owing to the subsidiaries of the company;
- (iii) amounts owing to other related corporations of the company;
- (iv) amounts owing to trade creditors (other than amounts owing to related corporations of the company);
- (v) amounts owing by the company or by a subsidiary of the company to a director of the company; and
- (vi) other amounts owing by the company;

(p) the provision for taxation, distinguishing between taxation payable and deferred taxation and stating any special circumstances affecting the liability to taxation;

(q) provision for pension or retirement benefits;

(r) dividends distinguishing between dividends payable and proposed;

(s) arrears of dividends on preference shares; and

(t) under separate headings (to be stated by way of note if not otherwise shown)—

- (i) contingent liabilities unsecured;
- (ii) contingent liabilities secured upon the company's assets giving details of the nature of security; and
- (iii) where practicable, the aggregate amount, if it is material, of contracts for capital expenditure, so far as that amount has not been provided for, and the aggregate amount or estimated amount, if it is material, of capital expenditure authorized by the directors which has not been contracted for.

(2) For the purposes of this paragraph, where more than one method is used to arrive at any amount shown in the balance sheet, there shall be shown in the balance sheet a separate total in respect of each of the methods so used.

(3) There shall be shown by way of note or otherwise on the balance sheet of every company which is a borrowing corporation or a guarantor corporation, a schedule setting out separately estimates of the amounts of the liabilities payable by and the debts payable to the company—

- (a) not later than two years;
- (b) later than two years but not later than five years; and
- (c) later than five years,

calculated from the date to which the balance sheet of the company was made up.

3. (1) The method of arriving at the amount of any fixed asset or investment shall, subject to subparagraph (2), be to take the difference between—

- (a) its cost or, if it stands in the company's books at a valuation other than cost, the amount of the valuation; and
- (b) the aggregate amount provided or written off since the date of acquisition or valuation, as the case may be, for depreciation or diminution in value.

(2) For the purposes of this paragraph the net amount at which any assets stand in the company's books at the commencement of this Act (after deduction of the amounts previously provided or written off for depreciation or diminution in value) shall, if the figures relating to the period before the commencement of this Act cannot be obtained without unreasonable expense or delay, be treated as if it were the amount of the valuation of those assets made at the commencement of this Act, and where any of those assets are sold, the said net amount less the amount of the sales shall be treated as if it were the amount of a valuation so made of the remaining assets.

(3) Subparagraph (1) shall not apply—

- (a) to assets for which the figures relating to the period beginning with the commencement of this Act cannot be obtained without unreasonable expense or delay;
- (b) to assets the replacement of which is provided for wholly or partly—
 - (i) by making provision for renewals and charging the cost of replacement against the provision so made; or
 - (ii) by charging the cost of replacement direct to revenue;
- (c) to any investments of which the market value (or, in the case of investments not having a market value, their value as estimated by the directors) is shown either as the amount of the investments or by way of note; or
- (d) to goodwill, patents or trade marks.

(4) For the assets under each heading whose amount is arrived at in accordance with subparagraph (1) there shall be shown—

- (a) the aggregate of the amounts referred to in subparagraph (1)(a); and
- (b) the aggregate of the amounts referred to in subparagraph (1)(b).

(5) As respects the assets under each heading whose amount is not arrived at in accordance with subparagraph (1) because their replacement is provided for as mentioned in subparagraph (3)(b) there shall be stated—

- (a) the means by which their replacement is provided for; and
- (b) the aggregate amount of the provisions, if any, made for renewals and not used.

Statement of Changes in Financial Position

4. There shall be annexed to every profit and loss account and balance sheet a statement of changes in financial position showing separately—

- (i) the funds provided from and used in the operations of the company; and
- (ii) other sources or uses of funds of the company,

except that in respect of consolidated accounts of holding and subsidiary companies as required by paragraph 5 of this Schedule the statement of changes in financial position shall be the consolidated statement of changes in financial position of the holding and subsidiary companies and the statement relating to the holding company alone need not be so annexed.

