

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") takes no responsibility for the contents of this Circular, 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 Circular.

You should rely on your own evaluation to assess the merits and risks of the Proposed Bonus Issue of Warrants (as defined herein).



MENANG CORPORATION (M) BERHAD

(Registration No.: 196401000240 (5383-K))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

PROPOSED BONUS ISSUE OF WARRANTS

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser

MALACCA SECURITIES SDN BHD

Registration No: 197301002760 (16121-H)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of the Extraordinary General Meeting ("**EGM**") of Menang Corporation (M) Berhad will be conducted on a fully virtual basis by way of remote participation and electronic voting via the online meeting platform at Vote2U Online website at <https://web.vote2u.my> provided by Agmo Digital Solutions Sdn. Bhd. on Monday, 29 November 2021 at 11.00 a.m., or immediately after the conclusion or adjournment of the Company's Fifty-Seventh Annual General Meeting ("**AGM**") scheduled to be held on the same day at 10.00 a.m., whichever is later or at any adjournment thereof, together with a copy of the Form of Proxy is enclosed with this Circular.

If you decide to appoint a proxy to attend and vote on your behalf at the EGM, the Form of Proxy should be completed and lodged at the Company's Registered Office, GAP Advisory Sdn. Bhd., at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for the EGM or at any adjournment thereof. Alternatively, individual shareholder(s) may submit the Proxy Form electronically via Vote2U at <https://web.vote2u.app>, not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof. The lodging of the Proxy Form shall not preclude you from attending, participating and voting remotely in person at the EGM should you subsequently wish to do so, but if you do, your proxy or proxies shall be precluded from attending the EGM.

Last date and time for lodging the Form of Proxy : Saturday, 27 November 2021, 11.00 a.m.

Date and time of the EGM : Monday, 29 November 2021, 11.00 a.m. or immediately after the conclusion or adjournment of the Company's AGM scheduled to be held on the same day at 10.00 a.m., whichever is later or at any adjournment thereof

This Circular is dated 12 November 2021

DEFINITIONS

For the purpose of this Circular and the accompanying appendices, except where the context otherwise requires, the following definitions will apply:-

Act	: Companies Act 2016
Announcement	: Announcement dated 15 October 2021 in relation to the Proposed Bonus Issue of Warrants
Board	: The Board of Directors of MCB
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (198701006854 (165570-W))
Bursa Securities	: Bursa Malaysia Securities Berhad (200301033577 (635998-W))
Circular	: This circular dated 12 November 2021 which sets out the details of the Proposed Bonus Issue of Warrants
Deed Poll	: The deed poll to be executed by the Company constituting the Warrants and governing the rights of the holders of the Warrants
Director	: Shall have the same meaning given in Section 2(1) of the Capital Market Services Act, 2007
EGM	: Extraordinary General Meeting
Entitlement Date	: A date, to be determined and announced later by the Board, on which the names of the shareholders of MCB must appear in the Record of Depositors of the Company, in order to be entitled to receive the Warrants
Entitled Shareholders	: Shareholders of MCB whose names appear in the Record of Depositors of the Company on the Entitlement Date
EPS	: Earnings per share
FYE	: Financial year ended / ending 30 June, as the case may be
Listing Requirements	: The Main Market Listing Requirements of Bursa Securities
LPD	: 1 November 2021, being the latest practicable date prior to the printing of this Circular
LTD	: 14 October 2021, being the last trading day prior to date of the Announcement
Market Day	: A day on which Bursa Securities is open for trading in securities
MCB or Company	: Menang Corporation (M) Berhad (196401000240 (5383-K))
MCB Group or Group	: MCB and its subsidiaries
NA	: Net assets
Private Placement	: The private placement announced by the Company on 9 April 2021 for up to 10% of the issued ordinary shares of MCB to be undertaken pursuant to Sections 75 and 76 of the Act. The Private Placement was aborted on 14 September 2021
Proposed Bonus Issue of Warrants	: Proposed bonus issue of up to 240,399,720 free Warrants on the basis of 1 Warrant for every 2 existing MCB Shares held on the Entitlement Date

DEFINITIONS (CONT'D)

Record of Depositors	:	A record of securities holders established and maintained by Bursa Depository
RM and sen	:	Ringgit Malaysia and sen respectively
VWAP	:	Volume weighted average market price
Warrant(s)	:	Up to 240,399,720 free warrants in MCB to be issued pursuant to the Proposed Bonus Issue of Warrants

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and/or neuter gender, and vice versa. References to persons shall include corporations, unless otherwise specified.

Any discrepancies in the tables included in this Circular between the amount listed, actual figures and the totals thereof are due to rounding.

Any reference in this Circular to any provision of a statute, rule, regulation, enactment, or rule of a stock exchange shall (where the context admits) be construed as a reference to the provision of such statute, rule, regulation, enactment or rule of a stock exchange (as the case may be) as modified by any written law, or, if applicable, any amendment or re-enactment to the statute, rule, regulation, enactment or rule of a stock exchange for the time being in force. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

All references to “**you**” in this Circular are to the shareholders of MCB.

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MENANG CORPORATION (M) BERHAD

(Registration No.: 196401000240 (5383-K))
(Incorporated in Malaysia)

Registered Office

E-10-4, Megan Avenue 1
189, Jalan Tun Razak
50400 Kuala Lumpur
W.P. Kuala Lumpur
Malaysia

12 November 2021

Board of Directors

Toh May Fook	<i>(Group Managing Director)</i>
Lee Min Huat	<i>(Executive Director)</i>
Liew Sook Pin	<i>(Executive Director)</i>
Chee Wai Hong	<i>(Independent Non-Executive Director)</i>
Yee Chun Lin	<i>(Independent Non-Executive Director)</i>
Kee Hock Kee	<i>(Independent Non-Executive Director)</i>

To: The Shareholders of MCB

Dear Sir/Madam,

PROPOSED BONUS ISSUE OF WARRANTS

1. INTRODUCTION

On 15 October 2021, Malacca Securities had, on behalf of the Board, announced that MCB wishes to undertake a proposed bonus issue of up to 240,399,720 free Warrants on the basis of 1 Warrant for every 2 MCB Shares held on the Entitlement Date.

On 22 October 2021, Malacca Securities had, on behalf of the Board, announced that the listing application in relation to the Proposed Bonus Issue of Warrants had been submitted to Bursa Securities.

On 1 November 2021, Malacca Securities had, on behalf of the Board, announced that Bursa Securities, had vide its letter dated 29 October 2021, approved the following:-

- (i) the admission to the Official List of Bursa Securities and the listing and quotation of up to 240,399,720 Warrants to be issued pursuant to the Proposed Bonus Issue of Warrants on the Main Market of Bursa Securities; and
- (ii) listing and quotation of up to 240,399,720 new MCB Shares to be issued arising from the exercise of the Warrants on the Main Market of Bursa Securities;

subject to the conditions as set out in Section 9 of this Circular.

The purpose of this Circular is to provide you with the details of the Proposed Bonus Issue of Warrants and to seek your approval for the resolution pertaining to the Proposed Bonus Issue of Warrants to be tabled at the forthcoming EGM. The notice of EGM together with the proxy form are enclosed in this Circular.

You are advised to read and carefully consider the contents of this Circular before voting on the resolution pertaining to the Proposed Bonus Issue of Warrants to be tabled at the forthcoming EGM.

2. PROPOSED BONUS ISSUE OF WARRANTS

2.1 Basis and number of Warrants

The Proposed Bonus Issue of Warrants entails the issuance of up to 240,399,720 Warrants on the basis of 1 Warrant for every 2 MCB Shares held by Entitled Shareholders on the Entitlement Date.

As at LPD, MCB's issued share capital is RM240,400,021.50 comprising of 480,799,440 MCB Shares. For information, MCB does not have any shares held as treasury shares as at LPD. Based on MCB's issued share capital as at LPD, the Proposed Bonus Issue of Warrants will result in the issuance of up to 240,399,720 Warrants.

The actual number of Warrants to be issued pursuant to the Proposed Bonus Issue of Warrants will depend on the total number of issued shares on the Entitlement Date which shall be determined and announced by the Board after the receipt of all relevant approvals for the Proposed Bonus Issue of Warrants. The Proposed Bonus Issue of Warrants will be implemented in a single tranche.

The basis and number of Warrants to be issued were determined after taking into consideration the following:-

- (i) The enlarged number of MCB Shares upon exercise of the Warrants;
- (ii) The potential dilutive effects on the consolidated EPS of MCB; and
- (iii) The requirement to comply with Paragraph 6.50 of the Listing Requirements, where the total number of new MCB Shares arising from the exercise of the Warrants must not exceed 50% of the Company's total number of issued shares at all times.

