

THIS CIRCULAR 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, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, 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 Circular.

This Circular has been reviewed and approved by M&A Securities Sdn Bhd, who is the Adviser to Solarvest Holdings Berhad ("**Solarvest**" or "**Company**") for the Proposals (as defined herein).

SOLARVEST 

SOLARVEST HOLDINGS BERHAD
(Registration No. 201701033607 (1247778-U))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

- (I) PROPOSED BONUS ISSUE OF 105,655,913 WARRANTS ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 4 EXISTING ORDINARY SHARES IN SOLARVEST ("SOLARVEST SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER; AND**
- (II) PROPOSED BONUS ISSUE OF UP TO 264,139,784 SOLARVEST SHARES ("BONUS SHARE(S)") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EXISTING SOLARVEST SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER**

(COLLECTIVELY REFERRED AS "PROPOSALS")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser



M&A SECURITIES SDN BHD (197301001503 (15017-H))

(A Wholly-Owned Subsidiary of Insas Berhad)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting ("**EGM**") of the Company will be conducted fully virtual through live streaming and online remote voting using Remote Participation and Voting facilities via TIIH Online website at <https://tiih.online> from the broadcast venue at Meeting Room of Solarvest Holdings Berhad, D-36-06, 3 Two Square, No. 2, Jalan 19/1, 46300 Petaling Jaya, Selangor Darul Ehsan, on Friday, 5 February 2021 at 10.00 a.m. The Notice of EGM and Proxy Form are enclosed together with this Circular.

A member entitled to attend, participate and vote remotely at the EGM is entitled to appoint not more than two (2) proxies to attend, participate and vote remotely on his/her behalf. In such event, the completed and signed Proxy Form should be lodged at the Share Registrar's office at Tricor Investors & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively at the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof. Alternatively, the Proxy Form may also be electronically submitted via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for the Extraordinary General Meeting for further details. The lodging of the Proxy Form shall not preclude you from attending, participating and voting remotely in person at the EGM using the Remote Participation and Voting facilities, should you subsequently wish to do so.

Last date and time for lodging the Proxy Form : Wednesday, 3 February 2021 at 10.00 a.m.

Date and time of EGM : Friday, 5 February 2021 at 10.00 a.m. or any adjournment thereof

This Circular is dated 21 January 2021

DEFINITION

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

“Act”	: The Companies Act, 2016, as amended from time to time, and any re-enactments thereof
“Additional Warrants”	: Up to 52,827,956 additional Warrants to be issued pursuant to the adjustment arising from the Proposed Bonus Issue of Shares in accordance with the Deed Poll
“Adjustments”	: Adjustments comprising the issuance of Additional Warrants to the Warrant holders and adjustment to the exercise price of Warrants to RM1.00 arising from the Proposed Bonus Issue of Shares in accordance with the Deed Poll
“AMLR”	: ACE Market Listing Requirements of Bursa Securities, as may be amended from time to time
“Board”	: Board of Directors of Solarvest
“Bonus Share(s)”	: Up to 264,139,784 new Solarvest Shares to be issued pursuant to the Proposed Bonus Issue of Shares
“Bonus Shares Entitled Shareholders”	: Shareholders of Solarvest whose names appear in Solarvest’s Record of Depositors on the Bonus Shares Entitlement Date
“Bonus Shares Entitlement Date”	: A date to be determined and announced later by the Board after the completion of the Proposed Bonus Issue of Warrants, as at the close of business on which the shareholders of Solarvest must be registered in the Record of Depositors of the Company in order to be entitled to the Proposed Bonus Issue of Shares
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
“Circular”	: This circular to shareholders of Solarvest dated 21 January 2021
“Deed Poll”	: Deed Poll governing the Warrants to be executed by the Company and as may be supplemented from time to time
“EGM”	: Extraordinary General Meeting
“EPS”	: Earnings per Share
“FYE”	: Financial year ended / ending 31 March, as the case may be
“LPD”	: 31 December 2020, being the latest practicable date prior to the date of printing of this Circular
“M&A Securities”	: M&A Securities Sdn Bhd (Registration No. 197301001503 (15017-H))
“Minimum Scenario”	: Assuming no exercise of Warrants prior to the Bonus Shares Entitlement Date

DEFINITION (cont'd)

“Maximum Scenario”	: Assuming all the Warrants are exercised prior to the Bonus Shares Entitlement Date
“NA”	: Net assets
“Official List”	: The list specifying all securities listed on the ACE Market of Bursa Securities
“Proposals”	: The Proposed Bonus Issue of Warrants and Proposed Bonus Issue of Shares, collectively
“Proposed Bonus Issue of Shares”	: Proposed bonus issue of up to 264,139,784 Bonus Shares on the basis of 1 Bonus Share for every 2 existing Solarvest Shares held by the Bonus Shares Entitled Shareholders on the Bonus Shares Entitlement Date
“Proposed Bonus Issue of Warrants”	: Proposed bonus issue of 105,655,913 Warrants on the basis of 1 Warrant for every 4 existing Solarvest Shares held by the Warrants Entitled Shareholders on the Warrants Entitlement Date
“Record of Depositors”	: A record of securities holders established and maintained by Bursa Malaysia Depository Sdn Bhd
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“Solarvest” or “Company”	: Solarvest Holdings Berhad (201701033607 (1247778-U))
“Solarvest Group” or “Group”	: Solarvest and its subsidiaries, collectively
“Solarvest Share(s)” or “Share(s)”	: Ordinary share(s) in Solarvest
“VWAP”	: Volume weighted average market price
“Warrants”	: Up to 105,655,913 warrants to be issued pursuant to the Proposed Bonus Issue of Warrants
“Warrants Entitled Shareholders”	: Shareholders of Solarvest whose names appear in Solarvest’s Record of Depositors on the Warrants Entitlement Date
“Warrants Entitlement Date”	: A date to be determined and announced later by the Board, as at the close of business on which the shareholders of Solarvest must be registered in the Record of Depositors of the Company in order to be entitled to the Proposed Bonus Issue of Warrants
“5D-VWAP”	: 5-day volume weighted average market price

For the purpose of this Circular, all references to a time of day shall be a reference to Malaysian time unless otherwise stated. In this Circular, words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine gender and vice versa. References to persons shall, where applicable, include corporations.

Certain figures included in this Circular have been subject to rounding adjustments. References to “we”, “us”, “our” and “ourselves” are to our Company save where the context otherwise requires, our subsidiaries and to “you” or “your” are to the shareholders of the Company.

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EXECUTIVE SUMMARY

THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION OF THE PROPOSALS. SHAREHOLDERS OF SOLARVEST ARE ADVISED TO READ THE CIRCULAR AND ITS APPENDIX FOR FURTHER DETAILS AND NOT TO SOLELY RELY ON THIS EXECUTIVE SUMMARY IN FORMING A DECISION ON THE PROPOSALS BEFORE VOTING AT THE FORTHCOMING EGM

The Board is recommending shareholders of Solarvest to vote **IN FAVOUR** of the resolutions in relation to the Proposals to be tabled at the forthcoming EGM.

