

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, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) 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 any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notice.



SERN KOU RESOURCES BERHAD

[Registration No.: 200001016496 (519103-X)]

(Incorporated in Malaysia)

NOTICE TO WARRANT HOLDERS

IN RELATION TO

EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2018/2023

STOCK CODE : 7180WA
STOCK NAME : SERN KOU-WARRANTS 2018/2023

IMPORTANT RELEVANT DATES

Last day, date and time for the trading of Warrants : Thursday, 02 March 2023 at 5:00 p.m.
2018/2023

Day, date and time of suspension of trading of Warrants : Friday, 03 March 2023 at 9:00 a.m.
2018/2023

Last day, date and time for the exercise of Warrants : Monday, 20 March 2023 at 5:00 p.m.
2018/2023 (Expiry Date)

Day, date and time for the delisting of Warrants : Tuesday, 21 March 2023 at 9:00 a.m.
2018/2023

This Notice is dated 17 February 2023.

DEFINITIONS

For the purpose of this Notice, the following definitions shall apply throughout this Notice except where the context otherwise requires:-

“Board”	: Board of Directors of Sern Kou Resources Berhad
“Bursa Depository”	: Bursa Malaysia Depository Sdn. Bhd. [198701006854 (165570-W)]
“Bursa Securities”	: Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
“CDS”	: Central Depository System
“CDS Account”	: An account established by Bursa Depository for a Depositor for the purpose of recording deposits or withdrawals of securities and for dealing in such securities by the Depositor
“Central Depositories Act”	: Securities Industry (Central Depositories) Act, 1991
“Deed Poll”	: Deed Poll dated 5 March 2018 constituting the Warrants
“Depositor”	: Holder of a Securities Account
“Exercise Form”	: The form for exercising the Exercise Rights which is attached to this Notice
“Exercise Price”	: Ringgit Malaysia Thirteen Sen (RM0.13) only in respect of each New Share upon exercise of the Exercise Rights. The Bonus Issue exercise had been completed following the listing of and quotation for the 526,113,998 Bonus Shares and 193,886,002 Additional Warrants 2018/2023 on the Main Market of Bursa Securities on 9 June 2021. The exercise price of the Warrants 2018/2023 had been adjusted from RM0.40 to RM0.13 per warrant with effect from 9 June 2021
“Exercise Period”	: The period commencing from and including the issue date of 21 March 2018 and ending at the close of business at 5:00 p.m. on 20 March 2023
“Exercise Rights”	: The rights of a Warrant Holder to subscribe for New Shares at the Exercise Price, upon the terms of and subject to the conditions contained in the Deed Poll
“Expiry Date”	: Monday, 20 March 2023 at 5:00 p.m.
“Market Day”	: A day on which the stock market of Bursa Securities is open for trading in securities
“SERN KOU” or “the Company”	: Sern Kou Resources Berhad [200001016496 (519103-X)]
“New Shares”	: New ordinary shares in SERN KOU issued or to be issued by the Company pursuant to any valid exercise of the Exercise Rights represented by the Warrants 2018/2023
“Notice”	: Notice to Warrant Holder dated 17 February 2023 in relation to the expiry and last date for the exercise of Warrants
“Rules”	: Rules of the Bursa Depository and any appendices thereto
“Share Registrar”	: Boardroom Share Registrars Sdn. Bhd. [199601006647 (378993-D)]
“Securities Account”	: An account established by Bursa Depository for a Depositor for the purposes of recording of deposits or withdrawals of securities and for dealing in such securities by the Depositor

“Warrants 2018/2023” or : The 120,000,000 Warrants 2018/2023 issued by SERN KOU on 21
“Warrant(s)” March 2018 pursuant to the terms and conditions of the Deed Poll, and
adjusted pursuant to the Bonus Issue exercise which had been
completed following the listing of and quotation for the 526,113,998
Bonus Shares and 193,886,002 Additional Warrants 2018/2023 on the
Main Market of Bursa Securities on 9 June 2021.

“Warrant Holder(s)” Holder(s) of Warrants 2018/2023

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to “persons” shall include corporations.

Any reference in this Notice to any enactment is a reference to that enactment for the time being amended or re-enacted.

