

Unless otherwise stated, all abbreviations and defined names or expressions contained in this Notice are defined in the Definitions section of this Notice.

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

THIS NOTICE IS FOR THE INFORMATION OF THE WARRANT C HOLDERS. NO ACTION IS REQUIRED TO BE TAKEN.

If you have sold or transferred all your Warrants C, you should at once hand this Notice to the purchaser or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee respectively.

Bursa Securities has not perused this Notice prior to its issuance 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.



(Incorporated in Malaysia under the Companies Act, 1965 and deemed registered under the Companies Act, 2016)

NOTICE TO WARRANT C HOLDERS

IN RELATION TO THE

ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF THE OUTSTANDING WARRANTS C OF ATTA GLOBAL GROUP BERHAD (“ATTA” AND THE “COMPANY”) IN ACCORDANCE WITH THE PROVISIONS OF THE DEED POLL C PURSUANT TO THE RENOUNCEABLE RIGHTS ISSUE OF UP TO 2,515,037,240 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES (“ICPS”) AT AN ISSUE PRICE OF RM0.08 PER ICPS ON THE BASIS OF EIGHT (8) ICPS FOR EVERY ONE (1) EXISTING ORDINARY SHARE IN ATTA HELD AT 5.00 P.M. ON 6 NOVEMBER 2017 BASED ON THE MINIMUM SUBSCRIPTION LEVEL OF 150,000,000 ICPS

Prepared by



This Notice is dated 8 November 2017

DEFINITIONS

Except where the context otherwise requires or where otherwise defined herein, the following words and abbreviations shall apply throughout this Notice and shall have the following meanings:

Act	:	Companies Act, 2016, as amended from time to time including any re-enactment thereof
Adjustments	:	Adjustments to the exercise price and number of the Outstanding Warrants C in accordance with the Deed Poll pursuant to the Rights Issue of ICPS
ATTA or Company	:	ATTA Global Group Berhad (79082-V)
ATTA Share(s) or Share(s)	:	Ordinary share(s) in ATTA
Board	:	Board of Directors of the Company
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
Deed Poll C	:	The deed poll dated 9 October 2014 and the supplemental deed poll dated 20 October 2017 constituting the Warrants C
Deed Poll C Amendments	:	Amendments to the deed poll dated 9 October 2014 constituting the Warrants C, effected by way of a supplemental deed poll
EGM	:	Extraordinary General Meeting of the Company
Entitlement Date	:	6 November 2017 at 5.00 p.m., being the date which: (i) the shareholders of the Company must be registered in the Record of Depositors of the Company for the entitlement of the Rights Issue of ICPS; and (ii) the Warrant C Holders must be registered in the Record of Depositors for the Warrants C
ICPS	:	Irredeemable convertible preference shares in ATTA to be issued pursuant to the Rights Issue of ICPS
Warrant C Holder(s)	:	The registered holder(s) of the Warrants C as shown in the Record of Depositors for Warrants C on the Entitlement Date
M&A	:	Memorandum and Articles of Association of ATTA
Main Market	:	Main Market of Bursa Securities
Market Day(s)	:	Any day in which Bursa Securities is open for the trading of securities
Notice	:	This document to Warrant C Holders dated 8 November 2017, which sets out the details of the Adjustments
Outstanding Warrants C	:	The remaining outstanding Warrants C that have yet to be exercised as at the Entitlement Date
PIVB	:	Public Investment Bank Berhad (20027-W)
Record of Depositors	:	A record of depositors provided by Bursa Depository to the Company under Chapter 24.0 of the Rules of Bursa Depository, as amended from time to time

DEFINITIONS (Cont'd)

Rights Issue of ICPS	:	Renounceable rights issue of up to 2,515,037,240 new ICPS at an issue price of RM0.08 on the basis of eight (8) ICPS for every one (1) existing ATTA Share held on the Entitlement Date based on the minimum subscription level of 150,000,000 ICPS
RM and sen	:	Ringgit Malaysia and sen, respectively
Warrant(s) C	:	Existing warrants 2014/2024 constituted by the Deed Poll C

All references to “you” and “your” in this Notice are addressing the Warrant C Holders.

