

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad 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.



MENANG CORPORATION (M) BERHAD
[Registration No. 196401000240 (5383-K)]

**NOTICE TO WARRANT HOLDERS
IN RELATION TO THE**

**EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS C 2021/2024
("WARRANTS")**

**STOCK NAME: MENANG-WC
STOCK CODE: 1694WC**

IMPORTANT RELEVANT DATES AND TIME:

Last date and time for trading of Warrants	: Wednesday, 27 November 2024 at 5:00 p.m.
Date and time of suspension of trading of Warrants	: Thursday, 28 November 2024 at 9:00 a.m.
Last date and time for transfer of Warrants into depositor's CDS account	: Friday, 6 December 2024 at 4:30 p.m.
Last date and time of exercise of Warrants	: Friday, 13 December 2024 at 5:00 p.m.
Expiry date of Warrants	: Friday, 13 December 2024 at 5:00 p.m.
Date and time for delisting of Warrants	: Monday, 16 December 2024 at 9:00 a.m.

This Notice is dated 12 November 2024

DEFINITIONS

For the purposes of this Notice, except where the context otherwise requires, the following definitions shall apply:

Bursa Depository	:	Bursa Malaysia Depository Sdn. Bhd. [Registration No. 198701006854 (165570-W)]
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
CDS	:	Central Depository System
Deed Poll	:	The deed poll dated 30 November 2021 constituting the Warrants, the Schedules and the Memorandum (as from time to time altered in accordance with the provisions of the same) and any deed or document executed in accordance with the provisions of the Deed Poll (as from time to time altered) and expressed to be supplemental to the Deed Poll
Expiry Date	:	Friday, 13 December 2024 at 5:00 p.m.
Exercise Form	:	Form for Warrant Holder(s) to exercise their Exercise Rights as enclosed in this Notice
Exercise Money	:	The amount calculated by multiplying the Exercise Price with the aggregate number of New Shares in respect of which the Exercise Rights are being exercised
Exercise Period	:	The period commencing on and including the date of issuance of the Warrants and ending on the Expiry Date. Any Warrants which are not exercised at the close of business of the Expiry Date will thereafter lapse and cease to be valid
Exercise Price	:	RM0.50 payable in respect of each New Share to which a Warrant Holder will be entitled to subscribe upon exercise of the Exercise Rights represented by each Warrant
Exercise Rights	:	The rights entitling the registered holder of the Warrants to subscribe for One (1) Ordinary Share for One (1) Warrant at the Exercise Price and upon the terms and subject to the conditions of the Warrants set out in the Deed Poll
LPD	:	10 October 2024, being the latest practicable date prior to the issuance of this Notice
Market Day(s)	:	Any day between Monday and Friday (inclusive) / which may include a Surprise Holiday and on which Bursa Securities is open for trading of securities
Menang or the Company	:	Menang Corporation (M) Berhad [Registration No. 196401000240 (5383-K)]
New Share(s)	:	New ordinary share(s) to be issued by the Company pursuant to any exercise of the Warrants C

DEFINITIONS

Notice	:	This notice to Warrant Holders
RM and Sen	:	Ringgit Malaysia and sen respectively
Share Registrar	:	Tricor Investor & Issuing House Services Sdn. Bhd. [Registration No. 197101000970 (11324-H)]
Share(s)	:	Ordinary share(s) in Menang
Surprise Holiday	:	A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
Warrants	:	Warrant C issued by the Company on 16 December 2021 which are due to expire on the Expiry Date as governed by the provisions of the Deed Poll
Warrant Holder(s)	:	Holder(s) of Warrants whose name is registered in the Warrant Record of Depositors of Menang

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MENANG CORPORATION (M) BERHAD
[Registration No. 196401000240 (5383-K)]

Registered Office:

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

12 November 2024

Board of Directors:

Toh May Fook	<i>(Executive Chairman)</i>
Liew Sook Pin	<i>(Executive Director)</i>
Dato' Haji Abd Aziz bin Abu Bakar	<i>(Independent Non-Executive Director)</i>
Kee Hock Kee	<i>(Independent Non-Executive Director)</i>
Tan Pei Geok	<i>(Independent Non-Executive Director)</i>

To: The Warrant Holders of Menang

Dear Sir/Madam

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

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions stipulated in the Deed Poll, the Exercise Price for the Warrant Holders to exercise the Exercise Rights will expire at 5:00 p.m. on Friday, 13 December 2024.

