

**PRICING SUPPLEMENT**



**CENERGI SEA BERHAD**  
(Registration No. 200801009156 (810444-W))

**RELATING TO THE ISSUANCE OF SENIOR ISLAMIC MEDIUM TERM  
NOTES AND/OR SUBORDINATED PERPETUAL ISLAMIC NOTES  
PURSUANT TO AN ISLAMIC NOTES ISSUANCE PROGRAMME OF UP TO  
AN AGGREGATE AMOUNT OF RM1,500,000,000.00 IN NOMINAL VALUE  
BASED ON THE SHARIAH PRINCIPLE OF WAKALAH BI AL-ISTITHMAR**

Issuance of RM210.0 million in Nominal Amount of  
ASEAN SRI Green Senior Sukuk Wakalah

**Lead Arranger**



**CIMB Investment Bank Berhad**  
(Registration No. 197401001266 (18417-M))

**Lead Manager**



**CIMB Investment Bank Berhad**  
(Registration No. 197401001266 (18417-M))

The date of this Pricing Supplement is 20 December 2021

This document (“**Pricing Supplement**”) is issued to give details of an issue of ASEAN SRI Green senior Islamic medium term notes (“**ASEAN SRI Green Senior Sukuk Wakalah**”) under an Islamic notes issuance programme (“**Sukuk Programme**”) of up to Ringgit One Billion and Five Hundred Million (RM1,500,000,000.00) in nominal value based on the Shariah principle of Wakalah Bi Al-Istithmar by **CENERGI SEA BERHAD** (Registration No. 200801009156 (810444-W)).

This Pricing Supplement is to be read in conjunction with the terms and conditions of the ASEAN SRI Green Senior Sukuk Wakalah (“**Conditions**”) set out in the trust deed dated 7 December 2021 made between the Issuer and Pacific Trustees Berhad (Registration No. 199401031319 (317001-A)), which is made a part hereof as if set forth herein and all documents incorporated by reference therein (collectively, the “**Trust Deed**”).

Unless otherwise defined in this Pricing Supplement, capitalised terms used herein have the same meaning as in the Conditions. In case of any conflict between the terms of the Pricing Supplement and the Conditions, the terms set forth in this Pricing Supplement shall govern.

The establishment of the Sukuk Programme and the issuance of ASEAN SRI Green Senior Sukuk Wakalah under the Sukuk Programme have been duly authorised by the Issuer pursuant to the extract of minutes of the Issuer’s Board of Directors’ meeting held on 12 July 2021, 5 August 2021 and 27 October 2021.

The Issuer hereby acknowledges that it has authorised the Lead Arranger and the Lead Manager and/or their respective affiliates to circulate or distribute this Pricing Supplement on its behalf in respect of or in connection with the proposed offer or invitation to subscribe for and issue of the ASEAN SRI Green Senior Sukuk Wakalah to prospective investors who fall within the ambit of the Selling Restrictions for the purpose of the sale of the ASEAN SRI Green Senior Sukuk Wakalah described herein pursuant to the Sukuk Programme and that no further evidence of authorisation is required.

The ASEAN SRI Green Senior Sukuk Wakalah are tradable and transferable subject to the following selling restrictions (“**Selling Restrictions**”):

Selling Restrictions at issuance

The ASEAN SRI Green Senior Sukuk Wakalah may only be offered, sold, transferred or otherwise disposed of, directly or indirectly, to a person to whom an offer for subscription or purchase of, or invitation to subscribe for or purchase the ASEAN SRI Green Senior Sukuk Wakalah and to whom the ASEAN SRI Green Senior Sukuk Wakalah are issued would fall within:

- (i) paragraph 1 (a), (b) or (d) of Part I of Schedule 5 of the CMSA; and
- (ii) Schedule 6 and Schedule 7 of the CMSA,

read together with Schedule 9 or Section 257(3) of the CMSA and subject to any change in the applicable law, order, regulation or official directive of BNM and/or the SC from time to time (including any amendments, supplementals and variation thereto).

### Selling Restrictions after issuance

The ASEAN SRI Green Senior Sukuk Wakalah may only be offered, sold, transferred or otherwise disposed of, directly or indirectly, to a person to whom an offer for subscription or purchase of, or invitation to subscribe for or purchase the ASEAN SRI Green Senior Sukuk Wakalah and to whom the ASEAN SRI Green Senior Sukuk Wakalah are issued would fall within:

- (i) paragraph 1 (a), (b) or (d) of Part I of Schedule 5 of the CMSA; and
- (ii) Schedule 6 or Section 229(1)(b) of the CMSA,

read together with Schedule 9 or Section 257(3) of the CMSA and subject to any change in the applicable law, order, regulation or official directive of BNM and/or the SC from time to time (including any amendments, supplementals and variation thereto).

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the ASEAN SRI Green Senior Sukuk Wakalah or the distribution of this ASEAN SRI Green Senior Sukuk Wakalah in any jurisdiction where such action is required.

This Pricing Supplement is sent to selected persons who fall within the ambit of the Selling Restrictions. Any person who receives this Pricing Supplement who does not fall within the ambit of the Selling Restrictions must immediately notify the Lead Arranger and the Lead Manager and return this Pricing Supplement to the Lead Arranger and the Lead Manager or the Issuer.

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, 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, the recipient, the recipient's professional advisers, directors, employees and any other persons who may receive this Pricing Supplement or any part of it from the recipient shall be deemed to have agreed to abide by this confidentiality undertaking.

The recipient must return this Pricing Supplement and any other information in connection therewith to the Lead Arranger and the Lead Manager promptly upon the Lead Arranger's and the Lead Manager's request.

