

**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, bank manager, solicitor, accountant or other professional adviser immediately.

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**XIN HWA HOLDINGS BERHAD**

Registration No.: 201301002265 (1032102-P)  
(Incorporated in Malaysia)

**NOTICE TO HOLDERS OF WARRANTS 2021/2024**

**IN RELATION TO THE**

**EXPIRY AND LAST DATE FOR EXERCISE OF WARRANTS 2021/2024**

**(Stock Name: XINHWA-WA)**

**(Stock Code: 5267WA)**

**IMPORTANT RELEVANT DATES AND TIME**

Last day, date and time for trading of Warrants	: Tuesday, 26 December 2023 at 5.00 p.m.
Day, date and time of suspension of trading of Warrants	: Wednesday, 27 December 2023 at 9.00 a.m.
Last day, date and time for transfer into depositor's CDS account	: Friday, 5 January 2024 at 4.30 p.m.
Last day, date and time for exercise of Warrants	: Friday, 12 January 2024 at 5.00 p.m.
Day, date and time of expiry of Warrants	: Friday, 12 January 2024 at 5.00 p.m.
Day, date and time for delisting of Warrants	: Monday, 15 January 2024 at 9.00 a.m.

This Notice is dated 8 December 2023

## DEFINITIONS

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

“Board”	: Board of Directors of XHHB
“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 executed by XHHB on 29 December 2020 to constitute the Warrants 2021/2024 and to govern the rights of the Warrant Holders
“Exercise Period”	: The period commencing from and inclusive of the date of issuance of the Warrants 2021/2024 i.e. 15 January 2021 and ending at 5.00 p.m. on 12 January 2024.
“Exercise Price”	: RM0.33 only payable to the Company in respect of each new Share to which a Warrant Holder will be entitled to subscribe upon exercise of his/her Subscription Rights or such adjusted price as may for the time being be applicable, upon and subject to the provisions of the Deed Poll
“Expiry Date”	: Expiry date of the Warrants 2021/2024 which falls on 12 January 2024 at 5.00 p.m.
“XHHB” or “Company”	: Xin Hwa Holdings Berhad [Registration No. 201301002265 (1032102-P)]
“Listing Requirements”	: Bursa Securities Main Market Listing Requirements (as may be amended, modified or re-enacted from time to time)
“LPD”	: 30 November 2023, being the latest practicable date of this Notice
“Market Day”	: A day on which the stock market of Bursa Securities is open for trading in securities, which may include a Surprise Holiday.
“Notice”	: Notice to Warrant Holders of XHHB in relation to the expiry and final exercise of Warrants 2021/2024 dated 8 December 2023
“Record Date”	: The date as at the close of business on which shareholders must be registered in the register of members or Record of Depositors in order to participate in any dividends, rights, allotment or other distributions that may be declared by the Company
“Record of Depositors”	: The record of depositors provided by Bursa Depository to the Company under the Rules of Bursa Depository
“RM”	: Ringgit Malaysia
“Share(s)”	: Ordinary share(s) in XHHB

- “Share Registrar” : Tricor Investor & Issuing House Services Sdn. Bhd. [Registration No. 197101000970 (11324-H)] at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur
- “Subscription Form” : The form in respect of the exercise of Warrants 2021/2024 as set out in this Notice
- “Subscription Rights” : The rights of a Warrant Holder to subscribe for one (1) new Share for each Warrant 2021/2024 held during the Exercise Period and at the Exercise Price, upon and subject to the provisions of the Deed Poll
- 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 2021/2024” or “Warrants” : XHHB’s existing warrants issued on 15 January 2021 pursuant to the terms and conditions of the Deed Poll and will expire on 12 January 2024 at 5.00 p.m.
- “Warrant Holder(s)” : Holder(s) of Warrants 2021/2024 whose name is registered in the Record of Depositors of XHHB

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

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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**SUBSCRIPTION FORM FOR WARRANTS 2021/2024**

**ENCLOSED**



**XIN HWA HOLDINGS BERHAD**  
Registration No.: 201301002265 (1032102-P)  
(Incorporated in Malaysia)

**Registered Office**

802, 8th Floor  
Block C, Kelana Square  
17 Jalan SS7/26  
47301 Petaling Jaya  
Selangor  
Malaysia

8 December 2023

**Board of Directors:**

Tan Sri Dr. Suleiman Bin Mohamed (*Independent Non-Executive Chairman*)  
Ng Aik Chuan (*Managing Director*)  
Ng Yam Pin (*Executive Director*)  
Kok Poh Fui (*Executive Director*)  
Teo Siok Kee (*Executive Director*)  
Datuk Jory Leong Kam Weng (*Independent Non-Executive Director*)  
Liew Chek Leong (*Independent Non-Executive Director*)

To: **Our Warrant Holders**

Dear Sir/Madam

**NOTICE OF EXPIRY AND LAST DATE FOR EXERCISE OF WARRANTS 2021/2024**

**NOTICE IS HEREBY GIVEN THAT** pursuant to the terms and conditions as stipulated in the Deed Poll constituting the Warrants 2021/2024, the subscription rights of the Warrants will expire at **5.00 p.m. on 12 January 2024.**

Accordingly, Warrant Holders who intend to exercise their Warrants are advised to submit the documents referred to in Section 4 below to the Share Registrar of the Company no later than 5.00 p.m. on Friday, 12 January 2024.