Key information	Description	Reference to Circular
Summary	<p>: Proposed Bonus Issue of Warrants</p> <p>Proposed bonus issue of 105,655,913 warrants on the basis of 1 Warrant for every 4 existing Solarvest Share held on the Warrants Entitlement Date.</p> <p>Proposed Bonus Issue of Shares</p> <p>Proposed bonus issue of up to 264,139,784 Solarvest Shares on the basis of 1 Bonus Share for every 2 existing Solarvest Shares held on the Bonus Shares Entitlement Date.</p>	Section 2
Rationale	<p>: Proposed Bonus Issue of Warrants</p> <p>(a) reward existing shareholders of the Company for their continuous support by enabling them to participate in convertible securities of the Company without incurring any cost;</p> <p>(b) provide existing shareholders of the Company with an opportunity to increase their equity participation in the Company at a pre-determined price during the tenure of the Warrants;</p> <p>(c) allow existing shareholders of the Company to benefit from any potential capital appreciation of the Warrants; and</p> <p>(d) help to strengthen the Company's capital base and shareholders' funds as well as potentially provide additional working capital for the Group, as and when the Warrants are exercised.</p> <p>Proposed Bonus Issue of Shares</p> <p>(a) reward the existing shareholders of the Company for their support; and</p> <p>(b) enhance the marketability and trading liquidity of the Solarvest Shares on ACE Market of Bursa Securities.</p>	Section 3
Approvals required	<p>: The Proposals are subject to the following approvals being obtained:</p> <p>(a) Bursa Securities, for the following:</p>	Section 6

EXECUTIVE SUMMARY

- (i) admission of the Warrants to the Official List of Bursa Securities;
 - (ii) listing of and quotation for the Bonus Shares;
 - (iii) listing of and quotation for the Additional Warrants; and
 - (iv) listing of and quotation for the new Shares to be issued arising from the exercise of the Warrants and Additional Warrants,

on the ACE Market of Bursa Securities, which was obtained on 13 January 2021;
- (b) shareholders of Solarvest for the Proposals at the forthcoming EGM of the Company; and
 - (c) any other relevant authority, if required.

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SOLARVEST HOLDINGS BERHAD

(Registration No. 201701033607 (1247778-U))
(Incorporated in Malaysia)

Registered Office:

No.7-1, Jalan 109F
Plaza Danau 2
Taman Danau Desa
58100 Kuala Lumpur

21 January 2021

Directors:

Dato' Che Halin Bin Mohd Hashim (*Independent Non-Executive Chairman*)
Lim Chin Siu (*Managing Director*)
Tan Chyi Boon (*Executive Director*)
Chiau Haw Choon (*Non-Independent Non-Executive Director*)
Fong Shin Ni (*Independent Non-Executive Director*)
Gan Teck Hooi (*Independent Non-Executive Director*)

To: Shareholders of Solarvest Holdings Berhad

Dear Sir / Madam,

- **PROPOSED BONUS ISSUE OF WARRANTS; AND**
- **PROPOSED BONUS ISSUE OF SHARES**

(COLLECTIVELY REFERRED AS THE "PROPOSALS")

1. INTRODUCTION

On 15 December 2020, M&A Securities had, on behalf of the Board, announced that the Company proposed to undertake the Proposals.

Subsequently, M&A Securities had announced that Bursa Securities had vide its letter dated 13 January 2021, approved in-principle the following:

- (a) Admission to the Official List and listing of and quotation for 105,655,913 Warrants to be issued pursuant to the Proposed Bonus Issue of Warrants;
- (b) The listing of and quotation for up to 264,139,784 Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares;
- (c) The listing of and quotation for up to 52,827,956 Additional Warrants arising from the Adjustments pursuant to the Proposed Bonus Issue of Shares; and
- (d) The listing of and quotation for 105,655,913 and up to 52,827,956 new Solarvest Shares to be issued arising from the exercise of Warrants and Additional Warrants respectively,

on the ACE Market of Bursa Securities.

Bursa Securities' approval-in-principle is subject to the following conditions:

Conditions	Status of Compliance
1. Solarvest and M&A Securities must fully comply with the relevant provisions under the AMLR pertaining to the implementation of the Proposals;	To be complied.
2. Solarvest and M&A Securities to inform Bursa Securities upon the completion of the Proposals;	To be complied.
3. Solarvest to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposals is completed;	To be complied.
4. Solarvest and M&A Securities are required to make the relevant announcements pursuant to Rules 6.36(2)(a)&(b) and 6.36(4) of the AMLR in respect of the Proposed Bonus Issue of Shares; and	To be complied.
5. Solarvest to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the exercise of Warrants as at the end of each quarter together with a detailed computation of listing fees payable.	To be complied.

The purpose of this Circular is to provide you with the details of the Proposals, to set out the Board's opinion and recommendation in relation to the Proposals and to seek your approval for the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM of the Company. The Notice of EGM together with the Proxy Form are enclosed with this Circular.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX BEFORE VOTING ON THE RESOLUTIONS TO GIVE EFFECT TO THE PROPOSALS AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSALS

2.1 Details of the Proposed Bonus Issue of Warrants

2.1.1 Basis and number of Warrants to be issued

As at LPD, Solarvest has a total issued share capital of RM98,411,993 comprising 422,623,655 Solarvest Shares.

The Proposed Bonus Issue of Warrants will entail an issuance of 105,655,913 Warrants on the basis of 1 Warrant for every 4 existing Solarvest Shares held by the Warrants Entitled Shareholders.

The basis of the Proposed Bonus Issue of Warrants was determined after taking into consideration the following:

- (a) the Warrants are issued at no cost to the Warrants Entitled Shareholders;
- (b) the enlarged number of Solarvest Shares upon exercise of the Warrants;
- (c) the dilutive effect on Solarvest's EPS upon exercise of the Warrants; and
- (d) the number of new Solarvest Shares which arise from the exercise of the Warrants

must not exceed 50% of the Company's total number of issued shares at all times, in compliance with Rule 6.51 of the AMLR.

Fractional entitlements of the Warrants arising from the Proposed Bonus Issue of Warrants, if any, will be disregarded and shall be dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company. The Proposed Bonus Issue of Warrants are subject to moratorium in the same proportion as the promoter's shareholdings which are currently under moratorium.

The Warrants Entitlement Date will be determined and announced at a later date after all relevant approvals for the Proposals have been obtained. The Proposed Bonus Issue of Warrants will be implemented in a single tranche.

No reserves will be capitalised for the issuance of Warrants under the Proposed Bonus Issue of Warrants.

2.1.2 Basis of determining and justification for the exercise price of the Warrants

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

The exercise price of the Warrants is fixed at RM1.50 each after taking into consideration the following:

- (a) the historical price movement of Solarvest Shares;
- (b) the 5D-VWAP of Solarvest Shares and prevailing market conditions; and
- (c) the future funding requirements of Solarvest Group.

The exercise price of the Warrants of RM1.50 represents a discount of approximately 22.2% to the 5D-VWAP of Solarvest Shares up to and including LPD of RM1.9274 per Share. The exercise price of the Warrants was set at a discount as the purpose of the Proposed Bonus Issue of Warrants is to reward Solarvest shareholders for their continued support.

For illustrative purposes, the theoretical ex-price of Solarvest Shares for the Proposed Bonus Issue of Warrants, computed based on the 5D-VWAP of Solarvest Shares up to and including the LPD of RM1.9274 per Share, is RM1.8419 per Share. The exercise price of the Warrants of RM1.50 represents a discount of approximately 18.6% to the said theoretical ex-price.

2.1.3 Listing of and quotation for the Warrants and new Solarvest Shares to be issued from the exercise of Warrants

The approval from Bursa Securities was obtained on 13 January 2021 for the admission of the Warrants to the Official List of Bursa Securities as well as the listing of and quotation for the Warrants and new Solarvest Shares to be issued arising from the exercise of the Warrants on the ACE Market of Bursa Securities.

2.1.4 Salient terms of the Warrants

<u>Terms</u>	<u>Details</u>
Issue size	: 105,655,913 Warrants
Form	: The Warrants will be issued in registered form and constituted by the Deed Poll.

