

GATEWAY DEVELOPMENT ALLIANCE SDN BHD
(Registration No. 202401008832 (1554682-M))

PANTAI PANORAMA SDN BHD
(Registration No. 200601033845 (753604-V))

KWASA AKTIF SDN BHD
(Registration No. 202401013863 (1559713-K))

AND

GIP AUREA PTE. LTD.
(Incorporated in Singapore)
(Unique Entity Number of 202407949W))

Principal Adviser



AmInvestment Bank

AmlInvestment Bank Berhad
(Registration No. 197501002220 (23742-V))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

PRE-CONDITIONAL VOLUNTARY CONDITIONAL TAKE-OVER OFFER ANNOUNCEMENT

1. INTRODUCTION

- 1.1 On behalf of Gateway Development Alliance Sdn Bhd (“**GDA**”), Pantai Panorama Sdn Bhd (“**PPSB**”), Kwasa Aktif Sdn Bhd (“**KASB**”) and GIP Aurea Pte. Ltd. (“**GIP Aurea**”) (collectively, the “**Joint Offerors**”), AmlInvestment Bank Berhad (“**AmlInvestment Bank**”) wishes to announce that, subject to and contingent upon the satisfaction or waiver of the Pre-Conditions (as defined and set out in Section 2 of this announcement), the Joint Offerors intend to undertake a conditional voluntary take-over offer to acquire all the remaining 1,118,098,325 ordinary shares in Malaysia Airports Holdings Berhad (“**MAHB**” or the “**Offeree**”) (“**MAHB Shares**” or “**Shares**”) not already held by the Joint Offerors (“**Offer Share(s)**”), representing 67.01% of the total issued MAHB Shares, for a cash offer price of RM11.00 per Offer Share (“**Offer Price**”) (“**Offer**”). This pre-conditional voluntary conditional take-over offer announcement (“**Pre-Conditional Offer Announcement**”) is made in accordance with Paragraph 9.09 of the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia (“**SC**”) (“**Rules**”).
- 1.2 As at the date of this Pre-Conditional Offer Announcement, 550,456,107 Shares representing 32.99% of the total issued share capital of MAHB have been transferred by Khazanah Nasional Berhad (“**Khazanah**”) to PPSB, an indirect wholly-owned subsidiary of Khazanah.

- 1.3 There is no ultimate offeror for the Offer. The persons acting in concert with the Joint Offerors (“**PACs**”) in accordance with Sections 216(2) and/or (3) of the Capital Markets and Services Act 2007 (“**CMSA**”) for the Offer are as follows:

Name	Description of relationship
<u>PACs to PPSB</u> Khazanah	Holds 100% of voting shares in UEM Group Berhad (“ UEMG ”)
UEMG	Holds 100% of voting shares in PPSB
<u>PAC to KASB</u> Employees Provident Fund Board (“ EPF ”)	Holds 100% of voting shares in KASB
<u>PACs to GIP Aurea</u> Global Infrastructure Management, LLC (“ GIM ”)	Investment manager of Global Infrastructure Partners V-A/B AIV 7, L.P., Global Infrastructure Partners V-C Intermediate, L.P., Global Infrastructure Partners V-C2 Intermediate L.P. and GIP V Friends & Family Fund, L.P. (collectively, “ GIP Funds V ”), and sole member of GIM EM Manager, LLC, the investment manager of Global Infrastructure Partners Emerging Markets Fund I, L.P., Global Infrastructure Partners Emerging Markets Parallel Fund (Ontario) I, L.P. and Global Infrastructure Partners Emerging Markets Parallel Fund (EEA) I, L.P. (collectively, “ GIP EM Funds ”)
GIM EM Manager, LLC (“ GIM EM ”)	Investment manager of GIP EM Funds
Global Infrastructure GP V, L.P.	General partner of GIP V Friends & Family Fund, L.P. and Global Infrastructure Partners V-C Intermediate, L.P. Global Infrastructure GP V, L.P. is the ultimate general partner of GIP Funds V
Global Infrastructure GP V (Lux), Sarl	General partner of Global Infrastructure Partners V-A/B AIV 7, L.P., and Global Infrastructure Partners V-C2 Intermediate, L.P.
Global Infrastructure Partners Emerging Markets Fund GP, L.P.	General partner of Global Infrastructure Partners Emerging Markets Fund I, L.P. and Global Infrastructure Partners Emerging Markets Parallel Fund (Ontario) I, L.P. Global Infrastructure Partners Emerging Markets Fund GP, L.P. is the ultimate general partner of GIP EM Funds
GIP EM Fund GP Luxco Sarl	General partner of Global Infrastructure Partners Emerging Markets Parallel Fund (EEA) I, L.P.
GIP Funds V	Comprises of Global Infrastructure Partners V-A/B AIV 7, L.P., Global Infrastructure Partners V-C Intermediate, L.P., Global Infrastructure Partners V-C2 Intermediate L.P. and GIP V Friends & Family Fund, L.P., which collectively hold 100% interest in GIP V Master Lux, L.P.
GIP V Master Lux, L.P.	Holds 100% interest in GIP V Aurea Holding Partnership, L.P.
GIP V Aurea Holding Partnership, L.P.	Holds 50% interest in GIP Aurea Holdco Pte. Ltd. ⁽¹⁾
GIP EM Funds	Comprises of Global Infrastructure Partners Emerging Markets Fund I, L.P., Global Infrastructure Partners Emerging Markets Parallel Fund (Ontario) I, L.P. and Global Infrastructure Partners Emerging Markets Parallel Fund (EEA) I, L.P., which collectively hold 100% interest in GIP EM Holding Partnership, L.P.
GIP EM Holding Partnership, L.P.	Holds 100% interest in GIP EM Aurea Holding Partnership, L.P.

