

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, solicitor, accountant, banker or other professional adviser immediately.

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PCCS GROUP BERHAD
[Registration No. 199301026191 (280929-K)]
(Incorporated in Malaysia)

NOTICE TO WARRANT HOLDERS

IN RELATION TO THE

EXPIRY AND FINAL EXERCISE OF WARRANTS 2017/2022

STOCK NAME: PCCS-WA

STOCK CODE: 6068WA

IMPORTANT RELEVANT DATES

Last date and time for trading of Warrants	: Wednesday, 7 December 2022 at 5:00 p.m.
Date of suspension of trading of Warrants	: Thursday, 8 December 2022 at 9:00 a.m.
Last date and time for transfer into depositor's CDS Account	: Friday, 16 December 2022 at 4:30 p.m.
Last date and time for exercise of Warrants (Expiry Date)	: Friday, 23 December 2022 at 5:00 p.m.
Removal of Warrants from the Official List of Bursa Malaysia Securities Berhad	: Tuesday, 27 December 2022 at 9:00 a.m.

This Notice is dated 22 November 2022

DEFINITIONS

For the purpose of this Notice, except where the context otherwise requires, the following definitions shall apply throughout this Notice:

"Board"	:	The Board of Directors of PCCS
"Bursa Depository"	:	Bursa Malaysia Depository Sdn. Bhd. [Registration No. 198701006854 (165570-W)]
"Bursa Malaysia Securities"	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"CDS"	:	Central Depository System
"CDS Account(s)"	:	An account established by Bursa Depository for a Depositor for the recording of deposit or withdrawal of securities and dealing in such securities by the Depositor
"Date of Issue"	:	The first date on which any of the Warrants are issued, i.e. 26 December 2017
"Depositor(s)"	:	Holder of a CDS Account
"Deed Poll"	:	Deed Poll dated 27 October 2017 constituting the Warrants 2017/2022
"Director(s)"	:	The director(s) of PCCS and shall have the meaning given in Section 2 of Companies Act 2016
"PCCS" or "Company"	:	PCCS Group Berhad [Registration No. 199301026191 (280929-K)]
"PCCS Share(s)" or "Share(s)"	:	Ordinary share(s) in PCCS
"Exercise Period"	:	The period commencing from and including the date of issue of the Warrants and ending at the close of business at 5:00 p.m. on the Expiry Date
"Exercise Form"	:	The form in respect of exercising Exercise Rights on Warrants 2017/2022 as enclosed in this Notice
"Exercise Price"	:	RM0.60 being the subscription price payable in respect of one (1) new PCCS Share for each Warrants 2017/2022 exercised
"Exercise Rights"	:	The rights of a Warrant Holder to subscribe for one (1) new PCCS's Shares for each Warrant at the Exercise Price upon the terms of and subject to the conditions and the provision of the Deed Poll
"Expiry Date"	:	Friday, 23 December 2022 at 5:00 p.m.
"LPD"	:	Latest practicable date i.e. 31 October 2022
"Market Day(s)"	:	Any day between Monday and Friday (both inclusive) on which Bursa Malaysia Securities is open for trading of securities
"Notice"	:	This notice to Warrant Holders dated 22 November 2022
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively
"Share Registrar" or "Registrar"	:	Securities Services (Holdings) Sdn. Bhd. [Registration No. 197701005827 (36869-T)]

DEFINITIONS – cont’d

“Warrant(s) 2017/2022” : Warrants issued by the Company on 26 December 2017 which are due or “Warrant(s)” to expire on 23 December 2022, constituted by the Deed Poll

“Warrant Holder(s)” : Depositors whose names appear in the Record of Depositors as holder(s) of Warrant 2017/2022

Words incorporating the singular shall, where applicable, include the plural and vice versa. 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 enactment is a reference to that enactment 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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PCCS GROUP BERHAD

[Registration No. 199301026191 (280929-K)]
(Incorporated in Malaysia)

Registered Office:

Lot 1376, GM 127,
Mukim Simpang Kanan,
Jalan Kluang,
83000 Batu Pahat,
Johor Darul Takzim

22 November 2022

Board of Directors

Chan Choo Sing (*Group Executive Chairman*)
Chan Wee Kiang (*Group Managing Director*)
Chan Wee Boon (*Executive Director*)
Chan Chow Tek (*Non-Independent Non-Executive Director*)
Dato' Chan Chor Ngiak (*Non-Independent Non-Executive Director*)
Chan Chor Ang (*Non-Independent Non-Executive Director*)
Julian Lim Wee Liang (*Senior Independent Non-Executive Director*)
Piong Yew Peng (*Independent Non-Executive Director*)
Joyce Wong Ai May (*Independent Non-Executive Director*)
Goh Wen Ling (*Independent Non-Executive Director*)

To: Warrants Holders of PCCS

Dear Sir/Madam,

NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND FINAL EXERCISE OF WARRANTS 2017/2022

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions as stipulated in the Deed Poll, the Exercise Rights will expire on **Friday, 23 December 2022 at 5:00 p.m.**

Accordingly, all Warrant Holders who intend to exercise their Warrants are advised to submit the documents referred to Section 4.1 of this Notice to the Company's Share Registrar not later than 5:00 p.m. on the Expiry Date.

