

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

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

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(Registration No. 199701017271 (432768-X))  
(Incorporated in Malaysia)

**NOTICE TO WARRANTS 2014/2024 HOLDERS**

**IN RELATION TO THE**

**EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2014/2024**

**(STOCK NAME: AZRB-WA)  
(STOCK CODE: 7078WA)**

**IMPORTANT RELEVANT DATES AND TIME:**

Last date and time for trading of Warrants 2014/2024	:	Wednesday, 24 April 2024 at 5.00 p.m.
Date and time of suspension of trading of the Warrants 2014/2024	:	Thursday, 25 April 2024 at 9.00 a.m.
Last date and time for transfer into Depositors CDS account	:	Monday, 6 May 2024 at 4.30 p.m.
Last date and time for the exercise of Warrants 2014/2024	:	Monday, 13 May 2024 at 5.00 p.m.
Date and time for expiry of the Warrants 2014/2024	:	Monday, 13 May 2024 at 5.00 p.m.
Date and time for delisting of the Warrants 2014/2024	:	Tuesday, 14 May 2024 at 9.00 a.m.

This Notice is dated 5 April 2024

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**DEFINITIONS (CONT'D)**

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

Act	:	Companies Act, 2016
Adjustments	:	Adjustment to the exercise price and the number of the outstanding Warrants in accordance with the provisions of the Deed Poll pursuant to the Bonus Issue
AZRB or the Company	:	Ahmad Zaki Resources Berhad
Board	:	Board of Directors of AZRB
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
Currency RM and Sen	:	Ringgit Malaysia and sen, respectively
Deed Poll	:	The deed poll dated 18 March 2014 governing the terms and conditions of Warrants 2014/2024
Depositor(s)	:	A holder of a CDS Account and "Depositors" shall refer to all Depositors
Exercise Form	:	Form for the Warrant Holders to exercise their Warrants as set out in this Notice
Exercise Period	:	The period of ten (10) years commencing on and including the Issue Date to the close of business at 5.00 p.m. on the Market Day immediately preceding the date which is the 10 <sup>th</sup> anniversary from the Issue Date.
Exercise Price	:	RM0.63 per New Share or such other varied or adjusted price as may result from an Adjustment, payable in respect of each New Share for upon exercise of the Subscription Rights.
Exercise Rights	:	The rights of a Warrant Holder to subscribe for one (1) new AZRB Share for each Warrants 2014/2024 at the Exercise Price, upon and subject to the provisions in the Deed Poll
Expiry Date	:	Monday, 13 May 2024 at 5.00 p.m.
Issue Date	:	The date on which the Warrants 2014/2024 are issued i.e. 14 May 2014
Market Day(s)	:	A day on which the stock market of Bursa Securities is open for trading of securities, which may include a Surprise Holiday.
New Share(s)	:	New Shares to be issued arising from the exercise of Warrants
Notice	:	This Notice to Warrant Holders dated 5 April 2024 in relation to the expiry and last date to exercise the Warrants 2014/2024
Record of Depositors	:	The record provided by Bursa Depository to the Company under the Rules of Bursa Depository
Share Registrar	:	Mega Corporate Services Sdn Bhd, Registration No. 198901010682 (187984-H), having its business address at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia
Subscription Rights	:	The rights of a Warrant-Holder to subscribe for New Shares at the Exercise Price upon the terms of and subject to the conditions contained in the Deed Poll

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**DEFINITIONS (CONT'D)**

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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.
Warrant Holder(s)	: Depositors whose name appears in the Record of Depositors as holder(s) of the Warrants
Warrants 2014/2024 or Warrants	: Warrants issued by the Company on 14 May 2014 pursuant to the terms and conditions of the Deed Poll which remain unexercised before the Expiry Date.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and/or neuter genders and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference in this Notice to any enactment is a reference to that enactment 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 stated.

References to “we”, “us”, “our” and “ourselves” are to the Company save where the context otherwise required, include our subsidiaries and references to “you” or “your” are to the Warrant Holders of the Company.

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(Registration No. 199701017271 (432768-X))

(Incorporated in Malaysia)

**Registered Office:**

Level 15-2  
Bangunan Faber Imperial Court  
Jalan Sultan Ismail  
50250 Kuala Lumpur

5 April 2024

**Board of Directors:**

Tan Sri Dr Madinah binti Mohamad	<i>(Independent Non-Executive Chairman)</i>
Dato' Sri Wan Zakariah bin Haji Wan Muda	<i>(Group Managing Director)</i>
Dato' Ir. W Zulkifli bin Haji W Muda	<i>(Executive Director)</i>
Dato' Roslan bin Tan Sri Jaffar	<i>(Executive Director)</i>
Tan Sri Dato' Lau Yin Pin @ Lau Yen Beng	<i>(Non-Independent Non-Executive Director)</i>
Dato' Ir. Haji Che Noor Azeman bin Yusoff	<i>(Independent Non-Executive Director)</i>
Mr Lee Chee Khoon	<i>(Independent Non-Executive Director)</i>
Dato' Hj. Wan Mohd Hilmi Bin Wan Kamal	<i>(Independent Non-Executive Director)</i>

**To: Warrant Holders of Ahmad Zaki Resources Berhad**

Dear Sir/Madam,

**NOTICE AND LAST DATE FOR THE EXERCISE OF WARRANTS 2014/2024**

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**NOTICE IS HEREBY GIVEN THAT** pursuant to the terms and subject to the conditions and provisions as stipulated in the Deed Poll governing the Warrants, the Exercise Rights of the Warrants will expire on **Monday, 13 May 2024 at 5.00 p.m.**

Warrant Holders who intend to exercise their Warrants 2014/2024 are advised to submit the documents referred to in Section 4 of this Notice to the Share Registrar at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not later than 5.00 p.m. on Monday, 13 May 2024.

