

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in 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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**FSBM Holdings Berhad**

Registration No. 198401003091 (115609-U)  
(Incorporated in Malaysia)

**NOTICE TO WARRANT HOLDERS OF WARRANTS 2012/2022 (“WARRANTS”)  
IN RELATION TO  
THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS**

**STOCK NAME: FSBM-WA**

**STOCK CODE: 9377WA**

**IMPORTANT RELEVANT DATES**

Last date and time for trading of Warrants	:	Friday, 22 April 2022 at 5.00 p.m.
Date and time of suspension of trading of Warrants	:	Monday, 25 April 2022 at 9.00 a.m.
Last date and time for exercise of Warrants	:	Friday, 13 May 2022 at 5.00 p.m.
Date and time of expiry of Warrants	:	Monday, 16 May 2022 at 5.00 p.m.
Date and time of removal of Warrants from the Official List of Bursa Malaysia Securities Berhad	:	Tuesday, 17 May 2022 at 9.00 a.m.

This Notice is dated 12 April 2022

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## DEFINITIONS

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

Board	: The Board of Directors of FSBM.
Bursa Depository	: Bursa Malaysia Depository Sdn. Bhd. [Registration No. 198701006854 (165570-W)].
Bursa Securities	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)].
CDS	: Central Depository System.
Deed Poll	: Deed Poll dated 5 April 2012 executed by FSBM constituting the Warrants.
Director(s)	: The Directors for the time being of FSBM.
Exercise Form	: The form for exercising the Exercise Rights, as attached to this Notice.
Exercise Money	: In relation to the exercise by any Warrant Holder of the Exercise Rights, the amount calculated by multiplying the Exercise Price by the aggregate number of Warrants in respect of which the Exercise Rights are being exercised.
Exercise Period	: The period commencing from and inclusive of the Issue Date and ending on Monday, 16 May 2022 at 5.00 p.m., being the date of the tenth (10th) anniversary of the Issue Date, and if such date is not a Market Day, then on the preceding Market Day.
Exercise Price	: RM0.30, being the exercise price payable in respect of one (1) new FSBM Share for each Warrant exercised.
Exercise Rights	: The rights of a Warrant Holder to subscribe for one (1) new FSBM Share for every one (1) Warrant held at the Exercise Price and upon the terms and conditions of the Deed Poll.
Expiry Date	: Friday, 13 May 2022 at 5.00 p.m. being the last Market Day of the Exercise Period for the exercise of Warrants pursuant to the provisions of the Deed Poll.
FSBM or the Company	: FSBM Holdings Berhad [Registration No. 198401003091 (115609-U)]
FSBM Share(s) or Share(s)	: Ordinary share(s) in FSBM
Issue Date	: Thursday, 17 May 2012, the date of issue of the Warrants.
Market Day(s)	: A day on which the stock market of Bursa Securities is open for trading in securities.

Notice	:	This Notice to Warrant Holders dated 12 April 2022 in relation to the expiry and last date for the exercise of Warrants.
Record of Depositors	:	The record of depositors provided by Bursa Depository to the Company under the Rules of Bursa Depository.
RM or Sen	:	Ringgit Malaysia and Sen respectively.
Share Registrar	:	Tricor Investor & Issuing House Services Sdn. Bhd. [Registration No. 197101000970 (11324-H)].
Warrants 2012/2022 or Warrants	:	Warrants which are exercisable into FSBM Shares as constituted by the Deed Poll and issued by the Company on Thursday, 17 May 2012 with maturity date on Monday, 16 May 2022 and shall include reference to any portion thereof; and “Warrant” shall mean each or any one of them.
Warrant Holder(s) :	:	The persons for the time being holding Warrants in the Company and whose name appear in the register of Warrant Holders (except Bursa Malaysia Depository Nominees Sdn. Bhd. or such other nominee as may be stipulated by Bursa Depository) and Depositors whose names appear on the Record of Depositors as holders of the Warrants; and “Warrant Holder” shall mean each or any one of them.

All references to “you” in this Notice are to the holders of Warrants.

