

THIS CIRCULAR TO SHAREHOLDERS OF MOBILIA HOLDINGS BERHAD 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 advisers immediately.

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MOBILIA HOLDINGS BERHAD
(Registration No.: 202001004249 (1360569-P))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PROPOSED FREE WARRANTS ISSUE OF UP TO 218,749,782 FREE WARRANTS B IN MOBILIA HOLDINGS BERHAD (“MOBILIA” OR THE “COMPANY”) (“WARRANTS B”) ON THE BASIS OF 1 WARRANT B FOR EVERY 4 EXISTING ORDINARY SHARES IN MOBILIA (“MOBILIA SHARES” OR “SHARES”) HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED FREE WARRANTS ISSUE”)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser



Hong Leong Investment Bank Berhad
(Registration No. 197001000928 (10209-W))

(A Participating Organisation of Bursa Malaysia Securities Berhad)
(A Trading Participant of Bursa Malaysia Derivatives Berhad)

The Notice of Extraordinary General Meeting (“**EGM**”) of Mobilia and Form of Proxy are enclosed in this Circular. The EGM of Mobilia will be held at BEI BOUTIQUE HOTEL, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor on Thursday, 27 June 2024 at 1.00 p.m. or immediately after the conclusion or adjournment (as the case may be) of the Fourth Annual General Meeting of Mobilia which will be held at the same venue and on the same day at 11.00 a.m., whichever is earlier, or at any adjournment thereof.

The Form of Proxy or power of attorney or certificate of appointment of corporate representatives should be lodged at Aldpro Corporate Services Sdn. Bhd., B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1 Medan Syed Putra Utara, 59200 Kuala Lumpur not later than forty-eight (48) hours before the time set for the EGM or at adjournment thereof.

The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you wish to do so.

Last day, date and time for lodging : Tuesday, 25 June 2024 at 1.00 p.m.
the Form of Proxy

Date and time of the EGM : Thursday, 27 June 2024 at 1.00 p.m. or immediately after the conclusion or adjournment (as the case maybe) of the Fourth Annual General Meeting of Mobilia which will be held at the same venue and on the same day at 11.00 a.m., whichever is earlier, or any adjournment thereof.

The Circular is dated 29 May 2024

DEFINITIONS

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

5D-VWAMP	: 5-day volume weighted average market price
Act	: Companies Act 2016
Assumed Exercise Price	: The Warrants B are assumed to be exercised at an indicative exercise price of RM0.15 per Warrant B, which represents a discount of RM0.0104 or 6.48% to the 5D-VWAMP of Mobilia Shares up to and including the LPD of RM0.1604
Board	: Board of Directors of Mobilia
Bursa Securities	: Bursa Malaysia Securities Berhad
Circular	: This circular to our shareholders dated 29 May 2024 in relation to the Proposed Free Warrants Issue
Deed Poll A	: The deed poll dated 20 October 2021 constituting the Warrants A
Deed Poll B	: The deed poll to be executed by our Company constituting the Warrants B (to be issued pursuant to the Proposed Free Warrants Issue), as may be supplemented from time to time
Director(s)	: The director(s) of Mobilia and shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007
EGM	: Extraordinary General Meeting
Entitled Shareholders	: The shareholders whose names appear in the Record of Depositors of our Company on the Entitlement Date
Entitlement Date	: An entitlement date to be determined and announced later by our Board, on which the names of shareholders of Mobilia must be entered in the Record of Depositors of our Company as at 5.00 p.m. in order to participate in the Proposed Free Warrants Issue
EPS	: Earnings per Share
FYE	: Financial year ending/ended 31 December
HLIB or Principal Adviser	: Hong Leong Investment Bank Berhad
Listing Requirements	: Main Market Listing Requirements of Bursa Securities
LPD	: 30 April 2024, being the latest practicable date prior to the printing of this Circular

DEFINITIONS (CONT'D)

major shareholders	: A person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is – (a) 10% or more of the total number of voting shares in the corporation; or (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation. For the purpose of this definition, “ interest ” shall have the meaning of “ interest in shares ” given in section 8 of the Act
Maximum Scenario	: Assuming all of the outstanding 174,999,136 Warrants A as at the LPD are exercised into new Mobilia Shares, a total of up to 218,749,782 Warrants B will be issued pursuant to the Proposed Free Warrants Issue and assuming all of these Warrants B are exercised into up to 218,749,782 new Mobilia Shares
Minimum Scenario	: Assuming none of the outstanding 174,999,136 Warrants A as at the LPD are exercised into new Mobilia Shares, a total of up to 174,999,998 Warrants B will be issued pursuant to the Proposed Free Warrants Issue and assuming all of these Warrants B are exercised into up to 174,999,998 new Mobilia Shares
Mobilia or Company	: Mobilia Holdings Berhad
Mobilia Group or Group	: Mobilia and its subsidiaries, collectively
Mobilia Shares or Shares	: Ordinary shares in Mobilia
NA	: Net assets
Official List	: A list specifying all securities listed on the Main Market of Bursa Securities
Proposed Free Warrants Issue	: Proposed free warrants issue of up to 218,749,782 free Warrants B on the basis of 1 Warrant B for every 4 existing Shares held by the Entitled Shareholders
Warrant(s) A	: 174,999,136 outstanding warrants 2021/2024 in our Company as at the LPD, constituted by the Deed Poll A
Warrant(s) B	: Up to 218,749,782 new free warrants in Mobilia to be issued pursuant to the Proposed Free Warrants Issue

CURRENCY

RM and sen	: Ringgit Malaysia and sen, respectively
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DEFINITIONS (CONT'D)

References to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, and where the context requires, shall include our subsidiaries. References to “**you**” in this Circular are to our shareholders.

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 neuter genders and *vice versa*. References to persons shall include corporations, unless otherwise specified.

All references to an enactment in this Circular are references to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified. Certain amounts and percentage figures included herein have been subject to rounding adjustments.

This Circular includes forward-looking statements which are subject to uncertainties and contingencies. All statements other than statements of historical facts included in this Circular, including, without limitation, those regarding our prospects are forward-looking statements. There is no assurance that such forward-looking statements will materialise, be fulfilled or achieved.

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EXECUTIVE SUMMARY

THIS EXECUTIVE SUMMARY REPRESENTS A SUMMARY OF THE PERTINENT INFORMATION ON THE PROPOSED FREE WARRANTS ISSUE AS SET OUT IN THIS CIRCULAR. YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR, INCLUDING THE APPENDICES, AND NOT RELY SOLELY ON THIS EXECUTIVE SUMMARY IN FORMING A DECISION ON THE PROPOSED FREE WARRANTS ISSUE BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED FREE WARRANTS ISSUE TO BE TABLED AT OUR FORTHCOMING EGM.