The total number of outstanding Warrants as at LPD prior to the issuance of this Notice is 84,549,557.

WARRANT HOLDERS SHOULD NOTE THAT ALL OUTSTANDING WARRANTS WHICH ARE NOT EXERCISED BY 5:00 P.M. ON THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND CEASE TO BE EXERCISABLE THEREAFTER.

ACCORDINGLY, THE WARRANTS WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA MALAYSIA SECURITIES WITH EFFECT FROM 9:00 A.M. ON TUESDAY, 27 DECEMBER 2022.

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 Rights by the Warrant Holders, the trading of the Warrants on Bursa Malaysia Securities will be suspended with effect **from 9:00 a.m.** on Thursday, 8 December 2022 until the Expiry Date. Hence, the last day and time for trading of the Warrants will be on Wednesday, 7 December 2022 **at 5:00 p.m.**

2. EXERCISE PRICE

The Exercise Price of the Warrants is RM0.60 for each new PCCS's Share. Accordingly, for illustration purpose, if you wish to exercise 100 Warrants for the subscription of 100 new PCCS Shares, the total Exercise Price shall be RM60.00.

3. PAYMENT OF EXERCISE PRICE

The Exercise Price shall be made in full and payable in RM by way of banker's draft/cashier's order drawn on a bank operating in Malaysia and to be made out in favour of "**PCCS Group Berhad – Warrants 2017/2022 Proceeds Account**" and crossed "**A/C Payee only**" and endorsed on the reverse side with the name and address together with the CDS Account number of the Warrant Holder or by way of internet bank transfer to bank account number of **551427120423** maintained with **Maybank Islamic Berhad**.

4. EXERCISE OF WARRANTS

4.1 If you wish to exercise your Exercise Rights, you should: -

- (i) complete and sign the enclosed Exercise Form, which can also be obtained from the Company's Share Registrar at the address stated in Section 8 below during normal working hours on Monday to Friday; and
- (ii) deliver the following documents to the Company's Share Registrar not later than 5:00 p.m. on the Expiry Date:
 - (a) the duly completed and signed Exercise Form;
 - (b) remittance for the full amount of the Exercise Price as mentioned in Sections 2 and 3 above; and
 - (c) remittance of a processing fee of RM20.00 for each Exercise Form submitted to the Share Registrar by way of banker's draft/cashier's order drawn on a bank operating in Malaysia and to be made out in favour of "**Securities Services (Holdings) Sdn. Bhd. [Registration No. 197701005827 (36869-T)]**" and crossed "**A/C Payee only**" or internet banking transfer to the Company's Share Registrar's bank account no. **7011312855** maintained with **OCBC Bank (Malaysia) Berhad**.

4.2 The Company shall within eight (8) Market Days from the date of receipt of the duly completed and signed Exercise Form together with the requisite payment:

- (i) allot and issue the relevant number of new PCCS Shares arising from the exercise of the Warrants;
- (ii) despatch notices of allotment to the Warrant Holders stating the number of new PCCS Shares will be credited into the CDS Account of the Warrant Holders; and
- (iii) make an application to Bursa Malaysia Securities for the listing of and quotation for such new PCCS Shares.

4.3 The new PCCS Shares to be issued pursuant to the exercise of Warrants shall, upon the allotment and issuance, rank *pari passu* in all respects with the existing PCCS Shares, save and except that they shall not be entitled to any dividends, rights,

allotments and/or other distributions that may be declared, the entitlement date of which is prior to the date of allotment and issuance of the new PCCS Shares.

- 4.4 The new PCCS Share arising from such exercise will be credited into the CDS Accounts of the exercising Warrant Holders and no physical share certificates would be issued to the Warrant Holders in respect of the exercise.

5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS

Warrant Holders should note that apart from the provisions contained in the Deed Poll, the following provisions of Bursa Depository will apply to the Warrants: -

- 5.1 Bursa Depository will not be accepting any request for the transfer of Warrants for the period commencing 4:30 p.m. on Friday, 16 December 2022 up to 5:00 p.m. on the Expiry Date.
- 5.2 A Warrant Holder shall qualify for subscription of shares in the Company in respect of the following: -
- (i) Warrants transferred into the Depositor's CDS Account on or before 4:30 p.m. on Friday, 16 December 2022 in respect of transfers; and
 - (ii) Warrants bought on Bursa Malaysia Securities on or before 5:00 p.m. on Wednesday, 7 December 2022 being the last day of trading of the Warrants.

