

### SCHEDULE 3

**TA WIN HOLDINGS BERHAD**  
**(REGISTRATION NO. 199401005913 (291592-U))**  
(Incorporated in Malaysia under the Companies Act, 1965 and  
deemed registered under the Companies Act, 2016)

**Registered Office:** Unit 26-11 & 26-12, Level 26, Q Sentral  
Jalan Stesen Sentral 2  
50470 Kuala Lumpur

**EXERCISE NOTICE FOR THE WARRANTS 2021/2024 (“WARRANTS B”)**  
To be executed and lodged with the Registrar to exercise the Exercise Rights in respect  
of the Warrants B

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PLEASE READ CAREFULLY THE NOTES AT THE END OF THIS FORM BEFORE COMPLETING THIS FORM. PLEASE WRITE IN BLOCK LETTERS. EACH BOX SHOULD CONTAIN ONE LETTER. LEAVE ONE BOX EMPTY BETWEEN WORDS. DO NOT BREAK UP WORDS.

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- Full Details : Warrants B to subscribe for ordinary shares in Ta Win Holdings Berhad (Registration No. 199401005913 (291592-U)) constituted under a Deed Poll dated 13 August 2021 executed by the Company (“**Deed Poll**”)
- Issue Date : ....., the date of allotment of the Warrants B
- Expiry Date : ....., the date falling three (3) years from the Issue Date (both dates inclusive) and if such date is not a Market Day, then on the preceding Market Day
- Exercise Rights : The rights entitling the registered holder of the Warrants B to subscribe for One (1) Ordinary Share for One (1) Warrant B
- Exercise Price : Ringgit Malaysia Thirteen and a half Sen (RM0.135) or such adjusted price as may for the time being applicable in accordance with the provisions set out in the Deed Poll
- Exercise Period : A period commencing from and including the date of issue of the Warrants B and ending at 5:00 p.m. on the date immediately preceding the third (3<sup>rd</sup>) anniversary of the date of the issue of the Warrants B and if such date is not a Market Day, then on the preceding Market Day

**TO: TA WIN HOLDINGS BERHAD (“COMPANY”)**  
**c/o Securities Services (Holdings) Sdn Bhd**  
Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara  
Damansara Heights, 50490 Kuala Lumpur, Malaysia  
Telephone No. : +603-2084 9000  
Facsimile No. : +603-2094 9940

I / We the undersigned, the registered Depositor(s) of the Warrants B which have been deposited into my / our Central Depository System Account set out below:-

For the purpose of the exercise of my/our Exercise Rights hereunder, I/we do hereby declare my/our particulars as follows:-

**PARTICULARS OF HOLDER:**

**NAME OF HOLDER (IN CAPITAL LETTERS):**


**\* NEW NRIC/PASSPORT/ARMED FORCES CARD/POLICE PERSONNEL/COMPANY REGISTRATION NO.:**

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**OLD NRIC NO. (IN THE CASE OF AN INDIVIDUAL):**

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**CORRESPONDENCE ADDRESS OF HOLDER:**


**CONTACT NO.:**


**OFFICE**

**HOUSE**

**MOBILE**

Please refer to Note (g) below:-

Number of Warrants B Surrendered (Stock Code: .....)	Source Account for Debiting Warrants B/Crediting New Ordinary Shares	Number of New Ordinary Shares (Stock Code: 7097)
	CDS Account Number: ADA Code - Branch Code - Account Number	
	- -	

Dated this                      day of

**Signature(s)**

\*\* For Individual

.....  
Individual

\*\* For Company

The common seal of the )  
company was hereunto affixed )  
in accordance with its )  
Constitution in the presence of:- )

.....                      .....  
Director                      Director/Secretary\*\*

**\*\* Please delete as applicable**

I/We, the abovenamed:-

- (a) irrevocably elect, subject to the Conditions as set out in the Deed Poll constituting the issue of the Warrants B, to exercise the Exercise Rights represented by the Warrants B in my/our Central Depository System Account in respect of new shares in the Company and to subscribe and make payment as provided in the Deed Poll for such number of New Shares of the Company at the Exercise Price, and agree to accept such New Shares subject to the terms of the Constitution of the Company.
- (b) confirm and declare that the information provided by me/us above are true, correct and in the case of information indicated with an asterisk (\*) are identical with the information provided by me/us to the Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") and further confirm that in the event that such information differs from the information in Bursa Depository's records, the exercise by me/us of the Exercise Rights may be rejected.