Key information	Description	Reference to Circular
Summary of the Proposed Free Warrants Issue	The Proposed Free Warrants Issue entails the issuance of up to 218,749,782 Warrants B on the basis of 1 Warrant B for every 4 existing Shares held by the Entitled Shareholders on the Entitlement Date. The Warrants B will be issued at no cost to the Entitled Shareholders. The Warrants B shall have a tenure of 3 years at an exercise price to be determined later. The Warrants B will be issued in registered form and constituted by the provisions of the Deed Poll B.	Section 2
Rationale and justifications for the Proposed Free Warrants Issue	Our Board is of the view that the Proposed Free Warrants Issue is an appropriate avenue of rewarding the existing shareholders of our Company as it will: (i) enable our existing shareholders to participate in convertible securities of our Company, which are tradable on the Main Market of Bursa Securities, without incurring any cost; (ii) provide our existing shareholders with an opportunity to increase their equity participation in our Company at a pre-determined exercise price over the tenure of the Warrants B; (iii) allow our existing shareholders to further participate in the future growth of our Company when the Warrants B are exercised; and (iv) strengthen the capital base and shareholders' funds of our Company as well as provide additional working capital for our Group, as and when the Warrants B are exercised.	Section 3

EXECUTIVE SUMMARY (CONT'D)

Key information	Description	Reference to Circular
Approvals required	The Proposed Free Warrants Issue is subject to the following approvals being obtained: (i) Bursa Securities for the following: (a) the admission of up to 218,749,782 Warrants B to the Official List of Bursa Securities; (b) the listing and quotation of up to 218,749,782 Warrants B on the Main Market of Bursa Securities; and (c) the listing and quotation of up to 218,749,782 new Mobilia Shares to be issued arising from the exercise of the Warrants B on the Main Market of Bursa Securities; (ii) the shareholders of our Company for the Proposed Free Warrants Issue at our forthcoming EGM; and (iii) any other relevant authorities and/or parties, if required.	Section 8
Interests of directors, major shareholders, chief executive and/or persons connected with them	None of our Directors, major shareholders, chief executive and/or persons connected with them has any interest, direct and/or indirect, in the Proposed Free Warrants Issue, other than their respective entitlements as shareholders of our Company under the Proposed Free Warrants Issue, the rights of which are also available to all other Entitled Shareholders of our Company as at the Entitlement Date.	Section 9
Directors' statement and recommendation	Our Board, having considered all aspects of the Proposed Free Warrants Issue, including but not limited to, the rationale and effects of the Proposed Free Warrants Issue, is of the opinion that the Proposed Free Warrants Issue is in the best interest of our Company. Accordingly, our Board recommends that you vote in favour of the resolution pertaining to the Proposed Free Warrants Issue at our forthcoming EGM.	Section 12



MOBILIA HOLDINGS BERHAD
(Registration No.: 202001004249 (1360569-P))
(Incorporated in Malaysia)

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

29 May 2024

Board of Directors:

Datin Siah Li Mei (*Independent Non-Executive Chairman*)
Quek Wee Seng (*Managing Director*)
Quek Wee Seong (*Executive Director*)
Tajul Arifin Bin Mohd Tahir (*Independent Non-Executive Director*)
Lim See Tow (*Independent Non-Executive Director*)
Yap Ee Ling (*Independent Non-Executive Director*)
Quek Yan Song (*Alternate Director to Quek Wee Seng*)

To: Our shareholders

Dear Sir / Madam,

PROPOSED FREE WARRANTS ISSUE

1. INTRODUCTION

On 7 May 2024, HLIB, on behalf of our Board, announced that our Company proposes to undertake a free warrants issue of up to 218,749,782 free Warrants B on the basis of 1 Warrant B for every 4 existing Shares held by the Entitled Shareholders on the Entitlement Date.

On 23 May 2024, on behalf of our Board, HLIB announced that Bursa Securities had, vide its letter dated 23 May 2024, resolved to approve the following:

- (a) the admission of up to 218,749,782 Warrants B to the Official List of Bursa Securities;
- (b) listing and quotation of up to 218,749,782 Warrants B on the Main Market of Bursa Securities;
- (c) listing and quotation of up to 218,749,782 new Mobilia Shares to be issued arising from the exercise of the Warrants B on the Main Market of Bursa Securities,

subject to the conditions as set out in **Section 8** of this Circular.

THE PURPOSE OF THIS CIRCULAR TOGETHER WITH THE APPENDICES IS TO PROVIDE YOU WITH THE DETAILS ON THE PROPOSED FREE WARRANTS ISSUE, TO SET OUT OUR BOARD'S OPINION AND RECOMMENDATION IN RELATION TO PROPOSED FREE WARRANTS ISSUE AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED FREE WARRANTS ISSUE TO BE TABLED AT OUR FORTHCOMING EGM. THE NOTICE OF EGM AND THE FORM OF PROXY ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED FREE WARRANTS ISSUE TO BE TABLED AT OUR FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED FREE WARRANTS ISSUE

2.1. Basis and number of Warrants B to be issued

The Proposed Free Warrants Issue entails the issuance of up to 218,749,782 Warrants B on the basis of 1 Warrant B for every 4 existing Shares held by the Entitled Shareholders on the Entitlement Date.

As at the LPD, Mobilia has a total issued share capital of RM36,696,001 comprising 699,999,992 Shares. Our Company does not have any treasury shares as at the LPD.

In addition, as at the LPD, our Company has 174,999,136 Warrants A. The Warrants A are constituted by the Deed Poll A and each Warrant A carries the entitlement to subscribe for 1 new Share during the 3-year exercise period up to 8 November 2024 at an exercise price of RM0.28 per Warrant A.

Based on the total issued share capital of 699,999,992 Shares as at the LPD, a total of up to 174,999,998 and 218,749,782 Warrants B will be issued pursuant to the Proposed Free Warrants Issue under the Minimum Scenario and Maximum Scenario, respectively.

The actual number of Warrants B to be issued under the Proposed Free Warrants Issue will depend on the number of Mobilia Shares in issue on the Entitlement Date.

The basis of the entitlement ratio of 1 Warrant B for every 4 existing Shares was determined after taking into consideration, amongst others, the following:

- (i) the potential dilutive effect on the consolidated EPS of our Company upon exercise of the Warrants B; and
- (ii) compliance with Paragraph 6.50 of the Listing Requirements, which states that the number of new Mobilia Shares arising from the exercise of all outstanding convertible equity securities, shall not exceed 50% of the total number of issued Shares (excluding treasury shares and before the exercise of the convertible equity securities) at all times.