6. EXPIRY OF WARRANTS

Warrant Holders should note that:

- (i) If their Exercise Rights are not exercised and the relevant Exercise Form together with the remittances are not delivered to the Company's Share Registrar by 5:00 p.m. on the Expiry Date, their rights will lapse and become null and void and cease to be exercisable thereafter; and
- (ii) All unexercised Warrants remaining in the Depositor's CDS Account as at the Expiry Date will be debited from the respective Depositor's CDS Account on Tuesday, 27 December 2022.

7. DIRECTORS' RESPONSIBILITY STATEMENT

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

8. CONTACT DETAILS FOR ENQUIRIES

All enquiries concerning the above should be addressed to the Share Registrar of PCCS at: -

Securities Services (Holdings) Sdn. Bhd.
Level 7, Menara Milenium, Jalan Damanlela,
Pusat Bandar Damansara, Damansara Heights,
50490 Kuala Lumpur, Wilayah Persekutuan
Telephone No. : (603) 2084 9000
Facsimile No. : (603) 2094 9940/ (603) 2095 0292
Email : info@sshsb.com.my

Yours faithfully,
For and on behalf of the Board of
PCCS GROUP BERHAD

CHAN CHOO SING
Group Executive Chairman

EXERCISE FORM FOR THE WARRANTS

Words defined in the Deed Poll shall have the same meanings when used in this Exercise Form, unless they are otherwise defined in this Exercise Form or the context otherwise requires.

Relating to the Warrants to subscribe for ordinary shares in **PCCS GROUP BERHAD [Registration No. 199301026191 (280929-K)] (“PCCS” or “Company”)**

[To be executed and lodged with the Registrar to exercise the Exercise Rights in respect of the Warrants]

- Issue Date : 26 December 2017, the date of issuance of the Warrants
- Expiry Date : at the close of business at 5:00 p.m. in Malaysia on 23 December 2022, the date falling immediately before the 5th anniversary of the Issue Date.
- Exercise Rights : The rights conferred on a Warrantheader to subscribe for one (1) New Share for each Warrant at the Exercise Price at any time during the Exercise Period and upon the terms of and subject to the Conditions and the provisions of the Deed Poll.
- Exercise Price : RM0.60 only payable in respect of each New Share to which a Warrantheader is entitled to subscribe upon exercise of the Exercise Rights or subject to such adjusted price, in accordance with the provisions of the Deed Poll.
- Exercise Period : the period of five (5) years commencing from and including the issue date and ending of the close of business at 5:00 p.m. on the expiry date in accordance with the procedure set out by the Deed Poll and/or the laws. For the avoidance of doubt, any Warrants not exercised during the Exercise Period will thereafter lapse and cease to be valid.

To: **THE REGISTRAR OF PCCS GROUP BERHAD
SECURITIES SERVICES (HOLDINGS) SDN. BHD.**

Level 7, Menara Milenium,
Jalan Damanlela, Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur, Wilayah Persekutuan

Telephone No.: (603) 2084 9000

Facsimile No.: (603) 2094 9940

Particulars of the Holder

- *Name of Holder : _____
- *New NRIC/ Passport/ Armed Forces/Police Personnel/ Company No. : _____
- *Old NRIC No. : _____
- Correspondence address of Holder : _____
- Contact No. : _____

Source account for debiting Warrants and crediting Ordinary Shares													
Securities Code	Type of Securities	Quantity	CDS Account No. (ADA & Branch Code/Account No.)										

I/We, the undersigned, the registered holder of the Warrants which have been deposited into my/our Central Depository System Account set out above:-

