

Circular/Notice to Shareholders

Amended Announcements

Please refer to the earlier announcement reference number: JJ-141017-51783

JAVA BERHAD

Subject JAVA BERHAD ("JAVA")
 - NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST
 DATE FOR THE EXERCISE OF WARRANTS 2004/2014

Attachments

Java Berhad - Notice to Warrant Holders dated 20 October 2014.pdf
352 KB

Announcement Info

Company Name	JAVA BERHAD
Stock Name	JAVA
Date Announced	21 Oct 2014
Category	PDF Submission
Reference No	JJ-141021-C4DAD

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, solicitor, accountant, banker or other professional adviser immediately.

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(Company No. 2511-M)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE TO WARRANT HOLDERS 2004/2014

IN RELATION TO THE

EXPIRY AND LAST DATE FOR EXERCISE OF WARRANTS 2004/2014
STOCK NAME : JAVA-WA
WARRANT CODE : 2747WA

IMPORTANT RELEVANT DATES

Last date and time for trading of Warrants 2004/2014	: Wednesday, 12 November 2014 at 5.00 p.m.
Date and time of suspension of trading of Warrants 2004/2014	: Thursday, 13 November 2014 at 9.00 a.m.
Last date and time for exercise of Warrants 2004/2014	: Friday, 28 November 2014 at 5.00 p.m.
Date and time of expiring of Warrants 2004/2014	: Friday, 28 November 2014 at 5.00 p.m.
Removal of Warrants 2004/2014 from the Official List of Bursa Securities	: Monday, 1 December 2014 at 9.00 a.m.

This Circular is dated 20 October 2014

DEFINITIONS

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

Board	:	Board of Directors of JAVA
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
CDS	:	Central Depository System
Conditions	:	The terms and conditions of the Warrants as set out in the Second Schedule of the Deed Poll (as the same may from time to time be modified or amended in accordance with the provisions of the Deed Poll) and a reference to a particular condition shall be construed accordingly.
Deed Poll	:	The Deed Poll dated 18 August 2004
Depositor	:	A holder of a Securities Account
Directors	:	The Directors for the time being of the Company
Exercise Date	:	In relation to any Warrant, each date on which a duly completed Exercise Form exercising of the Subscription Rights represented therein is received by the Registrar with the Subscription Money and otherwise in accordance with the exercise of Subscription Rights as stated in Section 4, provided that if such Rights exercised during a period when the Record of Depositors is closed or if that is not a Market Day, the Exercise Date will be the next following Market Day on which such register is open or at the close of business at 5.00 p.m. in Malaysia on a date being ten (10) years from the date of first issue of the Warrants, whichever date first occurs.
Exercise Form	:	The form as set out in the Appendix A
Exercise Period	:	The period commencing on and including the date of issue of the Warrants and ending on the Expiry Date.
Exercise Price	:	RM1.00 only payable in respect of each new JAVA Share to which a Warrant Holder will be entitled to subscribe upon exercise of the Subscription Rights.
Expiry Date	:	The date falling on the Market Day immediately preceding the date which is the tenth (10 th) year from the issue date of the Warrants i.e. from 29 November 2004 to 28 November 2014, in accordance with the provisions of the Deed Poll.
Market Day	:	A day on which Bursa Securities is open for trading of securities

DEFINITIONS (Cont'd)

Record of Depositors	:	A record of the Depositors as provided by Bursa Depository to the Company under Chapter 24 of SIA and the Rules
RM and Sen	:	Ringgit Malaysia and sen respectively
Rules	:	The Rules of Bursa Depository and any appendices thereto
JAVA or Company	:	Java Berhad (2511-M)
JAVA Share(s) or Share(s)	:	Ordinary Share(s) of RM1.00 each in JAVA
SIA	:	The Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof and any and every other legislation for the time being in force made thereunder
Subscription Money	:	In relation to the exercise by any Warrant Holder of his Subscription Rights in respect of his Warrants, the amount calculated by multiplying the Exercise Price by the aggregate number of new Ordinary Shares in respect of which the Subscription Rights are being exercised at the same time.
Subscription Rights	:	The rights of a Warrant Holder to subscribe for the number of new Ordinary Share at the Exercise Price and upon the terms of and subject to the Conditions.
Warrant(s)	:	The warrant(s) issued by the Company on 29 November 2004 constituted by the Deed Poll which entitle the Warrant Holders to the Exercise Rights
Warrant Holder(s)	:	The Depositors whose names appear in the Record of Depositors as holders of the Warrants and "Warrant Holder" means any of them

