

**NOTICE OF PROVISIONAL ALLOTMENT**

Terms defined in the Abridged Prospectus dated 2 July 2013 ("Abridged Prospectus") shall have the same meanings when used in this Notice of Provisional Allotment ("NPA") unless stated otherwise.

The provisional allotted Rights Shares as contained in this NPA are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 as amended from time to time ("SICDA"). Therefore, all dealings in the provisional allotted Rights Shares will be subject to the SICDA and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository").

**GHL SYSTEMS BERHAD**

(Company No. 293040-D)

(Incorporated in Malaysia under the Companies Act, 1965)

**RENOUNCEABLE RIGHTS ISSUE OF 36,346,550 NEW ORDINARY SHARES OF RM0.20 EACH IN GHL SYSTEMS BERHAD ("GHL") ("RIGHTS SHARE(S)") AT AN ISSUE PRICE OF RM0.24 PER RIGHTS SHARE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) ORDINARY SHARES OF RM0.20 EACH HELD IN GHL AS AT 5.00 P.M. ON 2 JULY 2013 ("RIGHTS ISSUE")**

*Principal Adviser***AmInvestment Bank****AmInvestment Bank Berhad**

(Company No. 23742-V)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

**To: The Shareholders of GHL Systems Berhad ("GHL" or "Company")**

Dear Sir/Madam,

The Board of Directors ("**Board**") of the Company has provisionally allotted to you the number of Rights Shares as indicated below ("**Provisional Rights Shares**"), in accordance with the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") vide its letter dated 14 December 2012 and the ordinary resolution passed by the shareholders of GHL at the Extraordinary General Meeting held on 2 April 2013 in relation to the Rights Issue.

We wish to advise that the following number of Provisional Rights Shares in respect of the Rights Issue have been confirmed by Bursa Depository and upon acceptance will be credited into your Central Depository System ("**CDS**") Account(s), subject to the terms and conditions as stated in the Abridged Prospectus and the Rights Subscription Form ("**RSF**") issued by the Company.

The Provisional Rights Shares is made subject to the provisions in the Abridged Prospectus issued by the Company. Bursa Securities has already prescribed the securities of the Company listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Provisional Rights Shares are prescribed securities and as such, all dealings in the Provisional Rights Shares will be by book entries through the CDS Accounts and will be governed by the SICDA and the Rules of Bursa Depository.

**ALL RIGHTS SHARES TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATES WILL BE ISSUED.**

It is the intention of the Board to allocate any Excess Rights Shares applied for under Part 1(b) of the RSF in the following priority:-

- (i) firstly, to minimise the incidence of odd lots; and
- (ii) secondly, for allocation to the Entitled Shareholders (including Mr. Loh Wee Hian) who have applied for excess Rights Shares on a pro-rata basis based on their respective shareholdings as at the Entitlement Date.

Nevertheless, the Board reserves the right to allot any excess Rights Shares applied under Part 1(b) of the RSF in such manner as the Board deems fit and expedient in the best interest of the Company subject always to such allocation being made on a fair and equitable basis, and that the intention of the Board set out above are achieved.

**NAME, ADDRESS AND CDS ACCOUNT NUMBER OF THE ENTITLED SHAREHOLDER**

--

NUMBER OF GHL SHARES HELD AS AT 5.00 P.M. ON 2 JULY 2013	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.24 PER RIGHTS SHARE (RM)

**IMPORTANT RELEVANT DATES AND TIMES:**

Entitlement Date.....	:	Tuesday, 2 July 2013 at 5.00 p.m.
Last day and time for the sale of Provisional Allotment of Rights Shares.....	:	Tuesday, 9 July 2013 at 5.00 p.m.
Last day and time for the transfer of Provisional Allotment of Rights Shares.....	:	Friday, 12 July 2013 at 4.00 p.m.
Last day and time for the acceptance and payment.....	:	Wednesday, 17 July 2013 at 5.00 p.m.*
Last date and time for the excess Rights Shares application and payment.....	:	Wednesday, 17 July 2013 at 5.00 p.m.*

