



22 November 2023

The Board of Directors

Ajiya Berhad
Suite 9D, Level 9
Menara Ansar
65, Jalan Trus,
80000 Johor Bahru,
Johor

Dear Sir / Madam,

AJIYA BERHAD ("AJIYA" OR THE "OFFEREE")

NOTICE OF CONDITIONAL MANDATORY TAKE-OVER OFFER ("NOTICE")

1. INTRODUCTION

On 22 September 2023, Chin Hin Group Berhad ("**Chin Hin**" or the "**Offeror**") had entered into conditional share sale agreements ("**SSAs**") with How Lian Yeong and Ong Hang Ping (collectively referred to as the "**Vendors**") respectively for the proposed acquisition of 6,218,200 ordinary shares in Ajiya ("**Ajiya Share(s)**") ("**SSA Share(s)**") in total, representing approximately 2.11% equity interest in Ajiya for a total cash consideration of RM9,513,846 or RM1.53 per Ajiya Share ("**Acquisition**").

The details of the Acquisition are as follows:-

Vendors	No. of Ajiya Shares	% ⁽ⁱ⁾
How Lian Yeong	3,786,900	1.28
Ong Hang Ping	2,431,300	0.83
Total	6,218,200	2.11

Note:-

- (i) Computed based on the share capital of Ajiya comprising 294,970,084 Ajiya Shares (excluding treasury shares).

Upon completion of the Acquisition, the collective shareholdings of Chin Hin and its persons acting in concert ("**PACs**") will increase from 94,385,250 Ajiya Shares representing equity interest of 32.0% in Ajiya to 100,603,450 Ajiya Shares representing equity interest of 34.11% in Ajiya

The SSAs are rendered unconditional on 22 November 2023. Accordingly, pursuant to Section 218(2) of the Capital Markets and Services Act, 2007 ("**CMSA**") and Paragraph 4.01(a) of the Rules on Take-overs, Mergers and Compulsory Acquisitions ("**Rules**"), the Offeror is obliged to extend a conditional mandatory take-over offer to acquire all the remaining Ajiya Shares not already owned by Chin Hin ("**Offer Share(s)**") at a cash offer price of RM1.53 per Ajiya Share ("**Offer Price**") ("**Offer**").

As of the date of this Notice the following parties are deemed to be PACs with the Offeror in accordance with Section 216(3) of the CMSA in relation to the Offer:-

- (i) Divine Inventions Sdn Bhd ("**DISB**");
- (ii) Datuk Cheng Lai Hock ("**Datuk Cheng**");
- (iii) Chiau Beng Soo ("**Beng Soo**");
- (iv) Chiau Teck Huat @ Chiau Lay Koon ("**Lay Koon**");
- (v) Chiau Lay Kuan ("**Lay Kuan**");
- (vi) Shout Chan;
- (vii) Toh Poh Keong ("**Poh Keong**");
- (viii) Yeoh Hock Seng ("**Hock Seng**");
- (ix) Lee Ah Kuan ("**Ah Kuan**"); and
- (x) Cheng Siew Hiang ("**Siew Hiang**").

Further details of the Offeror and its PACs are set out in Section 3 of this Notice. For the avoidance of doubt, the Offer shall be extended to the PACs.

The Offer is conditional upon the Offeror to meet the Acceptance Condition (as defined under Section 4.2 of this Notice) as the collective shareholdings of Offeror and its PACs in Ajiya upon completion of the Acquisition is less than 50% of voting shares in Ajiya.

2. THE OFFER

On behalf of the Offeror, AmInvestment Bank Berhad ("**AmInvestment Bank**") hereby serves this Notice to the Board of Directors of Ajiya ("**Ajiya Board**") in accordance with Paragraph 9.10(1)(b)(i) of the Rules to acquire the Offer Shares at a cash consideration of RM1.53 per Offer Share, subject to the adjustments as set out in Section 4.1 below, if applicable.

