

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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MITRAJAYA HOLDINGS BERHAD
Registration No. 199301013519 (268257-T)
[Incorporated in Malaysia]

NOTICE TO WARRANT HOLDERS OF THE WARRANTS 2018/2023

in relation to

THE EXPIRY AND FINAL EXERCISE OF THE WARRANTS 2018/2023

STOCK NAME : MITRA-WE
STOCK CODE : 9571WE

IMPORTANT RELEVANT DATES

Last date and time for trading of Warrants 2018/2023	: Thursday, 30 March 2023 at 5.00 p.m.
Date and time of suspension of Warrants 2018/2023	: Friday, 31 March 2023 at 9.00 a.m.
Last date and time for transfer into depositor's CDS Account	: Monday, 10 April 2023 at 4.30 p.m.
Last date and time for exercise of Warrants 2018/2023/ Expiry Date	: Monday, 17 April 2023 at 5.00 p.m.
Date and time for delisting of Warrants 2018/2023	: Tuesday, 18 April 2023 at 9.00 a.m.

This Notice is dated 16 March 2023

DEFINITIONS

Except where the context otherwise requires, the following definition shall apply throughout this Notice. (Definitions denoting the singular number shall also include the plural number and vice versa and references to gender include both genders and the neuter where applicable):

“MHB” or “the Company”	:	Mitrajaya Holdings Berhad (Registration No. 199301013519 [268257-T]), a company incorporated in Malaysia
“Board” or “Directors”	:	Board of Directors
“Bursa Depository”	:	Bursa Malaysia Depository Sdn Bhd
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“CDS”	:	Central Depository System
“Deed Poll”	:	Deed Poll dated 12 March 2018
“Exercise Period”	:	The period commencing on the date of issue of the Warrants 2018/2023 on 18 April 2018 up till its expiry on 17 April 2023 at 5.00 p.m.
“Exercise Price”	:	RM0.94
“Exercise Rights”	:	The rights of a Warrant Holder to subscribe and pay for one (1) new Share for each Warrant 2018/2023 held at the Exercise Price during the Exercise Period upon the terms and subject to the conditions of the Deed Poll.
“Expiry date”	:	Expiry date of the Warrants 2018/2023 which falls on 17 April 2023 at 5.00 p.m.
“Listing Requirements”	:	Listing Requirements of Bursa Securities
“Market Day”	:	A day on which the stock market of Bursa Securities is open for trading of securities
“Notice”	:	Notice to Warrant Holders of MHB in relation to expiry and final exercise of Warrants 2018/2023 dated 16 March 2023.

“Record Date”	:	The date as at the close of business on which shareholders must be registered in order to participate in any dividends or any other distributions that may be declared by the Company
“RM” or “Sen”	:	Ringgit Malaysia and Sen respectively
“Share(s) or “new Share(s)”	:	Ordinary share(s) of RM0.50 each in MHB
“Warrant(s) 2018/2023 / Warrant(s)”	:	MHB’s outstanding Warrants 2018/2023 expiring on 17 April 2023
“Warrant Holder(s)”	:	Holder(s) of Warrants 2018/2023 whose name is registered in the Warrant Record of Depositors of MHB

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MITRAJAYA HOLDINGS BERHAD
Registration No. 199301013519 (268257-T)
[Incorporated in Malaysia]

Registered Office:
No. 9, Blok D
Pusat Perdagangan Puchong Prima
Persiaran Prima Utama
Taman Puchong Prima
47150 Puchong
Selangor Darul Ehsan

16 March 2023

Directors:-

General Tan Sri Ismail Bin Hassan (R) (Independent Non-Executive Chairman)
Tan Eng Piow (Group Managing Director)
Bibhuti Nath Jha (Executive Director)
Tan Mei Yin (Executive Director)
Cho Wai Ling (Executive Director)
Tan Sri Dato' Seri Mohamad Noor Bin Abdul Rahim (Independent Non-Executive Director)
Ir Zakaria Bin Nanyan (Independent Non-Executive Director)
Roland Kenneth Selvanayagam (Independent Non-Executive Director)

TO: THE WARRANT HOLDERS OF THE WARRANTS 2018/2023 OF MHB

Dear Sir/Madam

NOTICE IN RELATION TO THE EXPIRY AND FINAL EXERCISE OF THE WARRANTS 2018/2023

NOTICE IS HEREBY GIVEN THAT pursuant to the conditions stipulated in the Deed Poll dated 12 March 2018 constituting 68,889,075 Warrants 2018/2023, the subscription rights of the Warrants will expire at **5.00 p.m. on Monday, 17 April 2023 ("Expiry Date")**.

