

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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PDZ HOLDINGS BHD.

Registration No.: 199501031213 (360419-T)
(Incorporated in Malaysia)

NOTICE TO WARRANT HOLDERS

IN RELATION TO

**THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2018/2023
("WARRANTS B")**

STOCK NAME: PDZ-WB

STOCK CODE: 6254WB

IMPORTANT RELEVANT DATES:

Last date and time for the trading of Warrants B	:	Monday, 9 January 2023 at 5:00 p.m.
Date and time of suspension of trading of Warrants B	:	Tuesday, 10 January 2023 at 9:00 a.m.
Last date and time for transfer into Depositor's CDS Account	:	Thursday, 19 January 2023 at 4:30 p.m.
Last date and time for exercise of Warrants B (Expiry Date)	:	Friday, 27 January 2023 at 5:00 p.m.
Date and time for delisting of Warrants B	:	Monday, 30 January 2023 at 9:00 a.m.

This Notice is dated 23 December 2022

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Notice:-

“Board”	: Board of Directors of PDZ
“Bursa Depository”	: Bursa Malaysia Depository Sdn. Bhd. [Registration No.: 198701006854 (165570-W)]
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No.: 200301033577 (635998-W)]
“CDS”	: Central Depository System
“Deed Poll”	: Deed Poll dated 19 December 2017 constituting the Warrants B
“Exercise Form”	The form in respect of the exercise of Warrants B as set out in this Notice
“Exercise Period”	: The period commencing from the date of the issue of the Warrants B and ending at the close of business at 5:00 p.m. on the Expiry Date
“Exercise Price”	: RM0.30, or such other adjusted price under the provisions of stated in the Deed Poll
“Exercise Rights”	: The right or entitlement of a Warrant Holder to subscribe for the number of PDZ Shares for each Warrant B held at the Exercise Price, upon and subject to the terms and conditions stated in the Deed Poll
“Expiry Date”	: Friday, 27 January 2023 at 5:00 p.m., being the last market day immediately preceding the fifth anniversary of the issue of Warrants 2018/2023 which falls on a non-market day, Sunday, 29 January 2023, pursuant to the provisions of the Deed Poll
“LPD”	: 20 December 2022, being the latest practicable date prior to the issuance of this Notice
“Market Day”	: Any day from Monday to Friday (inclusive of both days), excluding public holidays and on which Bursa Securities is open for the trading of securities
“Notice”	: Notice to the Warrant Holders dated 23 December 2022 in relation to the expiry and last date for the exercise of the Warrants B
“Record of Depositors”	: The record of depositors provided by Bursa Depository to the Company under the Rules of Bursa Depository
“RM” and “Sen”	: Ringgit Malaysia and Sen, respectively
“Share Registrar”	: Securities Services (Holdings) Sdn. Bhd. [Registration No. 197701005827 (36869-T)]
“PDZ” or “Company”	: PDZ Holdings Bhd. [Registration No.: 199501031213 (360419-T)]
“PDZ Share” or “Share(s)”	: Ordinary share(s) in PDZ

“Warrants 2018/2023” or
“Warrants B” : Warrants 2018/2023 issued by the Company on 30 January 2018 constituted by the Deed Poll which are due to expire on 29 January 2023, or if such date is not a Market Day, then it shall be the Market Day immediately preceding the said non-Market Day, i.e. 27 January 2023

“Warrant Holder(s)” : Holder(s) of the Warrants 2018/2023

All references to “you” in this Notice are to the Warrant Holders of PDZ.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Notice to any statute is a reference to that statute as for the time being amended or re-enacted. Any reference to a time of day in this Notice shall be a reference to Malaysian time, unless otherwise specified.

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PDZ HOLDINGS BHD.