The Offer is being made to each holder of the Offer Shares ("**Holder(s)**") for all the Offer Shares held by the Holder, subject to the terms and conditions of the Offer as set out in Section 4 of this Notice and a document outlining the terms and conditions of the Offer ("**Offer Document**"). To accept this Offer, the Holders will have to refer to the procedures for acceptance which will be detailed in the Offer Document, together with the accompanying forms of acceptance and transfer for the Offer Shares which will be posted to the Holders in due course, subject to the notification from the Securities Commission Malaysia ("**SC**") that it has no further comments.

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3. INFORMATION ON THE OFFEROR AND ITS PACS

As at 20 November 2023, being the latest practicable date prior to the date of this Notice ("LPD"), the shareholdings of the Offeror and its PACs in Ajiya are as follows:-

Name	As at the LPD	
	No. of Ajiya shares	%
<u>Offeror</u>		
Chin Hin	(i) 78,218,200	(i) 26.52
<u>PACs</u>		
DISB	21,353,250	7.24
Datuk Cheng	42,700	0.01
Beng Soo	500,300	0.17
Lay Koon	107,000	0.04
Lay Kuan	45,000	0.02
Shout Chan	3,500	*
Poh Keong	20,000	0.01
Hock Seng	309,400	0.10
Ah Kuan	100	*
Siew Hiang	4,000	*
Total	100,603,450	34.11

* Less than 0.01%.

Note:-

- (i) Being the resultant shareholdings held by the Offeror upon completion of the Acquisition. As at the LPD, prior to the completion of the Acquisition, the Offeror holds 72,000,000 Ajiya Shares representing equity interest of 24.41% in Ajiya.

3.1 Offeror

Chin Hin was incorporated on 12 June 2014 in Malaysia under the Companies Act 1965 as a public limited company and is deemed registered under the Companies Act, 2016 ("**Act**"). Chin Hin was listed on the Main Market of Bursa Securities on 8 March 2016. Chin Hin is principally engaged in investment holding and management services and through its subsidiaries, it is involved in manufacturing, trading, distribution and wholesale of building materials, manufacturing and trading of commercial vehicles, property development as well as construction.

As at the LPD, the issued share capital of Chin Hin is RM381,850,595 comprising of 1,769,413,692 ordinary shares in Chin Hin ("**Chin Hin Shares**") (excluding 750,300 treasury shares).

As at the LPD, the directors of Chin Hin are Datuk Seri Chiau Beng Teik ("**DS Chiau**"), Chiau Haw Choon ("**CHC**"), Shelly Chiau Yee Wern ("**Shelly**"), Yeoh Chin Hoe, Datuk Hj Mohd Yusri bin Md Yusof and Datuk Cheng

As at the LPD, the substantial shareholders of Chin Hin and their respective shareholdings in Chin Hin are as follows:-

Name	Direct		Indirect	
	No. of Chin Hin Shares	%	No. of Chin Hin Shares	%
DISB	666,699,500	37.68	-	-
PP Chin Hin Realty Sdn Bhd ("PP Chin Hin Realty")	-	-	666,699,500 ⁽¹⁾	37.68
DS Chiau	394,633,700	22.30	666,699,500 ⁽²⁾	37.68
CHC	101,373,600	5.73	666,699,500 ⁽²⁾	37.68

Notes:-

(1) Deemed interested in Chin Hin Shares held by DISB pursuant to Section 8 of the Act.

(2) Deemed interested in Chin Hin Shares held by DISB through PP Chin Hin Realty pursuant to Section 8 of the Act.

3.2 PACs

For the purpose of this Offer, the PACs in accordance with Section 216(3) of the CMSA are:-

