

HATTEN LAND LIMITED

(formerly known as VGO Corporation Limited)
(Incorporated in the Republic of Singapore)
(Company Registration No. 199301388D)

ESTABLISHMENT OF A MEDIUM-TERM NOTE PROGRAMME OF UP TO RM200,000,000 IN NOMINAL VALUE

1. INTRODUCTION

The board of directors (the “**Board**” or the “**Directors**”) of Hatten Land Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that Fuyuu Resources Sdn Bhd (the “**Issuer**”), a wholly owned subsidiary of the Company, has on 11 September 2017 established a medium-term note programme of up to RM200,000,000 in nominal value (the “**MTN Programme**”). In connection therewith, Kenanga Investment Bank Berhad has been appointed as the Principal Adviser, Lead Arranger, Lead Manager and Facility Agent of the MTN Programme.

2. DETAILS OF THE MTN PROGRAMME

The salient terms of the MTN Programme are as follows:-

- Issuer** : Fuyuu Resources Sdn Bhd (the “**Issuer**”)
- Name of Facility** : A medium term note programme of up to RM200.0 million in nominal value pursuant to which the Issuer may issue unrated medium term notes (“**Notes**”) from time to time, the nominal value of all outstanding Notes shall not exceed RM200.0 million at any one time.
- Facility Description** : The Notes to be issued under the MTN Programme shall be issued as follows:-
- a) each issuance of Notes will be up to a maximum debt size to be determined and agreed with the Lead Manager and/or investor(s) and will be secured by the relevant properties identified by the Issuer from time to time to be provided as security for each specific Tranche which are acceptable to the Lead Manager and/or investors (each of such issuance shall be referred to as a “**Tranche**”);
 - b) each Tranche may comprise one or more “series” which may or may not have the same issue dates but each having different maturity dates (each a “**Series**”). For the avoidance of doubt, a “Series” means such Notes with the same issue date and the same maturity date).

For purposes of voting, voting shall be carried out on a per Tranche basis where the holders of the Notes under each Tranche shall have voting rights only on all matters relating to the respective Tranche.

The specific terms or details of each Tranche will be set out in a pricing supplement (“**Pricing Supplement**”) to be agreed between the Issuer and the Lead Manager

and to be issued prior to the issuance of the Notes of the respective Tranche. The Pricing Supplement will, amongst others, set out the identified assets and the specific designated accounts which shall be the security for that particular Tranche.

- Utilisation of Proceeds** : The Issuer shall utilise the proceeds from the issue of the Notes under MTN Programme to finance the investment activities, working capital, capital expenditure requirements and/or other general corporate purposes of the Group (including but not limited to the fees and expenses relating to the MTN Programme).
- Tenure of the MTN Programme** : Fifteen (15) years from the date of the first issuance of the Notes under the MTN Programme
- Availability Period of the MTN Programme** : The MTN Programme is available for utilisation upon completion of documentation and compliance of all conditions precedent to the satisfaction of the Lead Arranger, until the date falling fifteen (15) years from the date of the first issuance of the Notes under the MTN Programme.
- Trustee** : TMF Trustees Malaysia Berhad.
- Corporate Guarantor** : Hatten Land Limited.
- Details of Guarantee** : During the tenure of the MTN Programme, the Corporate Guarantor shall provide a guarantee as a continuing obligation, in favour of the Trustee for and on behalf of the noteholders under which the Corporate Guarantor shall agree to guarantee all payments of the Issuer due and payable under the MTN Programme.
- Interest/Coupon Rate and Payment Frequency** : **Interest/Coupon Rate**
To be determined and agreed prior to each issuance of the respective Notes.
Interest/Coupon Payment Frequency
The coupon payment is payable semi-annually in arrears from the issue date or such other period as may be agreed to between the Issuer and the Lead Manager prior to the issuance of each Series.
- Rating** : Unrated.
- Tradability and Transferability** and : Tradable and transferable.
- Convertibility Exchangeability** and : Non-convertible and non-exchangeable.
- Status of the MTNs** : The Notes will, upon issue, constitute direct, secured, unconditional and unsubordinated obligations of the Issuer.

Each Tranche is secured by different assets and therefore will not rank *pari-passu* with each other. Each Tranche shall at all times rank at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer, subject to those preferred by law or the relevant documents of the MTN Programme.

The Notes issued within each Tranche shall rank *pari-passu* without any preference or priority among themselves unless otherwise provided under the relevant documents of the MTN Programme.

Listing Status : The Notes will not be listed on the Singapore Exchange Securities Trading Limited, Bursa Malaysia Securities Berhad or any other stock exchanges.

Issue Price : The Notes will be issued at a discount, at par or at premium to the nominal value, and the issue price shall be determined by the Issuer prior to the issuance.

Redemption at Maturity : Unless previously redeemed, purchased and cancelled, the Notes shall be redeemed by the Issuer at the nominal value on the maturity date.

Early Redemption : In relation to each Tranche, the Issuer may early redeem the Notes (in whole or in part) prior to the maturity date of the relevant Notes subject to terms and conditions to be mutually agreed between the Issuer and the Lead Manager as set out in the relevant Pricing Supplement. The Notes redeemed by the Issuer in relation to such early redemption shall be cancelled and cannot be reissued or resold.

Selling Restriction : **Selling Restrictions at Issuance**

The Notes may only be offered or sold, directly or indirectly to a person to whom an offer or invitation to subscribe the Notes would fall within Part 1 of Schedule 6 or Section 229(1)(b) and Part 1 of Schedule 7 or Section 230(1)(b) of the Malaysian Capital Markets & Services Act 2007, as amended from time to time (“**CMSA**”) read together with Schedule 9 or Section 257(3) of the CMSA, and Section 2(6) of the Malaysian Companies Act 2016 (“**Malaysian Companies Act**”).

Selling Restrictions after Issuance

The Notes may only be offered, sold, transferred or otherwise disposed directly or indirectly to a person to whom an offer or invitation to purchase the Notes would fall within Part 1 of Schedule 6 or Section 229(1)(b) of CMSA read together with Schedule 9 or Section 257(3) of the CMSA, and Section 2(6) of the Malaysian Companies Act.

In addition, if any offer or sale of the Notes or any distribution of any document or other material in connection therewith is to be conducted in any jurisdiction other than Malaysia, the applicable laws

and regulations of such jurisdiction will also have to be complied with prior to any such offer, sale or distribution.

Governing Law : Laws of Malaysia

The lodgement pursuant to the Securities Commission Malaysia (“**SC**”)’s Guidelines on Unlisted Capital Market Products under the Lodge and Launch Framework effective on 15 June 2015 and revised on 16 January 2017 in relation to the MTN Programme has been made with the SC on 15 August 2017. The information memorandum of the MTN Programme dated 25 August 2017 has also been lodged by the Principal Adviser for and on behalf of the Issuer with the SC and the Notes will not be offered in Singapore.

By Order of the Board
HATTEN LAND LIMITED

Dato’ Tan June Teng, Colin
Executive Chairman and Managing Director
11 September 2017

*Hatten Land Limited (the "**Company**") was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 26 January 2017 via a reverse take-over ("**RTO**"). The financial adviser for the RTO was UOB Kay Hian Private Limited (the "**Sponsor**").*

This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact persons for the Sponsor are Mr Alvin Soh, Head of Catalist Operations, Senior Vice President, and Mr Josh Tan, Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.