

**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, banker, solicitor, accountant or other professional adviser immediately.

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**NOTICE TO THE HOLDERS OF WARRANTS 2000/2005**

**in relation to the**

**EXPIRY AND LAST DATE FOR THE EXERCISE OF THE WARRANTS 2000/2005**

**STOCK NAME : SMPC - WA**

**STOCK CODE : 7099WA**

**IMPORTANT RELEVANT DATES**

Last date and time for trading of Warrants 2000/2005	:	Monday, 1 November 2010 at 5.00 p.m.
Date and time of suspension of trading of Warrants 2000/2005	:	Tuesday, 2 November 2010 at 9.00 a.m.
Last date and time for exercise of Warrants 2000/2005	:	Friday, 19 November 2010 at 5.00 p.m.
Date and time of expiry of Warrants 2000/2005	:	Friday, 19 November 2010 at 5.00 p.m.
Date and time of delisting of Warrants 2000/2005	:	Monday, 22 November 2010 at 9.00 a.m.

This notice is dated 20 October 2010

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## DEFINITIONS

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Except where the context otherwise requires, the following terms and abbreviations shall apply throughout this Notice:

Act	:	Companies Act, 1965, as amended from time to time and any re-enactment thereof
Board	:	Board of Directors of SMPC
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
Deed Poll	:	The Deed Poll dated 28 August 2000 executed by SMPC constituting the Warrants 2000/2005.
Supplemental Deed Poll	:	The Supplemental Deed Poll dated 29 July 2005 executed by SMPC constituting the extension of the duration and exercise period of the Warrants 2000/2005.
Exercise Period	:	The period commencing on and including the date of issue of the Warrants on 22 November 2000 and ending at 5.00 p.m. on the day immediately preceding the tenth (10 <sup>th</sup> ) anniversary of the date of issue i.e from 22 November 2000 to 19 November 2010 at 5.00 p.m.
Exercise Price	:	RM1.75 for each new SMPC share
Listing Requirements	:	Main Market Listing Requirements of Bursa Malaysia Securities Berhad
Record of Depositors	:	A record of holders of Warrants provided by Bursa Depository to the Company under Chapter 24.0 of its rules including any amendments thereof issued by Bursa Depository
Exercise Rights	:	The rights of a Warrant Holder to subscribe for new SMPC Shares at the Exercise Price upon the terms of and subject to the conditions contained in the Deed Poll and Supplemental Deed Poll
SMPC or the Company	:	SMPC Corporation Bhd (79082-V)
SMPC Group / Group	:	SMPC and its subsidiaries
SMPC Share(s) / Share(s)	:	Ordinary shares of RM1.00 each
Warrant Holder(s)	:	Holder(s) of Warrants 2000/2005 whose name(s) is/are registered in the Record of Depositors
Warrants 2000/2005	:	The Warrants 2000/2005 issued by the Company pursuant to the Deed Poll and extended pursuant to the Supplemental Deed Poll for the time being remain unexercised, which carries the right to subscribe for new SMPC Shares in accordance with the Deed Poll and the Supplemental Deed Poll, and will expire on 19 November 2010 upon which the right to subscribe for new SMPC Shares will lapse and become null and void.

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**SMPC CORPORATION BHD (79082-V)**  
(Incorporated in Malaysia)

**Registered Office:**

55, Medan Ipoh 1A,  
Medan Ipoh Bistari,  
31400 Ipoh,  
Perak Darul Ridzuan  
Malaysia

20 October 2010

**Directors:**

Y.Bhg Dato' Seri Ismail Bin Shahudin (Non-Independent Non-Executive Chairman)  
Machendran A/L Pitchai Chetty (Group Managing Director)  
Mohd Shahril Fitri Bin Hashim (Executive Director)  
Sanmarkan A/L T S Ganapathi (Independent Non-Executive Director)  
Sudesh A/L K.V. Sankaran (Independent Non-Executive Director)  
Ng Chin Nam (Independent Non-Executive Director)

**To : The Warrant Holders 2000/2005**

Dear Sir/Madam,

**SMPC CORPORATION BHD. ("SMPC" or "the Company")  
NOTICE OF EXPIRY AND LAST DAY FOR EXERCISE OF WARRANTS 2000/2005**

**NOTICE IS HEREBY GIVEN** that pursuant to the terms and conditions stipulated in the Deed Poll and Supplemental Deed Poll, the Exercise Rights of the Warrants 2000/2005 will expire at 5.00 p.m. on Friday, 19 November 2010 ("Expiry Date").