Fractional entitlements of the Warrants under the Proposed Bonus Issue of Warrants, if any, will be disregarded and dealt with in such manner as the Board may in its absolute discretion deem fit and expedient and in the best interest of the Company.

The Warrants will be issued in registered form and constituted by the Deed Poll to be executed by the Company. The indicative salient terms of the Warrants are set out in Section 2.5 of this Circular.

2.2 Basis of determining and justification for the issue price and exercise price of the Warrants

The Warrants will be issued at no cost to the Entitled Shareholders.

The Exercise Price of the Warrants has been fixed by the Board at RM0.50 each. The Exercise Price was determined after taking into consideration the following:-

- (i) the historical price movement of MCB Shares;
- (ii) the 5-day VWAP of MCB Shares up to and including 14 October 2021, being the LTD prior to the Announcement of RM0.6193;

- (iii) prevailing market conditions; and
- (iv) the future prospects of the MCB Group as set out in Section 6.3 below.

The exercise price of the Warrants of RM0.50 represents a discount of approximately 19.26% to the 5-day VWAP of MCB Shares up to and including LTD of RM0.6193. Based on the 5-day VWAP of MCB Shares up to and including LTD of RM0.6193, the theoretical ex-price of MCB Shares after the Proposed Bonus Issue of Warrants is RM0.5795. The exercise price of the Warrants of RM0.50 represents a discount of approximately 13.72% to the theoretical ex-price of MCB Shares after the Proposed Bonus Issue of Warrants of RM0.5795.

The exercise price of the Warrants of RM0.50 represents a discount of approximately 20.86% to the 5-day VWAP of MCB Shares up to and including LPD of RM0.6318. Based on the 5-day VWAP of MCB Shares up to and including LPD of RM0.6318, the theoretical ex-price of MCB Shares after the Proposed Bonus Issue of Warrants is RM0.5879. The exercise price of the Warrants of RM0.50 represents a discount of approximately 14.95% to the theoretical ex-price of MCB Shares after the Proposed Bonus Issue of Warrants of RM0.5879.

For information, MCB Share price will be adjusted downwards in the event the exercise price of the Warrants is below the market price of MCB Shares on the ex-date of the Proposed Bonus Issue of Warrants.

2.3 Ranking of the new MCB Shares to be issued arising from the exercise of Warrants

The Warrant holders will not be entitled to any voting rights or right to participate in any form of distribution and/or offer of further securities in the Company until and unless they exercise their Warrants into new MCB Shares.

The new MCB Shares to be issued upon the exercise of the Warrants shall, upon allotment and issue, rank equally in all respects with the then existing issued MCB Shares, save and except that they will not be entitled to any dividend, rights, allotments and/or other distributions, that may be declared, made or paid to the shareholders of MCB, the entitlement date of which is prior to the date of allotment and issue of the said MCB Shares.

2.4 Listing and quotation of the Warrants and the new MCB Shares to be issued pursuant to the exercise of Warrants

Approval has been obtained from Bursa Securities vide its letter dated 29 October 2021, for the admission of up to 240,399,720 Warrants to the Official List of Bursa Securities as well as the listing and quotation of the Warrants and the new MCB Shares to be issued arising from the exercise of the Warrants pursuant to the Proposed Bonus Issue of Warrants on the Main Market of Bursa Securities, subject to the conditions set out in Section 9 of this Circular.

2.5 Indicative salient terms of the Warrants

Terms	Details
Issue size	: Up to 240,399,720 Warrants
Form	: The Warrants will be issued in registered form and constituted by a Deed Poll to be executed by the Company and as may be supplemented from time to time.
Tenure	: 3 years commencing from and inclusive of the date of issuance of the Warrants (" Issue Date ").
Exercise Rights	: Each Warrant entitles the registered Warrant holder to subscribe for 1 new MCB Share at the Exercise Price at any time during the Exercise Period, subject to the provisions of the Deed Poll.

Terms	Details
Exercise Price	: RM0.50, being the amount payable for every new MCB Share to be subscribed pursuant to an exercise of a Warrant.
Exercise Period	: The Warrants may be exercised at any time during the tenure of the Warrants commencing from and including the Issue Date and ending at 5.00 p.m. on the Expiry Date. Any Warrants which have not then been exercised will lapse and every Warrant not exercised by then will cease to be valid for any purpose.
Mode of exercise	: The Warrant holder must complete and sign the exercise notice (which shall be irrevocable) and deliver the duly completed and executed exercise notice to the Company's registrar together with a remittance by way of bankers' draft or cashiers' order or a money order or postal order drawn by a bank or post office operating in Malaysia or electronic transmission in accordance with the Deed Poll.
Board lot	: For the purpose of trading on Bursa Securities, a board lot of Warrants shall comprise 100 Warrants unless otherwise revised by the relevant authorities.
Expiry Date	: 5.00 p.m. on the day immediately preceding the 3 rd anniversary of the Issue Date, provided that if such day is not a Market Day, then it shall be the Market Day immediately preceding the said non-market day.
Adjustment in the Exercise Price and/or the number of Warrants	: The Exercise Price and/or number of unexercised Warrants held by each Warrant holder shall from time to time be adjusted subject to adjustments under certain circumstances in accordance with the provisions of the Deed Poll and Paragraphs 6.54(3)(a) and (b) of the Listing Requirements.
Status of the new MCB Shares to be issued arising from the exercise of the Warrants	: The new MCB Shares to be issued upon the exercise of the Warrants shall, upon allotment and issue, rank equally in all respects with the then existing issued MCB Shares, save and except that they will not be entitled to any dividend, rights, allotments and/or other distributions, that may be declared, made or paid to the shareholders of MCB, the entitlement date of which is prior to the date of allotment and issue of the said MCB Shares.
Modifications	<p>: The Company may from time to time, without the consent or sanction of the Warrant holders but in accordance with the Deed Poll, modify the Warrants or the Deed Poll, if such modifications made does not prejudice the interest of the Warrant holders or is made to correct a manifest error or to comply with the prevailing laws of Malaysia, rules of Bursa Securities Malaysia Depository Sdn Bhd, Securities Industry (Central Depositories) Act, 1991 and/or the Listing Requirements.</p> <p>Subject to the above and the approval of any relevant authority, any other modification, alteration or abrogation of the covenants or provisions contained in the Deed Poll proposed or agreed by the Company, shall be subject to the approval of all the relevant authority as required under the law in Malaysia and the approval of the Warrant holders sanctioned by special resolution and must be effected only by the Deed Poll and expressed to be supplemental and comply with the requirements of the Deed Poll.</p>

Terms	Details
Rights of the Warrant holders in the event of winding up, liquidation, compromise or arrangement	<p>If a resolution is passed for a members' voluntary winding-up of the Company or there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of the Company or the amalgamation of the Company with one (1) or more companies,</p> <p>(i) for the purposes of such winding-up, compromise or arrangement (other than a consolidation, amalgamation or merger in which the Company is the continuing corporation) to which the Warrant holders, or some persons designated by them for such purposes by a special resolution will be a party, the terms of such winding up, compromise and arrangement shall be binding on all the Warrant Holders; or</p> <p>(ii) in any other case, every Warrant Holder shall be entitled (upon and subject to the conditions) to exercise the Exercise Rights at any time within 6 weeks after the passing of such resolution for a members' voluntary winding-up of the Company or within 6 weeks from the granting of the Group's order approving the compromise or arrangement, as the case may be, by the irrevocable surrender of his Warrants to the Company, elect to be treated as if he had immediately prior to the commencement of such winding-up, compromise or arrangement exercised the Exercise Rights attached to such Warrants to the extent specified in the exercise notice(s) and be entitled to receive out of the assets of the Company which would be available in liquidation as if he had on such date been the holder of the Shares to which he would have become entitled pursuant to such exercise and the liquidator of the Company shall give effect to such election accordingly.</p> <p>Upon the expiry of the above 6 weeks, all Exercise Rights of the Warrants shall lapse and cease to be valid for any purpose.</p>
Transferability	The Warrants may be transferred in accordance with the provisions of the Deed Poll, subject to the rules of Bursa Malaysia Depository Sdn Bhd and the provisions of the Securities Industry (Central Depositories) Act 1991 and traded on Bursa Securities.
Listing	The Warrants will be listed on the Main Market of Bursa Securities.
Governing law	The laws of Malaysia.

3. UTILISATION OF PROCEEDS

The Proposed Bonus Issue of Warrants will not raise any immediate proceeds as the Warrants will be issued at no cost to the Entitled Shareholders.

The quantum of proceeds that may be received by the Company upon the exercise of the Warrants would depend on the actual number of Warrants exercised.

