

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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.



PANTECH GROUP HOLDINGS BERHAD

Co. No.: 200601013856 (733607-W)

NOTICE TO HOLDERS OF WARRANTS 2010/2020 (“WARRANTS A”)

IN RELATION TO THE

EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2010/2020

STOCK NAME : PANTECH-WA

STOCK CODE : 5125WA

IMPORTANT RELEVANT DATES AND TIMES

Last date and time for the trading of Warrants A : Thursday, 3 December 2020 at 5.00 p.m.

Date and time of suspension of trading of Warrants A : Friday, 4 December 2020 at 9.00 a.m.

Last date and time for the exercise of Warrants A : Monday, 21 December 2020 at 5.00 p.m.
(Expiry Date)

Date and time for the delisting of Warrants A : Tuesday, 22 December 2020 at 9.00 a.m.

This Notice is dated 20 November 2020

DEFINITIONS

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

“Board” or “Directors”	-	Board of Directors of Pantech
“Bursa Depository”	-	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854) (165570-W)
“Bursa Securities”	-	Bursa Malaysia Securities Berhad (Registration No. 200301033577) (635998-W)
“CDS Account” or “Securities Account”	-	An account established by Bursa Depository for the recording of deposit of securities and for dealing in such securities by the Depositor
“Deed Poll A”	-	The document constituting the Warrants A executed by the Company, dated 11 November 2010
“Depositor”	-	Holder of a Securities Account
“Exercise Date”	-	Such date on which a duly completed Exercise Form is received by the Company together with the Exercise Money
“Exercise Form”	-	Form for Warrant Holders to exercise their Exercise Right as enclosed in this Notice
“Exercise Money”	-	The amount calculated by multiplying the Exercise Price by the aggregate number of new Pantech Shares in respect to the exercise by a Warrant Holder of his Exercise Right
“Exercise Period”	-	The period commencing from the date of the Warrants A and expiring at the close of business at 5.00 p.m. on the Expiry Date
“Exercise Price”	-	RM0.50, payable in respect of each new Pantech Share subscribed for upon exercise of the Exercise Right pursuant to the Deed Poll A and Notice to Warrant Holders issued on 10 January 2017
“Exercise Right”	-	The right of a Warrant Holder to subscribe for one (1) new Pantech Share for each Warrant A during the Exercise Period at the Exercise Price, subject to the conditions contained in the Deed Poll A
“Expiry Date”	-	Monday, 21 December 2020 at 5.00 p.m.
“Issue Date”	-	22 December 2010, being the date on which the Warrants A were allotted and issued pursuant to the Deed Poll A
“Notice”	-	This notice to Warrant Holders dated 20 November 2020

DEFINITIONS (CONT'D)

“Pantech” or “the Company”	-	Pantech Group Holdings Berhad (Registration No. 200601013856) (733607-W)
“Pantech Share(s)” or “Share(s)”	-	Ordinary shares in Pantech
“RM” and “sen”	-	Ringgit Malaysia and sen respectively
“Share Registrar”	-	Tricor Investor & Issuing House Services Sdn Bhd (Registration No. 197101000970) (11324-H)
“Warrants 2010/2020” or “Warrants A”	-	The warrants 2010/2020 issued by Pantech constituted by the Deed Poll A which are due to expire on 21 December 2020
“Warrant Holder(s)”	-	Holder(s) of Warrants 2010/2020

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

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations.

Any reference to any legislation in this Notice is a reference to that legislation as for the time being amended or re-enacted.

Any reference to time of day in this Notice is a reference to Malaysian time, unless otherwise stated.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

TABLE OF CONTENTS

LETTER TO WARRANT HOLDERS:-

	<i>Page</i>
1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING	2
2. EXERCISE PRICE	2
3. PAYMENT OF EXERCISE MONEY	2
4. EXERCISE OF THE EXERCISE RIGHTS	2
5. BOOK CLOSURE DATE	3
6. EXPIRY OF EXERCISE RIGHT	3
7. DIRECTORS' RESPONSIBILITY STATEMENT	4
8. CONTACT DETAILS FOR ENQUIRIES	4

EXERCISE FORM ----- ENCLOSED



PANTECH GROUP HOLDINGS BERHAD

Co. No.: 200601013856 (733607-W)

Registered Office:

5-9A
The Boulevard Offices
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur

20 November 2020

Board of Directors:

Dato' Chew Ting Leng (*Executive Chairman/Group Managing Director*)
Dato' Goh Teoh Kean (*Group Deputy Managing Director*)
Mr Tan Ang Ang (*Executive Director*)
Mr To Tai Wai (*Executive Director*)
Ms Ng Lee Lee (*Executive Director*)
Puan Sakinah Binti Salleh (*Non-Independent and Non-Executive Director*)
Mr Lim Yoong Xao (*Independent Non-Executive Director*)
Puan Nooraini Binti Mohd Yasin (*Independent Non-Executive Director*)
Dato' Sri Yap Tian Leong (*Independent Non-Executive Director*)

To: Warrant Holders of Pantech Group Holdings Berhad

Dear Sir/Madam,

NOTICE OF EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2010/2020

NOTICE IS HEREBY GIVEN that pursuant to the terms and conditions stipulated in the Deed Poll A, the Exercise Right of the Warrant Holders will expire at 5.00 p.m. on **Monday, 21 December 2020**.