Accordingly, Warrant Holders intending to exercise their Warrants are advised to submit the documents referred to in Section 4 of this Notice to the Share Registrar of the Company not later than 5:00 p.m. on the Expiry Date.

The total number of Warrants outstanding as at LPD is 23,821,722.

WARRANT HOLDERS SHOULD NOTE THAT THE WARRANTS WHICH ARE NOT EXERCISED BY 5:00 P.M. ON THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND CEASE TO BE VALID FOR ANY PURPOSE. ACCORDINGLY, THE WARRANTS WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9:00 A.M. ON MONDAY, 16 DECEMBER 2024.

Warrant Holders are therefore advised to carefully read the information set out below:

1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

The trading of the Warrants on Bursa Securities will be suspended with effect from 9:00 a.m. on Thursday, 28 November 2024 until the Expiry Date. The last day and time for trading of the Warrants will be at 5:00 p.m. on Wednesday, 27 November 2024.

2. EXERCISE PRICE

The Exercise Price payable is RM0.50 for each New Share to which a Warrant Holder is entitled to subscribe upon exercise of the Exercise Rights in accordance with the provisions of the Deed Poll. Accordingly, if you wish to exercise the conversion of 100 Warrants into 100 New Shares, the Exercise Price shall be RM50.00.

As at the LPD, the closing price of the Warrants and Menang Shares is RM0.195 and RM0.700 respectively. Thus, the Warrants are “in-the-money” as at the LPD.

3. PAYMENT OF EXERCISE MONEY

The remittance of the Exercise Money must be made in full and payable in Ringgit Malaysia by banker’s draft or cashier’s order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia made in favour of “**Menang Corporation (M) Berhad – Warrants Account 2021/2024**” crossed “**A/C Payee Only**” for the full amount of the Exercise Price payable in respect of the Warrants exercised and endorsed on the reverse side with the name, NRIC No./Company number/Passport number/Armed Forces number/Police Personnel number, address and CDS Account number of the Warrant Holder or by electronic funds transfer to Account No. **3-2284019-12** in favour of “**Menang Corporation (M) Berhad – Warrants Account 2021/2024**” maintained with **Public Bank Berhad** (proof of payment to be attached to the exercise form).

4. EXERCISE OF EXERCISE RIGHTS

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

- (i) complete and sign the enclosed Exercise Form. Additional copies of the Exercise Form can be obtained from the Company’s website or Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia during normal working hours; and
- (ii) deliver and to reach the Company’s Share Registrar the following documents no later than 5.00 p.m. on the Expiry Date:
 - (a) the duly completed Exercise Form;
 - (b) remittance for the full Exercise Money as described in Section 2 and 3 above; and

- (c) remittance of a processing fee amounting to RM20.00 for each Exercise Form submitted, payable by cheque made in favour of “**TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD**” crossed “**A/C Payee Only**” or in cash if you personally deliver the documents to the Share Registrar or internet bank transfer into the account below:

TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD

Bank Name : **Malayan Banking Berhad**

Account No. : **5644 8140 7506**

The Company shall within eight (8) market days of the date of receipt of the duly completed Exercise Form together with the requisite payment:

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

The New Share(s) to be issued pursuant to the exercise of the Warrants shall, upon the allotment and issuance, rank *pari passu* in all respects with the existing ordinary shares of the Company, except that such New Share(s) shall not be entitled to any dividends, rights, allotments or other distributions, the entitlement date of which is prior to the date of allotment of the New Share(s).

The New Share(s) arising from such exercise will be credited into the CDS Account(s) of the exercising Warrant Holders and no physical share certificate would be issued to the Warrant Holders in respect of the exercise.

5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS

- (i) Bursa Depository will not be accepting any request for transfer of Warrants for the period commencing from 4:30 p.m. on Friday, 6 December 2024 up to the Expiry Date;
- (ii) Warrant Holders shall qualify for entitlement to subscribe for New Share(s) in respect of the following:
 - (a) Warrants transferred into the depositor’s CDS Account before 4:30 p.m. on Friday, 6 December 2024 in respect of the transfers; and
 - (b) Warrants bought on Bursa Securities on or before Wednesday, 27 November 2024 at 5:00 p.m., being the last day for trading of the Warrants.

