

**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 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.



**GADANG HOLDINGS BERHAD**

*Registration No. 199301023376 (278114-K)*  
(Incorporated in Malaysia)

**NOTICE TO WARRANT HOLDERS**

**IN RELATION TO**

**THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2016/2021**

**STOCK NAME: GADANG-WB**  
**STOCK CODE: 9261WB**

**IMPORTANT RELEVANT DATES**

Last date and time for trading of Warrants 2016/2021	: Thursday, 11 November 2021 at 5.00 p.m.
Date and time of suspension of trading of Warrants 2016/2021	: Friday, 12 November 2021 at 9.00 a.m.
Last date and time for transfer into Depositor's CDS account	: Monday, 22 November 2021 at 4.30 p.m.
Last date and time for exercise of Warrants 2016/2021	: Monday, 29 November 2021 at 5.00 p.m.
Date and time of Expiry of Warrants 2016/2021	: Monday, 29 November 2021 at 5.00 p.m.
Date and time for delisting of Warrants 2016/2021	: Tuesday, 30 November 2021 at 9.00 a.m.

This Notice is dated 26 October 2021

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## DEFINITIONS

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

Board	:	Board of Directors of Gadang
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
CDS Account	:	An account established by the Bursa Depository for the recording of deposits or withdrawal of securities and for dealings in such securities by the depositor
Deed Poll	:	Deed Poll dated 11 November 2016 constituting Warrants 2016/2021
Exercise Notice	:	The notice for exercising the Exercise Rights pursuant to the Deed Poll
Exercise Period	:	The period commencing on and including the date of issuance of the Warrants 2016/2021 and ending on the Expiry Date. Any Warrants 2016/2021 not exercised at the close of business of the Expiry Date will thereafter lapse and cease to be valid.
Exercise Money	:	In relation to the exercise by any Warrant Holder(s) of the Exercise Rights, the amount calculated by multiplying the Exercise Price with the aggregate number of new Shares in respect of which the Exercise Rights are being exercised.
Exercise Price	:	RM1.06 only payable in respect of each new Share to which a Warrant Holder will be entitled to subscribe upon the exercise of the Exercise Rights
Exercise Rights	:	The rights of a Warrant Holder to subscribe for one (1) new Share for each Warrant 2016/2021 at the Exercise Price at any time during the Exercise Period upon the terms of and subject to the conditions of the Deed Poll
Expiry Date	:	Monday, 29 November 2021 at 5.00 p.m., being the last Market Day preceding the fifth (5 <sup>th</sup> ) anniversary of the Issue Date
Gadang or Company	:	Gadang Holdings Berhad (199301023376 (278114-K))
Issue Date	:	30 November 2016, the date of issuance of the Warrants 2016/2021
Market Day	:	Any day from Monday to Friday (inclusive of both days), excluding public holidays and on which Bursa Securities is open for trading in securities

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**DEFINITIONS (CONT'D)**

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Notice	:	Notice to Warrant Holders of Gadang in relation to the expiry and last date for the exercise of the Warrants
Record of Depositors	:	Record provided by Bursa Depository to the Company under the Rules of the Bursa Depository
RM and Sen	:	Ringgit Malaysia and Sen respectively
Share(s)	:	Ordinary shares of Gadang
Warrants 2016/2021 or Warrants	:	Gadang's existing Warrants issued on 30 November 2016 pursuant to the Deed Poll which entitle each holder of the Warrant to subscribe for one (1) new Share at the Exercise Price.
Warrant Holder(s)	:	Holder(s) of Warrants 2016/2021 whose name is registered in the Warrant Record of Depositors of Gadang

All references to "you" in this Notice are to the Warrant Holders of Gadang.

For the purpose of this Notice, all references to a time of day shall be a reference to Malaysian time unless otherwise stated. Any reference in this Notice to any enactment is a reference to that enactment as for the time being amended or re-enacted.

In this Notice, words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include corporations.

