

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.

Bursa Securities has not perused the contents of this Notice, and 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.

SUNWAY[®]

SUNWAY BERHAD

Registration No. 201001037627 (921551-D)
(Incorporated in Malaysia)

**NOTICE TO WARRANT HOLDERS
IN RELATION TO
THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2017/2024**

STOCK NAME : SUNWAY-WB

STOCK CODE : 5211WB

IMPORTANT RELEVANT DATES AND TIME:-

Last date and time for trading of Warrants 2017/2024	:	Tuesday, 17 September 2024 at 5.00 p.m.
Date and time of suspension of trading of Warrants 2017/2024	:	Wednesday, 18 September 2024 at 9.00 a.m.
Last date and time for transfer of Warrants 2017/2024 into depositor's CDS account	:	Thursday, 26 September 2024 at 4.30 p.m.
Last date and time for exercise of Warrants 2017/2024	:	Thursday, 3 October 2024 at 5.00 p.m.
Date and time of expiry of Warrants 2017/2024	:	Thursday, 3 October 2024 at 5.00 p.m.
Date and time for delisting of Warrants 2017/2024	:	Friday, 4 October 2024 at 9.00 a.m.

This Notice is dated 2 September 2024

DEFINITIONS

For the purpose of this Notice, except where the context otherwise requires, the following definitions and abbreviations shall apply throughout this Notice:

“Board” or “Directors”	:	The Board of Directors of Sunway
“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 19 September 2017 constituting the Warrants 2017/2024
“Depositor”	:	Holder of a Securities Account
“Exercise Form”	:	The form for exercising the Exercise Rights of Warrants as set out in this Notice
“Exercise Money”	:	In relation to the exercise by any Warrant Holder of his/her Exercise Rights, the amount payable by the Warrant Holder calculated by multiplying the Exercise Price by the aggregate number of Shares in respect of which Exercise Rights are being exercised
“Exercise Period”	:	The period commencing from the date of the issue of the Warrants and ending at the close of business at 5.00 p.m. on the Expiry Date
“Exercise Price”	:	RM1.35, being the sum payable in respect of each New Sunway Share to which a Warrant Holder shall be entitled to subscribe upon the exercise of the Exercise Rights
“Exercise Rights”	:	The rights conferred on a Warrant Holder to subscribe for one (1) New Sunway Share for each Warrant at the Exercise Price at any time during the Exercise Period upon the terms and conditions of the Deed Poll
“Expiry Date”	:	Thursday, 3 October 2024, being the expiry date of the Warrants
“LPD”	:	26 August 2024, being the latest practicable date prior to the printing of the 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
“New Sunway Shares”	:	New ordinary shares issued or to be issued by Sunway pursuant to any valid exercise of the Exercise Rights represented by the Warrants
“Notice”	:	This notice dated 2 September 2024 in relation to the expiry and last date for the exercise of Warrants
“Record of Depositors”	:	A record of Depositors provided by Bursa Depository to the Company in accordance with provisions of the Securities Industry (Central Depositories) Act 1991 and the Rules

DEFINITIONS (CONT'D)

“Registrar”	:	Tricor Investor & Issuing House Services Sdn Bhd [Registration No. 197101000970 (11324-H)]
“Securities Account or Central Depository System Account”	:	An account established by Bursa Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor
“Shares” or “Sunway Shares”	:	Ordinary shares in the share capital of the Company
“Sunway” or “ Company”	:	Sunway Berhad [Registration No. 201001037627 (921551-D)]
“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 2017/2024” or “Warrants”	:	Warrants 2017/2024 issued by the Company constituted by the Deed Poll
“Warrant Holders”	:	Any person, at the relevant time, holding the Warrants 2017/2024 and whose name appears in Record of Depositors for Warrant Holders

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

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

Any reference in this Notice to any enactment is a reference to that enactment 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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SUNWAY BERHAD

Registration No. 201001037627 (921551-D)
(Incorporated in Malaysia)

Registered Office:
Level 16, Menara Sunway
Jalan Lagoon Timur
Bandar Sunway
47500 Subang Jaya
Selangor Darul Ehsan

2 September 2024

Board of Directors:

Tan Sri Sir Dr. Jeffrey Cheah Fook Ling KBE AO (*Executive Chairman; Non-Independent Executive Director*)
Dato' Sri Idris Jala (*Non-Executive Co-Chairman; Independent Non-Executive Director*)
Tan Sri Dato' (Dr.) Chew Chee Kin (*President; Non-Independent Executive Director*)
Sarena Cheah Yean Tih (*Executive Director; Non-Independent Executive Director*)
Dr. Philip Yeo Liat Kok (*Senior Independent Non-Executive Director*)
Tan Sri Datuk Dr. Rebecca Fatima Sta Maria (*Independent Non-Executive Director*)
Datuk Tong Poh Keow (*Independent Non-Executive Director*)
Datuk Zaiton binti Mohd Hassan (*Independent Non-Executive Director*)
Datuk Mohd Anuar bin Taib (*Independent Non-Executive Director*)
Evan Cheah Yean Shin (*Alternate Director to Tan Sri Sir Dr. Jeffrey Cheah Fook Ling KBE AO*)

To: The Warrant Holders of Sunway

Dear Sir/Madam,

NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2017/2024

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, 3 October 2024 ("Expiry Date")**.