As at 25 March 2024, being the latest practicable date prior to the issuance of this Notice, the Company has a total of 116,201,952 outstanding Warrants 2014/2024 which have not been exercised.

**WARRANT HOLDERS SHOULD NOTE THAT THE WARRANTS 2014/2024 WHICH ARE NOT EXERCISED BY 5.00 P.M. ON MONDAY, 13 MAY 2024, WILL LAPSE AND BECOME NULL AND VOID AND SHALL CEASE TO BE EXERCISABLE THEREAFTER. ACCORDINGLY, THE WARRANTS 2014/2024 WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON TUESDAY, 14 MAY 2024.**

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

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

The trading of the Warrants on Bursa Securities will be suspended with effect from 9.00 a.m. on Thursday, 25 April 2024 until the Expiry Date. Hence the last day and time for trading of the Warrants will be 5.00 p.m. on Wednesday, 24 April 2024.

**2. EXERCISE PRICE**

The Exercise Price of the Warrants is RM0.63 for each New Share.

For illustration purpose, if you wish to exercise 100 Warrants into 100 AZRB Shares, the total Exercise Price shall be RM63.00.

**3. PAYMENT OF EXERCISE PRICE**

Payment must be made in full for the Exercise Price, payable in Ringgit Malaysia via 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 favour of "**AZRB Warrants Proceeds Account**" crossed "A/C Payee only" and endorsed on the reverse side with the name and address of the Warrant Holder.

**4. SUBSCRIPTION OF EXERCISE RIGHTS**

In order to subscribe the Exercise Rights, Warrant Holder should:

- (i) complete and sign the Exercise Form for Warrants 2014/2024;

Copies of the Exercise Form for Warrants can be obtained from the Share Registrar at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur during normal office hours.

- (ii) deliver to the Share Registrar, the following documents no later than 5.00 p.m. on Monday, 13 May 2024:

- (a) the duly completed and signed Exercise Form for Warrants 2014/2024;
- (b) the remittance for the full Exercise Price as stated in Sections 2 and 3 above; and
- (c) the remittance for a processing fee of RM21.60 (subject to the prevailing Sales and Services Tax) or such other sum as may be prescribed from time to time for each Exercise Form submitted via a banker's draft, a cashier's order or a money order or a postal order, made out in favour of "**MEGA CORPORATE SERVICES SDN BHD**" crossed "A/C Payee only", or in cash if you personally deliver the documents to the Warrant Registrar.

The Company shall within eight (8) Market Days of its receipt of a duly completed Exercise Form together with the requisite payments or such other period as may be prescribed by Bursa Securities will:

- (i) allot and issue the New Shares arising from the exercise of the Warrants 2014/2024;
- (ii) despatch notices of allotment to the Warrant Holders; and
- (iii) make an application to Bursa Securities for the listing and quotation of such New Shares issued.

The New Shares to be issued pursuant to the exercise of the Warrants 2014/2024 will be credited into the CDS account of the Warrant Holders respectively. The New Shares to be issued pursuant to the exercise of Warrants 2014/2024 shall, upon allotment and issuance, rank pari passu in all respect with the then existing ordinary shares of the Company, except that such New Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, where the entitlement date is prior to the date of allotment of the New Shares. No physical share certificates will be issued to the Warrant Holders in respect of the exercise.

## **5. BOOK CLOSURE DATE**

- 5.1 The Warrant Holders should note that apart from the provisions contained in the Deed Poll, Bursa Depository will not accept any request for the transfer of Warrants 2014/2024 for the period commencing from 4.30 p.m. on Monday, 6 May 2024 up to the Expiry Date.
- 5.2 A depositor shall qualify for entitlement to subscribe for New Shares in respect of the following:
- (i) Warrants 2014/2024 transferred into the depositor's CDS account before 4.30 p.m. on Monday, 6 May 2024 in respect of ordinary transfers; and
  - (ii) Warrants 2014/2024 bought on Bursa Securities on or before 5.00 p.m. on Wednesday, 24 April 2024, being the last day of trading of Warrants 2014/2024.

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

Warrant Holders should note that:

- (i) if their Exercise Rights are not exercised and the relevant Exercise Form for Warrants 2014/2024 is not delivered to the Share Registrar by 5.00 p.m. on Monday, 13 May 2024, the Exercise Rights will lapse and become null and void, and cease to be exercisable thereafter, and
- (ii) all unexercised Warrants 2014/2024 remaining in the Depositors' CDS accounts as at 5.00 p.m. on Monday, 13 May 2024 will be debited from the respective CDS accounts on Tuesday, 14 May 2024.

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

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

**8. CONTACT DETAILS FOR ENQUIRIES**

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

Mega Corporate Services Sdn Bhd, Registration No. 198901010682 (187984-H)  
Level 15-2, Bangunan Faber Imperial Court,  
Jalan Sultan Ismail,  
50250 Kuala Lumpur,  
Malaysia

Telephone : +603-2694 8984  
Facsimile : +603-2732 5388  
Email : mega-sharereg@megacorp.com.my

Yours faithfully  
for and on behalf of the Board of  
**AHMAD ZAKI RESOURCES BERHAD**

**DATO' SRI WAN ZAKARIAH BIN HAJI WAN MUDA**  
GROUP MANAGING DIRECTOR