

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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NOTICE TO HOLDERS OF WARRANTS 2011/2014

in relation to the

EXPIRY AND LAST DATE FOR EXERCISE OF WARRANTS 2011/2014

IMPORTANT RELEVANT DATES

Last date and time for trading of Warrants 2011/2014	: Thursday, 4 December 2014 at 5.00 p.m.
Date and time of suspension of Warrants 2011/2014	: Friday, 5 December 2014 at 9.00 a.m.
Last date and time for exercise of Warrants 2011/2014	: Monday, 22 December 2014 at 5.00 p.m.
Date and time for delisting of Warrants 2011/2014	: Tuesday, 23 December 2014 at 9.00 a.m.

This Notice is dated 18 November 2014.

DEFINITIONS

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

TMC or Company	: TMC Life Sciences Berhad (624409-A)
Board	: Board of Directors
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 8 November 2011
Exercise Period	: The period commencing from and inclusive of the Warrants 2011/2014 i.e. 22 December 2011 and ending at 5.00 p.m. on 22 December 2014
Exercise Price	: RM0.40 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 2011/2014 held at the Exercise Price, upon and subject to the provisions of the Deed Poll
Expiry Date	: Expiry date of the Warrants 2011/2014 which falls on 22 December 2014 at 5.00 p.m.
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 TMC in relation to the expiry and final exercise of Warrants 2011/2014 dated 18 November 2014
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) of RM0.10 each in TMC
Warrants 2011/2014	: The outstanding 362,922,740 Warrants 2011/2014 of the Company as at 10 November 2014 which were issued in 2011 and will expire on 22 December 2014, 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 2011/2014 whose name is registered in the Record of Depositors of TMC

CONTENTS

NOTICE OF THE EXPIRY AND FINAL EXERCISE OF THE WARRANTS 2011/2014

SECTION	PAGE
1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING	2
2. EXERCISE PRICE	2
3. PAYMENT OF EXERCISE PRICE	2
4. EXERCISE OF EXERCISE RIGHTS	2
5. BOOK CLOSURE DATE IN RELATION TO THE EXPIRY AND FINAL EXERCISE OF THE WARRANTS 2011/2014	3
6. EXPIRY OF EXERCISE RIGHTS	3
7. DIRECTORS' RESPONSIBILITY STATEMENT	3
8. ENQUIRIES	3

WARRANTS EXERCISE FORM

ENCLOSED

Registered Office

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

18 November 2014

Board of Directors

Professor Emeritus Dato' Dr. Khalid Bin Abdul Kadir (*Non-Independent Non-Executive Chairman*)
Dr. Wong Chiang Yin (*Executive Director*)
Dato' Dr. Tan Kee Kwong (*Independent Non-Executive Director*)
Dr. Chan Boon Kheng (*Non-Independent Non-Executive Director*)
Gary Ho Kwat Foong (*Independent Non-Executive Director*)
Claire Lee Suk Leng (*Independent Non-Executive Director*)

To : The Warrant Holders of TMC

Dear Sir/Madam

NOTICE OF EXPIRY AND LAST DATE FOR EXERCISE OF WARRANTS 2011/2014

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions stipulated in the Deed Poll dated 8 November 2011 constituting the Warrants 2011/2014, the subscription rights of the Warrants 2011/2014 will expire at **5.00 p.m. on Monday, 22 December 2014.**

Accordingly, Warrant Holders who intend to exercise their Warrants 2011/2014 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 Monday, 22 December 2014.

The total number of Warrants 2011/2014 outstanding as at 10 November 2014 being the latest practicable date prior to the printing of this Notice, was 362,922,740.

WARRANT HOLDERS SHOULD NOTE THAT WARRANTS 2011/2014 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 MONDAY, 22 DECEMBER 2014. ACCORDINGLY, THE WARRANTS 2011/2014 WILL BE REMOVED FROM THE OFFICIAL LIST OF THE BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON TUESDAY, 23 DECEMBER 2014.

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 2011/2014 on Bursa Securities will be suspended with effect from 9.00 a.m. on Friday, 5 December 2014. Hence, the last day and time for trading of the Warrants 2011/2014 will be at 5.00 p.m. on Thursday, 4 December 2014.

