

SYARIKAT PRASARANA NEGARA BERHAD

**RM4.0 BILLION NOMINAL VALUE ISLAMIC MEDIUM TERM NOTES (SUKUK)
ISSUANCE PROGRAMME
GUARANTEED BY THE FEDERAL GOVERNMENT OF MALAYSIA**

SELLING RESTRICTIONS

- (a) There are restrictions as to the persons who may hold the Sukuk.
 - (i) At the point of the issuance of the Sukuk: the Sukuk may only be offered, sold, transferred or otherwise disposed directly or indirectly to persons to whom an offer or invitation to subscribe the Sukuk and to whom the Sukuk are issued would fall within (1) Schedule 6 or Section 229(1)(b) of the CMSA; and (2) Schedule 7 or Section 230(1)(b) of the CMSA; and (3) Schedule 9 or Section 257(3) of the CMSA;
 - (ii) After the issuance of the Sukuk: the Sukuk may only be offered, sold, transferred or otherwise disposed directly or indirectly to persons to whom an offer or invitation to subscribe the Sukuk and to whom the Sukuk are issued would fall within (1) Schedule 6 or Section 229(1)(b) of the CMSA; and (2) Schedule 9 or Section 257(3) of the CMSA.

Any sale or transfer of the Primary Sukuk shall be made together with the Secondary Sukuk attached thereto and *vice versa*.

- (b) For purchasers of the Sukuk who are non-residents as defined under the Exchange Control Act 1953, any payment for the purchase of the Sukuk must be made in Ringgit Malaysia drawn from an External Account (as defined under the Exchange Control Act, 1953).
- (c) Each purchaser of the Sukuk shall be deemed to represent and warrant to the Issuer, the Facility Agent and the Joint Lead Managers that it has obtained, or will obtain, and will maintain any consent, approval or permission required by it for the purchase, offer, sale, distribution or delivery by it of the Sukuk, and it has complied, and will comply, with, the laws and regulations of every jurisdiction to which it is subject in relation to such purchase, offer, sale, distribution or delivery or in which it may make any such purchase, offer, sale, distribution or delivery.