

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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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MERIDIAN BERHAD

[Registration No.: 200001005180 (507785-P)]
(Incorporated in Malaysia)

NOTICE TO WARRANT HOLDERS
IN RELATION TO
THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2014/2024

STOCK NAME: MERIDIAN-WC

STOCK CODE: 5040WC

IMPORTANT RELEVANT DATES

Last date and time for trading of Warrants 2014/2024	: Wednesday, 7 August 2024 at 5.00 p.m.
Date and time of suspension of trading of Warrants 2014/2024	: Thursday, 8 August 2024 at 9.00 a.m.
Last date and time for transfer into depositor's CDS account	: Friday, 16 August 2024 at 4.30 p.m.
Last date and time for exercise of Warrants 2014/2024	: Friday, 23 August 2024 at 5.00 p.m.
Date and time of expiry of Warrants 2014/2024	: Friday, 23 August 2024 at 5.00 p.m.
Removal of Warrants 2014/2024 from the Official List of Bursa Malaysia Securities Berhad	: Monday, 26 August 2024 at 9.00 a.m.

This Notice is dated 23 July 2024

DEFINITIONS

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

Board	: The Board of Directors of MERIDIAN.
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (165570-W).
Bursa Securities	: Bursa Malaysia Securities Berhad (635998-W).
CDS	: Central Depository System.
Deed Poll	: Deed Poll dated 7 August 2014 executed by MERIDIAN constituting the Warrants 2014/2024.
Director(s)	: The Directors for the time being of MERIDIAN.
Exercise Form	: The form in respect of the exercise of Warrants 2014/2024 as set out in this Notice.
Exercise Money	: In relation to the exercise by a Warrant Holder of the Exercise Rights, the amount calculated by multiplying the Exercise Price by the aggregate number of new Shares in respect of which the Exercise Rights are being exercised.
Exercise Period	: The period commencing from and including the date of issue of the Warrants 2014/2024 dated 25 August 2014 and ending at the close of business at 5.00 p.m. on the Expiry Date.
Exercise Price	: RM3.20, being the exercise price payable in respect of one (1) new Share for each Warrant 2014/2024 exercised.
Exercise Rights	: The rights of a Warrant Holder to subscribe for one (1) new Share for each Warrant 2014/2024 at the Exercise Price and upon the terms and conditions of the Deed Poll.
Expiry Date	: The Warrants 2014/2024 will expire on Saturday, 24 August 2024, since 24 August 2024 is a non-Market Day, the expiry date shall be the Market Day immediately preceding the said non-Market Day, which is on Friday, 23 August 2024 at 5.00 p.m. being the day falling immediately before the tenth (10 th) year commencing from and inclusive of the Issue Date and if such a day is not a Market Day, on the Market Day immediately preceding such a day.
Market Day(s)	: A day on which the stock market of Bursa Securities is open for trading in securities.
Notice	: This Notice to Warrant Holder dated 23 July 2024.
Record of Depositors	: The record of depositors provided by Bursa Depository to the Company under the Rules of Bursa Depository.
RM or Sen	: Ringgit Malaysia and Sen respectively.
Shares	: Ordinary shares in MERIDIAN.
Share Registrar	: Workshire Share Registration Sdn. Bhd. [202101030155 (1430455-D)].
MERIDIAN or Company	: Meridian Berhad [200001005180 (507785-P)].
Warrants 2014/2024 or Warrants	: The 12,105,271 warrants constituted by the Deed Poll and issued by the Company on 25 August 2014 which shall expire on 24 August 2024 and shall include reference to any portion thereof.
Warrant Holder(s) :	: Holder(s) of Warrants 2014/2024.