\* or such later date and time as the Board may decide and announce not less than two (2) Market Days before the stipulated day and time

**BY ORDER OF THE BOARD**

Lim Poh Yen (MAICSA 7009745)  
Wong Wai Foong (MAICSA 7001358)  
Company Secretaries

Share Registrar  
**Tricor Investor Services Sdn Bhd (118401-V)**  
Level 17, The Gardens North Tower  
Mid Valley City, Lingkaran Syed Putra  
59200 Kuala Lumpur  
Tel. No.: 603-2264 3883  
Fax No.: 603-2282 1886

**THIS NOTICE OF PROVISIONAL ALLOTMENT IS DATED 2 JULY 2013**

**RIGHTS SUBSCRIPTION FORM**

Terms defined in the Abridged Prospectus dated 2 July 2013 ("Abridged Prospectus") shall have the same meanings when used in this Rights Subscription Form ("RSF") and the notes and instructions for completing this RSF unless stated otherwise.

THIS RSF RELATES TO THE ABRIDGED PROSPECTUS AND IS ISSUED FOR THE PURPOSE OF ACCEPTING THE RIGHTS SHARES PROVISIONALLY ALLOTTED AND APPLYING FOR EXCESS RIGHTS SHARES PURSUANT TO THE RIGHTS ISSUE (AS DEFINED HEREIN) OF GHL SYSTEMS BERHAD ("GHL" OR THE "COMPANY"). THE LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT IS 5.00 P.M. ON WEDNESDAY, 17 JULY 2013 OR SUCH LATER DATE AND TIME AS THE BOARD OF DIRECTORS OF GHL ("BOARD") MAY DETERMINE AND ANNOUNCE NOT LATER THAN TWO (2) MARKET DAYS BEFORE THE STIPULATED DATE AND TIME. THIS RSF IS ONLY APPLICABLE TO PERSONS WHO HAVE PROVISIONAL RIGHTS STANDING TO THE CREDIT IN HIS / HER / THEIR RESPECTIVE CENTRAL DEPOSITORY SYSTEM ("CDS") ACCOUNTS.



**GHL SYSTEMS BERHAD**

(Company No. 293040-D)

(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF 36,346,550 NEW ORDINARY SHARES OF RM0.20 EACH IN GHL SYSTEMS BERHAD ("GHL") ("RIGHTS SHARE(S)") AT AN ISSUE PRICE OF RM0.24 PER RIGHTS SHARE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) ORDINARY SHARES OF RM0.20 EACH HELD IN GHL AS AT 5.00 P.M. ON 2 JULY 2013 ("RIGHTS ISSUE")

**NAME AND ADDRESS OF APPLICANT** (in block letters as per Bursa Depository's Record)

**NRIC NO./ COMPANY NO.**

**CDS A/C NO.**

			-			-							
--	--	--	---	--	--	---	--	--	--	--	--	--	--

NUMBER OF GHL SHARES HELD AS AT 5.00 P.M. ON 2 JULY 2013	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.24 PER RIGHTS SHARE (RM)

(Note: If you have subsequently purchased additional Rights Shares from the open market, you should indicate your acceptance of the total Rights Shares that you have standing to the credit of your CDS Account under Part I(a) of this RSF.

To: The Board of Directors of GHL

**PART I - ACCEPTANCE OF PROVISIONAL RIGHTS SHARES AND APPLICATION FOR EXCESS RIGHTS SHARES**

In accordance with the terms of this RSF and the Abridged Prospectus dated 2 July 2013, I/we\* hereby irrevocably:-

- (a) \*accept the number of Rights Shares as stated below which were provisionally allotted/renounced/transferred to me/us\*; and
- (b) \*apply the number of Excess Rights Shares as stated below in addition to the above;

in accordance with and subject to the Memorandum and Articles of Association of the Company, and agree to accept the sum or any other amount that may be allotted to me/us\*.

