



ALLIANCE INVESTMENT BANK

BNM FAST ANNOUNCEMENT

Date : 31 March 2022

Re : **NAZA TTDI CAPITAL BERHAD ("NAZA TTDI CAPITAL")
Change of Principal Adviser/ Lead Arranger, Lead Manager and Facility Agent in
relation to the Unrated Islamic Medium Term Notes Programme of up to RM300.0
million ("Sukuk Programme")**

As Facility Agent of the abovementioned Sukuk Programme, we wish to inform that the role of Principal Adviser/Lead Arranger, Lead Manager and Facility Agent for the Sukuk Programme will be transferred from Alliance Investment Bank Berhad to Alliance Islamic Bank Berhad ("AIS") with effect from 5pm, 31 March 2022 pursuant to a Vesting Order dated 16 March 2022 from the High Court of Malaya.

In accordance with Paragraph 3.01 of Chapter 3, Section A of the Guidelines on Unlisted Capital Market Products under the Lodge and Launch Framework (issued on 9 March 2015 and revised on 22 November 2021), it is hereby declared that there may be a potential conflict-of-interest situation arising from the appointment of AIS as the Principal Adviser/Lead Arranger, Lead Manager and Facility Agent for the Sukuk Programme in view that AIS may have from time to time, within its ordinary course of business, extended credit facilities to Naza TTDI Capital or subscribed to the issuance(s) under the Sukuk Programme.

Notwithstanding the above, AIS as the Principal Adviser/Lead Arranger, Lead Manager and Facility Agent has considered the factors involved and believes the objectivity and independence in carrying out its role will be maintained at all times for the following reasons:

- the roles as Principal Adviser/Lead Arranger, Lead Manager and Facility Agent will be carried out by the AIS' Sukuk Capital Markets ("**AIS SCM**") team, which functions as an independent business unit in accordance with high professional standards;
- the conduct of AIS is regulated by, amongst others, Bank Negara Malaysia and the Securities Commission and governed by, amongst others, the Islamic Financial Services Act 2013 and Capital Market and Services Act 2007, and AIS has in place its own internal controls and checks;
- AIS is a licensed Islamic banking institution and the appointment of AIS SCM as the Principal Adviser/Lead Arranger, Lead Manager and Facility Agent is in the ordinary course of AIS' business. The appointments are governed by various mandate letters, agreements and/or documents which set out the rights, duties and obligations of AIS SCM acting in such capabilities;
- save for the professional fees charged in relation to the Sukuk Programme, AIS (as the Principal Adviser/Lead Arranger, Lead Manager and Facility Agent) will not be deriving any other monetary benefit from the Sukuk Programme outside its aforesaid roles; and

- the Sukuk Programme have been established and there are no changes to its terms and conditions, save for the change of Principal Adviser/Lead Arranger, Lead Manager and Facility Agent.

The potential conflict-of-interest situation has also been brought to the attention of the Board of Directors of Naza TTDI Capital ("**Board**") and hence the Board is fully informed and aware of the potential conflict of interest that could arise by reason of AIS SCM acting as Principal Adviser/Lead Arranger, Lead Manager and Facility Agent in relation to the Sukuk Programme.

Please be notified accordingly.