

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action you should take, 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, and 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.



KEY ALLIANCE GROUP BERHAD
Registration No. 200301007533 (609953-K)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE TO WARRANT HOLDERS

IN RELATION TO

EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS C 2020/2023

STOCK NAME : KGROUP-WC

STOCK CODE : 0036WC

IMPORTANT RELEVANT DATES

Last day, date and time for trading of Warrants C : Wednesday, 25 October 2023 at 5.00 p.m.
2020/2023

Day, date and time of suspension of trading of Warrants C : Thursday, 26 October 2023 at 9.00 a.m.
2020/2023

Last day, date and time for Transfer into depositor's CDS : Friday, 3 November 2023 at 4.30 p.m.
Account

Last day, date and time for the exercise of Warrants C : Friday, 10 November 2023 at 5.00 p.m.
2020/2023

Day, date and time of expiry of Warrants C 2020/2023 : Friday, 10 November 2023 at 5.00 p.m.

Day, date and time for the delisting of Warrants C : Tuesday, 14 November 2023 at 9.00 a.m.
2020/2023

This Notice is dated 9 October 2023

DEFINITIONS

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

“Board” or “Directors”	: Board of Directors of KAG
“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 KAG dated 7 October 2020 to constitute the Warrants C and to govern the rights of holders of the Warrants C 2020/2023
“Depositor”	: Holder of a Securities Account
“Exercise Form”	: Form for Warrant Holders to carry out their Exercise Rights
“Exercise Notice”	: The notice for exercising the Exercise Rights, in the form set out in the Notice (which shall be irrevocable and made available by the Company in the manner as stipulated by Bursa Securities)
“Exercise Money”	: In relation to the exercise by any Warrant Holder of his Exercise Rights, the amount calculated by multiplying the Exercise Price by the aggregate number of Warrants in respect of which the Exercise Rights are being exercised
“Exercise Period”	: The period commencing from and including the date of the issue of the Warrants C and ending at closed of business at 5.00 p.m. on the Expiry Date
“Exercise Price”	: The sum of RM0.05 only payable in respect of each new Share to which a Warrant Holder will be entitled to subscribe upon exercise of the Exercise Rights or such adjusted price as in accordance to the provisions of the Deed Poll
“Exercise Rights”	: The rights of a Warrant Holder to subscribe for the number of new Shares at the Exercise Price upon the terms and subject to the provisions of the Deed Poll
“Expiry Date”	: Expiry date of the Warrants C 2020/2023 which falls on Friday, 10 November 2023 at 5.00 p.m.
“KAG” or “the Company”	: Key Alliance Group Berhad [200301007533 (609953-K)]
“KAG Share(s)” or “Share(s)”	: Ordinary share(s) of KAG
“Notice”	: Notice to Warrant Holders of KAG in relation to expiry and last date for the exercise of Warrants C 2020/2023 dated 9 October 2023
“New Shares”	: New Ordinary Shares to be issued by the Company pursuant to any exercise of the Exercise Rights represented by the Warrants
“Market Day(s)”	: A day on which the stock market of Bursa Securities is open for trading of securities

DEFINITIONS (Cont'd)

“Relevant Regulations”	: The Central Depositories Act, the Rules of Bursa Depository, the Listing Requirements, the Companies Act, 2016 and any other relevant statute or regulation, as may from time to time be amended.
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“Rules of Bursa Depository”	: The rules of Bursa Depository and any appendices thereto
“Securities Account”	: The 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”	: ShareWorks Sdn. Bhd. [199101019611 (229948-U)]
“Warrants C 2020/2023” or “Warrants C”	: Warrants C 2020/2023 issued by the Company pursuant to the Deed Poll which remain unexercised before the Expiry Date
“Warrant Holder(s)”	: Holder(s) of Warrants C 2020/2023 whose name is registered in the Warrant Record of Depositors of KAG

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

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EXERCISE FORM FOR WARRANTS C 2020/2023

ENCLOSED



KEY ALLIANCE GROUP BERHAD
Registration No. 200301007533 (609953-K)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:
22-09, Menara 1MK
No. 1 Jalan Kiara, Mont Kiara
50480 Kuala Lumpur

9 October 2023

The Board of Directors:

Roy Ho Yew Kee	<i>(Managing Director)</i>
Ong Gim Hai	<i>(Executive Director)</i>
YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad	<i>(Non-Independent Non-Executive Director)</i>
Lee Kien Fatt	<i>(Independent Non-Executive Director)</i>
Yee Yit Yang	<i>(Independent Non-Executive Director)</i>
Dr. Azizah Binti Sulaiman	<i>(Independent Non-Executive Director)</i>

To: The Warrant Holders of Key Alliance Group Berhad

Dear Sir/Madam,

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

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions as stipulated in the Deed Poll dated 7 October 2020, the Exercise Rights of the Warrants C will expire at **5.00 p.m. on Friday, 10 November 2023 (“Expiry Date”)** in accordance with the provisions of the Deed Poll.

Warrant Holders intending to exercise their Warrants C 2020/2023 are advised to submit the documents referred to in Section 4 below to the Share Registrar of the Company, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not later than 5.00 p.m. on the Expiry Date.

The total number of Warrants C 2020/2023 remain unexercised as at 31 October 2023, being the latest practicable date prior to the printing of this Notice is 982,103,848.

THE WARRANT HOLDER SHOULD NOTE THAT THE WARRANTS C WHICH ARE 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 C 2020/2023 WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON TUESDAY, 14 NOVEMBER 2023.

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

1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

To facilitate the exercise of the Exercise Rights by the Warrant Holders, the trading of the Warrants C on Bursa Securities will be suspended with effect **from 9.00 a.m. on Thursday, 26 October 2023 up to the Expiry Date**. Hence, the last day of trading of the Warrants shall be **up to 5.00 p.m. on Wednesday, 25 October 2023**.

2. EXERCISE PRICE

The Exercise Price of the Warrants C 2020/2023 is RM0.05 for every one (1) new Share. For example, if a Warrant Holder exercises 100 Warrants C 2020/2023, the full Exercise Price payable shall be RM5.00.

3. PAYMENT OF EXERCISE PRICE

- (i) Remittance for the Exercise Price must be made in full and payable in Ringgit Malaysia by way of banker's draft/bank demand draft/cashier's order drawn on a bank operating in Malaysia made out in favour of **"KAG WARRANTS 2020/2023 ACCOUNT"** crossed "A/C Payee Only" and endorsed on the reverse side with the name, address, identity card/passport number/company registration number (whichever is applicable) and the CDS account number of the Warrant Holder; or
- (ii) internet bank transfer to designated bank account number of **"MALAYAN BANKING BERHAD A/C NO. 514329648031"** (proof of payment to be attached to the Exercise Notice for the Warrants 2020/2023 C submitted to the Share Registrar).

4. EXERCISE OF EXERCISE RIGHTS

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

- (i) complete and execute the enclosed Exercise Form.

The Exercise Form may also be downloaded from the Company's website (www.kag.com.my) or obtained from the Company's Share Registrar's website (www.shareworks.com.my) or ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, during normal office hours.

- (ii) deliver and reach the Share Registrar of KAG the following documents and remittance not later than 5.00 p.m. on the Expiry Date:
 - (a) the duly completed and signed Exercise Form;
 - (b) the remittance for the full Exercise Price as stated in Section 2 and 3 above; and
 - (c) the remittance of a processing fee of RM21.20 per CDS Account, payable by bankers' draft/cashier order drawn on a bank operating in Malaysia made out in favour of **"SHAREWORKS SDN. BHD."** crossed "A/C Payee Only" or cash or internet bank transfer to the Share Registrar's bank account **HONG LEONG BANK A/C NO. 277 000000 35** if you deliver the documents to the Company's Share Registrar personally.

In respect of the new KAG Shares to be issued to Warrant Holders pursuant to the exercise of the Warrants C:

- (i) the Company shall allot and issue the new KAG Shares, dispatch the notices of allotment to the holders of Warrants C and make an application to Bursa Securities for the quotation of the new KAG Shares within eight (8) Market Days of the receipt of a duly completed Exercise Form together with the requisite payment or such other period as may be prescribed by Bursa Securities;

- (ii) such new KAG Shares shall be credited into the CDS Account specified by the holders of the Warrants C after the allotment of the new KAG Shares. No physical share certificates shall be issued in respect of exercise; and
- (iii) such new KAG Shares shall rank pari passu in all respects with the existing ordinary shares in the capital of the Company except that they shall not be entitled for any dividends, rights, allotment and/or distributions the entitlement date of which is on or before the date of allotment of such new KAG Shares.

