

BERJAYA CORPORATION BERHAD

EXTRAORDINARY GENERAL MEETING

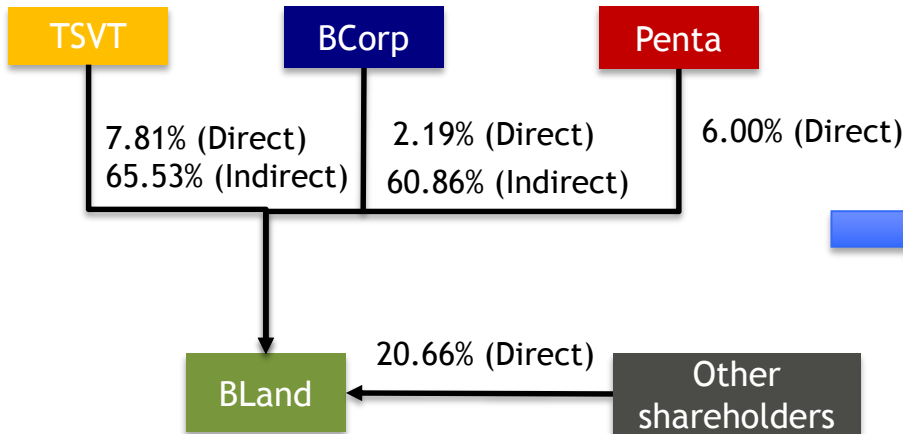
PROPOSED ACQUISITIONS OF 12.00% EQUITY INTEREST IN BERJAYA LAND BERHAD (“BLAND”) FOR A TOTAL PURCHASE CONSIDERATION OF RM419.11 MILLION TO BE SATISFIED BY THE ISSUANCE OF RM353.25 MILLION NOMINAL VALUE OF IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (“NEW ICULS”) TOGETHER WITH 706.50 MILLION FREE DETACHABLE WARRANTS IN BERJAYA CORPORATION BERHAD (“BCORP”) (“NEW WARRANTS”) AND CASH OF RM65.86 MILLION (“PROPOSED ACQUISITION”)

19 APRIL 2016

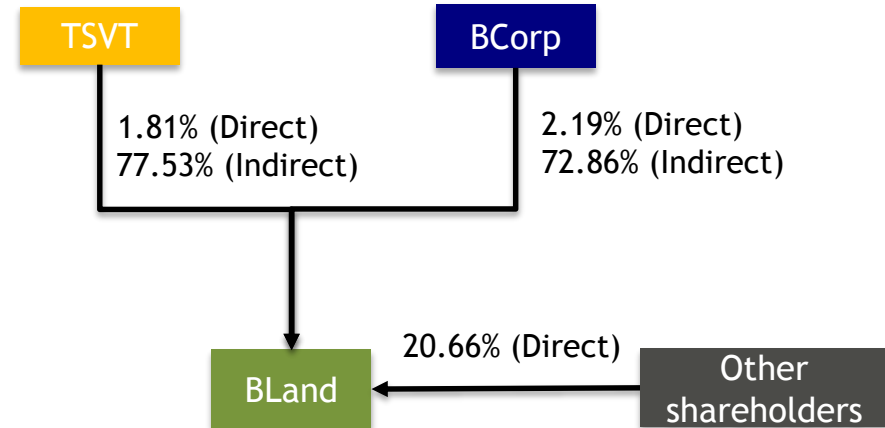
SUMMARY OF THE PROPOSED ACQUISITION

- On 2 December 2015, BCorp and Juara Sejati Sdn Bhd (“JSSB”), a wholly-owned subsidiary of BCorp, had entered into separate share sale agreements with Penta Investment Advisers Ltd (“Penta”) and Tan Sri Dato’ Seri Vincent Tan Chee Yioun (“TSVT”) respectively (collectively, the “SSAs”) for the Proposed Acquisition.
- The summary of shareholding structure in BLand is as follows:

Before the Proposed Acquisition



After the Proposed Acquisition



SUMMARY OF THE PROPOSED ACQUISITION

- The summary of the Proposed Acquisition is as follows:

BLand shares to be acquired

- 598.73 million or 12.00%

Total purchase consideration

- RM419.11 million

Price per BLand share

- RM0.70 per BLand share

Mode of settlement

- Issuance of RM353.25 million New ICULS at 100% of its nominal value;
- Issuance of 706.50 million New Warrants; and
- Cash of RM65.86 million.

