

# SUPPLEMENTARY PROSPECTUS

THIS DOCUMENT IS A SUPPLEMENTARY PROSPECTUS AND SHOULD BE READ IN CONJUNCTION WITH THE ORIGINAL PROSPECTUS DATED 31 DECEMBER 2015 (“ORIGINAL PROSPECTUS”).

UNLESS OTHERWISE DEFINED, THE DEFINITION USED IN THE ORIGINAL PROSPECTUS SHALL APPLY HEREIN.

OUR DIRECTORS, THE SELLING SHAREHOLDER AND THE PROMOTERS HAVE SEEN AND APPROVED THIS SUPPLEMENTARY PROSPECTUS. THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED IN THIS SUPPLEMENTARY PROSPECTUS. HAVING MADE ALL REASONABLE ENQUIRIES, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THEY CONFIRM THERE IS NO FALSE OR MISLEADING STATEMENT OR OTHER FACTS WHICH IF OMITTED, WOULD MAKE ANY STATEMENT IN THIS SUPPLEMENTARY PROSPECTUS FALSE OR MISLEADING. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF OUR SHARES BEING OFFERED FOR INVESTMENT.

A COPY OF THIS SUPPLEMENTARY PROSPECTUS AND THE ACCOMPANYING APPLICATION FORMS AND THE FORM FOR WITHDRAWAL OF APPLICATION HAVE BEEN REGISTERED BY THE SECURITIES COMMISSION MALAYSIA (“SC”) AND LODGED WITH THE REGISTRAR OF COMPANIES, WHO TAKE NO RESPONSIBILITY FOR ITS CONTENTS. THE REGISTRATION OF THIS SUPPLEMENTARY PROSPECTUS WITH THE SC SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE OFFERING OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE OR OPINION EXPRESSED OR REPORT CONTAINED IN THIS SUPPLEMENTARY PROSPECTUS OR THE ORIGINAL PROSPECTUS.



## Ranhill

### RANHILL HOLDINGS BERHAD

(Company No. 1091059-K)

(Incorporated in Malaysia under the Companies Act, 1965)

THIS SUPPLEMENTARY PROSPECTUS IS TO BE READ IN CONJUNCTION WITH THE ORIGINAL PROSPECTUS, IN RELATION TO THE PUBLIC OFFERING OF UP TO 475,000,000 ORDINARY SHARES OF RM1.00 EACH IN RANHILL HOLDINGS BERHAD (“RANHILL”) (“OFFERING SHARES”) IN CONJUNCTION WITH THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED AND PAID-UP CAPITAL OF UP TO 940,994,967 ORDINARY SHARES OF RM1.00 EACH IN RANHILL (“SHARES”) ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING (A) AN OFFER FOR SALE OF UP TO 100,000,000 EXISTING SHARES (“OFS SHARES”) AND (B) A PUBLIC ISSUE OF UP TO 375,000,000 NEW SHARES (“ISSUE SHARES”).

*Principal Adviser and Global Coordinator*



CIMB Investment Bank Berhad (18417-M)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

*Joint Bookrunners, Joint Managing Underwriters and Joint Underwriters*



CIMB Investment Bank Berhad (18417-M)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)



Maybank Investment Bank Berhad (15839-H)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

*Co-Bookrunner and Joint Underwriter*

MIDF Amanah Investment Bank Berhad (23878-X)

*Joint Underwriters*

Affin Hwang Investment Bank Berhad (14389-U)

RHB Investment Bank Berhad (19663-P)

YOU ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS SUPPLEMENTARY PROSPECTUS TOGETHER WITH THE ORIGINAL PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

THIS SUPPLEMENTARY PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE MALAYSIA

THIS SUPPLEMENTARY PROSPECTUS IS DATED 5 FEBRUARY 2016

**THIS DOCUMENT IS A SUPPLEMENTARY PROSPECTUS AND SHOULD BE READ IN CONJUNCTION WITH THE ORIGINAL PROSPECTUS DATED 31 DECEMBER 2015.**

## **DEFINITIONS**

Unless otherwise defined, the definitions used in the Original Prospectus dated 31 December 2015 shall apply herein.

