

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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WCT Holdings Berhad

(Company No. 930464-M)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE TO HOLDERS OF WARRANTS 2013/2016 (“Warrants C”)

IN RELATION TO

THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS C

(Stock Name : WCT-WC)

(Stock Code : 9679WC)

IMPORTANT RELEVANT DATES :

Last date and time for trading of Warrants C	: Tuesday, 23 February 2016 at 5.00 p.m.
Date and time of suspension of trading of Warrants C	: Wednesday, 24 February 2016 at 9.00 a.m.
Last date and time for exercise of Warrants C	: Thursday, 10 March 2016 at 5.00 p.m.
Date and time of expiry of Warrants C	: Thursday, 10 March 2016 at 5.00 p.m.
Date and time for delisting of Warrants C	: Friday, 11 March 2016 at 9.00 p.m.

This Notice is dated 5 February 2016

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Notice to Warrants C Holders:

“Board of Directors” or “the Board”	: The Board of Directors of WCT
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“CDS Account”	: An account established by Bursa Depository for a depositor for the recording of the deposit of securities and for dealing in such securities by the depositor
“Deed Poll”	: Deed Poll dated 1 July 2013 constituting the Warrants C
“Expiry Date”	: Thursday, 10 March 2016 at 5.00 p.m., the date of expiry of the Warrants C in accordance with the provision of the Deed Poll
“Exercise Period”	: The period during which a Warrants C Holder shall be at liberty to exercise his Subscription Rights commencing from the issue date of Warrants C and expiring at 5.00 p.m. on the Expiry Date, both dates inclusive
“Exercise Price”	: Ringgit Malaysia One and Sen Fifty Four (RM1.54), being the sum payable in respect of each new Ordinary Share to which a Warrant C Holder shall be entitled to subscribe upon the exercise of the Subscription Rights
“Ordinary Share”	: Ordinary share of RM0.50 each in WCT
“Market Day”	: Any day on which Bursa Securities is open for the trading of securities
“Notice”	: This Notice to Warrants C Holders dated 5 February 2016
“Record of Depositors”	: A record provided by Bursa Depository to the Company under the rules of Bursa Depository including any amendments thereof
“Subscription Form”	: The form for exercising the Subscription Rights of Warrants C
“Subscription Money”	The amount of the Exercise Price multiplied by the number of new Ordinary Shares to be subscribed for in respect of the Warrants C
“Subscription Rights”	: The rights of the Warrants C Holders to subscribe for new Ordinary Shares in the Company at the Exercise Price during the Exercise Period and upon the terms and conditions contained in the Deed Poll
“Warrants C”	: Warrants 2013/2016 issued by the Company on 1 July 2013 pursuant to the Deed Poll which remain unexercised before the Expiry Date
“Warrants C Holder(s)”	: The registered holder(s) of Warrants C whose name appears in the Record of Depositors
“WCT” or “the Company”	: WCT Holdings Berhad (Company No. 930464-M)

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Notice to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Notice shall be a reference to Malaysian time, unless otherwise specified.

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CONTENTS

NOTICE TO WARRANTS C HOLDERS OF WCT CONTAINING:	Page
1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING	2
2. EXERCISE PRICE	2
3. PAYMENT OF EXERCISE PRICE	2
4. EXERCISE OF WARRANTS C	2
5. BOOK CLOSURE DATE IN RELATION TO THE EXPIRY AND FINAL EXERCISE OF WARRANTS C	3
6. EXPIRY OF WARRANTS C	3
7. DIRECTORS' RESPONSIBILITY STATEMENT	4
8. CONTACT DETAILS FOR ENQUIRIES	4
 SUBSCRIPTION FORM FOR WARRANTS C	 ENCLOSED



WCT Holdings Berhad

(Company No: 930464-M)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:

B-30-01, The Ascent, Paradigm
No. 1, Jalan SS7/26A, Kelana Jaya
47301 Petaling Jaya
Selangor Darul Ehsan

5 February 2016

Board of Directors:

Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid (*Independent Non-Executive Chairman*)
Taing Kim Hwa (*Managing Director*)
Goh Chin Liong (*Deputy Managing Director*)
Choe Kai Keong (*Executive Director*)
Liang Kai Chong (*Executive Director*)
Wong Yik Kae (*Executive Director*)
Choo Tak Woh (*Independent Non-Executive Director*)
Andrew Lim Cheong Seng (*Independent Non-Executive Director*)

To: The Warrants C Holders of WCT

Dear Sir/Madam,

NOTICE OF EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS C

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions stipulated in the Deed Poll, the Subscription Rights of the Warrants C will expire on **Thursday, 10 March 2016 at 5.00 p.m. ("Expiry Date")**.

