

**DRB-HICOM BERHAD (Company No. 203430-W) (“ISSUER”)**

**PROPOSED ISSUANCE OF SUBORDINATED ISLAMIC PERPETUAL NOTES  
PURSUANT TO A PROPOSED SUKUK MUSHARAKAH PROGRAMME OF  
RM2,000,000,000.00 IN NOMINAL VALUE UNDER THE SHARIAH PRINCIPLE OF  
MUSHARAKAH (“SUKUK MUSHARAKAH PROGRAMME”)**

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**Series 2 (Tranche 3)**

<b>1</b>	<b>Issuer</b>	: DRB-HICOM Berhad (Company No. 203430-W)
<b>2.</b>	<b>Issue Date</b>	: 27 February 2015
<b>3.</b>	<b>Nominal Value</b>	: RM100,000,000.00
<b>4.</b>	<b>Tenure</b>	: Perpetual Non-Callable 5 years
<b>5.</b>	<b>Initial Periodic Distribution Rate (%) (p.a.)</b>	: 7.50%*  <i>* this rate is applicable from the Issue Date to the First Distribution Stepped-Up Date.</i>
	<b>Spread</b>	: 3.867%
	<b>Benchmark Rate</b>	: 5-year Malaysian Government Securities
	<b>Distribution Stepped-Up Date(s)</b>	: First Distribution Stepped-Up Date: 5 <sup>th</sup> anniversary of the Issue Date  Second Distribution Stepped-Up Date: 8 <sup>th</sup> anniversary of the Issue Date
	<b>Subsequent Periodic Distribution Rate</b>	: From the First Distribution Stepped-Up Date up to the day before the Second Distribution Stepped-Up Date: the Benchmark Rate plus the Spread plus 1% (“ <b>First Distribution Stepped-Up Rate</b> ”)  From the Second Distribution Stepped-Up Date and thereafter: the First Distribution Stepped-Up Rate plus 2.5%
	<b>Reset Date(s) of the Benchmark Rate</b>	: 5 <sup>th</sup> anniversary of the Issue Date and every 5 years thereafter
	<b>First Call Date</b>	: 5 <sup>th</sup> anniversary of the Issue Date

6. ***Details on Utilisation of Proceeds*** : (1) the Issuer's investments (including amongst others, purchase of shares, lands, buildings and property; and development and construction costs and working capital of existing and future projects), (2) provision of advances to the Issuer's subsidiaries; and (3) the Issuer's working capital, as well as refinancing of the Issuer's outstanding borrowings/financings that are utilised for Shariah-compliant purposes.
7. ***Periodic Distribution Frequency*** : Semi-annual
8. ***Margin for the purpose of calculating the Make-Whole Amount*** : 1.50%
9. ***Rating*** : A<sub>is</sub> by MARC