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

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EXERCISE FORM

ENCLOSED

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SERN KOU RESOURCES BERHAD
[Registration No.: 200001016496 (519103-X)]
(Incorporated in Malaysia)

Registered Office:
Lot PTD 6019 (Lot 8804),
Jalan Perindustrian 1
Kawasan Perindustrian Bukit
Bakri, Mukim Bakri
84200 Muar
Johor

Date: 17 February 2023

Board of Directors

Mr Onn Kien Hoe	(Chairman/ Independent Non-Executive Director)
Mr Chua Peng Sian	(Managing Director)
Ms Siah Chew Peng	(Executive Director)
Mr Lee Shen Wang	(Executive Director)
Mr Loo Eng Hua	(Non-Independent Non-Executive Director)
Ms Teh Su-Ching	(Independent Non-Executive Director)
Mr Anderson Chua Oou Chuan	(Independent Non-Executive Director)
Ms Seow Jing Hui	(Independent Non-Executive Director)

To: Holders of Warrants 2018/2023

Dear Sir/Madam,

NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2018/2023

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions stipulated in the Deed Poll governing the Warrants, the Exercise Rights of the Warrant Holder(s) will expire on the Expiry Date, Monday, 20 March 2023 at 5.00 p.m.

Accordingly, all Warrant Holders intending to exercise their Warrants are advised to submit the documents referred to in Section 4 of this Notice to the Company's Share Registrar not later than 5:00 p.m. on the Expiry Date.

WARRANTS 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 WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9:00 A.M., TUESDAY, 21 MARCH 2023.

The number of outstanding Warrants as at 10 February 2023, being the latest practicable date prior to the printing of this Notice is 119,691,002.

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

1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

To facilitate the exercise of the Exercise Rights by the Warrant Holders, the trading of the Warrants on Bursa Securities will be suspended with effect **from 9.00 a.m. on Friday, 3 March 2023 until 5:00 p.m.** on the Expiry Date. Hence, the last day and time for trading of the Warrants will be **up to 5:00 p.m. on Thursday, 2 March 2023.**

2. EXERCISE PRICE

The Exercise Price of the Warrants is RM0.13 for each New Share in the Company. For example, if you exercise 100 Warrants into 100 New Shares, the total Exercise Price shall be RM13.00.

3. PAYMENT OF EXERCISE PRICE

Remittance must be made in full for the Exercise Price, by banker's draft or cashier's order or money order or postal order by a bank or post office in Malaysia, to an amount drawn by a bank in Malaysia, crossed "A/c Payee" "No negotiable", endorsed on the reverse side with the name and address made out in favour of "**Sern Kou Resources Berhad Warrants Account**".

4. EXERCISE OF EXERCISE RIGHTS

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

- (i) Complete and execute the Exercise Form. Additional copies of the Exercise Form can be obtained from the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan; and
- (ii) Deliver and to reach the Company's Share Registrar the following documents not later than 5:00 p.m. on the Expiry Date:
 - (a) The duly completed and signed Exercise Form;
 - (b) Remittance for the full Exercise Price as set out in Sections 2 and 3 above; and
 - (c) A processing fee of RM21.20 (inclusive of sales and services tax) cash or cheque shall made payable to "**Boardroom Share Registrars Sdn. Bhd.**" being the administrative charges by the Share Registrar for any debiting or crediting of the CDS Account.

The Company shall within eight (8) market days (or such other period as may be prescribed by Bursa Securities) of the date of receipt of the duly completed, signed and valid Exercise Form together with the requisite payment:

- (a) allot and issue the relevant number of New Shares arising from the exercise of the Warrants;
- (b) despatch notices of allotment to Warrant Holders stating the number of New Shares that will be credited into the CDS Account of the Warrant Holders; and
- (c) make an application to Bursa Securities for the quotation and listing of such New Shares.

The New Shares to be issued pursuant to the exercise of Warrants shall, upon allotment and issue, rank pari passu in all respect with the existing ordinary shares of the Company, except that the New Shares will not entitle to any rights, dividend, allotment and/or distributions that may be declared, made or paid where the entitlement date of which is prior to the date of allotment of the New Shares.

