### NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES WITH WARRANTS

The provisional allotment of Rights Shares with Warrants (as defined herein) as contained in this Notice of Provisional Allotment are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 ("SICDA 1991") and therefore, SICDA 1991, the Securities Industry (Central Depositories) Amendment Act, 1998 ("SICDA 1998") and any amendments thereof and the Rules of Bursa Malaysia Depository Sdn Bhd (165570-W) ("Bursa Depository") shall apply in respect of dealings in the provisional allotment of Rights Shares with Warrants.



# (Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF 255,166,667 NEW ORDINARY SHARES OF RM0.10 EACH IN EDUSPEC HOLDINGS BERHAD ("EDUSPEC SHARES") ("RIGHTS SHARE(S)") TOGETHER WITH 382,750,000 NEW FREE DETACHABLE WARRANTS ("WARRANT(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE AND ONE POINT FIVE (1.5) FREE WARRANTS FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM0.10 EACH IN EDUSPEC HELD AS AT 5.00 P.M. ON 29 NOVEMBER 2013 AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE ("RIGHTS ISSUE WITH WARRANT")



## To: Shareholders of Eduspec Holdings Berhad ("Eduspec")

Dear Sir/Madam

Our Board of Directors ("**Board**") has provisionally allotted to you the number of Rights Shares with Warrants as indicated below, in accordance with the Ordinary Resolution passed by our shareholders at the Extraordinary General Meeting convened on 27 September 2013, the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") via its letter dated 16 August 2013 and the approval of the Controller of Foreign Exchange (via Bank Negara Malaysia) via its letter dated 8 April 2013 in relation to the Rights Issue with Warrants ("**Provisional Allotment**").

We wish to advise that the following number of Rights Shares with Warrants provisionally allotted to you in respect of the Rights Issue with Warrants 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 Rights Subscription Form ("RSF") and the Abridged Prospectus dated 29 November 2013 issued by Eduspec.

The Provisional Allotment is made subject to the provisions in the Abridged Prospectus dated 29 November 2013 issued by Eduspec. Bursa Securities has already prescribed the securities of Eduspec, listed on the ACE Market of Bursa Securities, to be deposited with Bursa Depository. Accordingly, the Provisional Allotment arising from the Rights Issue with Warrants are prescribed securities, as such, all dealings in the Provisional Allotment will be by way of book entries through CDS account(s) and will be governed by the SICDA 1991, the SICDA 1998 and the Rules of Bursa Depository.

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

The Excess Rights Shares with Warrants shall be made available for excess applications by the Entitled Shareholders and/or their renouncee(s) (if applicable). It is the intention of our Board to allot the Excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the following priority:

- to minimise the incidence of odd lots; (i) (ii)
- on a pro-rata basis to the Entitled Shareholders who have applied for Excess Rights Shares with Warrants, taking into consideration their respective shareholdings in our Company as at the Entitlement Date on a board lot basis;
- (iii) on a pro-rata basis to the Entitled Shareholders who have applied for Excess Rights Shares with Warrants, taking into consideration the quantum of their respective excess application; and
- (iv) on a pro-rata basis to the renouncee(s) who have applied for Excess Rights Shares with Warrants, taking into consideration the guantum of their respective excess appllication.

Nevertheless, our Board reserves the right to allot any Excess Rights Shares with Warrants applied for under Part I (B) of the RSF in such manner as our Board deems fit and expedient in the best interest of our Company subject always to such allocation being made on a fair and equitable basis, and that the intention of our Board as set out above are achieved. Our Board also reserves the right to accept any Excess Rights Shares with Warrants application, in full or in part, without assigning any reason. NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER

NUMBER OF EDUSPEC SHARES HELD AT 5.00 P.M. ON 29 NOVEMBER 2013	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	NUMBER OF WARRANTS ATTACHED TO RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.10 PER RIGHTS SHARE (RM)
IMPORTANT RELEVANT DATES AND Entitlement date Last Date and Time for:	DTIME	Frida	ay, 29 November 2013 at 5.00 p.m.

Sale of provisional allotment of rights	:	Friday, 6 December 2013 at 5.00 p.m.		
Transfer of provisional allotment of rights	:	Wednesday, 11 December 2013 at 4.00 p.m.		
Acceptance and payment	:	Monday, 16 December 2013 at 5.00 p.m.*		
Excess application and payment	:	Monday, 16 December 2013 at 5.00 p.m.*		
* or such later date and time as our Board and Principal Adviser may decide and announce not less than two (2) market days before the stipulated date and time.				

