

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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TPC PLUS BERHAD

("TPC" or "the Company")

Registration No. 200301012910 (615330-T)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE TO WARRANT HOLDERS

IN RELATION TO

THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2016/2021

Stock Name: TPC-WA

Stock Code: 7176WA

IMPORTANT RELEVANT DATE AND TIME

Last date and time for trading of Warrants	: Thursday, 31 December 2020 at 5:00 p.m.
Date and time of suspension of trading of Warrants	: Monday, 4 January 2021 at 9:00 a.m.
Last date and time for transfer into depositor's CDS Account	: Tuesday, 12 January 2021 at 4:30 p.m.
Last date and time for exercise of Warrants	Tuesday, 19 January 2021 at 5:00 p.m.
Date and time of expiry of Warrants	: Tuesday, 19 January 2021 at 5:00 p.m.
Date and time of delisting of Warrants	: Wednesday, 20 January 2021 at 9:00 a.m.

This Notice is dated 16 December 2020

DEFINITIONS

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

“Board”	: Board of Directors of TPC
“Bursa Depository”	: Bursa Malaysia Depository Sdn. Bhd. [198701006854 (165570-W)]
“Bursa Securities”	: Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
“Company” or “TPC”	: TPC Plus Berhad [200301012910 (615330-T)]
“Deed Poll”	: Deed Poll dated 18 November 2015
“Directors”	: Directors of the Company
“Exercise Form”	: The form, as enclosed in this Notice, to be completed by Warrant Holders in exercising the Exercise Rights.
“Exercise Money”	: The amount calculated by multiplying the Exercise Price with the aggregate number of new Ordinary Shares in respect of which the Exercise Rights are being exercised at the same time
“Exercise Price”	: Twenty Sen (RM0.20), being the price payable by a Warrant Holder upon exercise of the Exercise Rights attached to the Warrants.
“Exercise Rights”	: The rights conferred on a Warrant Holder to subscribe for one (1) new Ordinary Share for each Warrant at any time during the Exercise Period and at the Exercise Price
“Expiry Date”	: The Expiry Date is 19 January 2021 at 5:00 p.m. i.e. the close of business at 5:00 p.m. in Kuala Lumpur on the date preceding the fifth (5th) anniversary of the date of issuance of the Warrants
“Market Day”	: A day on which the stock market of Bursa Securities is open for trading in securities
“Notice”	: This Notice to Warrant Holders dated 16 December 2020 in relation to the expiry and last date for the exercise of Warrants 2016/2021
“Ordinary Shares” or “TPC Shares”	: Ordinary shares in the capital of TPC
“Record of Depositors”	: A record of depositors as provided by Bursa Depository pursuant to Chapter 24.0 of the rules of Bursa Depository
“RM and Sen”	: Ringgit Malaysia and sen, respectively
“CDS Account”	: An account established by Bursa Depository for a depositor for the recording of deposit of securities and dealing in such securities by the depositor
“Shares Registrar”	: Bina Management (M) Sdn Bhd [197901005880 (50164-V)]

**“Warrants” or “Warrants
2016/2021”**

Warrants issued by the Company on 20 January 2016 constituted by the Deed Poll and which remain unexercised before the Expiry Date

“Warrant Holders”

: Depositors whose names appear in the Record of Depositors as holders of the Warrants

Unless the context otherwise requires or unless otherwise defined in this Notice, words and expressions defined in the Deed Poll shall have the same meaning when used in this Notice.

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

Any reference in this Notice to any statute is a reference to that statute 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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TPC PLUS BERHAD

Registration No. 200301012910 (615330-T)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:

PT 1678, Mukim of Serkam
77300 Merlimau
Melaka

16 December 2020

Board of Directors:

YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop (Chairman)
Lim Yew Chua (Managing Director)
Lim Yew Kwang (Executive Director)
Lim Yew Piau (Executive Director)
Liang Ah Lit @ Nyah Chung Mun (Independent Non-Executive Director)
Chong Chee Siong (Independent Non-Executive Director)
Chong Peng Khang (Independent Non-Executive Director)

To: The Warrant Holders of TPC

Dear Sir/Madam,

NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2016/2021

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions as set out in the Deed Poll dated 18 November 2015 governing the Warrants issued by the Company on 20 January 2016, the Exercise Rights of the Warrants will expire at **5:00 p.m.** on **Tuesday, 19 January 2021**.

Therefore, Warrant Holders who intend to exercise their Warrants are advised to submit the documents referred to in Section 4.1 of this Notice to the Company's Share Registrar no later than 5:00 p.m. on the Expiry Date.

The total number of Warrants outstanding as at 9 December 2020, being the latest practicable date prior to the issuance of this Notice, is 75,339,100.

WARRANT HOLDERS SHOULD NOTE THAT WARRANTS 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.

ACCORDINGLY, THE WARRANTS WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9:00 A.M. ON WEDNESDAY, 20 JANUARY 2021.