I/We\* enclose herewith the appropriate remittance(s) as stated below, being the full and exact amount payable for the Rights Shares accepted and Excess Shares applied for, and hereby request for the said Rights Shares and Excess Shares to be credited into my/our\* valid and subsisting CDS Account as stated above:-

NUMBER OF RIGHTS SHARES ACCEPTED/ EXCESS SHARES APPLIED	AMOUNT PAYABLE (RM)	BANKER'S DRAFT/CASHIER'S ORDER/MONEY ORDER/POSTAL ORDER NO.	PAYABLE TO
(a) ACCEPTANCE			GHL RIGHTS SHARES ACCOUNT
(b) EXCESS			GHL EXCESS RIGHTS SHARES ACCOUNT

**PART II : DECLARATION**

I/We\* hereby confirm and declare that:

- (i) All information provided by me/us\* is true and correct;
- (ii) All information is identical with the information in the records of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") and further agree and confirm that in the event the said information differs from Bursa Depository's record as mentioned earlier, the exercise of my / our\* rights may be rejected; and
  - (a) I am 18 years of age or over.
  - (b) I am/We are\* resident(s) of Malaysia.
  - (c) I am/We are\* resident(s) of ..... (country) and having ..... citizenship.
  - (d) I am/We are\* nominee(s) of a person who is a Bumiputera\*/Non-Bumiputera\*/Non-Citizen\* resident in ..... (country) and having ..... citizenship.

I / We\* hereby accept all the terms and conditions set out in this RSF and the Abridged Prospectus and further confirm compliance with all requirements for acceptance as set out therein.

Affix  
Malaysian  
Revenue  
Stamp of  
RM10.00 here

Date \_\_\_\_\_

\_\_\_\_\_  
Signature/Authorised Signatory(ies)  
(Corporate bodies must affix their Common Seal)

\_\_\_\_\_  
Contact telephone no. (during office hours)

**LAST DATE AND TIME FOR:**

Acceptance and payment : Wednesday, 17 July 2013 at 5.00 p.m.#  
Excess application and payment : Wednesday, 17 July 2013 at 5.00 p.m.#

# or such later time and date as the Board may determine and announce not less than two (2) market days before the stipulated time and date

\* Please delete whichever is not appropriate

## NOTES AND INSTRUCTIONS IN COMPLETING THIS RSF

**THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. IN ACCORDANCE WITH THE CAPITAL MARKETS AND SERVICES ACT, 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS.**

**IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.** All enquiries concerning the procedures for acceptance, excess application and payment for the Rights Issue should be addressed to the Share Registrar of the Company, Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur. **INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.**

The Abridged Prospectus is issued in compliance with the laws of Malaysia only. This RSF together with the Abridged Prospectus and the Notice of Provisional Allotment ("NPA") (collectively the "Documents") are not intended to be (and will not be) issued, circulated or distributed, and the Rights Issue will not be made or offered or deemed to be made or offered for purchase or subscription, in countries or jurisdictions other than Malaysia or to persons who are or may be subject to the laws of any countries or jurisdictions other than the laws of Malaysia. No action has been or will be taken to ensure that the Rights Issue and the Documents comply with the laws of countries or jurisdictions other than the laws of Malaysia. The Rights Issue to which the Documents relate is only available to persons receiving the Documents within Malaysia. Accordingly, the Documents will not be despatched to entitled shareholders who do not have a registered address in Malaysia as stated in the Record of Depositors of the Company on the Entitlement Date. Any entitled shareholders and/or their renounee(s) (if applicable) who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult their legal advisers and/or other professional advisers as to whether the acceptance and/or renounee (as the case may be) of all or any part of their entitlements to the Rights Shares would result in the contravention of any laws of such countries or jurisdictions. Such entitled shareholders and/or their renounee(s) (if applicable) should note the additional terms and restrictions as set out in Section 10.08 of the Abridged Prospectus. Neither the Company, AmlInvestment Bank Berhad nor any other professional advisers shall accept any responsibility or liability whatsoever to any party in the event that any acceptance and/or renounee (as the case may be) of the entitlement to the Rights Shares made by the entitled shareholders and/or their renounee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in any such countries or jurisdictions.