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 / or neuter genders and *vice versa*. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Notice to any legislation is a reference to that legislation as 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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Registered Office:

55A Medan Ipoh IA
Medan Ipoh Bistari
31400 Ipoh
Perak Darul Ridzuan

8 November 2017

Board of Directors:

Ooi Chieng Sim (*Executive Chairman*)
Ng Chin Nam (*Executive Director*)
Chow Choon Hoong (*Executive Director*)
Sudesh A/L K. V. Sankaran (*Independent Non-Executive Director*)
Dato' Dennis Chuah (*Independent Non-Executive Director*)
Loh Yee Sing (*Independent Non-Executive Director*)

To: Warrant C Holders of ATTA

Dear Sir / Madam,

ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF THE OUTSTANDING WARRANTS C PURSUANT TO THE RIGHTS ISSUE OF ICPS

1. INTRODUCTION

On 31 March 2017, PIVB on behalf of the Board, had announced that the Company proposed to undertake the following proposals:

- (i) proposed renounceable rights issue of up to 3,143,796,550 new ICPS at an issue price of RM0.06 per ICPS on the basis of ten (10) ICPS for every one (1) ATTA Share on the Entitlement Date; and
- (ii) proposed amendments to the M&A to facilitate the proposed rights issue of ICPS above.

Collectively referred herein as the “**Initial Proposals**”.

Subsequently, on 25 May 2017, PIVB on behalf of the Board, had announced that the Company proposed to make certain revision to the Initial Proposals, the details of which are as follows:

- (i) renounceable rights issue of up to 2,515,037,240 new ICPS at an issue price of RM0.08 per ICPS on the basis of eight (8) ICPS for every one (1) ATTA Share on the Entitlement Date; and
- (ii) amendments to the M&A to facilitate the Rights Issue of ICPS.

On 15 June 2017, PIVB on behalf of the Board, had announced that Bursa Securities had vide its letter dated 14 June 2017, approved, amongst others, the following:

- (i) admission of the ICPS to the Official List of the Main Market of Bursa Securities and the listing of and quotation for up to 2,515,037,240 new ICPS to be issued pursuant to the Rights Issue of ICPS;
- (ii) listing of and quotation for up to 2,515,037,240 new ATTA Shares to be issued pursuant to the conversion of ICPS;

- (iii) listing of and quotation for up to 1,621,601 additional Warrants C to be issued arising from Adjustments pursuant to the Rights Issue of ICPS; and
- (iv) listing of and quotation for up to 1,621,601 new ATTA Shares to be issued pursuant to the exercise of additional Warrants C,

on the Main Market of Bursa Securities.

On 10 August 2017, PIVB on behalf of the Board, had announced that the Company proposed to undertake, amongst others, the Deed Poll C Amendments to align the Deed Poll C in accordance with the Act, including, amongst others, to cater for the implementation of no par value regime under the Act.

At an EGM held on 16 August 2017, the shareholders of the Company had approved all resolutions pertaining to amongst others, the Rights Issue of ICPS.

At an EGM and Warrant C Holders' meeting held on 20 October 2017, the shareholders of the Company and the Warrant C Holders had approved the resolution pertaining to the Deed Poll C Amendments. The supplemental deed poll had been duly executed on even date.

On 23 October 2017, PIVB on behalf of the Board, had announced that the Entitlement Date was fixed at 5.00 p.m. on 6 November 2017. The Warrant C Holders whose names appear in the Record of Depositors for the Warrants C on the Entitlement Date would be entitled to the Adjustments.

THE PURPOSE OF THIS NOTICE IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE ADJUSTMENTS. THIS NOTICE SETS OUT THE BRIEF PARTICULARS OF THE EVENTS GIVING RISE TO THE ADJUSTMENTS, TOGETHER WITH THE COMPUTATIONS OF THE ADJUSTMENTS. NO ACTION IS REQUIRED TO BE TAKEN ON YOUR PART.

2. DETAILS OF THE ADJUSTMENTS

As at the Entitlement Date, the Company has 4,201,165 Outstanding Warrants C which have not been exercised at the existing exercise price of RM1.00.

Based on the Deed Poll C, the exercise price and the number of the Outstanding Warrants C shall from time to time be adjusted, calculated or determined by the Board in consultation with the auditors and/or approved adviser and certified by the auditors in accordance with the relevant provisions as set out in the Deed Poll C.

