

SARAWAK CONSOLIDATED INDUSTRIES BERHAD ("SCIB" OR THE "COMPANY")

I. PROPOSED BONUS ISSUE OF SHARES; AND

II. PROPOSED ISSUE OF FREE WARRANTS

(COLLECTIVELY REFERRED TO AS THE "PROPOSALS")

1. INTRODUCTION

On behalf of the Board of Directors of SCIB ("**Board**"), UOB Kay Hian Securities (M) Sdn Bhd ("**UOB Kay Hian**") wishes to announce that the Company proposes to undertake the following:-

- (i) bonus issue of up to 367,897,500 new ordinary shares in SCIB ("**SCIB Share(s)**" or "**Share(s)**") ("**Bonus Share(s)**") on the basis of 3 Bonus Shares for every 1 existing SCIB Share held on an entitlement date to be determined and announced later by the Board ("**Bonus Entitlement Date**") ("**Proposed Bonus Issue of Shares**"); and
- (ii) issuance of up to 245,265,000 free warrants in SCIB ("**Warrant(s)**") on the basis of 1 Warrant for every 2 SCIB Shares held on an entitlement date, which will be after the Bonus Entitlement Date, to be determined and announced later by the Board ("**Warrants Entitlement Date**") ("**Proposed Issue of Free Warrants**").

The Proposed Bonus Issue of Shares and Proposed Issue of Free Warrants are collectively referred to as the "**Proposals**". Further details of the Proposals are set out in the ensuing sections.

2. DETAILS OF THE PROPOSALS

As at 14 August 2020, being the latest practicable date prior to the date of this announcement ("**LPD**"), the issued Share capital of SCIB is RM152,268,468 comprising 122,632,500 SCIB Shares. For avoidance of doubt, SCIB does not have any outstanding convertible securities nor retain any treasury shares as at the LPD.

2.1 Proposed Bonus Issue of Shares

2.1.1 Basis and number of Bonus Shares

The Proposed Bonus Issue of Shares entails the issuance of up to 367,897,500 Bonus Shares on the basis of 3 Bonus Shares for every 1 existing Share held by the shareholders of SCIB whose names appear in the Record of Depositors of the Company on the Bonus Entitlement Date. The actual number of Bonus Shares to be issued pursuant to the Proposed Bonus Issue of Shares will depend on the total number of issued Shares of SCIB on the Bonus Entitlement Date.

In determining entitlements under the Proposed Bonus Issue of Shares, fractional entitlements, if any, shall be dealt with in such manner as the Board in its absolute discretion deems fit and expedient, and in the best interest of the Company.

The price of SCIB Shares will be adjusted pursuant to the Proposed Bonus Issue of Shares. Purely for illustrative purpose only, based on the 5-day volume weighted average market price ("**VWAP**") of SCIB Share and the average of 3-month daily VWAP of SCIB Share up to and including the LPD, the theoretical ex-bonus price ("**TEBP**") of SCIB Shares is as follows:-

	Before the Proposed Bonus Issue of Shares Market price/ Share RM	After the Proposed Bonus Issue of Shares TEBP/ Share RM
5-day VWAP up to the LPD	2.7089	0.6772
Average of 3-month daily VWAP	2.3656	0.5914

Based on the above, the Proposed Bonus Issue of Shares is in compliance with Paragraph 6.30 (1A)* of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**").

Note:-

(* Paragraph 6.30 (1A) of the Listing Requirements requires that "A listed issuer must ensure that its share price adjusted for a bonus issue is not less than RM0.50 based on the daily volume weighted average share price during the 3-month period before the application date ("**Pricing Condition**").

The Proposed Bonus Issue of Shares will not be implemented on a staggered basis.

2.1.2 No capitalisation of reserves

Under the Companies Act, 2016 ("**Act**"), a bonus issue can be undertaken either:-

- (i) by way of capitalisation of the retained earnings/ accumulated profits of a company; or
- (ii) without capitalisation, where a company may issue and allot the bonus shares at nil consideration.

In view of the above, the Board has resolved that the implementation of the Proposed Bonus Issue of Shares shall be undertaken without any capitalisation from the reserves of the Company and that the Bonus Shares shall be issued as fully paid Shares at nil consideration. Therefore, the issued Share capital in RM value will not be affected albeit an increase in the number of Shares in issue pursuant to the Proposed Bonus Issue of Shares.

As the Proposed Bonus Issue of Shares is undertaken without capitalisation from the Company's reserves, it allows the Board to preserve the Company's reserves.

