

PRICING SUPPLEMENT
TRANCHE NO: 222

Date: 28 FEB 2023

POTENSI ANGKASA SDN BHD (Company Registration No. 201901006349 (1315676-D))

Issuance of Medium Term Notes of Ringgit Malaysia Nine Hundred and Fifty Thousand (RM950,000.00) pursuant to the Commercial Paper / Medium Term Note Programme of Ringgit Malaysia Ninety Million (RM90,000,000.00) in nominal value

This document ("Pricing Supplement") is issued to give details of an issue of medium term notes ("Notes") by Potensi Angkasa Sdn Bhd (Company Registration No. 201901006349 (1315676-D)) (the "Issuer") under its commercial paper / medium term note programme of Ringgit Malaysia Ninety Million (RM90,000,000.00) in nominal value (the "CP/MTN Programme").

This Pricing Supplement is to be read in conjunction with the terms and conditions of the Notes (the "Conditions") set out in the trust deed dated 29 May 2019 made between the Issuer, the Guarantor and MTrustee Berhad (Company Registration No. 198701004362 (163032-V)) as the trustee (the "Trustee") and the security 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.

The establishment of the CP/MTN Programme and the issuance of the Notes under the CP/MTN Programme has been duly authorised by the resolution of the Board of Directors of the Issuer dated 25 April 2019.

The Issuer hereby acknowledges that it has authorised Kenanga Investment Bank Berhad (Company Registration No. 197301002193 (15678-H)) as the Lead Manager for the CP/MTN Programme.

This Pricing Supplement is circulated and distributed by the Lead Manager on behalf of the Issuer in respect of or in connection with the proposed offer or invitation to subscribe for and issue of the Notes **only to prospective investors who fall within the ambit of the Selling Restrictions** (as defined below) for the purpose of the sale of this Tranche of Notes described herein pursuant to the CP/MTN Programme and that no further evidence of authorisation is required.

Selling Restrictions

- A. At issuance, the Notes shall only be issued, offered or sold, directly or indirectly to a person to whom an offer or invitation to subscribe to the Notes and to whom the Notes are issued would fall within:
- (i) Part 1 of Schedule 6 or Section 229(1)(b); and
 - (ii) Part 1 of Schedule 7 or Section 230(1)(b); read together with

(iii) Schedule 9 or Section 257(3),

of the CMSA, and which does not constitute an offer to the public within the meaning of Section 2(6) of the Companies Act 2016.

B. After issuance, the Notes shall only be offered, sold, transferred or otherwise disposed directly or indirectly to a person to whom an offer or invitation to purchase the Notes would fall within:

(i) Part 1 of Schedule 6 or Section 229(1)(b); read together with

(ii) Schedule 9 or Section 257(3),

of the CMSA, and which does not constitute an offer to the public within the meaning of Section 2(6) of the Companies Act 2016.

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

This Pricing Supplement and its contents are strictly confidential and are made strictly on the basis that the recipient shall ensure that they will remain confidential. Accordingly, this Pricing Supplement and its contents, or any information, which is made available in connection with any further enquiries, must be held in complete confidence.

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 Manager and return this Pricing Supplement to 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 Manager promptly upon the Lead Manager's request.

***THE DISTRIBUTION OF THIS PRICING SUPPLEMENT AND THE OFFERING OR SALE OF THE NOTES IN JURISDICTIONS OTHER THAN MALAYSIA IS RESTRICTED. PERSONS INTO WHOSE POSSESSION THIS PRICING SUPPLEMENT COMES INTO ARE REQUIRED BY THE ISSUER AND THE LEAD MANAGER TO INFORM THEMSELVES ABOUT AND TO OBSERVE SUCH RESTRICTION. FOR A DESCRIPTION OF CERTAIN RESTRICTIONS ON OFFERS AND SALES OF THE NOTES AND ON DISTRIBUTION OF THIS PRICING SUPPLEMENT, SEE "SELLING RESTRICTIONS" IN THE TRUST DEED.**

Specific Final Terms

The following items under this heading “**Specific Final Terms**” are the particular terms which relate to the Notes issued under Tranche 222 to which this Pricing Supplement relate. In case of any conflict between such terms and the terms and conditions set forth in the Trust Deed, the terms set forth in this Pricing Supplement shall govern.