In this respect, the Proposed Free Warrants Issue complies with the Paragraph 6.50 of the Listing Requirements of Bursa Securities.

Fractional entitlements arising from the Proposed Free Warrants Issue, if any, will be disregarded and shall be dealt with by our Board in such manner at its absolute discretion as it may deem fit and expedient in order to minimise the incidence of odd lots and in the best interest of our Company.

The Entitlement Date will be determined and announced at a later date by our Board upon receipt of all relevant approvals. The Proposed Free Warrants Issue will be implemented in a single tranche and is not intended to be implemented in stages over a period of time.

2.2. Indicative salient terms of the Warrants B

The Warrants B will be issued in registered form and constituted by the provision of the Deed Poll B to be executed by our Company. The indicative salient terms of the Warrants B are set out in **Appendix I** of this Circular.

2.3. Basis and justification of determining the exercise price of the Warrants B

The Warrants B will be issued at no cost to the Entitled Shareholders.

The exercise price of the Warrants B will be determined by our Board at a later date after all relevant approvals have been obtained, and after taking into consideration the following:

- (i) the historical price movement of Mobilia Shares;
- (ii) the 5-day VWAMP of Mobilia Shares and the prevailing market conditions; and
- (iii) the future funding requirements of our Group.

In any event, the exercise price of the Warrants B shall not be priced at a discount of more than 10.00% to the 5-day VWAMP of Mobilia Shares up to and including the date prior to the price-fixing date. As at the LPD, the 5-day VWAMP of Mobilia Shares is RM0.1604. For the purpose of illustration only, assuming the indicative exercise price of the Warrants B is at RM0.15 per Warrant B, this represents a discount of RM0.0104 or 6.48% to the said 5-day VWAMP of Mobilia Shares up to and including the LPD of RM0.1604.

Our Board wishes to emphasise that the Assumed Exercise Price should not be taken as an indication of or reference to the actual exercise price of the Warrants B, as it will only be determined and announced at a later date.

We will make immediate announcement on the exercise price of the Warrants B on the price fixing date before the announcement of the Entitlement Date.

2.4. Ranking of the Warrants B and new Mobilia shares to be issued arising from the exercise of Warrants B

The Warrant B holders will not be entitled to any voting rights or right to participate in any form of distribution and/or offer of further securities in Mobilia (save as disclosed in the Deed Poll B) until and unless such Warrant B holders exercise their Warrants B into new Mobilia Shares.

The new Mobilia Shares to be issued pursuant to the exercise of the Warrants B shall, upon allotment, issuance and full payment of the exercise price, rank equally in all respects with the existing Mobilia Shares, save and except that the new Mobilia Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid to the shareholders of our Company, the entitlement date of which is prior to the date of allotment and issuance of the new Mobilia Shares.

2.5. Listing of and quotation for the Warrants B and new Mobilia Shares to be issued arising from the exercise of the Warrants B

Bursa Securities had, vide its letter dated 23 May 2024, resolved to approve the admission of the Warrants B to the Official List of Bursa Securities and the listing and quotation of up to 218,749,782 Warrants B and up to 218,749,782 new Mobilia Shares to be issued pursuant to the exercise of up to 218,749,782 Warrants B on the Main Market of Bursa Securities, subject to the conditions as set out in **Section 8** of this Circular.

2.6. Utilisation of proceeds from the exercise of Warrants B

The Proposed Free Warrants Issue is not expected to raise any immediate funds as the Warrants B will be issued at no cost to the Entitled Shareholders.

The eventual proceeds to be raised from the exercise of the Warrants B (if any) is dependent on the number of Warrants B exercised during the tenure of the Warrants B as well as the exercise price of the Warrants B, which will be determined and fixed at a later date.

As such, the exact timeframe and the breakdown for the utilisation of the proceeds are not determinable at this juncture. Our Company expects to utilise the proceeds from the exercise of Warrants B within 24 months from the date of receipt of the proceeds.

For illustration purposes, the gross proceeds to be raised upon full exercise of the Warrants B based on the Assumed Exercise Price are set out below:

	No. of Warrants B exercised	Total gross proceeds to be raised assuming full exercise of Warrants B (RM)
Minimum Scenario	174,999,998	26,250,000
Maximum Scenario	218,749,782	32,812,467

Our Company intends to utilise the proceeds arising from the exercise of the Warrants B, if any, for our Group's working capital requirements. The proceeds raised from the exercise of the Warrants B are intended to be utilised in the following order of priority, up to the respective proposed allocation below:

- (i) staff costs which consist of, amongst others, salaries, Employees' Provident Fund and Social Security Organization contributions and other staff related expenses (25% of the proceeds);
- (ii) trade and other payables (65% of the proceeds); and
- (iii) administrative and operating expenses which may include, amongst others, payment of utilities expenses (10% of the proceeds).

However, the above proposed allocation of proceeds to be utilised for each component of working capital may vary as it is subject to our Group's operational requirements at the time of utilisation. As such, the actual allocation can only be determined by our Board at a later date.

Pending utilisation of the proceeds to be raised as and when the Warrants B are exercised, the proceeds shall be placed in deposits with licensed financial institutions and/or short-term money market instruments. Any interest derived from such deposits or gains arising from such short-term money market instruments will be used as additional funds for the working capital requirements (as mentioned above) of our Group.

3. RATIONALE AND JUSTIFICATIONS FOR THE PROPOSED FREE WARRANTS ISSUE

After due consideration of various methods, our Board is of the view that the Proposed Free Warrants Issue is an appropriate avenue of rewarding the existing shareholders of our Company as the Proposed Free Warrants Issue will:

- (i) enable our existing shareholders to participate in convertible securities of our Company, which are tradable on the Main Market of Bursa Securities, without incurring any cost;
- (ii) provide our existing shareholders with an opportunity to increase their equity participation in our Company at a pre-determined exercise price over the tenure of the Warrants B;
- (iii) allow our existing shareholders to further participate in the future growth of our Company when the Warrants B are exercised; and
- (iv) strengthen the capital base and shareholders' funds of our Company as well as provide additional working capital for our Group, as and when the Warrants B are exercised.

4. OTHER EQUITY FUND RAISING EXERCISES IN THE PAST 12 MONTHS

Our Company has not undertaken any other equity fund raising exercise in the past 12 months up to the date of this Circular.