Holding and Subsidiary Companies

5. (1) Subject to subparagraph (4), there shall be annexed to the profit and loss account of every holding company a consolidated profit and loss account of the holding company and of its subsidiary companies eliminating all inter-company transactions and showing separately that part of the profit or loss of the subsidiary companies attributable to shares in subsidiary companies owned other than by the holding company or its subsidiary companies.

(2) There shall be clearly stated (by way of note or otherwise) either in the profit and loss account of the holding company or in any document annexed thereto pursuant to subparagraph (1) the name, place of incorporation, principal activities of, and percentage of issued share capital held by the holding company in each subsidiary to which that profit and loss account or other document relates.

(3) Subject to subparagraph (4), there shall be annexed to the balance sheet of every holding company a consolidated balance sheet of the holding company and of its subsidiary companies eliminating all inter-company balances and showing separately that part of the net assets of the subsidiary companies attributable to shares in subsidiary companies owned other than by the holding company or its subsidiary companies.

- (4) Notwithstanding anything in this paragraph—
- (a) consolidated accounts shall not be required where the company is at the end of its financial year the wholly owned subsidiary of another body corporate incorporated in Malaysia;
 - (b) consolidated accounts need not deal with a subsidiary of the company if the company's directors are of the opinion that—
 - (i) it is impracticable, or would be of no real value to members of the company, in view of the insignificant amounts involved, or would involve expense or delay out of proportion to the value to members of the company;
 - (ii) controlling interest in the subsidiary company is to be temporary;
 - (iii) the subsidiary company operates outside Malaysia under conditions which impair the exercise by the company of its controlling interest;
 - (iv) the result would be misleading, or harmful to the business of the company or any of its subsidiaries; or
 - (v) the business of the company and that of the subsidiary are so different that they cannot reasonably be treated as a single undertaking,

and if the directors are of such an opinion about each of the company's subsidiaries, then consolidated accounts shall not be required:

Provided that the approval of the Registrar shall be required for not dealing in the consolidated accounts with a subsidiary on the ground that the result would be harmful or on the ground of the difference between the business of the holding company and that of the subsidiary; and

- (c) where consolidated accounts are not submitted or where the consolidated accounts do not deal with a subsidiary of a company—
 - (i) the directors shall disclose by way of a note on the accounts their reason for not causing the accounts for such one or more subsidiaries to be consolidated; and
 - (ii) there shall be annexed to the accounts of the holding company the accounts of each subsidiary, the accounts of which are not consolidated with those of the holding company. Such accounts shall be accompanied by the auditor's report thereon.

(5) Such profit and loss accounts and balance sheet as required by subparagraphs 5(1), 5(3) and 5(4) of this Schedule shall be in the same form as the profit and loss account and balance sheet of the holding company and shall be accompanied by the auditor's report thereon.

(6) In the case of a subsidiary company incorporated in a country outside Malaysia (whether it has or has not established a place of business in Malaysia), which country has been declared by the Minister by notice published in the *Gazette* to be a country to which this paragraph applies, it shall be sufficient if the separate profit and loss account or balance sheet, as the case requires,

of the subsidiary company is in such form and is so reported upon by auditors and contains such particulars and includes such documents, if any, as the company is required to make out and lay before the company in a general meeting by the law for the time being applicable to the company in the place where it is incorporated.

(7) If the auditor's report on the accounts of a subsidiary company is qualified in any way, the consolidated balance sheet of the holding company, as the case may be, shall contain particulars of the manner in which the report is qualified in so far as the matter which is the subject of the qualification is not covered by the holding company's own accounts and is material from the point of view of its members.

(8) There shall be shown under separate headings in the balance sheet of every subsidiary company the extent of its holding of shares in its holding company and in other related corporations.

