

**NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES**

All terms and abbreviations used herein shall have the same meanings as those defined in the Abridged Prospectus dated 24 May 2016 ("Abridged Prospectus") issued by our Company unless stated otherwise.

The Provisional Rights Shares as contained in this Notice of Provisional Allotment ("NPA") are prescribed securities pursuant to Section 14(5) of the SICDA as amended from time to time. Therefore, all dealings in the Provisional Rights Shares will be subject to SICDA and the Rules of Bursa Depository.



## Boustead Holdings Berhad

(Company No. 3871-H)  
(Incorporated in Malaysia under the Companies Act, 1965)

**RENOUNCEABLE RIGHTS ISSUE OF UP TO 413,671,221 NEW ORDINARY SHARES OF RM0.50 EACH IN BOUSTEAD HOLDINGS BERHAD ("BHB") ("BHB SHARES") ("RIGHTS SHARES") ON THE BASIS OF 2 RIGHTS SHARES FOR EVERY 5 EXISTING BHB SHARES HELD AS AT 5.00 P.M. ON 24 MAY 2016 AT AN ISSUE PRICE OF RM2.55 PER RIGHTS SHARE ("RIGHTS ISSUE")**

Principal Adviser



**AFFIN HWANG**  
CAPITAL

**AFFIN HWANG INVESTMENT BANK BERHAD**  
(Company No.: 14389-U)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

**To: Our Entitled Shareholders**

Dear Sir/Madam,

Our Board has provisionally allotted to you, in accordance with the resolutions passed at the EGM of our Company convened on 4 April 2016 and the approval of Bursa Securities via its letter dated 3 March 2016, the number of Rights Shares as indicated below ("**Provisional Allotment**").

We wish to advise that the following number of Rights Shares provisionally allotted to you in respect of the Rights Issue have been confirmed by Bursa Depository and upon acceptance will be credited into your CDS account(s) subject to the terms and conditions as stated in the Abridged Prospectus and the RSF issued by our Company.

The Provisional Allotment is made subject to the provisions in the Abridged Prospectus issued by our Company. Bursa Securities has prescribed the BHB Shares, listed on the Main Market of Bursa Securities, to be deposited with Bursa Depository. Accordingly, the Provisional Allotment are prescribed securities and as such, all dealings in the Provisional Allotment will be subject to 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 ACCOUNT(S) OF ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S)/TRANSFEREE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATE WILL BE ISSUED.**

Our Board reserves the right to allot the Excess Rights Shares, if any, applied for under Part I(b) of the RSF in such manner as it 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 the Board as set out below is achieved. Our Board also reserves the right to accept any Excess Rights Shares application, in full or in part, without assigning any reason thereof.

It is the intention of our Board to allot the Excess Rights Shares, if any, on a fair and equitable basis and in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to the Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lots, calculated based on their respective shareholdings as at the Entitlement Date;
- (iii) thirdly, for allocation to the Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares application; and
- (iv) finally, for allocation to renounee(s)/transferee(s) (if applicable) who have applied for the Excess Rights Shares, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares application.

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

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NUMBER OF BHB SHARES HELD AT 5.00 P.M. ON 24 MAY 2016	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM2.55 PER RIGHTS SHARE (RM)

**IMPORTANT RELEVANT DATES AND TIME:-**

Entitlement Date ..... : Tuesday, 24 May 2016 at 5.00 p.m.

**LAST DATES AND TIMES FOR:-**

Last date and time for sale of Provisional Rights Shares ..... : Tuesday, 31 May 2016 at 5.00 p.m.

Last date and time for transfer of Provisional Rights Shares ..... : Friday, 3 June 2016 at 4.00 p.m.

