

**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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**TECHNODEX BHD**

(Company No.: 627634-A)  
(Incorporated in Malaysia)

**NOTICE TO WARRANT HOLDERS 2013/2018**

**IN RELATION TO**

**THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2013/2018**

**STOCK NAME: TDEX-WA**

**STOCK CODE: 0132WA**

**IMPORTANT RELEVANT DATES**

Last date and time for the trading of Warrants	: Thursday, 30 August 2018 at 5.00 p.m.
Date and time of suspension of trading of Warrants	: Monday, 3 September 2018 at 9.00 a.m.
Last date and time (Expiry date) for the exercise of the Warrants	: Friday, 21 September 2018 at 5.00 p.m.
Date and time for the delisting of the Warrants	: Monday, 24 September 2018 at 9.00 a.m.

This Notice is dated 21 August 2018

## DEFINITIONS

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

Board	:	Board of Directors of TDEX
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
CDS	:	Central Depository System
Deed Poll	:	Deed Poll dated 6 August 2013 constituting the Warrants
Exercise Period	:	The period commencing from the date of the issue of the Warrants and ending at the close of business at 5.00 p.m. on the Expiry Date
Exercise Price	:	RM0.11, being the exercise price payable in respect of one (1) new TDEX Share for each Warrant exercised
Exercise Rights	:	The rights conferred on a Warrant Holder to subscribe for one (1) TDEX Share for each Warrant held at the Exercise Price, upon the terms and conditions of the Deed Poll
Expiry Date	:	5.00 p.m. on Friday, 21 September 2018
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 dated 21 August 2018 to the Warrant Holders in relation to the expiry and last date for the exercise of the Warrants
Record of Depositors	:	The record provided by Bursa Depository to the Company under the Rules of Bursa Depository
RM and Sen	:	Ringgit Malaysia and sen respectively
Share Registrar	:	Symphony Share Registrars Sdn. Bhd. (378993-D)
TDEX or Company	:	Technodex Bhd (627634-A)
TDEX Share or Share(s)	:	Ordinary share(s) in TDEX
Warrants 2013/2018 or Warrants	:	Warrants 2013/2018 issued by TDEX on 23 September 2013 which are due to expire on 21 September 2018 as governed by the provisions of the Deed Poll
Warrant Holder(s)	:	Holder(s) of the Warrants
Warrants Exercise Form	:	Exercise Form for the Warrants to be executed and lodged with the Share Registrar to exercise the Exercise Rights in respect of the Warrants

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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## **TECHNODEX BHD**

(Company No.: 627634-A)  
(Incorporated in Malaysia)

### **Registered Office:**

Third Floor, No. 79 (Room A)  
Jalan SS 21/60  
Damansara Utama  
47400 Petaling Jaya  
Selangor Darul Ehsan

21 August 2018

### **Board of Directors:**

Mr. Steven Wong Chin Fung (Independent Non-Executive Chairman)  
Mr. Tan Sze Chong (Group Managing Director)  
Mr. Tan Boon Wooi (Executive Director)  
Datuk Abd Hamid Bin Abu Bakar (Non-Independent Non-Executive Director)  
En. Saifulrizam Bin Zainal (Independent Non-Executive Director)  
Mr. Chang Choon Ming (Non-Independent Non-Executive Director)

### **To: Warrant Holders**

Dear Sir/Madam,

### **NOTICE OF EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2013/2018**

**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, 21 September 2018**.

Accordingly, the Warrant Holders intending to exercise their Warrants are advised to submit the documents referred to in Section 4.1 of this Notice to the Share Registrar of the Company, Symphony Share Registrars Sdn. Bhd. of Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not later than 5.00 p.m. on the Expiry Date.

**WARRANT HOLDERS SHOULD NOTE THAT THE WARRANTS 2013/2018 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 2013/2018 WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON MONDAY, 24 SEPTEMBER 2018.**

As at 31 July 2018, being the latest practicable date prior to the printing of this Notice, TDEX has a total of 84,166,350 outstanding Warrants which have not been exercised.

**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, the trading of the Warrants on Bursa Securities will be suspended with effect from **9.00 a.m. on Monday, 3 September 2018** until the Expiry Date. The last day and time for trading of Warrants will be up to 5.00 p.m. on Thursday, 30 August 2018.

**2. EXERCISE PRICE**

The Exercise Price of the Warrants in respect of one (1) TDEX Share for each Warrant exercised is RM0.11.

For example, if you wish to exercise 100 Warrants into 100 TDEX Shares, the total Exercise Price shall be RM11.00.