(9) This clause shall not apply to a subsidiary which would not be subsidiary but for the operation of subparagraph 5 (1)(a)(i) or (ii) of the Act.

General

6. (1) All amounts shown in profit and loss accounts and balance sheets shall be quoted in Malaysian currency, and not otherwise.

(2) Except in the case of the first balance sheet or profit and loss account laid before the company after the commencement of this Act, there shall be shown in every balance sheet and profit and loss account the corresponding amounts for all items shown in the balance sheet or profit and loss account for the previous financial year.

(3) Where any such corresponding amount is not comparable with the amount to be shown for the item in question in respect of the financial year to which the balance sheet or profit and loss account relates, the former amount shall be adjusted and, if material, particulars of the adjustment and the reasons for it shall be disclosed in a note to the accounts.

(4) Every profit and loss account or balance sheet shall state by way of note if any translation into Malaysian currency has been made for the purposes of the profit and loss account and balance sheet together with the basis of the translation of the other currency into Malaysian currency.

(5) Every profit and loss account and balance sheet shall include a statement of accounting policies adopted by the company or, as appropriate, the holding company and its subsidiaries.

(6) In the case of any consolidated profit and loss account and balance sheet as required by subparagraphs 5(1) and 5(3) of this Schedule the accounting policies adopted by the holding company and its subsidiaries shall be the same, and where different accounting policies are used in the accounts of a subsidiary and the effect is material, appropriate adjustments should be made in the consolidated profit and loss account and balance sheet.

LAWS OF MALAYSIA
Act 125
COMPANIES ACT 1965

LIST OF AMENDMENTS

Amending law	Short title	In force from
Act 23/1966	Companies (Amedment) Act 1966	15-04-1966
Act A21	Companies (Amendment) Act 1969	28-03-1969
Act 6	Borrowing Companies Act 1969	01-06-1969
P.U. (A) 102/1970	Emergency (Essential Powers) Ordinance No. 27, 1970	25-03-1970
Act A50	Companies (Amendment) Act 1971	30-04-1971
Act 102	Banking Act 1973	15-04-1973
P.U. (A) 15/1975	Revision of Laws (Companies Act) Order 1975	14-12-1973
Act 160	Malaysian Currency (Ringgit) Act 1975	29-08-1975
P.U. (A) 357/1980	Subordinate Courts Act (Extension) Order 1980	01-06-1981
Act 276	Islamic Banking Act 1983	07-04-1983
Act A616	Companies (Amendment) Act 1985	01-02-1986
P.U. (A) 15/1986	Companies (Amendment of Schedules) Order 1986	01-02-1986
P.U. (A) 476/1986	Companies (Amendment of Schedules) (No. 2) Order 1986	01-01-1987
Act A657	Companies (Amendment) Act 1986	01-02-1987
Act A671	Subordinate Courts (Amendment) Act 1987	22-05-1987

Amending law	Short title	In force from
P.U. (A) 14/1988	Companies (Amendment of Schedule) Order 1988	01-02-1988
Act A720	Companies (Amendment) Act 1989	15-04-1989
Act 372	Banking and Financial Institutions Act 1989	01-10-1989
Act A791	Companies (Amendment) Act 1991	12-02-1993
Act A816	Companies (Amendment) Act 1992	21-02-1992
Act A836	Companies (Amendment) (No. 2) Act 1992	10-09-1992
Act A845	Companies (Amendment) Act 1993	12-02-1993; except s. 2, 4 and 5: 01-03-1993
Act 498	Securities Commission Act 1993	01-03-1993
P.U. (A) 79/1993	Companies (Amendment of Schedules) Order 1993	01-04-1993
Act A949	Companies (Amendment) Act 1996	15-08-1996
Act 553	Insurance Act 1996	01-01-1997
Act A1007	Companies (Amendment) Act 1997	01-09-1997
Act A1022	Companies (Amendment) Act 1998	01-09-1998
Act A1043	Companies (Amendment) (No. 2) Act 1998	01-11-1998; except s. 13:
P.U. (A) 236/2000	Companies (Amendment of Schedule) Order 2000	01-12-1998
Act A1081	Companies (Amendment) Act 2000	01-07-2000 except s. 15: 29-10-1999
Act A1108	Companies (Amendment) Act 2001	01-08-2001
P.U. (A) 371/2001	Companies (Amendment of Schedule) Order 2001	02-01-2002
Act A1118	Companies (Amendment) Act (No. 2) 2001	16-04-2002
Act A1197	Bankruptcy (Amendment) Act 2003	01-10-2003

