

**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.



**LAY HONG BERHAD**  
**Registration No. 198301011738 (107129-H)**  
(Incorporated in Malaysia)

**NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR EXERCISE OF WARRANTS 2016/2021**

**(Stock Name: LAYHONG-WA)**  
**(Stock Code: 9385WA)**

**IMPORTANT RELEVANT DATES**

Last day, date and time for the trading of Warrants	: Monday, 27 September 2021 at 5.00 p.m.
Day, date and time of suspension of trading of Warrants	: Tuesday, 28 September 2021 at 9.00 a.m.
Last day, date and time for exercise of Warrants	: Wednesday, 13 October 2021 at 5.00 p.m.
Day, date and time of expiry of Warrants	: Wednesday, 13 October 2021 at 5.00 p.m.
Removal of Warrants 2016/2021 from the Official List of Bursa Malaysia Securities Berhad	: Thursday, 14 October 2021 at 9.00 a.m.

**This Notice is dated 10 September 2021.**

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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
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd (198701006854 (165570-W))
“Bursa Securities”	: Bursa Malaysia Securities Berhad (200301033577 (635998-W))
“CDS”	: Central Depository System
“Deed Poll”	: The deed poll executed by LHB on 29 September 2016 to constitute the Warrants 2016/2021 and to govern the rights of holders of the Warrants 2016/2021
“Exercise Form”	: The form in respect of the exercise of Warrants as set out in this Notice
“Exercise Money”	: The amount calculated by multiplying the Exercise Price by the aggregate number of New LHB 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 on 14 October 2016 and ending at the close of business at 5.00 p.m. on the Expiry Date (both date inclusive)
“Exercise Price”	: Ringgit Malaysia Sen Forty (RM0.40) only payable in respect of each new LHB share to which a Warrant Holder will be entitled to subscribe upon exercise of the Exercise Rights
“Exercise Rights”	: The rights of a Warrant Holder to subscribe for one (1) new LHB Share for each Warrants 2016/2021 at the Exercise Price and upon the terms of and subject to the conditions of the Deed Poll and Notice to Holders of Warrants 2016/2021
“Expiry Date”	: The close of business at 5.00 p.m. in Malaysia on the date which is five (5) years from the date of issuance of the Warrants 2016/2021, provided that if such date falls on a day which is not a Market Day, then on the preceding Market Day as per the Deed Poll. Any Warrants 2016/2021 which have not been exercised will lapse and cease thereafter to be valid for any purpose. The expiry date is on Wednesday, 13 October 2021 at 5.00 p.m.
“LHB” or “Company”	: Lay Hong Berhad (198301011738 (107129-H))
“LHB Share(s)”	: Ordinary share(s) in LHB
“LPD”	: 30 August 2021, 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 LHB Share(s)”	: New ordinary share(s) to be issued by LHB upon the exercise of the Exercise Rights by a Warrant Holder
“Notice”	: Notice to Warrant Holders of LHB in relation to the expiry and last date for the exercise of Warrants

- “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
- “Share Registrar” : Securities Services (Holdings) Sdn Bhd (197701005827 (36869-T))
- “Warrants 2016/2021” or “Warrants” : LHB’ existing warrants issued on 14 October 2016 pursuant to the terms and conditions of the Deed Poll dated 29 September 2016 and will expire on 13 October 2021 at 5.00 p.m.
- “Warrant Holders” : Depositors whose names appear in the Record of Depositors as holder(s) of the Warrants

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

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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**LAY HONG BERHAD**  
**Registration No. 198301011738 (107129-H)**  
(Incorporated in Malaysia)

**Registered Office:-**

No. 2-1, Jalan Sri Hartamas 8  
Sri Hartamas  
50480 Kuala Lumpur  
Wilayah Persekutuan (KL)

