

AZRB CAPITAL SDN BHD

SUKUK MURABAHAH FACILITY OF UP TO RM535.0 MILLION IN NOMINAL VALUE
SECOND SUPPLEMENTAL INFORMATION MEMORANDUM

ELECTRONIC DISCLAIMER

STRICTLY PRIVATE AND CONFIDENTIAL

AT ISSUANCE, THE SUKUK MURABAHAH (AS DEFINED HEREIN) UNDER THE SUKUK MURABAHAH FACILITY (AS DEFINED HEREIN) MAY ONLY BE OFFERED, SOLD, TRANSFERRED OR OTHERWISE DISPOSED DIRECTLY OR INDIRECTLY TO PERSONS FALLING WITHIN THE RELEVANT CATEGORY OF THE PERSONS SPECIFIED IN SECTION 2(6) OF THE COMPANIES ACT 2016 (AS AMENDED AND/OR SUBSTITUTED FROM TIME TO TIME) ("**COMPANIES ACT**"), AND PERSONS TO WHOM AN OFFER OR INVITATION TO SUBSCRIBE THE SUKUK MURABAHAH MAY BE MADE AND TO WHOM THE SUKUK MURABAHAH ARE ISSUED FALLING WITHIN PART I OF SCHEDULE 6 (OR SECTION 229(1)(B)) OF THE CAPITAL MARKETS AND SERVICES ACT 2007 (AS MAY BE AMENDED AND/OR SUBSTITUTED FROM TIME TO TIME) ("**CMSA**") AND PART I OF SCHEDULE 7 (OR SECTION 230(1)(B)) OF THE CMSA, TO BE READ TOGETHER WITH SCHEDULE 9 (OR SECTION 257(3)) OF THE CMSA AND DOES NOT CONSTITUTE AN OFFER TO THE PUBLIC WITHIN THE CATEGORIES SPECIFIED IN SECTION 2(6) OF THE COMPANIES ACT AND SUBJECT TO ANY APPLICABLE LAW, ORDER, REGULATION OR OFFICIAL DIRECTIVE OF BANK NEGARA MALAYSIA ("**BNM**") AND/OR SECURITIES COMMISSION MALAYSIA ("**SC**") FROM TIME TO TIME.

THEREAFTER, THE SUKUK MURABAHAH UNDER THE SUKUK MURABAHAH FACILITY MAY ONLY BE OFFERED, SOLD, TRANSFERRED OR OTHERWISE DISPOSED DIRECTLY OR INDIRECTLY TO PERSONS TO WHOM AN OFFER OR INVITATION TO PURCHASE THE SUKUK MURABAHAH FALLING WITHIN THE RELEVANT CATEGORY OF THE PERSONS SPECIFIED IN SECTION 2(6) OF THE COMPANIES ACT, AND PERSONS TO WHOM AN OFFER OR INVITATION TO PURCHASE THE SUKUK MURABAHAH FALLING WITHIN PART I OF SCHEDULE 6 (OR SECTION 229(1)(B)) OF THE CMSA TO BE READ TOGETHER WITH SCHEDULE 9 (OR SECTION 257(3)) OF THE CMSA AND DOES NOT CONSTITUTE AN OFFER TO THE PUBLIC UNDER SECTION 2(6) OF THE COMPANIES ACT AND SUBJECT TO ANY APPLICABLE LAW, ORDER, REGULATION OR OFFICIAL DIRECTIVE OF BNM AND/OR SC FROM TIME TO TIME.

IMPORTANT: YOU MUST READ THE FOLLOWING DISCLAIMER BEFORE CONTINUING.

Please find attached an electronic copy of the second supplemental information memorandum dated 10 December 2019 ("**Second Supplemental Information Memorandum**"), in relation to the proposed issue of, offer for subscription or purchase of, or invitation to subscribe for or purchase of Islamic medium term notes of up to Ringgit Five Hundred and Thirty-Five Million (RM535,000,000.00) ("**Sukuk Murabahah**") in nominal value under the Shariah principle of Murabahah (via Tawarruq Arrangement) by AZRB Capital Sdn Bhd (Registration No. 201901023944 (1333273-A)) ("**Issuer**" or "**ACSB**"). This Second Supplemental Information Memorandum is a supplement to, and is to be read together with the information memorandum dated 18 September 2019 ("**Information Memorandum**" as supplemented by the supplemental information memorandum dated 28 November 2019). Terms as defined in this Second Supplemental Information Memorandum, shall, unless the context otherwise requires, bear the meanings in the Information Memorandum.

The following disclaimer applies to the attached Second Supplemental Information Memorandum. You are advised to read this disclaimer carefully before accessing, reading or making any other use of the attached Second Supplemental Information Memorandum. By accepting

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this e-mail and accessing the attached Second Supplemental Information Memorandum, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access.

Confirmation of Your Representation: The Second Supplemental Information Memorandum is not a prospectus and has not been registered nor will it be registered as a prospectus under the CMSA. In order to be eligible to view the attached Second Supplemental Information Memorandum or make an investment decision with respect of the Sukuk Murabahah, you must be a person falling within any one or more of the categories of persons specified in Section 2(6) of the Companies Act, and persons to whom an offer or invitation to subscribe the Sukuk Murabahah and to whom the Sukuk Murabahah may be made and to whom the Sukuk Murabahah are issued falling within Part I of Schedule 6 or Section 229(1)(b) and Part I of Schedule 7 (or Section 230(1)(b) of the CMSA, to be read together with Schedule 9 or Section 257(3) of the CMSA and does not constitute an offer to the public within the categories specified in Section 2(6) of the Companies Act and subject to any applicable law, order, regulation or official directive of BNM and/or the SC from time to time at issuance, and Section 2(6) of the Companies Act, and persons to whom an offer or invitation to purchase the Sukuk Murabahah falling within Part I of Schedule 6 or Section 229(1)(b) of the CMSA to be read together with Schedule 9 or Section 257(3) of the CMSA and does not constitute an offer to the public under Section 2(6) of the Companies Act and subject to any applicable law, order, regulation or official directive of BNM and/or the SC from time to time thereafter ("**Selling Restrictions**").