The total number of Warrants outstanding as at LPD was 110,699,996.

**WARRANT HOLDERS SHOULD NOTE THAT WARRANTS WHICH ARE NOT EXERCISED BY THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND SHALL CEASE TO BE EXERCISABLE AFTER 5.00 P.M. ON FRIDAY, 12 JANUARY 2024. ACCORDINGLY, THE WARRANTS WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON MONDAY, 15 JANUARY 2024.**

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

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

To facilitate the exercise of the Subscription Rights by the Warrant Holders, the trading of the Warrants on Bursa Securities will be suspended with effect from **9.00 a.m.** on **Wednesday, 27 December 2023** until the Expiry Date. Hence, the last day and time for trading of the Warrants will be at **5.00 p.m.** on **Tuesday, 26 December 2023**.

**2. EXERCISE PRICE**

The Exercise Price of the Warrants is RM0.33 for every one (1) new Share. For example, if a Warrant Holder exercises 100 Warrants, the full Exercise Price payable shall be RM33.00 for 100 new Shares.

**3. PAYMENT OF EXERCISE PRICE**

Remittance for the Exercise Price must be made in full, payable in Ringgit Malaysia via a banker's draft or cashier's order drawn on a bank in Malaysia or money order drawn in Malaysia or postal order drawn on bank or post office operating in Malaysia payable to **"XIN HWA WARRANTS PROCEEDS ACCOUNT"** crossed **"A/C Payee Only"** and endorsed on the reverse side with the name, NRIC No./Company No./Passport No./Armed Forces No./Police Personnel No., address and the CDS account number of the Warrant Holder.

**4. EXERCISE OF SUBSCRIPTION RIGHTS**

If you are a Warrant Holder and wish to exercise your Subscription Rights, you should BEFORE 5.00 p.m. on Friday, 12 January 2024:

- (i) Complete and sign the enclosed Subscription Form for Warrants 2021/2024.

Copies of the Subscription Form for Warrants 2021/2024 can also be obtained from our Share Registrar during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays); and

- (ii) Deliver to our Share Registrar the following documents:-

- (a) the duly completed Subscription Form for Warrants 2021/2024;  
(b) the remittance for the full Exercise Price as stated in Sections 2 and 3 above; and  
(c) the remittance of a processing fee of RM20.00 for each Subscription Form for Warrants 2021/2024 via a cheque or banker's draft or cashier's order drawn on a bank in Malaysia or money order drawn in Malaysia or postal order drawn on bank or post office operating in Malaysia, payable to **"Tricor Investor & Issuing House Services Sdn. Bhd."** or in cash should you deliver the documents by hand.

The Company shall within eight (8) Market Days from the date of receipt of the duly completed Subscription Form for Warrants 2021/2024 together with the requisite payment, allot and issue the new Shares pursuant to the exercise of Warrants, despatch notices of allotment to the Warrant Holders exercising their Warrants and make an application to Bursa Securities for the quotation of such new Shares.

The new Shares to be issued pursuant to the exercise of Warrants shall, upon allotment and issue, rank equally in all respects with the then existing issued ordinary shares of the Company except that they shall not be entitled to any dividends or any other distributions which may be declared unless the date of allotment of the new Shares is on or before the Record Date.

**5. BOOK CLOSURE DATE IN RELATION TO THE EXPIRY AND FINAL EXERCISE OF THE WARRANTS**

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

- (a) Bursa Depository will not be accepting any requests for the ordinary transfer of Warrants for the period commencing 4.30 p.m. on Friday, 5 January 2024 up to and including the Expiry Date.
- (b) Warrant Holders will qualify for entitlement to subscribe for new Shares in respect of:
  - (i) Warrants transferred into the depositor's CDS account before 4.30 p.m. on Friday, 5 January 2024 in respect of ordinary transfers; or
  - (ii) Warrants bought on Bursa Securities on or before 5.00 p.m. on Tuesday, 26 December 2023, being the last day of trading of the Warrants.

**6. EXPIRY OF SUBSCRIPTION RIGHTS**

Warrant Holders should note that:

- (a) if their Subscription Rights are not exercised and the relevant Subscription Form for Warrants 2021/2024, together with the required remittances as stated in Section 4 (ii) above, are not delivered to our Share Registrar by 5.00 p.m. on Friday, 12 January 2024, the Subscription Rights will lapse and become null and void and cease to be exercisable thereafter; and
- (b) all unexercised Warrants remaining in a depositor's CDS account after 5.00 p.m. on Friday, 12 January 2024 will be debited from the respective depositor's CDS account on Monday, 15 January 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 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.

**8. ENQUIRIES**

Should you have any query concerning this Notice, please contact the Share Registrar during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):-

**Tricor Investor & Issuing House Services Sdn. Bhd.**

General Line : +603-2783 9299  
Fax Number : +603-2783 9222  
Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

Yours faithfully  
For and on behalf of the Board of  
**XIN HWA HOLDINGS BERHAD**

**Tan Sri Dr. Suleiman Bin Mohamed**  
Independent Non-Executive Chairman





- (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 “**Tricor Investor & Issuing House Services Sdn. Bhd.**” to the Registrar 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 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 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.

Registrar:

**Tricor Investor & Issuing House Services Sdn. Bhd.**

Registration No. 197101000970 (11324-H)

Unit 32-01, Level 32, Tower A

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Bangsar South,

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