

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

If you have sold or transferred all your warrants 2000/2005 in SMPC CORPORATION BHD, you should at once hand this Notice to the agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Bursa Malaysia Securities Berhad (“Bursa Securities”) 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.

Pursuant to paragraph 4.1 of Practice Note 18/2005 of the Listing Requirements of Bursa Securities (“Listing Requirements”), Bursa Securities has only conducted limited review on the information and/or documents relating to the Warrants Extension (as defined herein), whereby Bursa Securities will only focus on area which in its opinion poses a high risk on terms of disclosure and/or compliance with the Listing Requirements. In addition, pursuant to paragraph 2.1 of Practice Note 18/2005 of the Listing Requirements, Bursa Securities has not perused the information on the Amendments to the Deed Poll (as defined herein) in this Notice prior to the issuance of this Notice.



SMPC CORPORATION BHD

(Company No. 79082-V)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE TO WARRANTHOLDERS

IN RELATION TO THE

**EXTENSION OF THE DURATION AND EXERCISE PERIOD OF OUTSTANDING WARRANTS
2000/2005 IN SMPC CORPORATION BHD FOR AN ADDITIONAL FIVE (5) YEARS THEREBY
EXTENDING THE EXPIRY DATE OF THE WARRANTS 2000/2005 FROM 21 NOVEMBER 2005
UP TO AND INCLUDING 21 NOVEMBER 2010
("WARRANTS EXTENSION")**

AND

**AMENDMENTS TO THE DEED POLL DATED 28 AUGUST 2000 CONSTITUTING
THE WARRANTS 2000/2005
("AMENDMENTS TO THE DEED POLL")**

This Notice is dated 15 September 2005

SMPC CORPORATION BHD

(Company No. 79082-V)
(Incorporated in Malaysia under the Companies Act, 1965)

REGISTERED OFFICE :

Suite 18.05 MWE Plaza
No. 8, Lebuh Farquhar
10200 Penang

15 September 2005

BOARD OF DIRECTORS:

Machendran a/l Pitchai Chetty (*Executive Chairman*)
Ibrahim Hussain (*Managing Director*)
Dhanabalan a/l M. Pitchai Chetty (*Executive Director*)
Sanmarkan a/l T S Ganapathi (*Independent Non-Executive Director*)
Mohd Shahril Fitri Bin Hashim (*Non Independent Non-Executive Director*)
Ahmad Bin Darus (*Non Independent Non-Executive Director*)
Sudesh a/l K.V. Sankaran (*Independent Non-Executive Director*)

To : The Warrantholders of SMPC Corporation Bhd

Dear Sir/Madam,

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- **EXTENSION OF THE DURATION AND EXERCISE PERIOD OF OUTSTANDING WARRANTS 2000/2005 IN SMPC FOR AN ADDITIONAL FIVE (5) YEARS THEREBY EXTENDING THE EXPIRY DATE OF THE WARRANTS 2000/2005 FROM 21 NOVEMBER 2005 UP TO AND INCLUDING 21 NOVEMBER 2010 (“WARRANTS EXTENSION”); AND**
 - **AMENDMENTS TO THE DEED POLL DATED 28 AUGUST 2000 CONSTITUTING THE WARRANTS 2000/2005 (“AMENDMENTS TO THE DEED POLL”)**
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1.0 WARRANTS EXTENSION

NOTICE IS HEREBY GIVEN to the holders of 14,924,500 outstanding warrants expiring 21 November 2005 of SMPC Corporation Bhd (“SMPC” or the “Company”) that the duration and exercise period of the Warrants 2000/2005 have been extended by five (5) years by extending the expiry date from 21 November 2005 up to and including 21 November 2010.

The Securities Commission (“SC”) had, vide its letter dated 13 June 2005, approved the Warrants Extension subject to the following conditions:-

Conditions	Status of Compliance
(a) SMPC is required to comply with the requirements as per the announcements by the SC on 30 October 1998 and 28 August 2001;	Complied.
(b) Legal opinion as provided by Messrs Salina, Lim Kim Chuan & Co dated 15 April 2005; and	Complied.
(c) The supplementary deed poll to be furnished to SC for its record.	Complied.

The shareholders and warrantholders of SMPC have voted in favour of the Warrants Extension at the Extraordinary General Meeting and Meeting of Warrantholders of SMPC which were held on 28 July 2005.

As all requisite approvals for the Warrants Extension have been obtained, the duration and exercise period of SMPC outstanding Warrants have been extended by five (5) years by extending the expiry date from 21 November 2005 up to and including 21 November 2010.

If the expiry date is not a day on which Bursa Malaysia Securities Berhad (“Bursa Securities”) is open for trading, then the exercise period shall expire at 5.00 p.m. on the day immediately preceding the expiry date on which Bursa Securities is open for trading.