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Enclosed



MERIDIAN BBERHAD
[Registration No. 200001005180 (507785-P)]
(Incorporated in Malaysia)

Registered Office:
Suite 20.08 – 20.09, Plaza 138
Jalan Ampang
50450 Kuala Lumpur

23 July 2024

Board of Directors :

Tang Boon Koon
Chew Shin Yong, Mark
Ng Kok Hok
Kunamony A/P S. Kandiah

Executive Director
Independent Non-Executive Director
Independent Non-Executive Director
Independent Non-Executive Director

To : The Warrant Holders of Meridian Berhad

Dear Sir/Madam,

NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2014/2024

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions as stipulated in the Deed Poll dated 7 August 2014, the Exercise Rights of the Warrants will expire at 5.00 p.m. on Saturday, 24 August 2024, since 24 August 2024 is a non-Market Day, the expiry date shall be the Market Day immediately preceding the said non-Market Day, which is on Friday, 23 August 2024 at 5.00 p.m. (“Expiry Date”).

Accordingly, all Warrant Holders intending to exercise their Exercise Rights of the Warrants are advised to submit the enclosed Exercise Form to the Share Registrar of the Company not later than 5.00 p.m. on the Expiry Date.

The total number of Warrants outstanding as at 10 July 2024, being the latest practicable date prior to the issuance of this Notice is 12,105,271.

WARRANT HOLDERS SHOULD NOTE THAT THE WARRANTS WHICH ARE NOT EXERCISED BY 5.00 P.M. ON THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND CEASE TO BE VALID FOR ANY PURPOSE. ACCORDINGLY, THE WARRANTS WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON MONDAY, 26 AUGUST 2024.

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

1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

The trading of the Warrants on Bursa Securities will be suspended with effect from 9.00 a.m. on Thursday, 8 August 2024 until the Expiry Date.

Hence, the last date and time for trading of the Warrants will be up to 5.00 p.m. on Wednesday, 7 August 2024.

2. EXERCISE PRICE

The Exercise Price of the Warrants is RM3.20 for one (1) new Share payable upon the exercise of the Exercise Rights of each Warrant. Accordingly, for illustration purpose, if a Warrant Holder wishes to exercise the Exercise Rights for 100 Warrants to subscribe for 100 new Shares, the Exercise Money payable will be RM320.00.

The respective closing price of the Warrants as at the latest practical date is RM0.05 which the Warrants are out-of-the-money.

3. PAYMENT OF EXERCISE MONEY

The remittance of the Exercise Money must 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 in favour of "**MERIDIAN BERHAD**" crossed "**A/C Payee Only**" and endorsed on the reverse side with the name, old and new NRIC/Passport/Armed Force/Police Personnel/Company number and CDS Account number of the Warrant Holders.

4. EXERCISE OF EXERCISE RIGHTS

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

- (a) Complete and sign the enclosed Exercise Form, additional copies of which can be obtained from the Company's Share Registrar at the address stated in Section 7 below; and
- (b) Deliver the following documents to the Company's Share Registrar not later than 5.00 p.m. on the Expiry Date :
 - (i) the Exercise Form duly completed and signed by you;
 - (ii) remittance for the full amount of the Exercise Money as mentioned in Sections 2 and 3 above; and
 - (iii) remittance of a processing fee of RM21.60 (inclusive of 8% service tax) per CDS Account, payable by banker's draft, bank's demand draft, cashier's order, money order or postal order made out in favour of "Workshire Share Registration Sdn. Bhd." crossed "Account Payee Only".

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

- (a) allot and issue the new Shares arising from the exercise of Warrants;

- (b) despatch the notice of allotment to the Warrant Holders stating the number of new Shares that will be credited into the CDS Accounts of the Warrant Holders; and
- (c) make an application to Bursa Securities for the quotation for and listing of such new Shares issued arising from the exercise of Warrants.

The new Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issuance, rank pari passu in all respect with the existing MERIDIAN Shares including any entitlement to any dividends, rights, allotments or other distributions, save and except that such new Shares shall not be entitled to any dividends, rights, allotments or other distributions declared or paid prior to the date of allotment of the new Shares.

The new Shares arising from the exercise of the Exercise Rights by the Warrant Holders will be credited directly into the CDS Accounts of such Warrant Holders and no physical share certificates would be issued to the Warrant Holders in respect of the new Shares.