2. EXERCISE PRICE

The Exercise Price of the Warrants 2011/2014 is RM0.40 for every one (1) new Share. For example, if a Warrant Holder exercises 100 Warrants 2011/2014, the full Exercise Price payable shall be RM40.00 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 "TMC WARRANTS 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 Monday, 22 December 2014:-

- (i) Complete and sign the enclosed Warrants Exercise Form.

Copies of the Warrants Exercise Form can also be obtained from our share registrar, Tricor Investor Services Sdn. Bhd., located at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, during normal office hours.

- (ii) Deliver to Tricor Investor Services Sdn. Bhd. the following documents:-

- (a) the duly completed Warrants Exercise Form;
- (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 RM20.00 for each Warrants Exercise Form via a cheque, payable to "Tricor Investor Services Sdn. Bhd." or in cash.

The Company shall within eight (8) Market Days of the date of receipt of the duly completed Warrants Exercise Form together with the requisite payment, allot and issue the new Shares pursuant to the exercise of Warrants 2011/2014, despatch notices of allotment to the Warrant Holders exercising their Warrants 2011/2014 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 2011/2014 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 2011/2014

FURTHER NOTICE IS HEREBY GIVEN THAT in relation to the Warrants 2011/2014:

- (a) Bursa Depository will not be accepting any requests for the ordinary transfer of Warrants 2011/2014 for the period commencing 4.00 p.m. on Monday, 15 December 2014 up to and including the Expiry Date.
- (b) Warrant Holders will qualify for entitlement to subscribe for new Shares in respect of:
 - (i) Warrants 2011/2014 transferred into the depositor's CDS account before 4.00 p.m. on Monday, 15 December 2014 in respect of ordinary transfers; or
 - (ii) Warrants 2011/2014 bought on the Bursa Securities on or before 5.00 p.m. on Thursday, 4 December 2014, being the last day of trading of the Warrants 2011/2014.

6. EXPIRY OF EXERCISE RIGHTS

Warrant Holders should note that:

- (a) if their Exercise Rights are not exercised and the relevant Warrants Exercise Form is not delivered to our share registrar by 5.00 p.m. on Monday, 22 December 2014, the Exercise Rights will lapse and become null and void and cease to be exercisable thereafter; and
- (b) all unexercised Warrants 2011/2014 remaining in a depositor's CDS account as at Monday, 22 December 2014 will be withdrawn from the respective depositor's CDS account on Tuesday, 23 December 2014.

7. DIRECTORS' RESPONSIBILITY STATEMENT

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

Tricor Investor Services Sdn. Bhd.
Level 17, The Gardens North Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur
Telephone : 03 2264 3883
Fax : 03 2282 1886

By Order of the Board
TMC Life Sciences Berhad

Seow Fei San
Mok Mee Kee
Company Secretaries
Petaling Jaya
18 November 2014



TMC LIFE SCIENCES BERHAD

(624409-A)

(Incorporated in Malaysia under the Companies Act, 1965)

EXERCISE FORM FOR WARRANTS 2011/2014

[To be executed and lodged with the Registrar for the exercise of the Exercise Rights in relation to the Warrants 2011/2014]

Full Title: Warrants 2011/2014 to subscribe for ordinary shares in **TMC LIFE SCIENCES BERHAD (COMPANY NO. 624409-A)** constituted under a Deed Poll dated 8 November 2011 executed by the Company ("**Deed Poll**").

Exercise Period: A period commencing from and including the date of issue of the Warrants 2011/2014 to and ending at 5.00 p.m. on the date immediately preceding the third (3rd) anniversary of the date of the issue of the Warrants 2011/2014 and if such date is not a Market Date, then on the preceding Market Day.

Exercise Price: Forty Sen (RM0.40) Only or such adjusted price as may for the time being applicable in accordance with the provisions set out in the Deed Poll.

*The Warrant Holder(s) is/are entitled, upon and subject to the provisions of the Deed Poll at any time on or after the 22 December 2011 BUT NOT LATER THAN 5.00 p.m. in Malaysia on 22 December 2014 ("**Maturity Date**") to exercise the Exercise Rights of the Warrants. If the Maturity Date is not a Market Day, it shall be the preceding Market Day. All Warrants not exercised by the Maturity Date will lapse and become null and void.*

Particulars of Warrant Holder:

Name of Depositor	:
Old NRIC / Passport/Armed Forces / Police Personnel / Registration No	:
New NRIC No	:
Correspondence Address	:
Contact Telephone Number	:(Office)(Home)

[All information given above must be as per information in the records of Bursa Malaysia Depository Sdn. Bhd. ("**Depository**")]

