

**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 independent adviser immediately.

Bursa Malaysia Securities Berhad 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.

**K-One**  
**K-ONE TECHNOLOGY BERHAD**  
(Company No. 539757-K)  
(Incorporated in Malaysia)

**NOTICE TO WARRANT HOLDERS**

**in relation to the**

**EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2007/2012**

**STOCK NAME : K1-WA**

**STOCK CODE : 0111WA**

**IMPORTANT RELEVANT DATES**

Last date and time for trading of Warrants 2007/2012	:	Wednesday, 16 May 2012 at 5.00 p.m.
Date and time of suspension of trading of Warrants 2007/2012	:	Thursday, 17 May 2012 at 9.00 a.m.
Last date and time for exercise of Warrants 2007/2012	:	Friday, 1 June 2012 at 5.00 p.m.
Date and time of expiry of Warrants 2007/2012	:	Friday, 1 June 2012 at 5.00 p.m.
Removal of Warrants 2007/2012 from the Official List of Bursa Malaysia Securities Berhad	:	Monday, 4 June 2012 at 9.00 a.m.

**This Notice is dated 30 April 2012**

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## DEFINITIONS

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Unless the context otherwise requires, the following shall have the following meanings throughout this Notice:-

“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”	:	The deed poll executed by K-One Tech on 18 April 2007 to constitute the Warrants and to govern the rights of holders of the Warrants
“Exercise Price”	:	Ringgit Malaysia Sixty One Cents (RM0.61) only payable in respect of each new K-One Tech Share to which a Warrant Holder will be entitled to subscribe upon exercise of the Exercise Rights
“Exercise Rights”	:	The rights of a Warrant Holder to subscribe for one (1) new K-One Tech Share for each Warrant at the Exercise Price and upon the terms of and subject to the conditions of the Deed Poll
“Expiry Date”	:	The close of business on the maturity date of the Warrants, being a date five (5) years from the date of issuance of the Warrants. Any Warrants which have not been exercised will lapse and cease thereafter to be valid for any purpose. The expiry date is Friday, 1 June 2012.
“Notice”	:	Notice to Warrants Holders of K-One Tech in relation to the expiry and final exercise of Warrants dated 30 April 2012
“K-One Tech” or “the Company”	:	K-One Technology Berhad (539757-K)
“K-One Tech Share(s)”	:	Ordinary share(s) of RM0.10 each in K-One Tech
“Warrants”	:	K-One Tech’ existing warrants issued on 1 June 2007 pursuant to the terms and conditions of the Deed Poll and will be expire on 1 June 2012
“Warrant Holders”	:	Holder(s) of Warrants 2007/2012

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**EXERCISE FORM FOR WARRANTS**

**Enclosed**

# K-One

## K-ONE TECHNOLOGY BERHAD

(Company No. 539757-K)

(Incorporated in Malaysia)

### Registered Office:-

Unit 07-02, Level 7  
Persoft Tower  
6B Persiaran Tropicana  
47410 Petaling Jaya  
Selangor Darul Ehsan

Date : 30 April 2012

### Board of Directors

Ir. Edwin Lim Beng Fook (*Group Executive Chairman*)  
Martin Lim Soon Seng (*Group Chief Executive Officer*)  
Bjørn Bråten (*Non-Independent Non-Executive Director*)  
Goh Chong Chuang (*Independent Non-Executive Director*)  
Loi Kim Fah (*Independent Non-Executive Director*)

**To : The Warrant Holders of K-One Technology Berhad**

Dear Sir/Madam

### **NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF THE WARRANTS 2007/2012**

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**NOTICE IS HEREBY GIVEN THAT** pursuant to the terms and conditions as stipulated in the Deed Poll dated 18 April 2007, the Exercise Rights of the Warrants will expire at 5.00 p.m. on Friday, 1 June 2012 ("Expiry Date").

As such, holders of Warrants intending to exercise their Warrants are advised to deliver the documents referred to in Section 3(i) of this Notice to the Share Registrar of K-One Tech not later than 5.00 p.m. on the Expiry Date.

