

**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 advisers immediately.

If you have sold or transferred all your Existing Warrants ("Warrants A") and/or Replacement Warrants ("Warrants B") in Gula Perak Berhad ("GPB" or "the Company"), please hand this Notice to the agent through whom the sale or transfer was affected for onward transmission to the purchaser or transferee.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notice.

## **GULA PERAK BERHAD**

(8104-X)

(Incorporated in Malaysia)

**NOTICE TO WARRANT HOLDERS  
(STOCK SHORT NAME: GPERAK-WA AND GPERAK-WB)  
(STOCK CODE: 3263W AND 3263WB)**

**IN RELATION TO**

**THE EXPIRY AND THE LAST DATE FOR EXERCISE OF THE WARRANTS A  
AND WARRANTS B**

**IMPORTANT RELEVANT DATES – LAST DATE AND TIME FOR**

Trading of Warrants A and Warrants B	:	Monday, 5 December 2005 at 5.00 p.m.
Suspension of trading of Warrants A and Warrants B	:	Tuesday, 6 December 2005 at 9.00 p.m.
Exercise of Warrants A and Warrants B	:	Wednesday, 21 December 2005 at 5.00 p.m.

**REGISTERED OFFICE :**

Level 7, Dynasty Hotel  
No. 218, Jalan Ipoh  
51200 Kuala Lumpur  
Tel : 03-40442828      Fax : 03-40446688

**REGISTRAR :**

Tenaga Koperat Sdn Bhd  
20<sup>th</sup> Floor, Plaza Permata  
Jalan Kampar  
Off Jalan Tun Razak  
50400 Kuala Lumpur  
Tel : 03-40416522      Fax : 03-40426352

This Notice is dated 17 November 2005

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## DEFINITIONS

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In this Notice, the following abbreviations shall have the following meanings unless otherwise stated:

Bursa Depository	: Bursa Malaysia Depository Sdn Bhd (165570-W)
Board	: Board of Directors
Bursa Securities	: Bursa Malaysia Securities Berhad (635998-W)
Business Day	: Means a day (other than a Saturday or a Sunday) on which banks in Kuala Lumpur, Bursa Securities and the Registrar of GPB are open for business
CDS	: Central Depository System
Deed Polls	: Deed Poll dated 11 December 1995, Supplemental Deed Poll dated 2 May 1997, Second Supplemental Deed Poll dated 31 March 1999, Deed Poll dated 22 March 2001, Deed Poll dated 19 April 2005
GPB or the Company	: Gula Perak Berhad (8104-X)
Market Day	: Any day from Mondays to Fridays (both inclusive) which is not a market holiday or public holiday and on which there is official trading on Bursa Securities
Record Of Depositors	: The record provided by Bursa Depository to the Company under the Rules of the Bursa Depository
Shares	: Ordinary shares of RM1.00 each
Warrants A	: Stock Short Name : GPERAK-WA Stock Code : 3263W The 23,504,332 outstanding warrants issued by GPB which carry the rights to subscribe for one (1) new ordinary share in GPB for every warrant held in accordance with the Deed Polls
Warrants B	: Stock Short Name : GPERAK –WB Stock Code : 3263WB The 106,365,267 outstanding warrants issued by GPB which carry the rights to subscribe for one (1) new ordinary share in GPB for every warrant held in accordance with the Deed Polls
Warrant Holders	: Holders of Warrants A and/or Warrants B

# GULA PERAK BERHAD

(8104-X)

(Incorporated in Malaysia)

## Registered Office:

Level 7, Dynasty Hotel  
218, Jalan Ipoh  
51200 Kuala Lumpur

17 November 2005

## Board of Directors:

Y. Bhg. Datuk Rahim bin Baba (Executive Chairman)  
Y. Bhg. Tan Sri Dato' Lim Cheng Pow (Managing Director)  
Leow Thang Fong (Executive Director)  
Lim Sue Beng (Executive Director)  
Lim Bee Ling (Executive Director)  
Lim Soo Kok (Executive Director)  
Y. Bhg. Tan Sri Dato' Ahmad Sabki bin Jahidin (Independent Non-Executive Director)  
Y. Bhg. Tan Sri Dato' (Dr) Elyas bin Omar (Independent Non-Executive Director)  
Y. Bhg. Dato' Mustapha bin Buang (Independent Non-Executive Director)

**To: The Warrant Holders of Gula Perak Berhad**

Dear Sir / Madam,

## GULA PERAK BERHAD ("GPB" OR "THE COMPANY")

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

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**NOTICE IS HEREBY GIVEN TO ALL WARRANT HOLDERS THAT** pursuant to the conditions stipulated in the Deed Polls, governing the terms and conditions of the Warrants A and Warrants B, the Subscription Rights of the Warrants A and Warrants B will expire at **5.00p.m on Wednesday, 21 December 2005** ("Expiry Date").