2.1.3 Ranking of Bonus Shares

The Bonus Shares will, upon allotment and issuance, rank equally in all respects with the existing SCIB 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 Entitlement Date.

For avoidance of doubt, the Bonus Shares will be entitled to the Warrants.

2.1.4 Listing and quotation for the Bonus Shares

An application will be made to Bursa Securities for the listing and quotation for the Bonus Shares on the Main Market of Bursa Securities.

2.2 Proposed Issue of Free Warrants

2.2.1 Basis and number of Warrants

The Proposed Issue of Free Warrants entails the issuance of up to 245,265,000 Warrants on the basis of 1 Warrant for every 2 SCIB Shares held by the entitled shareholders of SCIB on the Warrants Entitlement Date, which will be after the Bonus Entitlement Date ("**Entitled Warrantholders**").

Based on the number of SCIB Shares in issue as at the LPD and assuming the Proposed Bonus Issue of Shares has been completed, the enlarged number of issued Shares will be 490,530,000 SCIB Shares. As such, a total of 245,265,000 Warrants will be issued pursuant to the Proposed Issue of Free Warrants.

The entitlement basis for the Proposed Issue of Free Warrants was determined after taking into consideration the following:-

- (i) amount of proceeds the Company could potentially be raised as and when the Warrants are exercised during the exercise period of the Warrants;
- (ii) dilutive effects arising from the full exercise of Warrants on the consolidated earnings per share ("**EPS**") of the Company; and
- (iii) compliance with Paragraph 6.50 of the Listing Requirements, which states that the number of new SCIB Shares that will arise from all outstanding Warrants, when exercised, shall not exceed 50% of the total number of issued Shares (excluding treasury shares and before the exercise of the Warrants) at all times.

In determining the entitlements under the Proposed Issue of Free Warrants, fractional entitlements, if any, shall be dealt with in such manner as the Board in its absolute discretion deems fit and expedient, and in the best interest of the Company.

The Warrants will be issued in registered form and constituted by a deed poll to be executed by SCIB ("**Deed Poll**"). The indicative salient terms of the Deed Poll are set out in **Appendix I** of this announcement.

The Warrants Entitlement Date will be a date after the Bonus Entitlement Date, hence the Bonus Shares will be entitled to the Warrants.

The Proposed Issue of Free Warrants is not intended to be implemented in stages over a period of time.

2.2.2 Basis and justification of determining the issue price and exercise price of Warrants

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

The exercise price of the Warrants will be determined at a later date by the Board after the receipt of all relevant approvals but before the announcement of the Warrants Entitlement Date, by taking into consideration the following:-

- (i) the historical price movement of SCIB Shares and the future funding requirements of SCIB and its subsidiaries ("**Group**");
- (ii) the TEBP of SCIB Shares based on 5-day VWAP of SCIB Shares up to the price-fixing date, with a premium of up to 30%.

For illustrative purpose, the indicative exercise price of the Warrants is assumed at RM0.86 per Warrant, which represents a premium of approximately 30% to the TEBP of SCIB Share of RM0.6625, calculated based on the closing price of the Company as at the LPD of RM2.65 per SCIB Share;

- (iii) Warrants are exercisable at any time for a tenure of 3 years from the date of issuance of the Warrants; and
- (iv) Warrants will be issued at no cost.

The Board wishes to emphasise that the indicative exercise price of the Warrants of RM0.86 per Warrant should not be taken as an indication of or reference to the actual exercise price of the Warrants, as it will only be determined and announced at a later date. The actual exercise price of the Warrants may be fixed at a premium of up to 30% to the TEBP of SCIB Shares post-Proposed Bonus Issue of Shares and on a date up to and including the price fixing date of the Warrants' exercise price.

The premium of not more than 30% to the TEBP of SCIB Shares was determined after taking into consideration, amongst others, the following:-

- (i) The prevailing market conditions and the historical market price of SCIB Shares;
- (ii) The Warrants being exercisable at any time within a 3 year period from the date of issuance of Warrants; and
- (iii) The potential future earnings of the Group.

2.2.3 Ranking of the new SCIB Shares to be issued arising from the exercise of Warrants

The new SCIB Shares to be issued pursuant to the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the existing SCIB Shares, save and except that the new SCIB Shares to be issued arising from the exercise of the Warrants 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 exercise of Warrants.

2.2.4 Listing and quotation for the Warrants and new SCIB Shares to be issued arising from the exercise of the Warrants

An application will be made to Bursa Securities for the listing and quotation for the Warrants and new SCIB Shares to be issued arising from the exercise of the Warrants on the Main Market of Bursa Securities.

