

## **SALCON BERHAD**

Registration No. 200201026133 (593796-T)

(Incorporated in Malaysia)

## **EXERCISE NOTICE**

(To be executed and lodged with the Registrar to exercise the Exercise Rights of the number of Warrants to which the Warrants Holder is entitled)

Salcon Berhad

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Full Title : Exercise notice for Warrants to subscribe for Ordinary Shares in the Company.																				
Exer	cise P	eriod	:	Fr	om 20	) July	2018	to 18	July 2	2025.										
Expir	y Date	9	:	18	3 July	2025.														
Exercise Price : Ringgit Malaysia thirty sen (RM0.30) only or such adjusted price as may for the time being applicable in accordance with the provisions set out in the deed poll dated 29 June 2018 executed by the Company (" <b>Deed Poll</b> ").																				
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(All	inform	ation	given	abov	e mus	st be a	as per	infor	matio	n in th	e reco	ords m	nainta	ined b	y Bur	sa De	posito	ory)	
1.	irrevo	cably	elect	unde	r the r	orovis	ions c	of the	Deed	Poll:									
	irrevocably elect under the provisions of the Deed Poll:																		
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	Warrants standing to the credit of my/our* Securities Account(s);																		
	1.2 to subscribe and pay as provided below for the new Ordinary Shares ("Exercise Shares") to be issued																		
	on exercise of the Warrants to which this Exercise Notice relates at the Exercise Price of Ringgit Malaysia Thirty Sen (RM0.30) only per new Ordinary Share and agree to accept such new Ordinary																		
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	Securities Account number made out in favour of 'Salcon Warrants Account'.																		

- 3. irrevocably authorise Bursa Depository to deduct from the Warrants standing to the credit of my/our\* Securities Account(s) the number of Warrants exercised by me/us\* under this Exercise Notice;
- irrevocably request that the share certificate(s) for the Exercise Shares be issued in the name of Bursa
  Depository or its nominee company and be sent by registered post at my/our\* risk to Bursa Depository or its
  nominee company;
- 5. irrevocably request that the Exercise Shares be credited into my/our\* CDS Account Number as stated below;
- 6. warrant and represent that I/we\* have complied with all exchange control and other legal requirements applicable to the exercise of the Exercise Rights under this Exercise Notice and any directions or instructions given in this Exercise Notice;
- 7. hereby confirm and declare that the information provided by me/us\* in this notice are true, correct and in the case of information indicated with two asterisk (\*\*) are identical with the information provided by me/us\* to Bursa Depository and further confirm that in the event that such information differs from the information in Bursa Depository's records, the exercise by me/us\* of the Exercise Rights herein may be rejected;
- 8. hereby undertake to fully indemnify and keep the Company indemnified against any claims, losses, damages, liabilities, costs and expenses including legal cost that may be suffered or incurred by the Company as a result of or arising from the Company acting in accordance with my/our\* authorisations and confirmations herein or from any breach of my/our\* undertakings herein;

- 9. hereby declare that the Warrants in respect of which the Exercise Rights are being exercised, are/have\* been designated as "free securities" in accordance with the provisions of the Rules of Bursa Depository and further confirm that if this declaration is not correct, the exercise by me/us\* of the Exercise Rights herein may be rejected;
- 10. hereby confirm that after submission of this Exercise Notice to the Company, I/we\* shall not dispose, transfer or charge or allow the disposal, transfer or change of the Warrants intended for the exercise of the Exercise Rights herein, until the exercise is completed by the debiting of such Warrants from my/our\* Securities Account or the exercise is rejected by the Company, whichever shall be applicable; and
- 11. hereby irrevocably authorise you to instruct Bursa Depository to debit the quantity of Warrants from and to credit the quantity of new Ordinary Shares in the Company into my/our\* Securities Account as follows:

Source Account for debiting Warrants and account for crediting of new Shares																				
Stock Code (Warrants)	Quantity of Warrants		CDS ACCOUNT NUMBER, ADA AND BRANCH CODE/ ACCOUNT NUMBER														Quantity of Shares	Stock Code (Shares)		
8567WB					-				-											8567

