

**THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. IF BENEFICIAL OWNERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL OR LEGAL ADVISER.**

**IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE THE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE SECURITIES IN A TIMELY MANNER.**

**If you have recently sold or otherwise transferred your entire holding(s) of Certificates (as defined below), you should immediately forward this document to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.**

**NOTICE to the Certificateholders of**

**U.S.\$300,000,000 Trust Certificates due 2022 (the “2022 Certificates”) issued by SD International Sukuk Limited (the “Trustee”) and in respect of which Serba Dinamik International Ltd. is the obligor (the “Obligor”) and Serba Dinamik Holdings Berhad is the guarantor (“Serba” or the “Guarantor”) (ISIN: XS1900582476; Common Code: 190058247)**

**and**

**U.S.\$200,000,000 Trust Certificates due 2025 (the “2005 Certificates”) issued by SD International Sukuk II Limited (the “Trustee”) and in respect of which Serba Dinamik International Ltd. is the obligor (the “Obligor”) and Serba Dinamik Holdings Berhad is the guarantor (“Serba” or the “Guarantor”) (ISIN: XS2089155761; Common Code: 208915576)**

**(For information only, no blocking required)**

20 January 2023

The 2022 Certificates and the 2025 Certificates are referred to together as the “Certificates”, and separately as a “series”. Reference is made to our notice dated 21 September 2022 (in respect of each series of Certificates, the “**September 2022 Notice**”) and, as Delegate pursuant to the Certificates of each series, we give NOTICE as follows to the Certificateholders. Expressions defined in the Declarations of Trust which constitute the Certificates of each series and the September 2022 Notice (including expressions defined in the preceding notices referred to therein) are used with the same meaning in this Notice.

**THIS NOTICE IS IMPORTANT AND CONTAINS INFORMATION WHICH REQUIRES YOUR IMMEDIATE ATTENTION.**

**Order for Winding-Up of Serba Dinamik Holdings Berhad; and Notice of Appeal**

Certificateholders are informed that on 10 January 2023 the High Court of Malaya at Kuala Lumpur granted a petition for the winding-up of the Guarantor in the terms attached.

Certificateholders are also informed that on 11 January 2023 the Guarantor gave Notice of Appeal against the winding-up order in the terms also attached.

The Delegate will continue to monitor the progress of the proceedings, but at present has no further information as to how the matter will proceed.

### **Ad-hoc Committee of the Certificateholders**

Pursuant to Condition 13(a) of the Conditions of each series of the Certificates, the Delegate shall not be bound in any circumstances to take any action to enforce or to realise the Trust Assets or take any action or steps or proceedings against the Trustee and/or the Obligor and/or the Guarantor under any Transaction Document to which any of the Trustee or the Obligor or the Guarantor is a party unless directed or requested to do so: (i) by an Extraordinary Resolution; or (ii) in writing by the holders of at least 25 per cent. of the then outstanding aggregate face amount of the Certificates and in either case then only if it shall be indemnified and/or secured and/or prefunded to its satisfaction against all Liabilities to which it may thereby render itself liable or which it may incur by so doing.

Pursuant to (and subject to) the Conditions of the Certificates and the terms of the Declarations of Trust, the Delegate has acted on, and will continue to act on, the instruction of an ad-hoc committee (the “**Ad-hoc Committee**”) formed by a group of holders of at least 25 per cent. of the aggregate face amount of the Certificates of each series currently outstanding in relation to such action, step or proceeding against the Trustee and/or the Obligor and/or the Guarantor under the relevant Transaction Document, including such actions, steps and proceedings taken in connection with the winding-up proceedings. The legal counsel to the Ad-hoc Committee for each series of Certificates may be contacted using the following details:

Hogan Lovells (Hong Kong) / Hogan Lovells Lee & Lee (Singapore):

*Jonathan Leitch*, Partner  
jonathan.leitch@hoganlovells.com

*Carol Hartopp Hall*, Counsel  
Carol.HartoppHall@hoganlovells.com

### **Contact Details**

If you have any questions, the Delegate may be contacted using the following details:

Address:  
**The Hongkong and Shanghai Banking Corporation Limited**  
Level 24, HSBC Main Building  
1 Queen’s Road Central  
Hong Kong

For the attention of: **Issuer Services**, Jonathan Lam / Yu-Fann An-chi Chen / Amy Chim  
Email: jonathan.c.k.lam@hsbc.com.hk / yu-fann.anchi.chen@hsbc.com.hk /  
amyhychim@hsbc.com.hk

### **Reservation of Rights of Delegate**

The above communication is made without prejudice to any and all of the Delegate’s rights under the Declaration of Trust, the Deed of Guarantee and any other document in relation to the Certificates, all of which are expressly reserved.