2.2.5 Utilisation of proceeds

The Warrants will not raise any immediate funds for the Company when issued as the Warrants will be issued without any cost to the Entitled Warrantholders. The amount of proceeds to be raised from the exercise of Warrants would depend on the actual number of Warrants exercised during the exercise period of Warrants and the exercise price of Warrants to be determined at a later stage. As such, the exact quantum and timeframe for utilisation of the proceeds to be used cannot be determined at this juncture.

For illustration purpose, assuming that all Warrants are exercised at the indicative exercise price of RM0.86 per Warrant, the Company will raise gross proceeds of up to approximately RM210.93 million. For clarity, any proceeds raised, as and when the Warrants are exercised, shall be utilised for the following:-

- (i) working capital of the Group which may include payment of trade and other payables (which includes payment for administrative expenses such as staff expenses, legal and professional fees, and rental expenses). The allocation of the proceeds to be utilised for each component of working capital may be subject to the Group's operating requirements at the time of utilisation, and such allocation shall be determined at the Board's discretion; and
- (ii) partial repayment of the Group's borrowings. The allocation of the proceeds to be utilised for the partial repayment of the Group's borrowings is subject to the actual number of Warrants being exercised by the Warrants Entitled Shareholders during the exercise period of the Warrants and the exercise price of the Warrants. Hence, the annual savings in interest payments cannot be reasonably determined at this juncture.

3. RATIONALE AND JUSTIFICATIONS FOR THE PROPOSALS

3.1 Proposed Bonus Issue of Shares

The Board intends to undertake the Proposed Bonus Issue of Shares to reward the existing shareholders of the Company in the form of Bonus Shares for their loyalty and continued support as the Proposed Bonus Issue of Shares serves to:-

- (i) increase the number of SCIB Shares held by the Company's shareholders at no cost to be incurred by the shareholders, while maintaining their percentage of equity shareholding held in the Company;
- (ii) potentially result in an improved trading liquidity of the Shares traded in the market at an affordable Share price i.e. lower trading price, without affecting the size of the market capitalisation of the Company; and
- (iii) encourage greater participation by investors and to potentially widen the share base and shareholders' profiles of the Company.

In addition, the implementation of the Proposed Bonus Issue of Shares via the adoption of the enhanced bonus issue framework and without capitalisation of the Company's reserves is not expected to affect the Company's reserves and the total net asset ("**NA**") of the Company.

3.2 Proposed Issue of Free Warrants

The Board intends to undertake the Proposed Issue of Free Warrants to reward the existing shareholders of the Company in the form of Warrants for their loyalty and continued support as the Proposed Issue of Free Warrants:-

- (i) serves to reward the shareholders for their continuous support by enabling them to participate in a derivative of the Company without incurring any costs;
- (ii) provides the shareholders an alternative mean to participate and trade in the equity of the Company;
- (iii) provides the shareholders an opportunity to further increase their equity participation in the Company by exercising the Warrants at a pre-determined price during the exercise period. The shareholders may also benefit from potential capital gain in the event of Share price appreciation through the exercise of the Warrants;
- (iv) strengthen the capital base of the Company, as and when the Warrants are exercised; and
- (v) serves as an appropriate avenue to raise funds as opposed to other fund raising exercises in view that it will progressively raise proceeds as and when the Warrants are exercised to fund the Group's working capital and partial repayment of the Group's borrowings as highlighted in Section 2.2.5 of this announcement without the need of incurring interest cost in the case of bank borrowings. This will consequently improve the gearing level of the Group.

For shareholders' information, the Company had on 7 April 2020, announced a private placement of up to 36,750,000 SCIB Shares, representing up to 42.7% of the then total number of issued Shares, which were issued at an issue price of RM1.82 per Share, raising a total gross proceeds of approximately RM66.89 million ("**Private Placement**"). The status of the utilisation of the said gross proceeds as at 30 June 2020 is set out below:-

Private Placement	Expected timeframe for utilisation	Proposed utilisation RM'000	Amount utilised as at 30 June 2020 RM'000
Working capital for on-going projects	Within 12 months from the receipt of placement funds	6,477	-
Estimated expenses for future projects	Within 24 to 36 months from the receipt of placement funds	59,408	10,776
Estimated expenses in relation to the Private Placement together with recurrent related party transaction	Upon completion of the Private Placement	1,000	589 ^{*1}
Total		66,885	11,365

Note:-

^{*1} The actual utilisation of the expenses in relation to the Private Placement and the recurrent related party transaction was approximately RM0.59 million. The remaining gross proceeds of approximately RM0.41 million will be channelled to finance the working capital of the Group's on-going projects

The Private Placement was completed on 16 June 2020. Save for the Private Placement, the Company has not undertaken any other fund raising exercise in the past 12 months up to the date of this announcement.