5. INDUSTRY OUTLOOK AND FUTURE PROSPECTS OF OUR GROUP

5.1. Overview and outlook of the Malaysian economy

The Malaysian economy continued to expand in 2023 despite external headwinds. The Malaysian economy grew by 3.7% despite facing challenges stemming from weak external demand, disruptions in commodity production and higher cost of living. Growth was mainly supported by resilient domestic demand and recovery in tourism activities. On the external front, exports declined due to subdued global demand, lower commodity prices and shifts towards services spending. Additionally, improving labour market conditions coupled with supportive policy measures helped household spending, especially among the vulnerable households affected by higher cost of living. Private sector capital spending drove overall investment activity, particularly in information technology and electrical and electronics. In tandem with external trade performance, export-oriented industries saw some moderation in growth. Nonetheless, all sectors continued to expand in 2023.

Headline inflation moderated in 2023 to an average of 2.5% (2022: 3.3%), largely on account of lower food, non-alcoholic beverages and fuel inflation. Meanwhile, core inflation averaged at 3% (2022: 3%). The more gradual disinflation pace was partly due to persistent demand pressure, particularly in the first half of 2023. Core inflation steadily converged to its long-term average in the second half.

The Malaysian economy is projected to grow between 4%–5% in 2024, underpinned by continued expansion in domestic demand and improvement in external demand. Growth will be driven by resilient domestic expenditure, with additional support from the expected recovery in exports. Tourism is expected to improve further, while the implementation of new and ongoing multi-year projects by both the private and public sectors would support investment activity. Nevertheless, domestic growth remains subject to downside risks from both external and domestic factors. External factors include a weaker-than-expected global growth and further escalation of geopolitical conflict. Domestically, more severe shocks on commodity production and the implementation of subsidy rationalisation could also weigh on the growth outlook, although this could be partially offset by targeted cash assistance from the Government. Greater spillover from the tech upcycle, stronger-than-expected tourism activity, and faster implementation of existing and new investment projects would provide upside risks to the domestic growth.

Headline inflation is expected to average between 2% and 3.5% in 2024. Headline inflation is expected to remain moderate amid contained cost pressures from easing global supply conditions. Core inflation is also expected to moderate, but remaining above its long-term average. Inflation outlook remains highly subject to upside risks due to potential price adjustments on food and energy items, as well as external pressures from exchange rate and global commodity price developments.

(Source: Economic and Monetary Review 2023, Bank Negara Malaysia)

5.2. Overview and outlook of the furniture industry in Malaysia

Exports of wooden furniture for the month of October 2023 increased by 10% to RM859.0 million. However, the export of wooden furniture for the cumulative period January to October 2023 recorded an export value worth RM7.3 billion, a decrease of 23% from RM9.5 billion in its corresponding period in 2022.

Export of wooden furniture to ASEAN (Association of Southeast Asian Nations) expanded by 11% worth RM1.0 billion from RM913.5 million in its corresponding period in 2022. Export to Singapore increased by 31% to RM627.9 million. Similarly, export to Indonesia rose by 21% to

RM96.1 million, however export to the Philippines declined by 15% to RM179.6 million for the stated period.

Moving to the East Asia region, exports were down by 24% to RM525.9 million from RM690.9 million year-on-year in 2022. Japan remained the highest buyer with export valued at RM398.4 million despite a reduction in its buying by 20%. Similarly, exports both to China and Taiwan decreased by 14% to RM42.6 million and by 49% to RM41.2 million, respectively over its corresponding period in 2022.

Export to West Asia expanded by 12% to RM410.1 million from RM365.3 million in its corresponding period in 2022. Export to the UAE (United Arab Emirates), the largest buyer in the region, improved by 29% to RM212.8 million. Similarly, exports to Saudi Arabia increased by 15% to RM141.7 million, however export to Kuwait declined by 50% to RM15.5 million, respectively.

Moving to the South Asia region, export of wooden furniture to the region decreased by 46% to RM106.6 million for the month. Amongst South Asia countries, India recorded the highest intake with export valued at RM96.3 million despite a decrease in intake by 48%. Similarly, exports to Bangladesh were also down by 29% to RM1.2 million. Conversely, export to Maldives improved by 14% to RM8.6 million for the month.

Export to the Central Asia region were down by 3% to RM3.7 million with intake from Kazakhstan reduced by 26% worth RM2.5 million. Meanwhile, import from Armenia increased by 192% worth RM515,706 while Uzbekistan resumed its intake with RM459,410 for the stated period.

Exports to the European Union (“EU”) recorded a decrease of 14% to RM278.6 million from RM324.2 million over its corresponding period in 2022. France as the highest buyer in the bloc reduced its buying by 23% to RM29.6 million followed by Germany with exports down by 38% to RM32.0 million. Nevertheless, export to Belgium showed an improvement by 8% to RM31.5 million. Outside the EU, the United Kingdom was recorded as the largest buyer with an increase of buying by 2% to RM333.0 million from RM327.0 million over its corresponding period in 2022. Similarly, exports to Turkey and Switzerland increased by 57% to RM8.6 million and by 92% to RM9.2 million respectively.

Meanwhile, export to the North America region dropped by 33% to RM3.9 billion from RM5.9 billion in its corresponding period in 2022. Despite the USA being Malaysia’s largest wooden furniture buyer, the country recorded a reduction in sales by 34% to RM3.6 billion from RM5.4 billion in its corresponding period in 2022. Similarly, exports to Canada and Puerto Rico declined by 11% to RM266.7 million and 36% to RM49.8 million respectively.

(Source: MASKAYU, Volume 11, November 2023, Malaysian Timber Industry Board)

5.3. Prospects of our Group

Our Group will emphasise continuous enhancement of operational efficiency to increase competitiveness among global furniture players. This includes implementing a transformation program focused on increasing production efficiency and enhancing product quality. Additionally, ongoing production automation efforts will further improve product precision.

In tandem, our Group will expand its market reach through participation in international trade fairs, overseas sales visits, and development of new products to attract and retain customers, thereby securing new sales orders.

Considering the prevailing global economic uncertainties, our Group is proactively planning and implementing measures to mitigate risks and challenges, while closely monitoring business performance.

Barring any unforeseen circumstances, our Board is cautiously optimistic of the future prospects of our Group.

(Source: Management of Mobilia)

6. EFFECTS OF THE PROPOSED FREE WARRANTS ISSUE

6.1. Issued share capital

The pro forma effects of the Proposed Free Warrants Issue on the issued share capital of our Company are set out below:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	RM	No. of Shares	RM
Issued share capital as at the LPD	699,999,992	36,696,001	699,999,992	36,696,001
Assuming full exercise of Warrants A	-	-	174,999,136	⁽¹⁾ 48,999,758
	699,999,992	36,696,001	874,999,128	85,695,759
Assuming full exercise of Warrants B	174,999,998	⁽²⁾ 26,250,000	218,749,782	⁽²⁾ 32,812,467
Enlarged issued share capital	874,999,990	62,946,001	1,093,748,910	118,508,226

Notes:

- (1) Assuming all the outstanding Warrants A are exercised at the exercise price of RM0.28 per Warrant A.
- (2) Assuming the Warrants B are exercised at the Assumed Exercise Price.