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**GADANG HOLDINGS BERHAD**

Registration No. 199301023376 (278114-K)  
(Incorporated in Malaysia)

**Registered Office:**  
Wisma Gadang,  
No. 52 Jalan Tago 2  
Off Jalan Persiaran Utama  
Sri Damansara  
52200 Kuala Lumpur

26 October 2021

**Board of Directors:**

Tan Sri Dato' Seri Dr. Mohamed Ismail Bin Merican (*Chairman and Independent Non-Executive Director*)

Tan Sri Dato' Kok Onn (*Managing Director cum Chief Executive Officer*)

Kok Pei Ling (*Executive Director/Chief Financial Officer*)

Huang Shi Chin (*Senior Independent Non-Executive Director*)

Sherman Lam Yuen Suen (*Independent Non-Executive Director*)

**To: The Warrant Holders of Gadang Holdings Berhad**

Dear Sir/Madam,

**NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2016/2021**

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**NOTICE IS HEREBY GIVEN THAT** pursuant to the terms and conditions as stipulated in the Deed Poll dated 11 November 2016, the Exercise Rights of the Warrants 2016/2021 will expire at **5.00 p.m. on Monday, 29 November 2021 ("Expiry Date")**.

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

The total number of unexercised Warrants 2016/2021 as at 18 October 2021, being the latest practical date prior to the issuance of this Notice is 129,254,039.

**WARRANT HOLDERS SHOULD NOTE THAT THE WARRANTS 2016/2021 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 2016/2021 WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON TUESDAY, 30 NOVEMBER 2021.**

Warrants Holders are therefore advised to read carefully the information set out below:-

1. **SUSPENSION OF TRADING AND LAST DATE FOR TRADING**

To facilitate the exercise of the Exercise Rights by the Warrant Holders, the trading of the Warrants 2016/2021 on Bursa Securities will be suspended with effect from 9.00 a.m. on Friday, 12 November 2021 until the Expiry Date. Hence, the last day and time for trading of the Warrants 2016/2021 will be up to 5.00 p.m. on Thursday, 11 November 2021.

2. **EXERCISE PRICE**

The Exercise Price of the Warrants 2016/2021 is RM1.06 for each new Share. For illustration purpose, if you wish to exercise 100 Warrants 2016/2021 into 100 new Shares, the remittance of the Exercise Money shall be RM106.00.

3. **PAYMENT OF EXERCISE PRICE**

The remittance of the Exercise Money must be made in full and payable in Ringgit Malaysia by banker's draft or cashier's order drawn on a bank operating in Malaysia or money order or postal order issued by a post office in Malaysia, made out in favour of "**Gadang Warrants Account**" crossed "A/C Payee Only" and endorsed on the reverse side with the name and CDS account number of the Warrant Holder.

4. **EXERCISE OF WARRANTS**

If you are a Warrant Holder and wish to exercise your Exercise Rights, you should:

- (i) Complete and execute the enclosed Exercise Notice. You may also obtain the Exercise Notice from the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd 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 the following documents to reach the Company's Share Registrar not later than 5.00 p.m. on the Expiry Date:-
  - (a) the duly completed and signed Exercise Notice;
  - (b) remittance for the full Exercise Price as stated in Section 2 and 3 above; and
  - (c) remittance of a processing fee of RM20.00 for each Exercise Notice submitted, payable by cheque made in favour of "Tricor Investor & Issuing House Services Sdn Bhd" or in cash if you deliver the documents to the Company's Share Registrar personally.

The Company shall within 8 market days (or such other period as may be prescribed by Bursa Securities) after the date of receipt of the duly completed Exercise Notice together with the requisite payment:

- (i) allot and issue the relevant number of new Shares arising from the exercise of the Warrants 2016/2021;
- (ii) despatch notices of allotment to the Warrant Holders stating the number of new Shares that will be credited into the CDS account of the Warrant Holders; and
- (iii) make an application to Bursa Securities for the listing of and quotation of the new Shares.

The new Shares to be issued pursuant to the exercise of the Warrants 2016/2021 will be credited into the CDS accounts of the respective Warrant Holders and no share certificates will be issued to the Warrant Holders in respect of the exercise.

The new Shares shall, upon allotment and issue, rank *pari passu* in all respects with the then existing shares of the Company, 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 of the new Shares.

#### 5. **BOOK CLOSURE DATE**

Warrant Holders should note that apart from the provisions contained in the Deed Poll, the following provisions of Bursa Depository shall apply to the Warrants 2016/2021:-

- (a) Bursa Depository will not be accepting any request for transfer of Warrants 2016/2021 for the period commencing 4.30 p.m. on Monday, 22 November 2021 up to the Expiry Date.
- (b) Warrant Holders shall qualify for entitlement to subscribe for new Shares in respect of the following:
  - (i) Warrants 2016/2021 transferred into the depositor's CDS account before 4.30 p.m. on Monday, 22 November 2021 in respect of transfers; and
  - (ii) Warrants 2016/2021 bought on Bursa Securities on or before 5.00 p.m. on Thursday, 11 November 2021, being the last day of trading of the Warrants 2016/2021.

