

NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS ICPS WITH WARRANTS

Terms defined in the Abridged Prospectus dated 2 December 2013 ("AP") shall have the same meanings when used in this Notice of Provisional Allotment ("NPA") unless otherwise stated. The Provisional Rights ICPS with Warrants (as defined herein) as contained in this NPA are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 ("SICDA") and amendments or any re-enactment made thereto from time to time, and therefore, the SICDA (including all amendments thereof) and the Rules of Bursa Malaysia Depository Sdn Bhd (165570-W) ("Bursa Depository") shall apply in respect of dealings in the Provisional Rights ICPS with Warrants (as defined herein).



**HO HUP CONSTRUCTION COMPANY BERHAD**

(Company No. 14034-W)  
(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF 102,000,408 IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES ("ICPS") OF RM0.01 EACH IN HO HUP CONSTRUCTION COMPANY BERHAD ("HO HUP" OR "COMPANY") ("RIGHTS ICPS") TOGETHER WITH 51,000,204 FREE DETACHABLE WARRANTS ("WARRANTS") AT AN ISSUE PRICE OF RM0.50 PER RIGHTS ICPS ON THE BASIS OF ONE (1) RIGHTS ICPS FOR EVERY ONE (1) EXISTING HO HUP SHARE HELD TOGETHER WITH ONE (1) FREE WARRANT FOR EVERY TWO (2) ICPS SUBSCRIBED AT 5.00 P.M. ON 2 DECEMBER 2013 ("RIGHTS ICPS WITH WARRANTS")

Adviser & Underwriter



**M&A SECURITIES SDN BHD (15017-H)**  
(A Wholly-Owned Subsidiary of Insas Berhad)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

**To: Our Entitled Shareholders**

Dear Sir/ Madam,

Our Board of Directors ("**Board**") has provisionally allotted to you, in accordance with the resolution passed at the Extraordinary General Meeting of our Company convened on 10 October 2013, the approval of Bank Negara Malaysia vide its letter dated 23 September 2011 and the approval of Bursa Malaysia Securities Berhad (635998-W) ("**Bursa Securities**") dated 13 May 2013, the number of Rights ICPS with Warrants as indicated below ("**Provisional Rights ICPS with Warrants**").

We wish to advise you that the following Provisional Rights ICPS with Warrants have been confirmed by Bursa Depository and upon acceptance, the Rights ICPS with Warrants will be credited into your Central Depository System ("**CDS**") account(s), subject to the terms and conditions stated in the AP and the Rights Subscription Form ("**RSF**") issued by our Company.

Bursa Securities has already prescribed our securities listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Provisional Rights ICPS with Warrants are prescribed securities and as such, all dealings in the Provisional Rights ICPS with Warrants will be by book entries through CDS accounts and will be governed by the SICDA (including all amendments thereof) and the Rules of Bursa Depository.

**ALL RIGHTS ICPS AND THE WARRANTS TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS ICPS AND THE WARRANTS INTO THE CDS ACCOUNTS OF OUR SHAREHOLDERS WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS AS AT 5.00 P.M. ON 2 DECEMBER 2013 ("ENTITLEMENT DATE") ("ENTITLED SHAREHOLDERS") AND/OR THEIR RENOUNCEE(S)/TRANSFeree(S) (IF APPLICABLE). NO PHYSICAL ICPS AND WARRANT CERTIFICATES WILL BE ISSUED.**

Our Board reserves the right to allot the excess Rights ICPS with Warrants, if any, applied for under Part II of the RSF on a fair and equitable basis as they deem fit and expedient and in the best interest of our Company. Our Board reserves the right to accept any excess Rights ICPS with Warrants application, in full or in part, without assigning any reason thereto. The indicative basis of allotment of the excess Rights ICPS with Warrants is as follows:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to Entitled Shareholders who have applied for excess Rights ICPS with Warrants on a pro-rata basis calculated based on priority as follow:- (a) the shareholdings of the applicants in Ho Hup on the Entitlement Date and (b) the quantum of excess Rights ICPS with Warrants applied for; and
- (iii) thirdly, for allocation to transferee(s) and/or renounee(s) who have applied for excess Rights ICPS with Warrants on a pro-rata basis based on the quantum of their respective excess Rights ICPS with Warrants applied for.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER

NUMBER OF SHARES HELD AT 5.00 P.M. ON 2 DECEMBER 2013	NUMBER OF RIGHTS ICPS PROVISIONALLY ALLOTTED TO YOU	NUMBER OF WARRANTS ATTACHED TO THE RIGHTS ICPS PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE (AT RM0.50 PER RIGHTS ICPS) (RM)

IMPORTANT RELEVANT DATES AND TIME	
Entitlement date	: Monday, 2 December 2013 at 5.00 p.m.
<b>Last date and time for:</b>	
Sale of provisional allotment of rights	: Monday, 9 December 2013 at 5.00 p.m.
Transfer of provisional allotment of rights	: Thursday, 12 December 2013 at 4.00 p.m.
Acceptance and payment	: Tuesday, 17 December 2013 at 5.00 p.m.*
Excess application and payment	: Tuesday, 17 December 2013 at 5.00 p.m.*
* or such later date and time as our Directors may determine and announce not less than two (2) market days before the stipulated date and time.	

By order of our Board  
Chua Siew Chuan (MAICSA 0777689)  
Chin Mun Yee (MAICSA 7019243)  
Company Secretaries

Share Registrar  
**SHAREWORKS SDN BHD (229948-U)**  
2-1, Jalan Sri Hartamas 8  
Sri Hartamas  
50480 Kuala Lumpur  
Tel No.: 603-6201 1120  
Fax No.: 603-6201 3121

THIS NPA IS DATED 2 DECEMBER 2013



**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 Rights Issue with Warrants should be addressed to our Share Registrar, ShareWorks Sdn Bhd (229948-U), at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur. **INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE AP TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF. IN ACCORDANCE WITH THE CAPITAL MARKETS AND SERVICES ACT 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE AP.**

This RSF, together with the AP and the Notice of Provisional Allotment (collectively referred to as the "Documents"), are not intended to be (and will not be) issued, circulated or distributed, and the Rights Issue with Warrants will not be made or offered or deemed to be made or offered for purchase or subscription, in any countries or jurisdictions 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 Rights Issue with Warrants and the Documents comply with the laws of any countries or jurisdictions other than the laws of Malaysia. It shall be the sole responsibility of the Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) who are or may be subject to the laws of any countries or jurisdictions other than the laws of Malaysia to consult their legal or other professional advisers as to whether the acceptance or renunciation of all or any part of the Rights ICPS with Warrants to be issued under the Rights Issue with Warrants would result in the contravention of any laws of such countries or jurisdictions. Such shareholders should note the additional terms and restrictions as set out in Section 3.10 of the AP. Neither Ho Hup, M&A Securities Sdn Bhd nor any other advisers to the Rights Issue with Warrants shall accept any responsibility or liability in the event that any acceptance or sale/transfer of the provisional allotment of the Rights ICPS with Warrants made by the Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) shall become illegal, unenforceable, voidable or void in any countries or jurisdictions in which the Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) are residents.

A copy of the AP has been registered with the Securities Commission Malaysia ("SC"). A copy of the Documents has also been lodged with the Registrar of Companies who takes no responsibility for its contents.

Our shareholders have approved amongst others, the Rights Issue with Warrants at the Extraordinary General Meeting held on 10 October 2013. Bursa Malaysia Securities Berhad ("Bursa Securities") has also granted its approval on 13 May 2013 for, amongst others, the admission of the Rights ICPS and Warrants to the Official List of Bursa Securities and the listing of and quotation for the Rights ICPS, Warrants and the new ordinary shares to be issued arising from the full exercise of the ICPS on the Main Market of Bursa Securities. However, this is not an indication that Bursa Securities recommends the Rights ICPS with Warrants. The official listing of and quotation for the said securities will commence after, amongst others, receipt of confirmation from Bursa Depository that all the CDS accounts of the Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) have been duly credited and notices of allotment have been despatched to them.