The total number of Warrants remain unexercised as at 23 April 2012, being the latest practicable date prior to the printing of this Notice, is 61,236,000.

**Warrants not exercised by 5.00 p.m. on the Expiry Date will lapse and become null and void and ceases to be exercisable thereafter.**

**Accordingly, the Warrants will be removed from the Official List of Bursa Securities with effect from 9.00 a.m. on Monday, 4 June 2012.**

**Holders of Warrants are therefore advised to carefully read the procedures set out below:-**

**1. SUSPENSION OF TRADING AND LAST DATE FOR TRADING**

To facilitate the exercise of the Exercise Rights of the Warrants, the trading of the Warrants on Bursa Securities will be suspended with effect from 9.00 a.m. on Thursday, 17 May 2012 until the Expiry Date. Hence, the last trading day of the Warrants will be up to 5.00 p.m. on Wednesday, 16 May 2012.

**2. EXERCISE PRICE AND PAYMENT OF EXERCISE PRICE**

The Exercise Price of the Warrants is RM0.61 for each new K-One Tech Share. Accordingly, for illustration purpose if you subscribe for 100 new K-One Tech Shares, the Exercise Price shall be RM61.00. The Exercise Price of RM0.61 shall be made in full and payable in Ringgit Malaysia by banker's draft or cashier's order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia, made out in favour of "**K-ONE TECHNOLOGY BERHAD – Warrant Proceeds Account**" and crossed "**A/C Payee Only**" and endorsed on the reverse side with the name and address, NRIC/passport number/company registration number whichever applicable and CDS Account number of the Warrant Holders.

**3. 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, a copy of which is attached to this Notice. Additional copies of the Exercise Form can be obtained from the Share Registrar of K-One Tech, Symphony Share Registrars Sdn Bhd of Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan; and
- (ii) Deliver and reach the Share Registrar of K-One Tech the following documents and remittances not later than 5.00 p.m. on the Expiry Date:-
  - (a) the Exercise Form duly completed and executed by you;
  - (b) remittance for the full Exercise Price as mentioned in Section 2 above; and
  - (c) remittance of a processing fee of RM10.00 per CDS Account, payable by banker's draft, bank's demand draft, cashier's order, money order or postal order made out in favour of "**Symphony Share Registrars Sdn Bhd**".

In respect of the new K-One Tech Shares to be issued to Warrant Holders pursuant to the exercise of the Warrants:-

- (a) the Company shall allot and issue the new K-One Tech Shares, despatch the notices of allotment to the holders of Warrants and make an application to Bursa Securities for the quotation of the new K-One Tech Shares within eight (8) market days of the receipt of a duly completed Exercise Form together with the requisite payment or such other period as may be prescribed by Bursa Securities;
- (b) such new K-One Tech Shares shall be credited into the CDS Account specified by the holders of the Warrants after the allotment of the new K-One Tech Shares. No physical share certificates shall be issued; and
- (c) such new K-One Tech Shares shall rank pari passu in all respects with the existing ordinary shares in the capital of the Company except that they shall not rank for any dividends, rights, allotment and/or distributions on the entitlement date of which is on or before the date of allotment of such new K-One Tech Shares.

#### **4. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS**

**FURTHER NOTICE IS HEREBY GIVEN THAT** in relation to the Warrants:-

- (a) Bursa Depository will not be accepting any request for the transfer of Warrants for the period commencing 4.00 p.m. on Thursday, 25 May 2012 up to the Expiry Date.
- (b) Warrant Holders will qualify for entitlement to subscribe for new K-One Tech Shares in respect of the following:-
  - (i) Warrants transferred into the Depositor's CDS Account before 4.00 p.m. on Thursday, 25 May 2012 in respect of ordinary transfer; and
  - (ii) Warrants bought on Bursa Securities on or before Wednesday, 16 May 2012, being the last day of trading of the Warrants.

