

## PRESS METAL ALUMINIUM HOLDINGS BERHAD

### ISLAMIC MEDIUM TERM NOTES PROGRAMME OF UP TO RM5.0 BILLION IN NOMINAL VALUE BASED ON THE SHARIAH PRINCIPLE OF WAKALAH BI AL-ISTITHMAR (“SUKUK PROGRAMME”)

#### DETAILS OF FACILITY

##### Other terms and conditions

- 1. Tenure of issue**

The tenure of the Sukuk Wakalah shall be more than one (1) year and up to thirty (30) years as may be determined by the Issuer and the LM, provided always that the maturity of the Sukuk Wakalah shall not exceed the tenure of the Sukuk Programme.
- 2. Details on utilisation of proceeds by Issuer**

The proceeds from the issuance of the Sukuk Wakalah shall be utilised for the Press Metal Group’s Shariah-compliant general corporate purposes including capital expenditure, working capital requirements, investments and refinancing of existing financing/borrowings.
- 3. Profit / coupon / rental rate (fixed or floating)**

The Sukuk Wakalah may be issued with or without Periodic Distribution.

Sukuk Wakalah with Periodic Distribution

The periodic distribution rate for each of the Sukuk Wakalah with Periodic Distribution (“**Periodic Distribution Rate**”) shall be on a fixed rate basis and shall be determined prior to each issuance of the Sukuk Wakalah.

The “**Expected Periodic Distribution Amount**” on any relevant Periodic Distribution Date is calculated at the Periodic Distribution Rate on the nominal value of the relevant series of the Sukuk Wakalah based on the Periodic Distribution Basis (as defined below).

Sukuk Wakalah without Periodic Distribution

Not applicable.
- 4. Profit / coupon / rental payment frequency**

Sukuk Wakalah with Periodic Distribution

Semi-annually in arrears from the Periodic Distribution Date.

Sukuk Wakalah without Periodic Distribution

Not applicable.
- 5. Profit / coupon / rental payment basis**

The Periodic Distribution shall be calculated based on the actual number of days elapsed and 365 days basis (actual/365) (“**Periodic Distribution Basis**”).

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6. **Purchase and selling price / rental** In respect of the Commodity Murabahah Investment, the Commodity Purchase Price and the Deferred Sale Price are to be determined prior to each issuance of the Sukuk Wakalah under the Sukuk Programme.
7. **Issue price** The Sukuk Wakalah shall be issued at par, at a premium or at a discount to be determined prior to the relevant issue date, and the issue price is calculated in accordance with the PayNet Rules and Procedures, as amended or substituted from time to time.
8. **Redemption** Redemption on maturity  
  
Unless previously redeemed or purchased and cancelled, the Sukuk Wakalah will be redeemed by the Issuer at 100% of their nominal value on their respective Maturity Dates.
9. **Form and denomination** The Sukuk Wakalah shall be issued in accordance with:
- (a) the Participation and Operation Rules of Payment and Securities Services issued by PayNet;
  - (b) the Operational Procedures for Securities Services issued by PayNet or their replacement thereof; and
  - (c) the Operational Procedures for Malaysian Ringgit (MYR) Settlement in RENTAS issued by PayNet,
- (collectively the "**PayNet Rules and Procedures**") as applicable from time to time.
- Form
- Each series of the Sukuk Wakalah shall be represented by a global certificate to be deposited with BNM, and shall be exchanged for definitive bearer form only in certain limited circumstances as set out in the Transaction Documents.
- Denomination
- The Sukuk Wakalah shall be issued in the denomination of RM1,000,000.00 or in multiples of RM1,000,000.00 at the time of issuance or such other denomination as may be mutually agreed between the Issuer and the LM.
10. **Transaction Documents** Including but not limited to the following for the Sukuk Wakalah:
- (i) the programme agreement;

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- (ii) the Trust Deed;
- (iii) the relevant Islamic documents;
- (iv) the securities lodgement Form; and
- (v) all other documents of whatsoever nature executed or to be executed in connection with or pursuant to any of the above documents or otherwise in connection with the Sukuk Wakalah.

#### 11. Trustees’ Reimbursement Account

The Issuer shall open and maintain a Shariah-compliant account designated as **“Trustees’ Reimbursement Account for Sukukholders’ Actions”** (as required under the Trust Deeds Guidelines), in which a sum of RM30,000.00 is to be deposited therein. The Trustees’ Reimbursement Account shall be operated by the Sukuk Trustee and the monies shall only be used strictly by the Sukuk Trustee in carrying out its duties in relation to the occurrence of Dissolution Events which are provided in the Trust Deed. The sum of RM30,000.00 in the Trustees’ Reimbursement Account shall be maintained at all times throughout the tenure of the Sukuk Programme.

The monies in the Trustees’ Reimbursement Account may be invested in Islamic deposit or Islamic based account, instruments or securities in the manner prescribed in the Trust Deed, with any income from such investment to be accrued to the Issuer. These monies shall be returned to the Issuer upon full redemption of the Sukuk Wakalah if no Dissolution Event takes place under the Sukuk Programme.

#### 12. Status and Ranking

The Sukuk Wakalah issued under the Sukuk Programme pursuant to the relevant Transaction Documents shall constitute direct, unsubordinated, unconditional and unsecured obligations of the Issuer and shall at all times rank pari passu, without discrimination, preference, priority amongst themselves and at least pari passu with all other present and future unsecured and unsubordinated obligations of the Issuer, subject to those liabilities and obligations which are preferred by law or the operation of law.

#### 13. Listing status and types of listing, where applicable

The Sukuk Wakalah will not be listed on Bursa Malaysia Securities Berhad or on any other stock exchange.

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| <b>14. Other regulatory approvals required in relation to the issue, offer or invitation to subscribe or purchase sukuk and whether or not obtained</b> | None.  |
| <b>15. Jurisdiction</b>   | The Issuer shall unconditionally and irrevocably submit to the exclusive jurisdiction of the courts of Malaysia.   |
| <b>16. Taxation</b>   | All payments by the Issuer in respect of the Sukuk Wakalah and the Transaction Documents shall be made without withholding or deductions for or on account of any present or future taxes, duties or charges of whatsoever nature imposed or levied by or on behalf of Malaysia or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law. In such event, the Issuer shall pay such additional amounts so that the Sukukholders would have been received the full amount which the Sukukholders would have received if no such withholding or deductions had been required. |
| <b>17. Other conditions</b>   | The Sukuk Wakalah issued under the Sukuk Programme shall at all times be governed by the guidelines issued and to be issued from time to time by the SC and BNM having jurisdiction over matters pertaining to the Sukuk Wakalah and the PayNet Rules and Procedures.  |

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