A copy of the Abridged Prospectus has been registered with the Securities Commission, Malaysia ("SC"). The registration of the Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue or takes any responsibility for the correctness of statements made or opinions expressed in the Abridged Prospectus. A copy of the Abridged Prospectus, together with the NPA and this RSF, has also been lodged with the Registrar of Companies, who takes no responsibility for the contents of the Documents.

The approval from the shareholders of the Company for the Rights Issue was obtained at the Extraordinary General Meeting held on 2 April 2013. Approval from Bursa Malaysia Securities Berhad ("Bursa Securities") has been obtained vide its letter dated 14 December 2012 for, amongst others, the listing of the Rights Shares on the Main Market of Bursa Securities. The official listing of the Rights Shares will commence after, amongst others, receipt of confirmation from Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") that all CDS Accounts of the successful entitled shareholders and/or their renounees (if applicable) have been duly credited and notices of allotment have been despatched to them. The listing of the Rights Shares to be issued pursuant to the Rights Issue are in no way reflective of the merits of the Rights Issue.

All the documentation relating to the Rights Issue have been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm, after having made all reasonable inquiries, that to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which would make any statement in the Documents false or misleading.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia or "RM" in abbreviation. Terms defined in the Abridged Prospectus shall have the same meanings when used in this RSF, unless they are otherwise defined here or the context otherwise requires.

### INSTRUCTIONS:

#### (i) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance until 5.00 p.m. on Wednesday, 17 July 2013, or such later date and time as the Board may determine and announce. Where the closing date of acceptance is extended from the original closing date, the notice of such extension will be made not less than two (2) market days before the stipulated date and time.

#### (ii) FULL OR PART ACCEPTANCE OF THE RIGHTS SHARES

If you wish to accept all or any part of the Provisional Rights Shares, please complete Part I(a) and Part II of this RSF in accordance with the notes and instructions contained herein and return this RSF, together with the appropriate remittance made in RM for the full amount payable for the Rights Shares accepted in the form of Banker's Draft(s) / Cashier's Order(s) / Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia crossed "A/C PAYEE ONLY" made payable to "GHL RIGHTS SHARES ACCOUNT" and endorsed on the reverse side with your name and address in block letters and your CDS Account number, so as to be received by the Share Registrar of the Company by 5.00 p.m. on Wednesday, 17 July 2013 (or such later date and time as the Board may determine and announce not less than two (2) market days before the stipulated date and time). Cheques or any other mode(s) of payment are not acceptable.

If acceptance of and payment for the Provisional Rights shares are not received by the Share Registrar of the Company by 5.00 p.m. on Wednesday, 17 July 2013 (or such later date and time as the Board may determine and announce not less than two (2) market days before the stipulated date and time), the provisional entitlement made to you or the remainder thereof (as the case may be) will be deemed to have been declined and will be cancelled. The Board will then reserve the right to allot such Rights Shares to the applicants who have applied for Excess Rights Shares in the manner as set out in note (iii) below.

The remittance must be made in the exact amount payable for the Rights Shares accepted (Rounded up to the nearest sen). No acknowledgement of the receipt of this RSF or application monies in respect of the Rights Shares will be made by the Company or the Share Registrar of the Company. However, if your application is successful, a notice of allotment will be despatched to you by ordinary post to the address shown in the Record of Depositors of GHL provided by Bursa Depository at your own risk within eight (8) market days from the last date for acceptance and payment for the Rights Shares or such other period as may be prescribed by Bursa Securities.