The total number of Warrants A issued is 23,504,332 and Warrants B is 106,365,267 and the number of Warrants A and Warrants B outstanding as at 8 November 2005 (being the latest practicable date prior to the printing of this Notice) is 23,504,332 and 106,365,267 respectively.

All Holders of Warrants A and Warrants B intending to exercise their Subscription Rights are advised to submit the documents referred to in Section 4.1 below to the Company's Share Registrar not later than 5.00p.m on the Expiry Date.

**Holders of Warrants A and/or Warrants B should note that Warrants A and/or Warrants B not exercised by 5.00p.m on Wednesday, 21 December 2005 (being the last date for exercise of the Warrants A and Warrants B) will lapse and become null and void and shall cease to be exercisable thereafter. Accordingly, the Warrants A and Warrants B will be removed from the Official List of the Bursa Securities with effect from 9.00a.m on Thursday, 22 December 2005.**

Holders of Warrants A and/or Warrants B are therefore advised to read carefully the procedures set out below:-

## 1 SUSPENSION OF TRADING

To facilitate an orderly exercise of the Subscription Rights of the Warrants A and Warrants B, trading of the Warrants A and Warrants B on Bursa Securities will be suspended with effect from 9.00a.m. on Tuesday, 6 December 2005 until the Expiry Date. Hence, the last day of trading of the Warrants A and Warrants B shall be at 5.00p.m on Monday, 5 December 2005.

## 2 EXERCISE PRICE

The Exercise Price of the Warrants A and Warrants B are RM1.25 and RM1.00 respectively for each new GPB share, adjusted from the exercise price of RM2.18 and RM1.00 respectively for each GPB Share (Pursuant to the 3 for 4 bonus issue undertaken by GPB in 2005) in accordance with the provisions of the Deed Polls and as announced on 19 April 2005. Accordingly, if you exercise 100 Warrants A and/or Warrants B into 100 new GPB shares, the Exercise Price shall be RM125.00 for Warrants A and RM100.00 for Warrants B.

### 3 PAYMENT OF EXERCISE PRICE

The Exercise Price for the new ordinary shares of RM1.00 each in GPB shall be made 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 and to be made out in favour of **"GULA PERAK BERHAD – Warrant Proceeds Account"** and crossed "A/C Payee Only" and endorsed on the reverse side with the name, address, NRIC/company number and CDS Account Number of the Holder(s) of Warrants A and/or Warrants B.

### 4 EXERCISE OF SUBSCRIPTION RIGHTS

4.1 If you are a holder of the Warrants A and/or Warrants B and wish to exercise your Subscription Right, you should:

4.1.1 Complete and execute the Subscription Form, a copy of which is attached together with this Notice.

4.1.2 Deliver to the Share Registrar of GPB the following documents not later than 5.00p.m. on Wednesday, 21 December 2005:

- a) the Subscription Form duly completed and executed by you;
- b) the remittance for the full Exercise Price;
- c) photocopy of NRIC/Passport/ Certificate of Incorporation (whichever is applicable);and
- d) processing fee of RM20.00 made payable to "Tenaga Koperat Sdn Bhd" for each Subscription Form.

4.2 In respect of the new ordinary shares of RM1.00 each in GPB to be issued to the holders of Warrants A and/or Warrants B pursuant to the exercise of the Warrants A and/or Warrants B:

4.2.1 The Company shall allot and issue the new ordinary shares of RM1.00 each in GPB and despatch the notices of allotment to the holders of the Warrants A and/or Warrants B and make an application to Bursa Securities for quotation of the new ordinary shares of RM1.00 each in GPB within ten (10) market days from receipt of a duly completed Subscription Form together with the requisite payment or such other period as may be prescribed by Bursa Securities; and

4.2.2 Pursuant to the Listing Requirements of Bursa Securities, all new issues of securities by public listed companies must be made by way of crediting the securities into CDS accounts of the securities holders with Bursa Depository. Therefore, all new GPB shares to be issued pursuant to the exercise of the Warrants A and/or Warrants B will be credited into respective Warrant holders' CDS accounts.

