

**GDB HOLDINGS BERHAD (Company Registration No. 201301006623 (1036466-U))
EXERCISE FORM**

To be executed and lodged with the Registrar for the exercise of the
Exercise Rights in relation to the Warrants

Expiry Date

24 June 2026,
5.00 p.m.

Exercise Price

RM 0.60

Exercise Period

25 June 2021 to 24 June
2026, 5.00 p.m.

Particulars of the Depositor

- * Name of Depositor : _____
- * 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.
("Central Depository")

To: The Registrar of GDB Holdings Berhad ("the Company")
Boardroom Share Registrars Sdn. Bhd.
11th Floor Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan

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 Central Depository with regard to my/our Central Depository Account(s) and further agree and confirm that in the event the information aforesaid differs from the information in Central 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 executed by the Company constituting the issue of the Warrants, to exercise my/our Exercise Rights in relation to the type and quantity(ies) of securities specified below and to subscribe and make payment as hereafter provided for such number of New Shares of the Company at the Exercise Price or such adjusted price as may for the time being applicable in accordance with the Deed Poll, and agree to accept such shares subject to the terms of the Constitution of the Company;
- iv. hereby make payment in full of the Exercise Monies for the New Shares in the quantity(ies) specified below:
 - a) by banker's draft/cashier's order/money order/postal order drawn on a bank or post office in Malaysia bearing no. _____ and amounting to RM _____ payable to "GDB Holdings Berhad Warrants Account"; or
 - b) internet bank transfer to designated bank account number of **620-1000-100-18221** maintained at **Alliance Islamic Bank Berhad**. The payment slip should be enclosed together with the conversion form and submitted to Boardroom Share Registrars Sdn. Bhd.;
- v. hereby authorise you to instruct Central Depository to debit the quantity(ies) of Warrants specified below from my/our Central Depository Account(s) in the exercise of my/our rights herein in accordance with the provisions of this Deed Poll;
- 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 Central Depository Account(s);

- 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 Central Depository to credit the quantity(ies) of New Shares specified below into my/our Central Depository 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;

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										

- viii. hereby confirm that after the submission of this form to the Registrar, I 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 Warrants from my Central Depository Account(s) or the exercise is rejected by the Company, whichever shall be applicable;
- ix. hereby undertake to fully indemnify the Company and Registrar against any losses, damage, liability, cost or expenses (including legal cost on a solicitor and client basis) demand, actions or proceedings made in respect of or arising from the debiting of the Warrants from my/our Central Depository 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 and all other legal requirements applicable to the exercise of the Exercise Rights.

Dated the _____ day of _____ 20 ____

Signature: _____

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 Central Depository Account other than one of those from which the Warrants are to be debited.
- In exercising the Exercise Rights, compliance must be made with any exchange control or other statutory requirement for the time being applicable.
- A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Constitution and a certified true copy of which must be lodged or registered with the Registrar.
- 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.
- Subject to these Conditions, the Exercise Rights can be exercised by the Depositor at any time during the Exercise Period.
- The Exercise Price shall, during the Exercise Period, be Ringgit Malaysia Sen Sixty (RM0.60) only payable in respect of each New Share or such price as may be adjusted in accordance with the terms of the Deed Poll constituting the Warrants.
- For avoidance of doubt, if no Central Depository Account(s) number is provided, any exercise or purported exercise of the Exercise Right shall be deemed invalid.
- Any Exercise Right which has not been exercised at the close of business at 5.00 p.m. in Malaysia on the Expiry Date will lapse and every Warrant will cease thereafter to be valid for any purpose.
- The Warrantholder shall pay a fee of Ringgit Malaysia Twenty One and Sen Sixty Only (inclusive of 8% service tax) (RM21.60) to Boardroom Share Registrars Sdn Bhd for debiting your Warrants and crediting the New Shares.
- The attention of Warrantholders is drawn to Rule 4 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions and Section 217 of the Capital Markets and Services Act 2007 as amended from time to time. In general terms, these provisions regulate the acquisition of effective control of public

companies. Warrantheolders should consider the implications of these provisions before they exercise their respective Exercise Rights. In particular, a Warrantheolder should consult the SC, if:-

- (i) such Warrantheolder intends to acquire, by exercise of the Exercise Rights represented by Warrants, whether at one (1) time or different times, New Shares which (together with the Shares owned or acquired by such Warrantheolder or persons acting in concert with such Warrantheolder) carry more than thirty three per cent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company; or
- (ii) such Warrantheolder, together with persons acting in concert, holds more than thirty three percent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) but less than fifty percent (50%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company, and such Warrantheolder together with persons acting in concert, intends to acquire, by exercise of Exercise Rights represented by Warrants in any period of six (6) months, additional New Shares increasing such percentage of the voting rights by more than two percent (2%) (or such other percentage as may be determined by the relevant regulatory authorities at any time); or
- (iii) such Warrantheolder, together with persons acting in concert, holds more than thirty three percent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company and:
 - (a) such Warrantheolder intends to acquire, by exercise of the Exercise Rights represented by Warrants, whether at one (1) time or different times, New Shares which (together with the Shares owned and acquired by such Warrantheolder) carry more than thirty three per cent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company; or
 - (b) such Warrantheolder holds more than thirty three percent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) but less than fifty percent (50%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company, and such Warrantheolder intends to acquire, by exercise of Exercise Rights represented by Warrants in any period of six (6) months, additional New Shares increasing such percentage of the voting rights by more than two percent (2%) (or such other percentage as may be determined by the relevant regulatory authorities at any time).

REGISTRAR:

Boardroom Share Registrars Sdn Bhd

11th Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
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