

STRICTLY PRIVATE AND CONFIDENTIAL

SPR ENERGY (M) SDN BHD

(Company No. 243127-P)

SUPPLEMENTARY INFORMATION MEMORANDUM

Proposed Issuance of Islamic Medium Term Notes of up to RM615.0 Million in Nominal Value under the Shariah Principle of Ijarah (“Sukuk Ijarah”) comprising Senior Class Sukuk Ijarah of up to RM580.0 Million in Nominal Value and Subordinated Class Sukuk Ijarah of up to RM35.0 Million in Nominal Value

Principal Adviser/Lead Arranger/Lead Manager



MAYBANK INVESTMENT BANK BERHAD
(Company No. 15938-H)

This Supplementary Information Memorandum is dated 11 July 2017 and shall form an integral part of the Information Memorandum dated 9 June 2017. This Supplementary Information Memorandum must be read together with the Information Memorandum dated 9 June 2017.

Investors are advised to read and understand the contents of this Supplementary Information Memorandum dated 11 July 2017 which is to be read together with the Information Memorandum dated 9 June 2017

Responsibility Statements

This Supplementary Information Memorandum has been approved by the directors of the Issuer. The Issuer and its board of directors accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries, and to the best of their information and belief, there are no false or misleading statements or other material facts the omission of which would make any statement in this Supplementary Information Memorandum false or misleading and there is no material omission in this Supplementary Information Memorandum.

Important Notice and General Statement of Disclaimer

The Issuer has issued this Supplementary Information Memorandum, which is being provided on a confidential basis to potential investors, who fall within the categories as described under the selling restrictions as provided in Section 1.7 of the Information Memorandum dated 9 June 2017, for the sole purpose of assisting the said potential investors to decide whether to subscribe or purchase the Sukuk Ijarah. This Supplementary Information Memorandum may not be, in whole or in part, reproduced or used for any other purpose, or shown, given, copied to or filed with any other person including, without limitation, any government or regulatory authority except with the prior consent of the Issuer or as required under Malaysian laws, regulations or guidelines.

Acknowledgement

The Issuer hereby acknowledges and authorises the Lead Manager to distribute this Supplementary Information Memorandum on a confidential basis to potential investors for the sole purpose of assisting such investors to decide whether to subscribe for or purchase any Sukuk Ijarah.

Statements of Disclaimer by the Securities Commission Malaysia

This Supplementary Information Memorandum is not a prospectus and is not intended to be a prospectus. However, a copy of this Supplementary Information Memorandum will be deposited with the Securities Commission Malaysia ("SC"), pursuant to Sections 229(4) and 230(4) of the Capital Markets and Services Act 2007.

Following the application for the Shariah endorsement by the SC's Shariah Advisory Council, the SC has on 6 June 2017 given its letter stating that it has no objection to the structure of the Sukuk Ijarah.

The lodgement with the SC in respect of the Sukuk Ijarah was made on 9 June 2017, and re-lodgement with the SC in respect of the Sukuk Ijarah was made on 11 July 2017.

However, please note that the Shariah endorsement by the SC's Shariah Advisory Council and the lodgement and re-lodgement with the SC shall not be taken to indicate that the SC recommends the subscription or purchase of the Sukuk Ijarah. Further, the SC takes no responsibility for the contents of this Supplementary Information Memorandum and the Information Memorandum dated 9 June 2017.

SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE ISSUER AND ASSUMES NO RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENTS MADE OR OPINIONS OR REPORTS EXPRESSED IN THIS SUPPLEMENTARY INFORMATION MEMORANDUM AND THE INFORMATION MEMORANDUM DATED 9 JUNE 2017.

IT IS RECOMMENDED THAT PROSPECTIVE INVESTORS CONSULT THEIR OWN APPROPRIATE PROFESSIONAL ADVISERS BEFORE PURCHASING OR ACQUIRING OR SUBSCRIBING FOR THE SUKUK IJARAH.

Investors are advised to read and understand the contents of this Supplementary Information Memorandum dated 11 July 2017 which is to be read together with the Information Memorandum dated 9 June 2017.

