

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

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

If you have sold or transferred all your Warrants 2000/2005 in WCT Engineering Berhad, you should immediately hand this Notice to the purchaser or stockbroker through whom you effected the sale or transfer 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 the loss howsoever arising from or in reliance upon the whole or any part of the contents in this Notice.



**WCT ENGINEERING BERHAD**

(66538-K)

(Incorporated in Malaysia)

**NOTICE TO WARRANT HOLDERS**

**IN RELATION TO**

**THE EXPIRY AND FINAL EXERCISE OF THE WARRANTS 2000/2005**

**IMPORTANT RELEVANT DATES**

Last date and time for trading of Warrants 2000/2005	:	5.00 p.m. on 21 March 2005
Date and time of suspension of trading of Warrants 2000/2005	:	9.00 a.m. on 22 March 2005
Last date and time for exercise of Warrants 2000/2005	:	5.00 p.m. on 6 April 2005

This Notice is dated 3 March 2005

## DEFINITIONS

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

“Bursa Depository”	:	Bursa Malaysia Depository Sdn. Bhd. (formerly known as Malaysian Central Depository Sdn. Bhd.)
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (formerly known as Malaysia Securities Exchange Berhad)
“CDS”	:	Central Depository System
“Deed Poll”	:	The Deed Poll for Warrants dated 29 September 2000
“Exercise Price”	:	The sum of RM2.25 payable in respect of each new ordinary share for which a Warrant Holder will be entitled to subscribe upon exercise of the Subscription Rights
“Market Day”	:	Any day between Monday and Friday (inclusive) which is not a public holiday and on which Bursa Malaysia is open for trading of securities
“WCTE” or “the Company”	:	WCT Engineering Berhad
“RM”	:	Ringgit Malaysia
“Subscription Rights”	:	The rights of a Warrant Holder to subscribe for the number of new ordinary shares at the Exercise Price upon the terms and conditions of the Deed Poll.
“Warrants 2000/2005”	:	The 48,680,000 Warrants 2000/2005 issued by WCTE which entitle the holders to subscribe for one (1) ordinary share in WCTE at an exercise price of RM2.25 for every one (1) warrant held, which are set to expire on 6 April 2005 as set out under the Deed Poll
“Warrant Holder”	:	Holder of Warrants 2000/2005

**WCT ENGINEERING BERHAD**

(66538-K)

(Incorporated in Malaysia)

**Registered Office :**

No. 12 Jalan Majistret U1/26  
Seksyen U1, Lot 44  
Hicom-Glenmarie Industrial Park  
40150 Shah Alam  
Selangor Darul Ehsan

3 March 2005

**Board of Directors :**

Y.Bhg. Dato' Capt. Ahmad Sufian @ Qurnain bin  
Abdul Rashid (*Independent Non-Executive Chairman*)  
Taing Kim Hwa (*Managing Director*)  
Goh Chin Liong (*Deputy Managing Director*)  
Wong Sewe Wing (*Executive Director*)  
Chua Siow Leng (*Executive Director*)  
Liang Kai Chong (*Executive Director*)  
Choe Kai Keong (*Non-Independent Non-Executive Director*)  
Cheah Hon Kuen (*Independent Non-Executive Director*)  
Choo Tak Woh (*Independent Non-Executive Director*)

**To : The Holders of Warrants 2000/2005**

Dear Sir/Madam

**NOTICE OF EXPIRY AND FINAL EXERCISE OF THE WARRANTS 2000/2005**

**NOTICE IS HEREBY GIVEN** that pursuant to the conditions stipulated in the Deed Poll, the Subscription Rights of the Warrants 2000/2005 issued by the Company will expire at 5.00 p.m. on **Wednesday, 6 April 2005** ("Expiry Date") in accordance with the provisions of the Deed Poll.

All Warrant Holders intending to exercise their Subscription Rights are advised to submit the documents referred to in Section 4.1 below to the Share Registrar of WCTE not later than 5.00 p.m. on the Expiry Date.