No physical share certificate will be issued to the Warrant holders in respect of the said exercise.

### 5 NOTICE IN RELATION TO UNDEPOSITED WARRANTS

Warrant Holders are reminded that pursuant to Section 29 of the Securities Industry (Central Depositories) (Amended) (No.2) Act 1998 which came into force 1 November 1998, all Warrants not deposited with Bursa Depository under the CDS by 12.30p.m. on 1 December 1998, and not exempted from mandatory deposit, have been transferred to the Ministry of Finance ("MOF").

Holders of undeposited Warrants should note that the deadline for appeals to Jabatan Akauntan Negara Malaysia ("JAN") to reclaim the Warrants transferred to MOF has expired on 31 May 2000. Pursuant to the Securities Industry (Central Depositories) (Amendment) (No. 2) Act 1998, the MOF has the authority to sell or dispose of any unclaimed securities and any proceeds from the said sale will be dealt with in accordance to the Unclaimed Moneys Act, 1965.

Warrant Holders who failed to make an appeal by 31 May 2000 may submit their claims to the Registrar of Unclaimed Moneys to recover the proceeds from sale of their unclaimed GPB warrants after the sale has been carried out by the MOF. However, a written confirmation from JAN is required before any claims can be made to the Registrar of Unclaimed Money.

Warrant Holders who have made an appeal on or before 31 May 2000 but have not secured the transfer of their Warrants to their CDS account, and Warrant Holders who have not appealed on or before 31 May 2000 may write to the JAN at the following address: Jabatan Akauntan Negara, Seksyen Pengurusan Sekuriti, Tingkat 42, Menara Maybank, No. 100 Jalan Tun Perak, 50050 Kuala Lumpur (Tel: 03-20341850 and Fax: 03-20267430).

## **6 FURTHER NOTICE IS HEREBY GIVEN THAT**

- 6.1 Bursa Depository will not accept any request for ordinary transfer of the Warrants A and/or Warrants B for the period commencing 4.00p.m on Wednesday, 14 December 2005 up to Expiry Date.
- 6.2 A depositor shall qualify for entitlement to subscribe for new ordinary shares of RM1.00 each in GPB in respect of the following:-
  - 6.2.1 Warrants A and/or Warrants B transferred into the depositor's CDS Account before 4.00p.m on Wednesday, 14 December 2005 in respect of transfers; and
  - 6.2.2 Warrants A and/or Warrants B bought on Bursa Securities on or before Monday, 5 December 2005 being the last day of trading of the Warrants A and Warrants B.

## **7 EXPIRY OF SUBSCRIPTION RIGHT**

A Warrant holder should note that :-

- (i) If any of the Warrants A and/or Warrants B, the Subscription Right of which is not exercised and the relevant Subscription Form is not delivered to the Company's Registrar by the close of business at 5.00p.m in Malaysia on Wednesday, 21 December 2005, the Warrants A and/or Warrants B will lapse and become null and void and cease to be exercisable thereafter; and
- (ii) All deposited Warrants A and/or Warrants B as at Wednesday, 21 December 2005 will be debited from the respective depositor's securities account on Thursday, 22 December 2005.

## **8 CONTACT DETAILS FOR ENQUIRIES**

All enquiries concerning this Notice should be addressed to the Share Registrar of GPB at the following address:

Tenaga Koperat Sdn Bhd  
20<sup>th</sup> Floor, Plaza Permata  
Jalan Kampar, Off Jalan Tun Razak  
50400 Kuala Lumpur  
Tel : 03-40416522 Fax : 03-40426352

## **9 DIRECTORS' RESPONSIBILITY STATEMENT**

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

By Order of the Board  
**GULA PERAK BERHAD**

LIM BEE KHIM  
MIA 16196  
Company Secretary  
17 November 2005

**GULA PERAK BERHAD**  
**(Company No. 8104-X)**  
**Level 7, Dynasty Hotel, 218 Jalan Ipoh**  
**51200 Kuala Lumpur**

**SUBSCRIPTION FORM FOR DEPOSITED WARRANTS A**  
**Relating to 23,504,332 Warrants to subscribe for ordinary shares in the capital of**  
**GULA PERAK BERHAD**

Particulars of the Warrant Holder:

*	Name of Holder	:	.....
*	Old NRIC/Passport/Armed Forces/ Police Personnel/Registration No.	:	.....
*	New NRIC No.	:	.....
	Correspondence address of Depositor	:	..... ..... .....
	Contact Number	:	..... .....