Signature:	Dated:
Signature	Dateu

single asterisk (\*) to delete as appropriate

## NOTES:

- In exercising the Exercise Rights above, compliance must be made with any exchange control or other statutory requirements for the time being applicable and with the provisions of the SI(CD)A and the Rules of Bursa Depository.
- 2. A corporation completing this Exercise Notice is required to sign it by affixing its common seal if it has a common seal or under the hand of a duly authorised officer or attorney.
- 3. No direction may be made in this Exercise Notice requiring Exercise Shares to be credited to the CDS Account of a person other than a CDS Account in the name of the person exercising the Exercise Rights under this Exercise Notice.
- 4. The exercise of the Exercise Rights under this Exercise Notice shall be deemed invalid if any banker's draft or cashier's order or money order or postal order drawn by a bank or post office operating in Malaysia for payment of the Subscription Amount is not cleared on first presentation.
- 5. If any part of this Exercise Notice is not fully and properly completed and/or executed, the Company shall be entitled to regard the exercise of the Exercise Rights under this Exercise Notice as invalid.
- 6. The attention of Warrant Holders is drawn to the Malaysian Code on Take-overs and Mergers 2016, Rules on Take-overs, Mergers and Compulsory Acquisitions, and provisions of the Capital Markets and Services Act 2007 as amended from time to time. In general terms, most of these provisions regulate the acquisition of effective control of public companies. A Warrants Holder should consider the implications of these provisions before they exercise their respective Exercise Rights. In particular, a Warrant Holder should consult the Securities Commission Malaysia, if:
  - 6.1 such Warrant Holder intends to acquire by exercise of the Exercise Rights represented by the Warrants, whether at one time or at different times, Ordinary Shares which (together with the Ordinary Shares owned or acquired by such Warrant Holder or persons acting in concert with such Warrant Holder) carry more than 33% of the voting rights of the Company; or
  - 6.2 such Warrant Holder, together with persons acting in concert, who has obtained control in a company and holds not less than 33% but not more than 50% of the voting rights of the Company, and together with persons acting in concert, intends to acquire, by exercise of Exercise Rights represented by the Warrants in any period of six (6) months, additional Ordinary Shares increasing such percentage of the voting rights by more than 2%.

The exercise by a Warrant Holder of Exercise Rights in circumstances other than those referred to above in paragraphs 6.1 and 6.2 of these notes could also result in implications on the Warrant Holder under the provisions referred to above.

- 7. Without prejudice to note 4 above, the Exercise Period of the Warrants shall be for the period commencing on, and inclusive of, the Issue Date and ending at 5.00 pm. on the Expiry Date, provided that if such date falls on a day which is not a Market Day, then it shall be the Market Day immediately preceding the said non-Market Day. At the close of business on the last day of the Exercise Period at 5.00 pm, any Exercise Rights which have not then been exercised and delivered to the Registrar will lapse and every Warrant not exercised by then will cease to be valid for any purpose.
- 8. The Exercise Price shall be the amount payable in respect of each new Ordinary Share to which a Warrant Holder is entitled to subscribe for on exercise of the Exercise Rights involving such new Ordinary Share, being Ringgit Malaysia Thirty Sen (RM0.30) only, or such price as adjusted under the provisions of Condition 4 set out in Schedule 5 of the Deed Poll.
- 9. The new Ordinary Shares to be issued upon the exercise of the Warrants shall, upon allotment and issuance, rank equally in all respects with the Ordinary Shares save and except that they shall not be entitled to participate in any rights, allotments, dividends and/or other distributions, the entitlement date of which precedes the date of allotment of the new Ordinary Shares issued pursuant to the exercise of the Warrants.
- 10. The definitive share certificates will only be issued to Bursa Depository or its nominee company and no physical share certificates will be issued to the Warrant Holders pursuant to the exercise of the Warrants.
- 11. For avoidance of doubt, if no CDS account number is provided, any exercise or purported exercise of the Exercise Rights shall be deemed invalid.
- 12. ADA means "Authorised Depository Agent".
- 13. The Warrant Holders shall remit RM20.00 per securities account in cash or cheque or internet bank transfer to bank account no. 5644 8140 7506 in favour of the Share Registrar, "Tricor Investor & Issuing House Services Sdn. Bhd." maintained with Malayan Banking Berhad (proof of payment to be attached to the Exercise Notice), being the administrative charges.
- 14. No scrip will be issued to the Depositor in respect of the new shares to be allotted and issued as the result of any exercise of rights therein.

Registrar: Tricor Investor & Issuing House Services Sdn. Bhd. [197101000970(11324-H)]

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