By order of the Board

Wong Youn Kim (MAICSA 7018778) Sin May Peng (MAICSA 7018354)

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 29 NOVEMBER 2013

accepting the Rights defined herein) of Ed	Shares with Warrants (as define uspec Holdings Berhad ("Edusp	d herein) and applying for E. ec" or the "Company"). You	ccess Rights Shares with Wa should read and understand	the notes	spectus") and is issued for the purpose of suant to the Rights Issue with Warrants (as and instructions as set out in this RSF and .00 p.m. on 16 December 2013 or such later
time and date as may		by our Board of Directors ("B	oard"). This RSF is only appl		persons who have provisional Rights Shares
			2		
			LDINGS BHD (646756-X) ader the Companies Act, 1965)		
("RIGHTS SHARE(S AND ONE POINT FI	)") TOGETHER WITH 382,750,0 VE (1.5) FREE WARRANTS FO	000 NEW FREE DETACHAB R EVERY TWO (2) EXISTIN	LE WARRANTS ("WARRAN G ORDINARY SHARES OF	IT(S)") ON RM0.10 E	LDINGS BERHAD ("EDUSPEC SHARES") N THE BASIS OF ONE (1) RIGHTS SHARE ACH IN EDUSPEC HELD AS AT 5.00 P.M.
NAME AND ADDRESS	2013 AT AN ISSUE PRICE OF F	KMU.10 PER RIGHTS SHAR	E ("RIGHTS ISSUE WITH W		<i>"</i> )
(in block letters as per Bursa Depositors Record)					
NRIC NO./ PASSPORT NO.					
(STATE COUNTRY) / COMPANY NO.					
CDS A/C NO.	-	-			
NUMBER OF EDUSPE 5.00 P.M. ON 29 N	O SHARLS HELD AT	ER OF RIGHTS SHARES NALLY ALLOTTED TO YOU	NUMBER OF WARRAN ATTACHED TO RIGHTS S PROVISIONALLY ALLOTTEN	HARES	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.10 PER RIGHTS SHARE (RM)
	subsequently purchased addition Rights Shares with Warrants th				buld indicate your acceptance of the total Part I (A) below.
To: Our Board of Dir PART I - ACCEPTA	ectors of Eduspec NCE OF THE RIGHTS SHARES	WITH WARRANTS AND E	XCESS RIGHTS SHARES W	/ITH WAR	RANTS APPLICATION
(a) accept the numb	ne terms of this RSF and the Abr per of Rights Shares with Warran r of Excess Rights Shares with V	ts as stated below which wer	e provisionally allotted/renou	nced to m	e/us*;
in accordance with a I/We* enclose herew Excess Rights Share	nd subject to the Memorandum a	and Articles of Association of )/reference for payment as sta d for, and hereby request for	the Company.		e for the Rights Shares with Warrants and/or and/or Excess Rights Shares with Warrants
ACCEPTED/EX	ITS SHARES WITH WARRANTS CESS RIGHTS SHARES WITH RRANTS APPLIED	AMOUNT PAYABLE BASED ON RM0.10 PER RIGHT SHARE (RM)	BANKER'S DRAFT/CASH ORDER/MONEY ORDER/PC ORDER NO.		PAYABLE TO
(a) ACCEPTANCE					EDUSPEC RIGHTS SHARES ACCOUNT
(b) EXCESS					EDUSPEC EXCESS RIGHTS SHARES ACCOUNT
<ul> <li>(ii) All information the event the si</li> <li>(a) I am 18 yea</li> <li>(b) I am/We ar</li> <li>(c) I am/We ar</li> <li>(d) I am/We ar</li> <li>I am/We ar</li> </ul>	and declare that: provided by me/us* is true and co is identical with the information in aid information differs from Bursa ars of age or over. e * resident(s) of Malaysia. e * resident(s) of	the records of Bursa Malays Depository's record as men 	tioned earlier, the exercise of ng utera <sup>#</sup> /Non-Malaysian <sup>#</sup> resid	my/our* ri citizenshi lent in	i <b>tory</b> ") and further agree and confirm that in ights may be rejected; and p. (country) and having pectus dated 29 November 2013 and further
			Affix RM10.00 Malaysian Revenue Stamp here		Date
	ature/Authorised Signatory(ies)				Contact telephone no. (during office hours)
	bodies must affix their Common	Seal)			

	····· ·	Monuay, To December 2013 at 5.00 p
* or such later date and time as our Board and Principal Adviser may decide and announc	e not less than two (2) n	narket days before the stipulated date and time.

## THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT.

IT IS RSF IS NOT A TRANSPERABLE OR NEGUTIABLE 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 ADVISERS IMMEDIATELY. If you have sold or transferred all your shares in Eduspec Holdings Berhad (Company No. 646756-X) ("Eduspec" or the "Company"), you should at once hand this AP, together with the Notice of Provisional Allotment ("NPA") and the Rights Subscription Form ("RSF") to the agent or broker through whom you effected the sale or transfer for onward transmission to the purchaser or transferee. All enquiries concerning the Rights Issue with Warrants (as defined herein) should be addressed to our Share Registrar, Tricor Investor Services Sdn Bhd (118401-V), Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, S9200 Kuala Lumpur, YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS ("AP") TO WHICH THIS RSF RELATES BEFORE COMPLETING AND SIGNING THIS RSF. IN ACCORDANCE WITH THE CAPITAL MARKETS & SERVICES ACT, 2007 ("CMSA"), THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE AP DATED 29 NOVEMBER 2013. This AP together with the INPA and the RSF (Collectively the "Documente") are only dependented to an observated and the accenter of the Start Start

Markets & SERVICES ACT, 2007 ("CMSA"), THIS RSF MUST NOT BE CIRCULATED UNLEDS ACCOMPANIED BY THE AP DATED 29 NOVEMBER 2013. This AP, together with the NPA and the RSF (collectively, the "Documents") are only despatched to our shareholders whose names appear in our Record of Depositors as at 5.00 p.m. on 29 November 2013 ("Entitlement Date") at their registered address in Malaysia or who have provided our Share Registrar with a registered address in Malaysia on later than 5.00 p.m. on 29 November 2013. The Documents, are not intended to be and will not be issued, circulated or distributed, and the Right Suse with Warrants is no tintended to be and will not be issued, circulated or distributed, and the Right Suse with Warrants in or intended to be and will not be issued, circulated or distributed, and the Right Suse with Warrants in or the leave of offered or deemed to be made or offered for purchase or subscription, in any countries or jurisdictions other than the laws of Malaysia or to persons who are or may be subject to the laws of any jurisdiction other than Malaysia for filing and/or registration of the Documents. The Rights Issue with Warrants to which this AP relates is only available to persons receiving this AP and the RSF electronically or otherwise within Malaysia. The Documents does not constitute an offer, solicitation or invitation to subscribe for the Rights Issue with Warrants in any jurisdictions other than Malaysia or to any person to whom it may be unlawful to make such an offer, solicitation or invitation. For practical reasons and in order to avoid any violation of the securities legislation addresses obtaied Malaysia unless they have provided an address in Malaysia for the service of this Documents has not been and will not be emay and market with a registered addresses obtaied Malaysia unless they have provided an address to the Rights Issue with Warrants. Neither the Company nor MIDF Amanah Investment Bank Berhad ('MIDF Investment') nor any other advisers to the Rights Issue with Warrants

of the securities being offered for investment. A copy of the Documents has also been lodged with the Registrar of Companies, who takes no responsibility for the contents of the Documents. Approval for this Rights Issue with Warrants has been obtained from our shareholders at the Extraordinary General Meeting held on 27 September 2013. Approval has been obtained from Bursa Malaysia Securities Berhad ("**Bursa Securities**") via its letter dated 16 August 2013 for the admission of the Warrants on the Official List of Bursa Securities, the listing of and quotation for the Rights Shares and Warrants to be issued under the Rights Issue with Warrants and new Eduspec Shares to be issued upon exercise of the Warrants on the ACE Market of Bursa Securities. However, this is not an indication that Bursa Securities recommends the Rights Issue with Warrants. Admission of the Warrants on the ACE Market of Bursa Securities and the listing of and quotation for the Rights Shares, Warrants and the new Eduspec Shares to be issued upon exercise of the Warrants on the ACE Market of Bursa Securities and the listing of and quotation for the Rights Issue with Warrants to the Official List and the listing of and quotation for the Rights Issue with Warrants to the Official List of Bursa Securities are in no way reflective of the merits of the Rights Issue with Warrants. The admission of Warrants to the Official List and the listing of and quotation for the Rights Bhares, Warrants and the new Eduspec Shares to be issued upon exercise of the Warrants on the ACE Market of Bursa Securities will commence after, amongst others, receipt of confirmation from Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") that all Central Depository Accounts ("**CDS Accounts**") of the successful Entitled Shareholders and/or their renouncee(s) (if applicable) have been duly credited and notices of allotment have been despatched to them.