5. BOOK CLOSURE DATE

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

- (a) Bursa Depository will not be accepting any request for transfer of Warrants for the period commencing from 4.30 p.m. on Friday, 16 August 2024 up to the Expiry Date;
- (b) Warrant Holders shall only be entitled to subscribe for new Shares in respect of the following:
 - (i) Warrants 2014/2024 transferred into the depositor's CDS Account before 4.30p.m. on Friday, 16 August 2024 in respect of transfers; and
 - (ii) Warrants 2014/2024 bought on Bursa Securities on or before 5.00 p.m. on Wednesday, 7 August 2024, being the last day for trading of the Warrants.

6. EXPIRY OF EXERCISE RIGHTS

Warrant Holders should note that :

- (a) 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, their Exercise Rights will lapse and become null and void and cease to be exercisable thereafter; and
- (b) All unexercised Warrants remaining in the depositor's CDS Account as at Expiry Date will be debited from the respective depositor's CDS Account on Monday, 26 August 2024.

7. CONTACT DETAILS FOR ENQUIRIES

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

Workshire Share Registration Sdn. Bhd.
Registration No. 202101030155 (1430455-D)
A3-3-8, Solaris Dutamas
No. 1, Jalan Dutamas 1
50480 Kuala Lumpur
Wilayah Persekutuan

Tel: 603-6413 3271
Fax: 603-6413 3270
E-mail: infosr@wscs.com.my

8. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Directors of MERIDIAN who collectively and individually accept full responsibility for the accuracy of the information contained in this Notice. The Directors 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.

Yours faithfully

**For and on behalf of the Board of
MERIDIAN BERHAD**

TANG BOON KOON
Executive Director

Kuala Lumpur
23 July 2024



MERIDIAN BERHAD

[Registration No. 200001005180 (507785-P)]

Exercise Form For Warrants 2014/2024

*(To be executed and lodged with the Registrar for the exercise of the
Exercise Rights in relation to the Warrants 2014/2024)*

To : **MERIDIAN BERHAD**

[Registration No. 200001005180 (507785-P)]

("the Company")

re: **Warrants 2014/2024 issued by the Company**

**Notice to subscribe for new ordinary shares at RM3.20 each in the Company constituted
under a Deed Poll dated 7 August 2014 executed by the Company ("Deed Poll")**

Exercise Period: A period commencing from and including the date of first issue of the Warrants 2014/2024 dated 25 August 2014 and ending at 5.00 p.m. on the date immediately preceding the 10th (tenth) anniversary of the date (including) of the first issue of the Warrants 2014/2024 and if such date is not a Market Day, then on the immediate preceding Market Day.

Exercise Price: In respect of EACH New Share to which a Warrant Holder will be entitled to subscribe upon exercise of the Exercise Rights involving such New Share, the sum RM3.20 or such adjusted price as may for the time being applicable in accordance with the provisions contained in the Deed Poll.

The Warrant Holder(s) is/are entitled, upon and subject to the provisions of the Deed Poll at any time on or after the 25th day of August in the year 2014 BUT NOT LATER THAN 5.00 p.m. in Malaysia on the 24th day of August in the year 2024 ("Maturity Date") to exercise the Exercise Rights of the Warrants. If the Maturity Date is not a Market Day, it shall be the immediate preceding Market Day. All Warrants not exercised by the Maturity Date will lapse and cease to be valid for any purpose whatsoever and become null and void.

I/We*, the undersigned, the holder of the quantity(ies) of Warrants specified below standing to the credit of my/our* CDS Account:-

1. hereby irrevocably elect, upon and subject to the conditions as set out in the Deed Poll:-
 - 1.1 to exercise my/our* Exercise Rights in relation to the type and quantity(ies) of Warrants specified below standing to the credit of my/our* CDS Account; and
 - 1.2 to subscribe and make payment as provided below for such number of New Shares of the Company to be issued upon the exercise of the Warrants to which this Exercise Form relates ("**Exercise Shares**") at the Exercise Price for each Exercise Shares, and agree to accept such Exercise Shares subject to the terms of the Memorandum and Articles of Association of the Company;
2. hereby make payment in full for the Exercise Shares in the quantity(ies) specified below by banker's draft/cashier's order/money order or postal order* drawn on a bank or post office operating in Malaysia, crossed "A/C Payee" and "Not Negotiable", and endorsed on the reverse side with my/our* name and address made out in favour of "**MERIDIAN BERHAD**" and amounting to RM_____ together with payments of all other fees including stamp duty (if any) and taxes (if any) payable in respect of the exercise of the Exercise Rights unless the Company is mandatorily obliged to make such payments pursuant to the Deed Poll or as required by Bursa Securities;