All Warrant Holders intending to exercise their Warrants are advised to submit the documents referred to in item 4 below to the Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not later than 5.00 p.m. on the Expiry Date.

The total number of Warrants 2018/2023 outstanding as at 2 March 2023 being the latest practicable date prior to the printing of this Notice was 68,889,075.

THE WARRANT HOLDERS ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE WARRANTS

Warrant Holders are therefore advised to carefully note the procedures set out below:-

1. SUSPENSION OF TRADING AND LAST DAY OF TRADING

Trading of the Warrants on Bursa Securities will be suspended with effect from **9.00 a.m. on Friday, 31 March 2023** up to the Expiry Date. The last day of trading of the Warrants shall be at **5.00 p.m. on Thursday, 30 March 2023**.

THE WARRANTS WILL CEASE TO BE EXERCISABLE AFTER 5.00 P.M. ON MONDAY, 17 APRIL 2023 AND WILL ACCORDINGLY BE REMOVED FROM THE OFFICIAL LIST OF BURSA MALAYSIA SECURITIES BERHAD MAIN MARKET WITH EFFECT FROM 9.00 A.M. ON TUESDAY, 18 APRIL 2023.

2. EXERCISE PRICE

The Exercise Price of the Warrants 2018/2023 is RM0.94 for every one (1) new Share. For example, if a Warrant Holder exercises 100 Warrants 2018/2023 for 100 new Shares, the Exercise Price shall be RM94.00.

3. PAYMENT OF EXERCISE PRICE

Remittance for the Exercise Price must be made in full, payable in Ringgit Malaysia via a bankers' draft or cashier's order drawn on a bank operating in Malaysia, made out in favour of "**MHB WARRANTS E PROCEEDS ACCOUNT**", crossed "A/C Payee Only" and endorsed with the name, Identity Card/Passport/Company number and address of the Warrant Holders on the reverse side of the remittance, for the amount equivalent to the Exercise Price for the new Shares to be issued by the Company to the Warrant Holders.

4. EXERCISE OF WARRANTS

If you are a Warrant Holder and wish to exercise your subscription rights, you should:-

- (i) Complete and sign the Subscription Form which is enclosed together with this Notice. The Subscription Form can also be obtained from the Company's Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur; and

- (ii) Deliver to Tricor Investor & Issuing House Services Sdn Bhd the following documents not later than 5.00 p.m. on 17 April 2023:-
 - (a) The duly completed Subscription Form;
 - (b) The remittance for the full Exercise Price as stated in Sections 2 and 3 above;
 - (c) The remittance of processing fee of RM20.00 for each Subscription Form via a cheque, payable to “Tricor Investor & Issuing House Services Sdn Bhd” or in cash.

The Company shall within eight (8) Market Days of the date of receipt of the duly completed Subscription Form together with the requisite payment, allot and issue the new Shares pursuant to the exercise of Warrants 2018/2023, dispatch notices of allotment to the Warrant Holders exercising their Warrants 2018/2023 and make an application to the Bursa Securities for the quotation of such new Shares.

The new Shares to be issued pursuant to the exercise of Warrants 2018/2023 shall, upon allotment and issue, rank pari passu in all respects with the then existing issued ordinary shares of the Company except that they shall not be entitled to any dividends or any other distributions which may be declared unless the date of allotment of the new Shares is on or before the Record Date.

5. BOOK CLOSURE DATE

FURTHER NOTICE IS HEREBY GIVEN THAT:-

- 5.1 Bursa Depository will not be accepting any requests for ordinary transfer of Warrants 2018/2023 commencing 4.30 p.m. on Monday, 10 April 2023 up to and including the Expiry Date;
- 5.2 A Depositor shall qualify for subscription of new Shares in MHB in respect of:-
 - (a) Warrants 2018/2023 transferred into the Depositor's CDS account before 4.30 p.m. on Monday, 10 April 2023 in respect of ordinary transfers; or
 - (b) Warrants 2018/2023 bought on the Bursa Securities on or before 5.00 p.m. on Thursday, 30 March 2023, being the last day of trading of the Warrants 2018/2023.