Neither the SC nor Bursa Securities takes any responsibility for the correctness of statements made or opinions expressed herein.

Our Board of Directors ("Board") has seen and approved all the documentation relating to the Rights Issue with Warrants in the Documents. They individually and collectively 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 which if omitted would make any statement in the Documents false or misleading.

MIDF Investment, being the Principal Adviser for the Rights Issue with Warrants, acknowledges that, based on all available information, and to the best of its knowledge and belief, this AP constitutes a full and true disclosure of all material facts concerning the Rights Issue with Warrants.

Unless otherwise stated, the unit of currency used in this RSF is RM and sen. Terms defined in the Abridged Prospectus dated 29 November 2013 shall have the same meaning when used in this RSF, unless stated otherwise or the context otherwise requires.

### INSTRUCTIONS:

#### LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance until 5.00 p.m. on 16 December 2013 or such later date and time as our Board and Principal Adviser may decide in its absolute discretion and announce not less than two (2) market days before the stipulated date and time.

#### FULL OR PART ACCEPTANCE OF THE RIGHTS SHARES WITH WARRANTS (iii)

FULL OR PART ACCEPTANCE OF THE RIGHTS SHARES WITH WARRANTS The Rights Issue with Warrants is renounceable in full or in part. If you wish to accept all or part of your entitlement to the Rights Shares with Warrants, you may do so by completing Parts I (A) and II of this RSF and forwarding this RSF. together with the appropriate remittance(s) in RM 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 made payable to "EDUSPEC RIGHTS SHARES ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name, address and your CDS Account number for the full amount payable for the Rights Shares with Warrants accepted, to be received by the Share Registrar at the address above not later than 5.00 p.m. on 16 December 2013 (or such later date and time as our Board and Principal Adviser may decide in its absolute discretion and announce not less than two (2) market days before the stipulated date and time). Any excess or insufficient payment and other than in the manner stated in this RSF may be rejected at the absolute discretion of your Board. Cheques or any other mode(s) of payment not prescribed herein are not acceptable. No acknowledgement will be issued by our Company or the Share Registrar for the receipt of this RSF or the application is successful, the Rights Shares with Warrants. Proof of time of postage shall not constitute proof of time of receipt by the Share Registrar. However, if your application is successful, the Rights Shares with Warrants will be allotted and an incice of acceptance and payment for the Rights Shares with Warrants or such other period as may be prescribed by Bursa Securities. You should note that all RSF and remittances lodged with the Share Registrar will be irrevocable and cannot be subsequently withdrawn. In respect of unsuccessful or partially accepted applications, the full amount or the surplus application monies, as the case may be, will be refunded without interest an

#### APPLICATION FOR EXCESS RIGHTS SHARES WITH WARRANTS

APPLICATION FOR EXCESS RIGHTS SHARES WITH WARRANTS
If you wish to apply for additional Rights Shares with Warrants in excess of those provisionally allotted to you, you may do so by completing Part I (B) of this RSF (in addition to Parts I (A) and II of this RSF) and forwarding this RSF, together with a SEPARATE remittance in RM 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 made payable to "EDUSPEC EXCESS RIGHTS SHARES ACCOUNT" and crossed "ACCOUNT" PAYEE ONLY" and endorsed on the reverse side with your name, address and your CDS Account number for the full amount payable for the Excess Rights Shares with Warrants applied for, to be received by the Share Registrar at the address above not later than 5.00 p.m. on 16 December 2013 (or such later date and time as our Board and Principal Adviser may decide in its absolute discretion and announce not less than two dure than so the trans to pay the respect to the stipulated date and time). Any excess or insufficient payment and other than in the manner stated in this RSF may be rejected at the absolute discretion of our Board. Cheques or any other mode(s) of payment not prescribed herein are not acceptable. No acknowledgement will be issued by our Company or the Share Registrar for the receipt of the Excess Rights Shares with Warrants application or the application monies in respect thereof. Proof of time of postage shall not constitute proof of time of receipt by the Share Registrar. However, if your application is successful, the Excess Rights Shares with Warrants will be allotted and a notice of allotment will be despatched to you by ordinary post to the address a stated in the Record of Depositors at your own risk within eight (8) market days from the last date and time for application in successful theres. Excess Rights Shares with Warrants application is successful the Excess Rights Shares with Warrants will be restricted and a notice of allotment will be excess Rights Shares w

