



## **PDZ HOLDINGS BHD.**

**Registration No.: 199501031213 (360419-T)**

**Incorporated in Malaysia**

### **NOTIFICATION TO SHAREHOLDERS OF A FULLY VIRTUAL POSTPONED EXTRAORDINARY GENERAL MEETING**

Dear Shareholders,

On 13 March 2020, PDZ Holdings Bhd. (“**PDZ**” or “**the Company**”) had issued a notice of extraordinary general meeting (“**EGM**”) scheduled to be held at Pendeta 4, Le Grandeur Palm Resort Johor, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on Monday, 30 March 2020 at 10:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution in relation to the proposed private placement of up to 204,597,000 new ordinary shares in PDZ, representing up to 30% of the total number of issued shares of PDZ, to independent third-party investors to be identified later at an issue price to be determined later.

On 18 March 2020, the Government of Malaysia imposed the Movement Control Order (“**MCO**”) to contain the COVID-19 outbreak. All government and private sectors except those involved in essential services are to cease operations during the period that the MCO takes effect. Following the MCO, PDZ had on 19 March 2020 announced the postponement of the EGM to a later date.

On 1 May 2020, the Government of Malaysia announced the relaxation of certain rules of the MCO via the implementation of a conditional MCO beginning 4 May 2020.

Following the above, the Board of Directors of PDZ wishes to inform that the EGM of the Company has been postponed to the date, time and venue as set out below on **fully virtual basis and entirely via remote participation and voting**:

#### **Postponed EGM**

**Day/Date** : **Friday, 29 May 2020**  
**Time** : **3:00 p.m.**  
**Broadcast Venue** : **Conference Room of Cospec Management Services Sdn. Bhd.,  
Third Floor, No. 77, Jalan SS 21/60,  
Damansara Utama,  
47400 Petaling Jaya,  
Selangor Darul Ehsan**

The agenda for the Postponed EGM shall remain unchanged.

Kindly note that the Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 and Clause 61 of the Company’s Constitution which stipulates that the Chairman shall be present at the main venue of the Postponed EGM. Shareholders are not required to be physically present nor admitted at the Broadcast Venue on the day of the Postponed EGM.

**In view that large gatherings are still prohibited under the conditional MCO, shareholders are reminded not to physically attend or be physically present at the Broadcast Venue on 29 May 2020.**

**Instead, shareholders or their proxies may participate and vote in the Postponed EGM virtually.** As a shareholder/proxy, you have the option to cast your ballots from home via the Digital Ballot Form (“**DBF**”). Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Webinar session to participate in the Postponed EGM online:

1. Open this link <https://bit.ly/3dj4Br8> and submit all details requested at least forty-eight hours (48) hours before the date of the Postponed EGM.
2. Only shareholders and proxies are allowed to register their details online. Please ensure that your details are accurate as non-compliance would result in you not being able to receive your DBF.
3. The Poll Administrator, Mega Corporate Services Sdn. Bhd., will email a copy of your DBF to you once they have verified your details entered in Step 1 above.

The date of Record of Depositors for the Postponed EGM of PDZ is 20 May 2020. As such, only shareholders whose name appears in the Record of Depositors of PDZ as at 20 May 2020 shall be entitled to attend the Postponed EGM and to participate, speak and vote thereat.

In view of the postponement of the EGM, all Proxy Forms previously lodged with the Company’s Share Registrar are deemed null and void. Instead, the revised Proxy Form for the Postponed EGM has been sent to all shareholders via post and is also available for download from Bursa Securities’ website at [www.bursamalaysia.com](http://www.bursamalaysia.com). To submit the revised Proxy Form, please complete the revised Proxy Forms with your **email address** and **mobile phone number** and lodge the same:-

- (a) at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd., situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan; or
- (b) via email to [EGM-support.PDZ@megacorp.com.my](mailto:EGM-support.PDZ@megacorp.com.my).

The last date and time for lodging the Proxy Form is **Wednesday, 27 May 2020 at 3:00 p.m.**

In view that the circumstances pertaining to the COVID-19 situation in Malaysia are highly fluid, we may be required to change the arrangements of our Postponed EGM at a short notice. Hence, you are strongly advised to check the Company’s website at [www.pdzlines.com](http://www.pdzlines.com) and the Company’s announcements at [www.bursamalaysia.com](http://www.bursamalaysia.com) from time to time for the latest updates on the status of the Postponed EGM.

If you have any general queries prior to the Postponed EGM, please contact the Poll Administrator during office hours (Monday to Friday):

Mega Corporate Services Sdn. Bhd.  
Tel No: +60 (3) 2692 4271  
Email: [EGM-support.PDZ@megacorp.com.my](mailto:EGM-support.PDZ@megacorp.com.my)

By Order of the Board  
**PDZ HOLDINGS BHD.**

**TEA SOR HUA (MACS 01324) (SSM PC No.: 201908001272)**

Company Secretary  
Petaling Jaya, Selangor Darul Ehsan  
14 May 2020



## PDZ HOLDINGS BHD

[Registration No. 199501031213 (360419-T)]  
(Incorporated in Malaysia)

### NOTICE OF POSTPONED EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** a postponed Extraordinary General Meeting (“EGM”) of PDZ Holdings Bhd. (“PDZ” or the “Company”) will be held on a fully virtual basis at the Broadcast Venue: Conference Room of Cospec Management Services Sdn. Bhd., Third Floor, No. 77, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan on Friday, 29 May 2020 at 3:00 p.m., or any adjournment thereof for the purpose of considering and if thought fit, passing the following resolution with or without modifications:-

