



(Incorporated in the Republic of Singapore)  
(Company Registration No. 200009059G)

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## **NOTICE OF EXPIRY OF WARRANTS - MDR LIMITED W181217**

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**TO: ALL HOLDERS OF TRANCHE 1 WARRANTS - MDR LIMITED W181217 (THE "TRANCHE 1 WARRANTS") TO SUBSCRIBE FOR NEW ORDINARY SHARES IN THE CAPITAL OF MDR LIMITED (THE "COMPANY")**

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

Holders of the Company's Tranche 1 Warrants ("**Warrantholders**") who have sold their Tranche 1 Warrants should immediately upon receipt of a copy of this Notice, send it to the purchaser or the bank, stockbroker or agent through whom the sale was effected for onward transmission to the purchaser.

In this notice, the term "Tranche 1 Warrants" refer to all Tranche 1 warrants issued by the Company, the terms of which are constituted in the deed poll dated 15 May 2018 (the "**Deed Poll**").

*Where capitalised terms are used in this Notice and not otherwise defined, such capitalised terms shall bear the same meaning as ascribed to them in the Deed Poll.*

**EXPIRY OF TRANCHE 1 WARRANTS - MDR LIMITED W181217 ON 17 DECEMBER 2018 AT 5.00 P.M.**

Warrantholders are reminded that in accordance with the terms and conditions of the Tranche 1 Warrants set out in the Deed Poll, the rights to subscribe for new ordinary shares in the capital of the Company (the "**Warrant Shares**") comprised in the Tranche 1 Warrants will expire at **5.00 p.m.** on **17 December 2018** after which time, any subscription rights comprised in the Tranche 1 Warrants which have not been exercised will lapse and the Tranche 1 Warrants will cease to be valid for any purpose whatsoever.

### **EXERCISE PRICE**

The exercise price of the Tranche 1 Warrants is **S\$0.0010** for each Warrant Share (the "**Exercise Price**").

### **PROCEDURE FOR EXERCISE OF TRANCHE 1 WARRANTS - MDR LIMITED W181217**

Warrantholders who wish to exercise their subscription rights must do so in accordance with the terms and conditions of the Tranche 1 Warrants. In order to exercise the Tranche 1 Warrants, a Warrantholder must complete and sign the exercise notice relating to the Tranche 1 Warrants in the prescribed form (the "**Exercise Notice**").

Copies of the Exercise Notice are available from the Warrant Agent, Boardroom Corporate & Advisory Services Pte. Ltd.. The address, telephone number and business hours of the Warrant Agent are as follows:

Warrant Agent : Boardroom Corporate & Advisory Services Pte. Ltd.  
Address : 50 Raffles Place  
#32-01 Singapore Land Tower  
Singapore 048623  
Telephone Number : +65-6536 5355  
Business Hours : Monday to Friday  
8.30 a.m. to 5.30 p.m.

The completed Exercise Notice must be delivered to the Warrant Agent not later than **5.00 p.m.** on **17 December 2018** accompanied with the following:

(1) Lodgement of Warrant Certificates and Exercise Notice

Lodgement of the relevant Warrant Certificate registered in the name of the exercising Warrantholder or The Central Depository (Pte) Limited (“**CDP**”) (as the case may be) for exercise at the specified office for the time being of the Warrant Agent together with the Exercise Notice (copies of which may be obtained from the Warrant Agent or the Company) in respect of the Warrants represented thereby, duly completed and signed by or on behalf of the exercising Warrantholder and duly stamped in accordance with any law for the time being in force relating to stamp duty, provided always that the Warrant Agent may dispense with the production of the Global Warrant Certificate where such Warrants being exercised are registered in the name of CDP;

(2) Further Evidence

The furnishing of such evidence (if any) as the Warrant Agent may require to determine the due execution of the Exercise Notice by or on behalf of the exercising Warrantholder (including every joint Warrantholder, if any) or otherwise to ensure the due exercise of the Warrants and such other evidence as the Company may require to verify due compliance for the purposes of administering and implementing the provisions set out in these Conditions;