Accordingly, all Warrants C Holders intending to exercise their Warrants C are advised to submit the documents referred to in Section 4.1.2 herein to the Company's Share Registrar, Symphony Share Registrars Sdn Bhd no later than 5.00 p.m. on the Expiry Date.

Warrants C Holders should note that the Warrants C which are not exercised by 5.00 p.m. on the Expiry Date will lapse and become NULL and VOID and cease to be valid for any purpose thereafter. Accordingly, the Warrants C will be removed from the Official List of Bursa Securities with effect from 9.00 a.m. on Friday, 11 March 2016.

As at 15 January 2016, being the latest practicable date prior to the printing of this Notice, the total number of unexercised Warrants C was 156,915,999.

Pursuant to Paragraph 8.28 of the Main Market Listing Requirements of Bursa Securities, WCT is required to notify the Warrants C Holders of the expiry of the Warrants C at least one (1) month prior to the last date of exercise or the Expiry Date, whichever is earlier.

Warrants C Holders are advised to note carefully the procedures set out below:

1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

Trading of the Warrants C on Bursa Securities will be suspended with effect from 9.00 a.m. on Wednesday, 24 February 2016 up to the Expiry Date and henceforth, the last time and date for the trading of the Warrants C will be at 5.00 p.m. on Tuesday, 23 February 2016.

2. EXERCISE PRICE

The Exercise Price of the Warrants C is RM1.54 for each new Ordinary Share of WCT.

As such, if you exercise 100 Warrants C into 100 new Ordinary Shares of WCT, the remittance of the full Subscription Money shall be RM154.00.

3. PAYMENT OF EXERCISE PRICE

The remittance of the Subscription Money must be made in full and payable in Ringgit Malaysia ("RM") by way of a banker's draft / cashier's order / money order / postal order drawn on a bank or post office in Malaysia made in favour of "WCT Holdings Berhad", crossed "A/c Payee Only" and endorsed on the reverse side with the Warrants C Holder's name, address and CDS Account number.

4. EXERCISE OF WARRANTS C

4.1 If you are a Warrants C Holder and wish to exercise your Subscription Rights, you should BEFORE 5.00 p.m. on the Expiry Date:

4.1.1 Complete and sign the enclosed Subscription Form.

The Subscription Form may also be downloaded from the Company's website (www.wct.com.my) or obtained from the Company's Share Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia, during normal office hours.

4.1.2 Deliver to the Company's Share Registrar the following documents:

- (a) the duly completed Subscription Form;
- (b) remittance of the full Subscription Money as mentioned in Sections 2 and 3 above; and
- (b) remittance of a processing fee of RM10.60 (inclusive of 6% Goods & Services Tax) via banker's order or similar instrument, made out in favour of "Symphony Share Registrars Sdn Bhd" for each Subscription Form submitted for debiting of the Warrants C and crediting of the new Ordinary Share into the CDS Account of the Warrants C Holder.

The Company shall within eight (8) Market Days (or such other period as may be prescribed by Bursa Securities) from the date of receipt of the duly completed Subscription Form together with the requisite payments as set out in Section 4.1.2 above:

- (a) allot and issue the relevant number of new Ordinary Share subscribed for by the Warrants C Holders under the provision of the Deed Poll;
- (b) despatch a notice of allotment stating the number of new Ordinary Shares that will be credited into the CDS Account of the Warrants C Holders; and
- (c) make an application to Bursa Securities for the listing of and quotation for such new Ordinary Shares issued.

The new Ordinary Share to be issued pursuant to the exercise of Warrants C shall, upon allotment and issue, rank *pari passu* in all respects with the existing Ordinary Shares of the Company, save and except that such new Ordinary Share shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, the entitlement date of which is prior to the date of allotment of the new Ordinary Shares.