5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS C 2020/2023

Warrant Holders should note that apart from the provisions contained in the Deed Poll, the following provisions of Bursa Depository will apply to the Warrants C 2020/2023:

- (i) Bursa Depository will not accept any request for transfer of the Warrants C 2020/2023 commencing **4.30 p.m., Friday, 3 November 2023, up to and including the Expiry Date;**
- (ii) Warrant Holders shall qualify for entitlement to subscribe for new Shares only in respect of the following:
 - (a) Warrants C 2020/2023 transferred into the Depositors' CDS account **before 4.30 p.m., on Friday, 3 November 2023**, in respect of transfers; or
 - (b) Warrants C 2020/2023 bought on Bursa Securities **on or before Wednesday, 25 October 2023, at 5.00 p.m.**, being the last day of trading of the Warrants C 2020/2023.

6. EXPIRY OF EXERCISE RIGHTS

Warrant Holders should note that:

- (i) if their Exercise Rights are not exercised and the relevant Exercise Form together with the 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
- (ii) all unexercised Warrants C remaining in a Depositor's CDS account as at 5.00 p.m. on the Expiry Date will be debited from the respective Depositor's CDS account on **Tuesday, 14 November 2023**.

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 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 in this Notice false or misleading.

8. CONTACT DETAILS FOR ENQUIRIES

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

ShareWorks Sdn. Bhd.

No. 2-1, Jalan Sri Hartamas 8

Sri Hartamas, 50480 Kuala Lumpur

Telephone no: + (603) 6201 1120

Facsimile no: + (603) 6201 3121

Yours faithfully,

For and on behalf of the Board

KEY ALLIANCE GROUP BERHAD

ROY HO YEW KEE

Managing Director

CONTACT NUMBER

Office Number:

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House Number:

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Handphone Number:

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Fax Number:

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Please refer to Note (g) below:-

Number of Warrants C Surrendered (Stock Code: 0036WC)	Source Account for Debiting Warrants C/ Crediting New Ordinary Shares														Number of New Ordinary Shares (Stock Code: 0036)				
	CDS Account Number: ADA Code – Branch Code – Account Number																		

Date this day of

Signature(s)

** For Individual

Individual

** For Company

The common seal of the Company)
was hereto affixed in accordance)
with its Constitution in the)
presence of:-)

Director

Director/Secretary**

** Please delete as applicable

I/We, the abovenamed:-

- (a) irrevocably elect, subject to the Conditions as set out in the Deed Pool constituting the issue of the Warrants C, to exercise the Exercise Rights represented by the Warrants C in my/our Central Depository System Account in respect of new shares in the Company and to subscribe and make payment as provided in the Deed Poll for such number of New Shares of the Company at the Exercise Price, and agree to accept such New Shares subject to the terms of the Constitution of the Company.
- (b) confirm and declare that the information provided by me/us above are true, correct and in the case of information indicated with an asterisk (*) are identical with the information provided by me/us to the Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") and further confirm that in the event that such information differs from the information in Bursa Depository's records, the exercise by me/us of the Exercise Rights may be rejected.
- (c) undertake to fully indemnify and keep the Company indemnified against any claims, losses, damages, liabilities, costs expenses including legal cost that may be suffered or incurred by the Company as a result of or arising from the Company acting in accordance with my/our authorisations and confirmations or from any breach of my/our undertakings.

