

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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KERJAYA PROSPEK GROUP BERHAD

(Company No. 122592-U)
(Incorporated in Malaysia)

NOTICE TO HOLDERS OF WARRANTS 2007/2017

in relation to the

EXPIRY AND LAST DATE FOR EXERCISE OF WARRANTS 2007/2017

Stock Name: KERJAYA-WA

Stock Code: 7161WA

IMPORTANT RELEVANT DATES

Last date and time for trading of Warrants 2007/2017	: Monday, 4 December 2017 at 5.00 p.m.
Date and time of suspension of Warrants 2007/2017	: Tuesday, 5 December 2017 at 9.00 a.m.
Last date and time for exercise of Warrants 2007/2017	: Wednesday, 20 December 2017 at 5.00 p.m.
Date and time for delisting of Warrants 2007/2017	: Thursday, 21 December 2017 at 9.00 a.m.

This Notice is dated 10 November 2017

DEFINITIONS

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

“Board”	: Board of Directors of Kerjaya
“Bursa Depository”	: Bursa Malaysia Depository Sdn. Bhd. (165570-W)
“Bursa Securities”	: Bursa Malaysia Securities Berhad (635998-W)
“CDS”	: Central Depository System
“Deed Poll”	: Deed Poll dated 22 November 2007
“Exercise Period”	: The period commencing from and inclusive of the Warrants 2007/2017 i.e. 21 December 2007 and ending at 5.00 p.m. on 20 December 2017
“Exercise Price”	: RM0.88 only payable to the Company in respect of each new Share to which a Warrant Holder will be entitled to subscribe upon exercise of his/her Exercise Rights or such adjusted price as may for the time being be applicable, upon and subject to the provisions of the Deed Poll
“Exercise Rights”	: The rights of a Warrant Holder to subscribe for One (1) New Share for every Warrants 2007/2017 held at the Exercise Price, upon and subject to the provisions of the Deed Poll
“Expiry Date”	: Expiry date of the Warrants 2007/2017 which falls on 20 December 2017 at 5.00 p.m.
“Kerjaya” or “Company”	: Kerjaya Prospek Group Berhad (122592-U) (formerly known as Fututech Berhad)
“Listing Requirements”	: Bursa Securities Main Market Listing Requirements (as may be amended, modified or re-enacted from time to time)
“Market Day”	: A day on which the stock market of Bursa Securities is open for trading of securities
“Notice”	: Notice to Warrant Holders of Kerjaya in relation to the expiry and final exercise of Warrants 2007/2017 dated 10 November 2017
“Record Date”	: The date as at the close of business on which shareholders must be registered in the register of members or Record of Depositors in order to participate in any dividends, rights, allotment or other distributions that may be declared by the Company
“RM”	: Ringgit Malaysia
“Share(s)”	: Ordinary share(s) in Kerjaya
“Warrants 2007/2017”	: The outstanding 1,444,008 Warrants 2007/2017 of the Company as at 3 November 2017 which were issued in 2007 and will expire on 20 December 2017, each warrant carrying the right to subscribe for one (1) new Share in the Company at the Exercise Price.
“Warrant Holder(s)”	: Holder(s) of Warrants 2007/2017 whose name is registered in the Record of Depositors of Kerjaya

Any reference to a time of day in this Notice is a reference to Malaysian time, unless otherwise stated.

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ENCLOSED



KERJAYA PROSPEK GROUP BERHAD

(Company No. 122592-U)
(Incorporated in Malaysia)

Registered Office

802, 8th Floor, Block C
Kelana Square, 17 Jalan SS7/26
47301 Petaling Jaya
Selangor Darul Ehsan

10 November 2017

Board of Directors

Datuk Tee Eng Ho (*Executive Chairman*)
Datin Toh Siew Chuon (*Executive Director*)
Tee Eng Seng (*Executive Director*)
Khoo Siong Kee (*Senior Independent Non-Executive Director*)
Professor Datuk Dr. Nik Mohd Zain bin Nik Yusof (*Independent Non-Executive Director*)
Lim Kien Lai @ Lim Kean Lai (*Independent Non-Executive Director*)

To: **Our Warrant Holders**

Dear Sir/Madam

NOTICE OF EXPIRY AND LAST DATE FOR EXERCISE OF WARRANTS 2007/2017

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions stipulated in the Deed Poll dated 22 November 2007 constituting the Warrants 2007/2017, the subscription rights of the Warrants 2007/2017 will expire at **5.00 p.m. on Wednesday, 20 December 2017.**

Accordingly, Warrant Holders who intend to exercise their Warrants 2007/2017 are advised to submit the documents referred to in Section 4 below to the share registrar of the Company no later than 5.00 p.m. on Wednesday, 20 December 2017.

The total number of Warrants 2007/2017 outstanding as at 3 November 2017 being the latest practicable date prior to the printing of this Notice, was 1,444,008 warrants.