5. BOOK CLOSURE DATE IN RELATION TO THE EXPIRY AND FINAL EXERCISE OF WARRANTS C

Warrants C Holders should note that apart from the provisions contained in the Deed Poll, the following provisions of Bursa Depository will apply to the Warrants C:

- 5.1 Bursa Depository will not accept any request for transfer of the Warrants C for the period commencing 4.00 p.m. on Thursday, 3 March 2016 until the Expiry Date.
- 5.2 Warrants C Holders shall qualify for entitlement to subscribe for new Ordinary Shares in respect of the following:
 - 5.2.1 Warrants C transferred into the depositor's CDS Account before 4.00 p.m. on Thursday, 3 March 2016 in respect of the ordinary transfer; and
 - 5.2.2 Warrants C bought on Bursa Securities on or before 5.00 p.m. on Tuesday, 23 February 2016 being the last day of trading of the Warrants C.

6. EXPIRY OF WARRANTS C

- 6.1 Warrants C Holders should note that:
 - 6.1.1 If their Subscription Rights are not exercised and the relevant Subscription Forms together with remittance are not delivered to the Share Registrar of the Company by 5.00 p.m. on the Expiry Date, their Subscription Rights will lapse and become null and void and cease to be valid for any purpose thereafter; and
 - 6.1.2 All unexercised Warrants C remaining in a depositor's CDS Account by 5.00 p.m. on the Expiry Date will be debited from the respective depositor's CDS Account on Friday, 11 March 2011.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Board of Directors who collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts, the omission of which will make any statement herein misleading.

8. CONTACT DETAILS FOR ENQUIRIES

All enquiries relating to this Notice should be addressed to the Company's Share Registrar at the following address:

Symphony Share Registrars Sdn Bhd
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Telephone No.: +603 7841 8000
Facsimile No.: +603 7841 8151 / 8152

Yours faithfully,
For and on behalf of the Board of Directors of
WCT Holdings Berhad

DATO' CAPT. AHMAD SUFIAN @ QURNAIN BIN ABDUL RASHID
Chairman

Date: 5 February 2016

WCT Holdings Berhad (930464-M)
(Incorporated in Malaysia under the Companies Act, 1965)

**WARRANTS TO SUBSCRIBE FOR NEW ORDINARY SHARES OF RM0.50 EACH
IN WCT HOLDINGS BERHAD (WCTH SHARES)**

SUBSCRIPTION FORM FOR WARRANTS 2013/2016

(To be executed and lodged with the Registrar to exercise the Subscription Rights (as defined in the Deed Poll (as defined herein))

[Please read carefully the notes at the end of this Subscription Form before completing this form. Please write in block letters. Each box should contain one letter. Leave one box empty between words. Do not break up the words.]

Original Issue Date : 11 March 2011, the date of allotment of the Existing Warrants C.
Issue Date : 1 July 2013, the date of allotment of the WCTH Warrants.
Expiry Date : 10 March 2016, the date falling 5 years from the Original Issue Date (such date inclusive).
Subscription Rights : rights of a Warrant Holder to subscribe for the new WCTH Shares at the Exercise Price upon the terms of and subject to the Conditions.
Exercise Price : RM1.54, being the sum payable in respect of each new WCTH Share to which the Warrant Holder (as defined in the Deed Poll) shall be entitled to subscribe upon the exercise of the Subscription Rights
Exercise Period : The date commencing on the Issue Date and ending at 5.00 p.m. (Malaysian time) on the Expiry Date (both dates inclusive).