Accordingly, the Warrant Holders intending to exercise their Warrants are advised to submit the documents referred to in Section 4.1 of this Notice, to the Registrar **not later than 5.00 p.m. on the Expiry Date**.

WARRANT HOLDERS SHOULD NOTE THAT THE WARRANTS WHICH ARE NOT EXERCISED ON THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID, AND SHALL CEASE TO BE VALID AND EXERCISABLE THEREAFTER.

ACCORDINGLY, THE WARRANTS WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON FRIDAY, 4 OCTOBER 2024.

The number of outstanding Warrants as at LPD was 39,352,412 Warrants.

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

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

In order to facilitate the exercise of the Exercise Rights, the trading of the Warrants on Bursa Securities will be suspended with effect from **9.00 a.m.** on **Wednesday, 18 September 2024** until the Expiry Date. The last time and date for trading of Warrants will be up to **5.00 p.m.** on **Tuesday, 17 September 2024**.

2. **EXERCISE PRICE**

The Exercise Price of Warrants is RM1.35 for each New Sunway Share.

For example, if a Warrant Holder wishes to exercise 100 Warrants to subscribe for 100 New Sunway Shares, the total Exercise Money shall be RM135.00.

3. **PAYMENT OF EXERCISE MONEY**

The remittance of the Exercise Money must be made in full and payable in Ringgit Malaysia via banker's draft or cashier's order drawn on a bank operating in Malaysia or money order or postal order issued by a post office in Malaysia, made in favour of "**SUNWAY BERHAD – WARRANTS PROCEEDS ACCOUNT**" crossed "**A/C Payee Only**" and endorsed on the reverse side with the name, address, identity card or company registration number and CDS account number of the Warrant Holder.

4. **EXERCISE OF EXERCISE RIGHTS**

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

4.1.1 complete and sign the enclosed Exercise Form. Additional copies of the Exercise Form can be downloaded from Sunway's website at www.sunway.com.my or obtain from the Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, during normal office hours;

4.1.2 deliver the following documents to the Registrar not later than 5.00 p.m. on the Expiry Date:-

- (i) the duly completed and signed Exercise Form;
- (ii) the remittance for the full Exercise Money as mentioned in Sections 2 and 3 above; and
- (iii) the remittance of an administration fee of RM20.00 for each Exercise Form via a banker's draft, a cashier's order or a postal order, made in favour of "**SUNWAY MANAGEMENT SDN BHD**" crossed "**A/C Payee Only**", or by cash if you deliver the documents to the Registrar personally, for debiting of the Warrants and crediting of the New Sunway Shares.

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

4.2.1 allot and issue the relevant number of New Sunway Shares arising from the exercise of the Exercise Rights;

- 4.2.2 despatch notices of allotment to the Warrant Holders stating the number of New Sunway Shares that will be credited into the CDS account of the Warrant Holders; and
- 4.2.3 make an application to Bursa Securities for the listing and quotation of such New Sunway Shares issued.
- 4.3 The New Sunway Shares shall, upon allotment and issuance, rank pari passu in all respects with the existing Sunway 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 of the New Sunway Shares.

5. BOOK CLOSURE DATE

- 5.1 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 for the period commencing **4.30 p.m. on Thursday, 26 September 2024 up to the Expiry Date**;
- 5.2 Warrant Holders shall qualify for entitlement to subscribe for New Sunway Shares in respect of the following:-
- (i) Warrants transferred into the depositors' CDS accounts before **4.30 p.m. on Thursday, 26 September 2024** in respect of ordinary transfer; or
 - (ii) Warrants bought on Bursa Securities before **5.00 p.m. on Tuesday, 17 September 2024**, being the last day of trading of the Warrants.

6. EXPIRY OF EXERCISE RIGHTS

Warrant Holders should note that if their Exercise Rights are not exercised and the relevant Exercise Form together with remittances are not delivered to the Registrar by **5.00 p.m. on the Expiry Date**, the rights will lapse and become null and void, and shall cease to be exercisable thereafter.

All unexercised Warrants remaining in the Warrant Holders' CDS accounts as at **5.00 p.m. on the Expiry date** will be debited from the respective Warrant Holders' CDS accounts on **Friday, 4 October 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 contained in this Notice and confirm that, after making 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 in this Notice false or misleading.

