

## **CHAPTER 1 INTRODUCTION**

### **PART I           SCOPE OF SECTION B OF LISTING MANUAL**

101           The Exchange operates Catalist in accordance with Section B of the Listing Manual, with a view to promoting a fair, orderly and transparent market.

102           In general:

- (1) the roles and obligations of sponsors and their registered professionals are set out in Chapter 2 (Sponsors) and Chapter 3 (Disciplinary and Appeals Procedures); and
- (2) the obligations of listing applicants, the manner in which their securities are to be offered and the continuing obligations of the issuers are set out in Chapter 4 (Equity Securities), Chapter 7 (Continuing Obligations), Chapter 8 (Changes in Capital), Chapter 9 (Interested Person Transactions), Chapter 10 (Acquisitions and Realisations), Chapter 11 (Takeovers), Chapter 12 (Circulars and Annual Reports) and Chapter 13 (Trading Halt, Suspension and Delisting).

### **PART II           GENERAL PRINCIPLES**

103           The Rules seek to secure and maintain confidence in the market. The underlying principles of the Rules include the following:

- (1) a sponsor shall have minimum standards of quality, systems, resources, experience and expertise to comply with the Rules, which includes assessing the suitability of companies for listing on Catalist and advising issuers on compliance with the Rules;
- (2) an issuer shall have minimum standards of quality, operations, management experience and expertise;
- (3) investors and their professional advisers shall be given all information that they would reasonably require to make an informed assessment of the securities for which listing is sought;
- (4) an issuer shall disclose information if a reasonable person would expect that information to have a material effect on the price or value of its listed securities;
- (5) all holders of listed securities shall be treated fairly and equitably; and
- (6) directors of an issuer shall act in the interests of shareholders as a whole, particularly where a director or substantial shareholder has a material interest in a transaction entered into by the issuer.
- (7) The Exchange reserves the right to subject a listed issuer's change in principal business to the Exchange's approval if in the Exchange's opinion:
  - (a) the integrity of the market may be adversely affected; or
  - (b) it is in the interests of the public to do so.

### PART III APPLICATION OF RULES

- 104 Subject to the review procedures set out in Chapter 3. The Rules are interpreted, administered and enforced by the Exchange.
- (1) An issuer admitted to the Exchange's Official List must comply with the Rules:
    - (a) In accordance with the spirit, intention and purpose; and
    - (b) by looking beyond form to substance.
  - (2) An issuer shall ensure that its directors are responsible for the issuer's compliance with the Rules. The sponsor is responsible for advising the issuer on the interpretation and compliance with the issuer's obligations in the Rules. The decisions and requirements of the Exchange are conclusive and binding on the issuer. The Exchange may at any time vary its decision in any way, or revoke it. It may do so upon the application of the issuer or of its own accord and at its absolute discretion. The variation or revocation will take effect from the date specified by the Exchange.
  - (3) A sponsor shall ensure that its directors are responsible for the sponsor's compliance with the Rules. Unless referred to the Disciplinary Committee or the Appeals Committee, the decisions and requirements of the Exchange are conclusive and binding on the sponsor. The Exchange may at any time vary its decision in any way, or revoke it. It may do so upon the application of the sponsor or of its own accord and at its absolute discretion. The variation or revocation will take effect from the date specified by the Exchange. Unless referred to the Appeals Committee, the decisions of the Disciplinary Committee are conclusive and binding. If referred to the Appeals Committee, its decisions are conclusive and binding.
- 105 The Exchange may impose additional requirements or make any listing subject to special conditions whenever it considers it appropriate.
- 106 The Exchange may waive or modify compliance with a Rule (or part of a Rule) either generally or to suit the circumstances of a particular case, unless the Rule specifies that the Exchange will not waive it. The Exchange may grant a waiver subject to such conditions, as it considers appropriate. If the Exchange waives a Rule (or part of a Rule) subject to a condition, the condition must be satisfied for the waiver to be effective. Where a waiver is granted, the issuer must announce the waiver, the reasons for seeking the waiver and the conditions, if any, upon which the waiver is granted as soon as practicable. Applications for waivers should be submitted through the issuer's sponsor.
- 107 Where the Exchange rejects an admission, or other application made pursuant to Section B of the Listing Manual, it may, if it considers it appropriate, disclose the reasons for its decision but is under no obligation to do so.
- 108
- (1) The Rules may be amended by the Exchange from time to time, subject to such approval as may be required by applicable law. The Exchange may, from time to time, issue Practice Notes or amend existing Practice Notes to provide guidance on the interpretation and application of any Rule or a more detailed prescription of a Rule. The Exchange may from time to time issue a best practices guide relating to corporate governance matters, and may amend such best practices guide.
  - (2) The Exchange may, from time to time, publish transitional arrangements in relation to any amended or new rule.

#### **PART IV SPONSORS AND ISSUERS' DIRECTORS**

- 109 A listing applicant shall appoint a full sponsor in order to be eligible for listing on Catalist.
- 110 An issuer shall retain a sponsor at all times and seek advice from its sponsor regarding compliance with the Rules wherever appropriate, giving due consideration to such advice.
- 111 An issuer shall ensure that its directors accept responsibility, collectively and individually, for the issuer's compliance with the Rules.
- 112 Directors and proposed directors of an applicant (following admission, the issuer) are responsible for the accuracy of the information submitted to the Exchange. Generally, the Exchange expects information to be submitted through the sponsor. The sponsor shall exercise due care and diligence in respect of all information that is submitted through it. The Exchange must be kept informed of all matters which should be brought to its attention.

#### **PART V FEES AND OTHER CHARGES**

- 113 Applicants, issuers, sponsors and registered professionals must pay such fees and charges as prescribed by the Exchange from time to time. The Exchange may waive any fee or charges.
- 114 The fees payable are published by the Exchange from time to time.

#### **PART VI LIABILITY OF SGX-ST**

- 115 When the Exchange publishes or releases an issuer's announcement on its behalf, the Exchange shall not be responsible to check the accuracy of the facts or any of the contents of such announcement, and shall not be liable for any damages or losses however arising as a result of publishing the announcement or disseminating the information in the announcement. The issuer shall indemnify the Exchange for any such losses or damages or costs, including any arising as a result of legal proceedings brought by any third party.
- 116 Neither the Exchange nor any servant or agent of the Exchange, nor any member of the advisory panel, Disciplinary Committee or Appeals Committee is liable to any sponsor applicant or sponsor (including any director, officer, registered professional, employee or agent of the sponsor) for performing its functions under the Rules. This limitation of liability extends to any actions whether in contract or tort or otherwise, and applies even in the purported performance of a function in good faith.