Name	Description of relationship
GIP EM Aurea Holding Partnership, L.P.	Holds 50% interest in GIP Aurea Holdco Pte. Ltd. ⁽²⁾
GIP Aurea Holdco Pte. Ltd. ("GIP Aurea Holdco")	Holds 100% interest in GIP Aurea. ⁽³⁾
Platinum Globe A 2013 RSC Limited ("Platinum Globe")	Platinum Globe would hold 16.67% interest in GIP Aurea after the fulfilment of the Acceptance Condition (as defined in Section 5.2 of this Pre-Conditional Offer Announcement). ⁽³⁾
Abu Dhabi Investment Authority ("ADIA")	Holds 100% interest in Platinum Globe.

Notes:

- (1) *If the Acceptance Condition (as defined in Section 5.2 of this Pre-Conditional Offer Announcement) is met, it is envisaged that GIP V Aurea Holding Partnership, L.P. will hold more than 80% interest in GIP Aurea Holdco Pte. Ltd.*
- (2) *If the Acceptance Condition (as defined in Section 5.2 of this Pre-Conditional Offer Announcement) is met, it is envisaged that GIP EM Aurea Holding Partnership, L.P. will hold less than 20% interest in GIP Aurea Holdco Pte. Ltd.*
- (3) *If the Acceptance Condition (as defined in Section 5.2 of this Pre-Conditional Offer Announcement) is met, it is envisaged that GIP Aurea Holdco and Platinum Globe will hold 83.33% and 16.67% equity interest in GIP Aurea, respectively.*

As at the date of this Pre-Conditional Offer Announcement, PPSB, being one of the Joint Offerors, is the sole shareholder of GDA. Within 10 business days of this Pre-Conditional Offer Announcement, PPSB, KASB and GIP Aurea will subscribe for new shares in GDA. Following the subscription, PPSB, KASB and GIP Aurea will hold 40%, 30% and 30% of the issued share capital of GDA respectively, as part of the initial capitalisation into GDA.

- 1.4 As at the date of this Pre-Conditional Offer Announcement, the details of the shareholdings of the Joint Offerors and the PACs in the Offeree are set out in Section 9 of this Pre-Conditional Offer Announcement.
- 1.5 As at the date of this Pre-Conditional Offer Announcement, none of the Joint Offerors nor the PACs have received any irrevocable undertaking from any holder of the Offer Shares ("Holder") to accept the Offer, other than from Khazanah and EPF (as PACs).

The Offer, including the notice and announcement of a firm intention of the Offer under Paragraph 9.10 of the Rules, will not be made unless and until all the Pre-Conditions have been satisfied (without conditions or on conditions reasonably satisfactory to the Joint Offerors) or waived by the Joint Offerors on or before 15 November 2024 being six (6) months from the date of this Pre-Conditional Offer Announcement (or such other date as the Joint Offerors may determine in consultation with the SC) ("Long-Stop Date").

Accordingly, all references to the Offer in this Pre-Conditional Offer Announcement refer to the possible Offer, which will only be made if and when all the Pre-Conditions are satisfied (without conditions or on conditions reasonably satisfactory to the Joint Offerors) or waived. This Pre-Conditional Offer Announcement does not amount to a firm intention to make the Offer by the Joint Offerors, and accordingly, there can be no certainty that the Offer will be made even if the Pre-Conditions are satisfied (without conditions or on conditions reasonably satisfactory to the Joint Offerors) or waived.

Shareholders of MAHB should exercise caution and seek appropriate independent advice when dealing in MAHB Shares.