LAWS OF MALAYSIA

Act 125

COMPANIES ACT 1965

LIST OF SECTIONS AMENDED

Section	Amending Authority	In force from
4	Act A21	28-03-1969
	P.U. (A) 357/1980	01-06-1981
	Act 276	07-04-1983
	Act A616	01-02-1986
	Act A657	01-02-1987
	Act A671	22-05-1987
	Act A836	10-09-1992
	Act A1081	01-07-2000
	Act A1118	16-04-2002
5A	Act A1197	01-04-2003
	Act A657	01-02-1987
5B	Act A657	01-02-1987
6A	Act A616	01-02-1986
	Act A791	12-02-1993
	Act A1081	01-07-2000
7	Act 160	29-08-1975
	Act A616	01-02-1986
	Act A657	01-02-1987
	Act A720	15-04-1989
	Act A836	10-09-1992
	Act A1118	16-04-2002
7A	Act A720	15-04-1989
7B-7D	Act A836	10-09-1992
8	Act A616	01-02-1986
9	Act 160	29-08-1975
	Act A616	01-02-1986
	Act A836	10-09-1992
10	Act A21	28-03-1969
	Act A657	01-02-1987
11	Act A616	01-02-1986
	Act A836	10-09-1992

Section	Amending Authority	In force from
11A	Act A1022	01-09-1998
13	Act A836	10-09-1992
14	Act A836 Act A949	10-09-1992 15-08-1996
14A	Act A616	01-02-1986
16	Act A21 Act A616 Act A836 Act A1022	28-03-1969 01-02-1986 10-09-1992 01-09-1998
21	Act A657 Act A949	01-02-1987 15-08-1996
22	Act A21 Act A616 Act A836	28-03-1969 01-02-1986 10-09-1992
23	Act A657 Act A836	01-02-1987 10-09-1992
25	Act A720	15-04-1989
26	Act A616 Act A657	01-02-1986 01-02-1987
27	Act A657	01-02-1987
29	Act A657	01-02-1987
35	Act A616	01-02-1986
36	Act A616	01-02-1986
36A	Act A1081	01-07-2002
37	Act A616 Act A816 Act A836 Act A845 Act A949	01-02-1986 21-02-1992 10-09-1992 01-03-1993 15-08-1996
38	Act A21 Act A616 Act A836 Act A949	28-03-1969 01-02-1986 10-09-1992 15-08-1996

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Section	Amending Authority	In force from
39	Act A657 Act 791	01-02-1987 12-02-1993
39A	Act A657 Act A1081	01-02-1987 01-07-2000
39B	Act A949	15-08-1996
40	Act A657 Act A836	01-02-1987 10-09-1992
41	Act A657 Act A836	01-02-1987 10-09-1992
42	Act A657 Act A836 Act A949	01-02-1987 10-09-1992 15-08-1996
42A	Act A949	15-08-1996
44	Act A657 Act A836 Act A1081	01-02-1987 10-09-1992 01-07-2000
45	Act A657 Act A836	01-02-1987 10-09-1992
47	Act A616 Act A836	01-02-1986 10-09-1992
47A	Act A949	15-08-1996
47B	Act A949	15-08-1996
48	Act A657 Act A1081	01-02-1987 01-07-2000
49	Act A657 Act A1081	01-02-1987 01-07-2000
50	Act A657	01-02-1987
51	Act A657	01-02-1987
52	Act A657 Act A1081	01-02-1987 01-07-2000
55	Act A657	01-02-1987