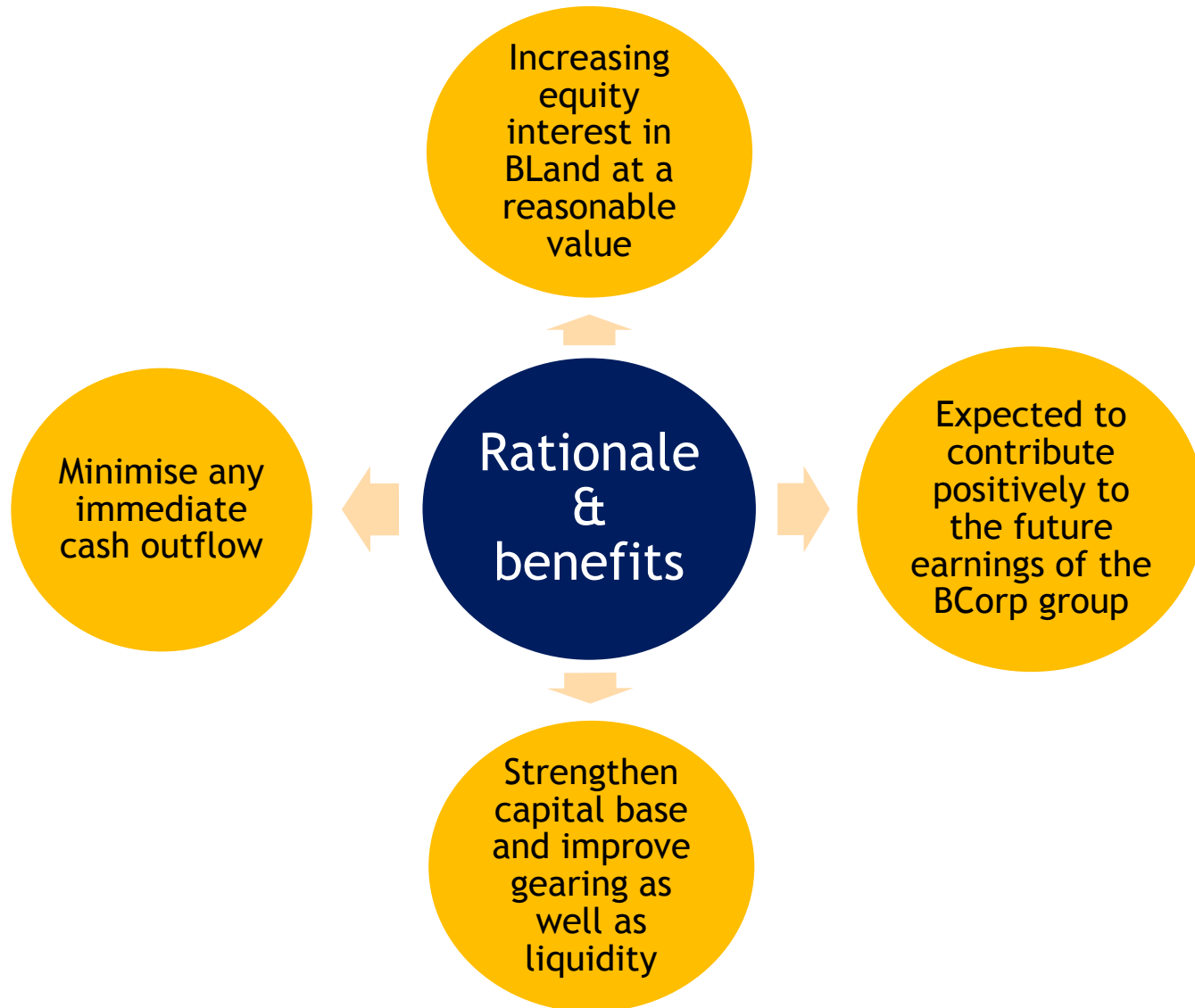
Source of funding for the cash consideration

- Borrowings

- The basis and justification of the purchase consideration is as follows:

- (i) last traded price of BLand Shares on 1 December 2015 of RM0.70 each;
- (ii) 12-month VWAMP of BLand Shares up to and including 1 December 2015 of RM0.72 each;
- (iii) audited consolidated NA of BLand as at 30 April 2015 of RM0.99 per BLand Share; and
- (iv) prospects of the BLand group.

