

THIS NOTICE 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 advisers immediately.

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.



AXTERIA GROUP BERHAD

Registration No. 199901021765 (496665-W)
(Incorporated In Malaysia)

**NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST
DATE FOR THE EXERCISE OF WARRANTS 2020/2025 (“WARRANTS”)**

**Stock Name: AXTERIA–WA
Stock Code: 7120WA**

IMPORTANT RELEVANT DATES AND TIMES:

| | |
|---|--|
| Last date and time for trading of Warrants | : Thursday, 24 July 2025 at 5:00 p.m. |
| Date and time for suspension of trading of Warrants | : Friday, 25 July 2025 at 9:00 a.m. |
| Last date and time for transfer into Depositors' CDS Accounts | : Monday, 4 August 2025 at 5:00 p.m. |
| Last date and time of exercise of Warrants (Expiry Date) | : Monday, 11 August 2025 at 5:00 p.m. |
| Date and time for de-listing of Warrants | : Tuesday, 12 August 2025 at 9:00 a.m. |

This Notice is dated 10 July 2025

DEFINITIONS

In this Notice, unless otherwise indicated, the following terms and abbreviations shall have the following meanings:-

| | |
|--------------------------------|--|
| “Axteria” or “the Company” | : Axteria Group Berhad [Registration No. 199901021765 (496665-W)] |
| “Axteria Group” | : Axteria Group Berhad and its subsidiaries, collectively. |
| “Axteria Shares” | : Ordinary shares in Axteria Group Berhad. |
| “Bursa Depository” | : Bursa Malaysia Depository Sdn Bhd [Registration No. 198701006854 (165570-W)] |
| “Bursa Securities” | : Bursa Malaysia Securities Berhad [Registration No. 20030103357 (635998-W)] |
| “CDS” | : Central Depository System |
| “Deed Poll” | : Deed Poll dated 23 July 2020 constituting the Warrants 2020/2025 (“Warrants”). |
| “Exercise Form” | : The form in respect of the exercise of Warrants, as disclosed in or referred to in this Notice. |
| “Exercise Period” | : The period commencing from and including the date of issuance of the Warrants and ending at 5:00 p.m. on the Expiry Date. |
| “Exercise Price” | : RM0.29, being the price payable for each new Share upon the exercise of each Warrant. |
| “Exercise Rights” | : The rights of a Warrant Holder to subscribe for one (1) new Share for each Warrant at the Exercise Price and upon the terms and conditions of the Deed Poll. |
| “Expiry Date” | : Expiry date of the Warrants which falls on Monday, 11 August 2025. |
| “LPD” | : 30 June 2025, being the latest practicable date prior to the issuance of this Notice. |
| “Market Day(s)” | : Any day on which the stock market of Bursa Securities is open for trading in securities, which may include a Surprise Holiday. |
| “Notice” | : This Notice of Warrant Holder dated 10 July 2025 to the Warrant Holders in relation to the expiry and last date for the exercise of Warrants. |
| “Record of Warrant Depositors” | : The record of depositors provided by Bursa Depository to the Company under the Rules of Bursa Depository. |
| “RM” and “Sen” | : Ringgit Malaysia and sen, respectively. |

DEFINITIONS – CONTINUATION

| | | |
|---------------------------------------|---|---|
| “Share Registrar” | : | Tricor Investor & Issuing House Services Sdn Bhd [Registration No. 197101000970 (11324-H)] |
| “Subscription Amount” | : | In relation to the exercise by any Warrant Holder of its Exercise Rights, the amount of the Exercise Price multiplied by the aggregate number of new Axteria Shares to be subscribed for in respect of such Warrants. |
| “Surprise Holiday” | : | Any day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that was not gazetted as a public holiday at the beginning of the calendar year. |
| “Warrants 2020/2025” or “Warrants” | : | The warrants issued by the Company on 12 August 2020, constituted by the Deed Poll, which will expire on 11 August 2025 and entitle the Warrant Holders to the Exercise Rights. |
| “Warrant Holders” | : | Persons for the time holding Warrants in the Company and whose name appears in the register of Warrants Holders (excluding Bursa Malaysia Depository Nominees Sdn. Bhd. or such other nominee as may be designated by Bursa Depository) and/or Depositors whose names appear in the Record of Warrant Depositors. |

All references to “you” or “your” in this Notice shall be construed and referring to the Warrant Holder(s) of the Company.