Registration No.: 199501031213 (360419-T)
(Incorporated in Malaysia)

Registered Office:

Third Floor, No. 77, 79 & 81
Jalan SS21/60
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan

23 December 2022

Board of Directors:

Dato' Sri Rusli Bin Ahmad (Independent Non-Executive Chairman)
Datuk Tan Chor How Christopher (Executive Director cum Chief Executive Officer)
Ho Jien Shiung (Executive Director)
Dr. Rosli Bin Azad Khan (Executive Director)
Dato' Ahmad Zaffry Bin Hj. Sulaiman (Independent Non-Executive Director)
Wong Kok Seong (Independent Non-Executive Director)

To: The Warrant Holders of PDZ

Dear Sir/Madam,

NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2018/2023

NOTICE IS HEREBY GIVEN that pursuant to the terms and conditions as stipulated in the Deed Poll, the Exercise Period for the Warrant Holders to exercise the Exercise Rights will expire at **5:00 p.m. on Friday, 27 January 2023.**

Accordingly, the Warrant Holders intending to exercise their Warrants B are advised to submit the documents referred to in Section 4.1 of this Notice to the Share Registrar of the Company, Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia not later than 5:00 p.m. on the Expiry Date.

The total number of outstanding Warrants B as at the LPD is 101,935,626.

WARRANT HOLDERS SHOULD NOTE THAT THE WARRANTS B WHICH ARE NOT EXERCISED BY 5:00 P.M. ON THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND SHALL CEASE TO BE EXERCISABLE THEREAFTER. ACCORDINGLY, THE WARRANTS B WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9:00 A.M. ON MONDAY, 30 JANUARY 2023.

Warrant Holders are therefore advised to note carefully the procedures as set out below:-

1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

In order to facilitate the exercise of the Exercise Rights by the Warrant Holders, the trading of Warrants B on Bursa Securities will be suspended with effect from **9:00 a.m. on Tuesday, 10 January 2023** until the Expiry Date. Hence, the last day and time for the trading of Warrants B will be up to 5:00 p.m. on Monday, 9 January 2023.

2. EXERCISE PRICE

The Exercise Price of Warrants B is RM0.30 for each new PDZ Share.

For example, if you wish to exercise 100 Warrants B into 100 new PDZ Shares, the total Exercise Price shall be RM30.00.

3. PAYMENT OF EXERCISE PRICE

The remittance must be made in full for the Exercise Price, payable in Ringgit Malaysia by banker's draft/cashier's order drawn on a bank operating in Malaysia or by money order/postal order issued by a post office in Malaysia, made in favour of "**PDZ WARRANTS 2018/2023 PROCEEDS ACCOUNT**" crossed "**A/C Payee Only**" and "**Not negotiable**" and endorsed on the reverse side with the name, address and CDS Account number of the Warrant Holder.

4. EXERCISE OF EXERCISE RIGHTS

4.1 Warrant Holders who wish to exercise their Exercise Rights should:-

- a. complete and sign the enclosed Exercise Form. Additional copies of the Exercise Form can be obtained from the Company's Share Registrar at the address stated in Section 8 below; and
- b. deliver the following documents to the Company's Share Registrar not later than 5:00 p.m. on the Expiry Date:-
 - (i) the duly completed and signed Exercise Form;
 - (ii) remittance for the full amount of Exercise Price as mentioned in Sections 2 and 3 above; and
 - (iii) remittance of a processing fee of RM20.00 for each Exercise Form submitted to the Company's Share Registrar by a banker's draft, a cashier's order or a cheque, issued in favour of "Securities Services (Holdings) Sdn. Bhd." crossed "A/C Payee Only", or in cash if you are to deliver the documents to the Company's Share Registrar personally.

- 4.2 The Company shall within eight (8) Market Days (or such other period as may be prescribed by Bursa Securities) after the date of receipt of the duly completed Exercise Form together with the requisite payments as set out in item 4.1(b) above:-
- 4.2.1 allot and issue the new PDZ Shares arising from the exercise of the Warrants 2018/2023;
 - 4.2.2 despatch the notices of allotment to the Warrant Holders; and
 - 4.2.3 make an application to Bursa Securities for the quotation and listing of the new PDZ Shares.
- 4.3 All new PDZ Shares to be issued pursuant to the exercise of the Exercise Rights will be credited into the respective CDS account of the Warrant Holder. The new PDZ Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing PDZ Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of the new PDZ Shares.

