

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 C 2021/2024
("WARRANTS C")**

STOCK NAME: PDZ-WC

STOCK CODE: 6254WC

IMPORTANT RELEVANT DATES:

Last date and time for the trading of Warrants C	:	Wednesday, 9 October 2024 at 5:00 p.m.
Date and time of suspension of trading of Warrants C	:	Thursday, 10 October 2024 at 9:00 a.m.
Last date and time for transfer into Depositor's CDS Account	:	Friday, 18 October 2024 at 4:30 p.m.
Last date and time for exercise of Warrants C (Expiry Date)	:	Friday, 25 October 2024 at 5:00 p.m.
Date and time for delisting of Warrants C	:	Monday, 28 October 2024 at 9:00 a.m.

This Notice is dated 24 September 2024

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 17 August 2021 constituting the Warrants C
“Exercise Form”	The form in respect of the exercise of Warrants C as set out in this Notice
“Exercise Period”	: The period commencing from the date of the issue of the Warrants C and ending at the close of business at 5:00 p.m. on the Expiry Date
“Exercise Price”	: RM0.16, 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 C held at the Exercise Price, upon and subject to the terms and conditions stated in the Deed Poll
“Expiry Date”	: Expiry Date shall be on the Market Day immediately preceding the date which is the third anniversary of the Issue Date, which is on Friday, 25 October 2024
“Issue Date”	: The date on which the Warrants C are allotted and issued under or pursuant to the Deed Poll, i.e. 27 October 2021
“LPD”	: 17 September 2024, 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 and may include a Surprise Holiday
“Notice”	: Notice to the Warrant Holders dated 24 September 2024 in relation to the expiry and last date for the exercise of the Warrants C
“PDZ” or “Company”	: PDZ Holdings Bhd. [Registration No.: 199501031213 (360419-T)]
“PDZ Share” or “Share(s)”	: Ordinary share(s) in PDZ
“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)]
“Surprise Holiday”	: A day declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
“Warrants 2021/2024” or “Warrants C”	: Warrants C 2021/2024 issued by the Company on 27 October 2021 constituted by the Deed Poll which are due to expire on 26 October 2024, 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. 25 October 2024
“Warrant Holder(s)”	: Holder(s) of the Warrants 2021/2024

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

24 September 2024

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)
Pang Siaw Sian (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 2021/2024

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 on Saturday, 26 October 2024 at 5:00 p.m. However, based on the Deed Poll, if such a date is a non-Market Day, the Expiry Date shall be on the Market Day immediately preceding the date which is the third anniversary of the Issue Date, which is on Friday, 25 October 2024 at 5:00 p.m.

Accordingly, the Warrant Holders intending to exercise their Warrants C 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 C as at the LPD is 133,416,423.

WARRANT HOLDERS SHOULD NOTE THAT THE WARRANTS C 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 C WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9:00 A.M. ON MONDAY, 28 OCTOBER 2024.

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 C on Bursa Securities will be suspended with effect from **9:00 a.m.** on **Thursday, 10 October 2024** until the Expiry Date. Hence, the last day and time for the trading of Warrants C will be up to 5:00 p.m. on Wednesday, 9 October 2024.

2. **EXERCISE PRICE**

The Exercise Price of Warrants C is RM0.16 for each new PDZ Share.

For example, if you wish to exercise 100 Warrants C into 100 new PDZ Shares, the total Exercise Price shall be RM16.00.

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 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 or by way of internet bank transfer to "21247900070954" maintained at RHB Bank Berhad.

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 internet bank transfer to the Share Registrar's bank account no. 7011312855 maintained with OCBC Bank (Malaysia) Berhad.

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 2021/2024;
- 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 C for the period commencing 4:30 p.m. on Friday, 18 October 2024 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 C transferred into the depositors' CDS accounts before 4:30 p.m. on Friday, 18 October 2024 in respect of the transfers; or
 - (ii) Warrants C bought on Bursa Securities on or before 5:00 p.m. on Wednesday, 9 October 2024, being the last day of trading of the Warrants C.

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 C 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, 28 October 2024.

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 are 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 of Warrants specified below ("**Exercised Warrants**") from and to credit the quantity of new Ordinary Shares in the Company into [my/our] CDS account(s) as follows:

Source CDS account for debiting Warrants and target CDS account for crediting of new Ordinary Shares																		
Stock Code	Quantity of Warrants	CDS ACCOUNT NUMBER, ADA CODE – ADA BRANCHCODE- ACCOUNT NUMBER										Quantity of Shares	Stock code					
							-											

- (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) hereby confirm that after the submission of this Subscription Form to you, I/we will not dispose, 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;
- (f) 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 way of:
- (i) 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 PROCEEDS ACCOUNT" crossed "Account Payee Only" amounting to RM _____ and endorsed on the reverse side with my/our name, address in block letters and CDS account number (proof of payment to be attached to the Subscription Form submitted to the Registrar); or
 - (ii) internet bank transfer to bank account no. 21247900070954 in favour of "PDZ WARRANTS PROCEEDS ACCOUNT" maintained with RHB BANK BERHAD (proof of payment to be attached to the Subscription Form submitted to the Registrar).
- (g) 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;
- (h) 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 or Notice of Registration, as the case may be;

- (i) 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);
- (j) 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
- (k) 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 physical share certificate 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 the New Shares into a CDS account other than the CDS account(s) from which the Exercised Warrants are to be debited from.
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 on the Expiry Date.
5. A corporation/society 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) units of 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 for each Exercise Form shall be paid by the Warrant Holder to the Registrar in the form of cash or cheque in favour of "**SECURITIES SERVICES (HOLDINGS) SDN. BHD.**" or internet bank transfer to the Registrar's bank account no. 7011312855 maintained with OCBC Bank (Malaysia) Berhad.

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, New 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 either on an individual basis and/or on a collective basis; or
- (b) it/he, together with 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 New Shares by the exercise of the Warrants or otherwise in any period of six (6) months, increasing such percentage of the voting shares or voting rights by more than 2% either on an individual basis and/or on a collective basis; or
- (c) it/he, together with person(s) acting in concert with it/him, collectively holds more than 50% of the voting shares or voting rights of the Company but none of them individually holds more than 33% of the voting shares or voting rights of the Company, it/he intends to acquire additional New Shares by the exercise of the Subscription Rights represented by the Warrants or otherwise, whether at one time or different times, New Shares which (together with the Shares owned or acquired by it/him) carry more than 33% of the voting shares or voting rights of the Company; or
- (d) It/he together with person(s) acting in concert with it/him, collectively holds more than 50% of the voting shares or voting rights of the Company with some of them individually holds more than 33% but less than 50% of the voting shares or voting rights in the Company, it/he intends to acquire additional New Shares by the exercise of the Subscription Rights represented by the Warrants or otherwise, whether at one time or different times, New Shares which (together with the Shares owned or acquired by it/him) increasing such percentage of the voting shares or voting rights by more than 2% in any period of 6 months.

Share 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