2. PRE-CONDITIONS TO THE MAKING OF THE OFFER

- 2.1 The making of the Offer will be subject to the satisfaction (without conditions or on conditions reasonably satisfactory to the Joint Offerors) or waiver of the following pre-conditions (collectively, the “**Pre-Conditions**”) by the Joint Offerors:
- 2.1.1 the receipt of a non-infringement decision from the Malaysian Aviation Commission (“**MAVCOM**”) (or the relevant authority succeeding MAVCOM with respect to merger notifications, in the event of MAVCOM's dissolution) pursuant to any relevant subparagraph of Section 55(2)(b) or Section 55(3) of the Malaysian Aviation Commission Act 2015 (as may be amended, modified or re-enacted by other legislation);
 - 2.1.2 the receipt of a non-infringement decision from the Turkish Competition Authority pursuant to Article 7 of Law No. 4054 on the Protection of Competition (as may be amended, modified or re-enacted by other legislation), and any other approvals/consents from the relevant authorities/parties in Türkiye, if required;
 - 2.1.3 merger control approval, or notification that such approval is not required, from the General Authority for Competition Saudi Arabia pursuant to Royal Decree M/75 of 29/6/1440H; and
 - 2.1.4 merger control approval (whether by lapse of time or express confirmation) from the Egyptian Competition Authority pursuant to Law 3 of 2005 on the Protection of Competition and Prohibition of Monopolistic Practices, as amended by Law No. 175 of 2022 effective December 2022.
- 2.2 An application to the SC to seek its consent for the Offer to be announced subject to the Pre-Conditions pursuant to Notes 4 and 5 to paragraph 6.02 of the Rules was approved by the SC on 9 May 2024.
- 2.3 If and when all the Pre-Conditions are satisfied (i.e. approvals/waivers granted by the relevant regulators without conditions or on conditions reasonably satisfactory to the Joint Offerors) or waived by the Joint Offerors, AmlInvestment Bank, for and on behalf of the Joint Offerors, will serve a notice of firm intention to make the Offer to the Board of Directors (“**Board**”) of MAHB in accordance with subparagraph 9.10(1) of the Rules to acquire the Offer Shares (“**Formal Offer**”) (“**Notice of Formal Offer**”).

However, in the event that the Pre-Conditions are not satisfied or waived by the Joint Offerors on or before the Long-Stop Date (i.e. a date being six (6) months from the date of the Pre-Conditional Offer Announcement or such other date as the Joint Offerors may determine in consultation with the SC), the Offer will lapse and consequently the Formal Offer will not be made. AmlInvestment Bank will issue an announcement, for and on behalf of the Joint Offerors, confirming that fact as soon as reasonably practicable.

Shareholders should note that there is no certainty that the Pre-Conditions will be satisfied (without conditions or on conditions reasonably satisfactory to the Joint Offerors) or waived and/or that the Formal Offer will be made. Shareholders are advised to exercise caution when dealing in MAHB Shares.

3. THE OFFER

- 3.1 Subject to the satisfaction or waiver of the Pre-Conditions, the Offer will be made to each Holder in respect of all of the Holders' Offer Shares upon the terms and conditions of the Offer as set out in Section 5 of this Pre-Conditional Offer Announcement and in an offer document containing the terms and conditions of the Offer (“**Offer Document**”), in accordance with Paragraph 9.10 of the Rules.

- 3.2 For the avoidance of doubt, the Offer will be extended, on the same terms and conditions, to the PACs.
- 3.3 GDA will pay to each Holder who accepts the Offer, the Offer Price in accordance with the terms to be set out in the Offer Document. All of the Offer Shares accepted under the Offer will be registered in the name of GDA. Upon fulfilment of the Acceptance Condition (as defined in Section 5.2 of this Pre-Conditional Offer Announcement), PPSB will transfer the MAHB Shares it then holds to GDA, in exchange for shares in GDA. Assuming full acceptance by all the Holders under the Offer, the effective economic interest of PPSB, KASB and GIP Aurea in the Offeree will be as follows:

Name of direct shareholders of GDA (upon full acceptance by all the Holders under the Offer)	Effective economic interest in the Offeree (%)
PPSB	40.00
KASB	30.00
GIP Aurea	30.00
Total	100.00

The actual effective economic interest of the above shareholders of GDA in the Offeree upon the completion of the Offer will depend on the eventual acceptance level of the Offer.

4. INFORMATION ON THE JOINT OFFERORS

4.1 GDA

- (i) GDA was incorporated in Malaysia on 5 March 2024 under the Companies Act 2016 (“Act”) as a private limited company under its present name. The principal activity of GDA is investment holding.
- (ii) As at the date of this Pre-Conditional Offer Announcement, the issued share capital of GDA is RM100 comprising 100 ordinary shares (“GDA Shares”). As at the date of this Pre-Conditional Offer Announcement, GDA does not have any convertible security in issue.
- (iii) As at the date of this Pre-Conditional Offer Announcement, the shareholders of GDA and their respective shareholdings in GDA are as follows:

Name	<-----Direct----->		<-----Indirect----->	
	Number of GDA Shares	(1) %	Number of GDA Shares	(1) %
PPSB ⁽²⁾	100	100.00	-	-
UEMG	-	-	⁽³⁾ 100	100.00
Khazanah	-	-	⁽⁴⁾ 100	100.00

Notes:

- (1) Based on 100 GDA Shares in issue as at the date of this Pre-Conditional Offer Announcement.
- (2) For information purpose, as at the date of this Pre-Conditional Offer Announcement, PPSB, being one of the Joint Offerors, is the sole shareholder of GDA. Within 10 business days of this Pre-Conditional Offer Announcement, PPSB, KASB and GIP Aurea will subscribe for new shares in GDA. Following the subscription, PPSB, KASB and GIP Aurea will hold 40%, 30% and 30% of the issued share capital of GDA respectively, as part of the initial capitalisation into GDA.

(3) *Deemed interest by virtue of Section 8(4) of the Act through PPSB.*

(4) *Deemed interest by virtue of Section 8(4) of the Act through UEMG.*

- (iv) As at the date of this Pre-Conditional Offer Announcement, the particulars of the director of GDA are as follows:

Name	Designation	Nationality
Mohd Asrul Bin Ab Rahim	Director	Malaysian

As at the date of this Pre-Conditional Offer Announcement, the director of GDA does not have any shareholdings in GDA.