1. *Issuer* : **POTENSI ANGKASA SDN BHD** (Company Registration No. 201901006349 (1315676-D)).
2. *Security Party* : **URBAN DNA SDN BHD** (Company Registration No. 200901035973 (879095-H))
3. *Tranche No.* : 222.
4. *Issue Date* : 1 March 2023.
5. *Maximum Nominal Value* : RM950,000.00.

6. *Details on Utilisation of Proceeds* :

Details	Amount (RM)	Categories
To redeem in full the MTNs issued under Tranche 169.	950,000.00	Refinancing

7. *Details on Tranche Security* : A charge by the Security Party under the National Land Code (Revised 2020) (“**Land Charge**”) over the serviced residence unit, which forms part of “The RuMa Hotel and Residences”, situated on the land held under Strata Title No. Geran 76759/M1/35/384, Lot 20003 Seksyen 63, Building No. M1, Floor No. 35, Parcel No. 384, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur (“**Secured Asset**”).
8. *Provisions on Early Redemption* : The Issuer may, at its option, redeem the outstanding Notes prior to its maturity date (in full) at the Early Redemption Sum (as defined herein) on semi-annual coupon payment date subject to the following conditions:-
 - (a) The Issuer shall provide a prior written notice of not less than twenty one (21) days (or such other period to be agreed with the Facility Agent) to the Trustee and the Facility Agent; and

- (b) An early redemption premium equivalent to half of the remaining annual coupon to be paid. As such the Investors would earn a full year coupon payment regardless of any early redemption.

“Early Redemption Sum” is defined as the aggregate nominal value of the outstanding notes under Notes to be redeemed and all the accrued and unpaid coupon thereon.

- 9. *Market value of the Secured Asset* : RM2,250,000.00.
- 10. *Market value of The RuMa Hotel and Residences, consisting of 253 hotel units and 58 serviced residence units* : Ringgit Malaysia Three Hundred and Sixty-One Million (RM361,000,000.00) only, supported by valuation report dated 18 February 2022 prepared by C H Williams Talhar & Wong Sdn Bhd.
- 11. *Conditions Subsequent* : The following conditions subsequent shall be completed no later than the expiry of the three (3) months period from the Issue Date, to the satisfaction of the Lead Manager:
 - 1. Evidence that the Statement of Particulars of Charge (as prescribed under the Companies Act 2016 in respect of the charge created by the Land Charge, for the purpose of registration of such charge with the Companies Commission of Malaysia (“CCM”) in accordance with section 352 of the Companies Act 2016) have been duly executed by a director of the Security Party and duly lodged with the CCM and a search conducted prior to such lodgement reveals that, there are no charges that have been registered in the CCM over the assets of the Security Party.
 - 2. Evidence that the Land Charge has been duly stamped.
 - 3. The Land Charge and where applicable, the private caveat over each Secured Asset, shall have been duly lodged with the relevant land office for registration.

4. A title search result made at the relevant land office/registry against the registered title comprising the Secured Asset, the result of which shows that the Secured Asset is free from encumbrances and no acquisition notices or adverse entries have been made in respect of the Secured Asset.

12. *Other Conditions* : Please refer to the Information Memorandum dated 29 May 2019 for the other terms and conditions applicable to the CP/MTN Programme.

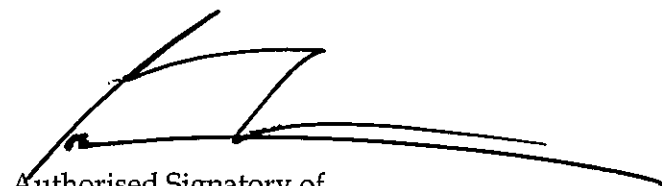
PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprise the final terms required for the specific issuance of Notes under Tranche 222 described herein pursuant to the CP/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 not false or misleading nor does this Pricing Supplement contain any material omission.

For and on behalf of the Issuer



Authorised Signatory of
Potensi Angkasa Sdn Bhd
(Company Registration No. 201901006349 (1315676-D))
as Issuer

LAI VOON HUEY
660508-10-6572
DIRECTOR