The Delegate provides the information above for the information of Certificateholders, but makes no representation as to the accuracy or completeness thereof and cannot accept any liability for any loss

caused by any inaccuracy therein. The Delegate expresses no opinion as to the action (if any) that Certificateholders should take in relation to the matters set out above. The Delegate makes no recommendations and gives no legal or investment advice herein or as to the Certificates generally. Certificateholders should take and rely on their own independent legal, financial or other professional advice, and may not rely on advice or information provided to the Delegate, statements as to the legal position included in notices issued by the Delegate relating to the Certificates or otherwise or the views of the Delegate expressed herein or otherwise.

ISIN and Common Code numbers appearing herein have been included solely for the convenience of the Certificateholders. The Delegate assumes no responsibility for the selection or use of such number and makes no representation as to the correctness of the numbers listed above.

This notice is given by

**THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED**  
in its capacity as Delegate

Company Registration No. 201501042584 (1167905-P) H0272101 WA1323027224 18/01/2023 12:44:02  
WA-28NCC-344-04/2022

IN THE HIGH COURT OF MALAYSIA AT KUALA LUMPUR ..... 10.00 x 1  
Jumlah RM ..... 10.00  
IN THE FEDERAL TERRITORY OF KUALA LUMPUR, MALAYSIA  
(COMMERCIAL DIVISION)

COMPANIES (WINDING-UP) NO. PETITION: WA-28NCC – 344 – 04/2022

In the matter of the Companies Act, 2016;

And

In the matter of Section 465(1)(e) and  
Section 466(1)(c) of the Companies Act,  
2016;

And

In the matter of SERBA DINAMIK  
HOLDINGS BERHAD [Company  
Registration No. 201501042584 (1167905-  
P)]

Between

1. HSBC AMANAH MALAYSIA BERHAD (SYNDICATED FINANCIER)  
[Company No. 200801006421 [807705-X]]
2. AMBANK ISLAMIC BERHAD (SYNDICATED FINANCIER)  
[Company No. 199401009897 [295576-U]]
3. BANK ISLAM MALAYSIA BERHAD (SYNDICATED FINANCIER)  
[Company No. 198301002944 (98127-X)]
4. MIDF AMANAH INVESTMENT BANK BERHAD (SYNDICATED FINANCIER)  
[Company No. 197501002077 (23878-X)]
5. STANDARD CHARTERED SAADIQ BERHAD (SYNDICATED FINANCIER)  
[Company No. 823437-K]
6. UNITED OVERSEAS BANK (MALAYSIA) BHD (SYNDICATED FINANCIER)  
[Company No. 271809-K]

...PETITIONERS

And

SERBA DINAMIK HOLDINGS BERHAD  
[Company Registration No. 201501042584 (1167905-P)]

...RESPONDENT

BEFORE JUDICIAL COMMISIONER  
AHMAD MURAD BIN ABDUL AZIZ  
ON 10 JANUARY 2023

IN OPEN COURT  
VIA VIDEO CONFERENCE

ORDER FOR WINDING UP BY THE COURT

*(Enclosure 2 – Petition)*



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\*\*Note : Serial number will be used to verify the originality of this document via eFILING portal