- to minimise the incidence of odd lots
- (ii) on a pro-rata basis to the Entitled Shareholders who have applied for Excess Rights Shares with Warrants, taking into consideration their respective shareholdings in our Company as at the Entitlement Date on a board lot basis:

on a pro-rata basis to the Entitled Shareholders who have applied for Excess Rights Shares with Warrants, taking into consideration the quantum of their respective excess application; and

(iv) on a pro-rate basis to the renounce(s) who have applied for Excess Rights Shares with Warrants, taking into consideration the quantum of their respective excess application. Nevertheless, our Board reserves the right to allot any Excess Rights Shares with Warrants, taking into consideration the quantum of their respective excess application. Nevertheless, our Board reserves the right to allot any Excess Rights Shares with Warrants applied for under Part 1 (B) of the RSF in such manner as our Board deems fit and expedient in the best interest of our Company subject always to such allocation being made on a fair and equitable basis, and that the intention of our Board as set out above are achieved. Our Board also reserves the right to accept any Excess Rights Shares with Warrants application, in full or in part, without assigning any reason.

#### SALE/TRANSFER OF PROVISIONAL RIGHTS SHARES WITH WARRANTS (iv)

SALE/TRANSFER OF PROVISIONAL Right's SharkE's with WarRARN'S As an Entitled Shareholder, you may wish to sell or transfer all or part of your entitlement to the Provisional Rights Shares with Warrants to one (1) or more than one (1) person immediately through your stockbroker(s) without first having to request for a split of the Provisional Rights Shares with Warrants standing to the credit of your CDS Account(s). To sell/transfer all or part of your entitlement to the Provisional Rights Shares with Warrants, you may sell such entitlement on the open market or transfer such entitlement to such person(s) as may be allowed pursuant to the Rules of Bursa Depository for the period up to the last date and time for the sale/transfer of the Provisional Rights Shares with Warrants. In selling/transferring all or part of your entitlement to the Provisional Rights Shares with Warrants, you need not deliver any document, including this RSF, to your stockbroker(s). You are however, advised to ensure that there is sufficient Provisional Rights Shares with Warrants, you need not deliver any document, including this RSF, to your stockbroker(s). You are however, advised to ensure that there is sufficient Provisional Rights Shares with Warrants standing to the credit of your CDS Account(s) for settlement of the sale/transfer. Purchaser(s) of the Provisional Rights Shares with Warrants may obtain a copy of the Abridged Prospectus and this RSF from all Malaysian stockbroking companies, Bursa Securities' website (www.bursamalaysia.com), the Registered Office or the Share Registrar.

If you have sold/transferred only part of your entitlement to the Provisional Rights Shares with Warrants, you may still accept the balance of your entitlement to the Provisional Rights Shares with Warrants by completing Parts I (A) and II of this RSF and forwarding this RSF together with the appropriate remittance for the full amount payable for the balance of the Rights Shares with Warrants accepted to the Share Registrar in accordance with the instructions as set out in Section (ii) of this RSF.

#### GENERAL INSTRUCTIONS

- (a) (b)
- (c)
- (d)
- All applications must sign on the front page of this RSF. All corporate bodies must affix their Common Seals. Rights Shares with Warrants subscribed by the entitled shareholders and/or their renouncee(s) will be credited into their respective CDS accounts as shown in the Record of Depositors. Any interest or other benefit accruing on or arising from or in connection with any remittance shall be for the benefit of our Company and our Company shall not be under any obligation to account for such interest or other benefit to you. The contract arising from the acceptance of the provisionally allotted Rights Share with Warrants 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.
- Our Company reserves the right to accept or reject any acceptance and/or application (if applicable) if the instructions stated hereinabove are not strictly adhered to. The Entitled Shareholders and/or their renouncee(s) (if applicable) should note that the RSF and remittances so lodged with the Share Registrar shall be irrevocable and may not subsequently be withdrawn. Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on this RSF. (e) (f)
- (g)