By accepting the e-mail and accessing the attached Second Supplemental Information Memorandum, you shall be deemed to have represented to us (1) that you are a person falling within the Selling Restrictions; and (2) that you consent to the delivery of the attached Second Supplemental Information Memorandum and any amendments or supplements thereto by electronic transmission.

You are reminded that documents transmitted via this medium may subject to interruptions, transmission blackout, delayed transmission due to internet traffic, data corruption, interception, unauthorised amendment, tampering, viruses or other technical, mechanical or systemic risks associated with internet transmissions. Maybank Investment Bank Berhad (Registration No. 197301002412 (15938-H)) as the principal adviser, lead arranger and lead manager ("**Principal Adviser**", "**Lead Arranger**" and "**Lead Manager**") of the Sukuk Murabahah or any person who controls any of them nor any of their respective directors, officers, employees, representatives or affiliates have not accepted and will not accept any liability and/or responsibility for any such interruptions, transmission blackout, delayed transmission due to internet traffic, data corruption, interception, unauthorised amendment, tampering, viruses or other technical, mechanical or systemic risks associated with internet transmissions or any consequence thereof.

RESTRICTIONS:

The Second Supplemental Information Memorandum is strictly confidential and does not constitute an issue, offer or sale of, or an invitation to subscribe or purchase the Sukuk Murabahah or any other securities of any kind by any party in any jurisdiction in which such offer or sale of, or an invitation to subscribe or purchase the Sukuk Murabahah would be unlawful prior to qualification under the securities laws of such jurisdictions.

The Second Supplemental Information Memorandum has not been and will not be made to comply with the laws of any jurisdiction other than Malaysia ("**Foreign Jurisdiction**"), and has not been and will not be lodged, registered or approved pursuant to or under any legislation of (or with or by any

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regulatory authorities or other relevant bodies of) any Foreign Jurisdiction and it does not constitute an issue, offer or sale of, or an invitation to subscribe or purchase the Sukuk Murabahah or any other securities of any kind by any party in any Foreign Jurisdiction.

You are reminded that you have accessed the Second Supplemental Information Memorandum on the basis that you are a person into whose possession the Second Supplemental Information Memorandum may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorised to deliver this document, electronically or otherwise, to any other person. **If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to purchase any of the Sukuk Murabahah described therein.**

Actions that You May Not Take: If you receive this document by e-mail, you should not reply by e-mail, and you may not purchase any Sukuk Murabahah by doing so. Any reply e-mail communications, including those you generate by using the "Reply" function on your e-mail software, will be ignored or rejected.

YOU ARE NOT AUTHORISED AND YOU MAY NOT FORWARD OR DELIVER THE ATTACHED SECOND SUPPLEMENTAL INFORMATION MEMORANDUM, ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE SUCH SECOND SUPPLEMENTAL INFORMATION MEMORANDUM IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION, REPRODUCTION OR ALTERATION OF ANY OF THE CONTENTS OF THIS DOCUMENT AND THE ATTACHED SECOND SUPPLEMENTAL INFORMATION MEMORANDUM IN WHOLE OR IN PART IS UNAUTHORISED. BY OPENING AND ACCEPTING THE ATTACHED SECOND SUPPLEMENTAL INFORMATION MEMORANDUM YOU AGREE TO THE FOREGOING.

THIS E-MAIL AND ANY ATTACHMENT HERETO ARE INTENDED ONLY FOR USE BY THE ADDRESSEE NAMED HEREIN AND MAY CONTAIN LEGALLY PRIVILEGED AND/OR CONFIDENTIAL INFORMATION. IF YOU ARE NOT THE INTENDED RECIPIENT OF THIS E-MAIL, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS EMAIL, AND ANY ATTACHMENTS THERETO, IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS EMAIL IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY REPLY EMAIL AND IMMEDIATELY DELETE ALL COPIES OF THIS E-MAIL PERMANENTLY AND DESTROY ALL PRINTOUTS OF IT.

THE FOREGOING IS IN ADDITION TO AND WITHOUT PREJUDICE TO ALL OTHER DISCLAIMERS AND AGREEMENTS WHICH A RECIPIENT OF THE SECOND SUPPLEMENTAL INFORMATION MEMORANDUM SHALL BE DEEMED TO HAVE AGREED TO OR BE BOUND BY AS SET OUT IN THE SECOND SUPPLEMENTAL INFORMATION MEMORANDUM.

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(Registration No: 201901023944 (1333273-A))

**SECOND SUPPLEMENTAL INFORMATION MEMORANDUM TO THE
INFORMATION MEMORANDUM DATED 18 SEPTEMBER 2019 AND 28 NOVEMBER
2019**

**PROPOSED ISSUE OF, OFFER FOR SUBSCRIPTION OR PURCHASE OF, OR
INVITATION TO SUBSCRIBE FOR OR PURCHASE OF ISLAMIC MEDIUM TERM
NOTES UNDER THE ISLAMIC MEDIUM TERM NOTES FACILITY OF UP TO RM535.0
MILLION IN NOMINAL VALUE UNDER THE SHARIAH PRINCIPLE OF MURABAHAH
(VIA TAWARRUQ ARRANGEMENT) ("SUKUK MURABAHAH FACILITY")**

PRINCIPAL ADVISER AND LEAD ARRANGER



MAYBANK INVESTMENT BANK BERHAD
(Registration No. 197301002412 (15938-H))

LEAD MANAGER



MAYBANK INVESTMENT BANK BERHAD
(Registration No. 197301002412 (15938-H))

This Second Supplemental Information Memorandum is dated 10 December 2019

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IMPORTANT NOTICE

This Second Supplemental Information Memorandum is not an offer to sell securities and is not soliciting an offer to buy securities described herein in any jurisdiction where the offer or sale is not permitted.