The Company proposes to utilise the proceeds to be received from the exercise of the Warrants as and when received in the following manner:-

Proposed utilisation	Notes	% of proceeds received	Timeframe for utilisation from date of receipt of proceeds
Property development business	(i)	60%	Within 36 months
Working capital	(ii)	40%	Within 24 months

Notes:-

- (i) *The Group envisages that any proceeds received to be utilised for its property development business to include, but is not limited to, purchase of land and/or companies which hold land to increase its landbank, construction of showroom, marketing expenses, payment to contractors and payment to authorities. For information, the Group has a landbank of 732.3 acres as at LPD.*
- (ii) *The proceeds for working capital are proposed to be utilised to finance the day-to-day operations of the Group's business including amongst others, payment to trade and other payables, staff related costs such as salaries, bonuses, statutory contribution and welfare expenses and general administrative/operating expenses such as rental, utilities, telephone charges and sundry expenses. The actual utilisation may vary and is dependent on the Group's working capital requirements at that relevant point in time. Nonetheless, MCB proposes to utilise such proceeds received in the following manner:-*

<u>Working capital</u>	<u>% of proceeds received</u>
<i>Payment to trade and other payables (including scheduled repayment of interest and/or principal amount to financial institutions)</i>	50%
<i>Staff related costs</i>	40%
<i>General administrative/ operating expenses</i>	10%

Proceeds raised shall be utilised firstly for working capital purposes. Any unutilised proceeds for the property development business shall be utilised for the Group's working capital. For illustration purposes, assuming full exercise of all 240,399,720 Warrants at the Exercise Price of RM0.50, the Company will raise gross proceeds of approximately RM120.2 million. Based on the aforementioned proposed percentage of utilisation:-

- (i) RM48.08 million will be utilised for working capital; and
- (ii) RM72.12 million will be utilised for the Group's property development business.

Pending utilisation of proceeds received from the exercise of the Warrants, the proceeds shall be placed in a profit-bearing account, as deposits with licensed financial institution(s) and/or in short-term money market instruments, as the Board deems fit. The Company proposes to utilise such interest/profits arising from the deposits/financial instruments for working capital purposes within 24 months from the date the proceeds are received.

4. DETAILS OF FUNDRAISING EXERCISES UNDERTAKEN BY MCB IN THE PAST 12 MONTHS

Save as disclosed below, MCB has not undertaken any equity fund-raising exercise in the past 12 months before the date of this Circular.

On 9 April 2021, MCB announced that the Company proposed to undertake the Private Placement, i.e. a private placement of up to 10% of the issued ordinary shares of MCB to be undertaken pursuant to Sections 75 and 76 of the Act. The Private Placement was intended to, amongst others, facilitate the repayment of borrowings amounting to RM21.3 million. On 14 September 2021, the Company announced that after due and careful consideration, the Company had decided to raise the requisite funding to repay its borrowings through other means and abort the Private Placement exercise. For avoidance of doubt, MCB had not placed out any shares pursuant to the Private Placement.

5. RATIONALE FOR THE PROPOSED BONUS ISSUE OF WARRANTS

The Proposed Bonus Issue of Warrants serves to reward MCB's shareholders by providing them with the opportunity to increase their equity participation in the Company at a pre-determined price by exercising the Warrants during the tenure of the Warrants.

The Proposed Bonus Issue of Warrants also provides an opportunity for the Company to raise funds as and when the Warrants are exercised for the purposes stated in Section 3 above without the need of incurring bank borrowings which carry interest costs and principal repayment obligations.

The Group has also taken into consideration that since the Group has no on-going property development projects and that there are still looming uncertainties caused by the Covid-19 pandemic, there is no immediate need to raise funds for the Group's property development business. Hence, the Board remains cautiously optimistic that the Proposed Bonus Issue of Warrants is an appropriate avenue to raise proceeds from time to time from the exercise of the Warrants to fund any property development projects the Group may launch when the Covid-19 pandemic situation is under control and the country's economic condition improves.

5.1 How the Proposed Bonus Issue of Warrants will create value to the Company and its security holders

The Proposed Bonus Issue of Warrants will further strengthen the capital base of the Group as and when the Warrants are exercised by increasing the size of its shareholders' funds which will provide the Group with additional funding to undertake its property development projects from time to time.

The Proposed Bonus Issue of Warrants will provide MCB's shareholders with a separate avenue to monetise the Warrants as the Warrants will be traded separately from the existing Shares. The Proposed Bonus Issue of Warrants also provides the Warrant holders an opportunity to participate in the prospects of the MCB Group by converting their Warrants into MCB Shares within the 3 years tenure of the Warrants.

5.2 How the Proposed Bonus Issue of Warrants will impact the Company and its securities holders

The Warrants are to be issued to the shareholders of MCB who hold MCB Shares on the Entitlement Date at no cost. As such, MCB will not raise any proceeds from the issuance of the Warrants pursuant to the Proposed Bonus Issue of Warrants. MCB will only receive proceeds upon exercise of such Warrants by the Warrant holders which MCB proposes to be utilised for purposes detailed in Section 3 above.

The Proposed Bonus Issue of Warrants is not expected to have any financial effect on the earnings, EPS, NA, NA per Share, gearing and substantial shareholders' shareholdings of MCB until such time the Warrants are exercised into new MCB Shares. Please refer to Section 7 below for further information on the effects of the Proposed Bonus Issue of Warrants on MCB Group and substantial shareholders' shareholdings.

5.3 The adequacy of the Proposed Bonus Issue of Warrants in addressing the Company's financial concerns

Based on MCB Group's audited financial statements for the FYE 30 June 2021, the Group recorded profit after taxation of RM14.9 million; equity attributable to owners of MCB of RM329.8 million and cash and bank balances of RM57.2 million.

The management of MCB believes that the Group's financial position remains healthy as at the LPD. As such, the Proposed Bonus Issue of Warrants is not intended to address any financial concerns of the MCB Group.

6. INDUSTRY OUTLOOK AND PROSPECTS

6.1 Overview and prospects of the Malaysian economy

The Malaysian economy expanded by 16.1% in the second quarter of 2021 (1Q 2021: -0.5%). Growth was supported mainly by the improvement in domestic demand and continued robust exports performance. The strong growth also reflected continued policy support and the low base from the significant decline in activity during the second quarter of 2020. Economic activity picked up at the start of the second quarter but slowed following the re-imposition of stricter nationwide containment measures, particularly under Phase 1 of the Full Movement Control Order (FMCO).

For the second quarter as a whole, all economic sectors registered an improvement, particularly the manufacturing sector. On the expenditure side, growth was driven by higher private sector spending and strong trade activity. On a quarter-on-quarter seasonally-adjusted basis, the economy registered a decline of 2.0% (1Q 2021: 2.7%), due to the containment measures.

On the sectoral front, double-digit growth was recorded across most economic sectors in the second quarter of 2021. The services sector expanded by 13.4% (1Q 2020: -2.3%). Growth was supported by a nascent recovery in consumer-related activities in April and May 2021. This was, however, partially reversed by the re-imposition of restrictions on non-essential retail activities, dine-ins and inter-district and inter-state travel.

Meanwhile, the information and communication subsector continued to benefit from rising demand for e-commerce and e-payment activity, as well as remote working and learning arrangements. Additionally, strong double-digit growth was recorded in the finance and insurance subsector, attributed to higher fee income, sustained loan and deposit growth, and higher net insurance premiums less claims.

Domestic demand turned around to register a positive growth of 12.3% (1Q 2021: -1.0%) in the second quarter of 2021, mainly supported by private sector expenditure. On the external front, demand for Malaysia's exports, particularly for E&E products, continued to remain robust. Private consumption growth increased by 11.6% during the quarter (1Q 2021: -1.5%), following a broad-based expansion across both necessity and discretionary items, particularly at the start of the quarter, prior to the imposition of FMCO.

This was due mainly to less stringent containment measures and mobility restrictions in the first half of the quarter. Labour market conditions also showed signs of improvement in the same period, which lent support to household spending. Furthermore, various policy measures, including the EPF i-Sinar withdrawals and Bantuan Prihatin Rakyat, provided additional lift to consumer expenditure.

Public consumption expanded by 9.0% (1Q 2021: 5.9%), mainly on account of higher spending on supplies and services.

The Malaysian economy was on track for a broad recovery in 2021 as compared to last year. However, the resurgence of COVID-19 cases has necessitated the re-imposition of nationwide containment measures, which would weigh on growth. Nevertheless, the impact will be partially mitigated by continued allowances for essential economic sectors to operate, higher adaptability to remote work, as well as increased automation and digitalisation. Growth will continue to be supported by policy measures, which will provide cash flow support, particularly for affected households and businesses. Going forward, the economic recovery will be underpinned by higher external demand and gradual improvement in domestic demand. The rapid progress of the nationwide vaccination programme will allow economic sectors to be gradually reopened and provide some lift to household and business sentiments.