Section	Amending Authority	In force from
57	Act A21 Act A836	28-03-1969 10-09-1992
58	Act A657 Act A1081	01-02-1987 01-07-2000
59	Act A657	01-02-1987
60	Act A616 Act A657	01-02-1986 01-02-1987
62	Act A616 Act A836	01-02-1986 10-09-1992
64	Act A657	01-02-1987
65	Act A657	01-02-1987
66	Act A657	01-02-1987
67	Act A616 Act A836	01-02-1986 10-09-1992
67A	Act A1007 Act A1043	01-09-1997 01-11-1998
68	Act A1043	01-11-1998
68A	Act A1043	01-11-1998
69A	Act A21 Act A616 Act A836 Act A1043	28-03-1969 01-02-1986 10-09-1992 01-11-1998
69B	Act A616	01-02-1986
69C	Act A616	01-02-1986
69D	Act A616 Act A1043 Act A1108	01-02-1986 01-11-1998 01-08-2001
69E	Act A616 Act A1043	01-02-1986 01-11-1998
69F	Act A616 Act A1043	01-02-1986 01-11-1998

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Section	Amending Authority	In force from
69G	Act A616	01-02-1986
	Act A1043	01-11-1998
69H	Act A616	01-02-1986
69I	Act A616	01-02-1986
	Act A1108	01-08-2001
69J	Act A616	01-02-1986
69K	Act A616	01-02-1986
69L	Act A657	01-02-1987
69M	Act A616	01-02-1986
	Act A1043	01-11-1998
69N	Act A616	01-02-1986
69O	Act A616	01-02-1986
	Act A1043	01-11-1998
69P	Act A1043	01-11-1998
	Act A1108	01-08-2001
70	Act A657	01-02-1987
74	Act A657	01-02-1987
75	Act A657	01-02-1987
76	Act A657	01-02-1987
80	Act 720	15-04-1989
81	Act A657	01-02-1987
84	Act A616	01-02-1986
	Act A836	10-09-1992
	Act A949	15-08-1996
87	P.U. (A) 102/1970	19-03-1970
	Act A50	30-04-1971
	Act A836	10-09-1992
90	Act A1081	01-07-2000
94	Act A657	01-02-1987
	Act A836	10-04-1992

Section	Amending Authority	In force from
96	Act A1081	01-07-2000
103	Act A616 Act A836	01-02-1986 10-09-1992
105	Act A657	01-02-1987
107	Act A616	01-02-1986
107A	Act A1043	01-12-1998
107B	Act A1043	01-12-1998
107C	Act A1043	01-12-1998
107D	Act A1043	01-12-1998
107E	Act A1043	01-12-1998
107F	Act A1043	01-12-1998
108	Act A836	10-09-1992
109	Act A616	01-02-1986
110	Act A657 Act A836	01-02-1987 10-09-1992
111	Act A836	10-09-1992
112	Act A657	01-02-1987
112A	Act A836	10-09-1992
113	Act A720	15-04-1989
115	Act 657 Act A836	01-02-1987 10-09-1992
119	Act A616	01-02-1986
120	Act A616	01-02-1986
121	Act A657 Act A836 Act A949	01-02-1987 10-09-1992 15-08-1996
122	Act A21 Act A836	28-03-1969 10-09-1992
122A	Act A657	01-02-1987