<u>Terms</u>	<u>Details</u>
Tenure	: 5 years commencing from and inclusive of the date of issuance of the Warrants (" Issue Date ").
Exercise Rights	: Each Warrant entitles the registered Warrant holder to subscribe for 1 new Solarvest Share at the Exercise Price at any time during the Exercise Period, subject to the provisions of the Deed Poll.
Exercise Price	: RM1.50, being the amount payable in respect of each new Solarvest Share to which a Warrant holder is entitled to subscribe for, or such adjusted price in accordance with the Deed Poll.
Exercise Period	: The Warrants may be exercised at any time during the Tenure of the Warrants commencing from and including the Issue Date and ending at 5.00 p.m. on the Expiry Date. Any Warrants which have not then been exercised will lapse and every Warrant not exercised by then will cease to be valid for any purpose.
Expiry Date	: A date which falls on the day before the 5 th anniversary of the Issue Date, provided that if such day falls on a day which is not a market day, then it shall be the market day immediately preceding the said non-market day.
Adjustment in the Exercise Price and/or the number of Warrants	: Subject to the provisions of the Deed Poll, the Exercise Price and/or the number of unexercised Warrants held by each Warrant holder shall be adjusted by the Board in consultation with an approved adviser appointed by the Company and certified by the auditors of Solarvest in the event of alteration to the share capital of the Company, capital distribution or issue of shares in accordance with the provisions of the Deed Poll.
Status of the new Solarvest Shares to be issued arising from the exercise of the Warrants	: The new Solarvest Shares to be issued upon the exercise of the Warrants shall, upon allotment and issuance, rank <i>pari passu</i> in all respects with the then existing Solarvest Shares, except for any entitlements given on an entitlement date prior to the date of allotment of the said Shares.
Rights of Warrants holders	: The Warrants holders are not entitled to any voting rights in any general meeting of the Company or to participate in any distribution and/or offer of further securities in the Company until and unless such Warrants holder are issued with new Solarvest Shares arising from their exercise of the Warrants.
Modification of rights of Warrant holder	: The Company may, from time to time, without the consent or sanction of the Warrant holders but in accordance with the Deed Poll, modify the Deed Poll, if such modification made does not materially prejudice the interests of the Warrant holders or is made to correct a manifest error or to comply with prevailing laws of Malaysia, Rules of the Bursa Malaysia Depository Sdn Bhd, Securities Industry (Central Depositories) Act, 1991 and/or AMLR.

Terms	Details
	Subject to the approval of Bursa Securities (if required), any modifications to the Deed Poll may be effected only by a supplemental Deed Poll, executed by the Company and expressed to be supplemental to the Deed Poll and comply with the requirements of the Deed Poll. The Company must notify the Warrant holders of any modification within 30 days after such modification is effected in accordance with the Deed Poll.
Rights in the event of winding up, liquidation, compromise and / or arrangement	<p>Where a resolution has been passed by the Company for a members' voluntary winding-up or there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of the Company or the amalgamation of the Company with one or more companies then:</p> <p>(a) for the purpose of such a winding-up, compromise or arrangement (other than consolidation, amalgamation or merger in which the Company is the continuing corporation) to which the Warrant holders or some persons designated by them for such purposes by special resolution, shall be a party, the terms of such winding-up, compromise or arrangement shall be binding on all the Warrants holders; and</p> <p>(b) in any other case, every Warrant holder shall be entitled at any time within 6 weeks after the passing of such resolution or 6 weeks after the granting of the court order approving the compromise or arrangement, by irrevocable surrender of his Warrants together with payment of the relevant Exercise Price monies, to elect to be treated as if he had immediately prior to the commencement of such winding-up, compromise or arrangement, exercised the Exercise Rights represented by such Warrants, to the extent specified in the exercise notice and be entitled to receive out of the assets of the Company (which would be available in liquidation) if he had on such date been a holder of the Solarvest Shares, to which he would have become entitled pursuant to such exercise; and the liquidator of the Company shall give effect to such election accordingly. Upon the expiry of the above 6 weeks, all Exercise Rights shall lapse and cease to be valid for any purpose.</p>
Board Lot	The Warrants are tradeable upon listing in board lot of 100 units carrying the right to subscribe for 100 new Solarvest Shares at any time during the Exercise Period or such other denomination as may be prescribed by Bursa Securities.
Listing	The Warrants will be listed on the ACE Market of Bursa Securities.
Governing law	Laws of Malaysia.

2.2 Details of the Proposed Bonus Issue of Shares

2.2.1 Basis and number of Bonus Shares to be issued

The Proposed Bonus Issue of Shares will entail the issuance of up to 264,139,784 Bonus Shares on the basis of 1 Bonus Share for every 2 existing Solarvest Shares held by the Bonus Shares Entitled Shareholders.

The basis of the Proposed Bonus Issue of Shares was determined after taking into consideration, amongst others, the following:

- (a) the potential adjustments to the share price of Solarvest Shares arising from the Proposed Bonus Issue of Shares; and
- (b) the enlarged number of Solarvest Shares after the Proposed Bonus Issue of Shares.

The Bonus Shares Entitlement Date will be determined and announced at a later date after all relevant approvals for the Proposals have been obtained. The Proposed Bonus Issue of Shares will be implemented in a single tranche after the completion of the Proposed Bonus Issue of Warrants.

The actual number of Bonus Shares to be issued will depend on the total number of issued Shares as at the Bonus Shares Entitlement Date.

For illustrative purpose, the number of Bonus Shares to be issued under the Minimum Scenario is 211,311,828 and under the Maximum Scenario is 264,139,784.

Fractional entitlements, arising from the Proposed Bonus Issue of Shares, if any, will be disregarded and shall be dealt with in such manner as the Board in its absolute discretion deemed fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company. The Proposed Bonus Issue of Shares are subject to moratorium in the same proportion as the promoter's shareholdings which are currently under moratorium.

Pursuant to Rule 6.31(1A) of the AMLR, the share price adjusted for the Proposed Bonus Issue of Shares shall not be less than RM0.20 based on the daily VWAP of Solarvest during the past 3-month period before the application date.

For illustrative purposes, the 5D-VWAP and lowest daily 3-month VWAP of Solarvest Shares up to LPD, and the theoretical ex-bonus share price of Solarvest Shares are as follows:

	Before Proposed Bonus Issue of Shares	After Proposed Bonus Issue of Shares
	Market price	Theoretical ex- bonus share price
5D-VWAP up to LPD	RM1.9274	RM1.2849
Lowest daily 3-month VWAP up to LPD	RM1.1626	RM0.7751
Theoretical ex-price after the Proposed Bonus Issue of Warrants	RM1.8419	RM1.2279

Based on the above, the Board confirms that the Proposed Bonus Issue of Shares is and will comply with Rule 6.31(1A) of the AMLR.

2.2.2 No capitalisation of reserves

The Bonus Shares shall be issued as fully paid, at nil consideration and without capitalisation of the Company's reserves.

For the avoidance of doubt, the Proposed Bonus Issue of Shares will increase the number of Solarvest Shares but will not increase the amount of issued share capital of Solarvest.

2.2.3 Ranking of the Bonus Share

The Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Solarvest Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the Bonus Shares.

2.2.4 Listing of and quotation for the Bonus Shares

Bursa Securities had on 13 January 2021 approved in-principle the listing of and quotation for the following:

- (a) Bonus Shares;
 - (b) Additional Warrants to be issued pursuant to the Adjustments; and
 - (c) new Solarvest Shares to be issued pursuant to the exercise of Additional Warrants,
- on the ACE Market of Bursa Securities.

The Bonus Shares and Additional Warrants will be listed simultaneously.

2.2.5 Utilisation of proceeds

The Proposed Bonus Issue of Shares will not raise any funds for the Company whilst the Proposed Bonus Issue of Warrants is not expected to raise immediate funds for Solarvest as the Warrants will be issued at no cost to the Warrants Entitled Shareholders.

The eventual proceeds to be raised from the exercise of the Warrants (if any) is dependent on the number of Warrants exercised during the tenure of the Warrants.

For illustrative purpose only, the gross proceeds to be raised upon full exercise of the Warrants based on the exercise price of RM1.50 is approximately RM158.48 million. Such proceeds, if raised, will be utilised as additional working capital for Solarvest Group, including payment of trade and other payables, utilities, finances costs as well as upkeep and maintenance of machinery and office premises. The proceeds to be utilised for each component of working capital are subject to the Group's operating requirements at the time of receipt of the funds and therefore cannot be determined at this juncture. The proceeds are expected to be utilised within 1 year from the date of receipt of funds. The Adjustments will not have any effect to the total gross proceeds which may be raised, as illustrated in Section 4.2.