3. hereby irrevocably authorise you to instruct Bursa Depository to debit the quantity(ies) of the Warrants specified below standing to the credit of my/our* CDS Account(s) in the exercise of my/our* rights herein in accordance with the provisions of the Deed Poll;
4. hereby confirm that the Warrants for the exercise of rights are or have been designated as “free securities” in my/our* CDS Account(s);
5. irrevocably request that the certificate(s) for the Exercise Shares be issued in the name of Bursa Depository or its nominee company and be sent by registered post at my/our* risk to Bursa Depository or its nominee company;
6. where I/we* am/are* entitled to receive Exercise Shares upon the exercise of my/our* rights herein, I/we* hereby irrevocably authorise you to instruct Bursa Depository to credit the quantity(ies) of Exercise 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 below;
7. hereby confirm that after the submission of this form to the Company, I/we* shall not dispose, transfer or charge or otherwise deal with the Warrants or any interest therein intended for the exercise of rights herein, until the exercise is completed by the debiting of the Warrants from my/our* CDS Account(s) or the exercise is rejected by the Company, whichever shall be applicable;
8. hereby undertake to indemnify and keep the Company and the Registrar indemnified at all times and to the fullest extent against all and any loss, damage, liability, cost and expense (including legal costs on a solicitor and client basis) that may be sustained, suffered or incurred by the Company and/or the Registrar’s a result of or in connection with any demand, actions, claims, penalties or proceedings made in respect of or arising from the debiting of the Warrants from my/our* CDS Account(s), in reliance by you on this Exercise Form;
9. hereby warrant, represent and declare that I/we* have complied with all exchange control provisions and foreign exchange administration rules, the provisions of the Securities Industry (Central Depositories) Act, 1991, Rules of Bursa Depository and all other legal requirements applicable to the exercise of the Exercise Rights under this Exercise Form and any directions given in the Exercise Form;
10. hereby confirm and declare that all information provided by me/us* herein are true and correct in all respects and will remain true and accurate until the Exercise Shares are issued; and
11. hereby confirm and declare that the information indicated with an asterisk (**) is identical with the information in the records of Bursa Depository (as defined below) with regard to my/our* CDS Account and further agree and confirm that in the event any of the information aforesaid differs from the information in Bursa Depository’s records as mentioned earlier, the exercise of my/our* rights hereunder may be rejected.

Source Account for debiting of Warrants 2014/2024 and crediting of Exercise Shares

Number of Warrants 2014/2024 to be debited

Number of Exercise Shares to be credited

CDS Account Number, ADA and Branch Code/Account Number

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Particulars of the Warrant Holder:-

(If the Warrant Holder is a natural person)**	(If the Warrant Holder is a body corporate)**
Name :	Name :
Former NRIC No. / Armed Forces / Police Personnel No. :	Company No. / Registration No. :
New NRIC No. :	Place of Incorporation :
Passport No. : (also state country of issue)	
Correspondence Address :	Correspondence Address :
Contact Telephone No. :	Contact Telephone No. :

Note*: Delete as appropriate.

Note**: All information given above must be as per the information in the records of Bursa Malaysia Depository Sdn. Bhd. ("**Bursa Depository**").

Dated this _____ day of _____, 20_____

(For individuals only)

Signature(s): _____

Name(s): _____

(For corporations only)

The execution of this instrument by the)
Warrant Holder was duly effected in a)
manner authorised by its constitution)
under its Common Seal which said)
Common Seal was hereunto duly affixed)
in the presence of:-)

Director
Name :
NRIC No.

