

**ORIX LEASING MALAYSIA BERHAD  
PROPOSED MEDIUM TERM NOTES PROGRAMME OF UP TO RM500.0 MILLION  
IN NOMINAL VALUE**

**LODGEMENT FORM FOR PDS**

<b>(1) Other terms and conditions</b>	
<b>i) Interest/coupon rate</b>	The MTNs may be issued with or without a coupon. The coupon rate(s) for the MTNs (if applicable) shall be determined prior to issuance of the respective MTNs.
<b>ii) Interest/coupon payment frequency</b>	(a) MTNs issued with coupons: To be paid semi - annually or such other period as the Issuer and Joint Lead Managers may agree. (b) MTNs issued without coupons: Not applicable.
<b>iii) Interest/coupon payment basis</b>	Coupon shall be calculated on the basis of the actual number of days elapsed and 365 day basis (actual/365).
<b>iv) Interest on Late Payment</b>	In the event of any overdue payment of any sums due under the MTNs, the Issuer shall pay interest at the rate of 1% per annum above the coupon rate of the relevant MTNs.
<b>v) Incidental Expenses and Legal Fees</b>	All legal and professional fees, the cost of due diligence exercises, stamp duties (where applicable), taxes (including any goods and services tax) and any other out-of-pocket expenses, reasonably incurred pursuant to the Issuer's acceptance of the MTN Programme and for purposes of preparation and lodgement of this lodgement form/information memorandum (as the case may be) shall be borne by the Issuer.
<b>vi) Listing status and types of listing</b>	The MTNs may be listed on Bursa Malaysia Securities Berhad under an Exempt Regime pursuant to Chapter 4B of Main Market Listing Requirement. The SC will be notified accordingly in the event of such listing.
<b>vii) Status</b>	The MTNs shall constitute direct, unsecured and unconditional obligations of the Issuer and will rank equally and rateably (pari passu) in point of priority and security amongst themselves and pari passu with all its other unsecured liabilities (both actual

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and contingent), except liabilities which are preferred solely by the laws of Malaysia.

**viii) Trustees'  
Reimbursement  
Account for  
Debenture holders'  
Actions**

A "Trustees' Reimbursement Account for Debenture holders' Actions" shall be set up, with a sum of RM30,000.00 (which shall be maintained at all times throughout the tenure of the MTN Programme). The said account shall be operated by the Trustee and the money shall only be used strictly by the Trustee in carrying out its duties in relation to the occurrence of an Event of Default which are to be provided in the relevant Transaction Documents. Any balance in the Trustees' Reimbursement Account for Debenture holders' Actions shall be returned to the Issuer upon expiry of the MTN Programme.

**ix) Transaction  
Documents**

The MTN Programme shall be evidenced, inter alia, by the following:

- (a) Programme Agreement;
- (b) Trust Deed;
- (c) Securities Lodgement Form pursuant to the Central Securities Depository and Paying Agency Rules issued by BNM; and
- (d) Any other relevant documentation which may be advised by the Solicitors and mutually agreed by the Issuer and the Joint Lead Arrangers.

**x) Withholding Tax**

All payments by the Issuer in respect of the MTN Programme shall be made without any withholding or deduction 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 Malaysian law unless such withholding or deduction is required by law, in which event, the Issuer shall be required to make such additional payments (or gross up) so that the payee would receive the full amount which the payee would have received if no such withholding or deductions are made.

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- xi) Others** Other terms and conditions customary for this type of financing as advised by the Solicitors.
- xii) Details on utilisation of proceeds by the Issuer** The proceeds of the MTNs shall be utilised for the following purposes:
- (a) To finance working capital requirements, future investments, capital expenditure and other general corporate purposes;
  - (b) To refinance future borrowings; and
  - (c) To defray expenses relating to the MTN Programme.
- xiii) Option to upsize** The Issuer shall have the option to upsize the Programme Limit and for the avoidance of doubt, the Noteholders shall, via the Trust Deed, provide their upfront consent for any upsizing of the MTN Programme provided that there is no adverse impact on the rating of the MTN Programme. Any upsizing of the programme limit shall be subject to the approval of all regulatory authorities having been obtained.

**(2) Other Disclosure**

- i) Disclosure of the following:**
- (a) If the issuer or its board members have been convicted or charged with any offence under any securities laws, corporation laws or other laws involving fraud or dishonesty in a court of law, or if any action has been initiated against the issuer** None.

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or its board members for breaches of the same, for the past ten years prior to the lodgement/ since incorporation (for issuer incorporated less than ten years); and

- (b) If the issuer has been subjected to any action by the stock exchange for any breach of the listing requirements or rules issued by the stock exchange, for the past five years prior to the lodgement
- Not applicable as the Issuer is not a listed company.

- ii) Any other material information.

Where the PDS or sukuk involves originator(s), obligor(s) and guarantor(s), the information set out in sub-paragraph 1.01 must also be provided on the said entities.

Not applicable.