

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, solicitor, bank manager, accountant, banker 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.



**MAG HOLDINGS BERHAD**  
**Registration No. 200401004611 (643114-X)**  
(Incorporated in Malaysia)

**NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE  
FOR THE EXERCISE OF WARRANTS 2020/2023**

**(Stock Name: MAG-WB)**  
**(Stock Code: 0095WB)**

**IMPORTANT RELEVANT DATES**

Last day, date and time for the trading of Warrants : Tuesday, 15 August 2023 at 5.00 p.m.  
2020/2023

Day, date and time of suspension of trading of : Wednesday, 16 August 2023 at 9.00 a.m.  
Warrants 2020/2023

Last day, date and time for Transfer into depositor's : Thursday, 24 August 2023 at 4.30 p.m.  
CDS Account

Last day, date and time for exercise of Warrants : Friday, 1 September 2023 at 5.00 p.m.  
2020/2023

Day, date and time of expiry of Warrants 2020/2023 : Friday, 1 September 2023 at 5.00 p.m.

Removal of Warrants 2020/2023 from the Official List : Monday, 4 September 2023 at 9.00 a.m.  
of Bursa Malaysia Securities Berhad

**This Notice is dated 31 July 2023.**

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## DEFINITIONS

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

Board	: Board of Directors of MAG
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
Depositor	: Holder of a Securities Account
Deed Poll	: The deed poll executed by MAG on 10 August 2020 to constitute the Warrants B and to govern the rights of holders of the Warrants B
Exercise Form	: The form in respect of the exercise of Warrants B as set out in this Notice
Exercise Money	: The amount calculated by multiplying the Exercise Price by the aggregate number of New MAG Share(s) in respect of each of the Exercise Rights are being exercised at the same time, which the said amount shall be free of any foreign exchange commissions, remittance charges or other deductions
Exercise Period	: The period commencing the date of the issue of the Warrants B on 2 September 2020 and ending at the close of business at 5.00 p.m. on the Expiry Date (both date inclusive)
Exercise Price	: Ringgit Malaysia Sen Twenty-Three (RM0.23) only payable in respect of each new MAG share to which a Warrant Holders will be entitled to subscribe upon exercise of the Exercise Rights
Exercise Rights	: The rights of a Warrant Holders to subscribe for the number of New MAG Share(s) arising from the Warrants B at the Exercise Price and upon the terms of and subject to the conditions of the Deed Poll and Notice to Holders of Warrants B
Expiry Date	: The date immediately preceding the third (3rd) anniversary date of first issue of the Warrants B, and if such date is not a Market Day, then on the immediate preceding Market Day. The expiry date is on Friday, 1 September 2023 at 5.00 p.m.
Issue Date	: 2 September 2020, being the date, on which Warrants B are allotted and issued under or pursuant to the Deed Poll
LPD	: 24 July 2023, being the latest practicable date of this Circular
Market Day	: A day on which the stock market of Bursa Securities is open for trading in securities
New MAG Share(s)	: New ordinary share(s) of MAG issued or to be issued (as the context may require) by MAG upon exercise of the Warrants B

Notice	: Notice to Warrant Holders of MAG in relation to the expiry and last date for the exercise of Warrants B
Record of Depositors	: The record consisting of name of depositors provided by Bursa Depository under the rules of Bursa Depository
RM and Sen	: Ringgit Malaysia and Sen, respectively
Securities Account	: An account established by Bursa Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor
Share Registrar	: Securities Services (Holdings) Sdn. Bhd. Registration No. 197701005827 (36869-T)
MAG or Company	: MAG Holdings Berhad Registration No. 200401004611 (643114-X)
MAG Share(s)	: Ordinary share(s) of MAG and shall include where applicable the New Share(s) issued
Warrants B or Warrants 2020/2023	: MAG' existing Warrants B issued on 2 September 2020 pursuant to the terms and conditions of the Deed Poll dated 10 August 2020 and will expire on 1 September 2023 at 5.00 p.m.
Warrant Holder(s)	: Depositors whose names appear in the Record of Depositors as holder(s) of the Warrants B

All references to “**you**” or “**your**” in this Notice are to the Warrant Holders of MAG.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

Reference to persons shall include a corporation, unless otherwise specified. Any reference in this Notice to any statute is a reference to that statute as for the time being amended or re-enacted. Any reference to a time of day in this Notice shall be a reference to Malaysian time, unless otherwise specified.

