EXERCISE FORM

EXPIRY DATE	**EXERCISE PERIOD**
12 June 2019	At any time on or after the 14th day of June 2014 but not later than 5 p.m. on the 12th day of June 2019

KELINGTON GROUP BERHAD

(Company No. 501386-P)
(Incorporated in Malaysia under the Companies Act, 1965)

WARRANTS 2014/2019 TO SUBSCRIBE FOR NEW ORDINARY SHARES OF RM0.10 EACH IN KELINGTON GROUP BERHAD (501386-P)

(To be executed and lodged with the Registrar in accordance with the Deed Poll to exercise the Exercise Rights represented by this Exercise Form)

To: **REGISTRAR**
Symphony Share Registrars Sdn. Bhd. (Company No. 378993-D)
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 8151/8152

I/We, the undersigned, the registered holder of the Warrants 2014/2019 which have been deposited in my/our Securities Account (as defined herein) set out below:

Particulars of the Depositor:

1. Name:

2. Qualifier:

3. Company Registration No. :

4. Old NRIC/Passport/Armed Forces/Police Personnel No:

5. New NRIC No.:

6. Address:

7. Postcode:

8. Contact No:

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

To: **KELINGTON GROUP BERHAD ("KGB" or "Company")**

I/We, the undersigned, being the registered holder of the Warrants 2014/2019:

(i) hereby irrevocably elect, upon and subject to the provisions of the deed poll dated the 30th day of May, 2014 and any deed supplemental thereto ("**Deed Poll**"), to exercise my/our Exercise Rights in respect of ……..... new ordinary shares of RM0.10 each of the Company ("**New KGB Shares**") to which the Warrants 2014/2019 relate and to subscribe and make payment as provided below for such number of the New KGB Shares to be issued upon the exercise of the Warrants 2014/2019 to which this Exercise Form relates at the Exercise Price for each New KGB Share, and agree to accept such New KGB Shares subject to the terms of the Memorandum and Articles of Association of the Company;

(ii) hereby make payment in full for such New KGB Shares by the attached 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 operating in Malaysia amounting to RM…… made out in favour of "**KGB Warrants 2014/2019 Proceeds Account**", crossed A/C Payee only and endorsed on the reverse side with my/our name and address. Payment shall be made free of bank commission, outstation charges or any other payments due to the issuing financial institution;

(iii) hereby authorise you to instruct the Depository to debit the quantity(ies) of Warrants 2014/2019 specified below from my/our account with the Depository ("**Securities Account**") in the exercise of my/our rights as specified below in accordance with the provisions of the Deed Poll;

(iv) hereby confirm that the Warrants 2014/2019 intended for the exercise of my/our Exercise Rights are or have been designated as "free securities" in my/our Securities Account.

(v) hereby confirm and declare that the information set out hereinabove is true and correct and is identical with the information in the records of the Depository with regard to my/our Securities Account(s) and further agree and confirm that in the event the information aforesaid differs from the information in Depository's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;

(vi) hereby authorise you to instruct the Depository to credit the quantity(ies) of New KGB Shares specified below into my/our Securities Account stated below and for the notice of allotment to be despatched to me/us by ordinary post at my/our risk to the correspondence address mentioned in the records of the Depository;

(vii) hereby confirm that after the submission of this form to the Company, I/we shall not dispose, transfer or charge or allow the disposal, transfer or charge of the Warrants 2014/2019 intended for the exercise of my/our Exercise Rights herein, until the exercise is completed by the debiting of such Warrants 2014/2019 from my/our Securities Account or the exercise is rejected by the Company, whichever shall be applicable;

(viii) 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 2014/2019 from our/my Securities Account(s), in reliance by you on this Exercise Form; and

(ix) 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 my/our Exercise Rights.

SOURCE ACCOUNT FOR DEBITING WARRANTS 2014/2019
AND TARGETED ACCOUNT FOR CREDITING NEW ORDINARY SHARES

Number of Warrants to be debited

Number of new Ordinary Shares to be credited

CDS Account Number

I/We declare and agree that I/we have complied with all exchange control, the provisions of Section 38(2) of the Securities Industry (Central Depositories) Act, 1991 and other legal requirements applicable to the exercise of the Exercise Rights.

Signature/Common Seal of Warrant Holder(s)

Date

* Please complete and/or delete as applicable.

** The Depository does not recognise joint account holders and therefore please indicate the number of the New KGB Shares to be credited into the individual Securities Account of the respective joint holders.

Notes:

1. In the case of a corporation, this Exercise Form has to be signed by affixing its common seal in accordance with its Memorandum and Articles of Association.

2. The Warrant Holder shall pay a fee of RM20.00 to Symphony Share Registrars Sdn Bhd for processing the debiting of your warrants and crediting of your New KGB Shares.

3. In exercising the Exercise Rights represented by the above Warrant 2014/2019, compliance must be made with any exchange control or other statutory requirements for the time being applicable.

4. No share certificate/scrip will be issued to the Warrant Holder as the result of any exercise of rights herein.

5. No Warrant Holder shall be allowed to instruct crediting of new ordinary shares into a Securities Account other than the Securities Account from which the securities are to be debited.

6. The Depository does not recognise joint account holders. For the avoidance of doubt, if no CDS account number is provided, any exercise or purported exercise of the Exercise Rights shall be deemed to be invalid.

7. The Exercise Period in respect of the Warrants 2014/2019 is the period of five (5) years commencing from and including the Issue Date of the Warrants and expiring at 5.00 p.m. (Kuala Lumpur time) on the day immediately preceding the Expiry Date.

8. All Warrants 2014/2019 not exercised by the Expiry Date will lapse and become null and void for any purpose.

9. The Exercise Price (SUBJECT to adjustment in accordance with the provisions of the Conditions and the Deed Poll) shall be satisfied in full by way of 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 crossed "Account Payee Only" for the credit of the account for that purposes.

10. Where the relevant payment made for the New KGB Shares is less than the full amount of the exercise money required, 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 Exercise Rights as an exercise by the Warrant Holder of the Exercise Rights of such a reduced number of the Warrants 2014/2019 (in such multiples of board lots of One Hundred (100) Warrants 2014/2019 or in such other denominations permitted by Bursa Securities from time to time) such that the relevant payment made for the New KGB Shares shall thereafter be sufficient to pay for the full amount of the exercise money required in respect of the reduced number of Warrants 2014/2019. In such an event, the Warrant Holder is deemed to have exercised his Exercise Rights in respect of such reduced number of the Warrants 2014/2019.

11. Words and terms which are defined or construed in the Deed Poll shall have the same meanings and construction when used herein save where they are defined in this Exercise Form.