

(Incorporated in Malaysia)

SUBSCRIPTION FORM FOR WARRANTS 2013/2017 (WARRANTS D)

(To be executed and lodged with the Registrar to exercise the Subscription Rights to subscribe for New Shares by Warrants D Holders)

LAST EXERCISE DATE

EXERCISE PRICE

EXERCISE PERIOD

11.12.2017

RM1.71

At any time on or after the 1st day of July 2013 but not later than 5.00 p.m. on the 11th day of December 2017.

To: **WCT Holdings Berhad (Company)**
Attention: The Registrar
Symphony Share Registrars Sdn. Bhd.
 Level 6, Symphony House, Pusat Dagangan Dana 1
 Jalan PJU 1A/46, 47301 Petaling Jaya
 Selangor Darul Ehsan, Malaysia

EXERCISE OF WARRANTS D TO SUBSCRIBE FOR NEW ORDINARY SHARES IN WCT HOLDINGS BERHAD

I/We, the undersigned, the registered holder of the Warrants D,

[all information given below must be the same as the information in the records of Bursa Malaysia Depository Sdn. Bhd. (**Bursa Depository**)]

NAME *

[illegible]

NEW IDENTITY CARD NO./PASSPORT NO./ARMED FORCES IDENTITY CARD NO./POLICE PERSONNEL IDENTITY CARD NO./COMPANY REGISTRATION NO.*

[illegible]

OLD IDENTITY CARD NO. (IN THE CASE OF AN INDIVIDUAL) *

[illegible]**CORRESPONDENCE ADDRESS ***[illegible]

CONTACT NUMBER

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- (a) hereby confirm and declare that all information provided by me/us herein are true and correct;
- (b) 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/our securities account with Bursa Depository (**CDS account**) and further agree and confirm that in the event the information aforesaid differs from the information in Bursa Depository's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- (c) hereby irrevocably authorise you to instruct Bursa Depository to debit the quantity(ies) of Warrants D as specified in paragraph (e) below (**Exercised Warrants D**) from my/our CDS account(s) in the exercise of my/our rights as specified in paragraph (e) below in accordance with the provisions of the deed poll dated 1 July 2013 constituting the Warrants D (**Deed Poll**);
- (d) hereby confirm the Exercised Warrants D are or have been designated as "securities" in my/our CDS account(s) in accordance with the Rules of Bursa Depository and further declare that if this declaration is untrue, the exercise of my/our rights hereunder may be rejected;
- (e) where I/we am/are entitled to receive new ordinary shares in the Company (**New Shares**) upon the exercise of my/our Subscription Rights (apart from the exercise of rights in respect of all Warrants D), I/we hereby irrevocably authorise you to instruct Bursa Depository to credit the quantity(ies) of New Shares specified below into my/our CDS account(s) stated below and for the notice of allotment to be despatched to me/us at my/our risk to the correspondence address mentioned herein:

Source account for debiting the Exercised Warrants D/crediting the New Shares																		
Quantity of New Shares	Securities Account Number: (ADA Code- Branch Code Account No.)																Quantity of Exercised Warrants D surrendered	
				—				—										
				—				—										
				—				—										
				—				—										

Notes:

1. ADA means Authorised Depository Agent(s).
2. A Warrants D Holder shall not be allowed to instruct for New Shares to be credited into any CDS account(s) other than one of those from which the Warrants D are to be debited.