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**Ranhill**

**RANHILL HOLDINGS BERHAD**

*(Company No. 1091059-K)  
(Incorporated in Malaysia under the Companies Act, 1965)*

**Registered Office:**  
Level 15, Wisma Perkeso  
No. 155, Jalan Tun Razak  
50400 Kuala Lumpur

5 February 2016

**Directors:**

Tan Sri Mohamed Azman Bin Yahya (*Chairman/Non-Independent Non-Executive Director*)  
Tan Sri Hamdan Mohamad (*Executive Director*)  
Dato Sri Lim Haw Kuang (*Executive Director*)  
Datuk Seri Saw Choo Boon (*Senior Independent Non-Executive Director*)  
Datuk Dr. Nik Norzrul Thani Bin Nik Hassan Thani (*Independent Non-Executive Director*)  
Abu Talib Bin Abdul Rahman (*Independent Non-Executive Director*)  
Dato' Zulkifli Bin Ibrahim (*Independent Non-Executive Director*)  
Ritzlan Halim (*Non-Independent Non-Executive Director*)  
Lim Hun Soon @ David Lim (*Independent Non-Executive Director*)

**To: The existing shareholders of Ranhill Holdings Berhad and the applicants and potential investors in relation to the Offering**

Dear Sir/ Madam,

**SUPPLEMENTARY PROSPECTUS TO THE ORIGINAL PROSPECTUS DATED 31 DECEMBER 2015 IN RELATION TO THE PUBLIC OFFERING**

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**1. PURPOSE**

The purpose of this Supplementary Prospectus is to update the existing shareholders of the Company and the applicants and potential investors in relation to the extension of the offering period for the Offering as further described below.

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## 2. EXTENSION OF THE CLOSING DATE OF THE OFFERING

On 29 January 2016, the Board and the Joint Managing Underwriters had announced that the closing time and date of the Retail Offering have been extended to 5.00 p.m. on 25 February 2016. On even date, the Board, the Selling Shareholder and the Global Coordinator had also announced that the closing time and date of the Institutional Offering have been extended to 5.00 p.m. on 29 February 2016.

The decision to extend was made after taking into consideration feedback from potential institutional investors. It was made in order to facilitate the Institutional Offering in allowing adequate time for consideration/approval by potential investors in the Institutional Offering.

The Price Determination Date, the dates for the balloting of applications for the Issue Shares under the Retail Offering, allotment/transfer of the Offering Shares to successful applicants and the Listing have been extended as follows:

| Event  | Date                        |
|--|-----------------------------|
| Extended closing of the Retail Offering                                  | 5:00 p.m., 25 February 2016 |
| Extended closing of the Institutional Offering                           | 5:00 p.m., 29 February 2016 |
| Price Determination Date   | 29 February 2016            |
| Balloting of applications for the Issue Shares under the Retail Offering | 1 March 2016                |
| Allotment/Transfer of the Offering Shares to successful applicants       | 15 March 2016               |
| Tentative Listing date   | 16 March 2016               |

**FOR THE AVOIDANCE OF DOUBT, THE OFFERING IS NOT CANCELLED OR WITHDRAWN. THIS IS ONLY AN EXTENSION OF THE CLOSING DATE OF THE OFFERING.**

## 3. OPTIONS AVAILABLE TO THE APPLICANTS UNDER THE RETAIL OFFERING

Notwithstanding the extension of the closing period for the Retail Offering, investors who have already applied for the Issue Shares under the Retail Offering and their applications received between 31 December 2015 and 29 January 2016 (being the date of the announcement on the extension of the offering period) ("**Applicants**") have the following options:

- (i) Maintain their application(s) which have already been made. Accordingly, no further action is required; or
- (ii) Withdraw their application(s) and seek a full refund of the application monies at no further cost. For avoidance of doubt, each withdrawal of application will be in its entirety, and there will be no partial withdrawals for the number of Issue Shares previously applied for.

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Applicants who wish to withdraw their application can do so by completing the Form for Withdrawal of Application accompanied with this Supplementary Prospectus, following the instructions set out below. A copy of the withdrawal form can also be obtained from the Issuing House at the address stated in the table below, OR downloaded from Malaysian Issuing House's website at [www.mih.com.my](http://www.mih.com.my) OR Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

