



**Warisan TC Holdings Berhad**

Registration No. 199701009338 (424834-W)

**PRICING SUPPLEMENT DATED 24 MAY 2024**

**WARISAN TC HOLDINGS BERHAD**

(Registration No. 199701009338 (424834-W))

**MEDIUM TERM NOTES PROGRAMME OF RM500.0 MILLION  
IN NOMINAL VALUE**

**Tranche No.: 1**

This document ("**Pricing Supplement**") is issued to give details of an issue of medium term notes ("**MTNs**") by Warisan TC Holdings Berhad (Registration No. 199701009338 (424834-W)) ("**Issuer**") under its medium term notes programme of Ringgit Malaysia Five Hundred Million (RM500,000,000) in nominal value (subject to the Upsize Option) ("**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 10 May 2024 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 22 February 2024.

The Issuer hereby acknowledges that it has authorised RHB Investment Bank Berhad (Registration No. 197401002639 (19663-P)) as the Lead Manager for Tranche 1 under 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 Restrictions** (defined below) for the purpose of the sale of this issuance 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 to whom an offer or invitation to subscribe the MTNs and to whom the MTNs are issued would fall within: (i) paragraph 1(a), (b) or (d) of Part 1 of Schedule 5 of the CMSA; and (ii) the Guidelines on Categories of Sophisticated Investors, 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 to whom an offer or invitation to purchase the MTNs would fall within: (i) paragraph 1(a), (b) or (d) of Part 1 of Schedule 5 of the CMSA; and (ii) the Guidelines on Categories of Sophisticated Investors 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.

1. Issuer:	Warisan TC Holdings Berhad (Registration No. 199701009338 (424834-W))
2. Other Security Party (if any):	Not Applicable
3. Tranche No.:	1
4. Series No.:	1
5. Nominal Amount:	RM40,000,000.00
6. Issue Price:	RM40,000,000.00
7. Issue Date:	31 May 2024
8. Tenure of the MTNs to be issued:	5 years



9. Scheduled Principal Repayment:	Please refer to the Tranche Terms Confirmation Letter dated 10 May 2024
10. Maturity Date:	31 May 2029
11. Coupon Rate (if any):	Please refer to the Issue Request dated 24 May 2024
12. Coupon Payment Frequency:	Semi-annually
13. Utilisation of Proceeds:	Please refer to the Issue Request dated 24 May 2024
14. Secured/Unsecured:	Secured
15. Tranche Security (if applicable):	Please refer to the Tranche Terms Confirmation Letter dated 10 May 2024
16. Designated Accounts (if any):	Please refer to the Tranche Terms Confirmation Letter dated 10 May 2024
17. Rating (if applicable):	Not Applicable
18. Guarantee (if applicable):	Not Applicable
19. Other terms or special conditions:	Please refer to the Tranche Terms Confirmation Letter dated 10 May 2024

## **PURPOSE OF FINAL TERMS**

This Pricing Supplement comprise the final terms required for the issue of the Tranche 1 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.

**THE ISSUER**

The common seal of  
**WARISAN TC HOLDINGS BERHAD**  
(Registration No. 199701009338 (424834-W))  
is hereunder affixed  
in the presence of:



.....  
Director  
Name: TAN KENG MENG

.....  
~~Director~~/Secretary  
Name: LEE POH YEAN