

**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 advisers immediately.

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**TCS GROUP HOLDINGS BERHAD**

[Registration No. 201901004613 (1313940-W)]

(Incorporated in Malaysia)

**NOTICE TO WARRANT A HOLDERS**

**IN RELATION TO THE**

**EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS A 2021/2024**

**Stock Name : TCS-WA**

**Stock Code : 0221WA**

**IMPORTANT RELEVANT DATES**

Last date and time for trading of Warrants A 2021/2024 : Wednesday, 28 February 2024 at 5:00 p.m.

Date and time for suspension of trading of Warrants A 2021/2024 : Thursday, 29 February 2024 at 9:00 a.m.

Last date and time for transfer into depositor's CDS Account : Friday, 8 March 2024 at 4:30 p.m.

Last date and time for the Exercise of Warrants A 2021/2024 : Friday, 15 March 2024 at 5:00 p.m.

Date and time for Expiry of Warrants A 2021/2024 : Friday, 15 March 2024 at 5:00 p.m.

Date and time for de-listing of Warrants A 2021/2024 : Monday, 18 March 2024 at 9:00 a.m.

This Notice is dated 14 February 2024.

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**DEFINITIONS**

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In this Notice, unless otherwise indicated, the following words and abbreviations shall have the following meanings:-

<b>Bursa Depository</b>	: Bursa Malaysia Depository Sdn Bhd [Registration No. 198701006854 (165570-W)]
<b>Bursa Securities</b>	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
<b>CDS</b>	: Central Depository System
<b>Deed Poll A</b>	: The deed poll dated 25 February 2021 constituting Warrants A 2021/2024
<b>Exercise Form</b>	: The form in respect of the exercise of Warrants A 2021/2024 as set out in this Notice
<b>Exercise Period</b>	: The period commencing from and including the date of issue of the Warrants A 2021/2024 and ending at the close of business at 5.00 p.m. on the Expiry Date
<b>Exercise Price</b>	: RM0.38, being the exercise price payable in respect of one (1) new Share for each Warrant exercised
<b>Exercise Rights</b>	: The rights of a Warrant Holder to subscribe for one (1) new Share for each Warrant at the Exercise Price and upon the terms and conditions of the Deed Poll A
<b>Expiry Date</b>	: Friday, 15 March 2024
<b>TCS or the Company</b>	: TCS Group Holdings Berhad [Registration No. 201901004613 (1313940-W)]
<b>TCS Shares or Shares</b>	: Ordinary shares in the Company
<b>LPD</b>	: 15 January 2024, being the latest practicable date of this Notice
<b>Market Day(s)</b>	: Any day on which Bursa Securities is open for trading in securities, which may include a surprise holiday
<b>Notice</b>	: This Notice to Warrant A Holders dated 14 February 2024 in relation to the expiry and last date for the exercise of Warrants A 2021/2024
<b>Record of Depositors</b>	: The record of depositors provided by Bursa Depository to the Company under the Rules of Bursa Depository

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**DEFINITIONS (CONT'D)**

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<b>RM and sen</b>	:	Ringgit Malaysia and sen, respectively
<b>Share Registrar</b>	:	Aldpro Corporate Services Sdn Bhd [Registration No. 202101043817 (1444117-M)]
<b>Surprise Holiday</b>	:	A day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
<b>Warrants or Warrants A</b>	:	The warrants A issued by the Company on 16 March 2021 constituted by the Deed Poll A and which will expire on 15 March 2024 and entitled the Warrant Holders to the Exercise Rights
<b>Warrant Holders or Warrant A Holders</b>	:	Any person for the time being holding Warrants A in the Company and whose name appears in the Register of Warrant A Holder (except the Bursa Malaysia Depository Nominees Sdn Bhd), including Warrant A Depositors whose names appear on the Record of Warrants A Depositors

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**TCS GROUP HOLDINGS BERHAD**  
[Registration No. 201901004613 (1313940-W)]  
(Incorporated in Malaysia)

**Registered Office:**  
B-21-1, Level 21, Tower B  
Northpoint Mid Valley City  
No. 1, Medan Syed Putra Utara  
59200 Kuala Lumpur  
W.P Kuala Lumpur

14 February 2024

**Board of Directors**

Tan Sri Dato' Sri Izzuddin Bin Dali (Chairman / Independent Non-Executive Director)  
Dato' Ir. Tee Chai Seng (Managing Director)  
Wong Choo Leong (Executive Director)  
Dato' Seri Ir. Mohamad Othman Bin Zainal Azim (Independent Non-Executive Director)  
Ooi Guan Hoe (Independent Non-Executive Director)  
Sharon Chew Mun Hoong (Independent Non-Executive Director)

**To: The Warrant A Holders of TCS Group Holdings Berhad**

Dear Sir/ Madam,

**NOTICE TO WARRANT A HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS A 2021/2024**

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**NOTICE IS HEREBY GIVEN THAT** pursuant to the terms and conditions stipulated in the Deed Poll A dated 25 February 2021 governing the Warrants A, the Exercise Rights of the Warrants A will expire at 5.00 p.m. on 15 March 2024. Accordingly, all Warrant A Holders intending to exercise their Warrants are advised to submit the enclosed Exercise Form to the Share Registrar of TCS no later than 5.00 p.m. on the Expiry Date.