| <b>Category of Applicants</b>   |   |
|---|---|
| <b>For Malaysian Public who applied using White Application Forms, Electronic Share Applications or Internet Share Applications</b>   | <b>For Eligible Shareholders who applied using Blue Application Forms</b>   |
| <p>Applicants who wish to withdraw their application(s) will have to:</p> <p>(i) Complete the Form for Withdrawal of Application legibly; AND</p> <p>(ii) Despatch the completed Form for Withdrawal of Application by POST OR COURIER, to the following address:</p> <p style="text-align: center;"><b>Malaysian Issuing House Sdn Bhd (258345-X)</b><br/>           Level 6, Symphony House<br/>           Pusat Dagangan Dana 1<br/>           Jalan PJU 1A/46<br/>           47301 Petaling Jaya<br/>           Selangor Darul Ehsan<br/>           P.O. Box 8269<br/>           Pejabat Pos Kelana Jaya<br/>           46785 Petaling Jaya<br/>           Selangor Darul Ehsan<br/> <b>Contact Person: En. Ahmad bin Hassan/ Cik Nur Athira Farhanah</b><br/> <b>Tel. No.: +6(03) 7841 8289 or +6(03) 7841 8486</b></p> <p style="text-align: center;">OR</p> <p>DELIVER BY HAND AND DEPOSIT in the drop-in boxes provided at the front portion of Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan</p> <p style="text-align: center;">OR</p> <p>SEND BY FACSIMILE to the Issuing House at +6(03) 7841 8150,</p> <p>so as to arrive no later than <b>5.00 p.m. on 23 February 2016.</b></p> | <p>Applicants who wish to withdraw their application(s) will have to:</p> <p>(i) Complete the Form for Withdrawal of Application legibly; AND</p> <p>(ii) Despatch the completed Form for Withdrawal of Application by POST OR COURIER, to the following address:</p> <p style="text-align: center;"><b>Symphony Share Registrars Sdn Bhd (378993-D)</b><br/>           Level 6, Symphony House<br/>           Pusat Dagangan Dana 1<br/>           Jalan PJU 1A/46<br/>           47301 Petaling Jaya<br/>           Selangor Darul Ehsan<br/>           P.O. Box 9150<br/>           Pejabat Pos Kelana Jaya<br/>           46785 Petaling Jaya<br/>           Selangor Darul Ehsan<br/> <b>Contact Person: En. Mohamed Sophiee/ En. Noor Isaruddin</b><br/> <b>Tel. No.: +6(03) 7849 0777 or +6(03) 7841 8281</b></p> <p style="text-align: center;">OR</p> <p>DELIVER BY HAND AND DEPOSIT in the drop-in boxes provided at the front portion of Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan</p> <p style="text-align: center;">OR</p> <p>SEND BY FACSIMILE to the Share Registrar at +6(03) 7841 8151 or +6(03) 7841 8152,</p> <p>so as to arrive no later than <b>5.00 p.m. on 23 February 2016.</b></p> |

**THIS DOCUMENT IS A SUPPLEMENTARY PROSPECTUS AND SHOULD BE READ IN CONJUNCTION WITH THE ORIGINAL PROSPECTUS DATED 31 DECEMBER 2015.**

Upon receipt of the completed Form for Withdrawal of Application by the Issuing House and/or the Share Registrar, the request for withdrawal will be processed immediately and the refund of the application monies will be made in full to the requesting Applicants within ten (10) market days from **23 February 2016, being the last date for the Applicants to withdraw their application should they wish to do so. Late request for withdrawal will not be accepted.**

All enquiries should be addressed to the Issuing House. Any enquiries by Applicants who were Eligible Shareholders and have applied using Blue Application Forms should be addressed to the Share Registrar. Details of the contact persons are as stated above.

**Notwithstanding the above, Applicants who have withdrawn their application(s) and sought a refund pursuant to the above, may reapply for the Retail Offering again prior to 25 February 2016, being the extended closing date for the Retail Offering, should they wish to do so.**

**SAVE FOR THE EXTENSION OF THE CLOSING DATE OF THE RETAIL OFFERING AND INSTITUTIONAL OFFERING, ALL OTHER DETAILS, TERMS AND CONDITIONS OF THE OFFERING REMAIN UNCHANGED.**

**FOR THE AVOIDANCE OF DOUBT, THE OPTION FOR WITHDRAWAL OF APPLICATION SHOULD BE IN ITS ENTIRETY AND IS ONLY APPLICABLE IN RESPECT OF THE SUBSCRIPTION FOR ISSUE SHARES UNDER THE RETAIL OFFERING FOR APPLICATIONS RECEIVED BETWEEN 31 DECEMBER 2015 AND 29 JANUARY 2016 AND DOES NOT APPLY TO THE SHARES ALLOTTED PURSUANT TO THE SCHEME OF ARRANGEMENT AND THE RANHILL ACQUISITION UNDER THE PRE-OFFERING REORGANISATION WHICH WAS COMPLETED ON 16 DECEMBER 2015.**