(3) Payment of Exercise Price

Payment of the Exercise Price shall be made:-

- (a) to the specified office of the Warrant Agent by way of a remittance in Singapore currency by banker’s draft or cashier’s order drawn on a bank operating in Singapore, made payable to “MDR LIMITED”, and/or by debiting the CPF Investment Account with the CPF Approved Bank as specified in the Exercise Notice, for the credit of the Special Account for the full amount of the applicable Exercise Price payable in respect of the Warrants exercised; and
- (b) free of any foreign exchange commissions, remittance charges or any other deductions and shall be accompanied by a payment advice containing:-
  - (i) the name of the exercising Warrantholder;
  - (ii) the number of Warrants exercised; and
  - (iii) the certificate numbers of the relevant Warrant Certificates or, if the relevant Warrant Certificates are registered in the name of CDP, the Securities Account(s) of the exercising Warrantholder which is to be debited with the Warrants being exercised.

- (4) The payment of deposit or other fees for the time being chargeable by, and payable to, CDP (if any) or any stamp, issue, registration or other similar taxes or duties arising on the exercise of the relevant Warrants as the Warrant Agent may require; and

- (5) If applicable, the payment of any fees for certificates for the Warrant Shares to be issued, the submission of any necessary documents required in order to effect, and pay the expenses of, the registration of the Warrant Shares in the name of the exercising Warrantholder or CDP (as the case may be) and the delivery of certificates for the Warrant Shares upon exercise of the relevant Warrants to the place specified by the exercising Warrantholder in the Exercise Notice or to CDP (as the case may be).

Any exercise by a Warrantholder in respect of Warrants registered in the name of CDP shall be further conditional on that number of Warrants so exercised being credited to the "Free Balance" of the Securities Account(s) of the exercising Warrantholder and remaining so credited until the relevant Exercise Date and on the exercising Warrantholder electing in the Exercise Notice to have the delivery of the Warrant Shares arising from the exercise of the relevant Warrants to be effected by crediting such Warrant Shares to the Securities Account(s) of the exercising Warrantholder, or, in the case where funds standing to the credit of a CPF Investment Account are to be used for the payment of the Exercise Price arising from the exercise of each Warrant, by crediting such Warrant Shares to the Securities Account of the nominee company of the CPF Approved Bank as specified in the Exercise Notice, failing which the Exercise Notice shall be void and all rights of the exercising Warrantholder and of any other person thereunder shall cease.

Any Warrant Shares arising from such exercise of the Warrants shall be fully paid and rank *pari passu* in all respects with the then existing Shares of the Company, save for any dividends, rights, allotments or other distributions that may be declared or paid, the Record Date for which is before the relevant date of exercise of the Warrants. "Record Date" in this context means, in relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which Shareholders must be registered in order to participate in such dividends, rights, allotments or other distributions.

#### **LAST DAY FOR TRADING IN TRANCHE 1 WARRANTS**

**The last day for trading in the Tranche 1 Warrants on the Singapore Exchange Securities Trading Limited (the "SGX-ST") will be 10 December 2018, and trading will cease with effect from 9.00 a.m. on 11 December 2018. The Warrants will then be delisted from the Official List of the SGX-ST with effect from 9.00 a.m. on 18 December 2018.**

**AFTER THE CLOSE OF BUSINESS AT 5.00 P.M. ON 17 DECEMBER 2018, ANY SUBSCRIPTION RIGHTS UNDER THE TRANCHE 1 WARRANTS WHICH HAVE NOT BEEN EXERCISED AS AFORESAID WILL LAPSE AND EVERY TRANCHE 1 WARRANT WILL THEREAFTER CEASE TO BE VALID FOR ANY PURPOSE WHATSOEVER.**

#### **BY ORDER OF THE BOARD**

**Madan Mohan**  
*Company Secretary*

1 November 2018