#### (iii) APPLICATION FOR EXCESS RIGHTS SHARES

If you wish to apply for additional Rights Shares in excess of your entitlement, please complete Part I(b) of this RSF (in addition to Parts I(a) and II) and forward this RSF with a separate remittance made in RM for the full amount payable for the Excess Rights Shares applied for, to the Share Registrar of the Company. Payment for the Excess Rights Shares applied for should be made in the same manner as described in note (ii) above, and in the form of Banker's Draft(s), Cashier's Order(s), Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia crossed "A/C PAYEE ONLY", made payable to "GHL EXCESS RIGHTS SHARES ACCOUNT" and endorsed on the reverse side with your name and address in block letters and your CDS Account number, so as to be received by the Share Registrar of the Company by 5.00 p.m. on Wednesday, 17 July 2013 (or such later date and time as the Board may decide and announce not less than two (2) market days before the stipulated date and time).

No acknowledgement of receipt of this RSF or application monies in respect of the Excess Rights Shares will be issued. However, if your application is successful, a notice of allotment will be despatched to you by ordinary post to the address shown on the Record of Depositors of the Company provided by Bursa Depository at your own risk within eight (8) market days from the last date for application of and payment for the Excess Rights Shares or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially successful Excess Rights Shares applications, the full amount or the balance of the application monies, as the case may be, shall be refunded without interest and shall be despatched to the applicant by ordinary post to the address as shown in the Records of Depositors of the Company provided by Bursa Depository at your own risk within fifteen (15) market days from the last date of application of and payment for the Excess Rights Shares.

It is the intention of the Board to allocate any Excess Rights Shares in the following priority:-

- (i) firstly, to minimise the incidence of odd lots; and
- (ii) secondly, for allocation to the Entitled Shareholders (including Mr. Loh Wee Hian) who have applied for excess Rights Shares on a pro-rata basis based on their respective shareholdings as at the Entitlement Date.

Nevertheless, the Board reserves the right to allot any excess Rights Shares applied under Part I(b) of the RSF in such manner as the Board deems fit and expedient in the best interest of the Company subject always to such allocation being made on a fair and equitable basis, and that the intention of the Board set out above are achieved.

#### (iv) SALE OR TRANSFER OF THE PROVISIONAL RIGHTS SHARES

If you wish to sell or transfer all or part of your entitlement to the Provisional Rights Shares to one (1) or more person(s), you may do so immediately through your stockbroker(s) for the period up to the last date and time for sale or transfer of such Provisional Rights Shares, without first having to request for a split of the Provisional Rights Shares standing to the credit in your CDS Accounts.

To sell or transfer all or part of your entitlement to the Provisional Rights Shares, you may sell such entitlement on the open market or transfer such entitlement to such persons as may be allowed under the Rules of Bursa Depository.

If you have sold or transferred all or part of your Provisional Rights Shares, you may still accept the balance of the Provisional Rights Shares by completing Parts I(a) and II of this RSF. In selling or transferring all or part of your Provisional Rights Shares, you need not deliver any document including this RSF to your stockbroker(s). However, you must ensure that you have sufficient Provisional Rights Shares standing to the credit in your CDS Accounts that are available for settlement of the sale or transfer.

The purchaser(s) or transferee(s) of the Provisional Rights Shares may obtain a copy of this RSF from his/her/their stockbroker(s), the Share Registrar, the Registered Office or Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

#### (v) GENERAL INSTRUCTIONS

- (a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- (b) The Rights Shares subscribed by the entitled shareholders and/or their renounee(s) (if applicable) will be credited into their respective CDS Accounts as stated in this RSF or the exact accounts appearing in Bursa Depository's Record of Depositors.
- (c) Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of the Company and the Company shall not be under any obligation to account for such interest or other benefit to you.
- (d) The contract arising from the acceptance of the Provisional Rights Shares by you shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising therefrom.
- (e) The Board reserves the right to accept or reject any acceptance and/or application if the instructions hereinabove stated are not strictly adhered to or which are illegible.
- (f) A Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on this RSF.