#### **4. NEW APPLICATION FORMS FOR THE RETAIL OFFERING**

Pursuant to the extension of the Retail Offering period as described above, new Application Forms have been issued to accompany this Supplementary Prospectus for applications of the Issue Shares under the Retail Offering, comprising the following:

| <u>Type of Application Form</u> | <u>Category of investor</u>   |
|---------------------------------|---|
| WHITE Application Form          | Malaysian public*<br><i>* Malaysian public who are individuals may also apply using Electronic Share Application or Internet Share Application. For Malaysian public who are non-individuals (e.g. corporations, institutions, etc.), they may only apply using the WHITE Application Form.</i> |
| PINK Application Form           | Eligible Individuals  |
| BLUE Application Form           | Eligible Shareholders   |

Each of the new Application Forms are differentiated with a red-lined box at the top of the form from the original Application Forms ("**Original Application Forms**") which were issued together with the Original Prospectus dated 31 December 2015. Notwithstanding that, we wish to highlight that the Original Application Forms (WHITE, PINK and BLUE Application Forms) **will continue to be accepted up until 25 February 2016**, being the extended closing date for the Retail Offering. Late applications will not be accepted.

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**THE EXTENDED CLOSING DATE FOR THE RETAIL OFFERING AND THE INSTITUTIONAL OFFERING AS STATED ABOVE IS FINAL AND THERE WILL BE NO FURTHER EXTENSION.**

## **5. ADDITIONAL INFORMATION**

In addition to the foregoing, additional information pertaining to the Offering is set out below for your information.

### **5.1 Priority of the Offering**

As set out in the Original Prospectus, the Offering of up to 475 million Offering Shares is made up of (a) the Public Issue of up to 375 million Issue Shares and (b) the Offer for Sale of up to 100 million OFS Shares.

In the event the demand for the Offering Shares is less than 475 million Offering Shares, the Public Issue shall take precedence over the Offer for Sale. The demand for the Offering shall be firstly satisfied with the Issue Shares under the Public Issue, and then any excess demand above the 375 million Issue Shares under the Public Issue will be satisfied with the OFS Shares under the Offer for Sale. This is in the best interest of our Company and our shareholders as only the proceeds from the Public Issue will accrue to our Company, whereas the proceeds from the Offer for Sale will accrue entirely to the Selling Shareholder.

Kindly refer Section 4.3 of the Original Prospectus for further details.

### **5.2 Minimum subscription level and Public Spread Requirement**

Notwithstanding Section 5.1 above, there is no minimum subscription level in terms of proceeds to be raised by our Company and the Selling Shareholder from our Offering. However, in order to comply with the public shareholding spread requirement under the Listing Requirements, the minimum subscription level in terms of the number of Shares will be the number of Shares required to be held by the public shareholders of our Company to comply with the public shareholding spread requirement under the Listing Requirements or as approved by Bursa Securities.

In the event that the public shareholding spread requirement is not met following our Offering and/or if we and the Selling Shareholder decide in our absolute discretion not to proceed with our Offering, monies paid in respect of any application for the Offering Shares will be returned in full without interest. If such monies are not returned in full within 14 days after our Company and the Selling Shareholder become liable to do so, then our Company and the Selling Shareholder and the officers of our Company and the Selling Shareholder shall be jointly and severally liable to return such monies with interest at the rate of 10% per annum or at such other rate as may be prescribed by the SC from the expiration of that period until the full refund is made.

Kindly refer Section 5.3.3 of the Original Prospectus for further details.

In addition, we wish to highlight that, in the event the Offering does not proceed or is not completed for whatever reasons, our Company will not be able to meet the public shareholding spread requirement based on our existing share capital. In such a case, our existing Shares will remain unquoted and non-tradable until our Company is able to satisfy the public shareholding spread requirement. Further, our Company shall undertake to do the following:

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- (i) seek an extension of time from Bursa Securities to rectify our failure to meet the public shareholding spread requirement; and
- (ii) propose a corporate exercise to meet the public shareholding spread requirement, the details of which will be announced on Bursa Securities.

### 5.3 Priority of the Utilisation of Proceeds

We expect to use the estimated gross proceeds from the Public Issue of RM637.5 million in the following manner and order of priority:

| Ranking<br>Priority | Proposed Utilisation  | Expected timeframe<br>for utilisation from<br>the date of Listing | Amount       |
|---------------------|---|---|--------------|
|                     |   |   | RM 'million  |
| 1                   | Full repayment of RPI's outstanding IMTN                                | Within 1 month  | 220.0        |
| 2                   | Partial repayment of the Sukuk  | Within 6 months   | 100.0        |
| 3                   | Estimated settlement of the Proposed Remaining RWT (Cayman) Acquisition | Within 1 month  | 125.0        |
| 4                   | Investment into RWT (Cayman) for the water business projects in China   | Within 12 months  | 75.0         |
| 5                   | Working capital (includes the estimated expenses for our Offering)      | Within 12 months  | 117.5        |
|                     | <b>Total gross proceeds</b>   |   | <b>637.5</b> |

We wish to highlight that the estimated gross proceeds of RM637.5 million was derived based on the assumption of a Public Issue of 375 million Issue Shares at the Retail Price of RM1.70 per Issue Share. The exact amount of the gross proceeds to be raised from the Public Issue will depend on the actual number of Issue Shares sold under the Offering as well as the Institutional Price and the Final Retail Price.