4. EFFECTS OF THE PROPOSALS

The effects of the Proposals on the issued Share capital, NA per Share and gearing ratio of the Group, earnings and EPS of the Group, convertible securities of the Company (if any) and substantial shareholders' shareholdings in the Company, are set out below:-

4.1 Issued Share capital

The pro forma effects of the Proposals on the issued Share capital are set out below:-

	No. of Shares	RM
Issued Share capital as at the LPD	122,632,500	152,268,468
No. of Shares to be issued pursuant to the Proposed Bonus Issue of Shares	367,897,500	-
	490,530,000	152,268,468
No. of Shares to be issued pursuant to the full exercise of Warrants	245,265,000	210,927,900 ^{*1}
Enlarged issued Share capital	735,795,000	363,196,368

Note:-

^{*1} Assuming that all Entitled Warrantheolders exercise their Warrants at the exercise price of RM0.86 per Warrant

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4.2 NA per Share and gearing ratio

Based on the latest audited consolidated statements of financial position of the Group as at latest audited financial year ended ("FYE") 31 December 2019, the pro forma effects of the Proposals on the NA per Share and gearing ratio of the Group are set out as follows:-

	I	II
	After I and assuming full exercise of the Warrants	
	RM	RM
	RM	RM
Share capital	85,913,168	152,268,468 ^{*1}
Foreign exchange translation reserves	98	495,365 ^{*2}
Accumulated losses	(33,912,548)	(24,569,669) ^{*2}
Shareholders' fund/ NA	52,000,718	128,194,164
	127,994,164	338,922,064
No. of Shares in issue	85,882,500	122,632,500 ^{*1}
NA per Share (RM)	0.61	1.05
Total borrowings (RM)	37,425,499	37,384,267 ^{*2}
Gearing ratio (times)	0.72	0.29

Notes:-

^{*1} After taking into account the issuance of 36,750,000 Shares at RM1.82 per Share pursuant to the Private Placement and after deducting the expenses of approximately RM529,700 in relation to the Private Placement only

^{*2} Extracted from the latest unaudited 6-month quarterly results ended 30 June 2020

^{*3} After deducting the estimated expenses of approximately RM200,000 in relation to the Proposals

^{*4} Assuming that all Entitled Warrantheolders exercise their Warrants at the indicative exercise price of RM0.86 per SCIB Share

4.3 Substantial shareholders' shareholdings

The Proposed Bonus Issue of Shares will not have any effect on the shareholdings of the substantial shareholders of SCIB as the Bonus Shares will be allotted on a pro-rata basis to all the shareholders of the Company. However, the number of SCIB Shares held by the substantial shareholders will increase proportionately as a result of the Proposed Bonus Issue of Shares.

The Proposed Issue of Free Warrants will not have any effect on the shareholdings of the substantial shareholders of SCIB. Assuming all Entitled Warrantheolders exercise their respective Warrants during the exercise period of the Warrants, the number of SCIB Shares held by the substantial shareholders will increase proportionately arising from the exercise of the Warrants into new SCIB Shares.

For illustration purpose, the pro forma effects of the Proposals on the shareholdings of the substantial shareholders of SCIB are as follows:

Substantial shareholder:	Shareholdings as at the LPD				I After the Proposed Bonus Issue of Shares				II After I and assuming full exercise of the Warrants			
	<-----Direct----->		<-----Indirect----->		<-----Direct----->		<-----Indirect----->		<-----Direct----->		<-----Indirect----->	
	No. of Shares	% ^{*1}	No. of Shares	% ^{*1}	No. of Shares	% ^{*2}	No. of Shares	% ^{*2}	No. of Shares	% ^{*3}	No. of Shares	% ^{*3}
YBhg. Dato' Dr. Ir. Ts. Mohd Abdul Karim Bin Abdullah	46,920,055	38.26	-	-	187,680,220	38.26	-	-	281,520,330	38.26	-	-
Sarawak Economic Development Corporation	6,481,250	5.29	-	-	25,925,000	5.29	-	-	38,887,500	5.29	-	-
Gaya Belian Sdn Bhd	6,878,496	5.61	-	-	27,513,984	5.61	-	-	41,270,976	5.61	-	-
Marinah Binti Harris	-	-	6,878,496 ^{*4}	5.61	-	-	27,513,984 ^{*4}	5.61	-	-	41,270,976 ^{*4}	5.61
Halijah Binti Harris	-	-	6,878,496 ^{*4}	5.61	-	-	27,513,984 ^{*4}	5.61	-	-	41,270,976 ^{*4}	5.61
Rosland bin Othman	9,827,285	8.01	-	-	39,309,140	8.01	-	-	58,963,710	8.01	-	-