For information purpose, PPSB, being one of the Joint Offerors, is the sole shareholder of GDA as at the date of this Pre-Conditional Offer Announcement and therefore only one (1) representative from PPSB was appointed as a director of GDA. After the date of this Pre-Conditional Offer Announcement, KASB and GIP Aurea will subscribe for shares in GDA, and thereafter they will initially each appoint one (1) director to the Board of GDA.

- (v) GDA is a special purpose vehicle incorporated to jointly undertake the Offer with PPSB, KASB and GIP Aurea, subject to the satisfaction or waiver of the Pre-Conditions.

4.2 PPSB

- (i) PPSB was incorporated in Malaysia on 20 November 2006 under the Companies Act 1965 as a private limited company under its present name and is deemed registered under the Act. The principal activity of PPSB is investment holding.
- (ii) As at the date of this Pre-Conditional Offer Announcement, the issued share capital of PPSB is RM50,000 comprising 50,000 ordinary shares. As at the date of this Pre-Conditional Offer Announcement, PPSB does not have any convertible security in issue.
- (iii) As at the date of this Pre-Conditional Offer Announcement, PPSB is a wholly-owned subsidiary of UEMG, which is in turn a wholly-owned subsidiary of Khazanah.
- (iv) As at the date of this Pre-Conditional Offer Announcement, the particulars of the directors of PPSB are as follows:

Name	Designation	Nationality
Dato' Mohd Izani Bin Ghani	Director	Malaysian
Mohd Asrul Bin Ab Rahim	Director	Malaysian

4.3 KASB

- (i) KASB was incorporated in Malaysia on 5 April 2024 under the Act as a private limited company under its present name. The principal activity of KASB is investment holding.
- (ii) As at the date of this Pre-Conditional Offer Announcement, the issued share capital of KASB is RM1 comprising one (1) ordinary share. As at the date of this Pre-Conditional Offer Announcement, KASB does not have any convertible security in issue.
- (iii) As at the date of this Pre-Conditional Offer Announcement, KASB is a wholly-owned subsidiary of EPF.

- (iv) As at the date of this Pre-Conditional Offer Announcement, the particulars of the directors of KASB are as follows:

Name	Designation	Nationality
Mohd Shahazwan bin Mohd Harris	Director	Malaysian
Mak Ngan Hoe	Director	Malaysian

4.4 GIP Aurea

- (i) GIP Aurea was incorporated in Singapore on 29 February 2024 under the Singapore Companies Act 1967 as private company limited by shares under its present name. GIP Aurea is principally a holding company.
- (ii) As at the date of this Pre-Conditional Offer Announcement, the issued share capital of GIP Aurea is United States Dollar (“**USD**”) 0.01 comprising one (1) ordinary share. As at the date of this Pre-Conditional Offer Announcement, GIP Aurea does not have any convertible security in issue.
- (iii) As at the date of this Pre-Conditional Offer Announcement, GIP Aurea is wholly-owned by GIP Aurea Holdco. After the fulfilment of the Acceptance Condition, GIP Aurea Holdco and Platinum Globe would hold 83.33% and 16.67% equity interest in GIP Aurea, respectively.

GIP Aurea Holdco is indirectly wholly-owned by various limited partnership vehicles, which collectively are referred to as GIP Funds V and GIP EM Funds. GIP Funds V and GIP EM Funds are in turn managed by GIM and GIM EM respectively. GIM is one of the largest infrastructure managers globally, with over USD112 billion in assets under management across infrastructure equity and credit strategies.

Platinum Globe is wholly-owned by ADIA. ADIA is a globally diversified investment institution that prudently invests funds on behalf of the Government of Abu Dhabi through a strategy focused on long term value creation.

- (iv) As at the date of this Pre-Conditional Offer Announcement, the particulars of the directors of GIP Aurea are as follows:

Name	Designation	Nationality
Sharad Malhotra	Director	Indian
Tey Siow Chin	Director	Malaysian

5. TERMS AND CONDITIONS OF THE OFFER

Subject to the satisfaction or waiver of the Pre-Conditions, the principal terms and conditions of the Offer, unless otherwise directed or permitted to be varied by the SC, will be as follows:

5.1 Consideration for the Offer Shares

- (i) GDA will pay to each Holder who accepts the Offer, the Offer Price in accordance with the terms to be set out in the Offer Document.