Against this backdrop, for 2021, the Malaysian economy is projected to expand within the range of 3.0 – 4.0%, although the pace of recovery will be uneven across sectors. The recovery is expected to accelerate going into 2022, supported by normalisation of economic activities as well as the positive spillovers from continued improvement in external demand.

The balance of risks remains tilted to the downside, arising mainly from pandemic-related factors, such as delay in the easing of containment measures or imposition of tighter containment measures, and a weaker-than-expected global growth recovery.

(Source: Bank Negara Malaysia Quarterly Bulletin 2Q2021)

6.2 Overview and prospects of the Malaysian property market

The property market performance recorded a significant increase in the first half of 2021 (H1 2021) as compared to the same period last year (H1 2020). A total of 139,754 transactions worth RM62.01 billion were recorded, showing an increase of 21.0% in volume and 32.1% in value compared to the same period last year. Volume of transactions across the sub-sectors showed upward movements. Residential, commercial, industrial, agriculture and development land sub-sectors recorded year-on-year growths of 22.2%, 28.5%, 29.4%, 13.9% and 21.3% respectively. Value of transactions moved in tandem with residential, commercial, industrial, agriculture and development land sub-sectors recorded growths of 34.7%, 28.4%, 19.8%, 33.1% and 40.6% respectively.

Residential Property

There were 92,017 transactions worth RM34.51 billion recorded in the review period, increased by 22.2% in volume and 34.7% in value year-on-year. Performance across the states improved in the review period. All states recorded higher market volume except for WP Putrajaya. The four major states namely Wilayah Persekutuan (WP) Kuala Lumpur, Selangor, Johor and Pulau Pinang formed about 50% of the total national residential volume. In the primary market, there were 16,660 units launched, down by 34.0% against 25,227 units (revised) in H1 2020. Against H2 2020, the new launches were lower by 24.1% (H2 2020: 21,951 units). Sales performance for new launches recorded at 24.7%, better compared to H1 2020 (revised 12.9%) and H2 2020 (17.0%). The improvement in sales performance probably attributed to various measures by the government such as incentives of the Home Ownership Campaign (reintroduced from 1 June 2020 – 31 Dec 2021) and low overnight policy rate (OPR).

Selangor recorded the highest number of new launches in the country, capturing nearly 24.7% (4,114 units) of the national total with sales performance at 26.2%. WP Kuala Lumpur recorded the second highest number (3,651 units, 21.9% share) with sales performance at 3.5%. Johor came third (2,187 units, 13.1% share) with sales performance at 49.8%. By property type, terraced houses dominated the new launches. Single storey (2,624 units) and 2-3 storey (5,455 units) together contributed 48.5% of the total units, followed by condominium/apartment units at 41.4% share (6,893 units). The residential overhang exhibited a moderated growth. A total of 31,112 overhang units worth RM20.09 billion was recorded, showing an increase of 5.2% and 6.2% in volume and value respectively against the preceding half. Construction activity recorded an increase in completion, starts and new planned supply, each up by 8.7%, 35.3% and 36.0% respectively compared to the same period last year. The Malaysian House Price Index (MHPI) saw an unprecedented negative growth in Q2 2021, after a series of slow price growth since 2018. MHPI stood at 197.9 points, down by 1.2% year-on-year. Quarterly movements saw a decline of 1.6%.

Commercial Property

There were 10,433 transactions worth RM10.93 billion recorded, up by 28.5% in volume and 28.4% in value compared to the same period last year. All states recorded more market activity in the review period except for WP Putrajaya and Pahang. Selangor contributed the highest volume and value to the national market share, with 26.3% in volume (2,741 transactions) and 30.8% in value (RM3.37 billion); followed by WP Kuala Lumpur with 13.0% in volume (1,359 transactions) and 28.2% in value (RM3.08 billion) and Johor with 13.5% in volume (1,410 transactions) and 11.6% in value (RM1.27 billion). Serviced apartment sub-sector recorded 1,912 transactions worth RM1.21 billion, formed 18.3% of the commercial property transactions volume and 11.0% of the value.

Market performance recorded an increase of 33.4% in volume and 23.7% in value compared to similar period last year. Serviced apartment sub-sector recorded 24,064 overhang units with a value of RM20.41 billion, indicating a marginal increase of 1.9% in volume, but value declined by 10.2% compared to the preceding half. Meanwhile, the unsold under construction recorded 42,358 units, increased by 20.1%. The construction activities saw a mixed trend with completions decreased by 8.3% to 4,030 units, starts increased by 89.6% to 21,278 units and new planned supply up by 33.7% to 7,339 units against similar half last year. The performance of shopping complex moderated in H1 2021, with the national occupancy rate saw a slight decline of 76.6% as compared to H1 2020 (78.6%). WP Kuala Lumpur and Selangor recorded 81.6% and 78.8% occupancy rate respectively, whereas Johor and Pulau Pinang managed to secure an average occupancy of 73.4% and 72.2% respectively.

The sole completion recorded in H1 2021 was contributed by the extension of Setia City Mall, Shah Alam (21,363 square metres (s.m.)), bringing the total space for shopping complex nationwide to 16.93 million square metres. There were another 47 complexes (1.94 million s.m.) in the incoming supply and with another 10 complexes (0.34 million s.m.) in the planned supply. The overall performance of purpose-built office decreased to 78.5%, slightly lower than H1 2020 (80.6%). The occupancy rate for private office buildings declined further to 71.7%, down from 74.3% recorded in H1 2020. Pulau Pinang secured a higher occupancy rate at 85.3% while Kuala Lumpur, Selangor and Johor recorded lower than the national level at 73.8%, 68.4%, and 72.75%, respectively.

Eight new purpose-built offices with office spaces totalling 505,842 square metres were completed in the review period, extending the existing market supply to 23.84 million square metres from 2,581 buildings. WP Kuala Lumpur was the lead contributor for office space with a share of 40.7% (9.70 million s.m.) in the existing market, 54.0% (1.09 million s.m.) in incoming supply and 52.9% (0.17 million s.m.) in planned supply.

Outlook

The acceleration of the National COVID-19 Immunisation Programme and the National Recovery Plan threshold across the states will see the reopening of more economic and social sectors in the fourth quarter of 2021. Supported by the implementation of various government initiatives and assistance, the property market is expected to be on the recovery path in line with the gradual economic recovery.

(Source: Press Release: Malaysia Property Market Report First Half Year 2021, Valuation and Property Services Department Malaysia, Ministry of Finance Malaysia)

As at LPD, the Group's current landbank is located in the Selangor (Central Region) and Negeri Sembilan (Southern Region). Based on the latest available public reports as at the LPD, the overview and prospects of the property market in these areas are as follows:-

Overview of the Property Market in Central Region

The Central Region property market performance improved in H1 2021, indicated by the increase in market activities. The region registered 36,089 transactions worth RM28.56 billion, increased by 33.9% and 37.0% in volume and value respectively as compared to H1 2020. Combined, these three states (Kuala Lumpur, Selangor and Putrajaya) formed 25.8% and 46.1% of the national volume and value of transactions.

In terms of transaction volume, Kuala Lumpur and Selangor increased by 17.9% and 38.2% respectively, whereas Putrajaya declined by 16.1%. In terms of transaction value, Kuala Lumpur and Selangor increased by 17.9% and 38.2% respectively, whereas Putrajaya declined by 16.1%. By state, Selangor dominated the region's overall property transactions with 82.0% in volume (29,610 transactions) and 72.7% in value (RM20.76 billion) of the total transactions.

By sub-sector, residential continued to dominate the region's property transactions, contributing 79.6% (28,710 transactions) of the total. Likewise, residential sub-sector dominated the region's overall property transaction value with 57.4% share.

(Source: Central Region Property Market Report - First Half 2021, Valuation and Property Services Department Malaysia, Ministry of Finance Malaysia)

Overview of the Property Market in Southern Region

The Southern Region property market performance registered 30,517 transactions worth RM13.08 billion, increased by 14.7% and 28.3% in volume and value respectively as compared to H1 2020. Combined, these three states (Johor, Negeri Sembilan and Melaka) formed about 21.8% and 21.1% of the national volume and value of transactions.

All states showed an upward trend. Property market performance in Negeri Sembilan increased by 20.7%, followed by Johor 13.2% and Melaka 12.2%. Similar upward trend was seen in transaction value. Negeri Sembilan increased by 36.7%, followed by Johor 28.1% and Melaka 19.7%. Johor dominated the region's overall property transaction with 55.5% in volume (16,952 transactions) and 62.0% in value (RM8.11 billion) of the total transactions.

