



PRICING SUPPLEMENT dated 17 November 2022

BBT MALL SDN BHD
(Registration No. 200501028323 (710458-U))

**MEDIUM TERM NOTE PROGRAMME OF RINGGIT FIVE HUNDRED
MILLION (RM500,000,000.00) IN NOMINAL VALUE**

Series No: 1

This document (“**Pricing Supplement**”) is issued to give details of an issue of medium term notes (“**MTNs**”) by BBT Mall Sdn Bhd (Registration No. 200501028323 (710458-U)) (“**Issuer**”) under its medium term note programme of Ringgit Five Hundred Million (RM500,000,000.00) in nominal value (“**MTN Programme**”).

This Pricing Supplement is to be read in conjunction with the terms and conditions of the MTNs (“**Conditions**”) set out in the trust deed dated 14 November 2022 made between the Issuer and Malaysian Trustees Berhad as the trustee (“**Trustee**”), 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 Trust Deed, the terms set forth in this Pricing Supplement shall govern.

The establishment of the MTN Programme and the issuance of the MTNs under the MTN Programme has each been duly authorised by a resolution of the Board of Directors’ of the Issuer dated 1 November 2022.

The Issuer hereby acknowledges that it has authorised RHB Investment Bank Berhad (Registration No. 197401002639 (19663-P)) as the Lead Manager for the MTN Programme to circulate or distribute this Pricing Supplement on their behalf in respect of or in connection with the proposed offer or invitation to subscribe for and issue of the MTNs **only to prospective investors who fall within the ambit of the Selling Restriction** (defined below) for the purpose of the sale of this series of MTNs’ described herein pursuant to the MTN Programme and that no further evidence of authorisation is required.

Each of the following restrictions must be observed by each Noteholder 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 of, directly or indirectly, to a person falling within the relevant category of persons specified in Section 2(6) of the Companies Act (“**CA**”); and persons to whom an offer or invitation to subscribe the MTNs and to whom the MTNs are issued would fall within (i) paragraphs 1(a), (b) or (d) of Part 1 of Schedule 5 of the Capital Markets & Services Act, 2007 (“**CMSA**”); and (ii) Schedule 6 and Schedule 7 of the CMSA, read together with Schedule 9 or Section 257(3) of the CMSA, subject to any changes in the applicable laws.

- (b) after the issuance of the MTNs: The MTNs may only be offered, sold, transferred or otherwise disposed of, directly or indirectly, to a person falling within the relevant category of persons specified in Section 2(6) of the CA; and persons to whom an offer or invitation to purchase the MTNs would fall within (i) paragraphs 1(a), (b) or (d) of Part 1 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 subject to any changes in the applicable laws.
- (c) each Noteholder 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 Noteholder 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.

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 MTNs or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

This Pricing Supplement or any document delivered under or in relation to the issue, offer and sale of the MTN is not, and should not be construed as, a recommendation by the Issuer, the Lead Manager or any other party to the recipient to subscribe for or purchase of the MTNs. This Pricing Supplement 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 is solely responsible for seeking all appropriate expert advice as to the laws of all jurisdictions to which it is subject. Each recipient should perform and is deemed to have made its own independent investigation and analysis of the Issuer, the MTNs and all other relevant matters, and each recipient should consult its own professional advisers.

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

| | | |
|----|--|--|
| 1. | Issuer: | BBT Mall Sdn Bhd (Registration No. 200501028323 (710458-U)) |
| 2. | Series No.: | 1 |
| 3. | Issue date: | 23 November 2022 |
| 4. | Tenure: | 15 months |
| 5. | Nominal amount: | RM310.0 million |
| 6. | Coupon payment rate: | 5.05% p.a. |
| 7. | Utilisation of proceeds raised from the issue: | (i) To finance the redemption of term loan facility granted by Great Eastern Life Assurance (Malaysia) Berhad to the Issuer; |

| | |
|--|--|
| | <ul style="list-style-type: none"> (ii) To finance the redemption of revolving credit facility granted by OCBC Bank (Malaysia) Berhad to the Issuer; (iii) To finance the redemption of fixed rate term loan facility granted by Great Eastern Life Assurance (Malaysia) Berhad to the Issuer; (iv) To pre-fund the DSRA; (v) To defray expenses relating to the MTN Programme; and (vi) To finance WCT Holdings Berhad's and all its subsidiaries', associate companies' and joint ventures' general working capital requirements. |
| <p>8. Other terms or special conditions:</p> | <p><u>Default Interest</u></p> <p>The Issuer agrees that upon the failure by the Issuer to pay any principal or interest under any of the MTNs in respect of Series 1 and/or any amount pursuant to any of the Transaction Documents, on the due date for such payment, the Issuer shall pay default interest on the outstanding MTNs in respect of Series 1 at one percent (1%) per annum above the applicable coupon rates of the respective MTNs in respect of Series 1.</p> <p><u>Additional conditions precedent specific for Series 1</u></p> <ul style="list-style-type: none"> (i) A letter of undertaking from the Issuer to the Subscriber, in form and substance acceptable to the Subscriber, in respect of, <i>inter alia</i>, the early redemption terms. |

PURPOSE OF FINAL TERMS

This Pricing Supplement comprises the final terms required for the issue of the Series No. 1 of MTNs described herein pursuant to the MTN 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
BBT MALL SDN BHD
(Registration No. 200501028323 (710458-U))

XSC 

By:

Authorised Signatory

Name: **SELENA CHUA KAH NOI**

Designation: **DIRECTOR**