**THERE ARE RESTRICTIONS ON THE DISTRIBUTION OF THIS PRICING SUPPLEMENT AND THE OFFERING OR SALE OF THE ASEAN SRI GREEN SENIOR SUKUK WAKALAH IN MALAYSIA. PERSONS INTO WHOSE POSSESSION THIS PRICING SUPPLEMENT COMES INTO ARE REQUIRED BY THE ISSUER, THE LEAD ARRANGER AND THE LEAD MANAGER TO INFORM THEMSELVES ABOUT AND TO OBSERVE SUCH RESTRICTIONS.**

**Specific Final Terms**

The following items under this heading “**Specific Final Terms**” are the particular terms which relate to the ASEAN SRI Green Senior Sukuk Wakalah to which this Pricing Supplement relate. In case of any conflict between such terms and the terms and conditions set forth in the Conditions, the terms set forth in this Pricing Supplement shall govern.

1. Issuer:	<b>CENERGI SEA BERHAD</b> (Registration No. 200801009156 (810444-W))							
2. Type of Sukuk Wakalah:	Senior Sukuk Wakalah							
3. Green Sukuk Wakalah and the Green Sukuk Guidelines /Framework:	Yes, the following guidelines or frameworks, as amended from time to time:- (a) SRI Sukuk Framework; (b) ASEAN Green Bond Standards; and (c) GBP.							
4. Naming of the Green Sukuk Wakalah:	ASEAN SRI Green Senior Sukuk Wakalah							
5. Series No:	1							
6. Issue Date:	23 December 2021							
7. Nominal Value:	<table border="1"> <tr> <td>Tranche 1</td> <td>RM85.0 million</td> </tr> <tr> <td>Tranche 2</td> <td>RM125.0 million</td> </tr> <tr> <td><b>Total</b></td> <td><b>RM210.0 million</b></td> </tr> </table>		Tranche 1	RM85.0 million	Tranche 2	RM125.0 million	<b>Total</b>	<b>RM210.0 million</b>
Tranche 1	RM85.0 million							
Tranche 2	RM125.0 million							
<b>Total</b>	<b>RM210.0 million</b>							
8. Tenure:	<table border="1"> <tr> <td>Tranche 1</td> <td>Five (5) years</td> </tr> <tr> <td>Tranche 2</td> <td>Seven (7) years</td> </tr> </table>		Tranche 1	Five (5) years	Tranche 2	Seven (7) years		
Tranche 1	Five (5) years							
Tranche 2	Seven (7) years							

9. Scheduled Dissolution Date:	<table border="1"> <tr> <td data-bbox="655 237 1034 286">Tranche 1</td> <td data-bbox="1034 237 1414 286">23 December 2026</td> </tr> <tr> <td data-bbox="655 286 1034 331">Tranche 2</td> <td data-bbox="1034 286 1414 331">22 December 2028</td> </tr> </table>	Tranche 1	23 December 2026	Tranche 2	22 December 2028
Tranche 1	23 December 2026				
Tranche 2	22 December 2028				
10. Periodic Distribution	With Periodic Distribution.				
11. Periodic Distribution Rate:	<table border="1"> <tr> <td data-bbox="655 510 1034 560">Tranche 1</td> <td data-bbox="1034 510 1414 560">5.30% per annum</td> </tr> <tr> <td data-bbox="655 560 1034 609">Tranche 2</td> <td data-bbox="1034 560 1414 609">5.55% per annum</td> </tr> </table>	Tranche 1	5.30% per annum	Tranche 2	5.55% per annum
Tranche 1	5.30% per annum				
Tranche 2	5.55% per annum				
12. Periodic Distribution frequency:	Semi-annual with the first Periodic Distribution Date falling six months from the Issue Date and every six months thereafter.				
13. Periodic Distribution basis:	Actual/365 days.				
14. Credit Rating:	The ASEAN SRI Green Senior Sukuk Wakalah has been rated A1 by RAM Rating Services Berhad.				
15. Utilisation of proceeds:	The proceeds raised from the issuance of Senior Sukuk Wakalah shall be utilised by the Issuer to finance and/or re-finance, new or existing projects of Cenergi Group that fulfil the eligibility criteria as set out in the Green Sukuk Framework and/or the Green Guidelines/Framework and/or the Shariah-compliant Eligible SRI projects (within the definition set out in the LOLA Guidelines).				
16. Documents in relation to the issuance of Green Sukuk Wakalah:	Please refer to the Issuer's Green Sukuk Framework available at <a href="https://www.cenergi-sea.com/">https://www.cenergi-sea.com/</a> .				
17. Other conditions:	Please refer to the Conditions for the other terms and conditions applicable to the ASEAN SRI Green Senior Sukuk Wakalah.				

## **PURPOSE OF PRICING SUPPLEMENT**

This Pricing Supplement comprise the final terms required for the issue of the Sukuk Wakalah described herein pursuant to the Sukuk Programme.

## **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Pricing Supplement. The Issuer confirms that having made all enquiries as were reasonable, the information contained in this Pricing Supplement is in accordance with the facts and is not false, misleading or contain any material omission.

The Issuer confirms that where information has been sourced or extracted from third parties, the Issuer confirms that to the best of its knowledge and belief, and as far as it is able to ascertain from such information, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of  
**CENERGI SEA BERHAD**  
(Registration No. 200801009156 (810444-W))

By:  .....

**HAIROL AZIZI TAJUDIN**  
**GROUP CHIEF EXECUTIVE OFFICER**