NOTICE IS ALSO HEREBY GIVEN that the deed poll dated 28 August 2000 ("Deed Poll") has been duly amended by way of the supplemental deed poll to the Deed Poll executed on 29 July 2005 ("Supplementary Deed") to incorporate the extended duration and exercise period of the Warrants pursuant to the Warrants Extension. All other terms, provisions and conditions attached to the Warrants as set out in the Deed Poll and the Supplemental Deed Poll shall, apart from the amendments necessary to give effect to the Warrants Extension and the additional amendments set out in Section 2.0 below, remain unchanged and shall continue to be in force.

Warrants which are not exercised within the extended exercise period will lapse and become null and void. These Warrants shall then cease to be exercisable and will be removed from the Official List of Bursa Securities.

2.0 AMENDMENTS TO THE DEED POLL

In addition to the amendment to the term “Exercise Period” in Clause 1.2 of the Supplementary Deed which is to facilitate the Warrants Extension, pursuant to the powers conferred on the Directors of Company under Condition 8.4 of the Schedule 5 of the Deed Poll, the Directors of SMPC have also amended by way of the execution of the Supplementary Deed Poll dated 29 July 2005, amended certain clauses and conditions of the Deed Poll as set out below.

Messrs Salina, Lim Kim Chuan & Co has vide its letter dated 20 July 2005 confirmed that save for the amendment to the term "Exercise Period" in Clause 1.2 of the Supplemental Deed which is to facilitate the Warrants Extension, the other modifications to the Deed Poll as contained in the Supplemental Deed are made to reflect the prevailing guidelines and listing requirements of the relevant authorities and are not materially prejudicial to the interest of the warrantholders. The said modifications to the Deed Poll are also not subject to the approvals of any regulatory authorities and the shareholders/warrantholders of the Company.

(i) Definition of “KLSE”

The definition of "KLSE" appearing in Clause 2 of the Deed Poll and Condition 1 of Schedule 5 to the Deed Poll is deleted and replaced by the following definition of "Bursa Securities" and all references of "KLSE" wherever appearing in the Deed Poll are deemed substituted by the term "Bursa Securities":

“Bursa Securities” and “Bursa Malaysia Securities Berhad”

(ii) **Definition of “MCD”**

The definition of "MCD" appearing in Clause 2 of the Deed Poll and Condition 1 of Schedule 5 to the Deed Poll is deleted and replaced by the following definition of "Depository" and all references of "MCD" wherever appearing in the Deed Poll are deemed substituted by the term "Depository":

“Depository” means Bursa Malaysia Depository Sdn. Bhd.”

(iii) **Definition of “MCD Rules”**

The definition of "MCD Rules" appearing in Clause 2 of the Deed Poll and Condition 1 of Schedule 5 to the Deed Poll is deleted and replaced by the following definition of "Depository Rules" and all references of "MCD Rules" wherever appearing in the Deed Poll are deemed substituted by the term "Depository Rules":

“Depository Rules” means the rules of the Depository and any if its appendices for the time being.”

(iv) **Clause 7.1 of the Deed Poll**

Clause 7.1 of the Deed Poll shall be amended by deleting the existing clause in entirety and substituting therefor the following new Clause 7.1:

“7.1 For the purposes of trading on Bursa Securities, a board lot for the Warrants shall be 100 Warrants carrying the right (subject to the provisions of this Deed) to subscribe for 100 Ordinary Shares.”

(v) **Clause 8.1 of the Deed Poll**

Clause 8.1 of the Deed Poll shall be amended by deleting the last sentence in the existing clause and the amended Clause 8.1 shall read as follows:

"8.1 Any modification to this Deed Poll (including, the form and content of the warrant Certificate) may be effected only by deed poll, executed by the Company and expressed to be supplemental to this Deed Poll and subject to the requirements of Condition 8 being complied with."

(vi) **Clause 8.2 of Schedule 5 to the Deed Poll**

Condition 8.2 of Schedule 5 to the Deed Poll shall be amended by deleting the last sentence in the existing clause and the amended Condition 8.2 of Schedule 5 to the Deed Poll shall read as follows:

“8.2 All or any of the rights for the time being attached to the Warrants (other than the Exercise Price or the formulae for the adjustment of the Exercise Price or other than specifically provided in the Conditions) may be altered or abrogated by the Company from time to time (whether or not the Company is being wound up) and the sanction of a Special Resolution passed at a meeting of the Warrant Holders shall be sufficient to effect such alteration or abrogation.”

3.0 DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Directors of SMPC who collectively and individually accept full responsibility for the accuracy of the information given 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.

BY ORDER OF THE BOARD,

THUM SOOK FUN
(MAICSA 7025619)
Company Secretary

Penang
15 September 2005