Responsibility Statements

This Second Supplemental Information Memorandum ("**Second Supplemental Information Memorandum**") has been approved by the respective directors of **AZRB CAPITAL SDN BHD** (Registration No. 201901023944 (1333273-A)) ("**Issuer**" or "**ACSB**") and **AHMAD ZAKI RESOURCES BERHAD** (Registration No. 199701017271 (432768-X)) ("**Guarantor**" or "**AZRB**") and the Issuer and the Guarantor accept full responsibility for the accuracy of the information contained in this Second Supplemental Information Memorandum in relation to the proposed issue of, offer for subscription or purchase of, or invitation to subscribe for or purchase of Islamic medium term notes ("**Sukuk Murabahah**") under the Islamic medium term notes facility of up to Ringgit Five Hundred and Thirty-Five Million (RM535,000,000.00) in nominal value under the Shariah principle of Murabahah (via Tawarruq Arrangement) ("**Sukuk Murabahah Facility**") by the Issuer, to be guaranteed by the Guarantor. The Issuer and the Guarantor, after having made all reasonable enquiries, confirm that all information contained in this Second Supplemental Information Memorandum is true and correct in all material respects, that there is no omission of a material fact necessary to make the information contained in this Second Supplemental Information Memorandum, in the light of the circumstances under which it is provided, not misleading, and that the opinions and intentions expressed in the information contained in this Second Supplemental Information Memorandum are honestly held. Enquiries have been made by the Issuer and the Guarantor to ascertain all material facts have been disclosed and to verify the accuracy of all such information and statements. In this context, each of the Issuer and the Guarantor accepts full responsibility for such information contained in this Second Supplemental Information Memorandum.

Important Notice and General Statement of Disclaimer

This Second Supplemental Information Memorandum is being furnished on a private and confidential basis solely for the purpose of enabling prospective investors to consider the purchase of the Sukuk Murabahah under the Sukuk Murabahah Facility.

The Sukuk Murabahah Facility has been accorded with an indicative rating of AA- by Malaysian Rating Corporation Berhad ("**MARC**"). A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by MARC.

No application is being made to list or quote the Sukuk Murabahah on any stock exchange as at the date of this Second Supplemental Information Memorandum. The Sukuk Murabahah shall not be listed on Bursa Malaysia Securities Berhad or any other stock exchanges.

The Issuer and the Guarantor have authorised Maybank Investment Bank Berhad as the lead manager ("**Lead Manager**") to distribute this Second Supplemental Information Memorandum on a confidential basis to potential investors for the sole purpose of assisting them to decide whether to subscribe or purchase the Sukuk Murabahah. At issuance, the Sukuk Murabahah may only be offered, sold, transferred or otherwise disposed directly or indirectly to persons falling within the relevant category of the persons specified in Section 2(6) of the Companies Act 2016, as may be amended from time to time ("**Companies Act**"), and persons to whom an offer or invitation to subscribe the Sukuk Murabahah and to whom the Sukuk Murabahah may be made and to whom the

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Sukuk Murabahah are issued falling within Part I of Schedule 6 or Section 229(1)(b) and Part I of Schedule 7 (or Section 230(1)(b) of the Capital Markets and Services Act 2007, as may be amended from time to time ("**CMSA**"), to be read together with Schedule 9 or Section 257(3) of the CMSA and does not constitute an offer to the public within the categories specified in Section 2(6) of the Companies Act and subject to any applicable law, order, regulation or official directive of Bank Negara Malaysia ("**BNM**") and/or the Securities Commission Malaysia ("**SC**") from time to time. For the avoidance of doubt, this Second Supplemental Information Memorandum shall not constitute an offer to the public within the categories specified in Section 2(6) of the Companies Act and subject to any law, order, regulation or official directive of BNM and/or the SC.

Thereafter, the Sukuk Murabahah may only be offered, sold, transferred or otherwise disposed directly or indirectly to persons falling within the relevant category of the persons specified in the Section 2(6) of the Companies Act, and persons to whom an offer or invitation to purchase the Sukuk Murabahah falling within Part I of Schedule 6 or Section 229(1)(b) of the CMSA to be read together with Schedule 9 or Section 257(3) of the CMSA and does not constitute an offer to the public under Section 2(6) of the Companies Act and subject to any applicable law, order, regulation or official directive of BNM and/or the SC from time to time. For the avoidance of doubt, this Second Supplemental Information Memorandum shall not constitute an offer to the public within the categories specified in Section 2(6) of the Companies Act.

This Second Supplemental Information Memorandum may not be reproduced, in whole or in part, or used for any other purpose, or shown, given, copied to or filed, in whole or in part, with any person including, without limitation, any government or regulatory authority except with the prior consent of the Issuer and the Guarantor or as required under Malaysian laws, regulations or guidelines.

