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DANGA CAPITAL BERHAD PUBLISHES NOTICES OF MEETING RELATING TO ITS U.S.\$750,000,000 TRUST CERTIFICATES DUE 2021 (ISIN: XS1347736008)) (THE “TRUST CERTIFICATES”) ISSUED UNDER THE MULTICURRENCY ISLAMIC SECURITIES ISSUANCE PROGRAMME (THE “PROGRAMME”)

24 June 2020 – Danga Capital Berhad (the “**Issuer**”) today announced that it has published a notice of meeting to convene a meeting of the holders of the Trust Certificates (the “**Notice of Meeting**”). Capitalised terms used in this announcement have the same meaning ascribed to them in the Notice of Meeting.

The deadline for Trust Certificates Holders to submit an electronic instruction in the form specified by Euroclear Bank SA/NV (“**Euroclear**”) or Clearstream Banking S.A. (“**Clearstream, Luxembourg**”, and together with Euroclear, the “**Clearing Systems**”), in accordance with the requirements of the relevant Clearing System for receipt by the Information and Tabulation Agent is **4:00 p.m. (London time) on 7 July 2020** (the “**Resolution Deadline**”). The deadline set by any intermediary and each Clearing System for the submission of electronic instructions will be earlier than the deadline specified in the Notice of Meeting.

By submitting a valid electronic instruction, a Trust Certificates Holder will instruct the Registered Holder to appoint one or more representatives of the Information and Tabulation Agent as their proxy to attend the Meeting (via teleconference) (and any adjourned such Meeting) and vote in the manner specified or identified in such electronic instruction in respect of the Extraordinary Resolution (to vote for or against the Extraordinary Resolution or to abstain from voting on the Extraordinary Resolution).

Only Trust Certificates Holders who have applied through the relevant Clearing System to be appointed as a proxy by the Resolution Deadline may attend and vote at the Meeting (or any adjourned Meeting) (via teleconference). Such persons should contact the Information and Tabulation Agent to make arrangements to attend the Meeting (or any adjourned Meeting) (via teleconference).

In light of the ongoing developments in relation to Covid-19, it may be impossible or inadvisable to hold the Meeting at a physical location. Accordingly, in accordance with the provisions of the Trust Deed further regulations regarding the holding of the Meeting have been prescribed providing that the Meeting (and any adjourned Meeting) will be held via teleconference. The Meeting will not be convened at a physical location.

Deutsche Trustees Malaysia Berhad (the “**Trustee**”) has on 3 March 2016 given notice to the Issuer of its intention to resign as trustee in respect of the Trust Certificates due to the permanent suspension of its bond trustee operations in Malaysia. Pursuant to clause 16.1 of the amended and restated trust deed dated 18 December 2015 in relation to the Programme made between the Issuer and the Trustee as trustee for the Trust Certificates Holders (the “**Original Trust Deed**”), as supplemented by a supplemental trust deed dated 1 March 2016 made between the Issuer and the Trustee (the “**Supplemental Trust Deed**”, together with the Original Trust Deed, the “**Trust Deed**”) and in consultation with the Securities Commission Malaysia (the “**SC**”), the Issuer is seeking the approval of the Trust Certificates Holders to appoint DB Trustees (Hong Kong) Limited (the “**Successor Trustee**”) as successor trustee in respect of the Trust Certificates with effect on and from 12 August 2020 (the “**Proposed Amendment**”). Besides the Proposed Amendment, there will be no other changes to the terms of the Trust Deed arising from the amendment of the Successor Trustee.

Under the SC’s *Guidelines on the Registration and Conduct of Capital Market Services Providers* (the “**Guidelines**”), the trustee for the Trust Certificates has to be registered with the SC. The Successor Trustee is not registered with the SC. However, the Issuer and Khazanah Nasional Berhad (the “**Obligor**”) applied on 2 August 2019 to the SC for a waiver from the Guidelines in relation to the appointment of the Successor Trustee in respect of the Trust Certificates and the SC approved such request on 20 August 2019, subject to certain conditions, including the consent of the Trust Certificates Holders to the appointment of the Successor Trustee.

The Issuer will convene a meeting of the holders of the Trust Certificates (the “**Trust Certificates Holders**”) to be held through a teleconference facility hosted by the chairman of the Meeting on 10 July 2020 at 4:00 p.m. (Singapore time) (the “**Meeting**”) for the purpose of considering and, if thought fit, passing a resolution (which will be proposed as an Extraordinary Resolution) in relation to the Proposed Amendment. Further, in order to give effect to the Proposed Amendment, the Issuer will seek approval from the Trust Certificate Holders to enter into the following documents (the “**Amendment Documents**”):

- a deed of novation to be made between the Issuer, the Trustee and the Successor Trustee in relation to the Original Trust Deed;
- a deed of novation to be made between the Issuer, the Trustee and the Successor Trustee in relation to the Supplemental Trust Deed;
- a deed of novation to be made between the Issuer, the Trustee, the Successor Trustee, Deutsche Bank AG, Hong Kong Branch as the issuing and paying agent and paying agent (the “**Issuing and Paying Agent**”) and Deutsche Bank Luxembourg S.A. as the registrar and transfer agent (the “**Registrar and Transfer Agent**”, together with the Issuing and Paying Agent, the “**Agents**”) in relation to the amended and restated agency agreement dated 18 December 2015 between the Issuer, the Trustee and the Agents (the “**Original Agency Agreement**”) in relation to the Programme;

- a deed of novation to be made between the Issuer, the Trustee and the Agents in relation to the supplemental agency agreement dated 1 March 2016 between the Issuer, the Trustee and the Agents in relation to the Trust Certificates;
- an amended and restated costs undertaking deed to be made by the Obligor in relation to the costs undertaking deed dated 18 December 2015 made by the Obligor in relation to the Programme;
- an amended and restated supplemental costs undertaking deed to be made by the Obligor in relation to the supplemental costs undertaking deed dated 1 March 2016 made by the Obligor in relation to the Trust Certificates;
- an amended and restated purchase undertaking deed to be made by the Obligor in relation to the purchase undertaking deed dated 1 March 2016 made by the Obligor in relation to the Trust Certificates;
- an addendum to the global certificate to be executed by the Issuer in relation to the Trust Certificates, supplementing the global certificate dated 1 March 2016 by the Issuer;
- an issuer power of attorney in the form of a deed to be made by the Issuer in relation to the Trust Certificates; and
- an obligor power of attorney in the form of a deed to be made by the Obligor in relation to the Trust Certificates.

D.F. King Ltd. (the “**Information and Tabulation Agent**”) has been appointed by the Obligor to act as the information and tabulation agent in connection with the Meeting and the Proposed Amendment.

Trust Certificates Holders should note that if the Proposed Amendment is approved, the Trust Certificates (including Trust Certificates held by Trust Certificates Holders who do not vote in favour of the Proposed Amendment (whether via teleconference or through a proxy)) will be bound by the Extraordinary Resolution.

For further information of Meeting

A complete description of the procedures in relation to the Meeting, the procedures on voting, the details of the Proposed Amendment and the text of the Extraordinary Resolution is set out in the Notice of Meeting.

Copies of the Notice of Meeting are available to eligible persons upon request from the Information and Tabulation Agent free of charge.

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Disclaimer

This announcement must be read in conjunction with the Notice of Meeting. The Notice of Meeting contains important information that should be read carefully before any decision is made with respect to the Proposed Amendment.

Any individual or company whose Trust Certificates are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Consent Solicitations.

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