Pending the utilisation of proceeds for the above purpose, such proceeds may be placed in deposits with financial institutions or short-term money market instruments. Interest derived from such deposits or gains from such money market instruments will be used as additional working capital for the Group.

2.2.6 Details of equity fund-raising exercises undertaken in the past 12 months

Save as disclosed below, Solarvest has not undertaken any equity fund-raising exercise in the past 12 months before the announcement of the Proposals.

(a) Private Placement

As set out in the announcement dated 2 November 2020, Bursa Securities has approved the listing of and quotation for up to 78,124,731 new Solarvest Shares pursuant to a private placement exercise ("**Private Placement**"). Thereafter, 32,000,000 Solarvest Shares was issued and listed on 30 November 2020. The status of utilisation of proceeds raised from the Private Placement is as follows:

<u>Utilisation of proceeds</u>	<u>Actual proceeds raised</u>	<u>Amount utilised as at 31 December 2020</u>	<u>Balance unutilised</u>	<u>Timeframe for utilisation from listing date of the Private Placement shares</u>
	<u>RM'000</u>			
(i) Investment in solar photovoltaic projects	⁽¹⁾ 30,500	-	30,500	Within 30 months
(ii) Working capital ⁽²⁾	⁽¹⁾ 8,030	1,149	6,881	Within 24 months
(iii) Estimated expenses for the Private Placement	⁽¹⁾ 190	190	-	Within 1 month
	38,720	1,339	37,381	

Notes:

⁽¹⁾ Allocated proportionately based on the gross proceeds raised as disclosed in the Private Placement announcements dated 13 August 2020 and 15 October 2020.

⁽²⁾ For the Group's daily operations including the additional working capital requirements for future commercial and industrial projects such as tender deposits and tender bonds, purchase of materials as well as expansion of office space including upkeep or renovation/refurbishment of existing or new offices.

As at LPD, the Private Placement is still pending completion.

(b) Initial public offering ("IPO")

The Company was listed on the ACE Market of Bursa Securities on 26 November 2019 and has raised gross proceeds of approximately RM34.6 million from the IPO. The status of utilisation of proceeds raised from the IPO is as follows:

<u>Utilisation of proceeds</u>	<u>Actual proceeds raised</u>	<u>Amount utilised as at 31 December 2020</u>	<u>Balance unutilised</u>	<u>Timeframe for utilisation from date of listing</u>
	RM'000			
(i) Business expansion	3,000	1,302	1,698	Within 24 months
(ii) Capital expenditure	4,000	315	3,685	Within 18 months
(iii) Working capital ⁽¹⁾	19,190	17,218	1,972	Within 24 months
(iv) Repayment of bank borrowings	5,000	5,000	-	Within 3 months
(v) Estimated listing expenses	3,400	3,400	-	Within 1 month
	34,590	27,235	7,355	

Note:

(1) For project costs and expenses such as tender deposits and tender bonds, on site expenses, purchase of materials, marketing expenses, set up costs of a new centralised warehouse, training and development expenses for the employees as well as general overheads.

(c) Employees' share option scheme ("ESOS")

As at LPD, the ESOS of up to 15% of Solarvest's total issued share capital which was approved by Bursa Securities on 3 September 2020 and shareholders of Solarvest on 28 September 2020 has not been implemented yet.

3. RATIONALE FOR THE PROPOSALS

3.1 Proposed Bonus Issue of Warrants

After due consideration, the Board is of the view that the Proposed Bonus Issue of Warrants will:

- (a) reward existing shareholders of the Company for their continuous support by enabling them to participate in convertible securities of the Company which are tradeable on Bursa Securities without incurring any cost;
- (b) provide existing shareholders of the Company with an opportunity to increase their equity participation in the Company at a pre-determined price during the tenure of the Warrants;
- (c) allow existing shareholders of the Company to benefit from any potential capital appreciation of the Warrants; and
- (d) help to strengthen the Company's capital base and shareholders' funds as well as potentially provide additional working capital for the Group, as and when the Warrants are exercised.

3.2 Proposed Bonus Issue of Shares

After due consideration of the financial performance and financial position of Solarvest Group, the Board is of the view that the Proposed Bonus Issue of Shares:

- (a) serves to reward the existing shareholders of the Company for their support by enabling them to have greater participation in the equity of the Company in terms of the number of Solarvest Shares held, while maintaining their percentage of equity interest; and
- (b) enhance the marketability and trading liquidity of the Solarvest Shares on ACE Market of Bursa Securities.

4. EFFECTS OF THE PROPOSALS

The pro forma effects of the Proposals are set out below:

- Minimum Scenario : Assuming no exercise of Warrants prior to the Bonus Shares Entitlement Date
- Maximum Scenario : Assuming all Warrants are exercised prior to the Bonus Shares Entitlement Date

4.1 Issued share capital

The pro forma effects of the Proposals on the issued share capital of Solarvest are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	RM'000	No. of Shares	RM'000
Issued share capital as at LPD	422,623,655	98,412	422,623,655	98,412
To be issued assuming full exercise of the Warrants	-	-	105,655,913	⁽¹⁾ 158,484
	422,623,655	98,412	528,279,568	256,896
To be issued pursuant to the Proposed Bonus Issue of Shares	211,311,828	-	264,139,784	-
	633,935,483	98,412	792,419,352	256,896
To be issued assuming full exercise of the Warrants and Additional Warrants	158,483,869	⁽²⁾ 158,484	-	-
Enlarged issued share capital	792,419,352	256,896	792,419,352	256,896

Notes:

(1) Calculated based on the exercise price of the Warrants of RM1.50.

(2) Calculated based on the adjusted exercise price of the Warrants of RM1.00.

4.2 Existing convertible securities

The Company does not have any convertible securities outstanding as at LPD.

However, as the Proposed Bonus Issue of Warrants is expected to be completed prior to the Proposed Bonus Issue of Shares, there will be adjustments to the exercise price and/or number of Warrants in accordance with the provisions of the Deed Poll. The Adjustments comprise:

- (a) the issuance of up to 52,827,956 Additional Warrants to the Warrant holders; and
- (b) adjustment to the exercise price of Warrants from RM1.50 to RM1.00.

The summary of the exercise price and number of Warrants before and after the Adjustments are as follows:

	<u>Before Adjustments</u>	<u>After Adjustments</u>
Exercise price	RM1.50	RM1.00
Total number of Warrants	105,655,913	158,483,869
Gross proceeds raised assuming full exercise of Warrants	RM158,483,869	RM158,483,869

The Adjustments will only take effect to the outstanding Warrants which are not exercised prior to the Bonus Shares Entitlement Date.

4.3 NA and gearing

Based on the audited consolidated statement of financial position of Solarvest as at 31 March 2020, the pro forma effects of the Proposals on the NA and gearing of the Solarvest Group are as follows:

Minimum Scenario

	<u>I</u>	<u>II</u>	<u>III</u>	<u>IV</u>	
	As at 31 March 2020	⁽¹⁾Adjusted for subsequent event	After I and the Proposed Bonus Issue of Warrants	After II and the Proposed Bonus Issue of Shares	After III and assuming full exercise of Warrants and Additional Warrants
	RM'000				
Share capital	59,842	98,412	98,412	98,412	⁽³⁾ 256,896
Merger deficit	(25,261)	(25,261)	(25,261)	(25,261)	(25,261)
Retained profits	46,269	46,269	46,269	⁽²⁾ 46,129	46,129
Equity attributable to the owners of the Company	80,850	119,420	119,420	119,280	277,764
Non-controlling interest	364	364	364	364	364
Shareholders' funds/NA	81,214	119,784	119,784	119,644	278,128

		I	II	III	IV
	As at 31 March 2020	⁽¹⁾Adjusted for subsequent event	After I and the Proposed Bonus Issue of Warrants	After II and the Proposed Bonus Issue of Shares	After III and assuming full exercise of Warrants and Additional Warrants
	RM'000				
No. of Shares ('000)	390,624	⁽¹⁾ 422,624	422,624	633,935	792,419
NA per Share (RM)	0.21	0.28	0.28	0.19	0.35
Borrowings ('000)	20,306	20,306	20,306	20,306	20,306
Gearing (times)	0.25	0.17	0.17	0.17	0.07

Notes:

- (1) Adjusted for the issuance of 32,000,000 Shares at RM1.21 per Share on 26 November 2020 pursuant to the Private Placement.
- (2) After deducting estimated expenses of RM140,000 for the Proposals.
- (3) Assuming full exercise of adjusted 158,483,869 Warrants into 158,483,869 new Solarvest Shares at the adjusted exercise price of RM1.00 per Warrant.

