

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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KOMARKCORP BERHAD

[Registration No. 199601001919 (374265-A)]
(Incorporated in Malaysia)

NOTICE TO WARRANT C HOLDERS

IN RELATION TO THE

EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS C 2021/2024

Stock Name : KOMARK-WC

Stock Code : 7017WC

IMPORTANT RELEVANT DATES

Last date and time for trading of Warrants C 2021/2024 : Thursday, 21 December 2023 at 5:00 p.m.

Date and time for suspension of trading of Warrants C 2021/2024 : Friday, 22 December 2023 at 9:00 a.m.

Last date and time for transfer into depositor's CDS Account : Wednesday, 3 January 2024 at 4:30 p.m.

Last date and time for the Exercise of Warrants C 2021/2024 : Wednesday, 10 January 2024 at 5:00 p.m.

Date and time for Expiry of Warrants C 2021/2024 : Wednesday, 10 January 2024 at 5:00 p.m.

Date and time for de-listing of Warrants C 2021/2024 : Thursday, 11 January 2024 at 9:00 a.m.

This Notice is dated 8 December 2023.

DEFINITIONS (CONT'D)

In this Notice, unless otherwise indicated, the following words and abbreviations shall have the following meanings:-

Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd [Registration No. 198701006854 (165570-W)]
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
CDS	:	Central Depository System
Deed Poll C	:	The deed poll dated 6 January 2021 constituting Warrants C 2021/2024
Exercise Form	:	The form in respect of the exercise of Warrants C 2021/2024 as set out in this Notice
Exercise Period	:	The period commencing from and including the date of issue of the Warrants C 2021/2024 and ending at the close of business at 5.00 p.m. on the Expiry Date
Exercise Price	:	RM2.15, being the exercise price payable in respect of one (1) new Share for each Warrant exercised
Exercise Rights	:	The rights of a Warrant Holder to subscribe for one (1) new Share for each Warrant at the Exercise Price and upon the terms and conditions of the Deed Poll C
Expiry Date	:	Wednesday, 10 January 2024
Komarkcorp or the Company	:	Komarkcorp Berhad [Registration No. 199601001919 (374265-A)]
Komarkcorp Shares or Shares	:	Ordinary shares in the Company
LPD	:	10 November 2023, being the latest practicable date of this Notice
Market Day(s)	:	Any day on which Bursa Securities is open for trading in securities, which may include a surprise holiday
Notice	:	This Notice to Warrant C Holders dated 8 December 2023 in relation to the expiry and last date for the exercise of Warrants C 2021/2024
Record of Depositors	:	The record of depositors provided by Bursa Depository to the Company under the Rules of Bursa Depository

DEFINITIONS (CONT'D)

RM and sen	:	Ringgit Malaysia and sen, respectively
Share Registrar	:	Aldpro Corporate Services Sdn Bhd [Registration No. 202101043817 (1444117-M)]
Surprise Holiday	:	A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
Warrants or Warrants C	:	The warrants C issued by the Company on 11 January 2021 constituted by the Deed Poll C and which will expire on 10 January 2024 and entitled the Warrant Holders to the Exercise Rights
Warrant Holders or Warrant C Holders	:	Any person for the time being holding Warrants C in the Company and whose name appears in the Register of Warrant C Holder (except the Bursa Malaysia Depository Nominees Sdn Bhd), including warrant C depositors whose names appear on the Record of Warrants C Depositors

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KOMARKCORP BERHAD

[Registration No. 199601001919 (374265-A)]
(Incorporated in Malaysia)

Registered Office:

B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
Wilayah Persekutuan

8 December 2023

Board of Directors

YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad (Chairman / Independent Non-Executive Director)
Roy Ho Yew Kee (Executive Director)
Chan Jee Peng (Independent Non-Executive Director)
Koo Kien Keat (Independent Non-Executive Director)
Dr Azizah Binti Sulaiman (Independent Non-Executive Director)

To: The Warrant C Holders of Komarkcorp Berhad

Dear Sir/ Madam,

NOTICE TO WARRANT C HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS C 2021/2024

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions stipulated in the Deed Poll C dated 6 January 2021 governing the Warrants C, the Exercise Rights of the Warrants C will expire at 5.00 p.m. on 10 January 2024. Accordingly, all Warrant C Holders intending to exercise their Warrants are advised to submit the enclosed Exercise Form to the Share Registrar of Komarkcorp no later than 5.00 p.m. on the Expiry Date.

The total number of Warrants C outstanding as at LPD was 61,171,463 Warrants.

THE WARRANT C HOLDERS SHOULD NOTE THAT THE WARRANTS C 2021/2024 WHICH ARE NOT EXERCISED BY 5.00 P.M. ON THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND CEASES TO BE VALID FOR ALL PURPOSE.