- (a) DISB, being the major shareholder of the Offeror and a major shareholder of Ajiya;
- (b) Datuk Cheng, an Independent Non-Executive Director of the Offeror and a shareholder of Ajiya;
- (c) Beng Soo, being the brother of DS Chiau, who is the Executive Chairman and major shareholder of the Offeror;
- (d) Lay Koon, being the sister of DS Chiau, who is the Executive Chairman and major shareholder of the Offeror;
- (e) Lay Kuan, being the sister of DS Chiau, who is the Executive Chairman and major shareholder of the Offeror;
- (f) Shout Chan, being the sister-in-law of DS Chiau, who is the Executive Chairman and major shareholder of the Offeror;
- (g) Poh Keong, being the brother-in-law of DS Chiau, who is the Executive Chairman and major shareholder of the Offeror;
- (h) Hock Seng, being the brother-in-law of DS Chiau, who is the Executive Chairman and major shareholder of the Offeror;
- (i) Ah Kuan, being the sister-in-law of DS Chiau, who is the Executive Chairman and major shareholder of the Offeror; and
- (j) Siew Hiang, being the sister of Datuk Cheng, an Independent Non-Executive Director of the Offeror.

4. TERMS AND CONDITIONS OF THE OFFER

The principal terms and conditions of the Offer which are in compliance with the Rules, unless otherwise directed or permitted to be varied by the Securities Commission of Malaysia ("SC"), are as follows:-

4.1 Consideration for the Offer

The consideration for the Offer is RM1.53 per Offer Share, which shall be satisfied wholly in cash.

Notwithstanding the above, if Ajiya declares, makes and/or pays a dividend or other distribution of any nature whatsoever (collectively, the "**Distribution**") on or after the date of this Notice but prior to the close of the Offer and the Holders are entitled to retain such Distribution, the Offer Price shall be reduced by an amount equivalent to the net Distribution per Ajiya Share which such Holders are entitled to retain.

As at the date of this Notice, the Offeror is not aware of any Distribution which has been declared by Ajiya that is payable on or after the date of this Notice.

Holders may accept the Offer in respect of all or in part of their Offer Shares. They may not accept the Offer in excess of their respective holdings of the Offer Shares. The Offeror will not pay fractions of a sen to Holders who accept the Offer ("**Accepting Holders**") and entitlements of the Accepting Holders to cash payment will be rounded down to the nearest whole sen.

The Offer Price is the highest price paid by the Offeror and the PACs within the six (6) months prior to the commencement of the offer period.

The Offer Price of RM1.53 represents a premium/(discount) to the following market prices of Ajiya Shares:-

	Share price (RM)	Premium/ (Discount)	
		(RM)	(%)
(i) Last traded price of Ajiya Shares as at 21 November 2023, being the last full trading day prior to the date of this Notice (" LFTD ")	1.510	0.020	1.32
(ii) 5-day volume weighted average price (" VWAP ") of Ajiya Shares up to and including the LFTD	1.5126	0.0174	1.15
(iii) 1-month VWAP of Ajiya Shares up to and including the LFTD	1.5076	0.0224	1.49
(iv) 3-month VWAP of Ajiya Shares up to and including the LFTD	1.4851	0.0449	3.02
(v) 6-month VWAP of Ajiya Shares up to and including the LFTD	1.4814	0.0486	3.28
(vi) 1-year VWAP of Ajiya Shares up to and including the LFTD	1.6137	(0.0837)	(5.19)

(Source: Bloomberg)

4.2 Conditions of the Offer

The Offer is conditional upon the Offeror having received, on or before the Closing Date (as defined under Section 4.5.1 of this Notice), valid acceptances (provided that such acceptance are not, where permitted, subsequently withdrawn), which would result in the Offeror and its PACs holding in aggregate more than 50% of the voting shares in Ajiya. ("**Acceptance Condition**").

The Acceptance Condition shall be fulfilled on or before the close of the Offer which shall, in any event, be no later than 5.00 p.m. (Malaysian time) on the 60th day from the Posting Date (as defined under Section 4.3 of this Notice), failing which the Offer shall lapse and the Offer shall cease to be capable of further acceptances and all acceptances thereafter shall be returned to the accepting Holders and the Offeror will thereafter cease to be bound by any such prior acceptances of the Offer.

Upon completion of the Acquisition, the Offeror and its PACs shall hold in aggregate 34.11% equity interest in Ajiya.

4.3 Despatch of the Offer Document

Unless otherwise directed or permitted by the SC to defer in doing so, the Offer will be made by the posting of the Offer Document within 21 days from the date of this Notice ("**Posting Date**"). An application for an extension of time will be made to the SC if the posting of the Offer Document is expected to be deferred beyond the requisite 21 days.

