

NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES (AS HEREINAFTER DEFINED)

The Provisional Allotment Letter is a prescribed security pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 and therefore, the Securities Industry (Central Depositories) Act, 1991, the Securities Industry (Central Depositories) Amendment Act, 1998 and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") shall apply in respect of dealings in the Provisional Allotment Letter.



GHL SYSTEMS BERHAD

(Company No. 293040-D)
(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE TWO-CALL RIGHTS ISSUE OF 204,222,660 NEW ORDINARY SHARES OF RM0.10 EACH ("RIGHTS SHARES") AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE (OF WHICH THE FIRST CALL OF RM0.08 IS PAYABLE IN CASH ON APPLICATION AND THE SECOND CALL OF RM0.02 IS PAYABLE OUT OF THE COMPANY'S SHARE PREMIUM AND RETAINED PROFITS ACCOUNTS) ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY FIVE (5) EXISTING ORDINARY SHARES OF RM0.10 EACH HELD AT 5.00 P.M. ON 5 SEPTEMBER 2005 ("TWO-CALL RIGHTS ISSUE")

Adviser and Managing Underwriter

AmMerchant Bank Berhad

(Company No. 23742-V)
A member of



AmInvestment Group

Underwriters

AmMerchant Bank Berhad
(23742-V)

AmSecurities Sdn Bhd
(92977-U)

To : Shareholders of **GHL SYSTEMS BERHAD** ("GHL" or "Company")

Dear Sir/Madam

The Board of Directors of GHL has provisionally allotted to you, in accordance with the Ordinary Resolution passed by the Company at the Extraordinary General Meeting convened on 30 May 2005 and the approval of the Securities Commission dated 15 July 2005, the number of Rights Shares as indicated below ("Provisional Allotment").

We wish to advise you that the following Rights Shares provisionally allotted to you in respect of the Two-Call 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 stated in the Abridged Prospectus and Rights Subscription Form dated 9 September 2005 issued by the Company.

Bursa Malaysia Securities Berhad ("Bursa Securities") has already prescribed the securities of GHL listed on the MESDAQ Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Rights Shares arising from the Two-Call Rights Issue are prescribed securities and as such, all dealings in the Provisional Allotment will be by book entry through CDS accounts and will be governed by the Securities Industry (Central Depositories) Act, 1991, the Securities Industry (Central Depositories) Amendment Act, 1998 and the Rules of Bursa Depository.

ALL RIGHTS SHARES TO BE ISSUED PURSUANT TO THE TWO-CALL RIGHTS ISSUE WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS OR THEIR RENOUNCEE(S) (IF APPLICABLE). NO RIGHTS ISSUE CERTIFICATES WILL BE ISSUED.

The Board of Directors of GHL reserves the right to allot the Rights Shares applied for under the Application for Excess Rights Shares in such manner as they deem fit or expedient. IT IS THE INTENTION OF THE BOARD OF DIRECTORS OF GHL TO ALLOT THE EXCESS RIGHTS SHARES IN SUCH MANNER THAT THE INCIDENCE OF ODD LOTS WILL BE MINIMISED. The Board of Directors of GHL will ensure that all Excess Rights Shares will be allocated in a fair and equitable manner.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER		

NUMBER OF ORDINARY SHARES HELD AT 5.00 P.M. ON 5 SEPTEMBER 2005	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.08 PER RIGHTS SHARE (RM)

IMPORTANT RELEVANT DATES	
LAST DATE AND TIME FOR:-	
Entitlement Date	: 5 September 2005 at 5.00 p.m
Sale of Provisional Allotment of Rights	: 23 September 2005 at 5.00 p.m
Transfer of Provisional Allotment of Rights	: 28 September 2005 at 4.00 p.m
Acceptance and Payment	: 6 October 2005 at 5.00 p.m*
Excess Shares Application and Payment	: 6 October 2005 at 5.00 p.m *
* or such later date and time as the directors of GHL, together with the Managing Underwriter, may decide and announce not less than two (2) market days before the original closing date	

By order of the Board
Chin Fook Kheong (MIA 12596)
Lim Lay Fong (MAICSA 7007624)
Company Secretaries

Share Registrar:
Symphony Share Registrars Sdn. Bhd. (Company No. 378993-D),
Level 26, Menara Multi-Purpose, Capital Square,
No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, Malaysia
Tel: 03-2721 2222

THIS NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES IS DATED 9 SEPTEMBER 2005

RIGHTS SUBSCRIPTION FORM

THIS RIGHTS SUBSCRIPTION FORM ("RSF") IS ISSUED FOR THE PURPOSE OF ACCEPTING THE RIGHTS SHARES (AS HEREINAFTER DEFINED) AND APPLYING FOR EXCESS RIGHTS SHARES PURSUANT TO THE TWO-CALL RIGHTS ISSUE (AS HEREINAFTER DEFINED) OF GHL SYSTEMS BERHAD ("GHL" OR "COMPANY"). THE LAST DAY AND TIME FOR ACCEPTANCE AND PAYMENT IS 5.00 P.M. ON 6 OCTOBER 2005 OR SUCH EXTENDED DATE AND TIME AS THE DIRECTORS OF GHL, TOGETHER WITH THE MANAGING UNDERWRITER, MAY DECIDE AND ANNOUNCE NOT LESS THAN TWO (2) MARKET DAYS BEFORE 6 OCTOBER 2005.