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to “persons” shall include corporations, unless otherwise specified.

Any reference in this Notice to any legislation or enactment shall be deemed to refer to such legislation or enactment as amended, re-enacted, or modified from time to time. All references to time refer to Malaysian time unless otherwise specified.

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EXERCISE FORM FOR WARRANTS 2020/2025 ENCLOSED

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AXTERIA GROUP BERHAD
Registration No. 199901021765 (496665-W)
(Incorporated in Malaysia)

Registered Office:

2 (1st Floor), Jalan Marin,
Taman Marin, Jalan Haji Abdullah,
84000 Muar, Johor Darul
Takzim.

10 July 2025

Board of Directors:

| | |
|--------------------------------|---|
| Mok Juan Chek | (Independent Non-Executive Director Cum Chairman) |
| Dato Abdullah Bin Abdul Mannan | (Non-Independent Non-Executive Deputy Chairman) |
| Woo Wai Onn @ Foo Wai Onn | (Group Managing Director) |
| Kenny Woo Chi Yoong | (Executive Director) |
| Ng Lee Thin | (Independent Non-Executive Director) |
| Kevin Low Ee Ming | (Independent Non-Executive Director) |
| Yap Yung Chien | (Independent Non-Executive Director) |
| Yau Yin Wee | (Independent Non-Executive Director) |

To: The Warrant Holders of Axteria Group Berhad

Dear Sir/Madam,

NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND FINAL EXERCISE OF WARRANTS 2020/2025

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions stipulated in the Deed Poll dated 23 July 2020 constituting the Warrants 2020/2025 issued by Axteria Group Berhad ("Axteria" or the "Company"), the Exercise Rights of the Warrants 2020/2025 will expire at 5:00 p.m. on Monday, 11 August 2025 ("Expiry Date").

Accordingly, Warrant Holders intending to exercise their Warrants are advised to submit the enclosed Exercise Form, to the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd ("Share Registrar"), no later than 5:00 p.m. on the Expiry Date.

The total number of Warrants 2020/2025 outstanding as at 30 June 2025, being the latest practicable date ("LPD") prior to the issuance of this Notice is 97,211,694.

WARRANT HOLDERS SHOULD NOTE THAT ANY WARRANTS 2020/2025 WHICH ARE NOT EXERCISED BY 5:00 P.M. ON THE EXPIRY DATE WILL LAPSE, BECOME NULL AND VOID, AND CEASE TO BE VALID FOR ANY PURPOSE.

ACCORDINGLY, THE WARRANTS 2020/2025 WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") WITH EFFECT FROM 9:00 A.M. ON TUESDAY, 12 AUGUST 2025.

Warrant Holders are therefore 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 Friday, 25 July 2025**. Hence, the last day and time for trading of the Warrants will be **up to until 5:00 p.m. on Thursday, 24 July 2025**.

2. EXERCISE PRICE

The Exercise Price payable is RM0.29 for each new share to which a Warrant Holder is entitled to subscribe upon exercise of the Exercise Rights in accordance with the provisions of the Deed Poll. Accordingly, if you wish to exercise the conversion of 100 Warrants into 100 new Shares, the Subscription Amount will be RM29.00.

The closing price of the Warrants and the Shares on LPD were RM0.005 and RM0.095 respectively. The Warrants were out-of-the-money as at LPD.

3. PAYMENT OF SUBSCRIPTION AMOUNT

The remittance for the Subscription Amount must be made in full and payable in Ringgit Malaysia by way of:

- a. Banker's draft or cashier's order drawn on a bank operating in Malaysia or a money/ postal order issued by a post office in Malaysia made out in favour of **"AXTERIA GROUP BERHAD WARRANTS PROCEEDS ACCOUNT"** crossed **"A/C Payee Only"** and endorsed on the reverse side with the name and the CDS Account number of the Warrant Holder; or
- b. Internet bank transfer to the bank account no. **8010489652** of **AXTERIA GROUP BERHAD WARRANTS PROCEEDS ACCOUNT** maintained with CIMB Bank Berhad or via online payment gateway at the website of the Company's Share Registrar (*Warrant holders to enclose internet bank transfer slip together with the Exercise Form*).