- (a) hereby irrevocably elect, subject to the Conditions set out in **Schedule 3** of the Deed Poll constituting the issue of the Warrants, to exercise the Exercise Rights represented by the Warrants in my/our Central Depository System Account in respect of new Ordinary Shares of the Company and to subscribe and make payment as hereinafter provided for such number of new Ordinary Shares of the Company at the Exercise Price, and agree to accept such new Ordinary Shares subject to the terms of the constitution of the Company.
- (b) hereby confirm and declare that the information provided by me/us above are true, correct and in the case of information indicated with an asterisk (*) are identical with the information provided by me/us to the Bursa Malaysia Depository Sdn. Bhd. ("**Central Depository**") and further confirm that in the event that such information differs from the information in Central Depository's records, the exercise by me/us of the Exercise Rights herein may be rejected.
- (c) hereby undertake to fully indemnify and keep the Company indemnified against any claims, losses, damages, liabilities, costs and expenses including legal cost that may be suffered or incurred by the Company as a result of or arising from the Company acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertakings herein.
- (d) hereby declare that the Warrants in respect of which the Exercise Rights are being exercised are/have been designated as "free securities" in accordance with the provisions of the Rules and further confirm that if this declaration is not correct, the exercise by me/us of the Exercise Rights herein may be rejected.
- (e) hereby make payment in full for such new Ordinary Shares by banker's draft or cashier's order amounting to Ringgit Malaysia _____ drawn on a bank operating in Malaysia made out in favour of "**PCCS Group Berhad - Warrants 2017/2022 Proceeds Account**" crossed A/C Payee only and endorsed on the reverse side with the name and address together with the CDS Account number of Warrant Holder or by way of internet bank transfer to bank account number of **551427120423** maintained with **Maybank Islamic Berhad** together with a payment of Ringgit Malaysia Twenty only (RM20.00) in favour of "**Securities Services (Holdings) Sdn. Bhd. [Registration No. 197701005827 (36869-T)]**" or internet banking transfer to the Company's Share Registrar's bank account no. **7011312855** maintained with **OCBC Bank (Malaysia) Berhad** being the administrative charge payable to the Registrar.
- (f) hereby authorise you to instruct Central Depository to debit the quantity(ies) of my/our Deposited Warrants specified below from my/our CDS Account in the exercise of my/our Exercise Rights as specified above in accordance with the provisions of the Deed Poll.
- (g) where I am/we are entitled to receive New Ordinary Shares upon the exercise of my/our Exercise Rights herein, I/we hereby authorise you to instruct Central Depository to credit the quantity(ies) of New Ordinary Shares specified above into my/our CDS Account stated below and for the notice of allotment to be despatched to me/us at my/our risk to the correspondence address mentioned herein.
- (h) hereby confirm that upon the lodgement of this Exercise Form with the Registrar, I/we will not dispose, transfer, charge or otherwise encumber the Warrants in respect of which the Exercise Rights are being exercised unless and until the Exercise Form has been returned, withdrawn or otherwise rejected or declared by the Company to be void in accordance with the provisions of the Conditions set out in the Deed Poll.

- (i) hereby declare and confirm that I/we have complied with all exchange control regulations or other prevailing statutory requirements for the time being applicable to the exercise of the Exercise Rights and any directions and instructions given in this Exercise Form.

For individuals:

For Company:

The Common Seal of the Company was hereunto affixed in accordance with its constitution of the company in the presence of:

Signature	Director	Director/Secretary
Dated this.....		

Notes:

1. All information given in this Exercise Form must be as per the information provided to Bursa Malaysia Depository Sdn. Bhd.
2. Joint holders are not recognised under the Central Depository System.
3. No scripts will be issued to the Depositor in respect of the new Ordinary Shares issued as a result of any exercise of the Exercise Rights represented by the Warrants.
4. In exercising the Exercise Rights represented by the Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable and the provision of the Securities Industry (Central Depositories) Act, 1991 and the Rules of the Bursa Malaysia Depository Sdn. Bhd.
5. A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its constitution (if any), a copy of which must be lodged with the Registrar.
6. The attention of the Warrant Holders is drawn to Part VI of the Capital Markets and Services Act, 2007 and all relevant rules 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 he may be under an obligation to extend a take-over offer to the Company if:-
 - (a) he intends to subscribe by exercise of the Warrants, whether at one time or different times, new Ordinary Shares which (together with the Ordinary Shares owned or acquired by him or persons acting in concert with him) carry more than thirty three per cent (33%) of the voting shares or voting rights in the Company; or
 - (b) he, together with persons acting in concert with him, hold more than thirty three per cent (33%) but not more than fifty per cent (50%) of the voting shares or voting rights in the Company, and either alone or together with persons acting in concert with him, intends to subscribe for additional new Ordinary 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 two per cent (2%).
7. No direction may be made in this Exercise Form requiring the new Ordinary Shares to be credited into the Securities Account of a person other than a Securities Account in the name of the person exercising the Exercise Rights under this Exercise Form.
8. The exercise of the Exercise Rights under this Exercise Form shall be deemed invalid if any banker's draft or cashier's order for payment of the Exercise Money is not cleared on first presentation.
9. If any part of this Exercise Form is not fully and properly completed and/or executed, the Company shall be entitled to regard the exercise of the Exercise Rights under the Exercise Form

as invalid.

10. At the close of business on 23rd day of December 2022, any Exercise Rights which have not been exercised and any Exercise Form which have not been delivered to the Registrar will lapse and every Warrant will cease thereafter to be valid for any purpose.

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, Wilayah Persekutuan
Telephone No.: (603) 2084 9000
Facsimile No.: (603) 2094 9940