This RSF together with the appropriate remittance(s) must be submitted to the Share Registrar at:
Symphony Share Registrars Sdn Bhd (378993-D), Level 26, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur.



GHL SYSTEMS BERHAD

(Company No. 293040-D)
(Incorporated in Malaysia under the Companies Act, 1965)

AFFIX A RM10.00
MALAYSIAN REVENUE
STAMP HERE

RENOUNCEABLE TWO-CALL RIGHTS ISSUE OF 204,222,660 NEW ORDINARY SHARES OF RM0.10 EACH ("RIGHTS SHARES") AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE (OF WHICH THE FIRST CALL OF RM0.08 IS PAYABLE IN CASH ON APPLICATION AND THE SECOND CALL OF RM0.02 IS PAYABLE OUT OF THE COMPANY'S SHARE PREMIUM AND RETAINED PROFITS ACCOUNTS) ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY FIVE (5) EXISTING ORDINARY SHARES OF RM0.10 EACH HELD AT 5.00 P.M. ON 5 SEPTEMBER 2005 ("TWO-CALL RIGHTS ISSUE")

To: The Board of Directors
GHL SYSTEMS BERHAD (293040-D)

PART I - ACCEPTANCE OF RIGHTS SHARES

In accordance with the terms of this RSF and the Abridged Prospectus ("AP") dated 9 September 2005, I/we hereby irrevocably accept Rights Share(s) comprised in the notice of provisional allotment letter issued by the Company, which were provisionally allotted/renounced to me/us in accordance with and subject to the Memorandum and Articles of Association of the Company.

I/we enclose herewith Banker's Draft/Cashier's Order/Money Order/Postal Order No. for RM in favour of "GHL SYSTEMS BERHAD - RIGHTS ISSUE ACCOUNT", being the full amount payable for the said number of Rights Share(s) accepted, and hereby request for the said Rights Share(s) accepted to be credited into my/our valid and subsisting Central Depository System ("CDS") account as follows:-

NO. OF RIGHTS SHARES ACCEPTED	TOTAL AMOUNT PAYABLE AT RM0.08 PER RIGHTS SHARE (RM)

CDS ACCOUNT NO.											

PART II - APPLICATION FOR EXCESS RIGHTS SHARES

In accordance with the terms of this RSF and the AP dated 9 September 2005, I/we hereby irrevocably apply for excess Rights Share(s), in addition to the Rights Share(s) which were provisionally allotted/renounced to me/us and accepted by me/us as stated above, in accordance with and subject to the Memorandum and Articles of Association of the Company.

I/we enclose herewith Banker's Draft/Cashier's Order/Money Order/Postal Order No. for RM in favour of "GHL SYSTEMS BERHAD - EXCESS SHARES ACCOUNT", being the amount payable for the number of excess Rights Share(s) applied for and hereby request for the said excess Rights Share(s) applied for to be credited into my/our CDS account as above.

NO. OF EXCESS RIGHTS SHARES APPLIED	TOTAL AMOUNT PAYABLE AT RM0.08 PER RIGHTS SHARE (RM)

I/we hereby authorise you to return without interest, the balance of my/our application money should my/our application for the excess Rights Shares be only partially successful or not successful at all by ORDINARY POST to me/us at MY/OUR OWN RISK.

PART III - 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
 - * I am 18 years of age or over.
 - * I am/We are resident(s) of Malaysia.
 - * I am/We are resident(s) of(country) and having citizenship.
 - * 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 AP dated 9 September 2005 and further confirm compliance with all requirements for acceptance as set out therein.