By sub-sector, residential continued to dominate the region's property transactions, contributing 65.4% (19,943 transactions) of the total. Likewise, residential sub-sector dominated the region's overall property transaction value with 51.0% share (RM6.68 billion).

(Source: Southern Region Property Market Report - First Half 2021, Valuation and Property Services Department Malaysia, Ministry of Finance Malaysia)

6.3 Overview and prospects of MCB

As at LPD, MCB Group is mainly involved in property development and concession arrangements. Based on the Group's audited financial statements for FYE 30 June 2020 and FYE 30 June 2021, the Group's revenue and profit after tax by the Group's property development segment and concession arrangements are as follows:-

Audited FYE 30 June	2020	2021
	<i>RM'000</i>	<i>RM'000</i>
Revenue		
- Investment holding	96	96
- Property development	-	-
- Concession arrangements	89,741	88,186
Profit/ (Loss) after tax		
- Investment holding	(6,052)	(8,666)
- Property development	(7,269)	(3,959)
- Concession arrangements	22,157	27,527

Due to the uncertainties caused by the Covid-19 pandemic, the Group has remained cautious on launching new property development projects. As such, the Group's property development business has not reported any revenue for the audited FYE 30 June 2020 and FYE 30 June 2021. As mentioned in Section 5 above, the Group intends to launch new property development projects when the Covid-19 pandemic situation is under control and the country's economic condition improves.

Concession arrangements

As at LPD, the Group has 3 concession arrangements with Universiti Teknologi MARA ("**UiTM**") and the Government of Malaysia under a Private Financing Initiative ("**PFI**") as follows:-

	UiTM Seremban 3	UiTM Puncak Alam	UiTM Nilai
Concession company	Inovatif Mewah Sdn. Bhd., 71% owned subsidiary of MCB through its wholly owned subsidiaries, Menang Development (M) Sdn Bhd (51%) and Menang Industries (M) Sdn Bhd (20%). The remaining 29% in Inovatif Mewah Sdn Bhd is held by Tentu Selesa Sdn Bhd.	Rumpun Positif Sdn. Bhd., 51% owned subsidiary of MCB through its wholly owned subsidiary, Menang Development (M) Sdn Bhd. The remaining 49% in Rumpun Positif Sdn Bhd is held by Liberal Gains Sdn Bhd.	Protokol Elegan Sdn. Bhd., 51% owned subsidiary of MCB through its wholly owned subsidiary, Menang Development (M) Sdn Bhd. The remaining 49% in Protokol Elegan Sdn Bhd is held by Key Transmark Sdn Bhd.
Type of development	Campus	Campus	Training Center
Concession period	4 May 2010 – 17 January 2034	30 April 2012 – 9 December 2035	25 July 2012 – 21 July 2036

Under the concession arrangements, the Group constructs or upgrades infrastructure (construction or upgrade services) and operates and maintains that infrastructure (operation services) for a specific period of time under a single contract or arrangement. Each concession agreement is for a period of 23 years comprising 3 years of construction works and 20 years of maintenance works ("**Maintenance Period**"). Upon expiry of the Maintenance Period, the Group is required to handover the facilities and infrastructure at no cost to UiTM in a well-maintained and operational condition. UiTM will pay the Group throughout the Maintenance Period concession charges which is comprised of the availability charges for the availability of the facilities and infrastructure and the maintenance charges for the provision of maintenance works in accordance with the provisions of the concession agreements. For information, the salient terms of the concession arrangements are detailed in Appendix I of this Circular.

The Group's concession arrangements have been the primary source of revenue for the last audited FYE 30 June 2020 and FYE 30 June 2021. The current pandemic has not affected the Group's business of managing the three (3) PFI concessions. Barring any unforeseen circumstances, the Group estimates that it will be required to incur average costs of RM39.8 million per annum and earn a profit margin of between 17% to 44% per annum from the concession arrangements. Such estimates should not be seen as certainty of future prospects of the Group's earnings from the concession arrangements as it is subject to various factors, such as, economic, market and other conditions as financing costs prevailing at the material time which may affect the costs of maintenance during the Maintenance Period. Nonetheless, the Board is of the view that these PFI concessions will continue to contribute positively to the earnings and cashflows of the Group for the FYE 30 June 2022.

In order to improve the Group's financial performance, MCB will focus on implementing measures to reduce its operating costs by rationalising its operating structure and financing costs by reducing its borrowings. MCB intends to take steps to repay and/or refinance the borrowings of the PFIs by way of a sukuk issuance to secure interest rate savings at a lower fixed rate during the low interest rate environment.

Property development business

The Company takes cognisance of the positive improvements to the Malaysian property industry as detailed in Section 6.2 above. Nonetheless, the Company remains optimistically cautious when planning new property launches. The Company intends to continue monitoring the situation and carefully plan its property launches to catch the uptrend of the property market. As at LPD, the Group has a landbank of 732.3 acres, the details of which are as follows:-

Description	Size (acres)	Current use
Bandar Seremban 3, Seremban, Negeri Sembilan	457.1	(a) Vacant
Kapar, Klang, Selangor	126.8	(a) Vacant
Ulu Bernam, Ulu Selangor, Selangor	69.0	Vacant
Rantau, Seremban, Negeri Sembilan	64.8	Vacant
Si Rusa, Port Dickson, Negeri Sembilan	11.1	Vacant
Rasah Jayah, Seremban, Negeri Sembilan	3.5	(a) Vacant
Total	732.3	

Note:-

- (a) *These lands have been earmarked for property development and the Group is the preliminary planning stages. For avoidance of doubt, as at LPD, no development order has been submitted for the development of these land.*

Moving forward, the Group will remain cautious in identifying any opportunities for its property development business. The Group will continue its effort to improve the infrastructure on its development properties and prepare for launches when the market condition improves.

(Source: Management of MCB)

7. EFFECTS OF THE PROPOSED BONUS ISSUE OF WARRANTS

7.1 Issued share capital

The Proposed Bonus Issue of Warrants will not have any immediate effect on the issued share capital of MCB until and unless new MCB Shares are issued pursuant to the exercise of the Warrants. The issued share capital of the Company will increase progressively as and when the Warrants are exercised, if any.

For illustration purposes, the proforma effects of the Proposed Bonus Issue of Warrants on the issued share capital of the Company as at LPD are as follows:-

	No. of MCB Shares	RM
Issued share capital	480,799,440	240,400,022
Shares to be issued pursuant to the exercise of all Warrants ⁽ⁱ⁾	240,399,720	120,199,860
Enlarged share capital	721,199,160	360,599,882

Note:-

- (i) Assuming all 240,399,720 Warrants are exercised at the Exercise Price of RM0.50 each resulting in the issuance of 240,399,720 new MCB Shares.

7.2 NA, NA per Share and gearing

The Proposed Bonus Issue of Warrants will not have an immediate effect on the NA of MCB Group and NA per Share until such time when new MCB Shares are issued pursuant to the exercise of the Warrants. The potential effect on the consolidated NA of MCB and NA per Share would depend on the number of MCB Shares to be issued pursuant to the exercise of the Warrants.

The proforma effects on the Proposed Bonus Issue of Warrants on MCB's NA and NA per Share and gearing based on the latest audited consolidated financial position of MCB as at 30 June 2021 are as follows:-

	Audited As at 30 June 2021	After Proposed Bonus Issue of Warrants	Assuming exercise of all Warrants
	(RM'000)	(RM'000)	(RM'000)
Share capital	240,400	240,400	⁽ⁱⁱ⁾ 360,600
Retained earnings	89,367	⁽ⁱ⁾ 89,167	89,167
Equity attributable to equity owners of the Company/ NA	329,767	329,567	449,767
Non-controlling interest	89,930	89,930	89,930
Total equity	419,697	419,497	539,697
No. of Shares ('000)	480,799	480,799	⁽ⁱⁱ⁾ 721,199
NA per Share (RM)	0.69	0.69	0.62
Total borrowings (RM'000)	517,105	517,105	517,105
Gearing (times)	1.23	1.23	0.96

Notes:-

- (i) *After accounting for estimated expenses of RM0.2 million in relation to the Proposed Bonus Issue of Warrants.*
- (ii) *Assuming all 240,399,720 Warrants are exercised at the Exercise Price of RM0.50 each resulting in the issuance of 240,399,720 new MCB Shares.*

7.3 Substantial shareholders' shareholdings

The Proposed Bonus Issue of Warrants is not expected to have any immediate effect on the substantial shareholders' shareholdings in the Company until new MCB Shares are issued pursuant to the exercise of the Warrants. The actual quantum of effect on their shareholdings in the Company would depend on the number of MCB Shares issued at the relevant point in time from the exercise of the Warrants. As the Warrants will be allocated on a pro-rata basis to all Entitled Shareholders, the number of MCB Shares held by substantial shareholders of MCB will increase proportionately assuming full exercise of the Warrants.