4. EXERCISE OF EXERCISE RIGHTS

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

- (i) complete and sign the enclosed Exercise Form which can also be obtained from the Company's Share Registrar, **Tricor Investor & Issuing House Services Sdn. Bhd.** of **Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur** during normal working hours or complete the Exercise Form electronically at the website of the Company's Share Registrar; and
- (ii) deliver the following documents to the Company's Share Registrar and to reach the Company's Share Registrar no later than 5:00 p.m. on the Expiry Date:
 - (a) the duly completed Exercise Form;
 - (b) remittance of full amount of the Subscription Amount as described in Section 2 and 3 above; and
 - (c) payment of a processing fee amounting to RM20.00 for each Exercise Form submitted to the Company's Share Registrar, by way of cash or cheque in favour of **"Tricor Investor & Issuing House Services Sdn. Bhd."** or internet bank transfer to the Share Registrar's bank account no. **5644 8140 7506** maintained with **Malayan Banking Berhad**.

(The Warrant Holders may refer further to the Notes of the Exercise Form enclosed together with this notification on the Procedures of electronic mode of exercise and payment of warrants via TIIH Online platform.)

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 as set out in item (ii) above:-

- (a) allot and issue the new Share(s) arising from the exercise of Warrants;
- (b) despatch notices of allotment to the Warrant Holders stating the number of new Share(s) that will be credited into the CDS Account(s) of the Warrant Holders; and
- (c) make an application to Bursa Securities for the quotation for and listing of such new Share(s) issued arising from the exercise of Warrants.

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

The New Share(s) arising from such exercise of the Exercise Rights will be credited into the CDS Account(s) of such Warrant Holders and no physical share certificates would be issued to the Warrant Holders in respect of the new Share(s).

5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS

NOTICE IS ALSO HEREBY GIVEN THAT in relation to the Warrants:-

- (i) Bursa Malaysia Depository Sdn Bhd will not be accepting any request for transfer of the Warrants for the period commencing **5:00 p.m., on Monday, 4 August 2025 until the Expiry Date;**
- (ii) Warrant Holders shall qualify for entitlement to subscribe for new Share(s) only in respect of the following:
 - (a) Warrants transferred into the depositors' CDS Account before **4:30 p.m. on Monday, 4 August 2025** in respect of transfers; and
 - (b) Warrants bought on Bursa Securities on or before **Thursday, 24 July 2025 at 5:00 p.m.,** being the last day of trading of the Warrants.

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, their rights will lapse and become null and void and cease to be exercisable thereafter; and
- (ii) All unexercised Warrants remaining in the depositors' CDS Account as at the Expiry Date, will be debited from the respective depositor's CDS Account on **Tuesday, 12 August 2025.**

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 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 misleading.

8. CONTACT DETAILS FOR ENQUIRIES

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

Tel no.: +603 2783 9299

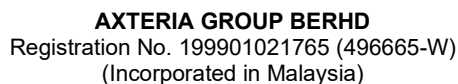
Yours faithfully,

For and on behalf of the Board

AXTERIA GROUP BERHAD

Woo Wai Onn @ Foo Wai Onn

Group Managing Director



Terms used in this Exercise Form shall (unless the context requires otherwise) have the same meaning as in the Deed Poll

To : **AXTERIA GROUP BERHAD (“Company”)**
c/o The Share 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

Exercise Period : 5 years commencing on, and inclusive of, the date of issue of Warrants and ending at 5:00 p.m. on Expiry Date and if such date is not a Market Day, then on the preceding Market Day.