The New Shares arising from such exercise will be credited into the CDS Account of the exercising Warrants Holders and no physical share certificate would be issued to the Warrants Holders in respect of the exercise.

5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS

FURTHER NOTICE IS HEREBY GIVEN THAT:

- (i) Bursa Depository will not accept any request for transfer of Warrants for period commencing **4:30 p.m. on Monday, 13 March 2023** up to the Expiry Date.
- (ii) Warrant Holders shall be qualified for entitlement to subscribe for New Shares in respect of the following:
 - (a) Warrants transferred into the depositor's CDS account **before 4:30 p.m. on Monday, 13 March 2023** in respect of ordinary transfer; and
 - (b) Warrants bought on Bursa Securities **on or before 5:00 p.m. on Thursday, 2 March 2023**, being the last day of trading of the Warrants.

6. EXPIRY OF EXERCISE RIGHTS

Warrant Holders should note that:

- (i) if their Exercise Rights are not exercised and the duly completed Exercise Form together with remittances are not delivered to the Company's Share Registrar by 5:00 p.m. on the Expiry Date, their rights will lapse and become null and void and cease to be exercisable thereafter; and
- (ii) All unexercised Warrants remaining in a depositor's CDS account as at the Expiry Date will be debited from the respective depositor's CDS account on **Tuesday, 21 March 2023**.

7. DIRECTORS' RESPONSIBILITY STATEMENT

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

8. CONTACT DETAILS FOR ENQUIRIES

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

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

Tel no.: +603 7890 4700

Fax no.: +603 7890 4670

Thank you.

Yours faithfully,
On behalf of the Board of Directors
SERN KOU RESOURCES BERHAD

LOW PENG SIAN @ CHUA PENG SIAN
(Managing Director)

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

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5. **CORRESPONDENCE ADDRESS

6. **POSTCODE

**STATE

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**COUNTRY

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7. **CONTACT NUMBER

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OFFICE

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HOUSE

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MOBILE

(ALL information given above must be as per information in the records maintained by Bursa Depository)

1. irrevocably elect under the provisions of the Deed Poll:

1.1 to exercise the Exercise Rights in respect ofWarrants, being [part/all*] of the Warrants standing to the credit of [my/our*] Securities Account(s);

1.2 to subscribe and pay as provided below for the new Ordinary Shares ("**Exercise Shares**") to be issued on exercise of the Warrants to which this Exercise Notice relates at the Exercise Price of Ringgit Malaysia Thirteen Sen only (RM0.13) per new Ordinary Share and agree to accept such new Ordinary Shares subject to the terms of the Constitution of the Company;

2. make payment in full for the Exercise Shares, by [banker's draft/cashier's order or money order or postal order by a bank or post office in Malaysia*] amounting to RMdrawn by a bank in Malaysia, crossed 'A/c Payee' and 'Not negotiable', endorsed on the reverse side with [my/our*] name and address made out in favour of "**Sern Kou Resources Berhad Warrants Account**".

3. irrevocably authorise Bursa Depository to deduct from the Warrants standing to the credit of [my/our*] Securities Account(s) the number of Warrants exercised by [me/us*] under this Exercise Notice;

4. irrevocably request that the share 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/our*] Securities Account, CDS Account No. as stated below;

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;

7. hereby confirm and declare that the information provided by [me/us*] in this notice are true, correct and in the case of information indicated with two asterisk (**) are identical with the information provided by [me/us*] to 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 herein may be rejected;
8. hereby 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 herein or from any breach of [my/our*] undertakings herein;
9. hereby declare that the Warrants 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 of Bursa Depository and further confirm that if this declaration is not correct, the exercise by [me/us*] of the Exercise Rights herein may be rejected;
10. hereby confirm that after submission of this Exercise Notice to the Company, [I/we*] shall not dispose, transfer or charge or allow the disposal, transfer or change 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; and
11. hereby irrevocably authorise you to instruct Bursa Depository to debit the quantity of Warrants from and to credit the quantity of new Ordinary Shares in the Company into [my/our*] Securities Account as follows:

Source account for debiting Warrants and account for crediting of new Shares																		
Stock Code (Warrants)	Quantity of Warrants	CDS ACCOUNT NUMBER, AUTHORISED DEPOSITORY AGENT AND BRANCH CODE/ACCOUNT NUMBER										Quantity of Shares	Stock Code (Shares)					
7180WA					-													7180
					-													

Dated:

Signature:

Single asterisk (*) to 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 SI(CD)A 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 authorised 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. The exercise of the Exercise Rights under this Exercise Notice shall be deemed invalid if any banker's draft or cashier's order or money order or postal order drawn by a bank or post office operating in Malaysia for payment of the Subscription Amount is not cleared on first presentation.

5. 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.

6. The attention of Warrant Holders is drawn to the Malaysian Code on Take-overs and Mergers 2016, Rules on Take-overs, Mergers and Compulsory Acquisitions, and provisions of the Capital Markets and Services Act 2007 as amended from time to time. In general terms, most of these provisions regulate the acquisition of effective control of public companies. A Warrant Holder should consider the implications of these provisions before they exercise their respective Exercise Rights. In particular, a Warrant Holder should consult the Securities Commission Malaysia, if:

6.1 such Warrant Holder intends to acquire by exercise of the Exercise Rights represented by the Warrants, whether at one time or at different times, Ordinary Shares which (together with the Ordinary Shares owned or acquired by such Warrant Holder or persons acting in concert with such Warrant Holder) carry more than 33% of the voting rights of the Company; or

6.2 such Warrant Holder, together with persons acting in concert, who has obtained control in a company and holds not less than 33% but not more than 50% of the voting rights of the Company, and together with persons acting in concert, intends to acquire, by exercise of Exercise Rights represented by the Warrants in any period of six (6) months, additional Ordinary Shares increasing such percentage of the voting rights by more than 2%.

The exercise by a Warrant Holder of Exercise Rights in circumstances other than those referred to above in paragraphs 6.1 and 6.2 of these notes could also result in implications on the Warrant Holder under the provisions referred to above.

7. Without prejudice to note 4 above, the Exercise Period of the Warrants shall be for the period commencing (from and including) the Issue Date and ending at 5.00 pm. on the last day of the period of five (5) years from (and including) the Issue Date of the Warrants, or if such date is not a Market Day, then it shall be the Market Day immediately preceding the said non-Market Day, but excluding the three (3) clear Market Days prior to a books closure date or entitlement date announced by the Company and those days during that period on which the Record of Depositors and/or the Warrants Register is or are closed. At the close of business on the last day of the Exercise Period at 5.00 pm, any Exercise Rights which have not then been exercised and delivered to the Registrar will lapse and every Warrant not exercised by then will cease to be valid for any purpose.

8. The Exercise Price shall be the amount payable in respect of each new Ordinary Share to which a Warrant Holder is entitled to subscribe for on exercise of the Exercise Rights involving such new Ordinary Share, being Ringgit Malaysia Thirteen Sen only (RM0.13), or such price as adjusted under the provisions of Condition 4 set out in Schedule 5 of the Deed Poll.

9. The new Ordinary Shares to be issued upon the exercise of the Warrants shall upon allotment and issuance, rank pari passu in all respects with the Ordinary Shares save and except that they shall not be entitled to participate in any rights, allotments, dividends and/or other distributions, the entitlement date of which precedes the date of allotment of the new Ordinary Shares issued pursuant to the exercise of the Warrants.

10. The definitive share certificates will only be issued to Bursa Depository or its nominee company and no physical share certificates will be issued to the Warrant Holders pursuant to the exercise of the Warrants.

11. For avoidance of doubt, if no CDS account number is provided, any exercise or purported exercise of the Exercise Rights shall be deemed invalid.

12. ADA means "Authorised Depository Agent".

13. The Warrant Holders shall remit RM21.20 (inclusive of sales and services tax) (cash or cheque) made payable to Boardroom Share Registrars Sdn. Bhd. being the administrative charges.
14. No scrip will be issued to the Depositor in respect of the new shares to be allotted and issued as the result of any exercise of rights therein.

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
Tel no.: +603 7890 4700
Fax no.: +603 7890 4670

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