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 corporations, 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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## **FSBM HOLDINGS BERHAD**

Registration No. 198401003091 (115609-U)  
(Incorporated in Malaysia)

### **Registered Office:**

Level 2, Tower 1, Avenue 5  
Bangsar South City  
59200 Kuala Lumpur  
Wilayah Persekutuan Kuala Lumpur.

12 April 2022

### **Board of Directors**

Dato' Ir Dr Abdul Rahim Bin Daud (*Independent Non-Executive Chairman*)

Dato' Tan Hock San @ Tan Hock Ming (*Managing Director*)

Tan Wan Yen (*Executive Director*)

Pang Kiew Kun (*Executive Director*)

Ng Yew Soon (*Independent Non-Executive Director*)

Mok Kar Foo (*Non-Independent Non-Executive Director*)

### **To: The Warrant Holders of FSBM Holdings Berhad**

Dear Sir/Madam,

### **NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS**

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**NOTICE IS HEREBY GIVEN THAT** pursuant to the terms and conditions stipulated in the Deed Poll, the Exercise Rights of the Warrants will expire on Monday, 16 May 2022 at 5.00 p.m. Pursuant to the Deed Poll, since 16 May 2022 is a non-Market Day, the expiry date shall be the date preceding the said non-Market Day, which is on Friday, 13 May 2022 at 5.00 p.m. ("Expiry Date").

Accordingly, all Warrant Holders intending to exercise their Exercise Rights of the Warrants are advised to submit the enclosed Exercise Form to the Share Registrar of the Company not later than 5.00 p.m. on the Expiry Date.

The total number of Warrants outstanding as at 1 April 2022, being the latest practicable date prior to the issuance of this Notice is 49,782,530.

**WARRANT HOLDERS SHOULD NOTE THAT THE WARRANTS WHICH ARE NOT EXERCISED BY 5.00 P.M. ON THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND WILL THEREAFTER 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 TUESDAY, 17 MAY 2022.**

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

## 1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

To facilitate the exercise of Exercise Rights by the Warrant Holders, the trading of the Warrants on Bursa Securities will be suspended with effect from 9.00 a.m. on Monday, 25 April 2022 until the Expiry Date. Hence, the last date and time for trading of the Warrants will be up to 5.00 p.m. on Friday, 22 April 2022.

## 2. EXERCISE PRICE

The Exercise Price of the Warrants is RM0.30 for one (1) new FSBM Share payable upon the exercise of the Exercise Rights of each Warrant. Accordingly, for illustration purpose, if a Warrant Holder wishes to exercise the Exercise Rights for 100 Warrants to subscribe for 100 new FSBM Shares, the Exercise Money payable will be RM30.00.

## 3. PAYMENT OF EXERCISE MONEY

The remittance 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 a money order or postal order issued by a post office in Malaysia made in favour of "**FSBM Warrants Exercise Account**" crossed "**A/C Payee Only**" and endorsed on the reverse side with the name, old and new NRIC/Passport/Armed Force/Police Personnel/Company number and CDS Account number of the Warrant Holders.

## 4. EXERCISE OF EXERCISE RIGHTS

4.1 If you wish to exercise your Exercise Rights, you are advised to:-

- (a) complete and sign the enclosed Exercise Form, additional copies of which can be obtained from the Company's Share Registrar at the address stated in Section 8 below; and
- (b) deliver the following documents to the Company's Share Registrar not later than 5.00 p.m. on or before the Expiry Date:-
  - (i) the Exercise Form duly completed and signed by you;
  - (ii) remittance for the full amount of the Exercise Money as mentioned in Sections 2 and 3 above; and
  - (iii) remittance of a processing fee of RM20.00 per CDS Account, payable to "**Tricor Investor & Issuing House Services Sdn. Bhd.**" by cash or cheque.

4.2 The Company shall within eight (8) Market Days after the date of receipt of the duly completed Exercise Form together with the requisite payments:-

- (a) allot and issue the relevant number of new FSBM Share(s) to the relevant Warrant Holder(s) arising from the exercise of Warrants;
- (b) despatch a notice of allotment to the relevant Warrant Holder(s) stating the number of new FSBM Share(s) that will be credited into the CDS Accounts of the Warrant Holder(s) by ordinary post; and

- (c) make an application to Bursa Securities for the quotation for and listing of such new FSBM Share(s) issued arising from the exercise of Warrants.