Accordingly, all Warrant Holders who intend to exercise their Warrants A are advised to submit the documents referred to in Section 4 of this Notice to the Share Registrar not later than 5.00 p.m. on the Expiry Date.

Warrant Holders should note that the Warrants A which are not exercised by 5.00 p.m. on the Expiry Date will lapse and become null and void and cease to be valid for any purpose.

Accordingly, the Warrants A will be removed from the Official List of Bursa Securities with effect from 9.00 a.m. on Tuesday, 22 December 2020.

The number of outstanding Warrants A as at 9 November 2020, being the latest practicable date prior to the printing of this Notice is 89,449,491 Warrants A.

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

1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

To facilitate the Exercise Right of the Warrant Holders, the trading of the Warrants A on Bursa Securities will be suspended with effect from 9.00 a.m. on **Friday, 4 December 2020** until 5.00 p.m. on the Expiry Date. Hence, the last day and time for trading of the Warrants A will be up to 5.00 p.m. on **Thursday, 3 December 2020**.

2. EXERCISE PRICE

The Exercise Price of the Warrants A is RM0.50 for each new Pantech Shares. As such, if you exercise 100 Warrants A into 100 new Pantech Shares, the total Exercise Money shall be RM50.00.

3. PAYMENT OF EXERCISE MONEY

Payment of the Exercise Money must be made in full in RM by banker's draft or cashier's order drawn on a bank operating in Malaysia or a money/postal order issued by a post office in Malaysia in favour of "**Pantech Group Warrants 2010/2020 Proceeds**" crossed "**A/C Payee Only**" for the full amount of the Exercise Price and endorsed on the reverse side with the Warrant Holder's name, address and CDS account number in block letters.

The payment of such Exercise Money shall be made free of bank or foreign exchange commission, outstation charges or any other payments due to the issuing financial institution, provided that any exercise of the Warrants A must comply with the exchange control regulations and requirements imposed by Bank Negara Malaysia.

4. EXERCISE OF THE EXERCISE RIGHTS

Warrant Holders who wish to exercise their Exercise Right should:-

- (i) complete and execute the Exercise Form which is attached to this Notice. Additional copies of the Exercise Form can be obtained from the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd located at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur; and
- (ii) deliver and to reach the Share Registrar, the following documents not later than 5.00 p.m. on **Monday, 21 December 2020**:-
 - (a) the duly completed and signed Exercise Form;
 - (b) remittance for the full Exercise Money as set out in Sections 2 and 3 above; and
 - (c) remittance for a processing fee of RM20.00 for each Exercise Form submitted, payable by cheque made in favour of "**TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD.**" crossed "**A/C Payee Only**" or in cash if you personally deliver the documents to the Share Registrar.

The Company shall within eight (8) market days or such other period as may be prescribed by Bursa Securities after receiving the duly completed Exercise Form together with the requisite payment:-

- (i) allot and issue to the Warrant Holders the relevant number of new Pantech Shares subscribed for;
- (ii) dispatch notices of allotment to Warrant Holders stating the number of new Pantech Shares that have been credited into the CDS Account of the Warrant Holders; and
- (iii) make an application to Bursa Securities for the listing and quotation of such new Pantech Shares.

The new Pantech Shares to be issued pursuant to the exercise of Warrants A shall, upon allotment and issue, rank *pari passu* in all respects with the existing Pantech Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to registered holders of Pantech Shares, the entitlement date of which is prior to the date of allotment of the new Pantech Shares.

The new Pantech Shares arising from the exercise of the Warrants A will be credited into the CDS Account of the Warrant Holders and no physical share certificate will be issued to the Warrant Holders in respect of the said exercise.

5. BOOK CLOSURE DATE

FURTHER NOTICE IS HEREBY GIVEN THAT:-

- (i) Bursa Depository will not accept any request for transfer of Warrants A for period commencing 4.30 p.m. on **Monday, 14 December 2020** up to the Expiry Date.
- (ii) Warrant Holders shall be entitled to subscribe for new Pantech Shares in respect of the following:-
 - (a) Warrants A transferred into the Depositor's CDS Account before 4.30 p.m. on **Monday, 14 December 2020** in respect of transfer; and
 - (b) Warrants A bought on Bursa Securities on or before **Thursday, 3 December 2020** at 5.00 p.m., being the last day of trading of the Warrants A.