NAME AND ADDRESS OF APPLICANT (in block letters as per Bursa Depository's record)	NATIONALITY / PLACE OF INCORPORATION
CONTACT TELEPHONE NUMBER OF APPLICANT (During office hours)	QUALIFIER (Beneficial owner) OF APPLICANT'S CDS ACCOUNT (if applicable)
If the Applicant is a natural person (as per Bursa Depository's record) NRIC No. Old: New: Passport No. (also state country)	If the Applicant is a body corporate (as per Bursa Depository's record) Company No./Registration No.
Race: (If Malaysian) Please tick (√) where appropriate <input type="checkbox"/> Malay <input type="checkbox"/> Indian <input type="checkbox"/> Chinese <input type="checkbox"/> Others (specify)	Type of Body Corporate. Please tick (√) where appropriate <input type="checkbox"/> Government Agencies/ Institutions/Statutory Bodies <input type="checkbox"/> Controlled by Non-Malaysians <input type="checkbox"/> Controlled by Malaysians (Malays/Natives) <input type="checkbox"/> Others (specify) <input type="checkbox"/> Controlled by Malaysians (Non-Malays/Non-Natives)

* Please delete whichever is not appropriate.

Dated this day of 2005

.....
Signature/Authorised Signatory(ies) (as per Bursa Depository's record)
(Corporate bodies must affix their Common Seal)

Computer Forms (Malaysia) Berhad KL TEL: 03-40236811
G-107629 GSB01-RSF GSB01-PAL

THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT.

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 adviser immediately. All enquiries concerning the Two-Call Rights Issue should be addressed to the Share Registrar of GHL, Symphony Share Registrars Sdn Bhd, Level 26, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, Malaysia. **INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE AP DATED 9 SEPTEMBER 2005 TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.** In accordance with the Securities Commission Act 1993, this RSF is not intended to be circulated unless accompanied by the AP dated 9 September 2005.

Approvals have been obtained from the Securities Commission ("SC") on 15 July 2005 and the shareholders of the Company at an Extraordinary General Meeting held on 30 May 2005 for the Two-Call Rights Issue. Approval-in-principle has been obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") on 10 August 2005 for the listing of and quotation for all the Rights Shares arising from the Two-Call Rights Issue and the Rights Shares will be admitted to the Official List of Bursa Securities and official quotation will commence after receipt of confirmation from Bursa Depository that all the CDS accounts of the entitled holders have been duly credited and notices of allotment have been despatched to the entitled holders.

A copy of the AP has been registered with the SC. A copy of the AP, together with the RSF, has also been lodged with the Registrar of Companies who takes no responsibility for their contents. The AP shall be valid for a period of twelve (12) months from the date of the issuance of the AP.

Neither Bursa Securities nor the SC takes any responsibility for the correctness of statements made or opinions expressed herein. Admission to the Official List and quotation of the said Rights Shares are in no way reflective of the merits of the Two-Call Rights Issue.

All documentation relating to the Two-Call Rights Issue has been seen and approved by the Board of Directors of GHL and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries, and 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 these documents false or misleading.

This RSF, together with the AP and notice of provisional allotment are not intended to be (and will not be) issued, circulated or distributed, and the Two-Call Rights Issue will not be made or offered or deemed to be made or offered, in any country or jurisdiction 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 Two-Call Rights Issue and this RSF comply with the laws of jurisdictions other than the laws of Malaysia. It shall be the sole responsibility of entitled shareholders to consult their legal and/or other professional advisers as to whether the acceptance or sale/transfer (as the case may be) of the provisional allotment of the shares made by entitled shareholders and/or their transferees or application for excess shares would result in the contravention of any laws of such countries or jurisdiction. Such shareholders should also refer to Section 4.8 of the AP for further information. Neither GHL, AmMerchant Bank Berhad nor any other advisers to the Two-Call Rights Issue shall accept any responsibility or liability in the event that any acceptance or sale/transfer of the provisional allotment of shares made by the entitled shareholders and/or their transferees shall become illegal, unenforceable, voidable or void in any country or jurisdiction.

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

INSTRUCTIONS:-**(i) CLOSING DATE FOR ACCEPTANCE / APPLICATION**

This RSF is valid for acceptance until 5.00 p.m. on 6 October 2005, or such extended date and time as the directors of GHL, together with the Managing Underwriter, may decide 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 6 October 2005.

If acceptance and payment(s) in the manner specified herein are not received by the Share Registrar of GHL, Symphony Share Registrars Sdn Bhd, Level 26, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, Malaysia by 5.00 p.m. on 6 October 2005 (or such extended date and time as the directors of GHL, together with the Managing Underwriter, may decide and announce not less than two (2) market days before 6 October 2005) for any part of the Rights Shares provisionally allotted to you, such provisional allotment will be deemed to have been declined and will be cancelled. The Board of Directors of GHL will then have the right to allot the Rights Shares not taken up in such manner as they deem fit or expedient. It is the intention of the Board of Directors of GHL to allot the Rights Shares available for excess application in such manner, that the incidence of odd lots will be minimised.

