

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, Bank Manager, Solicitor, Accountant or other professional adviser immediately.

The 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.



WEGMANS HOLDINGS BERHAD
REGISTRATION NO.: 201701005154 (1219319-D)
(Incorporated in Malaysia)

NOTICE TO WARRANTS A HOLDERS

in relation to the

EXPIRY AND LAST DATE FOR EXERCISE OF WARRANTS A 2019/2022
(STOCK NAME: WEGMANS-WA)
(STOCK CODE: 0197WA)

IMPORTANT RELEVANT DATES

Last day, date and time for trading of Warrants A	: Tuesday, 28 December 2021 at 5.00 p.m.
Day, date and time of suspension of trading of Warrants A	: Wednesday, 29 December 2021 at 9.00 a.m.
Last day, date and time for exercise of Warrants A	: Thursday, 13 January 2022 at 5.00 p.m.
Day, date and time of expiry of Warrants A	: Thursday, 13 January 2022 at 5.00 p.m.
Delisting of Warrants A from the Official List of Bursa Malaysia Securities Berhad	: Friday, 14 January 2022 at 9.00 a.m.

This Notice is dated 10 December 2021

DEFINITIONS

In this Notice, the words and phrases below, unless the context otherwise requires, shall have the following meanings unless otherwise stated:-

Board	:	Board of Directors of WEGMANS
Bursa Depository	:	Bursa Malaysia Depository Sdn. Bhd. [198701006854 (165570-W)]
Bursa Securities	:	Bursa Malaysia Securities Berhad [20030103357 (635998-W)]
CDS	:	Central Depository System
Deed Poll	:	The Deed Poll dated 26 December 2018 constituting the Warrants A 2019/2022.
Exercise Period	:	The period commencing from the date of the issue of the Warrants A and expiring at the close of business at 5.00 p.m. on the Expiry Date (both dates inclusive).
Exercise Price	:	Means the sum of RM0.30 payable by a Warrant Holder for each new ordinary share in WEGMANS upon exercise of a Warrant A in accordance with the provisions of the Deed Poll.
Expiry Date	:	5.00 p.m. 13 January 2022 (Thursday)
Exercise Rights	:	The rights of a Warrant Holder to subscribe for one (1) new WEGMANS Share for each Warrant A at the Exercise Price subject to the provisions in the Deed Poll.
WEGMANS or the Company	:	WEGMANS HOLDINGS BERHAD [201701005154 (1219319-D)]
WEGMANS Share(s)	:	Ordinary shares of WEGMANS
Market Day	:	Means any day from Monday to Friday excluding public holidays on which trading is conducted on Bursa Securities
Notice	:	This notice dated 10 December 2021 in relation to the expiry and last date for the exercise of Warrants A
Share Registrar	:	Tricor Investor & Issuing House Services Sdn. Bhd. [197101000970 (11324-H)]
Warrants 2019/2022 Warrants A	or :	Warrants issued by the Company on 14 January 2019 pursuant to the terms and conditions of the Deed Poll which remain unexercised before the Expiry Date.
Warrant Holder(s)	:	Any person for the time being holding Warrants A 2019/2022 issued by WEGMANS and including depositors whose name appears in the Record of Depositors as holder(s) of the Warrants A 2019/2022

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WEGMANS HOLDINGS BERHAD
REGISTRATION NO.: 201701005154 (1219319-D)
(Incorporated in Malaysia)

Registered office:

No. 7 (1st Floor), Jalan Pesta 1/1
Taman Tun Dr. Ismail 1, Jalan Bakri
84000 Muar
Johor

Date: 10 December 2021

The Board of Directors

Chan Wan Seong	<i>(Independent Non-Executive Chairman)</i>
Keh Wee Kiet	<i>(Managing Director)</i>
Law Kok Lim	<i>(Executive Director)</i>
Faam Chang Pooh	<i>(Independent Non-Executive Director)</i>
Maziah Binti Md Yamin	<i>(Independent Non-Executive Director)</i>

To: The Warrant Holders of WEGMANS HOLDINGS BERHAD

Dear Sir/Madam,

NOTICE TO WARRANTS A HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS A 2019/2022

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, 13 January 2022.

Accordingly, the Warrant Holders intending to exercise their Warrants A are advised to submit the documents referred to in Section 4 of this Notice to the Share Registrar of the Company not later than 5.00 p.m. on the Expiry Date.

WARRANT HOLDERS SHOULD NOTE THAT THE WARRANTS A WHICH ARE NOT EXERCISED BY 5.00 P.M. ON THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND SHALL CEASE TO BE EXERCISABLE THEREAFTER. ACCORDINGLY, THE WARRANTS A WILL BE DELISTED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON FRIDAY, 14 JANUARY 2022.