Section	Amending Authority	In force from
123	Act A21	28-03-1969
	Act A616	01-02-1986
	Act A836	10-09-1992
125	Act A657	01-02-1987
128	Act A21	28-03-1969
130	Act A21	28-03-1969
	Act A616	01-02-1986
	Act A657	01-02-1987
130A	Act A836	10-09-1992
131	Act A657	01-02-1987
	Act A836	10-09-1992
132	Act A616	01-02-1986
132A	Act A616	01-02-1986
132B	Act A616	01-02-1986
132C	Act A616	01-02-1986
	Act A657	01-02-1987
132D	Act A616	01-02-1986
	Act A949	15-08-1996
132E	Act A657	01-02-1987
	Act A836	10-09-1992
132F	Act A836	10-09-1992
132G	Act A836	10-09-1992
	Act A845	12-02-1993
133	Act A616	01-02-1993
133A	Act A657	01-02-1987
134	Act A616	01-02-1986
	Act A657	01-02-1987
135	Act A21	28-03-1969
	Act A616	01-02-1986
	Act A836	10-09-1992
136	Act A657	01-02-1987

Section	Amending Authority	In force from
137	Act A845	01-03-1993
139	Act A836 Act A1022	10-09-1992 01-09-1998
139A	Act A836	10-09-1992
139B	Act A836	10-09-1992
139C	Act A836	10-09-1992
139D	Act A836	10-09-1992
141	Act A21 Act A616	28-03-1969 01-02-1986
142	Act A616	01-02-1986
143	Act A616	01-02-1986
145A	Act A21	28-03-1969
149	Act A657	01-02-1987
151	Act A657	01-02-1987
152A	Act A836	10-09-1992
154	Act A657	01-02-1987
156	Act A616	01-02-1986
157	Act A657	01-02-1987
158	Act A616	01-02-1986
159	Act A616	01-02-1987
160	Act A657	01-02-1987
164	Act A657 Act A949	01-02-1987 15-08-1996
165	Act A657 Act A836	01-02-1987 10-09-1992
165A	Act A616	01-02-1986

Section	Amending Authority	In force from
166	Act A616	01-02-1986
	Act A657	01-02-1987
	Act A836	10-09-1992
166A	Act A1022	01-09-1998
167	Act A21	28-03-1969
	A616	01-02-1986
169	Act A21	28-03-1969
	Act A616	01-02-1986
	Act A657	01-02-1987
	Act A1022	01-09-1998
169A	Act A616	01-02-1986
169B	Act A616	01-02-1986
170	Act A836	10-09-1992
171	Act A616	01-02-1986
	Act A657	01-02-1987
174	Act A616	01-02-1986
	Act A836	10-09-1992
	Act A1022	01-09-1998
174A	Act A616	01-02-1986
175	Act A657	01-02-1987
176	Act A657	01-02-1987
	Act A1043	01-11-1998
	Act A1081	01-07-2000
177	Act A657	01-02-1987
178	Act A657	01-02-1987
179	Act A21	28-03-1969
	Act A616	01-02-1986
	Act A657	01-02-1987
181	Act A657	01-02-1987
186	Act A657	01-02-1987
188	Act A657	01-02-1987
189	Act A657	01-02-1987

Section	Amending Authority	In force from
190	Act A657	01-02-1987
193	Act A616	01-02-1986
194	Act A616 Act A949 Act A1022	01-02-1986 15-08-1996 01-09-1998
195	Act A949 Act A1022	15-08-1996 01-09-1998
199A	Act A616	01-02-1986
200	Act A21	28-03-1969
206	Act A657	01-02-1987
208	Act A657	01-02-1987
208A	Act A616	01-02-1986
209	Act A657	01-02-1987
210	Act A949	15-08-1996
217	Act 6 Act 553 Act A1022 Act A1197	01-06-1969 01-01-1997 01-09-1998 07-10-2003
218	Act 102 Act 276 Act 553 Act A1022	18-04-1973 07-04-1983 01-01-1997 01-09-1998
226	Act A657	01-02-1987
233	Act A657	01-02-1987
234	Act A657 Act 553	01-02-1987 01-01-1987
235	Act 553	01-01-1997
240	Act A657	01-02-1987
243	Act A657	01-02-1987
249	Act A21 Act A671	28-03-1969 22-05-1987