**UPON THE PETITION** of HSBC Amanah Malaysia Berhad, AmBank Islamic Berhad, MIDF Amanah Investment Bank Berhad, Standard Chartered Saadiq Berhad, United Overseas Bank (Malaysia) Bhd, Bank Islam Malaysia Berhad, the Petitioners-Syndicated Financiers abovenamed dated 26 April 2022 (Enclosure 2) presented unto the Court **AND UPON READING** the said Petition and the Affidavit Verifying Petition affirmed by Liew Fooi Voon (HSBC Amanah Malaysia Berhad), Chin Weng Cheow & Lily Lim (AmBank Islamic Berhad), Mahayudin Bin Ismail (MIDF Amanah Investment Bank Berhad), Lee Chiang Huang (Standard Chartered Saadiq Berhad), Yap Chooi Mei (United Overseas Bank (Malaysia) Bhd), Mahani Binti Jamaluddin (Bank Islam Malaysia Berhad) on 27 April 2022, Affidavit of Service (of cause papers onto the Respondent, Official Receiver and Companies Commission of Malaysia) of Asrul bin Sujak affirmed on 14 November 2022, the Affidavit (confirming compliance with Rules 19, 24, 25, 26 and 32 of the Companies Winding Up Rules 1972) of Sharon Kaur Jessy affirmed on 17 November 2022, the Memorandum of Advertisement and Gazetting dated 15 November 2022 depicting the publication of the Advertisement of Petition in The New Straits Times on 3 June 2022 and 7 June 2022 and in Harian Metro on 3 June 2022 and 7 June 2022, and in the Government Gazette on 16 June 2022, each containing an advertisement of the Petition and all filed herein **AND UPON HEARING** Jeyanthini Kannaperan (Sharon Kaur Jessy together with her), solicitors for the Petitioners, Mak Lin Kum (Tan Xue Qi together with him), solicitors for the Respondent, Benjamin John Dawson (Tan Kah Weng together with him), solicitors for HSBC Bank Malaysia Berhad (Bilateral Financier) and HSBC Amanah Malaysia Berhad (Bilateral Financier), Karen Tan, solicitors for Hong Leong Islamic Bank Berhad, Steven Ramesh, solicitors for The Hongkong and Shanghai Banking Corporation Limited and Lee Shih (Charmaine Choong together with him), solicitors for the Interim Liquidator

**THIS COURT DOTH ORDERS THAT:-**

1. Serba Dinamik Holdings Berhad [Company Registration No. 201501042584 (1167905-P)] be wound up by the Court under Section 465(1)(e) of the Companies Act 2016;
2. pursuant to Section 476(1) of the Companies Act 2016, Victor Seng Kee, a Licensed Liquidator (Licence No. 10008/02/2023 P) of PricewaterhouseCoopers Advisory Services Sdn Bhd be appointed as Liquidator of Serba Dinamik Holdings Berhad [Company Registration No. 201501042584 (1167905-P)];



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3. costs of RM10,000.00 subject to allocator fees be awarded to the Petitioner for this Petition and be paid out of the assets of Serba Dinamik Holdings Berhad [Company Registration No. 201501042584 (1167905-P)];
4. the current Interim Liquidator, Victor Seng Kee of PricewaterhouseCoopers Advisory Services Sdn Bhd, continues to be vested with all powers and functions ascribed by this Honourable Court under the Order of Court dated 23.8.2022 pending satisfaction of Section 478 of the Companies Act 2016.



Dated 10 January 2023.  
ELLYANA BINTI RAZALI  
Timbalan Pendaftar  
Deputy Registrar  
Maklumat Perisytiharan  
High Court of Malaya  
Kuala Lumpur  
Kuala Lumpur

Note:

It will be the duty of such of the persons as are liable to make out or concur in making out a statement of affairs as the liquidator may require to attend on him at such time and place as he may appoint and to give him all information he may require.

This **Order For Winding-Up By The Court** is filed by Messrs. Shearn Delamore & Co., solicitors for the Petitioners above-named, whose address for service is at 7<sup>th</sup> Floor, Wisma Hamzah Kwong Hing, No. 1, Lebuh Ampang 50100 Kuala Lumpur.  
[Tel: 03-2027 2708 / Fax: 03-2034 2763]  
SD (DR) 4535639 (JK/KYS/SKJ/CYX)



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H0272101 WA1323016551 11/01/2023 18:10:26

IN COURT OF APPEAL AT PUTRAJAYA, MALAYSIA

WA-28NCC-344-04/2022

TSN 16 ..... 1,000.00 x 1

(APPELLATE DIVISION) ..... 1,000.00

Jumlah RM\*\*\*\*\*1,000.00

CIVIL APPEAL NO. /2023

BETWEEN

SERBA DINAMIK HOLDINGS BERHAD

[Company Registration No. 201501042584 (1167905-P)]

...APPELLANT

AND

1. HSBC AMANAH MALAYSIA BERHAD (SYNDICATED FINANCIER)

[Company No. 200801006421 [807705-X]]

2. AMBANK ISLAMIC BERHAD (SYNDICATED FINANCIER)

[Company No. 199401009897 [295576-U]]

3. BANK ISLAM MALAYSIA BERHAD (SYNDICATED FINANCIER)

[Company No. 198301002944 [98127-X]]

