

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

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



**M N C WIRELESS BERHAD**

Registration No.: 200301033463 (635884-T)  
(Incorporated in Malaysia)

**NOTICE TO WARRANT HOLDERS**

**IN RELATION TO**

**THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS B 2019/2024  
("WARRANTS B")**

**STOCK NAME: MNC-WB**

**STOCK CODE: 0103WB**

**IMPORTANT RELEVANT DATES:**

|                                                              |                                           |
|--------------------------------------------------------------|-------------------------------------------|
| Last date and time for the trading of Warrants B             | : Tuesday, 20 August 2024 at 5:00 p.m.    |
| Date and time of suspension of trading of Warrants B         | : Wednesday, 21 August 2024 at 9:00 a.m.  |
| Last date and time for transfer into Depositor's CDS Account | : Thursday, 29 August 2024 at 4:30 p.m.   |
| Last date and time for exercise of Warrants B (Expiry Date)  | : Thursday, 5 September 2024 at 5:00 p.m. |
| Date and time for delisting of Warrants B                    | : Friday, 6 September 2024 at 9:00 a.m.   |

This Notice is dated 2 August 2024

## DEFINITIONS

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

|                           |                                                                                                                                                                                                              |
|---------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Board”                   | : Board of Directors of MNC                                                                                                                                                                                  |
| “MNC” or “Company”        | : M N C Wireless Berhad [Registration No.: 200301033463 (635884-T)]                                                                                                                                          |
| “MNC Share” or “Share(s)” | : Ordinary share(s) in MNC                                                                                                                                                                                   |
| “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”               | : Deed Poll dated 18 July 2019 constituting the Warrants B                                                                                                                                                   |
| “Exercise Form”           | The form in respect of the exercise of Warrants B as set out in this Notice                                                                                                                                  |
| “Exercise Period”         | : The period commencing from the date of the issue of the Warrants B and ending at the close of business at 5:00 p.m. on the Expiry Date                                                                     |
| “Exercise Price”          | : RM0.60, or such other adjusted price under the provisions of stated in the Deed Poll                                                                                                                       |
| “Exercise Rights”         | : The right or entitlement of a Warrant Holder to subscribe for the number of MNC Shares for each Warrant B held at the Exercise Price, upon and subject to the terms and conditions stated in the Deed Poll |
| “Expiry Date”             | : Thursday, 5 September 2024 at 5:00 p.m., being the last market day immediately preceding the fifth anniversary of the issue of Warrants 2019/2024 pursuant to the provisions of the Deed Poll              |
| “LPD”                     | : 26 July 2024, being the latest practicable date prior to the issuance of this Notice                                                                                                                       |
| “Market Day”              | : Any day from Monday to Friday (inclusive of both days), excluding public holidays and on which Bursa Securities is open for the trading of securities                                                      |
| “Notice”                  | : Notice to the Warrant Holders dated 2 August 2024 in relation to the expiry and last date for the exercise of the Warrants B                                                                               |
| “Record of Depositors”    | : The record of depositors provided by Bursa Depository to the Company under the Rules of Bursa Depository                                                                                                   |
| “RM” and “Sen”            | : Ringgit Malaysia and Sen, respectively                                                                                                                                                                     |

“Share Registrar” : Securities Services (Holdings) Sdn. Bhd. [Registration No. 197701005827 (36869-T)]

“Warrants 2019/2024” or “Warrants B” : Warrants B 2019/2024 issued by the Company on 6 September 2019 constituted by the Deed Poll which are due to expire on 5 September 2024

“Warrant Holder(s)” : Holder(s) of the Warrants 2019/2024

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

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. Any 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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**M N C WIRELESS BERHAD**  
Registration No.: 200301033463 (635884-T)  
(Incorporated in Malaysia)

**Registered Office:**

Third Floor, No. 77, 79 & 81  
Jalan SS21/60  
Damansara Utama  
47400 Petaling Jaya  
Selangor Darul Ehsan