None of the information or data contained in this Second Supplemental Information Memorandum has been independently verified by Maybank Investment Bank Berhad as the principal adviser ("**Principal Adviser**"), lead arranger ("**Lead Arranger**") and the Lead Manager. Accordingly, no representation, warranty or undertaking, express or implied, is given or assumed by the Principal Adviser, the Lead Arranger and the Lead Manager as to the authenticity, origin, validity, accuracy or completeness of the information or data contained in this Second Supplemental Information Memorandum or that such information or data remains unchanged in any respect after the relevant date shown in this Second Supplemental Information Memorandum. To the extent permitted under the laws of Malaysia and/or the CMSA, the Principal Adviser, the Lead Arranger and the Lead Manager have not accepted and will not accept any responsibility for the information and data contained in this Second Supplemental Information Memorandum or otherwise in relation to the Sukuk Murabahah and shall not be liable for any consequences of reliance on any of the information or data in this Second Supplemental Information Memorandum.

It is to be noted that although the Issuer has sought the advice of the Shariah Adviser (as hereinafter defined) with regards to the conformity of the Sukuk Murabahah with Shariah, no representation, warranty or undertaking, express or implied, is given by the Issuer as to the status of the Sukuk Murabahah's compliance with Shariah and the Issuer shall not be liable for any consequences of such reliance and/or assumption of any such compliance. Each recipient should perform and is deemed to have consulted its own professional advisers and obtained independent Shariah advice on whether the structure of the issues and trading of the Sukuk Murabahah are in compliance with Shariah.

The information in this Second Supplemental Information Memorandum supersedes all other information and material previously supplied (if any) to the recipients. By taking possession of this Second Supplemental Information Memorandum, the recipients are acknowledging and agreeing and are deemed to have acknowledged and agreed that they will not rely on any previous information supplied. No person is authorised to give any information or data or to make any representation or warranty other than as contained in this Second Supplemental Information Memorandum and, if

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given or made, any such information, data, representation or warranty must not be relied upon as having been authorised by the Issuer, the Guarantor, the Principal Adviser, the Lead Arranger and the Lead Manager or any other person.

This Second Supplemental Information Memorandum has not been and will not be made to comply with the laws of any jurisdiction other than Malaysia ("**Foreign Jurisdiction**"), and has not been and will not be lodged, registered or approved pursuant to or under any legislation of (or with or by any regulatory authorities or other relevant bodies of) any Foreign Jurisdiction and it does not constitute an issue, offer or sale of, or an invitation to subscribe or purchase the Sukuk Murabahah or any other securities of any kind by any party in any Foreign Jurisdiction.

This Second Supplemental Information Memorandum is not and is not intended to be a prospectus and has not been registered or lodged under the laws of Malaysia or of any Foreign Jurisdiction as a prospectus. Unless otherwise specified in this Second Supplemental Information Memorandum, the information contained in this Second Supplemental Information Memorandum is current as at the date of this Second Supplemental Information Memorandum.

The distribution or possession of this Second Supplemental Information Memorandum in or from certain jurisdictions may be restricted or prohibited by law. Each recipient is required to seek appropriate professional advice regarding, and to observe, any such restriction or prohibition. Neither the Issuer, the Guarantor nor the Principal Adviser, Lead Arranger and the Lead Manager accept any responsibility or liability to any person in relation to the distribution or possession of this Second Supplemental Information Memorandum in or from any such Foreign Jurisdiction.

By accepting delivery of this Second Supplemental Information Memorandum, each recipient agrees to the terms upon which this Second Supplemental Information Memorandum is provided to such recipient as set out in this Second Supplemental Information Memorandum, and further agrees and confirms that:

- (a) it will keep confidential all of such information and data;
- (b) it is lawful for the recipient to subscribe for or purchase the Sukuk Murabahah under all jurisdictions to which the recipient is subject to;
- (c) the recipient has complied with all applicable laws in connection with such subscription or purchase of the Sukuk Murabahah;
- (d) the Issuer, the Guarantor the Principal Adviser, the Lead Arranger and the Lead Manager and their respective directors, officers, employees and professional advisers are not and will not be in breach of the laws of any jurisdiction to which the recipient is subject as a result of such subscription or purchase of the Sukuk Murabahah, and they shall not have any responsibility or liability in the event that such subscription or purchase of the Sukuk Murabahah is or shall become unlawful, unenforceable, voidable or void;
- (e) it is aware that the Sukuk Murabahah can only be offered, sold, transferred or otherwise disposed of directly or indirectly in accordance with the relevant selling restrictions and all applicable laws;
- (f) it has sufficient knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of subscribing or purchasing the Sukuk Murabahah, and is able and is prepared to bear the economic and financial risks of investing in or holding the Sukuk Murabahah;

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- (g) it is subscribing or accepting the Sukuk Murabahah for its own account; and
- (h) it is a person to whom an issue, offer or invitation to subscribe or purchase the Sukuk Murabahah would constitute persons falling within any one or more of the categories of persons specified in Section 2(6) of the Companies Act and Part I of Schedule 6 (or Section 229(1)(b)) of the CMSA, and Part I of Schedule 7 (or Section 230(1)(b)) of the CMSA, to be read together with Schedule 9 (or Section 257(3)) of the CMSA and does not constitute an offer to the public within the categories specified in Section 2(6) of the Companies Act and subject to any law, order, regulation or official directive of BNM and/or the SC at issuance, and Section 2(6) of the Companies Act and Part I of Schedule 6 (or Section 229(1)(b)) of the CMSA, read together with Schedule 9 (or Section 257(3)) of the CMSA thereafter and does not constitute an offer to the public within the categories specified in Section 2(6) of the Companies Act and subject to any law, order, regulation or official directive of BNM and/or the SC.

Each recipient is solely responsible for seeking all appropriate expert advice as to the laws of all jurisdictions to which it is subject. For the avoidance of doubt, this Second Supplemental Information Memorandum shall not constitute an offer or invitation to subscribe or purchase the Sukuk Murabahah in relation to any recipient who does not fall within item (h) above.