The total number of Warrants A outstanding as at LPD was 180,000,000 Warrants.

**THE WARRANT A HOLDERS SHOULD NOTE THAT THE WARRANTS A 2021/2024 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 AFTER 5.00 P.M. ON FRIDAY, 15 MARCH 2024.**

**ACCORDINGLY, THE WARRANTS A 2021/2024 WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON MONDAY, 18 MARCH 2024.**

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

**1. SUSPENSION OF TRADING AND LAST DAY OF TRADING**

The last day and time for trading of the Warrants A will be Wednesday, 28 February 2024 at 5.00 p.m. The Warrants A will be suspended from trading on Bursa Securities with effect from 9.00 a.m. on Thursday, 29 February 2024.

**2. EXERCISE PRICE**

The Exercise Price payable is RM0.38 for each new share to which a Warrant A Holder is entitled to subscribe upon exercise of the Exercise Rights in accordance with the provisions of the Deed Poll A. Accordingly, if you wish to exercise the conversion of 100 Warrants A into 100 new Shares, the Exercise Money will be RM38.00.

**3. PAYMENT OF EXERCISE MONEY**

The remittance for the Exercise Money must be made in full and payable in Ringgit Malaysia by way of 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 made out in favour of **"TCS GROUP HOLDINGS BERHAD – WARRANT PROCEEDS ACCOUNT"** crossed **"A/C Payee Only"** and endorsed on the reverse side with the name, old and new NRIC No./ Company No./ Passport No./ Armed Forces No./ Police Personnel No. and address of the Warrant A Holder or internet bank transfer to designated bank account of **8604602288** maintained with CIMB Bank Berhad (proof of payment to be attached to the Subscription Form submitted to the Registrar).

**4. EXERCISE OF EXERCISE RIGHTS**

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

- (i) Complete and sign the enclosed Exercise Form, additional copies of the Exercise Form can also be obtained from the Company's Share Registrar, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P Kuala Lumpur during normal working hours (Monday – Friday, from 8.30 a.m. to 5.30 p.m.); 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 Exercise Form duly completed and signed by you;
  - (b) remittance by way of 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 made out in favour of **"TCS GROUP HOLDINGS BERHAD – WARRANT PROCEEDS ACCOUNT"** or internet bank transfer to designated bank account of **8604602288** maintained with CIMB Bank Berhad for the full amount of the Exercise Price; and

- (c) Remittance of RM21.20 being the processing fees for each Exercise Form submitted to the Company's Share Registrar by way of cash or cheque made in favour of "**ALDPRO CORPORATE SERVICES SDN. BHD.**" to the Registrar or internet bank transfer to the Registrar's bank account number of "**8010861385**" maintained with CIMB Bank Berhad.

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 Exercise Form together with the requisite payments as set out in item (ii) above:-

- (a) allot and issue the new Share(s) arising from the exercise of Warrants A;
- (b) despatch notices of allotment to the Warrant A Holders stating the number of new Share(s) that will be credited into the CDS Account(s) of the Warrant A Holders; and
- (c) make an application to Bursa Securities for the quotation for and listing of such new Share(s) issued arising from the exercise of Warrants A.

The new Share(s) to be issued pursuant to the exercise of Warrants A shall, upon allotment and issuance, rank *pari passu* in all respect with the existing TCS Share(s) including any entitlement to any dividends, rights, allotments or other distribution, save and except that such new Share(s) shall not be entitled to any dividends, rights, allotments, or other distributions, the entitlement date of which is 8 March 2024 prior to the date of allotment of new Share(s).

The new Share(s) arising from such exercise of the Exercise Rights will be credited into the CDS Account(s) of such Warrant A Holders and no physical share certificates would be issued to the Warrant A Holders in respect of the new Share(s).