To: TMC LIFE SCIENCES BERHAD (COMPANY NO. 624409-A) ("the Company")

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 Bursa Depository with regard to my/our CDS Account 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;
- iii. hereby irrevocably elect, upon and subject to the conditions as set out in the Deed Poll, to exercise my/our Exercise Rights in relation to the type and quantity(ies) of Warrants specified below and to subscribe and make payment as provided below for such number of New Shares of the Company 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 Memorandum and Articles of Association of the Company;
- iv. hereby make payment in full for such New Shares in the quantity(ies) specified below by banker's draft/cashier's order/money order or postal order drawn on a bank or post office operating in Malaysia made out in favour of "TMC WARRANTS ACCOUNT" crossed "**A/C Payee Only**" and amounting to RM..... together with payments of all other fees including stamp duty (if any) and taxes payable in respect of the exercise of the Exercise Rights unless the Company is mandatorily obliged to make such payments pursuant to the Deed Poll or as required by Bursa Securities;
- v. hereby authorise you to instruct Bursa Depository to debit the quantity(ies) of the Warrants specified below from my/our CDS Account(s) in the exercise of my/our rights herein in accordance with the provisions of the Deed Poll;



- vi. hereby confirm that the Warrants for the exercise of rights are or have been designated as "free securities" in my/our CDS 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 Bursa Depository to credit the quantity(ies) of New Shares specified below into my/our CDS 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;
- viii. hereby confirm that after the submission of this form to the Company, I/we 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/our CDS Account(s) or the exercise is rejected by the Company, whichever shall be applicable.
- ix. hereby undertake to fully indemnify the Company and Registrars 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 Registrars as a result of any demand, actions or proceedings made in respect of or arising from the debiting of the Warrants from our/my CDS 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.

Securities account for debiting Warrants 2011/2014 and targeted account for crediting New Shares

Number of Warrants 2011/2014 to be debited :

Number of New Shares to be credited :

Securities Account Number :

If Warrant Holder is an individual

If Warrant Holder is a corporation

The common seal of Warrant Holder is hereto affixed in the presence of:-

Signature of Warrant Holder

Director
Name:

Director / Secretary
Name:

Dated :

Notes:-

1. No share certificate will be issued to the Depositor as the result of any exercise of rights herein.
2. No Warrant Holder shall be allowed to instruct crediting of New Shares into a CDS Account other than one of those from which the securities are to be debited.
3. In exercising the Exercise Rights, compliance must be made with any exchange control or other statutory requirement for the time being applicable.
4. A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Memorandum and Articles of Association and a copy of the 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 with the Registrar.
5. 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.
6. Exercise Right means the rights of a Warrant Holder to subscribe for One (1) New Share for every Warrant 2011/2014 held at the Exercise Price, in accordance with the provisions of the Deed Poll;
7. The requisite processing fees of which for the time being is Ringgit Malaysia Twenty (RM20.00) only is payable by the Warrant Holder together with the Exercise Price. Please issue a cheque made payable to "TRICOR INVESTOR SERVICES SDN BHD".
8. The attention of Warrant Holders are drawn to Rule 9(1) of Part III of the Malaysian Code on Takeovers and Mergers 2010 and relevant practice notes, if any and provisions of the Capital Markets and Services Act 2007, as amended from time to time. In particular, a Warrant Holder should note that he may be under an obligation to extend a takeover offer of the Company if:-
 - (a) he has obtained control in the Company; or
 - (b) he holds more than thirty-three per centum (33%) but less than fifty per centum (50%) of the voting shares or voting rights of the Company and intends to acquire, by exercise of Exercise Rights in any period of six (6) months, additional New Shares which carry more than two per centum (2%) of the voting shares or voting shares in the Company.
9. ADA means "Authorised Depository Agent".
10. "Market Day" means "a day on which the stock market of Bursa Malaysia Securities Berhad is open for trading in securities".

REGISTRAR AND TRANSFER OFFICE:

Tricor Investor Services Sdn Bhd (Company No. 118401-V)
Level 17, The Gardens North Tower
Mid Valley City Lingkaran Syed Putra
59200 Kuala Lumpur Malaysia
Telephone: 603-2264 3883
Facsimile : 603-22821886
Email : is.enquiry@my.tricorglobal.com

Please remit RM20.00 made payable to "Tricor Investor Services Sdn. Bhd." being Registrars fee.