



AHMAD ZAKI RESOURCES BERHAD

(Registration No. 199701017271 (432768-X))
(Incorporated in Malaysia)

SUBSCRIPTION FORM FOR WARRANTS 2014/2024

(To be executed and lodged with the Registrar to exercise the Subscription Rights to subscribe for New Shares by Warrant Holders forming part of an issue of 103,299,033 Warrants)

| EXPIRY DATE | EXERCISE PRICE | EXERCISE PERIOD |
|--------------------|-----------------------|---|
| 13 May 2024 | RM0.63 | At any time on or after the 14th day of May 2014 but not later than 5.00 p.m. on the 13th day of May 2024 |

To: **Ahmad Zaki Resources Berhad (Company)**
Attention: The Registrar
Mega Corporate Services Sdn. Bhd.
Level 15-2, Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia

**EXERCISE OF WARRANTS TO SUBSCRIBE FOR
NEW ORDINARY SHARES IN AHMAD ZAKI RESOURCES BERHAD**

I/We, the undersigned, the registered holder of the Warrants –

[all information given below must be the same as the information in the records of Bursa Malaysia Depository Sdn. Bhd. (**Bursa Depository**)]

NAME *

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

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OLD IDENTITY CARD NO. (IN THE CASE OF AN INDIVIDUAL), IF APPLICABLE *

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CORRESPONDENCE ADDRESS *

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CONTACT NUMBERS

Office Number:

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Fax Number:

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- (a) hereby confirm and declare that all information provided by me/us herein are true and correct;
- (b) 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 securities account with Bursa Depository (**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;
- (c) hereby irrevocably authorise you to instruct Bursa Depository to debit the quantity(ies) of Warrants specified below (**Exercised Warrants**) from my/our CDS account(s) in the exercise of my/our rights as specified below in accordance with the provisions of the deed poll dated 18 March 2014 constituting the Warrants (**Deed Poll**):

| Source account for debiting Warrants | | | | | | | | | | | | | | | | | | | | |
|--|--|--|---|--|--|--|--|--|--|--|--|--|--|----------|--|--|--|--|--|--|
| CDS ACCOUNT NUMBER, ADA AND BRANCH CODE/ACCOUNT NUMBER | | | | | | | | | | | | | | Quantity | | | | | | |
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- (d) hereby confirm the Exercised Warrants are or have been designated as “free securities” in my/our CDS account(s) in accordance with the Rules and further declare that if this declaration is untrue, the exercise of my/our rights hereunder may be rejected;

- (e) where I/we am/are entitled to receive new ordinary shares in the Company (**New Shares**) upon the exercise of my/our Subscription Rights (apart from the exercise of rights in respect of all Warrants), I/we hereby irrevocably 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:

| Target account for crediting New Shares | | | | | | | | | | | | | | | |
|--|--|--|---|--|--|--|---|--|--|--|--|--|--|----------|--|
| CDS ACCOUNT NUMBER, ADA AND BRANCH CODE/ACCOUNT NUMBER | | | | | | | | | | | | | | Quantity | |
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Notes:

1. ADA means Authorised Depository Agent(s).
 2. A Warrant Holder shall not be allowed to instruct for New Shares to be credited into any CDS account(s) other than one of those from which the Warrants are to be debited.
- (f) hereby confirm that after the submission of this form to you, I/we will not dispose, transfer or charge the Exercised Warrants, until the exercise is completed by the debiting of the Exercised Warrants from my/our CDS account(s) or the exercise is rejected by the Company, whichever is applicable;
- (g) hereby make payment in full for such New Shares which includes payment of the Exercise Price subject to adjustments in accordance with Condition 5 of Schedule 3 of the Deed Poll and together with any payments required under the Securities Industry (Central Depositories) Act 1991 or the Rules of Bursa Depository, and all other fees and charges including taxes, stamp duty and deposit fees (if any) payable to Bursa Depository by banker's draft or cashiers order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia in favour of "AZRB Warrants Proceeds Account" crossed "Account Payee Only" amounting to RM[•] and endorsed on the reverse side with my/our name, address and CDS account number in block letters;
- (h) hereby irrevocably elect, upon and subject to the provisions of the Deed Poll to exercise the Subscription Rights in respect of the Exercised Warrants to subscribe for such number of New Shares of the Company at the Exercise Price, and agree to accept such New Shares allotted subject to the memorandum and article of association of the Company;
- (i) hereby enclose a legible photocopy of –
- (i) (in the case where the Warrant Holder is an individual) my new identity card; or
 - (ii) (in the case where the Warrant Holder is a corporation) our certificate of incorporation;
- (j) hereby authorise you to issue and allot the New Shares and despatch the notice of allotment in respect thereof within eight (8) market days from the date of receipt of this Subscription Form together with the requisite payment (subject to the requirements of the relevant authorities);
- (k) hereby declare and confirm that I/we have complied with all exchange control and other legal requirements and registration formalities applicable to the exercise of the Subscription Rights; and

