

**SEAFIELD CAPITAL BERHAD (“SEAFIELD”)
UP TO RM1,500,000,000.00 NOMINAL VALUE OF SUKUK UNDER AN ISLAMIC MTN
PROGRAMME**

- (a) Date of Issue : 27 May 2009
- (b) Size of Issue : The first issue under the Sukuk MMTN Programme comprises RM950.0 million in nominal value of Sukuk (“First Issue”) issued in 9 tranches, with tenures of 9 years to 17 years as follows:

Tranches	Issue size – Nominal value (in RM)	Maturity Date
1	75,000,000.00	25 May 2018
2	85,000,000.00	27 May 2019
3	95,000,000.00	27 May 2020
4	100,000,000.00	27 May 2021
5	110,000,000.00	27 May 2022
6	115,000,000.00	26 May 2023
7	120,000,000.00	27 May 2024
8	125,000,000.00	27 May 2025
9	125,000,000.00	27 May 2026
	950,000,000.00	

- (c) Mode of Issue : Bought deal.
- (d) Utilisation of Proceeds Raised from the Issue : The proceeds of the Sukuk shall be utilised to purchase the Trust Units from Puncak Tulus Sdn Bhd (SPV1), which has purchased the Trust Units from Expressway Linkaran Tengah Sdn Bhd (“ELITE or the “Initial Owner of the Trust Units”).
- ELITE shall use the proceeds as follows:
- (i) to refinance ELITE’s existing borrowings under the RM800 million nominal value Al-Bai’ Bitamin Ajil Islamic Debt Securities Facility;
 - (ii) to fund the fees, costs, expenses and all other amounts payable under or in relation to the Sukuk MMTN Programme; and
 - (iii) the remaining amount, for general funding, capital expenditure and working capital requirements of ELITE.
- (e) Minimum Level of Subscription and Actual Level of Subscription : Minimum Level of Subscription: 100% of the Size of Issue
Actual Level of Subscription: 100% of the Size of Issue

- (f) Tenure of the Issue : The tenure of the First Issue ranges from 9 years to 17 years.
- (g) The Identified Assets : (i) The Trust Units purchased by the Issuer from SPV 1 (Puncak Tulus Sdn Bhd) which has purchased the Trust Units from the Initial Owner of the Trust Units (and the underlying beneficial ownership in the Trust Units conferred thereby); (ii) the Distributions, the Distribution Account/Trust Asset Account and all amounts standing to the credit from time to time of the Distribution Account/Trust Asset Account (including any receivables thereunder); (iii) all rights of the Issuer against the Obligor (ELITE) and SPV 1 pursuant to any of the Transaction Documents including but not limited to the rights of the Issuer under the Musyarakah Agreement, the ELITE Agreement and the Purchase Undertaking; and (iv) all amounts standing to the credit of the Designated Accounts.
- Trust Units means a unit undivided beneficial ownership in the Concession Assets, amounting to a fraction thereof.
- (h) Revisions to the rating, if any, since the last drawdown; and : Not applicable. The Sukuk MMTN Programme has been assigned a final rating of AA2 by RAM Rating Services Berhad. This final rating is in relation to the issuance of up to a nominal value of RM1,100 million under the Sukuk MMTN Programme.
- (i) Yield to maturity and profit rate of the Sukuk MMTN Programme which are placed out via book running : Not applicable. The mode of issue for the First Issue is bought deal.