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(Company No: 2511-M)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:
Suite 2.02, Level 2
Wisma E & C
No. 2, Lorong Dungun Kiri
Damansara Heights
50490 Kuala Lumpur

20 October 2014

Board of Directors:

Dato' Dr. Abu Talib Bin Bachik (*Chairman/Independent Non-Executive Director*)
Sy Choon Yen (*Executive Director*)
En. Mohd Zulkhairis Bin Mohd Zain (*Independent Non-Executive Director*)
YBM Tunku Mahmood Bin Tunku Mohammed D.K. (*Independent Non-Executive Director*)

To: The Warrant Holders of Java Berhad

Dear Sir/Madam

NOTICE OF EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2004/2014

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions as stipulated in the Deed Poll governing the Warrants, the subscription rights of the Warrants will expire at 5.00 p.m. on Friday, 28 November 2014. The outstanding number of warrants as at 15 October 2014, being the latest practicable date prior to the printing of this Notice is 24,467,846.

Warrant Holders should note that all outstanding Warrants which are not exercised on the Expiry Date will lapse and become null and void and cease to be exercisable thereafter. Accordingly, the Warrants will be removed from the Official List of the Bursa Securities with effect from 9.00 a.m. on Monday, 1 December 2014.

Warrant Holders are therefore advised to carefully read the procedures set out below:-

1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

To facilitate the exercise of the Exercise Rights of the Warrants, trading of Warrants on Bursa Securities will be suspended with effect from 9.00 a.m. on Thursday, 13 November 2014 until the Expiry Date. Hence, the last trading day of the Warrants will be up to 5.00 p.m. on Wednesday, 12 November 2014.

2. EXERCISE PRICE

The Exercise Price of the Warrants is RM1.00 for each new JAVA Share. Accordingly, if you exercise the conversion of 1,000 Warrants into 1,000 new JAVA Shares, the Subscription Money payable shall be RM1,000.00.

3. PAYMENT OF EXERCISE PRICE

The remittance of the Exercise Price must be made in full and payable in Ringgit Malaysia by banker's draft or cashier's order drawn on a bank in Malaysia made out in favour of "JAVA BERHAD" crossed A/C Payee Only for the full amount of the Subscription Money payable in respect of the Warrants exercised and endorsed on the reverse side with the name, old and new NRIC No./Company No./Passport No./Armed Forces No./Police Personnel No. and address of the Warrant Holder PROVIDED ALWAYS THAT any exercise of Warrants must comply with exchange control regulations and requirements imposed by Bank Negara Malaysia and other prevailing statutory requirements for the time being applicable.

Any payment of the Subscription Money shall be made free of any foreign exchange commissions, remittance charges or other deductions.

If the relevant payment received by the Company in respect of an exercising Warrant Holder's purported payment of the Subscription Money relating to all the relevant Warrants lodged with the Company is less than the full amount of such Subscription Money required, the Warrant Holders authorises the Company to, and the Company may, but is not obliged to, treat the exercise by the Warrant Holder of the Subscription Rights of such a reduced number of Warrants (in even multiples of Board Lots of 100 Warrants or in such other whole number of warrant, as the Company may determine) such that the relevant payment made for the new Ordinary Shares shall thereafter be sufficient to pay for the full amount of the Subscription Money required in respect of the reduced number of Warrants. In such an event, the Warrant holder is deemed to have exercised his Subscription Rights in respect of such reduced number of Warrants.