#### **5. EXPIRY OF WARRANTS**

Warrant Holders should note that:-

- (i) If their Exercise Rights are not exercised and the relevant Exercise Form together with remittances are not delivered to the Company's Share Registrar by 5.00 p.m. on the Expiry Date, the Exercise 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 Monday, 4 June 2012.

#### **6. CONTACT DETAILS FOR ENQUIRIES**

All enquiries concerning the above should be addressed to the Share Registrar of K-One Tech:-

Symphony Share Registrars Sdn Bhd  
Level 6, Symphony House  
Pusat Dagangan Dana 1, Jalan PJU 1A/46  
47301 Petaling Jaya, Selangor Darul Ehsan  
Tel: 603-7841 8000, Fax: 603-7841 8151

#### **7. DIRECTORS' RESPONSIBILITY STATEMENT**

This Notice has been seen and approved by the Directors of K-One Tech 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 of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours sincerely  
For and on behalf of the Board of  
**K-ONE TECHNOLOGY BERHAD**

**IR EDWIN LIM BENG FOOK**  
Group Executive Chairman

Petaling Jaya  
30 April 2012

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Securities Code	(A)				(B)			
	Quantity	Security Account Number			Quantity	Security Account Number		
		ADA Code	Branch Code	Account Number		ADA Code	Branch Code	Account Number

- (g) hereby request that the notice of allotment stating the number of new Shares credited into my/our Central Depository System Account(s) be sent, at my/our risk, by ordinary post to my/our correspondence address set out above;
- (h) hereby confirm that upon the lodgment of this form with the Registrar, I/we shall not dispose, transfer, charge or otherwise encumber the Warrants in respect of which the Exercise Rights are being exercised unless and until the Exercise Form has been returned, withdrawn or otherwise rejected or declared by the Company to be void in accordance with the Conditions set out in the Third Schedule of the Deed Poll, whichever shall be applicable;
- (i) hereby 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 instruction given in this Exercise Form.

Dated the \_\_\_\_\_ day of \_\_\_\_\_

Signature : .....

Notes:

- (i) All information given in this Exercise Form must be as per the information provided to Bursa Malaysia Depository Sdn Bhd. Inaccurate or incorrect information given may result in the Exercise Form not being valid and the proposed exercise of Exercise Rights being ineffective.
- (ii) Joint holders are not recognized under the Central Depository System.
- (iii) No scrip 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.
- (iv) In exercising the Exercise Rights represented by the Warrants, compliance must be made with any exchange control of Bank Negara Malaysia or other statutory requirements for the time being applicable and the provision of the *Securities Industry (Central Depositories) Act, 1991* and the Rules of the Depository;
- (v) A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Articles of Association; a copy of which must be lodged with the Registrar.
- (vi) The attention of Warrant Holders is drawn to Division 2 of Part IV of the *Securities Commission Act, 1993* and the *Malaysian Code on Take-Overs and Mergers, 1998* and its Practice Notes as amended or introduced from time to time ("Code"). In particular, a Warrant Holder should note that he may be under an obligation to extend a takeover offer of the Company if :-
- (a) the Warrant Holder has obtained control in the Company; or