6. EXPIRY OF EXERCISE RIGHTS

Warrant Holders should note that:

- (i) If their Exercise Rights are not exercised and the relevant Exercise Form together with the remittances are not delivered to the Company’s Share Registrar by 5:00 p.m. on the Expiry Date, their rights will lapse and become null and void and cease to be exercisable thereafter; and

- (ii) All unexercised Warrants remaining in the depositor's CDS Account as at the Expiry Date will be debited from the respective depositor's CDS Account on Monday, 16 December 2024.

7. DIRECTORS' RESPONSIBILITY STATEMENT

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

8. CONTACT DETAILS FOR ENQUIRIES

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

Tricor Investor & Issuing House Services Sdn. Bhd.

Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur
W.P. Kuala Lumpur
Malaysia
Tel: (603) 2783 9299
Fax: (603) 2783 9222

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

Toh May Fook
Executive Chairman

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5. **CONTACT NUMBER

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 OFFICE

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 HOUSE

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 MOBILE

6. **EMAIL ADDRESS

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(All information given above must be as per information in the records maintained by Bursa Depository)

I/We, the undersigned, the holder of [number] Warrants:

1. irrevocably elect under the provisions of the Deed Poll:
 - 1.1 to exercise the Exercise Rights in respect of _____ Warrants, being [part/all*] of the Warrants standing to the credit of [my/our*] Securities Account(s);
 - 1.2 to subscribe and pay as provided below for the new Ordinary Shares (“**Exercise Shares**”) to be issued on exercise of the Warrants to which this Exercise Notice relates at the Exercise Price of **RM0.50** per new Ordinary Share and agree to accept such new Ordinary Shares subject to the terms of the Constitution of the Company;
2. hereby make payment in full for the Exercise Shares which includes payment of the Exercise Price subject to adjustments in accordance with Clause 6, Schedule 1 of the Deed Poll and together with any payments required under the SICDA or the Rules of Bursa Depository, and all other fees and charges including taxes, stamp duty and deposit fees (if any) payable in Ringgit Malaysia by way of:
 - (i) banker’s draft/cashier’s order drawn by a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia in favour of **Menang Corporation (M) Berhad – Warrants Account 2021/2024** crossed “Account Payee Only” amounting to RM_____ and endorsed on the reverse side with [my/our*] name, CDS account number and contact number in block letters; or
 - (ii) internet bank transfer to the designated bank account number of **Menang Corporation (M) Berhad – Warrants Account 2021/2024** bank account no. **3-2284019-12** maintained with **Public Bank Berhad** (Warrant Holders to enclose internet bank transfer slip together with the Exercise Notice);
3. by submitting this notice [I/we*] hereby agree and consent that any of your personal data in our possession will be processed by us in accordance with the Personal Data Protection Act 2010.
4. irrevocably authorise you to instruct Bursa Depository to debit the number of Warrants specified below (“**Exercised Warrants**”) from my/our CDS account(s) in the exercise of [my/our] rights as specified below in accordance with the provisions of the Deed Poll dated 30 November 2021 constituting the Warrants.

