

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

You should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately if you have any doubt about this Notice.

The purpose of this Notice is to provide you with information pertaining to the suspension of trading of ordinary shares in MPHB Capital Berhad ("MPHB") ("MPHB Shares") on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Entitlement Date (as defined herein) for the SCR (as defined herein). You are not required to take any action.

If you have sold or transferred all your MPHB Shares, you should hand this Notice immediately to the person through whom you have effected the sale or transfer for onward transmission to the purchaser or transferee respectively.

Bursa Securities 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.



MPHB CAPITAL BERHAD

(Registration No. 201201025763 (1010253-W))
(Incorporated in Malaysia)

NOTICE TO SHAREHOLDERS

IN RELATION TO THE

SUSPENSION OF TRADING OF MPHB SHARES ON THE MAIN MARKET OF BURSA SECURITIES AND THE ENTITLEMENT DATE FOR THE SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF MPHB PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 ("SCR")

Principal Adviser



Investment Bank

Company Registration No. 197301002412

(A Participating Organisation of Bursa Malaysia Securities Berhad)

IMPORTANT DATES AND TIMES:

Last date and time for trading of MPHB Shares	:	Tuesday, 21 January 2025 at 5.00 p.m.
Suspension of trading of MPHB Shares	:	With effect from 9.00 a.m. on Wednesday, 22 January 2025
Entitlement date for the SCR	:	Thursday, 23 January 2025 at 5.00 p.m.

This Notice is dated 10 January 2025

DEFINITIONS

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

Act	: Companies Act 2016
Board	: Board of Directors of our Company
Bonus Issue	: Issuance of the Bonus Shares by way of capitalising RM123,022,402 from the retained earnings of our Company for the purposes of facilitating the implementation of the SCR
Bonus Shares	: 146,059,602 new MPH Shares to be issued pursuant to the Bonus Issue which will be undertaken to facilitate the implementation of the SCR
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
CMSA	: Capital Markets and Services Act 2007
CMSB or Offeror	: Casi Management Sdn Bhd (Registration No. 198001005909 (59693-P))
Completion	: The completion of the SCR
Directors	: Directors of our Company as at the LPD
Disposal	: Disposal of 51% equity interest in MPI Generali Insurans Berhad by our subsidiary for a disposal consideration of approximately RM522.06 million, which was completed on 30 August 2022
Disposal Proceeds	: The total gross proceeds of approximately RM522.06 million raised from the Disposal
Document	: The document to the shareholders of our Company in relation to the SCR dated 15 August 2024 which consists of the circular to the shareholders of our Company, the independent advice letter prepared by the Independent Adviser and all the accompanying appendices
eDividend Accounts	: The bank accounts registered with Bursa Depository by the Entitled Shareholders for purposes of receiving electronic cash dividend payments
Effective Date	: The date on which an office copy of the High Court Order is lodged with the Registrar of Companies pursuant to subsection 116(6) of the Act
EGM	: Extraordinary general meeting of our Company
Entitled Shareholders	: All the shareholders of our Company (other than the Non-Entitled Shareholders) whose names appear in our Company's Record of Depositors as at 5.00 p.m. on the Entitlement Date

DEFINITIONS (Cont'd)

Entitlement Date	: 23 January 2025, being the date on which the names of the Entitled Shareholders must be registered in our Company's Record of Depositors as at 5.00 p.m. for the purpose of determining their entitlement under the SCR
High Court	: High Court in Malaya
High Court Order	: The sealed order granted by the High Court dated 6 January 2025 confirming the reduction of the issued share capital of our Company for the SCR pursuant to section 116 of the Act
Interested Directors	: Collectively, Tan Sri Surin and Ivevei
Ivevei	: Ivevei Upatsoon, being the child of Tan Sri Surin and a director of CMSB as well as the Interested Director
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LPD	: 7 January 2025, being the latest practicable date prior to the date of this Notice
Market Day	: A day on which Bursa Securities is open for trading in securities
Maybank IB or Principal Adviser	: Maybank Investment Bank Berhad (Registration No. 197301002412)
MPHB or Company	: MPHB Capital Berhad (Registration No. 201201025763 (1010253-W))
MPHB Shares or Shares	: Ordinary shares of our Company
MWE	: MWE Holdings Sdn Bhd (Registration No. 196401000464 (5713-D))
Non-Entitled Shareholders	: Collectively, CMSB and MWE
Notice	: This notice to the shareholders of our Company dated 10 January 2025 in relation to the suspension of trading of MPHB Shares on the Main Market of Bursa Securities and the Entitlement Date for the SCR
Official List	: A list specifying all securities listed on the Main Market of Bursa Securities
Ordinary Resolution	: The ordinary resolution in respect of the Variation tabled at the EGM
PACs	: Persons acting in concert with CMSB and Tan Sri Surin in relation to the SCR pursuant to subsections 216(2) and 216(3) of the CMSA as at the LPD who hold MPHB Shares, namely MWE, Pinjaya Sdn Bhd, Ivevei, Maythini Upatsoon, Sakarin Uppatthangkul, Suthera Uppatthangkul and Mooknada Uppaputthangkul
Record of Depositors	: A record of securities holders established and maintained by Bursa Depository under the rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act, 1991
Rules	: Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the SC
SC	: Securities Commission Malaysia