#### **ORDINARY RESOLUTION**

**PROPOSED PRIVATE PLACEMENT OF UP TO 204,597,000 NEW ORDINARY SHARES IN PDZ, REPRESENTING UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF PDZ, TO INDEPENDENT THIRD-PARTY INVESTORS TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER**

“**THAT** subject to the approval of all the relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board of Directors of the Company (“Board” or “Directors”) to allot and issue up to 204,597,000 new ordinary shares in the Company (“PDZ Shares” or “Shares”) (“Placement Shares”), representing up to 30% of the total number of issued shares of the Company, by way of private placement to independent third-party investors to be identified later in 1 or more tranches at an issue price for each tranche to be determined at a later date by the Board (“Price-Fixing Date”) upon such terms and conditions as disclosed in the circular to the shareholders of the Company (“Shareholders”) dated 13 March 2020 (“Circular”) (“Proposed Private Placement”);

**THAT** the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 10% to the 5-day volume-weighted average market price of PDZ Shares up to and including the Price-Fixing Date;

**THAT** the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes and in such manner as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds in the manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

**THAT** such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotment and/or other distribution which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares;

**THAT** the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement;

**AND THAT** this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have duly allotted and issued in accordance with the terms of the Proposed Private Placement.”

By Order of the Board  
**PDZ HOLDINGS BHD.**

**TEA SOR HUA (MACS 01324) (SSM PC No.: 201908001272)**

Company Secretary  
Petaling Jaya, Selangor Darul Ehsan  
14 May 2020

#### **Notes:-**

- (i) A member of the Company who is entitled to attend, participate, speak and vote at the postponed EGM is entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the postponed EGM in his/her stead. Where a member appoints more than (1) proxy, the member shall specify the proportion of his/her shareholdings to be represented by each proxy.
- (ii) A proxy may but need not be a member of the Company. A proxy appointed to attend, participate, speak and vote at the postponed EGM shall have the same rights as the members to speak at the postponed EGM.
- (iii) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with PDZ Shares standing to the credit of the said securities account.
- (iv) Where a member of the Company is an exempt authorised nominee which holds PDZ Shares for multiple beneficial owners in one (1) securities account (“Omnibus Account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (v) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- (vi) To be valid, the instrument appointing a proxy must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submitted via email to [EGM-support.PDZ@megacorp.com.my](mailto:EGM-support.PDZ@megacorp.com.my), not less than 48 hours before the time for holding the postponed EGM or adjourned meeting.
- (vii) For the purpose of determining a member who shall be entitled to attend the postponed EGM, PDZ will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of PDZ’s Constitution to issue a General Meeting Record of Depositors as at 20 May 2020. Only members whose name appears in the Record of Depositors as at 20 May 2020 shall be entitled to attend the postponed EGM and to participate, speak and vote thereat.
- (viii) The resolution set out in this Notice of Postponed EGM will be put to vote by poll.



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**FORM OF PROXY**

<b>CDS Account No.</b>
<b>No. of Shares held</b>

I/We..... NRIC/Passport/Registration No.: .....  
(Full name in block)

of .....  
(Address)

with email address: ..... mobile phone no.: .....

being a member/members of PDZ Holdings Bhd., hereby appoint(s):-

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

and / or\*

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

or failing him/her\*, the Chairman of the postponed Extraordinary General Meeting (“EGM”) as my/our\* proxy to vote for me/us\* on my/our\* behalf at the postponed EGM of the Company to be held on a fully virtual basis at the Broadcast Venue: Conference Room of Cospec Management Services Sdn. Bhd., Third Floor, No. 77, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan on Friday, 29 May 2020 at 3:00 p.m. or any adjournment thereof.

Please indicate with an ‘X’ in the space provided how you wish your vote to be cast. In the absence of specific direction as to vote is given, the proxy may vote or abstain from voting at his/her discretion.

Item	Agenda	Resolution	FOR	AGAINST
1.	Proposed Private Placement	Ordinary Resolution		

\*delete whichever not applicable

Dated this.....day of .....2020

\_\_\_\_\_  
Signature(s) of member(s)

**Notes:-**

- (i) A member of the Company who is entitled to attend, participate, speak and vote at the postponed EGM is entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the postponed EGM in his/her stead. Where a member appoints more than (1) proxy, the member shall specify the proportion of his/her shareholdings to be represented by each proxy.
- (ii) A proxy may but need not be a member of the Company. A proxy appointed to attend, participate, speak and vote at the postponed EGM shall have the same rights as the members to speak at the postponed EGM.
- (iii) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with PDZ Shares standing to the credit of the said securities account.
- (iv) Where a member of the Company is an exempt authorised nominee which holds PDZ Shares for multiple beneficial owners in one (1) securities account (“Omnibus Account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (v) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.



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- (vi) *To be valid, the instrument appointing a proxy must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submitted via email to [EGM-support.PDZ@megacorp.com.my](mailto:EGM-support.PDZ@megacorp.com.my), not less than 48 hours before the time for holding the postponed EGM or adjourned meeting.*
- (vii) *For the purpose of determining a member who shall be entitled to attend the postponed EGM, PDZ will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of PDZ's Constitution to issue a General Meeting Record of Depositors as at 20 May 2020. Only members whose name appears in the Record of Depositors as at 20 May 2020 shall be entitled to attend the postponed EGM and to participate, speak and vote thereat.*
- (viii) *The resolution set out in this Notice of Postponed EGM will be put to vote by poll.*

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AFFIX  
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The Poll Administrator  
**PDZ HOLDINGS BHD. [199501031213 (360419-T)]**  
c/o Mega Corporate Services Sdn. Bhd.  
Level 15-2, Bangunan Faber Imperial Court  
Jalan Sultan Ismail  
50250 Kuala Lumpur  
Wilayah Persekutuan

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