10 September 2021

**Board of Directors**

Dato' Yap Hoong Chai (*Executive Chairman*)  
Dato' Yeap Weng Hong (*Executive Director*)  
Dato' Yap Chor How (*Executive Director*)  
Ng Kim Tian (*Executive Director*)  
Yeap Fock Hoong (*Non-Independent Non-Executive Director*)  
Gan Lian Peng (*Independent Non-Executive Director*)  
Lim Teck Seng (*Independent Non-Executive Director*)  
Tan Chee Hau (*Independent Non-Executive Director*)  
Tadaaki Ito (*Non-Independent Non-Executive Director*)  
Yasuhito Igarashi (*Alternate Director to Tadaaki Ito*)

**To: The Warrant Holders of LHB**

Dear Sir/Madam,

**NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2016/2021**

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**NOTICE IS HEREBY GIVEN THAT** pursuant to the terms and conditions as stipulated in the Deed Poll dated 29 September 2016, the exercise rights of the Warrants will expire at 5.00 p.m. on Wednesday, 13 October 2021.

As such, holders of Warrants intending to exercise their Warrants are advised to deliver the documents referred to in Section 3(i) of this Notice to the Share Registrar of LHB, Securities Services (Holdings) Sdn Bhd of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan (KL) not later than 5.00 p.m. on the Expiry Date.

The total number of outstanding Warrants 2016/2021 as at the LPD is 259,785,900.

**Warrants 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 will be removed from the Official List of Bursa Securities with effect from 9.00 a.m. on Thursday, 14 October 2021.**

**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 will be suspended from trading on Bursa Securities with effect from 9.00 a.m., Tuesday, 28 September 2021 until the Expiry Date. Hence, the last trading day and time of for trading of the Warrants will be on Monday, 27 September 2021 at 5.00 p.m.

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

The Exercise Price of the Warrants is RM0.40 for each new LHB Share. Accordingly, for illustration purposes, if you subscribe for 100 LHB Shares, the Exercise Price shall be RM40.00.

The Exercise Price of RM0.40 for each new LHB Share shall 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 out in favor of "**LHB WARRANTS 2016/2021**" and crossed "**A/C Payee Only**" and endorsed on the reverse side with the name and address, NRIC/passport number/company registration number whichever applicable and CDS Account number of the Warrant Holders.

**3. EXERCISE OF EXERCISE RIGHTS**

If you are a Warrant Holder 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 LHB, Securities Services (Holdings) Sdn Bhd of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan (KL); and
- (b) Deliver and reach the Share Registrar of LHB 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 RM21.20 (inclusive of 6% service tax) 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**" crossed "**A/C Payee Only**", or in cash if you deliver the documents to the Share Registrar of LHB personally.

In respect of the new LHB Shares to be issued to Warrant Holders pursuant to the exercise of the Warrants:-

- (a) the Company shall allot and issue the new LHB Shares, despatch the notices of allotment to the holders of Warrants and make an application to Bursa Securities for the quotation of the new LHB 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 LHB Shares shall be credited into the CDS Account specified by the holders of the Warrants after the allotment of the new LHB Shares. No physical share certificates shall be issued; and
- (c) such new LHB 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 LHB Shares.

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

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

- (a) Bursa Depository will not be accepting any request for the transfer of Warrants for the period commencing 4.30 p.m. on Wednesday, 6 October 2021 up to the Expiry Date.
- (b) Warrant Holders shall qualify for entitlement to subscribe for new LHB Shares in respect of the following:-
  - (i) Warrants transferred into the Depositor's CDS Account before 4.30 p.m. on Wednesday, 6 October 2021 in respect of ordinary transfer; and
  - (ii) Warrants bought on Bursa Securities on or before Monday, 27 September 2021, being the last day of trading of the Warrants.

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

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 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 Thursday, 14 October 2021.

