

NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES

The provisional allotment of Rights Shares (as defined herein) are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 and as amended from time to time ("SICDA") and therefore the SICDA 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. Terms defined in the Abridged Prospectus of TPC Plus Berhad ("TPC" or the "Company") dated 21 December 2015 ("AP") shall have the same meanings where used in this document, unless otherwise defined here or the context otherwise requires.



TPC PLUS BERHAD

(Company No. 615330-T)
(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF 120,000,000 NEW ORDINARY SHARES OF RM0.20 EACH IN TPC ("RIGHTS SHARE(S)") ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TWO (2) ORDINARY SHARES OF RM0.20 EACH IN TPC ("TPC SHARE(S)") HELD BY THE ENTITLED SHAREHOLDERS OF TPC AS AT 5.00 P.M. ON 21 DECEMBER 2015 ("ENTITLEMENT DATE") AT AN ISSUE PRICE OF RM0.20 PER RIGHTS SHARE TOGETHER WITH 80,000,000 FREE DETACHABLE WARRANTS ("WARRANT(S)") ON THE BASIS OF TWO (2) FREE WARRANTS FOR EVERY THREE (3) RIGHTS SHARES SUBSCRIBED ("RIGHTS ISSUE WITH WARRANTS")

Adviser and Underwriter



A Participating Organisation of Bursa Malaysia Securities Berhad
A Trading Participant of Bursa Malaysia Derivatives Berhad

To: Entitled shareholders of TPC

Dear Sir/Madam,

The Board of Directors of TPC ("Board") has provisionally allotted to you, in accordance with the resolutions passed at the extraordinary general meeting convened on 17 September 2015 and the approval of Bursa Malaysia Securities Berhad (635998-W) ("Bursa Securities") via its letter dated 31 July 2015, the number of Rights Shares and Warrants as indicated below ("Provisional Allotment(s)").

We wish to advise that the number of Provisional Allotment in respect of the Rights Issue with Warrant has 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 AP and the Rights Subscription Form ("RSF") dated 21 December 2015 issued by TPC.

The Provisional Allotment is made subject to the provisions in the AP issued by TPC. Bursa Securities has already prescribed the securities of TPC listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, all dealing in the Provisional Allotment will be by way of book entry through CDS account(s) and will be governed by the SICDA and the Rules of Bursa Depository.

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

The Board reserves the right to allocate any Rights Shares with Warrants which are not taken up or validly taken up by the Entitled Shareholders ("Excess Rights Shares"), if any, in a fair and equitable manner 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 the Excess Rights Shares applied for; and
- (iv) lastly, for allocation to renounee(s) who have applied for the Excess Rights Shares on a pro-rata basis and in board lots, calculated based on the quantum of the Excess Rights Shares applied for.

Nevertheless, the Board reserves the right to allot any Excess Rights Shares applied for under Part I (B) of the RSF in such manner as they in their absolute discretion deems fit and expedient and in the best interest of the Company, subject always to such allocation being made on a fair and equitable basis and that the intention of the Board as set out above is achieved. The Board reserves the right not to accept or to accept any of the Excess Rights Shares application, in full or in part, without assigning any reason thereof.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER

NUMBER OF OF TPC SHARES HELD AT 5.00 P.M. ON 21 DECEMBER 2015	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	NUMBER OF WARRANTS ATTACHED TO THE RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.20 PER RIGHTS SHARE (RM)

IMPORTANT RELEVANT DATES AND TIMES:	
Entitlement Date	: Monday, 21 December 2015 at 5.00 p.m.
Last date and time for sale of provisional allotment of rights	: Wednesday, 30 December 2015 at 5.00 p.m.
Last date and time for transfer of provisional allotment of rights	: Tuesday, 5 January 2016 at 4.00 p.m.
Last date and time for acceptance and payment	: Friday, 8 January 2016 at 5.00 p.m.*
Last date and time for excess application and payment	: Friday, 8 January 2016 at 5.00 p.m.*

* Or such later date and time as the Board may decide and announce not less than two (2) Market Days before the stipulated date and time.