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

1. **SUSPENSION OF TRADING AND THE LAST DAY FOR TRADING**

To facilitate the exercise of the Exercise Rights by Warrant Holders, the Warrants will be suspended from trading on Bursa Securities with effect from 9:00 a.m. on Monday, 4 January 2021 until 5:00 p.m. on the Expiry Date.

As such, the last day and time for trading of the Warrants will be on Thursday, 31 December 2020 at 5:00 p.m.

2. **EXERCISE PRICE**

The Exercise Price of the Warrants is RM0.20 for every one new Ordinary Share. For example, if a Warrant Holder exercises 100 Warrants, the aggregate Exercise Price ("**Exercise Money**") shall be RM20.00.

3. **PAYMENT OF EXERCISE MONEY**

Payment of the Exercise Money must be made in full and payable in Ringgit Malaysia by banker's draft or cashier's order drawn on a bank operating in Malaysia or money order or postal order issued by a post office in Malaysia made in favour of "**TPC Warrants 2016/2021 Account**" crossed "**A/C Payee Only**" and endorsed on the reverse side with the name, old and new NRIC number / company number / passport number and address of the Warrant Holder.

4. **EXERCISE OF EXERCISE RIGHTS**

4.1 If you are a Warrant Holder and wish to exercise your Exercise Rights, you should:

- (a) Complete and execute the enclosed Exercise Form for Warrants 2016/2021. The Exercise Form for Warrants 2016/2021 may also be downloaded from the Company's website at www.tpc.com.my or obtained from the Company's Share Registrar, Bina Management (M) Sdn Bhd, at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan during office hours i.e. Mondays to Fridays (except public holiday), from 9:00 a.m. to 5:00 p.m.
- (b) Deliver and reach the Share Registrar the following documents and remittance not later than 5:00 p.m. on the Expiry Date:
 - (i) The duly completed and signed Exercise Form for Warrants 2016/2021;
 - (ii) The remittance for the full Exercise Money as stated in Sections 2 and 3 above; and
 - (iii) The remittance of a processing fee of RM21.20 (inclusive of 6% SST) for each Exercise Form for Warrants 2016/2021 submitted payable by cheque drawn on a bank operating in Malaysia or money order or postal order issued by a post office in Malaysia made in favour of "**Bina Management (M) Sdn Bhd**" crossed "**A/C Payee Only**", or in cash if you are delivering personally the documents to the Share Registrar.

4.2 The Company shall within 8 Market Days (or such other period as may be prescribed by Bursa Securities) after the date of receipt of the duly completed Exercise Form for Warrants 2016/2021 together with the requisite payments as set out in Sections 4.1(b)(ii) and 4.1(b)(iii) above:

- (a) Allot and issue the relevant number of new Ordinary Shares to the Warrant Holder arising from the exercise of Warrants;
- (b) Despatch by ordinary post a notice of allotment to the Warrant Holder stating the number of new Ordinary Shares that will be credited into the CDS Account of the Warrant Holder; and
- (c) Make an application to Bursa Securities for the listing of and quotation for such new Ordinary Shares issued.

New Ordinary Shares arising from the exercise of Exercise Rights will be credited into the CDS Accounts of the respective Warrant Holders and no physical share certificates will be issued to the Warrant Holders in respect of the exercise.

The new Ordinary Shares issued pursuant to the exercise of Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the existing TPC Shares except that the new Ordinary Shares will not be entitled to any dividends, rights, allotments and/or any forms of distributions of which the entitlement date is prior to the date of allotment and issuance of the new Ordinary Shares.

5. **BOOK CLOSURE DATE IN RELATION TO WARRANTS 2016/2021**

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

- (a) Bursa Depository will not accept any request for ordinary transfer of the Warrants for the period commencing 4:30 p.m. on Tuesday, 12 January 2021, up to and including the Expiry Date; and
- (b) Warrant Holders shall qualify for entitlement to subscribe for new Ordinary Shares only in respect of the following:
 - (i) Warrants transferred into the depositor's CDS Account before 4:30 p.m. on Tuesday, 12 January 2021, in respect of ordinary transfers; or
 - (ii) Warrants bought on Bursa Securities on or before 5.00 p.m. on Thursday, 31 December 2020, being the last day of trading of the Warrants.

6. **EXPIRY OF WARRANTS**

Warrant Holders should note that:

- (a) If their Exercise Rights are not exercised and the relevant Exercise Form for Warrants 2016/2021 together with the remittances are not delivered to the Company's Share Registrar by 5:00 p.m. on the Expiry Date, the Warrants will lapse and become null and void and cease to be valid for any purpose; and
- (b) All unexercised Warrants remaining in a depositor's CDS Account as at 5:00 p.m. on the Expiry Date will be withdrawn from the respective depositor's CDS Account on Wednesday, 20 January 2021.