The new FSBM Share(s) arising from the exercise of the Exercise Rights by the Warrant Holder(s) will be credited directly into the CDS Accounts of such Warrant Holder(s) and no physical share certificates would be issued to the Warrant Holder(s) in respect of the new FSBM Share(s).

- 4.3 The new FSBM Share(s) to be issued pursuant to the exercise of the Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the existing FSBM Share(s), save and except that such new FSBM Share(s) shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new FSBM Share(s).

## 5. BOOK CLOSURE DATE

**FURTHER NOTICE IS HEREBY GIVEN THAT** in relation to the Warrants:-

- (a) Bursa Depository will not be accepting any request for transfer of Warrants for the period commencing from 4.30 p.m. on Friday, 6 May 2022 up to the Expiry Date;
- (b) Warrant Holder(s) shall only qualify for entitlement to subscribe for new FSBM Share(s) in respect of the following:-
  - (i) Warrants transferred into the depositor's CDS Account before 4.30 p.m. on Friday, 6 May 2022 in respect of transfers; and
  - (ii) Warrants bought on Bursa Securities on or before 5.00 p.m. on Friday, 22 April 2022, being the last day for trading of the Warrants.

## 6. EXPIRY OF EXERCISE RIGHTS

Warrant Holders should note that:-

- (a) If their Exercise Rights are not exercised and the relevant Exercise Form together with the remittances are not delivered to the Company's Share Registrar by 5.00 p.m. on the Expiry Date, their Exercise Rights will lapse and become null and void and cease to be exercisable thereafter; and
- (b) All unexercised Warrants remaining in the Warrant Holders' CDS Account as at the Expiry Date will be debited from the respective Warrant Holder's CDS Account on Tuesday, 17 May 2022.

## 7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Directors of FSBM who collectively and individually accept full responsibility for the accuracy of the information contained in this Notice. The Directors confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Notice false or misleading.

## 8. CONTACT DETAILS FOR ENQUIRIES

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

**Tricor Investor & Issuing House Services Sdn. Bhd.**

**Registration No. 197101000970 (11324-H)**

Unit 32-01, Level 32, Tower A,  
Vertical Business Suite,  
Avenue 3, Bangsar South,  
No. 8, Jalan Kerinchi,  
59200 Kuala Lumpur

Telephone No.: 603-2783 9299

Facsimile No.: 603-27839222

Yours faithfully,

For and on behalf of the Board

**PANG KIEW KUN**

Executive Director





[All information given above must be as per the information in the records of Bursa Malaysia Depository Sdn. Bhd. ("Bursa Depository")]

To: **FSBM HOLDINGS BERHAD (COMPANY NO. 115609-U) ("the Company")**

I/We, the undersigned,

- i. hereby confirm and declare that all information provided by me/us herein are true and correct;
- ii. 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 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;
- iii. hereby irrevocably elect, upon and subject to the conditions as set out in the Deed Poll, to exercise my/our Exercise Rights in relation to the type and number of Warrants specified below and to subscribe and make payment as provided below for such number of New Shares of the Company to be issued upon the exercise of the Warrants to which this Exercise Form relates at the Exercise Price for each New Shares, and agree to accept such New Shares subject to the terms of the Memorandum and Articles of Association of the Company;
- iv. hereby make payment in full for such New Shares in the number specified below by banker's draft/cashier's order/money order or postal order drawn on a bank or post office operating in Malaysia made out in favour of "**FSBM Warrants Exercise Account**" crossed "**A/C Payee Only**" and amounting to RM..... together with payments of all other fees including stamp duty (if any) and taxes payable in respect of the exercise of the Exercise Rights unless the Company is mandatorily obliged to make such payments pursuant to the Deed Poll or as required by Bursa Securities;
- v. hereby authorise you to instruct Bursa Depository to debit the number of the Warrants specified below from my/our CDS Account(s) in the exercise of my/our rights herein in accordance with the provisions of the Deed Poll;
- vi. hereby declare that the Warrants in respect of which the Exercise Rights are being exercised and / or 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 may be rejected;
- vii. where I/we am/are entitled to receive New Shares upon the exercise of my/our rights herein, I/we hereby authorise you to instruct Bursa Depository to credit the number 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;
- viii. hereby confirm that after the submission of this form to the Company, I/we shall not dispose, transfer or charge the Warrants intended for the exercise of rights herein, until the exercise is completed by the debiting of the number of the Warrants specified below from my/our CDS Account(s) or the exercise is rejected by the Company, whichever shall be applicable.
- ix. hereby undertake to fully indemnify the Company and the Registrars against any loss, damage, liability, cost or expense (including legal costs on a solicitor and client basis) that may be suffered or incurred by the Company or the Registrars as a result of any demand, actions or proceedings made in respect of or arising from the debiting of the number of Warrants specified below from my/our CDS Account(s), in reliance by you on this Exercise Form; and