4. MIDF AMANAH INVESTMENT BANK BERHAD (SYNDICATED FINANCIER)

[Company No. 197501002077 [23878-X]]

5. STANDARD CHARTERED SAADIQ BERHAD (SYNDICATED FINANCIER)

[Company No. 823437-K]

6. UNITED OVERSEAS BANK (MALAYSIA) BHD (SYNDICATED FINANCIER)

[Company No. 271809-K]

...RESPONDENT

AND

[In the matter of Petition No. WA-28NCC-344-04/2022 in Kuala Lumpur High Court, Wilayah Persekutuan

In the matter of the Companies Act, 2016

And

In the matter of Section 465(1)(e) and Section 466 (1)(c) of the Companies Act, 2016;

And



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In the matter of SERBA  
DINAMIK HOLDINGS  
BERHAD [Company Registration  
No. 201501042584 (1167905-P)]

1. HSBC AMANAH MALAYSIA BERHAD (SYNDICATED FINANCIER)  
[Company No. 200801006421 [807705-X]]
2. AMBANK ISLAMIC BERHAD (SYNDICATED FINANCIER)  
[Company No. 199401009897 [295576-U]]
3. BANK ISLAM MALAYSIA BERHAD (SYNDICATED FINANCIER)  
[Company No. 198301002944 [98127-X]]
4. MIDF AMANAH INVESTMENT BANK BERHAD  
(SYNDICATED FINANCIER)  
[Company No. 197501002077 [23878-X]]
5. STANDARD CHARTERED SAADIQ BERHAD  
(SYNDICATED FINANCIER)  
[Company No. 823437-K]
6. UNITED OVERSEAS BANK (MALAYSIA) BHD  
(SYNDICATED FINANCIER)  
[Company No. 271809-K] ...PETITIONERS

And

SERBA DINAMIK HOLDINGS BERHAD  
[Company Registration No. 201501042584 (1167905-P)] ...RESPONDENT

(Decided by the learned Judicial Commissioner Tuan Ahmad Murad Bin Abdul Aziz on  
10.1.2023)]

### **NOTICE OF APPEAL**

**TAKE NOTICE THAT** the Appellant herein SERBA DINAMIK HOLDINGS BERHAD in the above matter dissatisfied with the decision of the learned Judicial Commissioner Tuan Ahmad Murad Bin Abdul Aziz for the order given in the Kuala Lumpur High Court on 10 January 2023 appeal to the Court of Appeal of Malaysia against the entire

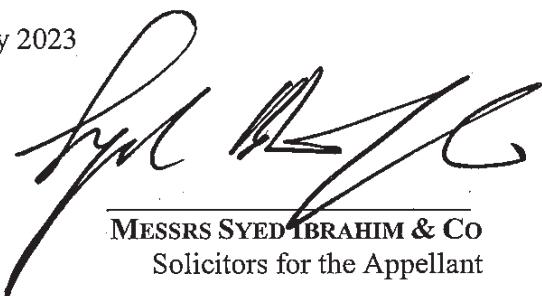


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decision of the order allowing the Respondent's Winding Up Petition dated 26.4.2022 with costs of RM 10,000.00.

Dated 11<sup>th</sup> of January 2023



MESSRS SYED IBRAHIM & CO  
Solicitors for the Appellant

To:-

1. Deputy Registrar/  
Senior Assistant Registrar  
High Court Kuala Lumpur
2. Deputy Registrar  
Court of Appeal Malaysia  
Putrajaya
3. Secretary to Judicial Commissioner  
Ahmad Murad Bin Abdul Aziz  
High Court Kuala Lumpur
4. Messrs Shearn Delamore & Co  
Advocates & Solicitors  
Level 7, Wisma Hamzah Kwong Hing,  
No. 1 Leboh Ampang,  
50100 Kuala Lumpur



ELLYANA BINTI RAZALI  
Timbalan Pendaftar  
Mahkamah Tinggi Malaya  
Kuala Lumpur

**THIS NOTICE OF APPEAL** is filed by Messrs Syed Ibrahim & Co, solicitors for the abovenamed Appellant with address for service at No. 21, Lorong Bukit Pantai 4, Taman Bukit Pantai, 59100 Kuala Lumpur

No. Tel: 03-2282 5777      No. Faks: 03-2282 5775      No. Ruj: SI/SA/TXQ/5629/2021  
Email: [sandra.tan@my.syedibrahimco.com](mailto:sandra.tan@my.syedibrahimco.com)



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