

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you have sold or transferred all your warrants 2021/2024 of Komarkcorp Berhad ("**Komarkcorp**") ("**Warrants C**"), you should at once hand this notice to the holders of Warrants C ("**Warrants C Holders**") ("**Notice**") to the purchaser or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee, respectively.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused the contents of this Notice prior to its issuance, takes no responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notice.

THIS NOTICE IS FOR THE INFORMATION OF THE WARRANTS C HOLDERS ONLY. NO ACTION IS REQUIRED TO BE TAKEN.



KOMARKCORP BERHAD

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

NOTICE TO THE WARRANTS C HOLDERS

IN RELATION TO THE

ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF OUTSTANDING WARRANTS C AS SPECIFIED IN THE DEED POLL DATED 6 JANUARY 2021 PURSUANT TO THE CONSOLIDATION OF EVERY 5 EXISTING ORDINARY SHARES IN KOMARKCORP ("KOMARKCORP SHARES" OR "SHARES") HELD AS AT 25 OCTOBER 2023 INTO 1 KOMARKCORP SHARE

Prepared by



AN UNWAVERING COMMITMENT

TA SECURITIES HOLDINGS BERHAD

(Registration No. 197301001467 (14948-M))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

This Notice is dated 31 October 2023

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Notice:

Additional Warrants C	:	Additional Warrants C to be issued arising from the Adjustments
Adjustments	:	The adjustments to the exercise price and number of outstanding Warrants C as a result of the Share Consolidation in accordance with the provisions of the Deed Poll C
Auditors or Moore Stephens	:	Messrs Moore Stephens Associates PLT, being the external auditors appointed for the purpose of the Adjustments
Board	:	Board of Directors of Komarkcorp
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd
Bursa Securities	:	Bursa Malaysia Securities Berhad
Consolidated Shares	:	Shares that have been consolidated following the completion of the Share Consolidation
Deed Poll C	:	The deed poll constituting Warrants C dated 6 January 2021
Directors	:	Directors of the Company for the time being and shall have the meaning ascribed to it in Section 2(1) of the Companies Act 2016 and Section 2(1) of the Capital Markets and Services Act 2007 and Director shall be construed accordingly
EGM	:	Extraordinary general meeting
Entitlement Date	:	25 October 2023, being the date as at the close of business at 5.00 p.m. on which the names of Warrant C Holders appearing in the Record of Depositors will be subject to the Adjustments pursuant to the Share Consolidation
Komarkcorp or the Company	:	Komarkcorp Berhad
Komarkcorp Shares or Shares	:	Ordinary shares in Komarkcorp
Market Day	:	Any day(s) on which Bursa Securities is open for trading in securities
Notice	:	This notice to the Warrant C Holders in relation to the Adjustments
Record of Depositors	:	A record of securities holders provided by Bursa Depository under the rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act, 1991, including the Securities Industry (Central Depositories) Amendment Act, 1998
RM and sen	:	Ringgit Malaysia and sen respectively
Share Consolidation	:	Consolidation of every 5 existing Shares into 1 Share
TA Securities or the Principal Adviser	:	TA Securities Holdings Berhad

DEFINITIONS (CONT'D)

Warrants C : Outstanding warrants 2021/2024 issued by the Company pursuant to the Deed Poll C and expiring on 10 January 2024. Each Warrant C holder is entitled to subscribe for 1 new Share at the exercise price of RM0.43

Warrants C Holders : Holders of outstanding Warrants C

All references to “you” in this Notice are to the Warrant C Holders.

In this Notice, words referring to the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Notice to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Notice shall be a reference to Malaysian time, unless otherwise stated. Any discrepancies in the tables between the amounts stated, actual figures and the totals thereof in this Notice are due to rounding.

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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

31 October 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 Warrants C Holders

Dear Sir / Madam,

ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF OUTSTANDING WARRANTS C AS SPECIFIED IN THE DEED POLL C PURSUANT TO THE SHARE CONSOLIDATION

1. INTRODUCTION

On 23 August 2023, TA Securities had, on behalf of the Board, announced that the Company proposes to undertake the Share Consolidation.

On 7 September 2023, TA Securities had, on behalf of the Board, announced that Bursa Securities had vide its letter dated 6 September 2023 approved the Share Consolidation.

The shareholders of the Company had, during the EGM held on 9 October 2023, approved the Share Consolidation.