Subject to Section 4.11(i) of this Notice, the Offer Document will be posted to the Ajiya Board and all Holders whose names appear in the record of depositors of Ajiya in respect of Ajiya Shares as at the latest practicable date prior to the Posting Date.

4.4 Warranties

The Offer Shares to be acquired by the Offeror are subject to receipt of an acceptance of the Offer by a Holder which is deemed by the Offeror to be valid and complete in all respects in accordance with the provisions of the Offer Document ("**Valid Acceptance**").

The Valid Acceptance will be deemed to constitute an irrevocable and unconditional warranty by the Accepting Holder that the Offer Shares, to which the Valid Acceptance relates, are sold:-

- (i) free from all moratorium, claims, charges, liens, pledges, encumbrances, options, rights of pre-emption, third party rights and equities from the date of Valid Acceptance; and
- (ii) with all rights, benefits and entitlements attached thereto, including the right to all Distributions declared, paid or made on or after the date of this Notice, subject to the adjustments referred to in Section 4.1 of this Notice.

4.5 Duration of the Offer

4.5.1 Original Duration

The Offer will remain open for acceptances until 5.00 p.m. (Malaysian time) for a period of not less than 21 days from the Posting Date ("**First Closing Date**"), or such other later date(s) as AmlInvestment Bank may announce on behalf of the Offeror ("**Closing Date**"), unless the Offeror withdraws the Offer with the SC's written approval and in such event, every person shall be released from any obligation incurred under the Offer.

4.5.2 Revision of the Offer

If the Offer is revised after the Posting Date, it will remain open for acceptances for a period of at least 14 days from the date of posting of the written notification of the revision to the Holders. Where any of the terms of the Offer are revised, the benefits of the revised Offer will be made available to the Holders who have previously accepted the Offer prior to such revision.

The Offeror may not revise the Offer after the 46th day from the Posting Date or the date that the offer document for a competing take-over offer is posted, if any.

4.5.3 Extension of the Offer

Any extension of the date and time for acceptance of the Offer by the Offeror will be announced by AmInvestment Bank, on behalf of the Offeror, at least two (2) days before the Closing Date. Such announcement will state the next closing date of the Offer. Notices of such extension will be posted to the Holders accordingly.

4.5.4 Closing of the Offer

- (a) Where the Offer has become or is declared unconditional as to acceptances on a day falling on or before 46th day from the Posting Date, the Offer will remain open for acceptance for at least fourteen (14) days from the date on which the Offer becomes or is declared unconditional, which will, in any event, be no later than the 60th from the Posting Date.
- (b) Where the Offer has become or is declared unconditional as to acceptances on any day after the 46th day from the Posting Date, the Offer will remain open for acceptances at least fourteen (14) days from the date on which the Offer becomes or is declared unconditional, which will, in any event, be no later than the 74th from the Posting Date.
- (c) Without prejudice to the above, the Offeror will give at least fourteen (14) days' notice in writing to the Holders before closing the Offer.

4.5.5 Competing take-over offers

Where a competing take-over offer is made at any time between the Posting Date and the Closing Date, the Posting Date will be deemed to be the date the offer document of the competing take-over offer is posted. If a competing take-over offer continues to exist in the later stages of the offer period, the SC will require revised offers to be announced in accordance with an auction procedure, the terms of which will be determined by the SC. Such auction will normally follow the procedure set out in Schedule 4 of the Rules.

4.6 Rights of withdrawal by an Accepting Holder

- (i) All Valid Acceptances of the Offer by the Accepting Holder **ARE IRREVOCABLE**. However, an Accepting Holder is entitled to withdraw his/her acceptance immediately if the Offeror fails to comply with any of the requirements set out in Section 4.9(i) of this Notice by the close of trading on Bursa Malaysia Securities on the market day following the day on which the Offer is closed, or becomes or is declared unconditional, or is revised or extended ("**Relevant Day**").
- (ii) Notwithstanding the Section 4.6(i) of this Notice, the SC may terminate the above right of withdrawal if the Offeror has complied with the requirements of Section 4.9(i) of this Notice not less than 8 days from the Relevant Day.