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

To: The Registrar  
Tenaga Koperat Sdn Bhd  
20<sup>th</sup> Floor, Plaza Permata  
Jalan Kampar  
Off Jalan Tun Razak  
50400 Kuala Lumpur ("**Share Registrar**")

I/We, the undersigned,

- i. hereby irrevocably elect upon and subject to the conditions, to exercise the Subscription Rights represented by the Deposited Warrants in respect of [ ]/all\*\* of the new shares of the Company to which the Deposited Warrant(s) relates and subscribe and make payment as hereinafter provided for such number of new shares of the Company at the Subscription Price, and agree to accept such new Shares subject to the terms of the Memorandum and Articles of Association of the Company;
- ii. hereby make payment for such new Shares 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 for the credit of the Company amounting to RM[ ] made out in favour of "GULA PERAK BERHAD – Warrant Proceeds Account" crossed "Account Payee Only" and endorsed on the reverse side with the name, address, NRIC/company number and CDS Account Number of the Holder(s) of Warrants.
- iii. hereby confirm and declare that all information provided by me/us herein is true and correct;
- iv. 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(s) and further agree and confirm that in the event the information aforesaid differs from the information in MCD's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- v. hereby authorise you to instruct Bursa Depository to debit the quantity(ies) of securities specified below from my/our CDS Account(s) in the exercise of my/our rights herein in accordance with provisions of the Trust Deed / Deed Polls;
- vi. hereby confirm that the securities specified below intended for the exercise of rights are or have been designated as "free securities" in my/our CDS Account(s);
- vii. Where I/we are entitled to receive new Shares upon the exercise of my/our rights herein, and I/we 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; and

- viii. hereby confirm that after the submission of this form to the Company, I/we shall not dispose, transfer or charge the securities intended for the exercise of rights herein, until the exercise is completed by the debiting of the securities from my/our CDS Account(s) or the exercise is rejected by Company, whichever shall be applicable.

Source account for debiting Warrants A													Targeted account for new shares												
Securities Code	Type of Securities	Quantity	CDS Account Number ADA & Branch Code/Account no.										Quantity	CDS Account Number ADA & Branch Code/Account no.											
					-	-									-	-									
					-	-									-	-									
					-	-									-	-									
					-	-									-	-									
					-	-									-	-									
					-	-									-	-									

\* Please complete and/or delete as applicable

Dated this ..... day of .....

(For individual only)

Signature: .....

Name: .....

(For corporations only)

The execution of this instrument )  
by the Depositor )  
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

Director/Secretary

Notes:-

1. The Holder(s) of the Warrants is/are entitled, upon and subject to the Conditions set out in the Deed Polls, at any time on or after the 22<sup>nd</sup> day of December 1995 BUT NOT LATER THAN the 21<sup>st</sup> day of December 2005 (Expiry Date), to exercise the subscription rights of the Warrants. All Warrants not exercised by Expiry Date will lapse and become null and void.
2. The Subscription Price means Ringgit Malaysia One and Sen Twenty Five (RM1.25) or such adjusted price as may for the time being be applicable in accordance with Conditions set out in the Deed Polls.
3. In case of a joint holding, all joint holders must sign.
4. In exercising the Subscription Rights represented by the Deposited Warrants(s) compliance must be made with any exchange control or other statutory requirements for the time being applicable.
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 registered with the Registrar.
6. No scrip will be issued to the Depositor as the result of any exercise of rights herein.
7. No Depositor shall be allowed to instruct crediting of new shares into a CDS account other than one of those from which the securities are to be debited.
8. A processing Fee of RM20.00 is payable to the Registrar.

\*\* Please delete whichever is not applicable.