6.2. NA per Share and gearing

The pro forma effects of the Proposed Free Warrants Issue on the NA per Share and gearing of our Group based on the audited consolidated statements of financial position as at 31 December 2023 are as follows:

Minimum Scenario

		(I)	(II)
	Audited as at 31 December 2023	After the Proposed Free Warrants Issue	After (I) and assuming full exercise of Warrants B
	RM'000	RM'000	RM'000
Share capital	36,696	36,696	⁽²⁾ 62,946
Re-organisation reserve	(22,496)	(22,496)	(22,496)
Retained profits	55,659	⁽¹⁾ 55,409	55,409
Total equity / NA	69,859	69,609	95,859
No. of Shares in issue ('000)	700,000	700,000	875,000
NA per Share (RM)	0.10	0.10	0.11
Total borrowings (RM'000)	29,552	29,552	29,552
Gearing ratio (times)	0.42	0.42	0.31

Notes:

- (1) After deducting estimated expenses of approximately RM0.25 million relating to the Proposed Free Warrants Issue which will be funded via internally generated funds.
- (2) Assuming all 174,999,998 Warrants B are exercised at the Assumed Exercise Price.

Maximum Scenario

		(I)	(II)	(III)
	Audited as at 31 December 2023	Assuming full exercise of Warrants A	After (I) and the Proposed Free Warrants Issue	After (II) and assuming full exercise of Warrants B
	RM'000	RM'000	RM'000	RM'000
Share capital	36,696	⁽¹⁾ 85,696	85,696	⁽³⁾ 118,508
Re-organisation reserve	(22,496)	(22,496)	(22,496)	(22,496)
Retained profits	55,659	55,659	⁽²⁾ 55,409	55,409
Total equity / NA	69,859	118,859	118,609	151,421
No. of Shares in issue ('000)	700,000	874,999	874,999	1,093,749
NA per Share (RM)	0.10	0.14	0.14	0.14
Total borrowings (RM'000)	29,552	29,552	29,552	29,552
Gearing ratio (times)	0.42	0.25	0.25	0.20

Notes:

- (1) Assuming all the outstanding Warrants A are exercised at the exercise price of RM0.28 per Warrant A.
- (2) After deducting estimated expenses of approximately RM0.25 million relating to the Proposed Free Warrants Issue which will be funded via internally generated funds.
- (3) Assuming all 218,749,782 Warrants B are exercised at the Assumed Exercise Price.

6.3. Earnings and EPS

The Proposed Free Warrants Issue will not have any material effect on the earnings of our Group for the FYE 2024. However, the EPS of our Group is expected to be diluted as a result of the increase in the number of Shares arising from the exercise of Warrants B.

The effects of the Proposed Free Warrants Issue on the future earnings and EPS of our Company cannot be ascertained at this juncture as it would depend on, among others, the actual exercise price of the Warrants B, the number of Shares issued pursuant to the exercise of Warrants B at any point in time, the potential benefits from the utilisation of proceeds and our Company's future earnings.

6.4. Convertible securities

As at the LPD, save for the outstanding Warrants A, there are no other convertible securities issued by our Company. Based on the Deed Poll A, the Proposed Free Warrants Issue will not give rise to any adjustment to the exercise price and number of outstanding Warrants A.

6.5. Substantial shareholders' shareholdings

The pro forma effects of the Proposed Free Warrants Issue on the shareholdings of the substantial shareholders of our Company based on the register of substantial shareholders of our Company as at the LPD are set out below:

Minimum Scenario

Substantial shareholders	As at the LPD				Assuming full exercise of Warrants B			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	⁽¹⁾ %	No. of Shares	⁽¹⁾ %	No. of Shares	⁽²⁾ %	No. of Shares	⁽²⁾ %
Exelient Sdn Bhd	476,000,000	68.00	-	-	595,000,000	68.00	-	-
Quek Wee Seng	3,080,000	0.44	⁽³⁾ 484,294,475	69.18	3,850,000	0.44	⁽³⁾ 605,368,093	69.18
Quek Wee Seong	3,080,000	0.44	⁽⁴⁾ 483,840,000	69.12	3,850,000	0.44	⁽⁴⁾ 604,800,000	69.12

Notes:

- (1) Based on the total number of issued Shares of 699,999,992 as at the LPD.
- (2) Based on the enlarged number of issued Shares of 874,999,990, assuming full exercise of the Warrants B.
- (3) Deemed interest by virtue of his wife, Leong Yok Moy, his father, Quek Gim Hong @ Keh Gim Hong, his brother, Quek Wee Seong and his direct interests in Exelient Sdn Bhd.
- (4) Deemed interest by virtue of his father, Quek Gim Hong @ Keh Gim Hong, his brother, Quek Wee Seng and his direct interests in Exelient Sdn Bhd.

Maximum Scenario

Substantial shareholders	As at the LPD				(I) (6) Assuming full exercise of Warrants A			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
Exelient Sdn Bhd	476,000,000	68.00	-	-	476,000,000	54.40	-	-
Quek Wee Seng	3,080,000	0.44	(4)484,294,475	69.18	3,080,000	0.35	(4)484,294,475	55.35
Quek Wee Seong	3,080,000	0.44	(5)483,840,000	69.12	3,080,000	0.35	(5)483,840,000	55.30

Substantial shareholders	(II) After (I) and assuming full exercise of Warrants B			
	Direct		Indirect	
	No. of Shares	(3)%	No. of Shares	(3)%
Exelient Sdn Bhd	595,000,000	54.40	-	-
Quek Wee Seng	3,850,000	0.35	(4)605,368,093	55.35
Quek Wee Seong	3,850,000	0.35	(5)604,800,000	55.30

Notes:

- (1) Based on the total number of issued Shares of 699,999,992 as at the LPD.
- (2) Based on the enlarged number of issued Shares of 874,999,128, assuming full exercise of the Warrants A.
- (3) Based on the enlarged number of issued Shares of 1,093,748,910, assuming full exercise of the Warrants A and Warrants B.
- (4) Deemed interest by virtue of his wife, Leong Yok Moy, his father, Quek Gim Hong @ Keh Gim Hong, his brother, Quek Wee Seong and his direct interests in Exelient Sdn Bhd.
- (5) Deemed interest by virtue of his father, Quek Gim Hong @ Keh Gim Hong, his brother, Quek Wee Seng and his direct interests in Exelient Sdn Bhd.
- (6) The substantial shareholders of Mobilia do not hold any Warrants A as at the LPD.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest transacted market prices of Mobilia Shares traded on Bursa Securities for the past 12 months from May 2023 to April 2024 are as follows:

	High	Low
	RM	RM
<u>2023</u>		
May	0.185	0.160
June	0.180	0.155
July	0.175	0.160
August	0.170	0.155
September	0.185	0.160
October	0.175	0.160
November	0.205	0.160
December	0.165	0.150
<u>2024</u>		
January	0.175	0.155
February	0.170	0.160
March	0.170	0.160
April	0.175	0.155

The last transacted market price of Mobilia Shares on 6 May 2024, being the last market day immediately prior to the announcement of the Proposed Free Warrants Issue

RM0.165

The last transacted market price of Mobilia Shares as at the LPD

RM0.165

(Source: Bloomberg)

8. APPROVALS REQUIRED AND CONDITIONALITY

The Proposed Free Warrants Issue is subject to the following approvals being obtained:

- (i) Bursa Securities, which was obtained vide its letter dated 23 May 2024, for the following:
 - (a) the admission of up to 218,749,782 Warrants B to the Official List of Bursa Securities;
 - (b) listing and quotation of up to 218,749,782 Warrants B on the Main Market of Bursa Securities;
 - (c) listing and quotation of up to 218,749,782 new Mobilia Shares to be issued arising from the exercise of the Warrants B on the Main Market of Bursa Securities,

subject to the following conditions:

No.	Conditions	Status of compliance
(i)	Mobilia and HLIB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Free Warrants Issue;	Noted

No.	Conditions	Status of compliance
(ii)	Mobilia and HLIB are required to inform Bursa Securities upon completion of the Proposed Free Warrants Issue;	To be complied
(iii)	Mobilia and HLIB are required to provide a written confirmation that the terms of the Warrants B are in compliance with Paragraph 6.54(3) of the Listing Requirements;	To be complied
(iv)	Mobilia is required to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Free Warrants Issue is completed; and	To be complied
(v)	Mobilia is required to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the exercise of Warrants B as at the end of each quarter together with a detailed computation of listing fees payable.	To be complied
(ii)	our shareholders for the Proposed Free Warrants Issue at our forthcoming EGM; and	
(iii)	any other relevant authorities and/or parties, if required.	

The Proposed Free Warrants Issue is not conditional upon any other proposals undertaken or to be undertaken by our Company.

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of our Directors, major shareholders, chief executive and/or persons connected with them has any interest, direct and/ or indirect, in the Proposed Free Warrants Issue, other than their respective entitlements as shareholders of our Company under the Proposed Free Warrants Issue, the rights of which are also available to all other Entitled Shareholders of our Company as at the Entitlement Date.

10. ESTIMATED TIMEFRAME FOR COMPLETION/ IMPLEMENTATION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Proposed Free Warrants Issue is expected to be completed by the third quarter of 2024.

The tentative timetable for the implementation of the Proposed Free Warrants Issue is as follows:

Tentative Timeline	Events
27 June 2024	EGM
Early July 2024	- Announcement of the exercise price of the Warrants B - Announcement of the Entitlement Date
Mid-July 2024	Entitlement Date
End July 2024	- Listing and quotation of the Warrants B on the Main Market of Bursa Securities pursuant to the Proposed Free Warrants Issue - Completion of the Proposed Free Warrants Issue

11. PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Free Warrants Issue (which is the subject matter of this Circular), our Board is not aware of any other outstanding proposals which have been announced but not yet completed as at the LPD.

12. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board, having considered all aspects of the Proposed Free Warrants Issue, including but not limited to the rationale and effects of the Proposed Free Warrants Issue, is of the opinion that the Proposed Free Warrants Issue is in the best interest of our Company.

Accordingly, our Board recommends that you vote in favour of the resolution pertaining to the Proposed Free Warrants Issue at our forthcoming EGM.

13. EGM

The EGM, the notice which is set out in this Circular, will be held at BEI BOUTIQUE HOTEL, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor on Thursday, 27 June 2024 at 1.00 p.m., or immediately after the conclusion or adjournment (as the case may be) of the Fourth Annual General Meeting of Mobilia which will be held at the same venue and on the same day at 11.00 a.m., whichever is earlier, or at any adjournment thereof for the purpose of considering and if thought fit, passing with or without modifications, the resolution to give effect to the Proposed Free Warrants Issue.

You are entitled to attend and vote at our EGM or appoint a proxy or proxies to attend and vote on your behalf. If you wish to do so, you may deposit the Form of Proxy or power of attorney or certificate of appointment of corporate representatives at Aldpro Corporate Services Sdn. Bhd., B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1 Medan Syed Putra Utara, 59200 Kuala Lumpur not later than forty-eight (48) hours before the time set for the EGM or at adjournment thereof.

The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you wish to do so.

14. FURTHER INFORMATION

You are advised to refer to the attached appendices for further information.

Yours faithfully,
For and on behalf of the Board of
MOBILIA HOLDINGS BERHAD

DATIN SIAH LI MEI
Independent Non-Executive Chairman

INDICATIVE SALIENT TERMS OF THE WARRANTS B

The indicative salient terms of the Warrants B are set out as follows:

Terms	Details
Issuer	Mobilia
Issue size	Up to 218,749,782 Warrants B
Form and denomination	The Warrants B will be issued in registered form and constituted by the Deed Poll B to be executed by our Company and as may be supplemented from time to time.
Tenure	3 years commencing from and inclusive of the date of the issuance of the Warrants B (" Issue Date ").
Exercise Period	The Warrants B may be exercised at any time within the Tenure of the Warrants B commencing from and including the Issue Date and ending at 5.00 p.m. (Malaysia time) on the Expiry Date. Any Warrants B which have not been exercised at the close of business of the Expiry Date will thereafter lapse and cease to be valid.
Exercise Price	The exercise price of the Warrants B shall be determined and fixed by the Board and announced at a later date, after obtaining the relevant approvals. The basis of determining the exercise price of the Warrants B is set out in Section 2.3 of this Circular. The Exercise Price and the number of outstanding Warrants B shall however be subject to the adjustments in accordance with the terms and provisions of the Deed Poll B during the Exercise Period.
Exercise Rights	Each Warrant shall entitle its holders of Warrant B (" Warrant B Holder(s) ") to subscribe for 1 new Mobilia Share at any time during the Exercise Period and at the Exercise Price, subject to adjustments in accordance with the provisions of the Deed Poll B.
Expiry Date	The close of business at 5.00 p.m. in Malaysia on the day immediately preceding the third anniversary of the Issue Date. If such day is not a market day, then it shall be on the immediate preceding market day.
Mode of exercise	The Warrant B Holders must complete and sign the exercise notice (which shall be irrevocable) and deliver the duly completed and executed exercise notice to our Company's share registrar together with a remittance by way of banker's draft or cashier's order or money order or postal order drawn by a bank or post office in Malaysia or electronic transmission in accordance with the Deed Poll B.
Board Lot	For the purpose of trading on Bursa Securities, a board lot of the Warrants B shall be one hundred (100) Warrants B unless otherwise revised by the relevant authorities.