8. CONTACT DETAILS FOR ENQUIRIES

All enquiries concerning this Notice should be addressed to the Registrar at the following address:-

Tricor Investor & Issuing House Services Sdn Bhd

Unit 32-01, Level 32, Tower A
Vertical Business Suite Avenue 3
Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

Tel: +603 2783 9299

Fax: +603 2783 9222

Yours faithfully

For and on behalf of the Board of Directors

SUNWAY BERHAD

TAN SRI DATO' (DR.) CHEW CHEE KIN

President

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I/We, the above named:-

- (a) irrevocably elect, subject to the Conditions as set out in the Second Schedule (Part III) of the Deed Poll dated 19 September 2017 ("**Deed Poll**") executed by **SUNWAY BERHAD** (the "**Company**") constituting the issue of the Warrants, to exercise the Exercise Rights represented by the Warrants 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 Articles of Association 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 Depository Malaysia 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 and 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 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 by 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, or money order or postal order drawn on a bank or post office in Malaysia amounting to Ringgit Malaysia [] made in favour of "**SUNWAY BERHAD - WARRANTS PROCEEDS ACCOUNT**" crossed "A/C Payee only".
- (f) A separate remittance of RM20.00 is made payable to "**SUNWAY MANAGEMENT SDN BHD**" being the administrative fees for debiting of your Warrants and crediting your New Shares.
- (g) irrevocably authorise you to instruct Bursa Depository to debit the quantity(ies) of my/our Deposited Warrants specified below from my/our CDS account(s) in the exercise of my/our Exercise Rights as specified below 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 Registrar, I/we will not dispose, transfer, charge or otherwise encumber the Warrants in respect of which the Exercise Rights are being exercised unless and until the Exercise Form has been returned, withdrawn or otherwise rejected or declared by the Company to be void in accordance with the provisions of the Conditions set out in the Second Schedule (Part III) of the Deed Poll.
- (j) declare and confirm that I/we have complied with all prevailing statutory requirements for the time being applicable to the exercise of the Exercise Rights and any directions and instructions given in this Exercise Form.
- (k) undertake to fully indemnify the Company and Registrar against any loss, damage, liability, cost or expense (including legal cost) that may be suffered or incurred by the Company or the Registrar as a result of any demand, actions and proceedings made in respect of or arising from the debiting of the Warrant from our/my Central Depository System Account(s), in reliance by you of this Exercise Form.

*** Please delete as applicable**

NOTES:

1. All information given in this Exercise Form must be as per the information provided to Bursa Depository.
2. Joint holders are not recognised under the Central Depository System.
3. No scrip 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.
4. In exercising the Exercise Rights represented by the Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable and the provision of the Securities Industry (Central Depositories) Act, 1991 and the Rules of Bursa Depository.
5. A corporation completing this Exercise Form is required to affix its common seal or signature of its authorised signatory, as the case may be, in accordance with its Memorandum and Articles of Association, a copy of which must be lodged with the Registrar.
6. The attention of the Warrant Holders is drawn to Part VI Division 1 of the Capital Markets and Services Act 2007, Malaysian Code on Takeovers and Mergers 2016 and the Rules on Take-Overs, Mergers and Compulsory Acquisitions issued on 15 August 2016 as amended or replaced from time to time.
In general terms, these provisions regulate the acquisition of effective control of public companies. Warrant Holders should consider the implications of these provisions before they exercise their respective Exercise Rights. In particular, a Warrant Holder should consult the Securities Commission Malaysia, if:-
 - (i) such Warrant Holder intends to acquire, by exercise of the Exercise Rights represented by the Warrant, whether at one (1) time or different times, Shares of the Company resulting in the Warrant Holder obtaining control of the Company; or
 - (ii) such Warrant Holder, holding more than thirty three per cent (33%) of the voting shares or voting rights of the Company but not more than fifty per centum (50%) of the voting shares or voting rights of the Company, intends to acquire, by exercise of Exercise Rights represented by the Warrant in any period of six (6) months, additional Shares increasing such percentage of the voting rights by more than two per cent (2%); or
 - (iii) such Warrant Holder, together with persons acting in concert with him, holds more than thirty three per cent (33%) of the voting shares or voting rights of the Company and where an acquisition of voting shares or voting rights of the Company by any member of the group of persons acting in concert results in the acquiring member:-
 - (A) acquiring more than thirty three per cent (33%) of the voting shares or voting rights of the Company; or
 - (B) acquiring more than two per cent (2%) of the voting shares of the Company in any six (6) month period (where the acquiring member already holds more than thirty three per cent (33%) but not more than fifty per cent (50%) of the voting shares or voting rights of the Company).
7. No direction may be made in this Exercise Form 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 Exercise Rights under this Exercise Form.
8. The exercise of the Exercise Rights under this Exercise Form 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 Form 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 Form as invalid.
10. At the close of business on the Expiry Date, any Exercise Rights which have not been exercised and the Exercise Form with appropriate remittance not delivered to the Registrar will lapse and every Warrant will cease thereafter to be valid for any purpose.
11. Unless the context otherwise requires, expressions in this Exercise Form will have the same meanings as those defined in the Deed Poll.

Registrar's office : **Tricor Investor & Issuing House Services Sdn Bhd** (Registration No. 197101000970 (11324-H))
Unit 32-01, Level 32, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8, Jalan
Kerinci, 59200 Kuala Lumpur, Malaysia
Tel: +603 2783 9299 Fax: +603 2783 9222