

LONDON BISCUITS BERHAD (“ISSUER”)

PROPOSED ISSUE OF, OFFER FOR SUBSCRIPTION OR PURCHASE OF, OR INVITATION TO SUBSCRIBE FOR OR PURCHASE OF MEDIUM TERM NOTES (“MTNS”) TO BE ISSUED UNDER A PROPOSED UNRATED MEDIUM TERM NOTES PROGRAMME (“PROGRAMME”) OF UP TO RM100,000,000 IN NOMINAL VALUE (THE “PROPOSAL”)

Other terms and conditions

- (a) Interest / coupon (%) : The coupon rate(s) for the MTNs shall be determined prior to each issuance of the MTNs.
- (b) Interest / coupon : Quarterly in arrears from the issue date of the MTNs.
payment frequency
- (c) Interest / coupon : Actual number of days elapsed on a three hundred
payment basis and sixty five (365) days basis or in accordance with MyClear Procedures.
- (d) Issue Price : The MTNs shall be issued at par, premium or discount, to be determined prior to the relevant issue date.
- (e) Details on utilisation of : The proceeds raised from the issuance of MTN
proceeds Programme shall be utilised for the following purposes:

Item	Purpose	Amount (up to RM'mil)
(i)	To refinance existing bank borrowings;	60.0
(ii)	To finance capital expenditure costs;	20.0
(iii)	To finance working capital requirements including the costs of maintaining existing plant and machinery and other general corporate purposes.	20.0
Total		100.0

Note :

In the event that capital expenditure as per Item (ii) has been financed by a bridging loan, the amount allocated for Item (ii) may be used to repay the bridging loan.

- (f) Tenure of the MTNs : Each issuance of MTNs shall have a tenure of more than one (1) year and up to seven (7) years as the Issuer may select, and provided that the MTNs shall mature on or prior to the expiry of the MTN Programme.

- (g) MTN Programme Limit Reduction Schedule : The MTN Programme shall be subject to the following reduction schedule:

At the anniversary of the issuance date	Limit Reduction (RM'mil)	Programme Limit (RM'mil)
1 st and 2 nd	0.0	100.0
3 rd	10.0	90.0
4 th	20.0	70.0
5 th	20.0	50.0
6 th	20.0	30.0
7 th	30.0	0.0

- (h) Listing status and types : The MTNs shall not be listed under the Exempt of listing, where applicable Regime of Bursa Securities or any other stock exchange.
- (i) Redemption at maturity : Unless previously redeemed, the MTNs will be redeemed by the Issuer at their nominal amount on the maturity date.
- (j) Status of MTNs : The MTNs will constitute direct unsecured obligations of the Issuer, to the extent and in the manner provided for in the MTNs and the Transaction Documents and ranks at least pari passu with all other present and future unsecured obligations of the Issuer.
- (k) Transaction Documents : The MTN Programme shall be evidenced by, inter alia, the following:
- (i) Programme Agreement;
 - (ii) Securities Lodgement Form;
 - (iii) Trust Deed; and
 - (iv) Any other relevant agreements as advised by the Solicitors
- (l) Trustee's Reimbursement Account : The Trustee shall open and maintain at all times throughout the tenure of the MTN Programme, a Trustee's Reimbursement Account ("**TRA Account**") for the MTN holders' actions and the credit balance of the TRA Account must be at all times no less than RM30,000.00 .

- (m) Taxation : All payments by the Issuer shall be made without withholding or deductions for or on account of any present or future tax, duty or charge of whatsoever nature imposed or levied by or on behalf of Malaysia, or any other applicable jurisdictions, or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law, in which event the Issuer shall be required to make such additional amount so that the payee would receive the full amount which the payee would have received if no such withholding or deductions are made.
- (n) Other regulatory : Not applicable.
approvals required in
relation to the issue,
offer or invitation and
whether or not obtained