5. irrevocably request that the share certificate(s) for the Exercise Shares be issued in the name of Bursa Depository or its nominee company and be sent by registered post at [my/our*] risk to Bursa Depository or its nominee company;
6. irrevocably request that the Exercise Shares be credited into [my/our*] Securities Account, CDS account no. as stated below;
7. warrant and represent that [I/we*] have complied with all exchange control and other legal requirements applicable to the exercise of the Exercise Rights under this Exercise Notice and any directions or instructions given in this Exercise Notice;
8. hereby confirm and declare that the information provided by [me/us*] in this Exercise Notice are true, correct and in the case of information indicated with two asterisk (**) are identical with the information in the records of Bursa Depository with regard to my/our Securities Account with Bursa Depository and further agree and confirm that in the event the information aforesaid differs from the information in Bursa Depository's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
9. hereby undertake to fully indemnify and keep the Company and the Registrar indemnified against any claims, losses, damages, liabilities, costs and expenses (including legal cost and solicitors' cost on a solicitor and client basis) that may be suffered or incurred by the Company and the Registrar as a result of the Company and/or the Registrar acting in accordance with [my/our*] authorisations and confirmations herein or from any breach of [my/our*] undertakings herein;
10. hereby declare that the Warrants in respect of which the Exercise Rights are being exercised, [are/have*] been designated as "free securities" in my/our Securities Account(s) in accordance with the Rules of Bursa Depository and further confirm that if this declaration is untrue, the exercise of [my/our*] Rights hereunder may be rejected;
11. hereby confirm that after submission of this Exercise Notice to the Company or the Registrar, [I/we*] will not dispose, transfer or charge the Exercised Warrants or allow the disposal, transfer or charge of the Exercised Warrants until the exercise is completed by the debiting of Exercised Warrants from [my/our*] Securities Account(s) or the exercise is rejected by the Company, whichever is applicable; and
12. hereby irrevocably authorise you to instruct Bursa Depository to debit the quantity of Warrants from and to credit the quantity of new Ordinary Shares in the Company into [my/our*] Securities Account as follows:

Source account for debiting Warrants and account for crediting of new Shares														
Stock Code (Warrants)	Quantity of Warrants to be debited	CDS ACCOUNT NUMBER, ADA AND BRANCH CODE/ACCOUNT NUMBER										Quantity of Shares to be credited	Stock code (Shares)	
				-										

Dated this _____ day of

If Warrant Holder is an individual

Signature of Warrant Holder

If Warrant Holder is a corporation/society

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

Director
Name:

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

NOTES:

1. Terms used in this Exercise Notice (unless the context requires otherwise) have the same meaning as in the Deed Poll.
2. In exercising the Exercise Rights above, compliance must be made with any exchange control or other statutory requirements for the time being applicable and with the provisions of the SICDA and the Rules of Bursa Depository.
3. A corporation completing this Exercise Notice is required to sign it by affixing its common seal if it has a common seal in accordance with its Constitution or Memorandum and Articles of Association (where applicable). A certified true copy of which, and/or a certified true copy of the resolution of its directors authorising the use and affixation of common seal, must be lodged to the Registrar to satisfy themselves, upon request.
4. No direction may be made in this Exercise Notice requiring the Exercise Shares to be credited to the Securities Account other than to credit a Securities Account from which the Warrants are to be debited.
5. The exercise of the Exercise Rights under this Exercise Notice will be deemed invalid if any banker's draft or cashier's order or money order or postal order drawn or issued by a bank or post office operating in Malaysia for payment of the Subscription Amount is not cleared on first presentation or if the payment of the Subscription Amount made via internet bank transfer is not credited into the designated bank account of the Company.
6. If any part of this Exercise Notice is not fully and properly completed and/or executed, the Company will be entitled to regard the exercise of the Exercise Rights under this Exercise Notice as invalid.