The registration of the AP should not be taken to indicate that the SC recommends the Rights Issue with Warrants or assumes responsibility for the correctness of any statement made or opinion or report expressed in the AP. The SC has not, in any way, considered the merits of the securities being offered for investment. Admission of the Rights ICPS and Warrants to the Official List of Bursa Securities and the listing of and quotation for the Rights ICPS, Warrants and the new ordinary shares to be issued arising from the exercise of the Rights ICPS and Warrants on the Main Market of Bursa Securities are in no way reflective of the merits of the Rights Issue with Warrants.

Our Directors have seen and approved all the documentation relating to the Rights Issue with Warrants. 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 the statements in the Documents false or misleading.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia ("RM") and sen.

**INSTRUCTIONS:****(i) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT**

This RSF is valid for acceptance until 5.00 p.m. on Tuesday, 17 December 2013 or such later date and time as may be determined and announced by our Board of Directors ("Board"). Where the closing date for acceptance is extended from the original closing date, an announcement of such extension will be made not less than two (2) market days before the stipulated date and time.

**(ii) FULL OR PART ACCEPTANCE OF THE RIGHTS ICPS WITH WARRANTS**

The Rights Issue with Warrants is renouneeable in full or in part. If you wish to accept all or part of your entitlement to the Rights ICPS with Warrants provisionally allotted to you ("Provisional Rights ICPS with Warrants"), please complete Part I and Part III of this RSF in accordance with the notes and instructions contained in this RSF, and despatch the completed and signed RSF together with the relevant remittance in RM for the full amount payable in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and must be made payable to "HO HUP RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side(s) with your name, contact number and address in block letters together with your CDS account number, to be received by our Share Registrar, ShareWorks Sdn Bhd (229948-U), at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, not later than 5.00 p.m. on Tuesday, 17 December 2013 (or such later date and time as our Board may decide and announce not less than two (2) market days before the stipulated date and time). Cheques or any other mode(s) of payment are not acceptable.

No acknowledgement will be issued for receipt of this RSF or application monies in respect of the acceptance of the Provisional Rights ICPS with Warrants. Notices of allotment will be despatched to the successful applicants by ordinary post at the address shown in the Record of Depositors of Bursa Depository at their own risk within eight (8) market days from the last date for acceptance and payment for the Provisional Rights ICPS with Warrants, or such other period as may be prescribed by Bursa Securities. Proof of time of postage shall not constitute proof of time of receipt by our Share Registrar or our Company.

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 and shall be despatched to you within fifteen (15) market days from the last date for acceptance and payment for the Provisional Rights ICPS with Warrants by ordinary post to the address shown in the Record of Depositors of Bursa Depository at your own risk.

**(iii) EXCESS RIGHTS ICPS WITH WARRANTS APPLICATION**

If you wish to apply for additional Rights ICPS with Warrants in excess of those provisionally allotted to you, please complete Part II of this RSF (in addition to both Part I and Part III) and forward it together with a separate remittance for the full amount payable in respect of the excess Rights ICPS with Warrants applied for, to our Share Registrar, ShareWorks Sdn Bhd (229948-U), at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur. Payment for the excess Rights ICPS with Warrants applied for should be made in the same manner as described in Note (ii) above, with remittance in RM made in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and must be made payable to "HO HUP EXCESS RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side(s) with your name, contact number and address in block letters together with your CDS account number, to be received by our Share Registrar not later than 5.00 p.m. on Tuesday, 17 December 2013 (or such later date and time as our Board may decide and announce not less than two (2) market days before the stipulated date and time). Cheques or any other mode(s) of payment are not acceptable.

