

NOTICE OF PROVISIONAL ALLOTMENT OF RCPS

TERMS DEFINED IN THE ABRIDGED PROSPECTUS DATED 5 FEBRUARY 2021 ("ABRIDGED PROSPECTUS") SHALL HAVE THE SAME MEANINGS WHEN USED IN THIS NOTICE OF PROVISIONAL ALLOTMENT UNLESS OTHERWISE STATED. THE PROVISIONALLY ALLOTTED RCPS (AS DEFINED HEREIN) 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, SICDA AND THE RULES OF BURSA MALAYSIA DEPOSITORY SDN BHD ("BURSA DEPOSITORY") SHALL APPLY IN RESPECT OF DEALINGS IN THE PROVISIONALLY ALLOTTED RCPS.



NI HSIN RESOURCES BERHAD

(Registration No. 200401014850 (653353-W))
(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 960,100,530 REDEEMABLE CONVERTIBLE PREFERENCE SHARES ("RCPS") AT AN ISSUE PRICE OF RM0.01 PER RCPS ON THE BASIS OF 2 RCPS FOR EVERY 1 EXISTING ORDINARY SHARE IN NI HSIN RESOURCES BERHAD ("NI HSIN" OR "COMPANY") HELD BY THE ENTITLED SHAREHOLDERS OF NI HSIN AT 5.00 P.M. ON 5 FEBRUARY 2021 ("ENTITLEMENT DATE") PAYABLE IN FULL UPON ACCEPTANCE ("RIGHTS ISSUE OF RCPS")

Adviser



M&A SECURITIES SDN BHD

Registration No. 197301001503 (15017-H)
(A Wholly-Owned Subsidiary of Insas Berhad)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

To: The Shareholders of Ni Hsin

Dear Sir/Madam,

The Board of Directors of Ni Hsin ("Board") has provisionally allotted to you the number of RCPS as indicated below ("**Provisional Allotment**"), in accordance with the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") via its letter dated 24 September 2020 and the ordinary resolution passed by our shareholders at the Extraordinary General Meeting held on 18 November 2020 in relation to the Rights Issue of RCPS.

We wish to advise you that the RCPS allotted to you in respect of the Rights Issue of RCPS 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 stated in the Abridged Prospectus and Rights Subscription Form ("**RSF**") issued by the Company.

The Provisional Allotment of are subject to the terms and conditions stated in the Abridged Prospectus. Bursa Securities has already prescribed the securities of the Company listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the RCPS arising from the Rights Issue of RCPS are prescribed securities and as such, all dealings in the Provisional Allotment of will be by way of book entry through the CDS accounts and will be governed by the SICDA and the Rules of Bursa Depository.

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

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

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

In the event there is any remaining balance of Excess RCPS applied for by the Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable), who have applied for the Excess RCPS after carrying out steps (i) to (iv) as set out above, steps (ii) to (iv) will be repeated again in the same sequence to allocate the remaining balance of the Excess RCPS to the Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) who have applied for the Excess RCPS until such balance is fully allocated.

Nonetheless, our Board reserves the right to allot the Excess RCPS applied for by the Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) in such manner as our Board deems fit, expedient and in the best interest of our Company, subject always to such allocation being made on a fair and equitable manner and that the intention of our Board as set out in (i) to (iv) above is achieved. Our Board also reserves the rights at its absolute discretion to accept in full or in part any application for Excess RCPS without assigning any reason thereof.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER

NUMBER OF NI HSIN SHARES HELD AS AT 5.00 P.M. ON 5 FEBRUARY 2021	NUMBER OF RCPS PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.01 PER RCPS (RM)

IMPORTANT RELEVANT DATES AND TIMES:	
Entitlement Date	: Friday, 5 February 2021, at 5.00 p.m.
Last date and time for sale of allotment of rights	: Monday, 15 February 2021, at 5.00 p.m.
Last date and time for transfer of allotment of rights	: Wednesday, 17 February 2021, at 4.30 p.m.
Last date and time for acceptance and payment	: Tuesday, 23 February 2021, at 5.00 p.m.*
Last date and time for excess application and payment	: Tuesday, 23 February 2021, 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 (as defined in the Abridged Prospectus) before the stipulated date and time.