DEFINITIONS (Cont'd)

SCR	:	Selective capital reduction and repayment exercise of our Company pursuant to section 116 of the Act
SCR Offer Letter	:	The letter dated 28 May 2024 issued by CMSB to our Board requesting our Company to undertake the SCR
SCR Offer Price	:	RM1.70 per MPH Share, being the cash amount to be paid for each existing MPH Share held by the Entitled Shareholders on the Entitlement Date pursuant to the SCR
Special Resolution	:	The special resolution in respect of the SCR tabled at the EGM which, pursuant to subparagraph 2(f) of Schedule 3 of the Rules: (i) must be approved by at least a majority in number of the disinterested shareholders of our Company and 75% in value to the votes attached to the MPH Shares held by the disinterested shareholders of our Company that are cast either in person or by proxy at the EGM; and (ii) the value of votes cast against the resolution for the SCR must not be more than 10% of the votes attached to all MPH Shares held by the disinterested shareholders of our Company of the total voting shares of our Company
Tan Sri Surin or Ultimate Offeror	:	Tan Sri Dato' Surin Upatkoon, being the ultimate offeror by virtue of him being the controlling shareholder of CMSB
Treasury Shares	:	12,946,200 treasury shares retained by our Company
Unutilised Disposal Proceeds	:	20.42% of the Disposal Proceeds amounting to approximately RM106.63 million earmarked for investment opportunities and/or land acquisition to support MPH's and its subsidiaries' property business expansion
UOBKH or Independent Adviser	:	UOB Kay Hian Securities (M) Sdn Bhd (Registration No. 199001003423 (194990-K)) appointed by our Company on 7 June 2024
Variation	:	Variation to the utilisation of the Unutilised Disposal Proceeds to fund the SCR

CURRENCY

RM and sen : Ringgit Malaysia and sen

All references to “**we**”, “**us**”, “**our**” and “**ourselves**” in this Notice, if any, shall mean MPH or where the context requires, MPH and its subsidiaries.

References to “**you**” or “**your**” are to the shareholders of MPH, unless the context otherwise requires.

Words denoting 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. Reference to persons shall include corporations, unless otherwise specified.

Any reference in this Notice to any statutes, rules, regulations, enactments or rules of the stock exchange is a reference to such statutes, rules, regulations, enactments or rules of the stock exchange currently in force and as may be amended from time to time and any re-enactment thereof.

Any reference to a time of day and date in this Notice shall be a reference to Malaysian time of day and date, unless otherwise stated.

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MPHB Capital Berhad
(Registration No. 201201025763 (1010253-W))
(Incorporated in Malaysia)

Registered Office
40th Floor, Menara Multi-Purpose
Capital Square
No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur
Malaysia

10 January 2025

Board of Directors

Tan Sri Dato' Surin Upatkoon (*Non-Independent Non-Executive Chairman*)
Ivevei Upatkoon (*Non-Independent Executive Director*)
Dato' Seri Lim Tiong Chin (*Independent Non-Executive Director*)
Kuah Hun Liang (*Independent Non-Executive Director*)
Ng Siew Hong (*Independent Non-Executive Director*)

To: Our shareholders

Dear Sir/Madam,

SUSPENSION OF TRADING OF MPH B SHARES ON THE MAIN MARKET OF BURSA SECURITIES AND THE ENTITLEMENT DATE FOR THE SCR

1. INTRODUCTION

On 28 May 2024, our Company announced that our Board had, on even date, received the SCR Offer Letter from the Offeror, requesting our Company to undertake the SCR. The SCR involves our Company undertaking a selective capital reduction and repayment exercise pursuant to section 116 of the Act, to the Entitled Shareholders. The Non-Entitled Shareholders will hold the entire equity interest in our Company upon the Completion.