However, the rights of any Accepting Holder who has already withdrawn his or its acceptance under Section 4.6(i) above shall not be prejudiced by the termination of such right of withdrawal by the SC.

4.7 Withdrawal of the Offer by the Offeror

The Offeror may only withdraw the Offer with the prior written approval of the SC. In such event, every person will be released from all obligations incurred under the Offer.

4.8 Method of settlement

Except with the consent of the SC, which would only be granted in certain circumstances in which all Holders are to be treated similarly, and save for the Offeror's right to reduce the Offer Price as set out in Section 4.1 of this Notice and except with the consent of the SC, the Offeror will settle the consideration in full in accordance with the terms of the Offer without regard to any lien, right of set-off, counter claim or other analogous rights to which the Offeror may be entitled against the Accepting Holder. This however, is without prejudice to the Offeror's right to make any claim against the Accepting Holder after such full settlement in respect of a breach of any of the warranties set out in Section 4.4 of this Notice.

The settlement of the consideration for the Offer Shares, in respect of Valid Acceptance, will be effected via:-

- (a) remittance into the Accepting Holders' bank account, if the Accepting Holders have registered their bank account with Bursa Malaysia Depository Berhad ("**Bursa Depository**") for the purpose of cash dividend/distribution; or
- (b) otherwise, remittance in the form of cheque(s), bankers' draft(s), and/or cashiers' order(s) which will be posted by ordinary mail to the Accepting Holders (or their designated agents, as they may direct) at their registered Malaysian addresses last maintained with Bursa Depository, at their own risk,

within ten (10) days from:-

- (i) the date the Offer becomes or is declared wholly unconditional, if the Valid Acceptances are received during the period when the Offer is still conditional; or
- (ii) the date of the Valid Acceptances, if the Valid Acceptances are received during the period after the Offer is or has become or has been declared wholly unconditional.

Non-resident Holders are advised that the settlement for the acceptance of the Offer will be made in Ringgit Malaysia. Non-resident Holders who wish to convert the consideration received into foreign currency for repatriation may do so after payment of the appropriate fees and/or charges as levied by the respective financial institutions.

4.9 Announcement of acceptances

- (i) The Offeror will inform the SC in writing as well as announce via Bursa Listing Information Network ("**Bursa Link**"), an electronic platform for submission of all announcements made by listed issuers on Bursa Securities, or by way of a press notice where relevant, before 9.00 a.m. (Malaysian time) on the Relevant Day, the following information:-
 - (a) the position of the Offer, that is, as to whether the Offer is closed, or becomes or is declared unconditional, or is revised or extended; and
 - (b) the total number of Offer Shares:-
 - (aa) for which Valid Acceptances have been received;

(bb) held by the Offeror and its PACs as at the Posting Date; and

(cc) acquired or agreed to be acquired by the Offeror or its PACs during the offer period but after the Posting Date,

and specifying the percentage of the total number of issued Ajiya Shares represented by these numbers.

(ii) In computing the acceptances of Offer Shares for announcement purposes, the Offeror may include or exclude acceptances which are not in all respects in order or which are subject to verification.

(iii) References to the making of an announcement or the giving of notice by the Offeror in this Notice include the following:-

(a) the release of an announcement by AmInvestment Bank, the Offeror or the Offeror's advertising agent(s) to the press; and/or

(b) the delivery of or transmission by facsimile or Bursa Link of an announcement to Bursa Securities.

(iv) An announcement made otherwise than to Bursa Securities will be notified simultaneously to Bursa Securities, if applicable.

4.10 Purchases in the open market

If the Offeror or its PACs purchase or agree to purchase any of the Offer Shares during the offer period at a consideration that is higher than the Offer Price, the Offeror will increase the consideration for the Offer to be at least the highest price (excluding stamp duty and commission) paid or agreed to be paid by the Offeror or its PACs for the Offer Shares during the offer period.