4. EXERCISE OF SUBSCRIPTION RIGHTS

In order to exercise the Subscription Rights, a Warrant Holder must:-

- (i) complete and sign the Exercise Form, additional copies of which can be obtained from the Company Secretary at the address stated in Section 6 below during its normal business hours;
- (ii) deliver to the Secretary before 5.00 p.m. on or before the Expiry Date the following:
 - (a) the duly completed Exercise Form; and
 - (b) pay the Subscription Money in accordance with the provisions of payment of Exercise Price in Section 3 above.

The Company shall within eight (8) Market Days (or such other period which may be prescribed by Bursa Securities) after receiving the duly completed Exercise Form together with the Subscription Money;

- (i) allot and issue the new JAVA Shares arising from the exercise of Warrants;
- (ii) dispatch the notices of allotment to the Warrant Holders; and
- (iii) make an application to Bursa Securities for quotation for such new JAVA Shares.

New Ordinary Shares to be issued upon the exercise of the Subscription Rights attached to the Warrant will with effect from the relevant Exercise Date upon the allotment and issuance, be credited as fully paid up and rank in all respect *pari passu* with the then existing Ordinary Shares save and except that they will not be entitled to any dividends, rights, allotments, and/or distribution unless the allotment of the new Ordinary Shares were made on or prior to the entitlement date for such dividends, rights, allotments and/or distributions.

The new Ordinary Shares arising from the exercises of the Subscription Rights represented by the Warrant, the new Ordinary Shares arising from such exercise will be credited into the CDS Account of the Warrant Holder and no physical share certificates for the new Ordinary Shares will be issued to the Warrant Holder in respect of the said exercise. The Company shall be authorised to notify Bursa Depository to debit the CDS Account of the Warrant Holder exercising the Subscription Rights by the amount of the Warrants exercised by the Warrant Holder.

5. BOOK CLOSURE DATE IN RELATION TO WARRANT 2004/2014

FURTHER NOTICE IS HEREBY GIVEN THAT:

- (i) Bursa Depository will not be accepting any request for transfer of the Warrants for the period commencing 4.00 p.m. on Friday, 21 November 2014 up to the Expiry Date;
- (ii) A Depositor shall qualify for entitlement to subscriber for new JAVA Shares only in respect of the following:
 - (a) Warrants transferred into the Depositor's CDS Account before 4.00 p.m. on Friday, 21 November 2014 in respect of transfers; or
 - (b) Warrants bought on Bursa Securities on or before Wednesday, 12 November 2014 at 5.00 p.m., being the last day of trading of the Warrants.

All unexercised Warrants remaining in the Depositor's CDS Account as at the Expiry Date will be debited from the respective Depositor's CDS Account on Monday, 1 December 2014.

6. CONTACT DETAILS FOR ENQUIRIES

All enquiries concerning the above should be addressed to the Company Secretary at:

Suite M.02, Mezzanine Floor, Wisma E & C
No. 2, Lorong Dungun Kiri
Damansara Heights
50490 Kuala Lumpur
Tel: 03-2092 3535
Fax: 03-2093 9690

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Directors of JAVA, and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after making 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 Notice false or misleading.

By Order of the Board

LIM SIEW TING (MAICSA 7029466)
Secretary

Kuala Lumpur
20 October 2014



Expiry Date of Exercise Period 28 November 2014

(Company No. 2511-M)
 (Incorporated under the Companies Act, 1965)

**WARRANTS 2004/2014 TO SUBSCRIBE FOR NEW ORDINARY SHARES
 OF RINGGIT MALAYSIA ONE (RM1.00) EACH IN THE CAPITAL OF THE COMPANY**

Exercise Form

Particulars of Depositor

* Name of Depositor (Applicant) : _____

* Old NRIC/Passport/Armed Forces/Police
 Personnel/Registration No. : _____

* New NRIC No. : _____

* Correspondence Address of Depositor : _____

Telephone Number(s) : _____

[* All information given above must be as per information in the records of the Bursa Malaysia Depository Sdn Bhd ("Bursa Depository")]