7.4 Earnings and EPS

The Proposed Bonus Issue of Warrants is not expected to have any material effect on the earnings and EPS of the MCB Group until such time when the Warrants are exercised.

The effect of the Proposed Bonus Issue of Warrants on the earnings of MCB Group for the FYE 30 June 2022 will depend on amongst others, the actual number of Warrants exercised and timing of such exercise of Warrants and the benefits arising from utilisation of proceeds at the material time. The EPS of MCB Group will be proportionately diluted as a result of the increase in the number of MCB Shares in issue pursuant to the exercise of any Warrants.

The estimated expenses of RM0.2 million pursuant to the Proposed Bonus Issue of Warrants will be funded by the Group's internally generated funds.

7.5 Convertible securities

As at LPD, MCB does not have any convertible securities in issue.

8. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of MCB Shares as traded on Bursa Securities for the past 12 months from November 2020 to October 2021 are as follows:

	<u>High</u> RM	<u>Low</u> RM
<u>2020</u>		
November	0.625	0.570
December	0.610	0.540
<u>2021</u>		
January	0.580	0.500
February	0.555	0.400
March	0.540	0.430
April	0.520	0.470
May	0.490	0.415
June	0.480	0.420
July	0.475	0.380
August	0.575	0.420
September	0.570	0.430
October	0.675	0.520

	RM
The last transacted market price of MCB Shares on 14 October 2021 (being the LTD prior to the announcement of the Proposed Bonus Issue of Warrants)	0.625
The last transacted market price of MCB Shares as at LPD	0.630

9. APPROVALS REQUIRED

The Proposed Bonus Issue of Warrants is subject to the approvals being obtained from the following:-

- (i) Bursa Securities for the following:-
 - (a) admission of up to 240,399,720 Warrants to the Official List and listing and quotation of up to 240,399,720 Warrants on the Main Market of Bursa Securities; and
 - (b) listing and quotation of up to 240,399,720 new MCB Shares to be issued arising from the exercise of the Warrants on the Main Market of Bursa Securities;

which was obtained vide its letter dated 29 October 2021 and is subject to the following conditions:-

No.	Conditions imposed by Bursa Securities	Status of compliance
1.	MCB and Malacca Securities to ensure and confirm to Bursa Securities that there are no circumstances or facts which have the effect of preventing or prohibiting the implementation of the Proposed Bonus Issue of Warrants including any order, injunction or any other directive by any court of law;	To be complied
2.	MCB and Malacca Securities must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue of Warrants;	To be complied
3.	Malacca Securities to inform Bursa Securities upon the completion of the Proposed Bonus Issue of Warrants;	To be complied
4.	Malacca Securities to furnish Bursa Securities a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue of Warrants is completed; and	To be complied
5.	MCB to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the exercise of new Warrants as at the end of each quarter together with a detailed computation of listing fees payable.	To be complied

- (ii) the shareholders of MCB at the forthcoming EGM; and
- (iii) any other relevant authorities/parties, if required.

The Proposed Bonus Issue of Warrants is not conditional upon any other proposals undertaken or to be undertaken by the Company.

10. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders, chief executive and/or persons connected with them have any interest, direct or indirect, in the Proposed Bonus Issue of Warrants, save for their respective entitlements as shareholders of MCB, the rights of which are also available to all other shareholders of MCB on a pro-rata basis.

For information, the direct and indirect shareholdings of the Directors and major shareholders of the Company as at LPD are as follows:-

	Direct No. of MCB Shares	%	Indirect No. of MCB Shares	%
Toh May Fook	60,099,300	12.50	-	-
Titian Hartanah (M) Sdn. Bhd.	54,259,074	11.29	-	-
Dato' Abdul Mokhtar Ahmad	60,480	0.01	(i) 54,261,234	11.29
Dato' Shun Leong Kwong	16,920	*	(i) 54,261,234	11.29
Maymerge (M) Sdn. Bhd.	2,160	*	(ii) 54,259,074	11.29
Datin Mariam Binti Mohamed Eusoff	48,114,081	10.01	(i) 54,261,234	11.29
Dr. Christopher Shun Kong Leng	48,132,000	10.01	-	-
Dato' Lee Chin Hwa	26,888,540	5.59	(iii)(iv) 28,704,880	5.97
Lee Min Huat	5,473,300	1.14	(iv) 27,436,520	5.71
Chin Leong Thye Sdn. Bhd.	27,436,520	5.71	-	-
Liew Sook Pin	24,257,600	5.05	-	-

Notes:-

- * Amount less than 0.01%
- (i) Deemed interest through Maymerge (M) Sdn. Bhd. and Titian Hartanah (M) Sdn. Bhd. by virtue of Section 8(4)(c) of the Act.
- (ii) Deemed interest through Titian Hartanah (M) Sdn. Bhd. by virtue of Section 8(4)(c) of the Act.
- (iii) Deemed interest through his spouse, Tan Tuan @ Tan Nya by virtue of Section 8(4)(c) of the Act.
- (iv) Deemed interest through his shareholdings in Chin Leong Thye Sdn. Bhd. by virtue of Section 8(4)(c) of the Act.

11. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Bonus Issue of Warrants, including but not limited to the rationale and effects of the Proposed Bonus Issue of Warrants, is of the opinion that the Proposed Bonus Issue of Warrants is in the best interest of the Company and its shareholders.

Accordingly, the Board recommends that the shareholders of MCB vote in favour of the resolution pertaining to the Proposed Bonus Issue of Warrants to be tabled at the forthcoming EGM.

12. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

As at the date of this Circular, save for the Proposed Bonus Issue of Warrants, the Company does not have any outstanding proposals that have been announced but are pending completion.

13. ESTIMATED TIME FRAME FOR COMPLETION

Barring any unforeseen circumstances, the Proposed Bonus Issue of Warrants is expected to be completed by end of year 2021.

The tentative timetable for the implementation of the Proposed Bonus Issue of Warrants are as follows:-

Tentative timeline	Key milestones
End November 2021	<ul style="list-style-type: none">• Announcement of Entitlement Date
Mid December 2021	<ul style="list-style-type: none">• Warrants Entitlement Date
End December 2021	<ul style="list-style-type: none">• Listing of and quotation for the Warrants on the Main Market of Bursa Securities• Completion of the Proposed Bonus Issue of Warrants

14. EGM

The EGM, the notice of which is enclosed with this Circular, will be conducted on a fully virtual basis by way of remote participation and electronic voting via the online meeting platform at Vote2U Online website at <https://web.vote2u.my> provided by Agmo Digital Solutions Sdn. Bhd. on Monday, 29 November 2021 at 11.00 a.m., or immediately after the conclusion or adjournment of the Company's AGM scheduled to be held on the same day at 10 a.m., whichever is later or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the resolution to give effect to the Proposed Bonus Issue of Warrants.

15. FURTHER INFORMATION

Shareholders are advised to refer to the attached appendices for further information.

Yours faithfully
For and on behalf of the Board
MENANG CORPORATION (M) BERHAD

TOH MAY FOOK
Group Managing Director

APPENDIX I – SALIENT TERMS OF THE CONCESSION ARRANGEMENTS

The Concession Arrangements described in Section 6.3 of this Circular are governed by the following agreements (“**Concession Agreements**”):

- 1) Concession Agreement dated 4 May 2010 between the Government of Malaysia (“**Government**”), Universiti Teknologi MARA (“**UiTM**”), and Inovatif Mewah Sdn Bhd (“**Concession Company**”);
- 2) Concession Agreement dated 30 April 2012 between the Government of Malaysia (“**Government**”), Universiti Teknologi MARA (“**UiTM**”), and Rumpun Positif Sdn Bhd (“**Concession Company**”);
- 3) Concession Agreement dated 25 July 2012 between the Government of Malaysia (“**Government**”), Universiti Teknologi MARA (“**UiTM**”), and Protokol Elegan Sdn Bhd (“**Concession Company**”);

The salient terms of these Concession Agreements are substantially similar to one another and includes the following:

- Concession : Pursuant to the Concession Agreement, UiTM had granted to the Concession Company a 23 years concession to undertake and carry out the following:
- (a) the planning, design, development, construction, landscaping, equipping, installation, completion, testing and commissioning of the facilities and infrastructure, the cost of which are borne by the Concession Company; and
 - (b) maintenance works which include all those works in relation to the maintenance of the facilities and infrastructure.
- Project : 1) UiTM Campus Seremban 3, located at a Seremban 3 township, Negeri Sembilan Darul Khusus;
- 2) UiTM Campus, located at Puncak Alam, Mukim Jeram, Selangor;
- 3) UiTM Nilai Training Institute, located at Bandar Baru Enstek, Negeri Sembilan.
- Concession Period : (a) The Concession Period under the Concession Agreement shall be for a total of 23 years comprising of 3 years of construction works (“**Construction Period**”) and 20 years of maintenance works (“**Maintenance Period**”).
- Note:** The 3 years Construction Period under the respective Concession Agreement has since ended and the Parties have entered into the Maintenance Period.*
- (b) Upon the expiry of the Maintenance Period, the facilities and infrastructure will be handed over to UiTM at no cost in a well-maintained and operational condition.
- Consideration : UiTM shall pay to the respective Concession Company the following charges throughout the Maintenance Period:
- (a) availability charges for the availability of the facilities and infrastructure; and
 - (b) maintenance charges for the provision of maintenance works in accordance with the provisions of the Concession Agreements. The maintenance charges comprise of payment relating to maintenance works and Maintenance Reserve Fund.