6. EXPIRY OF THE WARRANTS

Warrant Holders should note that:-

- (i) If their subscription rights are not exercised and delivered to the Company's Registrar by 5.00 p.m. on Monday, 17 April 2023, the rights will lapse and become null and void and cease to be exercisable thereafter; and
- (ii) All deposited Warrants as at Monday, 17 April 2023 will be debited from the respective Depositor's CDS account on Tuesday, 18 April 2023.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Directors of MHB and they collectively and individually accept full responsibility for the accuracy of the information given in this Notice and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Notice misleading.

IF YOU HAVE ANY DOUBT AS TO THE COURSE OF ACTION THAT YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

ALL ENQUIRIES CONCERNING THE ABOVE NOTICE SHOULD BE ADDRESSED TO THE COMPANY'S REGISTRAR AT:

TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD,
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Tel : (603) 2783 9299
Fax : (603) 2783 9222
Email : is.enquiry@my.tricorglobal.com

Yours faithfully
for and on behalf of the Board of
MITRAJAYA HOLDINGS BERHAD

GENERAL TAN SRI ISMAIL BIN HASSAN (R)
Independent Non-Executive Chairman

[illegible]

7. Postcode:

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8. Contact No:

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All information given above must be as per the information in the records of Bursa Malaysia Depository Sdn Bhd ("**Depository**")

To: **MITRAJAYA HOLDINGS BERHAD ("MHB" or "Company")**

I/We, the undersigned, being the registered holder of the Warrants-E:

- (i) hereby irrevocably elect, upon and subject to the provisions of the deed poll dated 12 March 2018 and any deed supplemental thereto ("**Deed Poll**"), to exercise my/our Exercise Rights in respect of **Ringgit Malaysia: Ninety Four Sen Only (RM0.94)** new ordinary shares of RM0.50 each of the Company ("**New MHB Shares**") to which the Warrants-E relate and to subscribe and make payment as provided below for such number of the New MHB Shares to be issued upon the exercise of the Warrants-E to which this Exercise Form relates at the Exercise Price for each New MHB Share, and agree to accept such New MHB Shares subject to the terms of the Memorandum and Articles of Association of the Company;
- (ii) hereby make payment in full for such New MHB Shares by the attached banker's draft or cashier's order drawn on a bank operating in Malaysia or a money order or postal order, issued by a post office operating in Malaysia amounting to **RM** _____ **Banker's Draft or Cashier's Order No.** _____ made out in favour of "**MHB Warrants E Proceeds Account**", crossed "Account Payee Only" and endorsed on the reverse side with my/our name, old and new NRIC No./ Company No./ Passport No. / Armed Forces No./ Police Personnel No. and address. Payment shall be made free of bank commission, outstation charges or any other payments due to the issuing financial institution;
- (iii) hereby authorise you to instruct the Depository to debit the quantity(ies) of Warrants-E specified below from my/our account with the Depository ("**Securities Account**") in the exercise of my/our rights as specified below in accordance with the provisions of the Deed Poll;
- (iv) hereby confirm that the Warrants-E intended for the exercise of my/our Exercise Rights are or have been designated as "free securities" in my/our Securities Account.
- (v) hereby confirm and declare that the information set out hereinabove is true and correct and is identical with the information in the records of the Depository with regard to my/our Securities Account(s) and further agree and confirm that in the event the information aforesaid differs from the information in Depository's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- (vi) hereby authorise you to instruct the Depository to credit the quantity(ies) of New MHB Shares specified below into my/our Securities Account stated below and for the notice of allotment to be despatched to me/us by ordinary post at my/our risk to the correspondence address mentioned in the records of the Depository;
- (vii) hereby confirm that after the submission of this form to the Registrar, I/we shall not dispose, transfer or charge or allow the disposal, transfer or charge of the Warrants-E intended for the exercise of my/our Exercise Rights herein, until the exercise is completed by the debiting of such Warrants-E from my/our Securities Account or the exercise is rejected by the Company, whichever shall be applicable;
- (viii) hereby undertake to fully indemnify the Company and Registrar against any loss, damage, liability, cost or expense (including legal costs on a solicitor and client basis) that may be suffered or incurred by the Company or the Registrar as a result of any demand, actions or proceedings made in respect of or arising from the debiting of the Warrants-E from our/my Securities Account(s), in reliance by you on this Exercise Form; and
- (ix) hereby declare and agree that I/we have complied with all exchange control provisions, the provisions of the Securities Industry (Central Depositories) Act, 1991 and all other legal requirements applicable to the exercise of my/our Exercise Rights.