**WCTE Warrants 2000/2005 not exercised by 5.00 p.m. on Wednesday, 6 April 2005 (being the last date for exercise of the Warrants 2000/2005) will lapse and become null and void and shall cease to be exercisable thereafter and will accordingly be removed from the Official List of Bursa Securities with effect from 9.00 a.m. on 7 April 2005.**

Holders of Warrants 2000/2005 should note that if they wish to participate in the future performance of the Company and its subsidiaries, they would have to exercise their Subscription Rights on or before the Expiry Date. Holders of Warrants 2000/2005 can either keep the new shares of RM1.00 each in the Company to be issued to them arising from the exercise of the Warrants 2000/2005 or realise the said shares in the future either through a direct business transaction with another party or through open market on the Bursa Securities. On the contrary, holders of Warrants 2000/2005 will not be able to participate in the future performance of the Company and its subsidiaries if the Subscription Rights are not exercised on or before the Expiry Date.

The number of outstanding Warrants 2000/2005 each exercisable into one (1) new Ordinary Share of RM1.00 each in the Company as at 31 December 2004 is 31,722,183.

**Warrant Holders are advised to exercise caution when dealing in the Warrants 2000/2005.**

Warrant Holders are therefore advised to note carefully the procedures set out below :-

**1. SUSPENSION OF TRADING**

To facilitate an orderly exercise of the Subscription Rights of the Warrants 2000/2005, trading of the Warrants on Bursa Malaysia will be suspended with effect from 9.00 a.m. on 22 March 2005. Hence, the last date of trading of the Warrants shall be at 5.00 p.m. on 21 March 2005.

**2. EXERCISE PRICE**

The Exercise Price of the Warrants is RM2.25 as stipulated in the Deed Poll for each new ordinary share of RM1.00 each to be issued by the Company. Accordingly, if you exercise 100 Warrants 2000/2005 into 100 new ordinary shares, the Exercise Price shall be RM225.

**3. PAYMENT OF EXERCISE PRICE**

The Exercise Price shall be made payable in Ringgit Malaysia by banker's draft /cashier's order drawn on a bank operating in Malaysia made out in favour of "WCT Engineering Berhad A/C" and crossed "A/C Payee Only" and endorsed on the reverse side with the name, address, NRIC/passport number/company registration number and CDS Account number of the Warrant Holders.

**4. EXERCISE OF SUBSCRIPTION RIGHTS**

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

- (a) complete and execute the enclosed Subscription Form. Additional copies of the Subscription Form can be obtained from the Share Registrar; and
- (b) deliver to the Share Registrar the following documents not later than 5.00 p.m. on the Expiry Date:
  - (i) the duly completed and executed Subscription Form;
  - (ii) the remittance for the full Exercise Price; and
  - (iii) the processing fee of RM10.00 made payable to "Symphony Share Registrars Sdn Bhd" for each Subscription Form.

4.2 In respect of the new ordinary shares of RM1.00 each in WCTE to be issued to the Warrant Holders pursuant to the exercise of the Warrants 2000/2005:

- (a) the Company shall allot and issue the new ordinary shares of RM1.00 each in WCTE and despatch the notices of allotment to the Warrant Holders and make an application to Bursa Securities for quotation of the new ordinary shares of RM1.00 each in WCTE within ten (10) market days of the receipt of a duly completed and executed Subscription Form together with the requisite payment or such other period as may be prescribed by Bursa Securities; and
- (b) such new ordinary shares shall be credited into the CDS Account of the Warrant Holders and no physical share certificates shall be issued.

## **5. FURTHER NOTICE IS HEREBY GIVEN THAT**

5.1 Bursa Depository will not be accepting any request for ordinary transfer of Warrants 2000/2005 for the period commencing from 4.00 p.m. on 30 March 2005 up to the Expiry Date.

5.2 Warrant Holders shall qualify for entitlement to subscribe for new ordinary shares of RM1.00 each in WCTE in respect of:

- (a) Warrants 2000/2005 transferred into the Depositor's Securities Account before 4.00 p.m. on 30 March 2005 in respect of transfer; and
- (b) Warrants 2000/2005 bought on Bursa Securities on or before 21 March 2005 being the last day of trading of the Warrants 2000/2005.

5.3 All unexercised Warrants 2000/2005 remaining in a Depositor's Securities Account after the Expiry Date will be debited from the respective Depositor's Securities Account on 7 April 2005.