No acknowledgement will be issued for receipt of this RSF or application monies in respect of the excess Rights ICPS with Warrants application. Notices of allotment will be despatched to the successful applicants by ordinary post at the address shown in the Record of Depositors of Bursa Depository at their own risk within eight (8) market days from the last date for application and payment for the excess Rights ICPS with Warrants, or such other period as may be prescribed by Bursa Securities. Proof of time of postage shall not constitute proof of time of receipt by our Share Registrar or our Company.

In respect of unsuccessful or partially successful excess Rights ICPS with Warrants applications, the full amount or the surplus application monies (as the case may be) will be refunded without interest and shall be despatched to you within fifteen (15) market days from the last date for application and payment for the excess Rights ICPS with Warrants by ordinary post to the address shown in the Record of Depositors of Bursa Depository at your own risk.

Our Board reserves the right to allot the excess Rights ICPS with Warrants, if any, applied for under Part II of this RSF on a fair and equitable basis as they deem fit and expedient and in the best interest of our Company. Our Board reserves the right to accept any excess Rights ICPS with Warrants application, in full or in part, without assigning any reason thereto. The indicative basis of allotment of the excess Rights ICPS with Warrants is as follows:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to Entitled Shareholders who have applied for excess Rights ICPS with Warrants on a pro-rata basis calculated based on priority as follow:- (a) the shareholdings of the applicants in Ho Hup on the Entitlement Date and (b) the quantum of excess Rights ICPS with Warrants applied for; and
- (iii) thirdly, for allocation to transferee(s) and/or renounee(s) who have applied for the excess Rights ICPS with Warrants on a pro-rata basis based on the quantum of their respective excess Rights ICPS with Warrants applied for.

**(iv) SALE/TRANSFER OF THE PROVISIONAL RIGHTS ICPS WITH WARRANTS**

The Provisional Rights ICPS with Warrants are renouneeable. If you wish to sell or transfer all or part of your entitlement to the Provisional Rights ICPS with Warrants to one (1) or more persons, you may do so through your stockbroker without first having to request for a split of the Provisional Rights ICPS with Warrants standing to the credit of your CDS account(s). To sell or transfer all or part of your entitlement to the Provisional Rights ICPS with Warrants, you may sell such entitlement in the open market or transfer such entitlement to such persons 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 ICPS with Warrants.

In selling or transferring all or part of your entitlement to the Provisional Rights ICPS with Warrants, you need not deliver this RSF or any document to your stockbroker. You are however advised to ensure that there is sufficient Provisional Rights ICPS with Warrants standing to the credit of your CDS account(s) before selling or transferring.

Renounee(s)/transferee(s) of the Provisional Rights ICPS with Warrants may obtain a copy of the AP and this RSF from their stockbrokers, our Share Registrar, our Registered Office or Bursa Securities' website (<http://www.bursamalaysia.com>).

If you have sold or transferred only part of your entitlement to the Provisional Rights ICPS with Warrants, you may still accept the balance of your entitlement to the Provisional Rights ICPS with Warrants by completing both Part I and Part III of this RSF and deliver the completed and signed RSF together with the relevant remittance to our Share Registrar in the manner as set out in Note (ii) above.

**(v) GENERAL INSTRUCTIONS**

- (a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- (b) The Provisional Rights ICPS with Warrants subscribed by you and/or your renounee(s)/transferee(s) (if applicable) will be credited into your and/or your renounee(s)/transferee(s)' respective CDS accounts as stated on this RSF or the exact accounts appearing in Bursa Depository's Record of Depositors.
- (c) Any interest or other benefit accruing on or arising from or in connection with any application monies 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.
- (d) The contract arising from the acceptance of the Provisional Rights ICPS 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 arising therefrom.
- (e) Our Company 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.
- (f) You and/or your renounee(s)/transferee(s) (if applicable) should note that all RSF and remittances lodged with our Share Registrar shall be irrevocable and cannot be subsequently withdrawn.
- (g) Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on this RSF.