**Warrant Holders should note that Warrants 2000/2005 not exercised by 5.00 p.m. on the Expiry Date will lapse and become NULL AND VOID and shall cease to be exercisable thereafter.**

**Accordingly, the Warrants 2000/2005 will be removed from the Official List of Bursa Securities with effect from 9.00 a.m. on Monday, 22 November 2010.**

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

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

To facilitate an orderly exercise of the Exercise Rights of the Warrants 2000/2005, trading of the Warrants 2000/2005 on Bursa Securities will be suspended with effect from 9.00 a.m. on Tuesday, 2 November 2010 up to the Expiry Date. Hence, the last trading of the Warrants 2000/2005 shall be at 5.00 p.m. on Monday, 1 November 2010.

The Warrants 2000/2005 will be removed from the Official List of the Bursa Securities with effect from 9.00 a.m. on Monday, 22 November 2010.

**2. EXERCISE PRICE**

The exercise price for the Warrants 2000/2005 as stipulated in the Deed Poll and Supplemental Deed Poll is RM1.75 for each new SMPC Share to be issued by the Company. Accordingly, if you exercise 100 Warrants into 100 new ordinary shares, the Exercise Price shall be RM175.00.

### 3. PAYMENT OF EXERCISE PRICE

The exercise price of the new SMPC Share 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 "**SMPC Corporation Bhd Warrant Exercise A/C**" and crossed "A/C Payee Only" and endorsed on the reverse side with the name, address and NRIC/passport/company number of the Warrant Holders in block letters.

### 4. EXERCISE OF EXERCISE RIGHTS

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

- 4.1.1. complete and sign the enclosed Exercise Notice, a copy of which is attached together with this Notice. Additional copies of the Exercise Notice can be obtained from the Company's Share Registrar at 55 Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh (Tel. No.: 05-5474833);
- 4.1.2. deliver to the Company's Share Registrar the following documents not later than 5.00 p.m. on Friday, 19 November 2010:
  - a) the duly completed and signed Exercise Notice;
  - b) the remittance for the full exercise price by way of 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 "**SMPC Corporation Bhd Warrant Exercise A/C**" and crossed "A/C Payee Only" and endorsed on the reverse side with the subscriber's name, address and NRIC/passport/company number;
  - c) photocopy of identity card/passport/Certificate of Incorporation of the applicant (whichever is applicable); and
  - d) remittance of a processing fee of RM10.00 for each Exercise Notice submitted, payable 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 "**Symphony Share Registrars Sdn. Bhd.**" and crossed "A/C Payee Only", or in cash if you deliver the documents to the Company's Share Registrar personally.

Pursuant to the exercise of the Exercise Rights, the Company shall within eight (8) market days (or such other period as may be prescribed by Bursa Securities) after the date of receipt of the Exercise Notice together with the requisite payment:-

- a) allot and issue the new SMPC Shares arising from the exercise of the Exercise Rights of the Warrants 2000/2005;
- b) despatch the notices of allotment to the Warrant Holder; and
- c) make an application to Bursa Securities for the quotation of such new SMPC Shares issued arising from the exercise of the Warrants 2000/2005.

Thereafter, the new SMPC Shares shall be credited directly into the respective securities account of the Warrant Holder with Bursa Depository. The new SMPC Shares shall, upon allotment and issuance, rank pari passu in all respect with the existing SMPC Shares, save and except that they shall not be entitled to any dividends, rights, allotment and/or other distributions where the entitlement date precedes the relevant date of allotment and issuance of such new SMPC Shares.

## **5. BOOK CLOSURE DATE IN RELATION TO WARRANTS 2000/2005**

**FURTHER NOTICE IS HEREBY GIVEN THAT in relation to the Warrants 2000/2005:**

- a) Bursa Depository will not be accepting any request for transfer of Warrants 2000/2005 for the period commencing 4.00 p.m. on Thursday, 11 November 2010 up to the Expiry Date; and
- b) Warrant Holders shall qualify for entitlement to subscribe for new SMPC Shares in respect of the following:
  - i) Warrants 2000/2005 transferred into the depositor's securities account with Bursa Depository before 4.00 p.m. on Thursday, 11 November 2010; and
  - ii) Warrants 2000/2005 bought on Bursa Securities on or before Monday, 1 November 2010 (being the last day of trading of the Warrants 2000/2005).

## **6. EXPIRY OF EXERCISE RIGHTS**

Warrant Holders should note that:

- a) if their Exercise Rights for the Warrants 2000/2005 are not exercised and the relevant Exercise Notice not delivered to the Company's Share Registrar by 5.00 p.m. on Friday, 19 November 2010, their Exercise Rights will lapse and become null and void and cease to be exercisable thereafter; and
- b) all unexercised Warrants 2000/2005 remaining in the depositors' securities accounts with Bursa Depository after 5.00 p.m. on Friday, 19 November 2010 will be debited from the respective depositor's securities account on Monday, 22 November 2010.