- (b) the Warrant Holder holds more than thirty-three per centum (33%) but less than fifty per centum (50%) of the voting shares of the Company and the Warrant Holder acquires or intends to acquire in any period of six (6) months more than two per centum (2%) of the voting shares of the Company;
- (c) the Warrant Holder together with the persons acting in concert with him hold more than thirty-three per centum (33%) but less than fifty per centum (50%) of the voting rights of the Company and thereafter acquire additional new Shares by the exercise of the Exercise Rights represented by the Warrants or otherwise in any period six (6) months, increasing, such percentage of the voting rights by more than two per centum (2%); or
- (d) the Warrant Holder, together with persons acting in concert with him hold less than thirty three per centum (33%) of the voting shares of the Company and thereafter the Warrant Holder or any one of the persons acting in concert with him, acquires voting shares of the Company such that the combined holding of the Warrant Holder and the person acting in concert with him exceeds thirty three per centum (33%); or
- (e) the Warrant Holder, together with persons acting in concert with him, hold more than thirty three per centum (33%) of the voting shares of the Company and where an acquisition of voting shares of the Company by the Warrant Holder or any one of the persons acting in concert with him results in :-
  - (i) one or more members of the group of persons acting in concert (including the Warrant Holder) acquiring or being entitled to exercise or control the exercise of more than thirty three per centum (33%) of the voting shares of the Company; or
  - (ii) one or more members of the group acting in concert (including the Warrant Holder) holding more than thirty three per centum (33%) and less than fifty per centum (50%) of the voting shares of the Company, acquiring more than two per centum (2%) of the voting shares in the Company in any six (6) months period;
- (f) the Warrant Holder, together with persons acting in concert with him, hold more than fifty per centum (50%) of the voting shares of the Company and any single member in the group of persons acting in concert acquires voting share sufficient to increase his holding to more than thirty three per centum (33%) of the Company or, if he holds more than thirty three per centum (33%) and less than fifty per centum (50%) acquires more than two per centum (2%) of the voting shares of the Company in any six (6) month period; or
- (g) the Warrant holder has acquired share without the knowledge of other shareholder or potential shareholder of the Company but subsequently comes together with other shareholders to co-operate as a group to obtain or consolidate control of the Company and their shareholding amounts to more than thirty-three per centum (33%) of the voting shares of the Company and upon such parties having come together :-
  - (i) if the combined holding of the group is less than thirty-three per centum (33%) and any member of that group acquires additional voting shares such that the group's holding exceeds thirty-three per centum (33%);
  - (ii) if the combined holding of the group is more than thirty-three per centum (33%) and less than fifty per centum (50%) , any member of that group acquires additional voting shares such that the combined holding of the group is increased by more than two per centum (2%) in any six (6) month period.

- (vii) No direction may be made in this Exercise Form 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 Form.
- (viii) The exercise of the Exercise Rights under this Exercise Form shall be deemed invalid if any banker's draft or cashier's order for payment of the Exercise Money is not cleared on first presentation.
- (ix) If any part of this Exercise Form is not fully and properly completed and/or executed the Company shall be entitled to regard the exercise of the Exercise Rights under the Exercise Form as invalid.
- (x) At the close of business on the expiry of the Exercise Period, any exercise Rights which have not been exercised and the Exercise Form not delivered to the Registrar by 5.00 p.m. will lapse and every Warrant will cease thereafter to be valid for any purpose.
- (xi) Where pursuant to an exercise of the Exercise Rights the payment made for conversion of the Warrants into Shares is less than the full settlement of the Exercise Money required, the Warrant Holder authorizes the Company to and the Company may, but is not obliged to, treat the exercise by the Warrant Holder of the Exercise Rights as an exercise by the Warrant Holder of the Exercise Rights of such a reduced number of Warrants (in even multiples of Board Lots of 100 Warrants or in such other whole number of Warrants, as the Company may determine) such that the relevant payment made for the shares shall thereafter be sufficient to pay for the full amount of the Exercise Money required in respect of the reduced number of Warrants. In such an event, the Warrant Holder is deemed to have exercised his Exercise Rights in respect of such reduced number of Warrants.
- (xii) Payment by way of banker's draft/bank's deemed draft/cashier's order/money/postal order whichever, as the case may be, shall be made free of all commissions and/or any other bank or postal charges. All such commissions and charges shall be borne by the payer, Compliance must also be made with all exchange control or other statutory requirements for the time being applicable to such payments.

Registrar :       The Registrar  
Symphony Share Registrars Sdn Bhd  
Level 6, Symphony House  
Pusat Dagangan Dana 1, Jalan PJU 1A/46  
47301 Petaling Jaya, Selangor Darul Ehsan  
Tel: 603-7841 8000, Fax: 603-7841 8151