By Order of the Board

TAN YIT CHAN (MAICSA 7009143)
TAN AI NING (MAICSA 7015852)
Company Secretaries

Share Registrar
Bina Management (M) Sdn Bhd
Registration No. 197901005880 (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 AND SERVICES ACT, 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS DATED 5 FEBRUARY 2021 ("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 ADVISER IMMEDIATELY. All enquiries concerning the Rights Issue of RCPS should be addressed to the Share Registrar of Ni Hsin, Bina Management (M) Sdn Bhd at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan. **INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.**

Approval for the Rights Issue of RCPS has been obtained from the shareholders of Ni Hsin at the Extraordinary General Meeting held on 18 November 2020. Approval has been obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") vide its letter dated 24 September 2020 for the listing of and quotation for the RCPS, on the Main Market of Bursa Malaysia Securities Berhad. The official listing of and quotation for RCPS, arising from the Rights Issue of RCPS will commence after, amongst others, receipt of confirmation from Bursa Depository that all CDS accounts of the successful entitled shareholders and/or their renounee(s) (if applicable) have been duly credited and notices of allotment have been despatched to them.

The Abridged Prospectus, together with the Notice of Provisional Allotment ("NPA") and this RSF are not intended to be (and will not be) issued, circulated or distributed in 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. For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Malaysia, the Abridged Prospectus, together with the NPA and this RSF, has not been and will not be despatched to entitled shareholders who has a registered address outside Malaysia, unless they have provided an address in Malaysia for the service of the Abridged Prospectus, NPA and this RSF by 5 February 2021. However, even though a person may be issued, circulated or distributed or be permitted to collect the Abridged Prospectus, together with the NPA and this RSF, Ni Hsin and M&A Securities Sdn Bhd ("M&A Securities") require that the person into whose possession the Abridged Prospectus, NPA and this RSF may come into, must inform himself of and observe all the applicable laws of other jurisdictions which may prohibit or restrict the issue, circulation or distribution of the Abridged Prospectus, NPA and this RSF, or which may prohibit or restrict the offering, solicitation or invitation to subscribe for the RCPS under the Abridged Prospectus, NPA and this RSF. Ni Hsin and M&A Securities shall not accept any responsibility or liability in the event that any acceptance or renunciation 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.

A copy of the Abridged Prospectus has been registered with the Securities Commission Malaysia ("SC"). The registration of the Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue of RCPS 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 Abridged Prospectus, together with the NPA and this RSF, has also been lodged with the Registrar of Companies, who takes no responsibility for the contents.

Admission of the securities to the Official List of Bursa Securities and the listing of and quotation for the securities on the Main Market of Bursa Securities are in no way reflective of the merits of the Rights Issue of RCPS. Neither Bursa Securities nor the SC takes any responsibility for the correctness of statements made or opinions expressed herein.

The Abridged Prospectus, together with the NPA and this RSF has been seen and approved by the Board of Directors of Ni Hsin and they collectively and individually 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, the omission of which would make any statement in these documents false and 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 RSF, unless they are otherwise defined here 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 23 February 2021, or such later date and time as the Board may decide and announce at their discretion. Where the closing date of acceptance and payment is extended from the original closing date, the announcement of such extension will be made not less than two (2) market days before the original closing date. If acceptance and payment(s) in the manner specified herein are not received (whether in full or in part, as the case may be) by the Share Registrar of Ni Hsin, **Bina Management (M) Sdn Bhd at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia** by 5.00 p.m. on 23 February 2021 (or such later date and time as the Board may decide and announce at their discretion), the said provisional allotment to you will be deemed to have been declined and will be cancelled. The Board will then have the right to allot such RCPS not taken up, to applicants applying for the Excess RCPS in the manner as set out in item (III) below.

(II) FULL OR PART ACCEPTANCE AND PAYMENT

If you wish to accept the RCPS provisionally allotted to you either in full or in part, please complete Parts I(A) and II of this RSF and submit this RSF together with the appropriate remittance made in Ringgit Malaysia by 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 made in favour of "**NI Hsin RIGHTS ISSUE ACCOUNT**" and crossed "**ACCOUNT PAYEE ONLY**" and endorsed on the reverse side with your name, contact number and CDS account number in block letters, for the full amount payable for the RCPS accepted, to be received by the Share Registrar of Ni Hsin, **Bina Management (M) Sdn Bhd, Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia** not later than 5.00 p.m. on 23 February 2021 (or such later date and time as the Board may decide and announce at their discretion). Cheques or any other mode of payments are not acceptable.