7. **DIRECTORS' RESPONSIBILITY STATEMENT**

The Board has seen and approved this Notice.

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Notice and confirm that, after having made all reasonable inquiries and to the best of their knowledge and belief, there are no other facts which, if omitted, would make any statement in this Notice misleading.

8. **CONTACT DETAILS FOR ENQUIRIES**

All enquiries concerning the above should be addressed to the Company's Share Registrar:

Bina Management (M) Sdn Bhd
Registration No. 197901005880 (50164-V)
Lot 10, The Highway Centre
Jalan 51/205
46050 Petaling Jaya
Selangor

Contact Person : Puan Nor Syahirah Binti Kamal Ibrahim
Telephone No. : 03-7784 3922
Facsimile No. : 03-7784 1988
Email : binawin@binamg168.com

Yours faithfully
For and on behalf of the Board of
TPC PLUS BERHAD

YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop
Chairman

- (g) hereby request that the notice of allotment stating the number of new Ordinary Shares credited into my/our Central Depository System Account be sent, at my/our risk, by ordinary post to my/our address set out above.
- (h) hereby confirm that upon the lodgement of this form with the Registrar, I/we shall not dispose, transfer, charge or otherwise encumber the Warrants in respect of which the Exercise Rights are being exercised unless and until the Exercise Form has been returned, withdrawn or otherwise rejected or declared by the Company to be void in accordance with the provisions of the Conditions set out in the Third Schedule of the Deed Poll.
- (i) hereby declare and confirm that I/we have complied with all exchange control regulations and requirements imposed by Bank Negara Malaysia or other prevailing statutory requirements for the time being applicable to the exercise of the Exercise Rights and any directions and instructions given in this Exercise Form.

Dated:

If Warrant Holder is an individual

Signature of the Warrant Holder

If Warrant Holder is a corporation/society

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

Director
Name:

Director/Secretary
Name:

Notes:

1. All information given in this Exercise Form must be as per the information provided to Bursa Malaysia Depository Sdn. Bhd.
2. Joint holders are not recognised under the Central Depository System.
3. No scripts will be issued to the Depositor in respect of the new Ordinary Shares issued as a result of any exercise of the Exercise Rights represented by the Warrants.
4. In exercising the Exercise Rights represented by the Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable and the provision of the Securities Industry (Central Depositories) Act, 1991 and the Rules of Bursa Malaysia Depository Sdn. Bhd.
5. A corporation completing this Exercise 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.



6. The attention of the Warrants Holders is drawn to Section 9, Part III and all relevant rules of the Malaysian Code on Take-overs and Mergers, 2010 and provisions of the Capital Markets and Services Act 2007 as amended or replaced from time to time. In particular, a Warrants Holder should note that he may be under an obligation to extend a take-over offer of the Company if:-
- (a) he intends to subscribe by exercise of the Warrants, whether at one time or different times, new Ordinary Shares which (together with the Ordinary Shares owned or acquired by him or persons acting in concert with him) carry more than thirty three per cent (33%) of the voting rights in the Company; or
 - (b) he, together with persons acting in concert with him, hold more than thirty three per cent (33%) but less than fifty per cent (50%) of the voting rights in the Company, and either alone or together with persons acting in concert with him, intends to subscribe for additional new Ordinary Shares by the exercise of the Warrants or otherwise in any period of six (6) months, increasing such percentage of the voting rights by more than two per cent (2%).

The exercise by a Warrants Holder of Exercise Rights in circumstances other than those referred to above in sub-paragraphs 6(a) and 6(b) of these Notes could also result in implications on the Warrant Holder under the provisions referred to above.

7. No direction may be made in this Exercise Form requiring the new Ordinary Shares to be credited into the CDS Account of a person other than a CDS Account in the name of the person exercising the Exercise Rights under this Exercise Form.
8. The Exercise Price of Ringgit Malaysia Twenty Sen (RM0.20) or such adjusted price as may for the time being be applicable in accordance with the Conditions set out in the Deed Poll to exercise the Exercise Rights (as defined in the Deed Poll) attached to the Warrants.
9. The exercise of the Exercise Rights under this Exercise Form shall be deemed invalid if any banker's draft or cashier's order or money order or postal order for payment of the Exercise Money is not cleared on first presentation.
10. If any part of this Exercise Form is not fully and properly completed and/or executed, the Company shall be entitled to regard the exercise of the Exercise Rights under the Exercise Form as invalid.
11. At the close of business on the 19th day of January 2021, any Exercise Rights which have not been exercised and any Exercise Form which have not been delivered to the Registrar will lapse and every Warrant will cease thereafter to be valid for any purpose.

Registrar: **Bina Management (M) Sdn Bhd**
Registration No. 197901005880 (50164-V)
Lot 10, The Highway Centre,
Jalan 51/205,
46050 Petaling Jaya,
Selangor Darul Ehsan