- (l) hereby undertake to fully indemnify and keep the Company and the Registrar indemnified against any claims, loss, damage, liability, cost or expense (including legal cost and solicitors' costs on a solicitor and client basis) that may be suffered or incurred by the Company and the Registrar as a result of the Company and/or the Registrar acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertakings herein.

Dated this day of

If Warrant Holder is an individual

Signature of Warrant Holder

If Warrant Holder is a corporation/society

The common seal of Warrant Holder was hereunto affixed in the presence of:

Director
Name:

Director/Secretary
Name:

Notes -

1. No script will be issued to the Warrant Holder as the result of any exercise of his/its Subscription Rights.
2. No Warrant Holder is allowed to instruct crediting of New Shares into a CDS account other than one of those from which the Exercised Warrants are to be debited.
3. In exercising the Subscription Rights represented by the above Exercised Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
4. The Subscription Right for any Warrant that is not exercised during the Exercise Period will lapse and become null and void upon the expiry of the Exercise Period.
5. A corporation completing this Subscription Form is required to affix its Common Seal in accordance with its memorandum and articles of association.
6. The terms and expressions used in this Subscription Form (unless otherwise defined in this Subscription Form) will have the same meanings and interpretation as defined in the Deed Poll.
7. All information given above must be the same as the information in the records of Bursa Depository.
8. Joint account holders are not recognised by Bursa Depository.
9. For the avoidance of doubt, if no CDS account number is provided, any exercise or purported exercise of the Subscription Rights shall be deemed to be invalid.
10. Where the relevant payment made for the New Shares is less than the full amount of the subscription moneys required based on the Exercise Price, the Warrant Holder authorises the Company to, and the Company may but is not obliged to, treat the exercise by the Warrant Holder of the Subscription Rights as an exercise by the Warrant Holder of the Subscription Rights of such a reduced number of Warrants (in such multiples of board lots of one hundred (100) Warrants or in such other whole number of Warrants as the Company may determine) such that the relevant payment made for the New Shares shall thereafter be sufficient to pay for the full amount of the subscription moneys required in respect of the reduced number of Warrants. In such event, the Warrant Holder is deemed to have exercised his Subscription Rights in respect of such reduced number of Warrants.
11. A processing fee of RM21.60 (including of 8% SST) per debit transaction or credit transaction shall be paid by the Warrant Holder in the form of cash or cheque in favour of "Mega Corporate Services Sdn. Bhd." to the Registrar for any debiting or crediting of the CDS account(s).

Attention

The attention of Warrant Holders is drawn to the Part III of the Malaysian Code on Take-overs and Mergers 2010 as amended or replaced from time to time. In particular, a Warrant Holder should note that it/he may be under an obligation to extend a take-over offer of the Company if –

- (a) it/he intends to acquire or hold or control the exercise of, by exercise of the Warrants or otherwise, whether at one time or different times, Shares which (together with Shares owned or acquired by it/him or persons acting in concert with it/him) carry more than 33% of the voting shares or voting rights of the Company; or
- (b) it/he, together with persons acting in concert with it/him, holds more than 33% but not more than 50% of the voting shares or voting rights of the Company, and either alone or together with persons acting in concert with it/him, intends to acquire additional Shares by the exercise of the Warrants or otherwise in any period of six (6) months, increasing such percentage of the voting rights by more than 2%.