

**MAJU EXPRESSWAY SDN BHD**  
**UP TO RM550.0 MILLION NOMINAL VALUE OF**  
**ISLAMIC MEDIUM TERM NOTES PROGRAMME (“IMTN Programme”)**

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**SELLING RESTRICTIONS**

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

- (a) the IMTN may only be offered, sold, transferred or otherwise disposed directly or indirectly to:
  - (i) while the Issuer is a private limited company, persons falling within the relevant category of the persons specified in Section 4(6) of the Companies Act;
  - (ii) in the event that the Issuer is converted to a public limited company, a person to whom an offer or invitation to subscribe the IMTN and to whom the IMTN are issued would fall within Schedule 6 or Section 229(1)(b) and Schedule 7 or Section 230(1)(b) of the CMSA and would fall within Schedule 9 or Section 257(3) of the CMSA;
- (b) each IMTNholder shall not sell, transfer or otherwise dispose of all or any part of its legal or beneficial interests in the IMTN 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
- (c) without limitation to paragraphs (a) and (b) above, each IMTNholder 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 IMTN or distribute any document or other material in connection therewith.