Maximum scenario

		I	II	III	IV
	As at 31 March 2020	⁽¹⁾Adjusted for subsequent event	After I and the Proposed Bonus Issue of Warrants	⁽²⁾After II and assuming full exercise of Warrants	After III and the Proposed Bonus Issue of Shares
	RM'000				
Share capital	59,842	98,412	98,412	256,896	256,896
Merger deficit	(25,261)	(25,261)	(25,261)	(25,261)	(25,261)
Retained profits	46,269	46,269	46,269	46,269	⁽³⁾ 46,129
Equity attributable to the owners of the Company	80,850	119,420	119,420	277,904	277,764
Non-controlling interest	364	364	364	364	364
Shareholders' funds/NA	81,214	119,784	119,784	278,268	278,128
No. of Shares ('000)	390,624	⁽¹⁾ 422,624	422,624	528,280	792,419
NA per Share (RM)	0.21	0.28	0.28	0.53	0.35
Borrowings ('000)	20,306	20,306	20,306	20,306	20,306
Gearing (times)	0.25	0.17	0.17	0.07	0.07

Notes:

- (1) Adjusted for the issuance of 32,000,000 Shares at RM1.21 per Share on 26 November 2020 pursuant to the Private Placement.
- (2) Assuming full exercise of 105,655,913 Warrants into 105,655,913 new Solarvest Shares at the exercise price of RM1.50 per Warrant.
- (3) After deducting estimated expenses of RM140,000 for the Proposals.

4.4 Earnings and EPS

The Proposals are not expected to have any material effect on the earnings of Solarvest Group for FYE 31 March 2021. However, the EPS of the Solarvest Group will be diluted as a result of the issuance of new Solarvest Shares arising from the exercise of Warrants, Additional Warrants and the issuance of the Bonus Shares.

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4.5 Substantial shareholders' shareholdings

The Proposed Bonus Issue of Warrants will not have any immediate effect on the substantial shareholders' percentage of shareholding in the Company as the Warrants will be allotted on a pro-rata basis to all Warrants Entitled Shareholders. However, the number of Solarvest Shares held by each substantial shareholder will increase proportionately assuming full exercise of the Warrants.

The Proposed Bonus Issue of Shares will not have any effect on the substantial shareholders' percentage of shareholdings in the Company as the Bonus Shares will be allotted on a pro-rata basis to all Bonus Shares Entitled Shareholders. However, the number of Solarvest Shares held by the substantial shareholders will increase proportionately pursuant to the Proposed Bonus Issue of Shares. For illustrative purposes, the pro forma effects of the Proposals on the substantial shareholders' shareholdings are as follows:

Minimum Scenario

Substantial shareholders	As at LPD				(I) After the Proposed Bonus Issue of Shares				(II) After full exercise of Warrants and Additional Warrants			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
Atlantic Blue Holdings Sdn Bhd	148,435	35.12	-	-	222,652	35.12	-	-	278,315	35.12	-	-
Chin Hin Group Berhad	106,308	25.15	-	-	159,462	25.15	-	-	199,328	25.15	-	-
Lim Chin Siu	5,000	1.18	(1)148,435	35.12	7,500	1.18	(1)222,652	35.12	9,375	1.18	(1)278,315	35.12
Tan Chyi Boon	5,000	1.18	(1)148,435	35.12	7,500	1.18	(1)222,652	35.12	9,375	1.18	(1)278,315	35.12
Divine Inventions Sdn Bhd	5,000	1.18	(2)106,308	25.15	7,500	1.18	(2)159,462	25.15	9,375	1.18	(2)199,328	25.15
PP Chin Hin Realty Sdn Bhd	-	-	(3)111,308	26.34	-	-	(3)166,962	26.34	-	-	(3)208,703	26.34
Datuk Seri Chiau Beng Teik, JP	-	-	(4)111,308	26.34	-	-	(4)166,962	26.34	-	-	(4)208,703	26.34
Datin Seri Wong Mee Leng	-	-	(4)111,308	26.34	-	-	(4)166,962	26.34	-	-	(4)208,703	26.34
Chiau Haw Choon	-	-	(4)111,308	26.34	-	-	(4)166,962	26.34	-	-	(4)208,703	26.34

Notes:

(1) Deemed interest by virtue of his interest in Atlantic Blue Holdings Sdn Bhd pursuant to Section 8 of the Act.

- (2) Deemed interest by virtue of its interest in Chin Hin Group Berhad pursuant to Section 8 of the Act.
(3) Deemed interest by virtue of its interest in Divine Inventions Sdn Bhd pursuant to Section 8 of the Act.
(4) Deemed interest by virtue of his/her interest in PP Chin Hin Realty Sdn Bhd pursuant to Section 8 of the Act.

Maximum Scenario

	(I)								(II)			
	As at LPD				After full exercise of Warrants				After (I) and the Proposed Bonus Issue of Shares			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
Substantial shareholders	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
Atlantic Blue Holdings Sdn Bhd	148,435	35.12	-	-	185,543	35.12	-	-	278,315	35.12	-	-
Chin Hin Group Berhad	106,308	25.15	-	-	132,885	25.15	-	-	199,328	25.15	-	-
Lim Chin Siu	5,000	1.18	(1)148,435	35.12	6,250	1.18	(1)185,543	35.12	9,375	1.18	(1)278,315	35.12
Tan Chyi Boon	5,000	1.18	(1)148,435	35.12	6,250	1.18	(1)185,543	35.12	9,375	1.18	(1)278,315	35.12
Divine Inventions Sdn Bhd	5,000	1.18	(2)106,308	25.15	6,250	1.18	(2)132,885	25.15	9,375	1.18	(2)199,328	25.15
PP Chin Hin Realty Sdn Bhd	-	-	(3)111,308	26.34	-	-	(3)139,135	26.34	-	-	(3)208,703	26.34
Datuk Seri Chiau Beng Teik, JP	-	-	(4)111,308	26.34	-	-	(4)139,135	26.34	-	-	(4)208,703	26.34
Datin Seri Wong Mee Leng	-	-	(4)111,308	26.34	-	-	(4)139,135	26.34	-	-	(4)208,703	26.34
Chiau Haw Choon	-	-	(4)111,308	26.34	-	-	(4)139,135	26.34	-	-	(4)208,703	26.34

Notes:

- (1) Deemed interest by virtue of his interest in Atlantic Blue Holdings Sdn Bhd pursuant to Section 8 of the Act.
(2) Deemed interest by virtue of its interest in Chin Hin Group Berhad pursuant to Section 8 of the Act.
(3) Deemed interest by virtue of its interest in Divine Inventions Sdn Bhd pursuant to Section 8 of the Act.
(4) Deemed interest by virtue of his/her interest in PP Chin Hin Realty Sdn Bhd pursuant to Section 8 of the Act.

5. OUTLOOK AND PROSPECTS

5.1 Overview and outlook of the Malaysian economy

In 2019, the Malaysia economy grew at a moderate rate of 4.3 per cent as compared to 4.8 per cent in the previous year. All sectors posted positive growth with the exception of Mining & quarrying. In momentum point of view, Agriculture and Mining & quarrying posted a better growth while other sectors registered slower performance than the previous year.