- (f) hereby confirm that after the submission of this form to the Company, I/we will not dispose, transfer or charge the Exercised Warrants D, until the exercise is completed by the debiting of the Exercised Warrants D from my/our CDS account(s) or the exercise is rejected by the Company, whichever is applicable;

- (g) hereby make payment in full for such New Shares which includes payment of the Exercise Price subject to adjustments in accordance with Condition 5 of Schedule 3 of the Deed Poll and together with any payments required under the Securities Industry (Central Depositories) Act 1991 or the Rules of Bursa Depository, and all other fees and charges including taxes, stamp duty and deposit fees (if any) payable to Bursa Depository by banker's draft or cashiers order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia bearing no. in favour of "**WCT Holdings Berhad**" crossed "Account Payee Only" amounting to RM..... and endorsed on the reverse side with my/our name, address and CDS account number in block letters;
- (h) hereby make payment for the processing fee of RM10.60 (inclusive of 6% Goods & Services Tax) per debit transaction and credit transaction in the form of cash/cheque bearing no. in favour of "Symphony Share Registrars Sdn. Bhd." to the Registrar for the debiting and crediting of the CDS account(s);
- (i) hereby irrevocably elect, upon and subject to the provisions of the Deed Poll to exercise the Subscription Rights in respect of the Exercised Warrants D to subscribe for such number of New Shares of the Company at the Exercise Price, and agree to accept such New Shares allotted subject to the Memorandum and Article of Association of the Company;
- (j) hereby enclose a legible photocopy of :-
- (i) (in the case where the Warrants D Holder is an individual) my new identity card; or
 - (ii) (in the case where the Warrants D Holder is a corporation) our certificate of incorporation;
- (k) hereby declare and confirm that I/we have complied with all exchange control and other legal requirements and registration formalities applicable to the exercise of the Subscription Rights; and
- (l) hereby undertake to fully indemnify and keep the Company and the Registrar indemnified against any claims, loss, damage, liability, cost or expense (including legal cost and solicitors' costs on a solicitor and client basis) that may be suffered or incurred by the Company and the Registrar as a result of the Company and/or the Registrar acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertakings herein.

Dated the day of 2017.

If Warrants D Holder is an individual

Signature of Warrants D Holder

If Warrants D Holder is a corporation/society

The common seal of Warrants D Holder)
was hereto affixed in the presence of:-)

Director
Name:

Director/Secretary/other authorised person(s)
Name:

Notes:

1. No scrip will be issued to the Warrants D Holder as the result of any exercise of his Subscription Rights.
2. No Warrants D Holder is allowed to instruct crediting of New Shares into a CDS account other than one of those from which the Exercised Warrants D are to be debited.
3. In exercising the Subscription Rights represented by the above Exercised Warrants D, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
4. The Subscription Right for any Warrants D that is not exercised during the Exercise Period will lapse and become null and void upon the expiry of the Exercise Period.
5. A corporation completing this Subscription Form is required to affix its common seal in accordance with its memorandum and articles of association or constitution.
6. The terms and expressions used in this Subscription Form (unless otherwise defined in this Subscription Form) will have the same meanings and interpretation as defined in the Deed Poll.
7. All information given above must be the same as the information in the records of Bursa Depository.
8. Joint account holders are not recognised by Bursa Depository.
9. For the avoidance of doubt, if no CDS account number is provided, any exercise or purported exercise of the Subscription Rights shall be deemed to be invalid.
10. A processing fee of RM10.60 (inclusive of 6% Goods & Services Tax) per debit transaction and credit transaction shall be paid by the Warrants D Holder in the form of cash/cheque in favour of "Symphony Share Registrars Sdn. Bhd." to the Registrar for the debiting and crediting of the CDS account(s).

Attention:

The attention of Warrants D Holders is drawn to the Part III of the Malaysian Code on Take-overs and Mergers 2010 as amended or replaced from time to time. In particular, a Warrants D Holder should note that he may be under an obligation to extend a take-over offer of the Company if:-

- (a) he intends to acquire or hold or control the exercise of, by exercise of the Warrants D or otherwise, whether at one time or different times, Shares which (together with Shares owned or acquired by him or persons acting in concert with him) carry 33% or more of voting rights of the Company; or
- (b) he, together with persons acting in concert with him, holds not less than 33% but not more than 50% of the voting rights of the Company, and either alone or together with persons acting in concert with him, intends to acquire additional Shares by the exercise of the Warrants D or otherwise in any period of 6 months, increasing such percentage of the voting rights by more than 2%.