This Second Supplemental Information Memorandum or any document delivered under or in relation to the issue, offer and sale of the Sukuk Murabahah is not, and should not be construed as, a recommendation by the Issuer and/or the Guarantor and/or the Principal Adviser, the Lead Arranger and the Lead Manager to subscribe or purchase the Sukuk Murabahah. This Second Supplemental Information Memorandum is not a substitute for, and should not be regarded as, an independent evaluation and analysis and does not purport to be all-inclusive. Each recipient should perform and is deemed to have made its own independent investigation and analysis of the financial condition, status and affairs, and its own appraisal of the creditworthiness and nature, of the Issuer, the Guarantor, the Sukuk Murabahah and all other relevant matters, and each recipient should consult its own professional advisers. All information and statements herein are subject to the detailed provisions of the respective agreements referred to herein and are qualified in their entirety by reference to such documents.

Neither the delivery of this Second Supplemental Memorandum nor the offering, sale or delivery of any Sukuk Murabahah shall in any circumstance imply that the information contained herein concerning the Issuer and/or the Guarantor is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Sukuk Murabahah is correct as of any time subsequent to the date indicated in the document containing the same. The Principal Adviser, the Lead Arranger and the Lead Manager expressly do not undertake to review the financial condition or affairs of the Issuer and the Guarantor during the tenor of the Sukuk Murabahah or to advise any investor of the Sukuk Murabahah of any information coming to its attention. The recipient of this Second Supplemental Information Memorandum or any potential investor should review, inter alia, the most recently published information on the Issuer, the Guarantor or the Sukuk Murabahah when deciding whether or not to purchase or subscribe for any of the Sukuk Murabahah.

Certain statements, information, estimates and reports in this Second Supplemental Information Memorandum are based on historical data, which may not be reflective of the future, and others are estimated based on or derived from sources mentioned in the Second Supplemental Information Memorandum. Such information, estimates, or reports have been included solely for illustrative purposes. No representation or warranty is made as to the accuracy or completeness of any information, estimates and/or reports thereon derived from such sources or from other third party sources. Certain statements are forward-looking in nature and are subject to risks and uncertainties, including, among others, discussions on the Issuer's and the Guarantor's business strategy, future

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operations, growth prospects and industry prospects. While the Board of Directors of the Issuer and the Guarantor believe that these forward-looking statements are reasonable, these statements are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the future results, performance or achievements expressed or implied in such forward-looking statements. In light of all these, the inclusion of forward-looking statements in this Second Supplemental Information Memorandum should not be regarded as a representation or warranty by the Issuer and/or the Guarantor that the plans and objectives of the Issuer and/or the Guarantor will be achieved.

Acknowledgement

The Issuer hereby acknowledges that it has authorised the Lead Manager and such other financial institution(s) which the Issuer appoints as the lead manager(s) to circulate or distribute this Second Supplemental Information Memorandum on its behalf in respect of or in connection with the proposed offer or invitation to subscribe for and issue of, the Sukuk Murabahah to prospective investors and that no further evidence of authorisation is required.

Rounding

All discrepancies (if any) in the tables included in this Second Supplemental Information Memorandum between the listed amounts and total thereof are due to rounding, and certain numbers appearing in this Second Supplemental Information Memorandum are shown after rounding.

Statements of Disclaimer by the Securities Commission Malaysia

In accordance with the CMSA, a copy of this Second Supplemental Information Memorandum will be lodged with the SC, which takes no responsibility for its contents.

The issue, offer or invitation in relation to the Sukuk Murabahah Facility in this Second Supplemental Information Memorandum or otherwise are subject to the fulfilment of various conditions precedent including without limitation the acknowledgement in respect of the lodgement of the Sukuk Murabahah to the SC pursuant to the Guidelines on Unlisted Capital Market Products under the Lodge and Launch Framework issued by the SC on 9 March 2015 (effective on 15 June 2015, which was subsequently revised and effective on 26 November 2019 and as amended, substituted or replaced from time to time) ("**LOLA Guidelines**").

The lodgement of the Sukuk Murabahah with the SC pursuant to the LOLA Guidelines has been made on 4 September 2019 and 27 November 2019 respectively. Each recipient of this Second Supplemental Information Memorandum acknowledges and agrees that the acknowledgement of the SC shall not be taken to indicate that the SC recommends the subscription or purchase of the Sukuk Murabahah.

The SC shall not be liable for any non-disclosure on the part of the Issuer and/or the Guarantor and assumes no responsibility for the correctness of any statements made or opinions or reports expressed in this Second Supplemental Information Memorandum.

Statements of Disclaimer on Shariah Pronouncements

Maybank Islamic Berhad as the Shariah adviser ("**Shariah Advisers**") has approved the structure and mechanism of the Sukuk Murabahah and their compliance with Shariah vide the Shariah pronouncement dated 19 August 2019. However, the approval is only an expression of the view of the Shariah Adviser based on their experience in the subject. There can be no assurance as to the Shariah permissibility of the structure of the issue and the trading of the Sukuk Murabahah and none

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of the Issuer, the Guarantor, the Principal Adviser, the Lead Arranger and the Lead Manager makes any representation as to the same. Investors are reminded that, as with any Shariah views, differences in opinion are possible. Investors are advised to obtain their own independent Shariah advice and make their own determination as to whether the structure and the future tradability of the Sukuk Murabahah on any secondary market meet their individual standards of Shariah compliance.

EACH SERIES OF THE SUKUK MURABAHAH WILL CARRY DIFFERENT RISKS AND ALL INVESTORS SHOULD EVALUATE EACH SUKUK MURABAHAH ON THEIR RESPECTIVE MERITS AND RISKS OF THE INVESTMENT.

INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT.

IT IS RECOMMENDED THAT PROSPECTIVE INVESTORS CONSULT THEIR FINANCIAL, LEGAL AND OTHER ADVISERS BEFORE PURCHASING OR ACQUIRING OR SUBSCRIBING FOR THE SUKUK MURABAHAH.

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Documents incorporated by reference

This Second Supplemental Information Memorandum should be read and construed in conjunction with:

- (a) all supplements or amendments to this Second Supplemental Information Memorandum from time to time; and
- (b) any annual or interim financial statements (whether audited or unaudited) of the Issuer and/or the Guarantor that are published subsequent to the date of this Second Supplemental Information Memorandum as amended and supplemented from time to time,

which shall be deemed to be incorporated in, and to form part of, this Second Supplemental Information Memorandum and which shall be deemed to modify or supersede the contents of this Second Supplemental Information Memorandum.

Any statement contained herein or in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Second Supplemental Information Memorandum to the extent that a statement contained in any such subsequent document modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Second Supplemental Information Memorandum.

The Issuer will provide, without charge, to each person to whom a copy of this Second Supplemental Information Memorandum has been delivered, upon the request of such person, a copy of any or all of the documents deemed to be incorporated herein by reference unless such documents have been modified or superseded as specified above. Requests for such documents should be directed to the Issuer at its office set out at the end of this Second Supplemental Information Memorandum.

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CONFIDENTIALITY

To the recipients of this Second Supplemental Information Memorandum:

This Second Supplemental Information Memorandum and its contents are strictly confidential and are made strictly on the basis that they will remain confidential. Accordingly, this Second Supplemental Information Memorandum and its contents, or any information, which is made available in connection with any further enquiries, must be held in complete confidence.

This Second Supplemental Information Memorandum is submitted to prospective investors specifically in reference to the Sukuk Murabahah and may not be reproduced or used, in whole or in part, for any purpose, nor furnished to any person other than those to whom copies have been sent by the Lead Manager.

In the event that there is any contravention of this confidentiality undertaking or there is reasonable likelihood that this confidentiality undertaking may be contravened, the Issuer may, at its discretion, apply for any remedy available to the Issuer whether at law or equity, including without limitation, injunctions. The Issuer is entitled to fully recover from the contravening party all costs, expenses and losses incurred and/or suffered, in this regard. For the avoidance of doubt, it is hereby deemed that this confidentiality undertaking shall be imposed upon the recipient of this Second Supplemental Information Memorandum, the recipient's professional advisors, directors, employees and any other persons concerned with the Sukuk Murabahah.

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AZRB CAPITAL SDN BHD

SUKUK MURABAHAH FACILITY OF UP TO RM535.0 MILLION IN NOMINAL VALUE
SECOND SUPPLEMENTAL INFORMATION MEMORANDUM

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AZRB CAPITAL SDN BHD

SUKUK MURABAHAH FACILITY OF UP TO RM535.0 MILLION IN NOMINAL VALUE
 SECOND SUPPLEMENTAL INFORMATION MEMORANDUM

SECTION 1.0 AMENDMENTS TO APPENDIX I OF THE INFORMATION MEMORANDUM**1.1 Amendments to the cash flow projections of ACSB and AZRB**

The cash flow projections of ACSB and AZRB provided under Appendix I (Cash Flow Projections and Key Assumptions) of the Information Memorandum are hereby deleted in its entirety and substituted with the revised cash flow projections of ACSB and AZRB below:

AZRB CAPITAL SDN BHD**CASH FLOW PROJECTIONS FOR THE FINANCIAL PERIOD FROM 1 JANUARY 2019 TO 31 DECEMBER 2031 ("Cash Flow Projections")**