On 7 June 2024, our Board had appointed Maybank IB to act as the Principal Adviser for the SCR. In addition, in accordance with paragraph 3.06 of the Rules, our Board (save for the Interested Directors) had appointed UOBKH to act as the independent adviser to provide comments, opinions, information and recommendation on the SCR to our Board (save for the Interested Directors) and the disinterested shareholders of our Company.

On 25 June 2024, Maybank IB announced, on behalf of our Board, that our Board had written to the board of directors of the Offeror to request for an extension of time until 5.00 p.m. on 18 July 2024 for our Company to respond to the Offeror with our decision as to whether to table the SCR to the disinterested shareholders of our Company for their consideration and approval based on the terms set out in the SCR Offer Letter, which was approved by the board of directors of the Offeror on even date.

On 11 July 2024, Maybank IB announced, on behalf of our Board, that our Board (save for the Interested Directors) had deliberated on the contents of the SCR Offer Letter after taking into consideration the advice of the Independent Adviser and had resolved to table the SCR to the disinterested shareholders of our Company at the EGM, for their consideration and approval.

The SC had, vide its letters dated 14 August 2024, notified us that the SC has no further comments to the Document. The Document was subsequently despatched to the shareholders of our Company on 15 August 2024 for the purpose of providing the relevant information pertaining to the SCR and the Variation to the shareholders of our Company and to seek the approval of the disinterested shareholders of our Company for the SCR via the Special Resolution and the Variation via the Ordinary Resolution that were tabled at the EGM held on 6 September 2024.

On 6 September 2024, Maybank IB announced, on behalf of our Board that the Special Resolution and the Ordinary Resolution were duly approved by the disinterested shareholders of our Company at the EGM held on even date.

On 6 January 2025, Maybank IB announced, on behalf of our Board, that the High Court had on the same date granted the High Court Order. The SCR will become effective upon the lodgement of an office copy of the High Court Order with the Registrar of Companies pursuant to subsection 116(6) of the Act.

On 9 January 2025, Maybank IB announced, on behalf of our Board, that the Entitlement Date has been fixed at 5.00 p.m. on 23 January 2025.

THE PURPOSE OF THIS NOTICE IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION PERTAINING TO THE SUSPENSION OF TRADING OF MPH B SHARES ON THE MAIN MARKET OF BURSA SECURITIES AND THE ENTITLEMENT DATE FOR THE SCR. YOU ARE NOT REQUIRED TO TAKE ANY ACTION.

2. DETAILS OF THE SCR

The SCR involves our Company undertaking a selective capital reduction and a corresponding capital repayment pursuant to section 116 of the Act, in respect of the MPH B Shares held by the Entitled Shareholders.

As at the LPD, the issued share capital of our Company is RM725,091,000 comprising 715,000,000 MPH B Shares (including the Treasury Shares) and there are 702,053,800 MPH B Shares in issue (excluding the Treasury Shares).

As at the LPD:

- (i) the Entitled Shareholders collectively hold 440,066,707 MPH B Shares, representing approximately 62.68% of the total number of MPH B Shares in issue (excluding the Treasury Shares);
- (ii) the Non-Entitled Shareholders collectively hold 261,987,093 MPH B Shares, representing approximately 37.32% of the total number of MPH B Shares in issue (excluding the Treasury Shares); and
- (iii) the Offeror and the PACs collectively hold 302,382,893 MPH B Shares, representing approximately 43.07% of the total number of MPH B Shares in issue (excluding the Treasury Shares). The Ultimate Offeror does not have direct shareholding in our Company.

The SCR involves a total capital repayment of RM748,113,402, which represents a cash amount of RM1.70 for each MPH Share held by the Entitled Shareholders, which will entail the following:

- (i) In view that the capital reduction of RM748,113,402 is higher than the existing issued share capital of our Company of RM725,091,000, our Company will undertake the Bonus Issue in order to increase the issued share capital of our Company up to a level which is sufficient for the capital reduction for the purpose of facilitating the SCR.

The Non-Entitled Shareholders will waive their rights to the Bonus Shares.

For the avoidance of doubt, the Bonus Shares will be cancelled immediately after issuance and will not be credited into the CDS accounts of the Entitled Shareholders nor will they be listed on the Official List.