To: **WCT HOLDINGS BERHAD (Company No. 930464-M) ("Company")**
c/o Symphony Share Registrars Sdn Bhd
Level 6, Symphony House, Pusat Dagangan Dana 1
Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia

I/We, the undersigned:

- (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 Malaysia Depository Sdn Bhd (**Bursa Depository**) with regard to my/our account(s) with Bursa Depository (**Securities Account(s)**) 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 Subscription Rights hereunder shall be rejected;
- (c) hereby exercise the Subscription Rights attached to my/our WCTH Warrants as set out herein in accordance with the Conditions (as defined in the Deed Poll) specified in schedule 3 of the Deed Poll dated 1 July 2013 (**Deed Poll**);
- (d) hereby make full payment of the aggregate Exercise Price of RM..... for all new WCTH Shares by delivering herewith *banker's draft/* cashier's order/*money order/*postal order no. dated in the sum of RM..... drawn in favour of "**WCT HOLDINGS BERHAD**";



- (e) hereby authorise you to instruct Bursa Depository to debit the quantity(ies) of WCTH Warrants specified below from my/our Securities Account(s) in the exercise of my/our Subscription Rights as specified below in accordance with the provisions of the Deed Poll;
- (f) hereby confirm the WCTH Warrants specified below intended for the exercise of the Subscription Rights *are* or have been designated as "free securities" in my/our Securities Account(s);
- (g) where I/we am/are entitled to receive new WCTH Shares upon the exercise of my/our Subscription Rights herein, I/we hereby authorise you to instruct Bursa Depository to credit the quantity(ies) of the new WCTH Shares specified below into my/our Securities 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;
- (h) hereby confirm that after the submission of this form to the Company, I/we shall not dispose, transfer or charge any of my/our WCTH Warrants intended for exercise of rights herein, until the exercise is completed by debiting the WCTH Warrants from my/our Securities Account(s) or the exercise is rejected by the Company, whichever is applicable; and
- (i) hereby declare and agree that I/we have complied with all exchange control and other legal requirements applicable to the exercise of the Subscription Rights.

PARTICULARS OF HOLDER:

NAME OF HOLDER (IN CAPITAL LETTERS):

[illegible]

NEW NRIC/PASSPORT/ARMED FORCES CARD/POLICE PERSONNEL/COMPANY
REGISTRATION NO.:

[illegible]

OLD NRIC NO.: (IN THE CASE OF AN INDIVIDUAL)

[illegible]

CORRESPONDENCE ADDRESS OF HOLDER:

[illegible]

CONTACT NO.:

[illegible]

Source account for debiting the WCTH Warrant/crediting the new WCTH Shares																			
Quantity of new WCTH Shares	Securities Account Number: (ADA Code- Branch Code Account No.)																	Quantity of WCTH Warrants surrendered	
				-				-											
				-				-											
				-				-											
				-				-											

Dated

*If the Warrant Holder is an individual

.....
Signature of the Warrant Holder

*If the Warrant Holder is a corporation/society

The Common Seal of the Warrant Holder)
is hereto affixed in the presence of:)

.....
Director

.....
Director/Secretary

*please complete and/or delete as applicable.

Note:

1. No scrip shall be issued to the depositor as the result of any exercise of rights herein.
2. No depositor shall be allowed to instruct crediting of new WCTH Shares into a Securities Account other than one of those from which the WCTH Warrants are to be debited.
3. In exercising the Subscription Rights represented by the above WCTH Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
4. Any WCTH Warrants, the Subscription Rights of which are not exercised during the Exercise Period shall lapse and become null and void.



5. A corporation completing this Subscription Form is required to affix its common seal in accordance with its Memorandum and Articles of Association, a copy of which must be lodged with the Registrar, or signed on its behalf by an attorney or duly authorised official of the corporation.
6. All information given above must be the same as that set out in the records of the Bursa Depository. Inaccurate or incorrect information given may result in the Subscription Form not being valid and the proposed exercise of Subscription Rights being ineffective.
7. Payment of the aggregate Exercise Price for all new WCTH Shares shall be satisfied in cash by way of banker's draft, cashier's order, money order or postal order whichever as the case may be shall be made free of all commissions and/or any other bank or postal charges. All such commissions and charges shall be borne by the payer. Compliance must all be made with all exchange control or other statutory requirements for the time being applicable to such payments.
8. Unless otherwise provided, the terms and expressions used in this Subscription Form shall have the same meaning as defined in the Deed Poll constituting the issue of the WCTH Warrants.
9. A separate remittance of RM10.60 (inclusive of 6% Goods & Services Tax) is payable to Symphony Share Registrars Sdn Bhd being the administrative fees for debiting of your WCTH Warrants and crediting of your new WCTH Shares.