

The salient terms of the RSLs are as follows:

Issuer	BGMC Corporation Sdn Bhd [Registration No. 199601008689 (381037-A)] (Incorporated in Malaysia under the Companies Act, 1965)
Instrument	Redeemable Secured Loan Stock ("RSLs")
Purpose	Settlement to Scheme Creditors pursuant to the Proposed Scheme of Arrangement
Issue Price	RM1.00 per RSL
Tenure of RSL	The RSLs together with all coupon payable shall be redeemed in full without any set-off or withholding or deduction within 36 months from date of issue.
Status	The RSLs are not tradable and will not be transferable.
Preferential Coupon	Coupon of interest per annum from date of issue payable annually in arrears as follow: i) First 12 months 1% per annum ii) Between 13 months 24 months 1.5% per annum iii) Between 25 months 36 months 2.0% per annum
Security	1. 43 parcels of Retail Lots known as V Residensi 2 @ Shah Alam. The market value of the Properties are appraised at RM25,000,000 and currently hold by the subsidiary of the Issuer. 2. Contra Properties comprising service apartment units, small office flexible office units, shop lots and land received from the Issuer's debtor. The total market value of these Contra Properties amounts to RM36,098,440.
Conditions Precedent to Issue of RSL	1. Upon successful sanction of the proposed scheme by the court. 2. Such other conditions precedent required by the subscriber(s) and/or its legal counsel.
Ranking of RSL	The RSLs constitute direct, unconditional and secured obligations of the Issuer unsecured obligations from time to time (except liabilities which are preferred solely by the laws of Malaysia) and all classes of shares of the Issuer. The RSLs will confer the right on a winding-up to receive in priority to all unsecured debt and the holders of any class of shares of the Issuer in the following order: a. Repayment in full of the Total Subscription Price. b. Payment of arrears of coupon, whether earned or declared or not up until the date of commencement of the winding up.
Form and denomination of RSL	The RSLs will be constituted by the constitution of the Issuer and will be issued in registered form in a minimum denomination of RM1.00 or integral multiples thereof.
Governing law	The RSLs shall be governed by and construed in accordance with the laws of Malaysia.