6. EXPIRY OF EXERCISE RIGHT

Warrant Holders should note that:-

- (i) if their Exercise Right are not exercised and the duly completed Exercise Form together with remittances are not delivered to the Share Registrar by 5.00 p.m. on the Expiry Date, their Exercise Right will lapse and become null and void and cease to be exercisable thereafter; and
- (ii) all unexercised Warrants A remaining in a Depositor's CDS Account as at 5.00 p.m. on the Expiry Date will be debited from the respective Depositor's CDS account on **Tuesday, 22 December 2020**.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Board who collectively and individually accept full responsibility for the accuracy of the information contained in this Notice. The Directors confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements contained in this Notice or 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 Share Registrar at:-

Tricor Investor & Issuing House Services Sdn Bhd

Registration No. 197101000970 (11324-H)

Unit 32-01, Level 32, Tower A

Vertical Business Suite

Avenue 3, Bangsar South

No. 8, Jalan Kerinchi

59200 Kuala Lumpur

Telephone No.: 03-2783 9299

Facsimile No.: 03-2783 9222

Yours faithfully

for and on behalf of the Board of

PANTECH GROUP HOLDINGS BERHAD

DATO' CHEW TING LENG

Executive Chairman/Group Managing Director

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

PANTECH GROUP HOLDINGS BERHAD
Registration No. 200601013856 (733607-W)

(To be executed and lodged in accordance with the Deed Poll A to exercise the Exercise Rights represented by the Global Warrant Certificate)

Expiry Date: 21 December 2020

Exercise Price: RM0.50

To: THE SHARE REGISTRAR OF PANTECH GROUP HOLDINGS BERHAD

I/We, the undersigned, and the registered holder of the Warrants which have been deposited in my /our Securities Account set out below:-

NAME OF DEPOSITOR (APPLICANT) :

NEW IDENTITY CARD NO./PASSPORT NO./ARMED FORCES IDENTITY CARD NO./ POLICE PERSONNEL IDENTITY CARD NO./COMPANY REGISTRATION NO.

OLD IDENTITY CARD NO. (IN THE CASE OF AN INDIVIDUAL)

CORRESPONDENCE ADDRESS

CONTACT NO.

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

[All information given above must be as per information in the records of Bursa Malaysia Depository Sdn. Bhd.]

- (1) hereby irrevocably elect, upon and subject to the provisions of the Deed Poll A dated the day of 11 November 2010 and any deed supplemental thereto, to exercise the Exercise Rights in respect of/all* of the New Shares of the Company to which the Warrants relates and to subscribe and make payment as provided below for such number of the New Shares to be issued upon the exercise of the Warrants to which this Exercise Form relates at the Exercise Price for each New Share, and agree to accept such New Shares subject to the terms of the Constitution of the Company;
- (2) hereby make payment in full for such New Shares by the attached banker's draft or cashier's order or money order or postal order amounting to RM..... drawn on a bank or post office operating in Malaysia made out in favour of "Pantech Group Warrants 2010/2020 Proceeds", crossed A/C Payee only and endorsed on the reverse side with the name and address of the Warrant Holder(s). Payment shall be made free of bank commission, outstation charges or any other payments due to the issuing financial institution;
- (3) hereby authorise you to instruct Bursa Malaysia Depository Sdn. Bhd. to debit the quantity(ies) of Warrants specified below from my/our Securities Account(s) in the exercise of my/our rights as specified below in accordance with the provisions of the Deed Poll A;
- (4) hereby confirm that the Warrants intended for the exercise of the Exercise Rights are or have been designated as "free securities" in my/our Securities Account(s).
- (5) hereby confirm and declare that the information set out hereinabove is true and correct and is identical with the information in the records of Bursa Malaysia Depository Sdn. Bhd. 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 Bursa Malaysia Depository Sdn. Bhd.'s records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- (6) hereby authorise you to instruct Bursa Malaysia Depository Sdn. Bhd. to credit the quantity(ies) of New Shares specified below into my/our Securities Account(s) 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 Bursa Malaysia Depository Sdn. Bhd.;
- (7) 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 intended for the exercise of the Exercise Rights herein, until the exercise is completed by the debiting of such Warrants from my/our Securities Account(s) or the exercise is rejected by the Company, whichever shall be applicable; and
- (8) hereby undertake to fully indemnify the Company and Registrar 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 Registrar as a result of any demand, actions or proceedings made in respect of or arising from the debiting of the Warrants from my/our Securities Account(s), in reliance by you on this Exercise Form.
- (9) hereby warrant and represent that I/we* have complied with all exchange control and other legal requirements applicable to the exercise of the Exercise Rights under the Exercise Form and any directions or instructions given in this Exercise Form.