ACCORDINGLY, THE WARRANTS C 2021/2024 WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON THURSDAY, 11 JANUARY 2024.

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

1. SUSPENSION OF TRADING AND LAST DAY OF TRADING

The last day and time for trading of the Warrants C will be Thursday, 21 December 2023 at 5.00 p.m. The Warrants C will be suspended from trading on Bursa Securities with effect from 9.00 a.m. on Friday, 22 December 2023.

2. EXERCISE PRICE

The Exercise Price payable is RM2.15 for each new share to which a Warrant C Holder is entitled to subscribe upon exercise of the Exercise Rights in accordance with the provisions of the Deed Poll C. Accordingly, if you wish to exercise the conversion of 100 Warrants C into 100 new Shares, the Exercise Money will be RM215.00.

3. PAYMENT OF EXERCISE MONEY

The remittance for the Exercise Money must be made in full and payable in Ringgit Malaysia by way of banker's draft or cashier's order drawn on a bank operating in Malaysia or a money/ postal order issued by a post office in Malaysia made out in favour of **"KOMARKCORP BERHAD"** crossed **"A/C Payee Only"** and endorsed on the reverse side with the name in block letters and CDS Account number of the Warrant C Holder or internet bank transfer to designated bank account of **"8008130695"** maintained with CIMB Bank Berhad (proof of payment to be attached to the Subscription Form submitted to the Registrar).

4. EXERCISE OF EXERCISE RIGHTS

If you are a Warrant C Holder and wish to exercise your Exercise Rights, you should :-

- (i) Complete and sign the enclosed Exercise Form, additional copies of the Exercise Form can also be obtained from the Company's Share Registrar, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan during normal working hours; and
- (ii) Deliver the following documents to the Company's Share Registrar not later than 5.00 p.m. on the Expiry Date:
 - (a) the Exercise Form duly completed and signed by you;
 - (b) remittance by way of banker's draft or cashier's order drawn on a bank operating in Malaysia or a money/ postal order issued by a post office in Malaysia made out in favour of **"KOMARKCORP BERHAD"** or internet bank transfer to designated bank account of **"8008130695"** maintained with CIMB Bank Berhad for the full amount of the Exercise Price; and
 - (c) Remittance of RM21.20 being the processing fees for each Exercise Form submitted to the Company's Share Registrar by way of cash or cheque made in favour of **"ALDPRO CORPORATE SERVICES SDN. BHD."** to the Registrar or internet bank transfer to the Registrar's bank account number of **"8010861385"** maintained with CIMB Bank Berhad.

The Company shall within eight (8) Market Days (or such other period as may be prescribed by Bursa Securities) after the date of receipt of the duly completed Exercise Form together with the requisite payments as set out in item (ii) above:-

- (a) allot and issue the new Share(s) arising from the exercise of Warrants C;
- (b) despatch notices of allotment to the Warrant C Holders stating the number of new Share(s) that will be credited into the CDS Account(s) of the Warrant C Holders; and
- (c) make an application to Bursa Securities for the quotation for and listing of such new Share(s) issued arising from the exercise of Warrants C.

The new Share(s) to be issued pursuant to the exercise of Warrants C shall, upon allotment and issuance, rank *pari passu* in all respect with the existing Komarkcorp Share(s) including any entitlement to any dividends, rights, allotments or other distribution, save and except that such new Share(s) shall not be entitled to any dividends, rights, allotments, or other distributions prior to the date of allotment of new Share(s).

The new Share(s) arising from such exercise of the Exercise Rights will be credited into the CDS Account(s) of such Warrant C Holders and no physical share certificates would be issued to the Warrant C Holders in respect of the new Share(s).

5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS C

NOTICE IS ALSO HEREBY GIVEN THAT in relation to the Warrants C:-

- (i) Bursa Depository will not be accepting any request for transfer of the Warrants C for the period commencing **4.30 p.m., Wednesday, 3 January 2024, until the Expiry Date;**
- (ii) Warrant C Holders shall qualify for entitlement to subscribe for new Share(s) only in respect of the following:
 - (a) Warrants C transferred into the Depositors' CDS Account before 4.30 p.m., on Wednesday, 3 January 2024, in respect of transfers; and
 - (b) Warrants C bought on Bursa Securities on or before Thursday, 21 December 2023, at 5.00 p.m., being the last day of trading of the Warrants C.

6. EXPIRY OF EXERCISE RIGHTS

Warrant C Holders should note that:-

- (i) If their Exercise Rights are not exercised and the relevant Exercise Form together with the remittances are not delivered to the Company's Share Registrar by 5.00 p.m. on the Expiry Date, their rights will lapse and become null and void and cease to be exercisable thereafter; and
- (ii) All unexercised Warrants C 2021/2024 remaining in the Depositors' CDS Account as at the Expiry Date, will be debited from the respective Depositor's CDS Account on Thursday, 11 January 2024.