(Source: State Socioeconomic Report 2019, Department of Statistics Malaysia)

The Malaysian economy improved to record a smaller contraction of 2.7% in the third quarter of 2020 (2Q 2020: -17.1%). The improvement largely reflected the reopening of the economy from COVID-19 containment measures and better external demand conditions. Improvements in growth were seen across most economic sectors, particularly in the manufacturing sector, which turned positive following strong E&E production activity. On the expenditure side, domestic demand contracted at a slower pace, while net exports rebounded. On a quarter-on-quarter seasonally-adjusted basis, the economy turned around to register an expansion of 18.2% (2Q 2020: -16.5%). For the quarter, headline inflation recorded a smaller negative at -1.4%, due mainly to the higher domestic retail fuel prices, in line with the recovery in global oil prices. Core inflation moderated slightly to 1.0%.

Net financing to the private sector continued to expand by 4.6% on an annual basis. Outstanding loan growth increased during the quarter, supported mainly by household loans with broad-based improvements in loan demand. Outstanding business loans registered modest growth due to slower loans disbursed for working capital purposes. Loan disbursement levels also recovered, with disbursements to households exceeding its historical levels.

(Source: Press release "Economic and Financial Developments in the Malaysian Economy in the Third Quarter of 2020", 13 November 2020, Bank Negara Malaysia)

Malaysia's gross domestic product is expected to contract by 4.5% in 2020 (2019: 4.3%), before rebounding between 6.5% – 7.5% in 2021. With the bold and swift measures undertaken, Malaysia has been recognised as one of the most successful countries in managing the socio-economic impact of the pandemic.

Although domestic demand is expected to remain soft throughout 2020, there are signs of recovery in the second half of the year, particularly in private consumption. On the external front, the collapse in global demand and world trade led to a decline in exports during the year. However, current account of the balance of payments is expected to remain in surplus. On the supply side, all sectors are expected to contract, affected by the unprecedented crisis. Nevertheless, the pace of improvement gathered momentum in the third quarter, especially in the services and manufacturing sectors, with the resumption of economic activities.

(Source: Macroeconomic Outlook, Economic Outlook 2021, Ministry of Finance Malaysia)

5.2 Outlook of the solar photovoltaic ("PV") sector

According to International Renewable Energy Agency ("IRENA"), the market size of the solar PV industry in Malaysia, measured in terms of total installed capacity, stood at estimated of 536 megawatts in 2018, and increased to an estimated of 882 megawatts in 2019.

(Source: Renewable Capacity Statistics 2020, IRENA, www.irena.org)

As Malaysia pursues its sustainable development agenda as stipulated by the United Nations, Malaysia's commitment to the energy transition agenda has been recognised globally. The Energy Transition Index 2019, published by the World Economic Forum, placed Malaysia at

the 38th placing among 115 countries being reviewed. Among the developing and emerging Asia region, Malaysia is ranked the highest. As part of the Association of Southeast Asian Nations (“**ASEAN**”) block, Malaysia is committed in its contribution to the renewable energy targets set by ASEAN. Sustainability Energy Development Authority Malaysia (“**SEDA**”) presently chairs the ASEAN Renewable Energy Sub-Sector Network in promoting further deployment of renewable energy in the ASEAN region via the ASEAN Plan of Action for Energy Cooperation.

Solar as renewable energy resource has a great potential in Malaysia. Malaysia’s geographical location and the availability of sunshine throughout the year make economic sense to continue to nurture the solar PV sector as one of the renewable energy resources in the country. Out of the many available renewable energy resources like biogas, biomass and hydro, solar may have the biggest advantage in Malaysia.

It is clean and easier to install. That Malaysia at present, have 4.1 million buildings with solar PV rooftop potential tips the scale in favour of solar further. As property development sector prospers, more of such real estate will be available for rooftop solar PV installations.

As such, SEDA will continue with its promotional and awareness campaigns on Net Energy Metering (“**NEM**”) to attract more Malaysians to be participants. Dialogue sessions are also frequently organised by SEDA to further promote awareness on NEM among the stakeholders. Plans are in the pipeline to use the mainstream media as a platform to embark upon an integrated NEM awareness campaign.

(Source: Chairman Message, Sustainable Energy Malaysia, Volume 4 Issue 9, August 2020, published by SEDA)

The Ministry of Energy and Natural Resources via the Energy Commission has opened a competitive bidding process for Large Scale Solar (“**LSS**”) programme by Malaysia Electricity Industry to Attract Renewable Energy Investment (“**LSS@MenTARI**”) which started on 31 May 2020.

Under LSS@MenTARI, some 1,000 megawatts (“**MW**”) of solar quota is offered through the bidding process, and is open to fully-owned local companies or with at least 75 percent local shareholding for companies listed on Bursa Securities.

The quota offered under LSS@MenTARI is the biggest under the LSS programme - during LSS-1 some 370MW solar were offered, LSS-2 (520MW), and for LSS-3 (500MW). These moves are aimed at reviving as well as stimulating the economy that is affected by the COVID-19 pandemic.

The LSS@MenTARI is aimed to accelerate the development of the nation's electricity supply industry especially for renewable energy.

The Ministry of Energy and Natural Resources had set the maximum bidding capacity from each developer at 50MW compared with 100MW previously to give more opportunities for industry players to participate in the bidding process. The Ministry of Energy and Natural Resources expects the LSS@MenTARI programme to attract investments totalling RM4 billion and generate 12,000 job opportunities as 1MW of solar can create 12 jobs.

The power plants under the LSS@MenTARI programme are expected to start operating latest by 31 December 2023, as the development of each plant would take up to 18 months.

*(Source: Article "Ministry to offer 1,000MW solar quota under LSS@MenTARI programme", 28 May 2020, [https://www.mida.gov.my/home/10479/news/ministry-to-offer-1-000mw-solar-quota-under-**lss@mentari-programme**/](https://www.mida.gov.my/home/10479/news/ministry-to-offer-1-000mw-solar-quota-under-lss@mentari-programme/))*

The Malaysia power generation engineering, procurement and construction market is expected to grow at a compounded annual growth rate of more than 4.0% throughout 2020-2025. In the market, Malaysia's power infrastructure has been dominated by thermal sources, despite the positive growth potential for renewables. More than 80% of the electricity generation in the country came from thermal stations in 2018. Committed generation and transmission projects in Peninsular Malaysia, increasing government measures to increase public-private partnership and private financing in the renewable energy sector, along with regional grid connectivity under the ASEAN Power Grid, are the major drivers that are expected to propel the power generation engineering, procurement and construction market in the country. However, increasing fuel price for the power sector is likely to remain one of the major challenges for the Malaysian power industry in the years ahead.

The renewable energy sector is expected to witness significant growth during the forecast period due to favourable government support. The LSS PV plants are expected to create significant opportunities for the power generation engineering, procurement and construction market in the future.

(Source: Malaysia Power Generation EPC Market – Growth, Trends and Forecasts (2020 – 2025) by Mordor Intelligence, <https://www.mordorintelligence.com/industry-reports/malaysia-power-generation-epc-market>)

5.3 Prospects of the Group

The COVID-19 pandemic and the movement control order (“MCO”) had resulted in temporary cessation of all the Group's site operations from end March 2020 to early May 2020. Inevitably, the timelines for project delivery were impacted, however majority of the Group's existing projects remained in the pipeline and the financial performance of the Group is not expected to be materially adversely impacted.

Throughout the MCO, the Group has enabled work-from-home capabilities and shifted its commercial functions such as business development online. In an effort to stimulate sales interests, the Group launched several digital marketing initiatives such as interactive webinars and online consultation services. As the Group moves forward, it will continue the digitalisation initiatives and remain steadfast on its expansion plans.

The outlook for the solar PV industry in Malaysia is optimistic and the Malaysian Government is committed to support the growth of solar PV industry by setting a target for electricity generated from renewable energy at 20% of all power generated. The total solar PV installed capacity in Malaysia stood at 438MWp in 2018, and is targeted to grow to 3,322MW by 2023. Tax incentives aimed at boosting the Malaysian green economy which was tabled in the recent Budget 2020 were also in line with the Government's commitment.