The remittance must be made for the exact amount payable for the RCPS accepted. No acknowledgement of receipt of this RSF and application monies will be issued in respect of the RCPS. However, if your application is successful, a Notice of Allotment will be issued and despatched by ordinary post to you at your own risk to the address shown in the Record of Depositors within eight (8) market days from the last date of acceptance and payment for the RCPS or such other period as may be prescribed by Bursa Securities.

(III) EXCESS RCPS APPLICATION

If you wish to apply for additional RCPS 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 forward this RSF together with a separate remittance made in Ringgit Malaysia by 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 made in favour of "**NI Hsin EXCESS RIGHTS ISSUE ACCOUNT**" and crossed "**ACCOUNT PAYEE ONLY**" and endorsed on the reverse side with your name, contact number and CDS account number in block letters, for the full amount payable in respect of the Excess RCPS applied for, to be received by the Share Registrar of Ni Hsin, **Bina Management (M) Sdn Bhd**, not later than 5.00 p.m. on 23 February 2021 (or such later date and time as the Board may decide and announce at their discretion).

The remittance must be made for the exact amount payable for the Excess RCPS applied for. No acknowledgement of receipt of this RSF and application monies will be issued in respect of the Excess RCPS. However, if your application is successful, a Notice of Allotment will be issued and despatched by ordinary post to you at your own risk to the address shown in the Record of Depositors within eight (8) market days from the last date of acceptance and payment for the Excess RCPS or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially successful Excess RCPS applications, the full amount or the balance of the application monies, as the case may be, shall be refunded without interest and shall be despatched within fifteen (15) market days from the last date for acceptance and payment for the Excess RCPS by ordinary post to the address shown in the Record of Depositors at your own risk.

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

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

In the event there is any remaining balance of Excess RCPS applied for by the Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable), who have applied for the Excess RCPS after carrying out steps (i) to (iv) as set out above, steps (ii) to (iv) will be repeated again in the same sequence to allocate the remaining balance of the Excess RCPS to the Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) who have applied for the Excess RCPS until such balance is fully allocated.

Nonetheless, our Board reserves the right to allot the Excess RCPS applied for by the Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) in such manner as our Board deems fit, expedient and in the best interest of our Company, subject always to such allocation being made on a fair and equitable manner and that the intention of our Board as set out in (i) to (iv) above is achieved. Our Board also reserves the rights at its absolute discretion to accept in full or in part any application for Excess RCPS without assigning any reason thereof.

(IV) SALE/TRANSFER OF THE ALLOTMENT

If you wish to sell or transfer all or part of your entitlements to the RCPS to one (1) or more person(s), you may do so through your stockbroker for the period up to the last time and day for sale or transfer of the provisionally allotted RCPS (in accordance with the Rules of Bursa Depository) without first having to request the Company for a split of the provisional allotment of the RCPS standing to the credit of your CDS accounts. To sell or transfer all or part of your entitlements to the RCPS, you may sell such entitlement on the open market or transfer such entitlements to such persons as may be allowed pursuant to the Rules of Bursa Depository.

In selling or transferring all or part of your provisional allotment of RCPS, you need not deliver any document (including this RSF), to your stockbroker. However, you must ensure that you have sufficient provisional allotment of RCPS standing to the credit of your CDS accounts that are available for settlement of the sale or transfer.

The purchaser(s)/transferee(s) can collect a copy of the Abridged Prospectus and this RSF for the acceptance of his/her/their provisional allotment of the RCPS from his/her/their stockbroker, the Registered Office of the Company or the Share Registrar's office or Bursa Securities' website at <http://www.bursamalaysia.com>. If you have sold only part of your entitlements to the RCPS, you may still accept the balance of your entitlement by completing Parts I(A) and 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 Seal.
- (b) Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on this RSF.
- (c) Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of Ni Hsin and Ni Hsin 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 allotment of the RCPS 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) Ni Hsin reserves the right to accept or reject any acceptance and/or application if the instructions stated above are not strictly adhered to.
- (f) The RCPS subscribed by the entitled shareholders and/or their renounee(s) (if applicable) will be credited into their respective CDS accounts as stated on the NPA or the exact accounts appearing in Bursa Depository's records.
- (g) Entitled shareholders and/or their renounee(s) (if applicable) should note that this RSF and remittances, so lodged with the Share Registrar, shall be irrevocable and may not subsequently be withdrawn.