If the Offeror increases the Offer Price, Holders who have accepted the Offer prior to the revision of the Offer Price will be entitled to receive the revised Offer Price in cash.

4.11 General

(i) All communications, notices, documents and payments to be delivered or sent to the Holders (or their designated agents, as they may direct), will be despatched by ordinary mail to their registered Malaysian address in the record of depositors last maintained with Bursa Depository at their own risk.

Non-resident Holders with no registered Malaysian addresses maintained with Bursa Depository who wish to receive communications, notices and documents in relation to the Offer must ensure that they have their foreign mailing addresses changed to a registered Malaysian address.

In any event, the Offer Document shall be made available on the website of Bursa Securities at www.bursamalaysia.com upon issuance.

Unless the contrary is proven, delivery of the communication, notice, document or payment shall be presumed to be effected by properly addressing, prepaying and posting by ordinary mail, the communication, notice, document or payment and shall be presumed to have been effected at the time when the document would have been delivered in the ordinary course of the mail.

(ii) The Offer and all Valid Acceptances received under the Offer will be construed under and governed by the laws of Malaysia. The courts of Malaysia will have exclusive jurisdiction in respect of any proceedings brought in relation to the Offer.

- (iii) The acceptance of a Holder shall not exceed his/her total holding of Offer Shares, failing which the Offeror has the right to treat such acceptances as completely invalid. Nevertheless, the Offeror also reserves the right to treat any acceptance of a Holder exceeding his/her total holding of Offer Shares as valid for and to the extent of his total holding of Offer Shares.
- (iv) The form(s) of acceptance and transfer accompanying the Offer Document contains the following:-
 - (a) provisions for the acceptance of the Offer and the transfer of the Offer Shares to the Offeror or its appointed nominees (if any);
 - (b) instructions to complete the form(s) of acceptance and transfer; and
 - (c) other matters incidental to the acceptance of the Offer and the transfer of the Offer Shares to the Offeror or its appointed nominees (if any).

No acknowledgement of the receipt of the form(s) of acceptance and transfer will be issued.

- (v) All costs and expenses of or incidental to the preparation and posting of the Offer Document (other than professional fees and other costs relating to the Offer incurred by Ajiya) will be borne by the Offeror. Malaysian stamp duty and Malaysian transfer fees, if any, in connection with and/or resulting from Valid Acceptance will also be borne by the Offeror.

Accepting Holders will, however, bear all costs and expenses incidental to their acceptance of the Offer (other than the aforesaid costs, expenses, stamp duty and transfer fees to be borne by the Offeror), such as postage fee, if any.

For the avoidance of doubt, the payment of any transfer fees, taxes, duties, costs, expenses or other requisite payments due in any jurisdiction outside Malaysia or payment of any levy for the repatriation of capital or income tax shall not be borne by the Offeror.

- (vi) Any accidental omission to despatch the Offer Document and the form(s) of acceptance and transfer of the Offer Shares to any Holder shall not invalidate the Offer in any way.

5. LISTING STATUS OF AJIYA, COMPULSORY ACQUISITION AND RIGHTS OF MINORITY SHAREHOLDERS

5.1 Listing status

Pursuant to Paragraph 8.02(1) of the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), a listed issuer must ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public shareholders ("**Public Spread Requirement**"). Bursa Securities may accept a percentage lower than 25% of the total number of listed shares (excluding treasury shares) if it is satisfied that such lower percentage is sufficient for a liquid market of such shares.

A listed issuer which 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. If Bursa Securities does not grant an extension of time to rectify the Public Spread Requirement, it may take or impose any type of action or penalty pursuant to Paragraph 16.19 of the Listing Requirements for a breach of Paragraph 8.02(1) of the Listing Requirements and may, at its discretion, suspend trading in securities of the listed issuer pursuant to Paragraph 16.02(2) of the Listing Requirements.

Notwithstanding that, non-compliance of the Public Spread Requirement will not automatically result in the delisting of Ajiya from the Main Market of Bursa Securities.