2 August 2024

**Board of Directors:**

Wong Kok Seong (Chairman / Senior Independent Non-Executive Director)  
Datuk Tan Chor How Christopher (Chief Executive Officer cum Executive Director)  
Thu Soon Shien (Independent Non-Executive Director)  
Dato' Muhammad Shuib Bin Md Hashim (Independent Non-Executive Director)  
Pang Siaw Sian (Non-Independent Non-Executive Director)

**To: The Warrant Holders of MNC**

Dear Sir/Madam,

**NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2019/2024**

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**NOTICE IS HEREBY GIVEN** that pursuant to the terms and conditions as stipulated in the Deed Poll, the Exercise Period for the Warrant Holders to exercise the Exercise Rights will expire **at 5:00 p.m. on Thursday, 5 September 2024.**

Accordingly, the Warrant Holders intending to exercise their Warrants B are advised to submit the documents referred to in Section 4.1 of this Notice to the Share Registrar of the Company, Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia not later than 5:00 p.m. on the Expiry Date.

The total number of outstanding Warrants B as at the LPD is 2,995,923.

**WARRANT HOLDERS SHOULD NOTE THAT THE WARRANTS B WHICH ARE NOT EXERCISED BY 5:00 P.M. ON THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND SHALL CEASE 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 FRIDAY, 6 SEPTEMBER 2024.**

Warrant Holders are therefore advised to note carefully the procedures as set out below:-

## 1. **SUSPENSION OF TRADING AND LAST DAY FOR TRADING**

In order to facilitate the exercise of the Exercise Rights by the Warrant Holders, the trading of Warrants B on Bursa Securities will be suspended with effect from **9:00 a.m.** on **Wednesday, 21 August 2024** until the Expiry Date. Hence, the last day and time for the trading of Warrants B will be up to 5:00 p.m. on Tuesday, 20 August 2024.

## 2. **EXERCISE PRICE**

The Exercise Price of Warrants B is RM0.60 for each new MNC Share.

For example, if you wish to exercise 100 Warrants B into 100 new MNC Shares, the total Exercise Price shall be RM60.00.

## 3. **PAYMENT OF EXERCISE PRICE**

The remittance must be made in full for the Exercise Price, payable in Ringgit Malaysia by banker's draft/cashier's order drawn on a bank operating in Malaysia or by money order/postal order issued by a post office in Malaysia, made in favour of "**MNC WARRANTS 2019/2024**" crossed "**A/C Payee Only**" and "**Not negotiable**" and endorsed on the reverse side with the name, address and CDS Account number of the Warrant Holder.

## 4. **EXERCISE OF EXERCISE RIGHTS**

4.1 Warrant Holders who wish to exercise their Exercise Rights should:-

- a. complete and sign the enclosed Exercise Form. Additional copies of the Exercise Form can be obtained from the Company's Share Registrar at the address stated in Section 8 below; and
- b. deliver the following documents to the Company's Share Registrar not later than 5:00 p.m. on the Expiry Date:-
  - (i) the duly completed and signed Exercise Form;
  - (ii) remittance for the full amount of Exercise Price as mentioned in Sections 2 and 3 above; and
  - (iii) remittance of a processing fee of RM20.00 for each Exercise Form submitted to the Company's Share Registrar by a banker's draft, a cashier's order or a cheque, issued in favour of "Securities Services (Holdings) Sdn. Bhd." crossed "A/C Payee Only", or internet bank transfer to the Share Registrar's bank account no. 7011312855 maintained with OCBC Bank (Malaysia) Berhad.

4.2 The Company shall within eight (8) Market Days (or such other period as may be prescribed by Bursa Securities) after the date of receipt of the duly completed Exercise Form together with the requisite payments as set out in item 4.1(b) above:-

- 4.2.1 allot and issue the new MNC Shares arising from the exercise of the Warrants 2019/2024;
- 4.2.2 despatch the notices of allotment to the Warrant Holders; and
- 4.2.3 make an application to Bursa Securities for the quotation and listing of the new MNC Shares.