We intend to allocate for working capital purposes any additional amount raised in excess of the expected RM637.5 million described above. On the other hand, in the case of a shortfall of the proceeds raised based on the abovementioned assumptions, the amount raised (net of payment for brokerage, underwriting commission and placement fee) shall be utilised in the order of priority listed in the table above.

Kindly refer Section 4.10 of the Original Prospectus for further details.



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#### 5.4 Delayed Listing date

Pursuant to the extension of the closing date of the Offering, we wish to highlight that the Listing date is now delayed from the previous indicative date of 18 February 2016 (as set out in the Original Prospectus) to an indicative Listing date of 16 March 2016.

#### 5.5 Others

We wish to emphasise that this Supplementary Prospectus should be read in conjunction with the Original Prospectus. If you are in any doubt about this document or in considering your investment, or if you are in any doubt as to the action to be taken, you should consult your stockbrokers, bank managers, solicitors, accountants or any other professional advisers immediately.

**Nevertheless, if you have any enquiries pertaining to the Offering, you may contact the Issuing House or the Share Registrar at the following:**

|  |  |
|--|--|
| <p><b>Malaysian Issuing House Sdn Bhd (258345-X)</b><br/>           Level 6, Symphony House<br/>           Pusat Dagangan Dana 1<br/>           Jalan PJU 1A/46<br/>           47301 Petaling Jaya<br/>           Selangor Darul Ehsan<br/>           P.O. Box 8269<br/>           Pejabat Pos Kelana Jaya<br/>           46785 Petaling Jaya<br/>           Selangor Darul Ehsan</p> <p><b>Contact Person: En. Ahmad bin Hassan/ Cik Nur Athira Farhanah</b></p> <p><b>Tel. No.: +6(03) 7841 8289 or +6(03) 7841 8486</b></p> | <p><b>Symphony Share Registrars Sdn Bhd (378993-D)</b><br/>           Level 6, Symphony House<br/>           Pusat Dagangan Dana 1<br/>           Jalan PJU 1A/46<br/>           47301 Petaling Jaya<br/>           Selangor Darul Ehsan<br/>           P.O. Box 9150<br/>           Pejabat Pos Kelana Jaya<br/>           46785 Petaling Jaya<br/>           Selangor Darul Ehsan</p> <p><b>Contact Person: En. Mohamed Sophiee/ En. Noor Isaruddin</b></p> <p><b>Tel. No.: +6(03) 7849 0777 or +6(03) 7841 8281</b></p> |
|--|--|

#### 6. NO MATERIAL CHANGE

Our Directors hereby confirm that, other than the matters set out in this Supplementary Prospectus, they are not aware of any material change to Ranhill and the Offering since the date of the Original Prospectus to the date of this Supplementary Prospectus.

#### 7. CONSENTS

The written consents of the Principal Adviser, the Global Coordinator, the Joint Bookrunners, the Co-bookrunner, the Joint Managing Underwriters, the Joint Underwriters, the Issuing House and the Share Registrar to the inclusion in this Supplementary Prospectus of their names in the form and context in which their names appear have been given before the issue of this Supplementary Prospectus and have not subsequently been withdrawn.

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**8. RESPONSIBILITY STATEMENTS**

Our Directors, the Promoters and the Selling Shareholder have seen and approved this Supplementary Prospectus. They collectively and individually accept full responsibility for the accuracy of the information contained in this Supplementary Prospectus. Having made all reasonable enquiries and, to the best of their knowledge and belief, they confirm there is no false or misleading statement or other facts which, if omitted, would make any statement in this Supplementary Prospectus false or misleading.

CIMB, as the Principal Adviser acknowledges that, based on all available information and to the best of its knowledge and belief, this Supplementary Prospectus constitutes a full and true disclosure of all material facts concerning the Offering.

Yours faithfully  
On behalf of the Board of Directors  
**RANHILL HOLDINGS BERHAD**

**TAN SRI HAMDAN MOHAMAD**  
**EXECUTIVE DIRECTOR**