Source account for debiting of Warrants-E and targeted account for crediting of New Shares															
Securities Code	Type of securities	Quantity	CDS Account Number												
			ADA & Branch Code / Account Number												
						-				-					
						-				-					

I/We declare and agree that I/we have complied with all exchange control, the provisions of Section 38(2) of the Securities Industry (Central Depositories) Act, 1991 and other legal requirements applicable to the exercise of the Exercise Rights.

Signature / Common Seal of Warrant Holder(s)

Date

* Please complete and/or delete as applicable.

** The Depository does not recognise joint account holders and therefore please indicate the number of the New MHB Shares to be credited into the individual Securities Account of the respective joint holders.

Notes:

1. In the case of a corporation, this Exercise Form has to be signed by affixing its common seal in accordance with its Memorandum and Articles of Association, certified true copies of which, and certified true copy of the resolution of its directors authorising the use and affixation of its common seal, must be lodged together with this Exercise Form.
2. ADA means "Authorised Depository Agent".

Registrar's Office: **Tricor Investor & Issuing House Services Sdn Bhd**
Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South,
No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia
3. The Warrant Holder shall pay a fee of **RM20.00** by cash or cheque no. to **Tricor Investor & Issuing House Services Sdn Bhd** for processing the debiting of your Warrants-E and crediting of your New MHB Shares.
4. In exercising the Exercise Rights represented by the above Warrants-E, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
5. No share certificate/scrip will be issued to the Warrant Holder as the result of any exercise of rights herein.
6. No Warrant Holder shall without the consent of the Company be allowed to instruct crediting of New MHB Shares into a Securities Account other than the Securities Account from which the securities are to be debited.
7. The Depository does not recognise joint account holders. For the avoidance of doubt, if no CDS account number is provided, any exercise or purported exercise of the Exercise Rights shall be deemed to be invalid.
8. The Exercise Period in respect of the Warrants-E is the period commencing on and including the Issue Date and ending at the close of business at 5.00 p.m. (Kuala Lumpur time) on and including the date immediately preceding the fifth (5) anniversary of the Issue Date or if such date is not a market day then it shall be the market day immediately preceding the fifth (5) anniversary of the Issue Date.
9. All Warrants-E not exercised by the Expiry Date will lapse and become null and void for any purpose.
10. The Exercise Price (subject to adjustment in accordance with the provisions of the Conditions and the Deed Poll) shall be satisfied in full by way of banker's draft or cashier's order drawn on a bank operating in Malaysia, or a money order or postal order, issued by a post office in Malaysia crossed "Account Payee Only" for the credit of the account for that purposes.
11. Where the relevant payment made for the New MHB Shares is less than the full amount of the exercise money required, the Warrant Holder authorises the Company to, and the Company may, but is not obliged to, treat the exercise by the Warrant Holder of the Exercise Rights as an exercise by the Warrant Holder of the Exercise Rights of such a reduced number of the Warrants-E (in such multiples of board lots of One Hundred (100) Warrants-E or in such other denominations permitted by Bursa Securities from time to time) such that the relevant payment made for the New MHB Shares shall thereafter be sufficient to pay for the full amount of the exercise money required in respect of the reduced number of Warrants-E. In such an event, the Warrant Holder is deemed to have exercised his Exercise Rights in respect of such reduced number of the Warrants-E.
12. Words and terms which are defined or construed in the Deed Poll shall have the same meanings and construction when used herein save where they are defined in this Exercise Form.