

**DANGA CAPITAL BERHAD**  
**SGD600,000,000 Trust Certificates due 2015 and SGD900,000,000 Trust Certificates due 2020**  
**under the Multicurrency Islamic Securities Issuance Programme**

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**Selling Restrictions**

***United States***

The Trust Certificates have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act (“**Regulation S**”). Each Joint Bookrunner has represented, warranted and agreed that, except as permitted by the Subscription Agreement, it will not offer or sell the Trust Certificates (i) as part of its distribution at any time, and (ii) otherwise until 40 days after the later of the commencement of the offering and the Closing Date, within the United States or to, or for the account or benefit of, U.S. persons, and it will have sent to each dealer to which it sells the Trust Certificates during the distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the Trust Certificates within the United States or to, or for the account or benefit of, U.S. persons. Terms used in this paragraph have the meanings given to them by Regulation S. The Trust Certificates are being offered and sold outside of the United States to non-U.S. persons in reliance on Regulation S.

***United Kingdom***

Each Joint Bookrunner has represented, warranted and agreed that:

- (i) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”)) received by it in connection with the issue or sale of the Trust Certificates in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and
- (ii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Trust Certificates in, from or otherwise involving the United Kingdom.

***Malaysia***

The Trust Certificates may not be issued, offered, sold or delivered, directly or indirectly, nor may any document or other material in connection therewith be distributed in Malaysia, other than to persons to whom the offer or invitation to purchase the Trust Certificates would fall within:

- (a) at the point of issuance of the Trust Certificates:
  - (i) Schedule 6 or Section 229(1)(b) of the Capital Markets and Services Act 2007 (“**CMSA**”);
  - (ii) Schedule 7 or Section 230(1)(b) of the CMSA; and
  - (iii) Schedule 9 or Section 257(3) of the CMSA;
- (b) after the issuance of the Trust Certificates:
  - (i) Schedule 6 or Section 229(1)(b) of the CMSA; and
  - (ii) Schedule 9 or Section 257(3) of the CMSA,subject to any change in the applicable laws.

In addition, if any offer or sale of the Trust Certificates or any distribution of any document or other material in connection therewith is to be conducted in any jurisdiction other than Malaysia, the applicable laws and regulations of such jurisdiction will also have to be complied with prior to any such offer, sale or distribution.

### ***Negara Brunei Darussalam***

This Offering Circular is not an offer to sell or a solicitation of an offer to buy Trust Certificates made to the public in Negara Brunei Darussalam.

Each Joint Bookrunner has represented, warranted and agreed that it has not offered to sell or solicited an offer to buy, and will not offer to sell or solicit an offer to buy, directly or indirectly, any Trust Certificates in Negara Brunei Darussalam, except (a) in compliance with all applicable laws and regulations in Negara Brunei Darussalam and (b) through persons or corporate entities duly authorised and licensed under the applicable laws and regulations in Negara Brunei Darussalam to provide investment advice and/or deal in securities in Negara Brunei Darussalam.

### ***Japan***

The Trust Certificates have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (the “**Financial Instruments and Exchange Act**”). Accordingly, each Joint Bookrunner has represented, warranted and agreed that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any Trust Certificates in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan) or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

### ***Hong Kong***

Each Joint Bookrunner has represented, warranted and agreed that:

- (i) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Trust Certificates other than (a) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and
- (ii) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Trust Certificates, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Trust Certificates which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

### ***Singapore***

Each Joint Bookrunner has acknowledged that this Offering Circular has not been registered as a prospectus with the MAS. Accordingly, each Joint Bookrunner has represented, warranted and agreed that it has not offered or sold any Trust Certificates or caused the Trust Certificates to be made the subject of an invitation for subscription or purchase and will not offer or sell any Trust Certificates or cause the Trust Certificates to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Trust Certificates, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the SFA, (ii) to a relevant person pursuant to Section 275(1), or to any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.