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Section	Amending Authority	In force from
251	Act A616	01-02-1986
254	Act A657 Act 553	01-02-1987 01-01-1997
257	Act A657	01-02-1987
259	Act A657	01-02-1987
260	Act A657	01-02-1987
267	Act 553	01-01-1997
271	Act A657	01-02-1987
272	Act A657	01-02-1987
280	Act A657 Act A836	01-02-1987 10-09-1992
281	Act A657 Act 553	01-02-1987 01-01-1997
283	Act A657	01-02-1987
284	Act A657	01-02-1987
290	Act A21 Act A671	28-03-1969 22-05-1987
292	Act A657	01-02-1987
300	Act A657	01-02-1987
301	Act A657	01-02-1987
302	Act A657	01-02-1987
303	Act A657	01-02-1987
304	Act A657	01-02-1987
307	Act A657	01-02-1987
319	Act A949 Act A1022	15-08-1996 01-09-1998
320	Act A616	01-02-1986
321	Act A616	01-02-1986

Section	Amending Authority	In force from
322	Act A21	28-03-1969
323	Act A616	01-02-1986
324	Act A949 Act A1022	15-08-1996 01-09-1998
326	Act A616	01-02-1986
327	Act A616	01-02-1986
328	Act A657	01-02-1987
330	P.U. (A) 15/1975 Act A616	17-01-1975 01-02-1986
332	Act A616	01-02-1986
332A	Act A21	28-03-1969
333	Act A21 P.U. (A) 15/1975 Act A616	28-03-1969 17-01-1975 01-02-1986
334	Act A616	01-02-1986
335	Act A21	28-03-1969
336	Act A21 Act A836	28-03-1969 10-09-1992
336A	Act A21 Act A616	28-03-1969 01-02-1986
338	Act A949	15-08-1996
340	Act A616	01-02-1986
341	Act A21 Act A616 Act A657	28-03-1969 01-02-1986 01-02-1987
349	Act A657	01-02-1987
352	Act A671	22-05-1987
357	Act A836	10-09-1992
358	Act A616	01-02-1986

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Section	Amending Authority	In force from
358A	Act A836	10-09-1992
360	Act A616	01-02-1986
363	Act A616 Act A836 Act A1081	01-02-1986 10-09-1992 01-07-2000
364	Act A616 Act A657	01-02-1986 01-02-1987
364A	Act A616 Act A657 Act A845	01-02-1986 01-02-1987 01-03-1993
365	Act A657 Act A1043 Act A1081	01-02-1987 01-11-1998 29-10-1999
366	Act A657 Act A836	01-02-1987 10-09-1992
367	Act A616	01-02-1986
368	Act A657	01-02-1987
369	Act A616	01-02-1986
370	Act A657	01-02-1987
371	Act A616 Act A657	01-02-1986 01-02-1987
371A	Act A836	10-09-1992
373	Act A949	15-08-1996
374	Act A616 Act A949	01-02-1987 15-08-1996
Second Schedule	Act 23/1966 Act A21 P.U. (A) 15/1986 P.U. (A) 476/1986 P.U. (A) 14/1988 P.U. (A) 79/1993 Act A1108 P.U. (A) 236/2000	15-08-1966 28-03-1969 01-02-1986 01-01-1987 01-02-1988 01-04-1993 01-08-2001 01-07-2000
Fourth Schedule	Act A21	28-03-1969

Section	Amending Authority	In force from
Fifth Schedule	Act A657	01-02-1987
	Act A1081	01-07-2000
Eighth Schedule	Act A21	28-03-1969
	P.U. (A) 15/1986	01-02-1986
Ninth Schedule	Act A21	28-03-1969
	P.U. (A) 15/1986	01-02-1986
Tenth Schedule	Act A616	01-02-1986