As mentioned in Section 5.2 above, the LSS@MenTARI will offer 1,000MW of solar quota and the Group is looking forward in securing more projects. In addition to that, the Group will also continuously bid for new contracts to replenish its order book. The Group's unbilled order book as at 30 September 2020 stood at RM193.75 million, which will contribute progressively to the Group's revenue for the financial year ending 31 March 2021. As such, the Board is of the view that the Group's financial performance would remain satisfactory for the coming financial year.

(Source: Management of Solarvest)

6. APPROVALS REQUIRED

The Proposals are subject to the following approvals being obtained:

- (a) Bursa Securities, for the following:
 - (i) admission of the Warrants to the Official List of Bursa Securities;
 - (ii) listing of and quotation for the Bonus Shares;
 - (iii) listing of and quotation for the Additional Warrants; and
 - (iv) listing of and quotation for the new Shares to be issued arising from the exercise of the Warrants and Additional Warrants,on the ACE Market of Bursa Securities, which was obtained on 13 January 2021;
- (b) shareholders of Solarvest for the Proposals at the forthcoming EGM of the Company; and
- (c) any other relevant authority, if required.

The Proposed Bonus Issue of Warrants and Proposed Bonus Issue of Shares are not conditional upon each other. The Proposals are not conditional on any other proposals undertaken or to be undertaken by the Company.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of Solarvest Shares as traded on Bursa Securities for the past 12 months are as follows:

	High (RM)	Low (RM)
2020		
January	0.85	0.66
February	1.41	0.71
March	1.18	0.51
April	1.03	0.71
May	1.30	0.91
June	1.63	1.15
July	1.61	1.26
August	1.39	1.10
September	1.43	1.15
October	1.29	1.16
November	1.74	1.16
December	2.13	1.67

The last transacted price of Solarvest Shares on the date preceding the announcement of the Proposals on 15 December 2020 was RM1.96. The last transacted price of Solarvest Shares as at LPD was RM1.89.

(Source: Bloomberg)

8. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders and/or chief executive of the Company and/or persons connected with them have any interest, direct and/or indirect, in the Proposals, other than their respective entitlements as shareholders of the Company, the rights of which are also available to all other existing shareholders of the Company as at the Warrants Entitlement Date and Bonus Shares Entitlement Date respectively.

9. DIRECTORS' RECOMMENDATION

After having considered all aspects of the Proposals, the Board is of the opinion that the Proposals are in the best interest of the Company, and accordingly recommends that the shareholders vote in favour of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM of the Company.

10. ESTIMATED TIMEFRAME FOR COMPLETION

The tentative timetable in relation to the Proposals is as follows:

<u>Date</u>	<u>Events</u>
February 2021	EGM to approve the Proposals
February 2021	Announcement of the Warrants Entitlement Date
March 2021	Listing of and quotation for the Warrants
April 2021	Announcement of the Bonus Shares Entitlement Date
May 2021	Listing of and quotation for the Bonus Shares and Additional Warrants

Barring any unforeseen circumstances and subject to the receipt of all relevant approvals, the Proposals are expected to be completed by the first half of 2021.

11. OUTSTANDING CORPORATE EXERCISE ANNOUNCED BUT PENDING IMPLEMENTATION

Save for the Proposals, Private Placement, the employees' share option scheme approved by the shareholders at the EGM held on 28 September 2020 and the proposed transfer from ACE Market to the Main Market of Bursa Securities as announced on 1 September 2020, there are no other corporate exercises announced but pending implementation or completion.

12. EGM

The EGM, the Notice of which is enclosed with this Circular, will be conducted fully virtual through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities via TIIH Online website at <https://tiih.online> from the broadcast venue at Meeting Room of Solarvest Holdings Berhad, D-36-06, 3 Two Square, No.2, Jalan 19/1, 46300 Petaling Jaya, Selangor Darul Ehsan, on Friday, 5 February 2021 at 10.00 a.m., for the purpose of considering the Proposals contained herein and if thought fit, passing the resolutions so as to give effect to the Proposals.

You may complete and return the enclosed Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event, to arrive at the office of the Share Registrar at Tricor Investors & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, at the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the date and time stipulated for the EGM, or any adjournment thereof. Alternatively, the Proxy Form may also be electronically submitted via TIIH Online website at <https://tiah.online>. Please refer to the Administrative Guide for the Extraordinary General Meeting for further details. The lodging of the Proxy Form does not preclude you from attending the EGM and voting in person should you subsequently decide to do so.

13. FURTHER INFORMATION

Please refer to the attached appendices for further information.

Yours faithfully,
for and on behalf of the Board of Directors of
SOLARVEST HOLDINGS BERHAD

LIM CHIN SIU
MANAGING DIRECTOR

FURTHER INFORMATION**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board and they individually and collectively accept full responsibility for the accuracy, completeness and correctness of the information given in this Circular 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 herein misleading.

2. CONSENT AND DECLARATION

M&A Securities has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereon in the form and context in which they appear in this Circular.

M&A Securities has given its confirmation that no conflict of interest exists or is likely to exist in relation to its role as the Adviser in relation to the Proposals.

3. MATERIAL LITIGATION

As at LPD, neither Solarvest nor its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and to the best of the Board's knowledge and belief, the Board is not aware of any proceedings, pending or threatened against the Group or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the Solarvest Group.

4. MATERIAL COMMITMENT

As at LPD, save as disclosed below, the Board is not aware of any material commitment, incurred or known to be incurred, which may have a material impact on the results or financial position of the Solarvest Group:

Capital Commitment	As at LPD RM '000
Contracted but not provided for	214
	214

5. CONTINGENT LIABILITIES

As at LPD, save as disclosed below, the Board is not aware of any contingent liabilities, incurred or known to be incurred, which upon becoming enforceable, may have a substantial impact in the ability of the Group to meet its obligations as and when they fall due:

Performance and warranty guarantees to clients for the Group's solar PV projects	RM'000 32,556
	32,556

6. MATERIAL CONTRACTS

As at LPD, save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by our Group during the past 2 years immediately preceding the date of this Circular:

- (a) Subscription agreement dated 20 January 2019 entered into between Atlantic Blue Sdn Bhd, Lim Chin Siu, Tan Chyi Boon and Datuk Seri Chiau Beng Teik, JP for the capitalisation of advances via the issuance of redeemable preference shares, which was issued and allotted on 13 February 2019;
- (b) Sale and purchase agreement dated 30 January 2019 entered into between Solarvest and Chin Hin Group Berhad and Atlantic Blue Holdings Sdn Bhd for the acquisition of entire share capital of Atlantic Blue Sdn Bhd, which was completed on 15 July 2019;
- (c) Joint venture agreement dated 26 April 2019 entered into between Solarvest Energy Sdn Bhd and Cheong Kah Cheng in respect of the incorporation of Solarvest Energy (SR) Sdn Bhd; and
- (d) Underwriting agreement dated 21 August 2019 entered into between Solarvest and M&A Securities for the underwriting of 39,062,000 Shares for an underwriting commission of 3.0%.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at No. 7-1, Jalan 109F, Plaza Danau 2, Taman Danau Desa, 58100 Kuala Lumpur during normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM:

- (i) Constitution of Solarvest;
- (ii) The audited consolidated financial statements of Solarvest for the past 2 FYE 2019 and 2020 and the latest unaudited consolidated financial statements for the 6-months financial period ended 30 September 2020;
- (iii) Consent letter referred to in Section 2 above;
- (iv) The material contracts referred to in Section 6 above; and
- (v) The draft Deed Poll.