7. CONTACT DETAILS FOR ENQUIRIES

All enquiries concerning the above should be addressed to the Company's Share Registrar at:

Aldpro Corporate Services Sdn Bhd
B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
Wilayah Persekutuan

Telephone : +603 9770 2200
Facsimile : +603 9770 2239
Email : admin@aldpro.com.my

8. DIRECTORS' RESPONSIBILITY STATEMENT

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

Yours faithfully,
For and on behalf of the Board of
KOMARKCORP BERHAD

ROY HO YEW KEE
Executive Director

SUBSCRIPTION FORM

(To be executed and lodged with the Registrar to exercise the Subscription Rights to subscribe for New Shares in the Company by Warrant Holders forming part of an issue of up to 240,460,690 Warrants)

EXPIRY DATE

EXERCISE PRICE

EXERCISE PERIOD

10TH JANUARY 2024

RM2.15

At any time on or after the 11th day of January 2021 but not later than 5.00 p.m. (Malaysia time) on the 10th day of January 2024

To: The Registrar of Komarkcorp Berhad ("**Company**")
Aldpro Corporate Services Sdn. Bhd.
Registration No. 200801019600 (820910-X)

Office: B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur.
Tel: +603 9770 2200 Fax: +603 9770 2239

EXERCISE OF WARRANTS TO SUBSCRIBE FOR NEW ORDINARY SHARES IN KOMARKCORP BERHAD

I/We, the undersigned, the registered holder of the Warrants –

[all information given below must be the same as the information in the records of Bursa Malaysia Depository Sdn. Bhd. (**Bursa Depository**)]

Name *

[illegible]

**New Identity Card No./Passport No./Armed Forces Identity Card No./
Police Personnel Identity Card No./Company Registration No. ***

[illegible]

Old identity card no. (in the case of an individual) *

[illegible]

Correspondence Address *

[illegible]

Contact Numbers

Office Number:

[illegible]

House Number:

[illegible]

Handphone Number:

[illegible]

Fax Number:

[illegible]

Email Address *

[illegible]

- (a) hereby confirm and declare that all information provided by me/us herein are true and correct;
- (b) hereby confirm and declare that the information indicated with an asterisk (*) is identical with the information in the records of Bursa Depository with regard to my/our securities account with Bursa Depository (**CDS account**) and further agree and confirm that in the event the information aforesaid differs from the information in Bursa Depository's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- (c) hereby irrevocably authorise you to instruct Bursa Depository to debit the number of Warrants specified below (**Exercised Warrants**) from my/our CDS account in the exercise of my/our rights as specified below in accordance with the provisions of the deed poll dated 6 January 2021 constituting the Warrants (**Deed Poll**) as well as the notice to the Warrants C Holders dated 19 February 2021:

Source account for debiting Warrants (Stock Code: 7017WC)															
ADA CODE, ADA BRANCH CODE AND CDS ACCOUNT NUMBER															No. of Warrants
			-				-								

- (d) hereby confirm the Exercised Warrants are or have been designated as "free securities" in my/our CDS account in accordance with the Rules of Bursa Depository and further declare that if this declaration is untrue, the exercise of my/our rights hereunder may be rejected;
- (e) where I/we am/are entitled to receive new ordinary shares in the Company (**New Shares**) upon the exercise of my/our Subscription Rights (apart from the exercise of rights in respect of all Warrants), I/we hereby irrevocably authorise you to instruct Bursa Depository to credit the number of New Shares specified below into my/our CDS account stated below and for the notice of allotment to be despatched to me/us at my/our risk to the correspondence address mentioned herein:

Target account for crediting New Shares (Stock Code: 7017)															
ADA CODE, ADA BRANCH CODE AND CDS ACCOUNT NUMBER															No. of New Shares
			-				-								

Notes: 1. ADA means Authorised Depository Agent.

2. A Warrant Holder shall not be allowed to instruct for New Shares to be credited into any CDS account other than one of those from which the Warrants are to be debited.