(ii) ACCEPTANCE OF RIGHTS

If you wish to accept the Rights Shares provisionally allotted to you either in full or in part, please complete Parts I and III of this RSF and return this RSF, together with the appropriate remittance made out in Ringgit Malaysia by Banker's Draft/Cashier's Order/Money Order or Postal Order drawn on a bank or post office in Malaysia and made payable to "GHL SYSTEMS BERHAD - RIGHTS ISSUE ACCOUNT" and crossed "A/C PAYEE ONLY" and endorsed on the reverse side with your name and address in block letters and your CDS account number, for the FULL amount payable for the Rights Shares accepted, to be received by the Share Registrar of GHL, Symphony Share Registrars Sdn Bhd, Level 26, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, Malaysia before 5.00 p.m. on 6 October 2005 (or such extended date and time as the directors of GHL, together with the Managing Underwriter, may decide and announce not less than two (2) market days before 6 October 2005). Cheques or any other mode of payments are not acceptable.

The remittance must be made for the exact amount payable for the Rights Shares accepted. No acknowledgement will be issued but a Notice of Allotment will be despatched to you by ordinary post to the address stated in this RSF within fifteen (15) market days from the last date of acceptance and payment for the Rights Shares at your own risk.

(iii) APPLICATION FOR EXCESS RIGHTS SHARES

If you wish to apply for the Rights Shares in addition to those provisionally allotted to you, please complete Part II of this RSF (in addition to Parts I and III) and forward this RSF, with a SEPARATE remittance made out in Ringgit Malaysia by Banker's Draft/Cashier's Order/Money Order or Postal Order drawn on a bank or post office in Malaysia and made payable to "GHL SYSTEMS BERHAD - EXCESS SHARES ACCOUNT" and crossed "A/C PAYEE ONLY" and endorsed on the reverse side with your name and address in block letters and your CDS account number, for the FULL amount payable for the excess Rights Shares applied for, to be received by the Share Registrar of GHL, Symphony Share Registrars Sdn Bhd, Level 26, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, Malaysia before 5.00 p.m. on 6 October 2005 (or such extended date and time as the directors of GHL, together with the Managing Underwriter, may decide and announce not less than two (2) market days before 6 October 2005). Cheques or any other mode of payments are not acceptable. No acknowledgement will be issued but a Notice of Allotment will be despatched to you by ordinary post to the address stated in this RSF within fifteen (15) market days from the last date for application for the excess Rights Shares.

If no excess Rights Shares are allotted to you, the amount paid on application therefor will be returned in full without interest by ordinary post to the address stated in this RSF at your own risk within fifteen (15) market days from the last date for application and payment for the excess Rights Shares. Where an application is accepted in part only, the surplus of the application monies will be refunded without interest and shall be despatched to the applicant by ordinary post to the address stated in this RSF at your own risk within fifteen (15) market days from the last date for application and payment for the excess Rights Shares.

The Board of Directors of GHL reserves the right not to accept any application or to accept any application in part only for excess Rights Shares, without assigning any reason thereof.

(iv) SALE/TRANSFER OF THE PROVISIONAL ALLOTMENT OF RIGHTS

If you wish to sell/transfer all or part of your provisional allotment of Rights Shares, you may do so through your stockbroker for the period up to the last day for trading of the provisional allotment of Rights Shares. You may immediately sell or transfer your provisional allotment of Rights Shares (in accordance with the Rules of Bursa Depository) in full or in part without first having to request the Company for a splitting of your provisional allotment of Rights Shares standing to the credit of your CDS account.

In selling/transferring all or part of your provisional allotment of Rights Shares, you need not deliver any document, including this RSF, to the stockbroker. **However, you must ensure that you have sufficient provisional allotment of the Rights Shares standing to the credit of your CDS account that are available for settlement of the sale.**

The purchaser(s)/renounee(s) can obtain a copy of this RSF for the acceptance of his/her/their rights from his/her/their stockbroker, all Malaysian stockbroking companies, the Registered Office of the Company, the Share Registrar's office or Bursa Securities' website at www.bursamalaysia.com.

If you have sold/transferred only part of the provisional allotment of Rights Shares, you may still accept the balance of your provisional allotment of Rights Shares by completing Parts I and III of this RSF and forwarding the RSF together with the relevant payment to the Share Registrar of GHL, Symphony Share Registrars Sdn Bhd.

(v) GENERAL INSTRUCTIONS

(a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.

(b) Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on the RSF.

(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 allotment of 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 of Directors of GHL reserves the right to accept or reject any acceptance and/or application if the instructions hereinabove stated are not strictly adhered to.

(f) The Rights Shares subscribed by the entitled shareholders and/or their renounees will be credited into their respective CDS accounts as stated on the RSF or the exact accounts appearing in Bursa Depository's Record of Depositors.