2.1 Adjustments to the exercise price and number of the outstanding Warrants C pursuant to the Rights Issue of ICPS

In accordance with the Fourth Schedule of the Deed Poll C, if and whenever the Company shall make any offer or invitation to ordinary shareholders by way of rights whereunder they may acquire or subscribe for securities convertible into new Shares or rights to acquire or subscribe for Shares, the exercise price and number of the Outstanding Warrants C shall be adjusted, calculated or determined in the following manner:

$$\begin{aligned}
 \text{(i) New exercise price} &= \frac{S \times (C - D)}{C} \\
 &= \frac{\text{RM1.00} \times (1.1361 - 0.1493778)}{1.1361} \\
 &= \mathbf{0.87} \quad \mathbf{\text{Rounded upwards to the nearest 1 sen in accordance with the Fourth Schedule of the Deed Poll C}} \\
 \text{(ii) Additional number of Warrants C to be issued} &= \frac{T \times C}{(C - D^*)} - T
 \end{aligned}$$

$$= \frac{4,201,165 \times 1.1361}{(1.1361 - 0.1493778)} - 4,201,165$$

$$= \mathbf{636,005}$$

Where:

- S = Existing exercise price;
- T = Existing number of Warrants C;
- C = **RM0.1361**, being the 5-day volume weighted average market price of 1 ATTA Share up to and including 24 May 2017, being the Market Day immediately preceding the date on which the Rights Issue of ICPS is publicly announced;
- D = Value of the rights attributable to 1 ATTA Share shall be calculated in accordance with the formula:
- $$\frac{C - E}{F + 1}$$
- D* = Value of the rights attributable to 1 ATTA Share shall be calculated in accordance with the formula:
- $$\frac{C - E^*}{F^* + 1}$$
- E = **RM0.80**, being the subscription consideration of 1 additional ATTA Share under the terms of such offer or invitation to acquire or subscribe for ATTA Shares or the conversion value paid upon conversion of the convertible securities into 1 additional ATTA Share or the exercise price in connection with such rights to acquire or subscribe for 1 additional ATTA Share under the offer or invitation to acquire or subscribe for ATTA Shares, as the case may be;
- E* = **RM0.80**, being the subscription consideration of 1 additional ATTA Share under the terms of offer or invitation or 1 additional security convertible into ATTA Share or 1 additional security with rights to acquire or subscribe for ATTA Shares under the invitation, as the case may be;
- F = **1.25 ATTA Share**, being the number of ATTA Shares which is necessary to hold in order to be offered or invited by way of rights to acquire or subscribe for 1 additional ATTA Share or to acquire or subscribe for securities convertible into or rights to acquire or subscribe for 1 additional ATTA Share under the offer or invitation to acquire or subscribe for shares, as the case may be; and
- F* = **1.25 ATTA Share**, being the number of ATTA Shares which it is necessary to hold in order to be offered or invited to acquire or subscribe for 1 additional ATTA Share or security convertible into ATTA Shares or rights to acquire or subscribe for ATTA Shares, as the case may be.

2.2 Summary of the Adjustments

A summary of the Adjustments are as follows:

	Before the Adjustments	After the Adjustments
Exercise price	RM1.00	RM0.87
Number of the Outstanding Warrants C	4,201,165	4,837,170

The Adjustments were determined and approved by the Board, in consultation with PIVB and certified by the Reporting Accountants, Messrs. Siew Boon Yeong & Associates, via its letter dated 6 November 2017 that the Adjustments as set out in Section 2.1 of this Notice are in accordance with the provisions of the Deed Poll C.

3. RATIONALE FOR THE ADJUSTMENTS

The Adjustments have been made in accordance with the provisions of the Deed Poll C to mitigate equity dilution such that the status of the Warrant C Holders would not be prejudiced after the implementation of the Rights Issue of ICPS. The rights and obligations of each Warrant C Holder remain unchanged.

4. EFFECTIVE DATE OF THE ADJUSTMENTS

The Adjustments were effected on 7 November 2017, being the next Market Day following the Entitlement Date, pursuant to the Fourth Schedule of the Deed Poll C.

5. CONSENTS

PIVB and Messrs. Siew Boon Yeong & Associates have given and have not subsequently withdrawn their written consents to the inclusion of their names and references in the form and context in which they appear in this Notice.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of the Company at 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan from Mondays to Fridays (except public holidays) during normal office hours from the date of this Notice so long as any of the Warrants C remain exercisable:

- (i) the Deed Poll C;
- (ii) the letter dated 6 November 2017 from Messrs. Siew Boon Yeong & Associates, certifying the computation of the Adjustments;
- (iii) the certificate from the Board setting forth brief particulars of the events giving rise to the Adjustments, the Adjustments and the effective date of the Adjustments; and
- (iv) the letters of consent referred to in Section 5 of this Notice.

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 and confirm that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Notice misleading.

Yours faithfully,
for and on behalf of the Board of Directors of
ATTA GLOBAL GROUP BERHAD

Ooi Chieng Sim
Executive Chairman