The number of outstanding Warrants A as at 24 November 2021, being the latest practicable date prior to the printing of this Notice is 124,999,999.

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 by the Warrant Holders, the trading of the Warrants A on Bursa Securities will be suspended with effect from **9.00 a.m. on Wednesday, 29 December 2021** until the Expiry Date. Therefore, the last day and time for trading of Warrants A will be up to **5.00 p.m. on Tuesday, 28 December 2021**.

2. EXERCISE PRICE

The Exercise Price of the Warrants A is RM0.30 for each new WEGMANS Share.

For example, if you wish to exercise 100 Warrants A into 100 WEGMANS Shares, the total Exercise Price shall be RM30.00.

3. PAYMENT OF EXERCISE PRICE

The remittance has to be made in full for the Exercise Price, payable in Ringgit Malaysia via banker's draft/cashier's order drawn on a bank in Malaysia or money order/postal order issued by a post office in Malaysia, made out in favour of "**WEGMANS WARRANTS ACCOUNT**" crossed "**A/C Payee**" and "**Not Negotiable**" and endorsed on the reverse side with the name, address, identity card/ company registration number and CDS account number of the Warrant Holder.

4. EXERCISE OF EXERCISE RIGHTS

In order to exercise the Exercise Rights, Warrant Holder should:-

- (a) complete and sign the Exercise Notice of which copies can be obtained from the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur;
- (b) deliver to the Share Registrar of the Company the following documents no later than 5.00 p.m. on the Expiry Date:-
 - i. the duly completed, signed and stamped Exercise Notice;
 - ii. remittance for the full Subscription Moneys as mentioned in Sections 2 and 3 above; and
 - iii. remittance of a processing fee of RM20.00 for each Exercise Notice via a banker's draft/cashier's order or a money order or postal order, payable to "**TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD.**" crossed "**A/C Payee**" and "**Not Negotiable**", or in cash if you deliver the documents to the Share Registrar of the Company personally.

Additional copies of the Exercise Notice can be obtained from the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur.

In respect of the new WEGMANS Shares to be issued to Warrant Holders pursuant to the exercise of the Warrants A:

- (a) the Company shall allot and issue the new WEGMANS Shares, despatch the notices of allotment to the holders of Warrants A and make an application to Bursa Securities for the quotation of the new WEGMANS Shares within eight (8) market days from the receipt of a duly completed Exercise Notice together with the requisite payment or such other period as may be prescribed by Bursa Securities;
- (b) such new WEGMANS Shares shall be credited into the CDS Account specified by the holders of the Warrants A after the allotment of the new WEGMANS Shares. No physical share certificates shall be issued; and
- (c) such new WEGMANS 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 WEGMANS Shares.

5. BOOK CLOSURE DATE

- 5.1 Bursa Depository will not be accepting any request for ordinary transfer of Warrants A for the period commencing **4.30 p.m. on Thursday, 06 January 2022** up to the Expiry Date.
- 5.2 Warrant Holders shall qualify for entitlement to subscribe for new WEGMANS Shares in respect of the following:-
- i) Warrants A transferred into the depositors' CDS accounts before **4.30 p.m. on Thursday, 06 January 2022** in respect of ordinary transfer; or
 - ii) Warrants A bought on Bursa Securities before **5.00 p.m. on Tuesday, 28 December 2021**, being the last day of trading of the Warrants A.

6. EXPIRY OF EXERCISE RIGHTS

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

All unexercised Warrants A remaining in a depositors' CDS accounts as at **5.00 p.m. on the Expiry Date** will be debited from the respective Warrant Holders' CDS accounts on **Friday, 14 January 2022**.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Board who collectively and individually accept full responsibility for the accuracy of the information given in this Notice and confirm that after having made 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 herein false or misleading.

8. CONTACT DETAILS FOR ENQUIRIES

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

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 Kerinchi
59200 Kuala Lumpur
Tel No.: 603 – 2783 9299
Fax No.: 603 – 2783 9222

BY ORDER OF THE BOARD

NG MEI WAN
(SSM Practicing Certificate No.: 201908000801) (MIA 28862)
TAN HUI KHIM
(SSM Practicing Certificate No.: 201908000859) (LS 0009936)
Company Secretaries

[illegible]

5. **OLD IDENTITY CARD NO. (IN THE CASE OF AN INDIVIDUAL)

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6. **CORRESPONDENCE ADDRESS

7. **POSTCODE

**STATE

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** COUNTRY

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8. **CONTACT NUMBER

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OFFICE

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HOUSE

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MOBILE

(All information given above must be as per information in the records maintained by Bursa Depository)

hereby:

1. irrevocably elect under the provisions of the Deed Poll:

1.1 to exercise the Exercise Rights in respect of [amount] Warrants, being [part/all*] of the Warrants standing to the credit of [my/our*] Securities Account(s);

1.2 to subscribe and pay as provided below for the new Wegmans Shares ("**Exercise Shares**") to be issued on exercise of the Warrants to which this Exercise Notice relates at the Exercise Price of RM0.30 per new Wegmans Share and agree to accept such new Wegmans Shares subject to the Constitution of the Company;

2. make payment in full for the Exercise Shares, by [banker's draft/cashier's order or money order or postal order by a bank or post office in Malaysia*] amounting to RM[] and together with any payment required under the SI(CD)A or the Rules of Bursa Depository, and other fees and charges including taxes, stamp duty and deposit fees (if any) payable to Bursa Depository drawn by a bank or post office in Malaysia, crossed 'A/C Payee' and 'Not Negotiable', endorsed on the reverse side with [my/our*] name, address and Central Depository System (CDS) No., made out in favour of '**Wegmans Warrants Account**'.

3. irrevocably authorise you to instruct Bursa Depository to deduct from the Warrants standing to the credit of [my/our*] Securities Account(s) the number of Warrants exercised by [me/us*] under this Exercise Notice;

4. irrevocably request that the share 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;

5. irrevocably request that the Exercise Shares be credited into [my/our*] Securities Account with the CDS Account No. as stated below;

6. warrant and represent that [I/we*] have complied with all exchange control and other legal requirements applicable to the exercise of the Exercise Rights under this Exercise Notice and any directions or instructions given in this Exercise Notice;

7. hereby confirm and declare that the information provided by [me/us*] in this Exercise Notice are true, correct and in the case of information indicated with two asterisks (**) are identical with the information provided by [me/us*] to 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 herein may be rejected;
8. hereby undertake to fully indemnify and keep the Company and the Registrar indemnified against any claims, losses, damages, liabilities, costs and expenses including legal cost that may be suffered or incurred by the Company and/or the Registrar as a result of or arising from the Company and/or the Registrar acting in accordance with [my/our*] authorisations and confirmations herein or from any breach of [my/our*] undertakings herein;
9. hereby 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 of Bursa Depository and further confirm that if this declaration is not correct, the exercise by [me/us*] of the Exercise Rights herein may be rejected;
10. hereby confirm that after submission of this Exercise Notice to the Company, [I/we*] shall not dispose, transfer or charge or allow the disposal, transfer or charge of the Warrants intended for the exercise of the Exercise Rights herein, until the exercise is completed by the debiting of such Warrants from [my/our*] Securities Account or the exercise is rejected by the Company, whichever shall be applicable; and
11. hereby irrevocably authorise you to instruct Bursa Depository to debit the quantity of Warrants from and to credit the quantity of new Wegmans Shares in the Company into [my/our*] Securities Account as follows:

single asterisk () to delete as appropriate*

Source account for debiting Warrants and account for crediting of new Shares																			
Stock Code (Warrants)	Quantity of Warrants	CDS ACCOUNT NUMBER, ADA AND BRANCH CODE/ACCOUNT NUMBER																Quantity of Shares	Stock code (Shares)
					-					-									

If Warrant Holder is an individual

If Warrant Holder is a corporation/society

The common seal of Warrant Holder)
was hereto affixed in the presence of:-)

Signature of Warrant Holder

Director/Secretary/other authorised person(s)

NOTES:

1. In exercising the Exercise Rights represented by the above Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable and with the provisions of the SI(CD)A and the Rules of Bursa Depository.
 2. A corporation completing this Exercise Notice is required to sign it by affixing its common seal in accordance to its Constitution if it has a common seal, or under the hand of at least two (2) duly authorised officer or attorney as the case may be, one of whom shall be a Director.
 3. No direction may be made in this Exercise Notice requiring the Exercise Shares to be credited to the Securities Account of a person other than to credit a Securities Account in the name of the person exercising the Exercise Rights under this Exercise Notice.
 4. The exercise of the Exercise Rights under this Exercise Notice shall be deemed invalid if any banker's draft or cashier's order or money order or postal order drawn by a bank or post office operating in Malaysia for payment of the Subscription Amount is not cleared on first presentation.
 5. If any part of this Exercise Notice 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 Notice as invalid.
 6. The attention of Warrant Holders is drawn to the Malaysian Code on Take-overs and Mergers 2016, Rule 4 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions and Part VI Division 2 and other provisions of the Capital Markets and Services Act 2007 as amended from time to time or replaced from time to time. In general terms, most of these provisions regulate the acquisition of effective control of public companies. A Warrant Holder should consider the implications of these provisions before it/he exercises their respective Exercise Rights. In particular, a Warrant Holder should note that it/he may be under an obligation to extend a take-over offer of the all the securities of the Company and if in doubt of the implications, it/he should consult the SC, if:
 - 6.1 it/he intends to acquire or hold or control, by exercise of the Exercise Rights represented by the Warrants or otherwise, whether at one time or different times, new Wegmans Shares which (together with the Wegmans Shares already owned or acquired by it/him or persons acting in concert with it/him) carry more than thirty-three per centum (33%) of the voting shares or voting rights of the Company; or
 - 6.2 it/he, together with persons acting in concert with it/him, holds more than thirty-three per centum (33%) but not more than fifty per centum (50%) of the voting shares or voting rights of the Company, and either alone or together with persons acting in concert with it/him, intends to acquire additional new Wegmans Shares by the exercise of the Exercise Rights represented by the Warrants or otherwise, in any period of six (6) months, increasing such percentage of the voting rights by more than two per centum (2%); or
 - 6.3 it/he, together with persons acting in concert with it/him, collectively holds more than fifty per centum (50%) of the voting shares or voting rights of the Company but none of them individually holds more than thirty-three per centum (33%) of the voting share or voting rights of the Company, it/he intends to acquire additional new Wegmans Shares by the exercise of the Exercise Rights represented by the Warrants or otherwise, whether at one time or different times, new Wegmans Shares which (together with the Wegmans Shares already owned or acquired by it/him) carry more than thirty-three per centum (33%) of the voting shares or voting rights of the Company).
- The exercise by a Warrant Holder of Exercise Rights in circumstances other than those referred to above in paragraphs 6.1, 6.2 and 6.3 of these Notes could also result in implications on the Warrant Holder under the provisions referred to above.
7. If it/he who, after the exercise of its/his Warrants, holds not less than five per centum (5%) of the aggregate of the amount of the voting shares of the issued share capital of the Company, is under an obligation to notify:
 - 7.1 the Company of its/his interest in the manner set out in Section 137(3)(a) of the CA;
 - 7.2 the SC of its/his interest in the manner set out in Regulations 8 of the Securities Industry (Reporting of Substantial Shareholding) Regulations 1998.

8. Without prejudice to Note 4 above, the Exercise Period of the Warrants shall be for the period commencing before the third (3rd) anniversary of the Issue Date, or if such date is not a Market Day, then it shall be the Market Day immediately preceding the said non-Market Day, but excluding the ten (10) Market Days prior to a books closure date or entitlement date announced by the Company and those days during that period on which the Record of Depositors and/or the Warrants Register is or are closed. At the close of business on the last day of the Exercise Period at 5.00 p.m., any Exercise Rights which have not then been exercised and delivered to the Registrar will lapse and every Warrant not exercised by then will cease to be valid for any purpose.
9. The Exercise Price shall be the amount payable in respect of each new Wegmans Share to which a Warrant Holder is entitled to subscribe for on exercise of the Exercise Rights involving such new Wegmans Share, being RM0.30, or such exercise price as adjusted under the provisions of Condition 4 set out in **Schedule 5** of the Deed Poll.
10. The new Wegmans Shares to be issued and allotted pursuant to the exercise of the Warrants shall rank equally in all respects with the then existing Wegmans Shares, save and except that they will not be entitled to any right, allotment, dividend and/or other distribution which may be declared, made or paid to the Shareholders, for which the Record Date is prior to the date of allotment of the new Wegmans Shares issued pursuant to the exercise of the Warrants.
11. The share certificates will only be issued to Bursa Depository or its nominee company and no physical share certificates will be issued to the exercising Warrant Holders pursuant to the exercise of the Warrants.
12. Bursa Depository does not recognise joint account holders. For avoidance of doubt, if no CDS account number is provided, any exercise or purported exercise of the Exercise Rights shall be deemed invalid.
13. ADA means "Authorised Depository Agent".
14. The Warrant Holders shall remit RM20.00 (exclusive of any applicable tax as may be announced by the Malaysian Government from time to time based on the prescribed rate for the time being applicable) (cash or cheque) made payable to Tricor Investor & Issuing House Services Sdn Bhd being the administrative charges.
15. No scrip will be issued to the depositor in respect of the new Shares to be issued and allotted as the result of any exercise of Exercise Rights therein.
16. No depositor shall be allowed to instruct crediting of new Shares into a CDS Account other than one of those from which the securities are to be debited.

Registrar: **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 Kerinchi
 59200 Kuala Lumpur
 Malaysia

 Tel No.: 603 – 2783 9299
 Fax No.: 603 – 2783 9222