- (f) hereby confirm that after the submission of this form to you, I/we will not dispose, transfer or charge the Exercised Warrants, until the exercise is completed by the debiting of the Exercised Warrants from my/our CDS account or the exercise is rejected by the Company, whichever is applicable;
- (g) hereby make payment in full for such New Shares which includes payment of the Exercise Price subject to adjustments in accordance with Condition 5 of Schedule 3 of the Deed Poll and together with any payments required under the Securities Industry (Central Depositories) Act 1991 of Malaysia or the Rules of Bursa Depository, and all other fees and charges including taxes, stamp duty and deposit fees (if any) payable to Bursa Depository:
- (i) by banker's draft or cashiers order no. _____ drawn on a bank operating in Malaysia or a money order or postal order no. _____ issued by a post office in Malaysia in favour of "**KOMARKCORP BERHAD**" crossed "Account Payee Only" amounting to RM _____ and endorsed on the reverse side with my/our name in block letters and CDS account number; or
- (ii) internet bank transfer to designated bank account number of "**8008130695**" maintained with CIMB Bank Berhad (proof of payment to be attached to the Subscription Form submitted to the Registrar).
- (h) hereby irrevocably elect, upon and subject to the provisions of the Deed Poll to exercise the Subscription Rights in respect of the Exercised Warrants to subscribe for such number of New Shares of the Company at the Exercise Price, and agree to accept such New Shares allotted subject to the constitution of the Company; and

- (i) hereby undertake to fully indemnify and keep the Company and the Registrar indemnified against any claims, loss, damage, liability, cost or expense (including legal cost and solicitors' costs on a solicitor and client basis) that may be suffered or incurred by the Company and the Registrar as a result of the Company and/or the Registrar acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertakings herein.

Dated the _____ day of _____ 20____

If Warrant Holder is an individual

Signature of Warrant Holder

If Warrant Holder is a corporation/society

The common seal of Warrant Holder)
was hereto affixed in the presence of:-)

Director
Name:

Director/Secretary/other authorised person(s)
Name:

Notes:

1. No scrip will be issued to the Warrant Holder as the result of any exercise of his/its Subscription Rights.
2. No Warrant Holder is allowed to instruct crediting of New Shares into a CDS account other than one of those from which the Exercised Warrants are to be debited.
3. In exercising the Subscription Rights represented by the above Exercised Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
4. The Subscription Right for any Warrant that is not exercised during the Exercise Period will lapse and become null and void upon the expiry of the Exercise Period.
5. A corporation completing this Subscription Form is required to affix its Common Seal in accordance with its constitution or relevant constituent document.
6. The terms and expressions used in this Subscription Form (unless otherwise defined in this Subscription Form) will have the same meanings and interpretation as defined in the Deed Poll.
7. All information given above must be the same as the information in the records of Bursa Depository.
8. Joint account holders are not recognised by Bursa Depository.
9. For the avoidance of doubt, if no CDS account number is provided, any exercise or purported exercise of the Subscription Rights shall be deemed to be invalid.
10. Where the relevant payment made for the New Shares is less than the full amount of the subscription moneys required based on the Exercise Price, 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 Subscription Rights as an exercise by the Warrant Holder of the Subscription Rights of such a reduced number of Warrants (in such multiples of board lots of 100 Warrants or in such other whole number of Warrants as the Company may determine) such that the relevant payment made for the New Shares shall thereafter be sufficient to pay for the full amount of the subscription moneys required in respect of the reduced number of Warrants. In such event, the Warrant Holder is deemed to have exercised his Subscription Rights in respect of such reduced number of Warrants.

11. A processing fee of RM21.20 (inclusive of any tax payable at such rate that may be imposed by any legislation, rules, regulations, rulings or guidelines made thereunder relating to goods and/or services tax payable) per debit transaction and/or credit transaction shall be paid by the Warrant Holder in the form of cash or cheque no. _____ in favour of “**ALDPRO CORPORATE SERVICES SDN BHD**” to the Registrar or internet bank transfer to the Registrar’s bank account number of **8010861385** maintained with CIMB Bank Berhad (proof of payment to be attached to the Subscription Form submitted to the Registrar).
12. The Exercise Price shall be RM2.15 only for each New Share or such price as may be adjusted in accordance with Conditions of the Deed Poll.

Attention:

The attention of Warrant Holders is drawn to Rule 4 of the Rules on Take-overs, Mergers and Compulsory Acquisitions as amended or replaced from time to time. In particular, a Warrant Holder should note that it/he may be under an obligation to extend a take-over offer of the Company if –

- (a) it/he intends to acquire or hold or control the exercise of, by exercise of the Warrants or otherwise, whether at one time or different times, Shares which (together with Shares owned or acquired by it/him or persons acting in concert with it/him) carry 33% or more of voting rights of the Company; or
- (b) it/he, together with persons acting in concert with it/him, holds not less than 33% but not more than 50% of the voting rights of the Company, and either alone or together with persons acting in concert with it/him, intends to acquire additional Shares by the exercise of the Warrants or otherwise in any period of 6 months, increasing such percentage of the voting rights by more than 2%.

Fold this flap for sealing

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AFFIX
STAMP

KOMARKCORP BERHAD
Registration No. 199601001919 (374265-A)
c/o Aldpro Corporate Services Sdn Bhd
B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
Wilayah Persekutuan
Malaysia

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