7. The attention of Warrant Holders is drawn to the Malaysian Code on Take-overs and Mergers 2016, Rule 4 of the Rules on Take-Over, Mergers and Compulsory Acquisitions and relevant Practice Notes, if any, and Part VI Division 1 and other provisions of the Capital Markets and Services Act 2007 as amended or replaced from time to time. In general terms, most of these provisions regulate the acquisition of effective control of public companies. A Warrant Holder should consider the implications of these provisions before it/he exercises their respective Exercise Rights. In particular, a Warrant Holder should note that it/he may be under an obligation to extend a take-over offer of all the securities of the Company and if in doubt of the implications, it/he should consult the Securities Commission Malaysia, if:
 - 7.1 it/he intends to acquire or hold or control the exercise of, by the exercise of the Exercise Rights or otherwise, whether at one time or different times, new Ordinary Shares which (together with the Ordinary Shares already owned or acquired by it/him or persons acting in concert with it/him) carry more than 33% of the voting shares or voting rights of the Company; or
 - 7.2 it/he, together with persons acting in concert with it/him, holds more than 33% but not more than 50% of the voting shares or voting rights of the Company, and either alone or together with persons acting in concert with it/him, intends to acquire additional new Ordinary Shares by the exercise of the Exercise Rights or otherwise, in any period of 6 months, increasing such percentage of the voting rights by more than 2%; or
 - 7.3 it/he, together with persons acting in concert with it/him, collectively holds more than 50% of the voting shares or voting rights of the Company but none of them individually holds more than 33% of the voting share or voting rights of the Company, and intends to acquire additional new Ordinary Shares by the exercise of the Exercise Rights or otherwise, whether at one time or different times, which (together with the Ordinary Shares already owned or acquired by it/him) carry more than 33% of the voting shares or voting rights of the Company.
8. If it/he who, after the exercise of its/his Warrants, holds not less than 5% of the aggregate of the amount of the voting shares of the issued share capital of the Company, is under an obligation to notify:
 - 8.1 the Company of it/his interest in the manner set out in Section 137 (3) (a) of the CA;
 - 8.2 Bursa Securities of it/his interest in the manner set out in Section 137(3)(a) of the CA; and
 - 8.3 Securities Commission Malaysia of it/his interest in the manner set out in Regulations 8 of the Securities Industry (Reporting of Substantial Shareholding) Regulations 1998.
9. Without prejudice to note 5 above, the Exercise Period of the Warrants will be for the period commencing (from and including) the Issue Date and ending at 5.00 p.m. on the last day of the period of **three (3)** years from (and including) the Issue Date of the Warrants, or if such date is not a Market Day, then it will be the Market Day immediately preceding the said non Market Day, but excluding those days during that period on which the Record of Depositors and/or the Warrants Register is or are closed. At the close of business on the last day of the Exercise Period at 5.00 p.m., any Exercise Rights which have not then been exercised and delivered to the Registrar will lapse and every Warrant not exercised by then will cease to be valid for any purpose and be null and void.
10. The Exercise Price will be the amount payable in respect of each new Ordinary Share to which a Warrant Holder is entitled to subscribe for on exercise of the Exercise Rights involving such new Ordinary Share, being RM0.50, or such exercise price as adjusted under the provisions of Condition 4 set out in **Schedule 5** of the Deed Poll.

11. The new Ordinary Shares to be issued upon the exercise of the Warrants will, upon allotment and issuance, rank *pari passu* in all respects with the existing Ordinary Shares save and except that they will not be entitled to participate in any rights, allotments, dividends and/or other distributions, the entitlement date of which precedes the date of allotment of the new Ordinary Shares issued pursuant to the exercise of the Warrants.
12. The definitive share certificates will only be issued to Bursa Depository or its nominee company and no physical share certificates will be issued to the exercising Warrant Holders pursuant to the exercise of the Warrants.
13. For avoidance of doubt, if no CDS account number is provided, any exercise or purported exercise of the Exercise Rights will be deemed invalid.
14. ADA means "Authorised Depository Agent".
15. A processing fee of RM20 per debit transaction or credit transaction shall be paid by the Warrant Holders in the form of cash or cheque in favour of "TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD" or internet bank transfer to Registrar's bank account no. **5644 8140 7506** maintained with **Malayan Banking Berhad** being the administrative charges.

16. **Procedures for electronic mode of exercise and payment of warrants via TIIH Online platform**

The Registrars digital platform namely TIIH Online offers an electronic option mode of exercise and payment of warrants. The procedures are set below for Warrant Holders guidance should they opt for electronic option:

- a. Register as a user with TIIH Online at <https://tiih.online>. If the Warrant Holder is already a user, he/she is not required to register again.
- b. Login in with username (i.e., email address) and password.
- c. Select the "Company Name" and "Corporate Exercise Type".
- d. Page 1: Terms and Conditions - Click the check box to agree.
- e. Page 2: Conversion/Exercise form - Complete it with the depositor's required details.
- f. Page 3: Payment – Insert the amount payable to exercise the warrants.
- g. Review and confirm the amount payable which includes the processing fee of RM20 per notice of conversion.
- h. Proceed with online payment via Maybank2U or Financial Process Exchange ("FPX") participating bank which the Warrant Holder has an internet banking account.
- i. Print acknowledgement of submission and payment document.

Any enquiries on the above are to be directed to the Registrars, Tricor Investors & Issuing House Services Sdn Bhd, which the contact is stated in the above.