- (ii) If the Offeree declares, makes or pays any dividend and/or any other distribution (“**Distribution**”) on or after the date of this Pre-Conditional Offer Announcement but prior to the closing date of the Offer (“**Closing Date**”), and the Holders are entitled to retain such Distribution, the Joint Offerors will reduce the Offer Price by an amount equivalent to the net Distribution per MAHB Share which the Holders of such Offer Shares are entitled to retain.
- (iii) As at the date of this Pre-Conditional Offer Announcement, the Joint Offerors are not aware of any Distribution which has been declared by MAHB that is payable on or after the date of this Pre-Conditional Offer Announcement.
- (iv) The Holders may accept the Offer in respect of all or a part of the Offer Shares that they hold. The cash consideration payable to an accepting Holder pursuant to the valid acceptance of the Offer will be rounded down to the nearest whole sen. GDA will not pay fractions of a sen, if any, to any accepting Holder.
- (v) The Offer Price is the price at which the Joint Offerors are willing to acquire the Offer Shares after taking into consideration, among others, the historical market prices of the Shares prior to the date of this Pre-Conditional Offer Announcement, the financial ratios as well as the rationale for the Offer. Neither the Joint Offerors nor the PACs have purchased any Share at a price (excluding stamp duty and commission) higher than the Offer Price in the three (3) months prior to the beginning of the offer period, being 15 May 2024, the date of this Pre-Conditional Offer Announcement.
- (vi) The Offer Price represents the following:
 - (a) a premium of 49.46% year to date (“**YTD**”) based on the closing price of RM7.36 on 29 December 2023, in comparison to the 10.40% YTD performance of the benchmark index FTSE Bursa Malaysia KLCI;
 - (b) premia over the last traded price and volume-weighted average market price (“**VWAMP**”) of the Shares up to and including 14 May 2024, being the last trading day prior to the date of this Pre-Conditional Offer Announcement (“**LTD**”) as follows:

	Price	Premium	
	(RM)	(RM)	(%)
Last traded price as at LTD	10.40	0.60	5.77
<u>Up to and including LTD:</u>			
Five (5)-day VWAMP	10.3342	0.6658	6.44
One (1)-month VWAMP	10.0667	0.9333	9.27
Three (3)-month VWAMP	9.5523	1.4477	15.16
Six (6)-month VWAMP	8.7328	2.2672	25.96
One (1)-year VWAMP	7.9839	3.0161	37.78

(Source: Bloomberg)

- (c) implied price-to-earnings ratio (“**PER**”) of 37.71 times, calculated in the following manner:

	EPS (sen)	PER (times)
Based on the audited consolidated earnings per Share (“ EPS ”) for the financial year ended (“ FYE ”) 31 December 2023	29.17 ⁽¹⁾	37.71

- (d) implied price-to-book ratio (“**PBR**”) of 2.62 times, calculated in the following manner:

	NA per Share RM	PBR (times)
Based on the audited consolidated net assets (“ NA ”) per Share as at 31 December 2023	4.20 ⁽²⁾	2.62

- (e) implied enterprise value (“**EV**”) to adjusted earnings before interest, taxation, depreciation and amortisation (“**Adjusted EBITDA**”) multiples of 13.92 times, calculated in the following manner:

	EV ⁽³⁾ RM('000)	Adjusted EBITDA ⁽⁴⁾ RM('000)	EV/Adjusted EBITDA (times)
FYE 31 December 2023	20,996,661	1,508,872	13.92

Notes:

- (1) After deducting the distribution to Perpetual Sukuk holders of RM57.5 million.
- (2) Excludes RM997.84 million of Perpetual Sukuk in nominal value issued under the Perpetual Subordinated Sukuk Programme which is accounted for as equity.
- (3) Computed as follows:

	Audited as at 31 December 2023 RM('000)
Implied market capitalisation based on the Offer Price and 1,668,554,432 Shares in issue as at the date of this Pre-Conditional Offer Announcement	18,354,099
Add: Total borrowings	4,587,140
Lease liabilities	135,430
Perpetual Sukuk	997,842
Less: Financial assets at fair value through profit or loss	963,965
Investments in associates	171,337
Investments in joint ventures	97,447
Cash and cash equivalents	1,845,101
EV	20,996,661

(4) Computed as follows:

	Audited as at 31 December 2023
	RM('000)
<i>Profit before tax and zakat</i>	506,104
<i>Add: Finance cost</i>	666,312
<i>Depreciation and amortisation</i>	1,148,242
<i>Less: Interest income</i>	71,720
<i>Investment income</i>	44,774
<i>Unrealised gain on fair value for quoted unit trust and unquoted shares</i>	126,513
<i>Shares of results of associates</i>	29,416
<i>Shares of results of joint ventures</i>	5,672
<i>Concession payment ^(a)</i>	533,691
Adjusted EBITDA (i.e. EBITDA less concession payment)	1,508,872

Note:

(a) Refers to the amounts paid in accordance with the concession granted for the operation of the Istanbul Sabiha Gokcen International Airport.

5.2 Condition of the Offer

- (i) The Offer will be conditional upon the Joint Offerors having received, on or before the Closing Date, valid acceptances by the Holders of the Offer Shares (provided that such acceptances are not, where permitted, subsequently withdrawn), which will result in the Joint Offerors holding, together with such Shares that are already acquired, held or entitled to be acquired or held, not less than 90.00% of the total issued MAHB Shares (“**Acceptance Condition**”).
- (ii) The Offer will be conditional upon the fulfilment of the Acceptance Condition on or before the Closing Date, failing which the Offer shall lapse and all acceptances shall be returned to the accepting Holders, and the Joint Offerors will thereafter cease to be bound by any such prior acceptances of the Offer.
- (iii) Nevertheless, the Joint Offerors reserve the right to revise the level of the Acceptance Condition to a lower level, provided that the revised Offer shall remain open for not less than 14 days following the date of such revision and the Holders of the Offer Shares who have accepted the Offer being permitted to withdraw their acceptances within eight (8) days of the notification of the revision.

