

MAYBAN TRUSTEES BERHAD

(Incorporated in Malaysia)
(5004 - P)

15 April 2009

PREMIUM COMMERCE BERHAD

Suite 7.02, 7th Floor
Wisma Central
Jalan Ampang
50450 Kuala Lumpur

URGENT

BY FAX & BY HAND
Fax No. :03- 2171 2116

Attn: Ms Lui Kwee Hui

Dear Sir,

**RE: PREMIUM COMMERCE BERHAD ("PCB")
Issuance of up to RM600.0 Million Nominal Value Asset-Backed Medium Term
Notes under a Medium Term Notes Programme ("the MTN Programme")
Proposed Variation of Terms**

Reference is made to the above and your letter of 25 March 2009 and 1 April 2009, we note that you propose to amend the Relevant Documents to incorporate the proposed variations to the terms and conditions of the MTN Programme (the "Principal Term and Conditions") as set out below ("the Proposed Variations"):-

1. to include IC Capital Resources Sdn Bhd ("ICCR") and such other company(ies) within the Group ("Additional Originators") as shall be identified from time to time and acceptable to the Lead Arranger and notified to the Securities Commission ("SC") as Originators under the MTN Programme and consequential changes pursuant thereto (eg. inclusion of the Additional Originators as Servicers). For purposes of this letter, reference to the "Group" shall mean Tan Chong Motor Holdings Berhad ("TCMH") and its related corporations;
2. to extend the Availability Period from five (5) years from the date of the Issue Documents to ten (10) years from the date of consent of the Proposed Variations by the Notes Trustee;
3. to allow Class A and Class B Notes to be unrated for any Notes Series.

Upon our consideration of RAM's confirmation letter dated 11 March 2009, the legal opinion from M/s Zul Rafique & Partners dated 25 March 2009 and our notices to the Noteholders dated 30 March 2009 and 3 April 2009, we hereby consent to the following:-

- a. to amend the Relevant Documents to give effect to the Proposed Variations; and
- b. to amend the Memorandum of Articles of Association of PCB to give effect to the Proposed Variation 1 pursuant to Clause 10.2.3 of the Trust Deed dated 10 May 2005.

Thank you.

Yours faithfully;

MAYBAN TRUSTEES BERHAD


SURINDAR KAUR G
Chief Executive Officer

- cc
1. **CIMB INVESTMENT BANK BERHAD (as "Facility Agent")**
10th Floor, Bangunan CIMB Fax No: 03-2095 0117
Jalan Semantan, Damansara Heights
50490 Kuala Lumpur
**Attn: Ms Tan Juat Joon/ Mr David Lee/Ms Chin Yen Choo/
Ms Yuhana Yunus**

 2. **CIMB INVESTMENT BANK BERHAD (As "Lead Arranger")**
6th Floor, Bangunan CIMB Fax No: 03-2095 0117
Jalan Semantan, Damansara Heights
50490 Kuala Lumpur
Attn: Ms Wong Sue Ling

 3. **M/S ZUL RAFIQUE & PARTNERS**
17th Floor, Menara PanGlobal Fax No: 03- 2034 1913
8 Lorong P. Ramlee
50250 Kuala Lumpur.
Attn: Ms. Loh Mei Mei/ Ms. Ashela