INDICATIVE SALIENT TERMS OF THE WARRANTS B (CONT'D)

Terms	Details
Adjustment in the Exercise Price and/or the number of Warrants B	The Exercise Price and/or the number of Warrants B held by each Warrant B Holder may from time to time be adjusted subject to adjustments under certain circumstances in accordance with the provisions as set out in the Deed Poll B.
Modification of rights of Warrant B Holders	Our Company may, from time to time, without the consent or sanction of the Warrant B Holders but in accordance with the Deed Poll B, modify the Deed Poll B, if such modification made does not materially prejudice the interests of the Warrant B Holders or is made to correct a manifest error or to comply with the prevailing laws of Malaysia. Subject to the above and the approval of any relevant authority, any other modification, alteration or abrogation of the covenants or provisions contained in the Deed Poll B proposed or agreed by our Company, shall be subject to the approval of any relevant authority as required under the law in Malaysia and the approval of the Warrant B Holders sanctioned by special resolution and must be effected only by the Deed Poll B and expressed to be supplemental and comply with the requirements of the Deed Poll B.
Rights of Warrant B Holders	The Warrants B do not entitle the Warrant B Holders to any voting rights in any general meeting of our Company or to participate in any form of distribution and/or offer of further securities in our Company until and unless such Warrant B Holders become shareholders of our Company by exercising their Warrant B for new Mobilia Shares in accordance with the terms and provisions of the Deed Poll B.
Rights in the event of winding up, liquidation, compromise or an event of default	If a resolution has been passed for a members' voluntary winding-up of our Company or where there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for reconstruction of our Company or the amalgamation of our Company with one or more companies, then:- (i) for the purpose of such winding-up, compromise or scheme of arrangement (other than a consolidation, amalgamation or merger in which our Company is the continuing corporation) to which the Warrant B Holders, or some persons designated by them for such purpose by a special resolution, will be a party, the terms of such winding up, compromise or scheme of arrangement shall be binding on all the Warrant B Holders; or (ii) in any other case and to the extent permitted by law, every Warrant B Holder shall be entitled, upon and subject to the terms and conditions of the Warrants B at any time, within 6 weeks after the passing of such resolution for a members' voluntary winding-up of our Company or within 6 weeks from the granting of the court order approving the compromise or arrangement, by the irrevocable surrender of his Warrants B to our Company, elect to be treated as if he had immediately prior to the commencement of such winding-up, compromise or arrangement (as the case may be), exercised the Exercise Rights attached to such Warrants B to the extent specified in the exercise notice(s) and be entitled to receive out of the assets of our Company which would be available in liquidation as if he had on such date been the holder of the Shares to which he would have become entitled pursuant to such exercise and the liquidator of our Company shall give effect to such election accordingly. Upon the expiry of the above six (6) weeks, all Exercise Rights of the Warrants B shall lapse and cease to be valid for any purpose.

INDICATIVE SALIENT TERMS OF THE WARRANTS B (CONT'D)

Terms	Details
Cancellation of Warrants B	Subject to passing of special resolution, our Company may call for a compulsory exchange, surrender or cancellation of unexercised Warrants B in return for shares, other warrants, debentures or other securities or for any other consideration (whether in our Company or in any other company or corporation) (whether incorporated) upon such terms and conditions which our Company deems fit. Any such modification shall be subject to the approval of any relevant authorities, where required.
Listing	The Warrants B will be listed on the Main Market of Bursa Securities.
Transferability	The Warrants B shall be transferable in accordance with the provisions of the Deed Poll B, subject to the provisions of the Securities Industry (Central Depositories) Act, 1991 and the Rules of Bursa Malaysia Depository Sdn Bhd.
Governing Law	Laws of Malaysia.

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FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board, and our Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after having made 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 in this Circular false or misleading.

2. CONSENT AND CONFLICT OF INTERESTS

HLIB, being the Principal Adviser for the Proposed Free Warrants Issue, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

HLIB, its subsidiaries and associated companies as well as its penultimate holding company, namely Hong Leong Financial Group Berhad, and the subsidiaries and associated companies of Hong Leong Financial Group Berhad (collectively, the "**Hong Leong Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, assets and funds management and credit transaction services businesses.

The Hong Leong Group has engaged, and may in the future engage, in transactions with and perform services for our Group. In addition, in the ordinary course of business, any member of the Hong Leong Group may at any time offer or provide its services to or engage in any transaction (on its own account or otherwise) with our Group, hold long or short positions, and may trade or otherwise effect transactions for its own account or the account of its customers in debt or equity securities or senior loans of our Group.

The Hong Leong Group may have, in the ordinary course of its business, granted credit facilities to our Group. As at the LPD, our Group has outstanding credit facilities with the Hong Leong Group amounting to approximately RM0.88 million.

Notwithstanding the above, HLIB is the view that the aforesaid lending relationship would not give rise to a conflict of interest situation in its capacity as the Principal Adviser for the Proposed Free Warrants Issue as:

- (i) HLIB is a licensed investment bank and its appointment as the Principal Adviser and the extension of the credit facilities by the Hong Leong Group arose in its ordinary course of business;
- (ii) the conduct of the Hong Leong Group in its banking business is strictly regulated by the Financial Services Act 2013, Islamic Financial Services Act 2013 and, where applicable, the Capital Markets and Services Act 2007, as well as the Hong Leong Group's own internal controls and checks; and
- (iii) the said credit facilities which is 0.003% of the audited NA of the Hong Leong Group as at 30 June 2023 of RM26.79 billion, are not material.

Save as disclosed above, HLIB has given its written confirmation that there is no situation of conflict of interests that exists or is likely to exist in relation to its role as the Principal Adviser to Mobilia for the Proposed Free Warrants Issue.

FURTHER INFORMATION (CONT'D)

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board is not aware and does not have any knowledge of any proceedings pending or threatened against our Group, or of any facts likely to give rise to any proceedings which has or would have a material and adverse effect on the financial position of our Group.