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**MAG HOLDINGS BERHAD**  
**Registration No. 200401004611 (643114-X)**  
(Incorporated in Malaysia)

**Registered Office:**  
A3-3-8, Solaris Dutamas  
No. 1, Jalan Dutamas 1  
50480 Kuala Lumpur  
W.P. Kuala Lumpur  
Malaysia

31 July 2023

**Board of Directors**

Mr. Ng Min Lin (*Executive Chairman*)  
Datuk Lim Si Cheng (*Independent Non-Executive Director*)  
Mr. Collin Goonting a/l O.S. Goonting (*Independent Non-Executive Director*)  
Mr. Yeoh Wooi Kia (*Independent Non-Executive Director*)  
Encik Wan Mohd Hazrie bin Wan Mokhtar (*Independent Non-Executive Director*)  
Mr. Melvin Lim Chun Woei (*Non-Independent Non-Executive Director*)  
Ms. Wong Jo Ann (*Non-Independent Non-Executive Director*)

**To: The Warrant Holders of MAG**

Dear Sir/Madam,

**NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE  
FOR THE EXERCISE OF WARRANTS 2020/2023**

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**NOTICE IS HEREBY GIVEN THAT** pursuant to the terms and conditions as stipulated in the Deed Poll dated 10 August 2020, the exercise rights of the Warrants B will expire at **5.00 p.m. on Friday, 1 September 2023** (Expiry Date).

As such, Holders of Warrants B intending to exercise their Warrants B are advised to deliver the documents referred to in Section 3 of this Notice to the Share Registrar of MAG, not later than 5.00 p.m. on the Expiry Date.

The total number of outstanding Warrants B as at the LPD is 333,387,142.

**Warrants B not exercised by 5.00 p.m. on the Expiry Date will lapse and become null and void and ceases to be exercisable thereafter.**

**Accordingly, the Warrants B will be removed from the Official List of Bursa Securities with effect from 9.00 a.m. on Monday, 4 September 2023.**

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

**1. SUSPENSION OF TRADING AND LAST DATE FOR TRADING**

To facilitate the Exercise Rights of the Warrant Holders, the trading of the Warrants B will be suspended from trading on Bursa Securities with effect from **Wednesday, 16 August 2023 at 9.00 a.m.** until the Expiry Date. Hence, the last trading day and time of for trading of the Warrants B will be on **Tuesday, 15 August 2023 at 5.00 p.m.**

**2. EXERCISE PRICE AND PAYMENT OF EXERCISE PRICE**

The Exercise Price of the Warrants B is RM0.23 for each new MAG Share. Accordingly, for illustration purposes, if you subscribe for 100 MAG Shares, the Exercise Price shall be RM23.00.

The Exercise Price of RM0.23 for each new MAG Share and all other fees and charges including taxes, stamp duty and deposit fees (if any) payable to Bursa Depository by banker's draft or cashiers order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia in favour of "**MAG Holdings Berhad – Warrant Proceeds Account**" crossed "**Account Payee Only**" amounting to RM \_\_\_\_\_ and endorsed on the reverse side with the name and address, NRIC/passport number/company registration number whichever applicable and CDS Account number in block letters of the Warrant Holders OR by way of internet bank transfer to bank account no. **80-1001595-4** of the Company namely "**MAG Holdings Berhad – Warrant Proceeds Account**" maintained with **CIMB Bank Berhad**. *(Proof of payment to be attached. i.e. bank transfer receipt)*

**3. EXERCISE OF EXERCISE RIGHTS**

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

- (a) Complete and execute the Exercise Form, a copy of which is attached to this Notice. Additional copies of the Exercise Form can be obtained from the Share Registrar of MAG, **Securities Services (Holdings) Sdn. Bhd.** [Registration No. 197701005827 (36869-T)] of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia; and
- (b) Deliver and reach the Share Registrar of MAG the following documents and remittances not later than 5.00 p.m. on the Expiry Date:
  - (i) the Exercise Form duly completed and executed by you;
  - (ii) remittance for the full Exercise Price as mentioned in Section 2 above; and
  - (iii) remittance of a processing fee of **RM20.00** for each Exercise Form submitted, payable by banker's draft, cashier's order, money order or postal order made in favour of "**Securities Services (Holdings) Sdn. Bhd.**" or by internet bank transfer to the bank account no. **7011312855** of the Share Registrar maintained with **OCBC Bank (Malaysia) Berhad** (or such other fee as the Share Registrar may from time to time determine). *(Proof of payment to be attached. i.e. bank transfer receipt)*

In respect of the new MAG Shares to be issued to Warrant Holders pursuant to the exercise of the Warrants B:

- (a) the Company shall allot and issue the new MAG Shares, despatch the notices of allotment to the Holders of Warrants B and make an application to Bursa Securities for the quotation of the new MAG Shares within eight (8) market days from the receipt of a duly completed Exercise Form together with the requisite payment or such other period as may be prescribed by Bursa Securities;
- (b) such new MAG Shares shall be credited into the CDS Account specified by the Holders of the Warrants B after the allotment of the new MAG Shares. No physical share certificates shall be issued; and
- (c) such new MAG Shares shall rank *pari passu* in all respects with the existing ordinary shares in the capital of the Company except that they shall not rank for any dividends, rights, allotment and/or distributions the entitlement date of which is on or before the date of allotment of such new MAG Shares.

