

**PROPOSED ISSUANCE OF UNRATED MEDIUM TERM NOTES UNDER A MEDIUM TERM NOTES PROGRAMME OF UP TO RM500.0 MILLION IN NOMINAL VALUE**

<b>OTHER TERMS AND CONDITIONS</b>	
<b>a) Details on Utilisation of Proceeds by Issuer</b>	<p><b><u>Tranche 1</u></b></p> <ul style="list-style-type: none"> <li>(i) To finance and/or reimburse the construction/development cost of KYS School KL East;</li> <li>(ii) To fund the DSRA 1 to meet at least the requirement of Minimum Required Balance;</li> <li>(iii) To fund the OA up to RM4,000,000.00;</li> <li>(iv) To utilise RM30,000.00 to fund the Trustees' Reimbursement Account as required under the SC's TD Guidelines; and</li> <li>(v) To defray expenses incurred in relation to the MTN Programme.</li> </ul> <p><b><u>Remaining Tranches</u></b></p> <p>To finance future investment activities, capital expenditure, working capital requirement and/or general corporate purposes (including but not limited to the fees and expenses related to the MTN Programme) of the Issuer.</p> <p><b><u>Note</u></b> For purpose of item (i) under Tranche 1, the disbursement from the Disbursement Account is to be made progressively against evidence of work done based on the original contractor/consultants/suppliers claims/invoices duly certified/verified by the independent architects/quantity surveyor/engineer.</p>
<b>b) Identified Assets</b>	Not applicable.
<b>c) Purchase and selling price/rental</b>	Not applicable.
<b>d) Profit/coupon/rental rate (fixed or floating)</b>	The coupon rates for the MTNs shall be determined prior to each issuance.
<b>e) Profit/coupon/rental payment frequency</b>	Payable on semi-annual basis or such other frequency to be determined prior to each issuance of the MTNs.
<b>f) Profit/coupon/rental payment basis</b>	Actual/365 days.

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<p><b>g) Listing status and types of listing, where applicable</b></p>	<p>The MTNs will not be listed on the Main Market or ACE Market of Bursa Malaysia Securities Berhad or any other stock exchanges.</p>
<p><b>h) Transaction Documents</b></p>	<p>The documents for the establishment of the MTN Programme are:</p> <ul style="list-style-type: none"> <li>(i) Programme Agreement;</li> <li>(ii) Trust Deed;</li> <li>(iii) Securities Lodgement Form;</li> <li>(iv) Security Documents;</li> <li>(v) Guarantee; and</li> <li>(vi) such other relevant documentation which may be advised by the Solicitors.</li> </ul> <p>All the documents and agreements referred to above are collectively referred to as the "<b>Transaction Documents</b>".</p>
<p><b>i) Redemption Maturity at</b></p>	<p>Unless previously redeemed, purchased and cancelled, the MTNs shall be redeemed by the Issuer at their respective nominal value on their respective maturity date(s).</p>
<p><b>j) Trustees' Reimbursement Account</b></p>	<p>The Issuer shall open and maintain an interest-bearing bank account designated as "Trustees' Reimbursement Account for Debenture holders' Actions" (as required under the SC's TD Guidelines), in which a sum of RM30,000.00 is to be deposited ("<b>Trustees' Reimbursement Account</b>"). The Trustees' Reimbursement Account shall be operated by the Trustee and the monies shall only be used strictly by the Trustee in carrying out its duties in relation to the occurrence of an Event of Default. The sum of RM30,000.00 in the Trustees' Reimbursement Account shall be maintained at all times throughout the tenure of the MTN Programme.</p>
<p><b>k) Status and Ranking</b></p>	<p>The MTNs shall constitute direct, unconditional, unsubordinated and secured obligations of the Issuer and shall at all times rank at least pari passu, without any discrimination, preference or priority amongst themselves and pari passu with all other present and future unsecured and unsubordinated obligations of the Issuer, subject to those preferred by law and the Transaction Documents.</p>
<p><b>l) Expenses</b></p>	<p>All expenses including but not limited to legal fees, stamp duty, out-of-pocket expenses and other costs, which are incurred in arranging this financing whether on an abortive basis or otherwise, shall be for the account of the Issuer and on a full indemnity basis.</p>

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<p><b>m) Option to Upsize</b></p>	<p>The Issuer shall have the option to upsize the MTN Programme and the noteholders shall via the Trust Deed provide their upfront consent for any upsizing of the MTN Programme. For the avoidance of doubt, no consent is required from the Trustee, the Facility Agent and any other party under the MTN Programme when the option to upsize the limit of the MTN Programme is exercised by the Issuer.</p> <p>Any upsizing of the programme limit shall be subject to obtaining all regulatory approvals.</p>
<p><b>n) Taxation</b></p>	<p>All payments by the Issuer and/or the Guarantor shall be made without any withholding or deductions for or on account of any present or future tax, duty or charge of whatsoever nature imposed or levied by or on behalf of Malaysia, or any other applicable jurisdictions, or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law, in which event the Issuer and/or the Guarantor shall be required to make such additional amount so that the payee would receive the full amount which the payee would have received if no such withholding or deductions are made.</p>
<p><b>o) Form and Denomination</b></p>	<p><b><u>Form</u></b> Each issuance of the MTNs shall be represented by a global certificate to be deposited with BNM, and is exchanged for definitive bearer form only in certain limited circumstances.</p> <p>The MTNs will be prescribed in accordance with (1) the "Participation and Operation Rules for Payment and Securities Services" issued by MyClear and (2) the Operational Procedures for Securities Services, or their replacement thereof (collectively, "<b>MyClear Rules and Procedures</b>") applicable from time to time.</p> <p><b><u>Denomination</u></b> The MTNs will be in the denomination of RM250,000, and in multiples of RM50,000 thereof or such other denominations as may be allowed by MyClear/BNM.</p>
<p><b>p) Tradability and transferability</b></p>	<p>The MTNs are tradable and transferable.</p>
<p><b>q) Issue Price</b></p>	<p>The MTNs will be issued at a discount, at par or at a premium to the nominal value, and the issue price shall be determined prior to the issuance and to be agreed between the Issuer and the relevant subscribers.</p>
<p><b>r) Jurisdiction</b></p>	<p>Each of the Obligors shall unconditionally and irrevocably submit to the non-exclusive jurisdiction of the courts of Malaysia.</p>

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<p><b>s) Other Conditions</b></p>	<p>The MTNs issued under the MTN Programme shall at all times be governed by the guidelines issued and to be issued from time to time by the SC and BNM over matters pertaining to the MTNs and the MyClear Rules and Procedures.</p>
<p><b>t) Disclosure of the following:</b></p> <ul style="list-style-type: none"><li>• If the issuer or its board members have been convicted or charged with any offence under any securities laws, corporation laws or other laws involving fraud or dishonesty in a court of law, or if any action has been initiated against the issuer or its board members for breaches of the same, for the past ten years prior to the lodgement/since incorporation (for issuer incorporated less than ten years); and</li><li>• If the issuer has been subjected to any action by the stock exchange for any breach of the listing requirements or rules issued by the stock exchange, for the past five years prior to the lodgement</li></ul>	<p>No.</p> <p>Not applicable as the Issuer is not a listed company.</p>