5.3 Posting of the Offer Document

The Offer will be made in conjunction with the posting of the Offer Document, which will not be later than 21 days from the date the Joint Offerors serve the Notice of Formal Offer to the Board of MAHB, or any extended time period as may be approved or permitted by the SC. AmInvestment Bank, on behalf of the Joint Offerors, shall make an application to the SC for an extension of time if the posting of the Offer Document is deferred beyond the requisite 21 days.

5.4 Warranties

The Joint Offerors will acquire the Offer Shares on the basis that the acceptance by a Holder is made in accordance with the terms and conditions to be set out in the Offer Document. Such acceptance will be deemed to constitute an irrevocable and unconditional warranty by the accepting Holder that the Offer Shares, to which such acceptance relates, are sold:

- (i) free from all moratoriums, claims, charges, liens, pledges, encumbrances, options, rights of pre-emption, third party rights and equities from the date of the valid acceptance; and
- (ii) with all rights, benefits and entitlements attached thereto, including the right to all dividends and/or distributions declared, made or paid on or after the date of this Pre-Conditional Offer Announcement, subject to the adjustments set out in Section 5.1(ii) of this Pre-Conditional Offer Announcement.

If the Joint Offerors intend to make the Formal Offer upon the satisfaction or waiver of the Pre-Conditions, the Formal Offer will be made on terms that are no less favourable to the terms stated in this Pre-Conditional Offer Announcement.

6. RATIONALE FOR THE OFFER

- 6.1 Airports are critical infrastructure and enablers of economic activity through the flow of passengers and cargo.
- 6.2 Malaysia is strategically located in the rapidly growing South-East Asian aviation market and has the potential to play an important role in long-haul, global, air connectivity. Its network of capital city and regional airports has the potential to develop a broad base of origin and destination traffic, and transit traffic, and freight.
- 6.3 Presently, Malaysia's long-haul air connectivity underperforms regional peers, adversely impacting Malaysia's ability to attract leisure and business travel, and foreign investment. The Joint Offerors believe that improved connectivity will stimulate traffic growth with the resultant economic benefits.
- 6.4 MAHB's airports are key gateways to Malaysia and Türkiye and it is crucial that its international airports demonstrate high and consistent service standards and provide an excellent passenger experience, leaving a positive and enduring impression on travellers.
- 6.5 With their combined capabilities, the Joint Offerors are confident that they can deliver their objectives to upgrade and modernise MAHB's operations, enhance passenger service, improve airline connectivity and stimulate traffic growth. All of these will help unlock the potential of Malaysia's airport network and drive the continued development of Istanbul Sabiha Gökçen in Türkiye.
- 6.6 The Joint Offerors believe that these objectives will be best achieved by MAHB as a private entity, taking a long-term approach to decision-making and capital investment, and benefitting from Global Infrastructure Partners' ("GIP") airport expertise. The Joint Offerors have identified several priority initiatives:
 - (a) Delivering to completion high priority capital and maintenance projects: The Joint Offerors will place immediate focus on evaluating key capital expenditure projects and resolving delays, including the aerotrain and the baggage handling system at Kuala Lumpur International Airport ("KLIA").
 - (b) Enhancing the passenger experience: The Joint Offerors plan to alleviate congestion, improve passenger flows and terminal ambience at MAHB's airports, and expand the retail and food and beverage offering.

- (c) Working with existing and attracting new airlines: A key focus area for the Joint Offerors will be expanding the long-haul network at KLIA, as well as improving overall connectivity at MAHB's state airports.
- (d) Maintaining the highest level of safety for passengers and employees: The well-being and safety of MAHB's staff and travellers will, at all times, be of the highest priority to the Joint Offerors.
- (e) Upgrading and harmonising service levels: The Joint Offerors are committed to implementing minimum operational best practices across MAHB's network of airports.
- (f) Planning investment to grow airport capacity: The Joint Offerors plan to invest in MAHB's network of airports in Malaysia and Türkiye with the benefit of long-term decision-making and GIP's expertise in expanding and optimising airport capacity.
- (g) Driving economic stimulus by partnering with state bodies and local businesses to expand activity around MAHB's airports, leveraging growth in passenger and freight flows (e.g. aeropolis).

The Joint Offerors look forward to working with MAHB's management and its employees to implement these initiatives.

- 6.7 Accordingly, the Joint Offerors are offering the Holders the opportunity to realise their investment in the Offer Shares for cash at the Offer Price, which represents a 15.16% premium to the three (3)-month VWAMP of RM9.5523 per share. The Offer Price also implies a 49.46% YTD increase which compares to the 10.40% YTD performance of the benchmark index FTSE Bursa Malaysia KLCI.

7. ADDITIONAL INFORMATION REGARDING THE OFFER

- 7.1 For the avoidance of doubt, the Joint Offerors confirm that there are no plans for layoffs as a result of the transaction and that existing employment rights will be fully safeguarded.
- 7.2 The Government of Malaysia will retain certain special share rights in MAHB. The Chairman and Chief Executive Officer of MAHB will continue to be Malaysian citizens.
- 7.3 There will be no changes to the passenger service charge rates published by MAVCOM on 12 March 2024 as a result of the transaction.
- 7.4 The Joint Offerors remain committed to the airport operations and improving service levels at Istanbul Sabiha Gökçen in Türkiye.