- (c) undertake to fully indemnify and keep the Company indemnified against any claims, losses, damages, liabilities, costs and expenses including legal cost that may be suffered or incurred by the Company as a result of or arising from the Company acting in accordance with my/our authorisations and confirmations or from any breach of my/our undertakings.
- (d) declare that the Warrants B in respect of which the Exercise Rights are being exercised are/have been designated as “free securities” in accordance with the provisions of the Rules and further confirm that if this declaration is not correct, the exercise by me/us of the Exercise Rights may be rejected.
- (e) make payment in full for such New Shares by banker’s draft or cashier’s order or money order or postal order drawn on a bank or post office operating in Malaysia amounting to Ringgit Malaysia ..... made in favour of “**TA WIN HOLDINGS BERHAD - TA WIN WARRANT B ACCOUNTS**” crossed “A/C Payee only” or by internet bank transfer to “**TA WIN HOLDINGS BERHAD - TA WIN WARRANT B ACCOUNTS**” bank account no. **8010768769** maintain with **CIMB Bank Berhad** (proof of payment to be attached to the Exercise Notice submitted to the Registrar).
- (f) a separate remittance of RM20.00 in the form of cash or cheque made payable to “**Securities Services (Holdings) Sdn Bhd**” or internet bank transfer to the Registrar’s bank account no. **7011312855** maintain with **OCBC Bank (Malaysia) Berhad**, being the administrative fees for debiting of your Warrants B and crediting your new Ordinary Shares.
- (g) irrevocably authorise you to instruct Bursa Depository to debit the quantity(ies) of my/our Deposited Warrants B specified above from my/our CDS account(s) in the exercise of my/our Exercise Rights as specified above in accordance with the provisions of the Deed Poll.
- (h) request that the notice of allotment stating the number of New Shares credited into my/our Central Depository System Account be sent, at my/our risk, by ordinary post to my/our address set out above.
- (i) confirm that upon the lodgement of this form with the Registrar, I/we will not dispose, transfer, charge or otherwise encumber the Warrants B in respect of which the Exercise Rights are being exercised unless and until the Exercise Notice has been returned, withdrawn or otherwise rejected or declared by the Company to be void in accordance with the provisions of the Conditions set out in the Deed Poll.
- (j) declare and confirm that I/we have complied with all exchange control regulations and requirements imposed by Bank Negara Malaysia or other prevailing statutory requirements for the time being applicable to the exercise of the Exercise Rights and any directions and instructions given in this Exercise Notice.
- (k) undertake to fully indemnify the Company and Registrar against any loss, damage, liability, cost or expense (including legal cost) that may be suffered or incurred by the Company or the Registrar as a result of any demand, actions and proceedings made in respect of or arising from the debiting of the Warrant B from our/my Central Depository System Account(s), in reliance by you of this Exercise Notice.

**\*\* Please delete as applicable**

**NOTES:**

1. *All information given in this Exercise Notice must be as per the information provided to Bursa Depository.*

2. *Joint holders are not recognised under the Central Depository System.*
3. *No scripts will be issued to the Depositor in respect of the New Shares issued as a result of any exercise of the Exercise Rights represented by the Warrants B.*
4. *In exercising the Exercise Rights represented by the Warrants B, compliance must be made with any exchange control or other statutory requirements for the time being applicable and the provision of the Securities Industry (Central Depositories) Act, 1991 and the Rules of Bursa Depository.*
5. *A corporation completing this Exercise Notice is required to affix its common seal in accordance with its Constitution, a copy of which must be lodged with the Registrar.*
6. *The attention of the Warrant B Holders is drawn to Part VI Division 1 of the Capital Markets and Services Act 2007, the Malaysian Code on Take-over and Mergers 2016 and the Rules on Take-Overs, Mergers and Compulsory Acquisitions as amended or replaced from time to time. In particular, a Warrants B Holder should note that he/it may be under an obligation to extend a mandatory take-over offer for all the Shares and convertible securities including the Warrants B not already held by it/him and/or persons acting in concert with him if:-*
  - (i) *it/he intends to subscribe by exercise of the Warrants B, whether at one time or different times, new Shares which (together with the Shares owned or acquired by it/him and/or persons acting in concert with him) carry more than 33% of the voting shares or voting rights in the Company (excluding treasury shares); or*
  - (ii) *it/he, together with persons acting in concert with him, hold more than 33% but less than 50% of the voting shares or voting rights in the Company (excluding treasury shares), and either alone or together with persons acting in concert with it/him, intends to subscribe additional new Shares by the exercise of the Warrants B or otherwise in any period of 6 months, increasing such percentage of the voting rights by more than 2% of the voting rights in the Company (excluding treasury shares) by it/him and/or persons acting in concert with him.*
7. *No direction may be made in this Exercise Notice requiring the New Shares to be credited into 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.*
8. *The exercise of the Exercise Rights under this Exercise Notice will be deemed invalid if any banker's draft or cashier's order or money order or postal order for payment of the Exercise Money is not cleared on first presentation.*
9. *If any part of this Exercise Notice is not fully and properly completed and/or executed, the Company will be entitled to regard the exercise of the Exercise Rights under the Exercise Notice as invalid.*
10. *At the close of business on ....., any Exercise Rights which have not been exercised and the Exercise Notice with appropriate remittance not delivered to the Registrar will lapse and every Warrant B will cease thereafter to be valid for any purpose.*
11. *Unless the context otherwise requires, expressions in this Exercise Notice will have the same meanings as those defined in the Deed Poll.*

Registrar: **Securities Services (Holdings) Sdn Bhd**  
**(Registration No. 197701005827 (36869-T))**  
Level 7, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
Damansara Heights  
50490 Kuala Lumpur

Telephone No. : +603-2084 9000  
Facsimile No. : +603-2094 9940

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