Pursuant to paragraph 9.19(48) of the Listing Requirement, in the event that 90% or more of Ajiya Shares are being held by the Offeror and/or its PACs, an immediate announcement must be made by Ajiya. Upon such immediate announcement and where the Offeror has announced that it intends to maintain the listing status of Ajiya, Bursa Securities shall suspend the trading of the securities of Ajiya upon the expiry of 30 market days from the date of the immediate announcement pursuant to Paragraph 16.02(2) of the Listing Requirements. In this regard, the suspension will only be uplifted upon Ajiya's compliance with the Public Spread Requirement or as may be determined by Bursa Securities.

The Offeror intends to maintain the listing status of Ajiya on the Main Market of Bursa Securities.

Accordingly, in the event that Ajiya does not comply with the Public Spread Requirement as a result of the Offer, the Offeror will together with Ajiya, explore other options or proposals within 3 months from the Closing Date or such extended timeframe as allowed by the relevant authorities, to enable compliance by Ajiya with the Public Spread Requirement. As at the date of this Notice, no arrangements on the above have been made.

Any action taken to address the Public Spread Requirement may require the approvals of the relevant authorities and/or the approval of the shareholders of Ajiya. The actual course of action to be taken will depend on, amongst others, the circumstances as well as the prevailing market conditions at the relevant time.

Holders should note that while the Offeror will work together with Ajiya to attempt to rectify any shortfall in the public shareholding spread of Ajiya, there can be no assurance that the public shareholding spread of Ajiya can be rectified within the stipulated time frame. In the event that Ajiya does not meet the Public Spread Requirement within the stipulated time frame, the Offeror and/or Ajiya may seek an extension of time from the authorities to do so. Bursa Securities has the absolute right to grant an extension or reject the said application.

For the avoidance of doubt, any decision to rectify the shortfall in the public shareholding spread of Ajiya will be subject to the Offeror retaining a collective equity interest of more than 50% in Ajiya.

5.2 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 9/10 in the 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:-

- (a) is issued within 2 months from the date of achieving the conditions under Sections 222(1)(a) and 222(1)(b) of the CMSA; and
- (b) 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 as at the date of the take-over offer by the Offeror or its PACs.

The Offeror does not intend to invoke the provisions of Section 222(1) of the CMSA to compulsorily acquire any outstanding Offer Shares for which the Valid Acceptances have not been received prior to the Closing Date even if the conditions stipulated in Section 222(1) of the CMSA are fulfilled.

5.3 Rights of Dissenting Shareholders (as defined hereinafter)

Notwithstanding Section 5.2 of this Notice and subject to Section 224 of the CMSA, Section 223 of the CMSA provides that if the Offeror receives Valid Acceptances from Holders resulting in the Offeror and its PACs not less than 9/10 in the value of all shares in Ajiya on or before the Closing Date, a Holder who has not accepted the Offer ("**Dissenting Shareholder**") may exercise his/her or its rights, under Section 223(1) of the CMSA, by serving a notice on the Offeror to require the Offeror to acquire his/her or its Offer Shares (as the case may be) on the same terms and conditions as set out in the Offer Document or such other terms as may be agreed between the Offeror and such Dissenting Shareholder.

If a Dissenting Shareholder invokes the provisions of Section 223(1) of the CMSA, the Offeror will acquire such Offer Shares in accordance with the provisions of the CMSA, subject to the provisions of Section 224 of the CMSA which provides that when a Dissenting Shareholder exercises his/her or its rights under Section 223(1) of the CMSA, the court may, on an application made by such Dissenting Shareholder or by the Offeror, order that the terms on which the Offeror shall acquire such Offer Shares shall be as the court thinks fit.

Section 223(2) of the CMSA requires the Offeror to give the Dissenting Shareholders a notice in the manner specified by the SC of the rights exercisable by the Dissenting Shareholders under Section 223(1) of the CMSA, within 1 month of the time the Offeror and its PACs have acquired not less than 9/10 in the value of all shares in Ajiya. The aforementioned notice to the Dissenting Shareholders under Section 223(2) of the CMSA may specify the period for the exercise of the rights of the Dissenting Shareholders and in any event, such period shall not be less than 3 months after the Closing Date.