WARRANT HOLDERS SHOULD NOTE THAT WARRANTS 2007/2017 WHICH ARE NOT EXERCISED BY THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND SHALL CEASE TO BE EXERCISABLE AFTER 5.00 P.M. ON WEDNESDAY, 20 DECEMBER 2017. ACCORDINGLY, THE WARRANTS 2007/2017 WILL BE REMOVED FROM THE OFFICIAL LIST OF THE BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON THURSDAY, 21 DECEMBER 2017.

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

1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

Trading of the Warrants 2007/2017 on Bursa Securities will be suspended with effect from 9.00 a.m. on Tuesday, 5 December 2017. Hence, the last day and time for trading of the Warrants 2007/2017 will be at 5.00 p.m. on Monday, 4 December 2017.

2. EXERCISE PRICE

The Exercise Price of the Warrants 2007/2017 is RM0.88 for every one (1) new Share. For example, if a Warrant Holder exercises 100 Warrants 2007/2017, the full Exercise Price payable shall be RM88.00 for 100 new Shares.

3. PAYMENT OF EXERCISE PRICE

Remittance for the Exercise Price must be made in full, payable in Ringgit Malaysia via a banker's draft or cashier's order drawn on a bank in Malaysia or money order drawn in Malaysia or postal order drawn on bank or post office operating in Malaysia payable to "FUTUTECH BERHAD – WARRANT PROCEEDS ACCOUNT" crossed "A/C Payee Only" and endorsed on the reverse side with the name and the CDS account number of the Warrant Holder.

4. EXERCISE OF EXERCISE RIGHTS

If you are a Warrant Holder and wish to exercise your Exercise Rights, you should BEFORE 5.00 p.m. on Wednesday, 20 December 2017:-

- (i) Complete and sign the enclosed Exercise Form for Warrants 2007/2017.

Copies of the Exercise Form for Warrants 2007/2017 can also be obtained from our share registrar, Securities Services (Holdings) Sdn. Bhd., located at Level 17, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, during normal office hours.

- (ii) Deliver to Securities Services (Holdings) Sdn. Bhd. the following documents:-

- (a) the duly completed Exercise Form for Warrants 2007/2017;
- (b) the remittance for the full Exercise Price as stated in Sections 2 and 3 above; and
- (c) the remittance of a processing fee of RM21.20 for each Exercise Form for Warrants 2007/2017 via a cheque, payable to "Securities Services (Holdings) Sdn. Bhd." or in cash.

The Company shall within eight (8) Market Days of the date of receipt of the duly completed Exercise Form for Warrants 2007/2017 together with the requisite payment, allot and issue the new Shares pursuant to the exercise of Warrants 2007/2017, despatch notices of allotment to the Warrant Holders exercising their Warrants 2007/2017 and make an application to the Bursa Securities for the quotation of such new Shares.

The new Shares to be issued pursuant to the exercise of Warrants 2007/2017 shall, upon allotment and issue, rank pari passu in all respects with the then existing issued ordinary shares of the Company except that they shall not be entitled to any dividends or any other distributions which may be declared unless the date of allotment of the new Shares is on or before the Record Date.

5. BOOK CLOSURE DATE IN RELATION TO THE EXPIRY AND FINAL EXERCISE OF THE WARRANTS 2007/2017

FURTHER NOTICE IS HEREBY GIVEN THAT in relation to the Warrants 2007/2017:

- (a) Bursa Depository will not be accepting any requests for the ordinary transfer of Warrants 2007/2017 for the period commencing 4.00 p.m. on Wednesday, 13 December 2017 up to and including the Expiry Date.
- (b) Warrant Holders will qualify for entitlement to subscribe for new Shares in respect of:
 - (i) Warrants 2007/2017 transferred into the depositor's CDS account before 4.00 p.m. on Wednesday, 13 December 2017 in respect of ordinary transfers; or
 - (ii) Warrants 2007/2017 bought on the Bursa Securities on or before 5.00 p.m. on Monday, 4 December 2017, being the last day of trading of the Warrants 2007/2017.

6. EXPIRY OF EXERCISE RIGHTS

Warrant Holders should note that:

- (a) if their Exercise Rights are not exercised and the relevant Exercise Form for Warrants 2007/2017 is not delivered to our share registrar by 5.00 p.m. on Wednesday, 20 December 2017, the Exercise Rights will lapse and become null and void and cease to be exercisable thereafter; and
- (b) all unexercised Warrants 2007/2017 remaining in a depositor's CDS account after 5.00 p.m. on Wednesday, 20 December 2017 will be debited from the respective depositor's CDS account on Thursday, 21 December 2017.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Board of Directors of Kerjaya 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

Should you have any query concerning this Notice, please contact the share registrar at:

Securities Services (Holdings) Sdn. Bhd.
Level 17, Menara Milenium, Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Telephone : 603 2084 9000
Fax : 603 2094 9940

By Order of the Board
KERJAYA PROSPEK GROUP BERHAD

DATUK TEE ENG HO
Executive Chairman

Petaling Jaya
10 November 2017



KERJAYA PROSPEK GROUP BERHAD

(Company No. 122592-U)
(Incorporated in Malaysia)

EXERCISE FORM FOR WARRANTS 2007/2017

EXPIRY DATE : 20.12.2017 EXERCISE PRICE : RM0.88

(To be executed and lodged in accordance with the Deed Poll to exercise the Exercise Rights represented by this Global Warrant Certificate)

TO : **SECURITIES SERVICES (HOLDINGS) SDN. BHD.** of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, 50490 Kuala Lumpur

I/We, the undersigned, the registered holder of the Warrants which have been deposited in my/our Securities Account set out below and whose particulars are as set out below:-

NAME OF DEPOSITORS (APPLICANT):

NEW IDENTITY CARD NO./PASSPORT NO./ARMED FORCES IDENTITY CARD NO./POLICE PERSONNEL IDENTITY CARD NO./COMPANY REGISTRATION NO.