- (d) declare that the Warrants C in respect of which the Exercise Rights are being exercised are/have been designated as “free securities” in accordance with the provisions of the Rules and further confirm that if this declaration is not correct, the exercise of me/us of the Exercise Rights may be rejected.
- (e) make payment in full for such New Shares by banker’s draft or cashier’s order drawn on a bank operating in Malaysia amounting to Ringgit Malaysia [.....] made in favour of “**KAG WARRANTS 2020/2023 ACCOUNT**” crossed “Account Payee Only” or internet bank transfer to designated bank account number of “**MALAYAN BANKING BERHAD A/C NO. 514329648031**” (proof of payment to be attached to the Exercise Notice for the Warrants 2020/2023 C submitted to the Share Registrar).
- (f) a separate remittance of RM21.20 (inclusive of 6% SST) is made payable to “**ShareWorks Sdn Bhd**” crossed “A/C Payee Only” or cash or internet bank transfer to the Share Registrar’s bank account **HONG LEONG BANK A/C NO. 277 000000 35**, being the administrative fees for debiting of your Warrants C and crediting your New Ordinary Shares.
- (g) irrevocably authorise you to instruct Bursa Depository to debit the quantity(ies) of my/our Deposited Warrants C specified above from my/our CDS account(s) in the exercise of my/our Exercise Rights as specified above in accordance with the provisions of the Deed Poll.
- (h) request that the notice of allotment stating the number of New Shares credited into my/our Central Depository System Account be sent, at my/our risk, by ordinary post to my/our address set out above.
- (i) confirm that upon the lodgement of this form with the Share Registrar, I/we will not dispose, transfer or charge or otherwise encumber the Warrants C in respect of which the Exercise Rights are being exercised unless and until the Exercise Notice has been returned, withdrawn or otherwise rejected or declared by the Company to be void in accordance with the provision of the Conditions set out in the Deed Poll.
- (j) declare and confirm that I/we have complied with all exchange control regulations and requirements imposed by Bank Negara Malaysia or other prevailing statutory requirements for the time being applicable to the exercise of the Exercise Rights and any directions and instructions given in this Exercise Notice.
- (k) undertake to fully indemnify the Company and Share Registrar against any loss, damage, liability, cost or expense (including legal cost) that may be suffered or incurred by the Company or the Share Registrar as a result of any demand, actions and proceedings made in respect of or arising from the debiting of Warrant C from our/my Central Depository System Account(s), in reliance by you of this Exercise Notice.

**** Please delete as applicable**

NOTES:

1. All information given in this Exercise Notice must be as per the information provided to Bursa Depository.
2. Joint holders are not recognised under the Central Depository System.
3. No scripts will be issued to the Depositor in respect of the New Shares issued as a result of any exercise of the Exercise Rights represented by the Warrants C.
4. In exercising the Exercise Rights represented by the Warrants C, compliance must be made with any exchange control or other statutory requirements for the time being applicable and the provisions of the Securities Industry (Central Depositories) Act, 1991 and the Rules of Bursa Depository.
5. A corporation completing this Exercise Notice is required to affix its common seal in accordance with its Constitution, a copy of which must be lodged with the Share Registrar.
6. The attention of Warrant Holders is drawn to Part VI Division 1 of the Capital Markets and Services Act 2007, the Malaysian Code on Take-over and Mergers 2016 and the Rules on Take-Overs, Mergers and Compulsory Acquisitions as amended or replaced from time to time.
7. No direction may be made in this Exercise Notice requiring the New Shares to be credited into the Securities Account of a person other than a Securities Account in the name of the person exercising the Exercised Rights under this Exercise Notice.
8. The exercise of the Exercise Rights under this Exercise Notice will be deemed invalid if any banker’s draft or cashier’s order or money order or postal order for payment of the Exercise Money is not cleared on first presentation.

9. If any part of this Exercise Notice is not fully and properly completed and/or executed, the Company will be entitled to regard the exercise of the Exercise Rights under the Exercise Notice as invalid.
10. At the close of business on Friday, 10 November 2023, any Exercise Rights which have been exercised and the Exercise Notice with appropriate remittance not delivered to the Share Registrar will lapse and every Warrants c will cease thereafter to be valid for any purpose.
11. Unless the context otherwise requires, expressions in this Exercise Notice will have the same meaning as those defined in the Deed Poll.

Share Registrar: **ShareWorks Sdn. Bhd.**
[Registration No. 199101019611 (229948-U)]
No. 2-1 Jalan Sri Hartamas 8,
Sri Hartamas, 50480 Kuala Lumpur,
Wilayah Persekutuan KL.
Tel. No.: 03- 6201 1120
Fax No.: 03- 6201 3121