Director / Company Secretary
Name :
NRIC No:

(For a foreign corporation which does not have or is not required to have a Common Seal under its constituent documents or laws of the place of its incorporation)

Signature(s): _____

Name(s): _____

Designation: _____

Notes:-

- a. This is the Exercise Form under the Deed Poll for the exercise of right under Warrant 2014/2024 to subscribe for new ordinary shares of RM3.20 each in Meridian Berhad.
- b. The exercise period commences from and including 25 August 2014 (being the date of first issue of Warrants 2014/2024) and ending at 5.00 pm on 24 August 2024 being the date immediately preceding the 10th (tenth) anniversary of the date (including) of the first issue of Warrants 2014/2024 and if such date is not a Market Day, then on the immediate preceding Market Day.
- c. At the close of business on the last day of the Exercise Period at 5.00 pm, any Exercise Rights which have not then been exercised and delivered to the Registrar will lapse and every Warrant 2014/2024 not exercised by then will lapse and cease to be valid for any purpose whatsoever and become null and void.
- d. Exercise Right means the rights of a Warrant Holder to subscribe for 1 (one) New Share for every Warrant 2014/2024 held at the Exercise Price, in accordance with the provisions of the Deed Poll.
- e. No share certificate will be issued to the Depositor as the result of any exercise of rights herein.
- f. No direction may be given by Warrant Holder requiring Exercise Shares to be credited to the CDS Account of a person other than a CDS Account in the name of the person exercising the Exercise Rights under this Exercise Form.
- g. All payments of the Exercise Money shall be in full, in Ringgit. If at any time, exchange control laws require that payments by a non-resident (for purposes of the Exchange Control Act 1953) Warrant Holder be made in foreign currency, such non-resident Warrant Holder is required to pay in United States currency.
- h. In exercising the Exercise Rights, compliance must be made with any exchange control, foreign exchange administration rules and other statutory requirement for the time being applicable and with the provisions of the Securities Industry (Central Depositories) Act 1991 and the Rules of Bursa Depository.
- i. A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Memorandum and Articles of Association (or equivalent constituent document). If such corporation does not have or is not required to have a Common Seal under its constituent documents or laws of the place of its incorporation, such corporation is required to sign this Exercise Form under hand by a duly authorised officer or attorney and a certified true copy of (as applicable) the resolution of its directors authorising the signing of this Exercise Form or the power of attorney or other authority under which this Exercise Form is signed by hand must be lodged together with this Exercise Form with the Registrar.
- j. In this Exercise Form, unless the context otherwise requires, words and terms which are defined or construed in the Deed Poll shall have the same meanings and construction when used in this Exercise Form.
- k. The requisite processing fees of which for the time being is RM21.60 (inclusive of 8% service tax) which payable to Workshire Share Registration Sdn. Bhd. by the Warrant Holder together with the Exercise Money.

- l. The exercise of the Exercise Rights under this Exercise Form shall be deemed invalid if any banker's draft/cashier's order/money order or postal order for payment of the Exercise Money is not cleared on first presentation.
- m. If any part of this Exercise Form is not fully and properly completed and/or executed, the Company shall be entitled to regard the exercise of the Exercise Rights under this Exercise Form as invalid.
- n. The attention of Warrant Holders is drawn to Rule 9(1) of Part III of the Malaysian Code on Takeovers and Mergers 2010 and relevant practice notes, if any and Part VI Division 2 of the Capital Markets and Services Act 2007 as amended from time to time. In particular, a Warrant Holder should note that he may be under an obligation to extend a takeover offer of the Company if:-
 - (i) he has obtained control in the Company; or
 - (ii) where he has acquired more than 2% (two per centum) of the voting shares or voting rights of the Company (eg. by the exercise of the Exercise Rights) in any period of 6 (six) months and that his holding was more than 33% (thirty-three per centum) but not more than 50% (fifty per centum) of the voting shares or voting rights of the Company during that 6 (six) months period.
- o. ADA means "Authorised Depository Agent".
- p. "Market Day" means a day on which the stock market of Bursa Malaysia Securities Berhad is open for trading in securities.

REGISTRAR AND TRANSFER OFFICE: -

Workshire Share Registration Sdn. Bhd.

A3-3-8, Solaris Dutamas
No. 1, Jalan Dutamas 1
50480 Kuala Lumpur
Wilayah Persekutuan

Tel: 603-6413 3271