By Order of the Board
ONG SOO LENG (MAICSA 7018257)
Company Secretary

Share Registrar
Bina Management (M) Sdn Bhd (50164-V)
Lot 10, The Highway Centre
Jalan 51/205, 46050 Petaling Jaya
Selangor Darul Ehsan
Telephone number: 03-7784 3922
Fax number: 03-7784 1988

NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS RSF

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 AP.

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 THE SHARE REGISTRAR AT BINA MANAGEMENT (M) SDN BHD (COMPANY NO. 50164-V), LOT 10, THE HIGHWAY CENTRE, JALAN 51/205, 46050 PETALING JAYA, SELANGOR. YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE AP TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.

The documents relating to the Rights Issue with Warrants are only despatched to the entitled shareholders of TPC who have a registered address in Malaysia and whose names appear in our Record of Depositors at 5.00 p.m. on 21 December 2015. The documents are not intended to be (and will not be) issued, circulated or distributed in countries or jurisdictions other than Malaysia. No action has been or will be taken to ensure that the Rights Issue with Warrants and the AP, NPA and RSF ("Documents") comply with the laws of countries or jurisdictions other than the laws of Malaysia. It shall be the sole responsibility of the Entitled Shareholders and/or their renounee(s) (if applicable) who are residing in countries or jurisdictions other than Malaysia to immediately consult their legal advisers and other professional adviser as to whether the acceptance, renunciation, sale or transfer of the Provisional Allotments (as the case may be), would result in the contravention of any laws of such countries or jurisdictions.

Neither the Company nor Inter-Pacific Securities Sdn. Bhd. shall accept any responsibility or liability whatsoever to any party in the event that any acceptance, renunciation, sale or transfer of the Provisional Allotments (as the case may be) made by the Entitled Shareholders and/or their renounee(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) (if applicable) is a resident.

A copy of the AP has been registered with the SC. 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. A copy of the Documents has also been lodged with the Registrar of Companies who takes no responsibility for their contents. Approval for the Rights Issue with Warrants has been obtained from the shareholders of TPC at the EGM held on 17 September 2015. Approval has been obtained from Bursa Securities on 31 July 2015 for the admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for the Rights Shares and Warrants and the new TPC Shares to be issued upon exercise of the Warrants on the Main Market of Bursa Securities.

The admission of the Warrants to the Official List of Bursa Securities and listing of and quotation for the Right Shares, Warrants and the new TPC Shares to be issued upon exercise of the Warrants will commence after, amongst others, receipt of confirmation from Bursa Depository that all the CDS Accounts of the Entitled Shareholders and/or their renounees (if applicable) have been duly credited and notices of allotment have been despatched to them. The admission of the Warrants to the Official List of Bursa Securities and listing of and quotation for the Rights Shares and Warrants and the new TPC Shares to be issued upon exercise of the Warrants are in no way reflective of the merits of the Rights Issue with Warrants.

The Board has seen and approved all the Documents 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.

The provisionally allotted Rights Shares and Warrants are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991, as amended from time to time ("SICDA") and therefore, the SICDA and the Rules of the Bursa Depository shall apply in respect of dealings in the Provisional Allotments.

Unless otherwise stated, the unit of currency used in this RSF is RM and sen. Terms defined in the AP shall have the same meaning when used in this RSF, unless stated otherwise or the 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 January 2016 or such later date and time as the Board may decide in their absolute discretion and announce not less than two (2) Market Days before the stipulated date and time.

If acceptance and payment for the Provisional Allotment is not received by the Share Registrar by 5.00 p.m. on 8 January 2016 being the last time and date for acceptance and payment (or such extended date and time as the Board may decide and announce at their absolute discretion), such Provisional Allotment will be deemed to have been declined and will be canceled.