Notes:-

^{*1} Based on the issued Shares of 122,632,500

^{*2} Based on the enlarged issued Shares of 490,530,000

^{*3} Based on the enlarged issued Shares of 735,795,000

^{*4} Deemed interest by virtue of her substantial shareholding in Gaya Belian Sdn Bhd pursuant to Section 8 of the Act

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4.4 Earnings and EPS

The Proposals are not expected to have any material effect on the earnings of the Group for the financial year ending FYE 31 December 2020. However, assuming that the earnings of the Group remain unchanged, the EPS of the Company will be proportionately diluted as a result of the increase in the number of SCIB Shares in issue pursuant to the Proposed Bonus Issue of Shares, and as and when the Warrants are exercised into new SCIB Shares.

The potential effects of the exercise of the Warrants on the future earnings of the Group and EPS of the Company will depend upon, amongst others, the number of Warrants exercised at any point in time and the benefits to be accrued to the Group from the utilisation of proceeds raised from the exercise of the Warrants.

4.5 Convertible securities

As at the LPD, the Company does not have any other existing convertible securities.

5. APPROVALS REQUIRED

The Proposals are subject to the following approvals:-

- (i) Bursa Securities for the following:-
 - (a) admission of the Warrants to the Main Market of Bursa Securities;
 - (b) listing and quotation of the Warrants on the Main Market of Bursa Securities; and
 - (c) listing and quotation for the Bonus Shares and new SCIB Shares to be issued pursuant to the exercise of the Warrants on the Main Market of Bursa Securities;
- (ii) The shareholders of SCIB, for the Proposals at an extraordinary general meeting to be convened; and
- (iii) Any other relevant authority, if required.

Save for the completion of the Proposed Bonus Issue of Shares, the Proposed Issue of Free Warrants is not conditional upon any other proposals undertaken or to be undertaken by the Company.

The Proposed Bonus Issue of Shares is not conditional upon the implementation of the Proposed Issue of Free Warrants and any other proposals undertaken or to be undertaken by the Company.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/ OR PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders and/ or chief executive of SCIB and/ or persons connected with them has any interest, whether direct or indirect, in the Proposals, save for their respective entitlements as shareholders of the Company under the Proposals, which are also available to all other shareholders of the Company.

7. DIRECTORS' STATEMENT

The Board, having considered all aspects of the Proposals, including but are not limited to, the basis, the rationale and the pro forma effects of the Proposals, is of the opinion that the Proposals are in the best interest of the Company and its shareholders.

8. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Proposals are expected to be completed in the fourth quarter of 2020.

9. APPLICATION TO THE AUTHORITIES

The application to the relevant authority shall be made within 2 months from the date of this announcement.

10. MAIN ADVISER

UOB Kay Hian has been appointed as the Main Adviser for the Proposals.

This announcement is dated 27 August 2020.