**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 and for the credit of the Company's bank account "**TECHNODEX BHD – WARRANT PROCEEDS ACCOUNT**" crossed "**A/C Payee Only**" and endorsed on the reverse side with the name, old and new NRIC Number/ Passport Number/ Company Registration Number/ Armed Forces Number/ Police Personnel Number (whichever is applicable), 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 Warrants Exercise Form. Additional copies of the Warrants Exercise Form can be obtained from TDEX's Share Registrar, Symphony Share Registrars Sdn. Bhd. of Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan; and
- b. deliver the following documents to the Share Registrar of TDEX no later than 5.00 p.m. on the Expiry Date:-
  - (i) the duly completed and signed Warrants Exercise Form;
  - (ii) remittance for the full Exercise Price as mentioned in Sections 2 and 3 above; and
  - (iii) remittance of a processing fee of RM20.00 for each Warrants Exercise Form submitted by a banker's draft, a cashier's order, a money order, a postal order or a cheque, issued in favour of "Symphony Share Registrars Sdn. Bhd." crossed "A/C Payee Only", or in cash if you deliver the documents to the Share Registrar of TDEX 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 Warrants Exercise Form together with the requisite payments as set out in item 4.1(b) above:-

4.2.1 allot and issue the new TDEX Shares;

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 TDEX Shares.

4.3 All new TDEX 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 TDEX Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing TDEX Shares, save and except that they shall not be entitled to any dividend, right, allotment and/or other distribution, the entitlement date of which is prior to the date of allotment and issuance of the new TDEX Shares.

## **5. BOOK CLOSURE DATE**

FURTHER NOTICE IS HEREBY GIVEN THAT in relation to the Warrants:-

5.1 Bursa Depository will not be accepting any request for transfer of the Warrants for the period commencing 4.00 p.m. on Thursday, 13 September 2018 up to the Expiry Date.

5.2 Warrant Holders shall qualify for entitlement to subscribe for new TDEX Shares in respect of the following:-

(i) Warrants transferred into the depositors' CDS accounts before 4.00 p.m. on Thursday, 13 September 2018 in respect of ordinary transfer; or

(ii) Warrants bought on Bursa Securities on or before 5.00 p.m. on Thursday, 30 August 2018, being the last day of trading of the Warrants.

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

Warrant Holders should note that if their Exercise Rights are not exercised or the duly completed Warrants Exercise Form together with the remittance are not delivered to the Share Registrar of the Company 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 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, 24 September 2018.

## **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 Share Registrar of TDEX at:-

**Symphony Share Registrars Sdn. Bhd.**

Level 6, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan  
Tel: 603-7849 0777 (Helpdesk)  
Fax: 603-7841 8151 / 8152

Yours faithfully  
For and on behalf of the Board  
**TECHNODEX BHD**

**STEVEN WONG CHIN FUNG**  
Independent Non-Executive Chairman

**TECHNODEX BHD**  
(Company No. 627634-A)  
(Incorporated in Malaysia under the Companies Act 1965)

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[illegible][illegible][illegible][illegible]

- (a) hereby irrevocably elect, subject to the Conditions set out in the Third Schedule of the Deed Poll dated 6<sup>th</sup> day of August 2013 executed by **TechnoDex Bhd** (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 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 or by money order or postal order issued by a post office in Malaysia made out in favour of "**TECHNODEX BHD – WARRANT PROCEEDS ACCOUNT**" crossed A/C Payee only together with a payment of Ringgit Malaysia Twenty only (RM20.00) in cash/cheque no. [ ] being the administrative charge payable to "**Symphony Share Registrars Sdn Bhd**".
- (f) hereby irrevocably authorise you to instruct the Central Depository to debit the quantity of Warrants specified in column (A) of the table below from my/our Securities Account and where I am/we are entitled to receive new Ordinary Shares upon the exercise of my/our rights hereto, to credit the quantity of new Ordinary Shares in the Company into my/our Securities Account as identified above and specified in Column (B) of the table below.

(A)

Securities Code	ACCOUNT FOR DEBITING WARRANTS										ACCOUNT FOR CREDITING NEW ORDINARY SHARES																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																															
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- (g) hereby request that the notice of allotment stating the number of new Ordinary 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.
- (h) hereby confirm that upon the lodgement of this form with the Registrar, I/we shall 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 Third Schedule of the Deed Poll.
- (i) hereby declare and confirm that I/we have complied with all exchange control regulations and requirements imposed by Bank Negara Malaysia 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.

Signature:.....

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, 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 Malaysian Code on Take-overs and Mergers, 2010 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 21<sup>st</sup> day of September, 2018, 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: **Symphony Share Registrars Sdn Bhd**  
(Company No. 378993-D)  
Level 6, Symphony House,  
Pusat Dagangan Dana 1, Jalan PJU 1A/46,  
47301 Petaling Jaya, Selangor Darul Ehsan  
Tel: 603-7849 0777 (Helpdesk)  
Fax : 603-7841 8151/ 8152