- (ii) Immediately after the Bonus Issue, our Company will undertake a capital reduction of the issued share capital of our Company by RM748,113,402, where all the 440,066,707 MPH Shares held by the Entitled Shareholders and all the 146,059,602 Bonus Shares will be cancelled.
- (iii) As part of the SCR and for purposes of capital structure optimisation, our Company will undertake the cancellation of 161,987,093 existing MPH Shares held by the Non-Entitled Shareholders on a pro-rata basis for nil consideration as well as the cancellation of all the Treasury Shares.

For avoidance of doubt, the Non-Entitled Shareholders will not be entitled to the capital repayment under the SCR whilst the PACs (save for MWE) shall be entitled to the SCR.

Upon the Completion, the Non-Entitled Shareholders will hold the remaining 100,000,000 MPH Shares which are not cancelled pursuant to the SCR.

The Offeror had, vide the SCR Offer Letter, indicated that it does not intend to maintain the listing status of our Company on the Main Market of Bursa Securities following the Completion. Accordingly, the Offeror will request our Company to make an application to Bursa Securities pursuant to paragraph 16.08 of the Listing Requirements to de-list our Company and withdraw our listing status from the Official List upon the Completion.

Further details of the SCR are set out in the Document which was despatched to the shareholders of our Company on 15 August 2024.

3. SUSPENSION OF TRADING OF MPH SHARES

The trading of MPH Shares on the Main Market of Bursa Securities will be suspended with effect from 9.00 a.m. on Wednesday, 22 January 2025, being 1 Market Day prior to the Entitlement Date. Accordingly, the last date and time for trading of MPH Shares on the Main Market of Bursa Securities prior to the suspension will be at 5.00 p.m. on Tuesday, 21 January 2025.

MPH Shares will no longer be traded on the Main Market of Bursa Securities following its suspension on Wednesday, 22 January 2025. For the avoidance of doubt, the trading of MPH Shares will continue to be suspended until the de-listing of our Company from the Official List following the Completion.

4. ENTITLEMENT DATE

The Entitlement Date has been fixed at 5.00 p.m. on Thursday, 23 January 2025.

The Entitled Shareholders shall be entitled to receive the SCR Offer Price for each existing MPH Share held on the Entitlement Date provided that:

- (i) such MPH Shares are transferred into their CDS account(s) before 4.30 p.m. on Thursday, 23 January 2025; and
- (ii) such MPH Shares are bought on Bursa Securities on a cum-entitlement basis according to the rules of Bursa Securities.

5. MODE AND TIMING OF SETTLEMENT

The settlement of the SCR Offer Price will be effected via electronic remittance to the Entitled Shareholders' eDividend Accounts duly registered with Bursa Depository within 10 days from the Effective Date. For the Entitled Shareholders who do not maintain eDividend Accounts, the settlement of the SCR Offer Price will be effected via remittance in the form of cheques, banker's drafts and/or cashier's orders which will be despatched by ordinary mail to the Entitled Shareholders (or their designated agents, as they may direct) at the Entitled Shareholders' registered addresses last maintained with Bursa Depository at their own risk within 10 days from the Effective Date.

An office copy of the High Court Order will be lodged with the Registrar of Companies pursuant to subsection 116(6) of the Act on the Entitlement Date and consequently, the settlement of the SCR Offer Price will be effected on Tuesday, 28 January 2025.

Entitled Shareholders who are not residents of Malaysia are advised that the settlement of the SCR Offer Price will be made in RM. Such Entitled Shareholders who wish to convert the amount received into foreign currency for repatriation may do so after payment of the appropriate fee and/or charges as levied by the respective financial institutions.

6. CONSENTS

Maybank IB, being the Principal Adviser to our Company for the SCR, and Metra Management Sdn Bhd, being the share registrar of our Company, have given and have not subsequently withdrawn their written consents to the inclusion of their names and all references thereto in the form and context in which they appear in this Notice.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by our Board, who collectively and individually accepts full responsibility for the accuracy of the information contained in this Notice and confirms, having made all reasonable inquiries, that to the best of their knowledge and belief, there are no false or misleading statements or other facts not contained in this Notice, the omission of which would make any statement in this Notice false or misleading.

8. ADDITIONAL INFORMATION

If you have any enquiries concerning this Notice, you may contact the share registrar of our Company at the contact details set out below:

Metra Management Sdn Bhd

35th Floor, Menara Multi-Purpose, Capital Square,
No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur.

Telephone Number : 603-2698 3232

Fax Number : 603-2698 0313

Email : corporate@mweh.com.my

Yours faithfully,

For and on behalf of the Board of

MPHB CAPITAL BERHAD

Dato' Seri Lim Tiong Chin

Independent Non-Executive Director