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

SELLING RESTRICTIONS

Each of the following restrictions must be observed by each Sukukholder in relation to offers, invitations, sales, transfers, acquisitions or disposals of the Sukuk as the case may be, and in relation thereto:

- (a) at the point of issuance, the Sukuk may only be offered, sold, transferred or otherwise disposed directly or indirectly to a person to whom an offer or invitation to subscribe the Sukuk and to whom the Sukuk are issued would fall within Schedule 6 (or Section 229(1)(b)) and Schedule 7 (or Section 230(1)(b)) of the Act and would fall within Schedule 9 (or Section 257(3) of the Act);
- (b) after the point of issuance, the Sukuk may only be offered, sold, transferred or otherwise disposed directly or indirectly to a person to whom an offer or invitation to subscribe the Sukuk and to whom the Sukuk are issued would fall within Schedule 6 (or Section 229(1)(b)) and Schedule 9 (or Section 257(3) of the Act);
- (c) each Sukukholder shall not sell, transfer or otherwise dispose of all or any part of its legal or beneficial interests in the Sukuk 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) and (c) above, each Sukukholder 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 Sukuk or distribute any document or other material in connection therewith.