- 4.3 All new MNC Shares to be issued pursuant to the exercise of the Exercise Rights will be credited into the respective CDS account of the Warrant Holder. The new MNC Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing MNC Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of the new MNC Shares.

## **5. BOOK CLOSURE DATE**

- 5.1 Bursa Depository will not be accepting any request for transfer of the Warrants B for the period commencing 4:30 p.m. on Thursday, 29 August 2024 up to the Expiry Date.
- 5.2 Warrant Holders shall qualify for entitlement to subscribe for new MNC Shares in respect of the following:-
- (i) Warrants B transferred into the depositors' CDS accounts before 4:30 p.m. on Thursday, 29 August 2024 in respect of the transfers; or
  - (ii) Warrants B bought on Bursa Securities on or before 5:00 p.m. on Tuesday, 20 August 2024, being the last day of trading of the Warrants B.

## **6. EXPIRY OF EXERCISE RIGHTS**

Warrant Holders should note that if their Exercise Rights are not exercised or the duly completed Exercise Form together with the remittance 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.

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 Friday, 6 September 2024.

## **7. DIRECTORS' RESPONSIBILITY STATEMENT**

This Notice has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given in this Notice and confirm that after having made 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 false or misleading.

**8. CONTACT DETAILS FOR ENQUIRIES**

All enquiries concerning this Notice should be addressed to the Company's Share Registrar at:-

**Securities Services (Holdings) Sdn. Bhd.**

Level 7, Menara Milenium,  
Jalan Damanlela,  
Pusat Bandar Damansara,  
Damansara Heights,  
50490 Kuala Lumpur,  
Wilayah Persekutuan  
Tel : 603-2084 9000  
Fax : 603-2094 9940  
Email : [info@sshshb.com.my](mailto:info@sshshb.com.my)

Yours faithfully  
For and on behalf of the Board  
**M N C WIRELESS BERHAD**

**DATUK TAN CHOR HOW CHRISTOPHER**  
Chief Executive Officer cum Executive Director

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- (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 central depository 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 Subscription Rights hereunder may be rejected;
- (c) hereby irrevocably authorise you to instruct Bursa Depository to debit the quantity of Warrants specified below (“**Exercised Warrants**”) from and to credit the quantity of new Ordinary Shares in the Company into [my/our] CDS account(s) as follows:

| Source CDS account for debiting Warrants and target CDS account for crediting of new Ordinary Shares |                      |                                                               |  |   |  |  |   |  |  |  |  |                    |            |  |
|------------------------------------------------------------------------------------------------------|----------------------|---------------------------------------------------------------|--|---|--|--|---|--|--|--|--|--------------------|------------|--|
| Stock Code                                                                                           | Quantity of Warrants | CDS ACCOUNT NUMBER, ADA CODE – ADA BRANCHCODE- ACCOUNT NUMBER |  |   |  |  |   |  |  |  |  | Quantity of Shares | Stock code |  |
|                                                                                                      |                      |                                                               |  | - |  |  | - |  |  |  |  |                    |            |  |

- (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 of Bursa Depository and further declare that if this declaration is untrue, the exercise of my/our Subscription Rights hereunder may be rejected;
- (e) hereby confirm that after the submission of this Subscription 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;
- (f) 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 (as may be amended from time to time and re-enactment thereof) or the Rules of Bursa Depository (as may be amended from time to time and re-enactment thereof), 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 no. \_\_\_\_\_ drawn on a bank operating in Malaysia or a money order or postal order no. \_\_\_\_\_ issued by a post office in Malaysia in favour of “**MNC WARRANTS 2019/2024**” crossed “Account Payee Only” amounting to RM \_\_\_\_\_ and endorsed on the reverse side with my/our name, address in block letters and CDS account number;
- (g) 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;
- (h) 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 or Notice of Registration, as the case may be;
- (i) hereby authorise you to issue and allot the New Shares and despatch the notice of allotment in respect thereof within eight (8) Market Days from the date of receipt of this Subscription Form together with the requisite payment (subject to the requirements of the relevant authorities);
- (j) hereby declare and confirm that I/we have complied with all exchange control and other legal requirements and registration formalities applicable to the exercise of the Subscription Rights; and
- (k) hereby undertake to fully indemnify and keep the Company and the Registrar indemnified against any claims, loss, damage, liability, cost or expense (including legal cost and solicitors’ costs on a solicitor and client basis) that may be suffered or incurred by the Company and the Registrar as a result of the Company and/or the Registrar acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertakings herein.