4. MATERIAL COMMITMENTS

Save as disclosed below, as at the LPD, our Board confirms that there are no other material commitments incurred or known to be incurred by our Group that may have a material impact on the financial results or position of our Group:

	<u>RM'000</u>
Renovation	302

5. CONTINGENT LIABILITIES

As at the LPD, our Board confirms that there are no contingent liabilities incurred or known to be incurred by our Group which, upon becoming due or enforceable, may have a material impact on the financial results or position of our Group.

6. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our Registered Office at No. 7 (1st Floor), Jalan Pesta 1/1, Taman Tun Dr. Ismail 1, Jalan Bakri, 84000 Muar, Johor during normal business hours from 9.00 a.m. to 5.00 p.m. Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of our forthcoming EGM:

- (i) our Constitution;
- (ii) the audited financial statements of our Group for the FYE 2022 and FYE 2023;
- (iii) the latest unaudited quarterly report of our Group for the 3-month financial period ended 31 March 2024;
- (iv) the letter of consent and conflict of interest as referred to in **Section 2** above;
- (v) the Deed Poll A; and
- (vi) the draft Deed Poll B in relation to the Proposed Free Warrants Issue.



MOBILIA HOLDINGS BERHAD
(Registration No.: 202001004249 (1360569-P))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Mobilia Holdings Berhad (“**Mobilia**” or the “**Company**”) will be held at BEI BOUTIQUE HOTEL, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor on Thursday, 27 June 2024 at 1.00 p.m., or immediately after the conclusion or adjournment (as the case may be) of the Fourth Annual General Meeting of Mobilia which will be held at the same venue and on the same day at 11.00 a.m., whichever is earlier, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolution below with or without modification:

ORDINARY RESOLUTION

PROPOSED FREE WARRANTS ISSUE OF UP TO 218,749,782 FREE WARRANTS B IN MOBILIA (“WARRANTS B”) ON THE BASIS OF 1 WARRANT B FOR EVERY 4 EXISTING ORDINARY SHARES IN MOBILIA (“MOBILIA SHARES” OR “SHARES”) HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“ENTITLED SHAREHOLDERS”) (“PROPOSED FREE WARRANTS ISSUE”)

“THAT subject to the approvals of all relevant authorities and/or parties (where applicable), authority be and is hereby given to the Board to allot and issue up to 218,749,782 Warrants B on the basis of 1 Warrant B for every 4 existing Mobilia Shares held by the Entitled Shareholders on the Entitlement Date;

THAT the Board be and is hereby authorised to enter into and execute the deed poll constituting the Warrants B (“**Deed Poll B**”) with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company, and with full powers for the Board to implement, finalise and give full effect to the Deed Poll B;

THAT the Board be and is hereby authorised to allot and issue such appropriate number of Warrants B in accordance with the provisions of the Deed Poll B and where required, to adjust the exercise price and/or the number of Warrants B to be issued (including, without limitation, any additional Warrants B as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll B;

THAT the Board be and is hereby authorised to allot and issue such appropriate number of new Shares pursuant to the exercise of the Warrants B or additional Warrants B issued pursuant to adjustments as provided for under the Deed Poll B by the holders of the Warrants B in accordance with the provisions of the Deed Poll B;

THAT in determining the entitlements under the Proposed Free Warrants Issue, fractional entitlements, if any, shall be disregarded and dealt with in such manner as the Board in its absolute discretion deems fit and expedient, and in the best interest of the Company;

THAT the new Mobilia Shares to be issued pursuant to the exercise of the Warrants B shall, upon allotment, issuance and full payment of the exercise price, rank equally in all respects with the existing Mobilia Shares, save and except that the new Mobilia Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the new Mobilia Shares;

THAT the Board be and is hereby authorised to use the proceeds to be raised from the exercise of the Warrants B for such purposes and in such manner as set out in **Section 2.6** of the circular to shareholders of the Company dated 29 May 2024 ("**Circular**"), and the Board be authorised with full powers to vary the manner and/or purpose of the use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interest of the Company, subject to the approval of the relevant authorities (where required);

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Free Warrants Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Free Warrants Issue."

By Order of the Board

Ng Mei Wan (MIA Member No.: 28862) (SSM Practicing Certificate No.: 201908000801)
Tan Hui Khim (Licence Secretary No.: 0009936) (SSM Practicing Certificate No.: 201908000859)

Company Secretaries

Muar, Johor
29 May 2024

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 20 June 2024 shall be regarded as members and be entitled to attend, participate, speak and vote at the EGM.
2. A Member shall be entitled to appoint any person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.
3. Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised. Any alterations in the Form of Proxy must be initialed by the member.
6. In the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the EGM as his/her/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy, have been duly completed by the member(s).
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at Aldpro Corporate Services Sdn. Bhd., B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1 Medan Syed Putra Utara, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of EGM to vote by way of poll.

CDS Account No.	
No of shares held	

*I/We _____
(full name in capital letters)

*NRIC No./Passport No./Registration No. _____ of _____
(full address)

_____ being a *Member/Members of Mobilia Holdings

Berhad ("Company"), hereby appoint _____ *NRIC No./Passport No.

_____ of _____
(full address)

*and/or _____ *NRIC No./Passport No. _____

of _____
(full address)

or failing *him/her, the Chairman of the Meeting as *my/our proxy to vote for *me/us and on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at BEI BOUTIQUE HOTEL, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor on Thursday, 27 June 2024 at 1.00 p.m. or immediately after the conclusion or adjournment (as the case may be) of the Fourth Annual General Meeting of Mobilia Holdings Berhad which will be held at the same venue and on the same day at 11.00 a.m., whichever is earlier, or at any adjournment thereof and at any adjournment thereof in the manner as indicated below:-

No.	Ordinary Resolution	For	Against
1	Proposed Free Warrants Issue		

[Please indicate with a "x" in the spaces provided whether you wish your votes to be cast for or against the resolution. In the absence of specific instructions, your proxy will vote or abstain as he/she thinks fit]

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:

Proxy	No of Shares	Percentage
1		
2		
Total		100%

.....
Signature of Shareholder or Common Seal

Dated this day of 2024

Notes:

- Only depositors whose names appear in the Record of Depositors as at 20 June 2024 shall be regarded as members and be entitled to attend, participate, speak and vote at the EGM.
- A Member shall be entitled to appoint any person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.

3. Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised. Any alterations in the Form of Proxy must be initialed by the member.
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Personal Data Privacy

By submitting the duly executed Proxy Form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the EGM and any adjournment thereof.

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AFFIX
STAMP

The Share Registrar
ALDPRO CORPORATE SERVICES SDN. BHD.
[Registration No.: 202101043817 (1444117-M)]
B-21-1 Level 21 Tower B Northpoint Mid Valley City
No. 1 Medan Syed Putra Utara
59200 Kuala Lumpur

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Fold this flap for sealing