#### 6. **EXPIRY OF EXERCISE RIGHTS**

Warrant Holders should note that:

- (a) if their Exercise Rights are not exercised and the relevant Exercise Notice together with the remittances 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; and
- (b) all unexercised Warrants 2016/2021 remaining in a depositor's CDS account after 5.00 p.m. on the Expiry Date will be debited from the respective depositor's CDS account on Tuesday, 30 November 2021.

#### 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 given in this Notice 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.

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8. **CONTACT DETAILS FOR ENQUIRIES**

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

**Tricor Investor & Issuing House Services Sdn Bhd**  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite  
Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur  
Tel : 603-2783 9299  
Fax : 603-2783 9222  
Email: [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

Yours faithfully  
for and on behalf of the Board of  
**GADANG HOLDINGS BERHAD**

**TAN SRI DATO' SERI DR. MOHAMED ISMAIL BIN MERICAN**  
Independent Non-Executive Chairman

**Gadang Holdings Berhad**  
**Registration No. 199301023376 (278114-K)**  
(Incorporated in Malaysia)

**Registered Office:** Wisma Gadang, No. 52, Jalan Tago 2, Off Jalan Persiaran Utama, Sri Damansara, 52200 Kuala Lumpur

**EXERCISE NOTICE FOR THE WARRANTS**

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

PLEASE READ CAREFULLY THE NOTES AT THE END OF THIS FORM BEFORE COMPLETING THIS FORM. PLEASE WRITE IN BLOCK LETTERS. EACH BOX SHOULD CONTAIN ONE LETTER. LEAVE ONE BOX EMPTY BETWEEN WORDS. DO NOT BREAK UP WORDS.

- Issue Date : 30 November 2016, the first date of issuance of the Warrants;
- Expiry Date : the close of business at 5.00 p.m. in Malaysia on **29 November 2021**, the last market day preceding the fifth (5<sup>th</sup>) anniversary of the Issue Date;
- Exercise Rights : the rights conferred on a Warrantholder to subscribe for one (1) new ordinary shares of RM0.50 each in the Company ("**New Share**") for each Warrant at the Exercise Price at any time during the Exercise Period, subject to adjustments in accordance with the provisions of this Deed Poll;
- Exercise Price : **RM1.06** only payable in respect of each New Share or such other price, as may be adjusted in accordance with the Memorandum (if applicable); and
- Exercise Period : the period commencing on and including the date of issuance of the Warrants and ending on the Expiry Date. Any Warrants which are not exercised at the close of business of the Expiry Date will thereafter lapse and cease to be valid.

To: **Gadang Holdings Berhad ("COMPANY")**  
c/o The Registrar  
Tricor Investor & Issuing House Services Sdn Bhd  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite, Avenue 3,  
Bangsar South, No. 8 Jalan Kerinchi  
59200 Kuala Lumpur

Tel.:03-2783 9299  
Fax: 03-2783 9222

I / We the undersigned, the registered Depositor(s) of the Warrants which have been deposited into my / our Central Depository System Account set out below:-

For the purpose of the exercise of my/our Exercise Rights hereunder, I/we do hereby declare my/our particulars as follows:-

**PARTICULARS OF HOLDER:**

**NAME OF HOLDER (IN CAPITAL LETTERS):**


**\* NEW NRIC/PASSPORT/ARMED FORCES CARD/POLICE PERSONNEL/COMPANY REGISTRATION NO.:**

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**OLD NRIC NO. (IN THE CASE OF AN INDIVIDUAL):**

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**CORRESPONDENCE ADDRESS OF HOLDER:**


**CONTACT NO.:**

																					<b>OFFICE</b>
																					<b>HOUSE</b>
																					<b>MOBILE</b>

*Please refer to Note (g) below:-*

<b>Number of Warrants Surrendered Stock Code: 9261WB</b>	<b>of</b>	<b>Source Account for Debiting Warrants /Crediting New Ordinary Shares</b>	<b>Number of New Ordinary Shares Stock Code: 9261</b>
		<b>CDS Account Number: ADA Code – Branch Code – Account Number</b>	
		- -	