RATIONALE & BENEFITS OF THE PROPOSED ACQUISITION



SALIENT TERMS OF THE NEW ICULS AND NEW WARRANTS

	New ICULS	New Warrants
Issue size	<ul style="list-style-type: none"> RM353.25 million nominal value of RM1.00 each 	<ul style="list-style-type: none"> 706.50 million New Warrants
Issue price	<ul style="list-style-type: none"> RM1.00 	<ul style="list-style-type: none"> The New Warrants are to be issued free together with the New ICULS
Tenure/maturity date	<ul style="list-style-type: none"> Ten (10) years 	
Coupon rate	<ul style="list-style-type: none"> 2% per annum, payable semi-annually in arrears 	<ul style="list-style-type: none"> Not applicable
Conversion / Exercise mode	<ul style="list-style-type: none"> By surrendering one (1) RM1.00 New ICULS for one (1) new ordinary share of RM1.00 each in BCorp (“BCorp Share”) 	<ul style="list-style-type: none"> One (1) New Warrant for one (1) new BCorp Share at the exercise price
Conversion / Exercise price	<ul style="list-style-type: none"> RM1.00 for every one (1) new BCorp Share 	
Listing	<ul style="list-style-type: none"> The New ICULS, New Warrants and the new BCorp Shares to be issued upon conversion of the New ICULS and/or exercise of New Warrants will be listed on the Main Market of Bursa Securities 	

EFFECTS OF THE PROPOSED ACQUISITION

Earnings and earnings per share

- The proforma effect of the Proposed Acquisition on the earnings of the BCorp group is as follows:

	PATAMI (RM'000)	Earnings per BCorp Share sen
Audited consolidated profit after tax and minority interest ("PATAMI") for the FYE 30 April 2015	831,667	
Add: Adjustment for deemed conversion of ICULS 2012/2022	14,656	
	846,323	16.91
Add: Proportionate loss after tax and minority interest ("LATAMI") of the BLand group	(43,397)	
Less: Estimated expenses in relation to the Proposed Acquisition	(1,600)	
Proforma consolidated PATAMI after the Proposed Acquisition	801,326	14.96

Note:

Assuming that the Proposed Acquisition had been effected on 1 May 2014.

Decrease in the proforma consolidated PATAMI of BCorp



BLand group registered LATAMI mainly due to impairment of goodwill, investment in associated companies, investment property as well as property, plant and equipment



Barring unforeseen circumstances, the Proposed Acquisition is expected to contribute positively to the future earnings of the BCorp group in the medium to long term with higher contribution expected from the BLand group as a consequence of the higher equity stake held in BLand.

EFFECTS OF THE PROPOSED ACQUISITION (*Cont'd*)

NA per share and gearing

- The summary of the effects of the Proposed Acquisition is as follows:

		(I)	(II)	(III)
	Audited as at 30 April 2015	Subsequent adjustment ⁽¹⁾	After (I) and the Proposed Acquisition	After (II) and assuming full conversion/ exercise of all outstanding ICULS/warrants
Share capital (RM'000)	4,330,614	4,673,180	4,673,180	7,078,009
No. of BCorp voting shares ('000)	4,148,614	4,491,180	4,491,180	6,896,009
Net assets (RM'000)	6,392,116	6,661,982	6,809,276	9,201,645
Net assets per BCorp voting share (RM)	1.54	1.48	1.52	1.33
Total interest-bearing borrowings (RM'000)	7,221,409	7,207,555	7,325,962	7,094,526
Gearing (times)	1.13	1.08	1.08	0.77