8. LISTING STATUS OF THE OFFEREE AND COMPULSORY ACQUISITION

8.1 Listing status of the Offeree

Subparagraph 8.02(1) of the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**") states that a listed issuer must ensure that at least 25.00% of its total listed shares (excluding treasury shares) are in the hands of public shareholders ("**Public Spread Requirement**") to ensure its continued listing on the Main Market of Bursa Securities. Bursa Securities may accept a percentage lower than 25.00% of the total number of listed shares (excluding treasury shares) if it is satisfied that such lower percentage is sufficient for a liquid market in such shares.

A listed issuer that fails to maintain the Public Spread Requirement may request for an extension of time to rectify the situation in the manner as may be prescribed by Bursa Securities. Where no extension of time is granted by Bursa Securities, Bursa Securities may take or impose any type of action or penalty pursuant to Paragraph 16.19 of the Listing Requirements for a breach of Subparagraph 8.02(1) of the Listing Requirements and may, in its discretion, suspend trading in the securities of the listed issuer pursuant to Subparagraph 16.02(1) of the Listing Requirements. However, the non-compliance of the Public Spread Requirement will not automatically result in the de-listing of the Offeree from the Official List of Bursa Securities (“**Official List**”). Notwithstanding this, the Joint Offerors will not be taking any steps to address any shortfall in the public shareholding spread of the Offeree in the event it does not meet the Public Spread Requirement after the Closing Date.

In relation to a take-over offer for the acquisition of the listed shares of a listed issuer pursuant to the Rules, upon 90.00% or more of the listed shares (excluding treasury shares) of the said listed issuer being held by a shareholder either individually or jointly with the associates of the shareholder, an immediate announcement must be made by the listed issuer pursuant to the Listing Requirements. Upon such immediate announcement, Bursa Securities shall, in the case where the offeror does not intend to maintain the listing status, suspend the trading of the listed issuer’s securities immediately upon the expiry of five (5) market days from Closing Date.

A listed issuer may withdraw the listing of its securities from the Official List in a take-over offer upon 90.00% or more of its listed shares (excluding treasury shares), being held by a shareholder either individually or jointly with the associates of the said shareholder, and the listed issuer has announced the offeror’s intention not to maintain the listed issuer’s listing status. Notwithstanding this, Bursa Securities may at its discretion impose additional conditions for the withdrawal of the listed issuer’s listing status from the Official List.

The Joint Offerors do not intend to maintain the listing status of the Offeree on the Main Market of Bursa Securities. If the Acceptance Condition (as defined in Section 5.2 of this Pre-Conditional Offer Announcement) is met, the Joint Offerors will procure the Offeree to take all necessary steps and procedures to withdraw its listing status from the Official List in accordance with the Listing Requirements. However, if the Acceptance Condition is revised to a lower level, the Joint Offerors will pursue the appropriate route to de-list the Offeree.

If the de-listing of the Offeree from the Official List is successful, the Shares will no longer be traded on Bursa Securities.

8.2 Compulsory acquisition

Section 222(1) of the CMSA provides that, where an offeror:

- (a) has made a take-over offer for all the shares or all the shares in any particular class in an offeree; and
- (b) has received acceptances of not less than nine-tenths in the nominal value of the offer shares,

the offeror may, within four (4) months of the date of the take-over offer, acquire the remaining shares or remaining shares in any particular class in the offeree, by issuing a notice in the form or manner specified by the SC to such effect, to all dissenting shareholders provided that the notice:

- (i) is issued within two (2) months from the date of achieving the conditions under Sections 222(1)(a) and 222(1)(b) of the CMSA; and
- (ii) is accompanied by a copy of a statutory declaration by the offeror that the conditions for the giving of the notice are satisfied.

Section 222(1A) of the CMSA provides that, for the purpose of Section 222(1)(b) of the CMSA, the acceptances shall not include shares already held at the date of the take-over offer by the offeror or persons acting in concert.

If the Offer has been accepted by the Holders of not less than nine-tenths in the nominal value of the Offer Shares (excluding Shares held by the Joint Offerors and the PACs as at the date of the Offer) on or before the Closing Date, **the Joint Offerors intend to invoke the provisions of Section 222 of the CMSA** to compulsorily acquire any remaining Offer Shares from the Holders who have not accepted the Offer and/or failed or refused to transfer their Offer Shares in accordance with the terms and subject to the conditions of the Offer Document ("**Dissenting Holders**"), and necessary steps will also be taken to de-list the Offeree from the Official List. Under such circumstances, all the Holders of these Offer Shares will be paid in cash for the Offer Shares compulsorily acquired. For the avoidance of doubt, all such Offer Shares will, subject to Section 224(1) of the CMSA, be acquired on the same terms as set out in the Offer Document.

In accordance with Section 224(1) of the CMSA, where a notice is given under Section 222(1) of the CMSA, the court may, on an application made by a Dissenting Holder within one (1) month from the date on which the notice was given by the Joint Offerors, order that the Joint Offerors shall not be entitled and shall not be bound to acquire the Offer Shares of such Dissenting Holder, or specify terms of acquisition that are different from the terms of the Offer.

