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This Announcement does not constitute an offer to buy, or a solicitation of an offer to sell, any Certificate (as defined below) and no such offer, solicitation, purchase or sale shall be made in the United States or any jurisdiction in which such offer, solicitation, purchase or sale would be unlawful.



Khazanah Nasional Berhad

Company No. 275505-K

(incorporated in Malaysia with limited liability under the Companies Act, 1965)

ANNOUNCEMENT

**EXCHANGE FACILITY AGREEMENT
IN RELATION TO THE U.S.\$320,800,000 CASH-SETTLED EXCHANGEABLE TRUST
CERTIFICATES DUE 2023 (ISIN: XS1758433707) (THE "CERTIFICATES")
REFERENCING H-SHARES OF PAR VALUE RMB 1.00 EACH OF CITIC SECURITIES CO. LTD.
ISSUED BY CINDAI CAPITAL LTD
WITH RECOURSE TO
KHAZANAH NASIONAL BERHAD**

Terms used in this Announcement but not otherwise defined shall have the meanings given to those terms in the offering circular dated 5 February 2018 prepared by Cindai Capital Ltd (Company No. LL13523) (the "Issuer") and the Company (as defined below) in connection with the issuance of the Certificates.

Khazanah Nasional Berhad (the "**Company**") wishes to inform holders of the Certificates (the "**Certificateholders**") that it entered into an exchange facility agreement on 27 February 2018 (the "**Exchange Facility Agreement**") with Pulau Kendi Investments Limited (the "**Exchange Facility Provider**") and The Bank of New York Mellon, London Branch (the "**Exchange Facility Agent**") to provide an exchange facility (the "**Exchange Facility**") for Certificateholders who wish to receive a proportionate share of the Exchange Property instead of the Cash Settlement Amount (the "**Alternative Exchange Right**"). The Exchange Facility will be made available to the Certificateholders by the Exchange Facility Provider during the Exchange Period on exercise by such Certificateholder of its Exchange Right under the terms and conditions of the Certificates.

The principal terms of the Exchange Facility pursuant to the Exchange Facility Agreement are as follows:

- (A) Certificateholder's Election of its : Pursuant to the terms of the Exchange Facility Alternative Exchange Right Agreement, a Certificateholder may elect for the Cash Settlement Amount payable to such Certificateholder, following the exercise by such Certificateholder of its

Exchange Right under the terms and conditions of the Certificates, to be paid to the Exchange Facility Provider as set out in the relevant Exchange Notice in return for the delivery, in the absolute discretion of the Exchange Facility Provider, of the proportionate share of Exchange Property.

In electing to receive such portion of the Exchange Property instead of the Cash Settlement Amount, a Certificateholder will be required, in addition to the Exchange Notice, to complete, execute and deposit at such Certificateholder's own expense during normal business hours at the specified office of the Exchange Facility Agent, a physical settlement notice (the "**Physical Settlement Notice**") in the form obtainable from the specified office of the Exchange Facility Agent at One Canada Square, London E14 5AL, United Kingdom, at the same time as, or latest within two Trading Days of, the Exchange Notice Date, providing details of the securities account to which the Exchange Property should be delivered and of the cash account to which any cash payment should be made. The Exchange Facility Provider may accept (but shall be under no obligation to do so) the relevant Physical Settlement Notice if it is delivered later than two Trading Days after the relevant Exchange Notice Date.

A Physical Settlement Notice once delivered shall be irrevocable and may not be withdrawn unless the Exchange Facility Provider consents in writing to such withdrawal.

If a Certificateholder has elected under the relevant Exchange Notice for the relevant Cash Settlement Amount to be paid to the Exchange Facility Provider, but does not deliver a Physical Settlement Notice in respect of the same Certificates (or if such Physical Settlement Notice is delivered later than two Trading Days after the Exchange Notice Date and the Exchange Facility Provider, in its sole discretion, elects not to accept such Physical Settlement Notice), the Exchange Facility Provider undertakes to transfer, or procure the transfer of, the relevant Cash Settlement Amount received by the Exchange Facility Provider to such Certificateholder in accordance with the payment instructions provided by such Certificateholder in the relevant Exchange Notice.

- (B) Overriding Right of the Exchange Facility Provider : The Exchange Facility Provider has an overriding right in its absolute discretion to reject or accept any Physical Settlement Request (as defined below).

Following the delivery of a Physical Settlement Notice and no more than seven Trading Days following the relevant Exchange Notice Date, the Exchange Facility Provider shall confirm to the relevant Certificateholder (with a copy to the Exchange Facility Agent) whether such physical settlement request (the “**Physical Settlement Request**”) will be accepted or rejected.

If the Physical Settlement Request is rejected, an amount in cash equivalent to the relevant Cash Settlement Amount received by the Exchange Facility Provider will be paid to the Certificateholder, in accordance with the details provided in the Physical Settlement Notice, by or on behalf of the Exchange Facility Provider on the Settlement Date.

If the Physical Settlement Request is accepted then, against payment to the Exchange Facility Provider by or on behalf of the Issuer of the relevant Cash Settlement Amount on the relevant Settlement Date, the Exchange Facility Provider shall on the relevant Settlement Date deliver to or to the order of the Certificateholder the proportionate share of the Exchange Property attributable to the Certificate(s) to which the Physical Settlement Request applies.

In the event the Physical Settlement Request is accepted and the Exchange Facility Provider receives payment of the relevant Cash Settlement Amount on the relevant Settlement Date but fails to deliver to or to the order of the Certificateholder the proportionate share of the Exchange Property attributable to the Certificate(s) to which the Physical Settlement Request applies, then an amount in cash equivalent to the relevant Cash Settlement Amount received by the Exchange Facility Provider will be paid to such Certificateholder, in accordance with the details provided in the Physical Settlement Notice, by or on behalf of the Exchange Facility Provider on the next Payment Business Day following the Settlement Date.

- (C) Guarantee and indemnity by the Company : The Company will provide an unconditional and irrevocable guarantee and indemnity in respect of the payment obligations of the Exchange Facility Provider under the Exchange Facility Agreement.

A copy of the Exchange Facility Agreement will be made available for inspection and obtainable free of charge, at all reasonable times during normal business hours on any weekday (excluding public holidays) (being between 9:00 a.m. and 3:00 p.m.) from the specified office of the Exchange Facility Agent at One Canada Square, London E14 5AL, United Kingdom upon prior written request and satisfactory proof of holding.

This announcement and the information contained herein do not constitute an offer or invitation to purchase any securities of the Issuer or the Company.

Khazanah Nasional Berhad

28 February 2018