## **6. EXPIRY OF SUBSCRIPTION RIGHTS**

Warrant Holders should note that if their Subscription Rights are not exercised by 5.00 p.m. on 6 April 2005, the rights will lapse and cease to be exercisable thereafter.

## **7. DIRECTORS' RESPONSIBILITY STATEMENT**

This Notice has been seen and approved by the Directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given in this Notice and 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 herein misleading.

**8. ENQUIRIES**

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

Symphony Share Registrars Sdn Bhd  
Level 26, Menara Multi-Purpose  
Capital Square  
No.8 Jalan Munshi Abdullah  
50100 Kuala Lumpur, Malaysia  
Tel: 03-27212222  
Fax: 03-27212530/1

By Order of the Board

**Chan Tze Leong**  
Company Secretary  
MAICSA 7012224

3 March 2005  
Shah Alam

**WCT ENGINEERING BERHAD**

(66538-K)

(Incorporated in Malaysia)

**WARRANTS 2000/2005**

**SUBSCRIPTION FORM**

To : WCT Engineering Berhad (Company No. 66538-K)

RE : WCT Engineering Berhad Warrants 2000/2005 to subscribe for Ordinary Shares

Expiry Date : 6 April 2005

Subscription Period : Period between the date of issue of the warrants until 5.00 p.m.,  
6 April 2005

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[To be executed and lodged with the Registrar to exercise the Subscription Rights represented by Deposited Warrant(s)]

**PARTICULARS OF DEPOSITOR**

\* Name of Depositor : \_\_\_\_\_

\* Old NRIC/Passport/Armed forces/  
Police Personnel/Registration No. : \_\_\_\_\_

\* New NRIC No. : \_\_\_\_\_

\* Correspondence address of Depositor : \_\_\_\_\_

\* Telephone number : \_\_\_\_\_

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

Name of Registrar : Symphony Share Registrars Sdn Bhd

**To : WCT ENGINEERING BERHAD ("the Company")**

I/We, the undersigned,

- (i) hereby confirm and declare that all information provided by me/us herein is 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(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 rights hereunder may be rejected;
- (iii) 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 as specified below in accordance with the provisions of the Deed Poll;
- (iv) 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);

- (v) where I/we am/are entitled to receive new shares upon the exercise of my/our rights herein (apart from the exercise of rights in respect of call warrants), I/we hereby 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;
- (vi) 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 rejected by the Company, whichever shall be applicable;

Source account for debiting securities				Source account for crediting new shares	
Stock 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

Please make payment in full for such new share(s) by banker's draft or cashier's order drawn on a bank operating in Malaysia:-

Bank	Banker's Draft/Cashier's Order No.	Amount (RM)	No. Of New Shares

Dated this          day of    2005

**If Warrant Holder is an Individual**

\_\_\_\_\_  
*Signature of Warrant Holder*

**If Warrant Holder is a Corporation**

The Common Seal of the Warrant Holder      )  
 was hereunto affixed in the presence of :-      )

\_\_\_\_\_  
*Director*

\_\_\_\_\_  
*Director/Secretary*

Notes:

- No scrip will be issued to the depositor as the result of any exercise of rights herein.
- No Depositor shall be allowed to instruct crediting of new shares into a CDS account other than the one which the securities are to be debited.
- Any warrants, the Subscription Rights of which are not exercised after the Expiry Date will lapse and become null and void.
- The Subscription Price mean Ringgit Malaysia two and Sen Twenty Five (RM2.25) only for each new ordinary share shall be made payable in Malaysian Currency by banker's draft/cashier's order drawn on a bank operating in Malaysia and to be made out in favour of "WCT Engineering Berhad A/C", crossed "A/C Payee Only" and endorsed with the Subscriber's name, NRIC/passport number/company registration number, address and CDS Account number .
- A corporation or corporate body 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.
- The IDS may not be applied towards payment of the Subscription Price.
- Duly completed and executed Subscription Form and Subscription Price shall be submitted to the Registrar, Symphony Share Registrars Sdn Bhd, Level 26, Menara Multi-Purpose, Capital Square, No.8 Jalan Munshi Abdullah, 50100 Kuala Lumpur together with RM10.00 being the administration fees made payable to "Symphony Share Registrars Sdn Bhd."