

NB : This is a sample form, please prepare this declaration in a fresh sheet.

Statutory Declaration in connection with Application Under Section 15 Stamp Act 1949
(Consolidated and Revised 1989) for Relief from Conveyance or Transfer on Sale Duty.

..... Bhd/Ltd.

..... Bhd.

I of full age and residing at an
Advocate and Solicitor of the High Court of Malaya and a [partner] [legal assistant] in
the firm of

.....
.....
.....

DO SOLEMNLY AND SINCERLY DECLARE as follows :-

1. I have been engaged in connection with the transaction referred to below and am fully acquainted therewith.

2. Limited/Bhd (hereinafter called æthe existing companyö) was incorporated in with limited liability on under the Companies Act and has an authorised share capital of divided into shares of each [all of which] [of which] have been issued and are fully paid up.

3. Bhd (hereinafter called öthe transferee companyö) was incorporated in [Malaysia] with limited liability on under the Companies Act [with] [and immediately prior to the [Extraordinary] General Meeting referred to in paragraph [6] below had] an authorised share capital of RM divided into shares of each [all of which] [of which] had been issued and were fully paid up.

4. It is provided by sub-clause () () of the Memorandum of Association (1) of the transferee company that one of the objects for which it was incorporated was to acquire [the whole of] [not less than ninety per cent of] [the issued share capital] [the undertaking] of the existing company] (2)

5. By an agreement (hereinafter called "the Agreement") dated 20... a copy of which is now produced to me marked "A" [existing company] [the Vendors therein named] agreed to sell and the transferee company agreed to purchase in connection with a scheme of [reconstruction] [amalgamation] [the whole] [the part described in the Agreement] [of the undertaking of the existing company] [the whole] [..... shares of each, being not less than ninety percent in nominal value of the whole] (3) [of the issued share capital of the existing company], the consideration for such sale to be the issue () to the [existing company] [holders of shares in existing company] of shares in the transferee company credited as fully paid up [and RM in cash];

OR

5 (1). By letter of offer (hereinafter called "the Offer") dated 20... [issued by on its behalf], a copy of which is now produced to me marked "A" the transferee company offered to acquire the whole of the issued share capital of the existing company of the following terms :

For each share of the existing company share[s] of each in the transferee company credited as fully paid up [and RM in cash].]

(1) A copy of the memorandum should be sent with the application.

(2) This paragraph should be deleted if paragraph 6 below applies.

(3) This will include shares of all classes.

(2). The said offer has been accepted in respect of out of the shares in the existing company (not less than ninety per cent, in nominal value of the whole of the issued share capital of the existing company) and become unconditional on the passing of the resolution referred to in paragraph (6) below.

6. At [an Extraordinary General Meeting] [a meeting of the Board of Directors] of the transferee company held on 20 ..., it was resolved that [the authorised share capital of the company be increased to RM by the creation of additional shares of RM each] [the issue be authorised of previously unissued capital of the company] with a view to the acquisition referred to in paragraph [5] above (4).

7. By a [further] resolution of [] the Board of Directors of the transferee company passed on 20...., there were allotted to the [existing company] [holders of shares in the existing company] in pursuance of the [Agreement] [Offer] [pro rata to their original shareholdings] shares of RM each credited as fully paid up and the name[s] of the [existing company] [holders of shares in the existing company] [has] [have] been entered in the register of members of the transferee company in respect of such share (5).

8. [It is the intention of the transferee company to retain the beneficial ownership of all of the said shares in the existing company acquired by it]. (6)

(4) A copy of the resolution should be sent with the declaration.

(5) The consideration shares must be registered in the names of holders of shares in the existing company, not with standing that they may be nominees for the Vendors(s). Also forward a copy of Form 24 (allotment of consideration shares) with the application.

(6) This paragraph should be deleted in the case of the acquisition of the whole or part of an undertaking.

(7) The transfer instruments should be submitted with the declaration for adjudication. By Section 36 of the Stamp Act a Fee of RM10.00 is payable on each instrument.

(8) Copies of approval letters from relevant authorities pertaining to the skim of reconstruction and amalgamation should be attached to the application.

9. The consideration for the acquisition [(except such part thereof as consisted in the transfer to or discharge by the transferee company of liabilities of the existing company)] consisted [wholly of the issue of shares] [as to not less than 90 per cent thereof in market value, of the issue of shares] in the transferee company [as shown by the calculations in the Schedule a copy of which is now produced to me marked [öBö]]

10. It is submitted that the appropriate conditions of Section 15 of the Stamp Act 1949 (as amended) have been complied with and accordingly exemption from ad valorem stamp duty under the head ôConveyance or Transfer on Saleö is claimed in respect of the transfers executed pursuant hereto.

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declaration Act 1960.

Declared at)
on)

Before me

A Commissioner for Oaths