**GULA PERAK BERHAD**  
**(Company No. 8104-X)**  
**Level 7, Dynasty Hotel, 218 Jalan Ipoh**  
**51200 Kuala Lumpur**

**SUBSCRIPTION FORM FOR DEPOSITED WARRANTS B**  
**Relating to 106,365,267 Warrants to subscribe for ordinary shares in the capital of**  
**GULA PERAK BERHAD**

Particulars of the Warrant Holder:

*	Name of Holder	:	.....
*	Old NRIC/Passport/Armed Forces/ Police Personnel/Registration No.	:	.....
*	New NRIC No.	:	.....
	Correspondence address of Depositor	:	..... ..... .....
	Contact Number	:	..... .....

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

To: The Registrar  
Tenaga Koperat Sdn Bhd  
20<sup>th</sup> Floor, Plaza Permata  
Jalan Kampar  
Off Jalan Tun Razak  
50400 Kuala Lumpur ("**Share Registrar**")

I/We, the undersigned,

- i. hereby irrevocably elect upon and subject to the conditions, to exercise the Subscription Rights represented by the Deposited Warrants in respect of [ ]/all\*\* of the new shares of the Company to which the Deposited Warrant(s) relates and subscribe and make payment as hereinafter provided for such number of new shares of the Company at the Subscription Price, and agree to accept such new Shares subject to the terms of the Memorandum and Articles of Association of the Company;
- ii. hereby make payment for such new Shares 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 for the credit of the Company amounting to RM[ ] made out in favour of "GULA PERAK BERHAD – Warrant Proceeds Account" crossed "Account Payee Only" and endorsed on the reverse side with the name, address, NRIC/company number and CDS Account Number of the Holder(s) of Warrants.
- iii. hereby confirm and declare that all information provided by me/us herein is true and correct;
- iv. 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(s) and further agree and confirm that in the event the information aforesaid differs from the information in MCD's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- v. hereby authorise you to instruct Bursa Depository to debit the quantity(ies) of securities specified below from my/our CDS Account(s) in the exercise of my/our rights herein in accordance with provisions of the Trust Deed / Deed Polls;
- vi. hereby confirm that the securities specified below intended for the exercise of rights are or have been designated as "free securities" in my/our CDS Account(s);
- vii. Where I/we are entitled to receive new Shares upon the exercise of my/our rights herein, and I/we 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; and



- viii. hereby confirm that after the submission of this form to the Company, I/we shall not dispose, transfer or charge the securities intended for the exercise of rights herein, until the exercise is completed by the debiting of the securities from my/our CDS Account(s) or the exercise is rejected by Company, whichever shall be applicable.

Source account for debiting Warrants B													Targeted account for new shares												
Securities Code	Type of Securities	Quantity	CDS Account Number ADA & Branch Code/Account no.										Quantity	CDS Account Number ADA & Branch Code/Account no.											
					-			-								-			-						
					-			-								-			-						
					-			-								-			-						
					-			-								-			-						
					-			-								-			-						

\* Please complete and/or delete as applicable

Dated this ..... day of .....,.....

(For individual only)

Signature: .....

Name: .....

(For corporations only)

The execution of this instrument )  
by the Depositor )  
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

Director/Secretary

Notes:-

1. The Holder(s) of the Warrants is/are entitled, upon and subject to the Conditions set out in the Deed Polls, at any time on or after the 22<sup>nd</sup> day of December 1995 BUT NOT LATER THAN the 21<sup>st</sup> day of December 2005 (Expiry Date), to exercise the subscription rights of the Warrants. All Warrants not exercised by Expiry Date will lapse and become null and void.
2. The Subscription Price means Ringgit Malaysia One only (RM1.00) or such adjusted price as may for the time being be applicable in accordance with Conditions set out in the Deed Polls.
3. In case of a joint holding, all joint holders must sign.
4. In exercising the Subscription Rights represented by the Deposited Warrants(s) compliance must be made with any exchange control or other statutory requirements for the time being applicable.
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 registered with the Registrar.
6. No scrip will be issued to the Depositor as the result of any exercise of rights herein.
7. No Depositor shall be allowed to instruct crediting of new shares into a CDS account other than one of those from which the securities are to be debited.
8. A processing Fee of RM20.00 is payable to the Registrar.

\*\* Please delete whichever is not applicable.