5. BOOK CLOSURE DATE

- 5.1 Bursa Depository will not be accepting any request for transfer of the Warrants B for the period commencing 4:30 p.m. on Thursday, 19 January 2023 up to the Expiry Date.
- 5.2 Warrant Holders shall qualify for entitlement to subscribe for new PDZ Shares in respect of the following:-
- (i) Warrants B transferred into the depositors' CDS accounts before 4:30 p.m. on Thursday, 19 January 2023 in respect of the transfers; or
 - (ii) Warrants B bought on Bursa Securities on or before 5:00 p.m. on Monday, 9 January 2023, being the last day of trading of the Warrants B.

6. EXPIRY OF EXERCISE RIGHTS

Warrant Holders should note that if their Exercise Rights are not exercised or the duly completed Exercise Form together with the remittance 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.

All unexercised Warrants B remaining in a Depositor's CDS account as at 5:00 p.m. on the Expiry Date will be cancelled and debited from the respective Depositor's CDS account on Monday, 30 January 2023.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given in this Notice and confirm that after having made all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts, the omission of which would make any statement herein false or misleading.

8. CONTACT DETAILS FOR ENQUIRIES

All enquiries concerning this Notice should be addressed to the Company's Share Registrar at:-

Securities Services (Holdings) Sdn. Bhd.

Level 7, Menara Milenium,
Jalan Damanlela,
Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur,
Wilayah Persekutuan
Tel : 603-2084 9000
Fax : 603-2094 9940
Email : info@sshshb.com.my

Yours faithfully
For and on behalf of the Board
PDZ HOLDINGS BHD.

DATUK TAN CHOR HOW CHRISTOPHER
Executive Director cum Chief Executive Officer

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- (a) hereby confirm and declare that all information provided by me/us herein is 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 central depository 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 Subscription 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 19 December 2017 constitute the Warrants ("**Deed Poll**")

SOURCE ACCOUNT FOR THE DEBITING OF WARRANTS															
CDS ACCOUNT NUMBER, ADA AND BRANCH CODE / ACCOUNT NUMBER														QUANTITY	
			-					-							

- (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 of Bursa Depository and further declare that if this declaration is untrue, the exercise of my/our Subscription 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 THE CREDITING OF NEW SHARES															
CDS ACCOUNT NUMBER, ADA AND BRANCH CODE / ACCOUNT NUMBER														QUANTITY	
			-					-							

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 of, 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 (as may be amended from time to time and re-enactment thereof) or the Rules of Bursa Depository (as may be amended from time to time and re-enactment thereof), 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 "**PDZ WARRANTS 2018/2023 PROCEEDS ACCOUNT**" crossed "Account Payee Only" amounting to RM0.30 and endorsed on the reverse side with my/our name, address in block letters and CDS account number;
- (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 Constitution 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:

If Warrant Holder is an individual

Signature of the Warrant Holder

If Warrant Holder is a corporation/society

The common seal of Warrant Holder)
was hereto affixed)
in the presence of:-)

Director
Name:

Director/Secretary
Name:

Notes:

1. No scrip 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 Rights 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 Constitution.
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 RM20.00 exclusive of any tax payable per debit transaction and/or credit transaction shall be paid by the Warrant Holder in the form of cash or cheque in favour of "**Securities Services (Holdings) Sdn Bhd**" to the Registrar for the debiting or crediting of the CDS account(s).

Attention

The attention of Warrant Holders is drawn to Part B of the Rules on Take-overs, Mergers and Compulsory Acquisitions 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 for all the remaining Shares and other securities 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 the person(s) 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%.

Registrar: **Securities Services (Holdings) Sdn Bhd**
[Registration No. 197701005827 (36869-T)]
Level 7, Menara Milenium, Jalan Damanlela
Pusat Bandar Damansara, Damansara Heights
50490 Kuala Lumpur
Tel : 03-2084 9000
Fax : 03-2094 9940