



## **Philocity Holdings Sdn Bhd**

**Petaling Jaya, Selangor, Malaysia**

### **Announcement pursuant to Section 23 (1) sentence 1 no. 2 of the German Securities Acquisition and Takeover Act (WpÜG)**

Philocity Holdings Sdn Bhd, Petaling Jaya, Selangor, Malaysia, registered in the Companies Register of Malaysia under number 1345253-X with its registered office and business address at No. 8, Kawasan Perindustrian Tiong Nam, Jalan 51/203A, Section 51 46050 Petaling Jaya, Selangor Malaysia ("**Bidder**") published on 24 April 2019 the offer document for its mandatory offer to the shareholders of Phicomm AG, registered with the Commercial Register of the Local Court of Munich under HRB 235614, with business address Innere Wiener Strasse 14, 81667 Munich, Germany ("**Phicomm AG**") for the acquisition of all shares not already directly held by the Bidder, the no-par value bearer shares of Phicomm AG with a notional interest in the share capital of EUR 1.00 per share with the ISIN DE000A1A6WB2 / WKN A1A6WB and with the ISIN DE000A254V53 / WKN A254V5 ("**Phicomm share**", jointly "**Phicomm shares**") against payment of a cash consideration of EUR 1.09 per Phicomm share. The offer document is available on the Internet at [www.philocityholdings.com](http://www.philocityholdings.com) and will be made available for issue free of charge at Small & Mid Cap Investmentbank AG, Barer Straße 7, 80333 Munich, Germany (order by fax to + 49 89 54 54 388 20 or by e-mail to [kontakt@smc-investmentbank.de](mailto:kontakt@smc-investmentbank.de)). The period for acceptance of the mandatory offer ends on 22 May 2020, 24:00 hours (CEST), unless not extended in accordance with the statutory provisions of the WpÜG.

At the final acceptance period on May 22, 2020, 24:00 Midnight (local time in Frankfurt am Main, Germany) ("**Reporting Date**"), the share capital of Phicomm AG amounted to EUR 1,407,234.00 and was divided into 1,407,234 bearer shares with a notional value of EUR 1.00 per share.

1. By the reporting date, the offer had been accepted for a total of 27,598 shares. This corresponds to 1,9612 % of the share capital and voting rights of Phicomm AG.
2. The Bidder directly held 844,341 Phicomm Shares on the Reporting Date. This corresponds to a share of 60.0000% of the share capital and voting rights of Phicomm AG. Due to the majority shareholding of Mr. Nyuk Ming Wan in the Bidder, these voting rights from the

aforementioned shares are attributable to Mr. Wan pursuant to section 30 para. 1 sentence 1 no. 1, sentence 3 WpÜG..

3. Furthermore, neither the Bidder nor persons acting in concert with the Bidder within the meaning of section 2 para. 5 WpÜG or their subsidiaries directly or indirectly held Phicomm Shares on the reporting date, nor are any further voting rights of Phicomm AG attributable to the Bidder or persons acting in concert with the Bidder within the meaning of section 2 para. 5 WpÜG or their subsidiaries pursuant to section 30 WpÜG.
4. Neither the Bidder nor persons acting in concert with the Bidder within the meaning of section 2 para. 5 WpÜG or their subsidiaries held any additional voting rights in relation to Phicomm AG as of the reporting date pursuant to sections 38, 39 WpÜG that are to be notified.
5. The total number of Phicomm Shares for which the Offer has been effectively accepted by the Reporting Date, plus the total number of Phicomm Shares held by the Bidder as of the Reporting Date, amounts to 871,939 Phicomm Shares. This corresponds to 61,9612 % of the share capital and voting rights of Phicomm AG..

**Important notice:**

This announcement is for information purposes only. It is neither an invitation to submit an offer to sell Phicomm shares nor an offer to purchase Phicomm shares. An offer to purchase Phicomm shares is made exclusively on the basis of the provisions contained in the offer document.

The mandatory offer for Phicomm shares is made exclusively in accordance with the laws of the Federal Republic of Germany. There will be no execution of the mandatory offer under the provisions of jurisdictions other than the Federal Republic of Germany.

This announcement is not intended for publication, dispatch or distribution, in whole or in part, in jurisdictions in which such publication, dispatch or distribution would constitute a violation of the respective law.

The publication is available  
on the Internet at: <http://www.philocityholdings.com>  
on the Internet on: 27.05.2020.

**Petaling Jaya, Selangor, Malaysia, 27 May 2020**

**Philocity Holdings Sdn Bhd  
Board of Directors**