Notwithstanding the foregoing, Section 223 of the CMSA provides that if the Joint Offerors receive valid acceptances from the Holders resulting in the Joint Offerors and the PACs holding not less than nine-tenths in the value of all the MAHB Shares (including the Shares that are already held by the Joint Offerors and the PACs as at the date of the Offer) on or before the Closing Date, a Dissenting Holder may exercise his rights under Section 223(1) of the CMSA, by serving a notice on the Joint Offerors to require the Joint Offerors to acquire his Shares on the same terms (to the extent applicable) as set out in the Offer Document or such terms as may be agreed between the Joint Offerors and the Dissenting Holder.

In accordance with Section 224(3) of the CMSA, when a Dissenting Holder exercises his rights under Section 223(1) of the CMSA, the court may, on an application made by such Dissenting Holder or by the Joint Offerors, order that the terms on which the Joint Offerors shall acquire such Offer Shares shall be as the court thinks fit.

Section 223(2) of the CMSA requires the Joint Offerors to give the Dissenting Holders a notice in the manner prescribed under the Rules of the rights that are exercisable by the Dissenting Holder under Section 223(1) of the CMSA ("**Notice to Dissenting Holders**"), within one (1) month from which the Joint Offerors and the PACs have acquired not less than nine-tenths in the value of all the MAHB Shares (including Shares already held by the Joint Offerors and the PACs). The Notice to Dissenting Holders under Section 223(2) of the CMSA may specify the period for the exercise of the rights of the Dissenting Holders and in any event, such period shall not be less than three (3) months after the Closing Date.

9. DISCLOSURE OF INTERESTS IN THE OFFEREE

The following disclosures are made in accordance with subparagraphs 9.10(3)(d) and 9.10(3)(e) of the Rules:

- (i) As at the date of this Pre-Conditional Offer Announcement, the total shareholdings of the Joint Offerors and the PACs in the Offeree is 687,822,214 MAHB Shares representing 41.22% of the total MAHB Shares in issue. Save for PPSB, Khazanah, UEMG, EPF and ADIA, none of the other Joint Offerors and PACs have shareholdings in the Offeree. The direct and indirect shareholdings of the Joint Offerors and the PACs are as follows:

Name	<-----Direct----->		<-----Indirect----->	
	Number of Shares held	(1) %	Number of Shares held	(1) %
<u>Joint Offerors</u>				
PPSB	550,456,107	32.99	-	-
<u>PACs</u>				
Khazanah	4,132,667	0.25	⁽²⁾ 550,456,107	32.99
UEMG	-	-	⁽³⁾ 550,456,107	32.99
EPF	131,129,212	7.86	-	-
ADIA	⁽⁴⁾ 2,104,228	0.126	-	-

Notes:

- (1) Based on 1,668,554,432 MAHB Shares in issue as at the date of this Pre-Conditional Offer Announcement.
- (2) Deemed interest by virtue of Section 8(4) of the Act through UEMG.
- (3) Deemed interest by virtue of Section 8(4) of the Act through PPSB.
- (4) Held via external fund managers of ADIA and internally via a public investment department of ADIA.

- (ii) As at the date of this Pre-Conditional Offer Announcement, none of the Joint Offerors nor the PACs have received any irrevocable undertaking from any Holder to accept the Offer, other than from Khazanah and EPF (as PACs).
- (iii) As at the date of this Pre-Conditional Offer Announcement, the Joint Offerors and the PACs have not entered into, or been granted, any option to acquire the Offer Shares.
- (iv) Save as disclosed in Sections 1.2, 1.5 and 3.3 of this Pre-Conditional Offer Announcement and any related agreements that may be entered into to reflect the intention in the same, as at the date of this Pre-Conditional Offer Announcement, there is no existing or proposed agreement, arrangement or understanding in relation to the Shares between the Joint Offerors or the PACs and any other Holder.

10. FINANCIAL RESOURCES OF THE JOINT OFFERORS

- 10.1 The Joint Offerors confirm that they have sufficient financial resources to satisfy full acceptance of the Offer Shares, and confirm that the Offer will not fail due to insufficient financial capability and that every Holder who wishes to accept the Offer will be paid in full in cash.
- 10.2 AmInvestment Bank confirms that the resources available to the Joint Offerors are sufficient to satisfy full acceptance of the Offer Shares by every Holder.

11. RESPONSIBILITY STATEMENT

The Boards of GDA, PPSB, KASB and GIP Aurea have seen and approved this Pre-Conditional Offer Announcement. They jointly and severally accept full responsibility for the accuracy of information contained in this Pre-Conditional Offer Announcement and confirm, after having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this Pre-Conditional Offer Announcement have been arrived at after due and careful consideration and there are no other facts not contained in this Pre-Conditional Offer Announcement, the omission of which would make any statement in this Pre-Conditional Offer Announcement misleading.

12. FURTHER INFORMATION

Further information will be set out in the Notice of Formal Offer that will be served to the Board of MAHB and the Offer Document that will be despatched to all Holders, subject to the satisfaction or waiver of the Pre-Conditions and the Formal Offer being made.

This Pre-Conditional Offer Announcement is dated 15 May 2024.