## **7. CONTACT DETAILS FOR ENQUIRIES**

All enquiries concerning this Notice and the prescribed Exercise Notice should be addressed to the Company's Share Registrar at:

Symphony Share Registrars Sdn. Bhd.  
55, Medan Ipoh 1A  
Medan Ipoh Bistari  
31400 Ipoh, Perak Darul Ridzuan  
Tel. No.: 05-5474833  
Fax No.: 05-5474363

## **8. DIRECTORS' RESPONSIBILITY STATEMENT**

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

Yours faithfully  
For and on behalf of the Board of Directors  
**SMPC CORPORATION BHD.**

**Y.Bhg Dato' Seri Ismail Bin Shahudin**  
Chairman

**SMPC CORPORATION BHD (79082-V)**  
(Incorporated in Malaysia)

**EXERCISE NOTICE**

(To be executed and lodged with the Registrar for the exercise of Exercise Rights of the number of Warrants to which the Warrant Holder is entitled)

To : SMPC Corporation Bhd.  
c/o Symphony Share Registrars Sdn. Bhd.  
55 Medan Ipoh 1A  
Medan Ipoh Bistari  
31400 Ipoh, Perak

Terms used in this Exercise Notice shall (unless the context requires otherwise) have the same meaning as in the Deed Poll dated 28 August 2000 executed by the Company (“the Deed Poll”)

I/We, the undersigned, the holder of \_\_\_\_\_ of Warrants:

1. irrevocably elect under the provisions of the Deed Poll:
  - 1.1 to exercise the Exercise Rights in respect of \_\_\_\_\_ of Warrants, being part/all\* of the Warrants standing to the credit of my Securities Account(s);
  - 1.2 to subscribe and pay as provided below for the new Ordinary Shares (“the Exercise Shares”) to be issued on exercise of the Warrants to which this Exercise Notice relates at the Exercise Price and agree to accept such new Ordinary Shares subject to the terms of the Memorandum and Articles of Association of the Company;
2. make payment in full for the Exercise Shares, by banker’s draft/cashier’s order drawn to a bank in Malaysia\* or postal order issued by a post office in Malaysia\* amounting to \_\_\_\_\_, crossed “A/C Payee” and “Not negotiable”, endorsed on the reverse side with my/our name and address made out in favour of “SMPC Corporation Berhad – Warrant Exercise A/C”.
3. irrevocably authorize Bursa Depository to deduct from the Warrants standing to the credit of my Securities Account(s) the number of Warrants by me/us\* under this Exercise Notice;
4. irrevocably request that the certificate(s) for the Exercise Shares be issued in the name of Bursa Depository or its nominee company and be sent by registered post at my/our\* risk to Bursa Depository or its nominee company;
5. irrevocably request that the Exercise Shares be credited into my Securities Account, CDS Account No. \_\_\_\_\_;



6. warrant and represent that I/we\* have complied with all exchange control and other legal requirements applicable to the exercise of the Exercise Rights under this Exercise Notice and any directions or instructions given in this Exercise Notice.

Dated :

Signature :

(If the Warrant Holder is a natural person)

Name :

NRIC No. Old :

New :

Passport No. :

(also state country)

Correspondence

Address :

Tel. No. :

(If the Warrant Holder is a body corporate)

Name :

Company No./

Registration No.:

Place of Incorporation :

Correspondence

Address :

Tel. No. :

\* Delete as appropriate

NOTES:

1. In exercising the Exercise Rights above, compliance must be made with any exchange control or other statutory requirements for the time being applicable and with the provisions of the Securities Industry (Central Depository) Act 1991 and the Rules of Bursa Depository.
2. A corporation completing this Exercise Notice is required to sign it by affixing its common seal if it has a common seal or under the hand of a duly authorized officer or attorney.
3. No direction may be made in this Exercise Notice requiring Exercise Shares to be credited to the Securities Account of a person other than a Securities Account in the name of the person exercising the Exercise Rights under this Exercise Notice.
4. If at any time, exchange control laws require that payments by non-resident (for purpose of the Exchange Control Act 1953) Warrant Holder be made in foreign currency, such non-resident Warrant Holder is required to pay in United State currency.
5. The exercise of the Exercise Rights under this Exercise Notice shall be deemed invalid if any banker's draft or cashier's order or postal order for payment of the Subscription Amount is not cleared on first presentation.

6. If any part of this Exercise Notice is not fully and properly completed and/or executed, the Company shall be entitled to regard the exercise of the Exercise Rights under this Exercise Notice as invalid.

REGISTRARS:

SYMPHONY SHARE REGISTRARS SDN. BHD. (378993-D)  
55 Medan Ipoh 1A,  
Medan Ipoh Bistari,  
31400 Ipoh, Perak Darul Ridzuan

Tel. No.: 05-5474833

Fax No.: 05-5474363

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