On 10 October 2023, TA Securities had, on behalf of the Board, announced that the Entitlement Date for the Share Consolidation has been fixed at 5.00 p.m. on 25 October 2023. The Warrants C Holders whose name appears in the Record of Depositors for the Warrants C on the Entitlement Date would be entitled to the Adjustments.

THE PURPOSE OF THIS NOTICE IS TO PROVIDE YOU WITH INFORMATION PERTAINING TO THE ADJUSTMENTS. THIS NOTICE SETS OUT PARTICULARS OF THE EVENTS GIVING RISE TO THE ADJUSTMENTS, TOGETHER WITH THE COMPUTATION AND THE EFFECTIVE DATE OF THE ADJUSTMENTS. NO ACTION IS REQUIRED TO BE TAKEN ON YOUR PART.

2. DETAILS OF THE ADJUSTMENTS

Based on the Record of Depositors for Warrants C as at the Entitlement Date, there are 305,864,459 outstanding Warrants C.

In accordance with the provisions of the Deed Poll C, the Board, in consultation with TA Securities, sets out below the detailed computations of the Adjustments to the exercise price and number of outstanding Warrants C consequential to the Share Consolidation, which have been duly certified by the Auditors:

$$\text{Adjusted exercise price of Warrants C} = \frac{\text{Existing exercise price of Warrants C} \times Y}{Z}$$

$$\text{Adjusted number of Warrants C} = \frac{\text{Existing number of Warrants C} \times Z}{Y}$$

where:

Y = The aggregate number of issued Komarkcorp Shares immediately before the Share Consolidation

Z = The aggregate number of issued Komarkcorp Shares immediately after the Share Consolidation

Following the above, the Share Consolidation shall give rise to the following adjustments:

$$\text{Adjusted exercise price of Warrants C} = \frac{\text{RM0.43} \times 1,154,613,338}{230,922,667^{(1)}}$$

$$= \text{RM2.15}$$

$$\text{Adjusted number of Warrants C} = \frac{305,864,459 \times 230,922,667^{(1)}}{1,154,613,338}$$

$$= \text{61,172,891}^{(2)}$$

Notes:

(1) Fractional entitlements arising from the Share Consolidation have not been considered.

(2) Rounded down to the nearest whole Warrants C in accordance with the provisions of the Deed Poll C.

Based on the above computation, the adjusted number of Warrants C is 61,172,891. Notwithstanding the above, the fractional entitlements arising from the Adjustments were disregarded, hence resulting in the actual adjusted number of Warrants C pursuant to the Adjustments is 61,171,463.

In summary, the details of the Adjustments are set as follows:

	Before the Adjustments	After the Adjustments
Exercise price of Warrant C (RM)	0.43	2.15
Number of Warrants C	305,864,459	61,171,463

Save for the Adjustments mentioned above, the rights and obligations of the Warrant C Holders remain unchanged.

3. RATIONALE FOR THE ADJUSTMENTS

The Adjustments have been made in accordance to the provisions of the Deed Poll C in order to ensure the status of Warrants C Holders is not prejudiced after the implementation of the Share Consolidation.

4. EFFECTIVE DATE OF THE ADJUSTMENTS

In accordance with the provisions of the Deed Poll C, the Adjustments took effect on 26 October 2023, being the next Market Day following the Entitlement Date. The Additional Warrants C arising from the Adjustments were listed and quoted on the Main Market of Bursa Securities on 26 October 2023 simultaneously with the Consolidated Shares.

5. CONSENTS

TA Securities and Moore Stephens have given and have not subsequently withdrawn their written consents to the inclusion of their names and all references thereto in the form and context in which they appear in this Notice.

6. DIRECTORS' RESPONSIBILITY STATEMENT

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

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company 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 business hours from Monday to Friday (excluding public holidays) for as long as any of the Warrants C remain outstanding and exercisable:

- (i) Deed Poll C;
- (ii) the certificate from the Auditors dated 26 October 2023 certifying the computation of the Adjustments referred to in **Section 2** above;
- (iii) the letter from the Board setting forth brief particulars of the events giving rise to the Adjustments, together with the relevant computation and effective date of the Adjustments; and
- (iv) the letters of consent referred to in **Section 5** of this Notice.

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

ROY HO YEW KEE
Executive Director