Financial Year	1.1.2019 to 31.12.2019	1.1.2020 to 31.12.2020	1.1.2021 to 31.12.2021	1.1.2022 to 31.12.2022	1.1.2023 to 31.12.2023	1.1.2024 to 31.12.2024	1.1.2025 to 31.12.2025	1.1.2026 to 31.12.2026	1.1.2027 to 31.12.2027	1.1.2028 to 31.12.2028	1.1.2029 to 31.12.2029	1.1.2030 to 31.12.2030	1.1.2031 to 31.12.2031	Total
	RM'000	RM'000												
Cash Flows (For)/From Investing Activities														
(Placement of)/Withdrawal from Finance Service Reserve Account	(13,387)	37	-	2,344	(30)	2,086	-	2,368	1,244	1,286	1,412	1,440	1,200	-
Placement of Trustee Reimbursement Account	(30)	-	-	-	-	-	-	-	-	-	-	-	-	(30)
Interest income	-	1,191	1,915	1,611	1,445	1,460	1,520	1,529	1,108	1,224	1,389	1,562	1,888	17,842
Intercompany Financing Agreement:														
- One-off advances to AZRB	(535,000)	-	-	-	-	-	-	-	-	-	-	-	-	(535,000)
- Principal payment received from AZRB	-	35,000	30,000	35,000	43,000	42,000	47,300	47,700	50,000	50,000	55,000	55,000	45,000	535,000
- Profit received from AZRB	-	28,587	26,716	25,113	23,243	20,946	18,701	16,174	13,625	10,954	8,282	5,343	2,404	200,088
Net Cash (For)/From Investing Activities	(548,417)	64,815	58,631	64,068	67,658	66,492	67,521	67,771	65,977	63,464	66,083	63,345	50,492	217,900
Cash Flows From/(For) Financing Activities														
Advances from/(Repayment to) AZRB:														
- Advances from AZRB	63,570	37,693	44,052	45,655	44,525	47,822	47,517	52,394	52,643	57,564	57,486	60,425	73,364	684,710
- Repayment to AZRB	-	(38,147)	(42,186)	(41,136)	(45,930)	(48,033)	(48,544)	(51,963)	(50,701)	(50,178)	(52,141)	(52,099)	(59,846)	(580,904)
Sukuk:														
- Proceeds from issuance of Sukuk	535,000	-	-	-	-	-	-	-	-	-	-	-	-	535,000
- Principal repayment	-	-	-	(100,000)	-	(85,000)	-	(95,000)	(50,000)	(50,000)	(55,000)	(55,000)	(45,000)	(535,000)
- Profit payments	-	(26,775)	(26,775)	(26,775)	(22,075)	(22,075)	(17,952)	(17,953)	(13,202)	(10,677)	(8,128)	(5,295)	(2,408)	(200,090)
Payment for Sukuk recurring fees	-	(275)	(275)	(275)	(275)	(275)	(275)	(275)	(275)	(275)	(275)	(275)	(275)	(3,300)
Cash Flows From/(For) Financing Activities	598,570	(27,504)	(25,184)	(122,531)	(23,755)	(107,561)	(19,254)	(112,797)	(61,535)	(53,566)	(58,058)	(52,244)	(34,165)	(99,584)
Net Increase/(Decrease) in Cash and Cash Equivalents	50,153	37,311	33,447	(58,463)	43,903	(41,069)	48,267	(45,026)	4,442	9,898	8,025	11,101	16,327	N/A
Cash and Cash Equivalents Brought Forward	-	50,153	87,464	120,911	62,448	106,351	65,282	113,549	68,523	72,965	82,863	90,888	101,989	N/A
Cash and Cash Equivalents Carried Forward	50,153	87,464	120,911	62,448	106,351	65,282	113,549	68,523	72,965	82,863	90,888	101,989	118,316	N/A

AZRB CAPITAL SDN BHD

SUKUK MURABAHAH FACILITY OF UP TO RM535.0 MILLION IN NOMINAL VALUE
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AHMAD ZAKI RESOURCES BERHAD

CASH FLOW PROJECTIONS FOR THE FINANCIAL PERIOD FROM 1 JANUARY 2019 TO 31 DECEMBER 2031 ("Cash Flow Projections")

Financial Year	1.1.2019 to 31.12.2019 RM'000	1.1.2020 to 31.12.2020 RM'000	1.1.2021 to 31.12.2021 RM'000	1.1.2022 to 31.12.2022 RM'000	1.1.2023 to 31.12.2023 RM'000	1.1.2024 to 31.12.2024 RM'000	1.1.2025 to 31.12.2025 RM'000	1.1.2026 to 31.12.2026 RM'000	1.1.2027 to 31.12.2027 RM'000	1.1.2028 to 31.12.2028 RM'000	1.1.2029 to 31.12.2029 RM'000	1.1.2030 to 31.12.2030 RM'000	1.1.2031 to 31.12.2031 RM'000	Total RM'000
Cash Flows For Operating Activities														
Payments for Sukuk expenses	(4,473)	-	-	-	-	-	-	-	-	-	-	-	-	(4,473)
Payments for working capital	(173,104)	-	-	-	-	-	-	-	-	-	-	-	-	(173,104)
Net Cash For Operating Activities	(177,577)	-	-	-	-	-	-	-	-	-	-	-	-	(177,577)
Cash Flows For Investing Activities														
Subscription of RCPS in PMSB	(344,005)	-	-	-	-	-	-	-	-	-	-	-	-	(344,005)
(Advances to)/Repayment from ACSB:														
- Advances to ACSB	(63,570)	(37,693)	(44,052)	(45,655)	(44,525)	(47,822)	(47,517)	(52,394)	(52,643)	(57,564)	(57,486)	(60,425)	(73,364)	(684,710)
- Repayment from ACSB	-	38,147	42,186	41,136	45,930	48,033	48,544	51,963	50,701	50,178	52,141	52,099	59,846	580,904
Net Cash For Investing Activities	(407,575)	454	(1,866)	(4,519)	1,405	211	1,027	(431)	(1,942)	(7,386)	(5,345)	(8,326)	(13,518)	(447,811)
Cash Flows From Financing Activities														
Intercompany Financing Agreement (ACSB):														
- One-off advance from ACSB	535,000	-	-	-	-	-	-	-	-	-	-	-	-	535,000
- Repayment of principal to ACSB	-	(35,000)	(30,000)	(35,000)	(43,000)	(42,000)	(47,300)	(47,700)	(50,000)	(50,000)	(55,000)	(55,000)	(45,000)	(535,000)
- Profit payment to ACSB	-	(28,587)	(26,716)	(25,113)	(23,243)	(20,946)	(18,701)	(16,174)	(13,625)	(10,954)	(8,282)	(5,343)	(2,404)	(200,088)
Intercompany Financing Agreement (PMSB):														
- Advances from PMSB	50,152	101,280	100,768	105,768	110,768	110,768	113,518	116,268	116,268	118,518	120,768	120,768	120,768	1,406,380
- Repayment to PMSB	-	(38,147)	(42,186)	(41,136)	(45,930)	(48,033)	(48,544)	(51,963)	(50,701)	(50,178)	(52,141)	(52,099)	(59,846)	(580,904)
Cash Flows From Financing Activities	585,152	(454)	1,866	4,519	(1,405)	(211)	(1,027)	431	1,942	7,386	5,345	8,326	13,518	625,388
Net Increase in Cash and Cash Equivalents	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Cash and Cash Equivalents Brought Forward	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Cash and Cash Equivalents Carried Forward	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A

Note:-

The cash flow projections of AZRB depict the cash flows to be received by AZRB arising from this transaction only and do not represent the complete cash flow projections of AZRB or the AZRB group of companies.