(II) FULL OR PART ACCEPTANCE OF THE RIGHTS SHARES AND WARRANTS

The Provisional Allotments are renounceable in full or in part. If you wish to accept all or part of your entitlement to the Provisional Allotments, 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 "TPC 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 Provisional Allotments accepted, to be received by the Share Registrar at the address above not later than 5.00 p.m. on 8 January 2016 (or such later date and time as the Board may decide in their 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 the Board. Cheques or any other mode of payments not prescribed herein are not acceptable.

No acknowledgement will be issued by the Company or the Share Registrar for the receipt of this RSF or the application monies in respect of the Rights Issue 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 and Warrants shall be credited into your CDS Account and a notice of allotment will be despatched to you by ordinary post to the address as stated in the Record of Depositors at your own risk within eight (8) Market Days from the last date and time for acceptance of and payment for the Provisional Allotments 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 by ordinary post to the address as shown in the Record of Depositors provided by Bursa Depository at your own risk within fifteen (15) Market Days from the last date of acceptance and payment for the Provisional Allotments.

(III) APPLICATION FOR 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 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 "TPC 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 the Share Registrar at the address above not later than 5.00 p.m. on 8 January 2016 (or such later date and time as the Board may decide in their 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 the Board. Cheques or any other mode of payments not prescribed herein are not acceptable.

No acknowledgement will be issued by the Company or the Share Registrar for the receipt of the Excess Rights Shares 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 and Warrants shall be credited into your CDS Account and a notice of allotment will be despatched to you by ordinary post to the address as stated in the Record of Depositors at your own risk within eight (8) Market Days from the last date and time for application 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 the Share Registrar will be irrevocable and cannot be subsequently withdrawn. In respect of unsuccessful or partially successful Excess Rights Shares 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 by ordinary post to the address as stated in the Record of Depositors at your own risk within fifteen (15) Market Days from the last date and time for application and payment for the Excess Rights Shares. The Board reserves the right to allocate the Excess Rights Shares, if any, in a fair and equitable manner, 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 the Excess Rights Shares applied for; and
- (iv) lastly, for allocation to renounee(s) who have applied for the Excess Rights Shares on a pro-rata basis and in board lots, calculated based on the quantum of the Excess Rights Shares applied for.

Nevertheless, the Board reserves the right to allot any Excess Rights Shares applied for under Part I (B) of the RSF in such manner as they in their absolute discretion deems fit and expedient and in the best interest of the Company, subject always to such allocation being made on a fair and equitable basis and that the intention of the Board as set out above is achieved. The Board reserves the right not to accept or to accept any of the Excess Rights Shares application, in full or in part, without assigning any reason thereof.

(IV) SALE/TRANSFER OF PROVISIONAL ALLOTMENTS

As an Entitled Shareholder, you may wish to sell or transfer all or part of your entitlement to the Provisional Allotments to one (1) or more person(s) immediately through your stockbroker(s) without first having to request for a split of the Provisional Allotments standing to the credit of your CDS Account(s). To sell/transfer all or part of your entitlement to the Provisional Allotments, 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 Allotments.

In selling/transferring all or part of your entitlement to the Provisional Allotments, you need not deliver any document, including this RSF, to your stockbroker(s). You are however, advised to ensure that there is sufficient Provisional Allotments standing to the credit of your CDS Account(s) for settlement of the sale/transfer. Purchaser(s) of the Provisional Allotments may obtain a copy of the AP 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 Allotments, you may still accept the balance of your entitlement to the Provisional Allotments 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 accepted to the Share Registrar in accordance with the instructions as set out in Note (ii) of this RSF.

(V) GENERAL INSTRUCTIONS

- (a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- (b) Rights Shares with Warrants subscribed by the entitled shareholders and/or their renounee(s) (if applicable) will be credited into their respective CDS accounts as shown in the Record of Depositors.
- (c) Any interest or other benefit accruing on or arising from or in connection with any remittance 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 Allotments and the Excess Rights Shares applied 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 Company reserves the right not to accept or to accept any acceptance and/or application (if applicable) if the instructions stated hereinabove are not strictly adhered to.
- (f) Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on this RSF.