#### **4. BOOK CLOSURE DATE**

**FURTHER NOTICE IS HEREBY GIVEN THAT** in relation to the Warrants B:

- (a) Bursa Depository will not be accepting any request for the transfer of Warrants B for the period commencing **4.30 p.m. on Thursday, 24 August 2023** up to the Expiry Date.
- (b) Warrant Holders shall qualify for entitlement to subscribe for new MAG Shares in respect of the following:
  - (i) Warrants B transferred into the Depositor's CDS Account before **4.30 p.m. on Thursday, 24 August 2023** in respect of ordinary transfer; and
  - (ii) Warrants B bought on Bursa Securities on or before **5.00 p.m. on Tuesday, 15 August 2023**, being the last day for trading of the Warrants B.

#### **5. EXPIRY OF WARRANTS B**

Warrant Holders should note that:

- (a) If their Exercise Rights are not exercised and the relevant Exercise Form together with remittances are not delivered to the Company's Share Registrar by 5.00 p.m. on the Expiry Date, the Exercise Rights will lapse and become null and void and cease to be exercisable thereafter; and
- (b) All unexercised Warrants B remaining in a Depositor's CDS Account as at 5.00 p.m. on the Expiry Date will be cancelled and debited from the respective Depositor's CDS Account on Monday, 4 September 2023.

#### **6. DIRECTORS' RESPONSIBILITY STATEMENT**

This Notice has been seen and approved by the Directors of MAG 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 facts the omission of which would make any statement herein misleading.

**7. CONTACT DETAILS FOR ENQUIRIES**

All enquiries concerning the above should be addressed to the Share Registrar of MAG at:

**Securities Services (Holdings) Sdn. Bhd.**  
Registration No. 197701005827 (36869-T)  
Level 7, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
Damansara Heights  
50490 Kuala Lumpur  
W.P. Kuala Lumpur  
Telephone No. : 03-2084 9000  
Facsimile No. : 03-2094 9940/03-2095 0292

Yours faithfully,  
For and on behalf of the Board  
**MAG HOLDINGS BERHAD**

**NG MIN LIN**  
Executive Chairman



## SUBSCRIPTION FORM

Please read carefully the Notes at the end of this Subscription Form before completing this Subscription Form. Please write in block letters. Each box should contain one letter. Leave one box empty between words. Do not break up the words.

EXPIRY DATE	EXERCISE PRICE	EXERCISE PERIOD
1 September 2023	RM0.23	At any time on or after the 2nd day of September 2020 but not later than 5.00 p.m. on the Expiry Date

**Attention:** **The Share Registrar**  
Securities Services (Holdings) Sdn. Bhd.  
Registration No. 197701005827 (36869-T)  
Level 7, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
Damansara Heights  
50490 Kuala Lumpur  
W.P. Kuala Lumpur  
Tel: 03-2084 9000  
Fax: 03-2094 9940/03-2095 0292

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

[illegible][illegible]

**NEW IDENTITY CARD NO. / PASSPORT NO. / ARMED FORCES IDENTITY CARD NO. / POLICE PERSONNEL IDENTITY CARD NO. / COMPANY REGISTRATION NO. \***

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**OLD IDENTITY CARD NO. (IN THE CASE OF AN INDIVIDUAL) \***

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**CORRESPONDENCE ADDRESS \***


**CONTACT NUMBERS \***

**Office**

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**House**

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**Mobile**

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**Facsimile**

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

- (a) hereby confirm and declare that all information provided by me/us herein are true and correct;
- (b) hereby confirm and declare that the information indicated with an asterisk (\*) is identical with the information in the records of Bursa Depository with regard to my/our securities account with Bursa Depository (CDS Account) and further agree and confirm that in the event the information aforesaid differs from the information in Bursa Depository's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- (c) hereby irrevocably authorise you to instruct Bursa Depository to debit the quantity(ies) 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 10 August 2020 constituting the Warrants (Deed Poll);
- (d) hereby confirm the Exercised Warrants are or have been designated as "free securities" in my/our CDS Account(s) in accordance with the Rules and further declare that if this declaration is untrue, the exercise of my/our rights hereunder may be rejected;
- (e) where I/we am/are entitled to receive new ordinary shares in the Company (New Shares) upon the exercise of my/our Subscription Rights (apart from the exercise of rights in respect of all Warrants), I/we hereby irrevocably authorise you to instruct Bursa Depository to credit the quantity(ies) of New Shares specified below into my/our CDS Account(s) stated below and for the notice of allotment to be despatched to me/us at my/our risk to the correspondence address mentioned herein;