APPENDIX I – SALIENT TERMS OF THE CONCESSION ARRANGEMENTS (CONT'D)

Maintenance Reserve Fund : An agreed portion of the maintenance charges payable by UiTM to the Concession Company shall be deducted by UiTM and shall be deposited into the Maintenance Reserve Fund which is jointly managed and controlled and held in a separate bank account opened in a joint names of UiTM and the Concession Company. The Maintenance Reserve Fund may be withdrawn and utilised by the Concession Company solely for the purposes of replacement of whole plants, parts and refurbishment etc. of the facilities and infrastructure.

Default Concession Company by : Termination by UiTM (during Maintenance Period) due to default by Concession Company:

(a) UiTM shall:

- (i) within 6 months from termination date pay to the Concession Company the outstanding amount relating to the loan obtained by the Concession Company approved by the Government for the purpose of financing the construction costs; and
- (ii) be entitled to all monies in Maintenance Reserve Fund.

(b) Concession Company shall:

- (i) be deemed to have given mandate to UiTM to utilise all monies in the Maintenance Reserve Fund; and
- (ii) pay to UiTM all losses, costs expenses, damages or penalties incurred by UiTM arising directly or indirectly from such default.

The Concession Company is not entitled to claim any cost, expenses and losses including loss of profit, damages or compensation other than stipulated.

Default by UiTM : Termination by Concession Company (during Maintenance Period) due to default by UiTM:

(a) UiTM shall:

- (i) within 6 months from the termination date pay to the Concession Company the present value of the availability charges for the remaining unexpired Concession Period discounted at the weighted average cost of capital of the Concession Company as at the termination date less the amount which may be owed by the Concession Company to UiTM as at the termination date; and
- (ii) pay the Concession Company availability charges and/or the maintenance charges which is due and payable at the termination date;

(b) the Concession Company shall be entitled to the balance in the Maintenance Reserve Fund; and

(c) the Concession Company shall not be entitled to claim any cost, expenses, losses including loss of profit, damages or compensation other than stipulated.

Termination Government (Expropriation) by : The provisions due to default by UiTM above shall apply.

Termination Government Corruption, Unlawful or Illegal Activities by on : The provisions due to default by the Concession Company above shall apply.

1. DIRECTORS' RESPONSIBILITY

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

2. CONSENTS AND DECLARATION OF CONFLICT OF INTERESTS

Malacca Securities, being the Principal Adviser for the Proposed Bonus Issue of Warrants, has given and not subsequently withdrawn its written consent for the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

Malacca Securities has confirmed that there is no situation of conflict of interest that exists or is likely to exist in its capacity as the Principal Adviser for the Proposed Bonus Issue of Warrants.

3. MATERIAL LITIGATION

As at LPD, neither MCB nor any of its subsidiary companies are engaged in any litigation, claims or arbitration, either as plaintiff or defendant, which may have a material effect on the financial position of MCB Group, and the Board has no knowledge of any proceedings, pending or threatened, against the Group or of any fact which is likely to give rise to any proceeding which may materially and adversely affect the business or financial position of the Group, save and except for the following:

- (i) Industrial Court Case No: 22/4-169/17 commenced by Ng Kim Fong ("**Claimant**") against MCB

The Claimant was appointed as financial accountant of MCB on 13 February 1989. On 19 July 2016, the Claimant issued an early retirement notice to MCB, which was duly accepted by MCB. Despite opting for early retirement, the Claimant lodged a claim against MCB, which was referred to the Industrial Court on 11 August 2016. On 2 August 2019, the Industrial Court dismissed the Claimant's claim. Dissatisfied with the decision of the Industrial Court, the Claimant filed judicial review proceedings to quash the award of the Industrial Court. The judicial review application was then dismissed by the High Court on 26 January 2021. Dissatisfied with the High Court's decision, the Claimant filed an appeal to the Court of Appeal. The appeal is fixed for hearing on 8 November 2021.

Based on the opinion of its solicitors, MCB is of the view that the maximum exposure to MCB, if the appeal is allowed, is approximately RM400,000. However, MCB's solicitors are of the view that MCB has a good chance of defending the Plaintiff's claim.

- (ii) Kuala Lumpur High Court Civil Suit No. WA-22NCVC-400-05/2021 commenced by Ng Kim Fong ("**Plaintiff**") against MCB

This suit was commenced by the Plaintiff on 28 May 2021 to seek a declaration that an earlier suit commenced by MCB against the Plaintiff vide Kuala Lumpur High Court Suit No. WA-22CY-1-09/2016 (whereby MCB had sought the return of documents in the possession of the Plaintiff and which case has since been settled), was malicious, and an abuse of process.

The Plaintiff is seeking special damages of RM250,500, general damages, aggravated and exemplary damages, together with cost and interest. Case management is currently fixed for 21 December 2021.

APPENDIX II – FURTHER INFORMATION (CONT'D)

In the event the claim is successful, MCB's solicitors are of the opinion that MCB is potentially liable to at least RM250,500. The solicitors are however unable to give an estimate as to the other damages sought. Nevertheless, MCB's solicitors are of the view that MCB has a good chance of defending the Plaintiff's claim.

- (iii) Kuala Lumpur High Court Civil Suit No. WA-24NCC-95-03/2021 commenced by Dato' Shun Leong Kwong & Marianna Binti Aly Shun (collectively, "**Plaintiffs**") against MCB and 6 others, namely Lee Min Huat, Toh May Fook, Liew Sook Pin, Chee Wai Hong, Yee Chun Lin and Chiam Tau Meng ("**Other Defendants**")

The above suit was filed by the Plaintiffs via an originating summons dated 2 March 2021. The Plaintiffs' suit is based on their claim that their suspension as directors of MCB is null and void. The Plaintiffs agreed to withdraw their claim against the Other Defendants, and the High Court then allowed the Plaintiffs' claim in part, i.e. a declaration that the suspension of the Plaintiffs is null and void, any damages that the Plaintiffs had suffered as a consequence of the suspension are to be assessed against MCB, and no order as to costs.

Dissatisfied with the High Court decision:

- (a) On 1 April 2021, the Plaintiffs appealed to the Court of Appeal vide Appeal No W-02(NCC)(A)-680-04/2021 (Appeal 680);
- (b) On 19 April 2021, MCB appealed to the Court of Appeal vide Appeal No W-02(NCC)(A)-822-04/2021 (Appeal 822);

whereby both Appeal 680 and Appeal 822 will be heard together. The matter is now scheduled for case management on 11 February 2022 and for hearing on 1 March 2022.

As damages awarded to the Plaintiffs are to be assessed by the court, MCB's solicitors are unable to quantify the maximum exposure of MCB in the above matter. As regards to the appeals at the Court of Appeal, and based on the advice of its solicitors, MCB believes it has a reasonable chance of a successful outcome in its favour.

- (iv) Kuala Lumpur High Court Suit No. WA-22NCC-155-04/2021 commenced by Dato' Shun Leong Kwong ("**Plaintiff**") against certain shareholders and/or directors of MCB, namely Toh May Fook, Liew Sook Pin, Dato Lee Chin Hwa, Lee Min Huat, Nicholas Pun Chee Cheang, Siow Pei Tee Soon and Soon Ban Hin Oriental (M) Sdn Bhd (collectively, "**Other Defendants**") and MCB.

The above suit was filed by the Plaintiff via a Writ of Summons dated 3 April 2021 and Statement of Claims dated 2 April 2021. The suit was based on the tort of conspiracy whereby the Plaintiff claimed that the Other Defendants, together with MCB, had conspired to remove him from being a director of MCB, exclude him from being involved in the management of MCB and/or dilute his shareholdings in MCB, and that they had breached the Listing Requirements, the Malaysian Code on Take-Overs and Mergers 2016 and/or CMSA by not making a mandatory general offer although the Other Defendants had obtained control of MCB.