INDICATIVE SALIENT TERMS OF THE DEED POLL

The indicative salient terms of the Deed Poll are as follows:-

Issue size	Up to 245,265,000 Warrants
Form and denomination	The Warrants will be issued in registered form and constituted by the Deed Poll
Tenure	3 years commencing from and inclusive of the date of issuance of the Warrants
Exercise period	The Warrants may be exercised at any time within 3 years commencing on and including the date of issuance of the Warrants not later than 5.00 p.m. on the last day of the exercise period. Warrants not exercised during the exercise period will thereafter lapse and cease to be valid
Exercise price	The exercise price of the Warrants will be determined at a later date by the Board upon receipt of all relevant approvals but before the announcement of the Warrants Entitlement Date. The exercise price during the exercise period shall however be subject to adjustments under circumstances prescribed in the Deed Poll
Exercise rights	Each Warrant carries the entitlement, at any time during the Exercise Period, to subscribe for 1 SCIB Share at the exercise price of the Warrants, subject to adjustment in accordance with the provisions of the Deed Poll
Expiry date	The last day of a period of 3 years commencing from and including the date of issue of the Warrants (but if that day is not any day between Monday and Friday (inclusive of both days) which is not a public holiday and on which Bursa Securities is open for trading of securities (" Market Day "), it shall be the immediately preceding Market Day)
Mode of exercise	The Entitled Warranholders must complete and sign the exercise form (which shall be irrevocable) and deliver the duly completed exercise form to the Company or the Company's share registrar together with a remittance of the exercise money by way of cashier's order or banker's draft or money order or postal order in Ringgit Malaysia drawn on a bank or post office operating in Malaysia in accordance with the provisions of the Deed Poll
Participating rights of the holders of Warrant	The Entitled Warranholders are not entitled to vote in any general meeting of SCIB and/ or to participate in any distribution other than on winding-up, compromise or arrangement of SCIB and/ or offer of further securities in SCIB unless and until the Entitled Warranholder becomes a shareholder of SCIB by exercising his/ her Warrants into new SCIB Shares or unless otherwise resolved by SCIB in a general meeting
Adjustments in the exercise price and/or number of Warrants	The exercise price and/ or the number of Warrants held by each Entitled Warranholder shall from time to time be adjusted in accordance with the provisions of the Deed Poll by the Directors in consultation with an approved adviser appointed by the Company and certified by the auditors to be in accordance with the provisions of the Deed Poll
Transferability	The transfer of Warrants shall be subject to and be carried out in accordance with the provisions of the Deed Poll, the provisions of the Securities Industry (Central Depositories) Act 1991 (" Depositories Act ") and the Rules of Bursa Malaysia Depository Sdn Bhd as issued pursuant to the Depositories Act (" Rules of Bursa Depository "). Subject to the provisions of the Depositories Act and the Rules of Bursa Depository, no person shall be recognised by the Company as having title to the Warrants entitling the holder to subscribe for a fractional part of a new Share
Board lot	For the purposes of trading on the Bursa Securities, board lot for the Warrants shall be 100 Warrants each carrying the right to subscribe for 100 new Shares at any time during the exercise period or in such other denominations permitted by Bursa Securities from time to time

<p>Rights on winding up, liquidation, compromise and/or arrangement</p>	<p>Where a resolution has been passed for a members' voluntary winding up of the Company, or where there is a scheme of compromise or arrangement under Section 366 of the Act (whether or not for the purpose of or in connection with the amalgamation of the Company with one or more companies) then:-</p> <p>(i) if such winding up, compromise or arrangement has been approved by the Entitled Warranholders by way of a special resolution, the terms of such winding up, compromise or arrangement shall be binding on all the Entitled Warranholders; and</p> <p>(ii) in any other case, every Entitled Warranholders shall be entitled upon and subject to the conditions of the Deed Poll at any time within 6 weeks after the service of the notice of the passing of such resolution for a members' voluntary winding up of the Company or within 6 weeks after the granting of the court order approving the compromise or arrangement (but in both cases, not later than the end of the exercise period), by irrevocable surrender on a Market Day of his/ her Warrants to the Company with the exercise form(s) duly completed, together with payment of the relevant exercise price and otherwise in accordance with the Deed Poll, to elect to be treated as if he/she 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 form and be entitled to receive out of the assets of the Company which would be available in liquidation if he/ she had on such date been the holder of the new Shares to which he/ she would have become entitled pursuant to such exercise and the liquidator of the Company shall give effect to such election accordingly.</p> <p>If the Company is wound up by way of members' voluntary winding up or an order has been granted for such compromise or arrangement, all exercise rights which have not been exercised within 6 weeks after the service of the notice of the passing of such a resolution or of the court order, shall lapse and the Warrants will cease to be valid for any purpose.</p> <p>If the Company is wound up (other than by way of a members' voluntary winding up), all exercise rights which have not been exercised prior to the date of commencement of the winding up shall lapse and the Warrants will cease to be valid for any purpose</p>
<p>Modification of rights of the holders of Warrant</p>	<p>Any modification, deletion or addition to the Deed Poll may be effected only by a deed poll executed by the Company and expressed to be supplemental to the Deed Poll, sanctioned by a special resolution and only if the relevant requirements under the Deed Poll have been complied with and with the approval of the relevant authority</p>
<p>Listing status</p>	<p>The Warrants will be listed and quoted on the Main Market of Bursa Securities</p>
<p>Governing law</p>	<p>The Warrants and the Deed Poll shall be governed by the applicable laws and regulations of Malaysia</p>