

**STARBRIGHT CAPITAL BERHAD**  
**ISSUE OF UP TO RM700,000,000.00 IN NOMINAL VALUE OF ASSET-BACKED**  
**MEDIUM TERM NOTES (“MTNS”)**

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**SELLING RESTRICTIONS**

Each of the following restrictions must be observed by each MTN Holder in relation to offers, invitations, sales, transfers, acquisitions or disposals of the MTNs as the case may be, and in relation thereto:-

- (a) at the point of issuance of the MTNs: The MTNs may only be offered, sold, transferred or otherwise disposed directly or indirectly to a person to whom an offer or invitation to subscribe for the MTNs may be made and to whom the MTNs are issued would fall within Part 1 of Schedule 6 and Part 1 of Schedule 7 of the CMSA, read together with Schedule 9 or Section 257(3) of the CMSA, subject to any change in applicable laws;
- (b) after the issuance of the MTNs: The MTNs may only be offered, sold, transferred or otherwise disposed directly or indirectly to a person to whom an offer or invitation to purchase the MTNs would fall within Part 1 of Schedule 6 or Section 229(1)(b) of the CMSA, read together with Schedule 9 or Section 257(3) of the CMSA, subject to any change in applicable laws;
- (c) each MTN Holder shall not sell, transfer or otherwise dispose of all or any part of its legal or beneficial interests in the MTNs to another person or persons nor offer to do so, unless such sale, transfer, disposal or offer, is subject to the condition that such person(s) shall undertake to observe the restrictions set out herein; and
- (d) without limitation to paragraphs (a), (b) and (c) above, each MTN Holder shall observe all applicable laws and regulations in any jurisdiction (including Malaysia) in which it may offer, sell, transfer or otherwise dispose of all or any part of its legal or beneficial interests in the MTNs or distribute any document or other material in connection therewith.