x. hereby declare and agree that I/we have complied with all exchange control provisions, the provisions of the Securities Industry (Central Depositories) Act, 1991, Rules of Bursa Depository and all other legal requirements applicable to the exercise of the Exercise Rights.

Source account for debiting of Warrants and targeted account for crediting of New Shares															
Securities Code	Type of Securities	Quantity	CDS Account Number ADA & Branch Code/Account Number												

Dated the ..... day of ....., .....

(For individuals only)

Signature(s): .....

Name : .....

(For corporations only)

The execution of this instrument by the Warrant Holder was duly effected in a manner authorised by its constitution under its Common Seal which said Common Seal was hereunto duly affixed in the presence of:- )  
)  
)  
)  
)

.....  
Director  
Name:  
NRIC No.:

.....  
Director/ Secretary  
Name:  
NRIC No.:

Notes:-

1. No share certificate will be issued to the Depositor as the result of any exercise of rights herein.
2. No Warrant Holder shall be allowed to instruct crediting of New Shares into a CDS Account other than one of those from which the Warrants 2012/2022 are to be debited.
3. In exercising the Exercise Rights, compliance must be made with any exchange control or other statutory requirement for the time being applicable.
4. A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Memorandum and Articles of Association and a copy of the certified true copy of which, and certified true copy of the resolution of its directors authorising the use and affixation of its Common Seal, must be lodged together with this Exercise Form with the Registrar.
5. Terms and expressions used in this Exercise Form shall have the same meaning as defined in the Deed Poll constituting the issue of the Warrants 2012/2022.
6. Exercise Right means the rights of a Warrant Holder to subscribe for one (1) New Share for every one(1) Warrant 2012/2022 held at the Exercise Price, in accordance with the provisions of the Deed Poll;
7. The requisite processing fees of which for the time being is Ringgit Malaysia Twenty (RM20.00) only is payable by the Warrant Holder together with the Exercise Price.
8. The attention of Warrant Holders are drawn to Rule 9(1) of Part III of the Malaysian Code on Takeovers and Mergers 2010 and relevant practice notes, if any and provisions of the Capital Markets and Services Act 2007, as amended from time to time. In particular, a Warrant Holder should note that he may be under an obligation to extend a mandatory take-over offer of the Company if:-
  - (a) he has obtained control in the Company; or
  - (b) he holds more than thirty-three per centum (33%) but less than fifty per centum (50%) of the voting shares or voting rights of the Company and intends to acquire, by exercise of Exercise Rights in any six (6) months period, additional New Shares which carry more than two per centum (2%) of the voting shares or voting rights in the Company.
9. ADA means "Authorised Depository Agent".
10. The Warrant Holder must pay a fee of Ringgit Malaysia Twenty (RM20.00) to the Share Registrar "**Tricor Investor & Issuing House Services Sdn Bhd**" for debiting / crediting of the Securities Account(s).

*REGISTRAR AND TRANSFER OFFICE:*

Tricor Investor & Issuing House Services Sdn Bhd  
Registration No. 197101000970 (11324-H)  
Unit 32-01, Level 32, Tower A,  
Vertical Business Suite,  
Avenue 3, Bangsar South,  
No. 8, Jalan Kerinchi,  
59200 Kuala Lumpur  
Tel No. : 03 -2783 9299  
Fax No : 03- 27839222