Processing Fees : Ringgit Malaysia Twenty only (RM20.00)

1. ****NAME OF DEPOSITOR (APPLICANT)**

[illegible][illegible][illegible][illegible]

[illegible]

**STATE

| | | | | |
|--|--|--|--|--|
| | | | | |
|--|--|--|--|--|

[illegible]

** COUNTRY

[illegible][illegible]

OFFICE

[illegible]

HOUSE

[illegible]

MOBILE

[illegible]

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

2. make payment in full for the Exercise Shares 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 by way of:

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

4. irrevocably request that the share certificate 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, 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 Form and any directions or instructions given in this Exercise Form;

7. hereby confirm and declare that the information provided by [me/us]* in this notice are true, correct and in the case of information indicated with two asterisk (**) 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 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 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 Form to the Company, [I/we]* shall not dispose, transfer or charge or allow the disposal, transfer or change 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 Axteria 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) |
| | | | | | - | | | | - | | | | | | | |

Dated the _____ day of _____ 2025

If Warrant Holder is an individual

Signature of Warrant Holder

If Warrant Holder is a corporation/society

Common Seal of Warrant Holder)
Was hereto affixed in presence of:-)
)
)

Director/Secretary/other authorised person

NOTES:

1. In exercising the Exercise Rights above, 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 Form 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 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 Form requiring Exercise Shares to be credited to 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.

4. The exercise of the Exercise Rights under this Exercise Form shall be deemed invalid if any banker's draft or cashier's order drawn by a bank operating in Malaysia or money order or postal order issued by a post office operating in Malaysia or other electronic mode of payment for payment of the Subscription Amount is not cleared on first presentation.
5. 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.
6. The attention of Warrant Holders is drawn to the Malaysian Code on Take-overs and Mergers 2016, Rules on Take-overs, Mergers and Compulsory Acquisitions, and provisions of the Capital Markets and Services Act 2007 as amended 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 they exercise their respective Exercise Rights. In particular, a Warrant Holder should consult the SC, if:
 - 6.1 such Warrant Holder intends to acquire by exercise of the Exercise Rights represented by the Warrants, whether at one time or at different times, to subscribe for Axteria Shares which (together with the Axteria Shares owned or acquired by such Warrant Holder or persons acting in concert with such Warrant Holder) carry more than 33% of the voting rights of the Company; or
 - 6.2 such Warrant Holder, together with persons acting in concert, who has obtained control in a company and holds not less than 33% but not more than 50% of the voting rights of the Company, and together with persons acting in concert, intends to acquire, by exercise of Exercise Rights represented by the Warrants in any period of 6 months, to subscribe for additional Axteria Shares increasing such percentage of the voting rights by more than 2%.

The exercise by a Warrant Holder of Exercise Rights in circumstances other than those referred to above in paragraphs 6.1 and 6.2 of these notes could also result in implications on the Warrant Holder under the provisions referred to above.
7. Without prejudice to note 4 above, the Exercise Period of the Warrants shall be for the period commencing (from and including) the Issue Date and ending at 5.00 pm. on the last day of the period of 5 years from (and including) the Issue Date of the Warrants, or if such date is not a Market Day, then it shall be the Market Day immediately preceding the said non-Market Day. 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 not exercised by then will cease to be valid for any purpose.
8. The Exercise Price shall be the amount payable in respect of each new Axteria Share to which a Warrant Holder is entitled to subscribe for on exercise of the Exercise Rights involving such new Axteria Share, being Ringgit Malaysia Twenty Nine Sen only (RM0.29), or such price as adjusted under the provisions of Condition 4 set out in **Schedule 5** of the Deed Poll.
9. The new Axteria Shares to be issued upon the exercise of the Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Axteria Shares save and except that they shall not be entitled to participate in any right, allotment, dividend and/or other distributions, the entitlement date of which precedes the date of allotment of the new Axteria Shares issued pursuant to the exercise of the Warrants.
10. The definitive share certificates will only be issued to Bursa Depository or its nominee company and no physical share certificates will be issued to the Warrant Holders pursuant to the exercise of the Warrants.
11. The 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.
12. ADA means "Authorised Depository Agent".
13. The Warrant Holders shall remit **RM20.00** in the form of cash or cheque made payable to "**TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD**" or internet bank transfer to the Registrar's bank account no. **5644 8140 7506** maintained with **MALAYAN BANKING BERHAD** being the administrative charges.
14. No scrip will be issued to the Depositor in respect of the new shares to be allotted and issued as the result of any exercise of rights therein.

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 Kerinchi
 59200 Kuala Lumpur
 Tel: 603 2783 9299