Dated this                      day of

**Signature(s)**

\* For Individual

.....  
Individual

\* For Company

The common seal of the company                      )  
 was hereunto affixed in accordance                      )  
 with its Articles of Association in                      )  
 the presence of:-                      )

.....                      .....  
 Director                      Director/Secretary\*

*\* Please delete as applicable*

I/We, the above named:-

- (a) irrevocably elect, subject to the Conditions as set out in the Second Schedule (Part III) of the Deed Poll dated [●] (“**Deed Poll**”) executed by Gadang Holdings Berhad (the “**Company**”) 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 shares in the Company and to subscribe and make payment as provided in the Deed Poll for such number of New Shares of the Company at the Exercise Price, and agree to accept such New Shares subject to the terms of the Articles of Association of the Company;
- (b) 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 Depository Malaysia Sdn Bhd (“**Bursa Depository**”) and further confirm that in the event that such information differs from the information in Bursa Depository’s records, the exercise by me/us of the Exercise Rights may be rejected;
- (c) 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 or from any breach of my/our undertakings;
- (d) 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 may be rejected;
- (e) make payment in full for such New Shares by banker’s draft or cashier’s order, or money order or postal order drawn on a bank or post office in Malaysia amounting to Ringgit Malaysia [ ] made in favour of “**Gadang Warrants Account**” crossed “A/C Payee only”;
- (f) A separate remittance of RM20.00 is made payable to the Registrar being the administrative fees for debiting of your Warrants and crediting your New Shares;
- (g) irrevocably authorise you to instruct Bursa Depository to debit the quantity(ies) of my/our Deposited Warrants specified below from my/our CDS account(s) in the exercise of my/our Exercise Rights as specified below in accordance with the provisions of the Deed Poll;
- (h) request that the notice of allotment stating the number of New Shares credited into my/our Central Depository System Account be sent, at my/our risk, by ordinary post to my/our address set out above;
- (i) confirm that upon the lodgement of this 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 Notice 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 Second Schedule (Part III) of the Deed Poll;
- (j) declare and confirm that I/we have complied with all prevailing statutory requirements for the time being applicable to the exercise of the Exercise Rights and any directions and instructions given in this Exercise Notice; and
- (k) undertake to fully indemnify the Company and Registrar against any loss, damage, liability, cost or expense (including legal cost) that may be suffered or incurred by the Company or the Registrar as a result of any demand, actions and proceedings made in respect of or arising from the debiting of the Warrant from our/my Central Depository System Account(s), in reliance by you of this Exercise Notice.

**\* Please delete as applicable**

**NOTES:**

1. *All information given in this Exercise Notice must be as per the information provided to Bursa Depository.*
2. *Joint holders are not recognised under the Central Depository System.*
3. *If no CDS account number is provided, any exercise or purported exercise of the Exercise Rights shall be deemed invalid.*
4. *No scrip will be issued to the Depositor in respect of the New Shares issued as a result of any exercise of the Exercise Rights represented by the Warrants.*



5. *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 Bursa Depository.*
6. *A corporation completing this Exercise Notice is required to affix its common seal in accordance with its Memorandum and Articles of Association, a copy of which must be lodged with the Registrar.*
7. *The attention of the Warranholders is drawn to Part VI Division 1 of the Capital Markets and Services Act 2007 and Rule 4 on the Rules on Take-Overs, Mergers and Compulsory Acquisitions, 2016 as amended or replaced from time to time.*
8. *No direction may be made in this Exercise Notice requiring the New 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 Notice.*
9. *The exercise of the Exercise Rights under this Exercise Notice will be deemed invalid if any banker's draft or cashier's order or money order or postal order for payment of the Exercise Money is not cleared on first presentation.*
10. *If any part of this Exercise Notice is not fully and properly completed and/or executed, the Company will be entitled to regard the exercise of the Exercise Rights under the Exercise Notice as invalid.*
11. *At the close of business on the last day of the Exercise Period at 5.00 p.m., any Exercise Rights which have not been exercised and the Exercise Notice with appropriate remittance not delivered to the Registrar will lapse and every Warrant will cease thereafter to be valid for any purpose.*
12. *Unless the context otherwise requires, expressions in this Exercise Notice will have the same meanings as those defined in the Deed Poll.*

Registrar:

Tricor Investor & Issuing House Services Sdn Bhd  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite, Avenue 3,  
Bangsar South, No. 8 Jalan Kerinchi  
59200 Kuala Lumpur