On 14 October 2021, the High Court struck out the case and instructed the Plaintiff to pay cost to MCB in the sum of RM18,000. The Plaintiff had 30 days from 14 October 2021 to lodge an appeal against the decision, to the Court of Appeal. On 21 October 2021, MCB's solicitors were served with a Notice of Appeal dated 18 October 2021 issued by the Plaintiff's appointed solicitors ("**Appeal**"). As at LPD, the Court of Appeal has fixed the Appeal for case management on 6 December 2021.

MCB's solicitors are of the view that MCB has a reasonable chance of success in resisting the Appeal.

Save for the above, as at LPD, neither MCB nor any of its subsidiary companies are engaged in any litigation, claims or arbitration, either as plaintiff or defendant, which may have a material effect on the financial position of MCB Group and the Board has no knowledge of any proceedings, pending or threatened, against the Group or of any fact which is likely to give rise to any proceeding which may materially and adversely affect the business or financial position of the Group.

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

4.1 Material Commitments

As at LPD, MCB does not have any material commitments contracted or known to be contracted by MCB Group, which upon becoming enforceable may have a material impact on the profits or NA of the MCB Group.

4.2 Contingent Liabilities

As at LPD, the Board confirmed that there are no contingent liabilities incurred or known to be incurred by the Group which upon becoming enforceable may have a material impact on the financial results or position of the Group.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of MCB at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:-

- (i) Constitution of the Company;
- (ii) Audited consolidated financial statements of MCB for the past two (2) financial years up to 30 June 2021;
- (iii) The letter of consent referred to in Section 2 of this Appendix II;
- (iv) The cause papers for the material litigation detailed in Section 3 of this Appendix II; and
- (v) The draft Deed Poll.



MENANG CORPORATION (M) BERHAD

(Registration No.: 196401000240 (5383-K))
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Menang Corporation (M) Berhad (“**MCB**” or “**the Company**”) will be conducted on a fully virtual basis by way of remote participation and electronic voting via the online meeting platform at Vote2U Online website at <https://web.vote2u.my> provided by Agmo Digital Solutions Sdn. Bhd. on Monday, 29 November 2021 at 11.00 a.m., or immediately after the conclusion or adjournment of the Company’s Annual General Meeting scheduled to be held on the same day at 10.00 a.m., whichever is later or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 240,399,720 FREE WARRANTS IN MCB (“WARRANT(S)” ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING ORDINARY SHARES IN MCB (“MCB SHARE(S)” OR “SHARE(S)” HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE OF WARRANTS”)

“**THAT** subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained for the Proposed Bonus Issue of Warrants, including but not limited to the approval of Bursa Malaysia Securities Berhad and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue up to 240,399,720 Warrants on the basis of 1 Warrant for every 2 existing MCB Shares held by the shareholders whose names appear in the Record of Depositors of the Company on the Entitlement Date, in accordance with the provisions in the deed poll to be executed by the Company constituting the Warrants (“**Deed Poll**”);

THAT the Board be and is hereby authorised to allot and issue new MCB Shares arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll and such new MCB Shares shall, upon allotment and issue, rank equally in all respects with the then existing issued MCB Shares, save and except that the new MCB Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividend, rights, allotments and/or other distributions, that may be declared, made or paid to the shareholders of MCB, the entitlement date of which is prior to the date of allotment and issuance of the new MCB Shares;

THAT the fractional entitlement arising from the Proposed Bonus Issue of Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit, expedient and in the best interest of the Company;

THAT approval be and is hereby given to the Board to allot and issue additional Warrants as a consequence of any adjustments in accordance with the provisions of the Deed Poll and to allot and issue further new MCB Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants;

THAT the proceeds arising from the exercise of the Warrants, if any, be utilised for the purposes set out in the circular to the shareholders of the Company dated 12 November 2021 in relation to the Proposed Bonus Issue of Warrants, and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequences of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to do all acts, deeds and things as they may deem fit and/or expedient in order to implement, finalise and give effect to the Deed Poll;

AND THAT the Board be and is hereby authorised to do all such acts and things and enter, sign, execute and deliver all documents as may be necessary or expedient in order to implement, give effect to and complete the Proposed Bonus Issue of Warrants with full power to assent to any condition, modification, variation and/or amendment as the Board may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments.”

By Order of the Board

CHIN WAI YI (MAICSA 7069783) (SSM PC No. 202008004409)
FLORENCE TOH SUE MEI (MAICSA 7074778) (SSM PC No. 202108000143)
Company Secretaries

Kuala Lumpur
12 November 2021

Notes:-

1. The EGM of the Company will be conducted entirely through live streaming and online remote voting via Remote Participation and Voting (“**RPV**”) facilities. The Company has appointed Agmo Digital Solutions Sdn. Bhd. as the Poll Administrator for the EGM to facilitate the RPV via Vote2U Online website at <https://web.vote2u.my>. The procedures for members to register, participate and vote remotely via the RPV facilities are provided in the Administrative Guide for the EGM.
2. Please follow the procedures set out in the Administrative Guide for the EGM which is available on the Company’s website at www.menangcorporation.com to register, attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely via the RPV facilities.
3. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the meeting to be present at the main venue. Members/ proxies are NOT to be physically present at the Broadcast Venue on the day of the EGM.
4. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the EGM will be conducted by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
5. A member entitled to attend and vote at the EGM may appoint another person as his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. If the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to speak at the EGM.
6. A member may appoint up to two (2) proxies to attend the EGM. Where a member appoints two (2) proxies, the appointment shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy. Where a member is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account (“**Omnibus Account**”) as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
7. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
8. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company’s Registered Office, GAP Advisory Sdn. Bhd., at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the EGM or at any adjournment thereof. Alternatively, the Proxy Form may also be electronically submitted via Vote2U Online website at <https://web.vote2u.my>. Please refer to the Administrative Guide for further information on electronic submission.
9. For the purpose of determining who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at 22 November 2021 and only members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at the EGM and entitled to appoint proxy or proxies.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

**MENANG CORPORATION (M) BERHAD**(Registration No.: 196401000240 (5383-K))
(Incorporated in Malaysia)**PROXY FORM**

CDS Account No.

No. of shares held

I/We, _____ NRIC/Passport No. _____
(FULL NAME IN BLOCK LETTERS)of _____
(FULL ADDRESS)

contact no. _____ email address _____ being a member/ members of **Menang Corporation (M) Berhad** ("Company") hereby appoint the person(s) below as my/our proxy(ies) to vote for me/us and on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company will be conducted virtually by way of remote participation and electronic voting via the online meeting platform at Vote2U Online website at <https://web.vote2u.my> provided by Agmo Digital Solutions Sdn. Bhd. on Monday, 29 November 2021 at 11.00 a.m. or immediately after the conclusion or adjournment of the Company's Fifty-Seventh Annual General Meeting scheduled to be held on the same day at 10.00 a.m., whichever is later or at any adjournment thereof.

IMPORTANT NOTE:

Please (i) tick [✓] either **ONE** of the option (a) or (b) for the number of proxy which you wish to appoint, (ii) complete the details of your proxy/proxies and the proportion of your shareholding to be represented (if applicable), (iii) please tick [✓] option (c) if you would like to appoint the Chairman of the EGM as the proxy or failing the proxy to vote on your behalf and (iv) sign or execute this form.

Option	Name of proxy(ies)	NRIC/ Registration No.	Email Address & Phone Number	Proportion of shareholding to be represented
(a)	Appoint ONE proxy only (Please complete details of proxy below)			100%
(b)	Appoint MORE THAN ONE proxy (Please complete details of proxies below)			
Proxy 1				%
Proxy 2				%
				100%
(c)	The Chairman of the EGM as my/our proxy and/or failing the above proxy to vote for me/us on my/our behalf			

My/our proxy/proxies is/are to vote as indicated below:

Please indicate with an "X" in the appropriate box provided to indicate how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on the Resolutions, the proxy shall vote at his/her discretion, or abstain from voting as the proxy thinks fit.

No	Resolutions	For		Against	
		Proxy 1	Proxy 2	Proxy 1	Proxy 2
	Ordinary Business				
Ordinary Resolution	Proposed Bonus Issue of Warrants				

Dated this _____ day of _____ 2021

Signature / Common Seal of Shareholder
Contact No: _____

Notes:-

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Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretaries

MENANG CORPORATION (M) BERHAD
(Registration No.: 196401000240 (5383-K))
E-10-4, Megan Avenue 1
189, Jalan Tun Razak
50400 Kuala Lumpur
W.P. Kuala Lumpur
Malaysia

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