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

This Notice has been seen and approved by the Directors of LHB 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 LHB 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  
Wilayah Persekutuan (KL)  
Tel : 03-2084 9000  
Fax: 03-2094 9940

Yours faithfully,  
For and on behalf of the Board  
**LAY HONG BERHAD**

**DATO' YAP HOONG CHAI**  
Executive Chairman

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**LAY HONG BERHAD**  
**Registration No. 198301011738 (107129-H)**  
(Incorporated in Malaysia)

**EXERCISE FORM FOR WARRANTS**  
**IN RELATION TO WARRANTS 2016/2021 (“WARRANTS”) TO SUBSCRIBE FOR ORDINARY**  
**SHARES IN LAY HONG BERHAD (“LHB” OR “COMPANY”)**

[To be executed and lodged with the Share Registrar to exercise the Exercise Rights in respect of the Warrants]

- Issue Date : 14 October 2016
- Expiry Date : 13 October 2021 (if this date does not fall on a Market Day, the Last Conversion Date shall be deemed to fall on the immediate following Market Day)
- Exercise Rights : The rights of a Warrant Holder to subscribe for one (1) new LHB Share for each Warrants 2016/2021 at the Exercise Price and upon the terms of and subject to the conditions of the Deed Poll and Notice to Holders of Warrants 2016/2021.
- Exercise Price : The Exercise Price shall be RM0.40 for each new Share as the same may be adjusted in accordance with conditions of the Deed Poll.
- Exercise Period : The period commencing the date of the issue of the Warrants on 14 October 2016 and ending at the close of business at 5.00 p.m. on the Expiry Date (both date inclusive). Any Warrants which are not exercised at the close of business of the Expiry Date will thereafter lapse and cease to be valid.

To: **THE SHARE REGISTRAR OF LAY HONG BERHAD**  
**Securities Services (Holdings) Sdn Bhd**  
**Registration No. 197701005827 (36869-T)**  
Level 7, Menara Milenium  
Jalan Damanela  
Pusat Bandar Damansara  
Damansara Heights  
50490 Kuala Lumpur  
Wilayah Persekutuan (KL)  
Tel : 03-2084 9000  
Fax: 03-2094 9940

**Particulars of the Depositors**

- \* Name of Depositor (Applicant) : \_\_\_\_\_
- \* Old Identity Card No./Passport No./Armed Forces Identity Card No./Police Personnel Identity Card No. : \_\_\_\_\_
- \* New NRIC No./Company Registration No. : \_\_\_\_\_
- \* Correspondence Address of Depositor : \_\_\_\_\_  
\_\_\_\_\_
- \* Contact No. : \_\_\_\_\_
- \* *All information given above must be as per information in the Bursa Malaysia Depository Sdn Bhd (“**Bursa Depository**”).*



I/We, the undersigned, being the Warrant 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 \* above is identical with the information in the records of Bursa Depository with regard to my/our account(s) with Bursa Depository (“**CDS account(s)**”) and further agree and confirm that in the event the aforesaid information differs from the information in Bursa Depository’s records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- (c) hereby authorise you to instruct Bursa Depository to debit the quantity(ies) of Warrants specified below 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 29 September 2016, executed by the Company (“**Deed Poll**”);
- (d) where I/we am/are entitled to receive the issued New Shares in the Company upon the exercise of my/our rights herein (apart from the exercise of rights in respect of all warrants), I/we hereby 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:
- (e) hereby confirm the Warrants specified below intended for the exercise of rights 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;
- (f) hereby confirm that after the submission of this form to the Company, I/we will not dispose, transfer or charge the Warrants intended for exercise of rights herein, until the exercise is completed by debiting the 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 at the Exercise Price of RM0.40 per New Share, subject to adjustments in accordance with Condition 6 of Schedule 3 of the Deed Poll and together with any other payments required under the Securities Industry (Central Depositories) Act 1991 and the Rules of the Bursa Depository and the Deed Poll, 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 no. \_\_\_\_\_ in favour of “**LHB WARRANTS 2016/2021**” crossed “**A/C Payee Only**” and amounting to RM \_\_\_\_\_ and endorsed on the reverse side with my/our name, NRIC No./Passport No./Armed Forces Identity Card No./Police Personnel Identity Card No./Company Registration No. together with a payment of RM21.20 (inclusive of 6% service tax) in cash/cheque no. \_\_\_\_\_ made payable to Securities Services (Holdings) Sdn Bhd being the administrative charge payable to the Share Registrar.
- (h) hereby irrevocably elect, upon and subject to the provisions of the Deed Poll to exercise the Exercise Rights represented by the Warrants in my/our CDS account(s) specified below, and to subscribe for such number of New Shares of the Company specified below at the Exercise Price, and agree to accept such New Shares subject to the terms of the Constitution of the Company;
- (i) hereby undertake to fully indemnify and keep the Company indemnified against any claims, loss, damage, liability, cost or expense (including legal cost) that may be suffered or incurred by the Company as a result of the Company acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertaking herein;
- (j) hereby enclose a legible photocopy of:-
  - (a) my/our statement of account issued by Bursa Depository in respect of my/our CDS account;
  - (b) (in the case where the Warrant Holder is an individual) my identity card; and
  - (c) (in the case where the Warrant Holder is a corporation) our certificate of incorporation; and
- (k) hereby declare and agree that I/we have complied with all exchange control provisions, the provisions of the Securities Industry (Central Depositories) Act, 1991 and all other legal requirements applicable to the exercise of the Exercise Rights.