## **5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS A**

**NOTICE IS ALSO HEREBY GIVEN THAT in relation to the Warrants A:-**

- (i) Bursa Depository will not be accepting any request for transfer of the Warrants A for the period commencing **4.30 p.m., Friday, 8 March 2024, until the Expiry Date;**
- (ii) Warrant A Holders shall qualify for entitlement to subscribe for new Share(s) only in respect of the following:
  - (a) Warrants A transferred into the Depositors' CDS Account before 4.30 p.m., on Friday, 8 March 2024, in respect of transfers; and
  - (b) Warrants A bought on Bursa Securities on or before Wednesday, 28 February 2024, at 5.00 p.m., being the last day of trading of the Warrants A.

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

Warrant A 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 A 2021/2024 remaining in the Depositors' CDS Account as at the Expiry Date, will be debited from the respective Depositor's CDS Account on Monday, 18 March 2024.

## **7. CONTACT DETAILS FOR ENQUIRIES**

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

**Aldpro Corporate Services Sdn Bhd**

B-21-1, Level 21, Tower B  
Northpoint Mid Valley City  
No. 1, Medan Syed Putra Utara  
59200 Kuala Lumpur  
W.P. Kuala Lumpur

Telephone : +603 9770 2200  
Facsimile : +603 9770 2239  
Email : [admin@aldpro.com.my](mailto:admin@aldpro.com.my)

## **8. DIRECTORS' RESPONSIBILITY STATEMENT**

This Notice has been seen and approved by the Directors who collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after making 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 misleading.

Yours faithfully,  
For and on behalf of the Board of  
**TCS GROUP HOLDINGS BERHAD**

**DATO' IR. TEE CHAI SENG**  
Managing Director





**\* CONTACT NUMBERS**

[illegible]

										<b>HOUSE</b>
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**MOBILE**

**\*ADA Code:**

[illegible]

**\*Branch Code:**

[illegible]

**\*Account Number:**

[illegible]

**\*Securities Code:**

[illegible]

**\*Email Address:**

[illegible]

- (a) hereby irrevocably elect, subject to the Conditions set out in the Second Schedule of the Deed Poll dated 25 February 2021 executed by **TCS GROUP HOLDINGS BERHAD** (Registration No. 201901004613 (1313940-W)) (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 (and the Companies Act 2016, where applicable).
- (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 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 way of 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 made out in favour of **“TCS GROUP HOLDINGS BERHAD – WARRANT PROCEEDS ACCOUNT”** or internet bank transfer to designated bank account of **8604602288** maintained with CIMB Bank Berhad together with a payment of Ringgit Malaysia Twenty One and Sen Twenty only (RM21.20) (inclusive of goods and services tax) by way of cash or cheque made in favour of **"ALDPRO CORPORATE SERVICES SDN. BHD."** to the Registrar or internet bank transfer to the Registrar's bank account number of **“8010861385”** maintained with CIMB Bank Berhad being the administrative charge payable to the Registrar.
- (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.

Source account for debiting Warrants (Stock Code: 0221WA)														
ADA CODE, ADA BRANCH CODE AND CDS ACCOUNT NUMBER														No. of Warrants
			-				-							

Target account for crediting New Shares (Stock Code: 0221)														
ADA CODE, ADA BRANCH CODE AND CDS ACCOUNT NUMBER														No. of New Shares
			-				-							

- (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, within eight Market Days from Exercise Date (subject to the requirements of the relevant authorities).
- (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 Second 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. For the avoidance of doubt, if no Security Account number is provided, any exercise or purported exercise of the Exercise Rights shall be deemed to be invalid.
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 or in the absence, in accordance with Section 66 of the Companies Act 2016, 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 of 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 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 33% but not more than 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 months, increasing such percentage of the voting shares or voting rights by more than 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, or if applicable, submit any necessary documents required in order to effect and pay the additional expenses of crediting new Ordinary Shares.

10. At the close of business on 15th day of March, 2024, any Exercise Rights which have not been exercised and any Exercise Form which have not been lodged with the Registrar will lapse and every Warrant will cease thereafter to be valid for any purpose.
11. The terms and expressions used in this Exercise Form (unless otherwise defined in this Exercise Form) will have the same meaning and interpretation as defined in the Deed Poll.

Registrar: **Aldpro Corporate Services Sdn. Bhd.**  
Registration No. 200801019600 (820910-X)  
B-21-1, Level 21, Tower B, Northpoint Mid Valley City  
No. 1, Medan Syed Putra Utara  
59200 Kuala Lumpur  
W.P. Kuala Lumpur

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AFFIX  
STAMP

**TCS GROUP HOLDINGS BERHAD**  
**Registration No. 201901004613 (1313940-W)]**  
**c/o Aldpro Corporate Services Sdn Bhd**  
B-21-1, Level 21, Tower B  
Northpoint Mid Valley City  
No. 1, Medan Syed Putra Utara  
59200 Kuala Lumpur  
Wilayah Persekutuan  
Malaysia

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