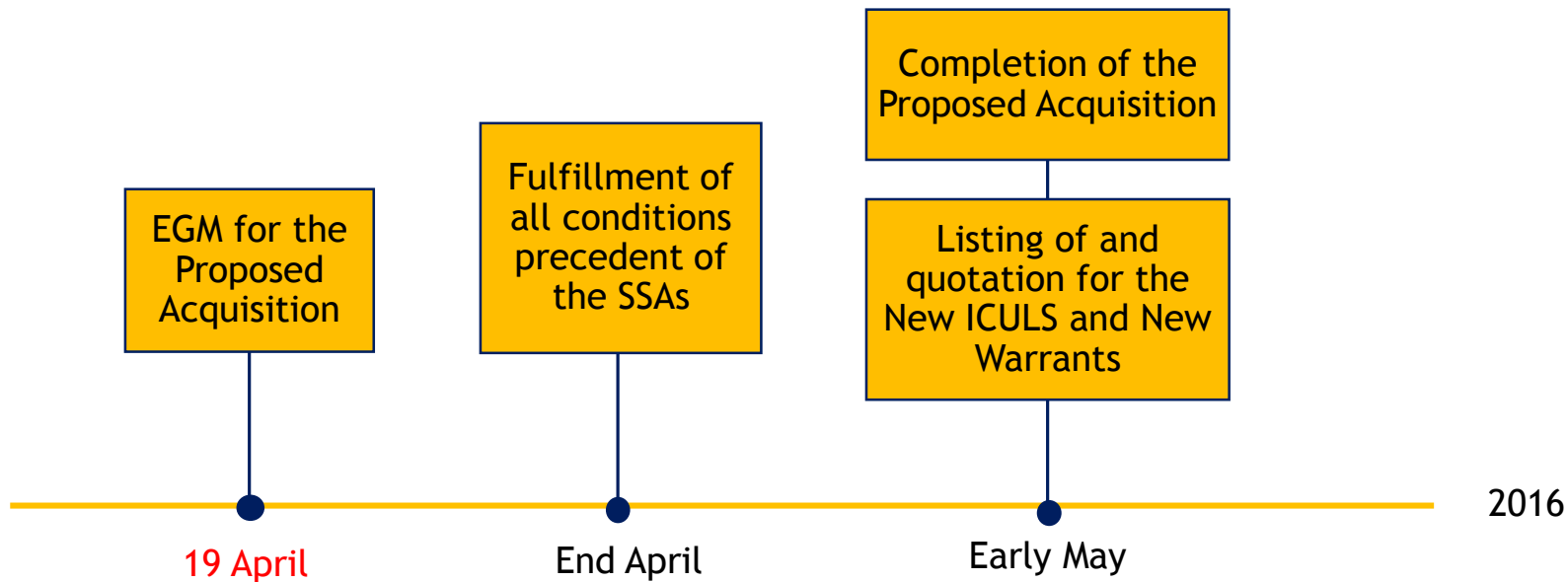
⁽¹⁾ *Comprises the issuance of new BCorp Shares arising from the conversion of ICULS.*

APPROVALS REQUIRED

Parties	Approvals for	Date
Securities Commission Malaysia	<ul style="list-style-type: none">• Issuance of the New ICULS with New Warrants	Obtained on 20 January 2016
Bursa Malaysia Securities Berhad	<ul style="list-style-type: none">• Admission of New ICULS and New Warrants to the Official List of Main Market of Bursa Securities; and• Listing of and quotation for the New ICULS and New Warrants and new BCorp Shares to be issued upon conversion of the New ICULS and/or exercise of the New Warrants on the Main Market of Bursa Securities	Obtained on 15 March 2016
Shareholders of BCorp	<ul style="list-style-type: none">• Proposed Acquisition	To be obtained on 19 April 2016 at the extraordinary general meeting (“EGM”)

TENTATIVE TIMELINE

- The tentative timetable in respect of the implementation of the Proposed Acquisition is as follows:



INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED

- The Proposed Acquisition is a related-party transaction.

Major shareholder

- TSVT

Interested Directors

- Dato' Sri Robin Tan Yeong Ching
- Ms Nerine Tan Sheik Ping
- Mr Rayvin Tan Yeong Sheik (was an Executive Director of BCorp)

Directors (voluntarily abstained)

- Datuk Robert Yong Kuen Loke
- Dato' Dickson Tan Yong Loong

- The relevant Interested Directors and Directors set out above have abstained and will continue to abstain from all deliberations and voting at the relevant Board meetings of BCorp in relation to the Proposed Acquisition.
- All of the above persons will abstain from voting on the resolution pertaining to the Proposed Acquisition in respect of their direct and/or indirect shareholdings in BCorp at this EGM.
- TSVT and the Interested Directors have undertaken to ensure that persons connected with them will abstain from voting on the resolution pertaining to the Proposed Acquisition in respect of their direct and/or indirect shareholdings in BCorp at this EGM.