SOURCE ACCOUNT FOR DEBITING WARRANTS / CREDITING NEW ORDINARY SHARES								
CDS Account Number				Warrants		New Ordinary Shares		
ADA Code	Branch Code	Account Number			Securities Code	No. of Warrants to be debited	Securities Code	No. of New Ordinary Shares to be credited
						9385WA		9385

Please completed and/or delete as applicable.

Dated this \_\_\_\_\_ day of \_\_\_\_\_

*(If Warrant Holder is an individual)*

Signature: .....

*(If Warrant Holder is a Corporation/ Society)*

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

.....  
Director  
Name:

.....  
Director/Secretary  
Name:

**Notes**

1. No script will be issued to the Warrant Holder as a result of any exercise of rights herein.
2. In exercising the Exercise Rights represented by the above Warrants 2016/2021, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
3. The subscription right for any Warrants 2016/2021 that is not exercised during the Exercise Period will lapse and become null and void upon the expiry of the Exercise Period.
4. A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Constitution of the Company, a copy of which must be lodged with the Share Registrar.
5. The terms and expressions used in this Exercise Form (unless otherwise defined in this Exercise Form) will have the same meanings and interpretation as defined in the Deed Poll.
6. Exercise Rights means the rights of a Warrant Holder to subscribe for one (1) New Share for every Warrants 2016/2021 held at the Exercise Price, in accordance with the provisions of the Deed Poll.
7. All information given above must be the same as the information in the records of Bursa Depository.
8. The Exercise Right of any Warrant that is not exercised during the Exercise Period will lapse and become null and void upon the expiry of the Exercise Period.
9. For the avoidance of doubt, if no CDS account number is provided any exercise of purported exercise of the Exercise Right shall be deemed to be invalid.
10. No Depositor shall be allowed to instruct crediting of new shares into Central Depository Account other than one of those from which the securities are to be debited.



11. The Exercise Price shall be RM0.40 for one (1) Warrant as the same may be adjusted in accordance with the conditions of the Deed Poll.
12. 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 Exercise Rights as an exercise by the Warrant Holder of the Exercise Rights of such a reduced number of Warrants 2016/2021 (in such multiples of board lots of 100 Warrants or in such other whole number of Warrants 2016/2021 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 2016/2021. In such event, the Warrant Holder is deemed to have exercised his Exercise Rights in respect of such reduced number of Warrants 2016/2021.
13. Joint holders are not recognised under the Central Depository System.
14. The attention of the Warrant Holder is drawn to Part VI Division 1 of the Capital Markets and Services Act 2007 and Part III of the Malaysian Code on Take-Overs and Mergers 2010 as amended or replaced from time to time.
15. Please remit RM21.20 (inclusive of 6% service tax) (cash or cheque made payable to Securities Services (Holdings) Sdn Bhd) being the administrative charges.

To: **THE SHARE REGISTRAR OF LAY HONG BERHAD**  
**Securities Services (Holdings) Sdn Bhd**  
**Registration No. 197701005827 (36869-T)**  
Level 7, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
Damansara Heights  
50490 Kuala Lumpur  
Wilayah Persekutuan (KL)  
Tel : 03-2084 9000  
Fax: 03-2094 9940

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