OLD IDENTITY CARD NO. (IN THE CASE OF AN INDIVIDUAL)

CORRESPONDENCE ADDRESS

CONTACT NO.:

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



- (1) hereby irrevocably elect, upon and subject to the provisions of the Deed Poll dated 22 November 2007 and any deed supplemental thereto, to exercise the Exercise Rights in respect of / all* of the New Shares of the Company to which the Warrants relate and to subscribe and make payment as provided below for such number of New Shares 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 Constitution of the Company;
- (2) hereby make payment in full for such New Shares by the attached banker's draft/cashier's order/money order or postal order amounting to RM..... drawn on a bank or post office operating in Malaysia made out in favour of "FUTUTECH BERHAD – WARRANT PROCEEDS ACCOUNT" crossed "**A/C Payee Only**" and endorsed on the reverse side with the name and address of the Warrant Holder(s). Payment shall be made free of bank commission, outstation charges or any other payments due to the issuing financial institution;
- (3) hereby authorise you to instruct Bursa Depository to debit the quantity(ies) of the Warrants specified below from my/our Securities Account(s) in the exercise of my/our rights as specified below in accordance with the provisions of the Deed Poll;
- (4) hereby confirm that the Warrants intended for the exercise of the Exercise Rights are or have been designated as "free securities" in my/our Securities Account;
- (5) hereby confirm and declare that the information set out hereinabove is true and correct and is identical with the information in the records of Bursa Depository with regard to my/our Securities 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;
- (6) hereby authorise you to instruct Bursa Depository to credit the quantity(ies) of New Shares specified below into my/our Securities Account stated below and for the notice of allotment to be despatched to me/us by ordinary post at my/our risk to the correspondence address mentioned in the records of Bursa Depository;
- (7) hereby confirm that after the submission of this form to the Company, I/we shall not dispose, transfer or charge or allow the disposal, transfer or charge of the Warrants intended for the exercise of the Exercise Rights herein, until the exercise is completed by the debiting of such Warrants from my/our Securities Account or the exercise is rejected by the Company, whichever shall be applicable;
- (8) hereby undertake to fully indemnify the Company and Registrar 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 Registrar as a result of any demand, actions or proceedings made in respect of or arising from the debiting of the Warrants from my/our Bursa Depository Account(s), in reliance by you on this Exercise Form; and
- (9) hereby declare that 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.

SOURCE ACCOUNT FOR DEBITING WARRANTS AND CREDITING NEW SHARES																		
SECURITIES ACCOUNT NO., ADA AND BRANCH CODE/ACCOUNT NO.*																	QUANTITY OF WARRANTS	

Dated :

Signature/Common Seal:

.....

* Please complete and/or delete as applicable.

Notes:

1. In the case of a corporation, this Exercise Form has to be executed by affixing its Common Seal in accordance with its Constitution, 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.

2. ADA means " Authorised Depository Agent".

Registered Office: **Securities Services (Holdings) Sdn. Bhd.**
 Level 17, Menara Milenium, Jalan Damanlela
 Pusat Bandar Damansara
 Damansara Heights
 50490 Kuala Lumpur

3. The Warrant Holder shall pay a fee of RM21.20 per debit transaction or credit transaction to the Registrar (on such other fee as the Registrar may from time to time determine) for any debiting or crediting of the Securities Account.

4. In exercising the Exercise Rights represented by this Warrant, compliance must be made with any exchange control or other statutory requirements for the time being applicable.

5. No share certificate/scrip will be issued to the Warrant Holder as the result of any exercise of rights herein.

6. No Warrant Holder shall without the consent of the Company, be allowed to instruct the crediting of New Shares into a Securities Account other than the Securities Account from which the securities are to be debited.

7. The Bursa Depository does not recognise joint account holders.

8. The Exercise Period in respect of the Warrants is the period of 10 years commencing from 21 December 2007 and expiring at 5.00 p.m. (Kuala Lumpur time) on and including 20 December 2017.

9. All Warrants unexercised by the Expiry Date will lapse and become null and void for any purpose.

10. The Exercise Price (subject to adjustment in accordance with the provisions of the Conditions and the Deed Poll) shall be satisfied in full by way of banker's draft/cashier's order drawn on a bank operating in Malaysia, or a money order or postal order, issued by a post office in Malaysia crossed "Account Payee Only" for the credit of the account maintained by the Registrar for that purpose.

Please remit RM21.20 (inclusive GST) (cash/cheque made payable to "Securities Services (Holdings) Sdn. Bhd." being administrative charges.