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SOLARVEST HOLDINGS BERHAD
(Registration No. 201701033607 (1247778-U))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Solarvest Holdings Berhad (“Solarvest” or the “Company”) will be conducted fully virtual through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities via TIIH Online website at <https://tiih.online> from the broadcast venue at Meeting Room of Solarvest Holdings Berhad, D-36-06, 3 Two Square, No. 2, Jalan 19/1, 46300 Petaling Jaya, Selangor Darul Ehsan, on Friday, 5 February 2021 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 105,655,913 WARRANTS (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 4 EXISTING ORDINARY SHARES IN SOLARVEST (“SOLARVEST SHARE(S)” OR “SHARE(S)”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)

“THAT subject to the approvals of all relevant authorities or parties (where required) being obtained, the Proposed Bonus Issue of Warrants be and is hereby approved and authority be and is hereby given to the Board of Directors of the Company (“Board”) to issue 105,655,913 Warrants to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on an entitlement date to be determined and announced later by the Board (“Warrants Entitlement Date”) on the basis of 1 Warrant for every 4 existing Solarvest Shares held;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new Solarvest Shares arising from the exercise of the Warrants by the Warrant holders, credited as fully paid-up, in accordance with the provisions of a deed poll to be executed (“Deed Poll”);

THAT the new Solarvest Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Solarvest Shares, except that such new Solarvest Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared for which the entitlement date for the said distribution precedes the date of allotment and issuance of such new Solarvest Shares;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the Warrants be constituted under the Deed Poll and the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF SHARES UP TO 264,139,784 NEW SOLARVEST SHARES ("BONUS SHARE(S)") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EXISTING SOLARVEST SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED AFTER THE COMPLETION OF THE PROPOSED BONUS ISSUE OF WARRANTS ("PROPOSED BONUS ISSUE OF SHARES")

"THAT subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained, the Proposed Bonus Issue of Shares be and is hereby approved and authority be and is hereby given to the Board to issue and allot up to 264,139,784 Bonus Shares in the share capital of the Company credited as fully paid-up to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on an entitlement date to be determined and announced by the Board after the completion of the Proposed Bonus Issue of Warrants ("**Bonus Shares Entitlement Date**") on the basis of 1 Bonus Share for every 2 existing Solarvest Shares held;

THAT subject to Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties (where applicable) in respect of the Proposed Bonus Issue of Shares, authority be and is hereby given to the Board to implement any other adjustments to the Warrants as a result of the Proposed Bonus Issue of Shares in accordance with the deed poll to be executed;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Shares, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT all the Bonus Shares and additional new Solarvest Shares to be issued pursuant to the exercise of the additional warrants arising from the adjustments, shall upon allotment and issuance, rank *pari passu* in all respects with the then existing Solarvest Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid before the Bonus Shares Entitlement Date;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Shares with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares."

BY ORDER OF THE BOARD

TEO SOON MEI (SSM PC NO. 201908000235) (MAICSA 7018590)
NG SHU FERN (SSM PC NO. 201908001840) (MAICSA 7062881)
Company Secretaries

Kuala Lumpur
21 January 2021

Notes :

- (1) *The EGM of the Company will be held as a virtual meeting through live streaming and online remote voting using the RPV facilities via TIIH Online website at <https://tjih.online>. Please refer to the Administrative Guide for the EGM for the procedures to register, participate and vote remotely at the EGM through the RPV facilities.*
- (2) *In compliance with Section 327(2) of the Companies Act 2016, the Chairman shall be present at the main venue of the meeting in Malaysia and in line with the Securities Commission Malaysia's Guidance Note on the Conduct of General Meetings for Listed Issuers, the broadcast venue is strictly limited to only essential individuals for organising and conducting the virtual EGM. No member(s) and/or proxy(ies) and/or corporate representative(s) and/or attorney(s) will be allowed to be physically present nor enter the broadcast venue on the day of the EGM.*
- (3) *A member who is entitled to attend and vote at the EGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the EGM. A proxy may but need not be a member of the Company, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company. Where a member appoints two (2) proxies to attend the EGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.*
- (4) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- (5) *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. The appointment of 2 or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- (6) *The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of appointer or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration in the proxy form must be initialled.*
- (7) *The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof:*
 - (i) *In Hardcopy Form*

The Proxy Form shall be deposited at the Share Registrar's office, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) *By Electronic Means*

The Proxy Form shall be electronically submitted via TIIH Online website at <https://tjih.online>. Please refer to the Administrative Guide for the EGM for further information on the electronic submission.
- (8) *Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of EGM will be put to vote by poll.*
- (9) *In respect of deposited securities, only members whose names appear in the Record of Depositors on 29 January 2021 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the EGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.*
- (10) *Those proxy forms which are indicated with "v" in the spaces provided to show how the votes are to be cast will also be accepted.*

Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, participate and vote at the EGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of processing and the administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
- (ii) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.



SOLARVEST HOLDINGS BERHAD
(Registration No. 201701033607 (1247778-U))
(Incorporated in Malaysia)

PROXY FORM

CDS Account No.	Number of Shares Held

*I/We _____
of _____
with email: _____ and mobile phone no. _____
being a member / members of **Solarvest Holdings Berhad** [Registration No. 201701033607 (1247778-U)], hereby appoint(s):-

Full Name (in Block) [Proxy 1]	NRIC/Passport No.	Proportion of shareholding	
		No of shares	%
Address:			
Email Address:			
Mobile Phone No.:			

and

Full Name (in Block) [Proxy 2]	NRIC/Passport No.	Proportion of shareholding	
		No of shares	%
Address:			
Email Address:			
Mobile Phone No.:			

or failing him/her, THE CHAIRMAN OF THE MEETING as *my/our proxy to vote for *me/us on *my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be conducted fully virtual through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities via TIIH Online website at <https://tjih.online> from the broadcast venue at Meeting Room of Solarvest Holdings Berhad, D-36-06, 3 Two Square, No. 2, Jalan 19/1, 46300 Petaling Jaya, Selangor Darul Ehsan, on Friday, 5 February 2021 at 10.00 a.m. or at any adjournment thereof and to vote as indicated below:

RESOLUTIONS		FOR	AGAINST
ORDINARY RESOLUTION 1	PROPOSED BONUS ISSUE OF WARRANTS		
ORDINARY RESOLUTION 2	PROPOSED BONUS ISSUE OF SHARES		

Please indicate with an "X" in the above columns how you wish your vote to be casted. In the absence of specific direction, your proxy(ies) may vote or abstain at his/her discretion.

* Delete if not applicable.

Dated this _____ day of _____ 2021

Signature/Common Seal of member

Tel No: _____

Notes:

- (1) *The EGM of the Company will be held as a virtual meeting through live streaming and online remote voting using the RPV facilities via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for the EGM for the procedures to register, participate and vote remotely at the EGM through the RPV facilities.*
- (2) *In compliance with Section 327(2) of the Companies Act 2016, the Chairman shall be present at the main venue of the meeting in Malaysia and in line with the Securities Commission Malaysia's Guidance Note on the Conduct of General Meetings for Listed Issuers, the broadcast venue is strictly limited to only essential individuals for organising and conducting the virtual EGM. No member(s) and/or proxy(ies) and/or corporate representative(s) and/or attorney(s) will be allowed to be physically present nor enter the broadcast venue on the day of the EGM.*
- (3) *A member who is entitled to attend and vote at the EGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the EGM. A proxy may but need not be a member of the Company, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company. Where a member appoints two (2) proxies to attend the EGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.*
- (4) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of his/her shareholding to be represented by each proxy.*
- (5) *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. The appointment of 2 or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- (6) *The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of appointer or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration in the proxy form must be initialled.*
- (7) *The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof:*
 - (i) *In Hardcopy Form*

The Proxy Form shall be deposited at the Share Registrar's office, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) *By Electronic Means*

The Proxy Form shall be electronically submitted via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for the EGM for further information on the electronic submission.
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- (9) *In respect of deposited securities, only members whose names appear in the Record of Depositors on 29 January 2021 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the EGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.*
- (10) *Those proxy forms which are indicated with "v" in the spaces provided to show how the votes are to be cast will also be accepted.*

Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, participate and vote at the EGM and/or any adjournment thereof, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 21 January 2021.

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Stamp

THE SHARE REGISTRAR OF SOLARVEST HOLDINGS BERHAD
(Registration No. (201701033607 (1247778-U))
c/o: TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

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