Name of Registrar **BOARDROOM CORPORATE SERVICES (KL) SDN BHD**
 Lot 6.05, Level 6, KPMG Tower
 8 First Avenue, Bandar Utama
 47800 Petaling Jaya
 Selangor Darul Ehsan
 Tel: 03-7720 1188
 Fax: 03-7720 1111

To. **JAVA BERHAD ("the Company")**

I/We acknowledge that :

- (i) hereby confirm and declare that all information provided by me herein is true and correct;
- (ii) hereby confirm and declare that the information indicated with an asterisk (*) is identical with the information in the records of Bursa Depository with regard to my CDS Account(s) and further agree and confirm that in the event the aforesaid information differs from the information in Bursa Depository's records as mentioned earlier, the exercise of my rights hereunder may be rejected;



- (iii) hereby irrevocably elect, upon and subject to the conditions as set out in the Deed Poll dated the 18th day of August 2004 executed by the Company constituting the issue of the Warrants, to exercise my Subscription Rights in relation to the type and quantity(ies) of Warrants in respect of the quantity(ies) of New Shares of the Company specified below and to subscribe and make payment as hereafter provided for such number of New Shares of the Company at the Exercise Price of Ringgit Malaysia One (RM1.00) only for each New Share or such adjusted price as may for the time being applicable in accordance with the Deed Poll thereof, and agree to accept such New Shares subject to the terms of the Memorandum and Articles of Association of the Company;
- (iv) hereby make payment in full of the Exercise Monies for the New Shares in the quantity(ies) specified below by banker's draft/ bank's demand draft/ cashier's order/ money/ postal order issued by a post office in Malaysia bearing number made out in favour of "JAVA BERHAD" crossed A/C Payee only and amounting to RM..... together with payments of all other fees including stamp duty (if any) and taxes payable in respect of the exercise of the Subscription Rights unless the Company is mandatorily obliged to make such payments pursuant to the Deed Poll or as required by the Bursa Securities by bankers' draft/ bankers' demand draft/ cashier's order/ money order or postal order issued by a post office in Malaysia amounting to RM..... made out in favour of "JAVA BERHAD" crossed A/C Payee only;
- (v) hereby authorise you to instruct Bursa Depository to debit the quantity(ies) of securities specified below from my CDS Account(s) in the exercise of my rights herein in accordance with the provisions of the Deed Poll;
- (vi) hereby confirm that the Warrants for the exercise of rights are or have been designated as "free securities" in my CDS Account(s);
- (vii) where I am entitled to receive New Shares upon the exercise of my rights herein, I hereby authorize you to instruct Bursa Depository to credit the quantity(ies) of New Shares specified below into my CDS Account(s) stated below and for the notice of allotment to be dispatched to me at my risk to the correspondence address mentioned herein;
- (viii) hereby confirm that after the submission of this form to the Company, I shall not dispose, transfer or charge the securities intended for the exercise of rights herein, until the exercise is completed by the debiting of the securities from my CDS Account(s) or the exercise is rejected by the Company, whichever shall be applicable.

Securities Code	ACCOUNT FOR DEBITING WARANTS					ACCOUNT FOR CREDITING NEW ORDINARY SHARES				
	Quantity	Securities Account Number				Quantity	Securities Account Number			
		ADA Code	Branch Code	Account Number			ADA Code	Branch Code	Account Number	

* Please complete and/ or delete as applicable

Dated the day of 2014

Signature :



Notes:

1. No scrip will be issued to the Depositor in respect of the new ordinary shares issued as the result of any exercise of rights represented by the Warrants;
2. No Warrant holder shall be allowed to instruct crediting of New Shares into the Securities Account of a person other than into a CDS Account in the name of the person exercising the rights under this Exercise Form;
3. In exercising the Subscription Rights, compliance must be made with any exchange control or other statutory requirements for the time being applicable and the provision of the Securities Industry (Central Depositories) Act 1991, and the Rules;
4. A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Memorandum and Articles of Association and a copy of the certified true copy of which must be lodged or registered with the Registrar.
5. Terms and expressions used in this Exercise Form shall have the same meaning as defined in the Deed Poll constituting the issue of the Warrants.
6. Subject to these Conditions, the Subscription Rights can be exercised by the Depositor at any time during the period commencing on and including the 29th day of November 2004 and expiring on the close of business in Malaysia on the 28th day of November 2014;
7. The Exercise Price shall be Ringgit Malaysia One (RM1.00) for each New Share or such price as may be adjusted in accordance with Conditions of the Deed Poll;
8. Any Subscription Rights which has not been exercised at the close of business in Malaysia on the 28th day of November 2014 will lapse and every Warrant will cease thereafter to be valid for any purpose;
9. The attention of Warrant holders are drawn to Rule 6(1) of Part II of the Malaysian Code on Takeovers and Mergers 1998 and relevant practice notes, if any and provisions of the Securities Commission Act 1993 as amended from time to time. In particulars, a Warrant holder should note that he may be under an obligation to extend a takeover offer of the Company if:-
 - (a) the Warrant Holder has obtained control in the Company; or
 - (b) the Warrant Holder holds more than thirty-three per centum (33%) but less than fifty per centum (50%) of the voting rights of the Company and intends to acquire additional New Shares by the exercise of the Subscription Rights represented by the Warrants or otherwise in any period of six (6) months, increasing such percentage of the voting rights by more than two per centum (2%); or
 - (c) the Warrant Holder, together with persons acting in concert with him hold less than thirty three per centum (33%) of the voting shares of the Company and thereafter the Warrant Holder or any one of the persons acting in concert with him, acquires voting shares of the Company such that the combined holding of the Warrant Holder and the persons acting in concert with him exceeds thirty three per centum (33%); or
 - (d) the Warrant Holder, together with persons acting in concert with him, hold more than thirty three per centum (33%) of the voting shares of the Company and where an acquisition of voting shares of the Company by the Warrant Holder result in:-
 - (i) one or more members of the group of persons acting in concert (including the Warrant Holder) acquiring or being entitled to exercise or control the exercise of more than thirty three per centum (33%) of the voting shares of the Company; or
 - (ii) one or more members of the group acting in concert (including the Warrant Holder) holding more than thirty three per centum (33%) and less than fifty per centum (50%) of the voting shares of the Company, acquiring more than two per centum (2%) of the voting shares in the Company in any six (6) month period; or

- (e) the Warrant Holder, together with persons acting in concert with him, hold more than fifty per centum (50%) of the voting shares of the Company and the Warrant Holder acquires voting shares sufficient to increase his holding to more than thirty three per centum (33%) of the Company or, if he holds more thirty three per centum (33%) and less than fifty per centum (50%), acquires more than two per centum (2%) of the voting shares of the Company in any six (6) month period.
10. The Bursa Depository does not recognize joint account holders. For the avoidance of doubt, if no CDS account number is provided, any exercise or purported exercise of the Exercise Rights shall be deemed to be invalid.
11. Where the relevant payment made for the New Shares is less than the full settlement of the Exercise Money required, the Warrant holder authorizes the Company to, and the Company may, but is not obliged to, treat the exercise by the Warrant holder of the Exercise Rights as an exercise by the Warrant holder of the Exercise Rights of such a reduced number of Warrants (in even multiples of Board Lots of 100 Warrants or in such other whole number of Warrants, as the Company may determine) such that the relevant payment made for the New Shares shall thereafter be sufficient to pay for the full amount of the Exercise Money required in respect of the reduced number of Warrants. In such an event, the Warrant holder is deemed to have exercised his Exercise Rights in respect of such reduced number of the Warrants.
12. The Warrant holder must pay a fee of RM20.00 to the Share Registrar for debiting/ crediting of the CDS Account(s).

REGISTRAR AND TRANSFER OFFICE:- **BOARDROOM CORPORATE SERVICES (KL) SDN BHD**
Lot 6.05, Level 6, KPMG Tower
8 First Avenue, Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan

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