Dated:

*If Warrant Holder is an individual*

\_\_\_\_\_  
Signature of the 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  
Name:

Notes:

1. No physical share certificate will be issued to the Warrant Holder as the result of any exercise of his/its Subscription Rights.
2. No Warrant Holder is allowed to instruct crediting of the New Shares into a CDS account other than the CDS account(s) from which the Exercised Warrants are to be debited from.
3. In exercising the Subscription Rights represented by the above Exercised Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
4. The Subscription Rights for any Warrant that is not exercised during the Exercise Period will lapse and become null and void upon the expiry of the Exercise Period on the Expiry Date.
5. A corporation/society completing this Subscription Form is required to affix its Common Seal in accordance with its Constitution.
6. The terms and expressions used in this Subscription Form (unless otherwise defined in this Subscription Form) will have the same meanings and interpretation as defined in the Deed Poll.
7. All information given above must be the same as the information in the records of Bursa Depository.
8. Joint account holders are not recognised by Bursa Depository.
9. For the avoidance of doubt, if no CDS account number is provided, any exercise or purported exercise of the Subscription Rights shall be deemed to be invalid.
10. Where the relevant payment made for the New Shares is less than the full amount of the Subscription Moneys required based on the Exercise Price, the Warrant Holder authorises the Company to, and the Company may but is not obliged to, treat the exercise by the Warrant Holder of the Subscription Rights as an exercise by the Warrant Holder of the Subscription Rights of such a reduced number of Warrants (in such multiples of board lots of one hundred (100) units of Warrants or in such other whole number of Warrants as the Company may determine) such that the relevant payment made for the New Shares shall thereafter be sufficient to pay for the full amount of the Subscription Moneys required in respect of the reduced number of Warrants. In such event, the Warrant Holder is deemed to have exercised his Subscription Rights in respect of such reduced number of Warrants.
11. A processing fee of RM20.00 shall be paid by the Warrant Holder in the form of cash or cheque in favour of "**Securities Services (Holdings) Sdn. Bhd.**" to the Registrar, or internet bank transfer to the Share Registrar's bank account no. 7011312855 maintained with OCBC Bank (Malaysia) Berhad for the debiting of Warrants from and crediting of the New Shares to the CDS account.



### **Attention**

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

- (a) it/he intends to acquire or hold or control the exercise of, by exercise of the Warrants or otherwise, whether at one time or different times, New Shares which (together with Shares 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 either on an individual basis and/or on a collective basis; or
- (b) it/he, together with person(s) 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 Shares by the exercise of the Warrants or otherwise in any period of six (6) months, increasing such percentage of the voting shares or voting rights by more than 2% either on an individual basis and/or on a collective basis; or
- (c) it/he, together with person(s) 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 shares or voting rights of the Company, it/he intends to acquire additional New Shares by the exercise of the Subscription Rights represented by the Warrants or otherwise, whether at one time or different times, New Shares which (together with the Shares owned or acquired by it/him) carry more than 33% of the voting shares or voting rights of the Company; or
- (d) It/he together with person(s) acting in concert with it/him, collectively holds more than 50% of the voting shares or voting rights of the Company with some of them individually holds more than 33% but less than 50% of the voting shares or voting rights in the Company, it/he intends to acquire additional New Shares by the exercise of the Subscription Rights represented by the Warrants or otherwise, whether at one time or different times, New Shares which (together with the Shares owned or acquired by it/him) increasing such percentage of the voting shares or voting rights by more than 2% in any period of 6 months.

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

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