

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:-

- all information provided by me/us is true and correct;
- 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)

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.

- (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.