6. DISCLOSURE OF INTERESTS IN AJIYA

In accordance with paragraphs 9.10(3)(d) and 9.10(3)(e) of the Rules, the Offeror and its PACs hereby disclose that, as at the LPD:-

- (i) the direct and/or indirect interests of the Offeror and its PACs with them in Ajiya Shares are as follows:-

Name	As at the LPD	
	No. of Ajiya shares	%
Offeror		
Chin Hin	(i) 78,218,200	(i) 26.52
PACs		
DISB	21,353,250	7.24
Datuk Cheng	42,700	0.01
Beng Soo	500,300	0.17
Lay Koon	107,000	0.04
Lay Kuan	45,000	0.02
Shout Chan	3,500	*
Poh Keong	20,000	0.01
Hock Seng	309,400	0.10
Ah Kuan	100	*
Siew Hiang	4,000	*
Total	100,603,450	34.11

* Less than 0.01%.

Note:-

- (i) *Being the resultant shareholdings held by the Offeror upon completion of the Acquisition. As at the LPD, prior to the completion of the Acquisition, the Offeror holds 72,000,000 Ajiya Shares representing equity interest of 24.41% in Ajiya.*
- (ii) save for the Undertaking as set out below, the Offeror and its PACs have not received any irrevocable undertaking from any other Holder to reject or accept the Offer.

As at the date of Notice, the following shareholders of Ajiya had provided the Offeror with their respective irrevocable undertakings to not accept the Offer ("**Undertakings**") as follows:-

Name	No. of Ajiya Shares	%
Yeo Ann Seck	37,382,000	12.67
Ong Kah Hoe	10,747,897	3.65
Ng Beng Hoo	4,431,700	1.50
Tan Hwa Sing	3,915,400	1.33
Total	56,476,997	19.15

- (iii) as at the date of this Notice, the Offeror and its PACs have not entered into or been granted any option to acquire additional Offer Shares.
- (iv) as at the date of this Notice, the Offeror and its PACs are not aware of any existing or proposed agreement, arrangement or understanding in relation to the Offer Shares between the Offeror and its PACs and any other holder.
- (v) as at the date of Notice, the Offeror and its PACs have not borrowed or lent Offer Shares from or to any Holder.

7. FINANCIAL RESOURCES

The Offeror confirms 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.

AmInvestment Bank being the Adviser to the Offeror in respect of the Offer, is satisfied and confirms that the Offer will not fail due to insufficient financial capability of the Offeror and that every Holder who wishes to accept the Offer will be paid in full in cash.

8. OFFEROR'S RESPONSIBILITY STATEMENT

This Notice has been reviewed and approved by the Board of Directors ("**Board**") of the Offeror, who collectively and individually accept full responsibility for the accuracy of information contained in this Notice. The Board confirms that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements and information or other material facts, the omission of which would make any statement in this Notice false or misleading.

Information relating to Ajiya in this Notice was obtained from Bursa Securities' website and other publicly available information. In this regard, the responsibility of the Board is restricted to ensuring that such information has been accurately reproduced in this Notice.

9. PUBLIC RELEASE

In accordance with the provisions of the Rules, copies of this Notice will be released to the press and forwarded to the SC and Bursa Securities for public release.

Further details of the Offer will be set out in the Offer Document which will be despatched to the Holders in due course.

We would be grateful if you could acknowledge receipt by signing and returning to us the duplicate of this Notice.

Yours faithfully
For and on behalf of
AmlInvestment Bank Berhad



JEANIE LIM
Senior Vice President
Corporate Finance



SHARON CHUNG
Senior Vice President
Corporate Finance

To: AmlInvestment Bank Berhad

We, Ajiya Berhad, hereby acknowledge receipt of the Notice of Conditional Mandatory Take-Over Offer dated 22 November 2023.



On behalf of the Board of Directors of
Ajiya Berhad

CHONG WUI KOON
Name

COMPANY SECRETARY
Designation

22 November 2023
Date