1.0 INTRODUCTION

- 1.1 This Supplemental Information Memorandum is issued to reflect the additional information and amendments made to the Information Memorandum dated 9 June 2017 ("**Info Memo**") as stated under paragraphs 2 and 3 below.
- 1.2 All items used in this Supplemental Information Memorandum shall have the same meanings as those defined in the Info Memo, unless where the context otherwise requires.

2.0 ADDITIONAL INFORMATION TO THE INFO MEMO

2.1 Details of the Amalgamation and Subdivision of the Lands

SPRE has applied to the Lands and Survey Department of Sabah for amalgamation and subdivision of the Lands. After the completion of the amalgamation and subdivision of lands, the Lands will be subdivided into 5 pieces of lands as below:-

- (a) Lot 1 measuring approximately 6.406 hectare will be demarcated for the Power Plant (other than the Interconnection Facilities);
- (b) Lot 2 measuring approximately 1.095 hectare will be a vacant land to be surrendered to the Landowner;
- (c) Lot 3 measuring approximately 1.913 hectare will be demarcated for the Interconnection Facilities and to be surrendered in favour of SESB;
- (d) Lot 4 measuring approximately 2.889 hectare will be a vacant land to be surrendered to the Landowner; and
- (e) Lot 5 measuring approximately 0.611 hectare will demarcated for road reserve and be surrendered in favour of JABATAN KERJA RAYA or such relevant government entity.

After the completion of the amalgamation and subdivision of the Lands, only Lot 1 will continue to be sub-leased to SPRE for the operation of the Power Plant which is to be charged to the Security Agent.

3.0 AMENDMENTS TO THE INFO MEMO

3.1 Security Arrangement

Paragraph 1.6(g) of the Info Memo under the heading of "*Security Arrangement*" shall be amended as follows:

"(g) *in relation to the lands on which the Power Plant is situated ("**Lands**")*, a first party first fixed legal charge over the sub-lease of the Lands, provided that:-

- (i) *after the completion of the amalgamation and subdivision of the Lands pursuant to paragraph 2.1 of the Supplemental Information Memorandum dated 11 July 2017, only sub-lease of Lot 1 of the Lands (which the Power Plant is erected (except the Interconnection Facilities) ("**Project Lands**") will be charged; and*

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(ii) in the event the *Project Lands* are transferred from the owner of the *Project Lands* to the Issuer, the Issuer shall cause and procure a first party first fixed legal charge over the *Project Lands* to be created together with the said transfer,

to the extent permitted by laws or permitted to be charged."

3.2 Amendments to the Principal Terms and Conditions of the Sukuk Ijarah

(a) Item vii of Section 13 of Appendix IV of the Info Memo under the heading of "*Details of Security / collateral pledged, if applicable*" shall be amended as follows:

"(vii) *In relation to the lands on which the Power Plant is situated as below ("**Lands**"), a first party first fixed legal charge over the sub-lease as below ("**Sub-Lease**") over the Lands:-*

Details	District Land Office Sub-Lease Registration No.
<i>Native Title No. 023110661 situated at Irragation Line Mile 1 ½ in the District of Papar, Sabah</i>	21016865
<i>Native Title No. 023110670 situated at Mile 30 ½ Irragation in the District of Papar, Sabah</i>	21016867
<i>Native Title No. 023110689 situated at Irragation Line Mile 1 ½ in the District of Papar, Sabah</i>	21016863
<i>Native Title No. 023110698 situated at Irragation Mile 1 ½ in the District of Papar, Sabah</i>	21017140
<i>Native Title No. 023159864 situated at Kampong Benoni in the District of Papar, Sabah</i>	21017135

provided that:

(a) *after the completion of the amalgamation and subdivision of the Lands, only the sub-lease over part of the Lands which are demarcated for Power Plant (other than the substation / interconnection facilities of the Power Plant) measuring approximately 6.406 hectare ("**Project Lands**") will be charged; and*

(b) *in the event the *Project Lands* are transferred from the Landowner (as defined below in section 33(h)) to the Issuer, the Issuer shall cause and procure a first party first fixed legal charge over the *Project Lands* to be created together with the said transfer,*

*to the extent permitted by laws or permitted to be charged ("**Land Charge**"); and".*

THE ISSUER

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