Last date and time for acceptance and payment ..... : Wednesday, 8 June 2016 at 5.00 p.m.\*

Last date and time for excess application and payment ..... : Wednesday, 8 June 2016 at 5.00 p.m.\*

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

By order of the Board  
**TASNEEM MOHD DAHALAN (LS 0966)**  
Secretary

Share Registrar  
**Tricor Investor & Issuing House Services Sdn Bhd (11324-H)**  
Unit 32-01, Level 32  
Tower A, Vertical Business Suite  
Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur  
Tel: 603 - 2783 9299  
Fax: 603 - 2783 9222

**THIS NOTICE OF PROVISIONAL ALLOTMENT IS DATED 24 MAY 2016**



**THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. IN ACCORDANCE WITH THE CAPITAL MARKETS & SERVICES ACT, 2007 ("CMSA"). 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 RIGHTS ISSUE SHOULD BE ADDRESSED TO OUR SHARE REGISTRAR, TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD, UNIT 32-01, LEVEL 32, TOWER A, VERTICAL BUSINESS SUITE, AVENUE 3, BANGSAR SOUTH, NO. 8, JALAN KERINCHI, 59200 KUALA LUMPUR. YOU 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 NPA (collectively referred to as "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, as such, in any countries or jurisdictions other than Malaysia. No action has been or will be taken to ensure that the Rights Issue complies with the laws of any 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. The Documents do not constitute an offer, solicitation or invitation to subscribe for the Rights Issue in any jurisdictions other than Malaysia or to any person to whom it may be unlawful to make such an offer, solicitation or invitation. It shall be the sole responsibility of the Entitled Shareholders and/or their renounee(s) / transferee(s) (if applicable) who are residents in countries or jurisdictions other than Malaysia to immediately consult their legal advisers and/or other professional advisers as to whether the acceptance and/or renunciation (as the case may be) of all or any part of their entitlements to the Provisional Rights Shares (as the case may be), would result in the contravention of any laws of such countries or jurisdictions.

Neither our Company, Affin Hwang Investment Bank Berhad nor any other professional advisers shall accept any responsibility or liability in the event that any acceptance or renunciation (as the case may be), of the entitlements to the Provisional Rights Shares made by Entitled Shareholders and/or their renounee(s) / transferee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which the Entitled Shareholders and/or their renounee(s) / transferee(s) (if applicable) is a resident.

A copy of the Abridged Prospectus has been registered with the SC. The registration of the Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue or assumes responsibility for the correctness of any statement made or opinion or report expressed in the Abridged Prospectus. The SC has not, in any way, considered the merits 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 the Rights Issue has been obtained from our shareholders at our EGM held on 4 April 2016. Approval has been obtained from Bursa Securities on 3 March 2016 for the listing of and quotation for, amongst others, the Rights Shares on the Main Market of Bursa Securities. The official listing of and quotation for the Right Shares will commence after receipt of confirmation from Bursa Depository that all the CDS Accounts of the Entitled Shareholders and/or their renounee(s) (if applicable) have been duly credited and notices of allotment have been despatched to them.

Our Board has seen and approved all the documentation relating to the Rights Issue. They collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable inquiries 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.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia (or "RM" in abbreviation) and sen. Terms defined in the Abridged Prospectus shall have the same meanings when used in this Documents, unless they are otherwise defined here or other 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 8 June 2016 or such later date and time as our Board may decide in its absolute discretion and announce not less than 2 market days before the stipulated date and time.

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

The Rights Issue is renounceable in full or in part. If you wish to accept all or part of your entitlement to the Provisional Rights Shares, please complete Parts I(a) and II of this RSF and return this RSF, together with the appropriate remittance(s) in RM for the full amount payable for the Provisional 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 and must be made payable to "BHB RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name, contact number and your CDS Account number, to be received by our Share Registrar at the address above not later than 5.00 p.m. on 8 June 2016 (or such later date and time as our Board may decide in its absolute discretion and announce not less than 2 market days before the stipulated date and time). Applications accompanied by payments other than in the manner stated above or with excess or insufficient remittances may or may not be accepted at the absolute discretion of our Board.

No acknowledgement for the receipt of this RSF or application monies in respect of the Rights Issue will be issued by our Company or our Share Registrar. Proof of time of postage shall not constitute proof of time of receipt by our Share Registrar. However, if your application is successful, the Rights Shares shall be credited into your CDS Account and a notice of allotment will be despatched to you by ordinary post to the address as shown in the Record of Depositors provided by Bursa Depository at your own risk within 8 market days from the last date and time for acceptance of and payment for the Provisional Rights Shares or such other period as may be prescribed by Bursa Securities.