- (f) hereby confirm that after the submission of this form to you, I/we will not dispose, transfer or charge the Exercised Warrants, until the exercise is completed by the debiting of the Exercised Warrants from my/our CDS Account(s) or the exercise is rejected by the Company, whichever is applicable;
- (g) hereby make payment in full for such New Shares which includes payment of the Exercise Price subject to adjustments in accordance with Condition 5 of Schedule 3 of the Deed Poll and together with any payments required under the Securities Industry (Central Depositories) Act 1991 and/or the Rules of Bursa Depository, and all other fees and charges including taxes, stamp duty and deposit fees (if any) payable to Bursa Depository by banker's draft or cashiers order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia in favour of "**MAG Holdings Berhad - Warrant Proceeds Account**" crossed "**Account Payee Only**" amounting to RM \_\_\_\_\_ and endorsed on the reverse side with the name and address, NRIC/passport number/company registration number whichever applicable and CDS Account number in block letters of the Warrant Holders OR by way of internet bank transfer to bank account no. **80-1001595-4** of the Company namely "**MAG Holdings Berhad - Warrant Proceeds Account**" maintained with **CIMB Bank Berhad (Proof of payment to be attached. i.e. bank transfer receipt)**;
- (h) hereby irrevocably elect, upon and subject to the provisions of the Deed Poll to exercise the Subscription Rights in respect of the Exercised Warrants to subscribe for such number of New Shares of the Company at the Exercise Price, and agree to accept such New Shares allotted subject to the Constitution of the Company;
- (i) hereby enclose a legible photocopy of:
- (i) (in the case where the Warrant Holder is an individual) my new identity card; or
- (ii) (in the case where the Warrant Holder is a corporation) our certificate of incorporation;
- (j) hereby authorise you to issue and allot the New Shares and despatch the notice of allotment in respect thereof within eight (8) market days (subject to the requirements of the relevant authorities);
- (k) hereby declare and confirm that I/we have complied with all legal requirements and registration formalities applicable to the exercise of the Subscription Rights; and
- (l) hereby undertake to fully indemnify and keep the Company and the Registrar indemnified against any claims, loss, damage, liability, cost or expense (including legal cost and solicitors' costs on a solicitor and client basis) that may be suffered or incurred by the Company and the Registrar as a result of the Company and/or the Registrar acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertakings herein.

Source account for debiting Warrants and target account for crediting New Shares															
Quantity of Warrants	CDS ACCOUNT NUMBER, ADA/ADM AND BRANCH CODE/ACCOUNT NUMBER														Quantity of New Shares
				-				-							
				-				-							
				-				-							
				-				-							

Notes:

1. ADA means Authorised Depository Agent(s)
2. ADM means Authorised Depository Manager(s)
3. A Warrant Holder shall not be allowed to instruct for New Shares to be credited into any CDS Account(s) other than one of those CDS Account(s) from which the Warrants B are to be debited.

Dated: \_\_\_\_\_

## Signature

The Common Seal of the Warrant Holder )  
was hereunto affixed in the presence of: )

Director/Secretary  
Name:

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

sufficient to pay for the full amount of the Subscription Sum required in respect of the reduced number of Warrants. In such event, the Warrant Holder is deemed to have exercised his/her/its Subscription Rights in respect of such reduced number of Warrants.

11. The exercise of the Subscription Rights under this Subscription Form shall be deemed invalid if any banker's draft or cashier's order or money order or postal order drawn on a bank or post office operating in Malaysia for payment of the Subscription Amount is not cleared on first presentation.
12. Without prejudice to note 11 above, the Exercise Period of the Warrant shall 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 shall be the Market Day immediately preceding the said non Market Day, but excluding the two (2) clear Market Days prior to a book closure date or entitlement date announced by the Company and those days during that period on which the Record of Depositors and/or the Warrant 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.
13. The requisite processing fees and other fees which the Company may from time to time determine subject to the requirements of Bursa Securities and/or the Companies Act and/or the provision of the Central Depository Act or the Rules is payable by the Warrant Holder together with the Exercise Price.
14. A processing fee of RM20 for each Exercise Form shall be paid by the Warrant Holder to the Registrar in the form of cash or cheque in favour of "**Securities Services (Holdings) Sdn. Bhd.**" or internet bank transfer to the Registrar's bank account no. **7011312855** maintained with **OCBC Bank (Malaysia) Berhad** (*Proof of payment to be attached. i.e. bank transfer receipt*).

#### **Attention**

The attention of Warrant Holders is drawn to the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia (as amended or replaced from time to time). In particular, a Warrant Holder should note that he/she/it may be under an obligation to extend a take-over offer of MAG if:

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

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