AZRB CAPITAL SDN BHD

SUKUK MURABAHAH FACILITY OF UP TO RM535.0 MILLION IN NOMINAL VALUE
SECOND SUPPLEMENTAL INFORMATION MEMORANDUM

1.2 Amendments to the Specific Bases and Assumptions of ACSB

The Specific Bases and Assumptions of ACSB under Appendix I (Cash Flow Projections and Key Assumptions) of the Information Memorandum are hereby amended and varied with the amendments highlighted in bold and italics as follows:

Specific Bases and Assumptions of ACSB

Investing Assumptions

2. Pursuant to the Advance (ACSB), ACSB will receive principal repayments from AZRB in accordance with a stipulated repayment schedule under the Intercompany Financing Agreement (ACSB) as follows:-

Year	Principal (RM million)
2020	30.0 35.0
2021	30.0
2022	35.0
2023	40.0 43.0
2024	40.0 42.0
2025	45.0 47.3
2026	45.0 47.7
2027	50.0
2028	50.0
2029	55.0
2030	60.0 55.0
2031	55.0 45.0
Total	535.0

3. Pursuant to the Advance (ACSB), ACSB will receive semi-annual profit payments from AZRB at ~~5.52%~~ **5.34%** per annum.

Financing Assumptions

1. ACSB will issue Sukuk Murabahah amounting to RM535.0 million in ~~October~~ **December** 2019.
2. ACSB will redeem the Sukuk Murabahah on their respective maturity dates and pay profit payments on a semi-annual basis. The Sukuk Murabahah is assumed to have a weighted average profit rate of ~~5.52%~~ **5.00%**.

AZRB CAPITAL SDN BHD

SUKUK MURABAHAH FACILITY OF UP TO RM535.0 MILLION IN NOMINAL VALUE
SECOND SUPPLEMENTAL INFORMATION MEMORANDUM

1.3 Amendments to the Specific Bases and Assumptions of AZRB

The Specific Bases and Assumptions of AZRB under Appendix I (Cash Flow Projections and Key Assumptions) of the Information Memorandum are hereby amended and varied with the amendments highlighted in bold and italics as follows:

Specific Bases and Assumptions of AZRB

Operating Cost Assumptions

- AZRB will utilise part of the one-off advance to be received from ACSB for general working capital requirements and corporate purposes, which AZRB expected these expenses to be incurred ~~before~~ ***on or around*** 31 December 2019.

Financing Assumptions

- Pursuant to the Advance (ACSB), AZRB will make principal repayments to ACSB in accordance with a stipulated repayment schedule under the Intercompany Financing Agreement (ACSB) as follows:-

Year	Principal (RM million)
2020	30.0 35.0
2021	30.0
2022	35.0
2023	40.0 43.0
2024	40.0 42.0
2025	45.0 47.3
2026	45.0 47.7
2027	50.0
2028	50.0
2029	55.0
2030	60.0 55.0
2031	55.0 45.0
Total	535.0

- Pursuant to the Advance (ACSB), AZRB will make semi-annual profit payments to ACSB at ~~5.52%~~ **5.34%** per annum.

AZRB CAPITAL SDN BHD

SUKUK MURABAHAH FACILITY OF UP TO RM535.0 MILLION IN NOMINAL VALUE
 SECOND SUPPLEMENTAL INFORMATION MEMORANDUM

SECTION 2.0 AMENDMENTS TO APPENDIX III OF THE INFORMATION MEMORANDUM**2.1 Amendments to the salient terms of the RCPS-i Subscription Agreement**

The salient terms of the RCPS-i Subscription Agreement under Appendix III (Salient Terms of Related Party Contracts) of the Information Memorandum is hereby amended and varied with the amendments highlighted in bold and italic as follows:

RCPS-i Subscription Agreement

Redemption and Redemption Value	-	The RCPS-i is redeemable any time at the option of the RCPS-i Issuer, subject to applicable laws (including but not limited to the Companies Act) and PROVIDED THAT the RCPS-i Issuer may only redeem up to a maximum of 500,000,000 RCPS-i for the period up to 31 December 2031 2032 . Each RCPS-i shall be redeemable at RM1.00 per RCPS-i.
Conversion and Conversion Ratio	-	The RCPS-i is convertible any time at the option of the RCPS-i Holder, PROVIDED THAT no conversion shall occur before 31 December 2031 2032 , <i>save and except in the event an Event of Default has occurred, the RCPS-i Holder may exercise its rights to convert any outstanding RCPS-i into ordinary shares.</i> Any outstanding RCPS-i existing on or after 31 December 2031 2032 will be automatically converted into ordinary shares. Each RCPS-i shall be convertible into 1 new ordinary share in the RCPS-i Issuer.

2.2 Amendments to the salient terms of the Account Agreement

The salient terms of the Account Agreement under Appendix III (Salient Terms of Related Party Contracts) of the Information Memorandum is hereby amended and varied with the amendments highlighted in bold and italic as follows:

Account Agreement

Effective Date	-	Means the date on which the Project Account ceases to be the security or collateral to the existing indebtedness of PMSB and/or CIMB Investment Bank Berhad ceases to be the operator and signatory to the Project Account, <i>whichever is earlier.</i>
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AZRB CAPITAL SDN BHD

SUKUK MURABAHAH FACILITY OF UP TO RM535.0 MILLION IN NOMINAL VALUE
SECOND SUPPLEMENTAL INFORMATION MEMORANDUM

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