You should note that all RSF and remittances so lodged with our Share Registrar shall be irrevocable and cannot be subsequently withdrawn. Where an application is not accepted or partially accepted, 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 you by ordinary post to the address as shown on the Record of Depositors within 15 market days from the last date and time for acceptance of and payment for the Provisional Rights Shares.

### (III) APPLICATION OF EXCESS RIGHTS SHARES

If you wish to apply for additional Rights Shares 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 return this RSF, together with a SEPARATE remittance in RM made 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 and must be made payable to "BHB EXCESS RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name, contact number and your CDS Account number for the full amount payable for the Excess Rights Shares applied for, to be received by our Share Registrar at the address above not later than 5.00 p.m. on 8 June 2016 (or such later date and time as our Board may decide in its absolute discretion and announce not less than 2 market days before the stipulated date and time). Applications accompanied by payments other than in the manner stated above or with excess or insufficient remittances may or may not be accepted at the absolute discretion of our Board.

No acknowledgement of receipt of this RSF or application monies in respect of the Excess Rights Shares will be issued by our Company or our Share Registrar. Proof of time of postage shall not constitute proof of time of receipt by our Share Registrar. However, if your application is successful, the Excess Rights Shares shall be credited into your CDS Account and a notice of allotment will be despatched to you by ordinary post to the address as shown in the Record of Depositors within 8 market days from the last date and time for application of and payment for the Excess Rights Shares or such other period as may be prescribed by Bursa Securities.

You should note that all RSF and remittances lodged with our Share Registrar will be irrevocable and cannot be subsequently withdrawn. Where an application for Excess Rights Shares is not accepted or accepted in part only, the full amount or the balance of the application monies, as the case may be, will be refunded without interest within 15 market days from the last date of application of and payment for the Excess Rights Shares by ordinary post to the address as show on the Record of Depositors at your own risk.

Our Board reserves the right to allot the Excess Rights Shares, if any, applied for under Part I(b) of the RSF in such manner as it 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 the Board as set out below is achieved. Our Board also reserves the right to accept any Excess Rights Shares application, in full or in part, without assigning any reason thereof.

It is the intention of our Board to allot the Excess Rights Shares, if any, on a fair and equitable basis and in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to the Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lots, calculated based on their respective shareholdings as at the Entitlement Date;
- (iii) thirdly, for allocation to the Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares application; and
- (iv) finally, for allocation to renounee(s)/transferee(s) (if applicable) who have applied for the Excess Rights Shares, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Shares application.

### (IV) SALE/TRANSFER OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES

As the Provisional Rights Shares are prescribed securities, you and/or your renounee(s) or transferee(s) (if applicable) may sell or transfer all or part of your/their entitlement to the Provisional Rights Shares to 1 or more than 1 persons through your stockbroker 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 of your CDS Account. To sell / transfer all or part of your/their entitlement to the Provisional Rights Shares, you and/or your transferee(s) (if applicable) 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 and/or your renounee(s)/transferee(s) (if applicable) have sold or transferred only part of the Provisional Rights Shares, you may still accept the balance of the Provisional Rights Shares by completing Parts I(a) and II of this RSF and return this RSF together with the appropriate remittance for the full amount payable for the balance of the Provisional Rights Shares accepted to our Share Registrar.

In selling / transferring all or part of your entitlement to the Provisional Rights Shares, you need not deliver any document, including this RSF, to any stockbroker. However, you must ensure that there is sufficient Provisional Rights Shares standing to the credit of your CDS Account that is available for settlement of the sale or transfer.

Purchaser(s) or transferee(s) of the Provisional Rights Shares may obtain a copy of the Abridged Prospectus and this RSF from from his / her / their stockbroker(s), our Share Registrar, our Registered Office or Bursa Securities' website (<https://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 Seal.
- (b) Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on this RSF.
- (c) The Provisional Rights Shares subscribed by the Entitled Shareholders and/or their renounee(s) / transferee(s) (if applicable) will be credited into their respective CDS Accounts as stated in this RSF.
- (d) Any interest or other benefit accruing on or arising from or in connection with any remittances 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.
- (e) 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 jurisdictions of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising therefrom.
- (f) Our 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.